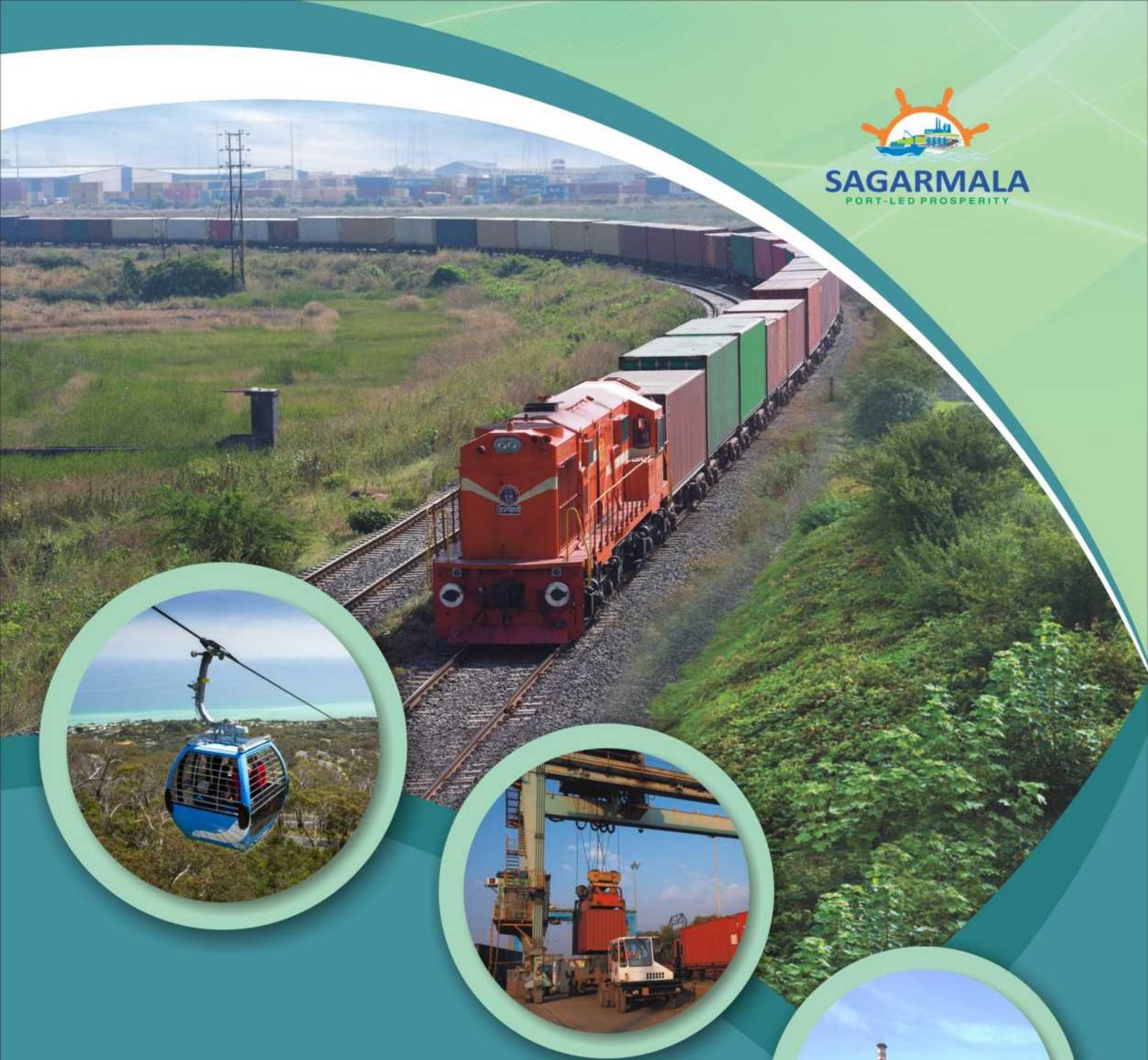




SAGARMALA
PORT-LED PROSPERITY



Annual Report 2018-2019



Indian Port Rail & Ropeway Corporation Ltd.



Corporate Information

Board of Directors

Chairman	: Shri Gopal Krishna
Managing Director	: Shri Anoop Kumar Agrawal
Director Works	: Shri Anil Kumar Gupta
Director Finance cum CFO	: Shri Ravjit Singh Arenja (up to 29/03/2019)
Govt. Nominee Directors (SS and FA, Ministry of Shipping)	: Shri Shambhu Singh (w.e.f. 09/04/2018)
Promoter Director	: Shri P. K. Singh Nominee of RVNL Shri Rinkesh Roy Nominee of Paradip Port Trust Shri Jeyakumar Iyamperumal (up to 10/01/2019) Nominee of MgPT Shri E. Ramesh Kumar (w.e.f. 10/01/2019) Nominee of MgPT

COMPANY SECRETARY

Mr. Amaresh Pradhan

STATUTORY AUDITOR

Jayesh Dadia & Associates LLP
Chartered Accountants, Mumbai

SECRETARIAL AUDITOR

NSP & Associates
Company Secretaries
New Delhi

INTERNAL AUDITOR

Yardi Prabhu & Associates
Chartered Accountants Mumbai

BANKER

State Bank of India

REGISTERED OFFICE

1st Floor, South Tower, NBCC Place,
Bhishma Pitamah Marg, Lodhi Road,
New Delhi-110003

CORPORATE OFFICE

4th Floor, Nirman Bhavan,
Mumbai Port Trust Building,
M.P. Road, Mazgaon (E),
Mumbai - 400010

Ph : 022-66566343

Email : cs.iprcl@gmail.com

Website : www.iprcl.org



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NOTICE

NOTICE is hereby given that the **Fourth Annual General Meeting** of the Indian Port Rail & Ropeway Corporation Limited is to be held on **Friday, the 27th day of September, 2019** at Conference Room (Sagar Manthan) of Ministry of Shipping, Govt. of India, 4th Floor, Transport Bhawan, New Delhi-110001 at 12.00 Noon to transact the following businesses:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019, together with the reports of the Board of Directors and the Auditors thereon.
2. Authorization to the Board of the Directors of the Company to fix the remuneration of Statutory Auditors, M/s Jayesh Dadia & Associates LLP, Chartered Accountant, Mumbai appointed by the Comptroller and Auditor General of India vide Letter No./CA.V/COY/CENTRAL GOVERNMENT, IPRCL(1)/684 dated 09.08.2019 for the Statutory Audit for the financial year 2019-20.
3. To consider declaration of final dividend on equity shares for the Financial Year 2018-19.

By order of the Board
For **Indian Port Rail & Ropeway Corporation Limited**

Amaresh Pradhan
Company Secretary
Mem. No. : 17501

Date : 05/09/2019

Place : New Delhi

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETINGS IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL ONLY, INSTEAD OF HIMSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE THE MEETING.
2. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
3. THE RELATIVE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE BUSINESS UNDER ITEM SET OUT ABOVE IS ANNEXED HERETO.
4. CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVE TO ATTEND AND VOTE AT THE MEETING ARE REQUESTED TO ENSURE THAT THE AUTHORIZED REPRESENTATIVE CARRIES A DULY CERTIFIED TRUE COPY OF THE BOARD RESOLUTION, POWER OF ATTORNEY OR SUCH OTHER VALID AUTHORIZATIONS UNDER THE COMPANIES ACT, 2013 IN INDIA, AUTHORIZING THEM TO ATTEND AND VOTE AT THE MEETING. IN TERMS OF THE PROVISIONS OF THE COMPANIES ACT, 2013, THE REPRESENTATIVES OF CORPORATE MEMBERS WITHOUT PROPER AUTHORIZATION, SUCH AS BOARD RESOLUTION OR POWER OF ATTORNEY OR SUCH OTHER VALID AUTHORIZATION, MAY NOT BE ABLE TO ATTEND THE MEETING.
5. THE REGISTERS OF THE DIRECTORS AND KEY MANAGERIAL PERSONNEL AND THEIR SHAREHOLDING UNDER SECTION 170 OF THE COMPANIES ACT, 2013, WILL BE AVAILABLE FOR INSPECTION BY THE MEMBERS AT THE ANNUAL GENERAL MEETING.



FORM NO MGT-I I PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U60300DL2015GOI282703
 Name of the Company : Indian Port Rail & Ropeway Corporation Limited
 Regd. Office : 1st Floor, NBCC Place, Bhishma Pitamah Marg, Lodhi Road, New Delhi-I 10003
 Email: cs.iprcl@gmail.com
 Website : www.iprcl.org
 Phone : 022-66566343

Name of the Member(s) :	
Registered Office :	
E-mail Id :	
Folio No.	

I / We, being the Member(s) of shares of the above named company, hereby appoint : Name : _____ Address : _____ or failing him; Name : _____ Address : _____ as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Third Annual General Meeting of the Company, to be held on **Friday, 27th day of September, 2019 at 12.00 Noon at Conference Room (Sagar Manthan) of Ministry of Shipping, Govt. of India, 4th Floor, Transport Bhawan, New Delhi-I 10001** and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
Ordinary Business :			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019, together with the reports of the Board of Directors and the Auditors thereon.		
2.	Authorization to the Board of the Directors of the Company to fix the remuneration of Statutory Auditors, M/s Jayesh Dadia & Associates LLP, Chartered Accountant, Mumbai appointed by the Comptroller and Auditor General of India vide letter No./CA.V/COY/CENTRAL GOVERNMENT, IPRCL(I)/684 dated 09.08.2019 for the Statutory Audit for the financial year 2019-20.		
3.	To consider declaration of final dividend on equity shares for the Financial Year 2018-19.		

Signed this _____ day of _____, 2019
 Signature of the Shareholder _____
 Signature of Proxy holder(s) _____

Please affix the
 Revenue
 Stamp of Re. I

Note : This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 (Forty Eight) hours before the commencement of the meeting.



AGM Notice

Indian Port Rail & Ropeway Corporation Limited

Ist Floor, NBCC Place, Bishma Pitamah Marg,
Lodhi Road, New Delhi-I 10003
CIN: U60300DL2015GOI282703
Email id: cs.iprcl@gmail.com
Phone: 022- 66566343

ANNUAL GENERAL MEETING

Please fill this attendance slip and hand it over at the entrance of the venue of the meeting.

Name of the Shareholder	
Address	
No. of Shares Held	
Registered Folio No.	

I certify that I am an authorized representative for the above named shareholder of the Company. I hereby record my presence at the Fourth Annual General Meeting of Indian Port Rail & Ropeway Corporation Limited to be held on **Friday, 27th day of September, 2019 at 12.00 Noon at Conference Room (Sagar Manthan) of Ministry of Shipping, Govt. of India, 4th Floor, Transport Bhawan, New Delhi-I 10001**

Name of Shareholder

Name of the Member / Proxy (in block letters)

Signature of the Member / Proxy

Land Mark : Transport Bhawan

Road Map : From Indira Gandhi International Airport, New Delhi to the Venue of AGM



Directors' Report



Distinguished Members

The Directors of your Company have pleasure in presenting their 4th Report on the affairs of your Company for the financial year 2018-19.

I. PERFORMANCE HIGHLIGHTS

During the financial year 2018-19, your company achieved a total revenue of Rs. 322.26 crores as compared to Rs. 200.35 crores in the previous financial year. Further, your company has also achieved a Profit after Tax of Rs.19.88 crores as compared to Rs. 13.16 crores in the previous financial year.

The total revenue of your Company has increased by 60.85% and the operating turnover has registered an increase of 61.72% as compared to the previous financial year. The profit before tax has increased by 52.02% and profit after tax has increased by 51.06% showing a quantum jump and robust growth on both turnover and profit fronts reflecting sound build-up of organization and expansion of the business of your Company.

a. Financial Performance : Important Financial Indicators

Some important indicators of the financial performance of your Company for the year 2018-19 vis a vis 2017-18 are given below :

(Rs. In Lakh)

Sr. No.	Particulars	2018-19	2017-18
I	Revenue from Operations	31063.14	19207.44
II	Other income	1163.59	827.40
III	Total Revenue (I+II)	32226.73	20034.83
IV	Expenses		
	Direct Expense	27567.53	17260.92
	Employee Benefits Expense	1065.98	382.98
	Depreciation Expense	65.50	45.39
	Other Expenses	710.40	492.49
	Total Expenses	29409.42	18181.78
V	Profit Before Tax (III-IV)	2817.31	1853.05
VI	Tax Expense		
	(1) Current Tax	(873.12)	565.00
	(2) Deferred Tax	44.23	28.17
VII	Profit after Tax	1988.43	1316.23
	Earning per share (Basic/ Diluted) Face value of Rs. 10/- each	1.99	1.32

b. Dividend

Your Directors have recommended final dividend of Rs. 0.708/- per paid-up equity share of face value of Rs.10/- each (i.e.@7.08%) for the financial year 2018-19, subject to approval of the Members in the ensuing Annual

General Meeting. Total amount of dividend outgo will be Rs. 7.084 crores and the dividend distribution tax will be Rs. 1.442 crores.

c. Capital Structure

The paid-up share Capital of the company remained at Rs. 100 crores as against authorised share capital of Rs. 500 crores and the company has not issued any share during the year under consideration.

d. Change of Name and main object Clause of the Company:

The name of the Company was changed from "Indian Port Rail Corporation Limited" to "Indian Port Rail & Ropeway Corporation Limited" after seeking approval of the shareholders in the 3rd Annual General Meeting held on 13th December 2018. Approval of Ministry of Corporate Affairs was received for name change on 11.01.2019.

The addition of word "Ropeway" in the name warranted inclusion in the object clause of the company to specifically insert a clause about the new business in the main object of the Company. Further, it was proposed to include other relevant business activities using domain expertise of Civil Engineering & Railway Technologies including providing consultancy services from the domain expertise. Consent of the shareholders was received for object change in the 3rd Annual General Meeting of the Company held on 13.12.2018. Approval of Ministry of Corporate Affairs was received for object change on 29.12.2018.

e. Operational Performance

Field Offices and Direct Execution of Projects :

Year 2018-19 was the third financial year of performance of your Company in which major thrust of the management was the team and organization building and gradually taking up direct execution of railway projects instead of getting work done through other railway PSUs which was the primary means of execution in the previous years. Your Company is in the process of capacity building and opening of offices at various locations all over India for better co-ordination and control of the projects being undertaken by it. Field offices at Bhubaneswar, Chennai, Kolkata, Vijayawada and Ahmedabad have been opened. a Project unit for VPT and AP Ports at Visakhapatnam will be opened in near future and the process has been initiated. Your Company has also started direct execution of Projects for JNPT, KoPT, PPT, KPL during the year, which includes both DPR preparation and Construction.



Directors' Report

Completion of Projects :

The following projects were completed by your Company during the year. Their costs are small but they have done much greater value addition to the respective Ports in terms of Rail Cargo handling capacity and efficiency of Rail operation:

Sl. No.	Name of project	Port	Track Km	Cost in Crores (Rs.)
1	Rail connectivity to berth No. 13, 14, 15 & 16 from take-off point to west end of berth Phase-I : Ground Improvement by Stone Column	Deendayal Port Trust	4.15	73.5
2	Upgradation of the Track Nos. 10, 12, 14, 16, 18, 19, 20, 21, 22 and 23 at EJC yard	Kolkata Port Trust	12	38.20
3	Accommodate full rake length at 7, Netaji Subhash Dock and its yard under KDS, KoPT	Kolkata Port Trust	1.7	18.0
4	Construction and Commissioning of new port Rail yard for VOCT at Hare island with a Connectivity Rail track between Marshalling yard and Hare island.	VoCPT	12	53.0
5.	Connection of dead end line at North of R& D yard to Eastern Grid (Third line) from East Coast Railways	VPT	1.50	13.04
6	Addl work of providing 3rd line near 14 lever goomty at NH yard	VPT	0.90	2.41
7	Providing direct connection between OEC and Western sector joining at NAD curve from E.Co. Railway	VPT	1.0	19.56
	Total		33.25	217.71

Projects in Progress during the year:

Sl. No.	Name of project	Port	Track Km	Cost in INR Cr. (Rev.)
1	Extension of line No. 11 to 15 to full length at R&D yard (5 Km)	VPT RITES/ IPRCL	1.5	10.23
2	Phase 2 : Rail connectivity to berth No. 13, 14, 15 & 16 from take-off point to West end of berth Formation (Bridge and Track work)	DPT	4.15	17.54

Sl. No.	Name of project	Port	Track Km	Cost in INR Cr. (Rev.)
3	Augmentation / Doubling of Southern connectivity to KPL : Ph.1 : Major Bridges work	KPL	2.3	76
	Augmentation / Doubling of Southern connectivity to KPL : Ph.2: Earthwork & minor bridges and track linking work			
4	Doubling of Railway line from Durga Chak to Haldia Dock (20 Km)	HDC	7.3	110
5	3rd Line between Jasai and JNPT (Mid-Section) (RITES)	JNPT	12	126.02
	3rd Line between Jasai and JNPT- Yard Work (Deposit work) (CR)			
6	JNPT Development of DFC compliant Common Rail Yard with ROB Part I	JNPT	12	267.00
7	Rail Connectivity to Jalna Dry Port including construction of ROB	JNPT	8	120.29
8	Rail Connectivity to Wardha Dry Port	JNPT	2.9	63.00
9	Construction of ROB under Setu-Bharatam at Km 183+700 in the state of AP	Morth	-	59.86
10	Track Renovation Including Other Related Ancillaries Civil work in KoPT Yard	KoPT	3.5	15.10
11	Manufacturing of PSC sleepers for IPRCL BBS and carting of sleepers from Dhanmandal Station of Eco Rly to PPT	PPT	-	8.30
12	S&T, bldg and OHE Work at VoCPT	VoCPT	-	19.59
			51.30	892.90

Electrical Works in hand 2018-19

Sl. No.	Name of project	Port	Track Km	Cost in INR Cr. (Rev.)
1	Providing OHE on L. No. 6 & 7 at Durgachak Haldia Port	HDC	-	2.04
2	RE work at Wardha Dry Port	JNPT	-	2.44
3	Electrical work at Marshalling Yard and Hare Island	VoCPT	-	5.60
			-	10.35

Some of the Project highlights for the year 2018-19 are as under:

Up gradation of the tracks at EJC Yard (10Km) and accommodate full rake length at 7 Netaji Subhash Dock and its Yard under KDS, under Kolkata Port Trust:

This work has enabled to fulfil the need of KoPT for 100% utilization of track which could not be make effective earlier due to 70% of derailments being on track account. Increases efficiency in operation with 100% based safety. These factors in operations and maintenance highly improved due to up gradation of track structure, better track geometry less input of fund, quantum improvement on detention time for handling and release of rakes. Further the overall turn - round of Rakes/Wagons/Containers/Engines also improved to a greater extent. The efficient drainage system enabled no subsidence of track due to water logging, thereby attaining overall economy .



Providing direct connection between OEC and Western sector joining at NAD curve from E. Co. Railway at VPT, Connection of dead end line at North of R& D yard to Eastern Grid (Third line) from East Coast Railways at VPT and Additional work of providing 3rd line near I4 lever goomty at NH yard at VPT

This work completed by your company will benefit VPT in its operational efficiency as below:

- o Direct Entry to Western Sector of VPT which reduces the total track length of 6.00Km
- o Direct Entry to Eastern Sector of VPT on EOL.
- o Direct entry to Vedanta terminal reducing the congestion of the VPT Yard.



Indore-Manmad New Broad Gauge (BG) Railway Line:

The initial DPR for the project was prepared by Central Railway for a construction cost of Rs.9928 Crores. With a comprehensive review of alignment and optimization of geometrical features and technical specifications, IPRCL prepared the DPR (Technical Feasibility Report, Bankability Report and Traffic Report) in March 2018 with construction cost of Rs. 6765.59 Crore and Project Cost of Rs. 8574.79 Crore (including escalation, IDC, financing and insurance charges) and submitted a copy each to Central Railways, Government of Maharashtra, Government of Madhya Pradesh and JNPT for their approval. The financial bankability study of the project was undertaken through M/s. KPMG and Traffic Study was undertaken through RITES.

Central Railway has approved the DPR of March 2018 with some observations vide their letter No. TW/RECT Sur/MMR-IND new line/230 dtd. 01.10.2018. Reply to these observations was sent to Central Railway vide IPRCL on 14.11.2018. Incorporating these observations of Central Railway as well including cost of royalty charges on minor minerals, GST impact, optimization of alignment from chainage Km 292.0 to Km 350.0 through Trimble software, rationalization of capital flow (equity & debt) to optimize IDC, use of latest freight rates of Indian Railways for updation of revenues, the DPR is revised in November 2018 with Construction cost of Rs. 7205.07 Cr. and Project cost of Rs. 8601.48 Cr. Further, as per the instructions of competent authority, in Feb 2019, the Construction cost was revised to Rs. 7173.37 after deleting contingency charges on land etc. and Project Cost arrived to Rs. 8931.64 Cr. (including escalation, IDC, financial and insurance charges etc). After completion of Final location survey, FLS Report was prepared based on actual data collection at site and the cost of construction is arrived to Rs. 7197.46 Crs.



MOU signing ceremony for Indore - Manmad Railway Line between Ministry of Shipping, Ministry of Railway, Government of Maharashtra and Government of Madhya Pradesh

Providing railway track between Marshalling Yard and Hare Island

Your company completed this work of rail connectivity between Marshalling Yard and Hare Island for VoCPT. It will facilitate the port with additional handling capacity for transport of mainly dry bulk cargo for quick evacuation of cargo and meeting the future requirements of Port which will increase the rail traffic.

