

Cimmco Birla Limited

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Annual Report 2004-2005

BOARD OF DIRECTORS

Sri Y N Bhargava

Sri J K Shukla

Sri B M Vijay

Sri J P Gupta

Executive Director

BANKERS

Central Bank of India

Bank of Baroda

Punjab & Sind Bank

UCO Bank

COMPANY SECRETARY

Sri Rishi Mathur

Assistant Secretary

AUDITORS

M/s Jain Pramod Jain & Co.

New Delhi

REGISTERED OFFICE

Birlanagar, Gwalior - 474 004

WORKS

Bharatpur Works

Bharatpur - 321 001

CORPORATE OFFICE

Indra Palace

3rd Floor

H - Block, Connaught Circus

New Delhi - 110 001

REGISTRARS &

SHARE TRANSFER AGENTS

MCS Limited

Sri Venkatesh Bhavan

W- 40, Okhla Industrial Area, Phase-II,

New Delhi - 110 020

NOTICE TO THE SHAREHOLDERS

By Order of the Board

Notice is hereby given that the Sixtieth Annual General Meeting of Cimmco Birla Limited will be held at the Registered Office of the Company at Birlanagar, Gwalior-474004, on Friday the 31st day of March, 2006 at 11.00 a. m. to transact the following business as:

1. To consider and adopt the Directors' Report and Audited Balance Sheet and Profit & Loss Account as at and for the Year ended June 30, 2005.
2. To appoint Director in place of Sri B M Vijay, who retires by rotation, and being eligible, offers himself for reappointment.
3. To appoint Auditors of the Company and to fix their remuneration.

SPECIAL BUSINESS

To consider, and if thought fit, to pass with or without modification(s), the following resolution.

4. AS A SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the Article 160 of the Articles of Association of the Company and provisions of Sections 198, 269, 309 & 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 as amended from time to time, the Company hereby approves, as recommended, subjects to conditions, by the Remuneration Committee of the Board, the appointment of Sri J P Gupta in the whole time employment of the Company whose office shall not be liable to retirement by rotation under the Companies Act, 1956 for a period of one year with effect from August 1, 2005 subject generally to the Rules as laid down by the Board, at a remuneration as detailed herein below by way of salary, perquisites and other allowances with liberty to either party to terminate the appointment on three months' notice in writing to the other, and be designated as an Executive Director."

(i) Salary : Rs 50,000/- & Special Allowance Rs. 10,000/- per month.

(ii) Housing : The expenditure by the Company on hiring unfurnished accommodation will be restricted to 60% of the salary. In case no accommodation is provided by the Company, he shall be entitled to House Rent Allowance not exceeding Rs. 25,000/- per month.

(iii) Perquisites/

- Benefits:
- (a) Reimbursement of medical/ medi - claim insurance expenses—As per Company Rules.
 - (b) Personal Accident Insurance.
 - (c) Leave Travel Concession – As per Company Rules.
 - (d) Expenditure incurred by the Company on Electricity & Water shall be valued as per Income Tax Rules, 1962.
 - (e) Car and Telephone at residence – As per Company Rules.
 - (f) Contribution to Provident Fund, Superannuation or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 - (g) Gratuity at the rate of 15 days' salary for each completed year of service at the end of the tenure, and
 - (h) Encashment of un-availed leave at the end of the tenure.

(iv) Minimum

Remuneration: Where in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid to Sri J P Gupta, as minimum remuneration within the limits specified in Part II Section II Para 1(C) of Schedule XIII (as amended from time to time) to the Companies Act, 1956 subject to necessary approvals. The item referred to in f), g) and h) shall not be included in the computation of limits of perquisites as mentioned iii) above in terms of Schedule XIII Part II Section II Para 2 to the Companies Act, 1956.

Registered Office:
Birlanagar, Gwalior-474004
Dated: January 31, 2006

Rishi Mathur
Assistant Secretary

Notes:

