

Corporate Governance Report

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2023

1. Company Philosophy on Code of Corporate Governance

Your Company firmly believes that good Corporate Governance practices are ingredients for the balanced development of an organization and that they not only maximize the shareholder's value but also contribute to the sustained and long-lasting development of the organization. The Board of Directors believes in ethical values and high moral standards for achieving the highest standards of Corporate Governance.

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 stakeholder is an essential element of the company's longterm excellence.

Your company principles itself in being a responsible corporate citizen, committed to running its business in the best possible manner while being completely transparent complying with all relevant rules & regulation and contributing to society at large. The company adhere to the higher ethical standards which is combined with unwavering commitment to certain core values - Transparency, fairness in all dealings, honesty of purpose, quality, consciousness and customer satisfaction.

The Securities & Exchange Board of India ("SEBI") has notified Corporate Governance provisions and in terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("LODR Regulations, 2015"), the Company has been complying with these provisions effectively. Your Company acknowledges and believes that all its actions must serve the main goal of enhancing overall shareholder value on a sustained basis.

2. Board of Directors

The Company is being managed and controlled by a professional Board comprising a blend of Executive and Non-Executive Directors. The Board comprises Eight (8) Directors out of which Two (2) are Executive Directors and Six (6) are Non-Executive Directors including Two (2) Women Directors as on March 31, 2023. The composition of the Board of Directors conforms with Regulation 17 of the SEBI (LODR) Regulations, 2015. The Board further confirms that the Independent Director(s) fulfill the conditions specified in SEBI (LODR), 2015 and are independent of the management.

- a) The names and categories of the Directors on the Board along with their attendance at the Board meetings held during the year ended March 31, 2023 and at the last Annual General Meeting and the number of other Directorship and Chairmanship /Membership of Committees held by them in both listed and unlisted companies is given below:

Name and Designation	Category (i.e., Promoter, Executive, Non-Executive, Independent Non-Executive, Nominee Director)	No. of Board Meetings attended (Out of 8 meetings held)	*Number of other Boards in which he / she is a Director or Chairperson	**Number of other Board Committee(s) in which he/she is a member or Chairperson		Attendance at the last AGM (held on 27 th September 2022)
Mr. S. S. Sandhu (Chairman)	Executive Director	8	1	-	-	Yes
Mr. N. S. Ghuman (Managing Director)	Executive Director	8	1	-	-	Yes
Mr. Gurmeet Singh Gill (Director)	Non-Executive and Non Independent	6	-	-	-	Yes
Mrs. Harpreet Kaur (Director)	Non-Executive and Non Independent	6	-	-	-	No

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Name and Designation	Category (i.e., Promoter, Executive, Non-Executive, Independent Non-Executive, Nominee Director)	No. of Board Meetings attended (Out of 8 meetings held)	*Number of other Boards in which he / she is a Director or Chairperson	**Number of other Board Committee(s) in which he/she is a member or Chairperson		Attendance at the last AGM (held on 27 th September 2022)
				Committee member	Committee Chairperson	
Mr. Nirmaljeet Singh Gill (Director)	Non-Executive and Independent	8	-	-	-	No
Lt. Gen. Pradeep Khanna (Retd.) (Director)	Non-Executive and Independent	7	-	-	-	Yes
Mrs. Anu Ahluwalia (Director)	Non-Executive and Independent	6	-	-	-	No
Mr. Swarnjit Singh (Director)	Non-Executive and Independent	8	-	-	-	No

* This includes Directorship in public limited companies (including subsidiaries of public limited companies) and excludes Directorship in associations, private, foreign and Section 8 companies.

** Represents Chairmanship/Membership of Audit Committee and Stakeholder Relationship (Shareholders'/ Investors' Grievance) Committee. This includes Chairmanship/Membership in public limited companies (including subsidiaries of public limited companies) and excludes Chairmanship/Membership in private, foreign and Section 8 companies.

Notes:

- (i) None of the Independent Directors are holding Directorships in more than seven listed Companies.
- (ii) None of the Functional Directors are acting as Independent Director in any listed Company.
- (iii) The Company has not issued any convertible instruments.

b) Number of Board Meetings

The Board meets at regular intervals to review the performance of the Company. During the year under review, besides the meeting of the Committee of Directors, Eight (8) Board Meetings were held on 12th April, 2022, 30th May, 2022, 09th August, 2022, 29th August, 2022, 15th October, 2022, 04th November, 2022, 05th December, 2022 and 07th February, 2023. The maximum gap between any two Board meetings was less than 120 days.

c) Board Procedure

The meetings of the Board of Directors are generally held at the Company's Head office in New Delhi. The meetings are generally scheduled well in advance. In case of exigencies or urgency, resolutions are passed by circulation. The Board meets at least once a quarter to review the quarterly performance and the financial results. The time gap between the two meeting(s) was not more than 120 days. The agenda for the meeting(s) is prepared by the concerned officials and approved by the Chairman. The Board papers are circulated to the Directors in advance. The members of the Board have access to all information and are free to recommend the inclusion of any matter on the agenda for discussion. Senior executives are invited to attend the Board meetings and provide clarification as and when required.

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.

