

30th
ANNUAL
REPORT
2013-14



SHIVALIK BIMETAL
CONTROLS LIMITED

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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 68 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.



COMPANY INFORMATION

The 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, Director Capt. Jitender Singh Mann, Director
Chief Financial Officer	: Mr. Mukesh Kumar Verma
Company Secretary	: Mr. Ram Pravesh
Registered Office	: 16-18, New Electronics Complex, Chambaghat, Distt. Solan-173213 Himachal Pradesh. Phone : +91-1792-230578, 230175, 231277 Fax : +91-1792-230475 Email : shivalik@shivalikbimetals.com Website: www.shivalikbimetals.com CIN: L27101HP1984PLC005862
Head Office	: H-2, Suneja Chambers, 2nd Floor, Alaknanda Commercial Complex, New Delhi-110019 Phone : +91-11-26027174, 26026362, 26028175 Fax : +91-11-26026776, 26020806 Email : investor@shivalikbimetals.com Website: www.shivalikbimetals.com
Statutory Auditors	: Malik S & Co., Chartered Accountants, 1/101, (L G F) Old Rajender Nagar, Sir Ganga Ram Hospital Marg, New Delhi- 110 060
Bankers	: Indian Bank 47-48, Pragati House, Nehru Place, New Delhi-110019
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, 266387282 Fax: (91) (11) 26387384 Email: info@masserv.com



NOTICE TO THE MEMBERS



NOTICE is hereby given that the 30th Annual General Meeting of the Members of Shivalik Bimetal Controls Limited will be held on Thursday, the 25th day of September, 2014 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, 2014, 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. Gurmeet Singh Gill (DIN: 00007393), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Capt. Jitender Singh Mann (Retd.) (DIN: 06659626), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s Malik S & Co., Chartered Accountants (Registration No. 00383N), New Delhi, be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS :

5. To review & approve the remuneration of Mr. Satinderjeet Singh Sandhu (DIN: 00002312), Chairman & Whole Time Director of the company for a period of three years w.e.f. 01.04.2014 to 31.03.2017 and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of the section 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the remuneration of Mr. Satinderjeet Singh Sandhu (DIN: 00002312), Chairman and Whole Time Director of the Company, and keep it within the limits as previously approved by Central Government i.e., total Salary of Rs. 84.00 Lacs per annum, which is also within the Limits as prescribed under Schedule V of the Companies Act, 2013, for a further period of 3 years i.e. from 01.04.2014 to 31.03.2017, as per following details:

(Rs. in Lacs)

Particulars	2014-15	2015-16	2016-17
Basic Salary	46.74	46.74	46.74
House Rent Allowance : 60% of Basic Salary	28.04	28.04	28.04
Perquisites as per rule of the Company	3.00	3.00	3.00
Remuneration	77.78	77.78	77.78

Contribution to EPF amounting to Rs. 5.61 Lacs does not form part of remuneration, as such not included in above.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To review & approve the remuneration of Mr. Narinder Singh Ghuman (DIN: 00002052), Managing Director of the company for a period of three years w.e.f. 01.04.2014 to 31.03.2017 and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of the section 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the remuneration of Mr. Narinder Singh Ghumman (DIN: 00002052), Managing Director of the Company, and keep it within the limits as previously approved by Central Government i.e., total Salary of Rs. 84.00 Lacs per annum, which is also within the Limits as prescribed under Schedule V of the Companies Act, 2013, for a further period of 3 years i.e. from 01.04.2014 to 31.03.2017, as per following details:

(Rs. in Lacs)

Particulars	2014-15	2015-16	2016-17
Basic Salary	46.74	46.74	46.74
House Rent Allowance : 60% of Basic Salary	28.04	28.04	28.04
Perquisites as per rule of the Company	3.00	3.00	3.00
Remuneration	77.78	77.78	77.78

Contribution to EPF amounting to Rs. 5.61 Lacs does not form part of remuneration, as such not included in above.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. **To review & approve the remuneration of Mr. Devinder Jeet Singh Sandhu (DIN: 00002039), Deputy Managing Director of the company for a period of three years w.e.f. 01.04.2014 to 31.03.2017 and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT in accordance with the provisions of the section 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the remuneration of Mr. Devinder Jeet Singh Sandhu (DIN: 00002039), Deputy Managing Director of the Company, and keep it within the limits as previously approved by Central Government i.e., total Salary of Rs. 84.00 Lacs per annum, which is also within the Limits as prescribed under Schedule V of the Companies Act, 2013, for a further period of 3 years i.e. from 01.04.2014 to 31.03.2017.

