



“INDIAN PORT RAIL & ROPEWAY CORPORATION LIMITED”

Corporate Social Responsibility Policy (‘CSR’):

Table of Contents:

1. Background
 2. Definitions
 3. Objective and Scope
 4. Implementation of CSR
 - a. allocation of fund
 - b. Constitution of CSR committee
 - c. Role of CSR Committee
 - d. Meeting of CSR Committee
 5. Reporting procedure
 6. Monitoring and evaluation
 7. Amendment
 8. Removal of Difficulties
- Annexure

1. Background:

CSR in India has traditionally been seen as a philanthropic activity. The new CSR provisions put formal and greater responsibility on companies to set out clear framework and process to ensure strict compliance.

The new Companies Act 2013 (hereinafter referred to as ‘the Act’), has introduced the idea of CSR to the forefront and through its “Comply-or-Explain” mandate. It mandates qualifying companies to constitute Corporate Social Responsibility Committee to effectively monitor CSR activities of the Company. Further the Companies (Corporate Social Responsibility Policy) Rules, 2014 (hereinafter referred to as “CSR Rules”) lays down the framework and modalities of carrying out CSR activities which are specified in Schedule VII of the Act.

2. Definitions:

“**Board**” means the Board of Directors of the Company.

“**Company**” means ‘**INDIAN PORT RAIL & ROPEWAY CORPORATION LIMITED**’

“**CSR Activities**” means the activities which are undertaken or to which allocation is made by the Company under this CSR Policy, as amended from time to time.

“**CSR Committee**” means the Corporate Social Responsibility Committee of the Board of Directors of the Company.

“**CSR Policy**” means this Corporate Social Responsibility policy of **INDIAN PORT RAIL & ROPEWAY CORPORATION LIMITED, as amended from time to time.**



“**CSR provisions**” means the regulatory provisions governing the CSR activities including the relevant section, rules and schedule under the Companies Act, 2013 or any other act or law as is applicable from time to time.

3. Objective and Scope:

Essentially, CSR, which is deliberate inclusion of public interest into corporate decision making by undertaking different projects for development of society, has the potential of contributing significantly in the long run to socio-economic growth in the backward regions and other sections of the society. The emerging concept of CSR goes beyond charity and requires the Company to act beyond its legal obligations and to integrate social, environmental and ethical concerns into the Company's business process.

To attain its CSR objectives in a professional and integrated manner, followings are the activities which shall be carried out by the Company, in accordance with the provisions of Section 135 of the Companies Act, 2013 (hereinafter referred to as "the Act"), Schedule VII of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 (hereinafter referred to as "the Rules"):

- a. Eradicating hunger, poverty and malnutrition, promoting healthcare including preventive health care and sanitation including contribution to the Swachh Bharat Kosh set up by the Central Government for the promotion of sanitation and making available safe drinking water;
- b. Promoting education, including special education and employment enhancing vocational skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;
- c. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facility for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- d. Ensuring environmental sustainability ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set up by Central Government for rejuvenation of river Ganga.
- e. Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art, setting up public libraries; promotions and development of traditional arts and handicrafts;
- f. Measures for the benefit of armed forces veterans, war widows and their dependents Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans and their dependents including widows;
- g. Training to promote rural sports, nationally recognized sports, Paralympics sports and Olympics Sports;
- h. Contribution to the Prime Minister's National Relief Fund or Prime Minister's Citizen Assistance and Relief in Emergency situations Fund (PM Cares Fund) or any other fund set up by the Central Government for socio-economic development and relief and welfare of the scheduled castes, the scheduled tribes, other backward classes, minorities and women;



- i. (a) Contribution to incubators or research and development projects in field of science, technology, engineering, medicine, funded by Central Government or State Government or Public Sector Undertaking or any agency of Central Government or State Government located within academic institutions which are approved by the Central Government or State Government and
(b) Contribution to public funded Universities; Indian Institute of Technology(IITs); National Laboratories and autonomous bodies established under Department of Atomic Energy (DAE); Department of Biotechnology (DBT); Department of Science and Technology (DST); Department of Pharmaceuticals; Ministry of Ayurveda, Yoga and Naturopathy, Unani, Siddha and Homoeopathy (AYUSH); Ministry of Electronics and Information Technology and other bodies, namely Defense Research and Development Organisation (DRDO); Indian Council of Agricultural Research (ICAR); Indian Council of Medical Research (ICMR) and Council of Scientific and Industrial Research (CSIR), engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs).]
- j. Rural development projects;
- k. Slum area development.
- l. Disaster management, including relief, rehabilitation and reconstruction activities.

Any other project, welfare activity in line with the aims and objectives specified above and within the ambit of the provisions of Section 135 of the Act read with the Rules, and duly approved by the Board of Directors of the Company;

The Company shall not make any allocations to or undertake any CSR activities, programs or projects which are:

- For the benefit of any particular political party, front or ideology.
- For the benefit of any particular religion, religious belief or religious sector.
- For the benefit of any particular caste or community.
- For the sole benefit of employees of the Company.