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The Board of Directors is the apex body constituted by shareholders and is vested with the powers of governance, control, direction and management of affairs of the Company. The Board provides strategic direction and guidance to the Company and has been steering the Company towards achieving its business objectives. Driven on the principles of ethics and accountability, the Board strives to work in best interest of the Company and its stakeholders. The Board is committed to ensuring in compliance with the highest standards of corporate governance.

d) Separate Meeting of Independent Directors

A separate meeting of Independent Directors was held on 07th February, 2023, without the attendance of Non-Independent Directors and members of the Management as required under Schedule IV of the Companies Act, 2013 and Regulation 25(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Independent Directors:

- Reviewed the performance of Non-Independent Directors and the Board as a whole;
- Reviewed the performance of the Chairman of the Company, taking into account the views of Executive Director and Non-Executive Directors; and
- Assessed the quality, quantity and timeliness of the flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All Independent Directors were present in the meeting held on 07th February, 2023.

e) Familiarization Programme

The Company, through its Managing Director/Executive Directors/Senior Management Personnel, makes presentations regularly to the Board, Audit Committee or such other Committees, as may be required, covering, inter alia, business environment, business strategies, operations review, quarterly and annual results, review of Internal Audit Report and Action Taken, statutory compliance, risk management etc.

The details of Familiarization Programmes imparted to Independent Directors (IDs) are available on the company's website at <https://www.shivalikbimetals.com/images/pdf/Familiarisation-Programme.pdf>

f) Performance Evaluation

A formal evaluation mechanism is in place for evaluating the performance of the Board, the Committees thereof, individual Directors and the Chairman of the Board. The evaluation was done based on the criteria which includes, among others, providing strategic perspective, Chairmanship of Board and Committees, attendance and preparedness for the meetings, contribution at meetings, effective decision-making ability, and role of the Committees. The Directors expressed their satisfaction with the evaluation process.

g) Code of Conduct

The Board of Directors has adopted and laid down the Code of Conduct for all Directors and Senior Management Personnel. The Code is posted and available on the website of the Company <https://www.shivalikbimetals.com/about-us.php?pagelid=8>. The members of the Board and Senior Management Personnel have affirmed the compliance with the Code applicable to them during the year ended on March 31, 2023. The Annual Report of the Company contains a declaration by the Chairman and Whole Time Director in terms of Para D of Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, based on the compliance declarations received from the Board and Senior Management.

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:

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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.

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	✓	✓	✓	✓	✓
Mr. Nirmaljeet Singh Gill	✓	✓	✓	✓	✓
Lt. Gen. Pradeep Khanna	✓	✓	✓	✓	✓
Mrs. Anu Ahluwalia	✓	✓	✓	✓	✓
Mr. Swarnjit Singh	✓	✓	✓	✓	✓

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

Prohibition of Insider Trading: The Company has a policy i.e., a code of conduct, prohibiting insider trading in conformity with SEBI (Prohibition of Insider Trading) Regulations, 2015. The said policy contains necessary procedures applicable to Directors, officers and designated persons for trading in the securities of the Company. The trading window closure is intimated in advance to all concerned, during which period, the Board of Directors and designated persons are not permitted to trade in the securities of the Company.

k) Materially Significant Related Party Transactions

There were no materially significant related party transactions of the Company which have potential conflict with the interest of the Company at large.

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

The Company believes in conducting its affairs fairly and transparently by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. The Company has adopted a Vigil Mechanism / Whistle Blower Policy to provide a secure environment and to encourage employees of the Company to report unethical, unlawful or improper practices, acts or activities. The reportable matter may be disclosed to the Audit Committee. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee. The policy has been uploaded on the website of the Company under the head of investor relation/Shivalik corporate policy tab at <https://www.shivalikbimetals.com/images/pdf/Whistle-Blower-Policy.pdf>

m) Policy for Preservation of Documents

Under the requirements of Regulation 9 of the SEBI Listing Regulations, the Board has formulated and approved an Archival Policy prescribing the manner of retaining the Company's documents and the period up to which certain documents are to be retained. The policy has been uploaded on the website of the Company under the head of investor relation/Shivalik corporate policy tab at <https://www.shivalikbimetals.com/images/pdf/policy-on-preservation-of-documents-and-archival.PDF>

n) Disclosure Policy

In line with requirements under Regulation 30 of the SEBI Listing Regulations, the Company has framed a policy on disclosure of material events and information which is available on the website under the head of investor relation/Shivalik corporate policy tab at <https://www.shivalikbimetals.com/images/pdf/pdf-feb-2020/policy-on-criteria-for-determining.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) Role of Company Secretary in the overall governance process

The Company Secretary plays a key role in ensuring that the Board and Committee's procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information details and documents are made available to the Directors and Senior Management for effective decision-making at the Meetings. The Company Secretary is primarily responsible for assisting and advising the Board in conducting the affairs of the Company, ensuring compliances with applicable statutory requirements, providing guidance to Directors and facilitating the convening of Meetings. The Company Secretary interfaces between the Management and regulatory authority for governance matters.

p) 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. The Risk Management Committee of your Company also reviews the succession planning across all Business Verticals in each meeting.

3. Committees of the Board of Directors

The Board of Directors has constituted the following Committees of Directors with an adequate delegation of powers to discharge urgent businesses of the Company:

- 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:

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i. AUDIT COMMITTEE

The Audit Committee comprised of Mr. Nirmaljeet Singh Gill, Chairman, Lt. Gen. Pradeep Khanna (Retd.), Mrs. Anu Ahluwalia and Mr. S.S. Sandhu, as members.

