

Annual Report 2017-2018



Indian Port Rail Corporation Ltd.

(A Government of India Enterprise)
CIN No: U60300DL2015GOI282703





BOARD OF DIRECTORS

Chairman	: Shri Rajive Kumar (Up to 27/06/2017)
(Secretary of Ministry of Shipping)	: Shri Ravikant (Up to 01/11/2017) Shri Gopal Krishna (w.e.f 01/11/2017)
Managing Director	: Shri Anoop Kumar Agrawal
Director Works	: Shri Anil Kumar Gupta (w.e.f 25/01/2018)
Director Finance cum CFO	: Shri Ravjit Singh Arenja (w.e.f 08/11/2017)
Government, Nominee Directors (AS and FA, Ministry of Shipping)	: Shri Sanjeev Ranjan (Up to 03/05/2017) Dr. Pradeep Kumar (03/05/2017-16/08/2017) Shri Leena Nandan (16/08/2017-09/04/2018) Shri Shambhu Singh (w.e.f 09/04/2018)
Promoter Director	: Smt Dr. Monica Agnihotri , (Up to 30/10/2017) Shri P.K. Singh , Nominee of RVNL (w.e.f 30/10/2017) Shri Sanjay Bhatia , Nominee of MbPT (Up to 15/01/2018) Shri M. T. Krishna Babu , Nominee of VPT (Up to 09/01/2018) Shri Rinkesh Roy , Nominee of Paradip Port Trust (w.e.f 03/01/2018) Shri Jeyakumar Iyamperumal , Nominee of MPT (w.e.f 15/01/2018)

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 LLP,
Chartered Accountants, Mumbai.

BANKER

State Bank of India

REGISTERED OFFICE

1st Floor, South Tower, NBCC Place,
Bhisham 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 Third Annual General Meeting of the Indian Port Rail Corporation Limited is to be held on Thursday, the 13th day of December 2018 at Conference Room of Ministry of Shipping, Govt. of India, 4th Floor, Transport Bhawan, New Delhi - 110001 at 11.30 A.M. 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, 2018, 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)/574 dated 14.08.2018 for the Statutory Audit for the financial year 2018-19.

SPECIAL BUSINESS :

3. To alter the name clause of the Memorandum of Association of the Company:

To consider and if thought fit to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, and Subject to approval of the Registrar of Companies or other concerned authorities the consent of the members of the Company be and is hereby accorded to substitute the Name Clause of Memorandum of Association.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered in the following manner i.e. existing Clause I of the Memorandum of Association be deleted and the same be substituted with the following new clauses as follows:

"1. The name of the Company is **"Indian Port Rail & Ropeway Corporation Limited"**.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any of the Director or the Company Secretary of the Company be and is hereby authorized to enter appearance and do hereby enter appearance or engage any practicing professional, on behalf of the Company to appear before the Registrar of Companies, NCT Delhi in the above mentioned application and do all such incidental activities to give effect to the above resolution."

4. To alter the object clause of the Memorandum of Association of the Company.

To consider and if thought fit to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, and subject to approval of the Registrar of Companies or other concerned authorities the consent of the members of the Company be and is hereby accorded to substitute the Object Clause of Memorandum of Association.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered in the following manner i.e. existing Clause III of the Memorandum of Association be deleted and the same be substituted with the following new clauses as follows:

1. To provide, develop, design, construct, operate and maintain effective, efficient and competitive rail, ropeway and other multimodal transport systems at Ports and other designated areas in India and in particular the major ports by way of creating last mile connectivity of the ports; modernization of the port infrastructure ; 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.
 - a. To create, develop, construct, procure railway, ropeway and other multimodal infrastructure and to provide services thereof at ports and other designated areas including land, building, locomotives, and maintenance facilities for achieving the main objects mentioned above.
 - b. To acquire, own, hold, possess, finance, manage, supervise, organize, develop, and construct areas and sites whether for construction or development of rail, road, ropeway and other transportation system or any other purpose for attainment of the objectives of the company.
2. To carry on the business of development, establishment, financing, construction, operations, maintenance and management of Ropeway projects and other modern transit system including without limitation to act as administrators, executors, receivers, operators, custodians, nominees, promoters, developers, agents, attorneys, representatives, counselors, consultants and advisers of Ropeway and other modern transit systems.
3. To promote, assist, advise, render and provide consultative, participative and management services in all matters derived from domain expertise relating to and all aspects of port infrastructure including railway, ropeway, multimodal transport & port infrastructure, Govt./private railway siding, land matters etc. including policy formulation, promotion, development, implementation, construction, operation, maintenance, management and finance thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to

this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any of the Director or the Company Secretary of the Company be and is hereby authorized to enter appearance and do hereby enter appearance or engage any practicing professional, on behalf of the Company to appear before the Registrar of Companies, NCT Delhi in the above mentioned application and do all such incidental activities to give effect to the above resolution."

5. Approval of appointment of Mr. Ravjit Singh Arneja (DIN 07996211) as Director(Finance) of the Company :

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196 of the Companies Act, 2013 and other applicable provisions and the provisions of the Articles of Association of the company, appointment of Mr Ravjit Singh Arneja (IRS-IT) (DIN-07996211) as Director (Finance) on deputation basis in the scale of pay of ₹ 37,400-67,000) with Grade Pay of ₹ 10,000/- (Pre-Revised) be and is hereby approved for a period of five years from 8th of November, 2017 or up to the date of his superannuation or until further order of the Government of India subject to the Terms and Conditions issued by Ministry of Shipping vide its Letter No. PD-24015/95/2015PD-IV dated 01/10/2018."

6. Approval of appointment of Mr. Anil Kumar Gupta (DIN 07263307) as Director (Works) of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196 of the Companies Act, 2013 and other applicable provisions and the provisions of the Articles of Association of the company, appointment of Mr. Anil Kumar Gupta (DIN-07263307) as Director (Works) on immediate absorption basis in the scale pay of ₹ 160,000-290000 (Revised) in IDA scale be and is hereby approved for a period of five years from 25th of January, 2018 or up to the date of his superannuation or until further order of the Government of India subject to the Terms and Conditions issued by Ministry of Shipping vide its Letter No. - IPRCL-25022/17/2016 dated 14/06/2018."

By order of the Board

For Indian Port Rail Corporation Limited

Sd/-

Amaresh Pradhan

Company Secretary

Mem. No: 17501

Date : 14th November 2018

Place : Mumbai

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.

Explanatory statement pursuant to section 102(1) of the Companies Act, 2013

Item No. 3

Alteration of the name clause of the Memorandum of Association of the Company:

The Board of Directors of the Company in its meeting held on 2nd November 2018 decided to change the name of the Company from "**INDIAN PORT RAIL CORPORATION LIMITED**" to "**INDIAN PORT RAIL & ROPEWAY CORPORATION LIMITED**" in view of undertaking business activity of development, establishment, financing, construction, operations, maintenance and management of Ropeway projects and other modern transit system including without limitation to act as administrators, executors, receivers, operators, custodians, nominees, promoters, developers, agents, attorneys, representatives, counselors, consultants and advisers of Ropeway and other modern transit systems.

The name "**INDIAN PORT RAIL & ROPEWAY CORPORATION**



LIMITED" has been duly approved and made available for changing the name by the Registrar of Companies, Delhi vide its name approval letter dated 25th October, 2018 which is valid for 60 days.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company.

All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

As per the provisions of Sections 13 of the Companies Act, 2014, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution. Hence, the resolution is put up for shareholder's approval.

None of the directors, Key Managerial Personnel and their relatives are concerned or interested in the passing of the aforesaid resolution.

Item No. 4

Alteration of the object clause of the Memorandum of Association of the Company.

The principal business of the Company is provide, develop, design, construct, operate and maintain 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; modernization of the rail infrastructure at ports (Major); 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 proposes to undertake in addition to Ropeway business consequent to change on name of the Company, it is also proposed to include other relevant business activities using domain expertise of Civil Engineering & Railway Technologies including exploring consultancy from the domain expertise which are included in the resolution above.

Therefore, it is proposed that the Memorandum of Association of the Company be altered i.e. existing Clause III of the Memorandum of Association be deleted and the same be substituted with the amended main object as stated in the Resolution in the annexed notice.

The above amendment would be subject to the approval of the Registrar of Companies, Delhi and any other Statutory or Regulatory Authority, as may be necessary.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days upto the date of the Meeting.

The Directors commend the passing of the Resolution under Item No. 4 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors of the Company or the Key Managerial Persons of the Company or their respective relatives, are concerned or interested in the passing of the above Resolution.

Item No. 5

Approval of appointment of Mr. Ravjit Singh Arneja (DIN 07996211) as Director(Finance) of the Company:

Mr. Ravjit Singh Arneja (IRS-IT) was selected by the Search cum Selection committee of the board of the company and further the proposal for his appointment was sent to the Department of Personnel & Training (DoPT), Govt. of India. The DoPT granted its approval vide Letter No. OM No. 1/3/2017-EO (ACC) dated 06.10.2017. Thereafter, order for the appointment of Mr. Ravjit Singh Arneja as Director (Finance) of the company was issued on 23.10.2017 by Ministry of Shipping, Government of India. He has joined as Director (Finance) of the company on 08th of November, 2017. Further the terms and conditions of his appointment was issued by Ministry of Shipping vide its Letter No. PD-24015/95/2015PD-IV dated 01.10.2018.

Under the provisions of the Section 196 of the Companies Act 2013, the terms and conditions of his appointment and remuneration payable, needs to be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting of the company, hence this resolution has been brought before you for your approval by Ordinary Resolution.

Your directors recommend passing of this resolution.

No director is interested in the resolution except Mr. Ravjit Singh Arneja whose appointment as Director(Finance) is sought to be approved here.

The details of the director seeking appointment is furnished in Annexure-A attached to the explanatory statement.

Item No. 6

Approval of appointment of Mr. Anil Kumar Gupta (DIN 07263307) as Director (Works) of the Company:

Mr. Anil Kumar Gupta the General Manager PPP/IRCON was selected by the Search cum Selection committee of the board of the company and further the proposal for his appointment was sent to the Department of Personnel & Training (DoPT), Govt. of India. The DoPT granted its approval vide Letter No. OM No. 1/4/2017-EO (ACC) dated 23.10.2017. Thereafter, order for the appointment of Mr. Anil Kumar Gupta as Director (Works) of the company was issued on 10.11.2017 by Ministry of Shipping, Government of India. He has joined as Director (Works) of the company on 25th of January, 2018. Further the terms and conditions of his appointment was issued by Ministry of Shipping vide its letter no IPRCL -25022/17/2016 dated 14.06.2018.

Under the provisions of the Section 196 of the Companies Act 2013, the terms and conditions of his appointment and remuneration payable, needs to be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting of the company, hence this resolution has been brought before you for your approval by Ordinary Resolution.

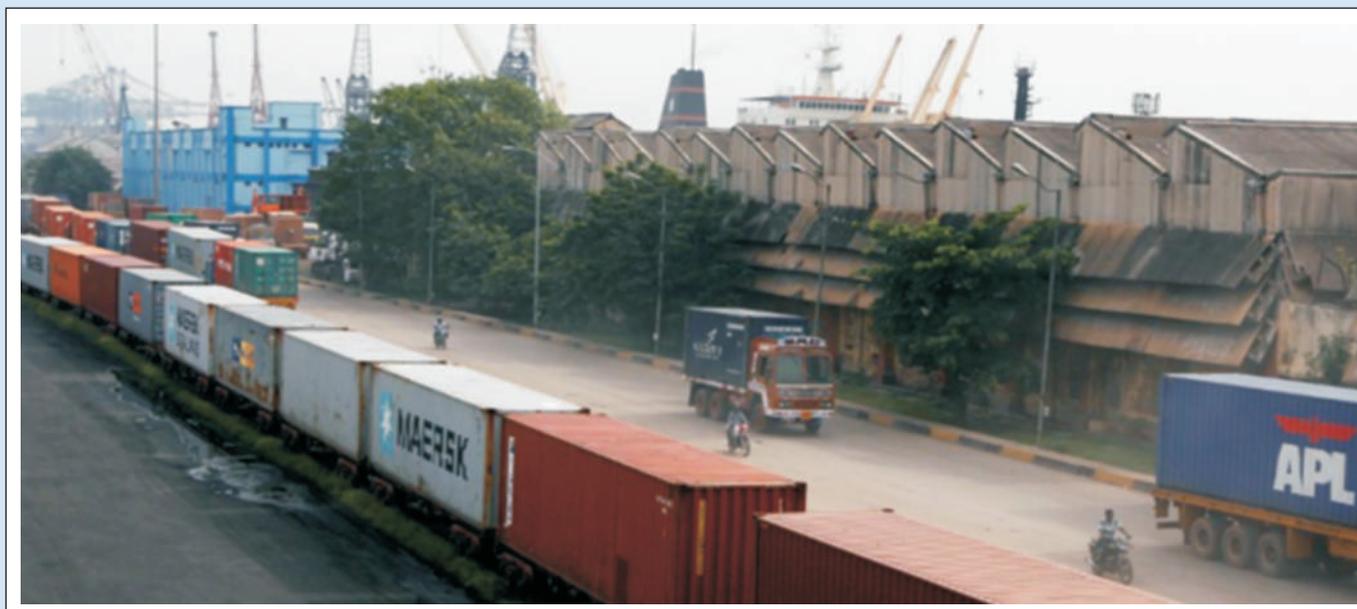
Your directors recommend passing of this resolution.