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- 2 The Proxy Form duly completed must reach the Registered Office of the Company not later than forty-eight hours before the time of holding the meeting.
- 3 Registrar of Companies, Gwalior, M.P. vide his letter dated November 29, 2005 approved u/s 166(1) of the Companies Act, 1956 to hold Annual General Meeting upto March 31, 2006, hence the Sixtieth Annual General Meeting is scheduled to be held on March 31, 2006.
- 4 The Register of Members and Share Transfer Books will remain closed from Wednesday, the March 22, 2006 to Friday, the March 31, 2006 (both days inclusive).
- 5 Member(s)/Investor(s) are advised to avail nomination facilities pursuant to Section 109A of the Companies Act, 1956.
- 6 Equity Shares of the Company are compulsorily to be traded in dematerialised form for all investors w.e.f October 30, 2000. Shareholders are therefore advised to dematerialise their shareholding to avoid inconvenience in future.
- 7 The Equity Shares of the Company are at present listed on the M. P. Stock Exchange, Indore & National Stock Exchange of India Ltd., Mumbai. Pursuant to Clause 38 of the Listing Agreement, payment of the Annual Listing Fee has been made to the above Stock Exchanges. Company has applied to delist its Equity Shares from the Stock Exchanges at Mumbai, Delhi and Calcutta in accordance with the guidelines issued by SEBI, confirmation regarding the same is yet to be received.
- 8 The company has made payment of Annual Custody Fee for the financial year 2005 - 06 to the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) based on the folio/ISIN positions as on March 31, 2005.
- 9 Members who continue to hold shares in physical form are requested to notify the change in their registered address, if any, alongwith the Pin Code number immediately to the Company's Registrars & Share Transfer Agents, MCS Limited, Sri Venkatesh Bhawan, W- 40, Okhla Industrial Area, Phase- II, New Delhi-110020 quoting their folio numbers. Members holding shares in dematerialised form are required to get their changes of address recorded with their Depository Participant.
- 10 Members holding shares in the same name(s) but under different Ledger Folios, are requested to apply for consolidation of such folios and send the relevant Share Certificate to the Company's Registrar & Share Transfer Agent (R&T Agent) at New Delhi as stated in Note No. 9 above for endorsement of the consolidated folio number.
- 11 In view of the amended provisions of section 205A of the Companies Act, 1956, we have approached the Bank to transfer the unclaimed dividend amount to the Investors Education and Protection Fund ("the fund") established by the Central Government in accordance with provision of section 205C of the Companies Act, 1956, for the financial years 1996-97 & 1997-98 on expiry of seven years from the date of transfer of the dividend to the Unpaid Dividend Account of the Company. However the Bank is not in a position to transfer the unclaimed dividend to the Investors Education and Protection Fund in the absence of the list of Shareholders, whose dividend remains unclaimed.
- 12 MEMBERS ATTENDING THE MEETING ARE REQUESTED TO COMPLETE THE ENCLOSED SLIP AND DELIVER THE SAME AT THE ENTRANCE OF THE MEETING HALL.
- 13 Members seeking any information on the accounts are requested to write to the Company at least ten days in advance so as to enable the Management to keep the information ready.
- 14 EXPLANATORY STATEMENT
(PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 / SEBI CODE OF CORPORATE GOVERNANCE

Item No. 2

Sri B M Vijay aged about 60 years, is a M. Com., DCL and FCS. He has rich experience of about 36 years in industry. Sri B M

Vijay does not hold any Directorship in other Companies. Sri B M Vijay is a Member of the Audit Committee, Shareholders/ Investors' Grievance Committee and Remuneration Committee. Except Sri B M Vijay, no other Director is interested in the resolution.

Item No. 4

Sri J P Gupta was appointed as a Whole-time Director of the Company designated as Director (Works) & President, Bharatpur Works with effect from August 1, 2000. Sri J P Gupta's term as Whole-time Director expired on July 31, 2005. The Board of Directors, as recommended by the Remuneration Committee, at their meeting held on July 29, 2005 had unanimously approved the re-appointment of Sri J P Gupta in the whole time employment of the Company whose office shall not be liable to retirement by rotation under the Companies Act, 1956 for a period of one year with effect from August 1, 2005 upto July 31, 2006 on payment of remuneration as proposed in the resolution with liberty to either party to terminate the appointment on three months' notice in writing to the other, and be designated as an Executive Director, subject to approval of the Shareholders in the Annual General Meeting of the Company and the Central Government in terms of provisions of Article of Association and the Companies Act, 1956.

The Company had filed an application to the Central Government in Form No. 25-A of the Companies (Central Governments) General Rules & Forms, 1956 for approval to the payment of remuneration to the said Whole-time Director. The Central Government vide its letter No.1/446/2005-CL. VII dated December 9, 2005 has conveyed its approval under section 269, 198(4)/309 & 637AA of the Companies Act, 1956, to the appointment of Sri J P Gupta as a Whole-time Director and designated as an Executive Director of the Company till ensuing Annual General Meeting with effect from August 1, 2005, on a total remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand only) per month (all inclusive). Accordingly, the payment of remuneration to Sri J.P.Gupta is restricted to a sum of Rs. 75,000/- per month (all inclusive).

Necessary fresh application shall be made to Central Government in due course for the payment of remuneration for the remaining tenure i.e from April 1, 2006 upto July 31, 2006.

The shareholders are informed that Sri J P Gupta in his long association with the Company as Directors (Works) and President, Bharatpur Works, has contributed immensely and particularly on matters relating to the Company's affairs.

In view of the above, the said appointment and payment of remuneration on the terms detailed in the text of the resolution are subject to the approval of the shareholders by way of a Special Resolution in Annual General Meeting of the Company.

Except, Sri J P Gupta, none of the other Directors of the Company is in any way concerned or interested in the resolution. In accordance with the requirements of Schedule XIII to the Companies Act, 1956, as amended, a statement providing the required information for the re-appointment and payment of remuneration to Sri J P Gupta is given below: -

I General Information:

1. Nature of Industry: The Company's business is primarily in Capital Goods Sector particularly in Wagon Building and Engineering & Project; however the Company is a 'sick industrial company' within the meaning of Section 3(1)(o) of Sick Industrial Companies (Special Provisions) Act, 1985 and all its operations remains suspended since November 2000.
2. Date or Expected date of commencement of commercial production: Exact date of commencement of commercial production is not readily available as both the divisions located at the Registered Office of the Company have since been closed permanently but commercial production is, however, stated to have commenced within a year of incorporation of the Company on September 8, 1943.
3. In case of new companies, expected date of commencement of activities as per projects approved by financial institutions appearing in the prospectus: Not Applicable.
4. Financial performance based on given indicators: The net loss as per audited Annual Accounts for the last three years was as follows:

Year	Net Loss (In Crores Rs.)
2001-02	37.52
2002-03	36.93
2003-04	48.36

5. Export performance and net foreign exchange collaborations: Nil
6. Foreign Investments or Collaborators, if any: Nil

II Information about appointee:

1. Background details: Sri J P Gupta aged about 66 years and having experience of over 40 years is a Science Graduate and Mechanical Engineer.

