



SHIVALIK BIMETAL CONTROLS LIMITED

Resilient by Design

CHARTING SUSTAINED GROWTH
THROUGH ADVERSITY



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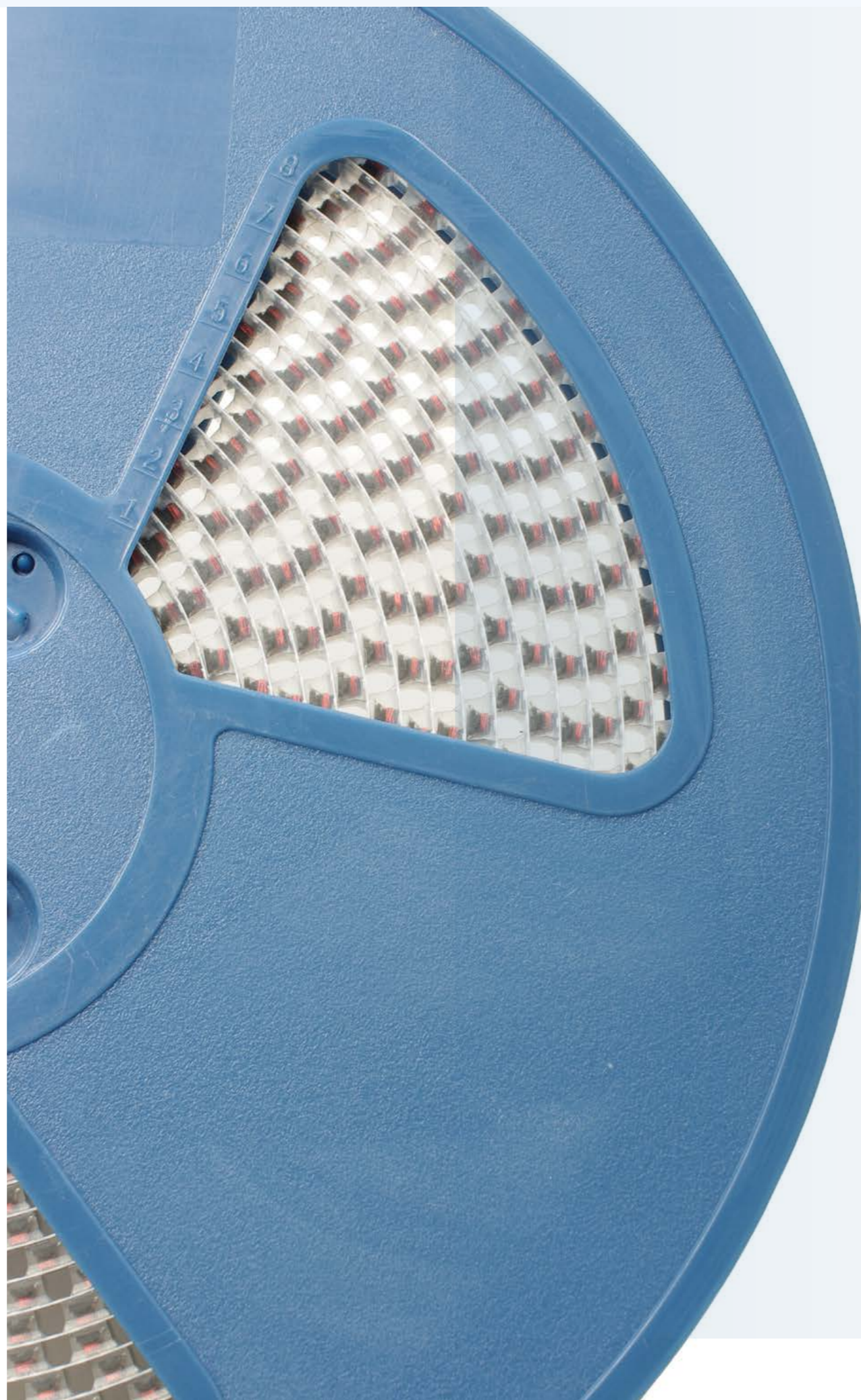
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Resilient by Design

CHARTING SUSTAINED GROWTH THROUGH ADVERSITY

With the world undergoing profound shifts towards electrification, we proudly present our FY2024 Annual Report, reflecting a journey of resilience, innovation, and strategic foresight.

Amidst global economic swings, we have emerged as a stalwart in the electrical components industry. Our commitment to technological advancement and adaptability to market challenges has safeguarded our position in the journey towards sustained growth. Our diversified product portfolio is at the heart of our resilience, spanning shunt resistors, bimetal/trimetal strips, and electrical contacts. These pillars and our relentless pursuit of excellence in manufacturing precision have solidified our reputation as an industry leader. While our strips and shunt businesses remain the two focal pillars of our business, we also took early steps to elevate our contacts business to become a third meaningful pillar for projecting our long-term growth.

Throughout FY2024, we indulged in discussions with existing and new OEM clients for our standard and bespoke products, a testament to our ongoing adaptability in a rapidly evolving applications landscape. With engineering excellence as our backbone, we are forging enduring relationships that will keep us highly relevant in cutting-edge and sensitive applications.

While navigating regional slowdowns, competition, and commodity price fluctuations, we focused on protecting our margins, enhancing our productivity, and deepening our competitive moats. This strategic approach shielded us from the adverse North Atlantic market conditions and paved the way for us to leverage the business growth we witnessed from India's massive smart-meter transition.

Furthermore, as markets recover, our dedication to customer satisfaction and partnership excellence is leading to a more profound recognition of our franchise from both existing and new OEMs and partners. This is a testament to the trust and confidence they are willing to place in us as the primary provider of cutting-edge electrical components.

We remain focused on further diversifying our product portfolio and fostering sustained growth in advanced and emerging markets. As the world weans itself off fossil fuels and continues its journey towards further electrification, we stand well prepared to keep pioneering sustainable solutions and chart new milestones in our evolution.

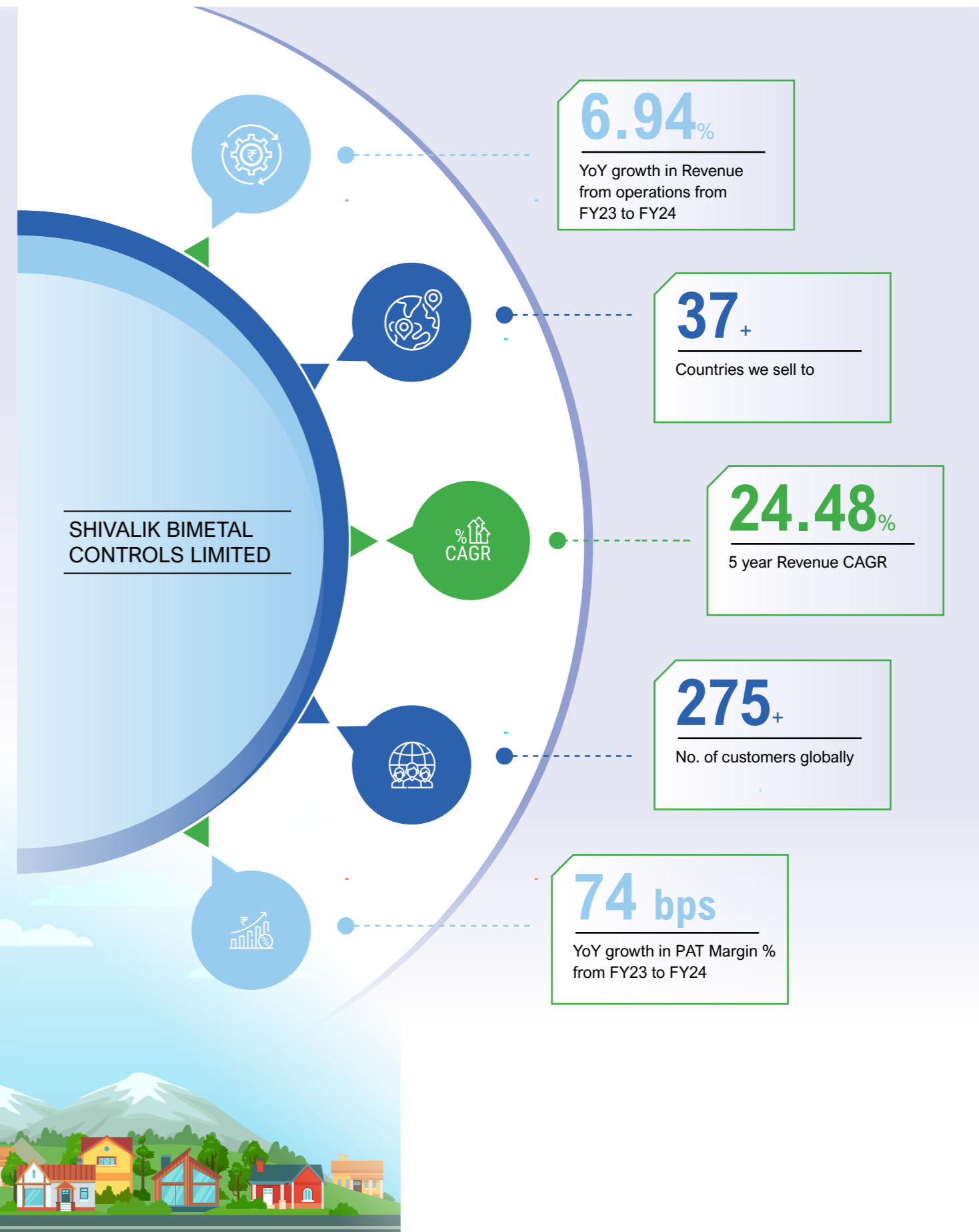
At a Glance

Shivalik Bimetal Controls Ltd., established in 1984, is a distinguished process and product engineering company based in India. We specialize in manufacturing of Thermostatic Bimetal /Trimetal strips, Components, EB welded products with multigauge, Cold Bonded Bimetal Strips and Parts. We also specialize in manufacturing of shunt resistors and silver & electrical contacts. Our precision-crafted components find applications in a wide range of industries, including electrical, electronics, automotive, defence, and industrial sectors. Our intellectual capital and deep expertise in engineering allows us to not only meet current industry needs but also anticipate future trends. Shivalik holds a pivotal position in the high-growth segments of Automotive, Industrial Equipment, and Power Electronics, where our electrical components define performance standards.

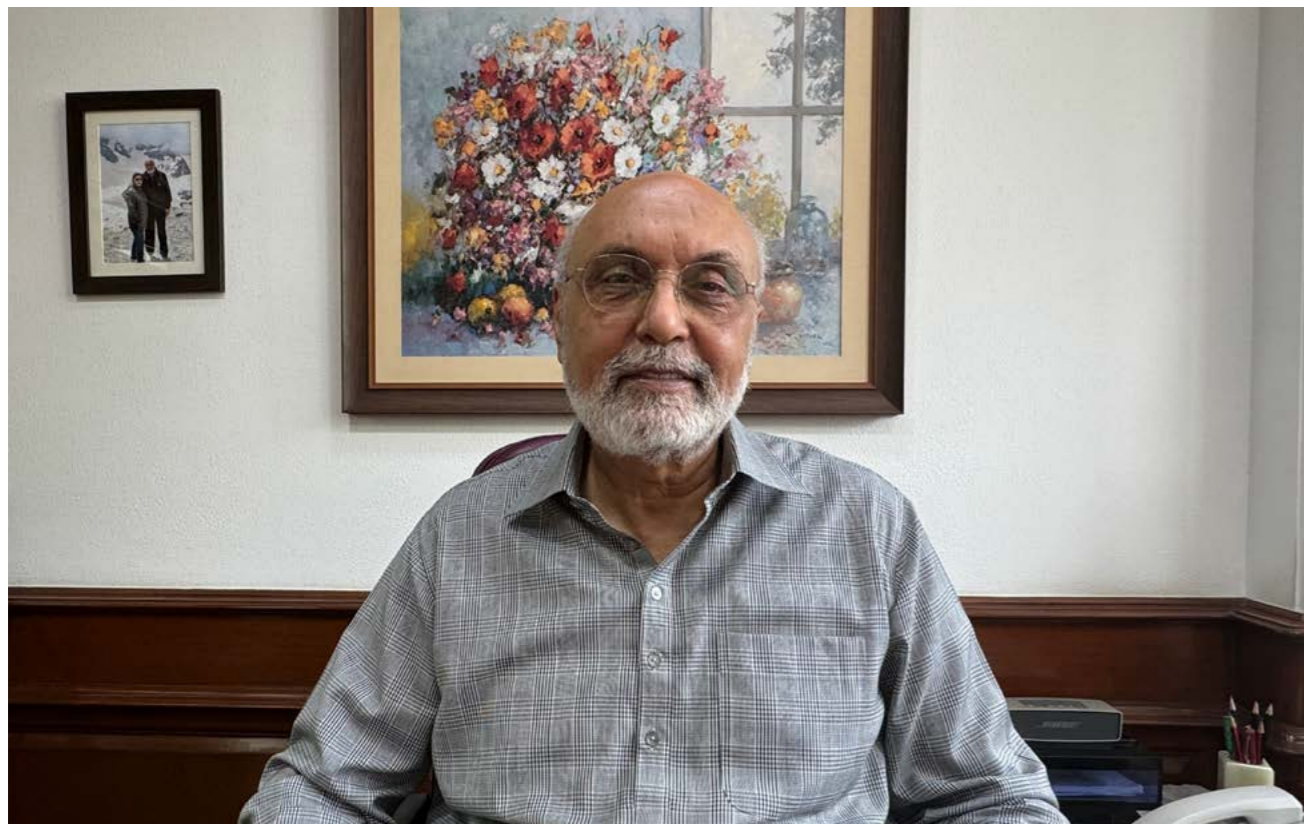
The rising demand for switchgear, battery management and smart metering systems also conveys solid long-term prospects for Shivalik's product lines. With its unique business model based on proprietary bimetal technologies and niche solutions that OEMs demand, Shivalik thrives in an industry with high entry barriers.

Today, as a valued vendor, the Company is making a mark in supplying high-quality shunt resistors to the fast-emerging electric vehicles and customisable smart meters of the future.

Shivalik's highly experienced management has led the Company to prominent ownership in technology and applications. Its solid balance sheet, combined with prudent capital management, drives Shivalik's robust growth potential. Shivalik's plants are operated by a team of 875 vastly skilled people, Shivalik serves more than 275 clients globally.



Chairman's Message



FY24 has been a testament to SBCL's resilience. Despite a challenging global economic environment, our commitment to empowering energy management has driven us to new heights.

Mr. S.S. Sandhu
Chairman & Whole Time Director

Dear Shareholders,

It is with great pleasure that I present the Chairman's Letter for Shivalik Bimetal Controls Ltd. (SBCL) as part of our Annual Report for FY24. This letter aims to provide a comprehensive overview of our strategic advancements, technological innovations, financial stability, commitment to sustainable growth, and our relentless pursuit of long-term value creation.

FY24 has been a testament to SBCL's resilience. Despite a challenging global economic environment, our steadfast commitment to empowering energy management has driven us to new heights. As the world accelerates towards electrification, our diverse portfolio of electrical components has positioned us as a pivotal player in this transformative era, ensuring efficient and reliable energy management across various industries and homes.

Our dedication to innovation remains resolute. By fostering strong partnerships with Original

Equipment Manufacturers (OEMs) and leveraging state-of-the-art welding technologies, we have reinforced our reputation as a trusted partner in advanced applications such as Battery Management Systems (BMS) and smart metering. Our collective expertise and continuous drive for excellence enable us to pioneer solutions that shape the future of electrical components.

SBCL's products are integral to numerous sectors, including smart metering, switchgear, automotive applications, consumer electronics, telecommunications, and renewable energy systems. The rapid advancement towards smart metering technologies, the growth of the switchgear industry, and the electrification of automotive systems underscore the vital importance of our offerings. Our unwavering commitment to innovation, customer satisfaction,

and robust partnerships has reinforced our status as a preferred supplier, driving efficiency, reliability, and safety across these industries.

Our technological edge, particularly in advanced welding techniques like Electron Beam Welding and Hot/Cold Diffusion Bonding, distinguishes us in the industry. These innovative methods enable us to integrate diverse materials and alloys, resulting in durable and reliable electrical components. SBCL's intellectual capital, comprising a skilled workforce and specialized domain knowledge, further enhances our competitive advantage. By embracing advancements in automation, data analytics, and digitalization, we are poised to remain at the forefront of engineering innovation, continuously refining our manufacturing processes.

Financially, SBCL has maintained a robust balance sheet, reflecting our commitment to good governance, financial stewardship, and prudent capital management. Our tangible fixed assets have grown steadily, reaching ₹125 crore in FY24, compared to ₹115 crore in FY23. This increased capital expenditure (CapEx) has enabled us to expand our manufacturing infrastructure, boost our research and development capabilities, and strengthen our market position. Our net worth has also shown consistent growth, reaching ₹342 crore in FY24, underscoring our dedication to long-term value creation for our shareholders.

This year, we also signed a significant Memorandum of Understanding (MoU) with a leading swiss electrical contacts manufacturer. The initiation of this MoU aims to analyse how we can strengthen our electrical contacts business by leveraging their expertise in precious metals and advanced materials. The collaboration can enhance our product offerings

in the electrical contacts segment, solidifying it as a strong third pillar of growth alongside the bimetal and shunt resistor segments. We anticipate that this alliance could lead to the development of high-performance electrical contacts, expanding our market presence and driving substantial growth.

Sustainable growth is a core principle at SBCL. We are dedicated to minimizing our environmental impact and fostering positive social change. Through continuous improvement initiatives, we optimize energy consumption, reduce waste generation, and adopt environmentally friendly practices across our operations. We actively engage with local communities, contributing to their well-being through various social initiatives, education programs, and skill development opportunities. Education remains a key focus, with significant investments in promoting and supporting educational initiatives through our trusted partners.

Healthcare initiatives are also a priority. We have allocated resources to promote healthcare, including preventive measures. Our initiatives have significantly contributed to community well-being and the improvement of healthcare facilities. These projects are part of our diverse CSR outreach, reflecting our commitment to making a positive impact on education, healthcare, employment, and rural development.

Looking ahead, we are optimistic about the recovery of the North American and European markets as the Electric Vehicles (EV) segment gains momentum.

The growing demand for EVs presents significant opportunities for SBCL, and we are well-positioned to capitalize on this trend with our advanced components and technological prowess.

₹342Crore

Our net worth for FY24, underscoring the company's financial stability and commitment to long-term value creation for shareholders.

In conclusion, I extend my heartfelt gratitude to our shareholders, customers, employees, and business partners for their unwavering support and trust. Together, we will continue to drive SBCL's growth, deliver long-term value, and forge a brighter future. Our commitment to technological excellence, financial prudence, and sustainable growth will remain steadfast as we navigate the evolving landscape and create shared value for all stakeholders.

Warm regards,

Mr. S.S. Sandhu
Chairman & Whole Time Director
Shivalik Bimetal Controls Ltd.

Managing Director's Message



At SBCL, our strength lies in our ability to harness cutting-edge technology to deliver world-class products that meet the evolving needs of our global clientele.

Mr. N. S. Ghumman
Managing Director



Dear Shareholders,

As we close the chapter on another year at Shivalik Bimetal Controls Ltd. (SBCL), I am proud to reflect on the strides we have made in our pursuit of excellence and innovation. FY2024 has been a year of navigating complex market landscapes with agility, driven by our commitment to technological advancement and our deeply ingrained culture of research and development.

At SBCL, our strength lies in our ability to harness cutting-edge technology to deliver world-class products that meet the evolving needs of our global clientele. Our leadership in advanced material joining technologies, including Electron Beam Welding and Diffusion Bonding, are sophisticated processes that are not just tools but are integral to our DNA, enabling us to produce high-precision components that are essential across diverse sectors such as automotive, smart metering, energy, and consumer electronics.



Innovation at SBCL goes beyond incremental improvements; it is a core strategic pillar that drives our business forward.

In a world where change is the only constant, SBCL's adaptability has proven to be a key differentiator. We have consistently demonstrated our ability to anticipate and respond to market shifts, ensuring that our growth trajectory remains on an upward orientation. This year, despite economic headwinds in the Americas, we expanded our product offerings, enhanced our manufacturing capabilities, and strengthened our global market presence – particularly in Europe and Asia. Our thermostatic bimetal and shunt resistor segments have continued to perform with resilience, a testament to the trust our clients place in our products and our commitment to delivering unparalleled reliability and quality.

Innovation at SBCL goes beyond incremental improvements; it is a core strategic pillar that drives our business forward. Our deep investment in research and development is not just about staying relevant but about setting the pace for the industries we serve. In FY2024, we made significant advancements in our Shunt Resistor product segment needed in Battery Management Systems (BMS), aligning with the global shift towards electrification as we anticipate further pick up in the global automotive sector. Our work in smart metering technologies is equally

groundbreaking, positioning SBCL as a pivotal player in the global energy transition, and within India's smart meter transition.

Our technological edge honed through years of expertise, particularly in advanced welding techniques like Electron Beam Welding and Hot/Cold Diffusion Bonding, distinguishes us in the industry on a global level. These innovative methods enable us to integrate diverse materials and alloys, resulting in durable and reliable electrical components. Shivalik's intellectual capital, comprising a skilled workforce and specialized domain knowledge, further enhances our competitive advantage as our team continues to grow. By embracing advancements in automation, data analytics, and digitalization, we are poised to remain at the forefront of engineering innovation, continuously refining our manufacturing processes.

Our approach to market leadership is underpinned by a strong foundation of strategic foresight and operational excellence. We have effectively leveraged government initiatives like the Production Linked Incentive (PLI) schemes, allowing us to seize opportunities in high-growth sectors such as Electrical & Electronics. Our bespoke solutions, tailored to the specific needs of our clients, have

enabled us to forge stronger, more collaborative partnerships, driving long-term value creation.

Looking to the future, SBCL is well-positioned to sustain its growth momentum. We are committed to expanding our global footprint, deepening our technological capabilities, and continuing our legacy of innovation. As we enter new markets and explore emerging opportunities, our focus will remain on delivering products that not only meet but exceed the expectations of our customers, while creating enduring value for our shareholders. Together, we will continue to build on our strong foundation, driving SBCL forward as a leader in innovation, quality, and excellence.

Warm regards,

Mr. N. S. Ghumman
Managing Director
Shivalik Bimetal Controls Ltd.

Global Economic Resilience



Our advanced manufacturing technologies, such as electron beam welding and diffusion bonding, set us apart in the electrical and automotive sectors, and position SBCL as a leader in innovation and customer-driven solutions.

SBCL's innovative capabilities, particularly in advanced manufacturing technologies such as electron beam welding and diffusion bonding, give it a competitive edge in the electrical and automotive sectors. These technologies not only enhance the efficiency and quality of SBCL's products but also reduce production costs, making the company a preferred supplier for high-demand sectors such as automotive and energy. Furthermore, SBCL's continuous investment in research and development ensures it stays ahead of technological advancements, positioning it as a leader in innovation.

that meet specific requirements, enhancing customer satisfaction and loyalty. This approach has helped SBCL secure long-term contracts with leading original equipment manufacturers (OEMs) globally. The ability to tailor products to client specifications not only strengthens partnerships but also opens avenues for co-development of future technologies, fostering deeper collaborations.

The focus on customization is another key differentiator for SBCL. The company works closely with its clients to develop bespoke solutions

Innovation at the Heart of Growth

Shivalik Bimetal Controls Ltd. (SBCL) has consistently demonstrated its ability to thrive amidst global economic fluctuations. The company's strategic positioning and adaptability have allowed it to seize growth opportunities in both developed and emerging markets. In India, SBCL is poised to capitalize on high-growth opportunities in the smart meter, switchgear, and electric vehicle (EV) sectors, supported by government grants and Production Linked Incentive (PLI) schemes.

Financial Highlights

34.07%

surge in Profit After Tax (PAT) in Q4 FY 2024, reflecting enhanced profitability and operational efficiency.

₹449.40 Crore

Total income for FY 2024 which rose by 6.94% when compared to total income for FY 2023

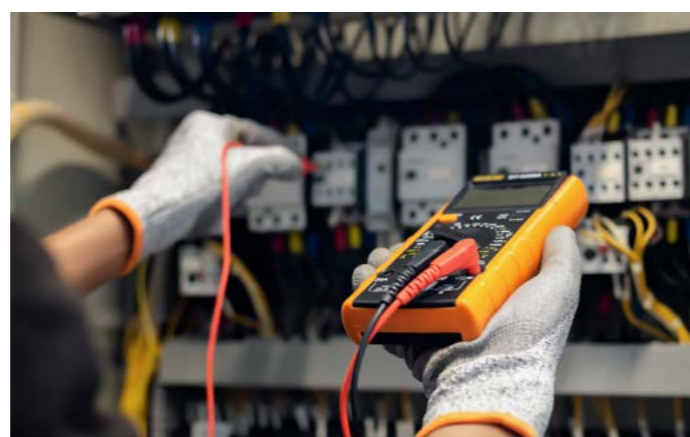
Earnings per share (EPS) increased at a CAGR of **43.98%** over the last five years, demonstrating the company's commitment to delivering substantial shareholder value.

Global Economic Resilience

Industry Insights



Switchgear Market: The global switchgear market is projected to grow at a CAGR of 6.9% from 2021 to 2031, driven by the increasing demand for renewable energy sources and the modernization of aging infrastructure



6.9%

Switchgear CAGR growth from 2021 to 2031



Smart Meter Market: The smart meter market is expected to grow at a CAGR of 7.0% from 2022 to 2028, propelled by government initiatives for smart grid deployment and energy efficiency improvements.



7.0%

Smart Meter CAGR growth from 2022 to 2028



Automotive Industry: The electric vehicle market is anticipated to expand at a CAGR of 21.7% from 2022 to 2030, with significant investments in EV infrastructure and battery management systems.



21.7%

Electric Vehicles CAGR for 2022 to 2030

SBCL aims to expand its market share in the electric vehicle (EV) sector by 15% over the next five years. This target reflects the company's commitment to capitalizing on the rapid growth of the EV market as

North American markets recover. Additionally, SBCL plans to enhance its presence in the smart meter and switchgear markets by increasing its market share by 10% within the same timeframe. These milestones provide a clear roadmap for future growth and align with investor expectations for strategic direction. By setting these specific goals, SBCL demonstrates its proactive approach to leveraging emerging opportunities and driving sustained growth.

Profit After Tax (PAT) Margin Analysis:

22.66%

Q4 FY24 PAT Margin compared to 17.15% in Q4 FY23

The volume for Bimetals also showed substantial growth in Q4 FY24, reaching 351.10 tonne, a YoY increase of 17.62%. For the full year FY24, the volume was 1,335.95 tonne, a YoY growth of 19.31%.

vast geographical presence provide resilience in the company's ability to navigate muted market demand trends.

18.02%

FY24 PAT Margin compared to 17.28% in FY23

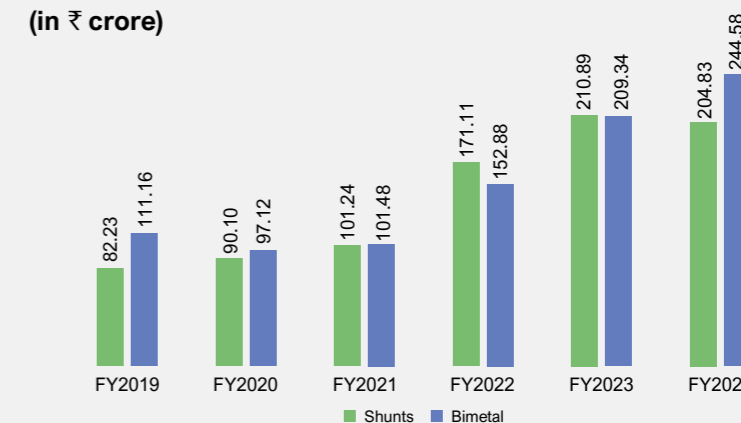
Despite ongoing challenges such as supply chain disruptions and geopolitical tensions, the outlook remains positive for industries that SBCL operates in. The push towards digitalization and automation is creating new opportunities for companies with advanced technological capabilities like SBCL. The company's proactive strategies ensure it can navigate and leverage these global trends effectively. The Company's product mix and

To further strengthen its market position, SBCL is focusing on expanding its product portfolio and enhancing its manufacturing capabilities. The company is investing in state-of-the-art technologies and processes to improve efficiency and reduce environmental impact. These initiatives are aligned with SBCL's long-term vision of becoming a global leader in bimetal and shunt resistor technologies. Additionally, SBCL is exploring strategic acquisitions and partnerships to accelerate growth and expand its market reach.

The Shunt Resistor segment showed a slight year-over-year (YoY) revenue growth in Q4 FY24, with revenue reaching ₹53.25 crore. However, this segment experienced a decline over the entire fiscal year, with FY24 revenue totaling ₹204.82 crore, reflecting a YoY decrease of 2.88%. Despite the revenue decline for the full year, the volume of Shunt Resistors grew significantly in Q4 FY24, reaching 303.11 tonne, a YoY increase of 18.06%. For the full year FY24, the volume was 1016.912 tonne, marking a slight YoY decline of -2.89%.

The Bimetal segment demonstrated strong performance with revenue increasing both in Q4 and the entire FY24. Q4 FY24 revenue was ₹58.52 crore, up by 2.76% YoY, and FY24 revenue totaled ₹244.58 crore, reflecting a YoY growth of 16.83%.

Revenue Spilt (in ₹ crore)



Sustainability as a Strategic Imperative



Waste Management:

The company has implemented comprehensive waste management practices, including recycling plastic waste and managing hazardous waste through registered vendors. SBCL's zero-liquid discharge policy ensures that all wastewater is treated and reused, minimizing environmental impact.

Zero Liquid Discharge:

SBCL prioritizes reducing, reusing, and recycling water through the installation of Effluent Treatment Plants (ETPs) and Sewage Treatment Plants (STPs). These facilities ensure that the company's operations do not contribute to water pollution, supporting its commitment to environmental stewardship.

Employee Safety and Health:

SBCL's commitment to sustainability extends to the well-being of its employees. The company has robust health and safety protocols in place to protect its workforce, and it invests in ongoing training and development to ensure a safe and productive working environment.

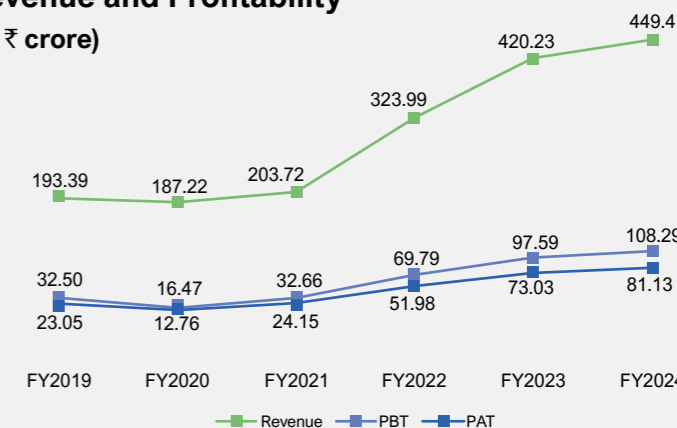
By sourcing most of our power from renewable energy and implementing zero-liquid discharge practices, SBCL is leading the way in sustainable manufacturing.

The company remains debt-free, providing financial flexibility to invest in growth opportunities and navigate economic uncertainties. This strong financial position allows SBCL to pursue strategic initiatives without the burden of debt, enhancing its resilience and long-term sustainability.

SBCL is continually exploring new ways to enhance its sustainability performance. The company is investing in research and development to develop innovative products that support energy efficiency and reduce environmental impact. Additionally, SBCL is actively engaging with stakeholders to ensure that its sustainability efforts align with their expectations and contribute to broader societal goals. This engagement includes transparent reporting on ESG metrics and setting ambitious sustainability targets.

The global focus on sustainability and environmental impact is driving significant investments in green technologies and renewable energy, with companies increasingly adopting sustainable practices to meet regulatory requirements and consumer demand. SBCL's proactive approach to sustainability positions it favourably in this evolving landscape. Moreover, investors are increasingly prioritizing Environmental, Social, and Governance (ESG) criteria when making investment decisions. Companies that demonstrate strong ESG performance are more likely to attract investment from socially responsible funds and other institutional investors.

Revenue and Profitability (in ₹ crore)



Aligning with Global Environmental Trends

Shivalik Bimetal Controls Ltd. (SBCL) is committed to aligning its operations with global environmental trends and investor preferences for sustainable practices. By detailing its manufacturing processes that minimize environmental impact and investing in renewable energy, SBCL strengthens its appeal to socially responsible investors and underscores its role in promoting a sustainable future.

Sustainability Initiatives:

Renewable Energy:

SBCL sources most of its power from renewable sources, primarily hydroelectric, significantly reducing its carbon footprint. This transition to renewable energy is a critical component of SBCL's sustainability strategy, aligning with global efforts to combat climate change and reduce greenhouse gas emissions.

Expanding our Global Footprint



Leveraging Strategic Partnerships and Market Expansion

Shivalik Bimetal Controls Ltd. (SBCL) is focused on expanding its global presence through strategic partnerships and tapping into new markets. This growth strategy is aligned with SBCL's Vision 2030 objectives, emphasizing the company's efforts to leverage India's increasing global influence and meet rising international demand.

Through strategic partnerships and global market expansion, SBCL is solidifying its position as a leader in high-performance electrical contacts, driving significant growth and international presence.

Strategic Partnerships and Market Expansion

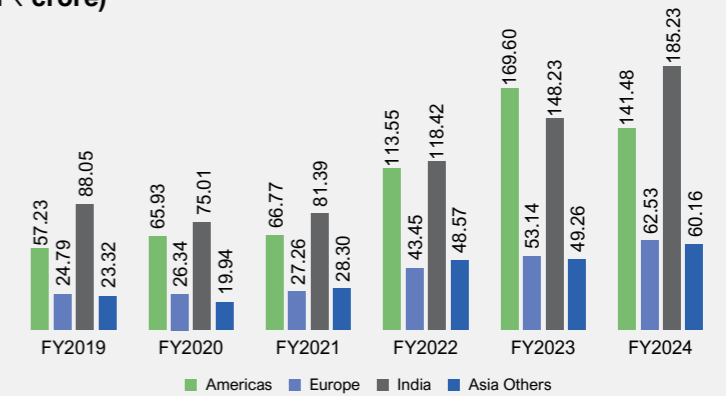
Memorandum of Understanding (MoU) with Leading Swiss Electrical Contacts Manufacturer:

This MoU aims to strengthen SBCL's electrical contacts business by leveraging the swiss company's expertise in precious metals and advanced materials. This partnership will enhance SBCL's product offerings

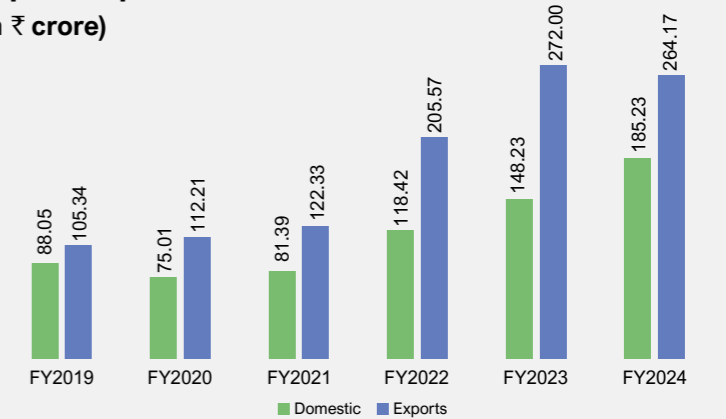
25.79%

Thermostatic bimetal/trimetal sales in Europe grew by 25.79% in FY 2024, highlighting SBCL's successful geographical expansion and strong market demand.

Geographical Spilt (in ₹ crore)



Export Exposure (in ₹ crore)



in the electrical contacts segment, solidifying it as a strong third pillar of growth alongside the bimetal and shunt resistor segments. The collaboration is expected to lead to the development of high-performance electrical contacts, expanding SBCL's market presence and driving significant growth in this sector. Additionally, the swiss company's strong global presence will open up international market opportunities for SBCL, allowing it to leverage its established distribution networks and customer base to accelerate its global expansion.

Joint Ventures and Acquisitions: SBCL has formed key partnerships to enhance its product offerings and enter complementary market segments. Notable collaborations include a joint venture with ArcelorMittal Stainless & Nickel Alloys and the acquisition of CHECON's stake in SEPPL. These strategic alliances have broadened

SBCL's capabilities and market reach, enabling it to offer a more comprehensive range of products and services. These partnerships also facilitate the transfer of technology and best practices, further strengthening SBCL's competitive edge.

Geographical Expansion: SBCL is actively expanding its presence in key international markets, including Europe, Asia, and the Americas. The company's growth in Europe has been particularly notable, with thermostatic bimetal/trimetal sales increasing by 25.79% in FY 2024. This expansion is supported by SBCL's strong relationships with global OEMs and its reputation for high-quality, reliable products. The company is also exploring new markets where demand for its products is rising, driven by trends such as electrification and smart grid implementation.

Expanding our Global Footprint

Europe

Market Potential

SBCL's presence in Europe is growing, particularly in the thermostatic bimetal/trimetal segment, with a 25.79% increase in sales in FY 2024. This indicates strong demand and a significant opportunity for SBCL to further penetrate the market.

Competitive Landscape

Europe has a highly competitive market for electrical components, with several established players. SBCL's advanced manufacturing technologies and strong relationships with OEMs provide a competitive edge, allowing it to deliver high-quality, reliable products that meet stringent European standards.

Regulatory Environment

European regulations emphasize energy efficiency and environmental sustainability, aligning well with SBCL's focus on advanced, energy-efficient products. Compliance with these regulations enhances SBCL's marketability and credibility in the region.



Americas

Market Potential

SBCL's growth in the Americas is notable, with an increase in sales of thermostatic bimetal/trimetal products. The region offers substantial opportunities in the automotive and energy sectors, driven by the transition to electric vehicles and the modernization of energy infrastructure.

Competitive Landscape

The market in the Americas is characterized by strong competition from local and international companies. SBCL's focus on innovation and customization helps it meet the specific needs of this market, positioning it as a key player in high-demand sectors.

Regulatory Environment

North America has stringent regulatory standards for quality and environmental impact, which aligns with SBCL's high-quality, sustainable products. Regulatory support for electric vehicles and smart grid infrastructure is strong, providing a conducive environment for SBCL's offerings.



Data Centres to serve as a potential growth segment for our products.



Asia

Market Potential

SBCL is actively expanding in Asia, with significant growth opportunities in emerging markets. The rising demand for smart meters and electric vehicles is driving this growth. Asia represents a vast market with substantial potential for revenue growth.

Competitive Landscape

The Asian market is diverse, with both established multinational companies and numerous local manufacturers. SBCL's strategic partnerships and local manufacturing capabilities enhance its competitive position, enabling it to offer customized solutions tailored to regional demands.

Regulatory Environment

Regulations in Asia vary by country but generally support the adoption of renewable energy and advanced manufacturing technologies. Government incentives for smart grid technologies and electric vehicles are prevalent, providing a favorable environment for SBCL's products.

SBCL's total income for FY 2024 rose by 6.94%, showcasing resilient revenue generation despite moderated North Atlantic demand. This growth reflects the company's successful efforts to diversify its revenue streams and mitigate regional economic challenges. The company reported robust growth in the Indian market, with thermostatic bimetal/trimetal sales increasing by 31.69% year-over-year. This performance underscores SBCL's ability to capitalize on domestic opportunities and drive significant growth in its home market.

Industry Insights

Global Market for Electrical Components

The global market for electrical components is expected to grow significantly, driven by the increasing adoption of electric vehicles, smart meters, and renewable energy solutions. This growth presents substantial opportunities for SBCL to expand its market share and enhance its competitive position.

Electrification Trend:

The ongoing electrification of various industries, including automotive, energy, and infrastructure, is creating a growing demand for SBCL's products. The company's advanced

manufacturing capabilities and innovative technologies position it well to meet this demand and capitalize on emerging opportunities.

To support its global expansion, SBCL is investing in new manufacturing facilities and upgrading its existing plants to increase production capacity and improve efficiency. The company is also enhancing its supply chain capabilities to ensure reliable and timely delivery of products to its global customers. These investments are aimed at bolstering SBCL's operational capabilities and ensuring that it can meet the increasing demands of its expanding customer base.

Expanding our Global Footprint

Vision 2030 Objectives



Expand Product Portfolio:

SBCL aims to continuously innovate and diversify its product offerings to meet the evolving needs of its customers. This includes developing new applications for its existing technologies and exploring new markets.



Strengthen Global Presence:

By leveraging its strong relationships with global OEMs and entering new markets, SBCL plans to significantly increase its international footprint.



Sustainability Commitment:

SBCL is dedicated to enhancing its sustainability practices, including reducing its environmental impact and improving the energy efficiency of its operations.



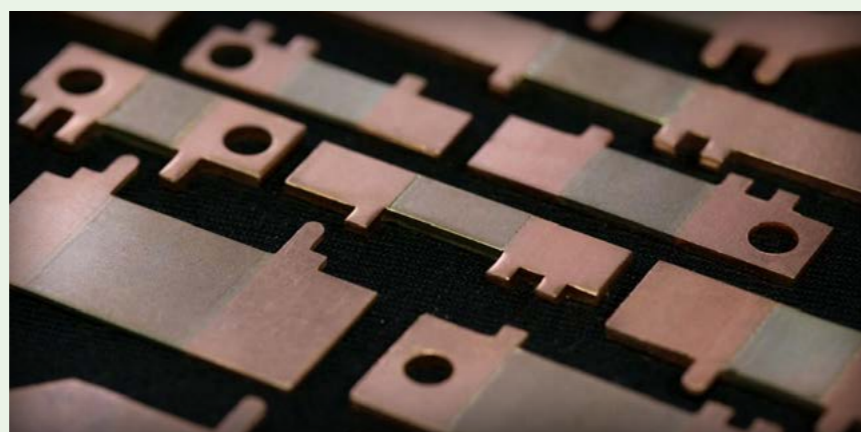
Financial Stability:

Maintaining a debt-free status and focusing on profitable growth will remain key priorities for SBCL, ensuring the company's long-term financial health and ability to invest in future initiatives.

Our Portfolio

As a globally preferred supplier, Shivalik Bimetal Controls leads the industry with its dependable shunt resistors and thermostatic bimetals, critical components powering advancements in electric vehicles, smart meters, and beyond.

SHUNT RESISTORS



Product Description

- Shunt Resistors are ultra-low ohmic resistors used for high accuracy current detection and measurement
- It is used to measure and sense the flow of current and create a low resistance path for electric current to pass through it
- Shivalik, one of the preferred supplier globally, produces a wide range of highly dependable Resistors that are used in electronics, electrical and automotive industry

End Applications

Electric Vehicle

Energy Storage

Smart Meters

Power Modules

THERMOSTATIC BIMETALS



- Thermostatic Bimetals are “critical components used in overload protection devices”
- Thermostatic Bimetals are formed by mechanically diffusing two or more alloys to combine their individual properties
- Shivalik is the largest supplier of Thermostatic Bimetal in India with more than several decades experience, and possesses the potential to satisfy global demand

Switchgear

Electrical Appliances

Medical Devices

Automotive

ELECTRICAL CONTACTS



- Electrical contacts are key components which are connecting points when a switch is turned on or off
- The contact materials are typically made of different types of precious metal alloys. These materials are then joined on to copper alloy substrates using various methods
- Shivalik specializes in the production of electrical contacts with its core competency focused on specialized joining processes

Smart Meters

Switchgears

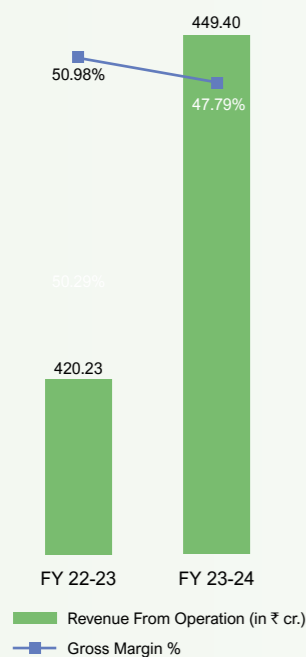
Wire Accessories

Electrical Appliances

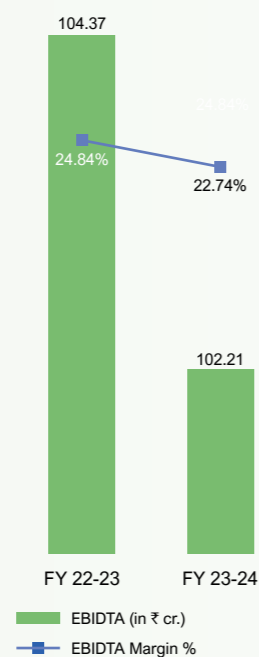
Key Performance Indicators

Profitability Matrix : Standalone

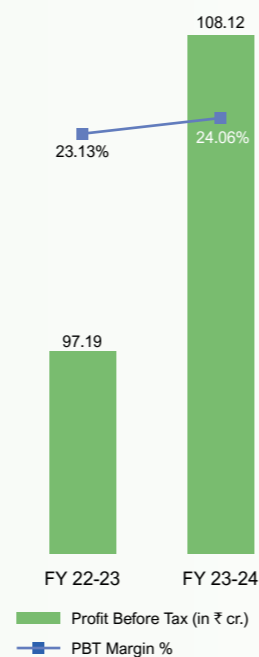
Revenue & GM



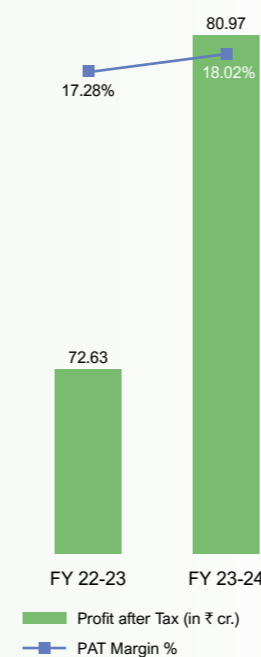
EBITDA & EBITDA Margin



PBT & PBT Margin



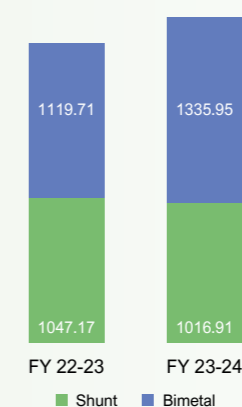
PAT & PAT Margin



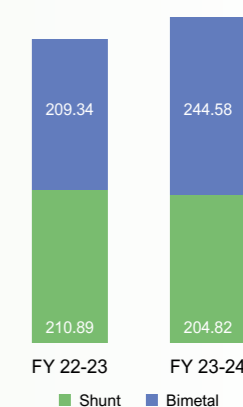
Segment wise Volume and Revenue Analysis

Shunt Resistors contribute 48% of total volume and 50% of total revenue while Bimetal contributes 52% of total volume and 50% of total revenue.

Performance by Volume (Tonnes)

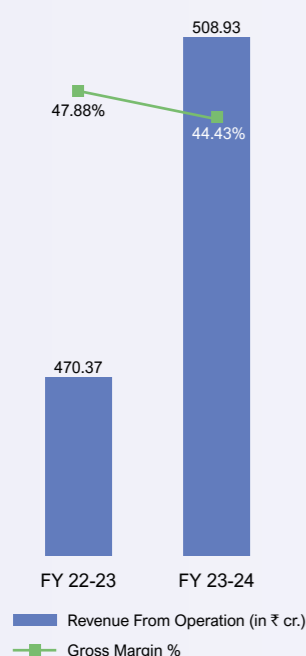


Performance by Revenue (In ₹ crore)

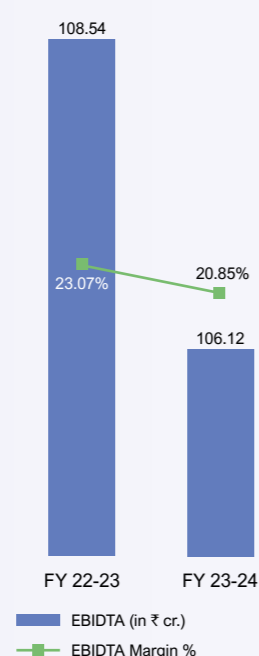


Profitability Matrix : Consolidated

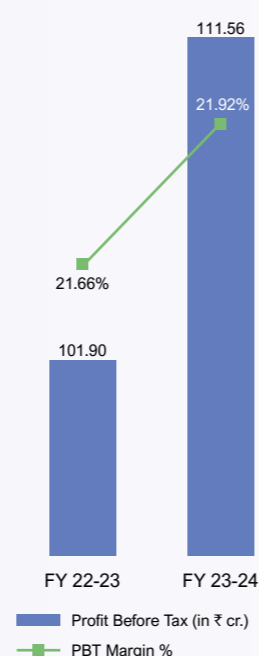
Revenue & GM



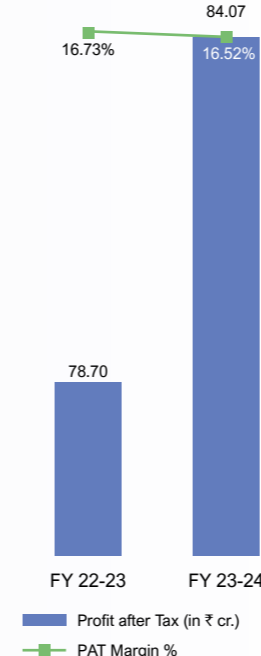
EBITDA & EBITDA Margin



PBT & PBT Margin

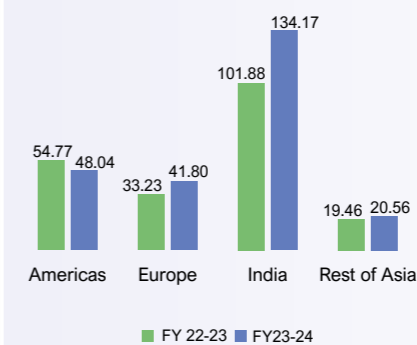


PAT & PAT Margin

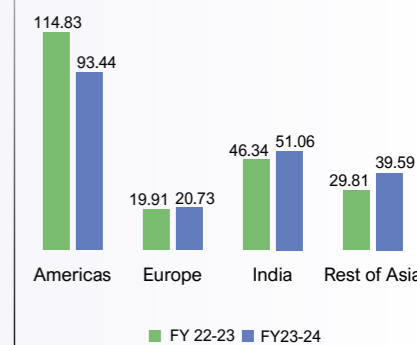


Geographical Revenue Analysis

Thermostatic Bimetals/ Trimetals (in ₹ crore)



Shunt Resistor (in ₹ crore)





Corporate Information

Board of Directors

Mr. S.S. Sandhu
Chairman

Mr. N.S. Ghuman,
Managing Director

Mr. Swarnjit Singh,
Independent Director

Mr. N.P Sahni
Independent Director

Mr. Sudhir Mehra
Independent Director

Ms. Anu Ahluwalia,
Woman Independent Director

Ms. Harpreet Kaur,
Non-Executive Woman Director

Mr. G.S. Gill,
Non-Executive Director

Chief Financial Officer

Mr. Rajeev Ranjan

Company Secretary

Ms. Aarti Sahni

Registered Office

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

Phone: +91-1792-230578
Fax: +91-1792-230475

Email: investor@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, 26028175
Fax: +91-11-26026776

Statutory Auditors

M/s. Arora Gupta & Co.,
Chartered Accountants
(Firm Registration No. 021313C)

1035, Deva Ram Park, Tri Nagar,
New Delhi - 110035.

Bankers

Indian Bank
DBS Bank India Limited

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, 26387283
Fax: (91) (11) 26387384

Email: investor@masserv.com
Website: http://www.masserv.com



Statutory Reports & Financial Statements

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Global Overview

Global Economic Overview

In 2023, the global economy demonstrated unexpected resilience, buoyed by falling inflation rates and the gradual relaxation of interest rate increases by central banks amid significant monetary tightening and ongoing policy uncertainties worldwide. This semblance of stability masks deeper challenges, including persistent price pressures, potential upheavals in energy markets due to conflicts in the Middle East, and the enduring impacts of substantial interest rate hikes. Additionally, global concerns over climate change are accelerating the shift towards sustainable and green energy transitions, adding another layer of complexity to the economic landscape. Global GDP growth is projected to slow from an estimated 2.7% in 2023 to 2.4% in 2024, with a modest rebound expected in 2025. This forecast remains below the pre-pandemic growth average of 3%, indicating an extended period of subdued growth that could disproportionately affect vulnerable and developing nations.

Developed economies are expected to experience further slowdowns. The economy of the United States of America is expected to decelerate from an estimated 2.5 per cent in 2023 to 1.4 per cent in 2024. In the European Union a mild recovery is expected. GDP is projected to expand by 1.2 per cent in 2024, up from 0.5 per cent in 2023. Growth in Japan on the other hand, is projected to slow from 1.7 per cent in 2023 to 1.2 per cent in 2024 despite accommodative monetary and fiscal policy stances.

Developing economies face varied near-term growth prospects. China's recovery has been slower than anticipated, with growth expected to moderate in 2024. African economies continue to struggle with global economic headwinds and climate-related challenges, while regions like South Asia, led by India's robust growth, show slightly more favourable prospects.

The global labour market has rebounded, with many countries' unemployment rates dropping below pre-pandemic levels. However, this recovery is uneven, with developing economies facing continued challenges such as informal employment and gender disparities in labour participation. Global inflation, currently hovering around 5.7%, has eased from 8.1% in 2022 but remains above the decade's average before 2022. A further decline to 3.9% in 2024 is projected due to continued moderation in international commodity prices and the weakening of demand amid monetary tightening.

Global investment growth is expected to remain weak, with significant gaps in renewable energy investments. While investments in clean energy have gained considerable momentum since 2021, they need to accelerate further to meet the net zero emissions target by 2050. Global trade growth has also weakened, impacting developing economies due to diminishing demand from developed nations and restrictive financial conditions. Central banks worldwide face the delicate task of balancing inflation control, stimulating growth, and maintaining economic stability. Fiscal space is increasingly constrained by higher interest rates and tighter liquidity conditions, mainly affecting developing countries.

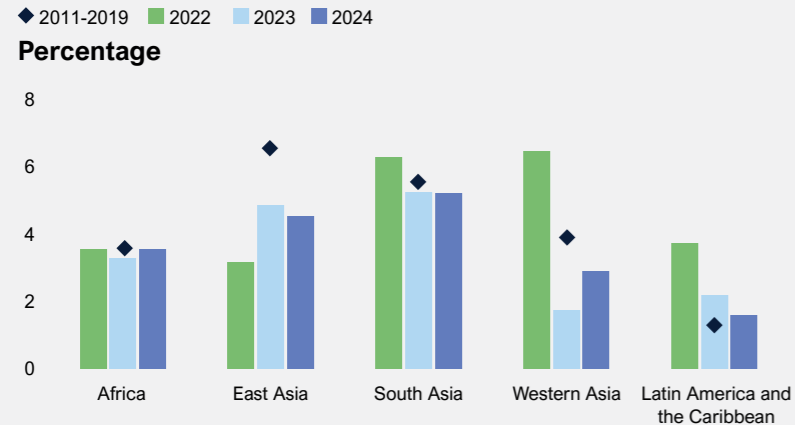
Through strategic partnerships and global market expansion, SBCL is solidifying its position as a leader in high-performance electrical contacts, driving significant growth and international presence.

2.4%

Global growth is projected to decrease to 2.4% in 2024, down from 2.7% in 2023.

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Gross domestic product growth, by developing region



Source: World Economic Situation and Prospects: February 2024, UN.

Global Energy Overview

The Global energy landscape is overshadowed by conflict and uncertainty, notably due to Russia's invasion of Ukraine and potential instability in the Middle East. These factors highlight the vulnerabilities of the fossil fuel-dependent energy system and the advantages of transitioning towards more sustainable energy sources for enhancing security and reducing emissions. Despite facing challenges such as cost inflation, supply chain bottlenecks, and rising borrowing costs, clean energy remains a vibrant area of global investment. Despite the growth of clean energy driven by policy and market factors, demand for coal, oil, and natural gas is expected to rise in the short term within this decade, with the peak in demand projected to occur before a gradual decline begins, though the pace of this decline will vary.

6% annual increases

India will be at the forefront of this demand growth, with projections of over 6% annual increases until 2026.

According to the International Energy Agency, emerging markets and developing economies primarily fuel the surge in global electricity demand. Global electricity demand

increased by 2.2% in 2023, driven by significant growth in China, India, and Southeast Asia, despite declines in advanced economies due to economic challenges. Looking ahead, demand is projected to rise by 3.4% annually, driven by the electrification of transport and increasing household consumption. Clean energy is expected to meet this growing demand, with renewables set to surpass coal as the leading electricity source by 2025. India will be at the forefront of this demand growth, with projections of over 6% annual increases until 2026, driven by robust economic activity and green transitions across sectors.

Investments in the power sector are poised to escalate to accommodate the surge in electricity demand, facilitate transitions towards cleaner energy, and ensure the reliability of electricity supply. Presently, solar photovoltaic (PV) and wind energy receive more funding than investments in electricity grids. However, anticipated cost decreases for solar PV and wind energy will likely temper the need for future investments in these areas. In contrast, the necessity for grid investments is expected to grow. Enhancing the grid infrastructure is crucial for connecting numerous new consumers and renewable energy sources, bolstering transmission and distribution networks, and upgrading and digitising the grid infrastructure.

Moreover, battery storage is gaining more investment focus to offer short-term flexibility and ensure grid stability. Meanwhile, investments in unabated fossil fuel power plants, which have been minimal in recent years, are predicted to diminish even further, mainly concentrating on natural gas-fired plants that provide flexible energy solutions. The Net Zero Emissions (NZE) Scenario requires a major shift in fuel supply investments from fossil fuels to low-emissions fuels

Management Discussion & Analysis

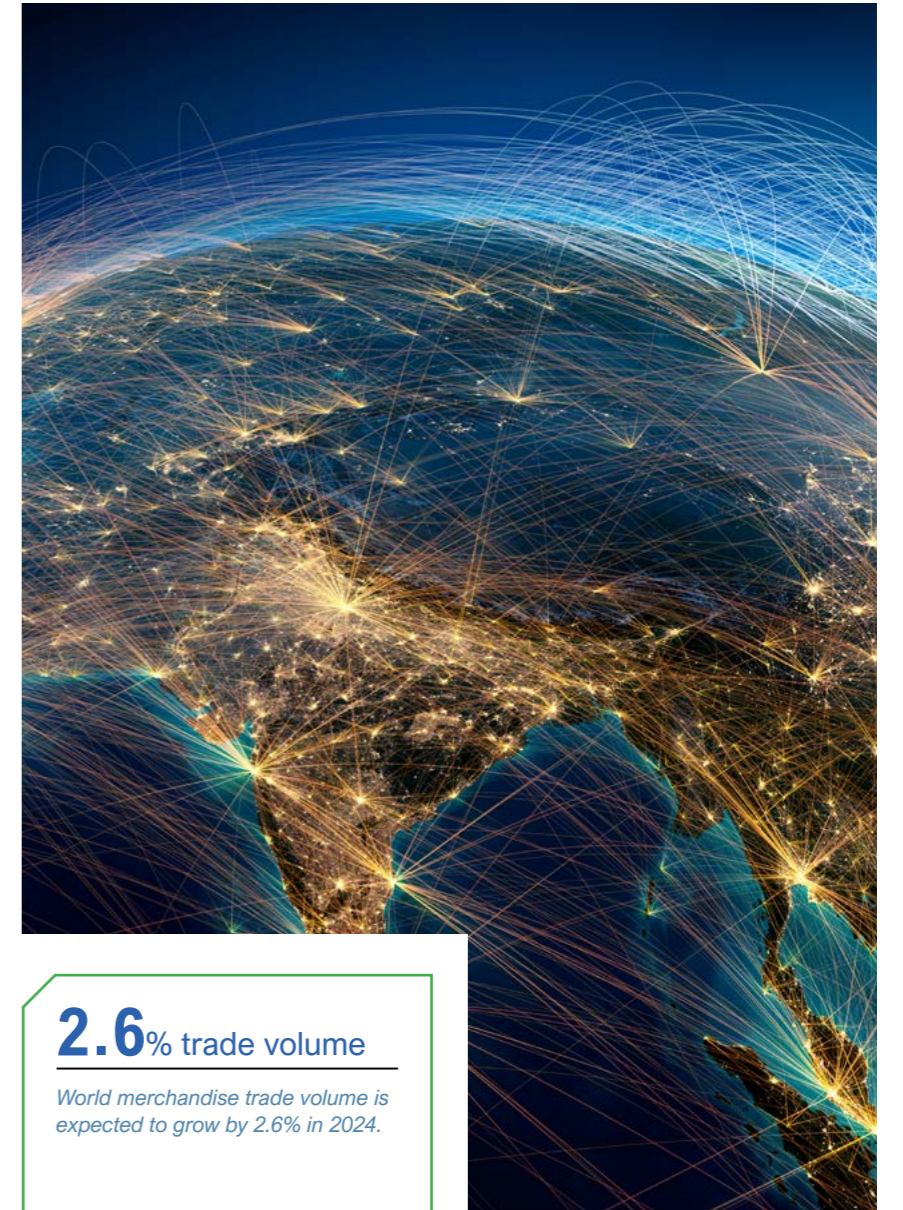
like bioenergy and hydrogen, as well as carbon capture, utilization, and storage (CCUS). Achieving net-zero emissions by 2050 would see annual investment in oil, gas, and coal drop by more than half, while spending on low-emissions fuels would increase tenfold by 2030.

