

SINGER®

Annual Report 2012-13



THE SINGER STRENGTHS

PERFORMANCE AT A GLANCE

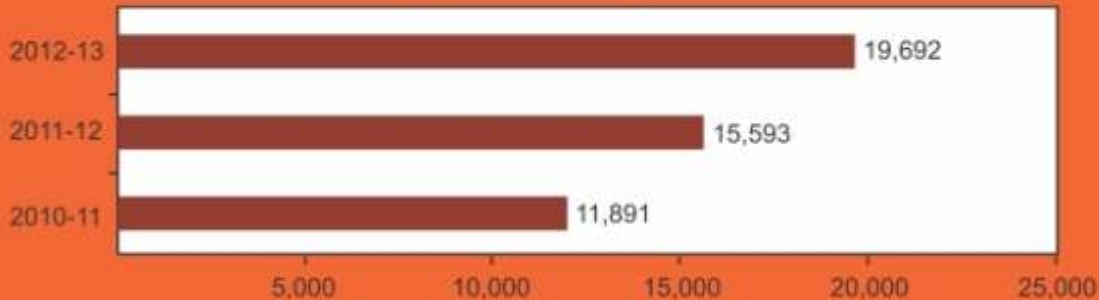
FINANCIAL HIGHLIGHTS

(₹ in Lacs)

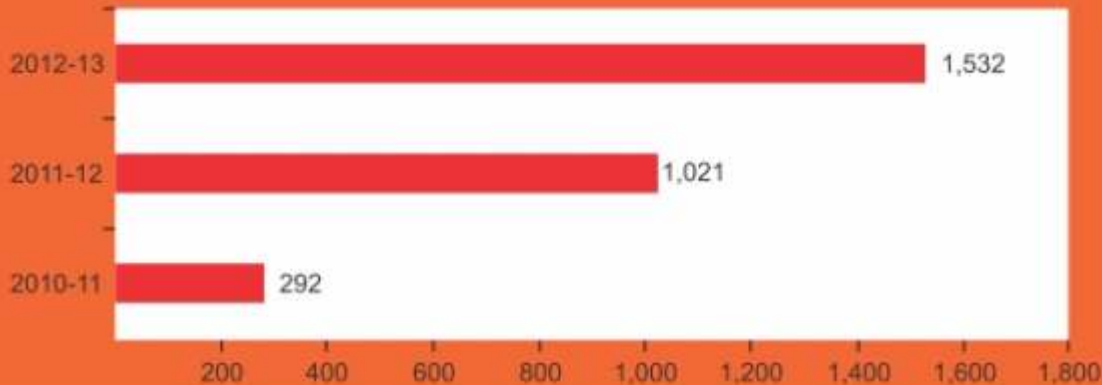
| PARTICULARS | FY 13 | FY 12 | FY11 |
|------------------------------|--------|--------|--------|
| Total Revenue | 19,692 | 15,593 | 11,891 |
| EBITDA | 1,001 | 922 | 705 |
| Profit after Tax (PAT) | 1,532 | 1,021 | 292 |
| Share Capital | 1,074 | 1,074 | 1,074 |
| Reserves & Surplus | 2,655 | 376 | (646) |
| Net Block | 1,188 | 209 | 245 |
| Net Current Assets | 2,542 | 1,241 | 184 |
| EBITDA Margin | 5.08% | 5.91% | 5.93% |
| Net Profit Margin | 7.78% | 6.55% | 2.46% |
| EPS (Basic & Diluted) (in ₹) | 14.26 | 9.51 | 2.71 |

Previous years' figures have been regrouped/rearranged, wherever necessary to make them comparable with those of current year.

Revenue (Annualised) - ₹ in Lacs



Profit after Tax (Annualised) - ₹ in Lacs





15% OFF
on purchase of
SINGER Sewing Machines



SINGER
25% OFF
on purchase of
SINGER Home Appliances



Dear Shareholder,
We are pleased to offer you this Privilege Coupon. Happy shopping!