2. Past remuneration:

The following remuneration was paid to Sri J P Gupta in the year ended June 30, 2005;

Salary	Rs. 7,38,300/-
Contribution to Provident Fund	
& other funds	Rs. 72,000/-
Perquisites	Rs. 3,74,385/-
	Rs. 11,84,685/-
	Rs. 2,12,685/-
(Less) Excess Remuneration recovered	Rs. 9,72,000/-
Total	

* Excludes provision for Leave Encashment and Gratuity as the actuarial valuation is done on overall company basis.

3. Recognition or Awards: Nil
4. Job Profile and its Suitability: He has been in the employment of the Company since 1964 and was elevated from time to time and finally as President, Bharatpur Works. He was appointed in a whole-time capacity as Director (Works) & President, Bharatpur Works w.e.f August 1, 2000 and thereafter as an Executive Director w.e.f August 1, 2005 to discharge operational responsibilities for day-to-day activities of the Company, including duties and responsibilities of the Occupier, as may be entrusted to him, under the overall supervision, control and direction of the Board. In view of his vast experience & long association with the Company, he is eminently suitable to hold the position of Whole-time Director in the Company.
5. Remuneration proposed: As per details contained in the Notice for the Annual General Meeting.
6. Comparative remuneration in Industry Standards :The proposed remuneration is reasonable compared to the complexities and various issues involved in the Company and pay structure in similar Companies.
7. Any Pecuniary Relationship: Besides remuneration, Sri J P Gupta does not have any other pecuniary relationship with the Company.

III Other Information :

1. Reasons for loss or inadequate profit: The Company's operations stalled consequent to the Lockout at the plant at Bharatpur w.e.f November 13, 2000, which is still continuing, and thereafter suspension of operations at other locations including at project sites in view of freezing of bank accounts by consortium banks because of undue heavy financial exposure arising out of unwarranted encashment of bank guarantees amounting to Rs.38.68 Crores by CONCOR in October 2000 and subsequent cancellation of the contract on grounds of purported delay in gross violation of the stipulations in the contract. The situation triggered encashment of further Bank Guarantees and order cancellations by some other clients.
2. Steps taken/ proposed to be taken for improvement: The Company formulated an appropriate revival package in consultation with experts in the field and submitted the same to Operating Agency (OA) i.e. Industrial Development Bank of India (IDBI) within the stipulated time. This has been followed by meetings and discussions, and modifications as suggested by Operating Agency (OA). While Operating Agency (OA) was in principle agreeable to the Company's rehabilitation proposal, however the same was not acceptable to the consortium Bankers.
3. Projected Increase in productivity /profit: The scale and scope of future operations of the Company will depend upon finalization, approval of an acceptable revival plan under BIFR proceedings.

IV Disclosures: The Remuneration details are given in the proposed resolution and Corporate Governance Report.

By Order of the Board

Registered Office:
 Birlanagar, Gwalior-474004
 Dated: January 31, 2006

Rishi Mathur
 Assistant Secretary

DIRECTORS' REPORT TO THE SHAREHOLDERS

We present herewith our Annual Report together with Audited Accounts of your Company for the year ended June 30, 2005. Due to unavoidable circumstances, there is some delay in presenting this report. The Registrar of Companies, Gwalior, had allowed time for holding the Annual General Meeting by March 31, 2006.

As had been mentioned in our last report, at the hearing on August 21, 2002 after due process and consideration of the report of the Operating Agency (OA) i.e. Industrial Development Bank of India (IDBI), the Hon'ble Board for Industrial & Financial Reconstruction (BIFR) has declared the Company a Sick Industrial Company within the meaning of Section 3(1)(0) of the Sick Industrial Companies (Special Provision) Act 1985 (SICA). IDBI has been appointed as the OA under section 17(3) of SICA to invite proposals from the prospective investors, besides the Company, and to recommend appropriate revival package subject to viability of the operations of the Company for consideration of Hon'ble BIFR. An appropriate package for revival plan was formulated in consultation with experts in the field and submitted to IDBI (OA), which was followed by meetings and discussions. Further, certain modifications were also been incorporated in the package as suggested by OA. While Operating Agency (OA) was in principle agreeable to the Company's rehabilitation proposal, however the same was not acceptable to the consortium Bankers.

REVIEW OF KEY OPERATIONAL MATTERS

Members are aware that the Company's operations were stalled consequent to Lockout at the Plant at Bharatpur with effect from November 13, 2000 which is still continuing and thereafter suspension of operations at other locations including at project sites in view of freezing of banking operations by Consortium Banks because of undue heavy financial exposure arising out of unwarranted encashment of bank guarantees amounting to Rs.38.68 crores by Container Corporation of India Limited (CONCOR) in October 2000. As informed earlier, the Company, based on legal advice, has invoked Arbitration against CONCOR. The Hon'ble Arbitration Tribunal pronounced an Award on August 23, 2005 and directed as follows:

- Termination of Contract by CONCOR is justified
- Counter Claim made by CONCOR was rejected
- CONCOR to pay a total amount of Rs.1322.00 lacs along with interest @ 12% p.a. to the Company.

CONCOR has filed a petition and deposited a sum of Rs.19,75,77,375/- before the Hon'ble High Court of Delhi. The High Court, vide their order dated December 05, 2005, has directed the Registrar of the Court to deposit this amount in the name of the Registrar, Delhi High Court, New Delhi in Fixed Deposit with UCO Bank, Delhi High Court Branch, for a period of 91 days. However, as per legal advice, the Company has challenged part of the Award by filing objections u/s 34 of the Arbitration & Conciliation Act 1996 which is awaiting for hearing.