No director is interested in the resolution except Mr. Anil Kumar Gupta whose appointment as Director(Works) is sought to be approved here.

The details of the director seeking appointment is furnished in Annexure-B attached to the explanatory statement.

Details of Directors Seeking Appointment/Re-Appointment at the Third Annual General Meeting (Pursuant to Secretarial Standard-2)

Particulars	Ravjit Singh Arneja
Age	54 years (27.08.1964)
Date of Appointment	With effect from 8th November 2017
Experience in Functional Area	More than 25 years in Income Tax Department. Joined Income Tax Department in 1990. Handled various charges including investigations, assessment, appeals, administration. He has been posted in Ahmedabad, Surat, Mumbai and Nagpur. Served as a Commissioner of Income-tax (Appeal) in Nagpur.
Qualification	1. Mechanical Engineer from Nagpur University 2. MBA from University of Sheffield, UK
Terms and Conditions of Current Appointment & Remuneration	As per DPE Guidelines Pay Scale ₹ 37400-67000/- (CDA) Current Basic pay ₹ 1,82,700/- p.m. subject to other Terms and Condition issued by Ministry of Shipping, Government of India vide its Letter No. PD-24015/95/2015PD-IV dated 01.10.2018.
Directorship in other Companies (including Public Limited Companies)	Nil
Membership of Committees of other Companies	NA
(Audit Committee / Nomination Remuneration Committee / Stake-holders Relationship Committee)	Nil
No. of Shares held in the Company	Nil
First Appointment by the Board of Directors	NA
Relationship with Other Director, Manager & KMP	No Relation with other Director, Manager & KMP





Details of Directors Seeking Appointment/Re-Appointment at the Third Annual General Meeting (Pursuant to Secretarial Standard-2)

Particulars	Anil Kumar Gupta
Age	54 years (08.03.1964)
Date of Appointment	With effect from 25th January 2018
Experience in Functional Area	<p>More than 27 years in Indian Railways, He is a 1987 batch officer of Indian Railways Service of Engineers (IRSE) cadre</p> <p>1998 - 2003: First as Station Layout Expert and later as Resident Engineer for MC1A, first phase of Delhi Metro Project 2006 - 2008: First Director in the PPP Cell of the Ministry of Railways 2008-2014: GM, Railway Infrastructure, Rail Land Development Authority 2015-2018:GM(PPP), IRCON International Limited</p>
Qualification	<ol style="list-style-type: none"> 1. Civil Engineering graduate from BIT (Sindri) 2. Post-graduate diploma in Public Policy and Management from IIM Bangalore in 2006 with dissertation on "Public Private Partnerships in Financing Projects on Indian Railways" 3. Executive Leadership Program in PPP from Bond University, Australia.
Terms and Conditions of Current Appointment & Remuneration	As per DPE Guidelines Pay Scale ₹ 1,60,000-2,90,000/- (IDA) as per the applicable policy of the Company subject to the terms and conditions of his appointment issued by Ministry of Shipping, Government of India vide its Letter No. IPRCL -25022/17/2016 dated 14.06.2018
Directorship in other Companies (including Public Limited Companies)	Nil
Membership of Committees of other Companies	NA
(Audit Committee / Nomination Remuneration Committee / Stakeholders Relationship Committee)	Nil
No. of Shares held in the Company	Nil
First Appointment by the Board of Directors	NA
Relationship with Other Director, Manager & KMP	No Relation with other Director, Manager & KMP



FORM NO MGT-11 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 Corporation Limited
 Regd. Office : 1st Floor, NBCC Place, Bhishma Pitamah Marg, Lodhi Road, New Delhi-110003
 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 **Thursday, 13th day of December, 2018 at 11.30 A.M.** at **Conference Room of Ministry of Shipping, Govt. of India, 4th Floor, Transport Bhawan, New Delhi-110001** 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, 2018, 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)/574 dated 14.08.2018 for the Statutory Audit for the financial year 2018-19.		
Special Business :			
3	Alteration of the name clause of the Memorandum of Association of the Company.		
4	Alteration of the object clause of the Memorandum of Association of the Company.		
5	Approval of appointment of Mr. Ravjit Singh Arenja (DIN 07996211) as Director (Finance) of the Company.		
6	Approval of appointment of Mr. Anil Kumar Gupta (DIN 07263307) as Director (Works) of the Company.		

Signed this _____ day of _____, 2018

Signature of the Shareholder _____

Signature of Proxy holder(s) _____

Please affix the
Revenue
Stamp of Re. 1

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.



Indian Port Rail Corporation Limited

1st Floor, NBCC Place, Bhisma Pitamah Marg,

Lodhi Road, New Delhi-110003

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 abovenamed shareholder of the Company. I hereby record my presence at the Third Annual General Meeting of Indian Port Rail Corporation Limited to be held on **Thursday, 13th day of December, 2018 at 11.30 A.M. at Conference Room of Ministry of Shipping, Govt. of India, 4th Floor Transport Bhawan, New Delhi-110001.**

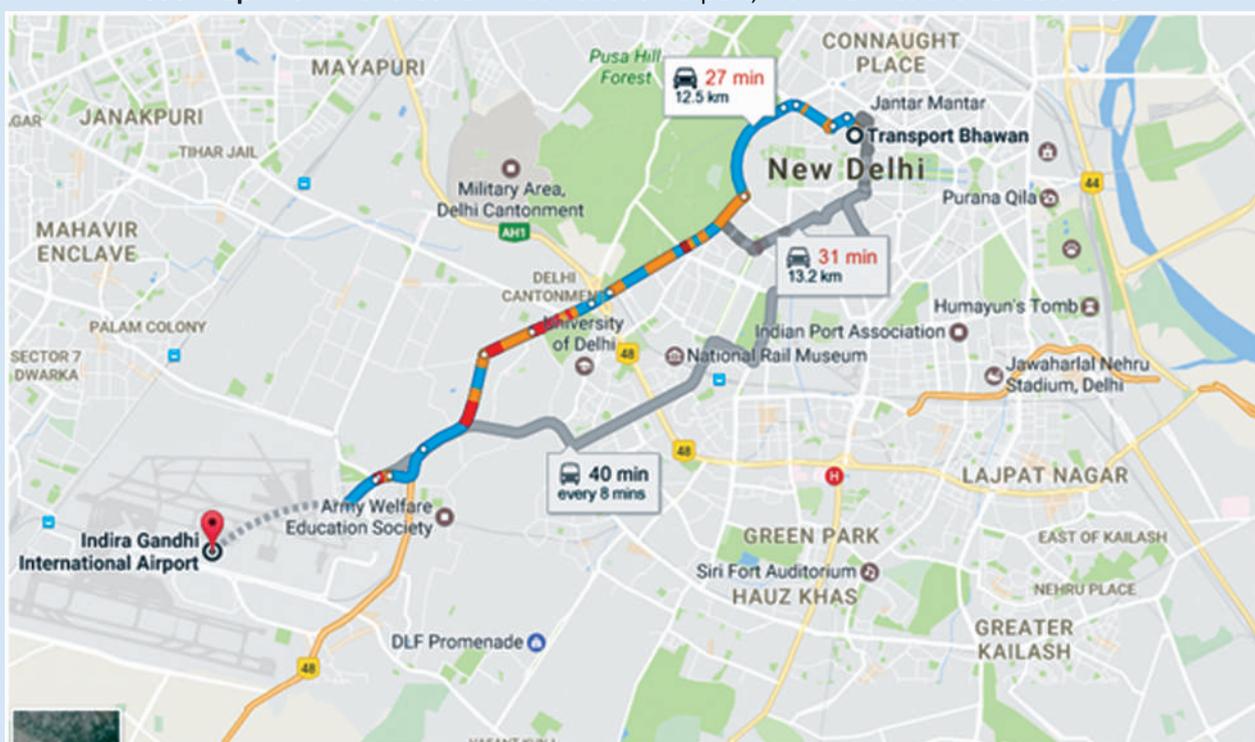
Name of Shareholder

Name of the Member / Proxy (in block letters)

Signature of the Member / Proxy

Road Map Land Mark: Transport Bhawan

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



Distinguished Members

The Directors of your Company have pleasure in presenting their 3rd Report on the affairs of your Company for the financial year 2017-18.

1 PERFORMANCE HIGHLIGHTS

During the financial year 2017-18, your company achieved a total revenue of Rs. 20035.75 lacs as compared to Rs. 7168.53 in the previous financial year. Further, your company has also achieved a Profit after Tax of Rs. 1316.23 lacs as compared to Rs. 853.98 lacs in the previous financial year.

The total turnover of your Company has increased by 179.1% and the operating turnover has registered an increase of 200.9% as compared to the previous financial year. The profit before tax has increased by 40.8% and profit after tax has increased by 54.1% 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 2017-18 vis a vis 2016-17 are given below: (Rs. In Lakh)

Sr. No.	Particulars	2017-18	2016-17
I	Revenue from Operations	19207.44	6383.70
II	Other income	828.31	784.83
III	Total Revenue (I+II)	20035.75	7168.53
IV	Expenses		
	Direct Expense	17260.92	5492.68
	Employee Benefits Expense	384.09	61.38
	Depreciation Expense	45.39	43.64
	Other Expenses	492.29	255.04
	Total Expenses	18182.70	5852.75
V	Profit Before Tax (III-IV)	1853.05	1315.78
VI	Tax Expense		
(1)	Current Tax	(565.00)	28.17
(2)	Deferred Tax	(469.41)	7.62
VII	Profit after Tax	1316.23	853.98
	Earning per share (Basic/ Diluted) Face value of Rs. 10/- each	1.32	0.85

b. Dividend

The Board of Directors has not recommended any dividend on equity shares so as to conserve the resources for future expansion and consequently no amount has been transferred to reserve.

c. Operational Performance

Field Offices and Direct Execution of Projects :

Year 2017-18 was the first full 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 through other railway PSUs which was the primary means of execution in the previous year 2016-17. 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 and Vijayawada have been opened. It is proposed to open a Project unit for DPT and Gujarat Ports at Ahmedabad in near future and the process has been initiated. Your Company has also started direct execution of Projects for JNPT and Paradip Port Trust during the year, which includes both DPR preparation and Construction.

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:

(Rs. in Crores)

Sl. No.	Name of Project	Port	Cost
1	Modernization and up-gradation of the existing railway network	KoPT	9
2	Laying of new railway track at west of western yard I and laying, paving, block loading Platform	ChPT	13
3	Up-gradation of Platform No. 2 & 3 in the Port Marshalling yard	NMPT	7.3
4	Up-gradation of Railway Line 1 & 2		
5	Rail Connectivity to 4th Terminal being developed by BMCTPL (PSA)	JNPT	39
	TOTAL		68.30

Some of the Project highlights for the year 2017-18 are as under:

DFC Compliant Common Rail Yard at JNPT :

Your Company is assisting JNPT to prepare itself for Dedicated Freight Corridor (DFC) traffic and the rail infra in JNPT is required to be compliant with the requirements of DFC trains. Hence a Common Rail Yard is being developed to handle 1500m long double stack container trains. The work for provision of 2 Yard lines 1500 m long & 1 engine turn around line fully compliant with the Dedicated Freight Corridor (DFC) trains is already in progress. The work includes the construction of loading area, ballast less track for handling 2 full DFCC trains simultaneously. The project cost is Rs.146 Crore and is being executed directly by your Company of which work for value Rs. 22 Crore was completed during the year 2017-18. There are many hinderances in smooth execution of this project.