Two-thirds of the members of the Audit Committee are Independent Directors, and all the members of the Audit Committee have accounting or financial Management expertise. The Company Secretary of the Company acts as the Secretary of the Committee.

The Audit Committee shall meet at least Four (4) times a year and not more than 120 days gap between two meetings. Accordingly, the Audit Committee met Six (6) times during the FY 2022-23 on 12th April, 2022, 30th May, 2022, 09th August, 2022, 29th August, 2022, 04th November, 2022 and 07th February, 2023. The quorum for the Audit Committee shall either two members or 1/3 of the members of the committee, whichever is greater, with atleast 2 Independent Directors.

The composition and attendance record of the members of the Audit Committee for the FY 2022-23 is as follows:

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	6	6
2.	Mr. S. S. Sandhu	Member	6	6
3.	Mrs. Anu Ahluwalia	Member	6	6
4.	Lt. Gen. Pradeep Khanna (Retd.)	Member	6	5

Terms of Reference

Terms of Reference and role of the Audit Committee include the matters specified under the Companies Act, 2013 and 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;

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- (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;
- (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

The Stakeholders Relationship and Share Transfer Committee ('Stakeholder Committee') was constituted under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Stakeholder Committee is primarily responsible for reviewing all matters connected with the Company's transfer of Securities and redressal of shareholders'/ investors'/ security holders' complaints. The Stakeholder's Committee also reviews the manner and timelines of dealing with complaint letters received from Stock Exchanges/ SEBI/ Ministry of Corporate Affairs, etc., and the responses thereto along with the adherence to service standards. Based on the delegated powers of the

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Board of Directors, WTD, CFO and Company Secretary approves the share transfers/transmissions/dematerialisation of shares/nominee updates/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.

The Stakeholder Committee composition and the terms of reference meet the requirements of SEBI Listing Regulations and provisions of the Companies Act, 2013.

As on 31st March, 2023, the Stakeholder Relationship Committee comprised of Mrs. Anu Ahluwalia, 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 is the Secretary of the 'Stakeholder Committee'.

Terms of Reference of the Committee to the extent applicable, inter alia, include the following:

- Oversee and review all matters connected with the transfer of the Company's securities;
- Approve the issue of the Company's duplicate share certificates;
- Monitor redressal of investors' /shareholders'/security holders' grievances;
- Oversee the performance of the Company's Registrar and Share Transfer Agents;
- Recommend methods to upgrade the standard of services to investors;
- 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.

During the FY 2022-23, Five (5) Stakeholder Committee meetings has been held on 30th May, 2022, 09th August, 2022, 04th November, 2022, 05th January, 2023 and 07th February, 2023. Attendance at the Stakeholders Relationship Committee is as follows:

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

Details of queries /complaints received from Shareholders/Investors during the year 2022-23. The details of shareholders' grievance are as follows:

- No. of Complaints received during the year – 5
- No. of Complaints resolved during the year – 4
- Pending Complaints at the end of the Financial Year – 1*

Complaint has been received on 28th March, 2023 and resolved the same on 01st April, 2023 The status of pending shareholder's/ investor's complaints is regularly reviewed at the Board Meetings itself on quarterly basis.

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.

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iii. NOMINATION & REMUNERATION COMMITTEE

As per Section 178 of the Companies Act, 2013 and rules made thereunder and Regulation 19 of the SEBI (LODR) Regulations, 2015, the Company has a duly constituted Nomination and Remuneration Committee ("NRC")

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.

As on 31st March, 2023, the NRC comprised of Mr. Nirmaljeet Singh Gill, Chairman, Mrs. Anu Ahluwalia and Lt. Gen. Pradeep Khanna (Retd.) as members. The quorum of the Committee is two members. The Company Secretary is the Secretary of the 'NRC'.

During the Financial Year 2022-23, One (1) NRC meeting was held on 29th August, 2022 . Attendance at the Nomination & Remuneration Committee Meeting is as follows:

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	Chairperson	1	1
2.	Lt. Gen. Pradeep Khanna (Retd .)	Member	1	-
3.	Mrs. Anu Ahluwalia	Member	1	1

iv. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Company has a duly constituted Corporate Social Responsibility ("CSR") Committee as per the requirement of Section 135 of the Companies Act, 2013.

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

- Formulate and recommend to the Board a CSR Policy.
- Recommend to the Board CSR activities to be undertaken by the Company.

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- 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.
- 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.

As on 31st March, 2023, the CSR Committee comprised of Mr. S. S. Sandhu, Chairman, Mr. N. S. Ghumman and Lt. Gen. Pradeep Khanna (Retd.) as members. The Company Secretary of the Company acts as the Secretary of the Committee.

During the FY 2022-23, 1 (One) CSR Committee Meeting was held on 12th April, 2022. Attendance at CSR Committee Meeting is as follows:

S. No.	Name of Members	Designation	No. of Meeting held during the Year	No. of meetings attended during the year
1.	Mr. S. S. Sandhu	Chairman	1	-
2.	Mr. N. S. Ghumman	Member	1	1
3.	Lt. Gen. Pradeep Khanna (Retd.)	Member	1	1

v. RISK MANAGEMENT COMMITTEE

As on 31st March, 2023, the Risk Management Committee comprised of Mr. S. S. Sandhu, Chairman, Mr. N. S. Ghumman, Lt. Gen. Pradeep Khanna (Retd.), Mr. N.J.S. Gill, Mr. Rajeev Ranjan, Mr. Kanav Anand and Mr. Kabir Ghumman as members. The Company Secretary of the Company act as the Secretary of the Committee.