Ropeways :

Your company has forayed into ropeway sector in February 2018. IPRCL has developed a vertical to deal with ropeways (for tourism and urban transport) and has built up capacity to offer various ropeway related services like preparation of Feasibility Report and DPR, Bid Process Management and PMC. IPRCL is presently dealing with important ropeway projects like Haji Bunder-Elephanta Ropeway Project in Mumbai, two ropeway projects in Manipur State, Kanyakumari Ropeway Project etc. IPRCL is offering following consultation services in respect of Ropeway Projects:

- o Preparation of Feasibility Report
- o Preparation of the Detailed Project Report
- o Bid Process Management, calling of Request for Qualification and request for Proposal and assisting in finalization of bids (excluding legal expenditure)
- o Project Management Consultancy for execution of the project.

Your company has prepared feasibility reports/DPRs for five ropeway projects in India in 2018-19 and is preparing feasibility reports and DPR for 11 ropeway projects in the current year. Your company is involved in Bid Process Management in six ropeway projects.

Your company has developed a vertical for Ropeways and now has the capacity to prepare DPRs, Financial modelling, PMC, System Safety Certification and act as Independent Engineers. The company has signed MOU with M/s POMA for skill development and training on Ropeways for development of trained manpower in India and has tied up with M/s WPK for safety certification and M/s ROPES for PMC of CEN standard ropeway projects. GM/Mech



Mumbai : Sewree - Elephanta Ropeway



Kanyakumari Mainland to Thiruvalluvar Statue Ropeway

New Areas of Business Undertaken during the year :

I. Signaling, Telecom and IT Vertical :

This vertical was formed in April 2018. In first year of its formation, with limited manpower and resources, it has bolstered IPRCL by equipping it with in-house skill set in Signalling, Telecommunication and IT.

During the last financial year IPRCL has successfully carried out following activities in the domain of Signaling and IT.

(A) PMC in the field of Signaling:

The job of Estimation and bid process management for specialized Signalling works involved in many high priority Rail Infrastructure works for various Ports

was completed including, Electronic Interlocking work at NewBlock station 'Dinagaon' between Jalna-Badnapu in Nanded Division of South Central Railways, modification in existing Panel interlocking at SINDI station of Nagpur Division of Central railway, Electronic Interlocking work in connection with Provision of railway track between Marshalling Yard and Hare Island at VoCPT.

(B) Bid Process Management :

The complete bid process management for Estate Management work for 3 years for KoPT involving DGPS and GIS based Drone Survey of KoPT estate, digitization of existing lease/license records and asset monetization was completed.



(C) IT works:

- i) **ReMS (Remote e-Monitoring System)** - As an IT initiative, the work of ReMS has been commissioned for real time monitoring of physical as well as financial progress of various works being executed by IPRCL across the country.
- ii) **ProMMM (Project Management Maturity Modelling)** - With the help of a consultant the 'Project management maturity' level of IPRCL was assessed and the ways to enhance the level was selected. The initial phase of this work is completed and the current maturity level stands at 2.83 out of 6. The implementation of 'procedural improvement recommendations' is a long term activity which is underway.

2. ROAD and ROB/RUB Vertical

Setu-Bharatam Projects :

Out of 9 ROBs originally allotted to the company, estimates for 8 ROBs were revised and got technically scrutinized. However, as per the decision given by MoRTH on 11/09/18, 6 out of 9 ROBs allotted were kept on hold and one was given to R&B. The company was given 2 ROBs from the original list and 4 new ROBs on bypass. Preparatory works on these 4 new ROBs like submission of GADs for approval of Railways, preparation of estimates, bid documents etc are being expedited.

- 1) Tender for Authority's Engineer and Tender for 2 ROB's (LC 55 & LC 79) which were called and opened were cancelled in view of decision of MoRTH dtd. 11/09/2018.
- 2) Estimate for construction of ROB in lieu of LC 104 was sanctioned by MoS on 08/03/2019.
- 3) MOU between MoRTH, MoS & IPRCL has been finalized and signed on 28/03/2018.
- 4) Tender for construction of ROB in lieu of LC 93 was finalized and sanction for the estimate awaited for issue of LOA.
- 5) Tender for construction of ROB in lieu of LC 104 is re-invited. The earlier tender was cancelled as per extant instructions of MoRTH as only one offer was received during the first call.
- 6) Land Acquisition :

Sl. No.	LC @ Bypass Chainage	Status
1	10+907,46+647,56+450	3D Proposals in Process
2	70+005	Land has been acquired by State Authorities
3	79+694 & 89+031	3D issued

- 7) Out of 6, GADs of 2 ROBs were approved by Railways earlier and GADs of remaining 4 ROBs on bypass were got prepared and are in the process of approval of Railways.

3. BUSINESS FROM NON -MAJOR PORTS AND NEW CLIENTS :

Rail Connectivity to Chhara Port for SP Ports Pvt. Ltd. under Shapoorji & Pallonji Group

Simar Ports Pvt. Ltd (SPPL) a group company of Shapoorji & Pallonji is developing a multi-user, multi-cargo, all weather greenfield port at Chhara in Gir-Somnath district of Gujarat. Chhara port is a non-major port and being developed under the concession agreement by SPPL and Gujarat Maritime Board. As the port is under development, it is necessary to provide rail connectivity for cargo movement from and to port.

The rail siding will be developed from Kodinar station on Somanath -Kodinar rail line. In this context, an MOU has been signed between SPPL & IPRCL on 11.09.2018. IPRCL's broad scope is preparation of DPR and its approval, to include inflated mileage, if needed to make the project viable, to obtain approval of Board for equity participation if found viable, approval of railway board for making it a special railway project, selection of shareholder, incorporation of SPV, submission of draft concession agreement to MoR and financial closures.

Working as Independent Engineer for Rail Connectivity at Dhamra Port in Odisha:

Dhamra Port came into operation in the year 2011-12 and its growth in last 7 years is quite encouraging. After taking over by M/s Adani, the Port has planned various augmentation works including Refinery and Containerization in its vicinity. IPRCL has already embarked its presence in Dhamra Port by utilising its services of Independent Engineers. The extension of Rail infrastructure involves in Internal Port Rail System as well as in External Augmentation works.

Internal Port System	External Port System
Extension of bulb line	Doubling between Dhamra Terminal Yard- Bansara Station
Connection for New Silo No. 3&4.	Additional 2 lines each at Tihiri, Gurdaspur and Bhatatira crossing stations of Bhadrak-Dhamra NGR rail connectivity.

Development of Last Mile Rail Connectivity to Gita Power & Infrastructure Pvt. Ltd. Tamilnadu :

Gita Power & Infrastructure Pvt. Ltd. (GPIPL) is a part of OPG Group. OPG group operates and develops power generation assets in India and is currently having 714 MW power plants in Tamil Nadu and Gujarat. GPIPL is the operator and has developed 414 MW coal based thermal power plant at Gummidipoondi in Tamil Nadu. The coal is being transferred to the power plant by road as the plant is connected only through road. Now, GPIPL is interested in developing rail connectivity to the plant by development of a Railway Siding from nearby Gummidipoondi Railway Station located on Chennai - Guddur main line.

In this regard, GPIPL has requested IPRCL to develop **Last Mile Rail Connectivity** which is about 4.34 km. Subsequently, a MoU has been signed between IPRCL &



Directors' Report

GPIPL on 10.12.2018 for implementing the project on JV Model of Railway's Participative Model of funding Rail infra projects.

Port-wise Operating Revenue and balance Order Book: (Rs. in Crore)

Ports	IPRCL Operating Revenue in 2018-19	Balance Order Book as on 01.04.2019
Chennai Port Trust (ChPT)	0.00	0.00
Deendayal Port Trust (DPT)	32.45	299.00
Jawaharlal Nehru Port Trust (JNPT)	170.71	247.87
Kamarajar Port Ltd (KPL)	4.06	65.94
Kolkata Port Trust (KoPT) & HDC	51.12	82.40
Mormugao Port Trust (MgPT)	0	0.00
New Mangalore Port Trust (NMPT)	1.29	0.00
Paradip Port Trust (PPT)	10.34	22.00
VO Chidambarnar Port Trust (VoCPT)	25.93	14.00
Visakhapatnam Port Trust (VPT)	12.1	5.50
Mumbai Port Trust (MbPT)	0.15	0.00
Ropeway/Non-Major Ports/Private Ports	2.48	4.30
Total	310.63	741.01
Setu-Bharatam ROBs by MoRTH		120.71
TOTAL in Cr.		861.71

4. FUTURE OUTLOOK:

During the last five years, India's economy has been one of the fastest growing economies in the world. By opening several pathways for trickle-down, the government has ensured that the benefits of growth and macroeconomic stability reach the bottom of pyramid. The share of manufacturing in India's GDP is low relative to the average in low and middle-income countries. India now aims to become a US\$5 trillion economy by 2024-25, which requires a sustained real GDP growth rate of 8%. However, it is also necessary to ensure that growth is inclusive, sustained, clean and formalized. One of the key arsenals to attain the projected growth is to increase the investment rate from 29% (FY 18) to 36% of GDP over the period under consideration, which will require measures to boost both private and public investment. To enhance public investment, it is envisaged to increase the tax-GDP ratio to at least 22% of GDP by 2022-23. Demonetization and GST will contribute positively to this critical effort. One of the key beneficiaries of implementation of GST will be Logistics industry which will improve supply chain across country and help reduce the logistics cost as % of GDP.

Under the Sagarmala Programme, the government has envisioned a total of 189 projects for modernisation of ports involving an investment of Rs 1.42 trillion (US\$ 22

billion) by the year 2035. Ministry of Shipping has set a target capacity of over 3,130 MMT by 2020, which would be driven by participation from the private sector. Non-major ports are expected to generate over 50 per cent of this capacity. India's cargo traffic handled by ports is expected to reach 1,695 million metric tonnes by 2021-22, according to a report of the National Transport Development Policy Committee. Within the ports sector, projects worth an investment of US\$ 10 billion have been identified and will be awarded over the coming five years.

Considering the above market universe coupled with unique expertise and positioning of the company has acquired since inception in Infrastructure sector more specifically in railway, ropeway & other modern transit system, multimodal transport, port infrastructure etc. the company is set to be one of the key enablers and executing agency going forward for seamless intermodal connectivity. Our swift growth and ability to customize to clients' needs augurs well for future growth setting stage for the company to acquire new milestones.

More detail is provided in Management Discussion and analysis report placed at **Annexure - I**

5. OTHER INFORMATION

A. Deposits

The Company has not accepted any amount falling within the purview of the provisions of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details relating to deposits covered under Chapter V of the Companies Act, 2013 or the details of deposits which are not in compliance with the Chapter V of the Companies Act, 2013 is not applicable.

B. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo, etc. are furnished in '**Annexure-II**' which forms part of this Report.

C. Particular of Contracts or Arrangement with Related Parties:

The details of transactions/contracts/arrangements referred to in Section 188(1) of Companies Act, 2013 entered by the Company with related party(ies) as defined under the provisions of Section 2(76) of the Companies Act, 2013, during the financial year under review, are furnished in Form AOC-2 and is attached as '**Annexure-III**' and forms part of this Report.

D. Extract of Annual Return:

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, Extract of the Annual Return for the financial year ended 31st March, 2019 made under the provisions of Section 92(3) of the Companies Act, 2013 will be available on the website of the Company i.e. iprcl.org and is attached as '**Annexure-IV**' which forms part of this Report.

Directors' Report



E. Particulars of Investments, Loans, Guarantees and Securities :

During the year, your Company has neither given any loan, guarantee and security nor made any investment covered under the provisions of Section 186 of the Companies Act, 2013.

F. Disclosures under Section 134(3)(l) of the Companies Act, 2013:

There were no material changes in the company which affected the financial position of the company during the year under the review.

G. Disclosure of Internal Financial Controls:

The Internal Financial Controls with reference to financial statements as designed and implemented are adequate. During the year under review, no material or serious observation has been received from the Statutory Auditors of the Company for inefficiency or inadequacy of such controls.

H. Board Meetings:

The Board of Directors met 4 times during the financial year ending 31st March, 2019 in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder. The details of the same are as mentioned under:-

Sr. No.	Date of Meeting	Total No. of Directors on the Date of Meeting	No. of Directors Attended
1.	27th June, 2018	Eight	Eight
2.	04th September, 2018	Eight	Seven
3.	02nd November, 2018	Eight	Five
4.	13th February, 2019	Eight	Eight

Attendance through video conferencing is considered

I. Risk Management:

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. Your Company periodically assesses risks in the internal and external environment and devises its plans to mitigate the effects of such risks on the business and operations of the company. There are no risks which in the opinion of your Directors threaten the existence of your Company.

J. Audit Committee

With respect to the provision of Section 177 of the Companies Act 2013 and in terms of the provision Corporate Governance Guidelines issued by the Department of Public Enterprise (DPE) the company has constituted the Audit committee approved by the board of directors in the 13th Board meeting held on 20th March 2017.

The Audit committee comprises of following Directors.

1. Shambhu Singh, SS & FA, Ministry of Shipping, Chairman
2. Rinkesh Roy, Chairman, Paradip Port Trust, Member

3. Anil Kumar Gupta, Director Works, IPRCL, Member
- The Audit committee of the Board met 4 times during the financial year 31st March 2019 in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder. The details of the same are as mentioned under:-

Sr. No.	Date of Meeting	Total No. of Members on the Date of Meeting	No. of Members Attended
1.	27th June, 2018	Three	Three
2.	04th September, 2018	Three	Three
3.	02nd November, 2018	Three	Two
4.	13th February, 2019	Three	Three

Attendance through video conferencing is considered

K. Nomination & Remuneration Committee

Pursuant to provisions of Section 178 of the Companies Act 2013 and in terms of the provision of Corporate Governance Guidelines issued by the Department of Public Enterprise the company has constituted the Nomination & Remuneration committee approved by the board of directors in the 13th Board meeting held on 20th March 2017. The committee comprises of the following Directors.

1. Shambhu Singh, SS & FA, Ministry of Shipping, Chairman
2. Rinkesh Roy, Chairman Paradip Port Trust, Member
3. Pramod Kumar Singh, RVNL, Member

No committee meeting was held during the financial year 31st March, 2019.

L. Corporate Social Responsibility Committee

In view of requirement under the Section 135 of the Companies Act, 2013, the Board of Directors of the Company in its Sixteenth meeting held on 02nd November 2018 had constituted the CSR committee consisting of following members:

1. Shri Shambhu Singh, SS & FA, Ministry of Shipping, Member
2. Shri Anoop Kumar Agrawal, MD, IPRCL, Member
3. Shri Rinkesh Roy, Chairman, PPT, Member

Note: Independent Directors shall be replaced in the Committee as and when they are appointed.

The CSR committee of the Board met once during the financial year 2018- 2019 in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder. The details of the same are as mentioned under:-

Sr. No.	Date of Meeting	Total No. of Members on the Date of Meeting	No. of Members Attended
1.	07th December, 2018	Three	Three

Attendance through video conferencing is considered



Directors' Report

M. Matters Related to Directors and Key Managerial Personnel :

a. During the year, the following Directors cease to hold office :

S N	Name	DIN/PAN	Designation	Date of Appointment	Date of Cessation
1.	Leena Nandan	07491926	Nominee Director	16/08/2017	09/04/2018
2.	Jeyakumar Iyamperumal	06690912	Nominee Director	15/01/2018	10/01/2019
3.	Ravjit Singh Arneja	07996211	Wholetime Director and CFO	08/11/2017	29/03/2019

b. The following Directors cease to hold office after the closure of Financial Year : **NIL**

c. The following Directors and KMPs are holding Office on the date of this report :

SN	Name	DIN/PAN	Designation	Date of Appointment
1.	Gopal Krishna	01957931	Chairman and Director	01/11/2017
2.	Anoop Kumar Agrawal	07508525	Managing Director	09/05/2016
3.	Anil Kumar Gupta	07263307	Whole-time Director	25/01/2018
4.	Shambhu Singh	01219193	Nominee Director	09/04/2018
5.	Pramod Kumar Singh	06485280	Nominee Director	30/10/2017
6.	Rinkesh Roy	07404080	Nominee Director	03/01/2018
7.	E Ramesh Kumar	0008317920	Nominee Director	10/01/2019
8.	Amaresh Pradhan	AMPPP1045B	Company Secretary	01/09/2016

d. Board Evaluation :

Functional Directors of the Company including Managing Director and other whole time Directors were appointed by the administrative ministry upon approval of Appointment Committee of Cabinet (ACC). The performance evaluation of individual directors were done by following the DPE guidelines.

The Comptroller and Auditor General (C&AG) of India, in exercise of power conferred under section 139 of the companies Act, 2013 has vide letter dated 9th August 2019 appointed M/s. Jayesh Dadia & Associate LLP, as the Statutory Auditors of the Company for the Financial Year 2019-20. Approval of the members of the company will be obtained in the ensuing annual general meeting to authorize Board of Directors to fix Auditor's remuneration for Financial Year 2018-19.

4. AUDITORS AND AUDITORS' REPORT :

The Comptroller and Auditor General (C&AG) of India appointed M/s. Jayesh Dadia & Associates LLP, Chartered Accountants as the Statutory Auditors of the Company for the year 2018-19 in terms of section 139 of the Companies Act, 2013. The Statutory Auditors' Report to accounts, which is self-explanatory and also the clarifications wherever necessary have been included in the 'Notes to Financial Statements'. However, there has been no qualification reported by the Auditors.

Comments of Comptroller & Auditor General of India :

The office of The Comptroller and Auditor General (C&AG) has issued letter communicated to the Company vide letter No. DGCA/CA-II/IPRCL/Accounts/2018-19/103 dated 23.08.2019 decided not to conduct Supplementary Audit of the Financial Statements of the Company for the year ended 31st March 2019 under Section 143(6)(a) of the Companies Act, 2013.

5. SECRETARIAL AUDIT REPORT :

The Secretarial audit of the company for the financial year 2018-19 pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been Conducted by M/s. NSP & Associates, a firm of Company Secretaries, New Delhi. The Secretarial Audit Report has been attached to this report as **Annexure-V**.

There were following qualifications, reservations or adverse remarks made by the Secretarial Auditor in their reports and the Management's Replies thereon is given below:

Sr. No.	Comments of Secretarial Auditor	Management's Reply
1.	Status of the Company is "Government Company" as also evident from the registration number i.e. "U60300DL2015GOI282703" ("the CIN"), 2013, however, it is submitted that the Company is an unlisted public Company which is controlled by	The company was incorporated pursuant to cabinet decision dated 25th March, 2015, the SPV was incorporated on 10th July, 2015 under the name and style of "Indian Port Rail Corporation Limited" (IPRCL). However, the company was registered notwithstanding the fact that its shareholding was held by 11 major ports and Rail Vikas Nigam Limited, presumably treating the equity investment by the



Sr. No.	Comments of Secretarial Auditor	Management's Reply
	Government indirectly under the provisions of the Companies Act, 2013. The Central Government or any State Government do not hold any share in the Company under the provisions of Section 2(45) of the Companies Act, 2013.	major port trusts as equity investment from the Central Government. Since, the company was incorporated under the aegis of Ministry of Shipping necessary steps for required changes shall be incorporated following the regulatory requirement with the approval of the shareholders.
2.	In respect of Appointment of Independent directors, we wish to inform that the composition of the Board and its sub-committee during the year is not in accordance with the provision of Section 149 of the Companies Act, 2013 as the company does not have any Independent Directors on its Board. Further, the Company does not have any Woman Director on its Board after 09th April, 2018.	<p>a. The Company has repeatedly approached to the administrative ministry for appointment of Independent Directors on the Board of the Company. The same has been pending with the for a long time. The Company shall be approaching the administrative ministry again to speed up the appointment Independent Directors on the Board at the earliest.</p> <p>b. The current structure of the Board does not have any vacant position for the woman director. Therefore, the Board is pursuing the administrative ministry for the appointment of the Independent woman director on the Board with which the following observation will be clarified.</p>

6. OTHER DISCLOSURES :

a. Directors' Responsibility Statement :

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of your Company for the year ended 31st March, 2019, the Board of Directors hereby confirms that:

- i. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- ii. Such accounting policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at 31st March, 2019 and of the profit/loss of the Company for that year.
- iii. Proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities.
- iv. The annual accounts of the Company have been prepared on a going concern basis.
- v. Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

b. Corporate Social Responsibility:

In accordance with Section 135 of the Companies Act, 2013 and guidelines issued by Department of Public Enterprises (DPE), IPRCL has formulated its CSR Policy duly approved by the Board of Directors (BoD) of IPRCL in November 2018. The same has been uploaded on IPRCL's website.

In the First CSR Committee meeting held on 7th December 2018 the CSR budget was approved for the financial year 2018-19 according to the provisions section

135(5). The CSR Annual report for the Financial Year 2018-19 of the Company is attached to this report as **Annexure VI**.

c. Prevention of Sexual Harassment Policy:

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and the Rules made thereunder, your Company has constituted an Internal Complaints Committees. During the financial year 2018-2019, no case was reported.

d. Disclosure under Section 54(1)(d) of the Companies Act, 2013 :

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1) (d) of the Companies Act, 2013 read with Rule 8 (13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

e. Disclosure under Section 62(1)(b) of the Companies Act, 2013 :

The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

f. Disclosure under Section 67(3) of the Companies Act, 2013 :

During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Companies Act, 2013 read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is furnished.

g. Internal Auditor:

The Board has appointed M/s. Yardi Prabhu & Associates LLP as Internal Auditor for the Financial Year 2019-20.



