



**ALLIANCE  
INTEGRATED METALIKS LIMITED**

**34<sup>TH</sup> ANNUAL REPORT  
2022-2023**



# ALLIANCE INTEGRATED METALIKS LIMITED

CIN : L65993DL1989PLC035409

## 34<sup>TH</sup> ANNUAL REPORT 2022-2023

### BOARD OF DIRECTORS

Mr. Daljit Singh Chahal	<i>Chairman cum Whole time Director</i>
Ms. Rajiv Kapur Kanika Kapur	<i>Independent Director</i>
Mr. Bhawani Prasad Mishra	<i>Non Executive Director</i>
Mr. Vipul Gupta	<i>Independent Director</i>
Mr. Sri Kant*	<i>Independent Director</i>
Mr. Ankush Uppal	<i>Non Executive Director</i>

\*Appointed w.e.f June 26, 2023

### CHIEF FINANCIAL OFFICER

Mr. Pawan Kumar Sharma

### COMPANY SECRETARY

Ms. Malti Devi

### AUDITORS

M/s Chatterjee & Chatterjee  
Chartered Accountants, New Delhi

### SECRETARIAL AUDITORS

M/s S Khurana & Associate  
Company Secretaries, New Delhi

### INTERNAL AUDITORS

M/s D.C. Chhajed & Associates,  
Chartered Accountants, New Delhi

### BANKER

Prudent ARC Limited  
Punjab National Bank  
UCO BANK

### REGISTRAR & SHARE TRANSFER AGENT

Beetal Financial & Computer Services (P) Limited  
"Beetal House" 3rd Floor, 99, Madangir,  
B/H, L.S.C., New Delhi- 110062  
Tel No.: 011-29961281-83, Fax No.: 011-29961284  
E-mail: [beetalrta@gmail.com](mailto:beetalrta@gmail.com)

### COMPANY WEBSITE

[www.aiml.in](http://www.aiml.in)

### REGISTERED OFFICE:

DSC-327, Second Floor, DLF South Court,  
Saket, New Delhi -110017  
E-mail: [alliance.intgd@rediffmail.com](mailto:alliance.intgd@rediffmail.com)  
Phone: 011-40517610

### PLANT LOCATION

Village - Sarai Banjara,  
P.O- Basant Pura,  
Tehsil - Rajpura, Distt. Patiala,  
Punjab - 140401

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## NOTICE

**NOTICE** is hereby given that the Thirty-Fourth (34<sup>th</sup>) Annual General Meeting (AGM) of the members of **Alliance Integrated Metaliks Limited** will be held on **Tuesday, 29th day of August, 2023** at **12:00 P.M** through Video Conferencing (VC)/ Other Audio Visual means (OAVM) to transact the following businesses:

### **ORDINARY BUSINESS:**

**ITEM NO. 01: TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON**

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

**“RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted.”

**ITEM NO. 02: TO RE-APPOINT A DIRECTOR IN PLACE OF MR. BHAWANI PRASAD MISHRA (DIN: 07673547), WHO RETIRES BY ROTATION AT THIS ANNUAL GENERAL MEETING, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), **Mr. Bhawani Prasad Mishra (DIN: 07673547)**, who retires by rotation at this meeting and being eligible has offered himself for reappointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

### **SPECIAL BUSINESS:**

**ITEM NO. 03: TO APPOINT MR. SRI KANT (DIN: 06951400) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and 161 read with schedule IV and read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and Regulation 16, 25 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirement), 2015 (including any statutory modifications or re-enactment thereof for the time being in force), **Mr. Sri Kant (DIN: 06951400)**, who was appointed as an Additional Non-Executive Independent Director by the Board of Directors, on the recommendation of Nomination and Remuneration Committee, effective from June 26, 2023 to hold office up to the date of this Annual General Meeting and in respect of whom the company has received a notice in writing under Section 160 of the Act from a member proposing his candidature, the approval of members be and is hereby given for the appointment of **Mr. Sri Kant (DIN: 06951400)**, as Non-Executive Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from June 26, 2023 to June 25, 2028 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Director, Company Secretary or Chief Financial Officer for the time being be and is hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”



## SPECIAL BUSINESS:

### ITEM NO. 04: TO APPROVE VARIATION IN THE TERMS OF ISSUED REDEEMABLE NON-CUMULATIVE PREFERENCE SHARES INTO COMPULSORY CONVERTIBLE PREFERENCE SHARES

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:-

**“RESOLVED THAT** in accordance with Sections 42, 48, 55, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the applicable Rules thereunder and also including any relevant provisions of the Companies Act, 2013 and any other previous act, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to necessary approval(s), consent(s), permission(s) of Securities and Exchange Board of India (“SEBI”) and in accordance with any other applicable Law or Regulation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, BSE Limited (“BSE”), if any required, and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”) which term shall be deemed to include any existing Committee(s) constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board’s absolute discretion, the consent of the members of the Company, be and is hereby accorded to the Board to approve the variation in the terms of issued 6,21,00,000 1% Non-Cumulative Redeemable Preference Shares (NCRPS) into 6,21,00,000 1% Compulsorily Convertible Preference Shares (CCPS) of Rs. 10/- (Rupees Ten each) as per the terms and conditions as mentioned below:

- i. 1% Compulsorily Convertible Preference Shares shall be compulsorily convertible into equity shares and can be converted into equity shares in one or more tranches, of the face value Rs 1/- each at a price determined under SEBI ICDR Regulations at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment. Further, Subject to the approval of all applicable regulatory authorities, the Company shall convert the unexercised portion, if any, of allotted CCPS into the Equity Shares of the Company on the last day of the period specified in Regulation 162 of the ICDR Regulations even if the Proposed allottee does not exercise the conversion option
- ii. The CCPS by itself until converted into Equity Shares, will not give any voting right to the CCPS holder(s) in the company.
- iii. The proposed allottee shall have the right to exercise the conversion option in writing at any time, in one or more tranches, which shall not be later than the period specified in Regulation 162 of the SEBI (ICDR) Regulations.
- iv. The CCPS and the Equity Shares to be allotted pursuant to conversion of the CCPS shall be in dematerialised form and subject to lock-in as applicable under ICDR Regulations.
- v. The Face Value of 1% Compulsorily Convertible Preference Shares is Rs. 10/- per share.
- vi. The terms of the CCPS do not confer to the Proposed Allottee any rights similar to that of the equity shareholders of the Company unless converted into resultant Equity Shares.

All other terms & conditions associated with the aforesaid preference shares shall remain same.

**RESOLVED FURTHER THAT** pursuant to variation of the terms of said NCRPS into CCPS, the Company’s liability towards NCRPS holders shall stand reduced to the extent of conversion thereof into CCPS; and said NCRPS so converted shall be treated as ‘redeemed’ from the date of allotment of CCPS;

**RESOLVED FURTHER THAT** the “Relevant Date” for the purpose of determining the conversion price of the Equity Shares proposed to be allotted, pursuant to conversion of CCPS into Equity Shares to the mentioned allottees is **Friday, 28<sup>th</sup> July 2023**, i.e., being the date, which is 30 (Thirty) days prior to the date of AGM i.e., **Tuesday, 29<sup>th</sup> August, 2023**;

**RESOLVED FURTHER THAT** the Equity Shares to be allotted after the conversion of CCPS, shall rank pari passu, with the existing fully paid-up Equity Shares of face value of Rs. 1/- (Rupees One Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the CCPS, Equity Shares arising out of conversion thereof, upon variation of rights of the existing NCRPS, the board be and is hereby authorized to delegate all or any of the power herein conferred, as it may deem fit in its absolute direction, to any committee of the board or any of the Director, Chief Financial Officer and Company Secretary of the Company, be and are hereby severally individually authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange(s) for obtaining inprinciple approval, filing of requisite documents with the Registrar of Companies.”

**RESOLVED FURTHER THAT** any of the Director, Company Secretary or Chief Financial Officer of the Company for the time being be and is hereby severally and individually authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

**By Order Of The Board  
For Alliance Integrated Metaliks Limited**

Sd/-

Daljit Singh Chahal

DIN: 03331560

Chairman Cum Wholetime Director

Date : 31/07/2023

Place : New Delhi

**NOTES:**

- a) The Ministry of Corporate Affairs (MCA) has vide its General Circular No. 20/2020 dated 5 May 2020 dated 5 May 2020 read with General Circular No. 10/2022 dated 28<sup>th</sup> December 2022, allowed companies whose Annual General Meetings (AGMs) are due in the year 2023, to the conduct their AGMs on or before 30<sup>th</sup> September 2023, in accordance with the requirements laid down in para 3 and 4 of the General Circular No. 20/2020 (MCA Circulars). The Securities and Exchange Board of India (SEBI) also issued a Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January 2023 (SEBI Circular). In compliance with these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the 34<sup>th</sup> Annual General Meeting (AGM) of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. **The deemed venue for the 34th AGM shall be the Registered Office of the Company.** The Company has engaged the services of M/s Central Depository Services (India) Limited (CDSL) as the Authorised Agency for conducting the AGM.
- b) An explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013, read with the relevant Rules made thereunder (the ‘Act’), setting out the material facts and reasons, in respect of Item Nos. 3 & 4 of the Notice of 34<sup>th</sup> AGM (‘Notice’), is annexed herewith.
- c) The relevant details with respect to Item Nos. 2 & 3 pursuant to Regulations 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, is also annexed to the Notice.
- d) **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING CONDUCTED THROUGH VC/OAVM PURSUANT TO THE APPLICABLE MCA CIRCULARS AND SEBI CIRCULARS, PHYSICAL ATTENDANCE OF MEMBERS AT A COMMON VENUE IS DISPENSED WITH AND ATTENDANCE OF THE MEMBERS THROUGH VC/OAVM WILL BE COUNTED FOR THE PURPOSE OF RECKONING THE QUORUM UNDER SECTION 103 OF THE COMPANIES ACT, 2013 (“THE ACT”). ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXY BY THE MEMBERS IS NOT AVAILABLE AND HENCE, THE PROXY FORM AND ATTENDANCE SLIP INCLUDING THE ROUTE MAP OF THE VENUE OF THE AGM ARE NOT ANNEXED TO THIS NOTICE.**



- e) Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting at the AGM through e-voting facility.
- Body corporates are entitled to appoint authorized representative(s) to attend the AGM through VC/OAVM and to cast their votes through remote e-voting/ e-voting at the AGM. In this regard, the body corporates are required to send a latest certified copy of the Board Resolution/ Authorization Letter/ Power of Attorney authorizing their representative(s) to attend the meeting and vote on their behalf through e-voting. The said resolution/letter/power of attorney shall be sent by the body corporate through its registered e-mail ID to the Scrutinizer by email through its registered email address to [alliance.intgd@rediffmail.com](mailto:alliance.intgd@rediffmail.com) with a copy marked to [sachinkhuranacs@gmail.com](mailto:sachinkhuranacs@gmail.com).
- f) Securities and Exchange Board of India has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to Beetal Financial & Computer Services (P) Limited.
- g) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name and e-mail address, etc., to their Depository Participant only and not to the Company's Registrars and Transfer Agents, any Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and M/s. Beetal Financial & Computer Services (P) Limited to provide efficient and better services.
- h) In case you are holding Company's shares in physical form, please inform Company's RTA viz. M/s. Beetal Financial & Computer Services (P) Limited at Beetal House "3rd Floor, 99, Madangir, B/H, L.S.C., New Delhi- 110062 by enclosing a photocopy of blank cancelled cheque of your bank account.
- i) As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 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 and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. All communications in respect of share transfers, dematerialization and change in the address of the members may be communicated to the RTA.
- j) Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the RTA/Company.
- k) The Register of Members and Share Transfer Books of the Company shall remain closed from **August 23, 2023 to August 29, 2023 (both days inclusive)** for the purpose of compliance with the annual closure of Books as per Companies Act, 2013.
- l) As per the provisions of Section 72 of the Act and SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated November 3, 2021, facility for making nominations is available to the members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrars and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
- m) 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.
- n) In accordance with the MCA Circulars and SEBI Circulars and in support of the 'Green Initiative, the Annual Reports are sent by electronic mode only to those members whose email ids are registered with the Company/ Depository/Registrars and Share Transfer Agents, for communication purposes.

- o) Members are requested to verify/update their details such as email address, mobile number etc. with their DPs, in case the shares are held in electronic form and with Company's Registrars and Share Transfer Agents, in case the shares are held in physical form.
- p) Non-resident Indian shareholders are requested to inform about the following to the Company or RTA or the concerned DP, as the case may be, immediately of:
  - a) The change in the residential status on return to India for permanent settlement;
  - b) The particulars of the NRE Account with a Bank in India, if not furnished earlier.
- q) Details of Scrutinizer: M/s S Khurana and Associates, Practicing Company Secretaries (CP No-13212)
- r) The Scrutinizer's decision on the validity of the votes shall be final.
- s) The Scrutinizer after scrutinizing the votes cast through remote e-voting and e-voting during the AGM, shall make a consolidated Scrutinizer's Report not later than 48 hours from conclusion of the AGM and submit the same to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same.
- t) The e-voting results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company (<https://www.aiml.in>). The results shall simultaneously be communicated to BSE Limited where the equity shares of the Company are listed and shall be displayed at the Registered Office as well as Corporate Office of the Company.
- u) The Resolutions set forth in this Notice shall deemed to be passed on the date of the AGM i.e. **August 29, 2023** subject to receipt of the requisite number of votes in favor of the Resolutions.
- v) The members who wish to vote on the day of the Meeting can do the same through e-voting on the day of the Meeting by logging in through CDSL, Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- w) **INSPECTION OF DOCUMENTS:** In accordance with the MCA circulars, following registers along with other documents referred in the Notice will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.
  - a) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
  - b) Register of directors and key managerial personnel and their shareholding under section 170 of the Act.
  - c) All other documents referred to in the Notice will be available for inspection through VC, to the members attending the AGM.

## **E-VOTING**

### **CDSL e-Voting System – For Remote e-voting and e-voting during AGM**

1. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 20/ 2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular 02/2022 dated May 5, 2022. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/ OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), MCA Circulars dated 20/ 2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021 , Circular No. 21/2021 dated December 14, 2021 and Circular 02/2022 dated May 5, 2022 and SEBI Circular No. SEBI/ HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e voting as well as the e-voting system on the date of the AGM will be provided by CDSL.



3. The Members can join the AGM in the VC/OAVM mode 15 minutes before the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors (including Additional), Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Strategic Committee and the Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. The remote e-voting period commences on **Saturday, August 26, 2023** (9:00 AM IST) and ends on **Monday, August 28, 2023** (5:00 PM IST). During the remote e-voting period, Members of the Company, holding shares either in physical form or in dematerialized form, may cast their votes electronically. The remote e-voting will not be allowed beyond aforesaid date and time and the e-voting module shall be disabled upon expiry of the aforesaid period. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast vote again.
6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting. Since AGM held through VC/OAVM, the route map is not annexed to this notice.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM is being uploaded on the website of the Company at <https://www.aiml.in>. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at <https://www.bseindia.com>. The AGM Notice is also hosted on the website of CDSL (agency for providing the e-Voting facility and e-voting system during the AGM) i.e. <https://www.evotingindia.com>.

**8. Norms for furnishing of PAN, KYC, Bank details and Nomination:**

Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD-1/P/ CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/ MIRSD/MIRSD RTAMB /P/CIR/ 2021/655 and SEBI/HO/MIRSD/ MIRSD RTAMB/ P/CIR/2021/687 dated November 3, 2021 and December 14, 2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. **The folios wherein any one of the cited documents/details is not available on or after October 1, 2023, shall be frozen by the RTA.**

The securities in the frozen folios shall be eligible:

- To lodge any grievance or avail of any service, only after furnishing the complete documents / details as mentioned above;
- To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.

Further, Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. Such frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, after December 31, 2025.

**9. Dispatch of Notice of AGM and Annual Report through electronic mode:**

In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participants (DP) unless any Member has requested for a physical copy of the same. Members may note that the Notice and Annual Report 2022-23 will also be available on the



Company's website at [www.aiml.in](http://www.aiml.in) website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). Notice is also available on the website of Depository i.e. Central Depository Services (India) Limited(CDSL) at [www.evotingindia.com](http://www.evotingindia.com). In case any member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2022-23 and Notice of the 34<sup>th</sup> AGM of the Company, may send request to the Company's email address at [alliance.intgd@rediffmail.com](mailto:alliance.intgd@rediffmail.com) mentioning Folio No./DP ID and Client ID. For receiving Notice and Annual Report from the Company electronically, Members are requested to write to the Company with details of Folio number/DP ID/ Client ID and attaching a self-attested copy of PAN at [alliance.intgd@rediffmail.com](mailto:alliance.intgd@rediffmail.com).

10. The Company has appointed **M/s S Khurana and Associates**, Practicing Company Secretaries (CP No-13212) as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

**THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- (i) The voting period begins on **Saturday, August 26, 2023** (9:00 AM IST) and ends on **Monday, August 28, 2023** (5:00 PM IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Tuesday, August 22, 2023**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided

	<p>by company. On clicking the evoting 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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in Demat mode with <b>NSDL</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 digit demat account number hold 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

PAN	<b>For Physical shareholders and other than individual shareholders holding shares in Demat</b>
	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)- ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. ● If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to

vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Alliance Integrated Metaliks Limited> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote E-Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [sachinkhuranacs@gmail.com](mailto:sachinkhuranacs@gmail.com) and [alliance.intgd@rediffmail.com](mailto:alliance.intgd@rediffmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are casted by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes casted by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 1800225533.