During the FY 2022-23, 2 (Two) Risk Management Committee Meetings were held on 24th January, 2023 and 20th March, 2023. Attendance at the Risk Management Committee Meeting is as follows:

S. No.	Name of Members	Designation	No. of Meeting 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	1
3.	Mr. Nirmaljeet Sing Gill	Member	2	-
4.	Mr. Pradeep Khanna	Member	2	-
5.	Mr. Rajeev Ranjan	Member	2	1
6.	Mr. Kanav Anand	Member	2	2
7.	Mr. Kabir Ghumman	Member	2	1

Your Company has constituted a Risk Management Committee (“RMC”) 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;

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- iv) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- v) To keep the Board informed about the nature and content of its discussions, recommendations and actions to be taken.

4 Remuneration of Directors

The details of Remuneration, fees paid etc. to Directors for the year ended 31st March, 2023 are as under:

a) Paid to Executive Directors

(In ₹)

S. No.	Name of the Director	Salaries & Allowances	Contribution to PF	Other Benefits	Total
1	Mr. S. S. Sandhu	2,97,39,600	24,12,000	24,337	3,21,75,937
2	Mr. N. S. Ghumman	2,97,39,600	24,12,000	24,337	3,21,75,937

b) Non-Executive Directors

S. No.	Name of the Director	Sitting fees
1.	Mr. Nirmaljeet Singh Gill	77,500
2.	Lt. Gen. Pradeep Khanna (Retd.)	67,500
3.	Mrs. Anu Ahluwalia	72,500
4.	Mrs. Harpreet Kaur	55,000
5.	Mr. Gurmeet Singh Gill	45,000
6.	Mr. Swarnjit Singh	60,000
Total		3,77,500

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

Apart from receiving sitting fees, no Non-Executive Directors including Independent Directors received any fixed component performance linked incentives from the company during the period under review.

- d) All Directors have disclosed their shareholding in the Company. Details of Shareholding of Directors as on 31st March, 2023 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

Details of Equity shares of the Company held by the Independent Directors as on 31st March, 2023 are given below: None of the Independent Directors held any Shares in the Company as on 31st March, 2023 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 in filing the Annual Secretarial Report under Regulation 24A of SEBI (LODR) Regulations, 2015 in the last financial year.

Corporate Governance Report

continued

b) Disclosure of Accounting Treatment

As mandated by the Ministry of Corporate Affairs, the financial statements for the year ended on March 31, 2023, have been prepared by following the 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, 2023.

c) Material subsidiary

Pursuant to the provisions of Regulation 16(1)(c) of the Listing Regulations, the Company has adopted a Policy for determining Material Subsidiaries, laying down the criteria for identifying material subsidiaries of the Company. Accordingly, Shivalik Engineered Products Private Limited becomes the material subsidiary of the Company during the financial year 2022-23.

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) Certificate from Company Secretary in practice

M/s R Miglani & Co., Practicing Company Secretaries, has issued a Certificate as required under the SEBI (Issue of Capital & Disclosures Requirements) Regulations, 2015, as amended confirming that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/ Ministry of Corporate Affairs or any such statutory authority. The Certificate is enclosed with this section as **Annexure-I**.

g) 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 ₹ 39.5/- Lakhs. (Thirty- Nine Lakhs and Fifty Thousand Only).

h) 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 31st March, 2023, complies with the requirements of Part C of Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

The status of Adoption of the non-mandatory requirements as specified in Sub-Regulation (1) of 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;
- Positions of the Chairman and Managing Director are held by separate individuals;
- Shareholder Rights: Half-yearly and other quarterly financial statements 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;
- Reporting of Internal Auditor: The Internal Auditors of the Company report to the Audit Committee.

Corporate Governance Report

continued

6. GENERAL MEETINGS

A. Annual General Meetings (AGM)

The details of the last three Annual General Meetings are as mentioned below:

Year	2019-2020	2020-2021	2021-2022
Date	29 th September, 2020	15 th September, 2021	27 th September, 2022
Time	11:00 AM	10:30 AM	10:30 AM
Venue	Video Conferencing	Video Conferencing	4 th Floor, Hotel City Heights, City Centre Plaza, The Mall (Opposite District Courts), Solan (H.P.)-173212
Special Resolutions	1. The reappointment of Mr. N. S. Ghuman (DIN: 00002052), who has already attained the age of 70 years, as Managing Director of the Company for five (5) years w.e.f. 01 st April, 2021 to March 31, 2026.	-	1. Re-appointment of Lt. General Pradeep Khanna as an Independent Director of the company. 2. Re-appointment of Mr. Nirmaljeet Singh Gill as an Independent Director of the company. 3. Re-appointment of Mr. S.S. Sandhu as Chairman and Whole-Time Director of the company. 4. Ratification of the existing remuneration of Mr. N.S. Ghuman as Managing Director of the company. 5. Approval of remuneration for appointment of office and place of profit under section 188 of the Companies Act, 2013

Extra-Ordinary General Meeting (EGM)

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

7. MEANS OF COMMUNICATION

The Company provides un-audited as well as audited financial results to the stock exchange immediately after being approved by the Board. The quarterly, half-yearly and annual results of the Company are published in one English daily newspaper (The Financial Express) and one Hindi newspaper (Jan Satta). The Company's shareholding pattern, financial results, Code of Conduct, AGM Notice, Annual Reports, details of unclaimed dividends under the head - Investor Education 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 LODR 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.