Connectivity to 4th Terminal of JNPT (BMCTPL/PSA) :

Your Company undertook the work of implementation of the rail connectivity to the BMCTPL Terminal-4th Terminal at Jawaharlal Nehru Port Trust from the existing holding yard in the pre-DFC stage. The work was assigned to IPRCL in July 2017 with target of commissioning as 31.12.2018.



The rail connectivity was ensured before the commissioning target of the terminal on 31.12.17. The work was completed on 30.12.2017 and the 4th terminal was inaugurated by Hon'ble PM on 18.02.2018.

JNPT RoB :

The existing Road Over Bridge (ROB) in JNPT is not as per the height clearance required for DFCC double stack container trains. This ROB is required to be widened & height clearances to be increased as per DFCC requirement. The width of ROB is being increased to 8 lanes from existing 4 lanes. IPRCL has planned to execute the work with such a scheme that the existing road & rail traffic will not be disturbed during ROB construction activity. After completion of these two works, the DFC trains can be received and handled in JN Port

3rd Line Jasai-JNPT :

Provision of third line is part of concession agreement between JNPT and PSA for development of the Fourth terminal for JN Port. It shall also benefits the Railways to provide dedicated access to 4th terminal of rail network, hence the 3rd railway line planned between Holding Yard & Jasai Yard. The existing rail lines will be used beyond Jasai yard towards Panvel. This dedicated railway line from Holding yard to Jasai Yard will help avoid traffic congestion in these two yards for Cargo movement by rail from fourth terminal and help in



decongesting the port too. The total cost of work is Rs.120 Crore which are being executed through Central Railway and M/s. RITES and during the year 2017-18 work of value Rs 5.34 Crore was completed. This work is being done very close to existing running lines and therefore, the progress is slow.

Rail Connectivity to Wardha Dry Port :



The rail connectivity to Wardha Dry Port was planned to reduce dependence on roads for cargo movement & also reduce cost of transportation. Industries will come up near this port as they will not have to waste time over import and

export formalities at clogged JNPT. It will be an inland intermodal terminal and will be directly connected by rail to JNPT seaport and will operate as a center for the transshipment of sea cargo to inland destinations, so rail share will increase. The work involves 4 KM Track & 750 mtrs Concrete Embedded track/loading area. The cost of the project is about Rs. 81.6 Crore of which work of value of Rs.4.58 Crore was completed by your Company in the year 2017-18. The target date of completion is Dec 2019 subject to acquisition of land by JNPT for last mile connectivity.



Rail Connectivity to Jalna Dry Port :



It is the first dry port in Marathwada that will come up on a 500-acre land on the Aurangabad-Jalna road. It would facilitate import and export from the hinterland & reduce the cost of goods transportation considerably. The Port will enable import and export of farm and industrial produce as it will link the road and rail network in Aurangabad with JNPT. The project involves setting of a new station at erstwhile Dinagaon station location to facilitate rail connectivity of dry port to the main line Aurangabad-Manmad line on South Central Railway. Shendra - Bidkin industrial area spreads over an area approx. 80 sq.km within the vicinity of 35 km of proposed dry port site. So it will facilitate movement of



cargo from these industrial belts. There is 7.7 KM Track & 1000 mtrs Concrete Embedded track/loading area. The cost of the project is Rs. 96 Crore of which your Company has completed work of value of Rs.5.35 Crore. The target date for completion is Dec 2019 subject to acquisition of land by JNPT for last mile connectivity.

Salegaon Paradip Heavy Haul Corridor and Barithengarh-Ratnagiri Chord Line :

As part of Sagarmala Programme Salegaon Paradip Heavy Haul corridor was envisaged in June 2016 as an alternative connectivity to Paradip bypassing Cuttack to avoid the existing congested section of railway network. Feasibility and DPR for this line was taken up by your Company through RITES during the year 2016-17. However, due to reduction in coal traffic projections, high cost of capital requirement and inadequate investor interest it was decided by the Ministry of Shipping in March 2017 to go for alternate option, hence a 18.4 Km chord line from Barithengarh, on present main line railway network to Ratnagiri, on under construction Haridaspur-Paradip new line by HPRCL, a JV rail SPV, was proposed to be constructed to have an alternative connectivity with Indian Railway network. Your Company has taken up this assignment and completed feasibility and DPR preparation, financial modelling and traffic study for Paradip Port Trust which is the prime beneficiary of the HPRCL and BR chord lines. Based on the direction of Sagarmala Development Corporation and Paradip Port Trust your Company has also initiative report preparation for financial and legal structuring for infusing additional funds into HPRCL for execution of BR Chord line.

Construction of ROBs under Setu-Bharatam Programme :

Under Setu-Bharatam Programme launched by Hon'ble PM, 9 ROBs have been transferred to your Company through Ministry of Shipping by MoRTH in the State of Andhra Pradesh during this year (2017-18). Out of 9 ROBs, Ministry of Shipping have re-sanctioned 2 ROBs at LC No. 55 on NH 226/400 & LC 79 on NH 200/400 in Vijayawada area of State of Andhra Pradesh. Tenders for construction of through EPC mode and tenders for Authority's Engineer for these 2 ROBs have been invited by your Company. Land acquisition process for 8 RoBs and revised estimate preparation are being pursued by your Company through its Vijayawada field office.

Southern Rail Connectivity to Kamarajar Port Ltd. (Ennore) :

Your Company is preparing the Detailed Project Report for doubling of railway line between Holding yard no.1 at Ch: 2240m (near Bridge) & entry of Container rail terminal yard inside the port premises for Kamarajar Port Trust (Ennore) Chennai. The route length is 2.822 km. There are 3 major bridges and 7 minor bridges. The cost of the project is Rs.70 crores.

Hare Marshalling Yard and Rail Connectivity to Hare Island (Tuticorin) :

Your Company is providing railway connectivity to Marshalling yard and Hare island for V.O.Chidambaranar Port Trust (VoCPT). The length of the track is 12 Km, the cost for which is Rs.72 crores. The work is in progress and 40% work is completed. Many utilities need to be shifted. It will facilitate



faster evacuation for the port and increase the rail traffic, hence benefit both Port and Railways. The target date is March 2019.

Enhancement of Capacity of Vasco-Da-Gama – Kulem – Castlerock Section :

Mormugao Port Trust plans to increase annual rail cargo to 20 million tonnes in the next 5 years. There are capacity constraints in the hinterland towards Hubli. Railways have planned for doubling of the section from Vasco-da-gama to Hospet. This is in various stages of execution, but there are delays due to land acquisition, forest/wild life clearances. The doubling may take 10 to 15 years looking to serious issues need to be tackled for doubling. Hence the need for urgent measures prior to doubling of the above section. Your Company undertook the consultancy for enhancement of capacity of Vasco-da-Gama – Kulem – Castlerock Section.

Your Company engaged senior Railway experts and have submitted the report to the Railways, which includes recommendations for short-term and long-term solutions. Short-term solutions include provision of additional loops at various stations, improvement of speeds inside the Mormugao Port and introduction of end of train telemetry system to eliminate attachment/ detachment of brake-van. Long-term solution includes construction of flyover over the Majorda-Madgaon Section for passage of SWR traffic avoiding KRCL traffic. The report is under consideration with Zonal Railways & Railway Board for implementation of the recommendations.

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

As per the directives of the Ministry of Shipping, and JNPT your Company has taken up the work of the implementation on JV SPV Model of this challenging 362 Km new railway line project which passes equally through Maharashtra and Madhya Pradesh. This is a very important Port Rail connectivity project under Sagarmala Programme complimenting DMIC Nodes to help JNPT in realising future growth through faster rail evacuation of cargo to and from Central & Northern India. This line will reduce the distance between JNPT and Indore by 171 Km and when implemented will become the largest new line rail project to be undertaken in PPP Model. This was an existing pink book work of Ministry of Railway for which DPR was prepared by Central Railway as a government funded project.

Your Company carried out the engineering & traffic studies for reviewing the alignment and cost of this project. Through innovative and optimizing alignment solution the construction cost of the Project was significantly brought down from Pink

Book Estimate of Rs.9968 Crore to Rs.8575 Crore (including escalation and IDC). Railway Board has already given in-principle approval for implementation of the Project on JV SPV model and has permitted IPRCL to act as a railway PSU in the same vide letter No. 2018/Infra/12/1 dated: 22.02.2018. Revised DPR submission to Central Railway and JNPT is underway.

Jaisalmer-Bhabar New Broad Gauge (BG) Railway Line :

On the directions of the Ministry of Shipping and Deendayal Port Trust your Company undertaken the feasibility study for Jaisalmer-Bhabar new rail line project and the report was submitted to Deendayal Port Trust and the Government of Rajasthan, and the later has already given in-principle approval for the project. The Approval of Deendayal Port Trust is awaited for further action.

Ropeways :

Mandate to IPRCL to deal with the technologies of ropeways and other modern transit systems: In the Memorandum of Association submitted to Ministry of Corporate Affairs, while incorporating IPRCL under Companies Act, 2013, first para of the objectives to be pursued by the Company on its incorporation are reproduced below:

'To provide, develop, design, construct, operate and maintain all 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; modernization of the infrastructure at ports (Major); 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'.

Thereby, IPRCL can develop, design, construct, operate and maintain multimodal transit systems.

During the presentation made by IPRCL followed by discussion at Ministry's review meeting at Goa on 6th/7th Nov 2017, it was decided that IPRCL may develop capacity to deal with ropeways and other modern modes of transport like fixed /automated guideway transit running on mono/twin rail systems.



Shri Nitin Gadkari,
Hon'ble Minister of Road
Transport, Highways &
Shipping, Govt. of India
addressing during
Workshop on
Development of
Ropeways

Thereafter, ministry of shipping vide Letter No. IPCL-25022/24/2017-IPCL gave mandate to IPRCL for "developing capacity to deal with ropeways and other modern modes of transport like fixed /automated guideway transit running on mono/twin rail systems" .

There has been a renewed interest in ropeways. Many State Governments are looking to install ropeway systems in tourism and urban sector. IPRCL has established a vertical to deal with ropeways and offers following consultancy services on ropeway projects –

- Preparation of Feasibility Reports
- Preparation of Detailed Project Reports
- Bid Process Management
- Project Management Consultancy

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

Port	IPRCL Optg. Revenue in 2017-18	Balance Order Book as on 01.04.2018
Chennai Port Trust	10.54	0.00
Deendayal Port Trust	54.61	65.72
JNPT (incl BMCTPL)	43.61	443.79
Kamarajar Port Ltd	1.05	68.95
Kolkata Port Trust	26.86	147.23
Mormugao Port Trust	0.33	0.00
New Mangalore Port Trust	6.87	1.23
Paradip Port Trust	0.77	10.45
V.O.Chidambarnar Port Trust	30.09	76.88
Visakhapatnam Port Trust	17.33	61.86
Total	192.06	876.11
SetuBharatamRoBs by MoRTH	0.00	(Apx.) 600.00
Total		(Apx.) 1476.11

2 FUTURE OUTLOOK

With the anticipated steady growth of Indian Economy led by "Port Led Development", Indian Port Sector has to grow at a faster pace in the coming years and therefore the Company is expected to get projects involving augmentation and upgradation of rail infrastructure within Ports and for improvement of the last mile connectivity to Major and non-major Ports.

However, your company is acquiring experienced engineers from Railways and public sector companies having experts from various engineering fields particularly Railway Engg (Civil, Track, Signalling and Railway electrification) Structural and Bridge Engineering. There is a need to take up the projects related to laying of pipelines, installation of conveyor belt systems, related to waterways and coastal shipping. IPRCL may also take up works of marine structures for the major and non-major ports. There is a need for professional approach to estate management in various major ports. IPRCL may assist Ports utilising their domain knowledge (previous experience) of handling railway land.