Terms and conditions:

- Coupon is valid till 31st December 2014 only at exclusive SINGER Company Showrooms
- The discount cannot be clubbed with any ongoing offer
- Discount is applicable on all products (excluding products sold to Institutions)
- This coupon is applicable for one time usage only
- This coupon is transferable, but the original coupon needs to be presented at the SINGER Company Showroom, at the time of purchase
- There is no limit on the value of purchase and you can purchase multiple Singer products under a single coupon

Warm Regards

Rajeev Bajaj

RAJEEV BAJAJ
Managing Director

The discount can be availed at the following SINGER Company Showrooms:

ANDHRA PRADESH: Secunderabad: R.P. Road, Shop No. 3-2-3: 040-27841976, **DELHI-NCR:** Dwarka: B-222, Sec. 7: 011-32222142, **Faridabad:** Shop No. 371 D: 0129-4118779, **Ghaziabad:** Vaishali: Mahagun Metro Mall (In front of Easy Day Market): 91-9999793571, **Laxmi Nagar:** A-1/19, Lalita Park: 011-22433474, **Noida:** Great India Place (Lower ground floor): 0120-4276651, **GOA:** Madgaon: Shop No. 8, Rasael Plaza: 0832-2713927, **KARNATAKA:** Bengaluru: Cosmos Mall (First floor): 080-28541077, 9880245991, **Domlur:** No. 96/2, 7th Cross Krishna Building: 080-41076809, **Gonikoppal:** Above Sapthagiri Medicals: 9964719737, **Jaya Nagar:** Venkat Elegance, No. 118/1: 080-41121953, **Mysore:** 50, Ramvilas Road: 0821-4255080, **Rajaji Nagar:** 727/5 41ST Cross 3rd Block: 080-23385455, **Tumkur:** Shop No. 1&2, Gupta Mansion: 0816-2251168, 8105649761, **KERALA:** Calicut: No. 3, Parsi Anjuman Building: 0495-2722189, **Cochin:** B 6&7, Babu's Estate: 0484-2390038, **WEST BENGAL:** Kolkata: Behala, 93, Diamond Harbour Road: 033-65400529, 1-Park Street: 033-22299050, **Kankurgachi:** P-15 CIT Road: 033-23557375, 9831836928, **SILIGURI:** Shop No. A/6, Upper Ground Floor: 08101643650, **MAHARASHTRA:** Mumbai: Dadar: Shop No. 12, Pearl Centre: 022-24311150, 91-9167224383, **Malad:** Shop No. 3, Babuline Complex: 91-9702849332, **Mulund:** 1st Floor, R-Mall: 91-9029300972, **Pune:** Shop No. 6-890, Ravivar Peth: 020-24456876, **TAMIL NADU:** Chennai: No. 154, Mount Road: 044-28461907, **Coimbatore:** 68, Oppankara Street: 0422-2392773, **Hosur:** 139/30-B-10, Shankar Complex, Taluk Office Road: 04344-220181, **Madurai:** No. 22, Nethaji Road: 0452-2347998, **Pondicherry:** No. 114, Annasalai: 0413-2332509, **Vellore:** No. 60, Long Bazar: 0416-2221259, **UTTAR PRADESH:** Lucknow: S-7 Gole Market Mahanagar: 0522-4077628



Singer India Limited, A-26/4, Mohan Co-operative Industrial Estate, New Delhi - 110 044 • Tel: 91-11-40617777

Fax: 91-11-40617799 • Toll Free: 1800 103 3474 (9:30 am - 6:00 pm, Monday to Friday)

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CONTENTS

| | Page |
|-----------------------------------|-------|
| Corporate Information..... | 1 |
| Notice..... | 2-5 |
| Directors' Report..... | 6-10 |
| Corporate Governance Report..... | 11-23 |
| Secretarial Audit Report..... | 24 |
| Independent Auditors' Report..... | 25-28 |
| Balance Sheet..... | 29 |
| Statement of Profit & Loss..... | 30 |
| Cash Flow Statement..... | 31 |
| Notes to Accounts..... | 32-53 |

Attendance Slip & Proxy Form



Corporate Information

BOARD OF DIRECTORS

Mr. K. K. Gupta, Chairman
Mr. Ajit Kumar
Mr. Deepak Sabharwal
Mr. Gavin Walker
Mr. P. N. Sharma
Mr. Rajeev Bajaj, Managing Director

SECRETARY

Mr. Ashish Srivastava

BANKERS

ICICI Bank Limited
Yes Bank Limited

REGISTERED & CORPORATE OFFICE

A-26/4, 2nd Floor
Mohan Cooperative Industrial Estate
New Delhi - 110044
Tel. : 91 11 40617777
Fax. : 91 11 40617799
Email: mail@singerindia.net
Toll free: 1800 103 3474