The Company has been operating with a skeleton staff and has made all possible efforts to recover amounts due from clients, Govt. Department Cuban debts recovery of Insurance claim and attending to various legal matters. Further, the management has put in particular efforts to allow removal of inventories from Bharatpur for sale, which in turn, would protect value of the same to the extent possible and allow recoveries to be made in favour of the Lenders as well as to meet employee liabilities; a sharing formula has been evolved in discussion with all the concerned and formal approval of the same has been received from Hon'ble BIFR for sale of current assets under the aegis of an Asset Sale Committee which has since been constituted and represented by the nominated officers from IDBI and Banks. However, the Hon'ble BIFR has also directed that the proceeds from such sale be applied for rehabilitation of the Company, if an acceptable scheme emerges, otherwise the current assets be shared by secured creditors who holds specific charge on such assets on pro rata basis.

FINANCIAL RESULTS

	Rs. Lacs
Operations yielded a	
Loss before Interest & Depreciation of	698.85
Add : Provision for Interest	5334.20
Depreciation	280.67
Provision for wealth tax	0.35
Income Tax for earlier years	0.73
Provision for fringe benefit tax	0.43
Net Loss	6315.23
Add :	
Loss brought forward from previous year	20844.80

Leaving a Balance of Loss Carried Forward of **27160.03**

The above accumulated losses include Rs. 18675.96 Lacs being interest provided after suspension of operations in conformity with the accounting policies.

In the absence of profits, no dividend is being recommended.

STATUTORY INFORMATION & OTHER MATTERS

Information as per requirements of the Companies Act, 1956, our report on Corporate Governance and the Management Discussion & Analysis Report forms a part of this Report and are annexed hereto. None of the employees were in receipt of such remuneration requiring disclosures as prescribed under the provisions of Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975. In respect of Fixed Deposits, 25 deposits involving Rs.19.94 lacs (almost wholly from other than small depositors) remained unpaid at the end of the year under review, except unclaimed deposits.

The Company duly submitted its quarterly results to the Stock Exchanges, but was unable to publish the same in newspapers, due to financial constraints.

DIRECTORS

Sri J P Gupta was appointed as a Whole-time Director of the Company designated as Director (Works) & President, Bharatpur Works with effect from August 1, 2000. Sri. J P Gupta's term as Whole-time Director expired on July 31, 2005. The Board of Directors, as recommended by the Remuneration Committee, at their meeting held on July 29, 2005 had unanimously approved the re-appointment of Sri J P Gupta in the whole time employment of the Company whose office shall not be liable to retirement by rotation under the Companies Act, 1956 for a period of one year with effect from August 1, 2005 upto July 31, 2006 on payment of remuneration as proposed in the resolution with liberty to either party to terminate the appointment on three months' notice in writing to the other, and be designated as an Executive Director, subject to approval of the Shareholders in the Annual General Meeting of the Company and the Central Government in terms of provisions of Article of Association and the Companies Act, 1956.

The Central Government vide its letter No.1/446/2005-CL. VII dated December 9, 2005 has conveyed its approval under section 269, 198(4)/309 & 637AA of the Companies Act, 1956, to the appointment of Sri J P Gupta as a Wholetime Director and designated as an Executive Director of the Company till ensuing Annual General Meeting with effect from August 1, 2005, on a total remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand only) per month (all inclusive). Accordingly, the payment of remuneration to Sri. J.P.Gupta is restricted to a sum of Rs. 75,000/- per month (all inclusive).

Necessary fresh application shall be made to Central Government in due course for the payment of remuneration for the remaining tenure i.e from April 1, 2006 upto July 31, 2006.

In view to affect the aforesaid appointment and pursuant to the provisions of Schedule XIII to the Companies Act, 1956 and

Clause 49 of the Listing Agreement with Stock Exchanges the Board had constituted a Remuneration Committee of the Company comprising of three Independent Directors viz., Sri Y. N. Bhargava, Sri. J K Shukla and Sri. B. M. Vijay, appointed as Members of the Remuneration Committee.

Sri B M Vijay, Director, retires by rotation and being eligible offers himself for re-election.

After close of the year Sri Prabhakar, resigned as Secretary of the Company and Sri Rishi Mathur was appointed as Secretary in his place.

Observations of the Auditors when read together with the relevant notes on accounts and accounting policies are self-explanatory and do not require any further comments.

As per our Governance practices, the management's statements on integrity and fair presentation of financial statements is provided to the Board as an integral part of accounts approval process. However, as per Section 217(2AA) of the Companies Act, 1956, the Directors indicate that (a) in preparation of the Annual Accounts the applicable accounting standard has been followed and proper explanations relating to material departure, if any, have been furnished; (b) such accounting policies were selected and applied consistently and judgment and estimates that are reasonable and prudent made so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit & loss of the Company for the period; (c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the Company's assets and for preventing and detecting frauds and other irregularities; (d) these accounts have been prepared on a Going Concern Basis. {See note 1 of Schedule 18 (note on Accounts & Accounting Policies) of Accounts}.

AUDITORS

M/s Jain Pramod Jain & Co., Chartered Accountants, New Delhi, retire as Auditors and being eligible offers themselves for re-appointment.