Directors' Report

h. Human Resource and Recruitment :

Description	Description																																
5.1 Manpower Capacity Building	<p>The overall strength of officials working in IPRCL has gone up from 63 Nos in April 2018 to 93 Nos in March 2019. The details are given as under:</p> <table border="1"> <thead> <tr> <th>Category of Officials</th> <th>Mumbai</th> <th>Other Locations</th> <th>Total</th> </tr> </thead> <tbody> <tr> <td>Regular</td> <td>10</td> <td>7</td> <td>17</td> </tr> <tr> <td>On deputation</td> <td>6</td> <td>3</td> <td>9</td> </tr> <tr> <td>Re-employment</td> <td>4</td> <td>7</td> <td>11</td> </tr> <tr> <td>Sub-total</td> <td>20</td> <td>17</td> <td>37</td> </tr> <tr> <td>Contract Engineers</td> <td>6</td> <td>9</td> <td>15</td> </tr> <tr> <td>Outsourcing</td> <td>19</td> <td>22</td> <td>41</td> </tr> <tr> <td>Total</td> <td>45</td> <td>48</td> <td>93</td> </tr> </tbody> </table> <p>Manpower Strength as on 31.03.2019 →</p> <p>Note : As on 31.03.2019, the Sanctioned Strength of Regular employees was 54 against which Actual strength stood at 37.</p>	Category of Officials	Mumbai	Other Locations	Total	Regular	10	7	17	On deputation	6	3	9	Re-employment	4	7	11	Sub-total	20	17	37	Contract Engineers	6	9	15	Outsourcing	19	22	41	Total	45	48	93
Category of Officials	Mumbai	Other Locations	Total																														
Regular	10	7	17																														
On deputation	6	3	9																														
Re-employment	4	7	11																														
Sub-total	20	17	37																														
Contract Engineers	6	9	15																														
Outsourcing	19	22	41																														
Total	45	48	93																														
5.2 Specific HR Initiatives towards online system.	(i) Online Leave application & approval system has been implemented. (ii) Online APAR system has been implemented.																																
5.3 Employee Relations	Employee Relations has been excellent which is reflected in the achievement of MOU Targets set by the Company for the year 2018-19.																																
5.4 Discipline	The employees of the Company are highly disciplined and no misconduct has been reported during the year.																																

EVENTS, CONFERENCES & TRAININGS

- Your company participated in MET & HTS - 2018 Expo and International conference on Emerging Materials & Technologies and Advanced Heat Processing at CIDCO exhibition Centre at Vashi from 27th to 29th Sept 2018 which was inaugurated by Hon'ble MoS.
- Prime Minister Shri Narendra Modi inaugurated the 9th edition of Vibrant Gujarat Summit in Gandhinagar in the presence of thousands of delegates and business leaders from across the world on 18th Jan 2019. IPRCL participated in the Summit in the Shipping Ministry stall and MD/IPRCL was a speaker on Last Mile Connectivity.
 - The Company organised Business Partner Meet - 2019 on 22.01.2019 at Bhubaneshwar and on 07.02.2019 at Chennai. Both the meets were attended by number of Industry representatives from Orissa and Tamil Nadu respectively.
 - Meeting regarding Rail connectivity to Western DFC and Business Development was held on 11.02.2019 in Mumbai which was attended by MD, Director, other senior officials of DFCCIL, senior Railway officers and delegates from Ports & Industry. Meeting with delegates from Oil companies was held on 20th March, 2019.
 - Your company participated in International Technical Seminar of Institute of Permanent Way Engineers, India (IPWE) organized by South Central Railway in Secunderabad on 22nd and 23rd February 2019 on Topics (i) Challenges in Introducing Speeds of 160 kmph for passenger trains and 100 kmph for high axle load freight train on IR and (ii) Innovation & Technologies for Fast Paced Construction. IPRCL is a Corporate Member of IPWE and the seminar was attended by Director/Works, CGMs and other officials of IPRCL. MD.

i. Disclosure of Orders Passed by Regulators or Courts or Tribunal :

No orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

j. Documents Placed on the Website (www.iprcl.org)

The following documents have been placed on the website in compliance with the Act:

- Annual Reports of the Company along with AGM Notice.
- IPRCL Whistle Blower Policy
- Fraud Prevention & Detection Policy
- IPRCL Code of Conduct
- Policy on Prevention, Prohibition & Redressal of Sexual Harassment of Women at Workplace of Indian Port Rail & Ropeway Corporation Limited
- IPRCL/ICC-Women Empowerment /2018-19.
- CSR Policy

7. CORPORATE GOVERNANCE :

The Board of Directors has adopted Corporate Governance Guidelines prescribed by Department of Public Enterprise (DPE) as far as applicable to the Company. The Corporate Governance is the application of best management practices, compliance of Law, rules, regulation and adherence to achieve the objectives of the Company. The Company believes in achieving its goal and objectives through the highest levels of transparency, accountability and equity in all spheres of its operations and in all its dealings.

The Corporate Governance Report has been furnished in **Annexure -VII** attached to this directors' report.

Directors' Report



8. MEMORANDUM OF UNDERSTANDING

The company has got "Excellent Rating" in its performance evaluation for Financial year 2017-18. The Company has signed Memorandum of Understanding (MOU) with Ministry of Shipping for the year 2018-19. The Company is also in the process of signing MOU for FY 2019-20.

9. INSURANCE

The Company has taken appropriate insurance for all assets against foreseeable perils.

10. RIGHT TO INFORMATION ACT, 2005

In order to promote transparency and accountability in the working of IPRCL under RTI Act, 2005, practical regime of 'Right to Information for Citizens' has been set up by IPRCL. This RTI set up helps citizens to secure information under the control of public authorities. The Company in its capacity as a Government Company and in deference to the spirit behind the law has appointed Appellate Authority, Central Public Information Officer and Public Information Officer to take care of compliance of Right to Information Act, 2005. Summary of applications received and disposed of during year 2018-19 under this Act is furnished below;



MoU Signing of the Company with Ministry of Shipping for the Financial year 2018-19

No. of RTI applications received during the Financial Year 2018-19 (including cases transferred)	Number of Cases transferred to other PAs	Decisions where requests/appeals were rejected	Decisions where requests/appeals are replied
22	NIL	NIL	22

11. VIGILANCE

The vigilance department of the company is headed by the Chief Vigilance Officer (CVO) of JNPT on part time basis. One GM and one Officer on part time are assisting him in carrying out the vigilance functions of the Company.

12. CODE OF CONDUCT POLICY:

The Company has formulated a Code of Conduct for Board Members and Senior Management Personnel. The confirmation of compliance of the same is obtained from all concerned on annual basis. All Board Members and Senior Management Personnel have given their confirmation of compliance for the year under review. The Code of Conduct for Board Members and Senior Management Personnel is given on the website of the Company.

13. WHISTLE BLOWER POLICY:

The Company has formulated a Whistle blower Policy for all the employees of the Company including (Employees of the Company as well as persons appointed on part time, temporary, reemployed or on contract basis. All Deputationists of the Company, All Directors of the Company, All customers, suppliers and service providers and All vendors of the Company) to ensure greater transparency in all aspects of the functioning of Company. The policy is intended to cover malpractices or misconduct that have taken place or likely to take place and affect the business and goodwill of the Company.

14. FRAUD PREVENTION AND DETECTION POLICY:

The corporate policy for fraud prevention & detection is established to facilitate the development of controls which will aid in the detection and prevention of fraud against the Company. It is the intent of the Company to

promote consistent organizational behavior by providing guidelines and assigning responsibility for the development of controls and conduct of investigations.

15. ACKNOWLEDGEMENTS AND APPRECIATION :

The Directors wish to place on record their sincere thanks for the guidance and cooperation extended by the Hon'ble Minister of Shipping, Government of India. Thanks are also placed on record to Hon'ble Ministers of State for Shipping, Govt. of India. The Directors also wish to thank the Secretary, Special Secretary, Joint Secretaries and other officials of the Ministry of Shipping, Ministry of Railways and Railway Board and their officials, Chairmen and other officials of all Major Ports, shareholders, RITES and RVNL, bankers, business partners/associates, for their consistent support and encouragement to the Company.

For Indian Port Rail & Ropeway Corporation Limited

ANOOP KUMAR AGRAWAL

Managing Director
DIN - 07508525

ANIL KUMAR GUPTA

Director - Works
DIN-07263307

Date : 05/09/2019

Place : New Delhi



ANNEXURE - I MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A. BUSINESS ENVIRONMENT

Indian economy has gone through major structural changes. Make in India policy of Government of India will further provide impetus for flow of capital in India for improving the manufacturing sector. The flourishing of the Manufacturing sector would require an excellent infrastructure within the country. Further, India is now recognized as a bright spot in the global economy. India is now the 6th largest economy in the world. India has been ranked 100 (improvement of 30 ranks over its rank of 130) in the World Bank's latest Doing Business Report 2018. Moody's Investors Service has also raised India's rating from the lowest investment grade of Baa3 to Baa2. This is due to a host of measures undertaken by the Government including implementation of GST, Insolvency and Bankruptcy Code, and announcement of bank recapitalization. With India poised to grow at about 7.5% in FY20, the construction sector is likely to register growth rate of 8.9% as compared to growth of 5.6 percent in 2017-18. The importance of infrastructure is very well emphasized by the Government of India (GOI) for making investment in infrastructure sector for the growth of GDP and creation of jobs. Massive investment has been planned for creating and up gradation of infrastructure. Diverse plans are being initiated to develop roads, railways, connectivity infrastructure in border areas, DFCs, airports, seaports, ropeways, logistic parks and to implement smart city projects. Infrastructural investments are also directed towards the development of metro systems in the various states of India. Under the development agenda "New India 2022" - Specific goals/targets for 75th year of Independence have been set for a modern and efficient transportation system with key emphasis on modernization of Railways by introduction of separate corridors for freight and high speed passenger trains and reinforcing the safety measures by modernizing signaling system and removal of level crossings. The Government in the Interim Budget for 2019-20 announced Railway's overall capital expenditure programme at Rs. 1,58,658 Crore. The infrastructure sector as a whole is poised to grow at accelerated rates. Also, the stress is on expediting the specified large infrastructure projects announced such as Bullet trains, Bharatamala, Sagarmala, Smart Cities, Inland Waterways development, Private Freight Terminals, Multi model logistic parks including warehouses etc.

B. INDUSTRY PROSPECTS AND OUTLOOK.

Ports and Shipping :

According to the Ministry of Shipping, around 95 per cent of India's trading by volume and 70 per cent by value is done through maritime transport. India has 12 major and 205 notified minor and intermediate ports. Under the National Perspective Plan for Sagarmala, six new mega ports will be developed in the country. The Indian ports and shipping industry plays a vital role in sustaining growth in the country's trade and commerce. India is the sixteenth largest maritime country in the world, with a coastline of about 7,517 km. The Indian Government plays an important role in supporting the

ports sector. It has allowed Foreign Direct Investment (FDI) of up to 100 per cent under the automatic route for port and harbour construction and maintenance projects. It has also facilitated a 10-year tax holiday to enterprises that develop, maintain and operate ports, inland waterways and inland ports.

Market Size

During FY 18, cargo traffic at major ports in the country was reported at 679.36 million tonnes (MT). In FY19 traffic has increased 2.90 per cent year-on-year to 699.05 million tonnes. Cargo traffic at non-major ports was estimated at 491.95 million tonnes FY18 and grew at 9.2 per cent CAGR between FY07-18. The major ports had a capacity of 1,452 million tonnes by FY18 end. The Maritime Agenda 2010-20 has a 2020 target of 3,130 MT of port capacity. The government has taken several measures to improve operational efficiency through mechanisation, deepening the draft and speedy evacuations.

Investments/Developments

The Minister for Shipping, Road Transport and Highways, Mr Nitin Gadkari, announced a massive investment in India's ports and roads sector, which is likely to help boost the country's economy. The Indian government plans to develop 10 coastal economic regions as part of plans to revive the country's Sagarmala (string of ports) project. The zones would be converted into manufacturing hubs, supported by port modernisation projects, and could span 300-500 km of the coastline. The government is also looking to develop the inland waterway sector as an alternative to road and rail routes to transport goods to the nation's ports and hopes to attract private investment in the sector. Ports sector in India has received a cumulative FDI of US\$ 1.64 billion between April 2000 and March 2019.

Increasing investments and cargo traffic point towards a healthy outlook for the Indian ports sector. Providers of services such as operation and maintenance (O&M), pilotage and harbouring and marine assets such as barges and dredgers are benefiting from these investments. The capacity addition at ports is expected to grow at a CAGR of 5-6 per cent till 2022, thereby adding 275-325 MT of capacity. Under the Sagarmala Programme, the government has envisioned a total of 189 projects for modernisation of ports involving an investment of Rs 1.42 trillion (US\$ 22 billion) by the year 2035. Ministry of Shipping has set a target capacity of over 3,130 MMT by 2020, which would be driven by participation from the private sector. Non-major ports are expected to generate over 50 per cent of this capacity. India's cargo traffic handled by ports is expected to reach 1,695 million metric tonnes by 2021-22, according to a report of the National Transport Development Policy Committee. Within the ports sector, projects worth an investment of US\$ 10 billion have been identified and will be awarded over the coming five years.

Projected cargo volume by 2025 is estimated to be over 2.5 billion tonnes - this massive increase calls for substantial



capacity augmentation of the existing ports and building of new ports in the next 10 years. Facilitating swifter and superior connectivity is key to cargo handling for which efficient modes of evacuation of both Export / Import cargo is required. There is also an immense scope for reduction in transportation and logistics costs and boosting export competitiveness through developing port-proximate industrial clusters.

Railway :

The Indian Railways is among the world's largest rail networks. The Indian Railways route length network is spread over 115,000 km, with 12,617 passenger trains and 7,421 freight trains each day from 7,349 stations plying 23 million travellers and 3 million tonnes (MT) of freight daily. India's railway network is recognised as one of the largest railway systems in the world under single management.

The railway network is also ideal for long-distance travel and movement of bulk commodities, apart from being an energy efficient and economic mode of conveyance and transport. Indian Railways was the preferred carrier of automobiles in the country with loading from automobiles traffic growing 16 per cent in 2017-18.

The Government of India has focused on investing on railway infrastructure by making investor-friendly policies. It has moved quickly to enable Foreign Direct Investment (FDI) in railways to improve infrastructure for freight and high-speed trains. At present, several domestic and foreign companies are also looking to invest in Indian rail projects.

Market Size

Indian Railways' revenues increased at a CAGR of 5.48 per cent during FY07-FY19 to US\$ 27.13 billion in FY19. Earnings from the passenger business grew at a CAGR of 5.58 per cent during FY07-FY19 to reach US\$ 7.30 billion in 2018-19P. Freight revenue rose at a CAGR of 5.84 per cent during FY07-FY19 to reach US\$ 18.20 billion in 2018-19.

India was among the top 20 exporters of railways globally, as of 2017. India's exports of railways have grown at a CAGR of 27.05 per cent during 2010-2017 to US\$ 303.29 million. Exports of railways in 2018 (up to July 2018) stood at US\$ 278.05 million.

The Indian Railway network is growing at a healthy rate. In the next five years, the Indian railway market will be the third largest, accounting for 10 per cent of the global market. Indian Railways, which is one of the country's biggest employers, can generate one million jobs, according to Mr. Piyush Goyal, Union Minister for Railways and Coal. Indian Railways is targeting to increase its freight traffic to 3.3 billion tonnes by 2030 from 1.1 billion tonnes in 2017. It is projected that freight traffic via the Dedicated Freight Corridors will increase at a CAGR of 5.4 per cent to 182 MT in 2021-22 from 140 MT in 2016-17.

Ropeway

In India, aerial ropeways have a huge scope in promoting tourism and has the potential to be developed as a means of public transportation. Mass Transit systems provide settlements with significant advantages for social, economic and environmental improvement. However, geographical and topographical barriers and infrastructure costs prevent the

implementation of Conventional Public Transportation (CPT) systems in regions like hilly terrains and inland waterways. In hilly terrains like Himachal Pradesh, inland waterways like Goa and even metropolitan cities like Bangalore, aerial ropeways can be seen as a viable alternative for public transportation. Aerial cable systems or urban gondolas, a type of aerial transportation mode in which passengers are transported in a cabin that is suspended and pulled by cables, is one of the solutions to such cases.

Ropeway technology is the green transport solution and can be used as the last mile connectivity to mass transit systems in urban areas as well as in inaccessible terrains to reach tourist destinations. This environment friendly transport solution offers numerous benefits as listed below:-

- o Reduce Travel Time, Comfortable
- o Point-to-Point
- o Visually Attractive
- o Noise free
- o Less construction time period
- o All Season Operation
- o High Visibility Projects
- o Electrically Driven, Eco-Friendly and Non-Polluting
- o Highly Safe and Secure
- o Boost Tourism Potential
- o Low foot print on ground
- o Help to reduce road congestion
- o Good solution where Systems have to deal with Hills, Rivers, Valleys, Roads & Railway Line, Crossing Congested slums etc

Considering the numerous benefits offered by ropeway technology, there is renewed interest among the state governments. At present there are around 30 ropeway installations in India. Considering the vast expanse of Indian territory and huge population coupled with number of tourist destinations and habitats in inaccessible terrains, India offers a huge potential for growth of ropeway sector.

Logistics :

The Logistics industry in India is valued at INR 550 billion and experiencing an upward growth trajectory. In terms of revenue, the industry is set to expand at CAGR of 7.5% between 2015 and 2024 and by volume, at a CAGR of 6% between 2016 and 2024. As per the World Bank's Logistics Performance Index 2016, India's ranking has been improving, shooting up by 19 places to 35th position. Going forward, with the emergence of evolving technologies, demand sophistication as well as advanced business models, the Logistics industry is well positioned to grow stronger. In India, the Logistics sector primarily freight transportation, comprises of road (about 60% of total freight traffic), rail, coastal shipping (about 32% and 7% share, respectively) and inland waterways transportation and air (constituting about 1% share each). In order to reduce carbon footprint, it is necessary for share of rail and coastal segments to increase.

One of the key objectives of Government of India is to lower the logistics cost as a % of GDP from existing about 14% to 10% by 2024-25. Achieving the target will require some major



interventions and developing new alternatives in supply chain. Key initiatives are listed below :

- a. Building the right network and ensuring freight flows on the right mode, comprising an integrated network of high-density long-distance corridors (rail and waterways), medium-distance rail and road connectors, and efficient last-mile links
- b. Creating enablers to maximize the efficient use of the network, which includes developing logistics hubs, multimodal parks and focusing on skills development
- c. Extracting more from existing assets, for e.g. through increasing carrying capacity;
- d. Increasing investment allocation to rail to more than 50% of total road/rail spending, with large sums spent on building high density corridors, connectors and last mile links.

To realize these transformational changes, India's National Transport Development Policy estimated the average annual transport infrastructure investment to amount to US\$ 114 billion by 2032 (Makwana Report, 2016).

C. OPPORTUNITY FOR THE COMPANY

Considering the above market universe coupled with unique expertise and positioning of IPRCL has acquired since inception in Infrastructure sector; the company is set to be one of the key enablers and executing agency going forward for seamless intermodal connectivity. Our swift growth and ability to customise to clients needs augurs well for future growth setting stage for the company to acquire new milestones.

This places IPRCL at a favorable position to benefit from the expansion in the railways and other infrastructure in the country. Multiple reform measures introduced in the last few years in the infrastructure sector have also supported improvement in the pace of project execution. As the construction sector in India derives majority of its orders from the infrastructure projects, the increased outlay towards key infrastructure sectors like roads, railways, urban infrastructure etc., in the past has boosted the order book of construction.

Industry Structure and Development :

a. Need for Indian Port Rail & Ropeway Corporation Ltd :

Ports serve as the interface between maritime and inland transportation and play a significant role in the economic development of a country. India has a vast coastline of around 7,517 km and close to 95 per cent of India's global merchandise trade by volume and 70 per cent by value are carried through the sea route. Thus, India's 12 major ports and more than 200 non-major ports play a critical role in development of the country.

The efficiency of the ports and utilization of the cargo handling capacity is largely dependent on how quickly the cargo can be evacuated from the ports. Therefore, road and rail connectivity forms an integral part of the port infrastructure. Inadequate rail and road connectivity, lead to delayed evacuation of cargo and this in turn leads to port congestion. Port connectivity has ramifications that go beyond the operation of a port alone. If a port, for example, lacks or has underdeveloped rail connectivity

for evacuation of cargo, then it forces the industry to use road for transporting cargo such as dry-bulk or containers that is best suited for movement by rail. This not only adds to the already congested road network but also increases the cost of export and imports. This adversely impacts the competitiveness of Indian industry.

The twelve major ports in India handle bulk of the maritime cargo in the country. They depend heavily on road and rail sectors for evacuation of cargo. The railways play a crucial role in movement of cargo constituting around 30 per cent of the modal share. Although, all major ports have internal rail network, in most of them, the rail network have evolved over the past 4 to 5 decades and are in a dire need of modernization, augmentation, upgradation, repair and professional management. Most ports have the exchange yard system which is antiquated and inefficient, also the present internal rail systems at many major ports suffer from constraints such as inadequate full-length lines, poor maintenance of tracks and signaling infrastructure, limited electrification of the internal network, etc.

Despite having adequate capacity and modern handling facilities, the ports are hard-pressed to ensure a quicker turn around of ships (the average turnaround time at major ports in 2014-15 was 4.01 days) and handle additional traffic because of slow evacuation of cargoes from the ports by railway. This undermines the competitiveness of major ports compared not only to other ports in neighbouring countries/ regions but also compared to non-major ports. The non-major ports are able to load/offload cargoes at a much faster rate compared to major ports and their rail evacuation systems too are at multiples of efficiency compared to those at major ports.

Therefore, it is important that internal rail connectivity of major ports with the hinter land be augmented, modernized, and professionally managed not only to ensure smooth flow of traffic at the present level but also to meet the requirements of projected increase in traffic and capacity. Further, the evacuation of cargo from the port and movement to the port areas has to be properly synchronized so that the inter-modal network should function smoothly.