**GENERAL INSTRUCTIONS:**

- i. The voting rights of Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on **Tuesday, August 22, 2023**.
- ii. The Scrutinizer, after scrutinising the votes cast at the meeting through remote e-voting and during AGM will, not later than 48 hours from the conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.aiml.in](http://www.aiml.in) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges.
- iii. The voting result will be announced by the Chairman or any other person authorized by him within two days of the AGM.



## EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statements sets out all material facts relating to the business mentioned in the accompanying Notice:

### Item No. 03 TO APPOINT MR. SRI KANT (DIN: 06951400) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR

Mr. Sri Kant was appointed as Additional Director in the category of Independent Director by the Board on **26<sup>th</sup> June, 2023** based on the recommendation of Nomination and Remuneration Committee. The appointment was made for a period of 5 years, subject to approval of the shareholders at the Annual General Meeting.

Pursuant to the provisions of Section 161 of the Act, Mr. Sri Kant will hold office upto the date of this Annual General Meeting. The Company has received a declaration from Mr. Sri Kant confirming that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"). In the opinion of the Board and based on the declaration of independence submitted by him, Mr. Sri Kant fulfills the conditions specified in the Act, the Rules made thereunder and the Listing Regulations for his appointment as an Independent Director and that he is independent of the management. The Company has received a declaration in prescribed Form DIR-8 stating that he is eligible for appointment as a director of the Company and has not been disqualified pursuant to the provision of Section 164(2) of the Companies Act, 2013.

The Company has received consent from Mr. Sri Kant to act as Director of the Company in Form DIR-2, pursuant to Section 152(2) and Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and obtained a declaration confirming independence under Section 149(6) of the Companies Act, 2013.

Keeping in view the above and in terms of Listing Regulations, consent of the Members for appointment of Mr. Sri Kant as an Independent Director, not liable to retire by rotation, is sought by way of special resolution, as set out in the resolution in Item No. 3 of the accompanying Notice.

Pursuant to the provisions of the Act read with Regulation 36(3) of the Listing Regulations, the relevant details pertaining to Mr. Sri Kant are furnished hereunder:

Mr. Sri Kant is a practicing Company Secretary. He is an Associate member of the Institute of Company Secretaries of India (ICSI), and Law Graduate from Mahatma Gandhi Kashi Vidyapeeth, Varanasi. He is proficient in the field of Secretarial and legal arena and has an experience of more than 10 years.

His other Directorships include Big Shoe Bazaar India Private Limited, Ninaniya Estate Limited, Sidhda Om Foundation and other companies.

Except Mr. Sri Kant, None of Directors and Key Managerial Personnel or the relatives of the Directors or Key Managerial Personnel are concerned or interested in the said resolution.

Therefore, your board recommends the resolution proposed at the Item No. 03 for approval of members as a special resolution.

### ITEM NO. 04: TO APPROVE VARIATION IN THE TERMS OF ISSUED REDEEMABLE NON-CUMULATIVE PREFERENCE SHARES INTO COMPULSORY CONVERTIBLE PREFERENCE SHARES

The Company has set up its Production facility to cater all types of Heavy Steel Superstructures for Steel bridges, foot over bridges, etc. The Company has issued and allotted Redeemable Non-Cumulative Preference Shares (NCRPS) dated 10th May, 2013 for 6,50,00,000 having Face value of Rs 10/- each to W.L.D. Investments Private Limited.

However, W.L.D. Investments Private Limited transferred 6,21,00,000 preference shares having face value of Rs 10/- (Rupees Ten Each) to First Forge Limited and 29,00,000 Preference Shares having face value of Rs 10 each to KAC Casting Limited dated 15<sup>th</sup> January, 2015.

The Company has interalia, approached the holders of Preference Shares of the Company i.e- First Forge Limited and KAC Casting Limited to vary the terms of the said Preference Shares, thereby variation of their rights i.e., conversion of Redeemable Non-Cumulative Preference Shares (NCRPS) into Compulsory Convertible Preference Shares (CCPS) and subsequent conversion thereof into Equity Shares, within a maximum period of 18 months in accordance with SEBI ICDR Regulations.

However, First Forge Limited agreed on proposed variation in terms of the preference shares and given their consent for the said variation, whereas KAC Casting Limited shall continue with existing terms of the issue.

Hereafter, the variation in the terms of Preference Shares held by First Forge Limited 6,21,00,000 1% Non-Cumulative Redeemable Preference Shares (NCRPS) into 6,21,00,000 1% Compulsorily Convertible Preference Shares (CCPS) of Rs. 10/- (Rupees Ten only) each, will be as per the terms more particularly mentioned in the below, in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit:

- i. 1% Compulsorily Convertible Preference Shares shall be compulsorily convertible into equity shares and can be converted into equity shares in one or more tranches, of the face value Rs 1/- each at a price determined under SEBI ICDR Regulations, at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment. Further, Subject to the approval of all applicable regulatory authorities, the Company shall convert the unexercised portion, if any, of allotted CCPS into the Equity Shares of the Company on the last day of the period specified in Regulation 162 of the ICDR Regulations even if the Proposed allottee does not exercise the conversion option.
- ii. The CCPS by itself until converted into Equity Shares, will not give any voting rights to the CCPS holder(s) in the company.
- iii. The proposed allottee shall have the right to exercise the conversion option in writing at any time, in one or more tranches, which shall not be later than the period specified in Regulation 162 of the SEBI (ICDR) Regulations;
- iv. The CCPS and the Equity Shares to be allotted pursuant to conversion of the CCPS shall be in dematerialised form and subject to lock-in as applicable under ICDR Regulations;
- v. The Face Value of 1% Compulsorily Convertible Preference Shares is Rs. 10/- per share.
- vi. The terms of the CCPS do not confer to the Proposed Allottee any rights similar to that of the equity shareholders of the Company unless converted into resultant Equity Shares;

All other terms & conditions associated with the aforesaid preference shares shall remain same.

The NCRPS i.e- 29,00,000 Preference Shares having face value of Rs 10 each held by KAC Casting Limited shall be redeemed as per the terms of the issue.

In this regard, in accordance with the provisions of Section 48 of the Companies act, 2013, read-with applicable rules framed thereunder, the company in terms of consent, in writing, from holders of more than 3/4th (75%) for variation of their rights, may proceed with conversion of NCRPS into CCPS and consequent conversion thereof in Equity Shares in compliance of SEBI( ICDR) Regulations.

Further, in terms of Section 48 read with Section 62 of the Act, the consent of the Equity Shareholders is being sought for variation of rights of NCRPS holders by converting NCRPS into CCPS and consequent conversion thereof into Equity Shares of face value of Rs. 1/- (Rupees One Only) each, arising on account conversion, at a conversion price of Rs. 40/- (Rupees Forty Only) per share, including a premium of Rs. 39/- (Rupees thirty nine only), at a price determined as per SEBI ICDR Regulations.

The approval of the members is accordingly being sought by way of a "Special Resolution" under Sections 48 and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations.

The necessary details in terms of Regulation 163 of the SEBI (ICDR) Regulations are set forth below:

#### **I. Objects of the Issue:**

Pursuant to variation of rights of the existing NCRPS holder and with a view to redeem said NCRPS, the company will convert unredeemed 6,21,00,000 1% Non-Cumulative Redeemable Preference Shares (NCRPS) into equivalent no. of 6,21,00,000 1% Compulsorily Convertible Preference Shares (CCPS) of Rs. 10 each and consequent conversion thereof in Equity shares of face value of Rs. 1/- (Rupees One only) each, at a conversion/ issue price of Rs. 40/- (Rupees Forty Only) per share {including premium of Rs. 39/- (Rupees thirty nine only) per share of the Company.

**II. Kinds of securities offered and the price at which security is being offered**

The Board of Directors at its meeting held on 31<sup>st</sup> July, 2023, had subject to the approval of the Members and such other approvals as may be required, approved the issuance of 1% Compulsorily Convertible Preference Shares (CCPS) of Rs. 10 each and consequent conversion thereof in Equity shares of face value of Rs. 1/- (Rupees One only) each, at a conversion/ issue price of Rs. 40/- (Rupees Forty Only) per share {including premium of Rs. 39/- (Rupees thirty nine only) per share of the Company.

**III. Particulars of the issue including the maximum number of specified securities to be issued and date of passing of Board Resolution:**

The Board of Directors in its meeting held on Monday, 31st July, 2023, approved the variation of rights of the NCRPS holders in accordance with the consent of such variation from NCRPS holders, holding the requisite minimum 75% NCRPS, respectively, issue and allot CCPS in lieu of existing NCRPS and convert said CCPS into Equity Shares of the Company.

**Particulars of the Offer are as follows:**

These NCRPS are proposed to be converted into CCPS and consequent conversion thereof into Equity Shares of the Company. The particulars of the issue including the maximum number of specified securities proposed to be allotted/ converted are as follows:

S.No	Name of NCRPS holders	Total no. of NCRPS (Face Value of Rs 10/- each)	No. of Equity Shares to be allotted pursuant to conversion of CCPS (Face Value of Rs 10/- each)
1	First Forge Limited	6,21,00,000	1,55,25,000

**IV. The intent of the promoters, directors, or key management personnel of the issuer to subscribe to the offer:**

None of the promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to the CCPS to be issued under this preferential issue of CCPS which will be convertible into Equity Shares or otherwise contribute to the preferential issue or separately in furtherance of the objects specified herein above.

**V. The Class or Classes of Persons to whom the allotment is proposed to be made:**

The entire issue is made to First Forge Limited and that belongs to other non-promoter/public category persons / entities, as mentioned herein.

**VI. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price:**

The Company has not made any preferential allotment during the current financial year 2022-23.

**VII. Material term of raising equity shares:**

No material terms other than stated above.

**VIII. Principle terms of assets charged as securities:**

Not applicable



**IX. The Shareholding Pattern of the Company before and after the preferential issue:**

The shareholding pattern of the Company giving the present position and after conversion of the CCPS into Equity

Sr. No.	Category	Pre-Issue		Post-Issue*	
		No. of equity shares held	% of equity holding	No. of equity shares held	% of equity holding
<b>A.</b>	<b>PROMOTER AND PROMOTER GROUP HOLDING</b>				
	<b>Indian</b>	–	–	–	–
	Individual	–	–	–	–
	Bodies Corporate	–	–	–	–
	Any Other	82858650	71.353	82858650	62.93
	<b>Sub-total</b>	<b>82858650</b>	<b>71.353</b>	<b>82858650</b>	<b>62.93</b>
	Foreign Promoters	–	–	–	–
	<b>Sub-total (A)</b>	<b>82858650</b>	<b>71.353</b>	<b>82858650</b>	<b>62.93</b>
<b>B.</b>	<b>PUBLIC HOLDING</b>				
<b>B1)</b>	<b>Institutions (Domestic)</b>	–	–	–	–
<b>B2)</b>	<b>Institutions (Foreign)</b>	–	–	–	–
	<b>Foreign Portfolio Investors Category I</b>	100000	0.0861	100000	0.07
	<b>Foreign Portfolio Investors Category II</b>	5921101	5.0989	5921101	4.49
<b>B3)</b>	<b>Central Government/ State Government(s)/ President of India</b>				
<b>B4)</b>	<b>Non-Institution</b>	–	–	–	–
	<b>Indian public</b>	8455177	7.2811	8455177	6.422
	<b>Non Resident Indians (NRIs)</b>	41860	0.036	41860	0.03
	<b>Bodies Corporate</b>	18042479	15.5371	33567479	25.49
	<b>Any Other (specify)</b>	–	–	–	–
	<b>HUF</b>	705733	0.6077	705733	0.53
	<b>Clearing Members</b>	–	–	–	–
	<b>LLP</b>	–	–	–	–
	<b>Trusts</b>	–	–	–	–
	<b>Sub-total (B)</b>	–	–	–	–
	<b>GRAND TOTAL (A) + (B)</b>	<b>116125000</b>	<b>100</b>	<b>131650000</b>	<b>100</b>

**Notes:**

- The pre-issue Share Holding Pattern is as per the share holding pattern as on June 30, 2023.
- The post issue paid-up capital is arrived after considering all the preferential allotment and conversion of number of Preference Shares, proposed to be made under this notice and on fully diluted basis and the pre-issue share holding pattern continue to be the shareholders of the Company.

**X. Proposed time limit within which the allotment shall be complete:**

In terms of SEBI ICDR Regulations, pursuant to variation of the rights of NCRPS holders, the CCPS will be issued within a period of 15 (fifteen) days from the date of passing of Special Resolution at item no. 4.

**XI. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees; the percentage of post preferential issue that may be held by them and change in control, if any, in the Company, consequent to the preferential issue**



# ALLIANCE INTEGRATED METALIKS LIMITED

S. No.	Proposed Allottees	Pre Issue Shareholding		No. of CCPS to be allotted	No. of Equity Share to be allotted pursuant to conversion of CCPS	Post-Issue shareholding	
		No of shares	(%)			No. of Shares	(%)
1	First Forge Limited (PAN: AABCV9216F)	–	–	6,21,00,000	1,55,25,000	1,55,25,000	11.79

S.No.	Details of Proposed Allottee	Name of Ultimate Beneficial Owner of the Proposed Allottee	Change in control, if any
1.	First Forge Limited	1. Aditya Malhotra 2. Yogesh Kapur	NO

### XIII. Relevant date:

The Relevant date as per the ICDR Regulations for the determination of the price per Equity Share pursuant to the preferential allotment is **28<sup>th</sup> July, 2023**, (“Relevant Date”) (i.e., 30 days prior to the date of proposed Extraordinary General Meeting scheduled to be held on **Tuesday, August 29<sup>th</sup>, 2023** to consider this Preferential Issue.

### XIV. Change in control, if any in the Company that would occur consequent to the preferential offer:

Upon the issuance and allotment of the equity shares, there is no likely change of control of the Company.

### XV. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer:

**Not Applicable**

### XVI. Lock-in Period:

The CCPS to be allotted and the Equity Shares to be allotted, upon conversion shall be subject to ‘lock in’ in accordance with Chapter V of the SEBI ICDR Regulations.

### XVII. Conversion Price and Relevant Date:

In terms of SEBI ICDR Regulations, the relevant date has been reckoned as **Friday, 28<sup>th</sup> July, 2023** for the purpose of computation of conversion price of CCPS into Equity Shares of the Company.

The equity shares of the Company are listed and traded on BSE and the equity shares of the Company are frequently traded in accordance with regulation 164(5) of the SEBI ICDR Regulations. Therefore, the trading volume of the equity shares on BSE has been considered to determine the Issue Price.

In terms of the provisions of regulation 164(1) of SEBI ICDR Regulations, the price at which Equity shares allotted shall not be less than higher of the following:

- The 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- The 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

Pursuant to the above, the minimum issue price determined in accordance with regulations 164(1) read with regulation 161 of Chapter V of SEBI ICDR Regulations is **Rs. 27.25/-** (Rupees Twenty Seven and Twenty five paise only).

### XVIII. Undertakings:

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by

Reserve Bank of India or a fraudulent borrower. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.

2. None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.

### **XIII. Practicing Company Secretary's Certificate:**

A certificate from **M/s. S. Khurana & Associates (Membership No.: FCS 10098: COP No.: 13212)**, Practicing Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements of Chapter V (as mentioned therein) of the SEBI ICDR Regulations has been obtained considering the said preferential issue, shall be available for inspection by the members and the same may also be accessed on the Company's website at the link: [www.aiml.in](http://www.aiml.in).

### **XIV. Details of the Directors, Key Managerial Personnel or their relatives, in any way, concerned or interested in the said resolution:**

None of the Directors, Key Managerial Personnel ("KMP") or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the resolution as set out in item no. 4 of this notice for variation of rights of existing NCRPS holders thereby conversion thereof into CCPS and consequent conversion into Equity Shares, being a preferential issue, to the person belongs to the Non-Promoter Group Category by way of "Special Resolution".

