

29th
ANNUAL
REPORT
2012-13



SHIVALIK BIMETAL
CONTROLS LIMITED



Board of Directors : Mr. S.S. Sandhu, Chairman
Mr. N.S. Ghumman, Managing Director
Mr. D.J.S. Sandhu, Dy. Managing Director
Mr. Rohit Kapoor, Director
Mr. G.S. Gill, Director
Mr. N.J.S. Gill, Director
Lt. Gen. Pradeep Khanna (Retd.), Additional Director
Capt. Jitender Singh Mann (Retd.), Additional Director

Company Secretary : Mr. Ram Pravesh

Registered Office : 16-18, New Electronics Complex,
Chambaghat, Distt. Solan-173213
Himachal Pradesh

Head Office : H-2, Suneja Chambers, 2nd Floor,
Alaknanda Commercial Complex,
New Delhi-110019

Statutory Auditors : Malik S & Co.,
Chartered Accountants,
New Delhi

Bankers : Indian Bank

Registrar & Share Transfer Agent : M/s MAS Services Ltd.
T – 34, IInd Floor,
Okhla Industrial Area, Phase – II,
New Delhi-110020,
Tel No.: (91) (11) 26387281, 26387282, 62387283
Fax: (91) (11) 26387384
Email: info@masserv.com

CONTENTS

Page No.

<input type="checkbox"/> Notice to the Members	1
<input type="checkbox"/> Annexure to Notice	3
<input type="checkbox"/> Directors' Report.....	7
<input type="checkbox"/> Annexure to Directors' Report.....	14
<input type="checkbox"/> Management Discussion & Analysis	16
<input type="checkbox"/> Report on Corporate Governance.....	19
<input type="checkbox"/> Managing Director (MD) and Chief Financial Officer (CFO) Certificate	31
<input type="checkbox"/> Auditors' Certificate on Corporate Governance	32
<input type="checkbox"/> Auditors' Report on Financial Statements	33
<input type="checkbox"/> Balance Sheet.....	37
<input type="checkbox"/> Statement of Profit & Loss Account	38
<input type="checkbox"/> Cash Flow Statement	39
<input type="checkbox"/> Significant Accounting Policies	40
<input type="checkbox"/> Notes to Financial Statements	44
<input type="checkbox"/> Registration Form	62
<input type="checkbox"/> Attendance Slip and Proxy Form	65

Important Communication to Members

The Ministry of Corporate Affairs has taken a 'Green Initiative in the Corporate Governance' by allowing paperless Compliances by the Companies and has issued circular stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to provide / update their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members holding shares in physical form are requested to fill the Registration Form (refer page 62 of the Annual Report) and register the same with the Company by sending the same at the Registered Office or Head Office of the Company. Members can also intimate / update their e-mail address to the Company by sending an e-mail at investor@shivalikbimetals.com.



NOTICE TO THE MEMBERS

NOTICE is hereby given that the 29th Annual General Meeting of the Members of Shivalik Bimetal Controls Limited will be held on Friday, the 27th day of September, 2013 at Plot No. 16-18, New Electronics Complex, Chambaghat, Distt. Solan (H.P.), at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS :

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2013, Statement of Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rohit Kapur, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Nirmaljeet Singh Gill, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS :

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

“RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956, and / or any statutory modification or re- enactment thereof from time to time and in force, the consent of the Company be and is hereby accorded to the re-appointment of Mr. S. S. Sandhu as Chairman and Whole-time Director of the Company for a period of five years w.e.f. 1st August, 2013, at a remuneration, perquisites and other terms and conditions as already approved by the shareholders at their 27th Annual General Meeting held on 28th September, 2011, within the limits as sanctioned by the Central Government vide letter No. B24043804/1/2011-CL.VII dated 1st May, 2012.”

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

“RESOLVED THAT Capt. Jitender Singh Mann (Retd.), who was appointed as an Additional Director with effect from 8th August, 2013 on the Board of the Company in terms of Section 260 of the Companies Act, 1956, and other applicable provisions and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a Member in writing, under Section 257 of the Companies Act, 1956, proposing his candidature for the office of a Director, be and is hereby appointed as Independent Non-executive Director of the Company, and his period of office shall be liable to retire by rotation.”

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

“RESOLVED THAT Lieutenant General Pradeep Khanna (Retd.), who was appointed as an Additional Director with effect from 8th August, 2013 on the Board of the Company in terms of Section 260 of the Companies Act, 1956, and other applicable provisions and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a Member in writing, under Section 257 of the Companies Act, 1956, proposing his candidature for the office of a Director, be and is hereby appointed as Independent Non-executive Director of the Company, and his period of office shall be liable to retire by rotation.”