Also, the Company shall not make any allocations to or undertake any CSR activities which are outside the scope of the CSR provisions, especially schedule VII of the Companies Act, 2013.

4. Implementation of CSR:

Committee so appointed by the Board of directors of the Company shall monitor and ensure undertaking of activities as planned in accordance with this policy for the community at large. The activities would be taken up in a project mode with milestones and deadlines.

a. Allocation of fund:

The Company shall spend in every financial year at least 2% of the average net profits of the Company made during the three immediately preceding financial years in accordance with the provisions of sub section (5) of section 135 of the Act.



The CSR Committee will be responsible for monitoring and supervision of utilization of funds in accordance with the applicable provisions of the Act read with the Rules, towards the projects/ activities identified under this CSR policy.

If the amount transferred remains unutilized, it will not lapse and will be carried over to the next year which will accumulate in non-lapsable pool;

Allocation to CSR Fund can be increased on the recommendation of the CSR Committee and with the approval of the Board of Directors of the Company.

b. Constitution of CSR Committee:

The members of the CSR Committee shall be appointed by the Board from amongst the Directors of the Company and shall consist of at least three Directors;

The members of CSR Committee shall appoint amongst themselves a chairman of the CSR Committee (the "Chairman");

The Board shall regularly review the membership of the CSR Committee. Any vacancy to the CSR Committee shall be filled by the Board.

c. Role of CSR Committee:

- i. Formulation, development, amendment in policy framework and broad guidelines for selection of the projects, planning, budget execution and monitoring;
- ii. Selection of a project in accordance with policy framework and guidelines, prepare a project report along with estimated cost and send for the approval of Board;
- iii. Formulation of strategies for efficient implementation along with other stakeholders like civil society and implement the project as per guidelines;
- iv. Supervision, coordination and implementation of CSR activities/ projects;
- v. Compilation of information and preparation of regular/ annual reports etc.;
- vi. To coordinate with various other departments for exchange of information for promotion of CSR activities and ensure harmony in activities by different agencies;
- vii. Submit quarterly and annual statements of physical and financial progress to the Board;
- viii. To consider and approve the projects for CSR activities and submit annual budgetary allocation among various projects;
- ix. To arrange workshops, training etc. to sensitize the staff for better implementation of the policy;
- x. To keep up-dated CSR policy including the changes/ clarifications suggested/issued by the Ministry of Corporate Affairs and other government agencies;

d. Meeting of CSR Committee



Meetings shall be held at such times as the CSR Committee deems appropriate, and in any event shall be held not less than twice a year.

Quorum for the meeting of CSR Committee shall be minimum of two members. A duly convened meeting of the CSR Committee at which requisite quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the CSR Committee.

No one other than the members of CSR Committee are entitled to attend, be present or vote at a meeting of the CSR Committee. Other Department Heads or any other member of senior management of the Company may be called upon to attend the said meeting with prior permission of the Chairman of CSR Committee or shall be able to express views at any meeting of the CSR Committee.

The CSR Committee is authorised by the Board to investigate any matter within its terms of reference at the expense of the Company. It is authorised to seek any information that it requires from any employee/ officer in order to perform its duties and all employees/ officers are directed to cooperate with any requests so made by the CSR Committee.

The CSR Committee is authorised by the Board to obtain external professional advice at the expense of the Company, wherever deemed necessary and to secure the attendance of third parties with relevant experience and expertise at meetings of the CSR Committee if it considers this necessary.

5. Reporting Procedure:

The CSR Committee shall:

- a. Report to the Board on the proceedings of each meeting held by the Committee on all matters within the scope of its duties and responsibilities;
- b. Make necessary recommendations to the Board whenever it deems appropriate on any area within its ambit where action or improvement is required;
- c. Report on its responsibilities and activities during the year in a CSR Report to be published at the same time as the Company's annual report and accounts;
- d. Include in the Annual Report about the implementation of CSR activities including physical and financial process.
- e. Reflect the CSR activities in the annual accounts of the Company under the head 'Expenditure under CSR Activities'.
- f. Disclose/ display the contents of this CSR policy on the website of the Company.

6. Monitoring and evaluation:

The impact of the CSR activities undertaken should be quantified to the extent possible with reference to baseline data, to be created before the start of any project. Therefore, base-line surveys would be an integral part of CSR programme so that progress can be measured. Photographic record may be maintained wherever possible.



For proper and periodic monitoring of CSR activities, if considered necessary, the programmes undertaken under CSR policy may be evaluated through a suitable independent external agency and the evaluation should be both concurrent and final.

7. Amendment:

This policy will be reviewed regularly and may be altered from time to time in light of legislative changes or other prevailing circumstances. Any modification/amendment to the terms of reference under this CSR policy may be carried out by members of CSR Committee with the approval of the Board.