### **XV. Other disclosures**

- i. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;
- ii. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottee for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- iii. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- iv. The Company is in compliance with the conditions for continuous listing;
- v. All the equity shares to be allotted pursuant to the conversion of NCRPS preference shares held by the Proposed Allottees in the Company will be in dematerialized form;
- vi. As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

**By Order Of The Board  
For Alliance Integrated Metaliks Limited**

**Date : 31/07/2023  
Place : New Delhi**

**Sd/-  
Daljit Singh Chahal  
DIN: 03331560  
Chairman Cum Wholetime Director**



## ALLIANCE INTEGRATED METALIKS LIMITED

### REQUISITE INFORMATION IN RESPECT OF DIRECTOR SEEKING APPOINTMENT OR RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING IN PURSUANCE OF REGULATION 36(3) OF SEBI LISTING REGULATIONS:

Name of Director	Mr. Bhawani Prasad Mishra	Mr. Sri Kant
Directors Identification Number	07673547	06951400
Date of Birth	21/11/1970	09/03/1986
Date of first Appointment	13/08/2020	26/06/2023
Qualification	MBA from Utakal University and have done B.Tech. from MACT	Practicing Company Secretary
Experience / Expertise in functional field and brief resume	More than 30 years of rich experience in Electrical Operations & Maintenance with Quality Assurance	More than 10 years of Experience in the field of Secretarial and legal arena.
Directorship of other Boards as on 31st July, 2023	In Six (6) Company: i. Kalinga Steeltech Private Limited ii. B S Ispat Limited iii. Gondwana Ispat Limited iv. OISL Auto Limited v. Meltron Vincom Pvt Ltd vi. Sameer Infodot Private Limited	In Six (6) Company: v. Ninaniya Estates Limited vi. Big Shoe Bazaar India Private Limited vii. Umitech Services Private Limited viii. Elevare Training Ventures Private Limited ix. Sidhda Om Foundation Rollatainers Limited
Membership /Chairmanship of Committees of the other Boards (Includes only Audit & Stakeholders' Relationship Committee) as on July 31, 2023	None	None
Terms & Conditions of Appointment	Re-appointed as Non-Executive and Non- Independent director of the Company and liable to retire by rotation	Appointed as an Independent Director of the Company with effect from June 26, 2023 for a period of 5 years and not liable to retire by rotation.
Shareholding in the Company (including shareholding as a beneficial owner in the Company)	None	None
Relation with any other Directors and KMPs of the Company	No Relation	No Relation
Remuneration last draw (including sitting fees,	NA	NA

if any) /Remuneration proposed to be paid		
Number of meetings of the Board attended during the year	As mentioned in the Corporate Governance Report	NA
Listed entities from which the person has resigned inthe past three years	None	None



## FOR ATTENTION OF THE MEMBERS

1. Members are requested to intimate and/or update changes, if any, pertaining to their name and KYC details such as postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), nominations, bank details such as, name of the bank, branch details, bank account number, MICR code, IFSC code, etc.:
  - i. **For shares held in electronic form:** to their Depository Participants (DPs).
  - ii. **For shares held in physical form:** to the Company's Registrar & Share Transfer Agent (RTA), in prescribed Form ISR-1 and other forms pursuant to the SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16 March 2023. The Company has already sent letters to all the shareholders for furnishing the required details to RTA. Members may access the said Letter and relevant Forms available on the website of the Company at [www.aiml.in](http://www.aiml.in).

Members may note that effective from 1 October 2023, any service request or complaint received from the Member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. The Folios wherein any of the above cited documents/ details are not available on or after 1 October 2023, shall be frozen by RTA. Frozen Folios shall be converted to normal status upon receipt of the above documents/ details or dematerialization of Shares.

2. Members may note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2023/8 dated 25 January 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests i.e-Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company. It may be noted that after 1 October, 2023 any service request can be processed only after the Folio is KYC Compliant.
3. SEBI vide its notification dated 24 January 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company's RTA for assistance in this regard.
4. Members are requested to quote their Folio No. / DP ID- Client ID and details of shares held in physical/ dematerialised forms, e-mail IDs and Telephone / Fax Nos. for prompt reply to their communications.
5. SEBI vide its Circular dated 30 May 2022, has prescribed Standard Operating Procedures for dispute resolution under the Stock Exchange arbitration mechanism for a dispute between a Listed Company and/or RTA and its Shareholders.

**BOARD'S REPORT**

To,  
The Members of  
**Alliance Integrated Metaliks Limited**

Your Directors are pleased to present the Thirty-Fourth (34<sup>th</sup>) Annual Report of the Company's business and operations, together with the audited financial statements and Independent Auditors Report thereon for the financial year ended March 31, 2023.

**1. FINANCIAL PERFORMANCE**

The financial statements for the financial year ended March 31, 2023, forming part of this Annual Report, have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs.

Key highlights of financial performance of your Company for the financial year 2022-23 are provided below:

(Rupees in Lakh)

Particulars	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Revenue from Operations	5863.31	7,912.43
Other Income	13.07	8.51
Total Revenue	5876.38	7920.94
Total Expenses	15518.49	15,493.37
Exceptional Items*	10813.94	5,140.42
Profit before Tax	1171.83	(2,432.02)
Tax Expenses		
(1) Current Tax	-	-
(2) Deferred Tax	-	-
(3) Earlier year's tax expense	-	26.52
Net profit for the year	1171.83	(2,458.54)
Other comprehensive (loss)/income for the year	(2.27)	1.84
Total comprehensive (loss)/income for the year	1169.56	(2,456.70)
EPS	1.01	(2.12)

\*During the year ended March 31, 2023 the Company has settled its outstanding debts with the Bank of Baroda through One time settlement (OTS) and impact of the same has been disclosed.

**2. OPERATIONS REVIEW AND THE STATE OF COMPANY'S AFFAIRS**

The Company has set up its Production facility to cater all types of Heavy Steel Superstructures for following segments:

- Steel Bridges for Rail, Road, Metro, DFCC and Expressways
- Foot Over Bridges
- High rise Buildings
- Thermal Power Plants



- Marine equipment requirements
- Large Stadiums and Exhibition halls
- Airport Superstructures

#### **The End Clients list of the company includes**

- DMRC - Delhi Metro Rail Corporation
- NHAI – National Highways Authority of India
- NHIDCL - National Highways & Infrastructure Development Corporation Ltd
- MORTH – Ministry of Road Transport & Highways
- PWD – Public Works Department (Various States)
- UPEIDA – Uttar Pradesh Expressways Industrial Development Authority
- NTPC – National thermal Power Corporation
- BHEL – Bharat Heavy Electricals Limited
- KRCL – Konkan Railways Corporation Limited
- MRIDCL - Maharashtra Rail Infrastructure Development Corporation Limited
- ITPO – India Trade Promotion Organisation
- DFCC - Dedicated Freight Corridor Corporation of India.
- IOCL – Indian Oil Corporation Limited

#### **EPC Clients**

- L&T
- Shapoorji Pallonji Group
- AFCONS Infrastructure
- HCC
- S P Singla Constructions
- APCO Infra Projects
- KEC International
- GMR Power & Urban Infra
- Ashoka Buildcon Ltd
- Gaawar Constructions Limited
- Doosan Power Systems
- BGR Energy Systems Limited
- DRAIPL
- VRC Constructions Pvt Ltd

In the FY 22-23 Major Focus has been of Steel Bridges Projects of Railways, Expressways, NHAI and State road Projects.

The shares of the company are listed on BSE Limited.

The state of affairs of the Company is presented as part of the Management Discussion and Analysis Report forming part of this Annual Report.



**3. CHANGE IN THE NATURE OF BUSINESS**

There was no change in the nature of business of the Company during the financial year ended on March 31, 2023.

**4. DIVIDEND**

Considering the business stress, the Board of Directors has not recommended any dividend for Financial Year 2022-23.

**5. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND**

As per Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, all the shares in respect to which dividend has remained unclaimed/unpaid for a period of seven consecutive year or more are required to transfer in the name of IEPF, but the company is not required to be transferred any amount to the IEPF established by the Central Government as the company has not declared any dividend for any financial year.

**6. TRANSFER TO RESERVES**

Your Company has not transfer any amount under the head Reserve in the Financial Statements for the Financial Year ended March 31, 2023. Whereas, the company has incurred losses during the period and has transfer the amount under the head Retained Earnings in Other Reserves to the Financial Statements for the Financial Year ended March 31, 2023 as prepared according to Indian Accounting Standards (Ind AS).

**7. CAPITAL STRUCTURE OF THE COMPANY**

During Financial Year 2022-23, there was no change in the authorised share capital and Paid share Capital of the Company.

The Share Capital Structure of the Company is categorised into two classes:-

S. No	Particulars	Equity Shares	1% Non-Cumulative Redeemable Preference Shares
1.	Authorised Share Capital	30,00,00,000	70,00,00,000
2.	Paid Up Share Capital	11,61,25,000	65,00,00,000
3.	Value per Share	1	10

During the period under review, your company has not raised any funds through public issue, rights issue, bonus issue or preferential issue etc. and has neither issued any shares with differential voting rights nor issued any sweat equity shares.

**8. DEMATERIALISATION AND LISTING**

The equity shares of the Company are admitted to the depository system of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on 31st March, 2023, 10,42,44,970 Equity Shares representing 89.770 % of the Equity Share Capital of the Company are in dematerialized form. The Equity Shares of the Company are compulsorily traded in dematerialized form as mandated by the Securities and Exchange Board of India (SEBI). The International Securities Identification Number (ISIN) allotted to the Company with respect to its Equity Shares is INE123D01024.

The Equity shares of the Company are listed on BSE Limited.

**9. RECONCILIATION OF SHARE CAPITAL AUDIT**

As per the directive of the Securities & Exchange Board of India, the Reconciliation of Share Capital Audit was carried out on quarterly basis for the quarter ended June 30<sup>th</sup>, 2022, September 30<sup>th</sup>, 2022, December 31<sup>st</sup>, 2022 and March 31<sup>st</sup>, 2023 by a Company Secretary in Practice. The purpose of the audit was to reconcile the total number of shares held in National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and in physical form with respect to admitted, issued and paid up capital of the Company.



The aforesaid Reports of Reconciliation of Share Capital were submitted to the BSE Limited, where the equity shares of the Company are listed.

## 10. CHANGE OF REGISTERED OFFICE

During the financial year under review, the company has not changed its Registered Office.

However, after the financial year the company has changed the registered office of the Company from **5th Floor, Unit No. 506, Building No. 57, Manjusha Building, Nehru Place New Delhi 110019** to **DSC327, Second Floor, DLF South Court, Saket, New Delhi- 110017** with effect from **27<sup>th</sup> May, 2023**.

## 11. MATERIAL CHANGES AND COMMITMENTS IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There were no material changes and commitments affecting the financial position of the Company between the end of the financial year and date of this report. There has been no change in the nature of business of the Company.

## 12. FINANCIAL STATEMENTS OF THE COMPANY

The Financial Statement of the Company for the FY 2022-2023 are prepared in compliance with the applicable provisions of the Act, Accounting Standards and other applicable provisions of the companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the SEBI (Listing Regulation)).

The Audited Financial Statement along with Auditor Report for the FY 2022-2023 into consideration have been annexed to the Annual Report and also made available on the website of the Company which can be accessed at <https://www.aiml.in>

## 13. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES

During the year under review as on March 31, 2023 the company does not have any subsidiary, Joint Venture and associates company.

## 14. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) of the Companies Act, 2013. Your Directors hereby confirm that:

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as 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 that period;
- c. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The Directors have prepared the annual accounts on a going concern basis; and
- e. The Directors, have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively;
- f. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## 15. CORPORATE GOVERNANCE

In compliance with the Regulation 34 read with Schedule V of the Listing Regulations, a detailed report on Corporate Governance is given as an Annexure and forms an integral part of this Annual Report. A Certificate from the Practicing Company Secretary (PCS) confirming compliance of the conditions of Corporate Governance as stipulated under the Listing Regulations is appended to the Corporate Governance Report. A Certificate of the Whole-time Director (WTD) and Chief Financial Officer (CFO) of the Company in terms of Regulation 17(8) of the Listing Regulations is also annexed.

**16. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

As on 31.03.2023, Composition of Board and KMPs were as under:

Name	Designation
Mr. Daljit Singh Chahal	Whole-time Director
Mr. Bhawani Prasad Mishra	Non-Executive Non-Independent Director
Mr. Ankush Uppal	Non-Executive Non-Independent Director
Ms. Rajiv Kapur Kanika Kapur	Independent Director
Mr. Vipul Gupta	Independent Director
Mr. Pawan Kumar Sharma	Chief Financial Officer
Ms. Malti Devi	Company Secretary

**Appointments & Cessations during the Financial Year 2022-23:**

S.NO	NAME	DESIGNATION	CHANGE
1.	Mr. Ankush Uppal	Non-Executive Director	<ul style="list-style-type: none"> <li>Appointed as a Non-Executive Director of the Company on August 08, 2022</li> <li>Regularized at 33rd Annual General Meeting of the Company held on 29th September, 2022</li> </ul>
2.	Mr. Anupam Jain*	Non-Executive	<ul style="list-style-type: none"> <li>Resigned from the Position of Independent Director Independent director of the Company as on August 09, 2022 due to personal reasons</li> </ul>
3.	Mr. Vipul Gupta	Non-Executive Independent Director	<ul style="list-style-type: none"> <li>Appointed as an Additional Non-Executive Independent Director of the company on August 08, 2022</li> <li>Regularized as Non-Executive Independent Director of the Company at 33rd Annual General Meeting of the Company held on 29th September, 2022 to hold office for a term of 5 (five) consecutive years with effect from August 08, 2022 to August 07, 2027</li> </ul>
4.	Mr. Sanjay Sharma*	Non-Executive Independent Director	<ul style="list-style-type: none"> <li>Appointed as an Additional Non-Executive Independent Director of the company on August 08, 2022</li> <li>Regularized as Non-Executive Independent Director of the Company at 33rd Annual General Meeting of the Company held on 29th September, 2022 to hold office for a term of 5 (five) consecutive years with effect from August 08, 2022 to August 07, 2027</li> </ul>

			<ul style="list-style-type: none"> <li>Resigned from the Position of Independent director on March 27, 2023 due to personal reasons</li> </ul>
5.	Mr. Saurabh Kumar Jain	Company Secretary & Compliance Officer	<ul style="list-style-type: none"> <li>Resigned from the position of Company Secretary &amp; Compliance Officer w.e.f- February 08, 2023</li> </ul>
6.	Ms. Malti Devi	Company Secretary & Compliance Officer	<ul style="list-style-type: none"> <li>Appointed as Company Secretary &amp; Compliance Officer of the Company w.e.f- March 17, 2023</li> </ul>

\*Mr. Anupam Jain and Mr. Sanjay Sharma has resigned from the Position of Independent director of the Company as on August 09, 2022 and March 27, 2023 due to personal reasons and Board places on record its appreciation for their continuous support, guidance and contribution during their tenure as an Independent Directors on the Board of the Company.

There was no material reason regarding the resignation of the Independent Directors and the confirmation regarding the same as received from the Independent Director was already submitted at [www.bseindia.com](http://www.bseindia.com).

**Appointments & Cessations after the end of Financial Year i.e., March 31, 2023 till the date of this Report:**

S.NO	NAME	DESIGNATION	CHANGE
1.	Mr. Sri Kant	Additional Non-Executive & Independent Director	<ul style="list-style-type: none"> <li>Appointed as Additional Non-Executive &amp; Independent Director on the Board of the Company with effect from June 26, 2023</li> </ul>

There were no other appointments/ resignations of Directors/KMP after the financial year.

**17. WOMAN DIRECTOR**

In terms of the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Ms. Rajiv Kapur Kanika Kapur** has been appointed as Independent Woman Director on the Board of the Company.

**18. RETIREMENT BY ROTATION**

In accordance with the provisions of Section 152 the Companies Act, 2013 and the Article of Association of the Company read with Companies (Appointment and Qualification of Directors) Rules, 2014, **Mr. Bhawani Prasad Mishra (DIN - 07673547)** retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re- appointment.

A brief resume, nature of expertise, details of directorships held in other companies of the Directors proposed to be appointed/re-appointed, along with their shareholding in the Company, as stipulated under Secretarial Standard 2 and Regulation 36 of the Listing Regulations, is appended as an Annexure to the Notice of the ensuing AGM.

**19. INDEPENDENT DIRECTORS DECLARATION**

The Company has received declarations from all Independent Directors of the Company confirming that they continue to meet the criteria of independence, as prescribed under Section 149 of the Companies Act, 2013, rules made thereunder and Regulations 16 & 25 of the Listing Regulations. The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct and their names in the data bank of Independent Directors are maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise and that they hold highest standards of integrity.

**20. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 ('IBC')**

During the financial year under review, neither any application is made by the Company, nor is any proceeding pending against the Company under Insolvency and Bankruptcy Code, 2016.

**21. STOCK SPLIT**

During the financial year under review, the company has not done split of shares.

**22. FAMILIARIZATION PROGRAMME**

As per requirement under the provisions of Section 178 of the Companies Act, 2013 read with Companies (Meeting of the Board and its powers) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Your Company has adopted a familiarization programme for Independent Directors to familiarise them with the Company, their role, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model, management structure, industry overview, internal control system and processes, risk management framework, functioning of various divisions and HR Management etc.

Your company aims to provide the insight into the Company to its Independent Directors enabling them to contribute effectively. The Company arranges site visit for the Directors, giving them insight of various projects and Directors are also informed of various developments relating to the industry on regular basis and are provided with specific regulatory updates from time to time.

Details of the familiarization programme of the Independent Directors are available on the website of the Company <https://www.aiml.in/investors.php>.

**23. BOARD MEETINGS**

The Board met **Seven (7)** times during the period, the details of which are provided in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between the two consecutive meetings was within the period prescribed under the Companies Act, 2013 and SEBI Listing Regulations, 2015.

**24. BOARD EVALUATION**

The Company has devised a policy for performance evaluation of Independent Directors, Chairman, Board, Board Committees and other Individual Directors which include the criteria for performance evaluation of the Non-Executive Directors and Executive Directors.

Based on the policy for performance evaluation of Independent Directors, the Board, Board Committees and other individual Directors, a process of evaluation was followed by the Board for its own performance and that of its Committees and individual Directors.