Considering the importance of internal rail connectivity in evacuation of the cargo from Port, Government of India took a decision to form a special-purpose company with equity participation of all major ports to implement rail connectivity projects aimed at improving supply chain services to ports. The SPV (special-purpose vehicle) would work in close coordination with Indian Railways and leverage the existing participative model of Railways for enhancing last-mile connectivity to ports. The work of the SPV is expected to result in substantial reduction in dwell time of cargo at ports and bring down the overall logistics costs for trade.

b. Role of Indian Port Rail & Ropeway Corporation Limited :

Indian Port Rail & Ropeway Corporation Limited has been incorporated as a public limited company under



Companies Act, 2013. It is a Joint Venture between eleven Major Ports and Rail Vikas Nigam Limited (RVNL), with the administrative control resting under the Ministry of Shipping. The primary objective of the company is to provide efficient rail evacuation systems to Major Ports and thereby enhance their capacity and throughput.

The main objectives of the company include:

- **Connectivity** - IPRCL may take up last mile rail connectivity projects at major ports, based on the recommendation of Technical Consultant. Such projects are not limited to Major ports alone and the company may consider similar viable projects at non-major ports as well. Also, as per the mandate given by the Ministry of Shipping, IPRCL has developed a ropeway vertical which has ambitious plans to fuel the growth of ropeways in India.
- **Modernization** - The major ports already have substantial railway infrastructure in place. However, much of this infrastructure has evolved over several years. The technology adopted is either outdated or ill-suited to carry out operations on a large scale. This requires that the infrastructure assets be augmented and modernized in-order to handle more traffic and help achieve greater level of efficiency.
- **Improve Efficiency and assist in Better Managing of Internal Rail Network of Ports** - A key objective of setting up IPRCL is to bring in efficiency in the operation and maintenance of the internal railway systems at major ports. The railway operations are an integral part of the port system but nonetheless do not form a part of core activity of seaports. IPRCL can assist the ports in better management of their rail networks by benchmarking and introduction of best practices from India and abroad.
- **Financial Resources** - Company can leverage its strong equity capital to borrow funds from the market and employ them in executing the rail/road connectivity projects on behalf of the ports. This will help free up funds with the ports for other capital intensive projects.
- **Intermodal Gaps** - Company can act as an independent agency for assessing the gaps in handling the rail cargo of major ports. These gaps may either be Infrastructure related or procedural in nature. After assessing the issues, the company will develop a suitable solution which will enable seamless flow of cargo through the major ports.

Although the focus of the company will be on railway systems at major ports, the company can also undertake connectivity projects at minor, intermediate or private ports. The company can even venture into executing road connectivity projects.

Vision and Strategic Role :

Vision Statement

To emerge as most efficient Rail Infrastructure Service provider to the ports in the country by incorporating best global operational practices leading to efficient project execution and operations.

Mission Statement

To provide efficient and sustainable rail-based infrastructure

to all Ports in the country for smoother regional and national economic development.

- To promote and facilitate improvements for enhancing the connectivity of all Major Ports.
- To deliver effective and optimum commercial results to the Major Ports through operation and management of internal Port Railway systems.
- To assist in managing the environmental impacts of port operations by optimising, augmenting and modernizing the evacuation infrastructure in Ports
- To collaborate with multiple stakeholders in developing multipurpose port logistic facilities with a commitment to deliver and excel in management, supervision, execution and continuous improvement of mission critical activities

Values

IPRCL strives to inculcate values for performance, customer service, teamwork, professionalism and safety, across all levels of the organization.

Role and Positioning

The role and positioning of IPRCL is envisaged to emanate out of some of the needs and gaps in the rail infrastructure at ports and requirements for enhanced last-mile and hinterland connectivity.

Being the first dedicated company floated by Major Ports that has expertise in Railways, it will enable pooling of resources and provide economies of scale.

Also, as per the mandate given by the Ministry of Shipping, IPRCL has developed a ropeway vertical to provide the necessary expertise to ensure that more modern ropeways are set up in the country.

IPRCL to play a strategic role and position itself as a complementary agency, acting as mentor and coordinator for railway systems of Major Ports

In this context, company would focus on following key aspects:

- Interface with Government departments/ agencies and autonomous bodies on strategic issues and also work with consultants for removing bottlenecks.
- It will act as the centre of communication between Ports, Railway and various other authorities. IPRCL will assist the Major Ports in deciding the size, outlay, scope of the required projects, as well as prioritize the various works to derive the maximum efficiency gains in the shortest possible time frame.
- IPRCL has developed a ropeway vertical which has plans to fuel the growth of ropeways in India by providing the necessary expertise to ensure that more modern ropeways are set up in the country.
- Attract investors and financial resources for port evacuation infrastructure projects.
- Act as consultant for bringing in best practices in areas of IT, processes, systems and other areas.
- Develop technical and financial competence for undertaking DPR/PMC work.



Directors' Report

Company will undertake upgradation and modernization of rail related infrastructure at Major Ports.

The current rail infrastructure at most major ports are in urgent need for upgradation to enable them to handle increased cargo traffic. Modernization of these assets and induction of latest technology to increase their efficiency is also a priority for and in the best interests of the ports and port users. A dedicated company for carrying out these activities can bring in rapid improvements in the internal port railway systems. The company may also play a key role in effectively interfacing with the Indian Railways for addressing issues such as supply of rakes, pre-project approvals and post-project certifications.

Company will undertake projects focusing on providing last-mile connectivity at Major and non-major Ports and enhancement in embedded Hinterland connectivity

This is one of the key roles envisaged for the Company. It will facilitate and coordinate the development, design, construction, operation and maintenance of effective, efficient and competitive rail evacuation systems to Ports in India and in particular the Major ports by way of creating last mile connectivity of the ports. The Company may also assist in the creation of new and enhancement of capacity in embedded hinterland connectivity.

The Company may contribute to the role of a think-tank to develop scalable, workable models in port infrastructure for evacuation of cargo. The Company can prepare the necessary tool-kits (model concession agreements, project structures, financial models, bid documents etc.) which will help build capacity in major as well as non-major ports. The Company may demonstrate the development of such models by providing end-to-end services to ports.

It is envisaged that the Company can take up this role considering that it has linkages with Ministry of Shipping, Major Ports and Rail Vikas Nigam Limited (RVNL). RVNL in particular has strong experience, network and understanding of infrastructure development across Ports and Railways sector. IPRCL can leverage the experience and expertise of these various organizations to build a strong base in the initial years of its existence. Additionally, being a public-sector entity it can inspire the necessary trust from the various organizations.

Company is also developing capacity to undertake projects related to multi-modal transport systems; Ropeways, conveyors, pipelines and waterways besides last mile road and rail connectivity. IPRCL shall also take over operation and maintenance of Rail Infrastructure in various major ports including Loco leasing & operation.

Using Domain (structural engineering, advanced survey technologies, land/estate management etc.) knowledge of working in vast fields of Railway Engineering; company may take up works of Marine structures like berths, jetties, navigational aids, PMC or working as IE for dredging works.

Cautionary Statement:

Statements in the Management Discussion and analysis report describing the Company's Strengths, Strategy and estimates are forward looking Statements and progressive within the meaning of applicable laws and regulations. Actual result may vary from those expressed or implied, depending upon economic conditions, Government policies and other incidental factors. Readers are cautioned not to place undue reliance on the forward-looking statement.

ANNEXURE - II

Disclosure Pursuant to Section 134 (3) (M) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014

(A) Conservation of Energy:

Steps taken or impact on conservation of energy	<ul style="list-style-type: none"> a. Improvement in energy efficiency by installing energy efficient lights in the corporate office; b. Controlling the lighting operation for regular operations post office hours, during weekends and holidays; c. IPRCL is conscious of the limited nature of conventional sources and the importance of using the energy resources wisely. Initiatives taken to create awareness amongst employees.
Steps taken by the company for utilizing alternate sources of energy	Considering the nature of activities of the company, there is no possibility of utilizing alternate sources of energy.
Capital investment on energy conservation equipment	Not applicable as explained above

(B) Technology Absorption :

Efforts made towards technology absorption	Considering the nature of activities of the company, there was no requirement with regard to technology absorption during the year 2018-19.
Benefits derived like product improvement, cost reduction, product development or import substitution	
In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):	
Details of technology imported	Not Applicable
Year of import	Not applicable
Whether the technology has been fully absorbed	Not applicable
If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	Not applicable
Expenditure incurred on Research & Development	Nil

(C) Foreign Exchange Earnings and Outgo :

Particulars	Amount (in Rupees)
Actual Foreign Exchange Earnings	NIL
Actual Foreign Exchange Outgo	NIL





Directors' Report

Form No.AOC-2

ANNEXURE - III

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

Form for Disclosure of Particulars of Contracts / Arrangements entered into by the Company with Related Parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013 including certain Arm's Length Transactions under Third Proviso thereto

(A) Details of Contracts or Arrangements or Transactions not at Arm's Length Basis :NotApplicable

Particulars	Particulars
Name(s) of the related party and nature of relationship	NIL
Nature of contracts / arrangements / transactions	N/A
Duration of the contracts / arrangements / transactions	N/A
Salient terms of the contracts or arrangements or transactions including the value, if any	N/A
Justification for entering into such contracts or arrangements or transactions	N/A
Date(s) of approval by the Board	N/A
Amount paid as advances, if any	N/A
Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	N/A

(B) Details of Material Contracts or Arrangement or Transactions At Arm's Length Basis:

Particulars	Particulars
Name(s) of the related party and nature of relationship	NIL
Nature of contracts / arrangements / transactions	NIL
Duration of the contracts / arrangements / transactions	NIL
Salient terms of the contracts or arrangements or transactions including the value, if any	NIL
Date(s) of approval by the Board, if any	NIL
Amount paid as advances, if any	NIL

For Indian Port Rail & Ropeway Corporation Limited

Sd/-
ANOOP KUMAR AGRAWAL
Managing Director
DIN - 07508525

Sd/-
ANIL KUMAR GUPTA
Director Works
DIN -07263307

Date : 05/09/2019
Place : New Delhi

ANNEXURE - IV

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31/03/2019

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION AND OTHER DETAILS:

1. CIN	U60300DL2015GOI282703
2. Registration Date	10/07/2015
3. Name of the Company	Indian Port Rail & Ropeway Corporation Limited
4. Category/Sub-category of the Company	Company limited by shares /Union Govt Company
5. Address of the Registered Office & contact details	1st Floor, South Tower, NBCC Place, Bhasham Pitamah Marg, Lodi Road, New Delhi-110003 Corporate Office: 4th Floor, Nirman Bhawan, Mumbai Port Trust Office, Mazgaon (East), Mumbai-400010 Email : cs.iprcl@gmail.com Phone No. : 022-66566335 Website : www.iprcl.org
6. Whether listed company	No
7. Name, Address & contact details of the Registrar & Transfer Agent, if any.	NA

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
I	Engineering activity and related technical consulting	7110	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

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

Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/Associate	% of Shares Held	Applicable Section
NA	NA	NA	NA	NA

IV. SHARE HOLDING PATTERN :

(Equity Share Capital Breakup as Percentage of Total Equity)

A. Category-wise Share holding:

[The Company was incorporated on 10/07/2015]

Category of Shareholders	No. of Shares held at the beginning of the year [01-April-2018] (In Crore)				No. of Shares held at the end of the year [As on 31-March-2019] (In Crore)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(I) Indian									
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	10	10	100	-	10	10	100	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-Total (A) (I)	NIL	10	10	100	NIL	10	10	100	NIL



Directors' Report

Category of Shareholders	No. of Shares held at the beginning of the year [01-April-2018] (In Crore)				No. of Shares held at the end of the year [As on 31-March-2019] (In Crore)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Foreign									
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-Total (A) (2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A) (2)	-	10	10	100	-	10	10	100	-
B. Public Shareholding									
I. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(I):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-

Directors' Report



Category of Shareholders	No. of Shares held at the beginning of the year [01-April-2018] (In Crore)				No. of Shares held at the end of the year [As on 31-March-2019] (In Crore)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2)	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)= (B)(1)+ (B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	10	10	100	-	10	10	100	-

B. Shareholding of Promoters -

S N	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares (In Crore)	% of Total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares (In Crore)	% of Total Shares of the company	% of Shares Pledged/encumbered to total shares	
1	Jawaharlal Nehru Port Trust	1.53	15.3	-	1.53	15.3	-	-
2	Visakhapatnam Port Trust	1.08	10.8	-	1.08	10.8	-	-
3.	Kolkata Port Trust	1.08	10.8	-	1.08	10.8	-	-
4.	Paradip Port Trust	1.08	10.8	-	1.08	10.8	-	-
5.	New Mangalore Port Trust	0.72	7.2	-	0.72	7.2	-	-
6.	Chennai Port Trust	0.72	7.2	-	0.72	7.2	-	-
7.	Kandla Port Trust	0.72	7.2	-	0.72	7.2	-	-
8.	Kamarajar Port Limited	0.72	7.2	-	0.72	7.2	-	-
9.	Mumbai Port Trust	0.45	4.5	-	0.45	4.5	-	-
10.	V.O. Chidambaranar Port Trust	0.45	4.5	-	0.45	4.5	-	-
11.	Mormugao Port Trust	0.45	4.5	-	0.45	4.5	-	-
12.	Rail Vikas Nigam Limited	1	10	-	1	10	-	-
	Total	10	100.00	-	10	100	-	-



Directors' Report

C. Change in Promoters' Shareholding (please specify, if there is no change) :- No Change

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares (In Crore)	% of total shares of the company	No. of shares (In Crore)	% of total shares of the company
	At the beginning of the year	10	100	10	100
	Date wise Increase / Decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	-	-	-	-
	At the end of the year	10	100	10	100

D. Shareholding Pattern of top ten Shareholders : (Other than Directors, Promoters and Holders of GDRs and ADRs) :

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	-	-

E. Shareholding of Directors and Key Managerial Personnel : NIL

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	-	-

Directors' Report



V. INDEBTEDNESS :

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	-	-	-
I) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year				
*Addition	-	-	-	-
*Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
I) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	NIL	NIL	NIL	NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

SN.	Particulars of Remuneration	Key Managerial Personnel			
		CEO/MD 01/04/2018 to 31/03/2019	Director Finance cum CFO from 01/04/2018 to 29/03/2019	Director (works) from 01/04/2018 to 30/03/2019	Total
1	Gross salary	39,08,112	29,18,035	34,57,097	1,02,83,244
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	Stock Option	NIL	NIL		NIL
3	Sweat Equity	NIL	NIL		NIL
4	Commission	NIL	NIL		NIL
	- as % of profit				
	others, specify...				
5	Others, please specify	NIL	NIL		NIL
	Total	39,08,112	29,18,035	34,57,097	1,02,83,244



Directors' Report

B. Remuneration to other directors :

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		NA	NA	NA	NA	
1	Independent Directors	NIL	NIL	NIL		NIL
	Fee for attending board committee meetings					
	Commission					
	Others, please specify	NIL	NIL	NIL		NIL
	Total (1)					
2	Other Non-Executive Directors	NIL	NIL	NIL		NIL
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (2)	NIL	NIL	NIL	NIL	NIL
Total (B)=(1+2)		NIL	NIL	NIL	NIL	NIL
Total Managerial Remuneration		NIL	NIL	NIL	NIL	NIL
Overall Ceiling as per the Act		NA	NA	NA	NA	NA

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

SN	Particulars of Remuneration	Key Managerial Personnel Other Than MD/Manager/WTD	
		Company Secretary	CFO
1	Gross salary	15,60,091	30,67,157
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission	NIL	NIL
	- as % of profit		
	- others, specify...		
5	Others, please specify	NIL	NIL
Total (A)		15,60,091	30,67,157
Ceiling as per the Act		Not applicable as Co. is a Govt. Co.	

PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

No penalties/punishment/compounding of offences were levied under Companies Act, 2013.

For Indian Port Rail & Ropeway Corporation Limited

Sd/-
ANOOP KUMAR AGRAWAL
 Managing Director
 DIN - 07508525

Sd/-
ANIL KUMAR GUPTA
 Director Works
 DIN - 07263307

Date : 05/09/2019

Place : New Delhi

ANNEXURE - V

Secretarial Auditors' Report



NSP & Associates

Practicing Company Secretaries

709, 7th Floor, Vikram Tower,
Rajendra Place, New Delhi - 110008
+91-9990756359
navccn4657.shreel@gmail.com

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT
For the Financial Year ended 31st March, 2019

To,
The Members,
INDIAN PORT RAIL & ROPEWAY CORPORATION LIMITED
(U60300DL2015GOI282703)
1st Floor, South Tower, NBCC Place,
Bhisham Pitamah Marg, Lodi Road,
New Delhi - 110003

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Indian Port Rail & Ropeway Corporation Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company, books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019, the Company has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent based on the management representation letter/ confirmation, 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 the Company for the financial year ended on 31st March, 2019, according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulations) Act, 1999 and the rules made thereunder is not applicable as the shares of the Company are not listed with any of the Stock Exchanges;
- (iii) The Foreign Exchange Management Act, 1999 and the rules and regulations made there under are not applicable. There was no Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings during the period under review.





Directors' Report

- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder are not applicable as the shares of the Company are not registered with any of the depository mentioned under the said Act;
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India.
- (vi) Any other applicable Laws like Employees Provident Fund Act, Employee State Insurance Act, Minimum Wages Act, The Building and other Construction Worker (Regulations of Employment and Condition of Service) Act, 1996, Building and other Construction Workers Welfares Cess Act, 1996, Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, Right to Information Act, 2005 and other applicable Labour Laws.

Pursuant to the Cabinet Note for incorporation of the Company, the Company mandated to follow DPE Guidelines on Wage policy, Personnel policy, Financial Policy as far as practicable and signed MOU as per DPE Guidelines with Ministry of Shipping.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India with effect from 01st July, 2015 and amended thereafter.

During the period under review the Company as per explanations and clarifications given to us and representations made by the Management, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines etc. mentioned above except that:

1. Status of the Company is "Government Company" as also evident from the registration number i.e. "U60300DL2015GOI282703" ("the CIN"), 2013, however, it is submitted that the Company is an unlisted public Company which is controlled by Government indirectly under the provisions of the Companies Act, 2013. The Central Government or any State Government do not hold any share in the Company under the provisions of Section 2(45) of the Companies Act, 2013.
2. In respect of Appointment of Independent directors, we wish to inform that the composition of the Board and its sub-committee during the year is not in accordance with the provision of Section 149 of the Companies Act, 2013 as the company does not have any Independent Directors on its Board. Further, the Company does not have any Woman Director on its Board after 09th April, 2018.

We further report that:

The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board 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 clarifications on the agenda items before the meeting and for meaningful participation at the meeting.



Directors' Report



Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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.

For NSP & Associates
Company Secretary



(Proprietor)

Membership No.: FCS-9028

C. P. No.: 10937

Place: New Delhi

Date: 26th August, 2019

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





Directors' Report

"Annexure A"

To,
The Members,
Indian Port Rail & Ropeway Corporation Limited
(U60300DL2015GOI282703)
1st Floor, South Tower, NBCC Place,
Bhisham Pitamah Marg, Lodi Road,
New Delhi - 110003

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our Responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company and we have reported on the basis of signed and audited Financial Statement for the Financial Year ended 31st March, 2019.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.
5. The Compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For NSP& Associates
Company Secretaries
New Delhi
U.S.
Proprietor
FCS No.: 9028
C P No.: 10937

Place: New Delhi
Date: 26th August, 2019

ANNEXURE - VI

Corporate Social Responsibility (CSR) Annual Report for Financial Year 2018-19

1. Company's CSR Policy :- In accordance with Section 135 of the Companies Act, 2013 and guidelines issued by Department of Public Enterprises (DPE), IPRCL has formulated its CSR Policy duly approved by the Board of Directors (BoD) of IPRCL in November 2018. The CSR policy has been uploaded on the company's website www.iprcl.org

2. Aims & Objectives :- CSR and Sustainability activities are being implemented to meet the following broad objectives underlined in the Policy:

- Implementation in project / program mode
- Focus on periphery of project areas of IPRCL
- Thrust areas of education, health care and sanitation
- Inclusive growth of society with emphasis on development of weaker sections of society and in the backward districts of the country.

3. Organizational Structure :- As per the approved CSR Policy, IPRCL has put in place a CSR committee of the Board to steer the CSR agenda of IPRCL.

CSR Committee of the Board

The CSR Committee of the Board comprises the following members:

1. Shri Shambhu Singh, AS & FA, Ministry of Shipping, Member
2. Shri Anoop Kumar Agrawal, MD, IPRCL, Member
3. Shri Rinkesh Roy, Chairman, PPT, Member

The Committee was approved vide Item No 13 in the 16th Meeting of the BoD of IPRCL held on 02.11.2018.

Committee Meeting :- The CSR committee of the Board met once on 7th December 2018 during the financial year 2018-2019 in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder.

4. Budget & Expenditure :- As per section 135(5) of the Companies Act, 2013 "The Board of every such company shall ensure that the company spends, in every financial year, at least 2% of the average net profits of the company made during the three immediately preceding financial years".

In the First CSR Committee meeting held on 7th December 2018 the CSR budget was approved for the financial year 2018-19 according to the provisions section 135(5). The calculation of the same is as follows:-

Financial Year	Profit Before Tax (PAT) in Rs.
2015-16	14,05,290
2016-17	13,15,77,708
2017-18	18,53,04,962
Total	31,82,87,960
Average	10,60,95,987
CSR Expenditure required (2% of Average Profit)	Rs. 21,21,920
Proposed Expenditure for Financial Year 2018-19 :	Rs. 21,22,000

Since the Company was not in existence for three financial years, it was decided that the CSR spends would be done from FY 2018-19 accordingly CSR budget was passed for FY 2018-19.