Corporate Governance Report

continued

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 Tuesday, the September 26, 2023 at 10:30 am(IST) 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	Wednesday, the September 20, 2023 to Tuesday, the September 26, 2023 (both days inclusive)
	4. Dividend	Interim Dividend - (25%) ₹ 0.50/- for one equity share of ₹ 2/- each. Final Dividend - (35%) ₹ 0.70/- for one equity share of ₹ 2/- each.
	5. Dividend Payment date	Interim - 24 th February, 2023 Final - On or before 25 th October, 2023
	6. Financial Calendar	Financial reporting for the quarter ending June 30, 2023 -Within 45 days from the end of the quarter September 30, 2023 – Within 45 days from the end of the quarter December 31, 2023 – Within 45 days from the end of the quarter March 31, 2024 – Within 60 days from the end of the year
	7. Listing on Stock Exchanges	a) BSE Limited. The Listing fees for the Financial Year 2022-23 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 2022-23 have been paid to the Exchange. Add: Exchange Plaza, Plot No.C/1, G-Block BandraKurla 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 2022-23 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

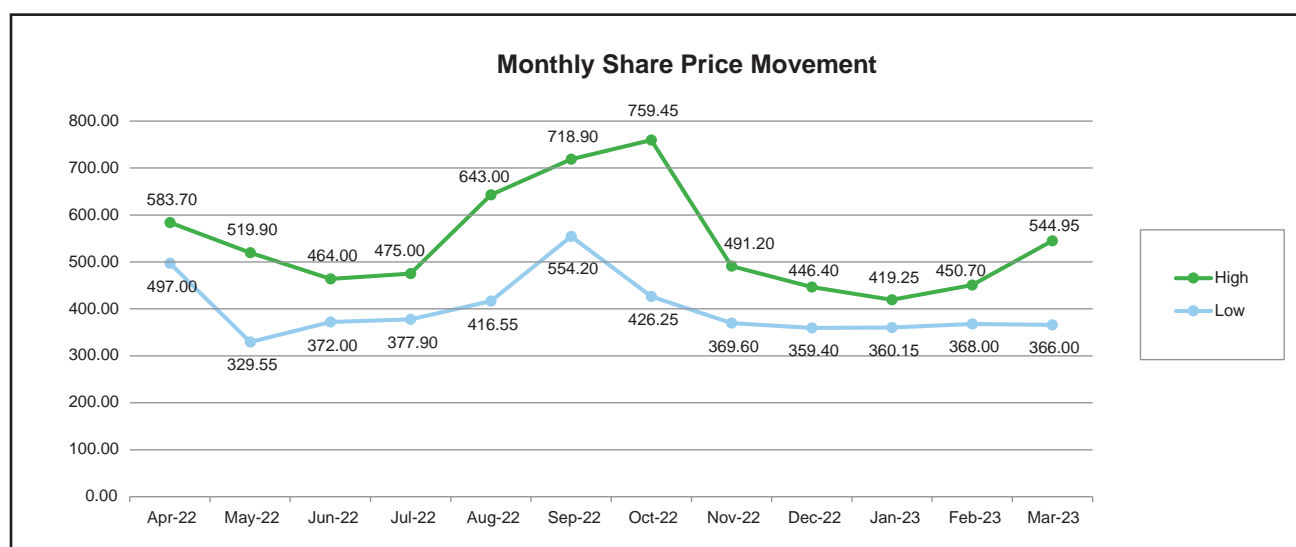
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b) Market Price Data: High, Low on BSE during each month in the last Financial Year 2022-23