Global Trade Prospects

Since the 2008-09 global financial crisis, international trade has notably slowed. The recent economic disturbances have sparked narratives favouring the advantages of localisation and fragmentation over the benefits of continued globalisation and economic integration, with these views increasingly influencing trade policy. A noticeable uptick in unilateral trade-restrictive measures across specific sectors, often driven by environmental concerns, national security, and geopolitical goals, impacting trade flows. Early signs of friend-shoring are evident in trade data, alongside a growing concentration.

Despite these significant developments, trade continues expanding, and efforts towards trade liberalisation continue. Although supply chain disruptions have occurred, the trade system has remained resilient through previous crises, demonstrating an ability to adapt and respond. This resilience has ensured the continued flow of goods and services to where they are needed most, especially during periods of fluctuation.

The World Trade Organization's "Global Trade Outlook and Statistics" report for 2024 revises the expected growth in world merchandise trade volume to 2.6% in 2024 and 3.3% in 2025, reflecting a recovery from a decline of 1.2% in 2023. The report maintains an optimistic view on the potential for re-globalization to promote a secure, inclusive, and sustainable future.



2.6% trade volume

World merchandise trade volume is expected to grow by 2.6% in 2024.

Domestic Overview

Overview of the Indian Economy

In 2023, India significantly enhanced its global stature by successfully presiding over a G20 Presidency that unified member nations on crucial worldwide issues, transcending their geopolitical disagreements. This pivotal role underscored India's emergence as a significant mediator in international affairs. Further elevating

its global standing, India's GDP contribution to the world economy has notably increased. Additionally, India's space exploration reached a historic milestone with the Chandrayaan-3 mission, achieving the first-ever landing at the Moon's South Pole. The nation also set a global record for the swiftest rollout of 5G technology.

In recent years, India has clearly demonstrated resilience and progress despite the risks and uncertainties in the global economic landscape. Under

Management Discussion & Analysis

the Aatmanirbhar Bharat and “Make in India” initiatives, which aim to bolster domestic manufacturing and promote self-reliance, the Production Linked Incentive (PLI) Scheme has been a key focus. The scheme, covering 14 sectors, is designed to incentivize manufacturers to increase production and exports. During FY 2024, the scheme’s contribution remained robust at 17.7%.

Indian economy recorded two years of above-7 per cent growth and looks set to repeat it for the third year in FY24. In the first half of the current financial year, the economy has grown 7.7 per cent in real terms compared to the first half of FY23.

Economic forecasts remain optimistic for India, fuelled by a stable macroeconomic and financial environment. For the fiscal year 2024, the country’s growth is projected at 7.3%, with expectations for a gradual convergence of headline inflation towards the target. Enhanced by robust service exports and reduced oil import expenditures, India’s current account deficit has narrowed to 1% of GDP in the first half of the fiscal year 2024.

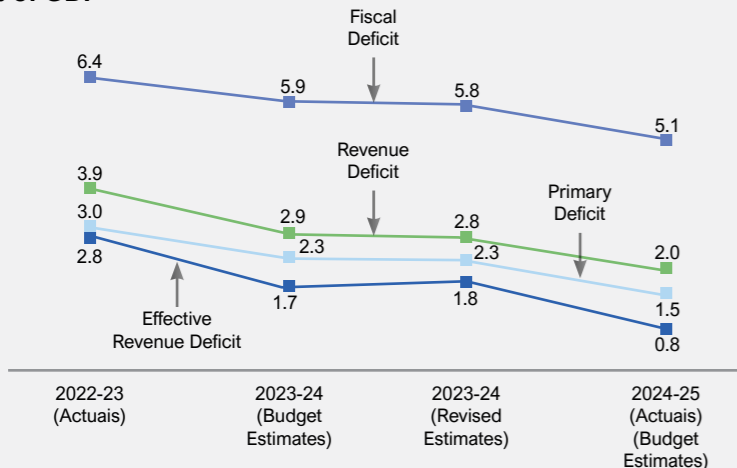


Imports and Exports from India

As per the data published by the Ministry of Commerce and Industry, India’s trade landscape has shown remarkable resilience despite persistent global challenges. Overall exports, encompassing both merchandise and services, are estimated to surpass last year’s record, reaching USD 776.68 billion in FY 2023-24, compared to USD 776.40 billion in FY 2022-23. This achievement is highlighted by the highest monthly merchandise exports of the current fiscal year, which peaked in March 2024 at USD 41.68 billion.

In addition to strong export performance, the overall trade deficit is estimated to have significantly improved by 35.77%, decreasing from USD 121.62 billion in FY 2022-23 to USD 78.12 billion in FY 2023-24. The merchandise trade deficit also saw a positive change, improving by 9.33% to USD 240.17 billion in the current fiscal year, down from USD 264.90 billion in the previous year. One of the standout sectors has been electronic goods, where exports have increased by 23.64%, rising from USD 23.55 billion in FY 2022-23 to USD 29.12 billion in FY 2023-24. This growth in the electronic goods sector underscores India’s expanding capabilities and its increasing role in global trade, even amidst a challenging global economic environment.

Trends in Deficit % of GDP



8% GDP growth

RBI researchers expect GDP growth to be very near 8 per cent for FY24

Source: Ministry of Finance

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India’s overall exports, encompassing both merchandise and services, are estimated to surpass last year’s record, reaching USD 776.68 billion in FY 2023-24, compared to USD 776.40 billion in FY 2022-23.

The International Monetary Fund anticipates India’s economy to expand by 6.5% in the fiscal year beginning April 1, 2024, maintaining a similar growth trajectory into the following year. This projection was part of the IMF’s World Economic Outlook released in January, which also revised India’s GDP growth for the current fiscal year upward to 6.7% from the 6.3% forecasted in October. These projections for India come amidst a backdrop of a predicted slowdown in growth across “developing Asia” to 5.2% in 2024 and 4.8% in 2025, down from an estimated 5.4% in 2023.

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India is expected to see the highest-ever renewable energy capacity additions at 19 GW, including about 16-17 GW solar and 2-3 GW wind in 2024.

India's Power Hunger and Changing Energy Dynamics

As India continues to uphold its title as a Global Growth Engine, the demand for energy to sustain this momentum is higher than ever. In response to this escalating energy demand, India's energy dynamics are poised for significant transformation. According to S&P Global Commodity Insights, India is expected to witness its highest-ever renewable energy capacity additions in 2024, with an anticipated 19 GW, including 16-17 GW from solar and 2-3 GW from wind. Additionally, India is likely to add 5 GW and 6 GW of new coal plants next year to meet its burgeoning energy needs.

In line with its commitment to sustainability, India has set ambitious goals for a green energy transition, including achieving net-zero carbon emissions by 2070. This commitment is reflected in the substantial investments pouring into the renewable energy sector. According to data from the Department for Promotion of Industry and Internal Trade (DPIIT), the sector has attracted a total Foreign Direct Investment (FDI) in equity amounting to USD 6,137.39



million over the past three fiscal years, up to September 30, 2023. These efforts underscore India's dedication to not only meeting its current energy demands but also ensuring a sustainable and environmentally responsible growth trajectory in the long term.

At the opening of the second edition of India Energy Week 2024, Prime Minister Narendra Modi announced that India is poised to receive an investment totalling USD 67 billion in the energy sector within 5 to 6 years.

Industry Outlook

Shivalik Bimetal Controls Ltd.'s products are basic components required for most electronic and electrical sub-systems and appliances. They are particularly essential in the functionality of Switchgear, Protective Relays, Metering devices, Automotive Energy Devices, and Battery Management Systems, among others. The Company's commitment to innovation and quality makes it a key player in the Electrical, Electronic, and Automotive industries, contributing to

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advancing technology and efficiency in these fields.

Electrical Equipment Market

Shivalik Bimetal Controls Ltd. is attuned to the expansive opportunities within the international electrical equipment sector and is committed to spearheading innovation. As per Exactitude Consultancy, the global Electrical Equipment Market, valued at USD 1,315.8 billion in 2022, is projected to soar to USD 3,393.5 billion by 2029, achieving a CAGR of 11.1% from 2023 to 2029.

Various factors, including the growing need for electricity in advanced and developing nations, the increasing pursuit of renewable energy sources, and the broader adoption of automation and robotics in numerous industries, drive the surge in demand for electrical equipment. Additionally, the intensified focus on energy efficiency and the deployment of smart grid technologies are stimulating the demand for more advanced and efficient electrical equipment.

The shift towards renewable energy sources, particularly solar and wind, has amplified the need for sophisticated electrical components, with a large portion of India's electricity now being generated from these renewable sources. From advanced lighting systems to state-of-the-art circuit breakers, the Indian electrical equipment industry is

leading in innovation, catering to the changing demands of a vibrant and expanding market.

Indian electrical equipment is witnessing significant expansion, with an accelerated growth rate and increased demand for various components. Essential products driving this growth include electric construction machinery, generators, switches, sockets, lighting fixtures, meters, panels, automation technologies, solar and wind energy solutions, batteries, inverters, voltage regulators, circuit breakers, and connectors.

As per Technavio, the Indian electrical equipment market is on track to achieve a valuation of USD 52.98 billion by 2027. This growth is fueled by rapid urbanisation and infrastructural advancements. The market encompasses diverse segments, including power distribution, transmission, and generation equipment. Government initiatives like 'Make in India' have played a pivotal role in promoting domestic production, significantly contributing to the growth of the electrical equipment sector in India.

Smart Metering

Shivalik Bimetal Controls Ltd. stands to gain from the worldwide smart electric meter market expansion. Projected to rise at a 9.4% CAGR, the smart meter market is expected to escalate from USD 23.1 billion in 2023 to USD 36.3 billion by 2028. The growth in smart meter adoption is propelled by several critical factors, including strict government regulations, heightened awareness of carbon footprint impacts, the convenience of contactless billing, enhanced grid stability, more effective outage management, and the pressing demand for data analytics within the electric power sector.

To address India's growing demand for electricity and modernise the power distribution network, the central government is concentrating on minimising AT&C (Aggregate Technical and Commercial) losses and enhancing the distribution framework through the Revamped Distribution Sector Scheme (RDSS). This initiative involves a substantial allocation of ₹3,03,758 crore to support Discoms. Under this scheme, Advanced Metering Infrastructure Service Providers (AMISPs) will be tasked with

USD 3,393.5 billion

The global Electrical Equipment Market is projected to soar to USD 3,393.5 billion by 2029



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in the tendering process and the government's commitment to improving the financial stability of distribution companies.

Automotive Industry

Shivalik Bimetal Controls Ltd. is a key beneficiary of the growth of the automotive industry, engaging in both the Internal Combustion Engine (ICE) sector and the burgeoning electric vehicle (EV) market. With the increasing incorporation of electrical and battery management systems into vehicles, Shivalik's shunt resistors remain crucial components in traditional ICE and electric vehicles.

According to various media reports, Leading car manufacturers are intensifying their efforts in the electric vehicle (EV) sector by expanding their EV production capabilities and introducing or developing new offerings within this category. Tata Motors, holding the largest share in the nation's EV market, anticipates a 40% growth in the EV sector. Maruti Suzuki plans to augment its production capacity to approximately four million units from the current 2.25 million, with a projected investment of ₹45,000 crore, targeting its inaugural EV launch in the fiscal year 2024-25. Indian carmakers are set to invest nearly ₹80,000 crores to establish EV manufacturing infrastructure. JCW and MG Motors have recently announced their collaboration to concentrate on New Energy Vehicles (NEVs). Additionally, the Ministry of Heavy Industries (MHI) has introduced a new policy aimed at encouraging global manufacturers such as Tesla,

the metering infrastructure's supply, upkeep, and operational management once installed. This move is anticipated to significantly boost the demand for meter manufacturers, who form a key clientele for Shivalik's products, potentially increasing the demand for Shivalik's offerings.

A recent ICRA report highlights that India is falling short of its goal to achieve nationwide smart meter

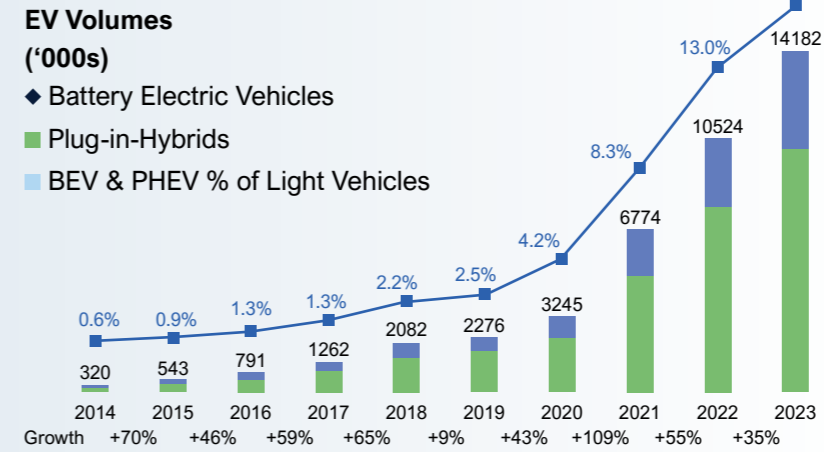
coverage by 2025 due to a slow pace in the installation process. As of December 2023, while the government had sanctioned 222.3 million smart meters, contracts for 98.7 million had been secured. However, the tally of installed smart meters was only 8 million by the end of December 2023. The report also suggests an expected surge in installation rates over the next two years, driven by improvements

70%

of top-tier Indian car buyers are open to purchasing an electric vehicle for their next car.

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Global BEV & PHEV Sales



Source: EV-Volumes.

VinFast, BYD, Kia, Škoda, BMW, and Mercedes-Benz to enhance EV manufacturing in India, signalling a significant push towards electrification in the automotive industry.

Research from RMI highlights a rapid increase in EV sales, pointing to a potential dominance of electric vehicles in the market by the end of this decade. Countries such as India and Israel are swiftly expanding their EV adoption, aiming to parallel leading nations such as China. This shift suggests that by 2030, EVs could represent over two-thirds of car sales globally, potentially impacting almost half of the world's oil demand.

In significant markets, the cost of owning battery electric vehicles has already become more affordable than their petrol and diesel counterparts in specific segments. Moreover, predictions from this research indicate that the initial purchase price of battery electric vehicles could become lower than that of traditional vehicles as soon as 2024 in Europe, with similar trends expected in China, the US, and India in the following years.

While India's adoption of electric vehicles (EVs) has lagged behind its global counterparts, the outlook appears optimistic for the near future. A recent McKinsey study reveals that 70% of top-tier Indian car buyers are open to purchasing an electric vehicle for their next car. This figure surpasses the global average of 52%. Furthermore, the study forecasts that the penetration of the EV market in India could increase to between 10 and 15 percent by the year 2030.

Switchgear Industry

For Shivalik Bimetal Controls Ltd., the demand surge for electricity generation is a primary catalyst for this growth. Positioned strategically in Asia-Pacific, especially in India, Shivalik is poised to capitalise on domestic and international switchgear market opportunities. According to McKensey, the market is expected to ascend to \$170.40 billion by 2027, growing at a CAGR of 6.6%, fuelled by the escalating need for electrification and a shift towards more sustainable energy solutions.



A recent McKinsey study reveals that 70% of top-tier Indian car buyers are open to purchasing an electric vehicle for their next car.



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Manufacturing Footprint

Shivalik Bimetal Controls Ltd. (SBCL):

We operate two plants in Solan, Himachal Pradesh, India, reflecting our commitment to manufacturing excellence.

Shivalik Engineered Products Pvt. Ltd. (SEPPL):

Another facility in Solan underlines our expansive manufacturing capabilities.

Innovative Clad Solutions (ICS) Private Limited:

Our joint venture in Indore, Madhya Pradesh, India, further extends our manufacturing outreach.

SBCL's Head Office:

Located in New Delhi, India, this location acts as the central hub for our operations.

committed to ensuring the highest quality for our diverse global clientele of over 275 customers.

Our dedication to excellence is embedded in our DNA at Shivalik Bimetal Controls Limited. We prioritise a customer-focused ethos, aiming to provide products with unparalleled quality, reliability, and innovation. We strive to consistently satisfy and surpass our clients' expectations, adapting to their evolving needs.

Financial Performance in FY 24.

Despite moderated market demand, Shivalik demonstrated resilience, achieving a revenue growth of 6.94% in FY24, reaching ₹449.40 crore. The Company's EBITDA declined by 2.07% to ₹102.21 crore, while profit after tax improved to ₹80.97 crore. Significant growth was observed in the Thermostatic Bimetal/Trimetal segment, with sales increasing by 16.83% year-on-year. Although the Shunt segment registered a decline, total revenues still grew by 6.94% during the same period.

Shivalik continues strengthening its position in India's energy sector transformation, capitalising on domestic demand, especially in smart meter and switchgear opportunities. Despite challenges in America, particularly in the Shunt Register category, the Company remains optimistic about prospects as global markets recover.

Looking ahead, Shivalik is confident in its ability to navigate market dynamics, backed by a solid cash position and generated funds from operations. The Board has approved the final dividend of ₹0.50 per Rs.1/- equity share, highlighting the Company's commitment to delivering value to stakeholders.

Considering the Indian government's focus on infrastructure enhancement initiatives such as Smart Cities, Make in India, Digital India, and Housing for All, these programs are anticipated to stimulate the Indian switchgear market. The IMARC Group forecasts the market to expand to US\$ 17.8 Million by 2032, with a CAGR of 5.85% from 2024 to 2032 from US\$ 10.7 Million in 2023. Factors such as the emphasis on improving energy efficiency, the need for more resilient power grids against natural calamities and cyber threats, and the widespread adoption of Internet of Things (IoT) technologies are driving this growth.

Company Overview

Established in 1984 and headquartered in New Delhi, Shivalik Bimetal Controls Ltd. has carved a niche in process and product engineering, renowned for its expertise in advanced material joining technologies such as Diffusion Bonding/Cladding, and Electron Beam Welding. The Company excels in producing thermostatic bimetal/trimetal strips, clad metal, spring-rolled stainless steel, and a range of electron beam welded materials, each available in various gauges and compositions. These high-precision components, including

Current Sense Metal Strip Shunts/Resistors and SMD Current Sense Resistors, find extensive applications across the electrical, electronics, automotive, agriculture, medical, defence, and other industrial sectors. Shivalik takes pride in its ability to meet the increasing demand for battery management and smart metering systems, which is driven by its commitment to quality and innovation in manufacturing shunt resistors and other critical products. This commitment positions Shivalik to cater to the dynamic needs of both the automotive and industrial equipment markets, promising continued growth opportunities through its diverse and innovative product range.

Our business strategy is anchored in proprietary technologies and specialised solutions that garner substantial demand from original equipment manufacturers (OEMs), setting us apart in an industry marked by high barriers to entry.

Despite moderated market demand, Shivalik demonstrated resilience, achieving a revenue growth of 6.94% in FY24, reaching ₹449.40 crore.

As a trusted supplier, we've made notable advancements in delivering top-tier bimetals and shunt resistors, integral to the next generation of electric vehicles and customisable smart meters.

Our seasoned management team has steered the Company to become a leader in Electron Beam Welding and Hot & Cold Diffusion Bonding technologies, catering to a broad spectrum of applications. We are poised for continued growth with a sound financial standing and prudent capital management. Our three operational facilities in Chambhaghat and Kather, Solan, are powered by a dedicated team of 835 professionals

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Operational Performance:

Revenue from operations remained stable throughout the year, with the Company sustaining robust cash flows thanks to strong domestic demand spurred by the nationwide rollout of smart meters. In the first two quarters, EBITDA and PAT margins stayed healthy despite international challenges, primarily due to favourable conditions in the domestic market. However, EBITDA and PAT margins experienced a modest decline in the third and fourth quarters, attributed to reduced demand for Shunts in the Americas and Europe. Conversely, there was a significant rise in domestic demand for Bimetal and Trimetal strips during the same period. Anticipating increased demand from its international clients, Shivalik is optimistic about a global surge in demand in FY25.

To bolster its footprint in the Silver Contact sector, Shivalik has signed a Memorandum of Understanding (MoU) with a leading swiss electrical contacts manufacturer, to assess the potential for establishing a Joint Venture in India dedicated to manufacturing electrical contacts. Should the initial studies lead to the formation of the JV, this strategic partnership has the potential to significantly augment Shivalik's production capacity and global market access for electrical contacts in the long term.



Outlook for FY25

As Shivalik Bimetal Controls Ltd. strides into FY25, it does so with strategic positioning that promises robust growth and an exciting trajectory, particularly within the electric vehicle (EV) sector. The domestic EV market is poised for significant expansion, with ICRA projecting substantial increases in EV penetration across various vehicle segments by FY25. This growth is supported by aggressive investments in EV components, with the auto component industry expected to invest over ₹25,000 crore in the next 3-4 years, enhancing production capacities for EV parts.

Electric two-wheelers are expected to see penetration rates of 6-8% in FY25, a rise from over 5% in FY23. For electric cars, penetration is forecasted at 4-6% in FY25, a significant jump from just over 1% in FY23. Similarly, electric three-wheelers and e-buses are also expected to witness substantial growth in market penetration by FY25. This surge is underpinned by significant localization in traction motors, control units, and battery management systems, although critical components like advanced chemistry batteries continue to be imported.

Given the government's ambitious plans to establish India as a global leader in EV manufacturing, coupled with the establishment of a comprehensive nationwide EV charging infrastructure, Shivalik is optimistically gearing up for significant transformation within this sector. These initiatives are expected to enhance the adoption of EVs substantially, creating extensive opportunities for Shivalik, particularly in areas of its specialization, such as battery management systems and other EV-related components.

PARTICULARS (Standalone)	FY 2023-24	FY 2022-23
EBITDA Margin (%)	22.74%	24.84%
Return On Equity (RoE) (in %)	27.84%	33.03%
Current Ratio (in times)	4.03	2.82
Debt Equity Ratio (in times)	0.05	0.12
Net Profit Ratio (in %)	18.05%	17.82%
Net Capital Turnover Ratio (in times)	2.23	2.85
Inventory Turnover Ratio (in times)	3.77	3.55
Trade Receivables Turnover ratio (in times)	4.98	6.04

Note: An operational performance analysis will be added at a subsequent stage.

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Risk and Mitigation

Economic Slowdown

An economic slowdown in key markets such as the US and EU could dampen demand for Shivalik's products, impacting revenue and growth prospects. Shivalik is diversifying its market presence to address this risk, targeting regions with stable or growing demand. The Company is also expanding its product portfolio to cater to a broader range of industries, reducing its dependency on any single market or sector.

Geopolitical Tensions

Rising geopolitical tensions can lead to supply disruptions, especially critical raw materials like nickel and copper, which directly affect Shivalik's production capabilities and cost structures. We closely monitor geopolitical developments to mitigate this risk and adjust its procurement strategies accordingly. The Company is also increasing its inventory buffers for critical materials to cushion short-term disruptions.

Supply Chain Disruptions

The global nature of Shivalik's supply chain exposes it to risks of disruptions, which could arise from geopolitical tensions, logistic challenges, or supplier issues, potentially impacting production and delivery timelines. We are strengthening our supply chain resilience by diversifying our supplier base and developing contingency plans. Investments in supply chain technology and partnerships with reliable logistics providers aim to ensure smooth operations and timely fulfilment of customer orders.

Volatility in Raw Material Prices and Forex Rates

Shivalik's operations are susceptible to fluctuations in the prices of essential metals like nickel and copper, which form a significant part of its production costs. Moreover, the Company is exposed to foreign exchange rate fluctuations risks, which can impact its international transactions and

As global markets continue to recover, and with the expected upswing in demand towards the end of the financial year, Shivalik is poised to capitalize on these developments effectively.

profitability. To counteract these risks, we are broadening our supplier network and exploring alternative sourcing strategies to ensure stability in raw material supplies. The Company is also employing forex hedging strategies to minimise the financial impact of currency volatility, providing more predictable and stable operational costs.

Working Capital Intensity

To be effective in the marketplace, Shivalik's business requires maintaining substantial inventory and receivables, leading to high working capital needs. This could potentially strain the Company's liquidity and financial flexibility. We implement advanced inventory management techniques to optimise stock levels and reduce carrying costs. Enhanced receivables management practices are also in place to expedite collections and improve cash flows, thus maintaining a healthy working capital cycle.

Inflationary Pressures

Inflation could erode purchasing power and increase operational costs, potentially affecting demand for Shivalik's products and compressing profit margins. Shivalik actively manages costs through operational efficiencies and strategic procurement to offset inflationary pressures. The Company's focus on product innovation and value addition also helps maintain demand and pricing power in the market.

Management Discussion & Analysis



Strategic, Transformation, and Innovation Risk

As Shivalik continues to innovate and transform its product offerings, there is a risk associated with the successful integration of new technologies and market acceptance of new products. To mitigate this risk, Shivalik invests in continuous research and development and closely monitors market trends to ensure its innovations align with customer needs and industry standards.

ESG Risk

Environmental, social, and governance (ESG) factors are increasingly important in the operational and reputational risk landscape. Shivalik is committed to enhancing

its ESG compliance by adopting sustainable practices, improving social responsibility, and ensuring robust governance structures. A significant part of these sustainable practices includes sourcing most of the company's procured power from renewable sources, mainly hydroelectric, thereby maintaining a high level of environmental sustainability. This commitment not only minimizes our environmental footprint but also strengthens our market position as a leader in sustainability. The company regularly reviews its ESG strategies to align with global standards and stakeholder expectations, reducing potential risks related to environmental impact, social responsibility, and corporate governance.

Internal Control System and Effectiveness

Shivalik Bimetal Controls Ltd. maintains a comprehensive internal control framework designed to safeguard the integrity of its financial systems, enhance operational efficiency, protect assets, ensure adherence to regulations, and provide accurate financial data. The Company has established clear, documented protocols for all its financial and operational activities to ensure uniformity and transparency in its operations. A detailed internal audit strategy has been implemented to reinforce this framework. Conducted by an external chartered accountancy firm, these risk-focused audits go

Management Discussion & Analysis

Our manufacturing facilities regularly host training sessions to enhance employees' proficiency in emergency protocols, firefighting, rescue operations, and first aid.

Occupational health and safety stand at the forefront of our operational priorities, underscoring our dedication to fostering a secure and healthful workplace. Our safety and health initiatives are woven into the fabric of our organisational practices, underlining our belief in our employees as the cornerstone of our success and our commitment to their professional development.

We have implemented various protective measures to safeguard our employees' health, safety, and well-being. These include investing in technology to reduce pollution, instituting safe operational procedures, conducting extensive safety training, and providing essential protective gear. Our proactive stance is geared towards preventing hazardous conditions and practices, ensuring a secure work environment for all.

Human Resource Development and Industrial Relations

The strategic goal of our organisation is to secure sustained growth by cultivating a skilled, highly motivated, and profoundly committed workforce. At Shivalik Bimetal Controls Ltd., we are dedicated to establishing a supportive work atmosphere that acknowledges each employee's unique contributions and seeks to develop and leverage their full potential. We aim to foster a strong sense of community and connection among our team members, ensuring each individual feels valued and integral to our success.

Over the past year, industrial relations within our Company have been characterised by a sense of harmony and collaborative spirit, contributing

At Shivalik, the health and safety of our employees are paramount, and we are deeply committed to environmental, health, and safety considerations.

to a positive and productive work environment. This harmonious atmosphere is a testament to our effective human resource policies and practices, prioritising open communication, mutual respect, and employee engagement. Focusing on employee development and satisfaction enhances our operational efficiency and builds a resilient foundation for future growth. Our commitment to nurturing a conducive work culture and upholding strong industrial relations underpins our success and positions us well for the challenges and opportunities.

Forward-Looking Statements

In the "Management Discussion and Analysis" section, certain assertions about the Company's goals, forecasts, estimates, expectations, or projections might be considered forward-looking statements under the relevant securities laws and regulations. It's crucial to acknowledge that the actual outcomes could substantially deviate from what is suggested or indicated by these forward-looking statements. Various elements, such as economic dynamics influencing demand, supply, and pricing in domestic and international markets, fluctuations in currency exchange rates, modifications in governmental regulations and taxation policies, and other unforeseen factors, could significantly affect the Company's operational performance.



Directors' Report

To,

The Members of **Shivalik Bimetal Controls Ltd. (SBCL)**,

The Board of Directors is pleased to present the 40th Annual Report along with the Company's Audited Financial Statements for the financial year ended March 31, 2024. A summary of the Company's standalone and consolidated performance during the year ended March 31, 2024, is given below. The Consolidated performance of the Company and its subsidiaries has been referred to wherever required.

FINANCIAL HIGHLIGHTS

(₹ In Lakhs)

PARTICULARS	Standalone		Consolidated	
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23
Revenue from Operations	44,940.44	42,023.01	50,892.90	47,037.21
Other Income	2,039.36	792.82	1,912.40	992.34
Total Revenue	46,979.80	42,815.83	52,805.30	48,029.55
Operating Expenditure	34,703.01	31,545.54	40,264.06	36,142.44
Profit/(Loss) before Interest, Depreciation, Tax & Exceptional Items	12,276.79	11,270.29	12,541.24	11,887.11
Finance Cost	436.71	664.40	492.98	704.19
Depreciation	1,011.46	847.20	1,205.20	1,054.74
Profit/ (Loss) before Taxes & Exceptional items	10,828.62	9,758.69	10,843.06	10,128.18
Share of Profit in Joint Venture/Associate	-	-	332.39	102.64
Profit/ (Loss) before Tax	10,828.62	9,758.69	11,175.45	10,230.82
Tax Expense	2,715.24	2,456.01	2,748.91	2,320.49
Profit/ (Loss) after Tax	8,113.38	7,302.68	8,426.54	7,910.33
Other comprehensive income	(16.32)	(40.21)	(19.32)	(40.25)
Total Comprehensive Income for the Period	8,097.06	7,262.47	8,407.22	7,870.08

PER SHARE DATA

PARTICULARS	FY 2023-24	FY 2022-23
Book Value per share	56.93	44.27

Except, as disclosed elsewhere in the Report, there have been no material changes and commitments which can affect the Company's financial position of the Company between the end of the Financial Year and the date of this Report.

COMPANY'S PERFORMANCE

Shivalik Bimetal Controls Ltd. (SBCL/the Company) continued to grow in FY 2023-24 despite the complexities of the global market environment. FY 2023-24 has been an exciting year, marked by resilience in steady revenue growth, and significant achievements in profitability. In FY 2023-24, the Company grew its operations, and efficiency, focused on resource optimisation, ensured the overall well-being of its stakeholders and maintained and improved the financial health. The Company is proud to support a debt-free status in its operational capacity and on its books, reflecting our strong financial management and strategic planning. This prudent approach to debt ensures we have the financial flexibility to invest in growth opportunities and navigate economic uncertainties effectively.

Some of the Key highlights of the year were:

Resilient Revenue Growth: During the year under review, your Company has recorded a turnover of ₹ 44,940.44 Lakhs against ₹ 42,023.01 Lakhs during the previous year, registering a growth of 6.94%.

Growth in PBT: SBCL PBT for the full fiscal year surged by 11.25% to ₹ 10828.62 Lakhs, indicating operational efficiency.

Continuous Growth in Profit after Tax (PAT): SBCL PAT for FY24 showed growth, increasing by 11.49% to ₹ 8,097.06 Lakhs, demonstrating the Company's ability to translate operational improvements into bottom-line results.



Directors' Report

India's performance in the Thermostatic Bimetal/ Trimetal segment as well as Shunt has been remarkable, demonstrating robust growth and strong market penetration. On an annual basis, the upward trajectory continues, with sales reaching ₹ 13,417.41 Lakhs in FY 24, up 31.69% from ₹ 101,88.38 Lakhs in FY 23 in bimetal business and with sales reaching ₹ 5,131.96 Lakhs in FY 24, up 9.02% from ₹ 4,707.17 Lakhs in FY 23 in Shunt business. This consistent year-over-year growth underscores the Company's expanding market presence and successful execution in capturing a larger market share. This robust performance underscores the significant opportunities within the Indian market, driven by increased demand for smart meters, switchgear, and electric vehicles, aligning well with the national push towards modernization and electrification.

Consolidated Audited Financials for the FY 2023-24

SBCL's revenue on a consolidated basis increased to ₹ 52,805.30 Lakhs for the current year as against ₹ 48,029.55 Lakhs in the previous year, recording an increase of 9.94%. SBCL successfully delivered on the profitability front with a EBITDA Margin of 23.75%, about 12,541.24 Lakhs, compared to ₹ 11,887.11 Lakhs in the previous year. Net profits increased to ₹ 8,426.54 Lakhs in the current year as against ₹ 7,910.33 Lakhs in the last year, recording an increase of 6.53%.

EXPANSION

We witness capacity expansion across all phases of innovation. Our joint venture and collaboration with international partners have further helped us expand our production and distribution network. Our strategic expansion ensures that our product/component reaches every corner of the country, fortifying our overall presence and enabling us to meet the growing demand for our products/components while maintaining an improving quality.

Towards a significant strategic move, Shivalik Bimetal Controls Ltd. has entered an MoU to assess the feasibility of a joint venture with Metalor, a Tanaka group company, a world leader in Precious Metals. Metalor, a renowned Swiss company, is celebrated for its expertise in silver contacts and state-of-the-art silver melting facilities in several locations worldwide. This initiative affirms our commitment to sustainable growth that can open doors to Metalor's extensive global network.

PERFORMANCE OF THE JOINT VENTURE / WHOLLY OWNED SUBSIDIARY COMPANIES

The Company has two (2) Wholly Owned Subsidiaries and one (1) Joint Venture (JV), as on March 31, 2024. As per the provisions of Section 129(3) of the Companies Act, 2013 (Act), a statement containing the salient features of the financial statements of the Company's subsidiaries and JVs in Form AOC-1 is attached as **Annexure-A** In accordance with provisions of Section 136 of the Act, the standalone and

consolidated financial statements of the Company, along with relevant documents and separate audited accounts in respect of the subsidiaries, are available on the website of the Company. The Company will provide the annual accounts of the subsidiaries and detailed information related to the shareholders of the Company on specific requests made to it in this regard by the shareholders.

Key highlights of these Joint Venture/Wholly Owned Subsidiary Companies are as follows:

a) Joint Venture Company

i) Innovative Clad Solutions Private Limited

The Company has recorded a turnover of ₹ 18,846.23 Lakhs for the year ended March 31, 2024 (as against the previous year of ₹ 16,488.17 Lakhs) and recorded a profit after tax of ₹ 2141.52 Lakhs for the year ended March 31, 2024 (as against Previous year Profit of ₹ 663.06 Lakhs).

b) Wholly Owned Subsidiary Companies

i) Shivalik Bimetal Engineers Private Limited

The Company recorded a turnover of ₹ 97.11 Lakhs for the year ended March 31, 2024 (as against the previous year of ₹ 238.40 Lakhs) and a Profit after tax of ₹ 19.81 Lakhs for the year ended March 31, 2024 (Previous year of ₹ 28.67 Lakhs).

ii) Shivalik Engineered Products Private Limited (Formerly known as Checon Shivalik Contact Solutions Private Limited)

This Company recorded a turnover of ₹ 5,953.86 Lakhs for the year ended March 31, 2024 (as against the previous year of ₹ 5,011.79 Lakhs) and recorded a Profit after Tax of ₹ 202.20 Lakhs for the year ended March 31, 2024, (as against Previous year of ₹ 183.04 Lakhs).

DIVIDEND

The Company's Board of Directors approved a Dividend Distribution Policy on May 30, 2022, as per the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Policy is available on the Company's website: <https://www.shivalikbimetals.com/images/pdf/Dividend-Distribution-Policy.pdf>

In terms of the Policy, equity shareholders of the Company may expect dividends, if the Company has surplus funds and after considering the relevant internal and external factors enumerated in the Policy for declaration of dividends.

Further, the Policy also enumerates maintaining dividend payout in the range of 5% to 20% of the annual Profit after tax on Standalone Financials to comply with the above-mentioned provisions and regulations, subject to compliance of covenants with Lenders.



Directors' Report

During the year 2023-24, in line with dividend distribution policy, the Board of Director(s) had declared an interim dividend of ₹ 0.70 (i.e. @35% of the nominal value of the share) per equity share of the face value of ₹ 2/- each in its meeting held on February 07, 2024, which was paid on March 01, 2024, total amounting to ₹ 4.03 Crores.

Further, based on the Company's performance, the Directors have recommended a final dividend of ₹ 1.00 (i.e. @ 50% of the nominal value of the share) per Equity Share of the face value of ₹ 2/- each for the financial year March 31, 2024, which will be paid subject to approval of members in the annual general meeting, the final dividend on equity shares would entail a cash outflow of ₹ 5.76 Crores.

The total dividend per equity share for the year ended March 31, 2024, is ₹ 1.70 (i.e. @ 85% of the nominal value of the share), and the total dividend payout is ₹ 9.79 Crores.

INVESTOR RELATIONS (IR)

Your Company always believes in striving hard to achieve excellence and leading from the front with adhering to best practices in IR while maintaining a relationship of trust with investors and analysts. In the Financial Year 2023-24, your Company increased its interaction with investors through various conferences and conducted in person individual, group, and audio conference calls. The leadership, including the Promoters, Chief Financial Officer and Head of Sales and Marketing of SBCL spent significant time interacting with investors to communicate the strategic direction for the business, capital allocation policy, plan for scaling up growth gems, addressing investor/ analyst queries and concerns.

During the year, your Company arranged earnings/ conference calls and analysts meet with investors and analysts. All the events hosted in the Financial Year 2023-24 including quarterly earnings calls, analyst meets, etc. were well attended by investors and analysts.

Your Company ensures that critical information about the Company is available to all the investors by uploading all such information on the Company's website

APPROPRIATIONS TO RESERVE

The Board of Directors has decided to retain the entire amount of Profit in the Profit & Loss account. Accordingly, the Company has not transferred any amount to the "Reserves" for the year ended March 31, 2024.

PUBLIC DEPOSITS

During the year under review, your Company has not invited or accepted any deposits from the public/shareholders under Sections 73 and 74 of the Companies Act, 2013.

SHARE CAPITAL

The Company's Authorised Share capital during the financial year ended March 31, 2024, remained at ₹ 15,00,00,000 (Rupees Fifteen Crore Only) consisting of 7,50,00,000

(Seven Crore Fifty Lakhs Only) equity shares of ₹ 2/- (Rupee Two Only) each.

The Company's paid-up equity share capital remained at ₹ 11,52,08,400 (Rupee Eleven Crores Fifty-Two Lakhs Eight Thousand Four Hundred Only) comprising 5,76,04,200 (Five Crore Seventy-Six Lakhs Four Thousand Two Hundred Only) equity shares of ₹ 2/- each. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options or sweat equity.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Section 152 of the Companies Act, 2013 and Article of Association of the Company, Mrs. Harpreet Kaur retires by rotation at the forthcoming Annual General Meeting and, being eligible, offers herself for re-appointment. A proposal for her re-appointment is included in the Notice convening the 40th Annual General Meeting for consideration and approval by the shareholders.

During the FY 2023-24, the Company appointed Mr. N.P. Sahni (DIN: 00037478) and Mr. Sudhir Mehra (DIN: 07424678) were appointed as Independent Director(s) of the Company in its Annual General Meeting held on the 26th day of September, 2023 for a period of 5 years up to September 25, 2028.

The Board in their meeting held on February 07, 2024, the Board of Directors reconstituted the composition of the Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee. The revised composition details were given in the Corporate Governance Report.

At the end of the FY 2023-24, Mr. N.J.S. Gill (DIN: 00007425) and Mr. Pradeep Khanna (DIN: 06668919) ceased to be Independent Director of the Company with effect from close of business hours on March 29, 2024. The Board of Directors and the Management of the Company expressed deep appreciation and gratitude to Mr. N.J.S. Gill and Mr. Pradeep Khanna for their extensive contribution and stewardship over two decades.

On recommendation of Nomination and Remuneration Committee, the board of directors in their meeting held on August 29, 2024 have appointed additional directors Mrs. Sukrita Goyal (DIN: 07576423) as Independent Women Director and Mr. Kabir Ghumman (DIN: 01294801) as Whole Time Director designated as Executive Director for a period of 5 years from August 29, 2024 to August 28, 2029.

The resolution pertaining to their appointments are set out in the Item No 7 and 8 in the forth coming annual general meeting.

During the year under review, the Company's Non-Executive Directors had no pecuniary relationship or transactions with the Company other than sitting fees to attend meetings of the Board/Committee of the Company.



Directors' Report

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received the declaration from Independent Directors in accordance with Section 149(7) of the Companies Act, 2013 ("the Act") and Regulation 25(8) of the Listing Regulations that he/she meets the criteria of independence as laid out in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. The Board of Directors is of the opinion that all the Independent Directors meet the criteria regarding integrity, expertise, experience and proficiency.

In terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs ("IICA")

ANNUAL RETURN

The Annual Return of the Company in accordance with Section 92(3) of the Companies Act, 2013 is available on the website of the Company: https://www.shivalikbimetals.com/annual_return.php

ANNUAL EVALUATION OF BOARD'S PERFORMANCE

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its various Committees as per the evaluation framework adopted by the Board on the recommendation of the Nomination and Remuneration Committee. Structured assessment forms were used in the overall Board evaluation comprising various aspects of the Board's functioning in terms of structure, its meetings, strategy, governance and other dynamics of its functioning besides the financial reporting process, internal controls and risk management. The evaluation of the Committees was based on the terms of reference fixed by the Board, as well as the dynamics of their functioning in terms of meeting frequency, effectiveness of contribution, etc.

Separate questionnaires were used to evaluate the performance of individual Directors based on parameters such as their level of engagement and contribution, objective judgement, etc. The Executive Director's evaluation was based on leadership qualities, strategic planning, communication, engagement with the Board, etc.

The Chairman was also evaluated based on the key aspects of his role. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman, the Board as a whole, and the Non-Independent Directors was carried out by the Independent Directors at a separate meeting held during the year.

The Board of Directors expressed their satisfaction with the evaluation process.

NUMBER OF MEETINGS OF THE BOARD

During the year, (Five) 05 Board Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The particulars of loans, guarantees and investments under Section 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, are furnished in the notes to Financial Statements.

AUDITORS

a) Statutory Auditors and their Report

In accordance with the provisions of the Companies Act, 2013 and Companies (Audit & Auditors) Rules, 2014, M/s. Arora Gupta & Co., Chartered Accountants (Firm Registration No. 021313C) were re-appointed as Statutory Auditors of the Company for a period of 5 years in the 38th Annual General Meeting (AGM) held on September 27, 2022, until the conclusion of the 43rd AGM to be held in the year 2027. There are no qualifications, reservations, adverse remarks or disclaimers made by the Statutory Auditors in their Audit Report for the year ended March 31, 2024.

b) Secretarial Auditor and their Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Board of Directors re-appointed M/s R. Miglani & Co., Company Secretaries, as Secretarial Auditor to carry out the Secretarial Audit of the Company for the financial year 2023-24. The Report given by the Secretarial Auditor for the said financial year in Form MR-3 is annexed herewith as '**Annexure-B(1)**' to the Board's Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Secretarial Audit of Material Unlisted Subsidiary

As per the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. M/s R. Miglani & Co., Practicing Company Secretaries, carryout a secretarial audit of the material subsidiary of the Company i.e., Shivalik Engineered Products Pvt. Ltd. for the FY 2023-24. The Report of the Secretarial Audit is annexed herewith as '**Annexure - B(2)**'. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Annual Secretarial Compliance Report

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,



Directors' Report

every listed entity shall submit a secretarial compliance report. The Annual Secretarial Compliance Report was submitted to the Stock Exchanges on May 28, 2024, within 60 days of the end of the financial year.

c) Cost Auditor

The Company is required to maintain the cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, read with Companies (Cost Records and Audit) Rules, 2014. Accordingly, such accounts and records are maintained by the Company. The cost audit for the financial year ended March 31, 2024, was conducted by Mr. Ramawatar Sunar, Cost Accountant (FRN: 100691), and as required, the cost audit report was duly filed with the Ministry of Corporate Affairs, Government of India.

Being eligible, Mr. Ramawatar Sunar has consented to act as the Cost Auditor of the Company for the financial year 2024-25. Mr. Ramawatar Sunar has further certified that his re-appointment is within the limits as prescribed under Section 141(3)(g) of the Act and that he is not disqualified from such re-appointment within the meaning of the said Act. The remuneration proposed to be paid to Mr. Ramawatar Sunar, subject to ratification by the Company's shareholders at the AGM, has been set out in the Notice of the next AGM.

As required under the Act, a resolution seeking members' approval for the remuneration payable to the Cost Auditor forms part of the Notice convening the forthcoming 40th Annual General Meeting.

Reporting of frauds by Auditors

During the financial year 2023-24 and in terms of section 143(12) of the Act, the Statutory Auditors, Secretarial Auditor and Cost Auditor of the Company have confirmed that they have not come across any event indicating the commitment of any fraud by the officers or employees of the Company. Therefore, no reporting under the said provision was required.

SECRETARIAL STANDARDS

Your Company is in compliance with the revised Secretarial Standards on Meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

RISK MANAGEMENT

We have a robust Enterprise Risk Management (ERM) framework focused on identifying, evaluating, prioritising and mitigating all internal and external risks. The findings are reported to the Board & Risk Management Committee (RMC). The Board and the RMC play an essential role in ensuring that all the relevant risk factors are considered by management and that a strategy is in place to mitigate risks to the greatest extent possible and harness opportunities. Our framework is underpinned by a risk management policy as recommended by the RMC and approved by the Board.

INTERNAL FINANCIAL CONTROL

The Company has an Internal Control System commensurate with its operations' size, scale and complexity. The scope of the Internal Audit is decided by the Audit Committee and the Board. To maintain its objectivity and independence, the Board has appointed an external Internal Auditor, who reports to the Board's Audit Committee on a periodic basis.

The Internal Auditor monitors and evaluates the efficacy and adequacy of Internal Control Systems in the Company, as well as its compliance with operating systems, accounting procedures, and policies for various functions of the Company. Based on the Internal Auditor's Report, process owners undertake corrective action wherever required in their respective areas, strengthening the controls further. Audit observations and actions taken thereof are presented to the Audit Committee of the Board periodically.

During the reporting year, Internal Financial Controls laid down by the Board were tested for adequacy & effectiveness, and no reportable material weakness in the design or operations was observed. The Company has policies and procedures in place to ensure the proper and efficient conduct of its business, safeguard assets, prevent and detect frauds and errors, ensure accuracy and completeness of accounting records, and prepare reliable financial information in a timely manner. Statutory Auditors have also given unmodified audit opinions on the adequacy of internal financial control systems with reference to financial statements.

CORPORATE GOVERNANCE REPORT

At Shivalik, we ensure that we evolve and diligently follow corporate governance guidelines and best practices, not just to boost long-term shareholder value but also to respect the rights of the minority. We consider it our inherent responsibility to disclose timely and accurate information regarding the Company's operations and performance, leadership, and governance. A report on Corporate Governance, including the relevant Auditors' Certificate regarding compliance with the conditions of Corporate Governance as stipulated in Regulation 34 (3) read with Part E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed and forms part of the Annual Report as 'Annexure – C'.

RELATED PARTY TRANSACTIONS

In compliance with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company has formulated a Policy on dealing with Related Party Transactions (RPTs) as approved by the Board available on the Company's website and can be accessed at <https://www.shivalikbimetals.com/pdf/RPT-Policy-Final.pdf>

In line with its stated Policy, all Related Party transactions are placed before the Audit Committee for review and approval. Prior approval of the Audit Committee is taken for the estimated value of transactions that are foreseen and



Directors' Report

repetitive. Omnibus approval with respect to transactions that are not routine or cannot be foreseen or envisaged is also obtained as permitted under the applicable laws.

The details of transactions proposed to be entered with Related Parties are placed before the Audit Committee for approval on an annual basis before the commencement of the financial year. Thereafter, a statement containing the nature and value of the transactions entered by the Company with Related Parties is presented for quarterly review by the Committee. Further, revised estimates or changes, if any, to the proposed transactions for the remaining period are also placed for approval by the Committee on a quarterly basis. Besides, the Related Party transactions entered during the year are also reviewed by the Board on a quarterly basis.

During the year, the Company had not entered into any related party transactions which could be considered 'material' in terms of Section 188 of the Act and rules made thereunder and according to the Policy of the Company on materiality of Related Party Transactions. Accordingly, no transactions are required to be reported in Form AOC-2. However, you may refer to Related Party transactions in Note No. 42 of the Standalone Financial Statements.

CORPORATE SOCIAL RESPONSIBILITY

As a responsible corporate citizen, the Company has been undertaking and participating in socially important projects in the fields of health, education, environment conservation, and rural development.

The Company has also framed a CSR Policy in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder. The CSR Policy of the Company, the Projects approved by the Board, the composition of the CSR Committee and other relevant details are disclosed on the website of the company at <https://www.shivalikbimetals.com/images/pdf/SBCL-CSR-Policy-2021.pdf>

The Annual Report on the CSR activities undertaken by the Company during the financial year under review, is annexed to this Report as 'Annexure – D'.

PARTICULARS OF EMPLOYEES

Details as required under the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is set out in 'Annexure- E' to the Board's Report. In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of employees drawing remuneration in excess of the limits set out in the said rules forms part of this Report.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

In terms of Regulation 34(2)(f) of the SEBI (Listing Regulations), top one thousand listed entities based on

market capitalisation are required to report on the Business Responsibility and Sustainability Reporting Core (BRSR Core) for the financial year ended March 31, 2024 in the format prescribed by SEBI via Circular SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122 dated July 12, 2023.

Your Company is reporting on the said requirement and giving an overview of the initiatives taken by the Company from an environmental, social, and governance perspective in a separate section of the Annual Report, which forms part of it. The Report on Business Responsibility and Sustainability Reporting is attached herewith as 'Annexure – F'

CHANGE IN NATURE OF BUSINESS

During the year under review, there was no change in the nature of business.

CREDIT RATINGS

The Credit Rating Agency CRISIL has reaffirmed its ratings assigned to various bank facilities of the Company as per below:-

Rating Action

Total Bank Loan Facilities Rated	₹ 115 Crore (Enhanced from ₹ 71 Crore)
Long Term Rating	CRISIL A/Stable (Reaffirmed)
Short Term Rating	CRISIL A1 (Reaffirmed)

STATEMENT THAT THE COMPANY HAS COMPLIED WITH PROVISIONS RELATING TO THE CONSTITUTION OF THE INTERNAL COMPLAINTS COMMITTEE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has implemented a policy on Prevention, Prohibition and Redressal of Sexual Harassment of Women in the Workplace. The Company has duly constituted an Internal Complaints Committee according to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company is committed to creating a safe and healthy working environment. The Company believes that all individuals have the right to be treated with dignity and strives to create a workplace which is free of gender bias and Sexual Harassment. The Company has a zero-tolerance approach to any form of Sexual Harassment. The Policy has been displayed on the website of the Company under the head of investor relation/ Shivalik corporate policy tab at <https://www.shivalikbimetals.com/images/pdf/Prevention-of-Sexual-Harrasement-Policy.pdf>

During the Financial Year 2023-24, the status of the complaint is as follows:

No of Complaints filed during the financial year	No of complaints disposed of during the financial year	No of complaints pending as on end of the financial year
Nil	Nil	Nil

**Directors' Report****VIGIL MECHANISM AND WHISTLEBLOWER POLICY**

The Company has a well-established whistleblower policy as part of a vigil mechanism for Directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics Policy. This mechanism also provides adequate safeguards against victimisation of Director (s)/ employee(s) who avail of the mechanism and provides direct access to the Chairman of the Audit Committee in exceptional cases. The Whistleblower policy is available on the Company's website at the following link <https://www.shivalikbimetals.com/images/pdf/Vigil-Mechanism-&-Whistle-Blower-Policy.pdf>

It is affirmed that during the year, no employee was denied access to the Audit Committee.

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR, ALONG WITH THEIR STATUS AS OF THE END OF THE FINANCIAL YEAR.

During the year under review, no application has been made, nor have any proceedings been pending under the Insolvency and Bankruptcy Code, 2016.

DETAILS OF THE DIFFERENCE BETWEEN THE AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING A LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS, ALONG WITH THE REASONS THEREOF.

During the financial year 2023-24, no such valuation was done, and no transaction took place with regard to any one-time settlement.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 134(5) of the Companies Act, 2013, based on the information and representations received from the operating management, your Board of Directors confirm that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed, and there is no material departures.
- They have selected such accounting policies and applied them consistently, and made judgments and estimates that are reasonable and prudent 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 and Loss of the Company for the year ended on March 31, 2024.
- They have taken proper and sufficient care for the maintenance of adequate accounting records following the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- They have prepared the annual accounts on a going concern basis.

- They have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively and
- They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES

Matching the needs of the Company and enhancing the competencies of the Board are the basis for the Nomination and Remuneration Committee to select a candidate for appointment to the Board.

As of March 31, 2024, the Board of Directors comprised eight (08) Directors, of which two (02) are executive Directors and two (02) are non-executive directors. The number of independent directors is four (04), including one (01) woman.

The Policy of the Company on Directors' appointment, including criteria for determining qualifications, positive attributes, independence of a Director and other matters, as required under sub-section (3) of Section 178 of the Companies Act, 2013, is governed by the Nomination and Remuneration & Board Diversity Policy. The remuneration paid to the directors is in accordance with the Nomination and Remuneration & Board Diversity Policy of the Company.

More details on the Company's Policy on Director's appointment and remuneration and other matters provided in Section 178(3) of the Act have been disclosed in the Corporate Governance Report, which forms a part of this Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014, in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo are given as under:

(A) Conservation of energy-

- Some of the steps taken for the conservation of energy are.
 - Continued to replace older drives with newer drives that are application-specific with correcting rating.
 - Renewal of pneumatic piping with the latest leakproof systems
 - As much as possible, all new motors installed are of energy-efficient types
 - Conventional light replaced with LED Lights
 - Installation of new energy-efficient compressors

**Directors' Report**

- Inter-plant movement of material done using an Electric Vehicle.
 - Optimising resource consumption and minimising wastage through automation and controls.
 - Converted the Old wooden boxes/packing materials for new packing.
 - Continued monitoring of carbon footprints with a plan to offset our carbon footprints in the coming years.
- The steps taken by the Company for utilising alternate sources of energy.
 - The bulk of the energy used in all operations is from renewable sources, mainly hydroelectric power.
 - The capital investment in energy conservation equipment: ₹ 2.59 Lakhs.

(B) Technology Absorption

- the efforts made towards technology absorption.
 - Further improvements made in custom-built machines for automatic inspection of components.
 - Additional Automated systems for high-speed measurement and dimensional checks.
 - Use of artificial intelligence in automotive inspection machines.
 - Research initiated to improve the performance of resistive alloys.
 - Development was undertaken to source components alloys of bimetals indigenously.
 - Improved heat treatment process to improve performance of resistors.
- The benefits derived like product improvement, cost reduction, product development or import substitution.
 - Reduction in internal rejections and external customer complaints.
 - Reduction in production lead time.
 - Improvement of production efficiency.
 - Development of new products.
 - Development and validation of new processes and process enhancements.
- In the case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - N. A.
 - The details of technology imported - N. A.
 - The year of import - N. A.
 - Whether the technology has been fully absorbed - N. A.

- If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: N. A
- The expenditure incurred on Research and Development.
 - Capital Expenditure: ₹ 0.0 Lakhs
 - Recurring Expenditure: ₹ 424.68 Lakhs
 - Total: ₹ 424.68 Lakhs
 - Total R & D expenditure as a percentage of total turnovers: 0.95%

(C) Foreign exchange earnings and Outgo

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.

- | | |
|--------------------------------|-------------------|
| i) Earnings in FC | ₹ 25,266.09 Lakhs |
| ii) Expenditure FC | ₹ 18,191.30 Lakhs |
| iii) Expenditure in FC (Capex) | ₹ 742.35 Lakhs |

SIGNIFICANT/ MATERIAL ORDERS PASSED BY THE REGULATORS

There are no significant/material orders passed by the Regulators, Courts or Tribunals impacting the going concern status of your Company and its operations in future.

MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company and the date of this Report.

GENERAL SHAREHOLDER INFORMATION

General Shareholder Information is given in the Report on Corporate Governance, which forms part of the Annual Report.

ACKNOWLEDGEMENT/ APPRECIATION

Your Directors wish to place on record their appreciation for the continued support and cooperation received from various State Governments and the Government of India. The Directors also thank the banks, shareholders, suppliers, dealers and, in particular, the valued customers for their trust and patronage.

For Shivalik Bimetal Controls Ltd.

Sd/-
S. S. Sandhu
Chairman & Whole Time Director
DIN:00002312

Place : New Delhi
Date : 29.08.2024

Registered Office:

16-18, New Electronics Complex, Chambaghat, Distt .
Solun, Himachal Pradesh - 173213
CIN: L27101HP1984PLC005862
E-mail: investor@shivalikbimetals.com



ANNEXURE-A

FORM AOC-1

(Pursuant to the first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

S. No.	Particulars	Name of Subsidiaries	
		Shivalik Bimetal Engineers Private Limited	Shivalik Engineered Products Private Limited
1.	The date since the subsidiary was acquired	29/04/2022	12/04/2022
2.	The reporting period for the subsidiary concerned, if different from the holding Company's reporting period	NA	NA
3.	Reporting currency and Exchange rate as of the last date of the relevant Financial year in the case of foreign subsidiaries	INR (Lakhs)	INR (Lakhs)
4.	Share capital	49.50	342.18
5.	Reserves & surplus	4.03	1656.21
6.	Total assets	56.44	4034.82
7.	Total Liabilities	2.91	2036.43
8.	Investments	-	-
9.	Turnover	100.00	5983.42
10.	Profit before taxation	18.08	266.92
11.	Provision for taxation	(1.72)	63.95
12.	Profit after taxation	19.80	202.97
13.	Dividend paid	155.93	-
14.	Extent of shareholding (in%)	100%	100%

Notes:

The following information shall be furnished at the end of the statement

- Names of subsidiaries which are yet to commence operations: NA
- Names of subsidiaries which have been liquidated or sold during the year: NA

For and on behalf of the Board

Sd/- N S. Ghumman Managing Director DIN: 00002052	Sd/- S. S. Sandhu Chairman & Whole Time Director DIN: 00002312	Sd/- Rajeev Ranjan Chief Financial Officer	Sd/- Aarti Sahni Company Secretary M. No. A25690
--------------------------------------------------------------------------	------------------------------------------------------------------------------------------	----------------------------------------------------------------	-------------------------------------------------------------------------

Place: New Delhi
Date: 29.08.2024

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

S. No.	Name of Joint Venture/Associate	Innovative Clad Solutions Private Limited
1.	Latest audited Balance Sheet Date	March 31, 2024
2.	The date on which the Associate/Joint Venture was associated	04/03/2008
3.	Shares of Associate / Joint Venture held by the Company on the year-end	1,60,86,003
	No.	780.02
	Amount of Investment in Associates / Joint Venture	16.01%
	Extend of Holding (%)	2(6)
4.	Description of how there is a significant influence	Consolidated
5.	The reason why the associate / joint venture is not consolidated	(₹ In Lakhs)
6.	Net worth attributable to shareholding as per latest audited Balance Sheet	2141.52
7.	Profit/Loss for the year	332.39
	Considered in Consolidation	1809.13
	Not Considered in Consolidation	

Notes:

The following information shall be furnished at the end of the statement:

- Names of associates or joint ventures which are yet to commence operations: NA
- Names of associates or joint ventures which have been liquidated or sold during the year: NA

For and on behalf of the Board

Sd/- N S. Ghumman Managing Director DIN: 00002052	Sd/- S. S. Sandhu Chairman & Whole Time Director DIN: 00002312	Sd/- Rajeev Ranjan Chief Financial Officer	Sd/- Aarti Sahni Company Secretary M. No. A25690
--------------------------------------------------------------------------	------------------------------------------------------------------------------------------	----------------------------------------------------------------	-------------------------------------------------------------------------

Place: New Delhi
Date: 29.08.2024



ANNEXURE- B(1)

**FORM NO. MR-3
SECRETARIAL AUDIT REPORT**

For the financial year 2023-24

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
SHIVALIK BIMETAL CONTROLS LIMITED
16-18, New Electronics Complex, Chambaghat,
Distt. Solan, Himachal Pradesh-173213

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Shivalik Bimetal Controls Limited (CIN:- L27101HP1984PLC005862)** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, and authorized representatives during the conduct of Secretarial Audit, the explanations and clarifications given to us, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31st March, 2024 and made available to me, according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made thereunder, as applicable;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowing.
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments from time to time;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments from time to time;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable to the Company during the Audit Period);**
 - e) The Securities and Exchange Board of India ((Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable to the Company during the Audit Period);**
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not Applicable)**
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not Applicable to the Company during the Audit Period);**



- h) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018 **(Not Applicable to the Company during the Audit Period);** and
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- VI. As informed by the management, there are no laws which have specific applicability to the Company other than general laws applicable to the industry generally, namely;
- a) Factories Act, 1948
 - b) Payment of Wages Act, 1936, and rules made thereunder,
 - c) The Minimum Wages Act, 1948, and rules made thereunder,
 - d) Employees' State Insurance Act, 1948, and rules made thereunder,
 - e) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and rules made thereunder,
 - f) The Payment of Bonus Act, 1965, and rules made thereunder,
 - g) Payment of Gratuity Act, 1972, and rules made thereunder,
 - h) The Water (Prevention and Control Pollution) Act, 1974.
 - i) The Air (Prevention and Control Pollution) Act, 1981,
 - j) Industrial Dispute Act, 1947

I have also examined compliance with the applicable clauses of the following:

- (i) The Secretarial Standards issued by the Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited

I further report that, during the period under audit and review, as confirmed by the management the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above.

