

► Annual Report on CSR Activities for FY:2023-24

1. Brief outline on CSR Policy of the Company.

BRIDGE AND ROOF CO. (INDIA) LTD. **CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY**

1. VISION

The Company's vision is to consistently demonstrate leadership amongst its peers in the construction sector in carrying out its operations in an economically, socially and sustainable manner, that is transparent and ethical, keeping in mind the larger interest of the communities.

2. MISSION

B AND R shall strive to integrate social and environment concerns in its business processes and work towards providing the best possible solutions for sustainable developmental needs of the society.

3. OBJECTIVES

The objectives of the CSR policy are:

- 3.1. The approach and direction given by the Board of the Company, taking into account the recommendations of the Board Level CSR committee.
- 3.2. To define the guiding principles for selection, implementation and monitoring of CSR activities to be undertaken as specified in Schedule VII referred to under section 135 of the Companies Act, 2013 and Companies (CSR Policy) Rules 2014 and amendments thereof.
- 3.3. Formulation of the Annual Action Plan for CSR activities.
- 3.4. Spreading awareness amongst employees about the Company's CSR Policy, Programmes and initiatives.
- 3.5. Promoting the cause of Sustainable Development and giving due attention to social and environmental aspects and their impacts in all its activities including the feasibility studies.
- 3.6. Engagement with stakeholders in undertaking CSR activities.

4. CSR ORGANIZATION STRUCTURE

B AND R shall have a two-tier organizational structure for planning, implementing and monitoring the CSR activities of the Company.

4.1. Board Level CSR Committee

- 4.1.1. Board Level CSR Committee is headed by an Independent Director and has been constituted as per Section 135 of the Companies Act, 2013, to oversee the implementation of CSR Policy and to assist the Board of Directors to formulate suitable policies and strategies in this regard.
- 4.1.2. Reconstitution of the Committee is within the purview of the Board of Directors.
- 4.1.3. The composition of this committee shall be :
 - ✓ Independent Director : Chairperson
 - ✓ Other Independent Directors : Member
 - ✓ Director (Project Management) : Member
 - ✓ Director (Finance) : Member
 - ✓ Government Nominee Director : Member

4.1.4. The Board Level CSR Committee shall formulate and recommend to the Company's Board of Directors the following for approval:

4.1.4.1. CSR Policy

4.1.4.2. Annual Action Plan in pursuance of its CSR Policy, which shall include the following namely;

- The list of CSR activities to be undertaken by the Company as specified in Schedule VII of the Companies Act;
- The manner of execution of such activities;
- The modalities of utilisation of funds and implementation schedules for the projects or activities;
- Monitoring and reporting mechanism for the activities; and
- Details of need and impact assessment, if any, for the projects undertaken by the Company

4.2. Below Board Level CSR Committee

4.2.1. The Board Level CSR Committee is supported by a Below Board Level CSR Committee.

4.2.2. The Below Board Level CSR Committee is headed by a senior executive of B AND R designated as Nodal Officer and comprising of other B AND R officials.

4.2.3. The committee will coordinate and implement the CSR initiatives of the Company as per the Company's CSR Policy, Section 135 of Companies Act, Companies (CSR Policy) Rules 2014 and amendments thereof.

5. KEY FOCUS AREAS

Activities will be undertaken as specified in Schedule VII referred to under Section 135 of the Companies Act, 2013 and Companies (CSR Policy) Rules 2014 and amendments thereof further elaborated by the Ministry of Corporate Affairs; guidelines issued by Department of Public Enterprises from time to time, either directly or through funding of such activities. The Company envisages the following as its key areas in CSR activities:

5.1 Priority will be given to activities in line with the Common CSR Theme.

5.2 Activities which benefit communities such as Swachhta, Education, Healthcare, etc

5.3 To provide for Vocational Training and Skill Development for a gainful exposure in terms of employment in the engineering, construction and allied industry, as also towards better living with reduced assistance and independence.

6. SELECTION OF CSR ACTIVITIES

6.1 Location of activities:

Priority shall be given to the CSR activities which are aligned with national priorities. Also preference may be given to those activities which are located in and around the project locations of the Company, majority amongst them may preferably in aspirational districts, so as to connect with the people, environment and stakeholders closely impacted by its commercial operations. Besides, it is easier to mobilize the resources required for execution of CSR activities and ease of regular overseeing on the progress / performance of the activities.

6.2 Selection of activities shall be on the basis of the following:

The activity from amongst the items as specified in Schedule VII under section 135 of the Companies Act 2013 and its amendments thereof.