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

3 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, 2018 made under the provisions of Section 92(3) of the Companies Act, 2013 is attached as 'Annexure-IV' which forms part of this 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 are no material changes and commitments affecting the financial position of your Company which have occurred from the financial year ended 31st March, 2018 till the date of this Report. During the year under review, there was no change in nature of the business of your Company.

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 5 times during the financial year ending 31st March, 2018 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.	20th June 2017	Six	Five
2.	29th August 2017	Six	Five
3.	22 September 2017	Six	Six
4.	20th December 2017	Seven	Five
5.	20th March 2018	Eight	Four

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.

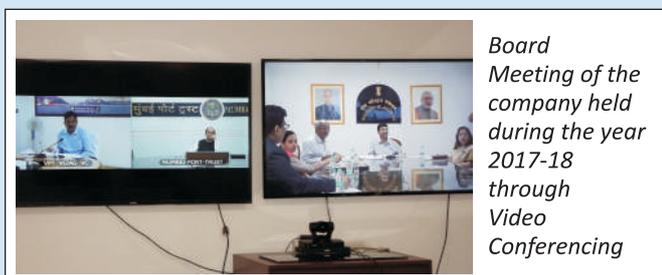
1. Shambhu Singh, AS & FA, Ministry of Shipping, Chairman
2. Rinkesh Roy, Chairman, Paradip Port Trust, Member
3. Anil Kumar Gupta, Director Works, IPRCL, Member

The Audit committee of the Board, provides reassurance to the Board on the existence of an effective internal control environment.

K. Nomination & Remuneration Committee :

Pursuant to provisions of Section 178 of the Companies Act 2013 and in terms of the provision 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, AS & FA, Ministry of Shipping, Chairman
2. Rinkesh Roy, Chairman, Paradip Port Trust, Member
3. Pramod Kumar Singh, RVNL , Member



Board Meeting of the company held during the year 2017-18 through Video Conferencing



Board Meeting of the company held during the year 2017-18 through Video Conferencing



4 MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL :

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

SN	Name	DIN/PAN	Designation	Date of Appointment	Date of Cessation
1.	Sanjeev Ranjan	02977371	Nominee Director	28/12/2015	03/05/2017
2.	Rajive Kumar	06620110	Chairman and Director	10/07/2015	27/06/2017
3.	Pradeep Kumar	05125269	Nominee Director	03/05/2017	16/08/2017
4.	Ravikant	03092250	Nominee Director	27/06/2017	17/10/2017
5.	Monica Agnihotri	06953119	Nominee Director	28/12/2015	30/10/2017
6.	Tirumala Krishna Babu Movva	02795668	Nominee Director	28/12/2015	09/01/2018
7.	Sanjay Satyapal Bhatia	00084672	Nominee Director	01/06/2016	15/01/2018

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

SN	Name	DIN/PAN	Designation	Date of Appointment	Date of Cessation
1.	Leena Nandan	07491926	Nominee Director	16/08/2017	09/04/2018

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.	Ravjit Singh Arneja	07996211	Wholetime Director and CFO	08/11/2017
5.	Shambhu Singh	01219193	Nominee Director	09/04/2018
6.	Pramod Kumar Singh	06485280	Nominee Director	30/10/2017
7.	Rinkesh Roy	07404080	Nominee Director	03/01/2018
8.	Jeyakumar Iyamperumal	06690912	Nominee Director	15/01/2018
9.	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.

2018-19.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.

Comments of Comptroller & Auditor General of India :

The office of The Comptroller and Auditor General (C & AG) has issued a Supplementary Audit under Section 143(6)(b) vide their letter No. PDCA/CA-II/IPRCL/Accounts/2017-18/186 dated 30th October 2018. There is no such adverse comment.

5 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 2017-18 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.

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 14.08.2018 appointed M/s. Jayesh Dadia & Associate LLP, as the Statutory Auditors of the Company for the Financial Year

6 SECRETARIAL AUDIT REPORT :

The Secretarial audit of the company for the financial year 2017-18 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.	In respect of Appointment directors, we wish to inform that composition of the Board and its sub-committee during the year is not in accordance with provision of Section 149 of the Companies Act, 2013 as the company does not have any Independent Directors on its Board.	The Company has already approached to the administrative ministry for appointment of Independent Directors on the Board of the Company.
2.	As per notes to accounts of the company for FY 2017-18 the Company was required to make an expenditure of Rs. 886553/- during the Financial Year 2017-18 towards the Corporate Social Responsibility under section 135 of the Companies Act, 2013, whereas no expenditure was made.	The Company is under process of finalizing the CSR policy & management is in the process of identifying the activities for spending the amount with regards to CSR. The CSR spending will be done in FY 2018-19.

7 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, 2018, the Board of Directors hereby confirms that:

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- 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, 2018 and of the profit/loss of the Company for that year.
- 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.
- The annual accounts of the Company have been prepared on a going concern basis.
- 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 Financial year 2016-17, the Company has crossed the threshold limit of net profit of Rs. 5.00 crores for the first time. No amount was spent on CSR during the financial year 2017-18. The Company has formed a CSR Committee and is in the process of finalizing CSR policy and identifying the activities for spending the amount with regard to CSR. The Company will spend 2% of average net profit in the preceding financial years in the current Financial Year(2018-19) in compliance of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014.

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 2017-2018, 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 2018-19.



h. Human Resource and Recruitment :

Events	Description																												
Manpower Capacity Building of other departments during the financial year 2017-18	<p>The overall strength of officials working in the Company has gone up from 25 Nos during the financial year.</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>7</td> <td>2</td> <td>9</td> </tr> <tr> <td>Deputationists</td> <td>10</td> <td>1</td> <td>11</td> </tr> <tr> <td>Contract Engineers</td> <td>4</td> <td>3</td> <td>7</td> </tr> <tr> <td>Re-employment</td> <td>4</td> <td>9</td> <td>13</td> </tr> <tr> <td>Outsourcing</td> <td>16</td> <td>7</td> <td>23</td> </tr> <tr> <td>Total</td> <td>41</td> <td>22</td> <td>63</td> </tr> </tbody> </table> <p>Manpower Strength as on 05.04.2018 ▶</p>	Category of Officials	Mumbai	Other Locations	Total	Regular	7	2	9	Deputationists	10	1	11	Contract Engineers	4	3	7	Re-employment	4	9	13	Outsourcing	16	7	23	Total	41	22	63
Category of Officials	Mumbai	Other Locations	Total																										
Regular	7	2	9																										
Deputationists	10	1	11																										
Contract Engineers	4	3	7																										
Re-employment	4	9	13																										
Outsourcing	16	7	23																										
Total	41	22	63																										
Amendments to existing HR Policies	<p>At the 14th Meeting of the Company held on 20 March 2018, Board has approved amendments/modifications to the following HR policies aligning with professional CPSEs/ Companies carrying out similar kind of work:</p> <ul style="list-style-type: none"> (i) Permanent absorption (ii) Re-employment & Re-engagement of Retired Persons (iii) Perks & Allowances of Board level & Below Board level Executives (iv) Perks & Allowances of Officials on deputation (v) Leased accommodation policy 																												
Introduction of New HR Policies	<p>In order to attract best available talent from the market following policies have been approved by the Board that have been introduced in the Company during the financial year</p> <ul style="list-style-type: none"> (i) Promotion Policy (ii) Performance Management System (iii) Special Leased Accommodation Policy for Board level Executives & Deputationists. 																												
Implementation of Revised Pay-scales (3rd PRC) w.e.f. 01.01.2017	<p>The proposal regarding revised (3rd PRC) pay-scales have been approved by the Board & Ministry and the same is implemented from the month of March 2018 (with effect from 01.01.2017 arrears have been calculated and disbursed).</p>																												
Training & Workshops	<p>During the financial year following workshops were carried on with the objective of gaining insight and knowledge:</p> <ul style="list-style-type: none"> (i) One day workshop on Rail Logistics in major Ports in India with focus on JNPT and MbPT – 15th Jan 2018. (ii) Two days Technical workshop on Ropeways – 12 & 13th Feb 2018. (iii) One day workshop on aggregate of Rail Cargo – 21st March 2018. (iv) Seminar on Port Modernisation and Mechanisation – 25-26 April 																												
Employee Relations	<p>The employee relation within the company has been congenial and the officials are fully motivated to contribute toward the growth & development of the Company.</p>																												
Discipline	<p>The overall employee discipline has been excellent with no cases of any misconduct reported till date.</p>																												

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:

- i) Annual Reports of the Company along with AGM Notice.
- ii) IPRCL Whistle Blower Policy
- iii) Fraud Prevention & Detection Policy

iv) IPRCL Code of Conduct

v) Policy on Prevention, Prohibition & Redressal of Sexual Harassment of Women at Workplace of Indian Port Rail Corporation Limited

vi) IPRCL/ ICC- Women Empowerment /2017-18

8 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 -VI attached to this directors' report.

9 MEMORANDUM OF UNDERSTANDING

The company meets parameters of 'Excellent' rating in its performance evaluation under the MoU signed with Ministry of Shipping for the year under consideration (2017-18). Company has also in the process of signing Memorandum of Understanding with Ministry of Shipping for the year 2018-19.



MoU Signing of the Company with Ministry of Shipping for the Financial year 2017-18

10 INSURANCE

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

11 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 2017-18 under this Act is furnished below;

No. of RTI applications received during the Financial Year 2017-18 (including cases transferred)	Number of Cases transferred to other PAs	Decisions where requests/appeals were rejected	Decisions where requests/appeals are replied
1	NIL	NIL	1

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 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 behaviour 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 Corporation Limited

Sd/-
ANOOP KUMAR AGRAWAL
Managing Director
DIN - 07508525

Sd/-
RAVJIT SINGH ARNEJA
Director Finance
DIN - 07996211

Date : 02nd November, 2018

Place: New Delhi



ANNEXURE - I MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Prospects and Outlook :

India has 12 major ports and about 200 non-major ports. Under the National Perspective Plan for Sagarmala, six new mega ports will be developed in the country. During FY18, cargo traffic at major ports in the country was reported at 679.36 million tonnes (MT), showing a growth of 4.77 per cent over the same period last year. In FY19 (up to August 2018) traffic increased 5.13 per cent year-on-year to 288.38 million tonnes. 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.

The long-term outlook for the sector is positive, especially in view of recent Government initiatives like Sagarmala. As per Ministry of Shipping (MoS) estimates, the capacity at Indian Ports is expected to increase to 3500 mt while the cargo traffic is expected to reach 2500 mt by the year 2025.

Since ports handle almost 95 per cent of trade volumes in India, the rising trade has contributed significantly to the country's cargo traffic. Capacity at major Indian ports reached 1,451 million tonnes by March 2018. Capacity at non-major ports is expected to reach 968 MMT in 2019 from 750 MMT in 2016.

Given the positive outlook, proposed investments in major ports are expected to total US\$ 18.6 billion by 2020, while those in non-major ports would be US\$ 28.5 billion.

In November 2016, Ministry of Shipping has sanctioned sum of US\$ 1.49 million to Gujarat Maritime Board for capacity building and safety training of workers involved in ship recycling activities under Sagarmala. The Government of India has finalised master plans for 142 capacity expansion projects worth Rs 91,434 crore (US\$ 14.19 billion) under the Sagarmala programme. As of March 2018, projects worth Rs 1.85 lakh crore (US\$ 28.70 billion) had been awarded under Sagarmala programme.

The Government of India has allowed foreign direct investment (FDI) of up to 100 per cent under the automatic route for projects related to the construction and maintenance of ports and harbours. Ports sector in India has received a cumulative FDI of US\$ 1.64 billion between April 2000 and June 2018. A 10-year tax holiday is extended to enterprises engaged in the business of developing, maintaining, and operating ports, inland waterways, and inland ports. The government has also initiated National Maritime Development Programme (NMDP), an initiative to develop the maritime sector with a planned outlay of US\$ 11.8 billion.

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.

These developments are driving increased investments in the port development and related activities as well as involvement of foreign players leading to expansion of port development and distribution facilities using modern technology and global best practices in project development/ management.