WORKS

Lane No. 4
SIDCO Industrial Estate
Jammu

Lane No. 2
SIDCO Industrial Estate
Phase II, Jammu

SINGER INDIA LIMITED



NOTICE

Notice is hereby given that the Thirty Fifth Annual General Meeting of the members of Singer India Limited will be held as scheduled below :

Day : Tuesday
Date : 12th November, 2013
Time : 4:00 P.M.
Place : Sri Sathya Sai International Centre,
Pragati Vihar, Bhisham Pitamah Marg,
Lodhi Road, New Delhi-110003.

to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as on 30th June 2013 and the Statement of Profit & Loss for the financial year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To declare a dividend on equity shares for the financial year ended on 30th June, 2013.
3. To appoint a Director in place of Mr. Gavin Walker, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Deepak Sabharwal, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint Statutory Auditors to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting and to fix their remuneration and to pass the following resolution thereof:

"RESOLVED THAT Ray & Ray, Chartered Accountants, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors in consultation with the Auditors."

SPECIAL BUSINESS:

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

"RESOLVED THAT subject to the approval of the Central Government and as per section 198(4), 269, 309(3), 310 and 311 read with Schedule XIII and other enabling provisions, if any of the Companies Act, 1956 and all guidelines for managerial remuneration issued by the Central Government from time to time, and such other consents and approvals as may be required, consent of the members be and is hereby accorded for increase in the remuneration of Mr. Rajeev Bajaj, Managing Director of the Company, effective 1st July

2013 with the liberty to the Board of Directors to alter and vary the terms and conditions as set out in the Explanatory Statement annexed hereto."

"RESOLVED FURTHER THAT if the Company has no profit or inadequate profit, the remuneration as set out in the Explanatory Statement annexed hereto shall also be the minimum remuneration payable to Mr. Rajeev Bajaj, pursuant to Section 198 and 309 and any other applicable provisions, if any, of the Companies Act, 1956".

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

"RESOLVED THAT subject to the approval of the Central Government pursuant to Section 309(4) and any other applicable provisions of the Companies Act, 1956, if any, and in accordance with Article 123(2) of the Articles of Association of the Company the appointment of Mr. K. K. Gupta as approved by the Board of Directors in their meeting held on 5th October 2011 and also approved by the Members of the Company through Postal Ballot result of which announced on 29th March, 2012 be construed for the period of one year effective 1st January 2012 to 31st December 2012".

"RESOLVED FURTHER THAT payment of retainership fee of Rs. 10 lacs and reimbursement of bonafide expenses for travel & conveyance expenses including use of driver and reimbursement of medical expenses for self and his wife paid to Mr. K. K. Gupta for the period 01.01.2012 to 31.12.2012 amounting to Rs. 628,823/- are also hereby approved."

8. To consider, and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT subject to the approval of the Central Government pursuant to Section 309(4) and any other applicable provisions of the Companies Act, 1956, if any, and in accordance with Article 123(2) of the Articles of Association of the Company the re-appointment of Mr. K. K. Gupta as an Advisor to the Company for a further period of three years effective from 1st January, 2013 to 31st December 2015 to advise the Management on such business matters as may be brought to his attention from time to time on the payment of a fixed retainership fee and other bonafide reimbursements/benefits as described hereinunder :

- Fixed annual retainership fee of Rs. 10 Lacs per annum to be paid pro rata on a monthly basis.
- Reimbursement of travel & conveyance expenses inclusive of the use of driver.
- Reimbursement of medical expenses for self and his wife.

SINGER INDIA LIMITED



NOTICE

The above remuneration shall be in addition to the sitting fees as Mr. K. K. Gupta may be entitled to for attending the Board Meetings and the Committee meetings in accordance with the Articles of Association of the Company.

“RESOLVED FURTHER THAT reimbursement of travel & conveyance expenses inclusive use of driver and reimbursement of medical expenses for self and his wife shall be limited to Rs. 10 lacs per annum”.

“RESOLVED FURTHER THAT the above arrangement can be terminated by giving 12 months notice to Mr. K. K. Gupta”.

“RESOLVED FURTHER THAT the above remuneration would be paid to him even if it exceeds 1% of net profits of the Company as computed under Section 349 and 350 of the Companies Act, 1956 with the approval of the members and the Central Government as provided under Section 309 (4) of the Companies Act, 1956”.