5. CSR Projects :- The status on various CSR projects implemented during the year 2018-19 is briefly discussed hereunder. The CSR Budget approved and allocated to different CSR projects and its status as on 31.03.2019 is as follows:-

Sl. No.	CSR project or activity Identified.	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads:	Cumulative expenditure upto to the reporting period	Amount spent: Direct or through implementing agency *
1.	Contribution to Swachh Bharat Kosh	Swachh Bharat	Swachh Bharat Kosh, Min of Expd. (MoF)	Rs.7,07,500/-	Rs.7,07,500/-	Rs.7,07,500/-	Direct remittance to Swachh Bharat Kosh
2.	Construction of Toilet Block in Raigad Zilla Parishad School at Belpada	Swachh Bharat	Near JNPT (Uran)	Rs.5,00,000/-	Rs.22,21,360/- (Cumulative Cost for Project 2, 3 & 4)	Rs.22,21,360/- (Cumulative Cost for Project 2, 3 & 4)	Direct



Directors' Report

Sl. No.	CSR project or activity Identified.	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads:	Cumulative expenditure upto to the reporting period	Amount spent: Direct or through implementing agency *
3.	Construction of library and Laboratory in existing Class Room for School in Raigad Zilla Parishad School at Belpada	Edu-cation	Near JNPT (Uran)	Rs.4,14,500/-			Direct
4.	Construction of Toilet Block in Raigad Zilla Paishad School at Sonari	Swachh Bharat	Near JNPT (Uran)	Rs.5,00,000/-			Direct
Total				Rs.21,22,000/-	Rs.29,28,860/-	Rs.29,28,860/-	

Note :- The Statutory auditor in the Financial Statement for the Financial Year 2017-18 and during CAG Audit process, auditors were of the view that the Company was required to make an expenditure of Rs. **8,86,553/-** during the Financial Year 2017-18 towards the Corporate Social Responsibility. The calculation of the CSR amount to be spent for the Financial Year 2017-18 is given as below.

CSR Calculation for FY-17-18	
Year	Profit before tax (PAT) in Rs.
2014-15	0(company was not in existence)
2015-16	14,05,290
2016-17	13,15,77,708
Total	13,29,82,998
Average	$13,29,82,998/3=4,43,27,666$
2% of Average profit	$4,43,27,666*2%=8,86,553$
CSR amount to be spent for the FY 2017-18	8,86,553

The CSR spends of Rs. 8,86,553 for Financial Year 2017-18 was adjusted against the excess spends on the CSR activities undertaken during the Financial year 2018-19.

The actual expenditure for FY 2018-19 is reported as Rs.29,28,860.

The balance unspent CSR amount of (30,08,553 - 29,28,860) Rs. 79,693 during the FY-2018-19 will be carried forward to next Financial year 2019-20 and will be included in the CSR budget of FY-2019-20.

6. A responsibility statement of the CSR committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and Policy of the Company.

We hereby affirm that the CSR policy, as approved by the Board, have been implemented and the CSR committee monitors the implementation of the CSR projects and activities in compliance with our CSR objectives.

For Indian Port Rail & Ropeway Corporation Limited

Sd/-
ANOOP KUMAR AGRAWAL
Managing Director
DIN - 07508525

Sd/-
SHAMBHU SINGH
Chairperson, CSR Committee & Nominee Director
DIN - 01219193

Date : 05/09/2019

Place : New Delhi



Construction of Library / Laboratory in existing classroom and Construction of Toilet blocks for boys / girls at Zila -Parishad School at Belpada



Construction of Toilet blocks for boys / girls at Zila – Parishad School at Belpada.



Construction of Toilet blocks for boys / girls at Zilla -Parishad School at Sonari Village



ANNEXURE - VII

Company's Report on Corporate Governance

I. A brief statement on Company's philosophy on Guidelines of Corporate Governance

The Corporate Governance emphasizes an ethical framework of rules, regulations and policies governing the administration of the Company with a strong commitment to values and conduct of business on a sustainable basis to maximize shareholders' value. It aims at protecting the interest of every stakeholder including shareholders, investors, customers, vendors, regulators, the community at large and the Government. Though the Company is not categorized as a CPSE by Department of Public Enterprises (DPE), it broadly follows the Guidelines on Corporate Governance for Central Public Sector Enterprises (CPSEs) issued by Ministry of Heavy Industries & Public Enterprises, DPE vide its letter No. 18(8)/2005-GM dtd. May 14, 2010. Corporate Governance primarily concerns transparency, full disclosure of material facts, independence of Board and fair play with all stakeholders. The steps are being taken up to comply/adhere with all compliances in terms of the Guidelines of Corporate Governance issued by Department of Public Enterprises from time to time.

2. Board of Directors - Composition of the Board

IPRCL being a Public Limited Company Under the Ministry of

Shipping, Government of India appointment/nomination of functional directors are made through Ministry of Shipping after approval from Appointment Committee of Cabinet (ACC) and Government nominee directors were nominated by Ministry of Shipping. As on 31.03.2019 the Board of IPRCL have seven Members, of whom two are Functional Directors (including Managing Director), two are nominees of Government of India (including chairman) and three directors were nominated amongst the promoters on rotational basis for two years. As on date the appointment of two independent directors is pending with the administrative Ministry.

2.1 Number of Board Meetings held, dates on which held:

During the year the Board of Directors of the Company met five (5) times on:-

Sr. No	Meeting Number	Date
1	14th Board Meeting	27th June, 2018
2	15th Board Meeting	04th September, 2018
3	16th Board Meeting	02nd November, 2018
4	17th Board Meeting	13th February, 2019

2.2 The details as to the attendance of the Directors in the Board Meetings and number of other directorships and committee memberships, chairmanships as on 31st March, 2019 are as follows:

Name of the Director	Category	Attendance in Board Meeting during 2018-19	Attendance in Last AGM	Number of Directorships in other Companies	Number of Committees (including IPRCL)	
					Member	Chairman
Anoop Kumar Agrawal	Managing Director	4	Yes	—	1	—
Gopal Krishna	Chairman & Nominee Director	4	Yes	2	—	—
Anil Kumar Gupta	Director (Works)	4	Yes	—	1	—
Ravjit Singh Arneja##	Director (Finance)	4	Yes	—	—	—
Pramod Kumar Singh	Nominee Director	3	Yes	1	1	—
Rinkesh Roy	Nominee Director	3	No	4	1	—
Jeyakumar Iyamperumal@@@	Nominee Director	1	No	—	—	—
Shambu Singh*	Nominee Director	4	Yes	1	—	2
Dr. E Ramesh Kumar@@@	Nominee Director	1	Yes	—	—	—
Smt. Leena Nandan*	Nominee Director	—	—	—	—	—

*Pursuant to nomination received from Ministry of Shipping, Govt of India, Shri Shambhu Singh, AS & FA, Ministry of Shipping was appointed in place of Smt. Leena Nandan as a Nominee Director w.e.f. 09.04.2018.

##Subject to repatriation to parent cadre and with approval received from Ministry of Shipping, Govt of India, Shri Ravjit Singh Arneja ceased to be a Whole-time Director (Finance) and CFO of the Company w.e.f. 29.03.2019.

@@@Subject to the intimation received from Mormugao Port Trust, Dr. E Ramesh Kumar, Chairman was appointed as a nominee Part -Time Official Director of the Company in place of Shri Jeyakumar Iyamperumal. w.e.f 10.01.2019.

Directors' Report



NOTE:-

- None of the Directors of the Board is a member of more than 10 (ten) committees or Chairman of more than 5 (five) committees across all the Companies in which he is a Director. All the Directors have made requisite disclosures regarding Directorship/ Committee position occupied by them in other Companies. A brief resume of the Directors is given in the Sl.No.2.4 of this report.
- The required quorum was present for all the meetings.
- The maximum time gap between two Board Meetings was not more than 120 days.

2.4 Brief profile of the existing Directors and new Directors appointed during the year:

S. No.	Name of the Director	Designation	Date of Appointment	Nature of expertise in specific functional areas	Name of Companies in which the person holds the Directorship and the membership of Committees of the Board
1	Shri. Gopal Krishna	Chairman and Nominee Director	01/11/2017	Given below	1. Sagarmala Development Company Limited 2. India Ports Global Limited
2	Shri Anoop Kumar Agrawal	Managing Director	09/05/2016	Given below	—
3	Shri. Anil Kumar Gupta	Wholetime Director (Works)	25/01/2018	Given below	—
4	Shri Ravjit Singh Arneja	Wholetime Director (Finance)	08/11/2017	Given below	—
5	Shri. Shambhu Singh	Nominee Director	09/04/2018	Given below	1.Shipping Corporation of India Limited
6	Shri. Pramod Kumar Singh	Nominee Director	30/10/2017	Given below	1.Kutch Railway Company Limited
7	Shri. Rinkesh Roy	Nominee Director	03/01/2018	Given below	1.Haridaspur Paradip Railway Company Limited 2. Inland Waterways Consortium of Odisha Limited 3. Sethusamudram Corporation Limited 4. Dredging Corporation of India Limited
8	Shri. Jeyakumar Iyamperumal	Nominee Director	15/01/2018	Given below	

Brief Profile :-

- Shri Gopal Krishna** is a member of the Indian Administrative Service since 1983. During his career of 35 years in service, he has held many important positions, both in his State of Bengal as well as in the Government of India with a strong strategic perspective of policy issues at the highest levels of government both nationally and internationally. He has been deeply involved in public administration, resources management, Foreign Investment policy, promotion & International Cooperation, Industrial Investment Policy & Promotion and infrastructure development. He has had first-hand experience and successfully led departments with strong business and commercial focus, and formulating, financing & implementing mega, large and small infrastructure

2.3 Age Limit and Tenure of Directors :

The age limit for the Chairman, Managing Director and other Whole-time Functional Directors is 60 (sixty) years. Generally, the Chairman, Managing Director and other Whole-Time Functional Directors are appointed for a period of 5 (five) years from the date of taking over the charge or till the date of superannuation of the incumbent, or till further instructions / orders from the Government of India, whichever event occurs earliest. Part-time Official Directors (Government Nominees) retires from the Board on ceasing to be officials of the Ministry. Independent Directors are to be appointed by the Government of India. Three are three nominee promoter directors on the Board on rotational basis.

projects in the Government, PPP and private domain. At present he is working as secretary in the Ministry of Shipping, Government of India. His main responsibilities include formulation of policy, supporting legal framework and development relating to ports, shipbuilding, Inland waterways and Maritime Transportation.

- Shri Anoop Kumar Agrawal** Joined Indian Railways in March 1989 through the prestigious Engineering Services Examination in 1987 and was in Sr. Admin Grade (Jt. Secretary level in Govt. of India) since Aug 2008. He is a Engineering Graduate from IIT/ Delhi and also a Research Scholar at IIT/ Delhi. He has vast experience in planning and executing Port Connectivity Railway Projects. Some of his major achievements are as follows;
 - Dahej Port and Dighi Port (Cost Rs 400 and Rs 800 Cr).



Directors' Report

- Rewas and Nandgaon Ports Rail Connectivity Proposals which is under Process
 - He was involved in Palanpur-Gandhidham doubling Project, connectivity to Kandla Port.
 - Railway Capacity Enhancement works in Gujarat and Maharashtra including Golden Quadrupling.
 - Mumbai-Chennai Route Doubling of Railway Network on Daund - Gulbarga section; Cost = Rs 1500 Cr (ADB funded Project)
 - He was In-charge of Mumbai Division (Civil Engg dept.)- Expansion & strengthening of Rail Network in Mumbai and Mumbai-Surat sections.
 - Completion of World Bank funded Project of Borivali-Virar Quadrupling Project in Mumbai Suburban (Cost Rs.600 Cr).
 - He has presented papers in national and international seminars on various topics related to Rail Infrastructure including on "Rail Connectivity to Indian Ports" and also visited InnoTrans 2016 in Berlin in Sept 2016, a leading international trade fair for transport technology. He has also Participated as a key speaker in World Bank Workshop at Vienna, Austria on "Future of Railways in Intermodal Logistics" and as panel member in the discussion on "Implementing Rail Intermodal Logistics" in November 2016. Prior to joining IPRCL was Group General Manager/Chief Project Manager at Mumbai in Rail Vikas Nigam Ltd. (A Railway PSU) from August 2010 to May 2016.
3. **Shri Anil Kumar Gupta**, is a 1987 batch officer of Indian Railways Service of Engineers (IRSE) cadre..He has joined Indian Port Rail & Ropeway Corporation Limited on 25th January, 2018. Prior to this he worked in IRCON International Limited from 10.03.2015 to 25.01.2018 as General Manager (Public Private Partnership) and was dealing with PPP Projects and other important projects including railway doubling and new line projects, railway station projects, Indo Bangladesh Agartala-Akhaura new railway line project. He was part time director on the boards of seven JV SPVs of IRCON. He was also chairman of unincorporated JV of IRCON-AFCONS for implementing 2nd Bhairab Bridge in Bangladesh and a member on JV Board of IRCON-Mitsui-TATA Projects for DFCCIL contract packages on Western Corridor. Prior to joining IRCON he worked for 26 years in Indian Railways in various capacities beginning from Assistant Engineer at Mughal Sarai including Divisional and Sr Divisional Engineer in Mughal Sarai and Dhanbad divisions of Eastern Railways and also in RDSO, Lucknow. He has worked as General Manager Railway Infrastructure for six years from 2008-2014 in Rail Land Development Authority, under Ministry of Railways involved in commercial development of railway land. He was the first Director in the PPP Cell of the Ministry of Railways in 2006-2008. He has also worked in the first phase of Delhi Metro Project for 5 years from 1998-2003, first as Station Layout Expert and later as Resident Engineer for MCIA contract package through RITES/GC. He has authored 13 publications of which 6 are on PPP, Project Management and General Management and remaining technical papers. He has also worked with the Working Group for development of Model RFQ and RFP for PPP Projects for Govt of India. He is a visiting lecturer at NIFM, IRITM Lucknow, IRICEN Pune and MDI Gurgaon for Contract Management, Project Management, Project Financing and PPP.
4. **Shri Shambu Singh** after having worked as a teacher of Economics and in the Indian Revenue Service, joined the Manipura-Tripura Cadre of I.A.S in the year 1986. He has varied administrative experiences, particularly in insurgency affected areas. Having worked in the Border areas, he understands the complexities involved in the Border policing and other related issues. Besides having worked in various in the State, he has served as Joint Development commissioner for Small Scale Industries, Director and Joint Secretary and Financial Advisor in the Ministry of Science & Technology, Government of India. In that capacity, he was also on the negotiating team of India in United Nations Framework Convention on Climate change. He worked as a Joint Secretary in the Ministry of Home Affairs, looking after the North- East. Presently he is serving as Additional Secretary & Financial Adviser in Ministry of Road Transport & Highways and Shipping.
5. **Shri P K Singh** has done his B.Tech. (Civil Engg) from IIT-BHU, M.Tech. (Water Resources) from IIT-Delhi and PGDM from IGNOU. He is from 1983 examination batch of Indian Railway Service of Engineers (IRSE) and has considerable experience in multiple aspects of Railway working like maintenance of assets, creation of assets, general administration having worked as ADRM in 2 divisions including Mumbai division of Central Railway and Secretary to GM in EC Railway apart from his present work as Executive Director in Rail Vikas Nigam Limited (RVNL) since the year 2008. He has undergone a number of trainings/study trips in Europe and China in connection with Tunnelling and High Speed Railway systems. He is also on the Board of Directors of M/s Kutch Railway Company Limited and has served as its acting Managing Director for 6 months.
6. **Shri Rinkesh Roy** has done his Masters in Public Management from Harvard University and National University of Singapore. He graduated in Economics (Hons) from Ravenshaw College, securing 1st position in Utkal University. He joined the Indian Railway Traffic Service (IRTS) in 1992 on South Eastern Railway. Rinkesh Roy has developed an expertise in logistics, operations and strategic planning. He has worked in varied capacities and has rich experience in the interface and working of iron-ore mines, Steel Plants, Collieries, Power Plants and Port operations. He was also associated with the formulation of the 12th Five Year Plans of the Ministries of Railways, Coal and Power. He has worked in varied capacities in the Railway Operations Department at Khurda Road, Sambalpur, Waltair, Kharagpur, Chakradharpur and Bilaspur Divisions. He has vast experience at the Railway Board level - working there as Director (Planning) and Director, Traffic Transportation. He has worked in East Coast Railways as Secretary to



General Manager and as Chief Freight Traffic Manager of ECOR, wherein he was a member of the Team that made it the highest freight-loading Railway. As GM/Operations in CRIS, he has developed a mobile application called 'Parichaalan' for freight operations. He was part of select team that visited the United States of America for Project Implementation of 25 Tonne axle load wagons. At present, posted as Chairman, Paradip Port Trust with effect from 23rd December, 2015 with additional charge of CMD, Kamarajar Port Ltd. from 02.08.2017

- 7. Dr. E. Ramesh Kumar**, an IAS 1999 batch of the Madhya Pradesh Cadre, was appointed as Chairman of the Mormugao Port Trust with effect from 24th October, 2018. He holds a MBBS degree, and a Post Graduate degree in Public Policy and Management from the Indian Institute of Management (IIM), Bangalore. Prior to his appointment to the post of Chairman, MPT, Dr. E. Ramesh Kumar, was the Joint Secretary, Department of Animal Husbandry, Dairying and Fisheries, Ministry of Agriculture and Farmers Welfare, Govt of India. He was the Vice Chairman & Managing Director of the Girijan Co-op Corporation, Visakhapatnam, Ministry of Social Welfare/Social Justice and Empowerment, Government of Andhra Pradesh. Prior to that he worked as Collector,

in Sagar, Chhatarpur, Khargone & Dindori districts of Madhya Pradesh.

2.5 Information placed before the Board of Directors

The Board of Directors have complete access to the information within the Company which includes Annual Revenue and Capital Budget, Periodic Statement of Accounts showing financial results of the Company, Financing Plans of the Company, Minutes of the Meetings of various Committees including Audit Committees, Annual Report, Directors' Report etc., Periodic Report on Compliance of applicable Laws, Disclosure of interest by Directors about Directorship and position occupied by them in other companies & other materially important information.

2.6 Process after the Board Meeting is held

The Secretary of the Company as a part of the Governance Process, disseminates the outcome of the Board with necessary approvals and permissions/authorizations accorded to the Heads of the Divisions/Areas and there is a post-meeting compliance mechanism by which the necessary follow-ups, review and reporting for actions taken/ pending on the approval so accorded by the Board / Committees are made.

2.7 Remuneration of Directors and Key Managerial Personnel:

Being a company under Ministry of Shipping, Government of India the remuneration as on 31.03.2019 of the following Whole-Time Functional Directors and Other Key Managerial Personnel is decided by the Government of India / Board, as applicable. The Independent Director is yet to be appointed by the Govt. of India.

Sl. No.	Name	Designation	Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 (in Rs)	Value of perquisites u/s 17(2) of the Income Tax Act, 1961	Total in Rs.
1.	Shri Anoop Kumar Agrawal	Managing Director	N.A	N.A	39,08,112
2.	Shri Anil Kumar Gupta	Director (Works)	N.A	N.A	34,57,097
3.	Shri Ravjit Singh Arneja From 01.04.2018 to 29.03.2019	Director (Finance)	N.A	N.A	29,18,035
4.	Shri Amaresh Pradhan	Company Secretary	N.A	N.A	15,60,091
5.	Shri Amitabh Gupta	Chief Financial Officer	N.A	N.A	30,67,157

2.8 Payment of sitting fees to Independent Directors during the year 2018-19:

There were no Independent Directors on IPRCL Board during the year 2018-19. The position of Independent Director is vacant. The company has communicated about the requirement of Independent Directors in the Company, to the Administrative Ministry.

2.9. Payment of sitting fees to Part-Time Official Directors/ Govt. Nominee Directors:

No remuneration is paid by the company to Part-Time Official Directors/ Govt. Nominee Directors.

3. Committees of the Board:

The company has the following three (3) Board Level Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. CSR Committee

4. Audit Committee

4.1 Brief description of terms of reference

The Terms of Reference of the Audit Committee are in accordance with Section 177 of the Companies Act, 2013 and the Guidelines dated 14th May, 2010 on Corporate Governance of CPSEs issued by Department of Public Enterprises.

4.2 Scope of Audit Committee

The Audit Committee acts as a link between the Management, Statutory and Internal Auditors and the Board of Directors. The list of functions inter-alia includes the following:

- o To hold discussion with Auditors periodically about:
 - Internal control systems compliance and adequacy thereof.



Directors' Report

- Scope of audit including observations of the Auditors.
- Review of the quarterly, half yearly and annual financial statements before submission to the Board.
- o **To perform the following functions:**
 - To oversee the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
 - Recommending to the Board the fixation of audit fees.
 - Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
 - Reviewing, with the management, the annual financial statements before submission to the Board for approval, with reference to:
 - Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with legal requirements relating to financial statements;
 - Disclosure of any related party transactions; and
 - Qualifications in the draft audit report.
 - Reviewing, with the management, the quarterly financial statements before submission to the Board for approval as and when required.
 - To discuss with internal auditors on any significant findings and follow-up thereon.
 - Reviewing, with the management, performance of internal auditors and adequacy of the internal control systems.
- Reviewing the findings of any internal investigations by the internal auditors / auditors / agencies into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- To review the functioning of the Whistle Blower Mechanism
- To review the follow up action on the audit observations of the C & AG audit.
- Provide an open avenue of communication between the independent auditor, internal auditor and the Board of Directors
- Review all related party transactions in the company. For this purpose, the Audit Committee may designate a member who shall be responsible for reviewing related party transactions.
- Any other matter related to companies accounts and finance as decided by the Board.
- **Powers of Audit Committee:**
 - To investigate any activity within its terms of reference.
 - To seek information on and from any employee.
 - To obtain outside legal or other professional advice, subject to the approval of the Board of Directors.
 - To secure attendance of outsiders with relevant expertise, if it considers necessary.
 - To protect whistle blowers.

4.3 Constitution, Composition, name of Members and Chairperson

The Audit Committee, which has been constituted by the Board on 22.03.2018 consists of Govt. nominee Directors as Chairman one Nominee Promoter Director and One Functional Director. Company Secretary is the Secretary of the Audit Committee. The current members in the Audit Committee shall be replaced by Independent Directors in the Audit Committee as and when they are appointed.