ACKNOWLEDGEMENTS

We would like to express our gratitude to, and look forward to the continuing cooperation and guidance of IDBI, other Institutions and Banks. We are grateful to our shareholders for their support, and creditors and depositors for their understanding in bearing with the Company. We are also thankful for the understanding of the employees of the Company who have been affected by the disruption of work, as above, and of the dedicated services being put in by the employees retained for services. We particularly wish to thank the State Government, local administration, and various Government Departments for their kind support and cooperation at all times.

For and on behalf of the Board

Place: New Delhi B. M. Vijay J. P. Gupta
Date: January 31, 2006 Director Executive Director

MANAGEMENT DISCUSSION & ANALYSIS REPORT

We are submitting the Management Discussion & Analysis Report on the businesses of the Company. We have attempted to include discussion on all specified matters to the extents relevant or within limits that in our opinion are imposed by the Company's own competitive position. During the year the Company continued to suffer heavily in view of prevalent state of affairs not warranting resumption of operations, stalled during 2000-01 consequent upon freezing of banking operations in view of substantially overshooting of banks' exposure arising out of unwarranted encashment of bank guarantees amounting

to Rs. 38.68 Crores followed by cancellation of order by Container Corporation of India Ltd., the situation triggering labour unrest at the factory at Bharatpur causing disruption in execution of other contracts, thereby leading to cancellation of contracts and encashment of bank guarantees by other customers/parties.

Indian Railways' procurement of wagons has been substantially increasing over recent years and released order partly for wagons for 7257.5 FWUs (with option clause to increase order quantity by 30%) against tender for 24640 FWUs for 2005 - 2006 for the entire wagon industry (excluding Railways' own workshop) balance wagons order for about 17400 FWUs to be placed on completion of last year orders outstanding with the wagon builders. Further, Railways have introduced wagon investment scheme in order to encourage public-private partnerships in procurement of wagon to meet with the anticipated incremental freight traffic in the coming years. There is a good response from the wagon users. Minister for Railways has also announced policy to permit various operators to move container trains on Indian Railways for private partnership of container wagons. Thus there will be tremendous increase in wagon requirement in the coming years.

Engineering Projects Business comprising Industrial Machinery primarily Cement Plant Machinery, Infrastructure Projects - Construction and Trading Business remained totally suspended. Therefore production quantity in Wagon business as well as Industrial Machinery was nil as in the previous year.

The Company's turnover during the year therefore remained only at Rs. 38.33 Crores which relates to Sub-lease Rental compared to turnover of Rs. 38.23 Crores (including Sub-lease Rental Rs. 38.16 Crores) achieved during the previous year. Operating results before depreciation including (in accordance with Company's accounting policy and Hon'ble BIFF's direction not to change such policies) provision for burden of full interest on increased exposure arising out of encashment of bank guarantees (in the revival plan submitted to the Operating Agency i.e. IDBI, lenders have been requested not to charge interest particularly from quarter ending September, 2000 onwards) and for terminal benefits in respect of employees who retired or left the services of the company, resulted in a loss of Rs. 60.33 Crores during the period as against a loss of Rs. 45.32 Crores in the previous year. Net loss after provision for Depreciation, Wealth Tax and Fringe Benefit Tax amounted to Rs. 63.15 Crores compared to Rs. 48.36 Crores in the previous year.

COMPANY & INDUSTRY STRUCTURE

Our operations are primarily in Capital Goods sector with main business groups (i) Wagon & Coaching Underframes and (ii) Engineering Projects viz Industrial Plants - Cement, Hydrocarbon & Chemical, Material Handling Equipment & Systems, Infrastructure Projects viz Hydro-mechanical & Construction and International Trading. We enjoy the stature of Prime Engineering Company and recognised EPC Contracting Company. Data on capacities, volumes and turnover are contained in the Notes to the Accounts; the summary is given below.

	FY-03/04		FY-04/05	
	Production Quantity	Sales Rs. Lacs	Production Quantity	Sales Rs. Lacs
Wagon & Coaching Underframes	—	—	—	—
Engineering Projects: Industrial Machinery	—	—	—	—
Trading		6.50		—
Lease Rental		3,816.14		3,833.27
Others		—		—
Total		3,822.64		3,833.27

WAGON & COACHING UNDERFRAME BUSINESS

The industry structure in the field of wagon manufacturing is that the market for wagons is restricted to a major buyer i.e. Indian Railways and small off-take by bulk users of wagons viz. Thermal Power Plants, Cement Manufacturing Plants etc. under 'Own Your Wagon Scheme' apart from export market in the developing countries. There are 13 wagon manufacturers in the country, mostly located in eastern India, of which 7 are in the public sector and 6 are in the private sector. The price realisation is competitive in view of wagon manufacturing facilities in the country far exceeding the requirements by Indian Railways and others. The industry is primarily labour intensive and therefore in general suffers from either inadequacy of profits or mounting losses. The Company however is the only wagon manufacturer in the country, until recently, complying fully G-93 requirements of RDSO specifications with regard to infrastructural requirements for manufacture of wagon; and has expertise in various special purpose wagons like Bottom Discharge Wagons for Thermal Power Plants and wagons for carrying Bulk Cement, Liquefied Petroleum Gas, Liquid Ammonia, Phosphoric Acid etc. and Container Flat Wagons. The facility for wagon manufacturing of the Company is located at its plant at Bharatpur (Rajasthan). Raw materials, boughtout components and other inputs are mandatorily procured from RDSO approved manufacturers and generally available at negotiated rates. However with regard to orders from Indian Railways, almost 60% (in value) of the inputs are supplied as free supply items for use in the wagons and therefore the turnover does not include the corresponding value.