I further report that, based on the information provided and the representation made by the Company and also on the review of the compliance reports of Company Secretary /Chief Financial Officer taken on record by the Board of Directors of the Company, in my opinion, adequate systems and processes exist in the Company to monitor and ensure compliance with provisions of applicable general laws like Labour laws and Environmental laws etc.

I further report that;

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent atleast 7 days in advance and for meeting other than those at shorter notice within prescribed limit, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
Minutes of the meetings were duly recorded and signed by the Chairman of the meeting, the decisions of the Board were unanimous and no dissenting views have been recorded.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that,

During the audit period the Company has not made any major changes in the following events/ actions in pursuance of the below law, rules, regulations and guidelines except Foreign Technical Collaborations.

- I. Public/Right/Preferential issue of shares/debentures/sweat equity etc.
- II. Redemption/Buy Back of securities;



- III. Major decision taken by the members in pursuance to Section 180 of the Companies Act, 2013;
- IV. Merger/Amalgamation/Reconstruction etc.;
- V. Foreign Technical Collaborations: The Company has signed the Memorandum of Understanding with Metalor Technologies International SA (Swiss Corporation) for setting up a Joint Venture in India to manufacture and sale of electrical contacts.

For **R MIGLANI & CO.**
Company Secretaries

Sd/-
CS Rajni Miglani
Proprietor
M. No.: A30016
C .O .P No: 11273
PR No.: 2392/2022

Date: 29-05-2024
Place: New Delhi
UDIN: A030016F000458026

Note: - This report is to be read with the Annexure-A which is the integral part of this Report MR-3.

ANNEXURE- A OF FORM NO. MR-3

To,
The Members,
SHIVALIK BIMETAL CONTROLS LIMITED
16-18, New Electronics Complex, Chambaghat,
Distt. Solan, Himachal Pradesh-173213

Report is to be read along with this letter.

- Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The Verification was done on test basis to ensure that correct facts are reflected in secretarial records.
- I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company and any other financial law applicable to the Company.
- Whenever required, I have obtained the Management representation about the compliance of Laws, rules and regulation and happening of events etc.
- The Compliance of the provision of Corporate and other applicable laws, rules, regulation, Standards is the responsibility of Management. My Examination was limited to the Verification of Procedures on test basis.
- The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **R MIGLANI & CO.**
Company Secretaries

Sd/-
CS Rajni Miglani
Proprietor
M. No.: A30016
C .O .P No: 11273
PR No.: 2392/2022

Date: 29-05-2024
Place: New Delhi
UDIN: A030016F000458026

FORM NO. MR 3 SECRETARIAL AUDIT REPORT

for financial year ended March 31, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
SHIVALIK ENGINEERED PRODUCTS PRIVATE LIMITED
H-2, Suneja Chambers, Alaknanda Commercial Complex,
New Delhi-110019

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SHIVALIK ENGINEERED PRODUCTS PRIVATE LIMITED** (Formerly known as Checon Shivalik Contact Solutions Private Limited) (hereinafter called the Company). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

AUDITOR'S RESPONSIBILITY

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period from April 01, 2023 to March 31, 2024 ("the audit period") complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent and in the manner subject to reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31st March, 2024 and made available to me, according to the provisions of:

- The Companies Act, 2013 (the Act) and the Rules made thereunder, as applicable;
- The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder (**Not Applicable during the Audit Period**)
- The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; (**Not Applicable during the Audit Period**)
- Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowing. (**Not Applicable during review period**)
- The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):-
 - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not Applicable during the Audit Period)
 - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (applicable to some extent)
 - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable during the Audit Period)
 - The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat equity) Regulations, 2021 ; (Not Applicable during the Audit Period)
 - The Securities and Exchange Board of India (Issue and Listing of Non Convertible Securities) Regulations, 2021; (Not Applicable during the Audit Period)
 - The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; regarding the Companies Act and dealing with client; (Not Applicable during the Audit Period)



- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not Applicable during the Audit Period); and
 - h. The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018; (Not Applicable during the Audit Period);
 - i. The SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015; (Applicable to some extent)
- I. As informed to us, there are no laws which have specific applicability to the Company other than general laws applicable to the industry generally, namely;
- a. Factories Act, 1948
 - b. Payment of Wages Act, 1936, and rules made thereunder,
 - c. The Minimum Wages Act, 1948, and rules made thereunder,
 - d. Employees' State Insurance Act, 1948, and rules made thereunder,
 - e. The Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and rules made thereunder,
 - f. The Payment of Bonus Act, 1965, and rules made thereunder,
 - g. Payment of Gratuity Act, 1972, and rules made thereunder,
 - h. The Water (Prevention and Control Pollution) Act, 1974.
 - i. The Air (Prevention and Control Pollution) Act, 1981,
 - j. Industrial Dispute Act, 1947

I have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by the Institute of Company Secretaries of India.

I further report that, during the period under audit and review, as confirmed by the management the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above, wherever applicable.

I further report that, based on the information provided and the representation made by the Company and also on the review of the compliance reports of Officers of the Company taken on record by the Board of Directors of the Company, in my opinion, adequate systems and processes exist in the Company to monitor and ensure compliance with provisions of applicable general laws like Labour laws and Environmental laws etc.

I further report that;

1. The Board of Directors of the Company is duly constituted in accordance with the applicable laws. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. (During the year there is no change in the composition of the Board)
2. Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent atleast 7 days in advance and for meeting other than those at shorter notice within prescribed limit, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Minutes of the meetings were duly recorded and signed by the Chairman of the meeting, the decisions of the Board were unanimous and no dissenting views have been recorded.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that,

During the audit period the Company has not made any major changes in the following events/ actions in pursuance of the below law, rules, regulations and guidelines.

- i. Public/Right/Preferential issue of shares/debentures/sweat equity etc.
- ii. Redemption/Buy Back of securities;

- iii. Major decision taken by the members in pursuance to Section 180 of the Companies Act, 2013;
- iv. Merger/Amalgamation/Reconstruction etc.;
- v. Foreign Technical Collaborations.

For **R MIGLANI & CO.**
Company Secretaries

Sd/-
CS Rajni Miglani
Proprietor
C .O .P No: 11273
PR No.: 2392/2022

Date: 22-05-2024
Place: New Delhi
UDIN: A030016F000418459

Note: - This report is to be read with the Annexure-A which is the integral part of this Report MR-3

ANNEXURE- A OF FORM NO. MR-3

To,
The Members,
SHIVALIK ENGINEERED PRODUCTS PRIVATE LIMITED
H2, Suneja Chambers, Alaknanda Commercial Complex,
New Delhi-110019

Report is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The Verification was done on test basis to ensure that correct facts are reflected in secretarial records.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company and any other financial law applicable to the Company.
4. Whenever required, I have obtained the Management representation about the compliance of Laws, rules and regulation and happening of events etc.
5. The Compliance of the provision of Corporate and other applicable laws, rules, regulation, Standards is the responsibility of Management. My Examination was limited to the Verification of Procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **R MIGLANI & CO.**
Company Secretaries

Sd/-
CS Rajni Miglani
Proprietor
C .O .P No: 11273
PR No.: 2392/2022

Date: 22-05-2024
Place: New Delhi
UDIN: A030016F000418459



Corporate Governance Report

Report on Corporate Governance for the year ended March 31, 2024

ANNEXURE-C

Corporate Governance Report

1. COMPANY'S PHILOSOPHY

Corporate Governance is the combination of practices and compliance with laws and regulations leading to effective control and management of the Organization. We consider stakeholders as our partners in our success and remain committed to maximizing stakeholder(s) value. Good Corporate Governance leads to long term Stakeholders value. Corporate Governance rests upon the four pillars of transparency, disclosure, monitoring and fairness. Your Company is committed to the adoption of and adherence to the best Corporate Governance practices at all times and continuously benchmarks itself with the best standards of Corporate Governance, not only in form but also in spirit. The Company places emphasis on business ethics and responsible conduct and to disclosures of operating performance and other key events on timely basis to its shareholders and stakeholders. The Company views its role as trustees of its shareholders, stakeholders and society at large.

The Company has adopted a Code of Conduct for the Board and its employees which contains the fundamental principles and rules concerning ethical business conduct. This Code embodies the belief that acting always with the Company's legitimate interest in mind and being aware of the Company's responsibility towards its stakeholders is an essential element of the Company's long-term excellence. A Report on compliance with the Corporate Governance provisions as prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations") is given herein below:

2. BOARD OF DIRECTORS

The Company has a balanced mix of Executive, Non-Executive and Independent Directors and is being managed and controlled by a professional Board. As on March 31, 2024, the Board of Director(s) comprised Eight (8) Directors out of which Two (2) are Executive Directors and Six (6) are Non-Executive Directors including Two (2) Women Directors (33%) as on March 31, 2024. The Chairman is Executive Director and Promoter of the Company. 4 out of 8 Board members are Independent Directors which is 50% of the total Board strength. The composition of the Board of Directors conforms with Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. All Independent Directors meet the criteria and conditions as prescribed under sub section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1) (b) of SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015. Further, all Independent Directors are persons of eminence and bring wide range of expertise and experience to the Board and in the best interest of various stakeholders.

The composition of the Board represents an optimum combination of knowledge, experience and skills from diverse fields including manufacturing, finance, Engineering, Technology and governance, etc. which are required by the Board to discharge its responsibilities effectively. The Directors take active part in the deliberations at the Board and Committee Meetings by providing valuable guidance and expert advice to the Management on various aspects of business, policy direction, strategy, governance, compliance, etc. and play a critical role on strategic issues and add value in the decision making process of the Board of Directors.

The information stipulated under Part A of Schedule II of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is being made available to the Board.

- a) Details of attendance of Directors at the Board Meetings held during the year under review and at the last Annual General Meeting (AGM) held on September 26, 2023, with particulars of their Directorships and Chairmanship/Membership of Board, Committees of other Public Limited companies as on March 31, 2024 are given below:

Name and Director Identification Number (DIN)	Category of Directors	Particulars of attendance		No. of Directorship and Committee Membership / Chairmanship held in other public companies			Directorship in other listed entities and category of Directorship
		Five (5) Board Meetings were held during the year	Last AGM (held on September 26 th , 2023)	Other Directorships	Other Committee member	Other Committee Chairperson	
Mr. S. S. Sandhu (DIN: 00002312)	Executive Director	5	Yes	-	-	-	NIL

Name and Director Identification Number (DIN)	Category of Directors	Particulars of attendance		No. of Directorship and Committee Membership / Chairmanship held in other public companies			Directorship in other listed entities and category of Directorship
		Five (5) Board Meetings were held during the year	Last AGM (held on September 26 th , 2023)	Other Directorships	Other Committee member	Other Committee Chairperson	
Mr. N. S. Ghuman (DIN: 00002052)	Executive Director	5	Yes	-	-	-	NIL
Mr. Gurmeet Singh Gill (DIN: 00007393)	Non-Executive and Non Independent	5	Yes	-	-	-	NIL
Mrs. Harpreet Kaur (DIN: 07012657)	Non-Executive and Non Independent	5	No	-	-	-	NIL
Mr. Nirmaljeet Singh Gill (DIN: 00007425)	Non-Executive and Independent	5 ^{^^}	Yes	-	-	-	NIL
Lt. Gen. Pradeep Khanna (DIN: 06668919)	Non-Executive and Independent	5 ^{^^}	Yes	-	-	-	NIL
Mrs. Anu Ahluwalia (DIN: 07254059)	Non-Executive and Independent	5	No	-	-	-	NIL
Mr. Swarnjit Singh (DIN: 07409567)	Non-Executive and Independent	5	No	-	-	-	NIL
Mr. N.P. Sahni (DIN: 00037478)	Non-Executive and Independent	2 [^]	NA	2	2	1	1. Mohan Meakin Limited (Independent Director) 2. Hindustan Tin Works Ltd. (Ceased from the Directorship w.e.f 31.03.2024)
Mr. Sudhir Mehra (DIN: 07424678)	Non-Executive and Independent	2 [^]	NA	-	-	-	NIL

*** Excludes directorships of private limited companies' other subsidiaries of public Limited Companies and memberships of various chambers, companies incorporated under section 8 of Companies Act, 2013 and of companies incorporated outside India. Chairmanships/Memberships of Board Committees include only Audit and Stakeholders Relationship Committees of other public limited companies.

[^]Appointed w.e.f. 26th September, 2023. Therefore, entitled to attend only 2 (Two) meetings.

^{^^}Resigned w.e.f. 29th March, 2024.

The Company has received declarations of independence as prescribed under Section 149(6) & (7) of the Companies Act, 2013 ("the Act") and Regulation 16(1) (b) of SEBI Listing Regulations from all Independent Directors. All requisite declarations were placed before the Board. In the opinion of the Board, all Independent Directors fulfil the conditions of Independence specified in the Companies Act, 2013 and SEBI Listing Regulations and are independent of the Management.



Corporate Governance Report

None of the Directors on the Board are members of more than 10 Committees or Chairman of more than 5 Committees across the Companies in which they are Directors. Necessary disclosures regarding Committee positions have been made by the Directors as per Regulation 26(2) of the SEBI Listing Regulations in the beginning of every financial year. Independent Directors are not serving as Independent Directors in more than seven listed companies. Further, the Whole Time Director/Managing Director in the Company do not serve as Independent Director in more than three listed companies. None of the Directors of the Company have any inter-se relationship with any other Director of the Company.

M/s R. Miglani & Co. Practicing Company Secretaries, has issued a certificate as required under the SEBI Listing Regulations, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed as “Annexure- II” with this report and forms an integral part of this report.

Resignation/Cessation of Independent Director

Mr. N.J.S. Gill (DIN: 00007425) and Mr. Pradeep Khanna (DIN: 06668919) ceased to be Independent Director of the company with effect from 29th March, 2024. The Board of Directors and the Management of the Company expressed deep appreciation and gratitude to Mr. N.J.S Gill and Mr. Pradeep Khanna for their extensive contribution and stewardship.

b) Number of Board Meetings

During the Financial Year 2023-24, five (05) Board Meetings were held and the gap between two meetings does not exceed 120 days. Board Meetings were held on 17.05.2023, 31.07.2023, 29.08.2023, 06.11.2023 and 07.02.2024.

c) Board Procedure

The Board of Directors oversees the overall functioning of the Company. The Board provides and evaluates the strategic direction of the Company, management policies and their effectiveness and ensures that the long-term interest of the stakeholders are being served. The Chairman and Managing Director is assisted by the Executive Directors/ Senior Managerial Personnel in overseeing the functional matters of the Company.

A detailed Agenda, setting out the business to be transacted at the Meeting(s), supported by detailed Notes and Presentation(s) if any, is sent to each Director at least seven days before the date of the Board Meeting(s) and of the Committee Meeting(s) except where Meeting(s) have been convened at a shorter notice to transact urgent businesses.

In exceptional circumstances, additional or supplementary agenda items are taken up for discussion with the permission of the Chairman. The members of the Board or Committees are free to suggest any item to be included in the agenda, in addition to exercising their right to bring up matters for discussion at the meeting with the permission of the Chairman.

To enable the Board to discharge its responsibilities effectively and take informed decisions, the Chairman and Managing Director apprises the Board at every Meeting of the overall performance of your Company, followed by Presentation(s) by the Chief Financial Officer and other department heads. A detailed Report is also presented at the Board Meeting(s).

Apart from Board Members and the Company Secretary, the Board and Committee Meeting(s) are also attended by the Chief Financial Officer and wherever required by the Heads of various Corporate Functions.

The Board sets annual performance objectives, oversees the actions and results of the management, evaluates its own performance, performance of its Committees and individual Directors on an annual basis and monitors the effectiveness of the Company's governance practices for enhancing the stakeholders' value.

The Board of Directors of your Company closely monitors the performance of the Company and Management, approves the plans, reviews the strategy and strives to achieve organizational growth. Your Board ensures statutory and ethical conduct and places high importance on the internal financial reporting.



Corporate Governance Report

Your Company has well-established framework for the Meetings of the Board and its Committees which seeks to systematize the decision-making process at the Meetings in an informed and efficient manner. Regular inputs and feedback of Board Members are taken and considered while preparing the Agenda and related documents for the Board and Committee Meetings. The Board also has access to the Members of the Management and to the Company related information.

The Company Secretary plays a key role in ensuring that the Board (including Committees thereof) procedures are followed and regularly reviewed. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements, to provide guidance to Directors, to facilitate convening of Meetings and acts as interface between the Management and Regulatory Authorities for Governance related matters of the Company.

d) Separate Meeting of Independent Directors

The Independent Directors of the Company meet as and when required before the Board Meeting without the presence of Executive Directors or management personnel. These meetings are conducted in an informal and flexible manner to enable the Independent Directors to discuss matters pertaining to the affairs of the Company and put forth their views to the Chairman and Managing Director.

During the year under review, the Independent Directors met on 07.02.2024, inter alia, to discuss:

- Evaluation of the performance of Non- Independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of the Chairman of the Company, considering the views of the Executive and Non-Executive Directors;
- Evaluation of the quality, content, and timelines of flow of information between the Management and the Board that is necessary for the Board to perform its duties effectively and reasonably.

All Independent Directors were present in the meeting

e) Familiarization Programme

In order to encourage active participation from the Independent Directors and also to enable them to understand the business environment of the Company, a Familiarization Programme for the Independent Directors has been adopted and implemented.

Once appointed, the Independent Directors undergo Familiarization Programme of the Company. Necessary information and supportive documents in respect of Bimetal industry, the regulatory environment under which the Company operates and Annual Reports of past financial years are provided to the Independent Directors. The Independent Directors hold one on-one discussions with Key Functional Heads of the Company to understand various functions which are critical to the business performance of the Company. The Independent Directors are also provided with financial results, internal audit findings, and other specific documents as sought for from time to time. The Independent Directors are also made aware of all policies and Code of Conduct adopted by the Board.

Pursuant to Regulation 25(7) of the Listing Regulations, the Company imparted following familiarisation programmes for its Directors: The details of Familiarization Programmes imparted to Independent Directors (IDs) are available on the company's website at www.shivalikbimetals.com

f) Performance Evaluation criteria for IDs

Pursuant to the provisions of the Companies Act, 2013 (“Act”) and SEBI Listing Regulations, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Board Committees. Further, the Independent Directors at its meeting held on 07th February, 2024 evaluated performance of Chairman, Non-Independent Directors and Board and committees as a whole.

The performance evaluation of all the Directors was carried out by the Nomination and Remuneration Committee. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors.



Corporate Governance Report

The exercise was carried out through a structured evaluation process covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, leadership attribute of directors through vision and values, strategic thinking and decision making, adequacy of business strategy etc.

The performance evaluation of the Independent Directors was done by the entire Board excluding the Directors being evaluated. The Board of Directors expressed their satisfaction with the evaluation process.

g) Code of Conduct

Pursuant to Regulation 17(5)(a) of SEBI Listing Regulations, the Board of Directors of the Company has adopted and laid down the Code of Conduct for all Directors and Senior Management Personnel of the Company ("Code"). The Code is posted and available at the website of the Company <https://www.shivalikbimetals.com/images/pdf/Code-of-Conduct.pdf>

All Directors and Senior Management personnel have affirmed the compliance with the Code applicable to them during the year ended on March 31, 2024. A declaration by Mr. S.S. Sandhu, Chairman of the Company in terms of Para D of Schedule V of the SEBI Listing Regulations on the affirmation on compliance with the Code for the year ended March 31, 2024, based on the compliance declarations received from the Board and Senior Management, is enclosed as "Annexure- I" with this report and forms an integral part of this report.

h) Core skills / expertise / competencies of Directors

The Company believes that it is the collective effectiveness of the Board that impacts Company performance, and therefore members of the Board themselves should have a balance of skills, experience and diversity of perspectives appropriate to the Company. Given the Company's size, scale and diversified nature of its businesses, the skills, expertise and competencies of the Directors, as identified by the Board, are provided below:

Strategy and Planning	Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.
Corporate governance	Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.
Functional and managerial experience	Knowledge and skills in accounting and finance, business judgment, general management practices and processes, crisis response and management, macro-economic perspectives, human resources, labour laws, international markets, sales and marketing, and risk management.
Industry Knowledge	Experience in Industry Knowledge of Metal/Electrical/ Electronic. Understanding of Government legislation/ legislative process and Customer Relationships. Global Business Understanding of global business dynamics, across various geographical markets, industry verticals and regulatory jurisdictions.



Corporate Governance Report

Directors	Strategy and Planning	Corporate Governance	Functional and managerial experience	Industry Knowledge	Global Business
Mr. S. S. Sandhu	✓	✓	✓	✓	✓
Mr. N. S. Ghumman	✓	✓	✓	✓	✓
Mr. Gurmeet Singh Gill	✓	✓	✓	✓	✓
Mrs. Harpreet Kaur	✓	✓	✓	✓	✓
Mrs. Anu Ahluwalia	✓	✓	✓	✓	✓
Mr. Swarnjit Singh	✓	✓	✓	✓	✓
^^Mr. Nirmaljeet Singh Gill	✓	✓	✓	✓	✓
^^Lt. Gen. Pradeep Khanna	✓	✓	✓	✓	✓
Mr. N.P. Sahn	✓	✓	✓	✓	✓
Mr. Sudhir Mehra	✓	✓	✓	✓	✓

^^Resigned w.e.f. 29.03.2024.

i) Compliance Reports

To the best of my knowledge and belief, the Company is complying with all applicable laws as on date. The Board has reviewed the Compliance Report of all Laws applicable to the Company and the steps taken by the Company to rectify instances of non-compliances.

j) Code of Conduct for Prevention of Insider Trading

As per SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company, inter alia, adopted a Code of Conduct for Regulating, Monitoring and Reporting trading by an Insider (Code). All Designated Persons of the Company and its subsidiaries who could have access to the unpublished price sensitive information of the Company, along with their immediate relatives, are governed by this code. Amongst others, the trading window for dealing in securities of the Company is closed and opened as per the provisions of the said Code.

k) Materially Significant Related Party Transactions

The Company has also formulated a policy on materiality of and dealing with Related Party Transactions (RPT Policy). This RPT Policy is available on the website of the Company and the weblink for the same is <https://www.shivalikbimetals.com/pdf/RPT-Policy-Final.pdf> All the Related Party Transactions are dealt with in accordance with the provisions of the Companies Act, 2013, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's RPT Policy.

l) Vigil Mechanism & Whistle Blower Policy, and affirmation that no personnel has been denied access to the Audit Committee

The Board of Directors of the Company has adopted a Whistle Blower Policy to establish a vigil mechanism for the Directors, employees, vendor's dealers and all stakeholders of the Company, to report genuine concerns or grievances including instances of leak or suspected leak of unpublished price sensitive information pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and the same is available on Company's website at: <https://www.shivalikbimetals.com/images/pdf/Vigil-Mechanism-&-Whistle-Blower-Policy.pdf>.

No person has been denied access to the Audit Committee.

**Corporate Governance Report****m) Policy for Preservation of Documents**

The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board has formulated a Policy of Preservation of Documents and Archival Policy which prescribed the manner and period of retaining the Company's documents. The policy has been uploaded on the website of the Company at <https://www.shivalikbimetals.com/images/pdf/policy-on-preservation-of-documents-and-archival.PDF>

n) Policy for determination of materiality

In line with requirements under Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015, the Company has formulated a policy on determination of materiality which is available on the website under the head of investor relation/Shivalik corporate policy tab at <https://www.shivalikbimetals.com/images/pdf/Policy-For-Determination-of-Materiality-of-Information-or-Events.pdf>

The objective of this policy is to have uniform disclosure practices and ensure timely, adequate and accurate disclosure of information on an ongoing basis.

o) Succession Planning

The Nomination and Remuneration Committee believes that sound succession plans for the senior leadership are very important for creating a robust future for the Company. The Committee works along with the Human Resource team of the Company for a proper leadership succession plan.

3. COMMITTEES OF THE BOARD OF DIRECTOR'S

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities as mandated by applicable regulations; which concern the Company and need a closer review. Majority of the Members constituting the Committees are Independent Directors and each Committee is guided by its Terms of Reference, which provide for the scope, powers & duties and responsibilities. There are five (05) Board constituted Committees as on 31st March, 2024, details of which are as follows:

- i. Audit Committee
- ii. Stakeholders Relationship & Share Transfer Committee
- iii. Nomination & Remuneration Committee
- iv. Corporate Social Responsibility Committee
- v. Risk Management Committee

The detailed terms of reference, composition and other details of the Committees are as under:

i. AUDIT COMMITTEE

As on April 1, 2023, the Audit Committee comprised of four (4) Directors, out of which one (1) is Executive Director and three (3) are Non-Executive Independent Directors. Mr. N J S Gill holds the position of Chairman of the Audit Committee. The Members possess adequate knowledge of Accounts, Audit, Finance, etc. The composition of the Audit Committee meets the requirements as per the Section 177 of the Companies Act, 2013 and Regulation 18(1) of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015.

The Board of Directors in their meeting held on February 07, 2024 reconstituted the audit committee and accordingly as on March 31, 2024, the Audit Committee comprised of three (3) Directors, out of which two (2) are Non-Executive Independent Director and One (1) is Executive Director i.e. Mr. N.P. Sahni (Independent Director) as Chairman, Mr. Sudhir Mehra, (Independent Director) and Mr. S.S. Sandhu (Chairman & Whole Time Director) as members.

Five (05) audit committee meetings were held as against the minimum requirement of Four (4) during the FY 2023-24 and not more than 120 days gap between two meetings. The Committee meetings were held on 17.05.2023, 31.07.2023, 29.08.2023, 06.11.2023 and 07.02.2024. The quorum for the Audit Committee shall either be two members or one third (1/3) of the members of the committee, whichever is greater, with atleast two (02) Independent Directors.

**Corporate Governance Report**

The composition of the Committee as on 31.03.2024, name of members and Chairman and the attendance of each member at the Committee Meetings are as given below:

S. No.	Name of Members	Designation	No. of Meeting held during the Year	No. of meetings attended during the Year
1.	Mr. Nirmaljeet Singh Gill	Chairman*	5	5
2.	Mr. S. S. Sandhu	Member	5	5
3.	Mrs. Anu Ahluwalia	Member*	5	5
4.	Lt. Gen. Pradeep Khanna (Retd.)	Member*	5	5
5.	Mr. N.P. Sahni	Chairman**	5	NA
6.	Mr. Sudhir Mehra	Member**	5	NA

* Resigned as Chairperson/member of the committee w.e.f. 07.02.2024

**Appointed as Chairperson/member of the committee w.e.f. 07.02.2024

Chairman of the Company, Chief Financial Officer, Company Secretary and the representatives of the Statutory Auditors attend the Audit Committee meetings. The representatives of the Cost Auditor attend the Audit Committee meeting when the Cost Audit Report is tabled for discussion. The Company Secretary acted as the Secretary of the Audit Committee.

Mr. Nirmaljeet Singh Gill, Chairman of the Audit Committee was present at the last Annual General Meeting held on 26.09.2023.

Terms of Reference

Terms of Reference and role of the Audit Committee include the matters specified under Section 177 of the Companies Act, 2013 and Regulation 18(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee has extensive powers and has access to all requisite information of the Company. The role of the Audit Committee in detail includes:

- (1) Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- (3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - (a) Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (b) Changes, if any, in accounting policies and practices and reasons for the same;
 - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) Significant adjustments made in the financial statements arising out of audit findings;
 - (e) Compliance with listing and other legal requirements relating to financial statements;
 - (f) Disclosure of any related party transactions;
 - (g) Modified opinion(s) in the draft audit report;
- (5) Reviewing with the management, the quarterly financial statements before submission to the board for approval;
- (6) Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.) the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

**Corporate Governance Report**

- (7) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (8) Approval or any subsequent modification of transactions of the listed entity with related parties;
- (9) Scrutiny of inter-corporate loans and investments;
- (10) Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- (11) Evaluation of internal financial controls and risk management systems;
- (12) Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (14) Discussion with internal auditors of any significant findings and follow up there on;
- (15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (16) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (18) To review the functioning of the whistle blower mechanism;
- (19) Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- (20) Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- (21) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding Rupees 100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- (22) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

ii. STAKEHOLDERS' RELATIONSHIP AND SHARE TRANSFER COMMITTEE

In terms of Regulation 20 of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015, the Company has a Stakeholders' Relationship and Share Transfer Committee consists of total Four (4) Directors which includes two (2) Executive Director(s) and two (2) Non-Executive Director(s) out of which One (1) is Independent Director.

The Committee looks into the redressal of shareholders' complaints relating to transmission of shares, Non-receipt of Annual Report, Non-receipt of dividends, issue of letter of confirmation in lieu of duplicate shares, general meetings, review of measures taken for effective exercise of voting rights by shareholders, review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent, review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices, if any, by the shareholders of the Company and also reviews investor complaint redressal mechanism.

Based on the delegated powers of the Board of Directors, WTD, CFO and Company Secretary approves the transmissions/dematerialisation of shares/nominee updations/change of name on certificate on a regular basis and the same is reported at the next meeting of the Committee, normally held every quarter.

As on 31st March, 2024, the Stakeholder Relationship Committee comprised of Mrs. Anu Ahluwalia (Independent Director), Chairperson, Mrs. Harpreet Kaur, Mr. S.S. Sandhu and Mr. N. S. Ghumman as members. The quorum of the Committee is two members. The Company Secretary acted as the Secretary of the Committee.

The Stakeholders' Relationship and Share Transfer Committee's constitution and terms of reference are in compliance with provisions of the Companies Act, 2013 and Regulation 20 and Part D (B) of Schedule II of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

**Corporate Governance Report**

The role of the Committee shall inter-alia include the following:

- Resolving the grievances of the security holders of the listed entity including complaints related to transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Approve the issue of the Company's duplicate share certificates;
- Monitor redressal of investors' /shareholders'/security holders' grievances;
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Recommend methods to upgrade the standard of services to investors;
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- Monitor implementation of the Company's Code of Conduct for Prohibition of Insider Trading;
- Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable.

The Stakeholders' Relationship and Share Transfer Committee met 08 (Eight) times during the FY 2023-24 as against the minimum requirement of 1 (one) meeting. The meeting of the Committee held on 17.05.2023, 15.06.2023, 31.07.2023, 09.10.2023, 06.11.2023, 17.11.2023, 16.01.2024 and 07.02.2024. The composition of the Committee and the details of the meetings attended by the Members are as given below:

S. No.	Name of Members	Designation	No. of Meetings held during the Year	No. of meetings attended during the Year
1.	Mrs. Anu Ahluwalia	Chairperson	8	4
2.	Mr. S. S. Sandhu	Member	8	8
3.	Mr. N.S. Ghumman	Member	8	5
4.	Mrs. Harpreet Kaur	Member	8	8

Mrs. Anu Ahluwalia, Chairperson of Stakeholders' Relationship and Share Transfer Committee was not present at the last Annual General Meeting held on 26.09.2023. Mr. S. S. Sandhu, Chairman was authorized to answer the queries of the shareholders.

Mrs. Aarti Sahni, Company Secretary, is the Compliance Officer for complying with the requirements of SEBI Regulations with the Stock Exchanges in India. Contact details are as given below:

Mrs. Aarti Sahni
Company Secretary & Compliance Officer
Shivalik Bimetal Controls Ltd
Add: H-2, Suneja Chambers, Alaknanda Commercial Complex, New Delhi-110019
Email: investor@shivalikbimetals.com

Details of queries /complaints received from Shareholders/Investors during the year 2023-24. The details of shareholders' grievance are as follows:

- No. of Complaints received during the year – 3
- No. of Complaints resolved during the year – 4*
- Pending Complaints at the end of the Financial Year – Nil

*One Complaint is pending at the beginning of first quarter.

**Corporate Governance Report****Addressing Shareholders Grievances**

The complaints of the shareholders are either addressed to the Company Secretary or Share Transfer Agent of the Company i.e. **MAS Services Limited**. The Company generally attends to all queries of investors within a period of fortnight from the date of receipt.

iii. NOMINATION & REMUNERATION COMMITTEE

The Company has a Nomination & Remuneration Committee (NRC) comprised three (03) Directors as on March 31, 2024, all being Non-Executive Directors including majority of Independent Directors. The composition and the role of the Committee are in conformity with the provisions of Section 178 of Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015.

The terms of reference of the NRC inter alia, include the following:

- i. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- ii. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description.

For the purpose of identifying suitable candidates, the Committee may:

- a. use the services of an external agencies, if required;
- b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
- c. consider the time commitments of the candidates.
- iii. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- iv. Devising a policy on diversity of board of directors;
- v. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal, basis of the report of performance evaluation of independent directors;
- vi. Recommend to the Board, all remuneration, in whatever form, payable to senior management;
- vii. Whether to extend or continue the term of appointment of the Independent Director.

In addition to the above, NRC will carry out all other functions as provided under applicable laws and specified by the Board of Directors from time to time.

The Board of Directors in their meeting held on February 07, 2024 reconstituted the Nomination and Remuneration Committee. As on March 31, 2024, the Committee comprised of Mr. Swarnjit Singh, Chairman, Mrs. Anu Ahluwalia and Mr. G.S. Gill as members. The quorum for a meeting of the Nomination and Remuneration committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance. The Company Secretary acted as the Secretary of the Committee.

**Corporate Governance Report**

During the Financial Year 2023-24, one (01) NRC meeting was held on 29.08.2023. The composition of the Committee and the details of the meeting attended by the Members are as given below:

S. No.	Name of Members	Designation	No. of Meeting held during the Year	No. of meetings attended during the Year
1.	Mr. Nirmaljeet Singh Gill	Chairman	1	1*
2.	Lt. Gen. Pradeep Khanna (Retd.)	Member	1	1*
3.	Mrs. Anu Ahluwalia	Member	1	1
4.	Mr. Swarnjit Singh	Chairman	1	NA**
5.	Mr. G.S. Gill	Member	1	NA**

*Resigned as chairperson/ member w.e.f. 07.02.2024

**Appointed as member w.e.f. 07.02.2024

The Chairman of the Nomination and Remuneration Committee Mr. Nirmaljeet Singh Gill was present at the last Annual General Meeting held on 26.09.2023.

iv. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Company has a Corporate Social Responsibility Committee of Directors comprising three (3) Directors out of which two (2) are Executive Directors and One (1) Non-Executive Independent Director as on March 31, 2024. The composition and the role of the Committee are in conformity with the provisions of Section 135 of Companies Act, 2013 and the Rules made thereunder.

The brief terms of reference of the Committee are as follows:

- Formulating and recommending to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company in the areas or subjects specified in Schedule VII to the Companies Act, 2013;
- Recommending the amount of expenditure to be incurred on the activities referred to in Company's CSR policy;
- Monitor the CSR policy of the Company from time to time and ensure its Compliance.
- Submit to the Board its report giving the status of the CSR activities undertaken, expenditure incurred and such other details as may be required by it.
- Formulating and recommending to the Board, an annual action plan in pursuance of Company's CSR policy.
- Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification/ amendment or modification as may be applicable.

The Board of Directors in their meeting held on February 07, 2024 reconstituted the Corporate Social Responsibility Committee. As on March 31, 2024, the CSR Committee comprised of Mr. S. S. Sandhu, Chairman, Mr. N. S. Ghumman and Mrs. Anu Ahluwalia as members. The Company Secretary acted as the Secretary of the Committee.

During the FY 2023-24, One (1) CSR Committee meeting which was held on 17.05.2023. The composition of the Committee and the details of the meeting attended by the Members are as given below:

S. No.	Name of Members	Designation	No. of Meetings held during the Year	No. of meetings attended during the Year
1.	Mr. S. S. Sandhu	Chairman	1	1
2.	Mr. N. S. Ghumman	Member	1	1
3.	Lt. Gen. Pradeep Khanna (Retd.)	Member	1	1**
4.	Mrs. Anu Ahluwalia	Member	1	0*

*Appointed as member w.e.f. 07.02.2024

**Resigned as member w.e.f. 07.02.2024

**Corporate Governance Report****v. RISK MANAGEMENT COMMITTEE**

The constitution and terms of reference of Risk Management Committee are in compliance with provisions of the Companies Act, 2013 and Regulation 21 of the SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015.

The Board of Directors in their meeting held on February 07, 2024 reconstituted the Risk Management Committee. As on March 31, 2024, the Risk Management Committee comprised of Mr. S. S. Sandhu, Chairman, Mr. N. S. Ghumman, Mr. Swarnjit Singh, as members. The Company Secretary acted as the Secretary of the Committee.

During the FY 2023-24, two (2) Risk Management Committee meetings were held on 31.07.2023 and 18.01.2024 in such a manner that on a continuous basis not more than one hundred and eighty days shall elapse between meetings. The composition of the Committee and the details of the meeting attended by the Members are as given below:

S. No.	Name of Members	Designation	No. of Meetings held during the Year	No. of meetings attended during the Year
1.	Mr. S.S. Sandhu	Chairman	2	2
2.	Mr. N.S. Ghumman	Member	2	2
3.	Mr. Nirmaljeet Singh Gill*	Member	2	0
4.	Mr. Pradeep Khanna*	Member	2	0
5.	Mr. Rajeev Ranjan*	Member	2	2
6.	Mr. Kanav Anand*	Member	2	1
7.	Mr. Kabir Ghumman*	Member	2	1
8.	Mr. Swarnjit Singh**	Member	2	0

*Resigned as member w.e.f. 07.02.2024

**Appointed as member w.e.f. 07.02.2024

The Committee ("RMC") has been constituted to assist the Board and the Audit Committee in their responsibilities of overseeing Company's risk management policies and processes (including processes for monitoring and mitigating such risks) and the Company's exposure to unmitigated risks.

The terms of reference of the RMC is as follows:

- Formulation of a detailed risk management policy which includes a framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability, ESG related risks, information, cyber security risks or any other risk as may be determined by the Committee. The policy also includes measures for risk mitigation including systems and processes for internal control of identified risks and the Business continuity plan;
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- To keep the Board informed about the nature and content of its discussions, recommendations and actions to be taken.

**Corporate Governance Report****4 REMUNERATION OF DIRECTORS**

The details of Remuneration, fees paid etc. to Directors for the year ended 31st March, 2024 are as under:

a) Paid to Executive Directors

The remuneration of the Executive Directors is fixed by the Board of Directors and approved by shareholders in the Annual General Meeting. The details of remuneration for the financial year ended March 31, 2024 is as under:

S. No.	Name of the Director	Salaries & Allowances	Contribution to PF	Other Benefits	Total
1	Mr. S. S. Sandhu	2,97,00,000	24,12,000	63,937	3,21,75,937
2	Mr. N. S. Ghumman	2,97,00,000	24,12,000	53,137	3,21,65,137

(in ₹)

Total remuneration paid as Salary, Allowances, Perquisites, Bonus and Commission is within the limits approved by the shareholders pursuant to the provisions of Section 197 read with Section 198 of the Companies Act, 2013 and the rules made thereunder. No sitting fees have been paid to Mr. S. S. Sandhu and Mr. N. S. Ghumman.

b) Non-Executive Directors

The remuneration comprising sitting fees and commission to Non-Executive and Independent Directors for the financial year ended March 31, 2024 is as under:

S. No.	Name of the Director	Sitting Fees
1.	Mr. Nirmaljeet Singh Gill	52,500
2.	Lt. Gen. Pradeep Khanna (Retd.)	55,000
3.	Mrs. Anu Ahluwalia	62,500
4.	Mrs. Harpreet Kaur	57,500
5.	Mr. Gurmeet Singh Gill	37,500
6.	Mr. Swarnjit Singh	37,500
7.	Mr. N.P. Sahni	15,000
8.	Mr. Sudhir Mehra	15,000
Total		3,32,500

(in ₹)

c) Criteria of making payments to non-executive Directors:

Remuneration paid to Non-Executive Independent Directors represents the sitting fee fixed by the Board of Directors. Except sitting fee no fixed component performance linked incentives from the company during the FY 2023-24 was paid/ provided to any Non-Executive Directors.

d) All Directors have disclosed their shareholding in the Company. Details of Shareholding of Directors as on 31st March, 2024 are as follows:

S. No.	Name of the Director	No. of shares holds	% of shareholding
1	Mr. S. S. Sandhu	8,64,000	1.50
2	Mr. N. S. Ghumman	44,91,000	7.80



Corporate Governance Report

Details of Equity shares of the Company held by the Independent Directors as on 31st March, 2024 are given below: None of the Independent Directors held any Shares in the Company as on 31st March, 2024 except Mr. Swarnjit Singh who holds 4500 Equity Shares.

e) Disclosure of relationship between Directors inter-se

None of the Directors have any material or pecuniary relationship inter-se among themselves.

5. DISCLOSURES

a) Non-Compliances/Strictures/penalties Imposed

The Company has complied with the various requirements of the Stock Exchange, SEBI and other Statutory Authorities on all matters related to capital markets during the last three years and no penalties or strictures have been imposed on the Company by Stock Exchange, SEBI and Statutory Authority relating to the above.

However, the SEBI has imposed a penalty for the delay of one (01) day in filing the Disclosure of Related Party under Regulation 23 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 in the last financial year.

b) Disclosure of Accounting Treatment

As mandated by the Ministry of Corporate Affairs, the financial statements for the year ended March 31, 2024, have been prepared by following Indian Accounting Standards (Ind-AS) notified under Section 133 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014. The estimates and judgments relating to the Financial Statements are made on a prudent basis, to reflect truly and fairly, the form and substance of transactions are reasonably present the Company's state of affairs, profits and cash flows for the year ended March 31, 2024.

The Company has followed Indian Accounting Standards ("Ind AS") in the preparation of the Financial Statements for accounting periods beginning on or after 01.04.2016, as per the roadmap announced by Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

c) Material subsidiary

Pursuant to the provisions of Regulation 16(1)(c) of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015, the Company has a Policy for determining Material Subsidiaries, laying down the criteria for identifying material subsidiaries of the Company. Accordingly, Shivalik Engineered Products Private Limited remains the material subsidiary of the Company during the financial year 2023-24.

The Policy may be accessed on the website of the Company at the link:
<https://www.shivalikbimetals.com/images/pdf/Material-Subsidiary-Policy.pdf>

d) Management Discussion and Analysis

The Management Discussion and Analysis forms the part of the Annual Report and is given separately.

e) Disclosure of commodity price risks and commodity hedging activities

The Company had managed the foreign exchange risk by using natural hedge and the company has managed the Commodity Price Risk by having back to back contracts with customers.

f) Total fees paid to Statutory Auditors

During the year, the total fees for all services paid by the Company and its subsidiaries to M/s. Arora Gupta & Co., Chartered Accountants (Firm Registration No. 021313C), Statutory Auditors of the Company aggregate to Rs. 39.80/- Lakhs (Thirty-Nine Lakhs Eighty Thousand Only).

g) Compliances

All Returns/Reports were generally filed within the stipulated time with the Stock Exchange and other authorities. This Corporate Governance Report of the Company for the year ended March 31, 2024, complies with the requirements of Part C of Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.



Corporate Governance Report

The status of adoption of the discretionary requirements as specified in Schedule II Part-E under Regulation 27 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are as follows: -

- The Board: The Chairman of the Company is the Executive Chairman;
- Shareholder Rights: Half-yearly and other quarterly financial results are published in Newspapers, and uploaded on the Company's Website at www.shivalikbimetals.com.
- Modified opinion(s) in the audit report: The Audit Report does not contain any qualifications;
- Separate posts of Chairperson and the Managing Director or the Chief Executive Officer
- Reporting of Internal Auditor: The Internal Auditors of the Company report to the Audit Committee.

6. GENERAL MEETINGS

A. Annual General Meetings (AGM)

The details of date, time and venue of the Annual General Meetings (AGMs) of the Company held during the preceding three years and the Special Resolutions passed there at, are as under:

Year	2020-2021	2021-2022	2022-2023
Date	15 th September, 2021	27 th September, 2022	26 th September, 2023
Time	10:30 AM	10:30 AM	10:30 AM
Venue	Video Conferencing	4 th Floor, Hotel City Heights, City Centre Plaza, The Mall (Opposite District Courts), Solan (H.P)- 173212	Hotel Namastasya, Bye Pass Road, near New Bus Stand, Lawi Khurd, Solan, Himachal Pradesh 173212
Special Resolutions	-	<ol style="list-style-type: none"> Re-appointment of Lt. General Pradeep Khanna as an Independent Director of the company. Re-appointment of Mr. Nirmaljeet Singh Gill as an Independent Director of the company. Re-appointment of Mr. S.S. Sandhu as Chairman and Whole-Time Director of the company. Ratification of the existing remuneration of Mr. N.S. Ghumman as Managing Director of the company. Approval of remuneration for appointment of office and place of profit under section 188 of the Companies Act, 2013 	<ol style="list-style-type: none"> Continuation of Directorship of Mr. Swarnjit Singh as an Independent Director of the company. Re-Appointment of Ms. Anu Ahluwalia as an Independent Director of the company. Appointment of Mr. Sudhir Mehra as an Independent Director of the company. Appointment of Mr. Nand Parkash Sahni as an Independent Director of the company.

Extra-Ordinary General Meeting (EGM)

During the year under review, No Extra-Ordinary General Meeting was held.

7. MEANS OF COMMUNICATION

Timely disclosure of consistent, comparable, relevant and reliable information on corporate financial performance is at the core of good governance towards this end:

a) Quarterly/Half Yearly/Nine Monthly/ Annual Results:

The Quarterly, Half Yearly, Nine Monthly and Annual Results of the Company are intimated to the Stock Exchanges immediately after they are approved by the Board.

**Corporate Governance Report****b) Publication of Quarterly/ Half Yearly/Nine Monthly/Annual Results:**

The Quarterly, Half Yearly, Nine Monthly and Annual Results of the Company are published in the prescribed proforma within 48 hours of the conclusion of the meeting of the Board in which they are considered, at least in one English newspaper circulating in the whole or substantially the whole of India and in one Vernacular newspaper of the State where the Registered Office of the Company is situated.

The quarterly financial results pertaining to the financial year 2023-24 were published in The Financial Express and Jansatta Newspapers as detailed below:

Quarter (FY 2023-24)	Date of Board Meeting	Date of Publication
First Quarter	31.07.2023	01.08.2023
Second Quarter	06.11.2023	07.11.2023
Third Quarter	07.02.2024	08.02.2024
Fourth Quarter	29.05.2024	30.05.2024

c) Website

The Company's shareholding pattern, financial results, Code of Conduct, AGM Notice, Annual Report, details of unclaimed dividends under the head - Investor Education and Protection Fund ("IEPF"), Corporate Governance Reports, Corporate Social Responsibility Policy, Details of familiarization programmes for Independent Directors, Vigil Mechanism (including Whistle Blower Policy), Terms and Conditions for appointment of an Independent Director, Policy on Dealing with Related Party Transactions, Investor Contact details etc. and other information as required under applicable provisions of the Companies Act, 2013 read with rules made thereunder and SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 including Regulation 46(2)(n) are being displayed at Company's website www.shivalikbimetals.com (in investor relations section). The Company also have an exclusive e-mail ID i.e. investor@shivalikbimetals.com for investors to contact the Company in case of any information and grievances. Investor presentations were made by the Company to the investors during the year.

d) Presentations made to institutional investors or to the analysts.

The Company arranged Earnings/Conference calls and analysts meet with the investors and analysts on timely basis. The presentation for the aforesaid was uploaded on the Company's website www.shivalikbimetals.com before the Earnings/Conference Call. The Presentations broadly covered the operational and financial performance of the Company and industry outlook. The same are available on the Company's website.

- Filing with BSE "Listing Centre": Pursuant to Regulation 10 (1) of the SEBI (LODR) Regulations, 2015, BSE has mandated the Listing Centre as the "Electronic Platform" for filing all mandatory filings and any other information to be filed with the Stock Exchanges by Listed Entities. BSE also mandated XBRL submissions for Financial Results, Shareholding Pattern, Corporate Governance Report, Reconciliation of Share Capital Audit Report & Voting Results etc. All the data relating to financial results, various quarterly, half yearly, nine monthly and annual submissions/disclosure documents etc., have been filed Electronically/XBRL mode with the Exchange on the "Listing Centre" (<http://listing.bseindia.com>).
- NSE Electronic Application Processing System (NEAPS)/ NSE Digital Portal: NSE Digital Portal/NEAPS is a web based application designed by NSE for corporates. All the data relating to financial results, voting results, various quarterly/half yearly /annual submissions/disclosure documents etc., have been filed Electronically/XBRL mode with the Exchange on New Digital Exchange Platform/NEAPS.
- Annual Report: Annual Report containing, inter alia, Audited Annual Accounts, Consolidated Financial Statements, Directors' Report along with relevant annexures, Business Responsibility and Sustainability Report, Auditor's Report and other important information is circulated to members and others entitled thereto.

**Corporate Governance Report****8. MD/CFO CERTIFICATION**

Managing Director and Chief Financial Officer (CFO) Certification, on financial statements, is issued according to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is annexed to the Corporate Governance Report and forms part of the Annual Report.

9. GENERAL SHAREHOLDERS' INFORMATION

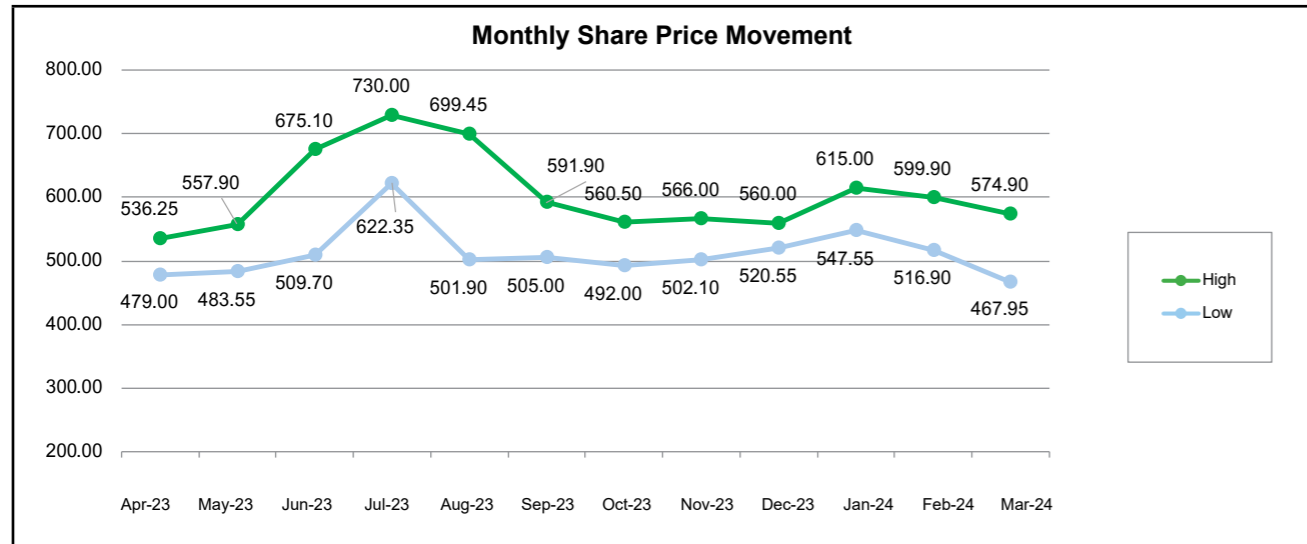
a)	1.	Annual General Meeting Day, Date, Time and Venue	On Thursday, the 26 th day of September, 2024 at 10.30 am (IST) at Hotel Namastasya, Bye Pass Road, near New Bus Stand, Lawi Khurd, Solan, Himachal Pradesh 173212
	2.	Financial Year	1 st April to 31 st March
	3.	Dates of Book Closure	20 th September, 2024 to 26 th September, 2024
	4.	Dividend	Interim Dividend - (35%) ₹ 0.70/- for one equity share of ₹ 2/- each. Final Dividend - (50%) ₹ 1/- for one equity share of ₹ 2/- each.
	5.	Dividend Payment date	Interim - March 01, 2024 Final - On or before October 25, 2024
	6.	Financial Calendar (Tentative)	Financial reporting for the quarter ending June 30, 2024 -Within 45 days from the end of the quarter September 30, 2024 – Within 45 days from the end of the quarter December 31, 2024 – Within 45 days from the end of the quarter March 31, 2025 – Within 60 days from the end of the year
	7.	Listing on Stock Exchanges	a) BSE Limited. The Listing fees for the Financial Year 2023-24 have been paid to the Exchange. Add: PJ Towers, 25 th Floor, Dalal Street, Mumbai – 400 001 b) National Stock Exchange of India Limited. The Listing fees for the Financial Year 2023-24 have been paid to the Exchange. Add: Exchange Plaza, Plot No.C/1, G-Block Bandra Kurla Complex, Bandra (East), Mumbai – 400051
	8.	Corporate Identification Number (CIN) of the Company	L27101HP1984PLC005862
	9.	Payment of Depository Fees	The annual Custody/Issuer fee for the year 2023-24 has been paid by the Company to Central Depository Services Limited (CDSL) and National Securities Depository Limited (NSDL).
	10.	Stock Code	BSE Limited- 513097 ISIN of the Company- INE386D01027 NSE Symbol: SBCL
	11.	Credit Rating	Refer Director(s) Report

Corporate Governance Report

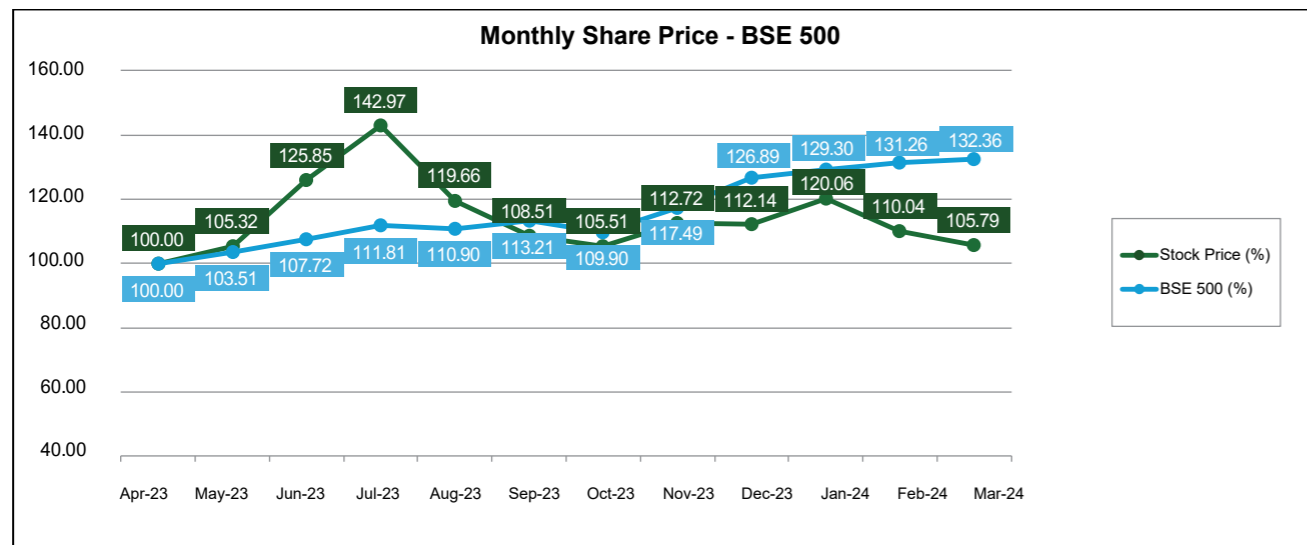
b) Market Price Data: High, Low on BSE during each month in the last Financial Year 2023-24

Month	Shivalik Share Price		Month	BSE 500	
	High	Low		High	Low
Apr-23	536.25	479.00	Apr-23	24,239.64	23,134.13
May-23	557.90	483.55	May-23	25,150.32	24,250.39
Jun-23	675.10	509.70	Jun-23	26,092.65	25,020.92
Jul-23	730.00	622.35	Jul-23	27,091.34	26,132.03
Aug-23	699.45	501.90	Aug-23	27,137.43	26,436.80
Sep-23	591.90	505.00	Sep-23	28,128.90	26,851.19
Oct-23	560.50	492.00	Oct-23	27,720.53	26,091.16
Nov-23	566.00	502.10	Nov-23	28,467.88	26,476.67
Dec-23	560.00	520.55	Dec-23	30,755.42	28,542.41
Jan-24	615.00	547.55	Jan-24	31,500.80	30,176.35
Feb-24	599.90	516.90	Feb-24	32,200.71	30,845.83
Mar-24	574.90	467.95	Mar-24	32,383.00	30,800.77

Performance of Shivalik Bimetal Controls Ltd. ("Shivalik") share price (Monthly High & Low)



Performance of Shivalik Bimetal Controls Ltd. ("Shivalik") share prices in comparison to BSE 500 (Monthly Closing)

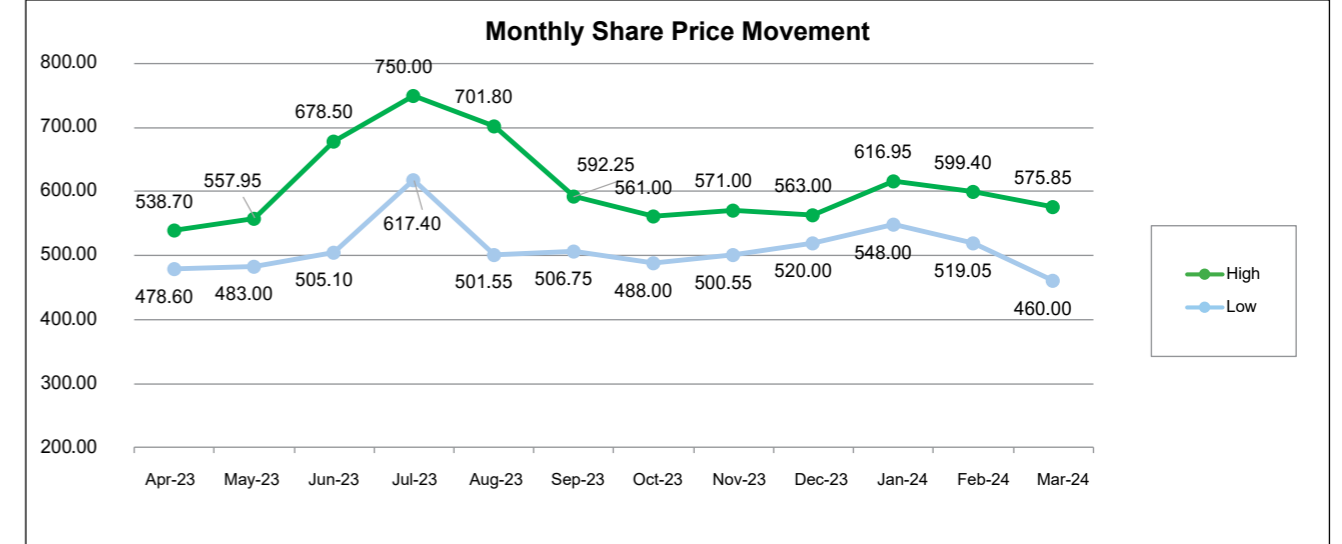


Corporate Governance Report

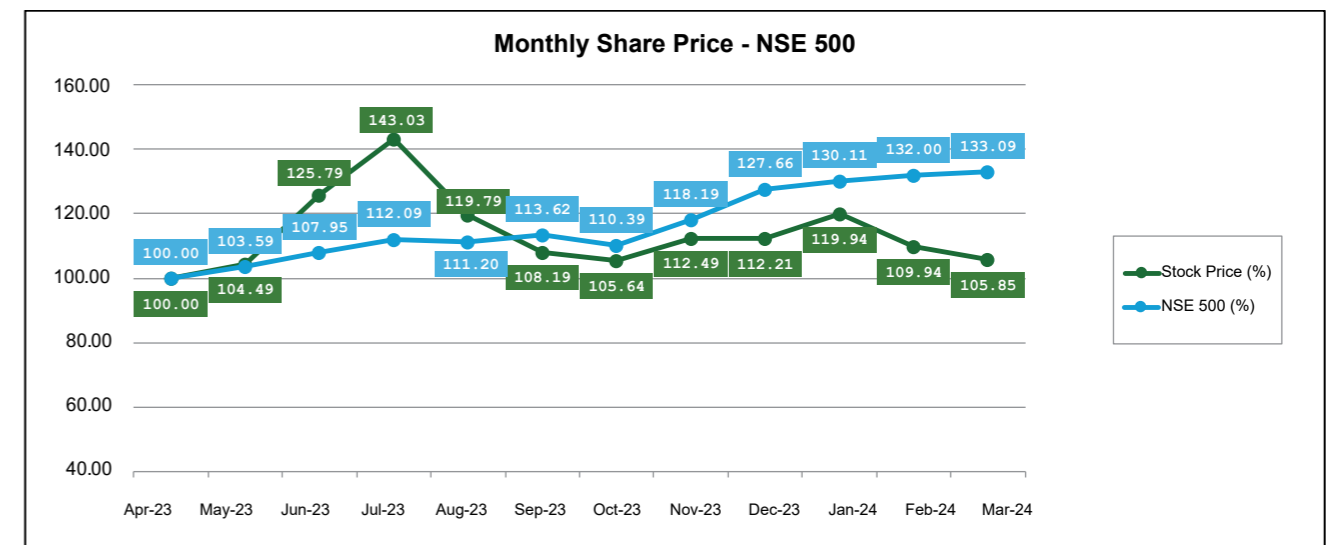
c) Market Price Data: High, Low on NSE during each month in the last Financial Year 2023-24

Month	Shivalik Share Price		Month	NSE 500	
	High	Low		High	Low
Apr-23	538.70	478.60	Apr-23	15,235.45	14,541.60
May-23	557.95	483.00	May-23	15,823.90	15,239.50
Jun-23	678.50	505.10	Jun-23	16,437.45	15,743.40
Jul-23	750.00	617.40	Jul-23	17,072.80	16,485.30
Aug-23	701.80	501.55	Aug-23	17,102.10	16,661.00
Sep-23	592.25	506.75	Sep-23	17,754.05	16,931.50
Oct-23	561.00	488.00	Oct-23	17,494.50	16,466.25
Nov-23	571.00	500.55	Nov-23	18,007.10	16,719.10
Dec-23	563.00	520.00	Dec-23	19,450.10	18,053.15
Jan-24	616.95	548.00	Jan-24	19,923.30	19,080.50
Feb-24	599.40	519.05	Feb-24	20,365.65	19,508.75
Mar-24	575.85	460.00	Mar-24	20,483.25	19,465.85

Performance of Shivalik Bimetal Controls Ltd. ("Shivalik") share price (Monthly High & Low)



Performance of Shivalik Bimetal Controls Ltd. ("Shivalik") share prices in comparison to NSE 500 (Monthly Closing)



**Corporate Governance Report****d) Registrar & Share Transfer Agent:**

MAS Services Limited,
T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020
Tel No. : (91) (11) 26387281, 26387282, 26387283
Fax: (91) (11) 26387384
Email: investor@masserv.com

e) Share Transfer System

SEBI, effective April 01, 2019, barred physical transfer of shares of listed companies and mandated transfers only through demat. However, investors are not barred from holding shares in physical form. We request shareholders whose shares are in physical mode to dematerialize their shares. Shareholders holding shares in dematerialized mode have been requested to register their email address, bank account details and mobile number with their depository participants. Those holding shares in physical mode have been requested to furnish PAN, nomination, contact details, bank account details and specimen signature for their corresponding folios. Shareholders may contact to the RTA.