Place : New Delhi
Date : August 08, 2013

By order of the Board
For SHIVALIK BIMETAL CONTROLS LIMITED

Registered Office:
16-18, New Electronics Complex,
Chambaghat,
Distt. Solan (H.P.)

Sd/-
(N. S. GHUMMAN)
MANAGING DIRECTOR

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and proxy need not be a member of the company. A proxy shall not have any right to speak at the meeting and shall not vote except on a poll.
2. The instrument appointing the proxy to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the Annual General Meeting.
3. Disclosures pursuant to Clause 49 of the Listing Agreement with respect to Directors seeking re-appointment at forthcoming Annual General Meeting are given in Annexure.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from 23.09.2013 to 27.09.2013 (both days inclusive) for the purpose of Annual General Meeting.
5. Members holding shares in physical form are advised to send all the requests regarding share transfer and correspondence in relation to share matters to the Company's Registrar and Share Transfer Agent (RTA) at the following address:

**M/s MAS Services Ltd.
T – 34, IInd Floor,
Okhla Industrial Area, Phase – II,
New Delhi-110020**

Members are also requested to intimate any change of their address to the Company's Head Office / Registered Office / RTA by quoting their Folio Number. Members must quote their Folio No. in all correspondence.

6. Members desirous of obtaining any information relating to accounts and operations of the Company may address their queries / questions to the Company's Head Office, so as to reach at least five days before the date of the meeting so that the information may be made available at the meeting to the best extent possible.
7. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Annual General Meeting.
8. In case of joint holders attending the Annual General Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. The Ministry of Corporate Affairs has taken a 'Green Initiative in the Corporate Governance' by allowing paperless Compliances by the Companies and has issued circular stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to provide / update their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants or send an e-mail at info@masserv.com or investor@shivalikbimetals.com to get the Annual Report and other documents on such e-mail address. Members holding shares in physical form are also requested to intimate their e-mail address to MAS Services Limited either by e-mail at info@masserv.com or investor@shivalikbimetals.com or by sending a communication at the Registered Office or Head Office of the Company or at the address mentioned below:

**M/s MAS Services Ltd.
T – 34, IInd Floor,
Okhla Industrial Area, Phase – II,
New Delhi-110020**

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956.

ITEM NO. 5

Mr. S. S. Sandhu was re-appointed as Chairman and Whole-time Director of the Company w.e.f. 1st August, 2013, for a period of five years. Keeping in view his contribution for the growth of the business of the Company in future, the Board of Directors in their meeting held on 29th May, 2013, decided to re-appoint the Chairman and Whole-time Director for another term of five years effective from 1st August, 2013, at a remuneration, perquisites and other terms and conditions as already approved by the shareholders at their 27th Annual General Meeting held on 28th September, 2011 and within the limits as sanctioned by the Central Government vide letter No. B24043804/1/2011-CL.VII dated 1st May, 2012.

The Board recommends the resolution to be passed by the Shareholders as per the requirements of the Companies Act, 1956.

None of the Directors, except Mr. S. S. Sandhu, Mr. D. J. S. Sandhu and Mr. N. S. Ghumman are concerned or interested in the proposed resolution.

ITEM NO. 6

Capt. Jitender Singh Mann (Retd.) was appointed as an Additional Director by the Board of Director w.e.f. 8th August, 2013 in accordance with the provisions of Section 260 of the Companies Act, 1956 and other applicable provisions. Pursuant to Section 260 of the Companies Act, 1956 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing his candidature for appointment as Director of the Company along with the requisite deposit in accordance with the provisions of Section 257 and all other applicable provisions of the Companies Act, 1956.

The Board feels that presence of Capt. Jitender Singh Mann (Retd.) on the Board is desirable and would be beneficial to the company and hence recommends the appointment of Capt. Jitender Singh Mann (Retd.) as Independent Non-executive Director of the Company, whose period of office shall be liable to retire by rotation.

None of the Directors, except Capt. Jitender Singh Mann (Retd.) is concerned or interested in the proposed resolution.

The Board recommends resolutions under Item No. 6 to be passed as ordinary resolution.