7. SELECTION OF AGENCIES FOR EXECUTING CSR ACTIVITIES

- 7.1. B AND R may undertake a CSR activity by itself.
- 7.2. A company may also collaborate with other companies for undertaking CSR activities or programs in such a manner that the CSR Committees of respective companies are in a position to report separately on such activities or programs in accordance with these rules.
- 7.3. The Company may engage an external implementing agency who must fulfil the following criteria:
 - 7.3.1. The organization must be a company established under section 8 of the Act, or a registered trust or a registered society, established by the Central Government or State Government; or
An entity established under an Act of Parliament or a State legislature; or
A company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12 A and 80G of the Income Tax Act, 1961, and having an established track record of at least three years in undertaking similar activities.
 - 7.3.2. The external implementing agency must be registered with the Central Government by filing the form CSR-1 through Ministry of Corporate Affairs (MCA).
 - 7.3.3. The agency need to have experience in execution of activities of similar nature during the last three years.
 - 7.3.4. Annual accounts of the firm must be audited.
 - 7.3.5. Preference shall be given to the agencies having experience in working with Govt. agencies and other PSUs.

8. FINANCIAL BUDGET AND EXPENDITURE CONTROL

- 8.1. Prescribed CSR Expenditure is 2% of the average net profit of the last three financial years or any part thereof. Average net profit shall be calculated in accordance with Section 198 of Companies Act 2013.
- 8.2. The CSR Budget has to be approved by the Board of Directors.
- 8.3. If the company fails to spend the prescribed amount, the reasons for not spending shall be specified in its Annual Report. Such unspent amount, if any, will be dealt in the following manner:
 - 8.3.1. Unspent amount pertaining to 'ongoing projects' : To 'Unspent CSR Account' within 30 days from the end of the financial year
 - 8.3.2. Unspent amount pertaining to 'other than ongoing projects' : To any fund included in Schedule VII within a period of 6 months from the end of the financial year
- 8.4. Any surplus arising out of the CSR activities shall not form part of the business profit of a company and shall be ploughed back into the same project or shall be transferred to the Unspent CSR Account and spent in pursuance of CSR policy and annual action plan of the company or transfer such surplus amount to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year.
- 8.5. Where company spends an amount in excess of requirement, such excess amount may be set off against the requirement to spend up to immediate succeeding three financial years.
- 8.6. The expenditure incurred on baseline survey / need assessment study, on capacity building programs such as training, workshops, seminars, conferences, etc. and on corporate communication strategies for engagement of all stakeholders, whether internal or external, to implement the CSR agenda of a Company, would be accounted for as CSR expenditure from the budget allocated and limits prescribed for this purpose and would also be included in Administrative Overhead Expenses. However, Administrative Overheads shall not exceed five percent of total CSR expenditure for the financial year.

9. IMPLEMENTATION AND MONITORING OF CSR ACTIVITIES

- 9.1. The Below Board Level CSR Committee shall scrutinize all CSR project proposals received and validate the physical and financial viability keeping in mind the benefit to the intended target.
- 9.2. The selected project and fund allocation shall be put up to the Board Level CSR Committee for their onward recommendation to the Board of Directors for their approval.
- 9.3. Once the CSR activities are approved, the Below Board Level CSR Committee shall ensure the following :-
 - 9.3.1. Technical and Financial appraisal of the project especially the cost estimates.
 - 9.3.2. Clarity on definition of project milestones and their measurability, especially approvals and clearances from the competent authority.
 - 9.3.3. Time chart / project schedules and funding requirements for each stage.
 - 9.3.4. Payment terms.
 - 9.3.5. Memorandum of Understanding signed with the implementation agency should detail the roles and responsibilities of the agency and B AND R and any other party.
 - 9.3.6. Project Documentation
- 9.4. Monitoring of the CSR Activities:
 - 9.4.1. The Below Board Level CSR Committee shall monitor the CSR Activity performance / progress through periodical site visits / progress reports submitted by B AND R Official / Implementation agency.
 - 9.4.2. The Below Board Level CSR Committee shall submit quarterly reports to Board Level CSR Committee who shall apprise the progress / performance of Company's CSR activities to the Board of Directors as and when required.

10. REPORTING OF CSR ACTIVITIES

- 10.1. The CSR initiatives shall be published in the Company's Annual Report as a mandatory disclosure to the shareholders of the Company and society at large. The format for Annual Report on CSR Activities will be in accordance with Section 135 of Companies Act, 2013.
- 10.2. The Composition of the CSR Committee, CSR Policy and Projects approved by the Board shall be uploaded on the Company's website and updated regularly in accordance with Section 135 of Companies Act, 2013:

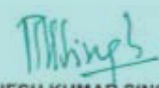
11. IMPACT ASSESSMENT

If required in accordance with Section 135 of Companies Act, 2013, in order to determine the degree of success and effectiveness of the Company's CSR initiatives, an impact assessment may be carried out after the project is completed and expiry of necessary minimum gestation period (period for impact to be felt). A survey may be conducted for mega activities to assess the impact of CSR project in terms of social, economic and environmental benefits accrued to the intended beneficiaries.

12. EVALUATION AND REPORTING BY INDEPENDENT EXTERNAL AGENCY :

Project shall be regularly monitored by B AND R's own personnel from Below Board Level CSR Committee to ensure that project progresses as per the plan. An independent agency shall be engaged for the Evaluation and Reporting of the activities.