The statement indicating the manner, in which, formal annual evaluation of the Directors, the Board and Board level Committees was carried out, are given in detail in the report on Corporate Governance, which forms part of this Annual Report. The Nomination & Remuneration policy may be accessed on the Company's website at [www.aiml.in](http://www.aiml.in).

**25. POLICY ON APPOINTMENT AND REMUNERATION**

Pursuant to Section 178(3) of the Companies Act 2013, the Nomination and Remuneration Committee of the Board has framed a policy for selection and appointment of Directors and senior management personnel, which *inter alia* includes the criteria for determining qualifications, positive attributes and independence of a Director(s)/Key Managerial Personnel and their remuneration. The nomination and remuneration policy is available on the website of the Company (<http://www.aiml.in/investors>).

**26. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has in place adequate financial control system and framework in place to ensure: -

1. The orderly and efficient conduct of its business;
2. Safeguarding of its assets;
3. The prevention and detection of frauds and errors;

4. The accuracy and completeness of the accounting records; and
5. The timely preparation of reliable financial information.

The same is subject to review periodically by the internal auditor for its effectiveness. The management has established internal control systems commensurate with the size and complexities of the business.

The internal auditors of the company checks and verifies the internal control and monitors them in accordance with policy adopted by the company. The Board regularly reviews the effectiveness of controls and takes necessary corrective actions where weaknesses are identified as a result of such reviews. This review covers entity level controls, process level controls, fraud risk controls.

The internal control manual provides a structured approach to identify, rectify, monitor and report gaps in the internal control systems and processes. To maintain its objectivity and independence, the internal audit function reports to the chairman of the Audit Committee and all significant audit observations and corrective actions are presented to the Committee. Accordingly, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2022-23.

## **27. ANNUAL RETURN**

Pursuant to the provisions of section 92 (3) of the Companies Act, 2013 read with rule 12 of the Companies (Management and Administration) Rules, 2014, Annual return of the Company is available on the website of the Company at <http://www.aiml.in/investorsphp>.

## **28. TRANSACTIONS WITH RELATED PARTIES**

All arrangements/ transactions entered into by the Company with its related parties during the year were in the ordinary course of business and on an arm's length basis. During the year, the Company has not entered into any arrangement/transaction with related parties which could be considered material in accordance with the Company's Policy on Related Party Transactions, read with the Listing Regulations and the disclosure of related party transactions In accordance with Section 134(3) (h) of the Companies Act, 2013 read with Rule 8(2) of Companies (Accounts) Rules, 2014, the particulars of contracts or arrangements with related parties, referred to in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2 is attached as **Annexure I** to this Report.

Details of the Related Party Transactions, as required under Listing Regulations and the relevant Accounting Standards are given in note no. 3.43 to the Financial Statements.

The Policy on the Related Party Transactions is available on the Company's website at [www.aiml.in](http://www.aiml.in).

## **29. AUDITORS AND THEIR REPORT**

### **(a) STATUTORY AUDITORS**

**M/s Chatterjee & Chatterjee, (Firm Registration No. 001109C)**, Chartered Accountants, were appointed as Statutory Auditors of the Company, for a term of 5 years from the conclusion of 33<sup>rd</sup> Annual General Meeting of the Company till the conclusion of the 38th AGM of the Company to be held in the year 2027 on such remuneration as may be mutually agreed between the Board of Directors of the Company.

The Auditor's Report on Financial Statements is a part of this Annual Report. Although Auditors report is self-explanatory, but the qualifications are similar to the earlier qualification as was mentioned in the previous year reports regarding the trade payables, trade receivables and other loans and advances given or taken are subject to reconciliation/confirmations. Further, term loan accounts with the banks are also subject to reconciliation/confirmation. The effect of consequential adjustment upon such confirmation/reconciliation, if any, on the Financial Statements is not ascertainable.

Company wants to report that the reconciliation with the vendors and customers are done at the time of final settlement with them. It is the nature of the business. The reconciliation with the lending banks would be done post resolution of their debts. In view of this, it is not possible to estimate the impact of the same if any, on the financial position and the financial results of the company.

During the year, the Statutory Auditors had not reported any matter under Section 143(12) of the Companies Act, 2013. Therefore, no detail is required to be disclosed under Section 134(3) (ca) of the Companies Act, 2013.

**(b) SECRETARIAL AUDITORS AND THEIR REPORT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed **M/s S Khurana and Associates, Practicing Company Secretaries (CP No. 13212)** to undertake the Secretarial Audit of the Company for the Financial Year ended on March 31, 2023. The Secretarial Audit Report in Form MR-3 is annexed herewith as **Annexure II**, which forms an integral part of this report.

During the year, the Secretarial Auditors had not reported any matter under Section 143(12) of the Companies Act, 2013. Therefore, no detail is required to be disclosed under Section 134(3) (ca) of the Companies Act, 2013.

The said report contain following observations on which management comments are as under:

It has been observed that, at few instances, there is a delay in filing of intimations to Stock Exchange with respect to Corporate Governance Report under Regulation 27(2) and Related Party Transactions under Regulation 23(9) of SEBI (LODR) Regulations, 2015.

**MANAGEMENT COMMENTS:-**

Due to technical error, the Company got delayed to file some compliances on time but the Company will assure that in future all the compliances will be done on time.

**Secretarial Compliance Report**

Pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s S Khurana and Associates, Company Secretaries in practice has given the Secretarial Compliance Report of the Company for the financial year 2022-23.

There are some observations reported by Mr. Sachin Khurana in the report regarding the delayed submission of few intimations.

**MANAGEMENT COMMENTS:-**

Due to technical error, the Company got delayed to file some compliances on time but the Company will assure that in future all the compliances will be done on time.

**(c) COST AUDITOR**

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable for the business activities carried out by the Company.

**(d) INTERNAL AUDITOR**

Pursuant to the provisions of Section 138 of the Companies Act, 2013, read with the rules made there under, the Board of Directors had appointed M/s D. C. Chhajer & Associates, Practicing Chartered Accountants (FRN: 013529N) to undertake the Internal Audit of the Company for the Financial Year ended on March 31, 2023.

**30. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Disclosure on particulars relating to loans, guarantees or investments under section 186 of the Companies Act, 2013 have been provided if any, as part of the financial statements.

**31. MANAGEMENT DISCUSSION AND ANALYSIS**

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A separate section on Management Discussion and Analysis for the year ended March 31, 2023 forms an integral part of this Annual Report.

**32. COMMITTEES OF THE BOARD**

Pursuant to various requirements under the Act and the Listing Regulations, the Board of Directors has constituted various Committees. As on The Company's Board has the following Committees:

1. Audit Committee
2. Nomination and Remuneration Committee



3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee\*
5. Strategic Committee\*\*

The details with respect to composition, powers, roles, no. of meetings held and attendance at the meetings of the above Committees of the board are provided in the Corporate Governance Section of the annual report.

\*In order to comply the provisions, earlier, company constituted a committee of the Board of Directors of the company. However, the Company is not meeting the criteria required for constituting Corporate Social Responsibility Committee and due to continuous losses faced by the Company, the company has decided to dissolved the CSR Committee. Therefore, as of 10.08.2022, the CSR Committee stands dissolved.

\*\*The Board has constituted a Strategic Committee to primarily look into day to day matters which includes banking matters, Legal matters and other operational matters.

### 33. AUDIT COMMITTEE

The Audit Committee of the Board has been constituted in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013. The details pertaining to the composition of the Audit Committee are included in the Corporate Governance Report, which is the part to this report.

All the recommendations made by the Audit Committee, (if any) were accepted by the Board of Directors during the financial year 2022-23.

### 34. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information as required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 for the financial year ended March 31, 2022 with respect to the Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo has been annexed as **Annexure III** to this report which forms an integral part of this report.

### 35. CORPORATE SOCIAL RESPONSIBILITY

As per the section 135 of Companies act, 2013 read with The Companies (Corporate Social Responsibility Policy) Rules, 2014, every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more Directors and have to spends in every financial year, at least two percent of the average net profits of the company made during the three immediately preceding financial years.

However, the Company is not meeting the criteria required for constituting Corporate Social Responsibility Committee and due to continuous losses faced by the Company the Board of Directors of the Company at its meeting held on August 10, 2022 dissolved the Corporate Social Responsibility Committee due to continuous losses.

### 36. PARTICULARS OF EMPLOYEES

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to the Report as **Annexure-V**.

Statement containing particulars of top 10 employees and the employees drawing remuneration in excess of limits prescribed under Section 197 (12) of the Act read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided as a separate Annexure forming part of this Report. In terms of proviso to Section 136 of the Act, the Report and Accounts are being sent to the Members, excluding the aforesaid Annexure. The said Statement is also open for inspection by the Members at the registered office of the company. Any member interested in obtaining a copy of the same may write to the Company Secretary at [alliance.intgd@rediffmail.com](mailto:alliance.intgd@rediffmail.com). None of the employees listed in the said Annexure are related to any Director of the Company.



**37. COMPLIANCE WITH SECRETARIAL STANDARDS**

Pursuant to the provisions of Section 118 of the Companies Act, 2013, the Company has complied with the applicable provisions of the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) and notified by the Ministry of Corporate Affairs.

**38. PUBLIC DEPOSITS**

During the period under review, the Company has not accepted any deposits from public under the Companies Act, 2013 and as such, no amount of principal or interest on public deposits was outstanding as on the date of balance sheet.

**39. CREDIT RATING**

The Company has not taken any ratings during the financial year 2022-23.

**40. SIGNIFICANT AND MATERIAL ORDERS**

During the Financial Year 2022-23, no significant and material orders have been passed by any Regulators, Courts or Tribunals affecting the going concern status and Company's operations in future.

**41. VIGIL MECHANISM**

The Company has formed a Whistle Blower Policy for establishing a Vigil Mechanism for Directors and Employees in Compliance with Section 177(9) of the Act and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to report genuine concerns regarding unethical behavior and mismanagement, if any. It aims at providing avenues for employees to raise complaints and to receive feedback on any action taken and seeks to reassure the employees that they will be protected against victimization and for any whistle blowing conducted by them in good faith. The policy is intended to encourage and enable the employees of the Company to raise serious concerns within the organization rather than overlooking a problem or handling it externally.

The Company is committed to the highest possible standard of openness, probity and accountability. It contains safe guards to protect any person who uses the Vigil Mechanism by raising any concern in good faith. The Company protects the identity of the whistle blower, if the whistle blower so desires, however the whistle blower needs to attend any disciplinary hearing or proceedings as may be required for investigation of the complaint. The mechanism provides for a detailed complaint and investigation process.

If circumstances so require, the employee can make a complaint directly to the Chairman of the Audit Committee. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice. The said Whistle Blower Policy has been disseminated on the Company's website at <https://www.aiml.in>.

**42. RISK MANAGEMENT**

The Company has developed and implemented a Risk Management framework. The details of elements of risk are provided in the Management Discussion and Analysis Report attached as annexure to this Annual Report.

**43. ANTI SEXUAL HARASSMENT POLICY**

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee consisted with the following persons namely Ms. Hemlata Chanderia -Asst. Manager Marketing (President), Mrs. Jaspreet Kaur- HR Assistant (Member), Mr. Rajiv Vasisht- Plant Head (Member), Mr. Rajesh Kumar- HR Head (Member) and Mr. Mandeep Singh- Production Head (Member) to redress complaints received regarding sexual harassment.

All women employees (permanent, contractual, temporary, trainees) are covered under this policy. During the period 2022-23, no complaints were received by the committee.

**44. HUMAN RESOURCES MANAGEMENT AND INDUSTRIAL RELATIONS**

During the period under review, the relations between the Management and the workers were highly cordial. Human resources initiatives such as skill up gradation, training, appropriate reward & recognition systems and productivity improvement were the key focus areas for development of the employees of the Company.



Industrial relations remained cordial throughout the year. Your Directors recognizes and appreciates the sincerity, hard work, loyalty, dedicated efforts and contribution of all the employees during the year. The Company continues to accord a very high priority to both industrial safety and environmental protection and these are ongoing process at the locations of Company.

#### 45. INVESTOR RELATIONS

Your Company always endeavors to promptly respond to shareholders' requests/grievances. Each and every issue raised by the shareholders is taken up with utmost priority and every effort is made to resolve the same at the earliest. The Stakeholders Relationship Committee of the Board periodically reviews the status of the redressal of investors' grievances.

#### 46. ACKNOWLEDGEMENT AND APPRECIATION

Your Directors wish to place on record the sincere and dedicated efforts of all the employee of the Company. Your Directors also take this opportunity to offer their sincere thanks to the Financial Institutions, Banks and other Government Agencies, valued customers and the investors for their continued support, co-operation and assistance.

**By Order Of The Board  
For Alliance Integrated Metaliks Limited**

**Date : 31/07/2023  
Place : New Delhi**

**Sd/-  
Daljit Singh Chahal  
DIN: 03331560  
Chairman Cum Wholetime Director**

**Form No. AOC-2****Annexure I**

**[Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014 as on March 31, 2023]**

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis – N/A
  - (a) Name(s) of the related party and nature of relationship– NA
  - (b) Nature of contracts/arrangements/transactions – NA
  - (c) Duration of the contracts/arrangements/transactions – NA
  - (d) Salient terms of the contracts or arrangements or transactions including the value, if any – NA
  - (e) Justification for entering into such contracts or arrangements or transactions – NA
  - (f) Date(s) of approval by the Board – NA
  - (g) Amount paid as advances, if any: NA
  - (h) Date on which the special resolution was passed in the General Meeting as required under the first proviso to Section 188 – NA
  
2. Details of material contracts or arrangements or transactions at arm's length basis: NA
  - (a) Name(s) of the related party and nature of relationship: NA
  - (b) Nature of contracts/arrangements/transactions: NA
  - (c) Duration of the contracts/arrangements/transactions: NA
  - (d) Salient terms of the contracts or arrangements or transactions including the value, if any: N/A
  - (e) Date(s) of approval by the Board, if any: NA
  - (f) Amount paid as advances, if any: NA

**By Order Of The Board  
For Alliance Integrated Metaliks Limited**

**Date : 31/07/2023  
Place : New Delhi**

**Sd/-  
Daljit Singh Chahal  
DIN: 03331560  
Chairman Cum Wholetime Director**



## FORM NO. MR - 3

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023

*Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014*

#### The Members

Alliance Integrated Metaliks Limited

CIN: L65993DL1989PLC035409

DSC-327, Second Floor, DLF South Court

Saket, New Delhi - 110017

I have conducted the secretarial audit of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **ALLIANCE INTEGRATED METALIKS LIMITED** (hereinafter referred as 'the Company'), having its present Registered Office at **DSC-327, Second Floor, DLF South Court, Saket, New Delhi - 110017 listed on BSE Limited ("BSE")**. The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification, limited to the records provided and explanations made by the company and its officer's, of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the Company has 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 March 31, 2023 according to the provisions of:

- I. The Companies Act, 2013 ('the Act') and the rules made thereunder;
- 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 with regard to dematerialisation/rematerialisation of securities and reconciliation of records of dematerialized securities with all securities issued by the Company;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations are not applicable during the period under review as there were no transactions relating to Foreign Direct Investment, Overseas Direct Investment, and External Commercial Borrowings; **[Not Applicable as the Company has not entered into any FDI transaction or Overseas Direct Investment and External Commercial Borrowings during the period under review]**;
- 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 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
  - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **[Not Applicable as the Company has not issued any further share capital during the period under review]**;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity)

Regulations, 2021 **[Not applicable as the Company has not offered any shares or granted any options pursuant to any employee benefit scheme during the period under review]**;

- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **[Not applicable as the Company has not issued any non-convertible securities during the period under review]**;
- (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 to the extent of securities issued **[Not Applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent]**;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **[Not applicable as the Company has not delisted/proposed to delist its equity shares from any Stock Exchange during the period under review]** and
- (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 **[Not applicable as the Company has not bought back/proposed to buy-back any of its securities during the period under review]**.

**VI. The other laws as informed and certified by the management of the company specifically applicable to the company based on specific industry/sector:**

1. Air (Prevention and Control of Pollution) Act, 1981 and the rules and standards made thereunder.
2. Water (Prevention and Control of Pollution) Act, 1974 and Water (Prevention and Control of Pollution) Rules, 1975
3. Environment Protection Act, 1986 and the rules, notifications issued thereunder.
4. Factories Act, 1948 and other allied State Law(s).

For the compliances of Environmental Laws, Labour Laws & other General Laws, my examination and reporting is based on the documents, records and files as produced and shown to me and the information and explanations as provided to me, by the officers and management of the Company and to the best of my judgment and understanding of the applicability of the different enactments upon the Company, in my opinion there are systems and processes exist in the Company to monitor and ensure compliance with applicable Environmental Laws, Labour Laws & other General Laws. However, Company is advised to follow strict timelines.

The compliance by the Company of applicable Financial Laws, like Direct and Indirect Tax Laws, have not been reviewed in this audit since the same have been subject to review by the statutory auditor and other designated professionals.

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

1. Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India. However, Company is advised to following Secretarial Standards in stricter sense.
2. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR), 2015"].
3. General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 02/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs to hold Extra- Ordinary General Meetings/ Annual General Meetings through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India for dispensation of dispatching the physical copies of financial statement and annual report.
4. Notification No. G.S.R 186 (E) dated March 19, 2020 read with G.S.R 806 (E) dated December 30, 2020 and the Companies (Meeting of Board its Powers) Amendments Rules, 2021 issued by the Ministry of Corporate Affairs to conduct the Meetings of the Board or its Committees through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).