(Rs. in Lacs)

Particulars	2014-15	2015-16	2016-17
Basic Salary	39.60	39.60	39.60
House Rent Allowance : 60% of Basic Salary	23.76	23.76	23.76
Perquisites as per rule of the Company	3.00	3.00	3.00
Remuneration	66.36	66.36	66.36

Contribution to EPF amounting to Rs. 4.75 Lacs does not form part of remuneration, as such not included in above.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. **Post-facto approval for the contract for the transactions entered with related party i.e. Innovative Clad Solutions Private Limited (ICS) pursuant to proviso to Sub-Section (1) of Section 297 of the Companies Act, 1956 and to consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT post facto approval of the company be and is hereby accorded to the Contract/ transactions entered with Innovative Clad Solutions Private Limited (ICS), an associate company within the limits and in accordance with the terms and conditions as mentioned in the Regional Director, Ministry of Corporate Affairs, NOIDA letter no. 4/394/T-3/2013/P/7549 dated 31st October, 2013, the details of which are as under:-

Particulars of Contract	Period of Contract	Value not exceeding (Amount in Rupees)
Providing of Job work to Contractee Company (ICS)	29.07.2013 to 31.03.2014	Rs. 10.00 Lacs
Packing material to be sold to the Contractee Company (ICS)	29.07.2013 to 31.03.2014	Rs. 0.50 Lacs
Material to be purchased from the Contractee Company (ICS)	29.07.2013 to 31.03.2014	Rs. 150.00 Lacs
Material to be sold to the Contractee Company (ICS)	29.07.2013 to 31.03.2014	Rs. 200.00 Lacs

RESOLVED FURTHER THAT post facto approval of the Company be and is hereby granted to the aforesaid contract/ transactions subject to the following terms and conditions:-

- The referred contract shall be competitive, at an arm's length without conflict of interest and is not less advantageous to it as compared to similar contract with other parties and the company has not made any default u/s 297 in the past and there was no default in repayment of any of its debts (including Public Deposits) or debentures or interest payable thereon and filed its up to date Balance Sheet and Annual returns with the Registrar of Companies.
- The referred contract was falling within the provisions of section 297 of the Act and provisions of section 198, 269, 309, 314 and 295 were not applicable in the proposed contract.
- Company and its directors have complied with the provisions of Section 173, 287, 299, 300 & 301 and other applicable provisions of the companies Act, 1956 with regard to the proposed contract.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient for the aforesaid purpose."

9. Post-facto approval for the contract for the transactions entered with related party i.e. Checon Shivalik Contact Solutions Private Limited (CSCS) pursuant to proviso to Sub-Section (1) of Section 297 of the Companies Act, 1956 and to consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT post facto approval of the company be and is hereby accorded to the Contract/ transactions entered with Checon Shivalik Contact Solutions Private Limited (CSCS), a Joint Venture company within the limits and in accordance with the terms and conditions as mentioned in the Regional Director, Ministry of Corporate Affairs, Noida letter no. 4/393/T-3/2013/P/6955 dated 9th October, 2013, the details of which are as under:-

Particulars of Contract	Period of Contract	Value not exceeding (Amount in Rupees)
To enter into contract for purchase & sale of tools, dies, metals/ metal strips and its allied products and also avail job work from/ to M/s Checon Shivalik Contact Solutions Private Limited (Contractee Company)	01/08/2013 to 31/07/2014	Rs. 40.00 Lacs

RESOLVED FURTHER THAT post facto approval of the Company be and is hereby granted to the aforesaid contract/ transactions subject to the following terms and conditions:-

- The referred contract shall be competitive, at an arm's length without conflict of interest and is not less advantageous to it as compared to similar contract with other parties and the company has not made any default u/s 297 in the past and there was no default in repayment of any of its debts (including Public Deposits) or debentures or interest payable thereon and filed its up to date Balance Sheet and Annual returns with the Registrar of Companies.
- The referred contract was falling within the provisions of section 297 of the Act and provisions of section 198, 269, 309, 314 and 295 were not applicable in the proposed contract.
- Company and its directors have complied with the provisions of Section 173, 287, 299, 300 & 301 and other applicable provisions of the companies Act, 1956 with regard to the proposed contract.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient for the aforesaid purpose."