Transmission System:

Requests for Transmission of Shares held in physical form can be lodged with MAS Services Limited "RTA" at the above-mentioned address with all the documents along with duly filled ISR -4. The requests are normally processed within 15 days of receipt of the documents, provided documents are in order. Shares under objection are returned within two weeks from the date of its receipt.

Pursuant to SEBI circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated 25.01.2022, SEBI has directed that listed companies shall henceforth issue securities in dematerialized form only while processing the Transmission request as may be received from the securities holder / claimant.

Accordingly, RTA to verify and process the service request and thereafter issue a "Letter of Confirmation" in lieu of physical securities certificate(s), to the securities holder /claimant within 30 days of its receipt of such request after removing objections, if any.

The letter of confirmation shall be valid for a period of 120 days from the date of its issuance, within which the securities holder / claimant shall make a request to the Depository Participants for dematerializing the said securities.

The RTA / Issuer Companies shall issue a reminder after the end of 45 days and 90 days from the date of issuance of Letter of Confirmation, informing the securities holder and /claimant to submit the Demat request as above in case no such request has been received by the RTA till the time.

f) Distribution of Shareholding as on 31st March, 2024:

Shareholding of Nominal value of	Shareholders		No. of shares	Share Capital (Amount)	
	No.	% to total		In ₹	% to total
up to – 5000	59711	97.639	7377342	1,47,54,684	12.807
5001 – 10000	750	1.226	2555138	51,10,276	4.436
10001 – 20000	381	0.623	2638711	52,77,422	4.581
20001- 30000	108	0.177	1330951	26,61,902	2.311
30001- 40000	34	0.056	611049	12,22,098	1.061
40001-50000	34	0.056	758208	15,16,416	1.316
50001-100000	64	0.105	2233930	44,67,860	3.878
100001 and above	73	0.119	40098871	8,01,97,742	69.611
Total	61155	100.00	57604200	11,52,08,400	100.000

**Corporate Governance Report****g) Shareholding Pattern as on 31st March, 2024**

Category	No. of Shares held	% of total Shareholding
Promoters	29451106	51.13
Bodies Corporate	1434968	2.49
Banks/AFI's, Insurance Companies	460066	0.80
Indian Public	23892620	41.48
Others - (Clearing members, trust, unclaimed, NRI, IEPF, NBFC Regd. with RBI etc.)	2365440	4.1
Total	57604200	100.00

h) Dematerialization of shares and liquidity

As on March 31, 2024, a total of 57604200 equity shares with the face value of ₹ 2/- each are listed at BSE and NSE.

As on March 31, 2024, 98.86% of the Company's total Share Capital was held in dematerialized form with National Securities Depository Limited (NSDL) and Central Depository Service (India) Limited (CDSL).

i) Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity

The Company has not issued any GDRs/ADRs / Warrants or any convertible instruments.

j) Major Plants /Units Location(s)

A) Plants Location: Plot No. 16-18, New Electronics Complex, Chambaghat, Distt. Solan, Himachal Pradesh 173213
B) UNIT-IV VPO Basal, Patti Kather Khata No. :787/1037 Khasra No.:654,2363/1248/708 Chambaghat, Solan – 173213, H.P
C) Head Office: H-2, 2 nd Floor, Suneja Chambers, Alaknanda Commercial Complex, New Delhi - 110019

Address for Correspondence

a) For any complaints relating to non-receipt of shares after the, transmission, change of address, mandate etc., dematerialization of shares or any other query relating to shares shall be forwarded to the Share Transfer Agents directly at the address given hereunder. Members are requested to provide complete details regarding their queries quoting folio number/DP ID No. / Client ID No., number of shares held etc.

MAS Services Limited,

T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020
Tel No. : (91) (11) 26387281, 26387282, 26387283
Fax: (91) (11) 26387384
Email: investor@masserv.com

b) For any query on any point in Annual Report, non-receipt of Annual Report, non-receipt of dividend etc., the complaint should be forwarded to the kind attention of Mrs. Aarti Sahni, Company Secretary & Compliance Officer of the Company at the following address:

H-2, 2nd Floor, Suneja Chambers Alaknanda Commercial Complex, New Delhi-110019
Tel No.: 011-26027174, Fax No.: 011-26026776

**Corporate Governance Report**

Members can also register their complaints at investor@shivalikbimetals.com, an exclusive email ID, designated by the Company to register complaints by investors, in compliance with Regulation 6(2)(d) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

k) Reconciliation of Share Capital

As stipulated by SEBI, a qualified Practicing Company Secretary carries out an audit of Reconciliation of Share Capital to reconcile the share capital held with Depositories (i.e. NSDL & CDSL) in dematerialized form and share capital held in physical form with the total issued and listed share capital of the Company.

l) Secretarial Audit pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, read along with SEBI Circular CIR/CFD/ CMD1/27/2019 dated February 8, 2019, M/s R Miglani & Co, Company Secretaries has conducted the Secretarial audit for the Company and its material subsidiary and has obtained and submitted the secretarial compliance report as well.

m) Governance Policies

In line with Company's philosophy for adhering to ethical and governance standards and ensure fairness, accountability, responsibility and transparency to all its stakeholders, Company's, inter-alia, has the policies and codes in place. All the policies have been uploaded on the website of the Company.

n) Stock option Details

The Company has no Employee Stock Option Plan.

o) Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The details have been disclosed in the Directors' Report forming part of the Annual Report.

p) Corporate Benefits to Shareholders:

Dividend declared for the last eight years:

Financial Year	Dividend Declaration Date	Dividend Rate (%)
2023-24	07/02/2024	35% i.e. ₹ 0.70
2022-23	26/09/2023	35% i.e. ₹ 0.70
2022-23	07/02/2023	25% i.e. ₹ 0.50
2021-22	27/09/2022	25% i.e. ₹ 0.50
2021-22	02/02/2022	25% i.e. ₹ 0.50
2020-21	15/09/2021	15% i.e. ₹ 0.30
2020-21	09/02/2021	15% i.e. ₹ 0.30
2019-20	11/02/2020	15% i.e. ₹ 0.30
2018-19	11/09/2019	15% i.e. ₹ 0.30
2018-19	12/02/2019	15% i.e. ₹ 0.30
2017-18	27/09/2018	15% i.e. ₹ 0.30
2017-18	08/02/2018	15% i.e. ₹ 0.30
2016-17	27/09/2017	12.5% i.e. ₹ 0.25

**Corporate Governance Report****Unclaimed Dividends**

The Ministry of Corporate Affairs ('MCA') has notified the provisions of section 124 of the Companies Act, 2013 ('Act, 2013) and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") w.e.f 07.09.2016.

Under Section 124 (5) of the Companies Act, 2013, dividends that are unclaimed / un-paid for a period of seven years, are to be transferred statutorily to the Investor Education and Protection Fund (IEPF) administered by the Central Government. To ensure maximum disbursement of unclaimed dividend, the Company sends reminders to the concerned investors at appropriate intervals.

Reminders are, inter alia, sent to the shareholders for registering their email IDs and for claiming unclaimed dividend. Further, SEBI has announced common and simplified norms for processing investor's service requests by RTA's and norms for furnishing PAN, KYC details and nomination. In compliance with this circular, letters were dispatched to shareholders for updation of KYC.

Period	Status	To be claimed from	How it can be claimed
FY 1998-99 to 2010-11 and FY 2016-17 (Interim)	Transferred to IEPF	IEPF Authority	By filing Form IEPF-5
*FY 2016-17 (Interim) to FY 2023-24	Unclaimed	RTA/Company	By written request to RTA/Company

*Dividend for the FY 2016-17 (Final) is due to be transferred to IEPF in November 2024. The shareholders may claim the same upto October 15th, 2024.

Pursuant to Section 124 (5) of the Companies Act, 2013, the unpaid dividends that are due for transfer to the Investor Education and Protection Fund are as follows:

Financial year	Date of Declaration of Dividend	% of Dividend Declared	Unclaimed Dividend Amount (₹ in INR) as on 31.03.2024	Due for transfer for IEPF
2016-17	27/09/2017	12.5	95,998.50	01/11/2024
2017-18	08/02/2018	15	198,429.60	15/03/2025
2017-18	27/09/2018	15	176,193.60	01/11/2025
2018-19	12/02/2019	15	166,734.00	19/03/2026
2018-19	11/09/2019	15	147,496.80	16/10/2026
2019-20	11/02/2020	15	172,698.30	17/03/2027
2020-21	09/02/2021	15	162,740.80	11/03/2028
2020-21	15/09/2021	15	204,390.50	21/10/2028
2021-22	02/02/2022	25	355,477.00	10/03/2029
2021-22	27/09/2022	25	269,522.00	02/11/2029
2022-23	07/02/2023	25	355,011.00	15/03/2030
2022-23	26/09/2023	35	469,505.10	01/11/2030
2023-24	07/02/2024	35	117,091.70	14/03/2031

Members who have not encashed their dividend warrants pertaining to the aforesaid years may approach the Company or its Registrar, for obtaining payments thereof atleast 20 days before they are due for transfer to the said fund.

q) Investor Education and Protection Fund (IEPF)

Pursuant to the provisions of the Companies Act, 2013 read with the second proviso to Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, transfer and refund) Rules, 2016 ("the rules"), all shares in respect of which dividend has not been en-cashed or claimed by the shareholders for seven consecutive years or more should be transferred by the Company to the Demat Account opened by the IEPF Authority within a period of 30 days from which the shares become due to transfer to the IEPF. Accordingly, the equity shares in respect of which dividend has been not been claimed/ un-paid for seven consecutive years or more by shareholders, are being transferred to the designated demat account of the IEPF Authority.



Corporate Governance Report

Refund/Claim process guidelines to facilitate the Claimants refund by IEPF Authority:

- 1) Any person, whose shares, unclaimed dividend, sale proceeds of fractional shares, etc. has been transferred to the IEPF, may claim the shares under proviso to sub-section (6) of section 124 or apply for refund under clause (a) of sub-section (3) of section 125 or under proviso to sub-section (3) of section 125, as the case may be, to the Authority by making an application in Form IEPF- 5 available online on website www.iepf.gov.in.
- 2) Fill the required fields of the Form and submit the duly filled web based form On successful uploading of Form on MCA Portal, an acknowledgement will be generated indicating the SRN. Please note the SRN for future tracking of the form.
- 3) Applicant has to send the printout of form IEPF-5 along with the copy of challan and other documents as prescribed in the Form IEPF-5 to the Nodal Officer of the Company at its registered office or RTA i.e. MAS Services Limited in an envelope marked “claim for refund from IEPF Authority” for initiating the verification for claim.
- 4) The Company shall within thirty days of receipt of claim form, send a verification report to the IEPF Authority in the format specified by the Authority along with all documents submitted by the claimant.
- 5) After verification of the entitlement of the claimant- (a) to the amount claimed, the Authority and then the Drawing and Disbursement Officer of the Authority shall present a bill to the Pay and Accounts Office for e- payment as per the guidelines (b) to the shares claimed, the Authority shall issue a refund sanction order with the approval of the Competent Authority and shall either credit the shares which are lying with depository participant in IEPF suspense account name of the company to the demat account of the claimant to the extent of the claimant’s entitlement.

According to Section 124 of the Companies Act, 2013 read with provisions of Investors Education & Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016 (as amended), all shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more, already transferred by the Company in favour of Investor Education and Protection Fund (IEPF). The Company was communicated to all the concerned shareholders individually whose shares were liable to be transferred to IEPF. Upon transfer of such shares, all benefits (like a bonus, etc.), if any, accruing on such shares shall also be credited to such Dormant Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares.

- r) Shivalik Bimetal Controls Ltd.- Unclaimed Suspense Account (“Unclaimed Suspense Account”). The details of equity shares (“shares”) held in an Unclaimed Suspense Account are as follows:

S.No.	Particulars	Details
1.	The aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the beginning of the Financial Year 2023-24	<ul style="list-style-type: none"> • Aggregate number of shareholders - 96 • Number of outstanding shares-186173
2.	Number of shareholders who approached the issuer for transfer of shares from the Unclaimed Suspense Account during the Financial Year 2023-24	Nil
3.	Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the Financial Year 2023-24	Nil
4.	The aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the Financial Year 2023-24	<ul style="list-style-type: none"> • Aggregate number of shareholders - 96 • Number of outstanding shares-186173

Note: Voting rights on the above-mentioned equity shares would remain frozen till the owner of such equity shares claims the shares.

10. Certificate from Practicing Company Secretary regarding the compliance of conditions of corporate governance

A Certificate from the Practicing Company Secretary certifying the compliance of Corporate Governance requirements by the Company is annexed to the Corporate Governance Report and forms part of the Annual Report as **Annexure III**.



Corporate Governance Report

Annexure to Report on Corporate Governance for the financial year ended 31st March, 2024

ANNEXURE- I

Declaration of Compliance with the Code of Conduct

Under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm and declare that all the Directors and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company laid down for them, for the financial year ended 31st March, 2024.

For **Shivalik Bimetal Controls Limited**

Sd/-
S. S. Sandhu
Chairman
DIN: 00002312

Place : New Delhi
Date: 29.08.2024

**Corporate Governance Report**
ANNEXURE- II**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Members of
Shivalik Bimetal Controls Limited
16-18, New Electronics Complex, Chambaghat,
Distt. Solan, Himachal Pradesh-173213

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Shivalik Bimetal Controls Limited** having CIN L27101HP1984PLC005862 and having registered office at 16-18, New Electronics Complex, Chambaghat, Distt. Solan, Himachal Pradesh-173213 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C Sub clause (10)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers and the representation given by the Management, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Director of Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

S. NO	NAME	DIN No.	Date of Appointment
1	Mr. S.S.Sandhu	00002312	01-09-1992
2	Mr. N.S.Ghumman	00002052	18-06-1984
3	Mr. Gurmeet Singh Gill	00007393	28-09-1998
4	Mrs. Harpreet Kaur	07012657	10-11-2014
5	Ms. Anu Ahluwalia	07254059	12-08-2019
6	Capt. Swarnjit Singh (Retd.)	07409567	11-11-2020
7	Mr. N.J.S. Gill*	00007425	28-05-2003
8	Lt. Gen. Pradeep Khanna*	06668919	08-08-2013
9	Mr. N.P. Sahni	00037478	26-09-2023
10	Mr. Sudhir Mehra	07424678	26-09-2023

Note: *Mr. Pradeep Khanna (DIN-06668919) and Mr. Nirmaljeet Singh Gill (DIN: 00007425) Independent Directors of the Company, have retired/ ceased from their position(s) with effect from the close of business hours of 29th March, 2024 and till that date they were not disqualified to be appointed as the directors of the Company.

It is solemnly the responsibility of Directors to submit relevant declarations and disclosures with complete and accurate information in compliance with the relevant provisions. Further, ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **R MIGLANI & CO.**
Company Secretaries

Sd/-
CS Rajni Miglani
Proprietor
M.No.: 30016
C.O.P. No.: 11273
PR No.: 2392/2022

Date: 20.08.2024
Place: New Delhi
UDIN: A030016F001007707

**Corporate Governance Report**
ANNEXURE- III**PRACTICING COMPANY SECRETARY CERTIFICATE ON CORPORATE GOVERNANCE**

To the Shareholders of
SHIVALIK BIMETAL CONTROLS LIMITED

- I have examined the compliance of the conditions of Corporate Governance by SHIVALIK BIMETAL CONTROLS LIMITED ('the Company') for the financial Year ended on 31st of March, 2024, as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The compliance of the conditions of Corporate Governance is the responsibility of the management. My examination has been limited to the review of the procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
- In my opinion and to the best of my information and according to the explanations given to me and the representation made by the directors and the management, I hereby certify that the Company has complied with the mandatory conditions of Corporate Governance as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **R MIGLANI & CO.**
Company Secretaries

Sd/-
CS Rajni Miglani
Proprietor
M. No.: 30016
C .O .P No: 11273
PCRN: 2392/2022 Proprietor

Date: 20.08.2024
Place: New Delhi
UDIN: A030016F001007729



ANNEXURE-D

ANNEXURE-D

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1) Brief outline on CSR policy of the Company:

Corporate Social Responsibility is a Company's sense of responsibility towards the community and environment in which it operates. As a Corporate Citizen receiving various benefits out of society, it is our co-extensive responsibility to pay back in return to the society in terms of helping needy people by providing food, clothes, etc., keeping the environment clean and safe for the society by adhering to the best industrial practices and adopting best technologies, and so on. It is the Company's intent to make a positive contribution to the society in which the Company operates.

SHIVALIK will focus on CSR initiatives that promote the areas identified in this policy. SHIVALIK implements the chosen programs via two channels:

- a) Directly by SHIVALIK;
- b) Through trust 'ABS Foundation'
- c) CSR primarily focuses on the following programs:
 - i. Promotion of education,
 - ii. Promotion of sports
 - iii. Infrastructural Facilities
 - iv. Rural Development
 - v. Healthcare Services
 - vi. Education and Livelihoods Enhancement

2) Composition of the CSR Committee: -

S. No.	Name of Members	Designation	No. of Meetings held during the Year	No. of meetings attended during the Year
1.	Mr. S. S. Sandhu	Chairman	1	1
2.	Mr. N. S. Ghuman	Member	1	1
3.	Lt. Gen. Pradeep Khanna (Retd.)	Member	1	1**
4.	Mrs. Anu Ahluwalia	Member	1	0*

*Appointed as member w.e.f. 07.02.2024

**Resigned as member w.e.f. 07.02.2024

3) Provide the web-link where composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

Composition of CSR Committee, CSR Policy and CSR projects approved by the Board is available on the website of the Company and can be accessed through the following weblinks:

- a) Composition of CSR Committee: <https://www.shivalikbimetals.com/about-us.php?pageld=25>
- b) CSR Policy: <https://www.shivalikbimetals.com/images/pdf/SBCL-CSR-Policy-2021.pdf>
- c) CSR projects: <https://www.shivalikbimetals.com/images/pdf/csr-plan-2023-24.pdf>

4) Provide the executive summary along with web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.

Since the average CSR obligation of the Company during the last three financial years does not cross the limit of ₹ 10 crores or more as prescribed in Rule 8(3) of Companies (Corporate Social Responsibility Policy) Rules, 2014, therefore the requirement of undertaking impact assessment of CSR projects is not applicable on the Company.

5. a) Average net profit of the Company as per sub-section (5) of section 135: - ₹ 66,34,49,776/-
- b) Two percent of average net profit of the company as per sub-section (5) of section 135: ₹ 1,32,68,996/-
- c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil
- d) Amount required to be set off for the financial year, if any: Nil
- e) Total CSR obligation for the financial year [(b)+(c)-(d)]: ₹ 1,32,68,996/-
6. (a) Amount spent on CSR Projects (both ongoing project and other than ongoing project) – ₹ 1,32,84,373/-
- (b) Amount spent in Administrative Overheads: Nil
- (c) Amount spent on Impact Assessment, if applicable: N.A
- (d) Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ 1,32,84,373/-
- (e) CSR amount spent or unspent for the financial year

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Name of Fund	Amount	Name of Fund	Amount	Date of Transfer
₹ 1,32,84,373/-	NA	NA	NA	NA	NA

(f) Excess amount for set off, if any

S. No.	Particular	Amount (in ₹)
i.	Two percent of average net profit of the company as per section 135(5)	1,32,68,996/-
ii.	Total amount spent for the Financial Year	1,32,84,373/-
iii.	Excess amount spent for the financial year [(ii)-(i)]	15,377*
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
v.	Amount available for set off in succeeding financial years [(iii)-(iv)]	15,377

* The excess amount spent on CSR is not intended to be set off in succeeding financial years.



ANNEXURE-D

7. A) Details of Unspent CSR amount for the preceding three financial years:

S. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Amount spent in the Financial Year (in ₹)	Amount transferred to a fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any.		Amount remaining to be spent in succeeding Financial year ₹ (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of transfer		
		Nil		Nil	Nil	Nil	Nil	

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Yes/No: No

If Yes, enter the number of Capital assets created/ acquired

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

S. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered Address
-	-	-	-	-	-	-	-

(All the fields should be captured as appearing in the revenue record, flat no, house no. Municipal Office/ Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): NA

10. CFO Certificate: In terms of Rule 4(5) of The Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended, I, Rajeev Ranjan, Chief Financial Officer of Shivalik Bimetal Controls Ltd., hereby certify that the funds so disbursed to the Company for CSR activities during the Financial Year 2023-24 have been utilized for the purpose and in the manner as approved by the Board of Directors.

Sd/-
S. S. Sandhu
 Chairman of CSR Committee
 DIN: 00002312

Sd/-
N. S. Ghumman
 Managing Director
 DIN: 00002052

ANNEXURE-D

CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER

We, the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of (the Company), to the best of our knowledge and belief certify that:

- We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2024 and based on our knowledge and belief, we state that:
 - these statements do not contain any materially untrue statement or omit any material fact or contain any statement that might be misleading;
 - these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- We hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the code of conduct as adopted by the Company.
- We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- We have indicated, based on our most recent evaluation, wherever applicable to the Auditors and Audit Committee:
 - Significant changes, if any, in the internal control over financial reporting during the year;
 - Significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
 - Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

Sd/-
N.S. Ghumman
 Managing Director

Sd/-
Rajeev Ranjan
 Chief Financial Officer

Place : New Delhi
 Date: 29.05.2024



ANNEXURE-E

A) Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**(i) the ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2023-24:**

Mr. S. S. Sandhu	Chairman & Wholetime Director	Median 1:92
Mr. N. S. Ghumman	Managing Director	Median 1:92

(ii) the percentage increase in remuneration of each director, CFO, CEO, Company Secretary or Manager, if any, in the financial year 2022-23:

Mr. S. S. Sandhu	Chairman	Nil
Mr. N. S. Ghumman	Managing Director	Nil
Mr. Rajeev Ranjan	CFO	(10.60%)
Ms. Aarti Sahni	Company Secretary	22.01%

(iii) the percentage increase in the median remuneration of employees in the financial year 2023-24: 14.84 %**(iv) the number of permanent employees on the rolls of Company - 514****(v) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

Average increase in the remuneration of all the employees excluding KMP's: Justification: Increase in the salary of KMPs is decided based on the Company's performance, individual performance, inflation, prevailing Industry trends and benchmarks.

(vi) Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company hereby affirms that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

B) Statement of particulars under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the year ended March 31, 2023 (also includes the details of top ten employees of the Company)

S. No.	Name	Designation	Remuneration (₹ in Lakhs)	Age	Qualification	Experience in years	Last Employment	Date of Commencement of Employment
1	Mr. S.S. Sandhu	Chairman and Whole Time Director	321.76	70	B.A. (Pass)	52	NA	01/09/1992
2	Mr. N.S. Ghumman	Managing Director	321.65	74	B.E. (Hons.)	51	M/s Tradex Gestion SA General of Switzerland	18/06/1984
3	Mr. Kabir Ghumman	Head of Manufacturing & Engineering	140.91	38	B.Tech, Mechanical Engineering	16	-	01/05/2011
4	Mr. Kanav Anand	Head of Sales & Marketing	140.97	41	B.Sc. (Hons.) in Business Management	17	-	01/01/2004
5	Mr. Mukesh Verma	Head of Commercial & Administration	106.70	56	Chartered Professional	29	-	01/03/1995
6	Mr. Rajeev Ranjan	CFO	106.11	39	Chartered Professional, Executive Study in Finance and Financial Management Services	13	-	07/01/2015

Notes:

- Remuneration shown above includes Salary, HRA, Medical Allowance, Company contribution towards the Provident Fund and Monetary value of perquisites calculated as per rules prescribed under Income Tax Law.

**Business Responsibility & Sustainability Reporting**

ANNEXURE-F

SECTION A: GENERAL DISCLOSURES**I. Details of the listed entity**

1	Corporate Identity Number (CIN) of the Listed Entity	L27101HP1984PLC005862
2	Name of the Listed Entity	Shivalik Bimetal Controls Ltd.
3	Year of incorporation	1984
4	Registered office address	16-18 New Electronics Complex, Chambaghat Distt. Solan Himachal Pradesh 173213
5	Corporate address	H-2, Suneja Chambers, Alaknanda Commercial Complex, New Delhi – 110019
6	E-mail	investor@shivalikbimetals.com
7	Telephone	+91-1792 – 230578 +91-011-26027174
8	Website	www.shivalikbimetals.com
9	Financial Year for which reporting is being done	2023-24
10	Name of the Stock Exchange(s) where shares are listed	National Stock Exchange of India Limited (NSE) Bombay Stock Exchange (BSE Limited)
11	Paid-up Capital	11,52,08,400/-
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Kanav Anand Landline 011-26027174 Email: investor@shivalikbimetals.com
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together)	Disclosure made in this report is on Standalone basis and pertains only to Shivalik Bimetal Controls Ltd.
14	Name of assurance provider	Not applicable
15	Type of assurance obtained	Not applicable

II. Products/services**16. Details of business activities (accounting for 90% of the turnover):**

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Manufacture	Manufacture of Thermostatic Bimetal/ Trimetal Strips/ Parts Manufacturing of EB welded shunt (resistors)	100%

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Manufacture of Thermostatic Bimetal/ Trimetal Strips/ Parts	24204	54%
2	Manufacturing of EB welded shunt (resistors)	24201	46%

**Business Responsibility & Sustainability Reporting****III. Operations****18. Number of locations where plants and/or operations/offices of the entity are situated:**

Location	Number of plants	Number of offices	Total
National	2	1	3
International	-	-	-

19. Markets served by the entity:**a. Number of locations**

Locations	Number
National (No. of States)	16
International (No. of Countries)	37

b. What is the contribution of exports as a percentage of the total turnover of the entity?

58.72%

c. A brief on types of customers

The Company caters to a diverse range of customers across various industries pre-dominantly serving B2B customers – supplying thermostatic bimetal/ trimetal's strips, components, spring rolled stainless steel, electron beam welded shunt material (strip and finished components) cold bonded strips and parts, snap action disc, CNC formed coils of bimetal/trimetal etc. There are approx. 275+ customers both domestic and overseas. The major customer belongs to switchgears, circuit breakers, automotive, energy meter and various other electrical and electronic devices industries.

IV. Employees**20. Details as at the end of Financial Year: 2023- 2024:****a. Employees and workers (including differently abled):**

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. C	% (C/A)
Employees						
1.	Permanent (D)	160	153	95.62	7	4.38
2.	Other than Permanent (E)	18	18	100	0	0.00
3.	Total employees (D + E)	178	171	96.06	7	3.94
Workers						
4.	Permanent (F)	354	342	96.61	12	3.39
5.	Other than Permanent (G)	343	343	100	0	0.00
6.	Total workers (F + G)	697	685	98.28	12	1.72

**Business Responsibility & Sustainability Reporting****b. Differently abled Employees and workers:**

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. C	% (C/A)
Differently Abled Employees						
1.	Permanent (D)	-	-	-	-	-
2.	Other than Permanent (E)	-	-	-	-	-
3.	Total differently abled employees (D + E)	-	-	-	-	-
Differently Abled Workers						
4.	Permanent (F)	-	-	-	-	-
5.	Other than Permanent (G)	-	-	-	-	-
6.	Total differently abled workers (F + G)	-	-	-	-	-

21. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B/A)
Board of Directors	6	2	33%
Key Management Personnel	*4	1	25%

*Key Managerial Personnel includes Managing Director, Whole Time Director (Chairman), Chief Financial Officer and Company Secretary

22. Turnover rate for permanent employees and workers:

(Disclose trends for the past 3 years)

	FY – 23-24 (Turnover rate in current FY)			FY – 22-23 (Turnover rate in previous FY)			FY – 21-22 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	*2.57%	-	2.57%	2.92%	0.73%	3.65%	2.67%	-	2.67%
Permanent Workers	2.07%	0.29%	2.36%	2.23%	0.37%	2.60%	2.87%	-	2.87%

*Includes 1 employee died during the year 2023-24.



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V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Shivalik Engineered Products Private Limited (Formerly Known as Checon Shivalik Contact Solutions Private Limited)	Wholly owned subsidiary	100 %	No
2	Shivalik Bimetal Engineers Private Limited	Wholly owned subsidiary	100 %	No
3	Innovative Clad Solutions Private Limited	Joint Venture	16.01%	No

VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: **Yes**

(ii) Turnover (in ₹): **44,940.44/- (In Lakhs)**

(iii) Net worth (in ₹): **32,791.49/- (In Lakhs)**

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY: 23-24 Current Financial Year			FY: 22-23 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	-	-	-	-	-	-	-
Investors (other than shareholders) and Shareholders	Yes	3	-	-	5	1*	-
Employees and workers	Yes	-	-	-	-	-	-
Customers	Yes	9	-	All Customer Complaints are closed	15	-	All Customer Complaints are closed
Value Chain Partners	Yes	-	-	-	-	-	-



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Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY: 23-24 Current Financial Year			FY: 22-23 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Other (please specify)	-	-	-	-	-	-	-

Notes: *Complaint has been received on 28th March, 2023 and resolved the same on 01st April, 2023

- Weblink Shareholder Grievance: <https://www.shivalikbimetals.com/corporate-governance.php>
- Weblink Employee Grievance: <https://www.shivalikbimetals.com/images/pdf/pdf-feb-2020/Wistle-Blower-Policy-new.pdf>

The Company has a dedicated mechanism which regularly keeps a track of the complaints received from shareholders/ stakeholders and promptly responds to the complainant to ensure that the complaint is resolved immediately to the satisfaction of the shareholder/stakeholder without any delay.

26. Overview of the entity's material responsible business conduct issues:

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Handling Hazardous Material/ Waste	Risk	Handling hazardous material/waste in business operations with care to avoid any threats posed to the health and well-being of our employees and to our surrounding environment	Adherence to standards pertaining to Occupational Health and Safety, the Company's Environment, Health and Safety ("EHS") Policy and highest operational standards for handling hazardous materials;	Negative: Impact on health and well-being of employees at the plants & community nearby.



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S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
				<ul style="list-style-type: none"> • Having a comprehensive Emergency Response Plan in place; and • Plant design to adhere to inherent safe design based on various applicable standards. 	
2	Safety risk	Risk and Opportunity	The manufacturing operations of the Company require employees to work upon plant, machinery, and material handling equipment, all of which carry an inherent risk of injury	Adherence to safety standards, the Company's EHS Policy and highest operational standards for handling hazardous materials at plants; and	<p>Positive: Adoption of latest and cutting-edge safety related protocols and measures to create a safe work environment.</p> <p>Negative: Impact on health and well-being of employees at the Company.</p>
3	Products and Innovation	Opportunity	Product enhancement, diversification and value add aligned to industry trends	-	Positive financial impact
4	Technological	Risk and Opportunity	Technology is ever changing and plays a vital role in our operations from process automation and quality control to supply chain management and customer engagement. Failure to keep abreast with latest technological changes could pose a competitive disadvantage and impact Company's ability to meet customer demands. Further, in this digital world, threats; like cyber-attacks and data breaches could result in financial losses, reputational damages which could impact the brand reputation of the Company.	Company invests in Research and Development to mitigate the technology related risks and has approved R&D facility in house towards this. The R&D focusses on improving our processes and products and develop innovative solutions meeting the evolving needs of the customers. The Company is taking steps to strengthen its cyber security measures to protect our data and infrastructure assets. The technological advancement also provides opportunity to upgrade our offerings to customers in a more sustainable manner.	Positive/ Negative



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SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
b. Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
c. Web Link of the Policies, if available	https://www.shivalikbimetals.com/images/pdf/Business-Responsibility-and-Sustainability-Development-Policy.pdf								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes								
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	The Company encourages its value chain partners to engage in responsible and sustainable business practises considering their capabilities and resources. To enable this, company has fair trade practises, whistle blower policy, Grievance Mechanism etc.								
4. Name of the national and international codes/ certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	Yes; Policies have been developed considering relevant Acts like The Companies Act, 2013, The SEBI (Listing Obligation Disclosure Requirements) Regulation 2015, The Factories Act, 1948 and other various other Statutes which refers to National / International, certifications, labels and standards like ISO 9001, ISO 14001 and ISO 45001.								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	The Company recognises that improving its ESG performances is a continuous process. Currently, specific commitment, goals or target have not been set by the Company. However, the efforts made towards maintaining and improving its ESG performance are addressed throughout the report.								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Not Applicable								

Governance, leadership and oversight

7. We recognise the importance of Environmental, Social and Governance (ESG) factors in creating a sustainable future for our business and society as a whole. We believe that by prioritising ESG considerations, we can better manage risks, drive long term value creation and contribute to more equitable and prosperous world. ESG principles embedded in every aspect of our operations, right from business strategy and decision-making process to our practices and interactions with our stakeholders.

The Board comprises of individuals with diverse background and experiences, including expertise in ESG matters, enabling us to effectively manage these considerations in our decision-making Process as a Company committed to ESG principles, our policies and practices include the Company's Code of Conduct, Human Rights Policy, Code of Conduct for Prevention of Insider Trading, Policy on prevention of Sexual Harassment, Whistle Blower Policy, Anti-Corruption and anti-bribery policy, Corporate Social responsibility, Grievance Redressal mechanism etc.

The environmental impact covers Climate resources (Energy, Water, Air), Waste management etc. The Company is committed to conducting beneficial and fair business practices to the labour human capital and the community. It provides employees and business associates with working conditions which are clean safe, healthy and fair.

Overall, our commitment to sustainability and responsible corporate citizenship is an integral part of our business strategy and we believe that by pursuing these goals, we will not only create long term value for our stakeholders but also contribute to a more equitable and sustainable world.

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8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mr. Kanav Anand Head of Sales & Marketing
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes. The Board has constituted the BRSR Committee with the following members: 1. Mr. Kanav Anand 2. Mr. Kabir Ghumman 3. Mr. Mukesh Kumar Verma 4. Mr. Deepak Verma 5. Mrs. Richa Gupta

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director/Committee of the Board/Any other committee																	
	Frequency (Annually/Half Yearly/Quarterly/ Any Other-Please specify)																	
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Y	Y	Y	Y	Y	Y	Y	Y	Y	Policies are reviewed periodically or on a need basis from time to time and necessary updates are made whenever required.								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Compliance review of statutory requirements are being done by Top management including rectification of Non-Compliances																	
	Compliance audit has been conducted on annual basis, whereas the monthly compliance report/ MIS has been discussed monthly by Top management.																	

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If Yes, provide name of the agency	P1	P2	P3	P4	P5	P6	P7	P8	P9
	Our leadership team has developed various policies and procedures on material aspects of our Company. At present, the Company has not undergone an external agency assessment of our policies. However, the Internal Auditors of the Company review the implementation of policies from time to time. The Company's Plant has been subject to audit by external certification agencies.								

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated: All Principles are covered in the policies.

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	-	-	-	-	-	-	-	-	-
The entity is not at a stage where it is in a position to formulate and implement the policies to formulate and implement the policies on specified principles (Yes/No)	-	-	-	-	-	-	-	-	-
The entity does not have the financial or /human and technical resources available for the task (Yes/No)	-	-	-	-	-	-	-	-	-
It is planned to be done in the next financial year (Yes/ No)	-	-	-	-	-	-	-	-	-
Any other reason (please specify)	-	-	-	-	-	-	-	-	-

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SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors	3	1) POSH, 2) Orientation Programme, 3) Training on ESG	100%
Key Managerial Personnel	6	1) ESG Conference, 2) BRSR Training by TUV and 3) RBI--NBFC Scale Based Regulations 4) ESG Introduction 5) Foundation for Business Banking, 6) How to manage your manager	100%
Employees other than BoD and KMPs	16	1) AIAG+VDA+FMEA 2) POSH 3) Mediclaim Awareness 4)VDA 6.5 Process Auditor Training 5) Communication Skills 6) Fire & First Aid 7) Advance Excel 8) Quality/EHS Policy Refresher 9) Security Procedure for Men & Material 10)7 QC Tools 11) Code of Conduct Refresher 12)CQI 9 - Special Process on Heat Treatment 13)Time Management 14) Poka Yoke 15) Automotive Core Tools 16) Prevention of Child Labour, ABAC	75.30%
Workers	6	1) Code of Conduct, 2) Mediclaim /awareness 3) Effective Business (connect to Excel) 4) POSH 5) Quality & Safety Policy refreshers. 6) OHS/ PPE	100%

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: The entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Reply: No such cases during the FY 2023-24.

	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Monetary		Brief of the Case	Has an appeal been preferred? (Yes/No)
			Amount (In INR)			
Penalty/ Fine	-	-	-	-	-	-
Settlement	-	-	-	-	-	-
Compounding fee	-	-	-	-	-	-



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	Non-Monetary			Has an appeal been preferred? (Yes/No)
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	
Imprisonment	-	-	-	-
Punishment	-	-	-	-

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Reply: No such cases during the FY 2023-24

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
-	-

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Reply: Yes, the company has an established policy on anti-corruption and anti-bribery. The weblink of our policy: <https://www.shivalikbimetals.com/images/pdf/Anti-Bribery-and-Anti-Corruption-Policy.pdf>

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Directors	NIL	NIL
KMPs	NIL	NIL
Employees	NIL	NIL
Workers	NIL	NIL

6. Details of complaints with regard to conflict of interest:

	FY 2023-24 (Current Financial Year)		FY 2022-23 (Previous Financial Year)	
	Numbers	Remark	Numbers	Remark
Number of Complaints received in relation to issues of Conflict of Interest of the Directors	-	-	-	-
Number of Complaints received in relation to issues of Conflict of Interest of the KMPs	-	-	-	-

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Reply: No such cases.

8. Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Number of days of accounts payables	47 days	56 days



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9. Openness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Concentration of Purchases	a. Purchase from trading house as % of total purchases	-	-
	b. Number of trading houses where purchase are made from	-	-
	c. Purchases from top 10 trading houses as % of total purchase from trading house	-	-
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	-	-
	b. Number of dealers/ distributors to whom sales are made	-	-
	c. Sales to top 10 dealers / distributors as % of total sales to dealers/distributors	-	-
Share of RPTs in	a. Purchases (Purchases with related parties/ Total Purchases)	10.01%	13.87%
	b. Sales (Sales to related parties /Total Sales)	0.18%	-
	c. Loans & advances (Loan & advances given to related parties /Total loans & advances)	-	-
	d. Investments (Investment in related parties / Total Investments made)	99.69%	99.72%

PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	Current Financial Year	Previous Financial Year	Details of improvements in environmental and social impacts
R&D	-	-	-
Capex	-	-	-

Note: Setting up of Effluent Treatment Plant and Waste Management

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

No, but Supplier manual/Code of Conduct is being signed off for our raw material suppliers/vendors.

b. If yes, what percentage of inputs were sourced sustainably?

Not applicable

**Business Responsibility & Sustainability Reporting****3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for**

The Company is in the business of manufacturing alloy based thermostatic bimetal and electronic beam-based shunt resistors. These products /components are being used by electrical and electronics industry as a component to their final product. Hence, there is no scope for reclaiming the product for re-use, recycling or disposal at the end of life. Therefore, this question is not applicable for the product.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Extended Producer Responsibility (EPR) is not applicable to the entity's activities. However, as we are importing plastic packaging, and the raw material it includes minimal amount of plastic in packaging. Therefore, the company applied for the registration as Brand Owner as well as importers. The waste collection plan is in line with the EPR guidelines. The final product dispatched has a thin layer of flexible plastic, and some components are supplied in plastic boxes for the safety of the product application.

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains**Essential Indicators****1. a. Details of measures for the well-being of employees:**

Category	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	153	150	98.04	123	80.39	-	-	-	-	-	-
Female	7	7	100	4	57.14	7	100	-	-	-	-
Total	160	157	98.13	127	79.38	7	100	-	-	-	-
Other than Permanent employees											
Male	18	18	100	18	100	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
Total	18	18	100	18	100	-	-	-	-	-	-

*Note: Total covered employee under Health Insurance excluding the Managing Director and Whole Time Director (Chairman).

b. Details of measures for the well-being of workers:

Category	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent workers											
Male	342	341	99.71	341	99.71	-	-	-	-	-	-
Female	12	12	100	12	100	12	100	-	-	-	-
Total	354	353	99.72	353	99.72	12	100	-	-	-	-
Other than Permanent workers											
Male	343	343	100	343	100	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
Total	343	343	100	343	100	-	-	-	-	-	-

**Business Responsibility & Sustainability Reporting****c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –**

	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Cost incurred on well-being measures as a % of total revenue of the company	0.23%	0.22%

2. Details of retirement benefits, for Current FY and Previous Financial Year

Benefits	FY 23-24 Current Financial Year			FY 22-23 Previous Financial Year		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	Yes	100 %	100 %	Yes
Gratuity	100%	100%	Yes	100%	100%	Yes
ESI	71%	81%	Yes	72%	83%	Yes
Others – please specify Mediclaime/ PAI/ WCA	29%	19%	Yes	28%	17%	Yes

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

SHIVALIK through its policies is committed to equal opportunity without discrimination on any grounds. Further, SHIVALIK has adopted an Equal Opportunity Policy that includes requirements as specified in The Rights of Persons with Disabilities Act, 2016.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Reply: Shivalik is committed to being an equal opportunity employer and ensures an inclusive workplace to all. Web link: [https:// www.shivalikbimetals.com/images/pdf/Equal-Opportunity-Policy.pdf](https://www.shivalikbimetals.com/images/pdf/Equal-Opportunity-Policy.pdf)

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	6	100%	21	100%
Female	-	-	-	-
Total	6	100%	21	100%

* We have policy only related to maternity benefit and none of the employee has availed the said leave during the last financial year.



Business Responsibility & Sustainability Reporting

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

Reply: Yes, we do have the mechanism in place. We have Whistle Blower Policy in place which covers all Employees, Directors and Third-Party Stakeholders affiliated with the Company, regardless of their location. Further, Different type of issues is being addressed under the same which includes a) Deviation from code of conduct, b) Discrimination, Harassment or bullying, c) Safety related and /or environment related issues etc.

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Yes
Other than Permanent Workers	Yes
Permanent Employees	Yes
Other than Permanent Employees	Yes

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY 23-24 (Current Financial Year)			FY 22-23 (Previous Financial Year)		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D / C)
Total Permanent Employees	160	5	3.13%	152	5	3.29%
- Male	153	4	2.61%	145	4	2.76%
- Female	7	1	14.29%	7	1	14.29%
Total Permanent Workers	354	11	3.09%	326	11	3.37%
- Male	342	11	3.22%	312	11	3.53%
- Female	12	-	-	14	-	-

8. Details of training given to employees and workers:

Category	FY 23-24 Current Financial Year					FY 22-23 Previous Financial Year				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
	No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)	
Employees										
Male	153	75	49.02	89	58.17	145	39	26.90	97	66.90
Female	7	2	28.57	2	28.57	7	2	28.57	3	42.86
Total	160	77	48.13	91	56.88	152	41	26.97	100	65.79
Workers										
Male	342	336	98.25	231	67.54	312	91	29.17	229	73.40
Female	12	12	100	1	8.33	14	4	28.57	11	78.57
Total	354	348	98.31	232	65.54	326	95	29.14	240	73.62



Business Responsibility & Sustainability Reporting

9. Details of performance and career development reviews of employees and worker:

Category	FY 23-24 Current Financial Year			FY 22-23 Previous Financial Year		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	153	141	92.16	145	143	98.62%
Female	7	6	85.71	7	7	100%
Total	160	147	91.88	152	150	98.68%
Workers						
Male	342	342	100	312	312	100%
Female	12	12	100	14	14	100%
Total	354	354	100	326	326	100 %

10. Health and safety management system:

- a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?

Reply: Yes, the Company has been certified for ISO 45001:2018 Standards - Occupational Health and Safety Management System. The Entire Plant and its operations are being covered under the Scope of ISO 45001:2018 Standards.

- b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Reply: All the manufacturing facilities are certified with ISO 45001 OHS management system. Accordingly, the facilities adopt the processes of Hazard Identification and Risk Assessment (HIRA) techniques for routine activities and Job Safety Analysis (JSA) for non-routine activities. The Company regularly conducts audits and inspections of its occupational health and safety management systems. The team at the site has individually set an internal review mechanism to check performance and take control measures. The EHS management system gets audited from time to time, and leadership reviews are conducted on a monthly basis.

- c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Reply: Yes, the organisation is monitoring and rectifying the work-related hazards through an accident and incident reporting format which is available to the workers. The same is also being used to give feedback as well. Further, to mitigate the risk following practises in place:

- Safety Patrol
- Work place Inspections
- Safety Audits
- On the job "know your machine" trainings at the Shop Floor
- Mock Drills

- d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Reply: Yes, the employees/workers who are not covered under ESIC scheme, provided with medical insurance by the company.



Business Responsibility & Sustainability Reporting

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2023-24	FY 22-23
		Current Financial Year	Previous Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	-	-
	Workers	-	-
Total recordable work-related injuries	Employees	-	-
	Workers	14	19
No. of fatalities	Employees	-	-
	Workers	-	-
High consequence work-related injury or ill-health (excluding fatalities)	Employees	-	-
	Workers	-	-

12. Describe the measures taken by the entity to ensure a safe and healthy work place.

The company has taken several measures to prevent accidents and ensure a safe and healthy workplace. Some of the key measures taken includes. Further, the organisation is certified under ISO 45001:

- Plant Safety instructions display boards installed
- Proactive Monitoring such as safety tours, audits, workplace inspections, statutory Inspections, outcomes from risk assessment, survey, hygiene, OHS Objectives and management programs, mock drill etc.
- Incident investigation report- root cause analysis and corrective and preventive actions (CAPA) such as near miss, illness cases, Injuries, reportable & non-reportable accident etc.
- On the job safety trainings

13. Number of Complaints on the following made by employees and workers:

	FY 23-24 (Current Financial Year)			FY 22-23 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
	Working Conditions	-	-	-	-	-
Health & Safety	-	-	-	-	-	-

14. Assessments for the year:

% of your plants and offices that were assessed (by entity or statutory authorities or third parties)	
Health and safety practices	100 %
Working Conditions	100 %

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

Reply: Corrective Action Preventive Action reports (CAPA)



Business Responsibility & Sustainability Reporting

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

Reply: The Company believes that an effective stakeholder engagement process is necessary for achieving its sustainability goal of inclusive growth and therefore, it is mandatory to clearly identify and map all concerned internal and external stakeholders. The Company has put in place systems and processes to identify, prioritize and address the needs and concerns of its stakeholders across all plant locations and other areas of its presence.

The Company is developing strong relationships with its stakeholders. The lasting partnerships built with local communities and various other stakeholders have created a win-win situation for the Company and its stakeholders mutually contributing and supporting the growth and development of each other.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Shareholder/ Investors	No	Email, Meetings, Newspaper, Company Website, Stock Exchanges, earning calls, Press releases, Investor Meet/Earnings Call, Telecommunication	Regularly through company website and website of stock exchange's and annually via General Meeting and quarterly via Earnings call	Disseminating and sharing of information with the shareholders with a view to update and also to seek their approval etc. as may be required.
Vendors/ Suppliers/ Outsourcing Partners and contractors	No	Emails, Meetings including the web- meeting and one to one meeting	Quarterly and Annually	Review and renewal of contracts
Customers	No	Feedback survey, 1 on 1 interaction	Need based, Periodically	Customer feedback on product and services
Statutory Body/ Government Authorities	No	Public Forum, Industry forum	Need based	Compliance, Industry concerns, Govt expectations
Employees	No	Training, Discussions, Notice Board, Committee Meeting	Daily, weekly, monthly, need based, annually	Industry scenario, challenges/issues, employee well-being, Grievance handling, career development
Local Community	Yes	Meeting with community people, NGOs, etc	Annually and need based (Direct connect through CSR)	CSR Intervention-- Education, Sports, community health
Bankers	No	Email, 1 to 1 interaction	Monthly, need based,	Relationship building



Business Responsibility & Sustainability Reporting

PRINCIPLE 5 Businesses should respect and promote human rights

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format

Category	FY 23-24 Current Financial Year			FY 22-23 Previous Financial Year		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)
Employees						
Permanent	160	77	48.13	152	36	23.68%
Other than permanent	18	5	27.78	9	-	-
Total Employees	178	82	46.07	161	36	22.36%
Workers						
Permanent	354	184	51.98	326	124	38.04%
Other than permanent	343	112	32.65	321	90	28.04%
Total Workers	697	296	42.47	647	214	33.08%

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 23-24 Current Financial Year				FY 22-23 Previous Financial Year					
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Permanent										
Male	153	-	-	153	100%	145	1	-	145	100%
Female	7	-	-	7	100%	7	-	-	7	100%
Other than Permanent										
Male	18	9	50%	9	50%	9	1	-	9	100%
Female	-	-	-	-	-	-	-	-	-	-
Workers										
Permanent										
Male	342	2	0.58	340	99.42%	312	-	-	312	100 %
Female	12	-	-	12	100%	14	-	-	14	100 %
Other than Permanent										
Male	343	81	23.62	262	76.38%	321	87	27.10%	234	72.90%
Female	-	-	-	-	-	-	-	-	-	-



Business Responsibility & Sustainability Reporting

3. Details of remuneration/salary/wages, in the following format:

- a. Median remuneration/Wages

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	2	3,21,70,537	-	-
Key Managerial Personnel	1	1,06,11,949	1	25,05,473
Employees other than BoD and KMP	150	4,57,885	6	4,01,115
Workers	342	2,98,357	12	2,25,140

- b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Gross wages paid to females as % of total wages	2.70%	2.60%

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Reply: Yes, we link to our Human Right Policy <https://www.shivalikbimetals.com/images/pdf/Human-Rights-Policy.pdf>

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Reply: Human Right Policy in place including the Grievance redressal Mechanism. Through our Whistle Blower Policy, we have established a system for reporting and redressing all human rights violations. Any concerns pertaining to human rights can be reported by all employees, contractors, and suppliers as a result of this. All actual violations are dealt with seriously, and remediation measures can include terminating employees and business contracts, depending on the severity of the violation.

In addition, there is a Policy on the Prevention of Sexual Harassment (POSH) at Shivalik's, and any incidents of this kind can be reported to the Internal Complaints Committee (ICC) for POSH in accordance with the procedure that is outlined in the policy. Each reported allegation is treated confidentially and with seriousness. Open House Discussions, balanced/ Group HR interfaces are coordinated every once in a year.

We link to our whistle blower/vigil mechanism policy: <https://www.shivalikbimetals.com/images/pdf/Whistle-Blower-Policy.pdf>



Business Responsibility & Sustainability Reporting

6. Number of Complaints on the following made by employees and workers:

	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	-	-	-	-	-	-
Discrimination at workplace	-	-	-	-	-	-
Child Labour	-	-	-	-	-	-
Forced Labour/Involuntary Labour	-	-	-	-	-	-
Wages	-	-	-	-	-	-
Other human rights related issues	-	-	-	-	-	-

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	-	-
Complaints on POSH as a % of female's employees/workers	-	-
Complaints on POSH upheld	-	-

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

Reply: Shivalik guarantees, in accordance with the Whistle Blower Policy and Procedure, that employees and business associates are completely protected from retaliation, punishment, intimidation, coercive action, dismissal, or victimization for reporting genuine concerns, even if they are not proven. Punitive action will be taken on anyone who tries to victimize anyone who complains, cooperates with an investigation or complaint, or provides information or data related to it.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No):

Reply: Yes

10. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	
Forced/involuntary labour	
Sexual harassment	100% of Plants and offices are assessed during the statutory audit ensuring compliance with all the Statutory laws/Regulatory requirement, Labour laws and rules made thereunder
Discrimination at workplace	
Wages	
Others – please specify	

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

Reply: Not Applicable



Business Responsibility & Sustainability Reporting

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 23-24 in GJ (Current Financial Year)	FY 22-23 in GJ (Previous Financial Year)
From renewable sources		
Total electricity consumption (A)	26725	22742
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
Total energy consumption from renewable sources (A+B+C)	26725	22742
From non- renewable sources		
Total electricity consumption (D)	-	-
Total fuel consumption (E)	2230	2102
Energy consumption through other sources (F)	-	-
Total energy consumption from non- renewable sources (D+E+F)	2230	2102
Total energy consumed (A+B+C+D+E+F)	28955	24845
Energy intensity per rupee of turnover (Total energy consumption/ Revenue from operations)	0.000006443	0.000005912
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed /Revenue from operations adjusted for PPP)	*0.000144329	*0.000131057
Energy Intensity in terms of Physical output		
Energy intensity (optional) – the relevant metric may be selected by the entity		

*The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published by the IMF- for India. For the years ended March 31, 2024 and March 31, 2023, it is 22.401 and 22.167, respectively.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

**Business Responsibility & Sustainability Reporting**

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Reply: Not Applicable

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 23-24 (Current Financial Year)	FY 22-23 (Previous Financial Year)
Water withdrawal by source (in kilolitres)		
(i) Surface water	-	-
(ii) Groundwater	-	-
(iii) Third party water	10179	8603
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	10179	8603
Total volume of water consumption (in kilolitres)	10179	8603
Water intensity per rupee of turnover (Water consumed / Revenue from Operations)	0.00002265	0.00002047
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption /Revenue from operations adjusted for PPP)	0.000050738	0.000045381
Water Intensity in terms of Physical output	-	-
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

*The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published by the IMF- for India. For the years ended March 31, 2024 and March 31, 2023, it is 22.401 and 22.167, respectively.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

**Business Responsibility & Sustainability Reporting**

4. Provide the following details related to water discharged:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Water discharge by destination and level of treatment (in kilolitres)		
(i) To surface water		
- No treatment	-	-
- With treatment – Through STP (used in Irrigation)	1063.50	-
(ii) To Ground Water		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iii) To Seawater		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iv) Sent to third- parties		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(v) Others		
- No treatment	-	-
- With treatment – Through STP & ETP	3279.50	-
Total water discharged (in Kilolitres)	4343.00	

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

*During the year the company has treated 8290 KL of water and recycled 5010.50 KL out of which 1063.50 KL used/ discharged for irrigation and remaining re-used in the plant. Out of total withdrawal 1889 KL is in the storage tanks of the company.

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Reply: Yes, as a responsible organisation the Company gives importance to reduce, reuse and recycle water. This is achieved through installation of Effluent Treatment Plant (ETPs) and Sewage Treatment Plants (STPs) in line with the compliance norms in force. These systems enable the Company to reuse and recycle water and utilise it again within the plant premises for process reuse, gardening and toilet flushing etc.



Business Responsibility & Sustainability Reporting

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
NOx	g/kW-hr	-	-
Sox	mg/NM	-	-
Particulate matter (PM)	g/kW-hr	-	-
Persistent organic pollutants (POP)	-	-	-
Volatile organic compounds (VOC)	-	-	-
Hazardous air pollutants (HAP)	-	-	-
Others – please specify	-	-	-
Carbon Monoxide	g/kW-hr	-	-
Hydrocarbon	%	-	-

*Note: No direct emission by the company. The only emission in FY 2023-24 is due to reburning of diesel while using Diesel Generator (DG) of 320KVA, 600KVA and 625KVA and in FY 2022-23 was due to reburning of diesel while using Diesel Generator (DG) of 320KVA and 600KVA. The emissions are well below the specified standards under the Environment (Protection) Rules, 1986.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. Yes, the same has been evaluated/ assessed by Shivalik Solid waste Management Limited (an independent agency) not related with the Company.

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 23-24 (Current Financial Year)	FY 22-23 (Previous Financial Year)
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	174.56	189.92
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	-	-
Total Scope 1 and Scope 2 emissions per rupee of turnover (Total scope 1 and scope 2 GHG emissions/Revenue from operations)		0.0000003884	0.0000004519
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions/Revenue from operations adjusted for PPP)		0.0000008701	0.0000010018
Total Scope 1 and Scope 2 emission intensity in terms of Physical output		-	-
Total Scope 1 and Scope 2 emission intensity (optional) the relevant metric may be selected by the entity		-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.