5. Provisions of regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading Regulations), 2015 with respect to maintenance of Structural Digital Database (SDD). *The implementation of software-based tracking was made effective w.e.f September 21, 2022 and earlier to this date, compliance was done through protected excel sheet.*

During the period under review, the Company had generally complied with the provisions of the Act, rules, regulations, guidelines, standards, etc. mentioned above subject to the following observations:

1. ***It has been observed that, at few instances, there is a delay in filing of intimations to Stock Exchange with respect to Corporate Governance Report under Regulation 27(2) and Related Party Transactions under Regulation 23(9) of SEBI (LODR) Regulations, 2015.***

**I further report that**

- The Board of Directors of the Company is constituted with proper balance of Non-Executive Directors, Independent Directors and Woman Director during the period under review. 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/SEBI (LODR), 2015.
- Notice(s) were generally given to all directors to schedule the Board/Committee Meetings, agenda and detailed notes on agenda were generally sent in accordance with the applicable laws, as mentioned here above.
- All the decision of the Board/its committee(s) were taken adequately with requisite majority.
- As per the records, the company has predominantly filed all the forms, returns, documents and resolutions as were required to be filed with the Registrar of Companies and other authorities with and without additional fee. However, During the review period, it was found that Preference Shares were categorised under the promoter's category instead of Public/Other than Promoters category in e-form MGT-7 for the Financial Years 2019-20 and 2020-21. The Company in its Board Meeting held on August 10, 2023 consented to initiate for the correctness of the e-form in the records so maintained by the Registrar of Companies and to make the mistake/default good. An application was filed in e-form GNL-1 for both the financial year(s) respectively for making the already filed e-form MGT-7 as defective for want of revision of list of Preference Shares and revised e-form MGT-7 was filed for both the financial years.

**I further report that** the Company was required to submit Annual Return under Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013 for the year ended December 31, 2022 by January 31, 2023 to the Nodal Officer/Deputy Commissioner of the district. However, the Company has not filed the said return for the required period.

**I further report that** on review of the compliance mechanism established by the Company, I am of the opinion that the management has 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 had the following event(s) /action(s) having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.:

- The Company has received a notice through mail dated December 02, 2021 and further on May 25, 2022 from Cost Audit Branch, Government of India for non-compliance under Section 148 of the Companies Act, 2013 for non-appointment of Qualified Cost Accountant for the financial year 2016-2017. The Company got the Cost Audit done by an Independent Cost Accountant for financial year 2016-17 which further support the company's position that the company does not meet the criteria required for conducting the cost audit. The same was responded to the concerned authority.
- Approval of Board of Directors was accorded to borrow by way of issue/offer/invite for subscribing Unlisted, Secured, Unrated, Redeemable, Non-Cumulative Debentures (NCD) of face value of INR 1,00,000/- (Rupees One Lakh Only) per Debenture for cash at par aggregating up-to INR 40,00,00,000/- (Rupees Forty Crores Only) on Private Placement basis. Further, Debentures amounting to INR 27,26,00,000 (Rupees Twenty-Seven Crores Twenty-Six Lakhs Only) were issued in four tranches up-to 31-03-2023. A charge was

created on immovable property bearing 23.18539 acres of land situated at Bemta Village, District Raipur, Chattisgarh – 493888 was ranked as first rank pari-passu mortgage and by way of pledge of 1,65,71,730 equity shares of the Company held by promoter Company i.e W.L.D Investments Private Limited and accordingly e-form CHG-9 was filed with the Registrar of Companies.

- The Company has outstanding working capital loan and term loan from banks which has been declared as Non-Performing Assets (NPA) by the lenders in the earlier years as the repayment against these loans have become overdue. Further the lenders have taken symbolic possession of the assets of the Company and contemplating follow-up process. The company is in active discussion with the lenders for resolution of their debts. During the current financial year 2022-23, the company has settled its outstanding debts with one of the lender i.e., Bank of Baroda through One Time Settlement (OTS) process. The company is in discussion with other lenders also for similar resolution.
- Approval of the Board of Directors was accorded in the meeting held on August 10, 2023 to borrow unsecured loan up-to an amount of INR 3,50,00,000/- (Rupees Three Crores Fifty Lakhs). Further, additional 10,00,00,000/- (Rupees Ten Crores) were borrowed for making payment of upfront amount for One Time Settlement. Such unsecured loan is obtained to fund the upfront amount to be paid to bank(s) against the One-time Settlement proposal.

**For S Khurana and Associates**

**Company Secretaries**

**FRN – I2014DE1158200**

**Peer Review No.: 804/2020**

**CS Sachin Khurana**

**Proprietor**

**FCS: 10098; C.P. No.: 13212**

**UDIN: F010098E000731412**

**Date: July 31, 2023**

**Place: New Delhi**

***Note: This report is to be read with 'Annexure I' attached herewith and forms an integral part of this report.***



To,  
**The Members**  
**Alliance Integrated Metaliks Limited**

My Secretarial Audit Report for the financial year ended **March 31, 2023** of even date is to be read along with this letter:

### **Management's Responsibility**

1. It is the responsibility of management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operating effectively.

### **Auditor's Responsibility**

2. My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, I have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

### **Disclaimer**

5. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted affairs of the Company.
6. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
7. Matter(s) pending before any Statutory Authority or which are subject to final adjudication / order are not captured in this report till the time the same is disposed-off.

### **For S Khurana and Associates**

**Company Secretaries**  
**FRN – I2014DE1158200**  
**Peer Review No.: 804/2020**

**CS Sachin Khurana**  
**Proprietor**  
**FCS: 10098; C.P. No.: 13212**  
**UDIN: F010098E000731412**

**Date: July 31, 2023**  
**Place: New Delhi**



## Annexure III

INFORMATION PURSUANT TO SECTION 134(3)(m) READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE FINANCIAL PERIOD ENDED 31ST MARCH, 2022:

**A. CONSERVATION OF ENERGY**

- i. **Steps taken for Conservation of Energy:-** LED lights installed in the plant
- ii. **Steps taken for utilizing Alternate Sources of Energy:-** load
- iii. **Capital Investment on Energy Conservation Equipment's:** Nil

**B. TECHNOLOGY ABSORPTION**

a) Efforts, in brief, made towards technology absorption, adaptation and innovation	<b>We continuously evolve new methodology for constructing large steel bridges</b>
b) Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc.	<b>Services improvement and cost reduction</b>
c) In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year)	<b>All indigenous</b>
d) Expenditure incurred on Research & Development	<b>Purchased a designing software for Rs. 4.73 Lakhs</b>

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO**

Foreign Exchange Outgo	:	15.61 Lakhs
Foreign Exchange Earned	:	Nil

By Order Of The Board  
For Alliance Integrated Metaliks Limited

Date : 31/07/2023  
Place : New Delhi

Sd/-  
Daljit Singh Chahal  
DIN: 03331560  
Chairman Cum Wholetime Director

**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES****1. A brief outline of the Company's CSR Policy:**

The Company **Alliance Integrated Metaliks Limited (AIML)** strongly believes that an organization should make decisions based not only on financial factors, but also on the social and environmental consequences and an effective growth policy must also take into account the fulfilment of the basic needs of the masses, especially of those living in rural areas. Thus, AIML endeavors to improve the quality of life of communities living in the areas it operates. To achieve this, AIML deploys its resources to the extent it can reasonably afford, inter alia to improve the rural development projects, education, health, water, sanitation and environment in the area it operates. It entails having business policies that are ethical, equitable, environmentally conscious, gender sensitive, and sensitive towards the differently abled.

The CSR policy of the Company includes overview of projects or programs undertaken /proposed to be undertaken. The web-link to the CSR policy and projects or programs is: <https://www.aiml.in>.

**2. Composition of the CSR Committee**

In order to comply the provisions, earlier, company has constituted a committee of the board of directors of the company. However, the Company is not meeting the criteria required for constituting Corporate Social Responsibility Committee and due to continuous losses faced by the Company, the Board of Directors of the Company has dissolved the Committee wide its Board Meeting held on 10th August, 2022.

The Composition of CSR Committee as on 31/03/2022 was as follows:

Mr. Daljit Singh Chahal (DIN: 03331560)	–	Chairman
Ms. Rajiv Kapur Kanika Kapur (DIN: 07154667)	–	Member
Mr. Bhawani Prasad Mishra (DIN: 07673547)	–	Member

**3. Average net profit of the Company for the last three financial years**

<b>Financial Years</b>	<b>Net Profit (In Lacs)</b>
2019-20	(11,482.63)
2020-21	(9,906.03)
2021-22	(2,458.54)
<b>Total</b>	<b>(23847.2)</b>
<b>Average Net Profit/Loss</b>	<b>(11923.6)</b>

4. Prescribed CSR Expenditure: 2% of Average Net Profit – Not Applicable

5. Details of CSR spent during the financial year:

- Total amount to be spent for the financial year: NA
- Amount unspent: NA
- Manner in which the amount spent during the financial year is detailed below: NA

6. Responsibility Statement by the CSR Committee: NA

We, hereby affirm that the CSR policy as approved by the Board, has been implemented and the CSR Committee monitors the implementation of the CSR projects and activities in compliance with our CSR objectives.

**By Order Of The Board  
For Alliance Integrated Metaliks Limited**

Sd/-

Daljit Singh Chahal

DIN: 03331560

Chairman Cum Wholetime Director

Date : 31/07/2023  
Place : New Delhi

**PARTICULARS OF EMPLOYEES**

- a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial period ended March 31, 2023 and the percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:

<b>S.No.</b>	<b>Name of Directors, Chief Financial Officer and Company Secretary</b>	<b>Ratio to Median Remuneration</b>	<b>% Increase in Remuneration in the Financial Year</b>
1.	Mr. Daljit Singh Chahal, Whole-Time Director	N.A.	N.A.
2.	Ms. Rajiv Kapur Kanika Kapur-Independent Director	N.A.	N.A.
3.	Mr. Bhawani Prasad Mishra-Non Executive Director	N.A.	N.A.
4.	Mr. Vipul Gupta-Independent Director	N.A.	N.A.
5.	Mr. Sanjay Sharma-Independent Director	N.A.	N.A.
6.	Mr. Pawan Kumar Sharma, Chief Financial Officer	N.A.	N.A.
7.	Mr. Saurabh Kumar Jain, Company Secretary	N.A.	N.A.
8.	Ms. Malti Devi, Company Secretary	N.A.	N.A.

During the financial Year 2022-23, no commission was made to non-executive director including independent director, only sitting fees was paid to the non-executive director for attending meetings of the board and committee, which is not considered as remuneration.

- b. The percentage increase in the median remuneration of employees in the financial year: N.A.
- c. The number of permanent employees on the rolls of Company: 71
- d. 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: NIL
- e. The Key parameter for any variable component of remuneration availed by the director:  
No variable component of remuneration was fixed for the directors.
- f. Affirmation that the remuneration is as per the remuneration policy of the Company:  
The Company affirms remuneration is as per the remuneration policy of the Company.

**By Order Of The Board  
For Alliance Integrated Metaliks Limited**

**Sd/-  
Daljit Singh Chahal  
DIN: 03331560  
Chairman Cum Wholetime Director**

**Date : 31/07/2023  
Place : New Delhi**

**CORPORATE GOVERNANCE REPORT FOR THE YEAR 2022-2023**

Your Director present you the Corporate Governance Report of the Company for the financial year ending 31<sup>st</sup> March, 2023. In accordance with Regulation 34(3) read with clause “C” of Schedule “V” of the SEBI (Listing Obligation Disclosure Requirements) Regulation, 2015, the report containing the details of Corporate Governance systems and processes is as follows:

**I. COMPANY’S PHILOSOPHY ON CODE OF GOVERNANCE**

The Company is committed to conduct its business in an efficient, fair, honest and ethical manner. Good Corporate Governance goes beyond compliances and requires Management’s commitment. It starts with the Board of Directors and percolates down the order throughout the Organization and seeks to raise the standards of Corporate Management, strengthens the Board systems, significantly increases its effectiveness and ultimately serve the objective of maximizing the shareholder’s value. The Company’s philosophy on Corporate Governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

The philosophy of the Company is in consonance with the accepted principles of good governance. The Company is in compliance with Securities and Exchange Board of India (Listing Obligations and disclosure Requirements) Regulations, 2015, as applicable with regard to the Corporate Governance.

**II. BOARD OF DIRECTORS**

The Business of the Company is managed by the Board of Directors. The Board provides leadership and strategic guidance, objective judgment and exercises control over the Company, while remaining accountable to the stakeholders at all times. The functions of the Board include formulation of strategic business plans, budgets, setting up goals and evaluation of performance, approving corporate philosophy and mission, monitoring corporate performance against strategic business plans, overseeing operations, recruitment of senior management personnel, review of material investment and fixed assets transactions, ensuring compliance with laws and regulations, keeping members informed regarding plans, strategies and performance of the Company and other important matters.

**A. Composition of Board**

The Board of Directors has an optimum combination of Executive and Non-Executive Directors having rich knowledge and experience in the industry for providing strategic guidance and direction to the Company.

As on 31.03.2023 the Board consists of Five (5) members one of whom is Executive Director viz Mr. Daljit Singh Chahal and two being Non-Executive Directors viz Mr. Bhawani Prasad Mishra and Mr. Ankush Uppal and two being Independent Directors viz Ms. Rajiv Kapur Kanika Kapur and Mr. Vipul Gupta.

The details of the Directors with regard to their Directorships in other companies, Committee positions as well as attendance at last Annual General Meeting and Board Meetings during the year are as follows:

S. No.	Name of the Directors/ DIN	Designation	Category	No. of Board Meetings attended (Total Board Meetings held 9)	Attendance at the last AGM held on September 29, 2022	No. of Directorships held in Companies*	No. of Membership/ Chairmanship of Board Committees**	
							Membership	Chairmanship
1.	Mr. Daljit Singh Chahal (DIN: 03331560)	Whole Time Director	Executive	7	Yes	4	0	0
2.	Mr. Bhawani Prasad Mishra (DIN: 07673547)	Director	Non-Executive	2	Yes	6	0	0
3.	Ms. Rajiv Kapur Kanika Kapur (DIN:07154667)	Director	Non-Executive & Independent	7	yes	7	10	2

5.	Mr. Vipul Gupta*** (DIN: 009064133)	Director	Non-Executive & Independent	4	Yes	9	8	5
6.	Mr. Ankush Uppal**** (DIN:08344284)	Director	Non-Executive & Independent	1	yes	1	0	0

**Notes:**

- \*This excludes directorship held in Private Companies, Foreign Companies and Companies formed under Section 8 of the Companies Act, 2013.
- \*\*Includes only Chairmanship/membership in Audit Committee and Stakeholders' Relationship Committee.
- \*\*\* Mr. Vipul Gupta has been appointed as a Non-Executive & Independent Director of the Company w.e.f. 08.08.2022.
- \*\*\*\*Mr. Ankush Uppal has been appointed as Non-Executive Additional Director of the Company w.e.f. 08.08.2022.
- None of the Directors are related to each other.

S. No.	Name of Director	Name of the listed entity	Category of Director
1	Mr. Daljit Singh Chahal	Alliance Integrated Metaliks Limited	Whole-time Director
2	Ms. Rajiv Kapur Kanika Kapur	Alliance Integrated Metaliks Limited	Independent Director
		Adhbhut Infrastructure Limited	Independent Director
		JMT Auto Limited	Independent Director
		Newtime Infrastructure Limited	Independent Director
		Rollatainers Limited	Independent Director
3	Mr. Bhawani Prasad Mishra	Alliance Integrated Metaliks Limited	Non-Executive Director
4	Mr. Vipul Gupta	Alliance Integrated Metaliks Limited	Independent Director
		Rollatainers Limited	Independent Director
		Newtime Infrastructure Limited	Independent Director
		Adhbhut Infrastructure Limited	Independent Director
5	Mr. Ankush Uppal	Alliance Integrated Metaliks Limited	Non-Executive Director

None of the Directors are related to each other. None of the Directors on the Board holds equity shares of the Company as on March 31, 2023. The Company has not issued any convertible instruments. None of the Directors of the Company, is a member of more than ten committees he/she occupies; None of the Non-Executive Director serves as an Independent Director in more than seven listed companies and None of the directors of the Company is a Chairman of more than five committees across all public limited companies in which he/ she is a director. The terms and conditions of appointment of Independent Directors are available on the Company's website. The Company has received declarations on criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations from the Directors of the Company who have been classified as Independent Directors as on March 31, 2023. The details of the familiarization programme of the Independent Directors are available on the website of the Company (<http://www.aiml.in/investors>).