ENGINEERING PROJECTS BUSINESS

The industry is wide open from small to large projects and services catering to various unlimited tailor-made industry needs. We operate mostly in the manufacture and installation of Cement Plant machinery and to a lesser extent in Hydrocarbon & Chemical Plants, Material Handling Equipment & System, Hydromechanical Equipments, Infrastructure Projects - Construction and Trading Business - international and domestic. The Company's manufacturing facility for Cement plant machinery and other engineering products is located at Bharatpur (Rajasthan). The equipments produced at the plant and also outsourced from elsewhere are installed at the sites according to project requirements. There are plenty of small and very large project contractors including overseas operating in their respective niches. The company is having adequate technology including foreign technology collaborations (since ceased to exist). The company's profitability is comparatively proportional to the mix of growth of the end user industry viz. Cement Industry. In Infrastructure projects - Construction, the company operates in roads and building construction business and in Trading Business the company outsources the supplies as per customer requirements.

ENVIRONMENT & SAFETY

We firmly believe that safe and healthy working conditions in factories and other premises are as necessary and important as production, productivity and quality. Our policy requires conduct of activities in such a way as to take foremost account of health and safety of all concerned, besides conservation of natural resources and protection of the environment to the extent possible.

HUMAN RESOURCES

We recognise that employees represent our greatest assets and potential. It is only through motivated, creative and business-minded employees the company could sustain and grow over the past long years. However, because of fall-out of the Company arising out of circumstances beyond its control as detailed earlier, 2014 Nos. employees at Bharatpur works still continue to remain covered under lockout. Similarly, 46 Nos. employees in other locations continue to be under temporary suspension. As on date, to maintain various activities to comply

with statutory and other mandatory requirements of various Government and other agencies, a meager strength of 23 Nos. employees of different hierarchy apart from 34 Nos. ministerial staff for maintaining security and other essential services are continuing in active service of the company.

OTHER MATTERS

BIFR in its hearing held on 21st August, 2002 declared the Company as Sick Industrial Company under SICA and appointed IDBI as Operating Agency (OA) u/s 17 (3) of SICA to invite proposals from prospective investors, besides the Company, and to recommend appropriate revival package subject to viability of the operations of the company for consideration of BIFR with the cut off date of March 31, 2003. The Company formulated an appropriate revival package in consultation with experts in the field and submitted the same to IDBI within the stipulated time. This has been followed by meetings and discussions, and modifications as suggested by Operating Agency (OA). While Operating Agency (OA) was in principle agreeable to the Company's rehabilitation proposal, however the same was not acceptable to the consortium Bankers. The scale and scope of future operations of the Company will depend upon finalization, approval of an acceptable revival plan under BIFR proceedings. Internal control systems have been found to be adequate, but are continuously reviewed with a view to improvement. Our team is committed to the Board's dictates on standards of conduct as well as good governance and exercise of due diligence. Though we have taken all care to diligently comply with all applicable laws and regulations, certain statutory dues still remain to be paid because of meager realisation of book debts and other receivables.

CAUTIONARY STATEMENT

Statements in the Management's Discussion & Analysis Report which seek to describe the Company's objective, projections, estimates, expectations or predictions may be considered to be "forward - looking statements" within the meaning of applicable securities laws or regulations. Actual results could differ materially from any expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand-supply conditions, finished goods prices, feedstock availability and prices, cyclical demand and pricing in the Company's markets, changes in Government regulations, tax regimes, economic developments within India and countries with which the Company conducts business besides other factors, such as litigation and labour negotiations

For and on behalf of the Board

Place: New Delhi
Date: January 31, 2006

B. M. Vijay J. P. Gupta
Director Executive Director

REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE

The Board has adopted the principles of good Corporate Governance and is committed to adopting, besides any obligations under the relevant laws or regulations, best relevant practices for governance. We believe that good governance is voluntary and self-disciplining with the strongest impetus coming from Directors, and the management itself. The Board lays emphasis on integrity, transparency and accountability.

THE BOARD OF DIRECTORS

Presently, the Board consists of 4 Directors of which 3 are Independent. The Management of the Company is vested in the Board. Sri J P Gupta has been appointed as an Executive Director (discharging duties & responsibilities of the Occupier), holds operational responsibility for day-to-day activities of the Company, as may be entrusted to him, under the overall supervision, control and direction of the Board.

As required by SEBI code, at present Independent Directors are Sri J K Shukla (LIC Representative), Sri Y N Bhargava and Sri B M Vijay. Sri J P Gupta, is an Executive Director. None of the Directors are related to each other or to the Promoters. The Independent Directors play an important role in the wide experience in the fields of industry, finance and administration and contribute significantly to the Board and its committees and have a distinct contribution to make by adopting broad perspective by ensuring that the interest of all stake holders are kept in acceptable balance and can also provide an objective view in any potential conflicts of interest between stake holders.

As required by law, the appointment(s) and remuneration(s) of any Executive Director(s) require the approval of the shareholders, the period of such appointments are not more than five years and, when eligible, they qualify for re-appointment at the end of their tenure. One-third of the other Directors retire every year and, when eligible, qualify for reappointment. Nominees of Financial Institutions do not usually retire by rotation. Specified details are provided in the notice of Annual General Meeting for appointment or re-appointment of Directors. Details are given below by category, attendance and total Directorships besides Memberships and Chairmanships of Board Committees.