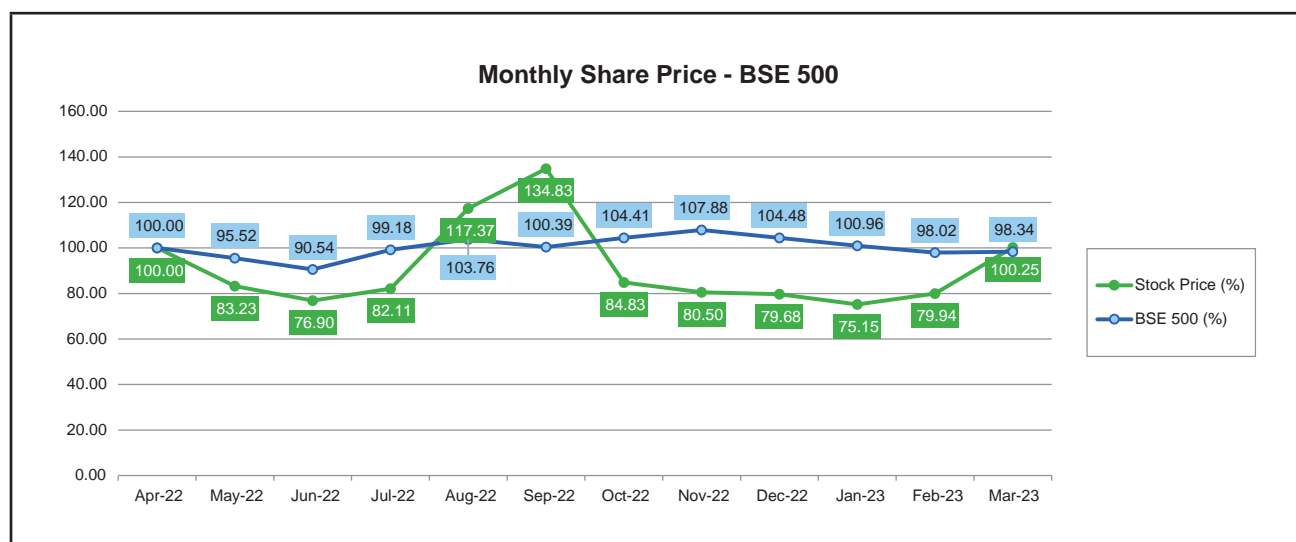
Month	Shivalik Share Price		Month	BSE 500	
	High	Low		High	Low
Apr-22	583.70	497.00	Apr-22	24,628.56	23,272.39
May-22	519.90	329.55	May-22	23,575.05	21,343.16
Jun-22	464.00	372.00	Jun-22	22,770.95	20,482.98
Jul-22	475.00	377.90	Jul-22	23,376.50	21,018.58
Aug-22	643.00	416.55	Aug-22	24,629.69	23,362.49
Sep-22	718.90	554.20	Sep-22	25,066.46	23,141.62
Oct-22	759.45	426.25	Oct-22	24,606.03	23,252.98
Nov-22	491.20	369.60	Nov-22	25,479.82	24,545.33
Dec-22	446.40	359.40	Dec-22	25,554.25	23,865.88
Jan-23	419.25	360.15	Jan-23	24,801.94	23,369.49
Feb-23	450.70	368.00	Feb-23	24,124.77	23,004.17
Mar-23	544.95	366.00	Mar-23	23,785.16	22,556.39

Note: Share prices after October 12, 2022 (i.e. Ex - bonus date) Reflects the impact of allotment of bonus equity shares in the proportion of 2:1 on October 15, 2022

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

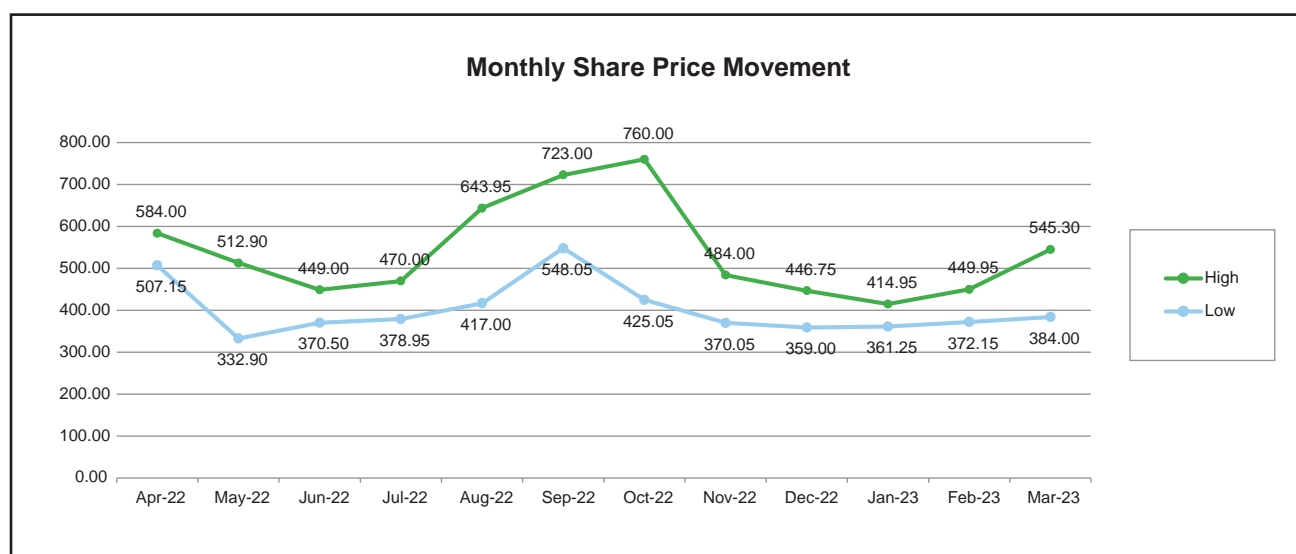
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c) Market Price Data: High, Low on NSE during each month in the last Financial Year 2022-23