**B. CHART SETTING OUT THE SKILLS / EXPERTISE / COMPETENCIES OF THE BOARD OF DIRECTORS**

The list of core skills/expertise/competencies identified by the board of directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the board are as following:

Areas of Core Skills/ Expertise/Competence	Mr. Daljit Singh Chahal	Mr. Bhawani Prasad Mishra	Ms. Rajiv Kapur Kanika Kapur	Mr. Vipul Gupta	Mr. Ankush Uppal
Industry Experience and Knowledge	Yes	Yes	No	Yes	Yes
Leadership	Yes	Yes	Yes	Yes	Yes
Finance	Yes	No	Yes	Yes	Yes
Legal	Yes	Yes	Yes	No	No
Operations	Yes	No	No	No	No
Marketing	Yes	No	No	No	Yes
Corporate Governance	Yes	Yes	Yes	Yes	Yes

**PROFILE OF BOARD OF DIRECTORS (AS ON 31.03.2023):**
**1. Mr. Daljit Singh Chahal (DIN: 03331560)**

Mr. Daljit Singh Chahal, aged 51 Years, Wholetime Director of the Company, having a more than 29 years' of experience in the field of Development materials, production and operations relating to fabrication of steel structures. He is having a degree of B.Tech (Mechanical). He does not hold the position of Director in any other listed entity then this.

**2. Mr. Bhawani Prasad Mishra (DIN: 07673547)**

Mr. Bhawani Prasad Mishra, Age 52 Years Non Executive Director of the Company, completed his Master in Business Administration (MBA) from Utkal University and have done B.Tech from MACT, having a more than 30 years of rich experience in Electrical Operations & Maintenance with Quality Assurance.

**3. Ms. Rajiv Kapur Kanika Kapur (DIN: 07154667)**

Ms. Rajiv Kapur Kanika Kapur, aged 39 Years, Non-Executive Independent Director of the Company, having experience of more than 5 years' in accountancy and finance field. She has done her Masters in Business Administration (MBA) in Finance from Pondicherry University. She is a Director in 4 other listed entity namely; Newtime Infrastructure Limited, JMT Auto Limited, Adhbhut Infrastructure Limited and Rollatainers Limited.

**4. Mr. Ankush Uppal (DIN: 08344284)**

Mr. Anupam Jain, aged about 38 Years, Non-Executive Director of the Company, has completed his MBA from Sikkim Manipal University and having 18 years of experience in the Administration of HR and Marketing. He has worked with Mehta Farma, HUL and Oliver Engineering Private Limited.

**5. Mr. Vipul Gupta (DIN: 09064133)**

Mr. Vipul has over 20+ years of experience in field of accounts and finance have worked with various clients from different industries and service lines. Some of the key clients are Wizar Learning Solutions,

Mindscan Education Pvt Ltd, Go Doctor, Apolline Energy Pvt. Ltd. He is Director in 3 more listed Companies namely; Newtime Infrastructure Limited, Adhbhut Infrastructure Limited and Rollatainers Limited.

**B) Board Procedures and Meetings**

The Board of Directors of the Company plays a pivotal role in ensuring good governance and functioning of the Company. The Board's role, functions, responsibility, and accountability are well defined. The Board reviews

compliance reports of all laws applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliances, if any.

The Board meets at regular intervals and during the year, Seven (7) meetings of the Board of Directors were held on 30.05.2022, 10.08.2022, 01.10.2022, 12.11.2022, 09.12.2022, 03.02.2023 and 17.03.2023. The necessary quorum was present for all the meetings. The gap between any two consecutive meetings of the board did not exceed one hundred and twenty days (120). All the members of the Board were provided requisite information as required under SEBI (LODR) Regulations, 2015, Companies act 2013 and any other law for the time being in force, well before the Board Meeting.

### **C) Independent Directors Meeting**

During the year under review, the Independent Directors had one meeting being held on March 15, 2023 without the presence of any Non-Independent Director and members of the Management. In the meeting, the Independent Directors inter alia evaluated the performance of the Non-Independent Directors, the Board of Directors as a whole and evaluated the performance of the Chairman of the Board and discussed aspects relating to the quality, quantity and timeliness of the flow of information between the Company, the Management and the Board.

### **D) Familiarisation Program for Independent Directors**

The Independent directors are periodically given formal orientation and familiarized with respect to the Company's vision, strategic direction, corporate governance practices, financial matters and business operations. The Directors are facilitated to get familiar with the Company's functions at the operational levels. Periodic presentations are made at the Board and Committee Meetings, on business and performance updates of the Company, the macro industry business environment, business strategy and risks involved. Members are also provided with the necessary documents, reports and internal policies to enable them to familiarize themselves with the Company's procedures and practices. Periodic updates for Members are also given out on relevant statutory changes and on important issues impacting the Company's business environment. Details of Directors familiarisation program is available on Company's website [www.aiml.in/investors](http://www.aiml.in/investors).

### **E) ROLE OF THE COMPANY SECRETARY IN GOVERNANCE PROCESS**

The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed. 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. Company Secretary is primarily responsible for assisting the Board in the conduct of affairs of the Company, to ensure compliance with the applicable statutory requirements and Secretarial Standards to provide guidance to Directors and to facilitate convening of meetings. Company Secretary interfaces between the management and the regulatory authorities for governance matters. All the Directors of the Company have access to the advice and services of the Company Secretary.

### **F) COMMITTEES OF THE BOARD**

Currently, there are four Committees of the Board – the Audit Committee, the Nomination & Remuneration Committee, the Stakeholders' Relationship Committee and the Strategic Committee. The role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below.

#### **A. AUDIT COMMITTEE**

The Board of Directors has duly constituted an Audit Committee. As at 31st March, 2023, the Audit Committee comprises of three Directors. The constitution of the Audit Committee meets the requirement of Section 177 of the Companies Act, 2013 and guidelines set out in regulation 18 of the SEBI Listing Regulations, 2015. All the members of the Committee were provided requisite information as required under the Listing Regulations. The Company Secretary of the Company acts as the Secretary of the Audit Committee.

**The Audit Committee shall mandatorily review the following information:**

1. Management Discussion and Analysis of financial condition and results of operations.
2. Management letters / letters of internal control weaknesses issued by the statutory auditors.

3. Internal audit reports relating to internal control weaknesses.
4. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
5. Statement of deviations:
  - a) Half-yearly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

**Powers of the Audit Committee:**

- a) Investigating any activity within its terms of reference;
- b) Seeking information from any employee;
- c) Obtaining outside legal or other professional advice; and
- d) Securing attendance of outsiders with relevant expertise, if it considers necessary.
- e) recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- f) review and monitor the auditor's independence and performance, and effectiveness of audit process;
- g) examination of the financial statement and the auditors' report thereon;
- h) approval or any subsequent modification of transactions of the company with related parties; Carrying out any other function as prescribed under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 and rules made there under.

**Role of the Audit Committee:**

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending 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 Directors 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, half yearly and annual 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 of any subsequent modification of transactions of the listed entity with Related Parties, including any subsequent modification thereof.
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 on 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 or any other person heading the finance function or discharging that function after assessing the qualifications, experience & background, etc. of the candidate.
20. To overview the Vigil Mechanism of the Company and took appropriate actions in case of repeated frivolous complaints against any Director or Employee.
21. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
22. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore 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.
23. Reviewing annually the compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations 2015, and verifying that the systems for internal control under SEBI (Prohibition of Insider Trading) Regulations 2015 are adequate and are operating effectively.
24. Review the report by the Compliance Officer on the trading by the designated persons and immediate relatives of such designated persons under the provisions of the SEBI (Prohibition of Insider Trading) Regulations 2015.

Composition of Audit Committee as on 31.03.2023 are as under:

S.No.	Name of Directors	Category	Designation
1	Mr. Vipul Gupta	Non-Executive Independent Director	Chairman
2	Ms. Rajiv Kapur Kanika Kapur	Non-Executive Independent Director	Member
3	Mr. Daljit Singh Chahal	Wholetime Director	Member

Notes:

1. Mr. Vipul Gupta was appointed as the Chairman of the committee as of 08.08.2022.
2. Mr. Anupam Jain resigned from the Board w.e.f-09.08.2022.
3. Mr. Sanjay Sharma resigned from the Board w.e.f.27.03.2023.

**Composition of Audit Committee at Present is as under:**

S.No.	Name of Directors	Category	Designation
1.	Mr. Vipul Gupta	Non-Executive Independent Director	Chairman
2.	Ms. Rajiv Kapur Kanika Kapur	Non-Executive Independent Director	Member
3.	Mr. Daljit Singh Chahal	Wholetime Director	Member

**Audit Committee Meeting and Attendance**

The committee met Five (5) times during the period under review and meeting were held on 30.05.2022, 10.08.2022, 12.11.2022, 09.12.2022 and 03.02.2023.

The attendance of members at the meetings were as follows:

Name of Member	No. of Meeting attended	
	Entitled	attended
Mr. Vipul Gupta	4	4
Ms. Rajiv Kapur Kanika Kapur	5	5
Mr. Daljit Singh Chahal	5	5
Mr. Anupam Jain	1	1
Mr. Sanjay Sharma	4	4

**B. NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations 2015, read with Section 178 of the Companies Act, 2013. The Committee comprises of one Non-Executive and two Independent Directors. The Chairman of the company is also a member of the NRC. The Terms of reference of the Nomination and Remuneration Committee are as under:

**Role of Nomination and Remuneration Committee are:**

- 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.
- 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:
  - use the services of an external agencies, if required;
  - consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - consider the time commitments of the candidates.
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
- Devising a policy on diversity of Board of Directors.
- 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.

6. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
7. Recommend to the board, all remuneration, in whatever form, payable to senior management.
8. Carrying out any other function as prescribed under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 and rules made there under.

The remuneration Policy of the Company is available on company's website <http://www.aiml.in/investor.html>

**Composition of Nomination and Remuneration Committee as on 31.03.2023 are as under:**

S.No.	Name of Directors	Category	Designation
1	Mr. Vipul Gupta	Independent Director	Chairperson
2	Mr. Daljit Singh Chahal	Executive Director	Member
3	Ms. Rajiv Kapur Kanika Kapur	Independent Director	Member

**Notes:**

1. Mr. Vipul Gupta was appointed as the Chairman of the Nomination and Remuneration Committee w.e.f-08.08.2022.
2. Mr. Anupam Jain resigned from the Board w.e.f-09.08.2022.
3. Mr. Sanjay Sharma resigned from the Board w.e.f-27.03.2023.

**Composition of Nomination and Remuneration Committee at present are as under:**

S.No.	Name of Directors	Category	Designation
1	Mr. Vipul Gupta	Non-Executive Independent Director	Chairman
2	Ms. Rajiv Kapur Kanika Kapur	Non-Executive Independent Director	Member
3	Mr. Sri Kant	Non-Executive Independent Director	Member

**Notes:**

1. Mr. Vipul Gupta was appointed as the Chairman of the Nomination and Remuneration Committee w.e.f-08.08.2022.
2. Mr. Anupam Jain resigned from the Board w.e.f-09.08.2022.
3. Mr. Bhawani Prasad Mishra resigned from the committee member position w.e.f.08.08.2022
4. Mr. Sanjay Sharma resigned from the Board w.e.f-27.03.2023.
5. Mr. Mr. Daljit Singh Chahal resigned from the committee position w.e.f-26.03.2023.
6. Mr. Sri Kant was appointed as a member of the Committee w.e.f-26.03.2023.

**Nomination and Remuneration Committee Meeting and Attendance**

The committee met three (3) times during the period under review and meeting were held on 30.05.2022, 10.08.2022 and 17.03.2023.

The attendance of members at the meetings were as follows:

Name of Member	No. of Meeting attended	
	Entitled	attended
Mr. Vipul Gupta	2	1
Ms. Rajiv Kapur Kanika Kapur	3	3



Mr. Daljit Singh Chahal	3	3
Mr. Sanjay Sharma	2	2
Mr. Bhawani Prasad Mishra	1	1
Mr. Anupam Jain	1	1

**Performance evaluation criteria for Independent Directors**

The NRC Committee of the Board has laid down the evaluation criteria for evaluating the performance of the Independent Directors.

The performance evaluation of independent directors is carried out by the entire Board of Directors, on an annual basis, which includes an assessment of the following:

- performance of the Directors; and
- fulfilment of the independence criteria and their independence from the Management.

In the above evaluation, the director who is subject to evaluation does not participate.

**Remuneration of Directors**

The remuneration of Executive Directors is fixed by the Board of Directors upon the recommendation of Nomination and Remuneration committee and approved by the members of the Company. During the year 2022-23, the Company has paid sitting fees to its non-executive Independent directors of the Board. The remuneration paid to Directors is in compliance to the provisions of the Companies Act, 2013.

The Criteria of making payments to the directors is mentioned in the remuneration Policy of the Company available on company's website <http://www.aiml.in/investor>.

Details of the remuneration for the period ended March 31, 2023 is given below: -

Name of Director	Salary* (Rs. in Lacs)	Sitting Fees (Rs. in Lacs)	Total (Rs. in Lacs)
Mr. Daljit Singh Chahal	53.25	–	53.25
Ms. Rajiv Kapur Kanika Kapur	–	0.60	0.60
Mr. Vipul Gupta	–	0.60	0.60
Mr. Sanjay Sharma	–	0.38	0.38

\*Salary includes basic salary, perquisites and allowances, contribution to provident fund etc.

**C. STAKEHOLDERS' RELATIONSHIP COMMITTEE**

The Stakeholders' Relationship Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with Section 178 of the Companies Act, 2013.

The Committee inter alia looks into the redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend / notices / annual reports.

Role of Stakeholders Relationship Committee are:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. 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.

4. 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.
5. Carrying out any other function as prescribed under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 and rules made there under.

Composition of Stakeholders' Relationship Committee as on 31.03.2023 is as under:

S.No.	Name of Directors	Category	Designation
1	Mr. Vipul Gupta	Non-Executive - Independent Director	Chairperson
2	Ms. Rajiv Kapur Kanika Kapur	Non-Executive Independent Director	Member
3	Mr. Daljit Singh Chahal	Wholetime Director	Member
4.	Mr. Bhawani Prasad Mishra	Non-Executive - Non Independent Director	Member

**Notes:**

1. Mr. Anupam Jain resigned from the position of the Independent Director on 09.08.2022.
2. Mr. Vipul Gupta was appointed as the Chairman of the Stakeholders Relationship Committee as of 08.08.2022.

Composition of Stakeholders' Relationship Committee at present is as under:

S.No.	Name of Directors	Category	Designation
1	Mr. Vipul Gupta	Non-Executive Independent Director	Chairman
2	Ms. Rajiv Kapur Kanika Kapur	Non-Executive Independent Director	Member
3	Mr. Daljit Singh Chahal	Wholetime Director	Member
4	Mr. Bhawani Prasad Mishra	Non-Executive Non-Independent Director	Member

**Stakeholders' Relationship Committee Meeting and Attendance**

The committee met Twice (2) times during the period under review and meetings were held on 30.05.2022 and 03.02.02023.

The attendance of members at the meetings were as follows:

Name of Member	No. of Meeting attended	
	Entitled	attended
Mr. Vipul Gupta	1	1
Ms. Rajiv Kapur Kanika Kapur	2	2
Mr. Anupam Jain	1	1
Mr. Daljit Singh Chahal	2	2
Mr. Bhawani Prasad Mishra	2	1

Ms. Malti Devi, Company Secretary, is the Compliance Officer who oversees the investors grievances including related to transmission of shares, non-receipt of balance sheet and dividends, etc. During the period under review, no complaint was received. As on 31st March, 2023, there were Nil complaints pending

#### **D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

As per the section 135 of Companies act, 2013 read with The Companies (Corporate Social Responsibility Policy) Rules, 2014, every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more Directors and have to spends in every financial year, at least two percent of the average net profits of the company made during the three immediately preceding financial years.

However, the Company is not meeting the criteria required for constituting Corporate Social Responsibility Committee and due to continuous losses faced by the Company, the company has decided to dissolved the CSR Committee. Therefore, as of 10.08.2022, the CSR Committee stands dissolved.

#### **E. STRATEGIC COMMITTEE**

The Strategic Committee was constituted to take up and handle certain day to day banking matters, Legal matters and other operational matters. The Committee comprises of the one Executive Director and three Non Executive Director of the Board.

The Committee reports to the Board and the minutes of these meetings are placed before the Board for information.

Composition of the Strategic Committee as on 31.03.2023 is as under:

<b>S.No.</b>	<b>Name of Directors</b>	<b>Category</b>	<b>Designation</b>
1	Mr. Daljit Singh Chahal	Wholetime Director	Chairman
2	Ms. Rajiv Kapur Kanika Kapur	Non-Executive Independent Director	Member
3	Mr. Ankush Uppal	Non-Executive Independent Director	Member
4	Mr. Bhawani Prasad Mishra	Non-Executive Non-Independent Director	Member

#### **Strategic Committee Meeting and Attendance**

The committee met Ten (10) times during the period under review and meetings were held on 16.12.2022, 23.12.2022, 20.01.2023, 27.01.2023, 31.01.2023, 22.02.2023, 01.03.2023, 20.03.2023, 29.03.2023 and 31.03.2023.

The attendance of members at the meetings were as follows:

<b>Name of Member</b>	<b>No. of Meeting attended</b>	
	<b>Entitled</b>	<b>attended</b>
Mr. Daljit Singh Chahal	10	10
Ms. Rajiv Kapur Kanika Kapur	10	10
Mr. Ankush Uppal	1	1
Mr. Bhawani Prasad Mishra	1	1

#### **III. INDEPENDENT STATUTORY AUDITOR**

The Company's Financial Statements for the year 2022-23 have been audited by an independent audit firm M/s Chatterjee & Chatterjee, Chartered Accountants, who were appointed by the Members of the Company for a term of five consecutive years from the conclusion of the 33rd Annual General Meeting till the conclusion of the 38th Annual General Meeting.