Business Responsibility & Sustainability Reporting

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

Reply: No

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 23-24 (Current Financial Year)	FY 22-23 (Previous Financial Year)
Total Waste generated (in metric tonnes)		
Plastic waste (A)	6.003	11.06
E-waste (B)	0.2933	-
Bio-medical waste I	0.00515	0.00018
Construction and demolition waste (D)	-	-
Battery waste I	0.0904	-
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any. (G)	*2.154	*0.4
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	724.17	675.90
Total (A+B + C + D + E + F + G + H)	732.72	687.38
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	0.0000001630	0.0000001636
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	0.000003652	0.000003626
Waste intensity in terms of physical output		
Waste intensity (optional) – the relevant metric may be selected by the entity		
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	571.12	529.77
(ii) Re-used	-	-
(iii) Other recovery operations	-	-
Total	571.12	529.77
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	-	-
(ii) Landfilling	-	-
(iii) Other disposal operations (MCD / SSWM/ Authorised scrap dealers)	159.04	146.14
Total	159.04	146.14

*Other Hazardous waste includes Sludge (1.24), Used Oil (0.8) and Oil soaked gloves (0.114).

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.



Business Responsibility & Sustainability Reporting

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Waste is generated both from production processes as well as general operational activity – including maintenance and catering. At, production waste the same is being monitored and reported on a monthly basis with the objective to minimise and reduce as much as possible. Any production waste produced is kept clearly segregated from general waste and is recycled maximum extent possible.

General waste is always segregated between hazardous and non-hazardous materials, and is always disposed of in accordance with local legislation. What materials may be recycled using locally available facilities is appropriately done so. For our business, the concept of hazardous really only applies to using some oil and sludge.

- (a) Plastics (including packaging) – Recycled through Municipal Corporation
- (b) E-waste – Recycled through registered vendors
- (c) Hazardous waste and – Disposed off through Shivalik Solid Waste Management Limited
- (d) Other waste. (ETP Sludge)

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format: Not Applicable

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
-	-	-	-
-	-	-	-

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
-	-	-	-	-	-
-	-	-	-	-	-

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
-	-	-	-	-
-	-	-	-	-

Reply: Yes, Shivalik Bimetal Controls Limited is fully compliant. All Statutory compliances are done as per Air/Water/ Environment act and rules and the same has been reviewed periodically. Further, the company is also having No Objection Certificate from Pollution Control Board.



Business Responsibility & Sustainability Reporting

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations.: 3
- b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Indian Electrical and Electronics Manufacturers Association (IEEMA) vide membership number SBC-M-07-1989-0453	National
2	Indo - German Chamber of Commerce	National/International
3	Engineering Export Promotional Council of India vide EPC/D/R-4108/ ENGG. (LS)	National

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

Reply: No such cases

Name of authority	Brief of the case	Corrective action taken
-	-	-
-	-	-

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Results communicated in public domain (Yes / No)
As per applicable laws, SIA is not applicable for any of the projects undertaken by SHIVALIK					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
Not applicable as SHIVALIK does not have any projects for which on-going Rehabilitation and Resettlement (R&R) is required to be undertaken.						



Business Responsibility & Sustainability Reporting

3. Describe the mechanisms to receive and redress grievances of the community.

Reply: No such mechanism.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2023- 2024 Current Financial Year	FY 2022-23 Previous Financial Year
Directly sourced from MSMEs/ small producers	17.57%	18.33%
Sourced directly from within the district and neighbouring districts	-	-

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost:

Location	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Rural	-	-
Semi-Urban	22.62%	21.46%
Urban	-	-
Metropolitan	77.38%	78.54%

(Place to be categorized as per RBI Classification System – rural/semi-urban/urban/metropolitan)

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

Reply: Yes, to resolve the customer complaints, 8D Methodology is being followed. Robust system and procedures in place for handling consumer complaint & feedback are documented in the established quality management system. We have a team which focuses on catering to the various requirements of our customers for a seamless experience.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	All necessary information as per regulatory requirements are disclosed on our products
Safe and responsible usage	
Recycling and/or safe disposal	



Business Responsibility & Sustainability Reporting

3. Number of consumer complaints in respect of the following:

	FY 2023-24 (Current Financial Year)		Remarks	FY 2022-23 (Previous Financial Year)		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data Privacy	-	-	-	-	-	-
Advertising	-	-	-	-	-	-
Cyber-security	-	-	-	-	-	-
Delivery of essential services	-	-	-	-	-	-
Restrictive Trade Practices	-	-	-	-	-	-
Unfair Trade Practices	-	-	-	-	-	-
Other	-	-	-	-	-	-

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	-	-
Forced recalls	-	-

Reply: There were no voluntary or forced recall during the financial year 2024.

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Reply: Yes, the entity has a policy on cyber security and the same is available with the IT department.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

Reply: No such cases

7. Provide the following information relating to data breaches:

- Number of instances of data breaches along-with impact : Nil
- Percentage of data breaches involving personally identifiable information of customers : Nil
- Impact, if any, of the data breaches : Nil



Independent Auditor's Report

Independent Auditor's Report

To the Members of

Shivalik Bimetal Controls Limited

REPORT ON THE AUDIT OF STANDALONE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying standalone financial statements of **Shivalik Bimetal Controls Limited** ("the Company"), which comprise the Standalone Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Cash Flows, the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information, (hereinafter referred as "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2024, and its profit and loss (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SA"s) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by The Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

The Key Audit Matters	How our audit addressed the key audit matters
<p>1. Government grant-PLI incentive scheme</p> <p>As reported/presented in note -28 of the standalone financial statements, Production Linked Incentives are recognized as income when,</p> <p>(a) there is reasonable assurance that the company will comply with the conditions attached to them and</p> <p>(b) the grant will be received.</p> <p>The management applies its judgement for the recognition of incentive income based on its assessment for likelihood of recoverability in line with fulfilling the eligibility conditions as per approval letter.</p> <p>We identified this as a key audit matter because the estimation on which these amounts are based involves a reasonable degree of assessment by the management.</p>	<p>We have examined eligibility and certainty of the controls relating to the recognition and measurement of incentive income. In this connection, we have:</p> <p>(a) Reviewed Government schemes and policies relating to the production-linked incentives applicable on the company.</p> <p>(b) Examined approval letters for the scheme from the respective government departments and subsequent departmental orders and regulations issued from time to time.</p> <p>(c) Checked the eligibility criteria including investment made by the Company.</p> <p>(d) Performed substantive procedures for the calculation of eligible amounts of incentives and the claims made by the management.</p> <p>(e) Reviewed management assessment for the likelihood of recoverability.</p>

The Key Audit Matters	How our audit addressed the key audit matters
<p>2. Contingent Liabilities- Contingencies & Capital Commitments:</p> <p>The Company makes a determination for recording or alternatively disclosing them as contingencies. We identified this as a key audit matter because the estimation on which these amounts are based involves a reasonable degree of assessment by the management.</p>	<p>We have obtained an understanding of the Company's internal instructions, and procedures in respect of assessment and disclosure of contingent liabilities & capital commitments and adopted the following audit procedures: -</p> <ol style="list-style-type: none"> 1. understood and tested the operating effectiveness of controls as established by the management for obtaining all relevant information; 2. discussing with the management any material developments and latest status; 3. reviewing the adequacy and completeness of disclosures; <p>Based on the above procedures performed, the assessment and disclosures of Contingent liabilities & Capital Commitments are considered to be adequate and reasonable.</p>

Information Other than the Financial Statements and Auditor's Report thereon

The Board of Directors are responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility & Sustainability Report, Corporate Governance and Shareholder's Information but does not include the consolidated financial statements, standalone financial statements and our respective auditor's report thereon.

Our opinion on the Standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibilities for the Standalone Financial Statements

The Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit / loss (including other comprehensive income), changes in equity and cash flows of

the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for Audit of Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance



Independent Auditor's Report

with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on the complete set of financial statements on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone financial statements made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial

statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- As required by section 143(3) of the Act, we report that:
 - We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;



Independent Auditor's Report

- The Standalone Balance Sheet, Standalone Statement of Profit and Loss (including other comprehensive income), Standalone Statement of Changes in Equity and Standalone Statement of Cash Flow dealt with by this Report are in agreement with the books of account;
- In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
- On the basis of written representations received from the directors as on 31st March, 2024, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024, from being appointed as a director in terms of section 164 (2) of the Companies Act, 2013.
- With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- In our opinion, the managerial remuneration for the year ended 31st March, 2024 has been paid / provided by the company to its directors in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013; and
- With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - there are no pending litigations as on date of financial statements, against the company as such there is no impact thereof to be considered;
 - the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - (a) The Management has represented that, to the best of its knowledge and belief,

no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- The final dividend paid by the Company during the year, in respect of the same declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

The interim dividend declared and paid by the company during the year is in accordance with section 123 of the Act.

Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in

**Independent Auditor's Report**

accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

- vi. The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1 April 2023.

Based on our examination which included test checks, the Company has used accounting softwares for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the respective software. However, for 1st quarter of Financial year 2023-24 at head office only, the feature of recording audit trail (edit log) facility was not enabled to log any direct data changes for the accounting softwares used for maintaining the books of account for the referred period.

Further, for the periods where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instance of the audit trail feature being tampered with.

For **Arora Gupta & Co.**
Chartered Accountants
Firm Registration No: - 021313C

Sd/-
Amit Arora
Partner

Place: New Delhi
Dated: May 29, 2024

Membership No: - 514828
ICAI UDIN No:
24514828BKEGIS1947

**Annexure - A**

to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Shivalik Bimetal Controls Limited of even date)

To the best of our information and according to the explanation provided to us by the company and books of account and records examined by us in the normal course of audit, we state that:

- (i) a. In respect of the Company's Property, Plant and Equipment, right-of-use assets and Intangible Assets:
- (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- b. The Company has a program of physical verification of Property, Plant and Equipment which, in our opinion, is reasonable having regard to the size of the Company and the nature of its Property, Plant and Equipment. Pursuant to the program, the Property, Plant and Equipment have been physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- c. The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of company.
- d. The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year accordingly reporting requirement under clause 3(i)(d) is not applicable to the company.
- e. No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) a. Physical verification of inventory has been conducted at reasonable intervals by the management and no Material discrepancies were noticed on such verification.

In our Opinion, the coverage and procedure of such verification by the management is appropriate.

- b. The Company has been sanctioned/ renewed working capital limits in excess of ₹ 5 crore, in aggregate, during the year, from bank(s) on the basis of security of current assets and quarterly returns or statements filed by the company with such bank(s) are in agreement with books of account.

- (iii) Based on our audit procedures & according to the information and explanation given to us, the Company has not granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties. The Company has made investments in companies during the year. Accordingly, paragraph 3(iii)(a),(c),(d),(e) and (f) of the Order is not applicable to the Company;

With respect to paragraph 3(iii)(b) of the Order, in our opinion, the investments made during the year are, prima facie, not prejudicial to the Company's interest;

- (iv) The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 to the extent applicable in respect of investments made and guarantees provided.

- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

- (vi) We have broadly reviewed the books of account maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 148 of the Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.

- (vii) In respect of statutory dues:

- (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise,



Annexure - A

to the Independent Auditor's Report *continued*

- Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.
- (b) There are no statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2024 on account of disputes.
- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) a. The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- b. The company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- c. The company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained.
- d. On an overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.
- e. The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f. The company has not raised loans during the year on the pledge of securities held in its subsidiaries or joint venture.
- (x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- (xi) (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) There are Nil whistle blower complaints received by the Company during the year (and upto the date of this report).
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable
- (xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv)(a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) & (c) of the Order is not applicable.
- (b) In our Opinion, there is no Core Investment Company within the group (as defined in the Core Investment Companies (Reserve Bank) Directions 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is also not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the



Annexure - A

to the Independent Auditor's Report *continued*

- Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) a. There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- b. There is Nil amount remaining unspent under section (5) of section 135 of Companies Act, pursuant to any ongoing project, which is required to be transferred to special account in compliance with provision of sub section (6) of section 135 of the said Act.

For **Arora Gupta & Co.**
Chartered Accountants
Firm Registration No: - 021313C

Sd/-
Amit Arora
Partner

Place: New Delhi
Dated: May 29, 2024

Membership No: - 514828
ICAI UDIN No:
24514828BKEGIS1947



Annexure - B

to the Independent Auditor's Report

(Referred to paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Shivalik Bimetal Controls Limited of even date)

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE

Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Shivalik Bimetal Controls Limited** ("the Company") as of 31st March, 2024 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Management of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of

internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively



Annexure - B

to the Independent Auditor's Report *continued*

as at 31st March, 2024, based on criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Arora Gupta & Co.**
Chartered Accountants
Firm Registration No: - 021313C

Sd/-
Amit Arora

Partner

Place: New Delhi
Dated: May 29, 2024

Membership No: - 514828
ICAI UDIN No:
24514828BKEGIS1947



Standalone Balance Sheet

as at 31st March, 2024

Standalone Balance Sheet		Notes	(₹ in lakhs)	
			As at 31 st March 2024	As at 31 st March 2023
I. ASSETS				
Non-current assets				
(a)	Property, Plant & Equipment	3	10,383.47	9,989.88
(b)	Capital Work-in-Progress	3.1	513.89	160.16
(c)	Right-of-Use Assets	3.2	-	5.89
(d)	Intangible Assets	3.3	22.72	23.20
(e)	Intangible Assets Under Development	3.3	150.32	138.34
(f)	Investment Property	4	191.86	191.86
(g)	Financial Assets			
(i)	Investments	5	2,359.46	2,358.67
(ii)	Other Financial Assets	6	48.37	41.33
(h)	Other Non Current Assets	7	239.90	356.91
Total Non Current Assets			13,909.99	13,266.24
Current assets				
(a)	Inventories	8	11,645.79	12,187.94
(b)	Financial Assets			
(i)	Trade Receivables	9	10,052.46	7,998.04
(ii)	Cash and Cash Equivalents	10	3,728.07	1,683.68
(iii)	Other Bank Balances	11	29.11	22.57
(iv)	Other Financial Assets	12	864.60	5.57
(c)	Other Current Assets	13	527.43	1,005.39
(d)	Current Tax Assets	14	3.14	-
Total Current Assets			26,850.60	22,903.19
TOTAL ASSETS			40,760.59	36,169.43
II. EQUITY AND LIABILITIES				
Equity				
(a)	Equity Share Capital	15	1,152.08	1,152.08
(b)	Other Equity	16	31,639.41	24,348.81
Total Equity			32,791.49	25,500.89
Non-current liabilities				
(a)	Financial Liabilities			
-	Borrowings	17	810.97	2,105.93
(b)	Provisions	18	95.35	71.77
(c)	Deferred Tax Liabilities (Net)	19	406.79	354.24
Total Non-Current Liabilities			1,313.11	2,531.94
Current liabilities				
(a)	Financial Liabilities			
(i)	Borrowings	20	2,318.28	3,139.40
(ii)	Lease Liabilities	21	-	19.41
(iii)	Trade Payables			
a)	Total outstanding dues of micro enterprises and small enterprises	22	94.03	21.46
b)	Total outstanding dues of creditors other than micro enterprises and small enterprises	22	3,119.69	3,434.57
(iv)	Other Financial Liabilities	23	646.24	695.58
(b)	Other Current Liabilities	24	438.17	748.21
(c)	Provisions	25	26.36	77.27
(d)	Current Tax Liabilities	26	13.22	0.70
Total Current Liabilities			6,655.99	8,136.60
TOTAL EQUITY AND LIABILITIES			40,760.59	36,169.43
The accompanying notes form an integral part of the standalone financial statements.		1 to 45		

As per our report of even date
For **Arora Gupta & Co.**
Chartered Accountants
Firm Registration No: 021313C

Sd/-
(Amit Arora)
Partner
Membership No.514828

Place : New Delhi
Date : May 29, 2024

For and on Behalf of the Board

Sd/-
(N.S. Ghumman)
Managing Director
DIN 00002052

Sd/-
(Rajeev Ranjan)
Chief Financial Officer

Sd/-
(S.S. Sandhu)
Chairman
DIN 00002312

Sd/-
(Aarti Sahni)
Company Secretary
Membership No. A25690



Standalone Statement of Profit & Loss

for the year ended 31st March, 2024

Standalone Statement of Profit & Loss for the		Notes	(₹ in lakhs, except per share data)	
			Year Ended 31 st March 2024	Year Ended 31 st March 2023
I	Revenue from operations	27	44,940.44	42,023.01
II	Other income	28	2,039.36	792.82
III	Total Income (I + II)		46,979.80	42,815.83
IV	Expenses			
(a)	Cost of Materials Consumed	29	24,757.54	22,405.94
(b)	Changes in Inventories of Finished Goods and Work-In-Progress	30	(1,292.57)	(1,807.16)
(c)	Employee Benefit Expense	31	3,841.29	3,395.15
(d)	Finance Costs	32	436.71	664.40
(e)	Depreciation & Amortisation	3	1,011.46	847.20
(f)	Manufacturing & Other Expenses	33	7,396.75	7,551.61
Total expenses			36,151.18	33,057.14
V	Profit/(loss) before Exceptional items and tax (III-IV)		10,828.62	9,758.69
VI	Exceptional Items (Income)/Expense		-	-
VII	Profit before tax (V-VI)		10,828.62	9,758.69
VIII	Tax expense			
(a)	Current tax	34	2,665.00	2,430.53
(b)	Current tax related to previous years	34	(2.31)	(29.48)
(c)	Deferred tax	34	52.55	54.96
Total Tax expense			2,715.24	2,456.01
IX	Profit/(Loss) for the years (VII-VIII)		8,113.38	7,302.68
X	Other Comprehensive Income			
i.	Items that will not be reclassified to Statement of Profit & Loss			
	- Remeasurement of defined benefit obligation		(21.81)	(53.74)
	- Income tax on above		5.49	13.53
Total Other Comprehensive Income			(16.32)	(40.21)
XI	Total Comprehensive Income for the Period (IX+X)		8,097.06	7,262.47
XII	Earnings per equity share			
	Basic & Diluted (₹)	35	14.06	12.61
The accompanying notes form an integral part of the standalone financial statements.		1 to 45		

As per our report of even date
For **Arora Gupta & Co.**
Chartered Accountants
Firm Registration No: 021313C

Sd/-
(Amit Arora)
Partner
Membership No.514828

Place : New Delhi
Date : May 29, 2024

For and on Behalf of the Board

Sd/-
(N.S. Ghumman)
Managing Director
DIN 00002052

Sd/-
(Rajeev Ranjan)
Chief Financial Officer

Sd/-
(S.S. Sandhu)
Chairman
DIN 00002312

Sd/-
(Aarti Sahni)
Company Secretary
Membership No. A25690



Standalone Cash Flow Statement

for the year ended March 31, 2024

(₹ in Lakhs)

Standalone Cash Flow Statement for the	Year Ended 31 st March, 2024	Year Ended 31 st March, 2023
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax	10,828.62	9,758.69
<i>Adjustments for:</i>		
Depreciation and amortisation expense	1,011.46	847.20
Finance Cost	436.71	664.40
Interest Income	(157.05)	(53.41)
Net (Gain)/loss arising on financial instruments designated as FVTPL	(0.80)	(0.88)
Liabilities/Provisions Written Back	(11.45)	(7.19)
Unrealised foreign exchange loss/(gain) on borrowings	1.80	115.71
(Profit)/Loss on Sale of Property, Plant and Equipment (Net)	(40.61)	(12.77)
Dividend received	(156.33)	(99.40)
Operating Profit before Working Capital changes	11,912.35	11,212.35
<i>Adjustment for :</i>		
Trade receivables	(2,054.42)	(2,069.91)
Inventories	542.15	(699.46)
Trade Payables	(230.86)	(701.80)
Other Assets	(327.19)	436.27
Other Liabilities	(355.59)	484.27
Provisions	(49.14)	39.56
Cash generated from operations	9,437.30	8,701.28
Income Tax paid	(2,644.68)	(2,579.14)
Net Cash generated from operating Activities (A)	6,792.62	6,122.14
B. CASH FLOW FROM INVESTING ACTIVITIES		
Payment for Purchase of Property Plant and Equipment, Intangible assets & CWIP	(1,778.87)	(2,728.45)
Acquisition of Subsidiaries	-	(1,328.31)
Capital Advances	118.51	110.48
Proceeds from Sale of Property, Plant and Equipment	55.09	23.59
Interest Income	84.94	46.37
Dividend Received	156.33	99.40
Advance Against Sale of Investment Property	-	30.00
Net cash (used in)/ from investing activities (B)	(1,364.00)	(3,746.92)



Standalone Cash Flow Statement

for the year ended March 31, 2024 *continued*

(₹ in Lakhs)

Standalone Cash Flow Statement for the	Year Ended 31 st March, 2024	Year Ended 31 st March, 2023
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Long Term Borrowings*	205.39	2,925.57
Repayment of Long Term Borrowings*	(1,911.59)	(1,947.88)
Proceeds/ (Repayment) from Short Term Borrowings (net)*	(411.68)	(1,601.68)
Principal payment of lease liability	(19.41)	(20.80)
Interest Paid	(447.14)	(660.06)
Dividend Paid	(799.80)	(473.59)
Net Cash generated from financing activities (C)	(3,384.23)	(1,778.44)
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	2,044.39	596.78
Cash and Cash Equivalents (Opening Balance)	1,683.68	1,086.90
Cash and Cash equivalents (Closing Balance)	3,728.07	1,683.68
<i>* Refer note no. 20.1 for changes in liabilities arising from financing activities</i>		
<i>The accompanying notes form an integral part of the standalone financial statements.</i>	1 to 45	

As per our report of even date
For **Arora Gupta & Co.**
Chartered Accountants
Firm Registration No: 021313C

Sd/-
(Amit Arora)
Partner
Membership No.514828

Place : New Delhi
Date : May 29, 2024

For and on Behalf of the Board

Sd/-
(N.S. Ghumman)
Managing Director
DIN 00002052

Sd/-
(Rajeev Ranjan)
Chief Financial Officer

Sd/-
(S.S. Sandhu)
Chairman
DIN 00002312

Sd/-
(Aarti Sahni)
Company Secretary
Membership No. A25690



Standalone Statement of Changes in Equity

A. Equity Share Capital

(₹ in lakhs)

Balance as at 1st April 2023	Changes in equity share capital during the year*	Balance as at March 31, 2024
1152.08	-	1,152.08

Balance as at 1st April 2022	Changes in equity share capital during the year*	Balance as at March 31, 2023
768.06	384.02	1,152.08

*Refer note 15.1

B. Other Equity

(₹ in lakhs)

Particulars	Capital Reserve	Retained Earnings	Total
Balance as at 1st April, 2022	0.57	17,949.83	17,950.40
Profit for the year	-	7,302.68	7,302.68
Other Comprehensive income for the year (net of tax)	-	(40.21)	(40.21)
Transactions with owners			
Dividends Paid	-	(480.04)	(480.04)
Issuance of Bonus Shares	-	(384.02)	(384.02)
Balance as at 31st March, 2023	0.57	24,348.24	24,348.81
Profit for the year	-	8,113.38	8,113.38
Other Comprehensive income for the year (net of tax)	-	(16.32)	(16.32)
Transactions with owners			
Dividends Paid	-	(806.46)	(806.46)
Balance as at 31st March, 2024	0.57	31,638.84	31,639.41

The accompanying notes form an integral part of the standalone financial statements.

1 to 45

As per our report of even date
For **Arora Gupta & Co.**
Chartered Accountants
Firm Registration No: 021313C

Sd/-
(Amit Arora)
Partner
Membership No.514828

Place : New Delhi
Date : May 29, 2024

For and on Behalf of the Board

Sd/-
(N.S. Ghumman)
Managing Director
DIN 00002052

Sd/-
(Rajeev Ranjan)
Chief Financial Officer

Sd/-
(S.S. Sandhu)
Chairman
DIN 00002312

Sd/-
(Aarti Sahni)
Company Secretary
Membership No. A25690

Significant Accounting Policies

(Forming part of Standalone Financial Statements for the year ended 31st March, 2024)

1. COMPANY'S OVERVIEW

Shivalik Bimetal Controls Limited ("the Company" or "Shivalik") is a widely held public limited Company incorporated in the year 1984 and has been in commercial production since October 1986. Manufacturing units of "Shivalik" are located at

- 16-18, New Electronic Complex, Chambaghat; and
- Mauja Basal Patti, Kather; in Distt. Solan, Himachal Pradesh, India.

The Company's shares are listed on BSE Ltd. (BSE) & on National Stock Exchange (NSE).

"Shivalik" is engaged in the business of manufacturing & sales of Thermostatic Bimetal / Trimetal strips, components, Spring Rolled Stainless Steels, Electron Beam Welded Shunt Materials (Strip & Finished Components), Cold Bonded Bimetal Strips and Parts, Snap Action Discs, CNC Formed Coils of Bimetals / Trimetals etc. "The Company" is specialized in joining of materials through various methods such as Diffusion Bonding/ Cladding, Electron Beam welding, continuous brazing and Resistance Welding etc., and offers precision manufactured components specific to the application requirements and is a single vendor to many prestigious OEM's and have successfully met the most stringent of demands set by multiple large global organizations. "Shivalik's Products find application primarily in manufacturing of Switchgears, Circuit Breakers, Automotive, Energy Meters and various other Electrical and Electronic devices. The Company's products are exported to over 38 Countries around the world.

The Standalone Financial Statements are approved for issue by the Company's Board of Directors on May 29, 2024

Compliance with Ind AS

The Standalone financial statements of the Company have been prepared in accordance with the Indian Accounting standards ('Ind AS'), notified under Section 133 read with rule 3 of Companies (Indian Accounting Standards) Rules 2015, and Companies (Indian Accounting Standards) Amendment Rules, 2016, and the relevant provisions of the Companies Act, 2013 (Collectively, "Ind ASs")

2. MATERIAL ACCOUNTING POLICIES

The material accounting policies applied by the Company in the preparation of its Standalone financial statements are listed below.

2.1 Basis of Preparation of Standalone Financial Statements

These Standalone financial statements are prepared, under the historical cost convention on the accrual basis

except for certain financial instruments and defined benefit plans, which are measured at fair values or amortised cost at the end of each period.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The company presents assets and liabilities in the balance sheet based on current/ non-current classification as per Company's normal operating cycle.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current

Current liabilities include the current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

The Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

The Standalone financial statements are presented in Indian rupee (₹) and all values are rounded to the nearest Lakhs and two decimals thereof, except if otherwise stated.

2.2 Use of Estimates

The preparation of Standalone financial statements in conformity with Generally Accepted Accounting Principles (GAAP) including Ind-AS requires the management to make estimates and assumptions that affect the reported balance of assets and liabilities and disclosures of contingent liabilities on the date of Standalone financial statements and the reported amounts of revenues and expenses during the reporting period.

Management believes that the estimates used in the preparation of Standalone financial statements are prudent and reasonable. Accounting estimates could change from period to period. The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods affected.

Company uses primarily following accounting estimates and judgements in preparation of its Standalone Financial Statements

a) Useful Life of Property Plant and Equipment

The Company reviews the estimated useful life and residual value of Property, Plant and Equipment at the end of each reporting period.

This reassessment may result in change in depreciation expense in future periods.



Significant Accounting Policies

(Forming part of Standalone Financial Statements for the year ended 31st March, 2024)

b) Employee Benefits

The accounting of employee benefit plan in the nature of defined benefits, requires the Company to use key actuarial assumptions. These assumptions have been explained under employee benefits note no. 2.7.

c) Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate.

d) Provisions and Contingent Liabilities

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with Ind AS 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events has required best judgment by management regarding the probability of exposure to potential loss. The timings of recognition and quantification of the liability requires the application of judgment to existing facts and circumstances, which can be subject to change.

e) Revenue

The Company assesses the products /services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

Judgement is also required to determine the transaction price for the contract. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component.

The Company uses judgement to determine an appropriate standalone selling price for a performance obligation. The Company allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract.

The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time.

Regardless recognition of Income relating to service the Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

2.3 Revenue Recognition

Revenue from sale of products/goods & services is recognized upon satisfaction of the performance obligation by transferring the control of promised products or provision of services to a customer in an amount that reflects the consideration which a company expects to receive in exchange for those products or services.

'Revenue is recognized net of returns and is measured based on the transaction price, which is the consideration, adjusted for trade discounts, incentives etc agreed as a term of contract. Revenue also excludes taxes collected from customers.

Income from Interest is recognized using Effective Interest rate method. Dividend income from investments is recognized when the shareholder's right to receive payment has been established. Rental Incomes are recognized on periodic basis.

Export Incentive Entitlements are recognized as Income when right to receive credit as per the terms of the scheme is established in respect of eligible exports made and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

Insurance claim are accounted for on the basis of claims admitted/expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

All other incomes are accounted on accrual basis.



Significant Accounting Policies

(Forming part of Standalone Financial Statements for the year ended 31st March, 2024)

2.4 Foreign Currency Transactions

The functional and presentation currency of the Company is Indian Rupee (₹) which is the currency of the primary economic environment in which the Company operates.

The transactions in the currencies other than the entity's functional currency (foreign currency's) are accounted for at the exchange rate prevailing on the transaction's date.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency at closing rates of exchange at the reporting date and the resultant difference is charged/ credited in Standalone Statement of Profit & Loss account.

Exchange differences arising on settlement or translation of monetary items are recognized in Standalone Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets.

Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated on reporting date.

2.5 Borrowing Costs

Borrowing Costs that are attributable to the acquisition or construction of qualifying assets are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use.

All other Borrowing costs are recognized in the Standalone Statement of Profit and Loss in the period in which they are incurred.

Borrowing costs include interest and exchange difference arising from currency borrowing to the extent they are regarded as an adjustment to the interest cost.

2.6 Government Grant and Assistance

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to income are recognised in the Statement of Profit and Loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to property, plant and equipment are included in non-current liabilities as deferred income and are credited to Statement of Profit

and Loss on a systematic basis over the expected lives of the related assets and presented within other income.

2.7 Employees' Benefits

Defined Contribution Plans:

The Company has contributed to State Governed Provident Fund scheme, Employees State Insurance scheme and Employee Pension Scheme which are defined contribution plans. Contribution paid or payable under the scheme is recognized as expense during the period in which employees have rendered the service entitling them to the contributions.

Defined Benefit Plans:

The employees' gratuity is a defined benefit plan. The present value of the obligation under such plan is determined based on the Actuarial Valuation using the projected unit credit method which recognizes each period of service as giving rise to an additional unit of employee benefit entitlement and measures each unit separately to build up the financial obligation. The Company has an employee gratuity fund managed by Life Insurance Corporation of India (LIC).

The gains or losses are charged to Standalone Statement Profit and Loss Account.

Liability in respect of compensated absence is provided based on Actuarial Valuation using the projected unit credit method.

Compensation to employees, who opt for retirement under the Voluntary Retirement Scheme of the company, is charged to the Standalone Statement of Profit & Loss in the year of exercise of option by the employee.

Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, bonus etc. are recognized in the period in which the employee renders the related service. A liability is recognized for the amount expected to be paid when there is a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

2.8 Taxes on Income

Current Tax

Tax on income for the current period is determined on the basis of taxable income and tax credits/ benefits computed in accordance with the provisions of the Income Tax Act 1961.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in



Significant Accounting Policies

(Forming part of Standalone Financial Statements for the year ended 31st March, 2024)

the same tax jurisdiction and where the company has a legally enforceable right and also intends to settle the asset and liability on a net basis.

Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the standalone financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to same taxation authority.

Current and deferred tax are recognized in profit or loss, except when they are relating to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted at the balance sheet date.

2.9 Property, Plant and Equipment and Capital Work-In-Progress

The cost of Property, Plant and Equipment comprises its purchase price net of any trade discounts, if any and rebates, import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing cost attributable to the Qualifying Asset in compliance with IND AS 23.

Expenditure incurred after the Property, Plant and Equipment have been put into operation, such as repairs and maintenance, are charged to the Standalone Statement of Profit and Loss in the period in which the costs are incurred. Major shut-down and overhaul expenditure is capitalized as the activities undertaken

improves the economic benefits expected to arise from the asset.

An item of Property, Plant and Equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of Property, Plant and Equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in Standalone Statement of Profit and Loss.

Property, Plant and Equipment except freehold land held for use in the production, supply or administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses., if any. Freehold lands are stated at cost.

Depreciation commences when the assets are ready for their intended use. Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation is recognized so as to write off the cost of assets (other than freehold land) less their residual values over their useful lives, using straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on estimate of their specific useful lives.

Major overhaul costs are depreciated over the estimated life of the economic benefit derived from the overhaul. The carrying amount of the remaining previous overhaul cost is charged to the Standalone Statement of Profit and Loss if the next overhaul is undertaken earlier than the previously estimated life of the economic benefit.

'Capital work-in-progress represents the cost of Property, Plant and Equipment that are not yet ready for their intended use at the reporting date.

'The Company reviews the residual value, useful lives and depreciation method annually and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

'Cost of in-house assembled/fabricated Property, Plant & Equipment comprise those costs that relate directly to the specific assets and other costs that are attributable to the assembly/fabrication thereof.

Depreciation on Property, Plant & Equipment is provided based on useful lives of assets as prescribed in Schedule-II to Companies Act 2013 except in respect of followings assets where estimated useful life is different than these mentioned in Schedule II are as follows: -

i) Plant & Machinery*	15-30 Years
ii) Dies & Tools	2 Years



Significant Accounting Policies

(Forming part of Standalone Financial Statements for the year ended 31st March, 2024)

iii) Assets costing below ₹ 5,000/-	1 Year
iv) Temporary Building Shed	3 Years
v) Machinery Spares	2-10 Years
vi) Leasehold Land	Lease term

* For certain Plant & Machineries where the useful life of assets is different from those prescribed under Part C of Schedule II of Companies Act 2013, an internal assessment & Independent technical evaluation has been carried out by external Chartered Engineer. The management believes that the useful lives as given above, best represents the period over which Company expects to use these assets.

2.10 Intangible Assets

Intangible assets are initially recorded at consideration paid for acquisition of such assets and are subsequently carried at cost less accumulated depreciation or amortization and accumulated impairment loss, if any. Amortization is recognized on a straight-line basis over their estimated useful lives.

Estimated useful life of Intangible Assets as follows:

i) Software	3-6 Years
-------------	-----------

2.11 Inventories

Basis of valuation of Inventories;

- Raw materials, stores and spares: At cost, on "FIFO" basis;
- Work-in-progress: At raw material cost plus related cost of conversion including appropriate overheads;
- Finished goods: At cost or net realisable, whichever is less;
- Saleable Scrap is valued at estimated realizable value.

Raw Material, Work-In-Progress and other supplies are not valued below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will not exceed their net realisable value. The comparison of cost and net realisable value is made on item by item basis.

Cost of raw materials include cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

Cost of finished goods and work in progress include cost of direct materials, labour and appropriate overheads based on the normal operating capacity.

2.12 Impairment of non-financial assets

'The Carrying amounts of assets are reviewed at each Balance Sheet date and if there is any indication to the effect that the recoverable amount of the Asset/ CGU (Cash Generating Unit) is less than its carrying amount, the difference is treated as "Impairment Loss". The

recoverable amount is greater of the asset's net selling price less cost to sell and value in use.

'Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired, the impairment loss is recognized in the Standalone Statement of Profit and Loss account.

2.13 Leases

The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract.

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract involves the use of an identified asset
- the Company has substantially all of the economic benefits from use of the asset through the period of the lease and;
- the Company has the right to direct the use of the asset.

Company as Lessee

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

Right-of-Use Assets (ROU)

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable



Significant Accounting Policies

(Forming part of Standalone Financial Statements for the year ended 31st March, 2024)

amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

Lease Liabilities

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option. Lease liability and ROU assets have been separately presented in the Standalone Financial Statements and lease payments have been classified as financing cash flows.

Company as Lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating leases, rental income is recognized on a straight-line basis over the term of the relevant lease.

Short Term Leases are Leases for Low Value Assets

The Companies apply the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term 12 months and less from the commencement date and do not contain a purchase options).

It also applies the leave of low-value assets recognition exemption to leases that are considered of low values. Leases payments on such leases are recognised as expense on straight line basis over the lease term.

2.14 Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

2.15 Cash Flow Statements

Standalone Cash flows are reported using the indirect method, whereby Profit before tax is adjusted for the

effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the company are segregated.

2.16 Financial Instruments

A Financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

A. Initial Recognition and Measurement

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognized using trade date accounting.

B. Subsequent Measurement

a) Financial assets carried at amortized cost (AC)

A financial asset is measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b) Financial assets at fair value through other comprehensive income (FVTOCI).

A financial asset is measured at FVTOCI, if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c) Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL. This includes equity investment in other than Joint Ventures and Associates.

C. Impairment of Financial Assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).



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(Forming part of Standalone Financial Statements for the year ended 31st March, 2024)

Expected credit losses are measured through a loss allowance at an amount equal to:

The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

Lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognized from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rate are reviewed and changes in the forward-looking estimates are analysed.

Financial Liabilities

A. Initial Recognition and Measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognized in the Standalone Statement of Profit and Loss as finance cost.

B. Subsequent Measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Derivative Financial Instruments

The Company enters into derivative financial instruments to manage its exposure to foreign exchange rate risks, in the form of foreign exchange forward contracts. Derivatives are initially recognized at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognized in Standalone Statement of Profit and Loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in Standalone Statement of Profit and Loss depends on the nature of the hedge item.

Derecognition of Financial Instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part

of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

The carrying value and fair value of financial instruments by categories as at the year ended are disclosed at Note No. 43.

2.17 Investment in Subsidiary(s) and Joint Ventures

The Company has accounted for its investments in subsidiary(s) and joint ventures at cost less accumulated impairment loss, if any in "accordance with IND AS 27, separate financial statements".

2.18 Research and Development Expenditure

Key focus area of Research and Development (R&D) activities at Shivalik includes;

- Optimising of resource utilisation.
- Quality & productivity improvements and cost optimization through process efficiency improvements.
- Product development, customisation and new applications.

Revenue as well Capital expenditure pertaining to research and development and costs pertaining to manpower directly part of R&D activities is charged to the Standalone Statement of Profit and Loss.

2.19 Earnings Per share

(i) Basic Earnings Per Share.

Basic Earnings per Share is computed by dividing:

- a. net profit or loss for the period attributable to equity shareholders
- b. by the weighted average number of Equity Shares outstanding during the period

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in determination of basic earnings per share to take into account:

- a. the after-income tax effect of interest and other financing costs associated with dilutive potential equity and;
- b. the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

2.20 Provision and Contingent Liabilities

Provisions are recognized for liabilities that can be measured only by using substantial degree of estimation, if

- a. the company has a present obligation as a result of past event,

Significant Accounting Policies

(Forming part of Standalone Financial Statements for the year ended 31st March, 2024)

- b. a probable outflow of resources is expected to settle the obligation; and
- c. the amount of the obligation can be reliably estimated.

Contingent liability is disclosed in case of

- i. a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- ii. a present obligation arising from past events, when no reliable estimate is possible; and
- iii. a possible obligation arising from past events where the probability of outflow of resources is not remote.

Provisions and contingent liabilities are reviewed at each Balance Sheet date.

2.21 Segment reporting

The Company's business activity primarily falls within a single segment i.e. Process and Product Engineering. The geographical segments considered are "within India" and "outside India". The analysis of geographical segments is based on geographical location of the customers.

2.22 Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

Notes on Standalone Financial Statements

for the year ended 31st March, 2024 *continued*

Particulars	(₹ in Lakhs)								Total	
	Leasehold Land*	Freehold Land	Buildings	Plant and Machinery	Furniture and Fixtures	Vehicles	Equipments	Office		
Cost/Deemed Cost										
As at 1st April, 2022	504.57	330.06	2,664.24	7,071.90	249.30	599.05	197.63	11,616.75		
Additions	-	-	333.05	2,660.08	52.84	64.92	58.07	3,168.96		
Less: Disposals	-	-	-	204.24	-	31.32	1.17	236.73		
Add/(Less) : Other adjustments	-	-	(12.69)	-	-	-	-	(12.69)		
As at 31st March, 2023	504.57	330.06	2,984.60	9,527.74	302.14	632.65	254.53	14,536.29		
Additions	-	-	19.80	1,123.70	20.48	119.88	122.63	1,406.49		
Less: Disposals	-	-	-	114.33	6.64	224.46	9.85	355.28		
Add/(Less) : Other adjustments	-	-	-	-	-	-	-	-		
As at 31st March, 2024	504.57	330.06	3,004.40	10,537.11	315.98	528.07	367.31	15,587.50		
Accumulated depreciation										
As at 1st April, 2022	41.02	-	356.03	2,868.03	194.38	351.16	129.54	3,940.16		
Depreciation charged for the year	7.36	-	81.88	640.10	14.73	53.83	34.26	832.16		
Less: Depreciation on disposals	-	-	-	201.51	-	23.29	1.11	225.91		
As at 31st March, 2023	48.38	-	437.91	3,306.62	209.11	381.70	162.69	4,546.41		
Depreciation charged for the year	7.36	-	93.03	784.37	12.87	60.20	40.59	998.42		
Less: Depreciation on disposals	-	-	-	112.70	0.77	218.07	9.26	340.80		
As at 31st March, 2024	55.74	-	530.94	3,978.29	221.21	223.83	194.02	5,204.03		
Net block										
As at 31st March, 2024	448.83	330.06	2,473.46	6,558.82	94.77	304.24	173.29	10,383.47		
As at 31st March, 2023	456.19	330.06	2,546.69	6,221.12	93.03	250.95	91.84	9,989.88		

*Leasehold Land represents Land on long term lease basis.(refer note no. 40.1)

Refer note 36(B) for disclosure of contractual commitments for the acquisition of Property, Plant and Equipment.

Refer note 17 and 20 for information on Property, plant and equipment hypothecated as security by the company against Borrowings.

**Notes on Standalone Financial Statements**for the year ended 31st March, 2024 *continued***3.1 Capital Work-In-Progress (CWIP)**

(₹ in Lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Opening Balance	160.16	652.61
Additions during the year*	1,240.02	1,902.37
Capitalised during the year	886.29	2,394.82
Closing Balance	513.89	160.16

* Includes Borrowing Cost transferred during the year aggregating to ₹ 14.69 Lakhs (Previous Year: ₹ 51.09 Lakhs). (refer note no.32)

Ageing schedule- Capital work-in-progress as at March 31, 2024 is, as follows:

(₹ in Lakhs)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Capital work-in-progress	430.41	83.48	-	-	513.89
	(160.16)	-	-	-	(160.16)

Figures in () represents previous year figures

3.2 Right-of-Use Assets

(₹ in Lakhs)

Particulars	Right-of-Use Assets(Buildings)
Cost/Deemed Cost	
As at 1 st April, 2022	174.56
Additions	-
Less: Disposals	-
As at 31 st March, 2023	174.56
Additions	-
Less: Disposals	-
As at 31st March, 2024	174.56
Accumulated amortisation	
As at 1 st April, 2022	160.19
Amortisation for the year	8.48
Less: Amortisation on disposals	-
As at 31 st March, 2023	168.67
Amortisation for the year	5.89
Less: Amortisation on disposals	-
As at 31st March, 2024	174.56
Carrying Value	
As at 31 st March, 2024	-
As at 31 st March, 2023	5.89

**Notes on Standalone Financial Statements**for the year ended 31st March, 2024 *continued***3.3. Intangible Assets & Intangible Assets Under Development***

(₹ in Lakhs)

Particulars	Softwares	Intangible Assets Under Development
Cost/Deemed Cost		
As at 1 st April, 2022	64.25	102.18
Additions	15.78	36.16
Less: Disposals	-	-
As at 31 st March, 2023	80.03	138.34
Additions	6.67	11.98
Less: Disposals	-	-
As at 31st March, 2024	86.70	150.32
Accumulated amortisation		
As at 1 st April, 2022	50.27	-
Amortisation for the year	6.56	-
Less: Amortisation on disposals	-	-
As at 31 st March, 2023	56.83	-
Amortisation for the year	7.15	-
Less: Amortisation on disposals	-	-
As at 31st March, 2024	63.98	-
Carrying Value		
As at 31 st March, 2024	22.72	150.32
As at 31 st March, 2023	23.20	138.34

*Other than internally generated

Ageing schedule-Intangible assets under development as at March 31, 2024 is, as follows:

(₹ in Lakhs)

Intangible Assets under development	Amount in Intangible Asset Under Development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project-in-progress*	11.97	36.16	34.91	67.28	150.32
	(36.16)	(34.91)	(0.30)	(66.97)	(138.34)

Figures in () indicates previous year figures

* Project is expected to be completed and capitalised during the FY 2024-25.

**Notes on Standalone Financial Statements**for the year ended 31st March, 2024 *continued***4. Investment Property**

(₹ in lakhs)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Freehold Land at Kandaghat, Solan (Fair Market Value ₹ 360 Lakhs)*	191.86	191.86
	191.86	191.86

*As per "Agreement to Sell" dated 15th July 2022 executed with the prospective buyer, requisite approval is awaited from DIC Solan.

5. Investments (Non-Current)

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Investment(s) (at Cost)		
In Equity Instruments of:		
(a) Wholly Owned Subsidiary(s)		
i) Unquoted Equity Instrument of "Shivalik Bimetal Engineers Private Limited" of face value ₹ 10/- each, fully paid up. (No. Of Shares)	172.01 (495,000)	172.01 (495,000)
ii) Unquoted Equity Instrument of "Shivalik Engineered Products Private Limited" (Formerly known as Checon Shivalik Contact Solutions Private Limited) of face value ₹ 10/- each, fully paid up. (No. Of Shares)	1,400.03 (3,421,800)	1,400.03 (3,421,800)
(b) Joint Venture Company		
i) Unquoted Equity Instrument of "Innovative Clad Solutions Private Limited" of face value ₹ 10/- each, fully paid up. (No. Of Shares)	780.02 (16,086,003)	780.02 (16,086,003)
Investments (at Fair Value Through Profit or Loss)		
(a) In Equity Shares of Other Company		
i) Unquoted Equity Instrument of "Shivalik Solid Waste Management Limited" of face value ₹ 10/- each, fully paid up. (No. Of Shares)	7.40 (20,000)	6.61 (20,000)
	2,359.46	2,358.67

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Aggregate amount of unquoted investments	2,359.46	2,358.67
Aggregate amount of quoted investments	-	-
Aggregate amount of impairment in the valuation of Investment	-	-
	2,359.46	2,358.67

**Notes on Standalone Financial Statements**for the year ended 31st March, 2024 *continued***6. Other Financial Assets**

(₹ in lakhs)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Security Deposits ;		
Government Undertakings /Authorities	36.56	30.89
Others	11.81	10.44
	48.37	41.33

7. Other Non Current Assets

(₹ in lakhs)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Capital Advances	237.15	355.66
Prepaid Expenses	2.75	1.25
	239.90	356.91

8. Inventories

(Refer note no. 2.11 for basis of valuation)

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Raw Materials	3,752.59	5,638.25
Work-in-Progress	5,509.90	4,034.98
Finished goods	1,961.22	2,147.29
Stores, Spares and Packing Material	405.52	354.58
Scrap	16.56	12.84
	11,645.79	12,187.94
Material in Transit (Included in Inventories, above)		
i) Raw Material	294.74	797.09
ii) Stores, Spares and Packing Material	6.57	8.00
	301.31	805.09

Refer note 20 for hypothecation/charge created.

9. Trade Receivables

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Considered Good- Secured	51.18	-
Considered Good- Unsecured		
Others	10,001.28	7,998.04
Considered Doubtful	2.49	2.73
Less: Allowances for Credit Losses*	(2.49)	(2.73)
	10,052.46	7,998.04

**Notes on Standalone Financial Statements**for the year ended 31st March, 2024 *continued*

Trade Receivables ageing schedule

(₹ in lakhs)

Particulars	Outstanding for following period from the due date of payment						Total
	No Due	Less than 6 months	6 Months to 1 year	1-2 years	2-3 years	More than 3 years	
i) Undisputed Trade Receivables-considered good	8,687.92 (5,084.35)	1,344.69 (2,900.24)	4.80 (13.45)	15.05	-	-	10,052.46 (7,998.04)
ii) Undisputed Trade Receivables-considered doubtful	-	-	-	-	-	-	2.49 (2.73)
iii) Disputed Trade Receivables-considered good	-	-	-	-	-	-	-
iv) Disputed Trade Receivables-considered doubtful	-	-	-	-	-	-	-

Figures in () indicates previous year figures

Refer note 20 for hypothecation/charge created.

*In determining the allowances for credit losses of trade receivables, the Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in the provision matrix.

(i) Movements in allowance of credit losses of receivables;

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Balance at the beginning of the Year	2.73	3.45
Add: Charge/(Reverse) in Statement of Profit and Loss	-	-
Less: Utilised during the Year*	0.24	0.72
Balance at the end of the Year	2.49	2.73

*During the year, the Company has written off Irrecoverable trade receivables aggregating to ₹ 0.24 lakhs (Previous Year ₹ 0.72 lakhs).

**Notes on Standalone Financial Statements**for the year ended 31st March, 2024 *continued*

10. Cash and Cash Equivalents

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Balances with banks in		
- Current Accounts	1,036.31	1,249.75
- Fixed Deposits	2,686.77	429.69
Cash on hand	4.99	4.24
	3,728.07	1,683.68

There are no repatriation restrictions with respect to cash and bank balances as at the end of the reporting period and prior period.

11. Other Bank Balances

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Unpaid Dividend held in Bank Accounts#	28.91	22.25
Margin Money Deposit against Bank Guarantee (s)*	0.20	0.32
	29.11	22.57

Balance in Unpaid Dividend account has restricted use.

*Deposits with maturity more than three months but less than 12 months, held by the Company are not available for use, as these are pledged with Banks against guarantee(s) given to Government authorities.

12. Other Financial Assets

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Advances to Employees	0.83	1.15
Government Grant - Incentive*	855.10	-
Security Deposits- Others	0.52	3.54
Others	8.15	0.88
	864.60	5.57

*Refer note no. 28

13. Other Current Assets

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Prepaid Expenses	142.45	163.68
Balances with Revenue authorities	340.74	754.90
Export Incentives*	0.07	14.78
Investment in Gold Coins	22.37	22.37
Investment in Gold Bonds	-	13.00
Advances to suppliers	21.65	36.26
Others	0.15	0.40
	527.43	1,005.39

* Includes ₹0.07 lakhs (Previous Year ₹6.37 lakhs) on account of Scrips in hand.

**Notes on Standalone Financial Statements**for the year ended 31st March, 2024 *continued***14. Current Tax Assets**

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Income Tax Refundable	3.14	-
	3.14	-

15. Equity Share Capital

(₹ in lakhs except per share basis)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Authorised Share Capital:		
Equity Shares of ₹ 2/- each (No. Of Shares)	1,500.00 (75,000,000)	1,500.00 (75,000,000)
Issued, Subscribed and Paid Up:		
Equity Shares of ₹ 2/- each, fully paid up (No. Of Shares)	1,152.08 (57,604,200)	1,152.08 (57,604,200)
Total	1,152.08	1,152.08

15.1 Reconciliation of Number of Shares

Particulars	Number of Shares	Amount (₹ in lakhs)
Balance as at 1st April, 2022	38,402,800	768.06
Shares Issued during the year	-	-
Shares Bought back during the year	-	-
Shares Issued as Bonus Shares	19,201,400	384.02
Balance as at 31st March, 2023	57,604,200	1,152.08
Shares Issued during the year	-	-
Shares Issued as Bonus Shares	-	-
Shares Bought back during the year	-	-
Balance as at 31st March, 2024	57,604,200	1,152.08

15.2 The Company has only one class of shares referred to as Equity shares having par value of ₹ 2/-. The holder of Equity Share is entitled to one vote per share.

15.3 In the event of liquidation of the Company, the residual interest in the company's net assets shall be distributed to the shareholders in the proportion to the equity shares held.

15.4 (a) 'During the year, the parent company has paid a final dividend of ₹ 0.70 per share for FY 22-23 and an interim dividend of ₹ 0.70 per share for FY 23-24 which resulted in a cash outflow of ₹ 806.46 lakhs (previous year ₹ 480.04 lakhs).

(b) 'The Board of Directors, in its meeting held on May 29, 2024, have proposed a final dividend of ₹ 1.00 per equity share for the financial year ended 31st March 2024. The proposal is subject to the approval of shareholders at the Annual General Meeting and if approved would result in cash outflow of approximately ₹ 576.04 lakhs.

**Notes on Standalone Financial Statements**for the year ended 31st March, 2024 *continued*

15.5 Aggregate numbers of bonus shares issued by the Company, during the period of five years immediately preceding the reporting periods including current year:

Particulars	2023-24	2022-23	2021-22	2020-21	2019-20
Aggregate number and class of shares allotted as fully paid up by way of bonus shares	Nil	19,201,400	Nil	Nil	Nil

15.6 The Company does not have a holding company.

15.7 Shareholders holding more than 5% shares

Name of Shareholders	As at 31 st March, 2024		As at 31 st March, 2023	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Narinder Singh Ghumman	4,491,000	7.80	4,491,000	7.80
O D Finance and Investment Private Limited	7,616,171	13.22	7,606,171	13.20
TSL Holdings Private Limited	3,370,600	5.85	8,370,600	14.53
Angad Estates Private Limited	4,965,000	8.62	4,965,000	8.62

15.8 Shares held by promoters at the end of the year

S. No.	Promoter Name	As at 31 st March 2024			As at 31 st March 2023		
		No of Shares	% of total shares	% Change during the year	No of Shares	% of total shares	% Change during the year
1.	Satinderjeet Singh Sandhu	864,000	1.50	Nil	864,000	1.50	Nil
2.	Devinderjeet Singh Sandhu	-	-	(0.20)	114,000	0.20	Nil
3.	Manjit Kaur	264,000	0.46	Nil	264,000	0.46	Nil
4.	Tejinderjeet Kaur Ghumman	924,000	1.60	Nil	924,000	1.60	Nil
5.	Sarita Sandhu	648,000	1.12	Nil	648,000	1.12	Nil
6.	Jaspal Singh Dhillon	6,000	0.01	Nil	6,000	0.01	Nil
7.	Narinder Singh Ghumman	4,491,000	7.80	Nil	4,491,000	7.80	Nil
8.	Angad Sandhu	456,000	0.79	Nil	456,000	0.79	Nil
9.	Sumer Ghumman	3,000	0.01	Nil	3,000	0.01	Nil
10.	Gurbir Sandhu	-	-	(0.64)	367,273	0.64	Nil
11.	Amar Engineering Company Private Limited	2,121,465	3.68	Nil	2,121,465	3.68	Nil
12.	Angad Estates Private Limited	4,965,000	8.62	Nil	4,965,000	8.62	Nil
13.	OD Finance & Investment Private Limited	7,616,171	13.22	0.02	7,606,171	13.20	Nil
14.	TSL Holdings Private Limited	3,370,600	5.85	(8.68)	8,370,600	14.53	Nil
15.	Ultra Portfolio Management Private Limited	2,866,270	4.98	0.02	2,856,270	4.96	Nil
16.	B.S.Sandhu and Associates Private Limited	855,600	1.49	Nil	855,600	1.49	Nil
Total		29,451,106	51.13	(9.48)	34,912,379	60.61	-

**Notes on Standalone Financial Statements**for the year ended 31st March, 2024 *continued***16. Other Equity**

(₹ in lakhs)

Particulars	Capital Reserve	Retained Earnings	Total
Balance as at 1st April, 2022	0.57	17,949.83	17,950.40
Profit for the year	-	7,302.68	7,302.68
Other Comprehensive income for the year (net of tax)	-	(40.21)	(40.21)
Transactions with owners			
Dividends paid	-	(480.04)	(480.04)
Issuance of Bonus Shares	-	(384.02)	(384.02)
Balance as at 31st March, 2023	0.57	24,348.24	24,348.81
Profit for the year	-	8,113.38	8,113.38
Other Comprehensive income for the year (net of tax)	-	(16.32)	(16.32)
Transactions with owners			
Dividends paid	-	(806.46)	(806.46)
Issuance of Bonus Shares	-	-	-
Balance as at 31st March, 2024	0.57	31,638.84	31,639.41

Capital Reserve represents interest received on "Calls in Arrears".

17. Borrowings (Non-Current)

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Secured		
From Banks		
Rupee Loan ⁽¹⁾	95.66	422.88
Foreign Currency Loan	-	638.67
From Others		
Vehicle Loan(s) ⁽²⁾	-	7.79
Unsecured		
From Related Parties	715.31	1,036.59
Total (**)	810.97	2,105.93

⁽¹⁾ Rupee Term Loan from Indian Bank availed by Company is secured by exclusive charge on Plant & Machinery and collaterally secured by equitable mortgage of Company's Factory Leasehold Land and Building, situated at Chambaghat, Solan, (H.P.). The Loan is repayable in equal monthly instalments ending in July, 2026.

⁽²⁾ Vehicle loans from Kotak Mahindra Prime Limited (NBFC) are secured by hypothecation of vehicle.

Unsecured Loans are repayable up to 5 years from the date of respective disbursements. Repayment of equal monthly installments are ending in March, 2028.

^(**) Refer note no.20 for "Current Maturities of long term borrowings".

18. Provisions (Non Current)

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Compensated absence	95.35	71.77
	95.35	71.77

**Notes on Standalone Financial Statements**for the year ended 31st March, 2024 *continued***19. Deferred Tax Liabilities (Net)**

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Deferred Tax Liabilities/ (Assets) in relation to		
Property, Plant and Equipment & Intangible assets	463.07	399.50
Employee Benefits	(56.19)	(44.83)
Allowance for Credit Losses	(0.63)	(0.69)
Others	0.54	0.41
Right-to-Use assets	-	(0.15)
Total	406.79	354.24

Movement in deferred tax account for the year

(₹ in lakhs)

Particulars	Charged to P&L during the year ended March 2024	Charged to P&L during the year ended March 2023
Property, Plant and Equipment & Intangible assets	63.57	69.13
Employee Benefits	(11.36)	(14.69)
Allowance for Credit Losses	0.06	0.18
Others	0.13	0.16
Right-to-Use assets	0.15	0.18
Total	52.55	54.96

20. Borrowings (Current)

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Secured		
From Banks		
- Foreign Currency Loan	1,302.09	1,948.90
- Rupee Loan	291.76	54.83
Current maturities of long-term borrowings (refer note no.17)	724.43	1,135.67
	2,318.28	3,139.40

Foreign Currency Loan of ₹ 1,066.07 Lakhs (Previous Year ₹ 1349.99 Lakhs) and Rupee Loan of ₹ Nil (Previous Year ₹ 54.83 Lakhs) from Indian Bank are secured by First pari-passu charge with DBS Bank by way of Hypothecation of entire present and future current assets and movable fixed assets (other than those exclusively charged to term lender) and First and exclusive charge on company's Factory Leasehold Land and Building situated at 16-18, New Electronics Complex, Chambaghat, Solan, H.P.

Foreign Currency Loan of ₹ 236.02 Lakhs (Previous Year ₹ 598.91 Lakhs) and Rupee Loan of ₹ 291.76 Lakhs (Previous Year ₹ Nil) from DBS Bank is secured by First pari-passu charge with Indian Bank on entire present and future current assets and movable fixed assets (other than those exclusively charged to term lender) and First and exclusive charge by way of Equitable Mortgage of factory land and building situated at Kather, Chambaghat, Solan, H.P.