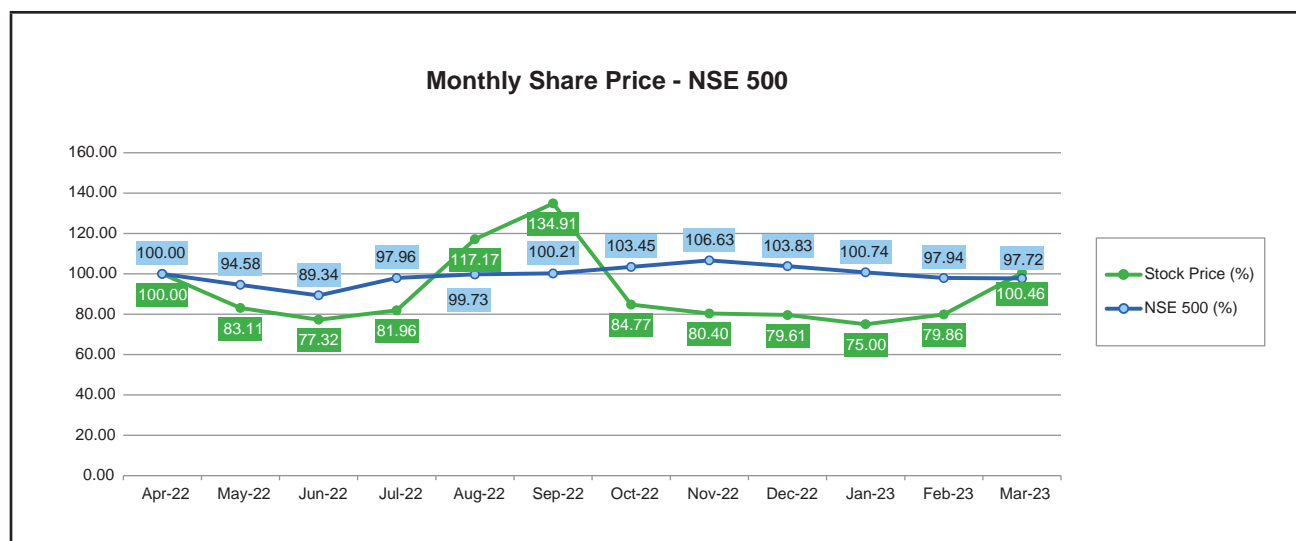
Shivalik Share Price			NSE 500		
Month	High	Low	Month	High	Low
Apr-22	584.00	507.15	Apr-22	10,120.95	9,611.80
May-22	512.90	332.90	May-22	9,691.15	8,656.45
Jun-22	449.00	370.50	Jun-22	9,304.35	8,254.50
Jul-22	470.00	378.95	Jul-22	9,499.10	8,540.45
Aug-22	643.95	417.00	Aug-22	9,992.80	9,495.50
Sep-22	723.00	548.05	Sep-22	10,294.10	9,498.00
Oct-22	760.00	425.05	Oct-22	10,026.80	9,562.20
Nov-22	484.00	370.05	Nov-22	10,353.10	9,990.15
Dec-22	446.75	359.00	Dec-22	10,427.70	9,660.90
Jan-23	414.95	361.25	Jan-23	10,155.60	9,555.25
Feb-23	449.95	372.15	Feb-23	9,903.70	9,429.85
Mar-23	545.30	384.00	Mar-23	9,784.75	9,201.20

Note: Share prices after October 12, 2022 (i.e. Ex - bonus date) Reflects the impact of allotment of bonus equity shares in the proportion of 2:1 on October 15, 2022

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

continued

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: info@masserv.com

e) Share Transfer System

MAS Services Limited, Registrar & Share Transfer Agent ("RTA") of the Company looks after share transfer, transmission, transposition, dematerialization and re-materialization of shares, issue of duplicate share certificates, split and consolidation of shares etc. on regular basis in compliance of various provisions of the laws, as applicable.

f) Distribution of Shareholding as on 31st March, 2023:

Shareholding of Nominal value of	Shareholders		No. of shares	Share Capital (Amount)	
	No.	% to total		In ₹	% to total
up to – 5000	28282	95.264	4277909	85,55,818	7.426
5001 – 10000	719	2.422	2408143	48,16,286	4.180
10001 – 20000	388	1.307	2647584	52,95,168	4.596
20001- 30000	103	0.347	1286312	25,72,624	2.233
30001- 40000	43	0.145	743133	14,86,266	1.290
400001-50000	34	0.115	748525	14,97,050	1.299
50001-100000	53	0.179	1857946	37,15,892	3.225
100001 and above	66	0.222	43634648	8,72,69,296	75.749
Total	29668	100.00	57604200	11,52,08,400	100.000

g) Shareholding Pattern as on 31st March, 2023

Category	No. of Shares held	% of total Shareholding
Promoters	34912379	60.61
Bodies Corporate	1153793	2.00
Banks/AFI's	92946	0.17
Indian Public	18998435	32.98
Others - (Clearing members, trust, unclaimed, NRI, IEPF, NBFC Regd. with RBI etc.)	2446647	4.24
Total	57604200	100.00

h) Dematerialization of shares and liquidity

As on March 31, 2023, a total of 57604200 equity shares with the face value of ₹ 2/- each are listed at BSE and NSE.

As on March 31, 2023, 98.47% 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.

Corporate Governance Report

continued

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 transfer, 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: info@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, Alaknanda Commercial Complex, New Delhi-110019
Tel No.: 011-26027174, Fax No.: 011-26026776

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) Regulations, 2015, read along with SEBI Circular CIR/CFD/ CMD1/27/2019 dated February 8, 2019, the Company has obtained certificate and filed with the Stock Exchange within the statutory timeline as prescribed by the SEBI in this regard vide its notification dated 25.06.2020.