“RESOLVED FURTHER THAT Managing Director and Company Secretary be and are hereby further authorized to obtain the approval of the Central Government and to do all such acts, deeds & things as may be required to give effect to this resolution.”

BY ORDER OF THE BOARD OF DIRECTORS
FOR SINGER INDIA LIMITED

Place: New Delhi
Dated: 7th September 2013

Ashish Srivastava
Company Secretary

NOTES

1. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed hereto in respect of Special Business.
2. 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. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from 6th November, 2013 to 12th November, 2013 (both days inclusive).
5. Dividend on equity shares as recommended by the Board of Directors for the financial year ended 30th June, 2013, when declared at the Meeting will be paid
 - (i) to those Members whose names shall appear in the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company/ RTA on or before 6th November, 2013.
 - (ii) to all beneficial owners in respect of shares held in electronic form whose names shall appear in the statement of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) at the end of business hours on 6th November, 2013.
6. In order to preserve the environment & minimize use of paper, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of Annual Report.
7. Members who are holding shares in identical order of names in more than one folio are requested to write to the Share Department of the Company, enclosing the shares certificates to enable the Company to consolidate their holdings in one folio. The share certificates will be returned to the members after making necessary endorsements in due course.
8. Members are requested to produce the enclosed attendance slip, duly signed in accordance with the specimen signatures registered with the Company for admission in the meeting hall.
9. It will be desirable that queries, if any, on the accounts and operation of the Company are sent to the Company 10 days in advance of the meeting so that the answers may be made readily available, which would be appreciable.
10. The shares of the Company are being compulsorily traded in dematerialized (i.e. electronic form only) in the Bombay Stock Exchange. If you are still holding the shares in physical form, you are advised to dematerialise your shares. For your information ISIN no. of the company is INE638A01027 for both the depositories, viz National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd. (CDSL).
11. Documents referred to in the accompanying Notice and the Explanatory Statements are open for inspection at the Registered office of the Company during office hours on all working days except Saturdays, Sundays and other Holidays between 11.00 A.M. and 1.00 P.M. upto the date of Annual General Meeting.
12. Pursuant to Clause 49 IV (G) (i) of Listing Agreement, profile of directors to be re-appointed at the ensuing Annual General Meeting has been given in the Corporate Governance Report attached to the Annual Report.

SINGER INDIA LIMITED



NOTICE

13. NO GIFTS WILL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING.

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

In conformity with the provisions of Section 173 of the Companies Act, 1956 the following explanatory statement which sets out the material facts relating to the Special Business under item no. 6, 7 & 8 accompanying notice dated 7th September, 2013 are taken as forming part of the Notice.

Item no. 6

The Board of Directors in their meeting held on 27th August, 2013 based on the recommendation of the Remuneration Committee as a part of Company Policy approved the annual increment of Mr. Rajeev Bajaj, Managing Director of the Company. His salary structure effective 1st July, 2013 is as below:

- | | |
|--|---|
| 1. Basic Salary | : Rs. 14,00,004 p.a. payable on monthly basis. |
| 2. All Perquisites and allowances | : Rs. 34,96,392 p.a. payable on monthly basis. |
| 3. Contribution to Gratuity and Provident Fund | : Rs. 2,35,344 p.a. payable on monthly basis. |
| 4. Annual Performance Award | : As decided by the Board from time to time up to 120% of the basic salary. |

The Board of Directors, therefore, commends the resolution for your approval.

No Director of the Company other than Mr. Rajeev Bajaj is concerned or interested in the said resolution.

The above statement and the terms and conditions as stated above may be regarded as an abstract of the terms and conditions and memorandum of interest under section 302 of the Companies Act, 1956.

Statement in terms of Section II (C) (iv) of Part II of Schedule XIII of the Companies Act, 1956 for item no 6 is given as under:

I. General Information:

- | | |
|--|--|
| 1. Nature of Industry | Sewing Machines & other Consumer Durable |
| 2. Date of Commencement of business | 13 th March 1978 |
| 3. In case of new companies, expected date of commencement of activities | Not applicable |

- | | |
|--|---|
| 4. Financial performance | During the financial year ended on 30.06.2013, the Company recorded a turnover of Rs. 196.92 crores and made a profit of Rs. 9.37 crores before tax. The profit after tax for the year under review was Rs. 15.32 crores. |
| 5. Export performance and net foreign exchange | Nil |
| 6. Foreign investments or collaborators | Singer (India) B V, The Netherlands is the promoter Company and holds 75.00 % of the paid up equity share capital of the Company as on date. |