Sr. No.	Name of the Directors	Designation	Category	No. of Meetings Attended
1.	Shri Shambhu Singh	Chairman	Govt Nominee Director, SS & FA (Ministry of Shipping)	N.A
2.	Shri Rinkesh Roy	Member	Promoter Director, Chairman, Paradip Port Trust	N.A
3.	Shri Anil Kumar Gupta	Member	Director (Works). IPRCL	N.A

*The position of Independent Director is vacant. The Company has approached to the Administrative Ministry for appointment of Independent Directors, which is pending. As soon as Independent Directors are appointed by the Administrative Ministry the audit committee will be reconstituted immediately.



4.4 The Audit committee of the Board met 4 times during the financial year 2018- 2019 in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder. The details of the same are as mentioned under :-

Sr. No.	Date of Meeting	Total No. of Members on the Date of Meeting	No. of Members Attended
1.	27th June, 2018	Three	Three
2.	04th September, 2018	Three	Three
3.	02nd November, 2018	Three	Two
4.	13th February, 2019	Three	Three

Attendance through video conferencing is considered

5. Nomination and Remuneration Committee:

5.1 Brief description of terms of reference

The Terms of Reference of the Nomination and Remuneration Committee are in accordance with Section 178 of the Companies Act, 2013 and the Guidelines dated 14th May, 2010 on Corporate Governance of CPSEs issued by Department of Public Enterprises.

5.2 Scope of Nomination and Remuneration Committee:

The purpose of the Nomination and Remuneration

Committee is to assist the Board in ensuring that the Board and Executive Committee retain an appropriate structure, size and balance of skills to support the strategic objectives and values of the Company. The list of functions inter-alia includes the following:

- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to remuneration for the director, key managerial personnel and other employees.
- To do such other acts and deeds as prescribed under the companies Act, 2013 and rules made thereunder; and.
- To decide the annual bonus/variable pay pool including PRP (Performance Related Pay) and policy for its distribution across the executives and non-unionized supervisors, as per DPE's guidelines.
- Devising a policy on diversity of board of directors.
- Any other matter as may be referred by the Board in writing.

5.3 Constitution, Composition, name of Members and Chairperson

The Nomination and Remuneration Committee, which has been constituted by the Board on 22.03.2018 consists of one Govt. nominee Director as Chairman and two non-executive promoter directors. Company Secretary is the Secretary of the Committee. No meetings have been conducted in the financial year 2018-19. The current members in the Nomination and Remuneration Committee shall be replaced by Independent Directors in the Nomination and Remuneration Committee as and when they are appointed.

Sr. No.	Name of the Directors	Designation	Category	No. of Meetings Attended
1.	Shri Shambhu Singh	Chairman	Govt Nominee Director, SS & FA (Ministry of Shipping)	N.A
2.	Shri Rinkesh Roy	Member	Govt Nominee Director, Chairman, Paradip Port Trust	N.A
3.	Shri Pramod Kumar Singh	Member	Govt Nominee Director, RVNL	N.A

*The position of Independent Director is vacant.

6. CSR Committee

6.1 Brief description of terms of reference

As per Section 135 of the Companies Act, 2013, a CSR committee has been constituted by the Company in its meeting held on 22nd September, 2017. The Company is in the process of finalizing the CSR policy & the management is in the process of identifying the activities for spending the amount with regards to CSR.

The Terms of Reference as approved by the Board for CSR Committee is as follows.

- i. To formulate/review the CSR policy from time to time and recommend modification thereto;
- ii. To monitor the CSR policy of the Company from time to time;

- iii. Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time

6.2 Constitution, Composition, name of Members and Chairperson

The CSR committee of the Board met once during the financial year 2018- 2019 in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder. The details of the same are as mentioned under:-

Sr. No.	Date of Meeting	Total No. of Members on the Date of Meeting	No. of Members Attended
1.	7th December, 2018	Three	Three

Attendance through video conferencing is considered



Directors' Report

7. Statutory Auditor

In exercise of the powers conferred by Section 139 of Companies Act, 2013, the Comptroller & Auditor General of India (C&AG) has appointed the following Chartered Accountant Firms as Statutory Auditor of the Company for the year 2018-19:

Jayesh Dadia & Associates LLP
Firm Regn. No. 121142W/W100122
Chartered Accountants,
New Delhi

Statutory Audit fee for the year 2018-19 was paid 2,00,000/- (Rupees Two Lakhs only).

8. Annual General Meetings (AGMs):

The details of last 3 Annual General Meetings of the Company are as under:-

No. of AGM	Financial Year	Date	Time	Venue	Special Resolutions Passed
1st Annual General Meeting	10.07.2015 to 31.03.2016	21.12.2016	12:30 hrs.	Conference Room of Ministry of Shipping, 4th Floor, Transport Bhawan, Parliament Street, New Delhi -110001	NIL
2nd Annual General Meeting	01.04.2016 to 31.03.2017	22.09.2017	12:30 hrs.		NIL
3rd Annual General Meeting	01.04.2017 to 31.03.2018	13.12.2018	11:30 hrs.		2

9. Disclosures:

- (i) Disclosure of the materially significant related party transactions:
The Company has not entered into any materially significant related party transactions with the Directors or the Senior Management Personnel or their relatives for the year ended 31st March, 2019 that has potential conflicts with the interest of the company. Necessary disclosures have been made under the Accounting Standards 18 relating to the Related Party Transactions forming part of the Accounts for the year 2018-19.
- (ii) It is reaffirmed that no penalties, strictures have been imposed by any statutory body.
- (iii) Whistle Blower Policy :- Consequent upon the mandate of the DPE's MoU Task Force for inclusion of Compliance of CG Norms, inter-alia, establishing a whistle blower mechanism also as one of the Dynamic Parameters, the Company has put in place the Whistle Blower Policy which was approved by the Board.
- (iv) The Company has been meticulously following the presidential directives and other guidelines issued by the Ministry of Shipping and the guidelines of Department of Public Enterprises to extent applicable.
- (v) During the year, no expenditure is debited to the books and accounts which are not for the purpose of business expenditure and no expenses which are of personal nature have been incurred for the Board of Directors and Top Management.
- (vi) Disclosure of Accounting Treatment: Company follows the Accounting Standards issued by the Institute of Chartered Accountants of India in the preparation of Financial Statements. Company has not adopted a treatment different from that prescribed in any of the Accounting Standard.
- (vii) Items of expenditure debited in Books of Accounts / Other Expenses and details of Administrative and other financial expenses are given in the Financial Statements and Notes to Accounts.
- (ix) Management Discussion and Analysis Report forms part of the Directors' Report 2018-19.
- (x) Pursuant to DPE Guidelines, the 'Code of Business Conduct and Ethics for Board Members and Senior Management' of the company has been laid down by the IPRCL Board and the same has been implemented in IPRCL. The said code has been circulated to all concerned and the same is also hosted on the website of the Company.
- (xi) CSR Policy:-In accordance with Section 135 of the Companies Act, 2013 and guidelines issued by Department of Public Enterprises (DPE), IPRCL has formulated its CSR Policy duly approved by the Board of Directors (BoD) of IPRCL in November 2018. The CSR policy has been uploaded on IPRCL's website.

10. Means of Communication

Annual financial statements, new releases, tenders and career opportunities etc., are placed on the Company's website. Posting of information on the website of the Company:- The Company's website www.iprcl.org is a user friendly site, containing all the latest developments. Annual Report of the Company containing inter-alia, Audited Accounts, Director's Report, Independent Auditor's Report and replies of management thereto, on Comments and Review of the C & AG of India are circulated amongst all the Members and other entitled thereto, as enunciated in the Companies Act, 2013.

11. Training of Board of Members:

The new Directors are given orientation and induction regarding Company's vision, core value including ethics, financial matters, business operations, and risk matters. The normal practice is to furnish booklets, brochures,

Directors' Report



Annual report, MOU signed with administrative ministry, Memorandum & Article of Association of the Company business plan of the Company etc. Further eminent expert from corporate fields are invited to give lecture and sharing of professional expertise with the directors. The Board members are allowed to gain professional expertise by attending domestic and international seminars and workshops.

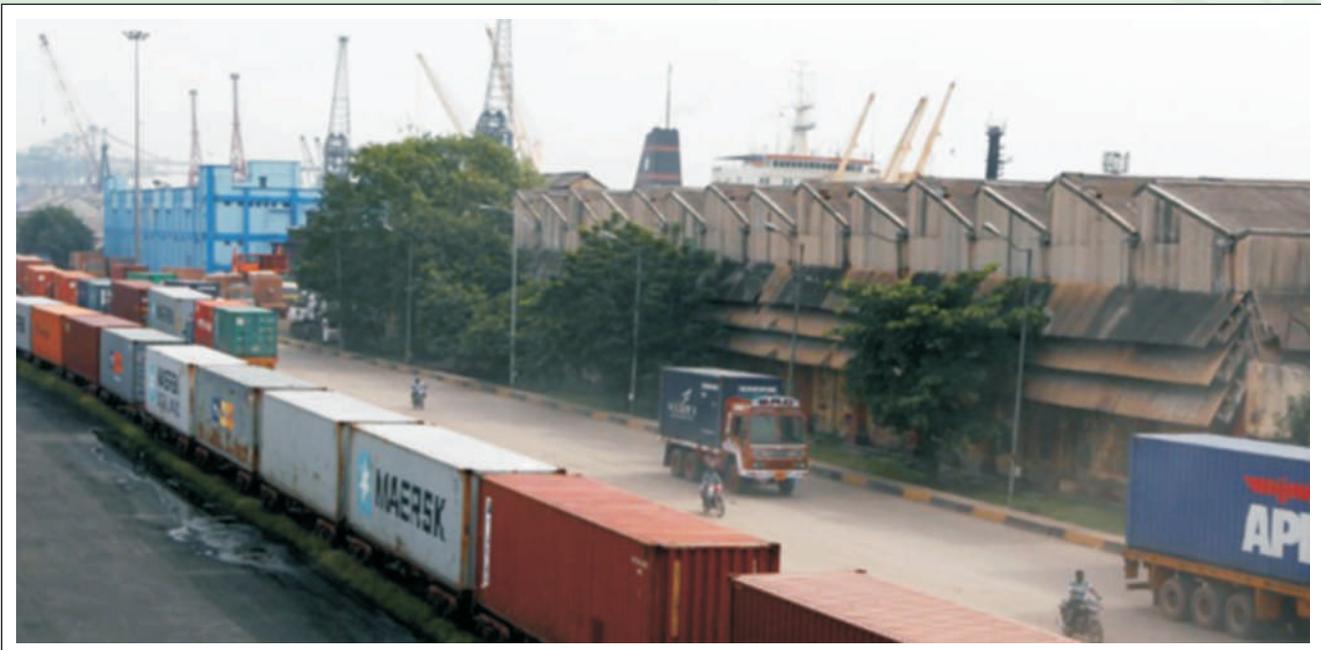
12. Shareholding by the Directors and Stock Options:

Being a company promoted by 11 major ports under Ministry of Shipping and RVNL, 100% shares are held by the 11 major Ports under Ministry of Shipping and Rail Vikas Nigam Limited (RVNL). The Directors are not

required to hold any qualification shares. The Company has not issued any stock options to its Directors/ Employees.

13. Certificate on Compliance of Corporate Governance:-

Department of Public Enterprises (DPE) has issued Corporate Governance guidelines applicable for Central Public Sector Enterprises, which has been made mandatory effective from May 2010. In general, the Company has complied with the mandatory requirement of the guidelines on Corporate Governance issued by DPE except the requirement relating to minimum number of Independent Directors on the Board of the Company which also impact the composition of Board Level Committees.



भारतीय लेखापरीक्षा और लेखा विभाग
कार्यालय महानिदेशक वाणिज्यिक लेखापरीक्षा
तथा पदेन सदस्य, लेखापरीक्षा बोर्ड - I, मुंबई



INDIAN AUDIT AND ACCOUNTS DEPARTMENT
OFFICE OF THE DIRECTOR GENERAL OF
COMMERCIAL AUDIT AND EX-OFFICIO MEMBER,
AUDIT BOARD-I, MUMBAI

गोपनीय/शीघ्र डाक

संख्या: डीजीसीए/सीए-II/IPRCL/लेखा/2018-19/103

23/08/2019

प्रबंध निदेशक,
इंडियन पोर्ट रेल एंड रोपवे कॉर्पोरेशन लिमिटेड,
4 थी मंजिल, निर्माण भवन, मुंबई पोर्ट ट्रस्ट बिल्डिंग,
एम.पी.रोड, माझगांव (ईस्ट),
मुंबई 400 010

विषय: 31 मार्च 2019 को समाप्त वर्ष हेतु इंडियन पोर्ट रेल एंड रोपवे कॉर्पोरेशन लिमिटेड, मुंबई के वित्तीय विवरणों पर कंपनी अधिनियम 2013 की धारा 143(6)(बी) के अंतर्गत भारत के नियंत्रक एवं महालेखापरीक्षक की टिप्पणियाँ।

महोदया,

31 मार्च 2019 को समाप्त वर्ष हेतु इंडियन पोर्ट रेल एंड रोपवे कॉर्पोरेशन लिमिटेड, मुंबई के वित्तीय विवरणों पर कंपनी अधिनियम 2013 की धारा 143(6)(बी) के अंतर्गत भारत के नियंत्रक एवं महालेखापरीक्षक के द्वारा दी गई टिप्पणियाँ इस पत्र के साथ संलग्न हैं। टिप्पणियों को मुद्रित वार्षिक प्रतिवेदन के विषयसूची में उचित संकेत सहित सांविधिक लेखापरीक्षक के प्रतिवेदन के आगे रखा जाये।

वार्षिक सामान्य बैठक के समापन के पश्चात, वित्तीय विवरणों, सांविधिक लेखापरीक्षक का प्रतिवेदन तथा भारत के नियंत्रक एवं महालेखापरीक्षक की टिप्पणियों को अपनाते हुए वार्षिक सामान्य बैठक की कार्यवाही की एक प्रतिलिपि इस कार्यालय को अविलंब अग्रेषित की जाए। मुद्रित वार्षिक रिपोर्ट की पाँच प्रतियाँ भी इस कार्यालय को भेजी जायें।

कृपया इस पत्र एवं संलग्नकों की प्राप्ति की सूचना दें।

भवदीया,



(रूप राशि)

महा निदेशक वाणिज्यिक लेखापरीक्षा तथा
पदेन सदस्य, लेखापरीक्षा बोर्ड -I, मुंबई

संलग्नक: यथोपरि।



COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143(6)(b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL STATEMENTS OF INDIAN PORT RAIL & ROPEWAY CORPORATION LIMITED, MUMBAI FOR THE YEAR ENDED 31 MARCH 2019

The preparation of Financial Statements of Indian Port Rail & Ropeway Corporation Limited, Mumbai for the year ended 31 March 2019 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 (Act) is the responsibility of the management of the Company. The Statutory Auditor appointed by the Comptroller and Auditor General of India under Section 139(5) of the Act is responsible for expressing opinion on the Financial Statements under Section 143 of the Act based on independent audit in accordance with the standards on auditing prescribed under Section 143(10) of the Act. This is stated to have been done by them vide their Audit Report dated 19 July 2019.

I, on behalf of the Comptroller and Auditor General of India, have decided not to conduct the Supplementary Audit of the Financial Statements of Indian Port Rail & Ropeway Corporation Limited, Mumbai for the year ended 31 March 2019 under Section 143(6)(a) of the Act.

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

A handwritten signature in blue ink, appearing to read "Roop Rashi", is written over a horizontal line.

(Roop Rashi)
Director General of Commercial Audit and
ex-Officio Member, Audit Board-I, Mumbai

Place: Mumbai
Date: 23 August 2019



JAYESH DADIA & ASSOCIATES LLP

CHARTERED ACCOUNTANTS

422, Arun Chambers, Tardeo, Mumbai - 400034. Tel.: +91-22-66602417 / 66601056 Fax : +91-22-66602418
E-mail: info@jdaca.com Website : www.jdaca.com

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF
INDIAN PORT RAIL & ROPEWAY CORPORATION LIMITED
(Formerly known as Indian Port Rail Corporation Limited)

Opinion

We have audited the accompanying standalone financial statements of M/s. INDIAN PORT RAIL & ROPEWAY CORPORATION LIMITED (Formerly known as Indian Port Rail Corporation Limited) ("*the Company*") which comprises the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss, Statement of cash flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2019, its profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) 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 made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("*the Act*") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and





design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management 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.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("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.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company in so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.



- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in financial statements. Refer note 34 to the financial statements;
 - ii. The Company did not have any long-term contracts; as such the question of commenting on any material foreseeable losses does not arise.
 - iii. There has not been any occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. Thus the question of delay in transferring such sums does not arise.
3. As required by Section 143(5) of the Act, we give in Annexure "C" a statement of the matters specified by the Comptroller & Auditor General of India for the Company.
4. With respect to the matter to be included in the Auditor's Report under section 197(16) of the Act:
Since the Company is a 'Government Company', provision of section 197 of the Companies Act, 2013 are not applicable to the Company. Accordingly comments on the matters to be included in the Auditor's Report required under Section 197(16) of the Act have not been given.

For Jayesh Dadia & Associates LLP
Chartered Accountants
Firm's Registration No.121142W / W100122



Rahil Dadia
Partner
Membership No. 143181



Place of Signature: New Delhi
Date: 19th July, 2019
UDIN: 19143181AAAADA2162



ANNEXURE A to the Independent Auditor's Report

Referred to in paragraph 1 on Report on Other Legal and Regulatory Requirements of our report.

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
 - (b) A substantial portion of these fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
 - (c) In our opinion and according to the information & explanation given to us and based on our examination of the records of the Company, the Company does not own any immovable property.
- (ii) The Company does not have any inventory. Therefore comment under clause (ii) is not given.
- (iii) According to the information & explanations given to us & based on our examination of the books, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore comments under clause (a), (b) & (c) are not given.
- (iv) The Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans given, investments made, guarantees and security given by the Company.
- (v) The Company has not accepted any deposits from public within the meaning of Sections 73 to 76 of the Companies Act, 2013 & the rules framed thereunder.
- (vi) According to the information & explanation provided to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013.
- (vii) (a) According to the information & explanations provided to us & on the basis of our examination of the books of accounts & other relevant records, the Company is generally regular in depositing undisputed statutory dues including 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 to the appropriate authorities. As explained to us, there were no undisputed statutory dues as mentioned above in arrears as at 31st March, 2019 for a period of more than 6 months from the date they became payable.
 - (b) According to the information and explanations given to us, there are no disputed statutory dues.

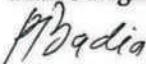




Auditors' Report

- (viii) In our opinion and according to the information & explanation given to us and based on our examination of the records of the Company, the company does not have any outstanding loans or borrowings from banks or financial institutions.
- (ix) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and has not taken any term loan during the year.
- (x) To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) Since the Company is a 'Government Company', therefore the provisions of Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 are not applicable.
- (xii) In our opinion and according to the information & explanations given to us, the Company is not a Nidhi Company and therefore the compliance requirements relevant to a Nidhi Company are not applicable.
- (xiii) In our opinion and according to the information & explanations given to us and based on our examination of the records of the Company, all transactions with related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) In our opinion and according to the information & explanation given to us and based on our examination of the records of the Company, no preferential allotment or private placement of shares or fully or partly convertible debentures has been made by the Company during the year under audit.
- (xv) According to the information & explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him/her as specified under the provisions of section 192 of the Companies Act, 2013.
- (xvi) The Company is not required to be registered under section 45-1(A) of the Reserve Bank of India Act, 1934 and therefore the provisions of paragraph 3(xvi) of the Order is not applicable.

For Jayesh Dadia & Associates LLP
Chartered Accountants
Firm's Registration No. 121142W/W100122



Rahil Dadia
Partner
Membership No. 143181



Place of Signature: New Delhi
Date: 19th July, 2019
UDIN: 19143181AAAADA2162

Annexure - B to the Independent Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") referred to in paragraph 2 (f) on Report on Other Legal and Regulatory Requirements of our report.

We have audited the internal financial controls over financial reporting of **INDIAN PORT RAIL & ROPEWAY CORPORATION LIMITED** (Formerly known as Indian Port Rail Corporation Limited) ("the Company") as of 31st March, 2019 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 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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



Meaning of Internal Financial Controls over Financial Reporting

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

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

Opinion

In our opinion the Company has in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Jayesh Dadia & Associates LLP
Chartered Accountants
Firm's Registration No. 121142W/W100122



Rahil Dadia
Partner
Membership No. 143181



Place of Signature: New Delhi
Date: 19th July, 2019
UDIN: 19143181AAAADA2162

Annexure - C to the Independent Auditor's Report

Referred to in our report of even date to the members of Indian Port Rail & Ropeway Corporation Limited (Formerly known as Indian Port Rail Corporation Limited) on the financial statements for the year ended 31st March, 2019.