Director	Category*	Board Attendance**	B/C/ Ch***
Sri J P Gupta	E	4/4	2/1/-
Sri Y N Bhargava	I	4/4	1/1/2
Sri B M Vijay	I	3/4	1/2/1
Sri J K Shukla	I	4/4	1/2/-

*I= Independent, E= Executive

**For the period under review (attendance data relates to relevant meetings while a Director)

***B= Board Membership, C/Ch= Membership/Chairperson of SEBI specified Board Committees.

RESPONSIBILITIES

The Board's principal focus is on strategic issues and approval, policy and control, and delegation of powers and it has specified a schedule of major matters (covering those required under Law or SEBI Code) that are reserved for its consideration and decision, besides review of performance and reporting to shareholders. The respective roles of the Board and the Management are clearly demarcated. The management is required to (a) provide necessary inputs and basis to support the Board in its decision making process in respect of the Company's strategy, policies, performance targets and code of conduct; (b) manage day-to-day affairs of the company to best achieve targets and goals approved by the Board; (c) implement all policies and the code of conduct, as approved by the Board; (d) provide timely, accurate, substantive and material information, including on all financial matters and exceptions, if any, to the Board and/or its committees; (e) be responsible for ensuring faithful compliance with all applicable laws and regulations; and (f) implement sound, effective internal control systems. The Board requires that the organisation conducts business and develops relationships in an honest manner. To establish a policy framework to promote this spirit a Code of Conduct for employees is in place.

BOARD MEETINGS & COMMITTEES

The Board Meetings are usually held at the company's offices. Meetings are usually scheduled about a fortnight in advance. The Board meets at least once in a quarter. The Agenda for all meetings are prepared by the Assistant Secretary, in consultation with the ED, and papers are circulated to all Directors in advance. Directors have access to the Assistant Secretary's support and all information of the Company and are free to suggest inclusion of any matter in the Agenda. Senior officers are

called to provide clarifications & make presentations whenever required. In the year under review the Board met 4 times on September 27, 2004, October 29, 2004, January 21, 2005 and April 29, 2005. To enable fuller attention to the affairs of the Company, the Board delegates specified matters to its committees, which also prepare the groundwork for decision making and report to the Board. However no matter is left to the final decision of any committee, which under law or the articles may not be delegated by the Board or may require its explicit approval.

Audit Committee

The terms of reference of the Audit Committee, as specified by the Board in writing, include the whole as specified in the SEBI code and the Companies (Amendment) Act, 2000, including a review of audit procedures & techniques, financial reporting systems, internal control systems & procedures besides ensuring compliance with regulatory guidelines. The committee members are collectively having requisite knowledge of finance, accounts and company law. The committee recommends appointment of external auditors and their fees/payments and also takes an overview of the financial reporting process to ensure that financial statements are correct, sufficient and credible. The reports of the statutory and internal auditors are reviewed along with management's comments and "action-taken" reports. The committee has explicit authority to investigate any matter within its terms of reference and has full access to the information, resources and external professional advice which it needs to do so.

During the year under review, the committee comprises Sri Y N Bhargava (as its Chairman), Sri J K Shukla and Sri B M Vijay, and is mandated to meet at least four times in a year; once to assess the final audited accounts, and to review each quarter the limited review reports of the auditors before they are put up to the Board. During the year under review, the Committee met on September 27, 2004, October 29, 2004, January 21, 2005 and April 29 2005, attended by Sri Y N Bhargava (4/4), Sri J K Shukla (4/4) and Sri B M Vijay (3/4).

Remuneration Committee

The Board had constituted a Remuneration Committee of the Company comprising of three Independent Directors viz., Sri Y. N. Bhargava, Sri J K Shukla and Sri. B. M. Vijay, appointed as Members of the Remuneration Committee. The Board of Directors as recommended by the Remuneration Committee re-appointment Sri J P Gupta in the whole time employment of the Company whose office shall not be liable to retirement by rotation under the Companies Act, 1956 for a period of one year with effect from August 1, 2005 upto July 31, 2006 on payment of remuneration as proposed in the resolution with liberty to either party to terminate the appointment on three months' notice in writing to the other, and be designated as an Executive Director, subject to approval of the Shareholders in the Annual General Meeting of the Company and the Central Government in terms of provisions of Article of Association and the Companies Act, 1956.

The Central Government vide its letter No.1/446/2005-CL. VII dated December 9, 2005 has conveyed its approval under section 269, 198(4)/309 & 637AA of the Companies Act, 1956, to the appointment of Sri J P Gupta as a Wholtime Director and designated as an Executive Director of the Company till ensuing Annual General Meeting with effect from August 1, 2005, on a total remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand only) per month (all inclusive). Accordingly, the payment of remuneration to Sri. J.P.Gupta is restricted to a sum of Rs. 75,000/-per month (all inclusive).

Directors, other than Executive Director, are paid sitting fees of Rs. 2,000/- for each meeting of the Board/Committee thereof. There are no severance, other benefits, bonuses or stock options. Payment under this sanction has been given appropriately in this Annual Report.

Share Transfer & Shareholders/Investors' Grievances Committee

The Committee reviews, records and helps expedite transfer of shares and helps resolve/attend to any grievances of Investors. The committee meets frequently throughout the year to minimise any delays in the transfer process. Any investor grievance is referred to this committee in the first instance, for earliest resolution of any problem. The Assistant Secretary, Sri Rishi Mathur, is the Compliance Officer under relevant regulations. The committee is chaired by Shri Y N Bhargava and includes Shri J P Gupta and Shri B M Vijay. 128 Complaints/queries received during the period under review from shareholders were resolved; accordingly none are pending.