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.

Corporate Governance Report

continued

p) Investor Education and Protection Fund (IEPF)

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.

The Company had also uploaded the details of such shareholders and shares transferred to IEPF on the website of the Company under the head of investor relation/Transfer of shares to IEPF account tab at www.shivalikbimetals.com.

Kindly note that once the amount is transferred to the IEPF, no claims shall lie against the Company.

q) 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 2022-23	<ul style="list-style-type: none"> Aggregate number of shareholders - 93 Number of outstanding shares - 124000
2	Number of shareholders who approached the issuer for transfer of shares from the Unclaimed Suspense Account during the Financial Year 2022-23	Nil
3	Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the Financial Year 2022-23	Nil
4	The aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the Financial Year 2022-23	<ul style="list-style-type: none"> Aggregate number of shareholders - 93 Number of outstanding shares - 186000 (After Bonus Issue)

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.

Annexure to Report on Corporate Governance for the financial year ended 31st March 2023.

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 2023.

For Shivalik Bimetal Controls Limited

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

Place : New Delhi
Date : August 29, 2023

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:

- a) We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2023 and based on our knowledge and belief, we state that:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain any statement that might be misleading;
 - ii. 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.
- b) 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.
- c) 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.
- d) 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.
- e) We have indicated, based on our most recent evaluation, wherever applicable to the Auditors and Audit Committee:
 - i. Significant changes, if any, in the internal control over financial reporting during the year;
 - ii. 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
 - iii. 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.

Place : New Delhi
Date : 17.05.2023

Sd/-
N.S. Ghumman
Managing Director

Sd/-
Rajeev Ranjan
Chief Financial Officer

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, Employability and Livelihoods Enhancement

2) Composition of the CSR Committee: -

S. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. S. S. Sandhu	Chairman	1	-
2.	Mr. N. S. Ghuman	Member	1	1
3.	Lt. Gen. Pradeep Khanna (Retd.)	Member	1	1

- 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?pagelid=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-Projects_Final.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: - ₹ 39,88,59,854/-
- b) Two percent of average net profit of the company as per sub-section (5) of section 135: ₹ 79,77,197/-
- 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)]: ₹ 79,77,197/-
- 6. (a) Amount spent on CSR Projects (both ongoing project and other than ongoing project) - ₹ 80,07,479
- (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)]: 80,07,479/-
- (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
80,06,967/-	NA	NA	NA	NA	NA

(f) Excess amount for set off, if any

Sl. No.	Particular	Amount (in ₹)
i.	Two percent of average net profit of the company as per section 135(5)	79,77,197/-
ii.	Total amount spent for the Financial Year	80,07,479/-
iii.	Excess amount spent for the financial year [(ii)-(i)]	30,282*
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)]	30,282

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

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 years. (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:

Sl. 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 2022-23 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. Ghuman

Managing Director

DIN: 00002052

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 2022-23:**

Mr. S. S. Sandhu	Chairman & Wholetime Director	Median 1:97
Mr. N. S. Ghumman	Managing Director	Median 1:97

- (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 & Wholetime Director	Nil
Mr. N. S. Ghumman	Managing Director	Nil
Mr. Rajeev Ranjan	Chief Financial Officer	30.49%
Ms. Aarti Sahni	Company Secretary	25.91%

- (iii) **the percentage increase in the median remuneration of employees in the financial year 2022-23:** Median: 12.48

- (iv) **the number of permanent employees on the rolls of Company - 478**

- (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	69	B.A. (Pass)	51	NA	01/09/1992
2	Mr. N. S. Ghumman	Managing Director	321.76	73	B.E. (Hons.)	50	M/s Tradex Gestion SA General of Switzerland	18/06/1984
3	Mr. Kabir Ghumman	Head of Manufacturing & Engineering	153.18	37	B.Tech, Mechanical Engineering	15	-	01/05/2011
4	Mr. Kanav Anand	Head of Sales & Marketing	153.25	40	B.Sc. (Hons.) in Business Management	16	-	01/01/2004
5	Mr. Mukesh Verma	Head of Commercial & Administration	119.19	55	Chartered Professional	28	-	01/03/1995
6	Mr. Rajeev Ranjan	Chief Financial Officer	118.71	38	Chartered Professional, Executive Study in Finance and Financial Management Services	12	-	07/01/2015

Notes:

1. 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.

CERTIFICATE**(Pursuant to clause 10 of Part C of Schedule V of LODR)**

In pursuance of sub clause (i) of clause 10 of Part C of Schedule V of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of SHIVALIK BIMETAL CONTROLS LIMITED (CIN: L27101HP1984PLC005862) I hereby certify that, On the basis of the written representation/declaration received from the directors and taken on record by the Board of Directors, as on 31st March, 2023, none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority.

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

Date: August 22, 2023
Place: New Delhi
UDIN: A030016E000840397

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

PRACTICING COMPANY SECRETARY CERTIFICATE ON CORPORATE GOVERNANCE

**To the Shareholders of
SHIVALIK BIMETAL CONTROLS LIMITED**

1. 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, 2023, as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. 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.
3. 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.
4. 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: August 22, 2023
Place: New Delhi
UDIN: A030016E000840421