10. Post-facto approval for the contract for the transactions entered with related party i.e. Shivalik Bimetal Engineers Private Limited (SBEPL) pursuant to proviso to Sub-Section (1) of Section 297 of the Companies Act, 1956 and to consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT post facto approval of the company be and is hereby accorded to the Contract/ transactions entered with Shivalik Bimetal Engineers Private Limited (SBEPL), an associate company within the limits and in accordance with the terms and conditions as mentioned in the Regional Director, Ministry of Corporate Affairs, Noida letter no. 4/395/T-3/2013/P/6956 dated 9th October, 2013, the details of which are as under:-

Particulars of Contract	Period of Contract	Value not exceeding (Amount in Rupees)
To enter into contract for purchase of Tools, Dies and also avail related job work from M/s Shivalik Bimetal Engineers Private Limited (Contractee Company)	01/08/2013 to 31/07/2014	Rs. 65.00 Lacs

RESOLVED FURTHER THAT post facto approval of the Company be and is hereby granted to the aforesaid contract/ transactions subject to the following terms and conditions:-

- The referred contract shall be competitive, at an arm's length without conflict of interest and is not less advantageous to it as compared to similar contract with other parties and the company has not made any default u/s 297 in the past and there was no default in repayment of any of its debts (including Public Deposits) or debentures or interest payable thereon and filed its up to date Balance Sheet and Annual returns with the Registrar of Companies.
- The referred contract was falling within the provisions of section 297 of the Act and provisions of section 198, 269, 309, 314 and 295 were not applicable in the proposed contract.
- Company and its directors have complied with the provisions of Section 173, 287, 299, 300 & 301 and other applicable provisions of the companies Act, 1956 with regard to the proposed contract.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient for the aforesaid purpose.”

Place : New Delhi
Date : August 19, 2014

By order of the Board
For SHIVALIK BIMETAL CONTROLS LIMITED

Registered Office:
16-18, New Electronics Complex,
Chambaghat,
Distt. Solan (H.P.)
CIN: L27101HP1984PLC005862
e-mail: investor@shivalikbimetals.com

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

NOTES:

- A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their



behalf at the 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 18.09.2014 to 20.09.2014 (both days inclusive) for the purpose of Annual General Meeting.
5. The relative Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013 (corresponding to 173(2) of the Companies Act, 1956), in respect of the special business under item No. 5 to 10 are annexed hereto.
6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
7. 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.

8. 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.
9. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Annual General Meeting.
10. 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.
11. Pursuant to Section 205A and 205C of the Act, all unclaimed/unpaid dividend for the years prior to and including for the financial year 2005-06 (Final) and financial year 2006-07 (Ist & IInd Interim) have been transferred to the Investor Education and Protection Fund established by the Central Government (IEPF), as applicable.

In case the Dividend has remained unclaimed for any of the financial year from 2006-2007 (Final Dividend), the Shareholders may approach the Company with their dividend warrants for revalidation/ with the letter of undertaking for issue of revalidated/ duplicate dividend.
12. 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**

13. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The procedure and instructions for members for e-voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com.
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “COMPANY NAME-**SHIVALIK BIMETAL CONTROLS LIMITED**” from the drop down menu and click on “SUBMIT”.
- (iv) Now, enter your User ID. The user ID will be provided in the communication being sent separately.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department, as mentioned in the communication being sent separately.
DOB*	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details*	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

* Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for evoting on the resolutions contained in this Notice.
- (x) Click on the EVSN for **SHIVALIK BIMETAL CONTROLS LIMITED** to vote.
- (xi) On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

General Instructions:

- (A) The e-voting period commences on 18th September, 2014 (9.00 a.m.) and ends on 20th September, 2014 (6.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 25th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (C) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 25th August, 2014.
- (D) Mr. Purshotam Lal Arora, Practicing Chartered Accountant (Membership No. 081294), Proprietor of M/s P L Arora & Co., Chartered Accountants, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (E) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.shivalikbimetals.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.