Notes on Standalone Financial Statements

for the year ended 31st March, 2024 *continued*

20.1 Changes in Liabilities arising from Financing Activities

Particulars	(₹ in lakhs)	
	As at 31 st March 2024	As at 31 st March 2023
Borrowings at the beginning of the year		
Borrowings (Non Current) (refer note no.17)	2,105.93	1,528.53
Borrowings (Current) (refer note no.20)	3,139.40	4,225.08
Total Borrowings at the beginning of the year	5,245.33	5,753.61
Movement due to cash transactions as per the Statement of Cash flows		
Movement due to non cash transactions		
Foreign Exchange Movement	1.80	115.71
Borrowings at the end of the year		
Borrowings (Non Current) (refer note no.17)	810.97	2,105.93
Borrowings (Current) (refer note no.20)	2,318.28	3,139.40
Total Borrowings at the end of the year	3,129.25	5,245.33

21. Lease Liabilities

Particulars	(₹ in lakhs)	
	As at 31 st March 2024	As at 31 st March 2023
Lease Liabilities	-	19.41
	-	19.41

Refer note no. 40.1

22. Trade Payables

Particulars	(₹ in lakhs)	
	As at 31 st March 2024	As at 31 st March 2023
Micro, Small and Medium Enterprises (refer note no.39)	94.03	21.46
Related Parties	133.92	410.40
Others	2,985.77	3,024.17
	3,213.72	3,456.03

Trade Payables ageing schedule

Particulars	(₹ in lakhs)					Total
	Outstanding for following periods from the due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	94.03	-	-	-	-	94.03
	(21.46)	-	-	-	-	(21.46)
ii) Others	2,996.68	108.68	8.12	1.08	5.13	3,119.69
	(3,235.61)	(179.42)	(9.99)	(7.76)	(1.79)	(3,434.57)
iii) Disputed Dues- MSME	-	-	-	-	-	-
	-	-	-	-	-	-
iv) Disputed Dues-others	-	-	-	-	-	-

Figures in () indicates previous year figures

Notes on Standalone Financial Statements

for the year ended 31st March, 2024 *continued*

23. Other Financial Liabilities

Particulars	(₹ in lakhs)	
	As at 31 st March 2024	As at 31 st March 2023
Interest accrued but not due on borrowings	5.56	12.59
Interest accrued and due on borrowings	7.16	10.58
Unclaimed dividends	28.91	22.25
Employee Benefits Payable	330.96	379.94
Expenses Payable	273.65	270.22
	646.24	695.58

24. Other Current Liabilities

Particulars	(₹ in lakhs)	
	As at 31 st March 2024	As at 31 st March 2023
Statutory Dues	157.30	168.40
Advance from Customers	250.87	549.81
Advance against Sale of Investment Property	30.00	30.00
	438.17	748.21

25. Provisions- Current

Particulars	(₹ in lakhs)	
	As at 31 st March 2024	As at 31 st March 2023
Compensated absence	7.06	6.17
Gratuity	19.30	71.10
	26.36	77.27

26. Current Tax Liabilities

Particulars	(₹ in lakhs)	
	As at 31 st March 2024	As at 31 st March 2023
Provision for Tax (Net of Tax Paid)	13.22	0.70
	13.22	0.70

27. Revenue from Operations

Particulars	(₹ in lakhs)	
	Year Ended 31 st March 2024	Year Ended 31 st March 2023
Sale of Products	44,863.25	42,010.61
Sale of Services	77.19	12.40
	44,940.44	42,023.01

Refer note no. 41

**Notes on Standalone Financial Statements**for the year ended 31st March, 2024 *continued***28. Other Income**

(₹ in lakhs)

Particulars	Year Ended 31 st March 2024	Year Ended 31 st March 2023
Government Grant - Incentive*	1,155.10	-
Exchange Fluctuation Gain (Net)	483.69	465.48
Interest Income	157.05	53.41
Dividend Income	156.33	99.40
Profit on Sale of Property, Plant & Equipment	40.78	13.14
Income received from Sovereign Gold Bonds on Maturity	18.36	-
Insurance Claim	10.15	110.60
Liabilities/Provisions Written Back	11.45	7.19
Export Incentive	1.15	29.83
Income from fair value changes net gain on investments measured at FVTPL	0.80	0.88
Rental Income	1.09	9.28
Miscellaneous Income	3.41	3.61
	2,039.36	792.82

*PLI Incentive aggregating to ₹ 1,155.10 Lakhs has been recognized as other Income which includes ₹ 300 lakhs received during FY 2023-24 for FY 2021-22 & ₹ 430.10 lakhs for FY 2022-23 received after balance sheet date. Further the stated aggregate amount also includes the PLI incentive Income amounting to ₹ 425 Lakhs for FY 2023-24. The Company has recognized Income from PLI Incentive Scheme for FY 2023-24 based on successful acceptability and receipt of PLI Incentives for earlier two years. (Refer Note no. 12)

29. Cost of Materials Consumed

(₹ in lakhs)

Particulars	Year Ended 31 st March 2024	Year Ended 31 st March 2023
Raw Material Consumed	24,757.54	22,405.94
	24,757.54	22,405.94

30. Changes in Inventories of Finished Goods and Work-In Progress

(₹ in lakhs)

Particulars	Year Ended 31 st March 2024	Year Ended 31 st March 2023
Inventory (at Beginning)		
-Finished Goods	2,147.29	1,371.50
-Work-in-Progress	4,034.98	2,974.60
-Scrap	12.84	41.85
	6,195.11	4,387.95
Inventory (at Closing)		
-Finished Goods	1,961.22	2,147.29
-Work-in-Progress	5,509.90	4,034.98
-Scrap	16.56	12.84
	7,487.68	6,195.11
(Increase)/Decrease	(1,292.57)	(1,807.16)

**Notes on Standalone Financial Statements**for the year ended 31st March, 2024 *continued***31. Employee Benefit Expense**

(₹ in lakhs)

Particulars	Year Ended 31 st March 2024	Year Ended 31 st March 2023
Salaries, Wages, Incentives & Allowances	3,286.86	2,918.02
Contributions to -		
(i) Provident Fund	160.91	137.63
(ii) ESI Scheme	16.00	15.29
(iii) Gratuity Fund	44.80	30.85
Staff welfare expenses	332.72	293.36
	3,841.29	3,395.15

31.1 Disclosure pursuant to Ind AS 19 "Employee Benefits":

The disclosures required under Ind AS 19 "Employee Benefit" notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standard) Rules, 2015 (as amended from time to time) and other relevant provisions of the Act are given below:

(I) Defined Contribution Plan

- Provident Fund
- State defined contribution plans
 - Employees' Pension Scheme 1995

The Provident Fund and State defined contribution plan are operated by the regional provident fund commissioner. Under the scheme, the company is required to contribute a specified percentage of payroll cost to the retirement benefit scheme to fund the benefits. These funds are recognized by the Income tax authorities.

Contribution to Defined Contribution Plan, recognized are charged off for the year are as under:

(₹ in lakhs)

Particulars	2023-24	2022-23
(a) Employer's Contribution to Provident Fund	89.61	78.27
(b) Employer's Contribution to Pension Scheme	71.30	59.36

(II) Defined Benefit Plan

- Gratuity

The employees' Gratuity fund scheme has been managed by Life Insurance Corporation of India and the present value of obligation is determined by Independent Actuary using the Projected Unit Credit (PUC) Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The Actuary has carried out the valuation based on the followings assumptions:

Particulars	2023-24	2022-23
Discounting Rate (per annum)	7.22%	7.38%
Rate of escalation in Salary (per annum)	6.00%	6.00%
Expected Average remaining working lives of employees in no. of years	20.68	20.76
Mortality Table	IALM (2012-14)	IALM (2012-14)

Notes on Standalone Financial Statements

for the year ended 31st March, 2024 *continued*

Particulars	Gratuity (Funded)	
	2023-24	2022-23
(₹ in lakhs)		
(a) Changes in Present Value of Obligation		
Opening balance of Present value of obligation	426.70	335.32
Interest Cost	31.49	24.21
Current Service Cost	39.55	30.96
Benefits Paid	(22.64)	(17.30)
Actuarial (Gain)/Loss arising from change in financial assumption	7.25	(6.13)
Actuarial (Gain)/Loss arising from experience adjustment	18.95	59.64
Closing Balance of Present value of obligation	501.30	426.70
(b) Changes in Fair Value of Plan Assets		
Opening balance of Fair Value of Plan Assets	355.60	336.86
Expected Return on Plan Assets	26.24	24.32
Employer's Contribution	118.41	11.96
Benefits paid	(22.64)	(17.30)
Actuarial Gain/ (Loss) on Plan Assets	4.39	(0.23)
Closing balance of Fair value of Plan Assets	482.00	355.60
Actual return on Plan Assets	30.63	24.09
(c) Percentage of each category of Plan Assets to total Fair value of Plan assets		
Administered by Life Insurance Corporation of India	100%	100%
(d) Reconciliation of Present Value of Defined Present obligations and the Fair Value of Assets		
Closing Balance of Present Value of Obligation	501.30	426.70
Closing Balance of Fair Value of Plan Assets	482.00	355.60
(Asset)/ Liability recognised the Balance Sheet	19.30	71.10
(e) Amount Recognised in the Balance Sheet		
Closing Balance of Present Value of Obligation	501.30	426.70
Closing Balance of Fair Value of Plan Assets	482.00	355.60
Funded (Asset)/ Liability recognized in the Balance Sheet	19.30	71.10
Unfunded Liability recognised in the Balance Sheet	-	-
(f) Expenses recognised in the statement of Profit and Loss		
Current Service Cost	39.55	30.96
Interest Cost	31.49	24.21
Expected Return on Plan Assets	(26.24)	(24.32)
Expenses recognized in the statement of Profit and Loss	44.80	30.85
Remeasurement of Defined Benefit Obligation		
Actuarial (Gain)/Loss arising from change in financial assumption	7.25	(6.13)
Actuarial (Gain)/Loss arising from experience adjustment	18.95	59.64
Return on plan assets	(4.39)	0.23
Expenses recognized in the statement of Other Comprehensive Income	21.81	53.74

Notes on Standalone Financial Statements

for the year ended 31st March, 2024 *continued*

Particulars	Gratuity (Funded)	
	2023-24	2022-23
(₹ in lakhs)		
(g) Experience Adjustments		
Experience adjustment on Plan Liabilities (loss)/gain	(26.20)	(53.51)
Experience adjustment on Plan Assets (loss)/ gain	4.39	(0.23)
(h) Sensitivity Analysis of the defined benefit obligation		
a) Impact of the change in discount rate		
Present value of the obligation at the end of the period	501.30	426.70
Impact due to increase of 0.50%	(22.26)	(21.90)
Impact due to decrease of 0.50%	24.03	16.97
b) Impact of the change in salary increase		
Present value of the obligation at the end of the period	501.30	426.70
Impact due to increase of 0.50%	22.63	15.59
Impact due to decrease of 0.50%	(21.14)	(20.77)

i) Maturity Profile of Defined Benefit Obligation

Year	Amount
(₹ in lakhs)	
0 to 1 Year	22.24
1 to 2 Year	25.45
2 to 3 Year	55.88
3 to 4 Year	50.77
4 to 5 Year	15.15
5 to 6 Year	11.98
6 Year onwards	319.81

(b) Compensated Absence

The obligation for compensated absence is recognised in the same manner as Gratuity.

32. Finance Costs

Particulars	Year Ended	
	31 st March 2024	31 st March 2023
(₹ in lakhs)		
Interest expense on		
(i) Borrowings	273.79	370.96
(ii) Income Tax	-	9.60
(iii) Lease Liabilities	0.28	1.04
(iv) Others	4.06	0.35
Other Borrowing costs	122.88	131.38
Exchange Fluctuations regarded as an adjustment to borrowing cost	50.39	202.16
Total	451.40	715.49
Less: Transferred to CWIP (refer note no. 3.1)	14.69	51.09
	436.71	664.40

Notes on Standalone Financial Statements

for the year ended 31st March, 2024 *continued*

33. Manufacturing & Other Expenses

Particulars	(₹ in lakhs)	
	Year Ended 31 st March 2024	Year Ended 31 st March 2023
Stores & Spares Consumed	807.03	754.79
Power & Fuel	478.74	366.57
Job Work Expenses	74.37	104.68
Machinery Repairs	247.84	308.78
Research & Development (refer note no.37)	424.68	586.89
Electricity and Water Charges	42.08	36.22
Watch & Ward Expenses	47.79	43.07
Building Repairs	90.12	108.23
Other Repairs	239.87	233.79
Insurance	66.66	61.67
Processing Charges	557.23	427.76
Rent, Rates and Taxes	217.65	199.04
Travelling & Conveyance	231.37	186.11
Printing & Stationery	31.84	26.62
Communication Expenses	21.87	21.70
Professional and Consultancy Charges	236.72	290.30
Payment to Auditors (refer note no.-33.1)	32.30	32.00
CSR Expenditure (refer note no.-33.2)	132.84	80.07
Miscellaneous Expenses	92.23	89.01
Business Promotion, Advertisement & Publicity	23.68	25.76
Commission on Sales	1,520.85	1,596.82
Packing Cost	758.48	752.32
Forwarding & Freight	1,020.10	1,219.04
Loss on Sale of Property, Plant & Equipment	0.17	0.37
Bad-Debt Written off	0.24	-
	7,396.75	7,551.61

33.1 Payment to Auditors as:

Particulars	(₹ in lakhs)	
	Year Ended 31 st March 2024	Year Ended 31 st March 2023
Statutory Audit fees	26.00	26.00
Tax Audit Fees	4.00	4.00
Other Certification Fees	2.30	2.00
	32.30	32.00

33.2 CSR Expenditure

As per Section 135 of the Companies Act, 2013 (ACT), a Company, which meets the applicable threshold limits as prescribed, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are promotion of education, promotion of sports, women empowerment, Infrastructure facilities and rural development projects. A CSR committee has been formed by the Company as per the Act. The funds were primarily allocated to a corpus and utilized during the year on these activities which are specified in Schedule VII of the Act:

Notes on Standalone Financial Statements

for the year ended 31st March, 2024 *continued*

Particulars	(₹ in lakhs)	
	Year Ended 31 st March 2024	Year Ended 31 st March 2023
i) Amount required to be spent by the company during the year	132.69	79.77
ii) Amount of expenditure incurred;	132.84	80.07
iii) Shortfall at the end of the year;	-	-
iv) Total previous years shortfall;	-	-
v) Reason for shortfall;	N.A	N.A
vi) Nature of CSR activities;	Promotion of education, Promotion of sports, Women empowerment, Infrastructure facilities, Ensuring environmental Sustainability, Rural development projects, Preventive Health Care Services and Disaster Management, including relief, rehabilitation and reconstruction activities.	
vii) Details of related party transactions, i.e., contribution to a trust; by the company in relation to CSR expenditure as per relevant Accounting Standard;*	73.50	57.00
viii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year.	N.A	N.A

* Represents contribution to ABS Foundation (Regd. Trust)

34. Income Tax Expense recognised in the profit and loss account.

Particulars	(₹ in lakhs)	
	Year Ended 31 st March 2024	Year Ended 31 st March 2023
Current Tax:		
In respect of the Current Year	2,665.00	2,430.53
In respect of the Previous Year	(2.31)	(29.48)
Deferred Tax:		
In respect of the Current Year	52.55	54.96
Income Tax Expense recognised in the Statement of Profit & Loss	2,715.24	2,456.01
Other Comprehensive Income Section		
Tax related to items that will not be reclassified to profit & loss account	5.49	13.53

Effective Tax Reconciliations

Particulars	(₹ in lakhs)	
	As at 31 st March 2024	As at 31 st March 2023
Profit before tax	10,828.62	9,758.69
Applicable Tax rate	25.17%	25.17%
Computed tax expense	2,725.35	2,456.07
Tax effect of;		
Effect of non deductible expenses	62.01	75.32
Effect of additional deductions and Income not taxable	(72.33)	(47.98)
Earlier year tax Adjustments	(2.31)	(29.48)
Others	2.52	2.09
Tax Expense recognised in Statement of Profit and Loss	2,715.24	2,456.01

**Notes on Standalone Financial Statements**for the year ended 31st March, 2024 *continued***35. Earnings Per Share**

Particulars	As at 31 st March 2024	As at 31 st March 2023
Net Profit attributable to shareholders (₹ in lakhs)	8,097.06	7,262.47
Weighted average number of equity Shares (in Nos.)	57,604,200	57,604,200
Basic and Diluted Earnings per share (₹)	14.06	12.61
Face Value per Equity Share (₹)	2	2

Refer Note 15.5

36. Contingent Liabilities in respect of:

Particulars	As at 31 st March 2024	As at 31 st March 2023
(₹ in lakhs)		
(A) Contingent Liabilities		
(I) <u>Claim Against the Company Not Acknowledged as Debts*</u>	-	17.87
(II) <u>Guarantees</u>		
a. Corporate Guarantee(s) on behalf of Wholly Owned Subsidiary(s)*	2,232.00	1,314.00
b. Surety with Sales Tax Department	2.00	2.00
* Represents guarantee issued by the Company to the bank to secure obligation of Wholly Owned Subsidiary in accordance with the section 186(4) of the Companies Act, 2013.		
(III) <u>Other Money for which the Company is Contingently Liable</u>		
a. Buyers Credit Interest payable	2.98	5.13
b. Customs duty on Material imported against Material Lying in Bonded Warehouse	409.34	1,076.89
* Demand raised by Central Excise & Service Tax Commissioner towards Cenvat Credit of excise duty ₹ Nil (Previous Year ₹ 17.87 lacs).		
(B) Commitments		
Estimated amount of contractual (net of advances) exceeding ₹ 1.00 lakh in each case remaining to be executed on capital account and not provided for	519.26	642.39
(C) Export Obligation		
The Company has imported raw materials under Advance Authorization scheme thereby availing Customs duty exemption to the tune of ₹ 636.50 Lakhs (Previous year ₹ 548.83 Lakhs) for which the Company has executed a Bond. Further, the Company expects to fulfill it's export obligation under the Scheme to offset the Duties saved.		

37. Details of Research and Development Expenditure

Particulars	As at 31 st March 2024	As at 31 st March 2023
Capital	-	191.10
Revenue	424.68	395.79
Total	424.68	586.89

**Notes on Standalone Financial Statements**for the year ended 31st March, 2024 *continued***38. Disclosure for struck off Companies**

Details of balances outstanding in respect of transactions undertaken with a company struck-off under section 248 of the Companies Act, 2013:

S. No.	Name of struck off Company	Nature of transactions with struck-off Company	Relationship with the struck-off company	No. of Shares Held	As at 31 st March 2024	As at 31 st March 2023
					Paid Up value (Amount in ₹)	Paid Up value (Amount in ₹)
1	Shirish Holdings Pvt Ltd.			200	400	-
2	Stockyard Investment Services Private Limited			1	2	2
3	Praxis Risk Consulting India Private Limited	Shares held by Struck off companies	Equity shareholder	1	2	2
4	Vidhan Marketing Private Limited			100	200	-
5	Abhay Carriers Private Limited			171	342	342
Total					946	346

39. Details of dues to Micro, Small and Medium Enterprises as defined under the MSMED Act, 2006

On the basis of confirmation obtained from suppliers who have registered themselves under the Micro, Small and Medium Enterprise Development Act, 2006 (MSMED Act, 2006) and based on the information available with the Company, the following are the details:

Particulars	As at 31 st March 2024	As at 31 st March 2023
(₹ in lakhs)		
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year.	94.03	21.46
The amount of interest paid by the buyer in terms of section 16, of the micro, small and medium enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under micro, small and medium enterprise development Act, 2006.	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting year; and the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006.	Nil	Nil

The above disclosure has been determined to the extent such parties have been identified on the basis of information available with the Company.

**Notes on Standalone Financial Statements**for the year ended 31st March, 2024 *continued***40. Leases**

The Company's significant operating lease arrangements are in respect of premises (residential, offices, godown etc.). These leasing arrangements, which are cancellable, range upto 11 months (between 11 months to 3 years during previous year) generally and are usually renewable by mutual agreeable terms. The aggregate lease rentals payable are charged as expenses. Rental payments under such leases amounting to ₹ 137.14 lakhs (Previous Year ₹ 135.54 lakhs) have been included under "Rent, Rates and Taxes" expense in note 33.

40.1 Lease Payments:

Future Minimum lease payments and their present values under lease are as follows:

(₹ in lakhs)

Particulars	Minimum Lease Payments		Present Value of Minimum Lease payments		Future Expense	
	Year Ended March 2024	Year Ended March 2023	Year Ended March 2024	Year Ended March 2023	Year Ended March 2024	Year Ended March 2023
	Not later than one year	-	20.42	-	19.41	-
Later than one year but not later than five years	-	-	-	-	-	-
Later than five years	-	-	-	-	-	-

There is no element of contingent rent or sublease payment.

41. The Company's activities involve predominantly one operating segment i.e. Process and product Engineering, which are considered to be within a single operating segment since these are subject to similar risks and returns. Accordingly, Process and Product Engineering comprise the primary basis of segmental information as set out in these financial statements, which therefore reflect the information required by Ind AS 108- Segment Reporting has been disclosed as below.

Revenue from Operations

(₹ in lakhs)

Particulars	India		Outside India		Total	
	Year Ended March, 2024	Year Ended March, 2023	Year Ended March, 2024	Year Ended March, 2023	Year Ended March, 2024	Year Ended March, 2023
	Segment Revenue	18,549.37	14,895.54	26,391.07	27,127.47	44,940.44

Revenue disaggregation by geography is as follows:

(₹ in lakhs)

Particulars	Year Ended 31 st March 2024	Year Ended 31 st March 2023
	Geography	
America	14,482.16	16,872.71
Europe	6,208.92	5,113.53
India	18,549.37	14,895.54
Others	5,699.99	5,141.23
	44,940.44	42,023.01

Revenue from a Customer individually contributing more than 10% of total revenue of the Company across all segments, amounts to ₹ 8,699.13 Lakhs (Previous Year ₹ 10,234.46 Lakhs) which aggregates to 19.37% (Previous Year 24.35%) of the total revenue of the Company

**Notes on Standalone Financial Statements**for the year ended 31st March, 2024 *continued*

42. "Related Party Disclosure" for the year ended 31st March, 2024 in accordance with Ind AS 24:

(i) Relationships with Related Parties:

Sr. No.	Name of Related Party	Relationship
1.	"Shivalik Engineered Products Private Limited (Formerly known as Checon Shivalik Contact Solutions Private Limited)"	Wholly Owned Subsidiary
2.	Shivalik Bimetal Engineers Private Limited	
3.	Innovative Clad Solutions Private Limited	Joint Venture
4.	Mr. Satinderjeet Singh Sandhu (Chairman)	
5.	Mr. Narinder Singh Ghumman (Managing Director)	Key Managerial Personnel (KMP)
6.	Mr. Rajeev Ranjan (Chief Financial Officer)	
7.	Mrs. Aarti Sahni (Company Secretary)	
8.	Mr. Kabir Ghumman	Relative of Key Managerial Personnel
9.	Ace Marketing Services	
10.	TSL Holdings Private Limited	
11.	Angad Estates Private Limited	
12.	Amar Engineering Company Private Limited	Enterprises over which Key Managerial Persons are able to exercise significant influence
13.	Ultra Portfolio Management Private Limited	
14.	O.D.Finance and Investment Private Limited	
15.	ABS Foundation (Regd. Trust)	
16.	Mr. Swaranjeet Singh	
17.	Mr. Nirmaljeet Singh Gill*	
18.	Mr.Gurmeet Singh Gill	
19.	Mrs.Anu Ahluwalia	
20.	Lt. Gen. Pradeep Khanna*	Non-executive and Independent Directors
21.	Mrs.Harpreet Kaur	
22.	Mr. Nand Parkash Sahni	
23.	Mr. Sudhir Mehra	

*Ceased to be Director of the Company w.e.f. March 29, 2024

(ii) Transactions during the year with related parties:

(₹ in lakhs)

Sr. No.	Nature of Transactions	Joint Ventures	Wholly Owned Subsidiary(s)	Key Managerial Personnel	Relative of Key Managerial Personnel	Enterprises over which KMP are able to exercise significant influence	Independent Directors
1.	Job Work Income	1.90 (1.27)	1.40 (0.25)				
2.	Rent Received		1.09 (4.36)				
3.	Job Work Expense		10.96 (60.02)				
4.	Other Income	1.44 (1.44)	- (1.62)				
5.	Goods Purchased	2,388.93 (2,979.31)	85.88 (173.96)				
6.	Goods Sold	80.54 -					
7.	Sale of Property, Plant & Equipment	- -	0.30 -				

**Notes on Standalone Financial Statements**for the year ended 31st March, 2024 *continued*

							(₹ in lakhs)
Sr. No.	Nature of Transactions	Joint Ventures	Wholly Owned Subsidiary(s)	Key Managerial Personnel	Relative of Key Managerial Personnel	Enterprises over which KMP are able to exercise significant influence	Independent Directors
8.	Purchase of Property, Plant & Equipment	-	111.60				
9.	Reimbursement of Expenses(Net)	-	14.00 (14.74)			2.03 (2.05)	
10.	Managerial Remuneration			771.07 (779.99)			
11.	Sitting Fees						3.33 (3.78)
12.	Remuneration in pursuant to Section 197 of the Companies Act 2013 for holding an office or place of profit.				139.65 (152.43)		
13.	Rent Paid				3.79 (11.86)	91.18 (82.17)	
14.	Dividend Income		155.93 (99.00)				
15.	Purchase of Equity Instruments					- (149.59)	
16.	CSR Expenditure					73.50 (57.00)	
17.	Unsecured Loans						
	i) Taken					140.00 (1,450.00)	
	ii) Repaid					727.56 (1,810.02)	
	iii) Finance Costs					139.65 (208.01)	
Balances as the end of the year 31st March, 2024							
18.	Investments	780.02 (780.02)	1,572.04 (1,572.04)				
19.	Unsecured Loans					1,039.17 (1,626.73)	
20.	Payables	133.92 (335.12)	- (50.29)				

Figures in () indicate previous year's figures.

**Notes on Standalone Financial Statements**for the year ended 31st March, 2024 *continued***43. Financial Instruments****43.1 Capital Management**

The Company's capital management objectives are;

- to maintain healthy Credit rating, Capital Ratios and Leverage.
- to maximise return to the Shareholders.

Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Company's various classes of debt. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. The Principal source of funding of the company has been, and is expected to continue to be, cash generated from its operations supplemented by funding from bank borrowings.

			(₹ in lakhs)	
Particulars	As at 31 st March 2024	As at 31 st March 2023		
Long term Borrowings (Including Current Maturities)	1,548.12	3,264.77		
Short Term Borrowings	1,593.85	2,003.73		
Less: Cash and cash equivalents	3,728.07	1,683.68		
Less: Bank Balance other than Cash and Cash Equivalents	29.11	22.57		
Less: Investment in Gold Coins and Gold Bonds	22.37	35.37		
Net debt	(637.58)	3,526.88		
Total equity (as shown on the face of balance sheet)	32,791.49	25,500.89		
Net debt to equity ratio (Gearing Ratio)	Nil*	14%		

* Since net debt is negative

43.2 Financial Instruments by categories

							(₹ in lakhs)		
Particulars	As at 31 March 2024			As at 31 March 2023					
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost			
Financial assets									
Investments	7.40	-	-	6.61	-	-			
Trade receivables	-	-	10,052.46	-	-	7,998.04			
Cash and cash equivalents	-	-	3,728.07	-	-	1,683.68			
Other bank balances	-	-	29.11	-	-	22.57			
Other Financial Assets	-	-	864.60	-	-	5.57			
Total	7.40	-	14,674.24	6.61	-	9,709.86			
Financial liabilities									
Borrowings	-	-	3,141.97	-	-	5,268.50			
Trade payable	-	-	3,213.72	-	-	3,456.03			
Other financial liabilities	-	-	633.52	-	-	672.41			
Total	-	-	6,989.21	-	-	9,396.94			

Fair Value Measurement

- Carrying amount of Financial assets and financial liabilities recorded at amortized cost approximates their fair value.
- Investment in Equity instrument of other companies is measured at its fair value using Level 3 valuation techniques.

**Notes on Standalone Financial Statements**for the year ended 31st March, 2024 *continued***43.3 Financial Risk Management**

The Company's activities expose it to market risk, liquidity risk, Foreign Currency Risk and credit risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. Risk management policies and systems are reviewed regularly to reflect changes in the market conditions and the Company's activities to provide reliable information to the Management and the Board to evaluate the adequacy of the risk management framework in relation to the risk faced by the company. The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

43.4 Credit risk

Credit risk is the risk that a counterparty will default on its contractual obligations resulting in financial loss to the company. Credit risk encompasses both, direct risk of default and the risk of deterioration of creditworthiness.

a) Credit risk management

The Company assesses and manages credit risk based on internal credit rating system, continuously monitoring defaults of customers and other counterparties, identified either individually or by the company, and incorporates this information into its credit risk controls. The company has a policy of only dealing with credit worthy parties and obtain sufficient collateral where appropriate as a means of mitigating the risk of financial loss from defaults.

Cash and cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

Trade receivables

The Company closely monitors the credit-worthiness of the debtors through internal systems that are configured to define credit limits of customers, thereby, limiting the credit risk to pre-calculated amounts. The Company assesses increase in credit risk on an ongoing basis for amounts receivable that become past due.

Other financial assets measured at amortised cost

Other financial assets measured at amortized cost includes loans and advances to employees, security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

b) Expected credit losses

The Company provides for expected credit losses based on the following:

The company recognizes lifetime expected credit losses on trade receivables using a simplified approach, wherein Company has defined percentage of provision by 'analysing historical trend of default based on the criteria defined above. And such provision percentage determined have been 'considered to recognise life time expected credit losses on trade receivables.

Particulars	As at 31 st March, 2024		As at 31 st March, 2023	
	>3 Years	0-3 Years	>3 Years	0-3 Years
Gross amount of trade receivables where no default (as defined above) has occurred	-	10,054.95	-	8,000.77
Expected loss rate	-	0.02%	-	0.03%
Expected credit loss (loss allowance provision)	-	2.49	-	2.73

(₹ in lakhs)

**Notes on Standalone Financial Statements**for the year ended 31st March, 2024 *continued*

Reconciliation of loss provision – lifetime expected credit losses	
Loss allowance as on 1 st April 2022	3.45
Impairment Loss/(Gain) recognised during the year	-
Amounts written off	0.72
Loss allowance on 31 st March 2023	2.73
Impairment Loss/(Gain) recognised during the year	-
Amounts written off	0.24
Loss allowance on 31 st March 2024	2.49

43.5 Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management measures involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these obligations.

Maturities of financial liabilities

The tables below analyses the Company's financial liabilities into relevant maturity based on their contractual maturities for all non-derivative financial liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows. For balances due within 12 months amounts equal their carrying values as the impact of discounting is not significant.

(₹ in lakhs)

As at 31 st March 2024	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Long term borrowings (including interest)	858.47	496.24	328.28	71.63	1,754.63
Short term borrowings	1,593.85	-	-	-	1,593.85
Trade payable	3,213.72	-	-	-	3,213.72
Other financial liabilities	633.52	-	-	-	633.52
Total	6,299.56	496.24	328.28	71.63	7,195.72

(₹ in lakhs)

As at 31 st March 2023	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Long term borrowings (including interest)	1,390.67	1,257.48	718.39	418.28	3,784.82
Short term borrowings	2,003.73	-	-	-	2,003.73
Trade payable	3,456.03	-	-	-	3,456.03
Other financial liabilities	672.41	-	-	-	672.41
Total	7,522.84	1,257.48	718.39	418.28	9,916.99

Outstanding amount of Letters of Credit, "LCs", established by Bank in favour of Suppliers, as on balance Sheet date, aggregate to ₹ 1,191 lakhs (Previous year ₹ 555.35 lakhs) towards import of materials. As and when materials relating thereto are received, the payment against the same shall be made resulting into maturing of respective LCs.

**Notes on Standalone Financial Statements**for the year ended 31st March, 2024 *continued***43.6 Market Risk**

The company is exposed in the ordinary course of its business to risks related to changes in foreign currency exchange rates, commodity prices and interest rates. The company seeks to minimize the effects of these risks by minutely observing the variation and fluctuation on regular basis. Compliance of exposure volume is reviewed by the management on real time basis and taking corrective measures as and when required.

43.7 Foreign currency risk

The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the US Dollar and Euro. The exchange rate between the Indian rupees and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently, the results of the Company's operations are adversely affected as the rupee appreciates/depreciates against the currencies. Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the functional currency of the Company.

(i) Foreign currency risk exposure:

The Company's exposure to foreign currency risk at the end of the reporting period are as follows:-

Particulars	FC	As at 31 st March, 2024		As at 31 st March, 2023	
		FC's	Amount	FC's	Amount
(₹ in lakhs, except FC's)					
Financial Liabilities					
Loans	EUR	1,443,275	1,302.09	2,886,578	2,586.59
	USD	-	-	260,122	213.86
Creditors	EUR	181,911	164.12	381,164	341.55
	USD	1,691,002	1,409.85	1,965,245	1,615.76
	YEN	-	-	6,393,336	39.51
Others	EUR	1,878	1.70	5,907	5.29
	USD	-	-	3,660	3.01
	GBP	-	-	28,270	28.80
Financial assets					
Debtors	EUR	628,181	566.73	614,723	550.84
	USD	6,665,222	5,557.06	5,119,815	4,209.35
Cash & Bank Balance	EUR	3,763	3.39	9,254	8.29
	USD	6,449	5.38	9,296	7.64
Net exposure to foreign currency risk	EUR	995,120	897.78	2,649,672	2,374.31
	USD	(4,980,669)	(4,152.58)	(2,900,084)	(2,384.36)
	YEN	-	-	6,393,336	39.51
	GBP	-	-	28,270	28.80

**Notes on Standalone Financial Statements**for the year ended 31st March, 2024 *continued*

Sensitivity analysis of 5% change in the exchange rate at the end of reporting period

Particulars	As at 31 st March 2024	As at 31 st March 2023
5% Depreciation in ₹		
USD sensitivity	(4,152.58)	(2,384.36)
Impact on Equity and Profit and Loss	207.63	119.22
Euro Sensitivity		
Impact on Equity and Profit and Loss	(44.89)	(118.72)
5% Appreciation in ₹		
USD sensitivity	(4,152.58)	(2,384.36)
Impact on Equity and Profit and Loss	(207.63)	(119.22)
Euro Sensitivity		
Impact on Equity and Profit and Loss	44.89	118.72

43.8 Interest rate risk**i) Liabilities**

Interest rate risk is the risk that the fair value or future cash flows of a financial Assets/Liabilities because of changes in market interest rates. The company is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The borrowings of the company are principally denominated in rupees and US dollars with a mix of fixed and floating rates of interest. The Company has exposure to interest rate risk, arising principally on changes in marginal cost of fund based lending rate (MCLR) and SOFR rates.

ii) Assets

The Company's fixed deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Interest rate risk exposure

Below is the overall exposure of the Company to interest rate risk:

Particulars	As at	
	31 st March 2024	31 st March 2023
Variable rate borrowing	1,593.85	2,003.73
Fixed rate borrowing	1,548.12	3,264.77
Total borrowings	3,141.97	5,268.50

Sensitivity

Below is the sensitivity of profit or loss and equity changes in interest rates.

Particulars	As at	
	31 st March 2024	31 st March 2023
Interest sensitivity*		
Interest rates – increase by 1%	(15.94)	(20.04)
Interest rates – decrease by 1%	15.94	20.04

**Notes on Standalone Financial Statements**for the year ended 31st March, 2024 *continued***43.9 Price Risk**

The Company does not have significant exposure to price risk on its financial assets and liabilities.

44. Additional regulatory information not disclosed elsewhere in the Standalone Financial Statements

- (a) The Company does not have any Benami property, further no proceeding has been initiated or pending against the company for holding any Benami Property.
- (b) The Title deeds of all Immovable Properties (other than the properties where the Company is the lessee and the lease agreements are duly executed in favour of the company) are held in the name of the Company.
- (c) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (d) The Company has not traded or invested in Crypto Currency or Virtual Currency during the respective financial year period.
- (e) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (f) The Company has not revalued its Property, Plant and Equipment, Investment Property & Intangible Assets.
- (g) The company does not have any transactions which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income tax Act, 1961 (Such as, Search or survey or any other relevant provisions of the income Tax Act, 1961).
- (h) The company has not been declared willful defaulter by any bank or financial Institution or other lender.
- (i) No Scheme of Arrangements which have been approved by the Competent Authority in terms of Sections 230 to 237 of the Act in relation to the Company.
- (j) The Company has complied with the number of layers prescribed under of section 2(87) of the Act read with the companies (Restriction on number of layers) Rules, 2017.
- (k) The Company has not granted Loans or Advances in the nature of loans to promoters, directors, KMPs, and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are:
- repayable on demand or
 - without specifying any terms or period of repayment.
- (l) The Company has duly filed monthly statements with the banks for the sanctioned working capital facilities against security of current assets, which are in agreement with the books of account

**Notes on Standalone Financial Statements**for the year ended 31st March, 2024 *continued***45. Additional Regulatory Information****Ratios**

S.No.	Particulars	Numerator	Denominator	As at 31 st March 2024	As at 31 st March 2023	Variance
1)	Current Ratio (in times)*	Current Assets	Current Liabilities	4.03	2.82	43.16%
2)	Debt- Equity Ratio (in times)^	Total Debt (Include Lease Liability)	Shareholder's Equity	0.05	0.12	-58.33%
3)	Debt service coverage ratio (in times) (DSCR)	Earnings Available For Debt Service#	Debt Service	13.14	11.41	15.16%
4)	Return on Equity Ratio (in %) (ROE)	Net Profit After Taxes	Average Shareholder's Equity	27.84%	33.03%	-15.71%
5)	Inventory turnover ratio (in times)	Revenue	Average Closing Inventory	3.77	3.55	6.20%
6)	Trade Receivable turnover ratio (in times)	Revenue	Average Trade Receivable	4.98	6.04	-17.55%
7)	Trade Payable turnover ratio (in times)	Purchases	Average Trade Payable	7.42	5.95	24.71%
8)	Net Capital Turnover Ratio (in times)	Revenue	Working Capital	2.23	2.85	-21.75%
9)	Net Profit ratio (in %) (NPR)	Net profit after taxes	Revenue	18.05%	17.28%	4.46%
10)	Return on capital employed (in %) (ROCE)	Earning before interest and taxes	Capital Employed	32.57%	36.17%	-9.95%

* Improvement in Current Ratio is due to availability of funds in current assets generated from internal accruals accompanied by optimal use of resources.

^ Debt Equity ratio has decreased because of repayment of Long Term loan as funds available from generation of cash profit from Internal accruals and optimal use of resources.

Earnings Available For Debt Service stands for Net profit after taxes + Non-cash operating expenses + Interest + Other adjustments like Profit/(loss) on sale of fixed assets etc.



Independent Auditor's Report

Independent Auditor's Report

To the Members of

Shivalik Bimetal Controls Limited

REPORT ON THE AUDIT OF CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have audited the accompanying consolidated financial statements of **Shivalik Bimetal Controls Ltd.** ("Parent"), and its Subsidiaries and Joint Venture (Parent Company with its Subsidiaries and Joint Venture together referred to as "Group") which comprise the consolidated Balance sheet as at 31st March, 2024, the consolidated statement of profit and loss (including Other Comprehensive Income), consolidated statement of cash flows, the consolidated statement of changes in equity for the year then ended, and a summary of material accounting policies, notes and other explanatory information. (hereinafter referred to as "Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March 2024, and consolidated profit (including other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated annual financial statements in accordance with the Standards on Auditing (SAs) as specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the consolidated annual financial statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated annual financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the consolidated annual financial statements of the current period. These matters were addressed in the context of our audit of the consolidated annual financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

The Key Audit Matters	How our audit addressed the key audit matters
<p>1. Government grant-PLI incentive scheme</p> <p>As reported/presented in note -30 of the consolidated financial statements, Production Linked Incentives are recognized as income when,</p> <p>(a) there is reasonable assurance that the parent company will comply with the conditions attached to them and</p> <p>(b) the grant will be received.</p> <p>The management applies its judgement for the recognition of incentive income based on the management's assessment for likelihood of recoverability in line with fulfilling the eligibility conditions as per approval letter.</p> <p>We identified this as a key audit matter because the estimation on which these amounts are based involves a reasonable degree of assessment by the management.</p>	<p>We as Auditors, have examined eligibility and certainty of the controls relating to the recognition and measurement of incentive income. In this connection, we have:</p> <p>(a) Reviewed Government schemes and policies relating to the production-linked incentives applicable on the parent.</p> <p>(b) Examined approval letters for the scheme from the respective government departments and subsequent departmental orders and regulations issued from time to time.</p> <p>(c) Checked the eligibility criteria including investment made by the parent company.</p> <p>(d) Performed substantive procedures for the calculation of eligible amounts of incentives and the claims made by the management.</p> <p>(e) Reviewed management assessment for the likelihood of recoverability</p>

The Key Audit Matters	How our audit addressed the key audit matters
<p>2. Contingent Liabilities- Contingencies & Capital Commitments:</p> <p>The group makes a determination for recording or alternatively disclosing them as contingencies. We identified this as a key audit matter because the estimation on which these amounts are based involves a reasonable degree of assessment by the management.</p>	<p>We have obtained an understanding of the group's internal instructions, and procedures in respect of assessment and disclosure of Contingent Liabilities & Capital Commitments and adopted the following audit procedures: -</p> <ol style="list-style-type: none"> 1) understood and tested the operating effectiveness of controls as established by the management for obtaining all relevant information; 2) discussing with the management any material developments and latest status; 3) reviewing the adequacy and completeness of disclosures; <p>Based on the above procedures performed, the assessment and disclosures of Contingent Liabilities & Capital Commitments are considered to be adequate and reasonable.</p>

Information Other than the Financial Statements and Auditor's Report Thereon

The Parent Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements, standalone financial statements and our respective auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

Management's Responsibility for the Consolidated Annual Financial Statements

The Parent Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated state of affairs, consolidated profit (including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act

read with the Companies (Indian Accounting Standard) Rules, 2015 as amended. The respective Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of each Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of preparation of consolidated financial Statements by the directors of the parent company.

In preparing the consolidated financial statements, respective Board of Directors of the Companies in the group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective board of directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The respective Board of Directors of the Companies in the group is also responsible for overseeing the Company's financial reporting process of each company.

Auditor's Responsibilities for the Audit of Consolidated Annual Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud



Independent Auditor's Report

or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the

disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of such entities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of the entities included in the consolidated financial statements. We remain solely responsible for our audit opinion. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated annual financial statements.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Parent Company and other entities in the Group regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance respectively, with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Independent Auditor's Report

Other Matters

The consolidated financial statements include the share of Net Profit (and other comprehensive income) of ₹ 330.15 lakhs for the year ended March 31, 2024 as considered in consolidated financial statements in respect of one Joint Venture whose financial statements/ financial information have not been audited by us. These financial statements/ financial information have been audited by other auditors whose report has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amount and disclosures included in respect of its joint venture, and our report in terms of sub-section (3) of section 143 of the Act, in so far as it relates to the aforesaid joint venture is based solely on the audit reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.)

Report on Other Legal and Regulatory Requirements

- As required by section 143(3) of the Act, based on our report and on the consideration of reports of the other auditors on separate financial statements of such joint venture as were audited by other auditors as noted in the Other Matter paragraph, we report, to the extent applicable, that:
 - we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
 - in our opinion proper books of account as required by law have been kept so far as it appears from our examination of those books; and report of other Auditor's.
 - the consolidated balance sheet, consolidated statement of profit and loss including other comprehensive income, consolidated statement of changes in equity and statement of consolidated cash flow dealt with by this Report are in agreement with the books of account;
 - in our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
 - on the basis of written representations received from the directors of the Parent, its Subsidiaries as on 31st March, 2024, and taken on record by the Board of Directors of the Parent company and the reports of the statutory auditors of its joint venture

incorporated in India, none of the directors of the Group Companies is disqualified as on 31st March, 2024, from being appointed as a director in terms of section 164 (2) of the Companies Act, 2013.

- With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A".
 - In our opinion, the managerial remuneration for the year ended 31st March, 2024 has been paid / provided by the parent to its directors in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013; and
 - With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the joint venture as noted in the 'Other Matter' paragraph:
 - The consolidated annual financial statements disclose the impact of pending litigations on its financial position in its Consolidated financial statements-Refer Note 38 to the financial statements;
 - The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- (a) The respective Managements of the companies in the Group have represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;



Independent Auditor's Report

- (b) The respective Managements of the companies in the group have represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

3. The final dividend paid by the Parent during the year, in respect of the same declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

The interim dividend declared and paid by the Parent during the year is in accordance with section 123 of the Act.

Parent has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

4. The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1 April 2023.

Based on our examination which included test checks, and on the basis of report of the statutory auditor of joint

venture, the Parent, its subsidiaries and joint venture incorporated in India have used accounting softwares for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective softwares. However, in case of the Parent, the feature of recording audit trail (edit log) facility was not enabled to log any direct data changes for the accounting softwares used for maintaining the books of account at its Delhi office for 1st quarter of Financial year 2023-24.

Further, for the periods where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instance of the audit trail feature being tampered with.

5. With respect to the matters specified in paragraphs 3(xxi) and 4 of Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by Central Government in terms of Section 143 (11) of the Act, to be included in the Auditor's Report, according to the information and explanations given to us for the Parent, its Subsidiaries and Joint Venture included in the consolidated financials statements of the company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For **Arora Gupta & Co.**
Chartered Accountants
Firm Registration No: - 021313C

Sd/-
Amit Arora
Partner

Place: New Delhi
Dated: May 29, 2024

Membership No: - 514828
ICAI UDIN No:
24514828BKEGIT6128



Annexure - A

to the Independent Auditor's Report on Consolidated financial statements of Shivalik Bimetal Controls Limited

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2024, we have audited the internal financial controls over financial reporting of Shivalik Bimetal Controls Limited (hereinafter referred to as "the Company") and its Subsidiaries, which are Companies incorporated in India, as of that date, wherever applicable.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Respective Board of Directors of the Company and its jointly controlled Companies, which are Companies incorporated in India, to whom reporting under clause (i) of sub section 3 of Section 143 of the Act is respect of adequacy of Internal financial controls over financial reporting is applicable, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their report referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting with reference to these consolidated annual financial statements is a process

designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the Company; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, reference to these consolidated annual financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, to the best of our information and according to the explanations given to us, the company and its jointly controlled companies, which are companies incorporated in India, have in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

OTHER MATTERS

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting reference to these consolidated financial statements in so far as it relates to one of the Joint Venture, which are companies incorporated in India, is based on the corresponding report of the auditor of such Company incorporated in India. Our opinion is not qualified in respect of this matter.

For **Arora Gupta & Co.**
Chartered Accountants
Firm Registration No: - 021313C

Sd/-
Amit Arora
Partner

Place: New Delhi
Dated: May 29, 2024

Membership No: - 514828
ICAI UDIN No: 24514828BKEGIT6128



Consolidated Balance Sheet

as at 31st March, 2024

Consolidated Balance Sheet		(₹ in lakhs)	
Notes	As at 31 st March 2024	As at 31 st March 2023	
I. ASSETS			
Non-current assets			
(a) Property, Plant & Equipment	3	11,273.14	10,972.88
(b) Capital Work-in-Progress	3.1	1,266.21	532.62
(c) Right-of-use-Assets	3.2	20.17	36.58
(d) Goodwill	3.3	204.06	204.06
(e) Other Intangible Assets	3.3	266.13	347.71
(f) Intangible Assets Under Development	3.3	150.32	138.34
(g) Investment Property	4	191.86	191.86
(h) Financial Assets			
(i) Investments	5	1,116.63	785.69
(ii) Other Financial Assets	6	50.51	44.08
(j) Other Non Current Assets	7	245.91	358.82
Total Non Current Assets		14,784.94	13,612.64
Current assets			
(a) Inventories	8	12,794.18	13,197.44
(b) Financial Assets			
(i) Trade Receivables	9	11,374.32	9,321.84
(ii) Cash and Cash Equivalents	10	3,859.89	1,768.23
(iii) Other Bank Balances	11	29.11	22.57
(iv) Others Financial Assets	12	876.38	8.44
(c) Other Current Assets	13	539.17	1,034.58
(d) Current Tax Assets	14	18.63	7.02
Total Current Assets		29,491.68	25,360.12
TOTAL ASSETS		44,276.62	38,972.76
II. EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	15	1,152.08	1,152.08
(b) Other Equity	16	32,998.52	25,397.76
Total Equity		34,150.60	26,549.84
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	1,227.21	2,236.10
(ii) Lease Liabilities	18	10.78	21.35
(b) Other Non Current Liabilities	19	0.78	1.52
(c) Provisions	20	111.39	90.32
(d) Deferred Tax Liabilities (Net)	21	556.54	546.85
Total Non-Current Liabilities		1,906.70	2,896.14
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	22	2,999.37	3,580.17
(ii) Lease Liabilities	23	10.58	28.88
(iii) Trade Payables			
a) Total outstanding dues of micro enterprises and small enterprises	24	120.94	164.05
b) Total outstanding dues of creditors other than micro enterprises and small enterprises	24	3,777.26	4,066.71
(iv) Other Financial Liabilities	25	724.70	774.82
(b) Other Current Liabilities	26	533.82	824.68
(c) Provisions	27	39.07	86.68
(d) Current Tax Liabilities	28	13.58	0.79
Total Current Liabilities		8,219.32	9,526.78
TOTAL EQUITY AND LIABILITIES		44,276.62	38,972.76
<i>The accompanying notes form an integral part of the consolidated financial statements.</i>	1 to 49		

As per our report of even date
For **Arora Gupta & Co.**
Chartered Accountants
Firm Registration No: 021313C

Sd/-
(Amit Arora)
Partner
Membership No.514828

For and on Behalf of the Board

Sd/-
(N.S. Ghumman)
Managing Director
DIN 00002052

Sd/-
(Rajeev Ranjan)
Chief Financial Officer

Sd/-
(S.S. Sandhu)
Chairman
DIN 00002312

Sd/-
(Aarti Sahni)
Company Secretary
Membership No. A25690

Place : New Delhi
Date : May 29, 2024



Consolidated Statement of Profit & Loss

for the year ended 31st March, 2024

Consolidated Statement of Profit & Loss for the		(₹ in lakhs, except per share data)		
Notes	Year Ended 31 st March 2024	Year Ended 31 st March 2023		
I	Revenue from Operations	29	50,892.90	47,037.21
II	Other Income	30	1,912.40	992.34
III	Total Revenue (I + II)		52,805.30	48,029.55
IV	Expenses			
(a)	Cost of Materials Consumed	31	29,723.85	26,262.32
(b)	Changes in Inventories of Finished Goods and Work-In-Progress	32	(1,442.60)	(1,746.37)
(c)	Employee Benefits Expense	33	4,274.04	3,810.10
(d)	Finance Costs	34	492.98	704.19
(e)	Depreciation & Amortisation	3	1,205.20	1,054.74
(f)	Manufacturing & Other Expenses	35	7,708.77	7,816.39
	Total expenses		41,962.24	37,901.37
V	Profit before Exceptional items and tax (III-IV)		10,843.06	10,128.18
VI	Share of Profit of Joint Venture		332.39	102.64
VII	Profit Before exceptional items and tax (V +VI)		11,175.45	10,230.82
VIII	Exceptional Items (Income)/Expense		-	-
IX	Profit before tax (VII-VIII)		11,175.45	10,230.82
X	Tax expense			
(a)	Current tax	36	2,743.40	2,520.78
(b)	Current tax related to previous years	36	(4.19)	(30.10)
(c)	Deferred tax	36	9.70	(170.19)
	Total Tax expense		2,748.91	2,320.49
XI	Profit for the years (IX-X)		8,426.54	7,910.33
XII	Other Comprehensive Income			
i.	Items that will not be reclassified to Statement of Profit and Loss			
	‘- Remeasurement of defined benefit obligation		(22.87)	(53.79)
	‘- Income tax on above		5.79	13.54
	‘- Shares of Other Comprehensive Income in Joint Ventures		(2.24)	-
	Other Comprehensive Income (Net of Tax)		(19.32)	(40.25)
XIII	Total Comprehensive Income for the Period (XI+XII)		8,407.22	7,870.08
XIV	Earnings per equity share			
	Basic & Diluted (₹)	37	14.59	13.66
	<i>The accompanying notes form an integral part of the consolidated financial statements.</i>	1 to 49		

As per our report of even date
For **Arora Gupta & Co.**
Chartered Accountants
Firm Registration No: 021313C

Sd/-
(Amit Arora)
Partner
Membership No.514828

Place : New Delhi
Date : May 29, 2024

For and on Behalf of the Board

Sd/-
(N.S. Ghumman)
Managing Director
DIN 00002052

Sd/-
(Rajeev Ranjan)
Chief Financial Officer

Sd/-
(S.S. Sandhu)
Chairman
DIN 00002312

Sd/-
(Aarti Sahni)
Company Secretary
Membership No. A25690



Consolidated Cash Flow Statement

for the year ended March 31, 2024

(₹ in Lakhs)

Consolidated Cash Flow Statement for the	Year Ended 31 st March, 2024	Year Ended 31 st March, 2023
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax	11,175.45	10,230.82
Adjustments for:		
Depreciation and amortisation expense	1,205.20	1,054.74
Share of (Profit)/Loss of Joint Venture	(332.39)	(102.64)
Gain on Fair Valuation of previous held equity Interest	-	(329.16)
Finance Cost	492.98	704.19
Interest Income	(158.22)	(54.32)
Net (Gain)/loss arising on financial instruments designated as FVTPL	(0.80)	(0.88)
Amortisation of Government Grant	(0.96)	(0.96)
Liabilities/Provisions Written Back	(12.79)	(7.84)
Unrealised foreign exchange loss/(gain) on borrowings	1.23	114.43
Loss Allowance for doubtful receivables	0.30	0.36
(Profit)/Loss on Sale of Property, Plant and Equipment (Net)	(41.29)	(11.64)
Dividend received	(0.40)	(0.40)
Operating Profit before Working Capital changes	12,328.31	11,596.70
Adjustment for :		
Trade receivables	(2,052.78)	(2,181.66)
Inventories	403.26	(660.23)
Trade Payables	(319.77)	(531.77)
Other Assets	(397.52)	451.71
Other Liabilities	(340.16)	529.29
Provisions	(49.41)	47.77
Cash generated from operations	9,571.93	9,251.81
Income Tax paid	(2,720.63)	(2,669.37)
Net Cash generated from Operating Activities (A)	6,851.30	6,582.44
B. CASH FLOW FROM INVESTING ACTIVITIES		
Payment for Purchase of Property Plant and Equipment, Intangible assets & CWIP	(2,179.80)	(3,203.22)
Payment for Acquisition of Subsidiary(s)	-	(1,328.31)
Capital Advances	114.28	109.83
Proceeds from Sale of Property Plant and Equipment	68.06	26.22
Interest Income	158.22	54.32
Dividend Received	0.40	0.40
Advance Against Sale of Investment Property	-	30.00
Net cash (used in)/ from Investing activities (B)	(1,838.84)	(4,310.76)



Consolidated Cash Flow Statement

for the year ended March 31, 2024 *continued*

(₹ in Lakhs)

Consolidated Cash Flow Statement for the	Year Ended 31 st March, 2024	Year Ended 31 st March, 2023
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Long Term Borrowings*	687.86	2,925.57
Repayment of Long Term Borrowings*	(1,927.50)	(1,947.88)
Proceeds from Short Term Borrowings (net)*	(351.28)	(1,627.55)
Principal payment of lease liability	(28.89)	(30.92)
Interest Paid	(501.19)	(694.90)
Dividend Paid	(799.80)	(473.58)
Net Cash generated from Financing activities (C)	(2,920.80)	(1,849.27)
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	2,091.66	422.41
Cash and Cash Equivalents (Opening Balance)	1,768.23	1,086.90
Cash and Cash Equivalents Acquired in Business Combination	-	258.92
Cash and Cash equivalents (Closing Balance)	3,859.89	1,768.23
* Refer note no. 22.1 for changes in liabilities due to financing activities		
The accompanying notes form an integral part of the consolidated financial statements.	1 to 49	

As per our report of even date
For **Arora Gupta & Co.**
Chartered Accountants
Firm Registration No: 021313C

Sd/-
(Amit Arora)
Partner
Membership No.514828

Place : New Delhi
Date : May 29, 2024

For and on Behalf of the Board

Sd/-
(N.S. Ghumman)
Managing Director
DIN 00002052

Sd/-
(Rajeev Ranjan)
Chief Financial Officer

Sd/-
(S.S. Sandhu)
Chairman
DIN 00002312

Sd/-
(Aarti Sahni)
Company Secretary
Membership No. A25690



Consolidated Statement of Changes in Equity

A. EQUITY SHARE CAPITAL

(₹ in Lakhs)		
Balance as at 1 st April, 2023	Changes in equity share capital during the year*	Balance as at 31 st March, 2024
1152.08	-	1,152.08
Balance as at 1 st April, 2022	Changes in equity share capital during the year*	Balance as at 31 st March, 2023
768.06	384.02	1,152.08

*Refer note 15.1

B. OTHER EQUITY

(₹ in Lakhs)			
Particulars	Capital Reserve	Retained Earnings	Total
Balance as at 1st April, 2022	0.57	18,391.17	18,391.74
Profit for the year	-	7,910.33	7,910.33
Other Comprehensive income for the year (net of tax)	-	(40.25)	(40.25)
Transactions with owners			
Dividends Paid	-	(480.04)	(480.04)
Issuance of Bonus Shares		(384.02)	(384.02)
Balance as at 31st March, 2023	0.57	25,397.19	25,397.76
Profit for the year	-	8,426.54	8,426.54
Other Comprehensive income for the year (net of tax)	-	(19.32)	(19.32)
Transactions with owners			
Dividends Paid	-	(806.46)	(806.46)
Balance as at 31st March, 2024	0.57	32,997.95	32,998.52
<i>The accompanying notes form an integral part of the consolidated financial statements.</i>	1 to 49		

As per our report of even date
For **Arora Gupta & Co.**
Chartered Accountants
Firm Registration No: 021313C

Sd/-
(Amit Arora)
Partner
Membership No.514828

Place : New Delhi
Date : May 29, 2024

For and on Behalf of the Board

Sd/-
(N.S. Ghumman)
Managing Director
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Chairman
DIN 00002312

Sd/-
(Aarti Sahni)
Company Secretary
Membership No. A25690



Significant Accounting Policies

(Forming part of Consolidated Financial Statements for the year ended 31st March, 2024)

1. GROUP OVERVIEW

The Consolidated financial statements comprise financial statements of Shivalik Bimetal Controls Limited ("SBCL" "the Company" or "the Parent") and its Wholly Owned Subsidiary Companies & Joint venture Company

- Shivalik Engineered Products Private Limited (Wholly Owned Subsidiary),
- Shivalik Bimetal Engineers Private Limited (Wholly Owned Subsidiary),
- Innovative Clad Solutions Private Limited (Joint venture)

(Collectively referred to as "the Group") for the financial year ended March 31, 2024.

The Company's shares are listed on BSE Ltd. (BSE) & on National Stock Exchange (NSE).

The Group is engaged in the business of manufacturing & sales of Thermostatic Bimetal / Trimetal strips, components, Spring Rolled Stainless Steels, Electron Beam Welded Shunt Materials (Strip & Finished Components), Cold Bonded Bimetal Strips and Parts, Snap Action Discs, CNC Formed Coils of Bimetals / Trimetals, Electrical Contacts, Tools & Dies etc. The Group Products find application primarily in manufacturing of Switchgears, Circuit Breakers, Automotive's, Energy Meters and various other Electrical and Electronic devices.

The Group's Consolidated Financial Statements are approved for issue by the Board of Directors on May 29, 2024.

Compliance with Ind AS

The Consolidated financial statements of the Group have been prepared in accordance with the Indian Accounting standards ('Ind AS'), notified under Section 133 read with rule 3 of Companies (Indian Accounting Standards) Rules 2015, and Companies (Indian Accounting Standards) Amendment Rules, 2016, and the relevant provisions of the Companies Act, 2013 (Collectively, "Ind AS").

2. MATERIAL ACCOUNTING POLICIES

The material accounting policies applied by the Group in the preparation of its Consolidated financial statements are listed below.

2.1 Basis of Preparation of Consolidated Financial Statements

These Consolidated financial statements are prepared, under the historical cost convention on the accrual basis except for certain financial instruments and defined benefit plans, which are measured at fair values or amortised cost at the end of each period.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification as per Company's normal operating cycle.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current

Current liabilities include the current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

The Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

The Consolidated Financial Statements are presented in Indian rupee (₹) and all values are rounded to the nearest Lakhs and two decimals thereof, except if otherwise stated.

2.2 Principles of Consolidation

The Consolidated financial statements include the financial statements of the holding company, Joint venture and subsidiary(s).

Joint Venture

Investment in Joint Venture has been accounted under the Equity Method as per Ind AS 28- "Investment in Associates and Joint Ventures".

The Group accounts for its share of Post-Acquisition changes in net assets of joint venture, after eliminating unrealized profits and losses resulting from transactions between the group its Joint Ventures.

Subsidiary(s)

The financial statements of subsidiary(s) are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

The standalone financial statements of the Holding Company and financial statements of the subsidiary(s) are consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, incomes and expenses, after eliminating intra-group balances, intra-group transactions and any unrealised incomes and expenses arising from intra-group transactions.

These consolidated financial statements are prepared by applying uniform accounting policies in use at the Group.

The excess of cost to the Group of its investment in subsidiaries, on the acquisition dates over and above



Significant Accounting Policies

(Forming part of Consolidated Financial Statements for the year ended 31st March, 2024)

the Group's share of equity in the subsidiary(s), is recognised as 'Goodwill on Consolidation' being an asset in the consolidated financial statements. The said Goodwill is not amortised, however, it is tested for impairment at each Balance Sheet date and the impairment loss, if any, is provided for.

2.3 Use of Estimates

The preparation of Consolidated financial statements in conformity with Generally Accepted Accounting Principles (GAAP) including Ind-AS requires the management to make estimates and assumptions that affect the reported balance of assets and liabilities and disclosures of contingent liabilities on the date of Consolidated financial statements and the reported amounts of revenues and expenses during the reporting period.