II Information about the appointee:

- | | |
|------------------------------------|--|
| 1. Background details | Mr. Rajeev Bajaj is a Fellow member of the Institute of Chartered Accountant of India as well as Fellow member of the Institute of Company Secretaries of India with over 29 years of experience in the field of Finance, Accounts, Taxation, and Legal & Secretarial. Mr. Bajaj was earlier working in Steel Authority of India Limited. Thereafter he joined Singer India Limited as senior officer in 1986 and was subsequently appointed as Company Secretary in February 1999 to October 2005. In October 2005 Mr. Bajaj joined Brand Trading (India) Private Limited as a Company Secretary & G.M Commercial. From October 2008 he is working with Singer India Limited. |
| 2. Past remuneration | Singer India Limited = Rs. 51,07,196/- for year ended 30.06.2013 |
| 3. Recognition or awards | Nil |
| 4. Job profile and his suitability | Mr. Bajaj will be looking after substantially the whole of the affairs of the Company subject to the control and superintendence of the Chairman. He has over 29 years of rich experience in overall financial management of companies. |

SINGER INDIA LIMITED



NOTICE

- | | |
|---|--|
| 5. Remuneration proposed | As per details set out in the explanatory statement attached with the Notice of the meeting. |
| 6. Comparative remuneration Profile w.r.t. industry size of the Company, profile of the position and person. | In line with the Industry |
| 7. Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any. | He is entitled to the remuneration as proposed in the resolution. He is not related to any managerial personnel. He has no other direct or indirect pecuniary relationship with the Company. |

III. Other information:

- | | |
|---|---|
| 1. Reasons of loss or inadequate profits | N.A. |
| 2. Steps taken or proposed to be taken for improvement. | N.A. |
| 3. Expected increase in productivity and profits in measurable terms. | Company expects that volumes will grow by 8 to 10 % annually in the respective businesses, which the Company will continue as per the plan in the current financial year as well. |

IV Disclosures

- | | |
|--|---|
| 1. Remuneration package of the managerial person | Remuneration package of Mr. Rajeev Bajaj is as given in the resolution and explanatory statement annexed with the Notice to the members |
|--|---|

The Board of Directors, therefore, commends the resolution as a special resolution for your approval.

No Director of the Company other than Mr. Rajeev Bajaj is concerned or interested in the said resolution.

The above statement and the terms and conditions as stated above may be regarded as an abstract of the terms and condition and memorandum of interest under section 302 of the Companies Act, 1956.

Item no. 7

The Board in their meeting held on 5th October, 2011 had appointed Mr. K. K. Gupta, Chairman of the Company as the Company's Advisor w.e.f. 1st January 2012 after he had ceased to be the Whole-time Director. The said appointment was also approved by the Members of the Company through postal ballot result of which announced on 29th March, 2012. The said appointment was subject to the approval of the Central Government.

Since the appointment was a continuing one (with a termination clause of 12 months) without any period specified, the application to the Central Government seeking approval for the same was not approved vide letter dated 31st May, 2013 on the ground that no tenure was fixed. The company had made application for reconsideration and review of the non-approval on 14th June, 2013 and 22nd July, 2013. The response from the Central Government was awaited. However to comply with the requirement of fix tenure, members approval is being sought for the period 01.01.2012 to 31.12.2012.

The Board recommends the resolution for approval of Members as a Special Resolution.

None of the directors except Mr. K. K. Gupta is interested or concerned in the resolution.

Item no. 8

The Board of Directors in their meeting held on 2nd February, 2013 based on the recommendation of the Remuneration Committee meeting held on 2nd February, 2013, approved the re-appointment of Mr. K. K. Gupta as an Advisor to the Company for a period of three years beginning from 01.01.2013 and ending on 31st December, 2015 at a fixed annual retainership fee of Rs. 10 lacs to be paid pro-rata on monthly basis, and other bonafide reimbursement/benefits upto a maximum limit of Rs. 10 lacs per annum.

The Board recommends the resolution for approval of Members as a Special Resolution.

None of the directors except Mr. K. K. Gupta is interested or concerned in the resolution.

BY ORDER OF THE BOARD OF DIRECTORS FOR SINGER INDIA LIMITED

Place : New Delhi
Date: 07th September, 2013

Ashish Srivastava
Company Secretary