8. Removal of Difficulties:

Any term not defined in the CSR Policy shall have the meaning ascribed to it under any of the CSR Provisions.

The Board shall have power to amend / modify any of the clauses of the CSR Policy and they may do so either at a Board Meeting or by way of a Circular Resolution.

The interpretation of any of the terms / clauses etc. of the CSR Policy shall rest with the CSR Committee and / or the Director/Company Secretary.



The Annual Report on CSR Activities to be Included in the Board's Report for Financial Year 2023-24

1. Brief outline on CSR Policy of the Company.

The Corporate Social Responsibility Policy of the Corporation is as per Section 135 of the Companies Act 2013 read with Companies (Corporate Social Responsibility) Rules, 2014 and such other rules, regulations, circulars, and notifications as may be applicable and as amended from time to time. CSR Policy was duly approved by the Board of Directors (BoD) of the Company in November 2018. The CSR and Sustainability activities are being implemented to meet the following broad objectives underlined in the Policy:

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

2. Composition of CSR Committee:

The Board of Directors in its 32nd Meeting held on 23rd March 2022 was informed that vide the Companies (Amendment) Act 2020, a new subsection (9) is inserted in section 135 of the Companies Act, 2013. The new subsection states that where the amount to be spent by a company under sub-section (5) does not exceed Rs. 50 lakhs, the requirement under subsection (1) for constitution of Corporate Social Responsibility Committee shall not be applicable and the function of such Committee provided under this section shall, in such case, be discharged by the Board of Directors of such company. It was also informed to the Board that the projected CSR expenditure may not exceed Rs. 50 Lakh in coming FYs.

In view of the above amendment and CSR expenditure of the company, the Board of Directors of the Company accorded their consent to dissolve the existing Corporate Social Responsibility Committee with immediate effect and all functions of the Committee will be discharged by the Board of Directors of the Company.

However, the CSR Committee was reconstituted during 40th Board Meeting held on 21.03.2024 as below:

1. CA Satya Prakash Mangal, Independent Director- Chairman
2. Shri Anang Pal Malik, Director (Works), IPRCL – Member
3. Shri Haranadh Lakshmi Polamraju, Chairman, Paradip Port Authority - Member

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company. www.iprcl.in

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report). **Not applicable** (Mandatory for company having average CSR obligation of ten crore rupees or more)

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

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
1	2021-22	13.33 Lakh	-
2	2022-23	NIL	NIL

CSR Policy



3	2023-24	NIL	NIL
	Total	NIL	NIL

6. Average net profit of the company as per section 135(5). **Rs. 23,68,11,281**

7. (a) Two percent of average net profit of the company as per section 135(5): **Rs. 47,36,226**

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. NIL

(c) Amount required to be set off for the financial year, if any NIL

(d) Total CSR obligation for the financial year (7a+7b-7c). **Rs. 47,36,226**

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

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
Rs. 47,36,226	-	-	Swatch Bharat Kosh	Rs. 47,36,226	26.03.2024

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Project duration.	Amount allocated for the project (in Rs.).	Amount spent in the current financial Year (in Rs.).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
				State.	District.						Name	CSR Registration number.
1.	NIL	-	-	-	-	-	-	-	-	-	-	-
	Total											

(c) Details of CSR amount spent against **other than ongoing projects** for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the	Local area (Yes/No).	Location of the project.		Amount spent for the project (in Rs.).	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency. CSR Policy	
				State.	District.			Name.	CSR



		Act.						registration number.
1.	Swachh Bharat Kosh	Item (i) of schedule VII of the Act.	No	Pan India	Rs. 47,36,226	Yes	-	-
	Total				Rs. 47,36,226			

(d) Amount spent in Administrative Overheads: NIL

(e) Amount spent on Impact Assessment, if applicable: NIL

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): **Rs. 47,36,226**

(g) Excess amount for set off, if any

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	Rs. 47,36,226
(ii)	Total amount spent for the Financial Year	Rs. 47,36,226
(iii)	Excess amount spent for the financial year [(ii)-(i)]	NIL
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NIL

9. (a) Details of Unspent CSR amount for the preceding three financial years: NIL

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs.)	Date of transfer.	
1.	2020-21						
2.	2021-22						
3.	2022-23						
	Total						

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): NIL

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
-----	-----	-----	-----	-----	-----	-----	-----	-----

CSR POLICY



Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in Rs.).	Amount spent on the project in the reporting Financial Year (in Rs.).	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project - Completed /Ongoing.
1								
2								
3								
	Total							

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (**asset-wise details**). **NIL**

- Date of creation or acquisition of the capital asset(s).
- Amount of CSR spent for creation or acquisition of capital asset.
- Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
- Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). Not Applicable

S/d Directors (Works)	S/d Chairman CSR Committee.
--------------------------	--------------------------------