Growth Drivers :

- **Improving Global and Domestic Macroeconomic Environment**
 - o The medium to long-term growth projections for Indian economy remain strong. According to RBI, Indian economy is expected to gain momentum facilitated by pick-up in economy activity supported by monetary policy easing.
 - o The International Monetary Fund (IMF) has projected Indian GDP growth rate at 7.2% in 2017-18 and 7.7% in 2018-19.
 - o The outlook for World GDP growth is at 3.6% in 2018.
- **Government Initiatives**
 - o Launch of Sagarmala with a comprehensive view on the port-led development
 - o Guidelines for Undertaking Dredging at Major Ports, 2015
 - o Extension of 24*7 customs clearance facility to total 18 ports
 - o Customs and excise duty exemption in the use of bunker fuels
 - o Withdrawal of 13 archaic rules under the Merchant Shipping Act, 1958
- **Focus on New Areas of Growth**
 - o Ports diversifying into the new areas to offset the fluctuation in cargo volumes due to global slowdown and policy uncertainty
 - o Cruise shipping, bunkering, liquefied natural gas, and roll-on, roll-off facilities have emerged as new growth areas for Indian ports
 - o Though the contribution of these segments in total revenue of the ports is quite insignificant, the situation is expected to change going ahead
- **Increased focus on Coastal Shipping and Inland Waterways**
 - o Renewed focus on coastal shipping and IWT, and that too, on a much bigger scale
 - o Declaration of 106 inland waterways as NWs under the National Waterways Bill, 2015
 - o Cabotage relaxation for ro-ro and LNG vessels, to promote coastal shipping

- o Launch of incentive scheme for shifting cargo from roads and railways to coastal shipping

The Sagarmala initiative, launched by the Government of India in July 2015, aims to promote port-led development and is expected to guide the developments in the Port and ancillary sectors in the mid-to-long term. The impact of this initiative will be significant on the growth prospect of the Company.

Industry Structure and Development:

a. Need for Indian Port Rail 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, up gradation, 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 turnaround 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 hinterland 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 Corporation Limited

Indian Port Rail 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 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

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 up gradation 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. Reader 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 2017-18.
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



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 : Not Applicable

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 Corporation Limited

Sd/-
ANOOP KUMAR AGRAWAL
Managing Director
DIN - 07508525

Sd/-
RAVJIT SINGH ARNEJA
Director Finance
DIN - 07996211

Date : 02nd November, 2018

Place: New Delhi

ANNEXURE - IV

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31/03/2018

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 Corporation Limited
4. Category/Sub-category of the Company	Company limited by shares / Union Govt Company
5. Website	www.iprcl.org
6. Address of the Registered office & contact details	1st Floor, South Tower, NBCC Place, Bhisma Pitamah Marg, Lodhi 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.
7. Whether listed company	No
8. 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
1	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-2017] (In Crore)				No. of Shares held at the end of the year [As on 31-March-2018] (In Crore)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) 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) (1)	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-2017] (In Crore)				No. of Shares held at the end of the year [As on 31-March-2018] (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									
1. 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)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital up to ₹ 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year [01-April-2017] (In Crore)				No. of Shares held at the end of the year [As on 31-March-2018] (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	-	-



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	-	-	-	-

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 01/04/2017 to 31/03/2018	Director Finance cum CFO from 8/11/2018	Director (works) from 25/01/2018	Total
1	Gross salary	40,74,817.00	15,05,871.00	6,61,581	62,42,269.00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	40,74,817.00	15,05,871.00	6,61,581	62,42,269.00
	(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	40,74,817.00	15,05,871.00	6,61,581	62,42,269.00



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	Total Amount
1	Gross salary	14,92,402.00	14,92,402.00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	14,92,402.00	14,92,402.00
	(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)	14,92,402.00	14,92,402.00
	Ceiling as per the Act	Not applicable as Co. is a	N.A.

PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

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

For Indian Port Rail Corporation Limited

Sd/-
ANOOP KUMAR AGRAWAL
 Managing Director
 DIN - 07508525

Sd/-
RAVJIT SINGH ARNEJA
 Director Finance
 DIN - 07996211

Date : 02nd November, 2018

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
naveen4657.shreel@gmail.com

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

[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, 2018

To,
The Members,
INDIAN PORT RAIL 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 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, 2018, 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, 2018, 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 thereunder are not applicable. There was no Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings during the period under review.



- (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.

DPE Guidelines for Corporate Governance to be followed as the Company on its scheduling which is still under consideration before DPE. However, the Company follows DPE Guidelines on Wage policy, Personnel policy, Financial Policy as far as practicable and signed MOU as per DPE Guidelines with Ministry of Shipping for the Financial Year 2017-18.

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. *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.*
2. *As per the notes to accounts of the company for FY 2017-18 the Company was required to make an expenditure of Rs. 8,86,553/- during the Financial Year 2017-18 towards the Corporate Social Responsibility under Section 135 of the Companies Act, 2013. Whereas, no such expenditure was made by the Company as it is still under process of finalizing the CSR policy & management is in the process of identifying the activities for spending the amount with regards to CSR.*

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.



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 Secretaries
New Delhi



(Proprietor)
Membership No.: FCS-9028
C. P. No.: 10937

Place: New Delhi

Date: 05th October, 2018

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.



Work Completed at Kolkata Port Trust



"Annexure A"

To,
The Members,
Indian Port Rail Corporation Limited
(U60300DL2015GOI282703)
1st Floor, South Tower, NBCC Place,
Bhisham Pitamah Marg, Lodi Road,
New Delhi - 1100003

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, 2018.
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 **NSI & Associates,**
Company Secretaries
New Delhi



Proprietor
FCS No.: 9028
C P No.: 10937

Place: New Delhi
Date: 05th October, 2018

Annexure - VI Company's Report on Corporate Governance

1. 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 31.03.2018 the Board of IPRCL have eight Members, of whom three 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	9th Board Meeting	20th June 2017
2	10th Board Meeting	29th August 2017
3	11th Board Meeting	22nd September 2017
4	12th Board Meeting	20th December 2017
5	13th Board Meeting	20th March 2018

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, 2018 are as follows:

Name of the Director	Category	Attendance in Board Meeting during 2017-18	Attendance in Last AGM	Number of Directorships in other Companies	Number of Committees (including IPRCL)	
					Member	Chairman
Anoop Kumar Agrawal	Managing Director	5	Yes	—	1	—
Rajive Kumar@	Chairman and Director	1	No	1	—	—
Pradeep Kumar*	Nominee Director	1	No	5	—	—
Ravikant Srikant@@	Chairman and Director	2	Yes	1	—	—
Monica Agnihotri	Promoter/ Nominee Director	2	Yes	4	—	—
Tirumala Krishna Babu Movva	Nominee Director	3	No	2	—	—
Sanjay Satyapal Bhatia	Nominee Director	3	No	—	—	—
Leena Nandan#	Nominee Director	3	No	3	—	—
Gopal Krishna @@@	Chairman & Nominee Director	2	No	1	—	—
Anil Kumar Gupta**	Director (Works)	1	No	—	1	—
Ravjit Singh Arneja	Director (Finance)	2	No	—	—	—
Pramod Kumar Singh###	Nominee Director	1	No	1	1	—
Rinkesh Roy	Nominee Director	—	No	5	1	—
Jeyakumar Iyamperumal	Nominee Director	—	No	—	—	—
Shambu singh	Nominee Director	1	No	2	—	2



Directors' Report

@ Shri Rajive Kumar ceased to be a director and Chairman of the Company w.e.f. 27.06.2017

* Pursuant to nomination received from Ministry of Shipping, Govt of India, Dr. Pradeep Kumar was appointed as a Part-Time Official Director w.e.f. 03.05.2017 and ceased to be a director on 16.08.2017.

@@ Pursuant to nomination received from Ministry of Shipping, Govt of India, Shri Ravikant Srikant was appointed as a Part-Time Official Director w.e.f. 27.06.2017 and ceased to be director w.e.f. 1.11.2017

Pursuant to nomination received from Ministry of Shipping, Govt of India, Smt Leena Nandan was appointed as a Part-Time Official Director w.e.f. 16.08.2017.

@@@ Pursuant to nomination received from Ministry of Shipping, Govt of India, Shri Gopal Krishna was appointed as a Director and Chairman w.e.f. 01.11.2017.

Subject to intimation received from Ministry of Shipping, Govt of India, Shri Ravjit Singh Arneja was entrusted with charge of Whole-time Director (Finance) w.e.f. 08.11.2017.

Subject to the intimation received from Rail Vikas Nigam Limited, Shri Pramod Kumar Singh was appointed as a nominee Part-Time Official Director of the Company in place of Dr. Monica Agnihotri. w.e.f. 30.10.2017.

** Subject to intimation received from Ministry of Shipping, Govt of India, Shri Anil Kumar Gupta was entrusted with charge of Whole-time Director (Works) w.e.f. 25.01.2018.

§ Shri Sanjay Bhatia resigned from the post of Govt Nominee Director on 15.01.2018.

§ § Shri Tirumala Krishna Babu Movva resigned from the post of Govt Nominee Director on 09.01.2018

^ Shri Rinkesh Roy and Shri I. Jeyakumar were appointed as nominee promoter directors w.e.f. 3.1.2018 and 15.01.2018 respectively.

NOTE:-

1. 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.
2. The required quorum was present for all the meetings.
3. The maximum time gap between two Board Meetings was not more than three months.

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.

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	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. Dredging 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. Kamarjar Port Limited 3. Inland Waterways Consortium of Odisha Limited

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
					4. Chennai-Ennore Port Road Company Limited 5. Sethusamudram Corporation Limited
8	Shri. Jeyakumar Iyamperumal	Nominee Director	15/01/2018	Given below	–

Brief Profile :-

1. **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 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, a Inland waterways and Maritime Transportation.

2. **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).
- Rewas and Nandgaon Ports Rail Connectivity Proposals which is under Process
- He was involved in Palanpur-Gandhidham doubling Project, connectivity to Kandala 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 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 Mughalsaria including Divisional and Sr Divisional Engineer in Mughalsarai 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 MC1A 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 Ravjit Singh Arneja** is an IRS officer of the 1990 batch. He is a mechanical engineer from Nagpur University and has done his MBA from the University of Sheffield, UK. He has worked in Income-tax department for a period of more than 25 years and has handled varied charges including investigation, assessment, appeals and administration. He has been posted in Ahmedabad, Surat, Mumbai and Nagpur. Before joining as Director (Finance) in IPRCL, he was functioning as Commissioner of Income-tax (Appeal) in Nagpur.
5. **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.
6. **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 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.
7. **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, Chankradharpur 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

8. **Shri I. Jeyakumar**, an IRTS Indian Railway Traffic Service Officer (IRTS) of 1997 batch took over as Chairman, Mormugao Port Trust on 16th September, 2015. Before joining Mormugao Port Trust, he was Deputy Chairman, Chennai Port Trust from May 2014 to 15th September 2015. Earlier, he was Deputy Chairman, Kolkata Port Trust from December, 2012 to May 2014. He was also holding Additional charge of Chairman-cum-Managing Director of Central Inland Water Transport Corporation of India Ltd., and Hooghly Dock & Port Engineers Ltd., since July, 2013 till May 2014. He was Director (POL) in Ministry of Railways, Government of India, New Delhi from September, 2009 to December, 2012, looking after Petroleum/Liquid Cargo movement by Rail in India and the Policy related subjects. As an IRTS Officer, he has served in all Divisions of Southern Railway, in-charge of Train operations and Commercial functions in various places, viz. Tondiarpet, Trivandrum, Bangalore, Palghat, Trichy, Madurai and Chennai. He has done B.Sc.,(Agri) from Tamil Nadu Agricultural University and MBA from Bharathidasan University.

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, disseminate 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 31.03.2018 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	40,74,817.00	-	40,74,817.00
2.	Shri. Anil Kumar Gupta From 25/01/2018- 31/03/2018	Director (Works)	15,05,871.00	-	15,05,871.00
3.	Shri Ravjit Singh Arneja From 8/11/2018 - 31/03/2018	Director (Finance) cum- CFO	6,61,581	-	6,61,581
4.	Shri Amaresh Pradhan	Company Secretary	14,92,402	-	14,92,402

*Subject to intimation received from Ministry of Shipping, Govt of India, Shri Ravjit Singh Arneja was entrusted with charge of Whole-time Director (Finance) w.e.f. 08.11.2017.