Sr. No.	Directions u/s 143 (5) of the Companies Act, 2013	Auditor's reply on action taken on the direction	Impact on Financial Statements.
1	Whether the Company has system in place to process all the accounting transactions through IT system? If yes, the implications of accounting transactions outside IT system on the integrity of the accounts along with the financial implications, if any, may be stated.	According to the information & explanation given to us and based on our examination of the records of the Company, the Company maintains its books of accounts using the Tally Software.	NIL
2	Whether there is any restructuring of an existing loan or cases of waiver/write off of debts/loans/interest etc. made by a lender to the Company due to the Company's inability to repay the loan? If yes, the financial impact may be stated.	In our opinion and according to the information & explanation given to us and based on our examination of the records of the Company, the Company does not have any borrowings / loans and accordingly the question of any restructuring or waiver / write off of debts / loans / interest, etc. does not arise.	NIL
3	Whether funds received / receivable for specific schemes from central / state agencies were properly accounted for / utilized as per its terms & conditions? List the cases of deviation.	According to the information & explanations given to us and based on our examination of the records of the Company, the company has not received any funds for specific schemes from central / state agencies during the year.	NIL

For Jayesh Dadia & Associates LLP
Chartered Accountants
Firm's Registration No. 121142W / W100122

Rahil Dadia

Rahil Dadia
Partner

Membership No. 143181

Place of Signature: New Delhi

Date: 19th July, 2019

UDIN: 19143181AAAADA2162





Auditors' Report

INDIAN PORT RAIL & ROPEWAY CORPORATION LIMITED
(Formerly known as Indian Port Rail Corporation Limited)
BALANCE SHEET AS AT 31st MARCH 2019

Amount in INR

PARTICULARS	Note No.	As at 31st March 2019	As at 31st March 2018
I EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	1,00,00,00,000	1,00,00,00,000
(b) Reserves and Surplus	3	41,68,35,015	21,79,91,903
SUB-TOTAL (1)		1,41,68,35,015	1,21,79,91,903
(2) Non-current liabilities			
(a) Long-term Provisions	4	46,50,945	10,82,477
SUB-TOTAL (2)		46,50,945	10,82,477
(3) Current liabilities			
(a) Trade Payables	5	-	-
(i) Dues of Micro & Small Enterprises			
(ii) Dues other than Micro & Small Enterprises	6	45,81,00,321	60,58,18,532
(b) Other Current Liabilities	7	89,12,90,241	1,43,22,62,461
(c) Short-term Provisions		54,091	8,20,130
SUB-TOTAL (3)		1,34,94,44,653	2,03,89,01,123
TOTAL (1)+(2)+(3)		2,77,09,30,613	3,25,79,75,503
II ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment	8	2,44,18,117	1,19,85,689
(i) Tangible Assets		6,66,750	1,81,917
(ii) Intangible Assets		-	61,82,144
(iii) Capital WIP		-	35,79,390
(b) Deferred Tax Asset (net)	9	80,03,093	58,98,340
(c) Other Non Current Assets	10	-	-
SUB-TOTAL (1)		3,30,87,960	2,78,27,480
(2) Current assets			
(a) Trade Receivables	11	55,03,19,701	24,29,07,446
(b) Cash and Cash Equivalents	12	1,71,45,95,178	2,66,33,80,598
(c) Short Term Loans and Advances	13	40,93,70,648	29,87,46,074
(d) Other Current Assets	14	6,35,57,126	2,51,13,905
SUB-TOTAL (2)		2,73,78,42,653	3,23,01,48,023
TOTAL (1)+(2)		2,77,09,30,613	3,25,79,75,503

Significant Accounting Policies 1
Other Notes to Financial Statements 2-36
The accompanying notes form an integral part of financial statements

As per our report of even date

For Jayesh Dadia & Associates LLP
Chartered Accountants
FRN: 1211142W/W100122


Rahil Dadia
Partner
Membership No. 143181



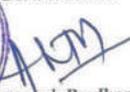
Place: New Delhi
Dated: 19-07-2019

For and on behalf of the board of
Indian Port Rail & Ropeway Corporation Limited
(Formerly known as Indian Port Rail Corporation Limited)


Anoop Kumar Agrawal
Managing Director
DIN: 07508525


Anil Kumar Gupta
Director (Works)
DIN: 07263307




Amresh Pradhan
Company Secretary
Membership No. A17501


Amitabh Gupta
Chief Financial Officer

Auditors' Report



INDIAN PORT RAIL & ROPEWAY CORPORATION LIMITED
(Formerly known as Indian Port Rail Corporation Limited)
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2019

Amount in INR

Sr. No.	Particulars	Note No.	Year ended 31st March 2019	Year ended 31st March 2018
I	Revenue From Operations	15	3,10,63,13,991	1,92,07,44,341
II	Other Income	16	11,63,59,984	8,27,39,289
III	Total Revenue (I+II)		3,22,26,73,975	2,00,34,83,630
IV	Expenses			
	Direct Expenses	17	2,75,67,53,224	1,72,60,92,505
	Employee Benefits Expense	18	10,65,98,438	3,82,97,879
	Depreciation Expense	8	65,50,252	45,39,261
	Other Expenses	19	7,10,40,652	4,92,49,023
	Total Expenses		2,94,09,42,566	1,81,81,78,668
V	Profit/ Before Tax (III - IV)		28,17,31,409	18,53,04,962
VI	Tax Expense:			
(1)	Current Tax		(8,73,12,000)	-5,65,00,000
(2)	Deferred Tax	9	44,23,703	28,17,275
VII	Profit After Tax		19,88,43,112	13,16,22,236
	Earning per Share (Basic / Diluted)	20	1.99	1.32
	Face value of Rs. 10/- each			

Significant Accounting Policies 1
Other Notes to Financial Statements 2-36
The accompanying notes form an integral part of financial statements

As per our report of even date

For Jayesh Dadia & Associates LLP
Chartered Accountants
FRN: 121142W / W100122


Rahil Dadia
Partner
Membership No. 143181



Place: New Delhi
Dated: 19-07-2019

For and on behalf of the board of
Indian Port Rail & Ropeway Corporation Limited
(Formerly known as Indian Port Rail Corporation Limited)


Anoop Kumar Agrawal
Managing Director
DIN: 07508525




Amresh Pradhan
Company Secretary
Membership No. A17501


Anil Kumar Gupta
Director (Works)
DIN: 07263307


Amitabh Gupta
Chief Financial Officer



Auditors' Report

INDIAN PORT RAIL & ROPEWAY CORPORATION LIMITED
(Formerly known as Indian Port Rail Corporation Limited)
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2019

Amount in INR

Sr.No.	PARTICULARS	Year ended 31st March 2019	Year ended 31st March 2018
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit before Tax	28,17,31,409	18,53,04,962
	Adjustments for :		
	Depreciation	65,50,251	45,39,261
	Interest on FDR	(11,50,52,510)	(8,22,61,703)
	Preliminary Expenses	58,98,342	58,98,342
	Profit on Disposal of Assets	(29,279)	
	Operating Cash Flow before working capital changes	17,90,98,213	11,34,80,863
	Adjustments for :		
	(Increase)/Decrease in Trade Receivables	(30,74,12,255)	(7,27,41,065)
	(Increase)/Decrease in Loan and Advances	(5,97,04,541)	13,78,351
	(Increase)/Decrease in Other Current assets	(6,89,495)	(42,799)
	Increase/(Decrease) in Trade Payables	(14,77,18,211)	50,91,91,396
	Increase/(Decrease) in Other liabilities	(54,09,72,220)	44,60,84,776
	Increase/(Decrease) in Provisions	28,02,429	7,49,985
	Cash flow from operations before tax	(87,45,96,080)	99,81,01,506
	Less: Taxes Paid (Net)	(13,82,32,033)	(5,56,87,814)
	NET CASH FROM OPERATING ACTIVITIES	(1,01,28,28,113)	94,24,13,692
B	CASH FLOW FROM INVESTING ACTIVITIES		
	Deposit in FDR / (Redemption of Fixed Deposit)	1,00,31,57,121	(54,48,37,924)
	Interest Received	7,72,98,784	8,07,06,681
	Purchase of Fixed Assets	(1,33,46,964)	(33,23,759)
	Capital WIP	-	(61,82,144)
	Disposal of Fixed Assets	90,874	
	NET CASH FROM INVESTING ACTIVITIES	1,06,71,99,815	(47,36,37,146)
C	CASH FLOW FROM FINANCING ACTIVITIES		
	Issue of Share Capital	-	-
	NET CASH FROM FINANCING ACTIVITIES	-	-
	NET CHANGE IN CASH & CASH EQUIVALENT (A+B+C)	5,43,71,701	46,87,76,546
	Add: Opening Cash and Cash Equivalent	56,35,86,546	9,48,10,000
	Closing Cash and Cash Equivalent	61,79,58,247	56,35,86,546
	Closing Cash and Cash Equivalent Comprises of :-		
	1 Cash in hand	14,202	25,000
	2 Balance with Banks in current accounts	61,79,44,045	56,35,61,546
	TOTAL	61,79,58,247	56,35,86,546

As per our report of even date

For Jayesh Dadia & Associates LLP
Chartered Accountants
FRN: 121142W/W100122

J Dadia

Rahil Dadia
Partner
Membership No. 143181



Place: New Delhi
Dated: 19-07-2019

For and on behalf of the board of
Indian Port Rail & Ropeway Corporation Limited
(Formerly known as Indian Port Rail Corporation Limited)

A Anoop
Anoop Kumar Agrawal
Managing Director
DIN: 07508525

A Anil
Anil Kumar Gupta
Director (Works)
DIN: 07263307

A Amaresh
Amaresh Pradhan
Company Secretary
Membership No. A17501

A Amitabh
Amitabh Gupta
Chief Financial Officer





INDIAN PORT RAIL & ROPEWAY CORPORATION LIMITED

(Formerly known as Indian Port Rail Corporation Limited)

Notes to financial statements for the year ended 31st March, 2019

Note - 1 - SIGNIFICANT ACCOUNTING POLICIES

A. BACKGROUND

Indian Port Rail & Ropeway Corporation Limited (Formerly known as Indian Port Rail Corporation Limited) was incorporated as a Public Limited Company on 10th July, 2015 under the Companies Act, 2013. The Company's principal activity is to provide, develop, design, operate and maintain effective, efficient and competitive rail evacuation systems to Ports in India and in particular the major ports by providing last mile connectivity to the Ports; modernization of the rail infrastructure at Ports; creating and managing the internal Port Railway System; creation of new and enhancement of capacity in embedded hinterland connectivity; construction of road and other multimodal transportation or transit system. The company is under the administrative control of the Ministry of Shipping, Government of India

B. SIGNIFICANT ACCOUNTING POLICIES

I. Presentation of Financial Statements

The financial statements have been prepared in compliance with the requirements of the Companies Act 2013, applicable Accounting Standards and the requirement of schedule III of the Companies Act, 2013.

II. Basis of Preparation of Financial Statements

The financial statements are prepared in accordance with the Indian Generally Accepted Accounting Principles (GAAP), applicable under the historical cost convention, on accrual basis as a going concern.

III. Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) requires the management to make estimates & assumptions that affect the reported amounts of assets & liabilities and disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenue & expenses during the reported period. Management believes that the estimates made in the preparation of the financial statements are prudent & reasonable. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in the current & future periods.



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IV. Revenue Recognition

Revenue is recognised based on the nature of activity, when consideration can be reliably measured and there exists a reasonable certainty of its recovery.

a) Services rendered - Revenue from construction/ project related activity is recognised as follows:

- i. For General Consultancy, revenue is recognised based on achievement of milestones as agreed upon mutually with the customers.
 - ii. For Project Management Consultancy Fees & Construction revenue, the revenue is recognized on achievement of milestones as agreed upon mutually with the client, of which pro-rata completion of work shall be recognised as follows:
 - For Direct works undertaken through private contractors, on receipt & passing of Running Account Bills.
 - For works undertaken through PSUs like RITES Ltd & RVNL, on receipt of invoice from PSU accompanied with evidence of Running Account Bill & proof of payment to contractors appointed by them.
 - iii. Revenue because of variations, claims and incentives are recognized on settlement basis.
- b) Other Income -
- i. Interest on Fixed deposits / investments is accounted on time proportion basis taking into account the amount outstanding and the rate applicable.
 - ii. Insurance and other claims/refunds are accounted for as and when admitted by appropriate authorities.

V. Tangible Assets & Depreciation

Fixed assets are stated at cost. Cost of Fixed Assets includes other direct and indirect expenditure incurred and which are attributable in bringing the assets to its working conditions for its intended use but excluding duties and taxes which are refundable.

Capital work-in-progress includes the cost of fixed assets that are not ready for their intended use as at the balance sheet date.

Depreciation is provided under the written down value method, in accordance with the useful life prescribed in the schedule II of the Companies Act, 2013 or a useful life less than that specified in Schedule II, if in the opinion of the management it is more meaningful, after considering a 5% Salvage Value. Depreciation for assets purchased/sold during the year is charged on pro-rata basis.

Assets are depreciated using the following useful lives:



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R



Name of the Asset Group	Life (In years)
Office Equipment	5
Furniture & Fixtures	10
Electric Fittings & Installations	10
Computer & Peripherals	3
Server & Networking	6

Amount spent towards leasehold improvements are amortized over the lease term, wherever ascertainable, or over a period of 10 years, whichever is a lower.

VI. Intangible Assets & Amortization

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Costs of acquiring intangibles are amortized on a straight-line basis either over its useful life, where ascertainable, or over a period of 5 years.

VII. Impairment of Assets

In accordance with Accounting Standard 28 on 'Impairment of Assets', the Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is the greater of the net selling price & the value in use. Value in use is the present value of the estimated future cash flows expected to arise from the continuing use of the asset and from its disposal at the end of its useful life. In assessing the value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit & Loss.

If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed, and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

VIII. Preliminary Expenses

Preliminary expenses are written off over a period of 5 years from the year of commencement of business.

IX. Taxes on Income

- a) Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the



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Income Tax Act 1961 and based on expected outcome of assessments/appeals and on the basis of changes adopted by the company in accounting policies & estimates.

- b) Deferred tax is recognized on timing differences between the accounting income and the taxable income for the period and quantified using the tax rates and laws enacted or subsequently enacted as on the Balance Sheet date.
- c) Deferred tax assets are recognized and reassessed at each reporting date and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

X. Claims

Claims receivable are accounted for depending on the certainty of receipt and claims payable are accounted for at the time of acceptance.

XI. Employee Benefits

- a) Provident Fund is a defined contribution scheme and the contribution wherever required by the statute are charged to the Statement of Profit & Loss as incurred.
- b) Un-availed Leave Liability is a defined benefit obligation and is not funded. Company accounts for liability for future leave benefits based on an actuarial valuation as at the Balance Sheet date.
- c) Gratuity is a defined benefit obligation and is not funded. Company account for liability for future gratuity benefits based on an actuarial valuation as at the Balance Sheet date.

XII. Provisions, Contingent Liabilities and Contingent Assets

A provision is made when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made based on technical valuation and past experience. Provisions are not discounted to their present value and are determined based on management estimate required to settle the obligation at the balance sheet date.

No provision is made for liabilities arising from transactions and events whose future outcome cannot be ascertained with reasonable certainties. Such contingent liabilities are not recognized but are disclosed in the note of contingent liability based on judgment of the management/independent expert. These are reviewed at each balance sheet date and adjusted to reflect the current management estimate.



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XIII. Earnings Per Share

The basic and diluted earnings per share are computed by dividing the net profit / loss attributable to the equity shareholders for the year with the weighted average number of equity shares outstanding during the year.

XIV. Operating Lease

Assets taken on lease under which all risks and rewards of ownership are effectively retained by the lessor are classified as operating lease. Lease payments under operating leases are recognized as an expense in the statement of profit and loss.

XV. Payment of Dividend

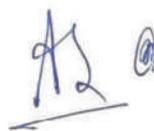
Dividend paid/payable shall be recognized in the year in which related dividends are approved by shareholders or Board of Directors as appropriate

XVI. Cash and cash equivalents

Cash and cash equivalents comprise cash and cash on deposit with banks. The company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

XVII. Cash flow statement

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



INDIAN PORT RAIL & ROPEWAY CORPORATION LIMITED
(Formerly known as Indian Port Rail Corporation Limited)

Notes forming part of the Financial Statements for the year ended 31st March, 2019

Note 2 : Share Capital

Amount in INR

Particulars	As at 31st March 2019	As at 31st March 2018
Authorised Capital		
50,00,00,000 (P.Y. 50,00,00,000) Equity Share of Rs. 10/- each	5,00,00,00,000	5,00,00,00,000
Issued, Subscribed & Paid up Capital		
10,00,00,000 (P.Y. 10,00,00,000) Equity Share of Rs. 10/- each	1,00,00,00,000	1,00,00,00,000
Less : Recoverable share capital money	-	-
TOTAL	1,00,00,00,000	1,00,00,00,000

2.1 Rights, Preferences and restrictions attached to Equity Shares

The Company has one class of equity shares having a par value of ` 10/- per share. Each shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

2.2 Reconciliation of equity shares outstanding

Particulars	31st March 2019		31st March 2018	
	No. of Shares	Amount	No. of Shares	Amount
Equity shares at the beginning of the Year	10,00,00,000	1,00,00,00,000	10,00,00,000	1,00,00,00,000
Equity Shares Issued during the Year	-	-	-	-
Equity Shares at the end of the Year	10,00,00,000	1,00,00,00,000	10,00,00,000	1,00,00,00,000

2.3 Shares in the Company held by each shareholder holding more than 5% shares

Particulars	31st March 2019		31st March 2018	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Shareholders				
Jawaharlal Nehru Port Trust	1,53,00,000	15.30	1,53,00,000	15.30
Paradip Port Trust	1,08,00,000	10.80	1,08,00,000	10.80
Visakhapatnam Port Trust	1,08,00,000	10.80	1,08,00,000	10.80
Kamarajar Port Limited	72,00,000	7.20	72,00,000	7.20
Rail Vikas Nigam Limited	1,00,00,000	10.00	1,00,00,000	10.00
New Mangalore Port Trust	72,00,000	7.20	72,00,000	7.20
Kandla Port Trust	72,00,000	7.20	72,00,000	7.20
Kolkata Port Trust	1,08,00,000	10.80	1,08,00,000	10.80
Chennai Port Trust	72,00,000	7.20	72,00,000	7.20
TOTAL	8,65,00,000	86.50	8,65,00,000	86.50



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Auditors' Report



Note 3 : Reserves & Surplus

Amount in INR

Sr. No.	Particulars	As at 31st March 2019	As at 31st March 2018
(I)	Profit and Loss Account		
i)	Opening Balance	21,79,91,903	8,63,69,667
ii)	Add: Profit transferred from Profit & Loss Statement	19,88,43,112	13,16,22,236
	Closing Balance	41,68,35,015	21,79,91,903

Note 4: Long term Provisions

Sr. No.	Particulars	As at 31st March 2019	As at 31st March 2018
i)	Gratuity	12,43,928	5,53,809
ii)	Leave Encashment	34,07,017	5,28,668
	TOTAL	46,50,945	10,82,477

Note 5 : Trade Payables

Sr. No.	Particulars	As at 31st March 2019	As at 31st March 2018
i)	Dues of Micro & Small Enterprises (Refer 5.1)	-	-
ii)	Dues other than Micro & Small Enterprises	45,81,00,321	60,58,18,532
	TOTAL	45,81,00,321	60,58,18,532

Micro & Small Enterprises Disclosure

The Company has not received the required information from 'suppliers' regarding their status under Micro, Small & Medium Enterprises Development Act, 2006. Hence disclosures, if any, relating to amounts unpaid as at the period end together with interest paid/payable as required under the said Act have not been made.