Management believes that the estimates used in the preparation of Consolidated financial statements are prudent and reasonable. Accounting estimates could change from period to period. The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods affected.

Group uses primarily following accounting estimates and judgements in preparation of its Consolidated Financial Statements

a) Useful Life of Property Plant and Equipment

The group reviews the estimated useful life and residual value of Property, Plant and Equipment at the end of each reporting period.

This reassessment may result in change in depreciation expense in future periods.

b) Employee Benefits

The accounting of employee benefit plan in the nature of defined benefits, requires the group to use assumptions. These assumptions have been explained under employee benefits note no. 2.8.

c) Leases

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain

to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate.

d) Provisions and Contingent Liabilities

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with Ind AS 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events has required best judgment by management regarding the probability of exposure to potential loss. The timings of recognition and quantification of the liability requires the application of judgment to existing facts and circumstances, which can be subject to change.

e) Revenue

The Group assesses the products/services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

Judgement is also required to determine the transaction price for the contract. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component.

The Group uses judgement to determine an appropriate Consolidated selling price for a performance obligation. The Group allocates the transaction price to each performance obligation on the basis of the relative Consolidated selling price of each distinct product or service promised in the contract.

The Group exercises judgement in determining whether the performance obligation is satisfied at a appoint in time.

Regardless recognition of Income relating to service the Group considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.



Significant Accounting Policies

(Forming part of Consolidated Financial Statements for the year ended 31st March, 2024)

2.4 Revenue Recognition

Revenue from sale of products/goods & services is recognized upon satisfaction of the performance obligation by transferring the control of promised products or provision of services to a customer in an amount that reflects the consideration which a Group expects to receive in exchange for those products or services.

Revenue is recognized net of returns and is measured based on the transaction price, which is the consideration, adjusted for trade discounts, incentives etc agreed as a term of contract. Revenue also excludes taxes collected from customers.

Income from Interest is recognized using Effective Interest rate method. Dividend income from investments is recognized when the shareholder's right to receive payment has been established. Rental Incomes are recognized on periodic basis.

Export Incentive Entitlements are recognized as Income when right to receive credit as per the terms of the scheme is established in respect of eligible exports made and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

Insurance claim are accounted for on the basis of claims admitted/expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

All other incomes are accounted on accrual basis.

2.5 Foreign Currency Transactions

The functional and presentation currency of the Group is Indian Rupee ("₹") which is the currency of the primary economic environment in which the Group operates.

The transactions in the currencies other than the entity's functional currency (foreign currency's) are accounted for at the exchange rate prevailing on the transaction's date.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency at closing rates of exchange at the reporting date and the resultant difference is charged/ credited in Consolidated Statement of Profit & Loss account.

Exchange differences arising on settlement or translation of monetary items are recognized in Consolidated Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets.

Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated on reporting date.

2.6 Borrowing Costs

Borrowing Costs that are attributable to the acquisition or construction of qualifying assets are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use.

All other Borrowing costs are recognized in the Consolidated Statement of Profit and Loss in the period in which they are incurred.

Borrowing costs include interest and exchange difference arising from currency borrowing to the extent they are regarded as an adjustment to the interest cost.

2.7 Government Grant and Assistance

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to income are recognised in the Statement of Profit and Loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to property, plant and equipment are included in non-current liabilities as deferred income and are credited to Statement of Profit and Loss on a systematic basis over the expected lives of the related assets and presented within other income.

2.8 Employees' Benefits

Defined Contribution Plans:

The Group has contributed to State Governed Provident Fund scheme, Employees State Insurance scheme and Employee Pension Scheme which are defined contribution plans. Contribution paid or payable under the scheme is recognized as expense during the period in which employees have rendered the service entitling them to the contributions.

Defined Benefit Plans:

The employees' gratuity is a defined benefit plan. The present value of the obligation under such plan is determined based on the Actuarial Valuation using the projected unit credit method which recognizes each period of service as giving rise to an additional unit of employee benefit entitlement and measures each unit separately to build up the financial obligation. The Group has an employee gratuity fund managed by Life Insurance Corporation of India (LIC).

The gains or losses are charged to Consolidated Statement Profit and Loss Account.

Liability in respect of compensated absence is provided based on Actuarial Valuation using the projected unit credit method.



Significant Accounting Policies

(Forming part of Consolidated Financial Statements for the year ended 31st March, 2024)

Compensation to employees, who opt for retirement under the Voluntary Retirement Scheme of the Group, is charged to the Consolidated Statement of Profit & Loss in the year of exercise of option by the employee.

Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, bonus etc. are recognized in the period in which the employee renders the related service. A liability is recognized for the amount expected to be paid when there is a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

2.9 Taxes on Income

Current Tax

Tax on income for the current period is determined on the basis of taxable income and tax credits/ benefits computed in accordance with the provisions of the Income Tax Act 1961.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the Group has a legally enforceable right and also intends to settle the asset and liability on a net basis.

Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to same taxation authority.

Current and deferred tax are recognized in profit or loss, except when they are relating to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted at the balance sheet date.

2.10 Property, Plant and Equipment and Capital Work-In-Progress

The cost of Property, Plant and Equipment comprises its purchase price net of any trade discounts, if any and rebates, import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing cost attributable to the Qualifying Asset in compliance with Ind AS 23.

Expenditure incurred after the Property, Plant and Equipment have been put into operation, such as repairs and maintenance, are charged to the Consolidated Statement of Profit and Loss in the period in which the costs are incurred. Major shut-down and overhaul expenditure is capitalized as the activities undertaken improves the economic benefits expected to arise from the asset.

An item of Property, Plant and Equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of Property, Plant and Equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in Consolidated Statement of Profit and Loss.

Property, Plant and Equipment except freehold land held for use in the production, supply or administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses, if any. Freehold lands are stated at cost.

Depreciation commences when the assets are ready for their intended use. Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation is recognized so as to write off the cost of assets (other than freehold land) less their residual values over their useful lives, using straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

When significant parts of plant and equipment are required to be replaced at intervals, the Group



Significant Accounting Policies

(Forming part of Consolidated Financial Statements for the year ended 31st March, 2024)

depreciates them separately based on estimate of their specific useful lives.

Major overhaul costs are depreciated over the estimated life of the economic benefit derived from the overhaul. The carrying amount of the remaining previous overhaul cost is charged to the Consolidated Statement of Profit and Loss if the next overhaul is undertaken earlier than the previously estimated life of the economic benefit.

Capital work-in-progress represents the cost of Property, Plant and Equipment that are not yet ready for their intended use at the reporting date.

The group reviews the residual value, useful lives and depreciation method annually and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

Cost of in-house assembled/fabricated Property, Plant & Equipment comprise those costs that relate directly to the specific assets and other costs that are attributable to the assembly/fabrication thereof.

Depreciation on Property, Plant & Equipment is provided based on useful lives of assets as prescribed in Schedule-II to Companies Act 2013 except in respect of followings assets where estimated useful life is different than these mentioned in Schedule II are as follows: -

i) Plant & Machinery*	15-30 Years
ii) Dies & Tools	2 Years
iii) Assets costing below Rs. 5,000/-	1 Year
iv) Temporary Building Shed	3 Years
v) Machinery Spares	2-10 Years
vi) Leasehold Land	Lease term

* For certain Plant & Machineries where the useful life of assets is different from those prescribed under Part C of Schedule II of Companies Act 2013, an internal assessment & Independent technical evaluation has been carried out by external Chartered Engineer. The management believes that the useful lives as given above, best represents the period over which Group expects to use these assets.

2.11 Intangible Assets

Intangible assets are initially recorded at consideration paid for acquisition of such assets and are subsequently carried at cost less accumulated depreciation or amortization and accumulated impairment loss, if any. Amortization is recognized on a straight-line basis over their estimated useful lives.

Estimated useful life of Intangible Assets as follows:

i) Software	3-6 Years
ii) Other Intangible	5 Years

2.12 Inventories

Basis of valuation of Inventories;

- Raw materials, stores and spares: At cost, on "FIFO" basis;
- Work-in-progress: At raw material cost plus related cost of conversion including appropriate overheads;
- Finished goods: At cost or net realisable, whichever is less;
- Saleable Scrap is valued at estimated realizable value.

Raw Material, Work-In-Progress and other supplies are not valued below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will not exceed their net realisable value. The comparison of cost and net realisable value is made on item by item basis.

Cost of raw materials include cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

Cost of finished goods and work in progress include cost of direct materials, labour and appropriate overheads based on the normal operating capacity.

2.13 Impairment of non-financial assets

'The Carrying amounts of assets are reviewed at each Balance Sheet date and if there is any indication to the effect that the recoverable amount of the Asset/ CGU (Cash Generating Unit) is less than its carrying amount, the difference is treated as "Impairment Loss". The recoverable amount is greater of the asset's net selling price less cost to sell and value in use.

'Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired, the impairment loss is recognized in the Consolidated Statement of Profit and Loss account.

2.14 Leases

The Group lease asset classes primarily consist of leases for land and buildings. The Group assesses whether a contract contains a lease, at inception of a contract.

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- the contract involves the use of an identified asset
- the Group has substantially all of the economic benefits from use of the asset through the period of the lease and;
- the Group has the right to direct the use of the asset.



Significant Accounting Policies

(Forming part of Consolidated Financial Statements for the year ended 31st March, 2024)

Company as Lessee

At the date of commencement of the lease, the group recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

Right-of-Use Assets (ROU)

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

Lease Liabilities

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Group changes its assessment of whether it will exercise an extension or a termination option. Lease liability and ROU assets have been separately presented in the Consolidated Financial Statements and lease payments have been classified as financing cash flows.

Company as Lessor

Leases for which the Group is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a

finance lease. All other leases are classified as operating leases.

For operating leases, rental income is recognized on a straight-line basis over the term of the relevant lease.

Short Term Leases are Leases for Low Value Assets

The Group apply the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term 12 months and less from the commencement date and do not contain a purchase options).

It also applies the leave of low-value assets recognition exemption to leases that are considered of low values. Leases payments on such leases are recognised as expense on straight line basis over the lease term.

2.15 Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

2.16 Cash Flow Statements

Consolidated Cash flows are reported using the indirect method, whereby Profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the Group are segregated.

2.17 Financial Instruments

A Financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

A. Initial Recognition and Measurement

The Group recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognized using trade date accounting.

B. Subsequent Measurement

a) Financial assets carried at amortized cost (AC)

A financial asset is measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual



Significant Accounting Policies

(Forming part of Consolidated Financial Statements for the year ended 31st March, 2024)

cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b) Financial assets at fair value through other comprehensive income (FVTOCI).

A financial asset is measured at FVTOCI, if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c) Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL. This includes equity investment in other than Joint Ventures and Associates.

C. Impairment of Financial Assets

In accordance with Ind AS 109, the Group uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

Lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables Group applies 'simplified approach' which requires expected lifetime losses to be recognized from initial recognition of the receivables. The Group uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rate are reviewed and changes in the forward-looking estimates are analysed.

Financial Liabilities

A. Initial Recognition and Measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognized in the Consolidated Statement of Profit and Loss as finance cost.

B. Subsequent Measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and

other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Derivative Financial Instruments

The Group enters into derivative financial instruments to manage its exposure to foreign exchange rate risks, in the form of foreign exchange forward contracts. Derivatives are initially recognized at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognized in Consolidated Statement of Profit and Loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in Consolidated Statement of Profit and Loss depends on the nature of the hedge item.

Derecognition of Financial Instruments

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Group balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

The carrying value and fair value of financial instruments by categories as at March 31, 2024 are disclosed at Note No. 45.

2.18 Research and Development Expenditure

Key focus area of Research and Development (R&D) activities at Shivalik includes;

- Optimising of resource utilisation.
- Quality & productivity improvements and cost optimization through process efficiency improvements.
- Product development, customisation and new applications.

Revenue as well Capital expenditure pertaining to research and development and costs pertaining to manpower directly part of R&D activities is charged to the Consolidated Statement of Profit and Loss.

2.19 Earnings Per share

- (i) Basic Earnings Per Share.

Basic Earnings per Share is computed by dividing:

- a. net profit or loss for the period attributable to equity shareholders

Significant Accounting Policies

(Forming part of Consolidated Financial Statements for the year ended 31st March, 2024)

Notes on Consolidated Financial Statements

for the year ended 31st March, 2024

- b. by the weighted average number of Equity Shares outstanding during the period
- (ii) Diluted earnings per share
- Diluted earnings per share adjusts the figures used in determination of basic earnings per share to take into account:
- the after-income tax effect of interest and other financing costs associated with dilutive potential equity and;
 - the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

2.20 Provision and Contingent Liabilities

Provisions are recognized for liabilities that can be measured only by using substantial degree of estimation, if

- the Group has a present obligation as a result of past event,
- a probable outflow of resources is expected to settle the obligation; and
- the amount of the obligation can be reliably estimated.

Contingent liability is disclosed in case of

- a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- a present obligation arising from past events, when no reliable estimate is possible; and
- a possible obligation arising from past events where the probability of outflow of resources is not remote.

Provisions and contingent liabilities are reviewed at each Balance Sheet date.

2.21 Segment reporting

The Group business activity primarily falls within a single segment i.e. Process and Product Engineering. The geographical segments considered are “within India” and “outside India”. The analysis of geographical segments is based on geographical location of the customers.

2.22 Business Combination

Business combinations (other than business combinations between common control entities) are accounted for using the purchase (acquisition) method. The cost of an acquisition is measured as the fair value of the consideration transferred, equity instruments issued and liabilities incurred or assumed at the date of exchange. The consideration transferred does not include amounts related to the settlement of pre-existing relationships; such amounts are generally recognised in the Consolidated Statement of Profit and Loss and Other Comprehensive Income. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities & contingent liabilities assumed in a business combination are measured initially at fair value at the date of acquisition. Transaction costs incurred in connection with a business combination are expensed as incurred. The excess of the consideration transferred over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised in other comprehensive income and accumulated in equity as capital reserve as a gain on bargain purchase. Business combinations between entities under common control are accounted at historical cost. The difference between the consideration paid/received and the carrying amount of assets and liabilities transferred is recorded in the capital reserve, a component of other equity. Business combinations arising from transfers of interests in entities that are under the common control are accounted for as if the acquisition had occurred at the beginning of the earliest comparative period presented or, if later, at the date that common control was established; for this purpose, comparatives are revised.

2.23 Recent accounting pronouncements

Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Group.

3. Property, Plant & Equipment

Particulars	₹ (in Lakhs)							Total
	Leasehold land*	Freehold Land	Buildings	Plant and Machinery	Furniture and Fixtures	Vehicles	Office Equipments	
Cost/Deemed Cost								
As at 1st April, 2022	504.57	330.06	2,664.24	7,071.90	249.30	599.05	197.63	11,616.75
Additions	48.35	-	333.05	2,727.46	59.63	64.92	72.15	3,305.56
Acquired in Business Combination	71.91	-	29.36	1,361.12	37.91	62.83	38.28	1,601.41
Less: Disposals	-	-	-	204.24	-	39.60	3.05	246.89
Add/(Less) : Other adjustments	-	-	(12.69)	-	-	-	-	(12.69)
As at 31st March, 2023	624.83	330.06	3,013.96	10,956.24	346.84	687.20	305.01	16,264.14
Additions	-	-	19.80	1,060.80	19.54	208.61	119.83	1,428.58
Acquired in Business Combination	-	-	-	-	-	-	-	-
Less: Disposals	-	-	-	207.59	7.72	264.79	16.57	496.67
Add/(Less) : Other adjustments	-	-	-	-	-	-	-	-
As at 31st March, 2024	624.83	330.06	3,033.76	11,809.45	358.66	631.02	408.27	17,196.05
Accumulated depreciation								
As at 1st April, 2022	41.02	-	356.03	2,868.03	194.38	351.16	129.54	3,940.16
Depreciation charged for the year	8.21	-	87.75	739.30	17.19	59.96	39.78	952.19
Acquired in Business Combination	0.48	-	-	546.88	28.55	27.09	28.22	631.22
Less: Depreciation on disposals	-	-	-	201.51	-	27.82	2.98	232.31
As at 31st March, 2023	49.71	-	443.78	3,952.70	240.12	410.39	194.56	5,291.26
Depreciation charged for the year	8.58	-	93.03	837.00	14.18	67.65	44.38	1,064.82
Acquired in Business Combination	0.07	-	5.87	26.21	1.13	1.49	1.97	36.73
Less: Depreciation on disposals	-	-	-	206.19	1.85	245.88	15.98	469.90
As at 31st March, 2024	58.36	-	542.68	4,609.72	253.58	233.65	224.93	5,922.92
Net Block								
As at 31st March, 2024	566.47	330.06	2,491.08	7,199.73	105.08	397.37	183.34	11,273.14
As at 31st March, 2023	575.12	330.06	2,570.18	7,003.54	106.72	276.81	110.45	10,972.88

*Leasehold Land represents Land on long term lease basis.(refer note no. 42.1)

Refer note 38(B) for disclosure of contractual commitments for the acquisition of Property, Plant and Equipment.

Refer note no.17 and 22 for information on Property, plant and equipment hypothecated as security by the company against borrowings.

Notes on Consolidated Financial Statements

 for the year ended 31st March, 2024 *continued*

3.1 Capital Work-In-Progress (CWIP)

Particulars	(₹ in Lakhs)	
	As at 31 st March 2024	As at 31 st March 2023
Opening Balance	532.62	652.61
Additions during the year*	1,619.88	2,242.51
Acquired in Business Combination	-	32.32
Capitalised during the year	886.29	2,394.82
Closing Balance	1,266.21	532.62

* Includes Borrowing Cost transferred during the year aggregating to ₹ 47.44 Lakhs (Previous Year: ₹ 64.82 Lakhs). (refer note no.34)

Ageing schedule- Capital work-in-progress as at March 31, 2024 is, as follows:

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Capital work-in-progress	810.27	428.23	27.71	-	1,266.21
	(532.62)	-	-	-	(532.62)

Figures in () represents previous year figures

3.2 Right-of-Use Assets

Particulars	(₹ in Lakhs)	
	Right-of-Use Assets (Buildings)	Right-of-Use Assets (Buildings)
Cost/Deemed Cost		
As at 1 st April, 2022		174.56
Additions		31.57
Acquired in Business Combination		27.49
Less: Disposals		-
As at 31st March, 2023		233.62
Additions		-
Acquired in Business Combination		-
Less: Disposals		-
As at 31st March, 2024		233.62
Accumulated amortisation		
As at 1 st April, 2022		160.19
Amortisation for the year		17.76
Acquired in Business Combination		19.09
Less: Amortisation on disposals		-
As at 31st March, 2023		197.04
Amortisation for the year		16.41
Acquired in Business Combination		-
Less: Amortisation on disposals		-
As at 31st March, 2024		213.45
Carrying Value		
As at 31 st March, 2024		20.17
As at 31 st March, 2023		36.58

Notes on Consolidated Financial Statements

 for the year ended 31st March, 2024 *continued*

3.3 Goodwill, Other Intangible Assets & Intangible Assets Under Development*

Particulars	(₹ in Lakhs)				Total Other Intangible Assets	Goodwill	Intangible Assets Under Development
	Softwares	Customer Relationship	Technical Know-how	Total			
Cost/Deemed Cost							
As at 1 st April, 2022	64.25	-	-	64.25	-	102.18	36.16
Additions	16.59	-	-	16.59	-	-	-
Acquired in Business Combination**	0.36	247.72	157.00	405.08	204.06	-	-
Less: Disposals	-	-	-	-	-	-	-
As at 31st March, 2023	81.20	247.72	157.00	485.92	204.06	138.34	11.98
Additions	6.67	-	-	6.67	-	-	-
Acquired in Business Combination**	-	-	-	-	-	-	-
Less: Disposals	-	-	-	-	-	-	-
As at 31st March, 2024	87.87	247.72	157.00	492.59	204.06	150.32	-
Accumulated amortisation							
As at 1 st April, 2022	50.27	-	-	50.27	-	-	-
Amortisation for the year	6.64	49.54	31.40	87.58	-	-	-
Acquired in Business Combination	0.36	-	-	0.36	-	-	-
Less: Amortisation on disposals	-	-	-	-	-	-	-
As at 31st March, 2023	57.27	49.54	31.40	138.21	-	-	-
Amortisation for the year	7.31	49.54	31.40	88.25	-	-	-
Acquired in Business Combination	-	-	-	-	-	-	-
Less: Amortisation on disposals	-	-	-	-	-	-	-
As at 31st March, 2024	64.58	99.08	62.80	226.46	-	-	-
Carrying Value							
As at 31 st March, 2024	23.29	148.64	94.20	266.13	204.06	150.32	138.34
As at 31 st March, 2023	23.93	198.18	125.60	347.71	204.06	138.34	-

*Other than internally generated

** Refer Note 46 " Business Combination

Ageing Schedule-Intangible assets under development as at March 31, 2024, is, as follows:

Particulars	Amount in CWIP for a period of			Total
	Less than 1 Year	1-2 years	2-3 years	
Project-in-progress*	11.97	36.16	34.91	150.32
	(36.16)	(34.91)	(0.30)	(138.34)
			67.28	
			(66.97)	

Figures in () indicates previous year figures

* Project is expected to be completed and capitalised during the FY 2024-25.

**Notes on Consolidated Financial Statements**for the year ended 31st March, 2024 *continued***4. Investment Property**

(₹ in lakhs)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Freehold Land at Kandaghat, Solan (Fair Market Value ₹ 360 Lakhs)*	191.86	191.86
	191.86	191.86

*As per "Agreement to Sell" dated 15th July 2022 executed with the prospective buyer, requisite approval is awaited from DIC Solan.

5. Investments (Non-Current)

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Investment(s) (at Cost)		
In Equity Instruments of ;		
Joint Venture Companies		
i) Unquoted Equity Instrument of "Innovative Clad Solutions Private Limited" of face value ₹ 10/- each, fully paid up. (No. of Shares)	780.02 (16,086,003)	780.02 (16,086,003)
Add/Less: Interest In Joint Venture share of profit	329.21	(0.94)
	1,109.23	779.08
Investments (at Fair Value Through Profit or Loss)		
In Equity Shares of Other Company		
i) Unquoted Equity Instrument of "Shivalik Solid Waste Management Limited" of face value ₹ 10/- each, fully paid up. (No. of Shares)	7.40 (20,000)	6.61 (20,000)
	1,116.63	785.69

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Aggregate amount of unquoted investments	1,116.63	785.69
Aggregate amount of quoted investments	-	-
Aggregate amount of impairment in the valuation of Investment	-	-
	1,116.63	785.69

**Notes on Consolidated Financial Statements**for the year ended 31st March, 2024 *continued***6. Other Financial Assets**

(₹ in lakhs)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Security Deposits ;		
Government Undertakings /Authorities	38.40	33.34
Others	12.11	10.74
	50.51	44.08

7. Other Non Current Assets

(₹ in lakhs)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Capital Advances	242.03	356.31
Prepaid Expenses	3.88	2.51
	245.91	358.82

8. Inventories

(Refer note no. 2.12 for basis of valuation)

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Raw Materials	4,296.45	6,185.61
Work-in-Progress	5,962.76	4,374.30
Finished goods	2,082.23	2,233.31
Stores, Spares and Packing Material	430.69	387.40
Scrap	22.05	16.82
	12,794.18	13,197.44
Material in Transit (Included in Inventories, above)		
i) Raw Material	443.36	1,007.88
ii) Stores, Spares and Packing Material	6.60	8.00
	449.96	1,015.88

Refer note 22 for hypothecation/charge created.**9. Trade Receivables**

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Secured, Considered Good	51.18	23.33
Unsecured-Considered Good		
Others	11,323.14	9,298.51
Considered Doubtful	3.36	4.16
Less: Allowances for Credit Losses*	(3.36)	(4.16)
	11,374.32	9,321.84

Notes on Consolidated Financial Statements

for the year ended 31st March, 2024 *continued*

Trade Receivables ageing schedule

(₹ in lakhs)

Particulars	Outstanding for following period from the due date of payment						Total
	No Due	Less than 6 months	6 Months to 1 year	1-2 years	2-3 years	More than 3 years	
i) Undisputed Trade Receivables-considered good	9,746.43 (6,214.39)	1,607.48 (3,093.69)	5.36 (13.76)	15.05	-	-	11,374.32 (9,321.84)
ii) Undisputed Trade Receivables-considered doubtful	-	-	-	-	-	-	3.36 (4.16)
iii) Disputed Trade Receivables-considered good	-	-	-	-	-	-	-
iv) Disputed Trade Receivables-considered doubtful	-	-	-	-	-	-	-

Figures in () indicates previous year figures

Refer note 22 for hypothecation/charge created.

**In determining the allowances for credit losses of trade receivables, the Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in the provision matrix.

(i) Movements in allowance of credit losses of receivables;

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Balance at the beginning of the Year	4.16	3.45
Add: Charge/(Reverse) in Statement of Profit and Loss	0.30	0.07
Add: Acquired in Business Combination	-	1.65
Less: Utilised during the Year*	1.10	1.01
Balance at the end of the Year	3.36	4.16

*During the year, the Group has written off Irrecoverable trade receivables aggregating to ₹ 1.10 lacs (Previous Year ₹ 1.01 Lacs).

Notes on Consolidated Financial Statements

for the year ended 31st March, 2024 *continued*

10. Cash and Cash Equivalents

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Balances with banks in		
- Current Accounts	1,116.70	1,333.67
- Fixed Deposits	2,737.86	429.96
Cash on hand	5.33	4.60
	3,859.89	1,768.23

There are no repatriation restrictions with respect to cash and bank balances as at the end of the reporting period and prior periods.

11. Other Bank Balances

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Unpaid Dividend held in Bank Accounts#	28.91	22.25
Margin Money Deposit against Bank Guarantee (s)*	0.20	0.32
	29.11	22.57

Balance in Unpaid Dividend account has restricted use.

*Deposits with maturity more than three months but less than 12 months, held by the Group are not available for use, as these are pledged with Banks against guarantee(s) given to Government authorities.

12. Other Financial Assets

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Advances to Employees	1.61	1.21
Government Grant - Incentive#	855.10	-
Custom Duty Receivable*	11.00	-
Security Deposits - Others	0.52	3.54
Others	8.15	3.69
	876.38	8.44

#Refer note no. 30

* Deposited against demand raised as such considered refundable.

13. Other Current Assets

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Unamortised cost of Tool	1.03	3.35
Prepaid Expenses	152.24	174.95
Balances with Revenue authorities	340.95	766.25
Export Incentive*	0.07	14.78
Investment in Gold Coins	22.37	22.37
Investment in Gold Bonds	-	13.00
Advances to suppliers	22.11	37.51
Others	0.40	2.37
	539.17	1,034.58

* Includes ₹ 0.07 lakhs (Previous Year ₹ 6.37 lakhs) on account of Scrips in hand.

Notes on Consolidated Financial Statements

for the year ended 31st March, 2024 *continued*

14. Current Tax Assets

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Income Tax Refundable	18.63	7.02
	18.63	7.02

15. Equity Share Capital

(₹ in lakhs except per share basis)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Authorised Share Capital:		
Equity Shares of ₹ 2/- each (No. of Shares)	1,500.00 (75,000,000)	1,500.00 (75,000,000)
Issued, Subscribed and Paid Up:		
Equity Shares of ₹ 2/- each, fully paid up (No. of Shares)	1,152.08 (57,604,200)	1,152.08 (57,604,200)
Total	1,152.08	1,152.08

15.1 Reconciliation of Number of Shares

Particulars	Number of Shares	Amount (₹ in lakhs)
Balance as at 1st April, 2022	38,402,800	768.06
Shares Issued during the year	-	-
Shares Bought back during the year	-	-
Shares Issued as Bonus Shares	19,201,400	384.02
Balance as at 31st March, 2023	57,604,200	1,152.08
Shares Issued during the year	-	-
Shares Issued as Bonus Shares	-	-
Shares Bought back during the year	-	-
Balance as at 31st March, 2024	57,604,200	1,152.08

15.2 The Companies of the group have only one class of shares referred to as Equity shares having par value of ₹ 2/-. The holder of Equity Share is entitled to one vote per share.

15.3 In the event of liquidation of the Companies, the residual interest in the company's net assets shall be distributed to the shareholders in the proportion to the equity shares held.

15.4 (a) During the year, the parent company has paid a final dividend of ₹ 0.70 per share for FY 22-23 and an interim dividend of ₹ 0.70 per share for FY 23-24 which resulted in a cash outflow of ₹806.46 lakhs (previous year ₹ 480.04 lakhs).

(b) The Board of Directors of parent, in its meeting held on 29th May, 2024 have proposed a final dividend of ₹ 1.00 per equity share for the financial year ended 31st March 2024. The proposal is subject to the approval of shareholders at the Annual General Meeting and if approved would result in cash outflow of approximately ₹ 576.04 lakhs.

Notes on Consolidated Financial Statements

for the year ended 31st March, 2024 *continued*

Aggregate numbers of bonus shares issued by the Company, during the period of five years immediately preceding the reporting periods including current year:

Particulars	2023-24	2022-23	2021-22	2020-21	2019-20
Aggregate number and class of shares allotted as fully paid up by way of bonus shares	Nil	19,201,400	Nil	Nil	Nil

15.5 Shareholders holding more than 5% shares

Name of Shareholders	As at 31 st March, 2024		As at 31 st March, 2023	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Narinder Singh Ghumman	4,491,000	7.80	4,491,000	7.80
O D Finance and Investment Private Limited	7,606,171	13.22	7,606,171	13.20
TSL Holdings Private Limited	3,370,600	5.85	8,370,600	14.53
Angad Estates Private Limited	4,965,000	8.62	4,965,000	8.62

15.6 Shares held by promoters at the end of the year

S. No.	Promoter Name	As at 31 st March 2024			As at 31 st March 2023		
		No of Shares	% of total shares	% Change during the year	No of Shares	% of total shares	% Change during the year
1.	Satinderjeet Singh Sandhu	864,000	1.50	Nil	864,000	1.50	Nil
2.	Devinderjeet Singh Sandhu	-	-	(0.20)	114,000	0.20	Nil
3.	Manjit Kaur	264,000	0.46	Nil	264,000	0.46	Nil
4.	Tejinderjeet Kaur Ghumman	924,000	1.60	Nil	924,000	1.60	Nil
5.	Sarita Sandhu	648,000	1.12	Nil	648,000	1.12	Nil
6.	Jaspal Singh Dhillon	6,000	0.01	Nil	6,000	0.01	Nil
7.	Narinder Singh Ghumman	4,491,000	7.80	Nil	4,491,000	7.80	Nil
8.	Angad Sandhu	456,000	0.79	Nil	456,000	0.79	Nil
9.	Sumer Ghumman	3,000	0.01	Nil	3,000	0.01	Nil
10.	Gurbir Sandhu	-	-	(0.64)	367,273	0.64	Nil
11.	Amar Engineering Company Private Limited	2,121,465	3.68	Nil	2,121,465	3.68	Nil
12.	Angad Estates Private Limited	4,965,000	8.62	Nil	4,965,000	8.62	Nil
13.	OD Finance & Investment Private Limited	7,606,171	13.22	0.02	7,606,171	13.20	Nil
14.	TSL Holdings Private Limited	3,370,600	5.85	(8.68)	8,370,600	14.53	Nil
15.	Ultra Portfolio Management Private Limited	2,866,270	4.98	0.02	2,856,270	4.96	Nil
16.	B.S.Sandhu and Associates Private Limited	855,600	1.49	Nil	855,600	1.49	Nil
Total		29,441,106	51.13	(9.48)	34,912,379	60.61	-

**Notes on Consolidated Financial Statements**for the year ended 31st March, 2024 *continued***16. Other Equity**

Particulars	(₹ in lakhs)		
	Capital Reserve	Retained Earnings	Total
Balance as at 1st April, 2022	0.57	18,391.17	18,391.74
Profit for the year	-	7,910.33	7,910.33
Other Comprehensive income for the year (net of tax)	-	(40.25)	(40.25)
Transactions with owners			
Dividends paid	-	(480.04)	(480.04)
Issuance of Bonus Shares	-	(384.02)	(384.02)
Balance as at 31st March, 2023	0.57	25,397.19	25,397.76
Profit for the year	-	8,426.54	8,426.54
Other Comprehensive income for the year (net of tax)	-	(19.32)	(19.32)
Transactions with owners			
Dividends paid	-	(806.46)	(806.46)
Issuance of Bonus Shares	-	-	-
Balance as at 31st March, 2024	0.57	32,997.95	32,998.52

Capital Reserve represents interest received on "Calls in Arrears".

17. Borrowings (Non-Current)

Particulars	(₹ in lakhs)	
	As at 31 st March 2024	As at 31 st March 2023
Secured		
From Banks		
Rupee Loan ⁽¹⁾	482.96	553.05
Foreign Currency Loan	-	638.67
Vehicle Loan(s) ⁽²⁾	-	-
From Others		
Vehicle Loan(s) ⁽²⁾	-	7.79
Unsecured		
From Related Parties	744.25	1,036.59
Total (**)	1,227.21	2,236.10

(1) Rupee Term Loan from Indian Bank availed by Parent Company is secured by exclusive charge on Plant & Equipment and collaterally secured by equitable mortgage of Company's Factory Leasehold Land and Building, situated at Chambaghat, Solan, (H.P.). The Loan is repayable in equal monthly instalments ending in July, 2026.

(1) Rupee term Loan from Indian bank availed by Shivalik Engineered Products Private Limited (wholly owned subsidiary) is secured by hypothecation of assets created/to be created and second charge over current and fixed assets created from the credit facilities.

(2) Vehicle loans from Kotak Mahindra Prime Limited (NBFC) availed by Parent Company are secured by hypothecation of respective vehicles.

Unsecured Loans are repayable up to 5 years from the date of respective disbursements. Repayment of equal monthly installments are ending in March, 2028.

(**) Refer note no.22 for Current Maturities of long term borrowings

18. Lease Liabilities (Non Current)

Particulars	(₹ in lakhs)	
	As at 31 st March 2024	As at 31 st March 2023
Lease Liabilities	10.78	21.35
	10.78	21.35

Refer note no. 42.1

**Notes on Consolidated Financial Statements**for the year ended 31st March, 2024 *continued***19. Other Non Current Liabilities**

Particulars	(₹ in lakhs)	
	As at 31 st March 2024	As at 31 st March 2023
Government Grants pending amortization	0.78	1.52
	0.78	1.52

20. Provisions (Non Current)

Particulars	(₹ in lakhs)	
	As at 31 st March 2024	As at 31 st March 2023
Compensated absence	111.39	90.32
	111.39	90.32

21. Deferred Tax Liabilities (Net)

Particulars	(₹ in lakhs)	
	As at 31 st March 2024	As at 31 st March 2023
Deferred Tax Liabilities/ (Assets) in relation to		
Property, Plant and Equipment & Intangible assets	504.92	451.71
Employee Benefits	(64.36)	(52.06)
Debtors	(0.85)	(1.09)
Others	(0.74)	(5.94)
Right-to-Use-assets	-	8.10
Deferred Tax on business combination	117.57	146.13
Total	556.54	546.85

Movement in deferred tax account for the year

Particulars	(₹ in lakhs)	
	Charged to P&L during the year ended March 2024	Charged to P&L during the year ended March 2023
Property, Plant and Equipment & Intangible assets	53.21	124.01
Employee Benefits	(12.30)	(21.92)
Debtors	0.24	(0.22)
Others	5.20	(272.24)
Right-to-Use-assets	(8.10)	0.18
Deferred Tax on business combination	(28.56)	-
Total	9.70	(170.19)
Acquired in Business Combination	-	48.74
Assets Fair Valued in Business Combination	-	185.72
	-	234.46
Movement in Deferred Tax (Net)	9.70	64.27

Refer note no. 46

Notes on Consolidated Financial Statements

for the year ended 31st March, 2024 *continued*

22. Borrowings (Current)

Particulars	(₹ in lakhs)	
	As at 31 st March 2024	As at 31 st March 2023
Secured		
From Banks		
- Foreign Currency Loan	1,773.10	2,288.85
- Rupee Loan	309.52	143.82
Current maturities of long-term borrowings (refer note no.17)	916.75	1,147.50
	2,999.37	3,580.17

Foreign Currency Loan of ₹ 1,066.07 Lacs (Previous Year ₹ 1,349.99 Lacs) and Rupee Loan of ₹ Nil (Previous Year ₹ 54.83 Lacs) from Indian Bank availed by Parent Company are secured by First pari-passu charge with DBS Bank by way of Hypothecation of entire present and future current assets and movable fixed assets (other than those exclusively charged to term lender) and First and exclusive charge on company's Factory Leasehold Land and Building situated at 16-18, New Electronics Complex, Chambaghat, Solan, H.P.

Foreign Currency Loan of ₹ 236.02 Lacs (Previous Year ₹ 598.91 Lacs) and Rupee Loan of ₹ 291.76 (Previous Year ₹ Nil) from DBS Bank availed by Parent Company are secured by First pari-passu charge with Indian Bank on entire present and future current assets and movable fixed assets (other than those exclusively charged to term lender) and First and exclusive charge by way of Equitable Mortgage of factory land and building situated at Kather, Chambaghat, Solan, H.P.

Foreign Currency Loan of ₹ 350.98 Lacs (Previous Year ₹ 339.95 Lacs) from Indian Bank availed by Shivalik Engineered Products Private Limited (wholly owned subsidiary) are secured by Hypothecation of Inventory and Book Debts and Corporate guarantee of Parent Company.

Foreign Currency Loan of ₹ 120.03 Lacs (Previous Year ₹ Nil Lacs) and Rupee Loan of ₹ 17.76 Lacs (Previous Year ₹ 88.99) from DBS Bank availed by Shivalik Engineered Products Private Limited (wholly owned subsidiary) are secured by first pari passu charge on the current assets of the company, both present and future & on movable fixed assets (other than those charged exclusively to other banks) of the Company, and Corporate guarantee of Parent Company.

Refer note No.17 for securities relating to "Current Maturities of Long term borrowings"

22.1 Changes in Liabilities arising from Financing Activities

Particulars	(₹ in lakhs)	
	As at 31 st March 2024	As at 31 st March 2023
Borrowings at the beginning of the year		
Borrowings (Non Current) (refer note no.17)	2,236.10	1,528.53
Borrowings (Current) (refer note no.22)	3,580.17	4,225.08
Total Borrowings at the beginning of the year	5,816.27	5,753.61
Movement due to cash transactions as per the Statement of Cash flows	(1,590.92)	(649.85)
Acquired in Business Combination	-	598.08
Movement due to non cash transactions		
Foreign Exchange Movement	1.23	114.43
Borrowings at the end of the year		
Borrowings (Non Current) (refer note no.17)	1,227.21	2,236.10
Borrowings (Current) (refer note no.22)	2,999.37	3,580.17
Total Borrowings at the end of the year	4,226.58	5,816.27

Notes on Consolidated Financial Statements

for the year ended 31st March, 2024 *continued*

23. Lease Liabilities

Particulars	(₹ in lakhs)	
	As at 31 st March 2024	As at 31 st March 2023
Lease Liabilities	10.58	28.88
	10.58	28.88

Refer note no. 42.1

24. Trade Payables

Particulars	(₹ in lakhs)	
	As at 31 st March 2024	As at 31 st March 2023
Micro, Small and Medium Enterprises (refer note no.41)	120.94	164.05
Related Parties	133.92	360.11
Others	3,643.34	3,706.60
	3,898.20	4,230.76

Trade Payables ageing schedule

Particulars	Outstanding for following periods from the due date of payment					Total
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	120.94 (164.05)	-	-	-	-	120.94 (164.05)
ii) Others	3,614.96 (3,865.49)	147.97 (181.39)	8.12 (10.03)	1.08 (7.95)	5.13 (1.85)	3,777.26 (4,066.71)
iii) Disputed Dues- MSME	-	-	-	-	-	-
iv) Disputed Dues-others	-	-	-	-	-	-

Figures in () indicates previous year figures

25. Other Financial Liabilities

Particulars	(₹ in lakhs)	
	As at 31 st March 2024	As at 31 st March 2023
Interest accrued but not due on borrowings	6.71	12.59
Interest accrued and due on borrowings	13.19	15.53
Unclaimed dividends	28.91	22.25
Employee Benefits Payable	378.33	397.99
Expenses Payable	285.89	319.65
Others	11.67	6.81
	724.70	774.82

**Notes on Consolidated Financial Statements**for the year ended 31st March, 2024 *continued***26. Other Current Liabilities**

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Statutory Dues	229.47	238.03
Advance from Customers	271.33	553.16
Derivative Financial Instrument	1.76	2.01
Government Grants pending amortization	1.26	1.48
Advance against Sale of Investment Property	30.00	30.00
	533.82	824.68

27. Provisions- Current

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Compensated absence	8.56	8.77
Gratuity	30.51	77.91
	39.07	86.68

28. Current Tax Liabilities

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Provision for Tax (Net of Advance Tax)	13.58	0.79
	13.58	0.79

29. Revenue from Operations

(₹ in lakhs)

Particulars	Year Ended 31 st March 2024	Year Ended 31 st March 2023
Sale of Products	50,817.02	47,024.86
Sale of Services	75.88	12.35
	50,892.90	47,037.21

Refer note no. 43

30. Other Income

(₹ in lakhs)

Particulars	Year Ended 31 st March 2024	Year Ended 31 st March 2023
Government Grant - Incentive*	1,155.10	-
Exchange Fluctuation Gain (Net)	511.15	438.30
Interest Income	158.22	54.32
Dividend Income	0.40	0.40
Profit on Sale of Property, Plant and Equipment	41.46	13.14
Income received from Sovereign Gold Bonds on Maturity	18.36	-
Insurance Claim	10.15	110.60
Liabilities/Provisions Written Back	12.79	7.84
Export Incentive	1.15	29.83

**Notes on Consolidated Financial Statements**for the year ended 31st March, 2024 *continued*

(₹ in lakhs)

Particulars	Year Ended 31 st March 2024	Year Ended 31 st March 2023
Income from fair value changes net gain on investments measured at FVTPL	0.80	0.88
Rental Income	-	4.92
Gain on Fair Valuation of previous held equity Interest	-	329.16
Amortization of Govt Grants	0.96	0.96
Miscellaneous Income	1.86	1.99
	1,912.40	992.34

*PLI Incentive aggregating to ₹ 1,155.10 Lakhs has been recognized as other Income which includes ₹ 300 lakhs received during FY 2023-24 for FY 2021-22 & ₹ 430.10 lakhs for FY 2022-23 received after balance sheet date. Further the stated aggregate amount also includes the PLI incentive Income amounting to ₹ 425 Lakhs for FY 2023-24. The during the year Parent Company has recognized Income from PLI Incentive Scheme for FY 2023-24 based on successful acceptability and receipt of PLI Incentives for earlier two years. (Refer Note no. 12)

31. Cost of Materials Consumed

(₹ in lakhs)

Particulars	Year Ended 31 st March 2024	Year Ended 31 st March 2023
Raw Material Consumed	29,723.85	26,262.32
	29,723.85	26,262.32

32. Changes in Inventories of Finished Goods and Work-In Progress

(₹ in lakhs)

Particulars	Year Ended 31 st March 2024	Year Ended 31 st March 2023
Inventory (at Beginning)		
-Finished Goods	2,233.31	1,371.50
-Work-in-Progress	4,374.30	2,974.60
-Scrap	16.83	41.85
Acquired in Business Combination	-	490.12
Inventory (at Closing)		
-Finished Goods	2,082.23	2,233.31
-Work-in-Progress	5,962.76	4,374.30
-Scrap	22.05	16.83
	8,067.04	6,624.44
(Increase)/Decrease	(1,442.60)	(1,746.37)

33. Employee Benefit Expense

(₹ in lakhs)

Particulars	Year Ended 31 st March 2024	Year Ended 31 st March 2023
Salaries, Wages, Incentives & Allowances	3,646.05	3,273.63
Contributions to -		
(i) Provident Fund	183.86	158.19
(ii) ESI Scheme	18.03	16.69
(iii) Gratuity Fund	51.77	36.20
Staff welfare expenses	376.51	331.57
	4,276.22	3,816.28
Less: Capitalized during the year	2.18	6.18
	4,274.04	3,810.10

**Notes on Consolidated Financial Statements**for the year ended 31st March, 2024 *continued***33.1 Disclosure pursuant to Ind AS 19 “Employee Benefits”:**

The disclosures required under Ind AS 19 “Employee Benefit” notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standard) Rules, 2015 (as amended from time to time) and other relevant provisions of the Act are given below:

(I) Defined Contribution Plan

- (a) Provident Fund
- (b) State defined contribution plans
 - Employees’ Pension Scheme 1995

The Provident Fund and State defined contribution plan are operated by the regional provident fund commissioner. Under the scheme, the Group is required to contribute a specified percentage of payroll cost to the retirement benefit scheme to fund the benefits. These funds are recognized by the Income tax authorities.

Contribution to Defined Contribution Plan, recognized are charged off for the year are as under:

Particulars	(₹ in lakhs)	
	2023-24	2022-23
(a) Employer’s Contribution to Provident Fund	102.41	89.73
(b) Employer’s Contribution to Pension Scheme	81.02	68.46

(II) Defined Benefit Plan**(a) Gratuity**

The employees’ Gratuity fund scheme has been managed by Life Insurance Corporation of India and the present value of obligation is determined by Independent Actuary using the Projected Unit Credit (PUC) Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The Actuary has carried out the valuation based on the followings assumptions:

Particulars	(₹ in lakhs)	
	2023-24	2022-23
Discounting Rate (per annum)	7.22%	7.36%-7.38%
Rate of escalation in Salary (per annum)	6.00%	6.00%
Expected Average remaining working lives of employees in no. of years	20.68-23.19	20.76-22.73
Mortality Table	IALM (2012-14)	IALM (2012-14)

Particulars	(₹ in lakhs)	
	Gratuity (Funded)	
	2023-24	2022-23
(a) Changes in Present Value of Obligation		
Opening balance of Present value of obligation	484.87	335.32
Acquired in Business Combination	-	49.27
Interest Cost	35.77	27.75
Current Service Cost	46.07	36.18
Benefits Paid	(23.18)	(17.30)
Actuarial (Gain)/Loss arising from change in financial assumption	8.60	(5.99)
Actuarial (Gain)/Loss arising from experience adjustment	18.95	59.64
Closing Balance of Present value of obligation	571.08	484.87

**Notes on Consolidated Financial Statements**for the year ended 31st March, 2024 *continued*

Particulars	(₹ in lakhs)	
	Gratuity (Funded)	
	2023-24	2022-23
(b) Changes in Fair Value of Plan Assets		
Opening balance of Fair Value of Plan Assets	407.59	336.86
Acquired in Business Combination	-	47.50
Expected Return on Plan Assets	30.36	27.80
Employer’s Contribution	121.41	12.96
Benefits paid	(23.18)	(17.30)
Actuarial Gain/ (Loss) on Plan Assets	4.39	(0.23)
Closing balance of Fair value of Plan Assets	540.57	407.59
Actual return on Plan Assets	34.75	27.59
(c) Percentage of each category of Plan Assets to total Fair value of Plan assets		
Adminstrated by Life Insurance Corporation of India	100%	100%
(d) Reconciliation of Present Value of Defined Present obligations and the Fair Value of Assets		
Closing Balance of Present Value of Obligation	571.08	484.87
Closing Balance of Fair Value of Plan Assets	540.57	407.59
(Asset)/ Liability recognised the Balance Sheet	30.51	77.28
(e) Amount Recognised in the Balance Sheet		
Closing Balance of Present Value of Obligation	571.08	484.87
Closing Balance of Fair Value of Plan Assets	540.57	407.59
Funded (Asset)/ Liability recognized in the Balance Sheet	30.51	77.28
Unfunded Liability recognised in the Balance Sheet	-	-
(f) Expenses recognised in the statement of Profit and Loss		
Current Service Cost	46.07	36.18
Interest Cost	35.77	27.75
Expected Return on Plan Assets	(30.36)	(27.80)
Expenses recognized in the statement of Profit and Loss	51.48	36.13
Remeasurement of Defined Benefit Obligation		
Actuarial (Gain)/Loss arising from change in financial assumption	8.60	(5.99)
Actuarial (Gain)/Loss arising from experience adjustment	18.95	59.64
Return on plan assets	(4.39)	0.23
Expenses recognized in the statement of Other Comprehensive Income	23.16	53.88
(g) Experience Adjustments		
Experience adjustment on Plan Liabilities (loss)/gain	(27.55)	(53.65)
Experience adjustment on Plan Assets (loss)/ gain	4.39	(0.23)

**Notes on Consolidated Financial Statements**for the year ended 31st March, 2024 *continued*

(₹ in lakhs)

Particulars	Gratuity (Funded)	
	2023-24	2022-23
(h) Sensitivity Analysis of the defined benefit obligation		
a) Impact of the change in discount rate		
Present value of the obligation at the end of the period	571.08	484.87
Impact due to increase of 0.50%	(26.80)	(25.81)
Impact due to decrease of 0.50%	28.99	21.25
b) Impact of the change in salary increase		
Present value of the obligation at the end of the period	571.08	484.87
Impact due to increase of 0.50%	27.63	19.91
Impact due to decrease of 0.50%	(25.75)	(24.74)

i) Maturity Profile of Defined Benefit Obligation

(₹ in lakhs)

Year	Amount
0 to 1 Year	23.85
1 to 2 Year	26.82
2 to 3 Year	57.09
3 to 4 Year	53.33
4 to 5 Year	16.34
5 to 6 Year	16.34
6 Year onwards	377.32

(b) Compensated Absence

The obligation for compensated absence is recognised in the same manner as Gratuity.

34. Finance Costs

(₹ in lakhs)

Particulars	Year Ended 31 st March 2024	Year Ended 31 st March 2023
Interest expense on		
(i) Borrowings	347.19	416.37
(ii) Income Tax	-	9.64
(iii) Lease Liabilities	3.23	1.85
(iv) Others	7.89	2.41
Other Borrowing costs	122.92	131.46
Exchange Fluctuations regarded as an adjustment to borrowing cost	59.19	207.28
Total	540.42	769.01
Less: Transferred to CWIP (refer note no. 3.1)	47.44	64.82
	492.98	704.19

**Notes on Consolidated Financial Statements**for the year ended 31st March, 2024 *continued***35. Manufacturing & Other Expenses**

(₹ in lakhs)

Particulars	Year Ended 31 st March 2024	Year Ended 31 st March 2023
Stores & Spares Consumed	854.95	818.11
Power & Fuel	526.64	415.45
Job Work Expenses	135.44	160.79
Machinery Repairs	242.17	205.58
Research & Development (refer note no.39)	424.68	586.89
Electricity and Water Charges	42.08	36.22
Watch & Ward Expenses	64.59	58.41
Building Repairs	90.12	108.23
Other Repairs	259.30	255.55
Insurance	70.72	65.66
Processing Charges	557.23	427.76
Rent, Rates and Taxes	233.92	214.01
Travelling & Conveyance	250.25	203.24
Printing & Stationery	34.55	29.58
Communication Expenses	23.80	23.61
Professional and Consultancy Charges	247.46	383.97
Payment to Auditors	39.80	39.50
CSR Expenditure	132.84	80.07
Miscellaneous Expenses	100.57	97.83
Business Promotion, Advertisement & Publicity	25.65	26.42
Commission on Sales	1,557.51	1,604.79
Packing Cost	758.48	752.32
Forwarding & Freight	1,042.26	1,241.17
Loss on Sale of Property, Plant & Equipment (Net)	0.17	1.50
Expected Credit Losses (refer note. 9)	0.30	0.36
Bad-Debt Written off	1.09	-
	7,716.57	7,837.02
Less: Capitalised During the Year	7.80	20.63
	7,708.77	7,816.39

36. Income Tax Expense recognised in the profit and loss account.

(₹ in lakhs)

Particulars	Year Ended 31 st March 2024	Year Ended 31 st March 2023
Current Tax:		
In respect of the Current Year	2,743.40	2,520.78
In respect of the Previous Year	(4.19)	(30.10)
Deferred Tax:		
In respect of the Current Year	9.70	(170.19)
Income Tax Expense recognised in the Statement of Profit & Loss	2,748.91	2,320.49
Other Comprehensive Income Section		
Tax related to items that will not be reclassified to profit & loss account	5.79	13.54

Notes on Consolidated Financial Statements

for the year ended 31st March, 2024 *continued*

Effective Tax Reconciliations

Particulars	₹ in lakhs	
	As at 31 st March 2024	As at 31 st March 2023
Profit before tax	11,175.45	10,230.82
Applicable Tax rate	25.17%	25.17%
Computed tax expense	2,812.64	2,574.89
Tax effect of;		
Effect of non deductible expenses	63.19	80.89
Effect of additional deductions and Income not taxable	(72.74)	(48.17)
Effect of change in tax rate	5.16	(7.21)
Earlier year tax Adjustment	(4.19)	(30.10)
Movement in deferred tax due to consolidation	(28.56)	(222.87)
Share of Associates/Joint Ventures	(83.66)	(25.83)
Others	57.07	(1.10)
Tax Expense recognised in Statement of Profit and Loss	2,748.91	2,320.49

37. Earnings Per Share

Particulars	₹ in lakhs	
	As at 31 st March 2024	As at 31 st March 2023
Net Profit attributable to shareholders (₹ in lakhs)	8,407.22	7,870.08
Weighted average number of equity Shares (in nos.)	57,604,200	57,604,200
Basic and Diluted Earnings per share (₹)	14.59	13.66
Face Value per Equity Share (₹)	2	2

Refer Note 15.4

38. Contingent Liabilities in respect of:

Particulars	₹ in lakhs	
	As at 31 st March 2024	As at 31 st March 2023
(A) Contingent Liabilities		
(I) Claim Against the Company Not Acknowledged as Debts*	6.17	23.70
(II) Guarantees		
a. Corporate Guarantee(s) on behalf of Wholly Owned Subsidiary(s)	2,232.00	1,314.00
b. Surety with Sales Tax Department	2.00	2.00
c. Duty foregone in respect of Joint-Venture		
Raw Material	185.93	269.24
Capital Goods	56.54	32.14
Other	12.81	13.82
(III) Other Money for which the Company is Contingently Liable		
a. Buyers Credit Interest payable	2.98	5.13
b. Customs duty on Material imported against Material Lying in Bonded Warehouse	409.34	1,076.89

* Represents guarantee issued by the Parent Company to the bank to secure obligation of Wholly Owned Subsidiary in accordance with the section 186(4) of the Companies Act, 2013.

*Demand raised against the parent Company by Central Excise & Service Tax Commissionerate towards Cenvat Credit of excise duty ₹ Nil (Previous Year ₹ 17.87 lacs).

However the management of the Group is of the view that the demand is not enforceable against the Group, being bad in law.

Notes on Consolidated Financial Statements

for the year ended 31st March, 2024 *continued*

(B) Commitments

Estimated amount of contractual (net of advances) exceeding ₹ 1.00 lakh in each case remaining to be executed on capital account and not provided for	731.36	890.89
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(C) Export Obligation

The Parent Company has imported raw materials under Advance Authorization scheme thereby availing Customs duty exemption to the tune of ₹ 636.50 Lakhs (Previous year ₹ 548.83 Lakhs) for which the Parent Company has executed a Bond. Further, the Company expects to fulfill it's export obligation under the Scheme to offset the Duties saved.

39. Details of Research and Development Expenditure

Particulars	₹ in lakhs	
	As at 31 st March 2024	As at 31 st March 2023
Capital	-	191.10
Revenue	424.68	395.79
Total	424.68	586.89

40. Disclosure for struck off Companies

Details of balances outstanding in respect of transactions undertaken with a company struck-off under section 248 of the Companies Act, 2013:

S. No.	Name of struck off Company	Nature of transactions with struck-off Company	Relationship with the struck-off company	No. of Shares Held	As at	As at
					31 st March 2024	31 st March 2023
					Paid Up value	Paid Up value
					(Amount in ₹)	(Amount in ₹)
1	Shirish Holdings Pvt Ltd.			200	400.00	-
2	Stockyard Investment Services Private Limited			1	2.00	2.00
3	Praxis Risk Consulting India Private Limited	Shares held by Struck off companies	Equity shareholder	1	2.00	2.00
4	Vidhan Marketing Private Limited			100	200.00	-
5	Abhay Carriers Private Limited			171	342.00	342.00
Total					946.00	346.00

**Notes on Consolidated Financial Statements**for the year ended 31st March, 2024 *continued***41. Details of dues to Micro, Small and Medium Enterprises as defined under the MSMED Act, 2006**

On the basis of confirmation obtained from suppliers who have registered themselves under the Micro, Small and Medium Enterprise Development Act, 2006 (MSMED Act, 2006) and based on the information available with the Group, the following are the details:

(₹ in lakhs)

Particulars	As at	As at
	31 st March 2024	31 st March 2023
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year.	120.94	164.05
The amount of interest paid by the buyer in terms of section 16, of the micro, small and medium enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under micro, small and medium enterprise development Act, 2006.	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting year; and the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	Nil	Nil

The above disclosure has been determined to the extent such parties have been identified on the basis of information available with the Group.

42. Leases

The Group's significant operating lease arrangements are in respect of premises (residential, offices, godown etc.). These leasing arrangements, which are cancellable, range upto 11 months (between 11 months to 3 years during previous year) generally and are usually renewable by mutual agreeable terms. The aggregate lease rentals payable are charged as expenses. Rental payments under such leases amounting to ₹ 149.43 lakhs (Previous Year ₹ 148.36 lakhs) have been included under "Rent, Rates and Taxes" expense in note 35.

42.1 Assets Acquired under Long Term Lease:

Future Minimum lease payments and their present values under lease are as follows:

(₹ in lakhs)

Particulars	Minimum Lease Payments		Present Value of Minimum Lease payments		Future Expense	
	Year Ended	Year Ended	Year Ended	Year Ended	Year Ended	Year Ended
	March 2024	March 2023	March 2024	March 2023	March 2024	March 2023
Not later than one year	12.42	32.84	9.47	28.88	2.95	3.96
Later than one year but not later than five years	11.39	23.81	10.78	21.35	0.61	2.46
Later than five years	-	-	-	-	-	-

There is no element of contingent rent or sublease payments.

**Notes on Consolidated Financial Statements**for the year ended 31st March, 2024 *continued*

43. The Group's activities involve predominantly one operating segment i.e. Process and product Engineering, which are considered to be within a single operating segment since these are subject to similar risks and returns. Accordingly, Process and Product Engineering comprise the primary basis of segmental information as set out in these financial statements, which therefore reflect the information required by Ind AS 108- Segment Reporting has been disclosed as below.

Revenue from Operations

(₹ in lakhs)

Particulars	India		Rest of world	Total	
	Year Ended	Year Ended	Year Ended	Year Ended	Year Ended
	March 2024	March 2023	March 2024	March 2024	March 2023
Segment Revenue	24,344.62	19,682.27	26,548.28	27,354.94	50,892.90
					47,037.21

Revenue disaggregation by geography is as follows:

(₹ in lakhs)

Particulars	Year Ended	Year Ended
	31 st March 2024	31 st March 2023
Geography		
America	14,482.16	16,881.72
Europe	6,209.35	5,119.70
India	24,344.62	19,682.27
Others	5,856.77	5,353.52
	50,892.90	47,037.21

Revenue from a Customer individually contributing more than 10% of total revenue of the Group across all segments, amounts to ₹ 8,699.13 Lakhs (Previous Year ₹ 10,234.46 Lakhs) which aggregates to 17.09% (Previous Year 21.76%) of the total revenue of the Group.