* Subject to intimation received from Ministry of Shipping, Govt of India, Shri Anil Kumar Gupta was entrusted with charge of Whole-time Director (Works) w.e.f. 25.01.2018.

2.8 Payment of sitting fees to Independent Directors during the year 2017-18 :

There were no Independent Directors on IPRCL Board during the year 2017-18. 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 :

- **To hold discussion with Auditors periodically about:**
 - Internal control systems compliance and adequacy thereof.
 - Scope of audit including observations of the Auditors.
 - Review of the quarterly, half yearly and annual financial statements before submission to the Board.
- **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. As the committee is newly formed no meetings have been conducted in the financial year 2017-18. 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. AS & 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.

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 Directors as Chairman and two non-executive promoter directors. Company Secretary is the Secretary of the Committee. As the committee is newly formed no meetings have been conducted in the financial year 2017-18. 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. AS & FA (Ministry of Shipping)	N.A
2.	Shri Rinkesh Roy	Member	Promoter 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

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.

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 2017-18 :

Jayesh Dadia & Associates LLP

Firm Regn. No. 121142W/W100122

Chartered Accountants, New Delhi

Statutory Audit fee for the year 2017-18 was paid 150,000/- (Rupees One lakh Fifty Thousand only).

8. Annual General Meetings (AGMs) :

The details of last 2 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

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, 2018 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 2017-18.

- (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 2017-18.
- (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.

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, Directors Report, Independent Auditors 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, 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 तथा लेखा विभाग
कार्यालय प्रधान निदेशक वाणिज्यिक लेखापरीक्षा
तथा पदेन सदस्य, लेखापरीक्षा बोर्ड - I, मुंबई



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

गोपनीय/शीघ्र डाक

संख्या: पीडीसीए/सीए-II/IPRCL/लेखा/2017-18/186

30 अक्तूबर 2018

प्रबंध निदेशक,
इंडियन पोर्ट रेल कॉर्पोरेशन,
चौथी मंजिल, नरिमन भवन,
मुंबई पत्तन न्यास बिल्डिंग,
एम पी मार्ग, माझगांव (पूर्व),
मुंबई - 400010

विषय: 31 मार्च 2018 को समाप्त वर्ष हेतु इंडियन पोर्ट रेल कॉर्पोरेशन लिमिटेड (IPRCL) के वित्तीय विवरणों पर कंपनी अधिनियम 2013 की धारा 143(6)(बी) के अंतर्गत भारत के नियंत्रक एवं महालेखापरीक्षक की टिप्पणियाँ।

महोदय,

31 मार्च 2018 को समाप्त वर्ष हेतु इंडियन पोर्ट रेल कॉर्पोरेशन लिमिटेड 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 विवरण, 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 दस प्रतियाँ भी इस कार्यालय को भेजी जायें।

कृपया इस पत्र एवं संलग्नों की प्राप्ति की सूचना दें।

भवदीया,



(रूप राशि)

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

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 CORPORATION LIMITED, MUMBAI FOR THE YEAR ENDED 31 MARCH 2018

The preparation of Financial Statements of Indian Port Rail Corporation Limited, Mumbai for the year ended 31 March 2018 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 (the Act) is the responsibility of the management of the Company. The Statutory Auditors appointed by the Comptroller and Auditor General of India under Section 139(5) of the Act are responsible for expressing opinion on the Financial Statements under Section 143 of the Act based on independent audit in accordance with the standards on auditing prescribed under Section 143(10) of the Act. This is stated to have been done by them vide their Audit Report dated 4 September 2018.

I, on behalf of the Comptroller and Auditor General of India, have conducted a Supplementary Audit of the Financial Statements of Indian Port Rail Corporation Limited, Mumbai for the year ended 31 March 2018 under Section 143(6)(a) of the Act. This Supplementary Audit has been carried out independently without access to the working papers of the Statutory Auditors and is limited primarily to inquiries of the Statutory Auditors and Company personnel and a selective examination of some of the accounting records.

On the basis of my Supplementary Audit nothing significant has come to my knowledge which would give rise to any comment upon or supplement to Statutory Auditors' Report under Section 143(6)(b) 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'.

(Roop Rashi)

Principal Director of Commercial Audit and
Ex-officio Member, Audit Board-I, Mumbai.

Place: Mumbai

Date: 30 October 2018

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 CORPORATION LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **INDIAN PORT RAIL CORPORATION LIMITED** ("the Company"), which comprise the Balance Sheet as at 31ST March, 2018, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these 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, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the



financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on these financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, 2018 and its profit and its cash flows for the year ended on that date.

Other Matters

We refer to Note No. 21 to the financial statements regarding the amendment of the audited accounts approved by the Board of Directors on 27th June, 2018. As specified in the note, our earlier audit report dated 27th June, 2018 on the said accounts approved by the Board stands withdrawn, along with those accounts, on issue of this report on the amended accounts of the Company.

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, 2018 taken on record by the Board of Directors, none of the directors is disqualified as



on 31st March, 2018 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 31 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.

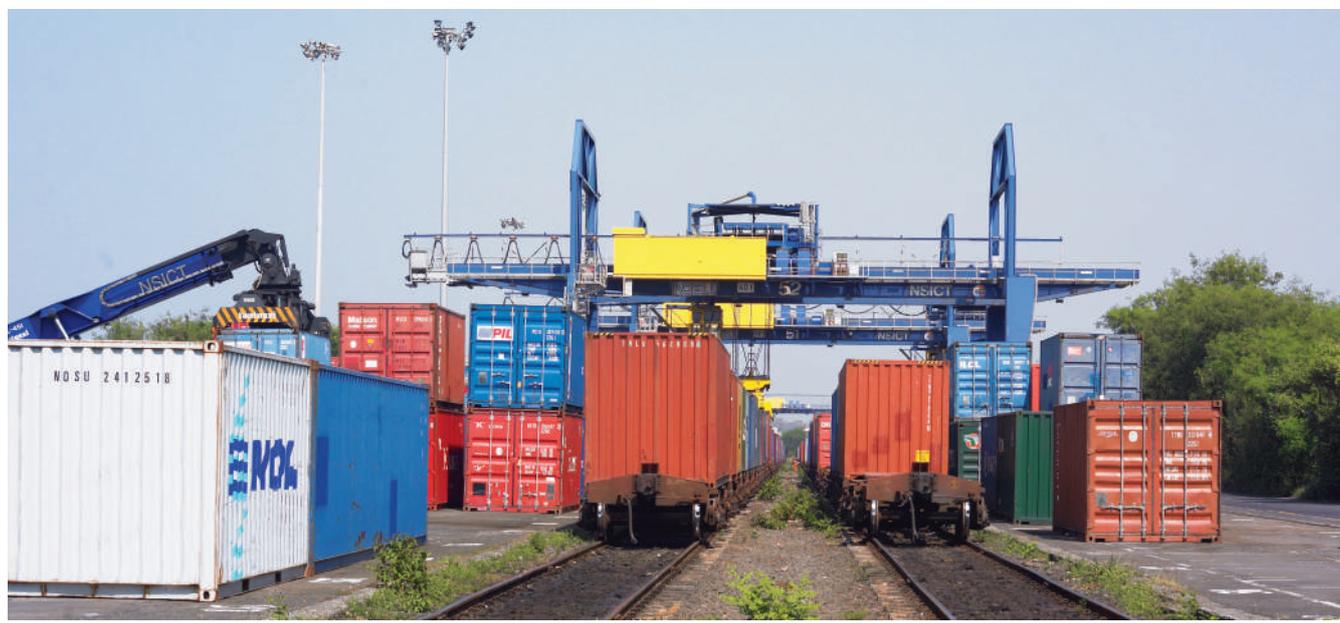
For Jayesh Dadia & Associates LLP
Chartered Accountants
Firm's Registration No.121142W / W100122



Rahil Dadia
Partner
Membership No. 143181



Place of Signature: New Delhi
Date: 4th September, 2018



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, 2018 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.



- (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: 4th September, 2018

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 CORPORATION LIMITED ("the Company") as of 31st March, 2018 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 2018, 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: 4th September, 2018

Annexure - C to the Independent Auditor's Report

Referred to in our report of even date to the members of Indian Port Rail Corporation Limited on the accounts for the year ended 31st March, 2018.

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 clear title / lease deeds for freehold and leasehold land respectively? If not, please state the area of the freehold and leasehold land for which title / lease deeds are not available.	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 freehold or leasehold land.	NIL.
2	Whether there are any cases of waiver / write off of debts / loans / interest, etc. If yes, the reasons thereof & the amount involved.	In our opinion and according to the information & explanation given to us and based on our examination of the records of the Company there are no cases of waiver / write off of debts / loans / interest, etc.	NIL.
3	Whether proper records are maintained for inventories lying with third parties & assets received as gifts from Governments or other authorities.	According to the information & explanations given to us and based on our examination of the records of the Company, the company does not have any physical inventory. Further, according to the information & explanations given to us no assets were received by the Company as gifts from governments or other authorities during the year.	NIL.

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: 4th September, 2018

INDIAN PORT RAIL CORPORATION LIMITED
BALANCE SHEET AS AT 31st MARCH 2018

Amount in INR

PARTICULARS	Note No.	As at 31st March 2018	As at 31st March 2017
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	21,79,91,903	8,63,69,667
SUB-TOTAL (1)		1,21,79,91,903	1,08,63,69,667
(2) Non-current liabilities			
(a) Long-term Provisions	4	10,82,477	3,34,364
SUB-TOTAL (2)		10,82,477	3,34,364
(3) Current liabilities			
(a) Trade Payables	5	60,58,18,532	9,66,27,136
(b) Other Current Liabilities	6	1,43,22,62,461	98,61,77,685
(c) Short-term Provisions	7	8,20,130	6,072
SUB-TOTAL (3)		2,03,89,01,123	1,08,28,10,893
TOTAL (1)+(2)+(3)		3,25,79,75,503	2,16,95,14,924
II ASSETS			
(1) Non-current assets			
(a) Fixed Assets	8		
(i) (i) Tangible Assets		1,19,85,689	1,33,83,108
(ii) (ii) Intangible Assets		1,81,917	-
(iii) (iv) Capital WIP		61,82,144	-
(b) Deferred Tax Asset (net)	9	35,79,390	7,62,116
(c) Other Non Current Assets	10	58,98,340	1,17,96,682
SUB-TOTAL (1)		2,78,27,480	2,59,41,906
(2) Current assets			
(a) Trade Receivables	11	24,29,07,446	17,01,66,381
(b) Cash and Bank Balances	12	2,66,33,80,598	1,64,97,66,128
(c) Short Term Loans and Advances	13	29,87,46,074	30,01,24,425
(d) Other Current Assets	14	2,51,13,905	2,35,16,084
SUB-TOTAL (2)		3,23,01,48,023	2,14,35,73,018
TOTAL (1)+(2)		3,25,79,75,503	2,16,95,14,924

Significant Accounting Policies

1

Other Notes to Financial Statements

2-35

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: 04.09.2018



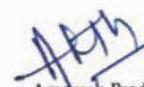
For and on behalf of the board of
Indian Port Rail Corporation Limited



Anoop Kumar Agrawal
Managing Director
DIN: 07508525



Ravjit Singh Arora
Director cum CFO
DIN: 07996211



Amresh Pradhan
Company Secretary
Membership No. A17501



INDIAN PORT RAIL CORPORATION LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2018

Amount in INR

Sr. No.	Particulars	Note No.	Year ended 31st March 2018	Year ended 31st March 2017
I	Revenue From Operations	15	1,92,07,44,341	63,83,69,026
II	Other Income	16	8,28,31,241	7,84,83,319
III	Total Revenue (I+II)		2,00,35,75,583	71,68,52,345
IV	Expenses			
	Direct Expenses	17	1,72,60,92,505	54,92,68,224
	Employee Benefits Expense	18	3,84,09,771	61,38,469
	Depreciation Expense	8	45,39,261	43,64,146
	Other Expenses	19	4,92,29,084	2,55,03,798
	Total Expenses		1,81,82,70,621	58,52,74,637
V	Profit/ Before Tax (III - IV)		18,53,04,962	13,15,77,708
VI	Tax Expense:			
(1)	Current Tax		(5,65,00,000)	(4,69,41,212)
(2)	Deferred Tax	9	28,17,275	7,62,116
VII	Profit After Tax		13,16,22,236	8,53,98,612
	Earning per Share (Basic / Diluted)	20	1.32	0.85
	Face value of Rs. 10/- each			