**IV. COMPLIANCE OFFICER**

Name, Designation and Address of the Compliance Officer:

Ms. Malti Devi;  
 Company Secretary  
 Alliance Integrated Metaliks Limited,  
 DSC-327, Second Floor, DLF South Court, Saket New Delhi 110017  
 Ph.: +91-11- 40517610  
 Email Id:- [alliance.intgd@rediffmail.com](mailto:alliance.intgd@rediffmail.com)

**V. GENERAL BODY MEETINGS**

The last three Annual General Meetings were held as under: -

YEAR	DATE & TIME	LOCATION	WHETHER SPECIAL RESOLUTION(S) WERE PASSED
2019-20	24th December, 2020 at 11:30 A.M.	Through Video Conferencing(VC)/ Other Audio Visual means (OAVM)	Item No.: 07 Authorisation under Section 186 of the Companies Act, 2013
2020-21	28th September, 2021 at 03:30 P.M.	Through Video Conferencing(VC)/ Other Audio Visual means (OAVM)	Item No.: 04 To approve the sell or transfer its whole investment of MGR Investment Private Limited.
2021-22	29 <sup>th</sup> September, 2022 at 12:30 P.M	Through Video Conferencing(VC)/ Other Audio Visual means (OAVM)	Item No. 04: To Appoint Mr. Vipul Gupta (DIN:09064133) as a Non-Executive Independent Director Item No. 05: To Appoint Mr. Sanjay Sharma (DIN: 09534294) as a Non-Executive Independent Director

**VI. EXTRA ORDINARY GENERAL MEETINGS**

During the year under review no Extra Ordinary General Meeting of the Members of the Company was held.

**VII. POSTAL BALLOT HELD DURING THE YEAR 2022-23**

During the year under review no resolution was passed through Postal Ballot.

**VIII. MEANS OF COMMUNICATION**

**a) QUARTERLY RESULTS**

The Company's Results for quarter ended 30th June, 2022, 30th September, 2022, 31st December, 2022 and 31st March, 2023 were sent to the Stock Exchanges and have been published in English (Financial Express) and also in a vernacular language newspaper (Jansatta), they are also put up on the Company's website in accordance with the provisions of the section 46 of the SEBI (LODR) regulations, 2015 (<https://www.aiml.in>).

**b) NEWS RELEASES:**

Official news (if any) releases are sent to Stock Exchanges and are displayed on its website ([www.aiml.in](http://www.aiml.in)).



# ALLIANCE INTEGRATED METALIKS LIMITED

## c) PRESENTATIONS TO INSTITUTIONAL INVESTORS / ANALYSTS:

There was no detailed presentations made to the institutional investors and financial analysts.

## d) WEBSITE:

The Company's website (<https://www.aiml.in>) contains a separate dedicated section 'Investor Relations' where shareholders' information is available.

## e) DESIGNATED EMAIL-ID

The Company has also designated email-Id: [alliance.intgd@rediffmail.com](mailto:alliance.intgd@rediffmail.com), exclusively for means of communication.

## e) BSE CORPORATE COMPLIANCE & LISTING CENTRE (THE LISTING CENTRE):

BSE's Listing Centre is a web-based application designed for Listed Companies. All periodical compliance filings like Financial Results, Shareholding Pattern, Corporate Governance Report and Statements of Investor Complaints are done on the Listing Portal.

## f) SEBI Complaint Redressal System (SCORES):

The investor complaints are processed through SEBI Complaints Redress System (SCORES), the centralized web based complaints redressal system set up by SEBI. SCORES facilitates lodging of complaints online with SEBI and uploading of Action Taken Reports (ATRs) by the concerned companies. Members can access SEBI Complaints Redressal System (SCORES) for online viewing the status and actions taken by the Company/ Registrar and Share Transfer Agent (RTA).

## IX. GENERAL SHAREHOLDERS' INFORMATION

### A. GENERAL INFORMATION

Registered Office	DSC-327, Second Floor, DLF South Court, Saket New Delhi 110017
Plant Location	Village – Sarai Banjara, P.O. – Basant Pura, Tehsil – Rajpura, Distt. – Patiala, Punjab - 140401
Annual General Meeting:	Tuesday 29th August, 2023 at 12:00 P.M. through Video Conferencing (VC)/ Other Audio Visual means (OAVM)
Financial Year	1st April, 2022 to 31st March, 2023
Book Closure	23rd August 2023 to 29th August 2023
Equity Dividend payment date	No dividend has been recommended by the Board for the period 2022-23.
Corporate Identification Number	L65993DL1989PLC035409
Listing on Stock Exchanges	BSE LIMITED (Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001)
ISIN CODE	INE123D01024
Equity Share (Stock Code)	(534064)
Outstanding GDRs/ ADRs/Warrants or any Convertible instruments, if any:	Not Applicable



**B. Tentative Calendar for the Financial Year 2023-2024**

PARTICULARS	DATES
First Quarter Results	Mid of August, 2023
Second Quarter Results	Mid of November, 2023
Third Quarter Results	Mid of February, 2023
Fourth Quarter and the year ended Results	Up to end of May, 2024

**C. Dematerialization of shares and liquidity**

As on 31st March, 2023, the Equity Shares 10,42,44,970 representing 89.770 % of the Company's Equity Share Capital was held in dematerialized form with NSDL and CDSL. The Equity Shares of the Company are traded on BSE.

MODE OF HOLDING	NO. OF SHARES	PERCENTAGE
NSDL	9,85,93,400	84.903%
CDSL	56,51,570	4.867%
PHYSICAL	1,18,80,030	10.230%

**D. Share Transfer System**

Pursuant to directions of SEBI, the facility to hold the Company's shares in electronic form is available to the shareholders as the Company is registered with both the Depositories namely NSDL & CDSL. Share Transfer documents for physical transfer and requests for dematerialization of shares may be sent to Company's Registrar and Share Transfer Agents.

**E. Registrar & Share Transfer Agent**

M/s Beetal Financial & Computer Services (P) Limited  
 "Beetal House", 3rd Floor, Madangir, B/H,  
 L.S.C., New Delhi- 110062  
 Tel No.: 011-29961281-83, Fax No: 011-29961284  
 Email: beetalrta@gmail.com,  
 Website: www.beetalfinancial.com

**F. Market Price Data**

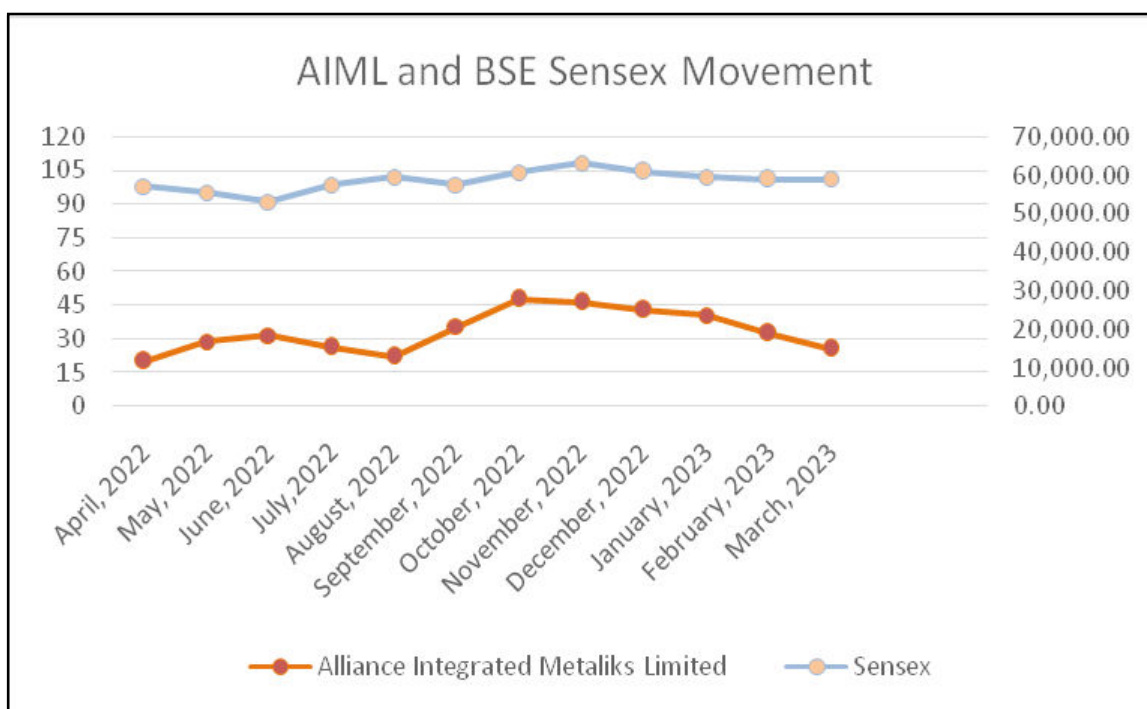
Equity Share of the Company is frequently traded on recognised Stock Exchange; Monthly High/Low prices per share during the Financial Period 2022-23 are as under:

Months	BSE	
	High (Rs.)	Low (Rs.)
Apr-22	37.80	19.75
May-22	35.00	27.15
Jun-22	35.00	23.05
Jul-22	27.80	21.85
Aug-22	38.30	20.20
Sep-22	51.50	33.70

Oct-22	51.00	42.00
Nov-22	46.65	38.50
Dec-22	46.90	37.95
Jan-23	40.35	28.85
Feb-23	32.45	23.45
Mar-23	37.35	23.88

(ii) Performance of the Company's Share price as compared to BSE Sensex:-

Monthly High Price AIML Vs Monthly High Price BSE Sensex



G. Shareholding Pattern as on 31<sup>st</sup> March, 2023

S. No	Category	No. of Shareholders	No. of equityshares held	% of equityholding
<b>A.</b>	<b>PROMOTER AND PROMOTER GROUPOHOLDING</b>			
	<b>Indian</b>	-	-	-
	Individual	-	-	-
	Bodies Corporate	-	-	-
	Any Other	1	82858650	71.353
	<b>Sub-total</b>	<b>1</b>	<b>82858650</b>	<b>71.353</b>
	Foreign Promoters	-	-	-
	<b>Sub-total (A)</b>	<b>1</b>	<b>82858650</b>	<b>71.353</b>

<b>B.</b>	<b>PUBLIC HOLDING</b>			
<b>B1)</b>	<b>Institutions (Domestic)</b>	-	-	-
<b>B2)</b>	<b>Institutions (Foreign)</b>	-	-	-
	<b>Foreign Portfolio Investors Category I</b>	1	100000	0.0861
	<b>Foreign Portfolio Investors Category II</b>	2	5921101	5.0989
<b>B3)</b>	<b>Central Government/ State Government(s)/ President of India</b>			
<b>B4)</b>	<b>Non-Institution</b>		-	-
	<b>Indian public</b>	4749	8611446	7.4157
	<b>Non Resident Indians (NRIs)</b>	15	43655	0.0376
	<b>Bodies Corporate</b>	39	17647344	15.1969
	<b>Any Other (specify)</b>	-	-	-
	<b>HUF</b>	26	727533	0.6265
	<b>Clearing Members</b>	3	215271	0.1854
	<b>LLP</b>	-	-	-
	<b>Trusts</b>	-	-	-
	<b>Sub-total (B)</b>	<b>4835</b>	<b>27245249</b>	<b>23.462</b>
	<b>GRAND TOTAL (A) + (B)</b>	<b>4836</b>	<b>116125000</b>	<b>100</b>

**H. Distribution of Shareholding as on 31<sup>st</sup> March, 2023**

<b>RANGE OF SHARES</b>	<b>NO. OF SHAREHOLDERS</b>		<b>NO. OF SHARES</b>	
	<b>Number</b>	<b>Percentage</b>	<b>Number</b>	<b>Percentage</b>
Upto 5000	4712	97.43	690254	0.5944
5001-10000	32	0.66	243525	0.2097
10001-20000	19	0.39	289321	0.2491
20001-30000	13	0.26	315914	0.2720
30001-40000	3	0.06	97496	0.0840
40001-50000	2	0.04	98529	0.0848
50001-100000	11	0.22	861438	0.7418
100001 and above	44	0.90	113528523	97.7641
<b>Total</b>	<b>4836</b>	<b>100.00</b>	<b>11,61,25,000</b>	<b>100.00</b>



## I. OUTSTANDING GDRs/ADRs/ WARRANTS/ OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY

The Company has not issued GDRs / ADRs / Warrant or any other convertible instruments during the financial period ended 31st March, 2023.

## J. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT / UNCLAIMED SUSPENSE ACCOUNT (UNCLAIMED SHARES)

Pursuant to Regulation 39 of the Listing Regulations, The disclosure as required under schedule V of the Listing Regulations is given below:

- a) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year – Nil
- b) Number of shareholders who approached listed entity for transfer of shares from suspense account during the year – Nil
- c) Number of shareholders to whom shares were transferred from suspense account during the year – Nil
- d) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year – Nil
- e) Voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares – NA

## K. INVESTORS CORRESPONDENCE MAY BE ADDRESSED TO:

Ms. Malti Devi  
Company Secretary  
Alliance Integrated Metaliks Limited,  
DSC-327, Second Floor, DLF South Court, Saket New Delhi 110017  
Ph.: +91-11- 40517610 Email Id: - [alliance.intgd@rediffmail.com](mailto:alliance.intgd@rediffmail.com)

## L. DEBENTURE TRUSTEE:

AXIS TRUSTEE SERVICES LIMITED  
Registered Address - Axis House, Bombay Dyeing Mills Compound,  
Pandhurang Budhkar Marg, Worli Mumbai City, Maharashtra - 400025  
Email Id- [debenturetrustee@axistrustee.in](mailto:debenturetrustee@axistrustee.in)  
Tel No.: 022-62300451  
Website- [www.axistrustee.com](http://www.axistrustee.com)

## XI. OTHER DISCLOSURES

### (A) Basis of Related Party Transactions

The details of all Related Parties Transactions were placed before the Audit Committee for its approval. Details of Related Party Transactions are provided in the Notes to Accounts. These transactions are not likely to have conflict with the interest of the Company at large. Policy on dealing with Related Party Transactions is available on the website of the Company (URL: <https://www.aiml.in/investors.php>).

There are no materially significant related party transactions between the Company and its promoters, directors or key management personnel or their relatives, having any potential conflict with interests of the Company at large.

### (B) Vigil Mechanism/ Whistle Blower Policy

Pursuant to Section 177 of the Companies Act, 2013 read with Regulation 22 of the SEBI (LODR) Regulations, 2015, the Company has in place a whistle blower policy for establishing a vigil mechanism for Directors and employees to report instances of unethical and/ or improper conduct and to take suitable steps to investigate and correct the same. Directors, employees, vendors, customers or any person having dealings with the Company/subsidiary (ies) may report non-compliance of the policy to the noticed persons.

The Directors and management personnel maintain confidentiality of such reporting and ensure that the whistle blowers are not subjected to any discrimination. No person was denied access to the Audit Committee during the Financial Year 2022- 23. The whistle Blower Policy is available at the website of the company (URL: <https://www.aiml.in/investors.php>).

**(C) SUBSIDIARY MONITORING FRAMEWORK**

In terms of Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has formulated a Policy for Determining Material Subsidiaries and the same is available on the Company's website (URL: <http://www.aiml.in/investors.php>).

Company does not have any material non-listed subsidiary company.

(D) In accordance with the provisions of Regulation 26 (6) of the Listing Regulations, the Key Managerial Personnel, Director(s) and Promoter(s) of the Company have affirmed that they have not entered into any agreement for themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

(E) In accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated and approved (i) an Insider Trading Code to regulate dealing in the securities of the Company by designated persons in compliance with the regulations; and (ii) a Policy for Fair Disclosure of Unpublished Price Sensitive Information. In line with the amendment to SEBI (Prohibition of Insider Trading) Regulations, 2015, the Insider Trading Code and Policy for Fair Disclosure of Unpublished Price Sensitive Information was revised with effect from April 1, 2019. The revised Code and Policy can be viewed on Company's website (URL: <https://www.aiml.in/investors.php>).

(F) There was no instance during the financial year 2022-23, where the Board of Directors did not accept the recommendation of any Committee of the Board which it was mandatorily required to accept.

(G) The Discretionary requirements of part E of Schedule II of the SEBI (Listing Obligations Disclosure requirements) Regulations, 2015 have been adopted by the company.

(H) Total fees for all services paid by the Company, to the Statutory Auditors, is provided as under :

The total fees to Statutory Auditors, pursuant to clause 10(k) of the Part C of Schedule-V of SEBI (LODR) Regulations, 2015 is available under Note 3.28 of Financial Statements of Company FY 2022-23.

(I) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

a. Number of complaints filed during the financial year 2022- 23: Nil

b. Number of complaints disposed of during the financial year 2022-23: Nil

c. Number of complaints pending as on end of the financial year 2022-23: Nil

**(J) DISCLOSURE OF LOANS AND ADVANCES TO FIRMS/ COMPANIES IN WHICH DIRECTORS ARE INTERESTED**

The details of loans and advances to firms/Companies in which directors are interested is given in the notes to financial statements.