ITEM NO. 7

Lieutenant General Pradeep Khanna (Retd.) was appointed as an Additional Director by the Board of Director w.e.f. 8th August, 2013 in accordance with the provisions of Section 260 of the Companies Act, 1956 and other applicable provisions. Pursuant to Section 260 of the Companies Act, 1956 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing his candidature for appointment as Director of the Company along with the requisite deposit in accordance with the provisions of Section 257 and all other applicable provisions of the Companies Act, 1956.

The Board feels that presence of Lieutenant General Pradeep Khanna (Retd.) on the Board is desirable and would be beneficial to the company and hence recommends the appointment of Lieutenant General Pradeep Khanna (Retd.) as Independent Non-executive Director of the Company, whose period of office shall be liable to retire by rotation.



None of the Directors, except Lieutenant General Pradeep Khanna (Retd.) is concerned or interested in the proposed resolution.

The Board recommends resolutions under Item No. 7 to be passed as ordinary resolution.

Place : New Delhi
Date : August 08, 2013

By order of the Board
For SHIVALIK BIMETAL CONTROLS LIMITED

Registered Office:
16-18, New Electronics Complex,
Chambaghat,
Distt. Solan (H.P.)

Sd/-
(N. S. GHUMMAN)
MANAGING DIRECTOR

**DISCLOSURE PURSUANT TO CLAUSE 49 OF LISTING AGREEMENT WITH REGARD
TO THE DIRECTORS SEEKING RE-APPOINTMENT AT
THE FORTHCOMING ANNUAL GENERAL MEETING
(REFER ITEM NOS. 2,3,5,6 & 7 OF NOTICE)**

Name of Director	Brief resume and nature of expertise in functional areas	List of Directorships / Committees memberships as on 31st March, 2013 in other Companies
Mr. Rohit Kapur	Mr. Rohit Kapur is a qualified B.Com. (Hons.) and has rich experience in processing industry and other related fields. He is on the Board of the Company since the year 2000 as non-executive and Independent Director of the Company. Since he has been in business for the last 35 years and accordingly well aware of intricacies of carrying on business, as such he provides useful guidance to the Company on critical issues	NIL
Mr. Nirmaljeet Singh Gill	Mr. Nirmaljeet Singh Gill is a Businessman and joined the Board in the year 2003 as Non-executive and Independent Director of the Company. He is a member of Association of Accounting Technicians, London. Mr. Gill served as Finance Director with M/s Amita Affiliates Ltd., London for 5 years. Since he has been in business for the last 40 years and accordingly well aware of intricacies of carrying on business, as such he provides useful guidance to the Company on critical issues.	1
Mr. S. S. Sandhu	Mr. S. S. Sandhu is a two years BA (Pass). He was appointed as a Director of 'Shivalik Bimetal Controls Limited' in July, 1984. He is one of the Promoter Directors of the Company and at present, is a Whole-time Director and Executive Chairman of the Company. He has over 40 years experience in Construction and electronics industry. He is responsible for corporate secretarial, legal, finance and managerial functions of the Company. He is also looking after all the commercial (domestic and international), financial and administrative functions of the Company as well as its JV's and Associates. Mr. S. S. Sandhu with his vast experience has developed good understanding of the business of the Company. Under his exceptional understanding of the business principles, the Company is continuously expanding its aspirations. He is the able administrator and leader of high caliber and is the key instrumental for diversifying the company in many fields and to reach at this level.	10

Capt. Jitender Singh Mann (Retd.)	Capt. Jitender Singh Mann (Retd.) was born on 12th May, 1963 is an ex army officer, retired as Captain from the Indian army; Artillery – (1986~1993) Part of regiment: 90 Field Regiment. He is a Graduate in BA (Honors) English from University of Delhi, Kirori Mal College. Presently, he is a Managing Director of Delhi Public School, Sonapat (Haryana) since the year 2005, Dealer, Bajaj Auto Ltd., Narela since the year 1996. He is a business man, social worker, educationist and generational farmer; working in the local area for the immediate betterment of the people, and infrastructure, through awareness and direct engagement with the local populace.	NIL
Lieutenant General Pradeep Khanna (Retd.)	Lieutenant General Pradeep Khanna (Retd.) was born on 7th February, 1951 and having educational qualification of Defence Services Staff Collage Course (MSc in Defence Studies), Higher Command Course (HC-22), Royal Collage of Defence Studies (RCDS), united Kindgom. He was superannuated as General Officer Commanding-in-Chief, Southern Command, Pune on 28th February, 2011. He has been awarded Param Vishisht Seva Medal, Ati Vishisht Seva Medal, Vishisht Seva Medal and Aid-De-Camp during his service tenure in Indian Military.	NIL