Note 6 : Other Current Liabilities

Sr. No.	Particulars	As at 31st March 2019	As at 31st March 2018
i)	Statutory dues Payable	10,45,36,663	11,82,34,236
ii)	Security Deposit from Contractors	20,49,80,126	8,07,66,721
iii)	Project Advance Received	55,84,89,756	1,22,56,27,131
iv)	Employees Benefits Payable	1,69,76,453	73,24,928
v)	Provision for Expenses	58,51,380	-
vi)	Others	4,55,863	3,09,446
	TOTAL	89,12,90,241	1,43,22,62,461

Note 7: Short term Provisions

Sr. No.	Particulars	As at 31st March 2019	As at 31st March 2018
i)	Gratuity	11,139	3,098
ii)	Leave Encashment	42,952	4,846
iii)	Provision for tax (net of tax paid)	-	8,12,186
	TOTAL	54,091	8,20,130



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INDIAN PORT RAIL & ROPEWAY CORPORATION LIMITED
(Formerly known as Indian Port Rail Corporation Limited)

Note 8: Property, Plant and Equipment

Particulars	Gross Block			Depreciation		Net Block	
	As on 01.04.2018	Additions During the year	Disposals / Adjustments	As on 01.04.2018	Depreciation for the year	As on 31.03.2019	As on 31.03.2018
Tangible Assets							
Leasehold Improvements	1,04,26,249	60,26,071	-	44,53,212	12,05,378	1,07,83,730	59,73,036
Office Equipments	16,95,309	41,34,346	-	10,25,314	13,51,786	34,52,555	6,69,997
Furniture & Fixtures	28,86,119	31,31,832	-	6,99,425	9,60,347	43,58,179	21,86,692
Electrical Fittings & Installation etc	27,84,777	25,28,205	-	11,89,422	8,92,288	32,31,272	15,95,356
Computers & Peripherals	23,65,039	31,08,654	1,46,053	10,94,280	19,62,818	23,55,000	12,70,759
Servers & Networking	7,28,520	58,000	-	4,38,671	1,20,468	2,27,381	2,89,849
Sub Total	2,08,86,013	1,89,87,108	1,46,053	89,00,324	64,93,085	2,44,18,117	1,19,85,689
Intangible Assets							
Intangible asset - Website	1,85,000	-	-	3,083	37,000	1,44,917	1,81,917
Intangible asset - Software	-	5,42,000	-	-	20,167	5,21,833	-
Sub Total	1,85,000	5,42,000	-	3,083	57,167	6,66,750	1,81,917
TOTAL	2,10,71,013	1,95,29,108	1,46,053	89,03,407	65,50,252	2,50,84,867	1,21,67,606
Previous Year's Figures	1,77,47,254	33,23,759	-	43,64,146	45,39,261	1,21,67,606	1,33,83,108








Auditors' Report



Note 9: Deferred Tax Assets (Net)

Rs. In INR

Sr. No.	Particulars	As at 31st March 2019	As at 31st March 2018
	Deferred Tax assets on account of timing differences		
i)	On WDV of assets	17,79,630	11,78,370
ii)	On amount to be claimed on Payment basis	62,23,463	24,01,020
	TOTAL	80,03,093	35,79,390

Note 10: Other Non Current Assets

Sr. No.	Particulars	As at 31st March 2019	As at 31st March 2018
i)	Preliminary Expenses	-	58,98,340
	TOTAL	-	58,98,340

Note 11: Trade Receivables

Sr. No.	Particulars	As at 31st March 2019	As at 31st March 2018
	Unsecured, Considered Good		
i)	Outstanding for more than Six Months	13,55,60,897	-
ii)	Others	41,47,58,804	24,29,07,446
	TOTAL	55,03,19,701	24,29,07,446

Note 12: Cash and Cash Equivalents

Sr. No.	Particulars	As at 31st March 2019	As at 31st March 2018
i)	Cash on hand	14,202	25,000
ii)	Balances with Banks		
	In Current Accounts	61,79,44,045	56,35,61,546
iii)	Other Bank Balances		
	Deposits with original maturity more than three months but less than twelve months	1,09,66,36,931	2,09,97,94,052
	TOTAL	1,71,45,95,178	2,66,33,80,598

Note 13: Short Term Loans & Advances

Sr. No.	Particulars	As at 31st March 2019	As at 31st March 2018
	Unsecured, considered good		
i)	Balance with Revenue Authorities	29,54,52,717	1,35,39,442
ii)	Project Advances Given	1,97,05,205	26,78,51,246
iii)	Advance to Vendors	1,00,19,326	57,49,589
v)	Income Tax Refundable	3,08,40,901	1,08,53,087
vi)	Security deposits	22,90,510	7,01,000
vii)	Advance Tax (Net)	5,09,20,033	-
viii)	Others	1,41,956	51,710
	TOTAL	40,93,70,648	29,87,46,074

Note 14: Other Current Assets

Sr. No.	Particulars	As at 31st March 2019	As at 31st March 2018
i)	Interest Receivable on FDR	5,58,56,721	1,81,02,995
ii)	Unbilled Revenue	16,05,729	8,56,200
iii)	Preliminary Expenses	58,98,340	58,98,342
iv)	Prepaid Expenses	1,96,336	2,56,368
	TOTAL	6,35,57,126	2,51,13,905



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Note 15 : Revenue from Operations

Sr. No.	Particulars	Year ended 31st March 2019	Year ended 31st March 2018
i)	Detailed Project / Feasibility Report Fees	28,13,89,294	18,34,81,475
ii)	Project Management Consultancy Fees	20,24,32,845	19,35,08,524
iii)	Construction Revenue	2,62,24,91,852	1,54,37,54,342
TOTAL		3,10,63,13,991	1,92,07,44,341

Note 16 : Other Income

Sr. No.	Particulars	Year ended 31st March 2019	Year ended 31st March 2018
i)	Interest On Fixed Deposits	11,50,52,510	8,22,61,703
ii)	Tender Fees	6,50,257	3,37,741
iii)	Profit/Loss on Disposal of Asset	29,279	-
iv)	Others	6,27,938	1,39,844
TOTAL		11,63,59,984	8,27,39,289

Note 17 : Direct Expenses

Sr. No.	Particulars	Year ended 31st March 2019	Year ended 31st March 2018
i)	Construction Expenses	2,62,24,91,854	1,54,37,58,118
ii)	Project Management Fees	7,63,84,345	10,30,76,040
iii)	Detailed Project / Feasibility Report Fees	5,22,46,768	7,92,58,347
iv)	Other Direct Expenses	56,30,257	-
TOTAL		2,75,67,53,224	1,72,60,92,505

Note 18 : Employee Benefit Expenses

Sr. No.	Particulars	Year ended 31st March 2019	Year ended 31st March 2018
i)	Salary & Allowance to Employees	7,23,10,387	2,11,81,844
ii)	Provident Fund Contribution	32,32,227	11,65,787
iii)	Staff Welfare	1,63,518	11,918
iv)	Telephone Assisstant & Dak Khalasis Expense	15,24,871	5,39,334
v)	Gratuity	6,98,160	3,42,090
vi)	Pension	30,30,322	12,25,477
vii)	Leave Encashment	24,11,176	1,71,994
viii)	Composite Transfer Grant	1,30,220	2,92,338
ix)	Foreign Service Contribution	18,88,700	6,97,929
x)	Performance Related Pay	94,16,515	71,54,840
xi)	Outsourced Staff Salary	1,16,35,874	55,14,328
xii)	Leave Travel Concession	1,56,469	-
TOTAL		10,65,98,438	3,82,97,879



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Auditors' Report



Note 19 : Other Expenses

Sr.No.	Particulars	Year ended 31st March 2019	Year ended 31st March 2018
i)	Payment to Auditors		
	Statutory Audit Fees	2,50,425	1,50,000
	Tax Audit Fees	75,000	50,000
	Certification & others	30,000	-
		3,55,425	2,00,000
ii)	Application Fees	20,83,880	11,80,000
iii)	Rates & Taxes	42,738	68,33,988
iv)	Lodging & Boarding Expense	23,16,451	16,23,385
v)	Office Expenses	14,97,504	9,35,977
vi)	Rent	1,24,66,465	60,43,088
vii)	Electricity	5,42,322	2,43,319
viii)	Repairs & Maintainance	11,75,200	7,23,725
ix)	Legal & Professional	1,30,43,283	94,72,722
x)	Travelling & Conveyance	1,86,86,246	87,60,626
xi)	Printing & Stationary	19,97,750	9,28,210
xii)	Telephone & Internet	12,54,834	5,50,433
xiii)	Advertisement	8,93,206	35,68,346
xiv)	Business Promotion	5,61,825	6,49,758
xv)	Bank Charges	79,927	14,580
xiv)	Interest On Service Tax	-	1,118
xv)	Interest On TDS	8,87,707	1,49,040
xvi)	Interest on GST	12,60,589	-
xvii)	Penalty fees	59,800	-
xviii)	CSR	25,65,647	
xix)	Miscellaneous Expense	33,71,514	14,72,367
xx)	Preliminary Expenses w/off	58,98,342	58,98,342
	TOTAL	7,10,40,652	4,92,49,023

Note 20 : Earning Per Share

Sr. No.	Particulars	Year ended 31st March 2019	Year ended 31st March 2018
i)	Profit as per Statement of Profit & Loss (A)	19,88,43,112	13,16,22,236
ii)	Weighted Average number of Equity Shares (B)	10,00,00,000	10,00,00,000
	Basic & Diluted Earning per Share (in Rs.) [(A/B)]	1.99	1.32



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Note 21

The company is a joint venture company between the major ports under the Ministry of Shipping and RVNL with the objective to provide efficient rail evacuation systems to Major ports and for enhancing their capacity & throughput.

In this regard the company plays a strategic role & positions itself to act as a project implementing agency & a consultant for bringing in best practices in areas of IT, processes, systems and other areas related to evacuation of cargo.

The company earns Project Management Fees calculated as a percentage of value of work executed during the year, therefore the construction revenue billed to the ports & shown in the financials is the same as the construction expenses charged by the subcontractors.

Note 22

The Company has not earned any income in Foreign Currency during the financial year ended 31st March, 2019 (P.Y. NIL)

Note 23

The Company has incurred following expenditure in Foreign Currency during the financial year ended 31st March, 2019 (P.Y. NIL)

Travelling & Training - Rs. 10,02,245/-

Books & periodicals - Rs. 1,71,187/-

Note 24

The Company has sent balance confirmations to all the ports as at the year end. However, counter confirmations from the ports were not received till the date of audit. Therefore, the balances of trade receivables, advances and trade payables are subject to confirmation and reconciliation, if any.

Note 25

In the opinion of the Board of Directors and to the best of their knowledge, adequate provisions have been made in the accounts for all known liabilities and the current assets, loans and advances have a value on realization in the ordinary course of business.

Note 26

Capital Commitments

The estimated amount of contracts remaining to be executed on capital account not provided for as on the date of Balance Sheet is NIL (Previous Year ` 48,63,288/-) (Net of Advances)

Note 27

Operating Lease

The Company has taken various office premises & staff quarters on leave & license basis. These lease agreements are for a definite period to be extended based on the requirement & can be cancelled at the option Company or the Lessor. The lease rental payments recognized in the current year is Rs. 1,24,45,215 (P.Y. Rs. 60,43,088)



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Future commitments in respect of minimum lease payments payable for non-cancellable operating leases entered in to by the company:

Particulars		Amount
1. Payable not later than one year	Office & Staff Accommodation	98,45,723
2. Payable later than one year but not later than five years		20,28,750
3. Payable later than five years		-

Note 28

Related Party Disclosures in accordance with Accounting Standard 18:

(I) List of Related Parties

(a) Key Managerial Personnel

- Sh. Anoop Kumar Agrawal appointed as Managing Director
- Sh. Anil Kumar Gupta appointed as Whole time Director
- Sh. Ravjit Singh Arneja appointed as Whole time Director and Chief Finance Officer ceased to hold this office w.e.f. 29/03/2019.
- Sh. Amaresh Pradhan (Company Secretary)
- Sh. Amitabh Gupta appointed as Chief Finance Officer w.e.f 15/05/2019.

(II) Transactions during the year with related parties:

Particulars	F.Y. 2018-19	F.Y. 2017-18
Gross Remuneration Paid to:		
Anoop Kumar Agrawal	39,08,112	40,74,817
Anil Kumar Gupta	34,57,097	6,61,581
Ravjit Singh Arneja	29,18,035	15,05,871
Amaresh Pradhan	15,60,091	14,92,402
Amitabh Gupta	30,67,157	11,84,477

Note:

- (i) In addition to the remuneration disclosed above, the Company has made a provision of Performance Related Pay payable to Key Managerial Personnel amounting to Rs. 46,86,734/- (PY Rs.51,13,355) in accordance with its HR policy.
- (ii) Since the company is a stated controlled entity, no disclosures of related party relationships & transactions with other state controlled enterprises is given in accordance with exemption provided in Accounting Standard 18.
- (iii) Related parties are identified by the company and relied upon by the auditors.



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Note 29

Employee Benefit disclosures in accordance with Accounting Standard 15 (Revised-2005)

(a) Defined Contribution Plans

In current year Rs. 31,24,074/- (Previous Year Rs. 11,65,787/-) towards contribution to provident fund is recognized as an expense and included in Note 18, 'Employee Benefit Expenses', in the Statement of Profit & Loss.

(b) Compensated absences

Provision for accumulating compensated absences is made at current employee compensation rate for eligible un-availed leave balance standing to the credit of the employees at the year end. The provision for compensated absences as at the year-end is Rs. 33,56,100 (P.Y. Rs. 5,33,514)

(c) The Company's Gratuity benefit is unfunded & it is a defined benefit plan

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on death or resignation at 15 days salary (last drawn) for each completed year of service with maximum ceiling as per Company policies.

Amount recognized in balance sheet	31/03/2019	31/03/2018
Fair value of plan assets	-	-
Present value of obligations	12,55,067	4,66,292
(Liability) recognized in balance sheet	(12,55,067)	(4,66,292)

Movement in present value of defined benefit obligation	31/03/2019	31/03/2018
Defined benefit obligation at 1st April	4,66,292	1,24,202
Current service cost	6,50,476	1,42,732
Interest Cost	36,697	8,508
Benefits Paid	-	-
Actuarial (gains)/ losses recognized in the year	1,01,602	1,90,850
Defined benefit obligation at 31st march	12,55,067	4,66,292

Expense recognized in the Statement of Profit & Loss account	31/03/2019	31/03/2018
Current Service Cost	6,50,476	1,42,732
Interest Cost	36,697	8,508
Net Actuarial Gain/(Loss) recognized for the period	1,01,602	1,90,850
Total Included in 'employee benefits'	7,88,775	3,42,090



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Auditors' Report



Actuarial assumptions	31/03/2019	31/03/2018
Mortality	IAI.M(2006-08) Ult.	IAI.M(2006-08) Ult.
Discount Rate	7.78%	7.87%
Expected salary increase rate	6%	6%
Attrition Rate	0.50%	0.50%

Note 30

Segment Reporting as per AS-17

The Company's main business is to provide, develop, design, construct, operate and maintain effective, efficient and competitive rail evacuation systems to Ports in India. During the financial year ended 31st March, 2019, the Company has started a operations for development of Ropeways in India.

However, the revenue from this newly set up segment is very insignificant in current financial year. Therefore the company does not have more than one reportable segment in terms of Accounting Standard 17 issued by the Institute of Chartered Accountants of India.

Note 31

Disclosures as per AS-7, "Construction Contracts"

Details of project - wise recognition of contract construction revenue, both during the year & on a cumulative basis, and stage of completion:

Port Name	Project name	Contract value	Amount in Rs. Crores		Percentage completion
			During 2018-19	Cumulative	
JNPT	Integrated Common Rail Yard & Modification to ROB	181.91	63.33	80.52	44%
JNPT	Jalna Dry Port	64.94	33.44	35.96	55%
JNPT	Wardha Dry Port	43.97	19.03	22.60	51%
JNPT	3rd Line Jasai JNPT	78.00	30.89	30.89	40%
DPT	Rail Connectivity to Berth no. 13,14,15,16	93.50	30.71	77.81	83%
ChPT	Laying of New Railway Track at West of Western Yard	15.70	-0.18	15.70	100%
KPL	Southern Rail Link	46.60	2.80	2.80	6%
PPT	Procurement of Sleepers	8.05	0.36	0.36	5%
VoCPT	Port Marshalling Yard & Hare Island	80.00	22.12	53.63	67%
NMPT	Upgradation of Platform no. 2 & 3	6.70	0.00	6.70	100%
KoPT	Durgachak & G Cabin Haldia	81.00	28.58	28.69	35%
KoPT	Modernisation & Upgradation of Existing	4.70	0.00	4.64	99%



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Rly Network at KDS					
KoPT	Upgradation of Track & Existing Rail Network EJC Yard	34.50	2.60	34.31	99%
KoPT	7 NSD Yard	19.38	17.27	17.27	89%
VPT	NAD Curve	21.64	3.98	19.48	90%
VPT	Dead End Line R & D Yard	14.54	1.32	13.38	92%
VPT	Extension of Line 11-15 to Full Length	15.37	6.00	6.00	39%

Details of amount of advance received from ports:

Name of the Port	Amount in Rs. crores
Haldia Dock complex	18.95
Kamarjar Port	34.41
Vishakapatnam Port	2.49

Amount of retentions from contractors & vendors:

Retention money held from various contractors is Rs.13.82 cr.

Note 32

As certified by the management the Company does not owe any sums to Small Scale Industrial Undertakings under the Micro, Small and Medium Enterprises Development Act, 2006

Note 33

Payment of Dividend:

The Board of Directors has recommended a final dividend of Rs. 0.708 per equity share amounting to Rs. 708.42 lacs (P.Y. Rs. NIL) after the balance sheet date. The same is subject to approval by the shareholders at the ensuing Annual General Meeting of the Company and therefore the proposed final dividend (including dividend distribution tax) has not been recognized as liability as at the balance sheet dated in accordance with the applicable Accounting Standards.

Note 34

Contingent liabilities (not provided for) in respect of:-

- Property tax amounting Rs. 73,50,849 has been levied by Mumbai Port Trust & Chief Engineer (MbPT)'s letter no. CE. R/3-1/5732 dated states that the company shall pay all municipal taxes and other taxes/ increases in taxes or outgoing payable or hereinafter becoming payable on account of their occupation and shall give an undertaking to pay the same and indemnify MbPT against any claim from MCGM or any other authority. The Assistant assessor & Collector/GPR, BMC (Brihanmumbai Mahanagarपालिका) vide letter dated 13-03-2018 has stated that the assessment of ratable value of Nirman Bhavan has not been finalized for want of information from MbPT. Thus, ratable value is



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not assessed and no property tax has been paid for Nirman Bhavan. The company had requested vide letter dated 18-03-2018 for withdrawal of the property tax of Rs. 73,50,849 levied. Accordingly the said demand of ` 73,50,849 has been considered as a contingent liability.

- b) Mumbai Port trust has raised demand towards interest on arrears of Rs. 20,15,272/-, Service Tax interest of Rs. 65,426/-, service charges of Rs. 3,872/- License / Nominal fees of Rs. 46,389/-, water benefit taxes of Rs. 8,08,356/-, Sewerage benefit taxes of Rs. 4,85,014/-, Employee guarantee cess of Rs. 97,003/- Maharashtra state education cess of Rs. 3,70,698/- Tree cess of Rs. 15,446/- and Street tax of Rs. 5,16,412/- The company vide letter no. IPRCL/Rent/2017-18 dated 04-09-2017, had requested Mumbai port Trust for waiver of interest on rent and service tax, since there had been no delay in payment of rent on the part of the company. Pending communication for Mumbai Port trust, demand of Rs. 44,23,888/- has been considered as a contingent liability.

Note 35

Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, a CSR committee has been constituted by the Company in its meeting held on 22nd September, 2017.

During the year 2018-19, Rs. 25,65,647/- has been spent towards various schemes of Corporate Social Responsibility.

- (i) Gross Amount required to be spent by the company during the year is Rs. 21,21,920/-.
- (ii) Amount spend during the year is Rs. 25,65,647/-.

Note 36

Previous year figures have been regrouped and rearranged wherever necessary.

As per our report of even date

For Jayesh Dadia & Associates LLP

Chartered Accountants
(ERN: 121142W/W100122)

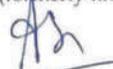

Rahil Dadia
Partner
Membership No: 143181

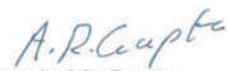


Place : New Delhi

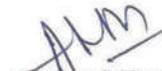
Dated : 19-07-2019

For and on behalf of the Board of Directors
of Indian Port Rail & Ropeway Corporation Limited
(formerly known as Indian Port Rail Corporation Ltd)

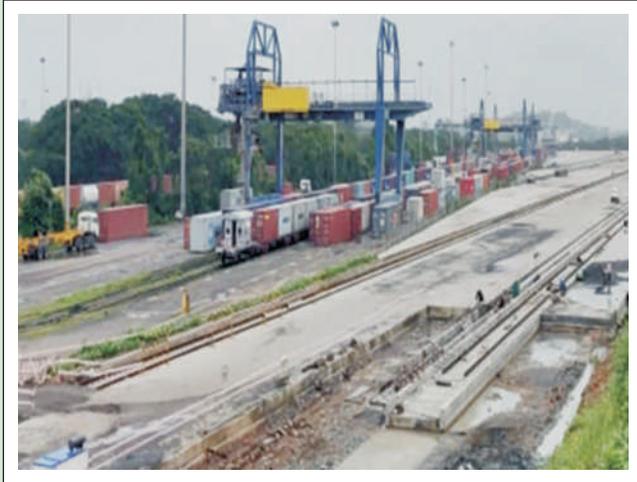

Anoop Kumar Agrawal
(Managing Director)
(DIN : 07508525)


Amitabh Gupta
Chief Financial Officer


Anil Kumar Gupta
(Director Works)
(DIN : 07263307)


Amaresh Pradhan
(Company Secretary)
(Membership No: A17501)





DFC Compliant Common Rail Yard at JNPT



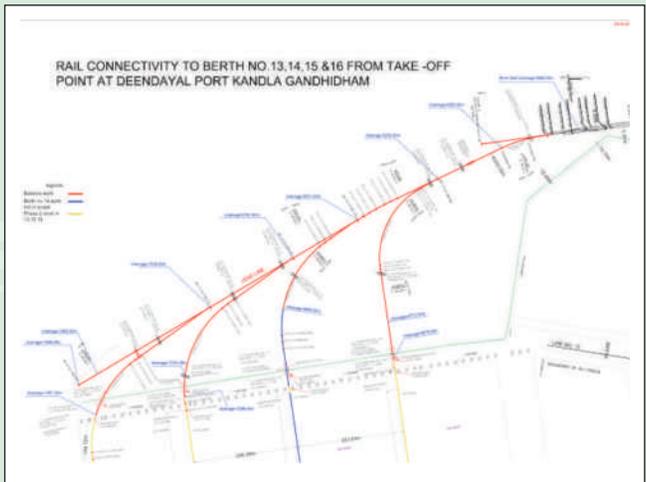
JNPT Road Over Bridge



Rail Connectivity to Wardha Dry Port and Jalna Dry Port



Doubling work of Durgachak to Haldia



Rail Connectivity to Berth No. 13 to 16, DPT, Kandla

Photo Gallery



3rd Annual General Meeting of the Company held on 13th December, 2018



Annual Day of the Company held in the presence of Hon'ble Minister Shri Nitin Gadkari on 10th July, 2018



MD, IPRCL participating in Digital Conclave India held in Chandigarh on 30th August, 2018



Vibrant Gujarat (18th to 20th January, 2019)



Review Meeting with Shri Gopal Krishna, Secretary Shipping held on 31/01/2019



Yoga session conducted by Shri Sanjay Bhatia , MbPT Chairman on the occasion of International Yoga Day



Internal Review Meeting



Offices



Disclaimer : The external boundaries of India have not been authenticated.
This map of India is only for graphic representation of Regional Offices areas and in no way should be taken as correct political boundaries.

Indian Port Rail & Ropeway Corporation Ltd.

(Formerly known as Indian Port Rail Corporation Ltd.)

CIN No: U60300DL2015GOI282703

Registered Office : 1st Floor, South Tower, NBCC Place, Bhisham Pitamah Marg, Lodhi Road, New Delhi - 110 003.

Corporate Office : 4th Floor, Nirman Bhavan, Mumbai Port Trust Building, M.P. Road, Mazgaon (E), Mumbai - 400 010.

Tel.: 022-66566335, Fax No. : 022-66566336

website: www.iprcl.org



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PORT-LED PROSPERITY