SHAREHOLDER INFORMATION & RELATIONS

The main source of information for Shareholders is Annual Report, which includes, inter alia, the reports of the Directors and the Auditors, Audited Accounts, besides this report and the Management's Discussion & Analysis Report on operations and outlook. The Management's statement on the integrity and fair presentation of financial statements is provided to the Board as part of the process of accounts approval. Shareholders were intimated in the past through print media of quarterly financial results and performance besides significant matters, within time periods stipulated from time to time by Stock Exchanges. The Company duly submitted quarterly results to the Stock Exchanges, but could not publish the same in view of restriction in expenditure arising out of suspension of operations and insufficient cash flow. The Company is making fullest efforts on all relevant fronts to start publishing quarterly results etc. As per requirement of Listing Agreement, the Company is uploading required data on EDIFAR website. General Meetings of the Company are held at its Registered Office at Birlanagar, Gwalior - 474 004, (M. P.). The last 3 AGM's (Annual General Meeting) were held on December 31, 2002, December 19, 2003 and December 24, 2004. The last AGM was attended by all the Four Directors of the Company. The next AGM shall be held at the Registered Office as per notice in this Annual Report. The Record Date will also be as per the notice. The Company keeps shareholders informed via advertisements in appropriate newspapers, of relevant dates and items requiring notice. MCS Limited, New Delhi are the Registrars and Share Transfer Agents(R& TA). The general address for correspondence for shareholders is (to the Assistant Secretary) Indra Palace, 3rd Floor, H - Block, Connaught Circus, New Delhi - 110 001; shareholders may write to the Registrars directly in matters relating to share transfer, grievances etc. The Company's website is non-operative at present due to financial crunch. Presentation has been made to IDBI (Institutional Investors) regarding the prevalent situation and overall view of the affairs of the Company. The present financial year of the Company is July 1 to June 30. There are no GDR/ADR, warrants or other convertible instruments issued or outstanding. The Company's shares are listed at the M. P. Stock Exchange, Indore and National Stock Exchange of India Ltd., Mumbai. The Company has applied to the Stock Exchanges at Mumbai, Delhi and Kolkata for de-listing its equity shares in accordance with the Guidelines issued by SEBI. The company has made payment of Annual Custody Fee for the financial year 2005 - 06 to the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) based on the folio/ISIN positions as on March 31, 2005. The Company's symbol at National Stock Exchange is CIMCOBIRLA. Equity shares are compulsorily to be traded in dematerialised form; the ISIN number is INE 184C01010. Shareholding distribution, pattern and high/low market price data are given below: -

Nominal Value of Shareholding	Number of Shareholders	Shareholding in % by amount
Upto Rs. 5,000	66,800	22.85
Rs. 5,001 - Rs. 10,000	761	4.19
Rs. 10,001 - Rs. 20,000	278	0.41
Rs. 20,001 - Rs. 1,00,000	245	9.82
Rs. 1,00,001 and above	62	62.73
	68,146	100.00

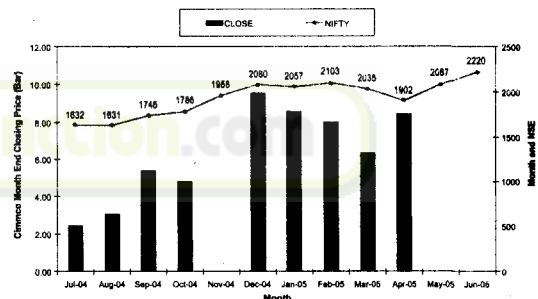
Category of Shareholding	Number of Shareholders	Shareholding in % by amount
Resident individuals/others	67,493	39.89
Banks, FIs, Insurance Company	39	21.11
Mutual Funds (including UTI)	14	0.15
Non-residents/OCBs	39	0.97
Domestic Companies	561	37.88
	68,146	100.00

Note: aggregate of non-promoter shareholding: 63.19%

Equity Share Price by Month (NSE)	High	Low
July 2004	3.15	2.10
August	3.10	2.25
September	5.40	2.95
October	5.70	4.80
November	-	-
December	10.45	5.25
January 2005	11.50	7.30
February	9.95	7.50
March	5.90	8.70
April	9.70	6.70
May	-	-
June 2005	-	-

DURING THE FINANCIAL YEAR **11.50** **2.10**

Equity Share performance in comparison to NSE Nifty (2004-2005)



MANDATORY & NON-MANDATORY PROVISIONS

There have been no transactions of a material nature of the Company with its promoters, Directors, or the management, or relatives etc., except for transactions of a routine nature as disclosed in the notes on accounts, and accordingly no potential conflict with the interests of the Company. The Company could not comply with Clause 41 of the Listing Agreement (publication of quarterly results) due to the reasons stated hereinabove. During the year under review, no strictures or penalties imposed by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets.

We have adopted all the mandatory requirements (except where not relevant or practicable) of the Corporate Governance. We have not adopted suggestions relating to a postal ballot system (except where compulsory under the Companies Act, 1956) nor of sending six monthly information to each shareholder household.

The above report represents the Company's philosophy on, and implementations of, its Corporate Governance. Auditor's certification as required forms a part of this Annual Report.

For and on behalf of the Board

Place: New Delhi
Date : January 31, 2006

B M Vijay J P Gupta
Director Executive Director