Date : April 21, 2022


(RAJESH KUMAR SINGH)
CHAIRMAN AND MANAGING DIRECTOR

2. Composition of CSR Committee as on 31.03.2024:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Shri. Aashish Chaturvedi	Independent Director – Chairperson	3	3
2	Shri Nav Ratan Gupta	Director (Finance) – Member	3	3
3	Shri Ravi Kumar	Director (Project Management) – Member	3	3
4	Shri. A. K. Ghosh	Government Nominee Director – Member	3	2
5	Shri S. Krishna Kumar	Independent Director – Member	3	1

3. 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.

The Company's CSR committee composition, CSR Policy and CSR projects approved by the Board are available on the Company's website at <https://www.bridgeroof.co.in/CSR>.

4. 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).

Impact assessment of CSR projects is Not Applicable.

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

In pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, amount required for set off for the last three financial years:

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
1	2020-21	2,79,918.00	2,79,918.00
2	2021-22	15,77,860.00	15,77,860.00
3	2022-23	38,47,628.00	28,60,702.00
	Total	57,05,406.00	47,18,480.00

6. Average net profit of the company for last three financial years as per section 135(5).

Financial Years	Net Profit (₹ in Lakh)
2020-21	1234.63
2021-22	2918.73
2022-23	5474.36
Average Net Profit ₹ 3209.24 Lakh	

7. (a) Two percent of average net profit of the company as per section 135(5).

2% of Average Net Profit	₹ 64,18,480.00
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(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.
The surplus arising out of the CSR projects or programmes or activities of the previous financial years is NIL.

(c) Amount required to be set off for the financial year, if any
Amount required to be set off for the financial year is ₹ 47,18,480.00.

(d) Total CSR obligation for the financial year (7a+7b-7c).
Total CSR obligation for the financial year (7a+7b-7c) is ₹ 17,00,000.00

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

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second provision to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
64,18,480.00 *	NIL	NIL	NIL	NIL	NIL

*Note : Set Off from previous 3 financial years : ₹ 47,18,480.00

CSR Activities during FY:2023-24 : ₹ 17,00,000.00

Total Amount Spent during FY:2023-24: ₹ 64,18,480.00

(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 ₹).	Amount spent in the current financial year (in ₹).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹).	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency
1	Financial assistance for "Procurement of Mobile Dental Van related to Extension of Services of Malviya Dental Implant developed in Banaras Hindu University for Faculty of Dental Sciences, Institute of Medical Sciences in Aspirational Districts of Chandauli and Sonebhadra	Item (i) of Schedule VII - 'Promoting Health Care including Preventive Health Care'	Yes	Chandauli and Sonebhadra, Uttar Pradesh	2 Years	64,40,000	17,00,000	NIL	No	Faculty of Dental Sciences, Institute of Medical Sciences, Banaras Hindu University having CSR Registration Number - CSR00021745

(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 Act.	Local area (Yes / No)	Location of the project.	Amount spent for the project (in ₹)	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency
				State District			Name CSR Registration number
NIL							

(d) Amount spent in Administrative Overheads

The amount spent in Administrative Overheads is NIL.

(e) Amount spent on Impact Assessment, if applicable

The amount spent on Impact Assessment is NIL as it is not applicable.

(f) Total amount spent for the Financial Year (8b+8c+8d+8e)

The total amount spent for the Financial Year (8b+8c+8d+8e) is Rs. 64,18,480.00 *

*Note : Set Off from previous 3 financial years : ₹ 47,18,480.00

CSR Activities during FY:2023-24 : ₹ 17,00,000.00

Total Amount Spent during FY:2023-24: ₹ 64,18,480.00

(g) Excess amount for set off, if any

Sl. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the Company as per section 135(5)	64,18,480.00
(ii)	Total amount spent for the Financial Year	64,18,480.00
(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:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	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 ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
1	2020-21	NIL	86,84,338.00	PM Cares Fund	10,00,000.00	31.03.2021	NIL
2	2021-22	NIL	90,90,400.00	-	-	-	NIL
3	2022-23	NIL	99,22,268.00	-	-	-	NIL
	Total	NIL	2,76,97,006.00		10,00,000.00		NIL

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

1	2	3	4	5	6	7	8	9
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 ₹)	Amount spent on the project in the reporting Financial Year (in ₹)	Cumulative amount spent at the end of reporting Financial Year (in ₹)	Status of the project - Completed /Ongoing
1		Financial assistance for "Procurement of Mobile Dental Van related to Extension of Services of Malviya Dental Implant developed in Banaras Hindu University for Faculty of Dental Sciences, Institute of Medical Sciences in Aspirational Districts of Chandauli and Sonbhadra	2022-23	2 Years	64,40,000.00	17,00,000.00	64,40,000.00	Completed

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).

There is no creation or acquisition of capital asset through CSR spent in the financial year

(a) Date of creation or acquisition of the capital asset(s). Not Applicable

(b) Amount of CSR spent for creation or acquisition of capital asset. NIL

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc: Not Applicable

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Not Applicable

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).

Company has completely spent two per cent of the average net profit as per section 135(5).

Sd/-
(Chief Executive Officer or Managing Director or Director).

Sd/-
(Chairman CSR Committee).

Sd/-
[Person specified under clause (d) of sub-section (1) of section 380 of the Act] (Wherever applicable).