44. Related Party Disclosure" for the year ended 31st March, 2024 in accordance with Ind AS 24:**(i) Relationships with Related Parties:**

Sr. No.	Name of Related Party	Relationship
1.	Innovative Clad Solutions Pvt. Ltd.	Joint Venture
2.	Mr. Satinderjeet Singh Sandhu (Chairman)	
3.	Mr. Narinder Singh Ghumman (Managing Director)	
4.	Mr. Rajeev Ranjan (Chief Financial Officer)	Key Managerial Personnel (KMP)
5.	Mr. Sumer Ghumman (Managing Director of SEPPL)	
6.	Mrs. Aarti Sahni (Company Secretary)	
7.	Mr. Kabir Ghumman	Relative of Key Managerial Personnel
8.	Ace Marketing Services	
9.	TSL Holdings Private Limited	
10.	Angad Estates Private Limited	
11.	Amar Engineering Company Private Limited	Enterprises over which Key Managerial Persons are able to exercise significant influence
12.	Ultra Portfolio Management Private Limited	
13.	O.D.Finance and Investment Private Limited	
14.	K.S.Enterprises	
15.	ABS Foundation (Regd. Trust)	

Notes on Consolidated Financial Statements

for the year ended 31st March, 2024 *continued*

Sr. No.	Name of Related Party	Relationship
16.	Mr. Swarnjit Singh	
17.	Mr. Nirmaljeet Singh Gill*	
18.	Mr. Gurmeet Singh Gill	
19.	Mrs. Anu Ahluwalia	
20.	Lt. Gen. Pradeep Khanna*	Non-executive and Independent Directors
21.	Mrs. Harpreet Kaur	
22.	Mr. Nand Parkash Sahni	
23.	Mr. Sudhir Mehra	

*Ceased to be Director of the Company w.e.f. March 29, 2024

(ii) Transactions during the year with related parties:

(₹ in lakhs)

Sr. No.	Nature of Transactions	Key Managerial Personnel	Relative of Key Managerial Personnel	Enterprises over which KMP are able to exercise significant influence	Directors
1.	Reimbursement of Expenses(Net)			2.63 (2.05)	
2.	Managerial Remuneration	871.62 (880.50)			
3.	Sitting Fees				3.33 (3.78)
4.	Remuneration in pursuant to Section 197 of the Companies Act 2013 for holding an office or place of profit.		139.65 (152.43)		
5.	Rent Paid	-	5.66 (5.66)	99.21 (83.59)	
6.	Purchase of Equity Instruments			- (149.59)	
7.	Technical Consultancy			- (48.00)	
8.	CSR Expenditure			73.50 (57.00)	
9.	Unsecured Loans				
	i) Taken			190.00 (1,450.00)	
	ii) Repaid			733.03 (1,810.02)	
	iii) Finance Costs			141.32 (208.01)	
Balances as at 31st March 2024					
10.	Unsecured Loans			1,083.69 (1,626.73)	

Figures in () indicate previous year's figures.

Notes on Consolidated Financial Statements

for the year ended 31st March, 2024 *continued*

45. FINANCIAL INSTRUMENTS

45.1 Capital Management

The Group's capital management objectives are;

- to maintain healthy Credit rating, Capital Ratios and Leverage.
- to maximise return to the Shareholders.

Management assesses the Group's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Group various classes of debt. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. The Principal source of funding of the company has been, and is expected to continue to be, cash generated from its operations supplemented by funding from bank borrowings.

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Long term Borrowings (Incl Current Maturities)	2,163.86	3,411.71
Short Term Borrowings	2,082.62	2,432.67
Less: Cash and cash equivalents	3,859.89	1,768.23
Less: Bank Balance other than Cash and Cash Equivalents	29.11	22.57
Less: Investment in Gold Coins & Gold Bonds	22.37	35.37
Net debt	335.11	4,018.21
Total equity (as shown on the face of balance sheet)	34,150.60	26,549.84
Net debt to equity ratio (Gearing Ratio)	1%	15%

45.2 Financial Instruments by categories

(₹ in lakhs)

Particulars	As at 31 March, 2024			As at 31 March, 2023		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Investments	7.40	-	-	6.61	-	-
Trade receivables	-	-	11,374.32	-	-	9,321.84
Cash and cash equivalents	-	-	3,859.89	-	-	1,768.23
Other bank balances	-	-	29.11	-	-	22.57
Other Financial Assets	-	-	876.38	-	-	8.44
Total	7.40	-	16,139.70	6.61	-	11,121.08
Financial liabilities						
Borrowings	-	-	4,246.48	-	-	5,844.39
Trade payable	-	-	3,898.20	-	-	4,230.76
Other financial liabilities	-	-	715.58	-	-	768.05
Total	-	-	8,860.26	-	-	10,843.20

Fair Value Measurement

- Carrying amount of Financial assets and financial liabilities recorded at amortized cost approximates their fair value.
- Investment in Equity instrument of other companies is measured at its fair value using Level 3 valuation techniques.

**Notes on Consolidated Financial Statements**for the year ended 31st March, 2024 *continued***45.3 Financial Risk Management**

The Group's activities expose it to market risk, liquidity risk, Foreign Currency Risk and credit risk. The Group primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. Risk management policies and systems are reviewed regularly to reflect changes in the market conditions and the Company's activities to provide reliable information to the Management and the Board to evaluate the adequacy of the risk management framework in relation to the risk faced by the company. The Parent Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

45.4 Credit risk

Credit risk is the risk that a counterparty will default on its contractual obligations resulting in financial loss to the group. Credit risk encompasses both, direct risk of default and the risk of deterioration of creditworthiness.

a) Credit risk management

The Group assesses and manages credit risk based on internal credit rating system, continuously monitoring defaults of customers and other counterparties, identified either individually or by the company, and incorporates this information into its credit risk controls. The company has a policy of only dealing with credit worthy parties and obtain sufficient collateral where appropriate as a means of mitigating the risk of financial loss from defaults.

Cash and cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

Trade receivables

The Group closely monitors the credit-worthiness of the debtors through internal systems that are configured to define credit limits of customers, thereby, limiting the credit risk to pre-calculated amounts. The Company assesses increase in credit risk on an ongoing basis for amounts receivable that become past due.

Other financial assets measured at amortised cost

Other financial assets measured at amortised cost includes loans and advances to employees, security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

b) Expected credit losses

The Group provides for expected credit losses based on the following:

The company recognizes lifetime expected credit losses on trade receivables using a simplified approach, wherein Company has defined percentage of provision by 'analysing historical trend of default based on the criteria defined above. And such provision percentage determined have been 'considered to recognise life time expected credit losses on trade receivables.

Particulars	As at 31 st March, 2024		As at 31 st March, 2023	
	>3 Years	0-3 Years	>3 Years	0-3 Years
Gross amount of trade receivables where no default (as defined above) has occurred	-	11,377.68	-	9,326.00
Expected loss rate	-	0.03%	-	0.04%
Expected credit loss (loss allowance provision)	-	3.36	-	4.16

**Notes on Consolidated Financial Statements**for the year ended 31st March, 2024 *continued*

Reconciliation of loss provision – lifetime expected credit losses	
Loss allowance as on 1 st April 2022	3.45
Impairment loss recognised during the year	0.07
Acquired in Business Combination	1.65
Amounts written off	1.01
Loss allowance on 31 st March 2023	4.16
Impairment loss recognised during the year	0.30
Acquired in Business Combination	-
Amounts written off	1.10
Loss allowance on 31 st March 2024	3.36

45.5 Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due.

Management monitors rolling forecasts of the Group's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Group takes into account the liquidity of the market in which the entity operates. In addition, the Group's liquidity management measures involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these obligations."

Maturities of financial liabilities

The tables below analyses the Group's financial liabilities into relevant maturity based on their contractual maturities for all non-derivative financial liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows. For balances due within 12 months amounts equal their carrying values as the impact of discounting is not significant.

(₹ in lakhs)

As at 31 st March, 2024	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Long term borrowings (including interest)	1,105.20	697.16	498.77	169.82	2,470.95
Short term borrowings	2,082.62	-	-	-	2,082.62
Trade payable	3,898.20	-	-	-	3,898.20
Other financial liabilities	715.58	-	-	-	715.58
Total	7,801.60	697.16	498.77	169.82	9,167.35

As at 31 st March, 2023	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Long term borrowings (including interest)	1,419.43	1,315.40	771.92	455.58	3,962.32
Short term borrowings	2,432.67	-	-	-	2,432.67
Trade payable	4,230.76	-	-	-	4,230.76
Other financial liabilities	768.05	-	-	-	768.05
Total	8,850.91	1,315.40	771.92	455.58	11,393.80

**Notes on Consolidated Financial Statements**for the year ended 31st March, 2024 *continued*

Outstanding amount of Letters of Credit, "LCs", established by Bank in favour of Suppliers, as on balance Sheet date, aggregate to ₹1,254.60 lakhs (Previous year ₹ 645.29 lakhs) towards import of materials. As and when materials relating thereto are received, the payment against the same shall be made resulting into maturing of respective LCs.

45.6 Market Risk

The group is exposed in the ordinary course of its business to risks related to changes in foreign currency exchange rates, commodity prices and interest rates. The Group seeks to minimize the effects of these risks by minutely observing the variation and fluctuation on regular basis. Compliance of exposure volume is reviewed by the management on real time basis and taking corrective measures as and when required.

45.7 Foreign currency risk

The Group is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the US Dollar and Euro. The exchange rate between the Indian rupees and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently, the results of the Group operations are adversely affected as the rupee appreciates/depreciates against the currencies. Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the functional currency of the Group.

(i) Foreign currency risk exposure:

The Group's exposure to foreign currency risk at the end of the reporting period are as follows:

(₹ in lakhs, except FC's)

Particulars	FC	As at 31 st March, 2024		As at 31 st March, 2023	
		FC's	Amount	FC's	Amount
Financial Liabilities					
Loans	EUR	1,615,204	1,457.21	2,933,605	2,628.74
	USD	380,556	317.27	627,009	515.51
Creditors	EUR	503,243	454.02	381,164	341.55
	USD	1,970,130	1,642.56	2,535,487	2,087.63
	YEN	-	-	6,393,336	39.51
Others	EUR	1,878	1.70	5,907	5.29
	USD	-	-	3,660	3.01
	GBP	-	-	28,270	28.80
Financial assets					
Debtors	EUR	628,181	566.73	614,805	550.91
	USD	6,670,145	5,561.16	5,159,797	4,242.23
Cash & Bank Balance	EUR	3,763	3.39	9,254	8.29
	USD	6,449	5.38	9,296	7.64
Net exposure to foreign currency risk	EUR	1,488,381	1,342.81	2,696,617	2,416.38
	USD	(4,325,908)	(3,606.71)	(2,002,937)	(1,643.72)
	YEN	-	-	6,393,336	39.51
	GBP	-	-	28,270	28.80

**Notes on Consolidated Financial Statements**for the year ended 31st March, 2024 *continued***Sensitivity analysis of 5% change in the exchange rate at the end of reporting period**

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
5% Depreciation in INR		
USD sensitivity	(3,606.71)	(1,643.72)
Impact on Equity and Profit and Loss	180.34	82.19
Euro Sensitivity	1,342.81	2,416.38
Impact on Equity and Profit and Loss	(67.14)	(120.82)
5% Appreciation in INR		
USD sensitivity	(3,606.71)	(1,643.72)
Impact on Equity and Profit and Loss	(180.34)	(82.19)
Euro Sensitivity	1,342.81	2,416.38
Impact on Equity and Profit and Loss	67.14	120.82

45.8 Interest rate risk**i) Liabilities**

Interest rate risk is the risk that the fair value or future cash flows of a financial Assets/Liabilities because of changes in market interest rates. The group is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The borrowings of the group are principally denominated in rupees and US dollars with a mix of fixed and floating rates of interest. The Group has exposure to interest rate risk, arising principally on changes in marginal cost of fund based lending rate (MCLR) and SOFR rates.

ii) Assets

The Group's fixed deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

45.8 Interest rate risk**i) Liabilities**

Interest rate risk is the risk that the fair value or future cash flows of a financial Assets/Liabilities because of changes in market interest rates. The group is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The borrowings of the group are principally denominated in rupees and US dollars with a mix of fixed and floating rates of interest. The Group has exposure to interest rate risk, arising principally on changes in marginal cost of fund based lending rate (MCLR) and SOFR rates.

ii) Assets

The Group's fixed deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Below is the overall exposure of the Group to interest rate risk:

(₹ in lakhs)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Variable rate borrowing	2,082.62	2,432.67
Fixed rate borrowing	2,163.86	3,411.72
Total borrowings	4,246.48	5,844.39

**Notes on Consolidated Financial Statements**for the year ended 31st March, 2024 *continued***Sensitivity****Below is the sensitivity of profit or loss and equity changes in interest rates.**

(₹ in lakhs)

Particulars	As at	As at
	31 st March 2024	31 st March 2023
	Equity and Profit & Loss Account	Equity and Profit & Loss Account
Interest sensitivity*		
Interest rates – increase by 1%	(20.83)	(24.33)
Interest rates – decrease by 1%	20.83	24.33

45.9 Price Risk

The Group does not have significant exposure to price risk on its financial assets and liabilities.

46. Business Combination

i) Acquisition of ;

a) Shivalik Bimetal Engineers Private Limited (SBEPL)

b) Shivalik Engineered Products Private Limited (SEPPL) (Formerly known as Checon Shivalik Contact Solutions Private Limited)

a. Summary of acquisition

During the previous year ended 31st March, 2023, two of the group companies vis SBEPL & SEPPL have been converted into wholly owned subsidiary (s) by purchasing balance number of equity shares. Before acquisition SBEPL was an Associate and SEPPL was Joint venture.

Details of the purchase consideration, the net asset acquired and goodwill are as follows:

(₹ in lakhs)

Particulars	SBEPL	SEPPL	Total
Cash paid	149.74	1,178.58	1,328.31
Fair value of previously held interest	122.51	1,178.58	1,301.09
Purchase consideration (A)	272.25	2,357.15	2,629.40
The assests and liabilities recognised as a result of the acquisition are as follows:			
Property, Plant & Equipment (Including CWIP)	122.49	879.65	1,002.14
Right-of-use-Assets	-	8.40	8.40
Intangible Assets	0.36	404.72	405.08
Other Non Current Assets	1.08	8.27	9.35
Inventories	33.90	1,014.83	1,048.73
Trade Receivables	33.86	1,212.41	1,246.27
Cash and Cash equivalents	116.35	142.83	259.18
Other Financial Assets	-	12.00	12.00
Current Assets	7.63	32.96	40.59
Current Tax Assets	-	2.40	2.40
Borrowings	-	(598.09)	(598.09)
Other Financial Liabilities	(5.50)	(42.78)	(48.28)
Lease Liabilities	(2.26)	(9.38)	(11.64)
Provisions	(4.32)	(15.38)	(19.70)
Trade Payables	(19.06)	(620.14)	(639.20)
Current Liabilities	(2.46)	(54.27)	(56.73)
Current Tax Liabilities	(0.70)	-	(0.70)
Deferred Tax Liabilities*	(9.85)	(224.61)	(234.46)
Identifiable net assets acquired (B)	271.52	2,153.82	2,425.34
Non-controlling interest in the acquired entity (C)	-	-	-
Goodwill (A-B-C)	0.73	203.33	204.06

* Impact of Ind AS 103-Business Combination

**Notes on Consolidated Financial Statements**for the year ended 31st March, 2024 *continued*

The acquired business from SEPPL contributed revenue of ₹ 5,012.68 Lakhs and profit of ₹ 183.04 Lakhs during the year ended 31st March, 2023 and SBEPL contributed revenue of ₹ 240.04 Lakhs and profit of ₹ 28.67 Lakhs during the year ended 31st March, 2023

47. Additional regulatory information not disclosed elsewhere in the Consolidated Financial Statements.

- The Group does not have any Benami property, further no proceeding has been initiated or pending against the group for holding any Benami Property.
- The Title deeds of all Immovable Properties (other than the properties where the Group is the lessee and the lease agreements are duly executed in favour of the group) are held in the name of the Group.
- The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- The Group has not traded or invested in Crypto Currency or Virtual Currency during the respective financial years period.
- No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Group (Ultimate Beneficiaries). The Group has not received any fund from any party(s) (Funding Party) with the understanding that the Group shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- The Group has not revalued its Property, Plant and Equipment, Investment Property & Intangible Assets.
- The Group does not have any transactions which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income tax Act, 1961 (Such as, Search or survey or any other relevant provisions of the income Tax Act, 1961).
- The Group has not been declared willful defaulter by any bank or financial Institution or other lender.
- No Scheme of Arrangements which have been approved by the Competent Authority in terms of Sections 230 to 237 of the Act in relation to the Group.
- The Group has complied with the number of layers prescribed under of section 2(87) of the Act read with the companies (Restriction on number of layers) Rules, 2017.
- The Group has not granted Loans or Advances in the nature of loans to promoters, directors, KMPs, and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are:
 - repayable on demand or
 - without specifying any terms or period of repayment.
- The Group has duly filed monthly statements with the banks for the sanctioned working capital facilities against security of current assets, which are in agreement with the books of account.

48. Interest in Subsidiary(s) and Joint Ventures

Annexure-A :- Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Subsidiary(s) and Joint Ventures

S. No	Name of Subsidiary(s)/ Joint Ventures	Latest audited Balance Sheet Date	The Date on which the Subsidiary(s) or joint ventures was associated or acquired	Shares of Subsidiary(s)/Joint Ventures held by the Company on the year end		Amount of investment in Subsidiary(s)/ Joint Ventures (₹ in Lakhs)	Extent of Holding %	Net Worth attributable to Shareholding as per latest audited Balance Sheet (₹ in Lakhs)	Profit for the Year		Description of how there is significant influence	Reason why the Subsidiary(s)/ Joint Ventures is not Consolidated
				No.	Amount of investment in Subsidiary(s)/ Joint Ventures (₹ in Lakhs)				Considered in Consolidation (₹ in Lakhs)	Not Considered in Consolidation		
Wholly Owned Subsidiary (s)												
1	Shivalik Engineered Products Private Limited (Formerly known as Checon Shivalik Contact Solutions Private Limited).	31/3/2024	1/12/2005	3,421,800	100.00%	1,998.39	100.00%	1,998.39	202.97	-	Due to percentage (100%) of Voting Power.	N.A.
2	Shivalik Bimetal Engineers Private Limited	31/3/2024	27/2/2008	495,000	100.00%	172.01	100.00%	53.52	19.80	-	Due to percentage (100%) of Voting Power.	N.A.
Joint Ventures												
1	Innovative Clad Solutions Private Limited	31/3/2024	4/3/2008	16,086,003	16.01%	780.02	16.01%	1,134.89	332.39	1,809.13	In accordance with terms of JV Agreement and the constitution of Board	N.A.

Annexure "B"

ADDITIONAL INFORMATION, AS REQUIRED UNDER SCHEDULE III TO THE COMPANIES ACT, 2013, OF ENTERPRISES CONSOLIDATED AS SUBSIDIARY(S)/JOINT VENTURES

Sr. No	Name of the Enterprise	Net Assets i.e. Total Assets minus Total Liabilities		Share in Profit		Share in Other Comprehensive income		Share in Total Comprehensive Income	
		As % of Consolidated Net Assets	Amount (₹ in Lakhs)	As % of consolidated profit or loss	Amount (₹ in Lakhs)	As % of Consolidated other Comprehensive Income	Amount (₹ in Lakhs)	As % of Consolidated Total Comprehensive Income	Amount (₹ in Lakhs)
Wholly Owned Subsidiary (s)									
1	Shivalik Engineered Products Private Limited* (Formerly known as Checon Shivalik Contact Solutions Private Limited)	5.85%	1,998.39	2.41%	202.97	3.99%	(0.77)	100.00%	202.20
2	Shivalik Bimetal Engineers Private Limited	0.16%	53.52	0.23%	19.80	0.00%	-	100.00%	19.80
Joint Ventures									
1	Innovative Clad Solutions Private Limited	20.76%	7,088.65	3.94%	332.39	11.59%	(2.24)	16.01%	330.15

Annexure "C"

Enterprises consolidated as Subsidiary(s) and Joint Ventures in accordance with Ind AS-28

Name of The Enterprises	Country of Incorporation	Proportionate Interest
Wholly Owned Subsidiary		
"Shivalik Engineered Products Private Limited* (Formerly known as Checon Shivalik Contact Solutions Private Limited)."	India	100%
Shivalik Bimetal Engineers Private Limited	India	100%
Joint Ventures		
Innovative Clad Solutions Private Limited	India	16.01%

Notes on Consolidated Financial Statements
for the year ended 31st March, 2024 *continued*Notes on Consolidated Financial Statements
for the year ended 31st March, 2024 *continued*



Notes on Consolidated Financial Statements

for the year ended 31st March, 2024 *continued*

49. Additional Regulatory Information

Ratios

S. No.	Particulars	Numerator	Denominator	As at 31 st March, 2024	As at 31 st March, 2023	Variance
1)	Current Ratio (in times)*	Current Assets	Current Liabilities	3.59	2.66	34.96%
2)	Debt- Equity Ratio (in times)^	Total Debt	Shareholder's Equity	0.06	0.12	-50.00%
3)	Debt service coverage ratio (in times) (DSCR)	Earnings Available For Debt Service #	Debt Service	11.02	10.09	9.22%
4)	Return on Equity Ratio (in %)(ROE)	Net Profit After Taxes	Average Shareholder's Equity	27.76%	34.61%	-19.79%
5)	Inventory turnover ratio (in times)	Revenue	Average Closing Inventory	3.92	3.81	2.89%
6)	Trade Receivable turnover ratio (in times)	Revenue	Average Trade Receivable	4.92	6.17	-20.26%
7)	Trade Payable turnover ratio (in times)	Purchases	Average Trade Payable	7.05	6.29	12.08%
8)	Net Capital Turnover Ratio (in times)	Revenue	Working Capital	2.39	2.97	-19.53%
9)	Net Profit ratio (in %) (NPR)	Net profit after taxes	Revenue	16.56%	16.82%	-1.55%
10)	Return on capital employed (in %) (ROCE)	Earning before interest and taxes	Capital Employed	31.99%	36.21%	-11.65%

* Improvement in Current Ratio is due to availability of funds in current assets generated from internal accruals accompanied by optimal use of resources.

^ Debt Equity ratio has decreased because of repayment of Long Term loan as funds available from generation of cash profit from Internal accruals and optimal use of resources.

Earnings Available For Debt Service stands for Net profit after taxes + Non-cash operating expenses + Interest + Other adjustments like Profit/(loss) on sale of fixed assets etc.



Notice to Shareholders

NOTICE is hereby given that the 40th Annual General Meeting ("AGM") of the Members of Shivalik Bimetal Controls Ltd. ("The Company") will be held on Thursday, the 26th day of September, 2024 at Hotel Namastasya, Bye Pass Road, near New Bus Stand, Lawi Khurd, Solan, Himachal Pradesh 173212 at 10.30 AM (IST), to transact the following business:

ORDINARY BUSINESSES:

- To receive, consider and adopt the Audited Financial Statements (both Standalone and Consolidated Financial Statements) of the Company for the financial year ended March 31, 2024 together with Director's Report and the Auditors Report thereon;
- To confirm the payment of Interim Dividend and to declare Final Dividend on equity shares for the financial year ended March 31, 2024;
- To appoint a director in place of Mrs. Harpreet Kaur (DIN: 07012657), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESSES:

4. RATIFICATION OF REMUNERATION OF COST AUDITOR

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014 framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members is hereby accorded to ratify the remuneration of ₹ 1,50,000 (Rupees One Lakh Fifty Thousand Only) per annum plus applicable taxes and out of pocket expenses payable to Mr. Ramawatar Sunar, Cost Auditor, (FRN: 100691), re-appointed by the Board of Directors on the recommendation of the Audit Committee, to conduct Audit of cost records of the Company for the FY 2024-25.

RESOLVED FURTHER THAT the consent of the members be and hereby accorded to authorize the Board of Directors of the Company to do all the acts, matters and things and to take all such steps as may be required and necessary to give effect to this resolution."

5. CONTINUATION OF DIRECTORSHIP OF MR. GURMEET SINGH GILL (DIN: 00007393), AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval be and is hereby accorded for continuation of Mr. Gurmeet Singh Gill (DIN: 00007393) as a Non-Executive Non Independent Director of the Company liable to retire by rotation, who would attain the age of 75 years on September 19, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. RE-APPOINTMENT OF MR. SWARNJIT SINGH (DIN: 07409567) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Sections 149, 152 of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other provisions as may be applicable, including any statutory modification or re-enactment thereof for the time being in force, Mr. Swarnjit Singh (DIN : 07409567), who was appointed as an Independent Director of the Company by the members for a term up to November 10, 2024, who being eligible for re-appointment for a second term and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature to the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, to hold office with effect from November 11, 2024 up to November 10, 2029, and whose office shall not be liable to retire by rotation.



Notice to Shareholders *continued*

RESOLVED FURTHER THAT the Board or any committee of directors or executives / officers of the Company authorised by them, be and are hereby authorised to do all such acts, deeds, matters and things and execute such documentation as may be necessary to give effect to this Resolution.”

7. APPOINTMENT OF MRS. SUKRITA GOYAL (DIN: 07576423) AS NON-EXECUTIVE INDEPENDENT WOMEN DIRECTOR

To consider and, if thought fit, to pass, the following resolution as Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”)(including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and on recommendation of Nomination & Remuneration Committee, Mrs. Sukrita Goyal (DIN: 07576423), who was appointed by the board of directors as additional director w.e.f August 29, 2024 under the category of Independent Women Director and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director, consent of the members be and hereby accorded for approval of appointment as an Independent Women Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years commencing from August 29, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

8. APPOINTMENT OF MR. KABIR GHUMMAN (DIN: 01294801) WHOLE TIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR

To consider and, if thought fit, to pass, the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to Section 161 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Kabir Ghumman (DIN: 01294801) who was appointed as an additional director in the category of Whole Time Director of the Company by the Board of Directors with effect from August 29th, 2024, and who holds office until the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of director of the Company, be and is hereby appointed as Whole Time Director – designated as Executive Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 196, 197, and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment(s), consent of the members be and is hereby accorded to the appointment of Mr. Kabir Ghumman (DIN: 01294801) as Whole-time Director designated as Executive Director of the Company for a period of 5 years effective from August 29, 2024 up to August 28, 2029 as per the terms and conditions as stated in the explanatory statement.

RESOLVED FURTHER THAT notwithstanding anything hereinabove contained, wherein any financial year during the tenure of his appointment, the Company has incurred loss or its profits are inadequate, the Company shall pay to Mr. Kabir Ghumman, the remuneration by way of salary, perquisites, other allowances and other benefits as aforesaid as minimum remuneration, notwithstanding the fact that the annual remuneration payable to exceeds 5% of the net profits of the company as prescribed under Regulation 17(6)(e) of the Listing Regulations, subject to the maximum/overall managerial remuneration to the Executive Directors of the Company (including any statutory modifications or re-enactments thereof, for the time being in force), or such other limits as may be prescribed by the government from time-to-time as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary, alter or modify the different components of the above stated remuneration as may be agreed to by the Board of Directors and Mr. Kabir Ghumman.

RESOLVED FURTHER THAT directors and Key Managerial Personnel of the company be and are hereby authorised to do all such things and deeds to bring the above resolution into effect.”



Notice to Shareholders *continued*

9. APPROVAL OF OVERALL MANAGERIAL REMUNERATION UNDER COMPANIES ACT, 2013 AND SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

To consider and, if thought fit, to pass, the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Regulation 17(6) (e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 196 , 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and, as amended from time to time (‘Listing Regulations’)(including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the board of director(s) of the Company consent of the members be and hereby accorded to continue with payment of remuneration as per terms and conditions approved by shareholders in the general meeting by the members, notwithstanding the fact that the annual remuneration payable to Executive Directors exceeds 5% of the net profits of the company as prescribed under Regulation 17(6)(e) of the Listing Regulations, subject to the maximum/overall managerial remuneration to the Executive Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

For Shivalik Bimetal Controls Ltd.

Sd/-
Aarti Sahni
Company Secretary
M.No. A25690

Place: New Delhi
Date: 29.08.2024

Registered Office: 16-18, New Electronics Complex, Chambaghat,
Distt. Solan, Himachal Pradesh - 173213
CIN: L27101HP1984PLC005862
E-mail: investor@shivalikbimetals.com



Notice to Shareholders *continued*

NOTES:

1. The Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 ("The Act"), setting out material facts concerning the special business under Item No. 4 to 9 of the Notice is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI ("Listing Regulations") and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Director(s) seeking appointment/re-appointment at this Annual General Meeting ("AGM") is also annexed.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll to vote instead of himself/herself. such proxy need not be a member of the company. proxies in order to be effective must be received at the registered office of the company not less than 48 hours before 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. a member holding more than ten percent of the total share capital of the company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

An instrument of proxy duly filled, stamped and signed is valid only for this annual general meeting including any adjournment thereof.

3. Relevant documents referred in the accompanying Notice and the Statement pursuant to Section 102 of the Act shall be available for inspection at the Registered Office of the Company during normal hours (between 10.00 A.M. to 1.00 PM) on all working days (except Saturday, Sundays and Public Holidays) and including the date of the Annual General Meeting.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned certified copy (PDF/JPG Format) of their Board or governing Body's Resolution/Authorization, authorizing their representative to attend the AGM on their behalf and to vote through remote e-voting, to the Scrutinizer through e-mail at amitsaxenacs@yahoo.com with a copy marked to NSDL at evoting@nsdl.co.in.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, September 20, 2024 to Thursday, September 26, 2024 (both days inclusive) for the purpose of ascertaining the entitlement of Members for the payment of dividend, if declared at the AGM
6. The Board of Directors, at its meeting held on May 29, 2024, has recommended dividend of ₹ 1/- per equity share of the face value of ₹ 2/- each for FY 2024 for the approval of members at the 40th AGM for the financial year ended March 31, 2024, if declared at the AGM. Pursuant to the provisions of regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), the Company has fixed Thursday, September 19, 2024 as the 'Record Date' for the purpose of determining the members eligible to receive dividend for FY2024.
7. Subject to the provisions of section 126 of the Act, dividend on equity shares, if declared, at the AGM, will be credited/ dispatched on or before October 25, 2024, to all those members holding shares in physical form/ electronic form as on closing hours on September 19, 2024.
8. Electronic copy of the Annual Report for the Financial Year (FY) 2023-24, the Notice of the 40th AGM of the Company along with Attendance Slip and Proxy Form sent to all the members via email whose email addresses are registered with the Company/Depository Participants. Physical copy of the aforesaid documents may be sent on request by any such Member.

Physical copy of the Annual Report for the FY 2023-24, the Notice of the 40th AGM of the Company along with Attendance Slip and Proxy Form sent to those members who have not registered their email addresses with the Company/ Depository Participants/RTA. The Annual Report for the FY 2023-24 and the Notice of the 40th AGM will also be available on the Company's [website – www.shivalikbimetals.com](http://www.shivalikbimetals.com) and websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice of AGM is also available on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com Company's web-



Notice to Shareholders *continued*

link on the above will also be provided in advertisement being published in Financial Express (English edition) and Jansatta (Hindi edition).

9. Route map – Since this AGM is held physically, Route Map showing the location of and directions to reach the venue of the 40th AGM is attached, pursuant to Secretarial Standard-2 on General Meetings along with Attendance Slip and Proxy Form are annexed to this Notice.
10. In terms of SEBI Circular dated December 09, 2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders atleast 2 days prior to the date of commencement of e-voting, members are requested to update the mobile no. /email ID with their respective depository participants.
11. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31st July, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated 4th August, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated 31st July, 2023 (updated as on 11th August, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website: <https://www.shivalikbimetals.com/corporate-governance.php>

12. KYC Updation

SEBI, vide its circular dated November 3, 2021 read with circulars dated December 14, 2021, March 16, 2023 and November 17, 2023 and SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 has mandated compulsory furnishing of PAN, nomination (for all eligible folios), contact details, bank account details and specimen signature by holders of physical securities.

Further, the physical Shareholders, whose folio(s) do not have the above KYC details, shall be eligible: (i) to lodge grievance or avail any service request from the RTA and (ii) for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024, only after furnishing aforesaid KYC details.

Aforesaid SEBI circular has also mandated compulsory linking of PAN and Aadhaar by all holders of physical securities. In case the same is not so linked, you are requested to do the same immediately. In the event such linkage is not done then your PAN will be deemed to be invalid and consequently your folio will be treated in the same manner as applicable in case of folios for which no PAN has been furnished.

Holders of physical securities are requested to take note of the above KYC updation and furnish their KYC details at the earliest, to the Company's Registrar and Transfer Agent ('RTA'). The relevant forms for updation of KYC are available on the websites of the Company and the RTA.

The details of various forms for updating KYC details for holders of physical shares are as follows:

Form Description

- i. ISR-1 - Request for Registering PAN, KYC Details or Changes / Updation thereof
- ii. ISR-2 - Confirmation of Signature of Securities holder by the Banker
- iii. ISR-3 - Declaration Form for Opting-out of Nomination
- iv. ISR-4 - Request for issue of Duplicate Certificate and other service request
- v. ISR-5 - Request for Transmission of Securities by Nominee or Legal Heir
- vi. SH-13 Registration of Nomination
- vii. SH-14 Cancellation or Variation of Nomination

The aforesaid forms are available at www.shivalikbimetals.com investor-relations/forms and on the website of RTA www.masserv.com.



Notice to Shareholders *continued*

13. TDS on dividend

Pursuant to the amendment introduced by the Finance Act, 2020, with effect from April 1, 2020, dividend declared and paid by the Company is taxable in the hands of its members and the Company is required to deduct tax at source ("TDS") from dividend paid to the members at the applicable rates.

However, no tax shall be deducted on the dividend payable to a Resident Members (Individual), if the total dividend to be received by them during Financial Year 2023-24 does not exceed ₹ 5,000 and also in cases where members provide Form 15G/15H (form can be download from www.masserv.com under download tab) (as may be applicable) subject to conditions specified in the Income Tax Act. However, the Company may at its sole discretion reject the form if it does not fulfill the requirement of law. PAN is mandatory for members providing Form 15G /15H. Where the PAN is either not registered or is invalid, tax shall be deducted at source at a rate which is higher of the prescribed TDS rates or @ 20%.

14. Electronic Credit of Dividend

Members holding equity shares in physical form, who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by sending Form ISR-1 duly filled in and signed, the format of which is available on the website of the Company www.shivalikbimetals.com or from the website of its RTA at www.masserv.com along with following documents latest by 15th September, 2024 to the Company's Registrar & Share Transfer Agent at MAS Services Limited, unit (Shivalik Bimetal Controls Ltd.) T-34, IInd Floor, Okhla Industrial Area Phase-II, New Delhi-110020:

- copy of cancelled cheque leaf bearing the name of the first or sole holder;
- self attested scanned copy of the PAN Card; and
- self attested scanned copy of any document (such as AADHAAR Card, Driving License, Election Identity Card, Passport) in support of the postal address of the Member as registered against their shareholding.

Members holding shares in demat form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change / addition / deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs. Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in demat form. Members holding shares in dematerialized mode are requested to submit the details to their respective DP only and not to the Company/RTA.

- In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the Annual General Meeting.
- To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
- Members holding shares in physical form who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. Members may download the said forms from the Company's website under the weblink at <https://www.shivalikbimetals.com/about-us.php?pagelid=39>. Members holding shares in demat mode should file their nomination with their respective Depository Participant(s).
- In all correspondence with the Company/the RTA, Members are requested to quote their Folio Number and in case their shares are held in the dematerialised form, must quote their DP ID and Client ID numbers.



Notice to Shareholders *continued*

- As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Securities of Listed Companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Share Transfer Agents, MAS Services Limited for assistance in this regard.

In accordance with SEBI (Listing Obligations and Disclosure Requirements) (4th amendment) Regulations, 2018 notified on June 07, 2018 and further notification dated November 30, 2018 request for physical transfer of shares was discontinued w.e.f. April 01, 2019

Further, in compliance with SEBI vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only: -

- Issue of duplicate share certificate
- Claim from unclaimed suspense account
- Renewal/Exchange of securities certificate
- Endorsement
- Sub-division / splitting of securities certificate
- Consolidation of securities certificates/folios
- Transmission
- Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company and RTA (MAS Services Ltd), Registrar and Share Transfer Agent (RTA). The aforementioned form shall be furnished in hard copy.

Members holding shares in physical form are requested to dematerialize their holdings at the earliest.

20. Unclaimed/Unpaid Dividends

Pursuant to the provisions of Section 124 and Section 125 of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the Unpaid Dividend Account is required to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended, all shares in respect of which dividend has not been paid or claimed by the members for seven consecutive years or more, are required to be transferred to the IEPF Authority.

In view of above, members are requested to claim their unclaimed/unpaid dividends for FY 2016-17 and onwards before transfer to IEPF Authority by writing to the Company/RTA. The final Dividend for FY 2016-17 is due for transfer to IEPF on November 01, 2024 and those shareholders whose dividend for FY 2016-17 is unclaimed are requested to send necessary documents to Company/RTA before October 15, 2024, for claiming said dividend.

Members whose unclaimed dividends/shares are/will be transferred to the IEPF Authority can claim the same by making an online application to the IEPF Authority in the prescribed Form No. IEPF-5 by following the refund procedure as detailed on the website of IEPF Authority <http://www.iepf.gov.in/IEPF/refund.html>.

Pursuant to the provisions of IEPF Rules, the Company has uploaded the details of unpaid and unclaimed dividend lying with the Company as on March 31, 2024 on the website of the Company at www.shivalikbimetals.com and also on the website of the MCA at www.iepf.gov.in.

Notice to Shareholders *continued*

21. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before September 23, 2024 through email on investor@shivalikbimetals.com. The same will be replied by the Company suitably.
22. Voting through electronic means:
 - a) In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular dated July 11, 2023 in relation to e-voting facility provided by listed entities, the resolutions for consideration at this AGM will be transacted through remote e-voting (i.e. facility to cast vote prior to the AGM), for which purpose the Board of Directors of the Company ('the Board') have engaged the services of National Securities Depository Limited ('NSDL').
 - b) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - c) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - d) The remote e-voting period commences on Monday, September 23, 2024 (9:00 am) and ends on Wednesday, the September 25, 2024 (5:00 pm). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of September 19, 2024, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Instructions for remote e-voting

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to the NSDL e-voting system

Step 2: Cast your vote electronically on NSDL e-voting system.

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and SEBI Master Circular dated July 11, 2023 on e-Voting facility provided by Listed Companies and as part of increasing the efficiency of the voting process, the e-voting process has been enabled to all Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Notice to Shareholders *continued*

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digits demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

QR Code



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile No. & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.



Notice to Shareholders *continued*

Notice to Shareholders *continued*

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository website after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call 1800 1020 990, 1800 22 44 30 and 022-48867000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 022-23058738 or 022-23058542/43 and 1800 22 5533

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

- For Members holding shares in Physical Form. EVEN Number followed by Folio Number registered with the company

For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote



Notice to Shareholders *continued*

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@shivalikbimetals.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@shivalikbimetals.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step: 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
5. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
6. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in.

General Information

1. There will be one vote for every Client ID / registered folio number irrespective of the number of joint holders.
2. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 19, 2024.
3. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e September 19, 2024, may generate the login ID and password as per e-voting instruction given above.
4. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
5. Mr. Amit Saxena, Practicing Company Secretary (Membership No. 29918), Proprietor of M/s Amit Saxena & Associates has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the remote e-voting process in a fair and transparent manner.
6. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.



Notice to Shareholders *continued*

7. The Results of voting will be declared within two working days from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's corporate website www.shivalikbimetals.com under the section 'Investor Relations' and on the website of NSDL, such Results will also be forwarded to the National Stock Exchange of India Limited and BSE Limited, where the Company's shares are listed.
8. Members holding shares either in demat or physical mode who are in receipt of the Notice in physical form, may cast their votes using the e-voting facility for which the User ID and initial password are provided in the attendance slip sent along with this Notice. Please follow steps from Sl. No. (i) to (ix) under heading B above to vote through e-voting platform.

For Shivalik Bimetal Controls Ltd.

Sd/
Aarti Sahni
Company Secretary
M.No. A25690

Place: New Delhi
Date: 29.08.2024

Registered Office: 16-18, New Electronics Complex, Chambaghat,
Distt. Solan, Himachal Pradesh - 173213
CIN: L27101HP1984PLC005862
E-mail: investor@shivalikbimetals.com



Notice to Shareholders *continued*

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified and confirmed by the shareholders of the Company. The Board on the recommendation of the Audit Committee has approved the re-appointment and remuneration of Mr. Ramawatar Sunar, Cost and Management Accountant, (FRN: 100691) as Cost Auditor to conduct the audit of the cost records of the Company for FY 2024-25.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the FY 2024-25.

None of the Directors /Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Item No. 5

Mr. Gurmeet Singh Gill, Non-Executive Non-Independent Director, was appointed on the Board of the Company on 28th September, 1998 in terms of Companies Act, 1956 (re-enacted as Companies Act, 2013) and his association with the Company is more than 2 decades.

The Securities and Exchange Board of India (SEBI) has amended the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 vide circular dated May 9, 2018, which requires continuance of any Non-Executive Director who has attained the age of 75 years after seeking the prior approval of shareholders by way of a Special Resolution.

Mr. Gurmeet Singh Gill shall attain the age of 75 years on September 19, 2025, hence approval by way of Special Resolution is placed before the shareholders in order to comply with the aforesaid circular. Apart from being a Director on the Board, Mr. Gurmeet Singh Gill is also member of Nomination and Remuneration Committee and has been effectively performing his duties and providing valuable guidance to the Company in key strategic matters from time to time.

The Board is of the opinion that Mr. Gurmeet Singh Gill's rich and diverse experience is a valuable asset to the Company which adds value and enriched point of view during Board discussions and decision making. He is also a person of integrity who possesses required expertise and his association as Non-Executive Non Independent Director will be beneficial to the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives is related to Mr. Gurmeet Singh Gill, is in any way concerned or interested financially or otherwise, in the said resolution.

The Board recommends the special resolution as set out at Item No.5 of the Notice for approval by the shareholders.

Item No. 6

Mr. Swarnjit Singh (DIN: 07409567) was appointed as a Non-Executive Independent Director of the Company by the members at the 37th Annual General Meeting of the Company held on September 15, 2021 for a period of four consecutive years commencing from November 11, 2020. In terms of the provisions of Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013 and Regulation 16(1) (b) and 17 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment for another term of five years, by passing of a special resolution by shareholders.

Based on the recommendation of Nomination and Remuneration Committee Mr. Swarnjit Singh (DIN: 07409567) being eligible for re-appointment as an Independent Director not retire by rotation, is proposed to be re-appointed as an Independent Director, for second term of five consecutive years from November 11, 2024 to November 10, 2029 (both days inclusive).

In this regard, Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as an Independent Director of the Company, if so appointed by the members. He is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act. He is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

The details required as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India have been provided in the "Annexure - A" to the Notice.



Notice to Shareholders *continued*

In the opinion of the Board, Mr. Swarnjit Singh fulfills the conditions for re-appointment as an Independent Director as specified in the Companies Act, 2013 and rules made thereunder read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Swarnjit Singh as a non-executive Independent Director. The Board recommends this special resolution for the approval of members.

All the documents referred to are open for inspection at the Company's Registered Office on all working days, except Saturdays, between 10.00 A.M. to 1.00 P.M. till September 26, 2024 and will also be available for inspection at the Meeting.

Except Mr. Swarnjit Singh, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 7

Pursuant to Regulation 17 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Mrs. Sukrita Goyal as an additional Director under the category of Independent Women Director w.e.f. August 29, 2024, subject to approval of shareholders w.r.t appointment on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mrs. Sukrita Goyal is a graduate in Bachelors of Engineering (E&C) from Global Institute of Technology, Jaipur and Master's Degree (MBA) in HR & Marketing from FORE School of Management, Delhi. She has overall experience of 14+ years in driving the business growth and customer satisfaction in automobile sector. She is skilled in strategic planning, policy making and team management. Mrs. Goyal is well versed in the managerial functions of the business such as resource management and allocation. She has also working experience as Software Engineer with Accenture, Mumbai.

The Company has received relevant declaration under Section 164, 184 and 149 of the Companies Act, 2013 from Mrs. Sukrita Goyal (DIN: 07576423). Further, in terms of provisions of section 149(6) read with Companies (Appointment and Qualification of Directors), Rules, 2014 and Regulation 16(1)(b), 25 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mrs. Sukrita Goyal meets the specified criteria mentioned in the provisions to become the Independent Women Director. Accordingly, it was considered to appoint Mrs. Sukrita Goyal as an Independent Director to hold office for a period of five (5) consecutive years w.e.f August 29, 2024 up to August 28, 2029. The Board also considered that the Company will be benefited by her appointment, as her contribution is likely to be immense for valuable experience, knowledge and counsel.

The details of Mrs. Sukrita Goyal as required under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Secretarial Standard 2 on General Meetings are disclosed under Annexure A to this Statement including the brief resume, nature of her expertise in specific functional areas and names of Companies in which she holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se.

The Board recommends this resolution for the approval of members.

All the documents referred to are open for inspection at the Company's Registered Office on all working days, except Saturdays and Sunday between 10.00 A.M. to 1.00 P.M. till September 26, 2024 and will also be available for inspection at the Meeting.

Except Mrs. Sukrita Goyal, the appointee, none of the Directors/Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

Item No. 8

On the recommendation of the Nomination and Remuneration Committee and pursuant to Section 196, 197, 203, 161 of the Companies Act, 2013, and other applicable provisions, the Board of Director(s) at its meeting held on August 29, 2024, appointed Mr. Kabir Ghumman (DIN: 01294801) as an additional director of the Company to hold the office up to date of ensuing AGM on the remuneration as set forth in the resolution under the category of Executive and Whole-Time Director effective August 29, 2024, subject to approval of shareholders in the annual general meeting.

Mr. Kabir Ghumman is the son of Mr. N S Ghumman, Managing Director and associated with the company since last one decade. Mr. Kabir is a qualified Engineer holds Bachelors-Mechanical Engineering. He is responsible for the supervision of all technical and process engineering aspects of the Company at the manufacturing unit. With his exposure and experience in the designing and optimization of use of machinery has developed good understanding of manufacturing processing.



Notice to Shareholders *continued*

His scope of work covers his full involvement in the mechanical engineering aspects of the company at plant. Mr. Kabir Ghumman associated with the Company from last 15 years and meanwhile gave his best for its immense growth. The Board of Directors are of the view that his knowledge, experience, guidance would be useful for the growth of the Company.

Mr. Kabir Ghumman holds 300 equity shares in the Company.

The resolution seeks approval of the members in terms of Sections 196 and 197 read with schedule V, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) for the appointment of Mr. Kabir Ghumman as Whole-time Director effective August 29, 2024 till August 28, 2029.

Brief resume of Mr. Kabir Ghumman, nature of his expertise in specific functional areas and names of Companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se are provided in Annexure to this Notice.

Remuneration and Benefits:

	(Amount In INR)
Gross Pay	1,25,00,000
HRA	62,50,000
Perquisite & Allowances	12,50,000
Total	2,00,00,000

The remuneration is to be paid within the approved limits and in accordance with the Company Policy, as amended from time to time.

The appointment and remuneration payable to Mr. Kabir Ghumman is required to be approved by the Shareholders in the General Meeting and accordingly resolution as set out at Item No. 8 is being placed before the Members for approval.

The details of Mr. Kabir Ghumman as required under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Secretarial Standard 2 on General Meetings are disclosed under Annexure A to this Statement.

All the documents referred to are open for inspection at the Company's Registered Office on all working days, except Saturdays and Sunday between 10.00 A.M. to 1.00 P.M. till September 26, 2024 and will also be available for inspection at the Meeting.

No director, Key managerial personnel or their relatives, except Mr. N S Ghumman, Mrs. Tejinder jeet Kaur Ghumman and Mr. Sumer Ghumman (Managing Director of Shivalik Engineered Products Private Ltd) to whom the resolution relates, is interested in or concerned with the resolution. The Board recommends the resolution set forth in Item no. 8 for the approval of the Members.

Item No. 9

Pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the company may pay managerial remunerations to the persons appointed under the said category within the limits specified in the 197 read with Schedule V. The company in general meeting may, authorize the payment of remuneration exceeding eleven per cent. of the net profits of the company, subject to the provisions of Schedule V:

Further, in terms of the provisions of Regulation 17(6)(e) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the entity.

On recommendation of Nomination & Remuneration Committee, the board of directors with the consent of members already appointed Mr. N.S Ghumman, Managing Director and Mr. S.S Sandhu, Chairman & Whole Time Director as executive director(s) of the company in the past years. Presently, the managerial remuneration payable to both of the executive directors were duly approved by the members in the general meeting.

On and after appointment of Mr. Kabir Ghumman as Whole Time Director, the Board of the view that there may be increase in overall managerial remuneration of 5% of the net profits of the company. Considering the same and in view of the recommendation of the Nomination & Remuneration committee, the board approved the payment of the overall managerial remuneration notwithstanding the same exceeding the limits prescribed under Regulation 17(6)(e) which is well within the overall ceiling of 11% prescribed under the Sec 197 read with Schedule V of the Companies Act, 2013.



Notice to Shareholders *continued*

The terms of appointment including the remuneration payable to Mr. Kabir Ghumman also separately placed for approval under Item No 8.

The Board recommends this special resolution for the approval of members.

All the documents referred to are open for inspection at the Company's Registered Office on all working days, except Saturdays and Sunday between 10.00 A.M. to 1.00 P.M. till September 26, 2024 and will also be available for inspection at the Meeting.

None of the Directors /Key Managerial Personnel of the Company /their relatives except Mr. S. S. Sandhu, Mr. N. S. Ghumman, Mr. Kabir Ghumman, Mr. Sumer Ghumman, Mrs. Tejinder Kaur Ghumman and Mr. Angad Sandhu are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

For Shivalik Bimetal Controls Ltd.

Place: New Delhi

Date: 29.08.2024

Registered Office: 16-18, New Electronics Complex, Chambaghat,

Distt. Solan, Himachal Pradesh - 173213

CIN: L27101HP1984PLC005862

E-mail: investor@shivalikbimetals.com

Sd/-
Aarti Sahni
Company Secretary
M.No. A25690

ANNEXURE-A

Details of the Directors seeking re-appointment/ appointment in the 40th Annual General Meeting pursuant to Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	Mrs. Harpreet Kaur	Mr. Gurmeet Singh Gill	Mr. Swarnjit Singh	Mrs. Sukrita Goyal	Mr. Kabir Ghumman
DIN	07012657	00007393	07409567	07576423	01294801
Date of Birth	08/04/1954	19/09/1950	22/06/1949	01/10/1985	20/08/1985
Age	70 Years	74 Years	75 Years	39 Years	39 Years
Date of appointment/ Re-appointment	20/09/2020	27/09/2022	11/11/2024	26/09/2024	26/09/2024
Date of first appointment on Board	10/11/2014	28/09/1998	11/11/2020	29/08/2024	29/08/2024
Terms and Conditions of Appointment	Her office as director shall be liable to retire by rotation.	As stated in Item No 5 of the Notice	As stated in Item No 6 of the Notice	As stated in Item No 7 of the Notice	As stated in Item No 8 of the Notice
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil	Nil	Nil	Nil	Son of Mr. N S Ghumman Managing Director
Remuneration sought to be paid	Nil	Nil	Nil	Nil	2,00,00,000
Remuneration Last Drawn	Nil	Nil	Nil	Nil	First time appointed on the board

Notice to Shareholders *continued*Notice to Shareholders *continued*

Particulars	Mrs. Harpreet Kaur	Mr. Gurmeet Singh Gill	Mr. Swarnjit Singh	Mrs. Sukrita Goyal	Mr. Kabir Ghumman
Brief Resume including the skill and capabilities	Mrs. Harpreet Kaur was associated with the company as Non-Executive Director since 2014. She is graduate in Bachelors of Arts (Hons) with more than 39 years of rich industry experience. She is having rich experience in retails business, and accordingly well aware of intricacies of carrying on business. For last 1 decade her useful guidance is very helpful on various critical aspects of operations.	Mr. Gurmeet Singh Gill was associated with the company as non-executive Director since 1998. He is a graduate in Business Administration from Birla Institute of Technology, Pilani and Masters of Business Administration from Faculty of Management Studies, Delhi University. With overall 50+ years of business experience, Mr. Gill was associated with the company for more than 2 decades. He is well aware about the operations of the company and his guidance since last 26 years was very useful in the progress of the company.	Captain Swarnjit Singh has over 53 years of experience in the aviation sector. He has been working in the capacity of a commander, trainer, instructor, examiner and incident investigation and pilot counselling. Capt. Swarnjit Singh started his career in Indian Airlines in 1973 as a commercial pilot. Capt. Swarnjit Singh has been an advisor to the board to several innovative technology companies. Capt. Swarnjit Singh holds a Bachelor of Science from the University of Delhi.	Mrs. Sukrita Goyal is a graduate in Engineering (E&C) holding Bachelors in Mech. Engineering. She is responsible for the HR & Marketing from FORE and process engineering aspects of the Company at Delhi. She has overall experience of 14+ years in With his exposure and customer satisfaction and optimisation of use of sector. machinery has developed She is skilled in strategic a good understanding of planning, policy making manufacturing processing. team management. His scope of work covers Mrs. Goyal is well versed his full involvement in the managerial functions mechanical engineering of the business as such aspects of the company resource management at the plant. Mr. Kabir and allocation. She has Ghumman associated with also working experience the Company from the last as Software Engineer with 15 years and meanwhile gave his best for its immense growth.	Mr. Kabir Ghumman is a qualified Engineer Bachelors in Mech. Engineering. He is responsible for the process engineering aspects of the Company at Delhi. She has overall experience of 14+ years in With his exposure and customer satisfaction and optimisation of use of sector. machinery has developed She is skilled in strategic a good understanding of planning, policy making manufacturing processing. team management. His scope of work covers Mrs. Goyal is well versed his full involvement in the managerial functions mechanical engineering of the business as such aspects of the company resource management at the plant. Mr. Kabir and allocation. She has Ghumman associated with also working experience the Company from the last as Software Engineer with 15 years and meanwhile gave his best for its immense growth.
Directorships held in other listed companies*	Nil	Nil	Nil	Nil	Nil
Memberships/ Chairmanships of Committee in other public limited companies (includes only Audit & Shareholders/ Investors' Grievance Committee)	Nil	Nil	Nil	Nil	Nil
No. of shares held in Company	0	0	4500	704	300
Details of listed entities from which the person has resigned in the past three years	Nil	Nil	Nil	Nil	Nil

* excluded Section 8 Companies and Private Limited Companies



SHIVALIK BIMETAL CONTROLS LIMITED
 Registered Office: 16 18, New Electronics Complex, Chambaghat, Distt. Solan,
 Himachal Pradesh - 173213 (INDIA) CIN: L27101HP1984PLC005862
 Phone: +91-1792-230578
 Email: investor@shivalikbimetals.com, Website: www.shivalikbimetals.com

ATTENDANCE SLIP
 (to be handed over at the registration counter)



Name of the member (s):
Address:
.....
Folio No. / Client Id: DP ID:
No. of shares:

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I/We hereby record my/our presence at the 40th Annual General Meeting of the Company on Thursday, the 26th day of September, 2024 at Hotel Namastasya, Bye Pass Road, near New Bus Stand, Lawi Khurd, Solan, Himachal Pradesh 173212 at 10.30 AM (IST).

First/sole holder/Proxy

Second holder/Proxy

Third holder/Proxy

.....

.....

.....





**Form No MGT 11
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

SHIVALIK BIMETAL CONTROLS LIMITED

Registered Office: 16 18, New Electronics Complex, Chambaghat, Distt. Solan, Himachal Pradesh - 173213 (INDIA)
CIN: L27101HP1984PLC005862 Phone: +91-1792-230578
Email: investor@shivalikbimetals.com, Website: www.shivalikbimetals.com

Name of the member (s):

Registered Address:

..... E-mail ID:

Folio No. / Client Id: DP ID:

I/We, being the member (s) of shares of the Shivalik Bimetal Controls Ltd, hereby appoint

1.	Name:	Address:
	Email Id:	Signature:
2.	Email Id:	Name:
	Signature:	Address:
3.	Email Id:	Name:
	Signature:	Address:

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 40th Annual General Meeting of the Company, to be held on Thursday, the 26th day of September, 2024 at Hotel Namastasya, Bye Pass Road, near New Bus Stand, Lawi Khurd, Solan, Himachal Pradesh 173212 at 10.30 AM (IST). and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Ordinary Business(es):
1.	To receive, consider and adopt the Audited Financial Statements (both Standalone and Consolidated Financial Statements) of the Company for the financial year ended March 31, 2024 and the Report of Board of Directors and the Auditors thereon;
2.	To confirm the payment of Interim Dividend and to declare a Final Dividend on Equity Shares for the financial year ended March 31, 2024;
3.	To appoint a Director in place of Mrs. Harpreet Kaur (DIN: 07012657), who retires by rotation;
Special Business(es):	
4.	Ratification of remuneration of Cost Auditor
5.	Continuation of directorship of Mr. Gurmeet Singh Gill (DIN: 00007393), as non-executive non-Independent Director of the company;
6.	Re-appointment of Mr. Swarnjit Singh (DIN: 07409567), as an Independent Director of the Company;
7.	Appointment of Mrs. Sukrita Goyal as non-executive independent women director;
8.	Appointment of Mr. Kabir Ghuman (DIN: 01294801) Whole Time Director designated as Executive Director;
9.	Approval of overall managerial remuneration under Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

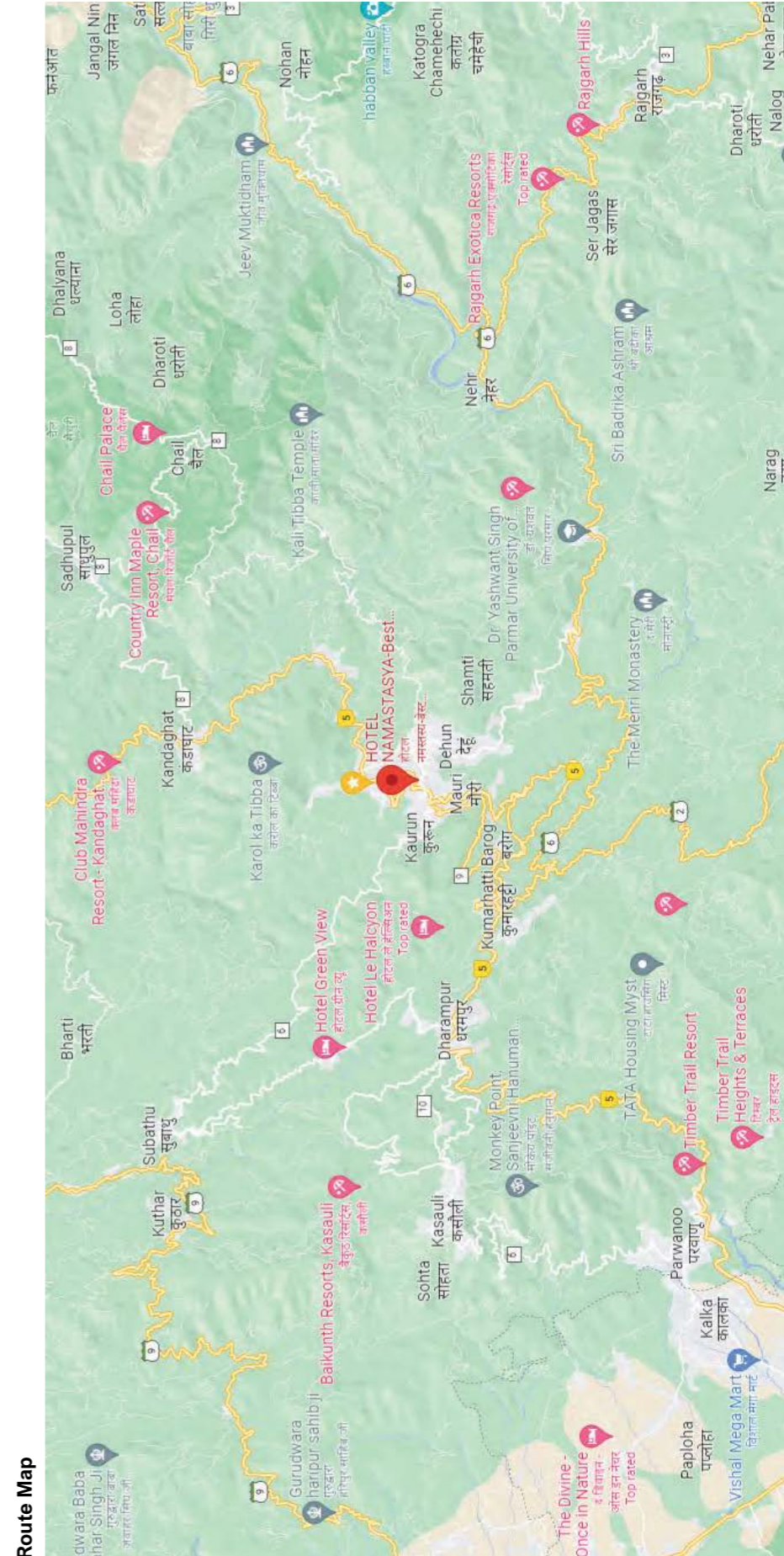
Signed this day of2024

Signature of Shareholder:.....

Signature of Proxy holder (s) :

Affix a Revenue Stamp of
₹ 1.00

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.



Route Map



SHIVALIK BIMETAL
CONTROLS LIMITED

Registered Office

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

Phone: +91-1792-230578

Fax: +91-1792-230475

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