Significant Accounting Policies 1

Other Notes to Financial Statements 2-35

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: 04.09.2018



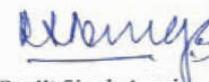
For and on behalf of the board of
Indian Port Rail Corporation Limited



Anoop Kumar Agrawal

Managing Director

DIN: 07508525



Ravjit Singh Arneja

Director cum CFO

DIN: 07996211



Amaresh Pradhan

Company Secretary

Membership No. A1750



INDIAN PORT RAIL CORPORATION LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2018

Amount in INR

Sr.No.	PARTICULARS	Year ended 31st March 2018	Year ended 31st March 2017
A	<u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
	Net Profit before Tax	18,53,04,962	13,15,77,708
	Adjustments for :		
	Depreciation	45,39,261	43,64,146
	Interest on FDR	(8,22,61,703)	(7,83,54,975)
	Preliminary Expenses	58,98,342	58,98,342
	Operating Cash Flow before working capital changes	11,34,80,862	6,34,85,221
	Adjustments for :		
	(Increase)/Decrease in Trade Receivables	(7,27,41,065)	(17,01,66,381)
	(Increase)/Decrease in Loan and Advances	13,78,351	(28,62,06,363)
	(Increase)/Decrease in Other Current assets	(42,799)	1,58,50,310
	Increase/(Decrease) in Trade Payables	50,91,91,396	9,50,99,217
	Increase/(Decrease) in Other liabilities	44,60,84,776	98,42,98,228
	Increase/(Decrease) in Provisions	7,49,985	3,40,436
	Cash flow from operations before tax	99,81,01,506	70,27,00,668
	Less: Taxes Paid (Net)	(5,56,87,814)	(5,77,94,299)
	NET CASH FROM OPERATING ACTIVITIES A	94,24,13,692	64,49,06,369
B	<u>CASH FLOW FROM INVESTING ACTIVITIES</u>		
	Deposit in FDR	(54,48,37,924)	(72,56,37,932)
	Interest Received	8,07,06,681	6,99,91,914
	Purchase of Fixed Assets	(33,23,759)	(1,77,47,254)
	Capital WIP	(61,82,144)	
	NET CASH FROM INVESTING ACTIVITIES B	(47,36,37,146)	(67,33,93,272)
C	<u>CASH FLOW FROM FINANCING ACTIVITIES</u>		
	Issue of Share Capital	-	7,51,22,000
	NET CASH FROM FINANCING ACTIVITIES C	-	7,51,22,000
	NET CHANGE IN CASH & CASH EQUIVALENT (A+B+C)	46,87,76,546	4,66,35,097
	Add: Opening Cash and Cash Equivalent	9,48,10,000	4,81,74,903
	Closing Cash and Cash Equivalent	56,35,86,546	9,48,10,000
	Closing Cash and Cash Equivalent Comprises of :-		
	1 Cash in hand	25,000	-
	2 Balance with Banks in current accounts	56,35,61,546	9,48,10,000
	TOTAL	56,35,86,546	9,48,10,000

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: 04.09.2018



For and on behalf of the board of
Indian Port Rail Corporation Limited


Anoop Kumar Agrawal
Managing Director
DIN: 07508525


Ravjit Singh Arneja
Director cum CFO
DIN: 07996211


Amaresh Pradhan
Company Secretary
Membership No. A17501



INDIAN PORT RAIL CORPORATION LIMITED

Notes to financial statements for the year ended 31st March, 2018

Note - 1 - SIGNIFICANT ACCOUNTING POLICIES

A. BACKGROUND

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 way of creating last mile connectivity of the ports; modernization of the rail infrastructure at ports (Major); 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. Recognition of Income / Expenditure

- All incomes and expenditure having a material bearing on the financial statements are recognized on an accrual basis.
- Purchase / Sales is deemed to be accruing based on milestone completion of projects.
- Interest on Fixed deposits / investments is accounted on accrual basis.
- Insurance and other claims/refunds are accounted for as and when admitted by appropriate authorities.
- Revenue because of variations, claims and incentives are recognized on settlement basis.

V. Tangible Assets & Depreciation

Fixed assets are stated at cost of acquisition less accumulated depreciation. 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 prorate basis.

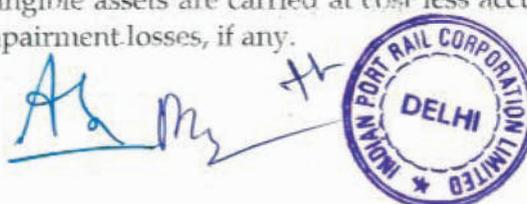
Assets are depreciated using the following useful lives:

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 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 obligation and is not funded. Company account for liability for future leave benefits based on an actuarial valuation as at the Balance Sheet date.
- c) Gratuity is a defined 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.

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



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XV. 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.

XVI. 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.



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INDIAN PORT RAIL CORPORATION LIMITED Notes to the financial statements for the Year ended 31st March 2018

INDIAN PORT RAIL CORPORATION LIMITED

Notes forming part of the Financial Statements for the year ended 31st March, 2018

Note 2: Share Capital Amount in INR

Particulars	As at	
	31st March 2018	31st March 2017
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 2018		31st March 2017	
	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 2018		31st March 2017	
	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



INDIAN PORT RAIL CORPORATION LIMITED Notes to the financial statements for the Year ended 31st March 2018

Note 3 : Reserves & Surplus

Amount in INR

Sr. No.	Particulars	As at 31st March 2018	As at 31st March 2017
(I)	Profit and Loss Account		
i)	Opening Balance	8,63,69,667	9,71,055
ii)	Add: Profit transferred from Profit & Loss Statement	13,16,22,236	8,53,98,612
	Closing Balance	21,79,91,903	8,63,69,667

Note 4: Long term Provisions

Sr. No.	Particulars	As at 31st March 2018	As at 31st March 2017
i)	Gratuity	5,53,809	1,21,918
ii)	Leave Encashment	5,28,668	2,12,446
	TOTAL	10,82,477	3,34,364

Note 5 : Trade Payables

Sr. No.	Particulars	As at 31st March 2018	As at 31st March 2017
i)	MSMED (Refer 5.1)	-	-
ii)	Others	60,58,18,532	9,66,27,136
	TOTAL	60,58,18,532	9,66,27,136

Micro, Small & Medium 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 2018	As at 31st March 2017
i)	Statutory dues Payable	11,82,34,236	1,06,92,528
ii)	Security Deposit from Contractors	8,07,66,721	57,596
iii)	Project Advance Received	1,22,56,27,131	97,53,11,667
iv)	Employees Benefits Payable	73,24,928	1,15,894
v)	Others	3,09,446	-
	TOTAL	1,43,22,62,461	98,61,77,685

Note 7: Short term Provisions

Sr. No.	Particulars	As at 31st March 2018	As at 31st March 2017
i)	Gratuity	3,098	2,284
ii)	Leave Encashment	4,846	3,788
iii)	Provision for tax (net of tax paid)	8,12,186	-
	TOTAL	8,20,130	6,072



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INDIAN PORT RAIL CORPORATION LIMITED Notes to the financial statements for the Year ended 31st March 2018

Note 8: Fixed Assets & Depreciation

Particulars	Gross Block				Depreciation			Net Block	
	As on 01.04.2017	Additions During the year	Disposals/ Adjustments	As on 31.03.2018	As on 01.04.2017	Depreciation for the year	Disposals	As on 31.03.2018	As on 31.03.2017
Tangible Assets									
Leasehold Improvements	1,04,26,249	-	-	1,04,26,249	23,66,559	20,86,654	-	44,53,213	80,59,690
Office Equipments	15,41,355	1,53,954	-	16,95,309	5,41,014	4,84,298	-	10,25,312	10,00,341
Furniture & Fixtures	13,94,503	14,91,615	-	28,86,118	2,70,555	4,28,871	-	6,99,426	11,23,948
Electrical Fittings & Installation etc	27,84,777	-	-	27,84,777	6,32,091	5,57,330	-	11,89,421	21,52,686
Computers & Peripherals	8,71,850	14,93,190	-	23,65,040	3,02,917	7,91,364	-	10,94,281	5,68,933
Server & Networkings	7,28,520	-	-	7,28,520	2,51,010	1,87,661	-	4,38,671	4,77,510
Sub Total	1,77,47,254	31,38,759	-	2,08,86,013	43,64,146	45,36,178	-	89,00,324	1,19,85,689
Intangible Assets									
Website	-	1,85,000	-	1,85,000	-	3,083	-	3,083	-
Sub Total	-	1,85,000	-	1,85,000	-	3,083	-	3,083	-
TOTAL	1,77,47,254	33,23,759	-	2,10,71,013	43,64,146	48,39,261	-	89,03,407	1,21,67,606
Previous Year's Figures	-	1,77,47,254	-	1,77,47,254	-	43,64,146	-	43,64,146	1,33,83,108



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INDIAN PORT RAIL CORPORATION LIMITED Notes to the financial statements for the Year ended 31st March 2018

Note 9: Deferred Tax Assets (Net)

Rs. In INR

Sr. No.	Particulars	As at 31st March 2018	As at 31st March 2017
i)	Deferred Tax assets on account of timing differences On WDV of assets	11,78,370	6,44,298
ii)	On amount to be claimed on Payment basis	24,01,020	1,17,818
TOTAL		35,79,390	7,62,116

Note 10: Other Non Current Assets

Sr. No.	Particulars	As at 31st March 2018	As at 31st March 2017
i)	Preliminary Expenses	58,98,340	1,17,96,682
TOTAL		58,98,340	1,17,96,682

Note 11 : Trade Receivables

Sr. No.	Particulars	As at 31st March 2018	As at 31st March 2017
i)	Unsecured, Considered Good Overdue for more than Six Months		
ii)	Others	24,29,07,446	17,01,66,381
TOTAL		24,29,07,446	17,01,66,381

Note 12 : Cash and Bank Balances

Sr. No.	Particulars	As at 31st March 2018	As at 31st March 2017
i)	Cash on hand	25,000	-
ii)	Balances with Banks In Current Accounts	56,35,61,546	9,48,10,000
iii)	Other Bank Balances Deposits with original maturity more than three months but less than twelve months	2,09,97,94,052	1,55,49,56,128
TOTAL		2,66,33,80,598	1,64,97,66,128

Note 13 : Short Term Loans & Advances

Sr. No.	Particulars	As at 31st March 2018	As at 31st March 2017
i)	Unsecured, considered good Balance with Revenue Authorities	1,35,39,442	1,00,95,933
ii)	Project Advances Given	26,78,51,246	27,86,85,684
iii)	Advance to Vendors	57,49,589	-
v)	Income Tax Refundable	1,08,53,087	1,13,32,112
vi)	Security deposits	7,01,000	-
vii)	Others	51,710	10,696
TOTAL		29,87,46,074	30,01,24,425



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INDIAN PORT RAIL CORPORATION LIMITED Notes to the financial statements for the Year ended 31st March 2018

Note 14 : Other Current Assets

Sr. No.	Particulars	As at 31st March 2018	As at 31st March 2017
i)	Interest Receivable on FDR	1,81,02,995	1,65,47,973
ii)	Unbilled Revenue	8,56,200	10,69,769
iii)	Preliminary Expenses	58,98,342	58,98,342
iv)	Prepaid Expenses	2,56,368	-
TOTAL		2,51,13,905	2,35,16,084

Note 15 : Revenue from Operations

Sr. No.	Particulars	Year ended 31st March 2018	Year ended 31st March 2017
i)	Detailed Project / Feasibility Report Fees	18,34,81,475	24,27,05,033
ii)	Project Management Consultancy Fees	19,35,08,524	5,43,33,179
iii)	Construction Revenue	1,54,37,54,342	34,13,30,814
TOTAL		1,92,07,44,341	63,83,69,026

Note 16 : Other Income

Sr. No.	Particulars	Year ended 31st March 2018	Year ended 31st March 2017
i)	Interest On Fixed Deposits	8,22,61,703	7,83,54,975
ii)	Tender Fees	3,37,741	34,780
iii)	Liability No Longer Required	-	93,564
iv)	Others	2,31,797	-
TOTAL		8,28,31,242	7,84,83,319

Note 17 : Direct Expenses

Sr. No.	Particulars	Year ended 31st March 2018	Year ended 31st March 2017
i)	Construction Expenses	1,54,37,58,118	34,13,30,814
ii)	Project Management Fees	10,30,76,040	4,22,59,139
iii)	Detailed Project / Feasibility Report Fees	7,92,58,347	16,56,78,271
TOTAL		1,72,60,92,505	54,92,68,224

Note 18 : Employee Benefit Expenses

Sr. No.	Particulars	Year ended 31st March 2018	Year ended 31st March 2017
i)	Salary & Allowance to Employees	2,12,93,736	32,39,477
ii)	Provident Fund Contribution	11,65,787	2,78,144
iii)	Entertainment Expenses	-	75,870
iv)	Staff Welfare	11,918	67,246
v)	Telephone Assistant & Dak Khalasis Expense	5,39,334	1,28,245
vi)	Gratuity	3,42,090	1,24,202
vii)	Pension	12,25,477	32,047
viii)	Leave Encashment	1,71,994	2,34,787
ix)	Composite Transfer Grant	2,92,338	-
x)	Foreign Service Contribution	6,97,929	-
xi)	Performance Related Pay	71,54,840	-
xii)	Outsourced Staff Salary	55,14,328	19,58,451
TOTAL		3,84,09,771	61,38,469



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INDIAN PORT RAIL CORPORATION LIMITED Notes to the financial statements for the Year ended 31st March 2018

Note 19 : Other Expenses

Sr.No.	Particulars	Year ended 31st March 2018	Year ended 31st March 2017
i)	Payment to Auditors		
	Statutory Audit Fees	1,50,000	1,00,000
	Tax Audit Fees	50,000	40,000
		2,00,000	1,40,000
ii)	Application Fees	11,80,000	-
iii)	Rates & Taxes	68,33,988	10,00,000
iv)	Lodging & Boarding Expense	16,23,385	-
v)	Office Expenses	9,35,977	3,26,601
vi)	Rent	60,43,088	23,88,614
vii)	Electricity	2,43,319	1,84,227
viii)	Repairs & Maintainance	7,23,725	7,43,974
ix)	Legal & Professional	94,72,722	71,75,186
x)	Travelling & Conveyance	87,40,687	39,78,231
xi)	Printing & Stationary	9,28,210	3,54,426
xii)	Telephone & Internet	5,50,433	2,63,173
xiii)	Advertisement	35,68,346	17,61,500
xiv)	Business Promotion	6,49,758	7,59,459
xv)	Bank Charges	14,580	5,436
xiv)	Interest On Service Tax	1,118	5,079
xv)	Interest On TDS	1,49,040	4,38,710
xvi)	Miscellneous Expense	14,72,367	80,840
xvii)	Preliminary Expenses w/off	58,98,342	58,98,342
TOTAL		4,92,29,084	2,55,03,798

Note 20 : Earning Per Share

Sr. No.	Particulars	Year ended 31st March 2018	Year ended 31st March 2017
i)	Profit as per Statement of Profit & Loss (A)	13,16,22,236	8,53,98,612
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)}		1.32	0.85



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NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

Note 21

Amendment of Accounts

The original financial statements of the Company for the financial year ended 31st March, 2018 were audited & approved by the Audit Committee and the Board of Directors of the Company in their respective meetings held on 27th June, 2018. The Statutory Auditors had also provided their audit report on these financials. Further these audited financials were provided by the company to the Comptroller & Auditor General (C & AG) of India under Section 139 of the Companies Act, 2013 to conduct the supplementary audit.

Post the approval of the accounts, it was discovered that during the previous year 2017-18, two invoices totalling to Rs. 7,57,24,127 (Gross of GST) were issued erroneously & accordingly excess revenue of Rs. 6,41,72,989 was booked, which needed to be reversed, since the same was not in sync with the actual progress of work at the JNPT & Kandla port.

Accordingly, in the amended accounts for the year ended 31st March, 2018 the company has reversed the revenue of Rs. 6,41,72,989 and the corresponding GST liability by issuing credit notes to the ports & made the necessary adjustments in the advances received from the ports.

Further, the provision of tax has also been revised in tune with the reduction in earnings due to the above mentioned reversal of revenue.

These accounts are to be considered to be final accounts of the company for the financial year ended 31st March, 2018 & the original accounts signed & approved by the Board in its meeting held on 27th June, 2018 shall stand withdrawn on the approval of these accounts.

Note 22

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 coordinator & a consultant for bringing in best practices in areas of IT, processes, systems and other areas related to evacuation of cargo.

Thus the company only acts as a consultant and does not undertake any construction activities which it sub contracts to other vendors. The company does not earn any margin on such subcontracting of construction activity.

Therefor the construction revenue billed to the ports & shown in the financials is the same as the construction expenses charged by the subcontractors.



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Note 23

The Company has not earned any income in Foreign Currency during the financial year ended 31st March, 2018 (P.Y. NIL)

Note 24

The Company has not incurred any expenditure in Foreign Currency during the financial year ended 31st March, 2018 (P.Y. ₹ 13,845)

Note 25

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 26

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 27

Operating Lease

The Company has taken various office premises & staff quarters on leave & license basis from Mumbai Port Trust. These lease agreements are for an indefinite period & can be cancelled at the option Company or the Lessor. The lease rental payments recognized in the current year is ₹ 60,43,088 (P.Y. ₹ 23,88,614)

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 w.e.f 09-05-2016.
- Sh. Anil Kumar Gupta appointed as Whole time Director w.e.f. 25-01-2018.
- Sh. Ravjit Singh Arneja appointed as Whole time Director w.e.f. 08-11-2017 and as Chief Finance Officer w.e.f. 20-12-2017.

Sh. Amaresh Pradhan (Company Secretary) w.e.f 01.09.2016



(II) Transactions during the year with related parties:

Particulars	F.Y. 2017-18	F.Y. 2016-17
Remuneration Paid to		
Anoop Kumar Agrawal	40,74,817	23,69,405
Anil Kumar Gupta	6,61,581	-
Ravjit Singh Arneja	15,05,871	-
Amaresh Pradhan	14,92,402	6,21,240

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 ` 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.

Note 29

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

(a) Defined Contribution Plans

In current year ` 11,65,787/- (Previous Year ` 2,78,144/-) 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 ` 5,33,514 (P.Y. ` 2,16,234)

(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.



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Amount recognized in balance sheet	31/03/2018	31/03/2017
Fair value of plan assets	-	-
Present value of obligations	466,292	124,202
(Liability) recognized in balance sheet	(466,292)	(3,943,007)

Movement in present value of defined benefit obligation	31/03/2018	31/03/2017
Defined benefit obligation at 1st April	124,202	-
Current service cost	142,732	124,202
Interest Cost	8,508	-
Benefits Paid	-	-
Actuarial (gains)/ losses recognized in the year	190,850	-
Defined benefit obligation at 31st march	466,292	124,202

Expense recognized in the Statement of Profit & Loss account	31/03/2018	31/03/2017
Current Service Cost	142,732	124,202
Interest Cost	8,508	-
Net Actuarial Gain/(Loss) recognized for the period	190,850	-
Total Included in 'employee benefits'	342,090	124,202

Actuarial assumptions	31/03/2018	31/03/2017
Mortality	IALM(2006-08) Ult.	IALM(2006-08) Ult.
Discount Rate	7.87%	6.85%
Expected salary increase rate	6%	7%
Attrition Rate	0.50%	1% to 5%

Note 30

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 ` 48,63,288/- (Previous Year ` 89,68,000/-) (Net of Advances)

Note 31

Segment Reporting

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







and 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 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

Contingent liability

- a) Property tax amounting ₹ 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 outgoings 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 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 ₹ 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 ₹ 44,23,888/- has been considered as a contingent liability.
- c) During the year, the company has claimed GST input on certain invoices received from vendors on which either the Company's GSTIN was not quoted or the invoices were dated prior to the registration obtained by the company in the certain states. In view of this, there may be disallowances in the GST input credit & a corresponding liability may arise.



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Note 34

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. 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.

Other expenses include ` NIL spent towards various schemes of Corporate Social Responsibility.

- (i) Gross Amount required to be spent by the company during the year is ` 8,86,553.
- (ii) Amount spend during the year is NIL.

Note 35

Previous year figure has been regrouped and rearranged wherever necessary.

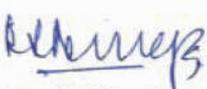
As per our report of even date
For Jayesh Dadia & Associates LLP
Chartered Accountants
(FRN: 121142W/W100122)


Rahil Dadia
Partner
Membership No: 143181




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

For and on behalf of the Board of Directors
of Indian Port Rail Corporation Limited

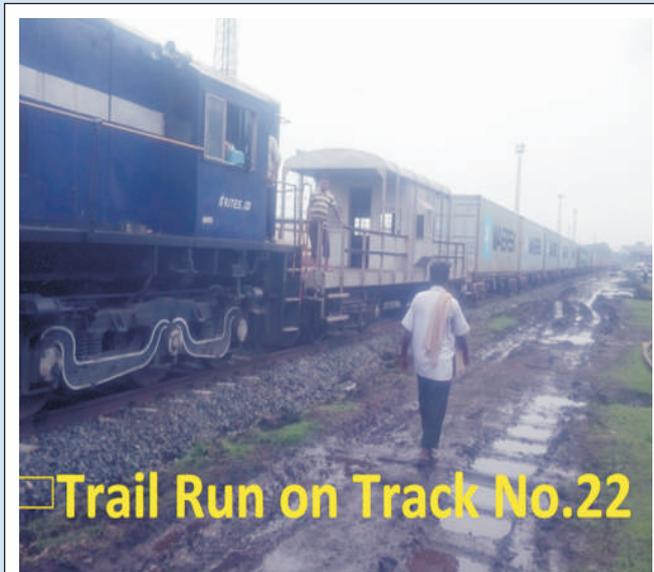

Ravjit Singh Arneja
(Director cum CFO)
(DIN : 07996211)




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

Place : New Delhi
Dated : 04.09.2018

Upgrading of Track at Kolkata Port Trust



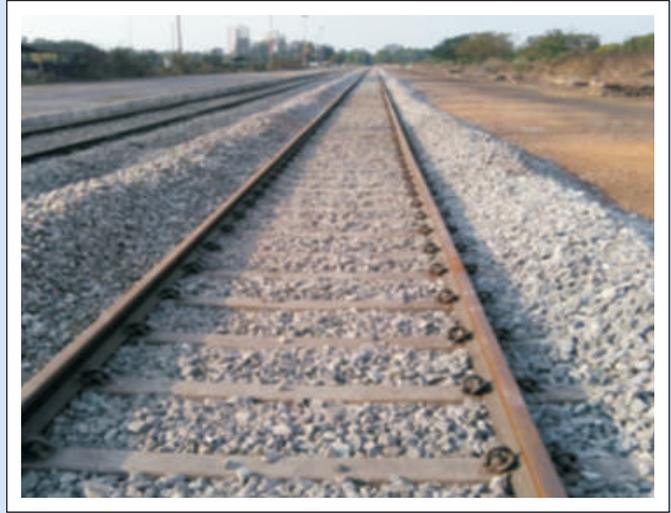
Laying of New Track & Paving Block at Chennai Port Trust



Rail Connectivity to 4th Terminal being Developed by BMCTPL at JNPT



Railway Line Work at New Mangalore Port Trust



2nd Annual General Meeting of the Company held on 22/09/2017 at New Delhi, Chaired by Shri Ravikant



Indore Manmad Project Meeting held on 14/11/2017 at New Delhi



Review Meeting Conducted by the Chairman Shri Gopal Krishna at Mumbai Corporate Office



Workshop on Development of Ropeways held on 12th & 13th February, 2018





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.

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Website : www.iprcl.org



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PORT-LED PROSPERITY