**(K) CERTIFICATE OF PRACTISING COMPANY SECRETARY IN RESPECT OF NON-DISQUALIFICATION OF DIRECTORS**

The Company has obtained certificate from Practicing Company Secretaries, M/s S. Khurana & Associates, confirming that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 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 other Statutory Authority.

"Certificate of non-disqualification forms part of this Annual Report".

**(L) Details of non-compliance by the Company**

During the last 3 years, the Company has complied with all the requirements of the Stock Exchange(s) or the Board or any statutory authority. Other than, the ones that are detailed mentioned in Secretarial Compliance Report and Secretarial Audit Report that are available on the website of the company (<https://www.aiml.in>).

However, due to few delay in submission, stock exchange imposed penalty and that was paid and settled.

**(M) Code of Business Conduct and Ethics for Directors and Managerial Personnel**

The Board has framed a Code of Conduct for all Board members and senior management of the Company. The Code has been posted on the website of the Company (<https://www.aiml.in>). All Board members and senior management personnel have confirmed compliance with the Code for the financial period 2022-23. A declaration to this effect signed by the Whole-time Director of the Company forms part of this Annual Report.

**(N) Disclosure of Accounting Treatment**

In the preparation of Financial Statements for the period ended 31st March, 2023, there was no treatment different from that prescribed in Accounting Standards that had been followed.

**(O) Risk Management**

The Company has framed a Risk Management Policy to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risk through means of properly defined framework. The Company's Risk Management Policy focuses on ensuring that risks are identified and addressed on a timely basis. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

The Company does not indulge in commodity hedging activities.

**(P) Other Policies:**

Apart from the above policies, the Board has in accordance with the requirements of Act and the SEBI Listing Regulations, approved and adopted all the policies required under the regulations. The required policies can be viewed on Company's Website at (<https://www.aiml.in>).

**(Q) Proceeds from Public Issues, Rights Issues, and Preferential Issues etc.**

During the year under review, there were no proceeds from Public Issues, Rights Issues or Preferential Issues.

**(R) Details of Compliance with Mandatory Requirements and adoption of Non Mandatory Requirements**

**Mandatory requirements**

The Company is fully compliant with the applicable mandatory requirements specified under Schedule V of SEBI (LODR) Regulations, 2015.

**Non-Mandatory Requirements**

Details of non-mandatory requirements specified under Schedule V of SEBI (LODR) Regulations, 2015 to the extent to which the Company has adopted are given below:

**i) Shareholders Right**

The quarterly and half-yearly results are published in widely circulating national and local dailies such as The Financial Express (New Delhi, English Edition) & Jansatta (New Delhi, Hindi). These are not sent individually to the members but hosted on the website of the Company.

**ii) Audit Qualifications**

The Company is in the regime of financial statements with Modified Audit Opinion. The details of the same is given in Auditor's Report which Forms Part of this Annual Report. Further, The Statement of Impact of Audit Qualification for the Financial Year ended March 31<sup>st</sup> 2023 pursuant to SEBI (LODR) Regulations, 2015, forms part of this Annual Report.

**iii) Reporting of Internal Auditor**

The Internal auditors has directly access to Audit Committee and report to the Audit Committee.

**XII. DISCLOSURES OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND REGULATION 46(2) (B) TO (I) OF THE LISTING REGULATIONS:**

The Company has complied with all the requirements in this regard, to the extent applicable.

Sr. No.	Particulars	Regulation	Compliance Status Yes/No./N.A.	Compliance observed for the following:
1	Board of Directors	17	Yes	1) Composition 2) Meetings 3) Review of Compliance reports 4) Plans for orderly succession for appointments 5) Code of Conduct 6) Fees/compensation to Non-Executive Directors 7) Minimum information to be placed before the Board 8) Compliance Certificate 9) Risk Assessment & Management 10) Performance Evaluation of Independent Director
2	Audit Committee	18	Yes	1) Composition 2) Meetings 3) Power of the Committee 4) Role of the Committee and review of information by the Committee
3	Nomination and Remuneration Committee	19	Yes	1) Composition 2) Role of the Committee and review of information by the Committee
4	Stakeholders' Relationship Committee	20	Yes	1) Composition 2) Role of the Committee
5.	Risk Management Committee	21	N.A.	1) Composition 2) Role of the Committee
6	Vigil Mechanism	22	Yes	1) Formulation of Vigil Mechanism for Directors and employees 2) Direct access to Chairperson of Audit Committee
7	Related Party Transactions	23	Yes	1) Policy on Materiality of Materiality of Related Party Transactions

				<ol style="list-style-type: none"> <li>2) Approval including omnibus approval of Audit Committee</li> <li>3) Approval for Material related party transactions</li> </ol>
8	Subsidiaries of the Company	24	<p>N.A</p> <p>N.A.</p>	<ol style="list-style-type: none"> <li>1) Composition of Board of Directors of unlisted material subsidiary</li> <li>2) Review of financial statements of unlisted subsidiary by the Audit Committee</li> <li>3) Significant transactions and arrangements of unlisted subsidiary</li> </ol>
9	Obligations with respect to Independent Directors	25	Yes	<ol style="list-style-type: none"> <li>1) Maximum Directorships and Tenure</li> <li>2) Meetings of Independent Director</li> <li>3) Familiarization of Independent Directors</li> </ol>
10	Obligations with respect to In Directors and Senior Management	26	Yes	<ol style="list-style-type: none"> <li>1) Memberships/Chairmanships in Committee</li> <li>2) Affirmation on Compliance of Code of Conduct of Directors and Senior management</li> <li>3) Disclosure of shareholding by non-executive directors</li> <li>4) Disclosure by senior management of about potential conflicts of interest</li> </ol>
11	Other Corporate Governance Requirements	27	Yes	Filing of quarterly compliance report on Corporate Governance
12	Website	46(2)	Yes	<ol style="list-style-type: none"> <li>1) Terms and conditions for appointment of Independent Directors</li> <li>2) Compositions of various Committees of the Board of Directors</li> <li>3) Code of Conduct of Board of Directors and Senior Management Personnel</li> <li>4) Details of establishment of Vigil Mechanism/ Whistle Blower policy</li> <li>5) Policy on dealing with Related Party Transactions</li> <li>6) Policy for determining material subsidiaries</li> <li>7) Details of familiarisation programmes imparted to Independent Directors</li> <li>8) Other mentioned in the said regulation</li> </ol>



**XIII. CODE OF CONDUCT**

The Code of Business Conduct and Ethics for Directors/Management Personnel ('the Code'), as adopted by the Board, is a comprehensive Code applicable to Directors and Management Personnel. The Code, while laying down in detail, the standards of business conduct, ethics and governance centres around the following theme:

The Company's Board and Management Personnel are responsible for, and are committed to, setting the standards of conduct contained in this Code and for updating these standards, as appropriate, to ensure their continuing relevance, effectiveness and responsiveness to the needs of local and international investors and other stakeholders and also to reflect corporate, legal and regulatory developments. This Code should be adhered to in letter and in spirit'.

A copy of the Code has been put on the Company's website (<https://www.aiml.in>). The Code has been circulated to Directors and Management Personnel, and they affirm its compliance annually.

**XIV. CEO/CFO CERTIFICATION**

The CEO /CFO Certificate forms part of this Annual Report.

**XV. COMPLIANCE CERTIFICATE OF THE AUDITORS**

Certificate from the Company's Secretarial Auditors, M/s S Khurana Associates, confirming compliance with conditions of Corporate Governance as stipulated under Regulation 34 read with Schedule V of the Listing Regulations, is annexed to the Corporate Governance Report forming part of the Annual Report.

**XVI. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

A Management Discussion and Analysis report, which forms part of the Annual Report, is given by means of a separate annexure.

**By Order Of The Board  
For Alliance Integrated Metaliks Limited**

**Date : 31/07/2023  
Place : New Delhi**

**Sd/-  
Daljit Singh Chahal  
DIN: 03331560  
Chairman Cum Wholetime Director**



**CERTIFICATE ON CORPORATE GOVERNANCE**

To

The Members

**Alliance Integrated Metaliks Limited**

1. I, Sachin Khurana, Proprietor at Ms/ S. Khurana & Associates, Company Secretaries, have examined the compliance of conditions of Corporate Governance by Alliance Integrated Metaliks Limited (“Company”), basis the documents/information provided, for the period ended on March 31, 2023 as stipulated in Regulation 34 (3) read with Part E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**MANAGEMENT’S RESPONSIBILITY**

2. The compliance of conditions of Corporate Governance is the responsibility of the Compliance Officer / Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations. My responsibility is limited to examining the procedures and Implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance, subject to observations of Secretarial Audit and Annual Secretarial Compliance Report, for the reporting period, if any. It is neither an audit nor an expression of opinion on the financial statements of the Company.

**LIMITED OPINION**

3. In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has generally complied in all material respects with the conditions of corporate governance as stipulated in the above-mentioned SEBI (LODR) Regulations, 2015.
4. I further state that such compliances are neither an assurance as to the future viability of the Company nor to the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For S. Khurana and Associates  
Company Secretaries  
FRN: I2014DE1158200  
Peer Review No. - 804/2020**

**CS Sachin Khurana  
Proprietor**

**FCS: 10098; C.P. No.: 13212  
UDIN: F010098E000731555**

**Place : New Delhi  
Date : 31/07/2023**

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

In accordance with the regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of Alliance Integrated Metaliks Limited has laid down a Code of Conduct for all the Board members and senior management of the Company. The said Code of Conduct has also been posted on the website of the company at [www.aiml.in](http://www.aiml.in), I, Daljit Singh Chahal, Wholetime Director of the Company hereby confirm that all the Board members and senior management personnel have affirmed of compliance with the code of conduct for the financial year ended 31 March, 2023.

**Place : New Delhi**  
**Date : 31/07/2023**

**Sd/-**  
**(Daljit Singh Chahal)**  
**Chairman Cum Wholetime Director**  
**DIN: 03331560**

**WTD AND CFO CERTIFICATION**

We hereby certify the following that:

- a) We have reviewed financial statements and the cash flow statement for the quarter and year ended March 31, 2023 and that to the best of our knowledge and belief:
  - i. these statements does not contain any materially untrue statement or omit any material fact or contain statements 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 and accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the quarter and year ended March 31, 2023, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) That we have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed, from time to time, to the Auditors and the Audit Committee, operation of such internal controls and that such further improvement in design & structure are being made to meet the growing requirements of business.
- e) We have indicated to the auditors and the Audit committee:
  - i. significant changes in internal control including internal Financial controls over financial reporting during the quarter and year ended March 31, 2023, if any;
  - ii. significant changes in accounting policies during the quarter and year ended March 31, 2023 and that the same have been disclosed in the notes to the financial results, if any; and
  - iii. Instances, if any, of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting

**Place : New Delhi**  
**Date : 26/05/2023**

**Daljit Singh Chahal**  
**Wholetime Director**

**Pawan Kumar Sharma**  
**Chief Financial Officer**

**Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2023**  
**Regulation 33 of the SEBI (LODR) (Amendment) Regulations, 2016]**

(Rs. in Lakhs)

I.	Sl. No	Particular	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualification)
	1.	Turnover / Total income	5876.38	5876.38
	2.	Total Expenditure (including exception items)	4704.55	4704.55
	3.	Net Profit/(Loss)	1171.83	1171.83
	4.	Earnings Per Share	1.01	1.01
	5.	Total Assets	36627.88	36627.88
	6.	Total Liabilities	71439.58	71439.58
	7.	Net Worth	-34811.70	-34811.70
	8.	Any other financial item(s) (as felt appropriate by themanagement)		-
<b>II.</b>	<b>Audit Qualification (each audit qualification separately):</b>			
	<b>a. Details of Audit Qualification:</b> The trade payables, trade receivables and other loans and advances given or taken are subject to reconciliation / confirmations. Further, term loan accounts with the banks are also subject to reconciliation / confirmation. The effect of consequential adjustment upon such confirmation/reconciliation, if any, on the Financial Statements is not ascertainable.			
	<b>b. Type of Audit Qualification:</b> Qualified Opinion			
	<b>c. Frequency of qualification:</b> Continuing considering the nature of business.			
	<b>d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b> _____Not Applicable_____			
	<b>e. For Audit Qualification(s) where the impact is not quantified by the auditor:</b>			
	<b>(i) Management's estimation on the impact of audit qualification:</b>			
	<b>(ii) If management is unable to estimate the impact, reasons for the same:</b> The reconciliation with the vendors and customers are done at the time of final settlement with them. It is the nature of the business. The reconciliation with the lending banks would be done post resolution of their debts. In view of this, it is not possible to estimate the impact of the same if any, on the financial position and the financial results of the company.			
	<b>(iii) Auditors' Comments on (i) or (ii) above:</b> Non-reconciliation and non-confirmation of dues to and / dues from various parties and term lenders may adversely impact the financial results of the company. However, the said impact if any is not ascertainable at this stage.			
<b>III.</b>	<b>Signatories:</b>			
	● <b>CEO/Managing Director</b>			
	● <b>CFO</b>			
	● <b>Audit Committee Chairman</b>			
	● <b>Statutory Auditor</b>			
	<b>Place :</b> Delhi <b>Date :</b> 26 <sup>th</sup> May, 2023			

**CCERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

*[Pursuant to Regulation 34(3) read with Schedule V Para C clause (10)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

**The Members**

**Alliance Integrated Metaliks Limited**  
**CIN: L65993DL1989PLC035409**  
**DSC-327, Second Floor, DLF South Court**  
**Saket, New Delhi - 110017**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Alliance Integrated Metaliks Limited (CIN: L65993DL1989PLC035409)** having its Registered Office at **5<sup>th</sup> DSC-327, Second Floor, DLF South Court, Saket, New Delhi - 110017** (hereinafter referred to as "**the Company**") produced before me 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 my opinion and to the best of my information and according to the verifications (including Director Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary by me and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company stated below for the Financial Year ending March 31, 2023 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 other statutory authority.

<b>Sr. No.</b>	<b>Name of Director</b>	<b>DIN in Company</b>	<b>Date of appointment</b>
1.	Mr. Daljit Singh Chahal	03331560	16-07-2012
2.	Ms. Rajiv Kapur Kanika Kapur	07154667	29-11-2019
3.	Mr. Bhawani Prasad Mishra	07673547	13-08-2020
4.	Mr. Vipul Gupta	09064133	08-08-2022
5.	Mr. Ankush Uppal	08344284	08-08-2022

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my 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 S. Khurana and Associates**  
**Company Secretaries**  
**FRN: I2014DE1158200**  
**Peer Review No. - 804/2020**

**Place : New Delhi**  
**Date : 31/07/2023**

**CS Sachin Khurana**  
**Proprietor**  
**FCS: 10098; C.P. No.: 13212**  
**UDIN: F010098E000731491**

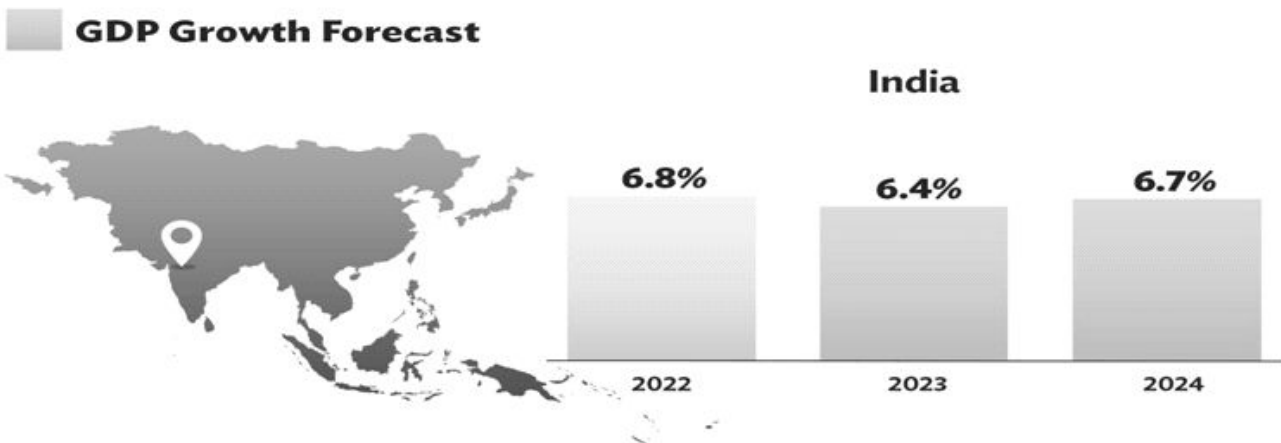
**MANAGEMENT DISCUSSION AND ANALYSIS REPORT 2022-23**

**1. INDIAN ECONOMY OVERVIEW**

The Asian Development Bank (ADB) projects growth in India’s gross domestic product (GDP) to moderate to 6.4% in fiscal year (FY) 2023 ending on 31 March 2024 and rise to 6.7% in FY2024, driven by private consumption and private investment on the back of government policies to improve transport infrastructure, logistics, and the business ecosystem.

The growth moderation for India in FY2023 is premised on an ongoing global economic slowdown, tight monetary conditions, and elevated oil prices. However, FY2024 is expected to see faster growth in investment, thanks to supportive government policies and sound macroeconomic fundamentals, lower nonperforming loans in banks, and significant corporate deleveraging that will enhance bank lending.

Despite the global slowdown, India’s economic growth rate is stronger than in many peer economies and reflects relatively robust domestic consumption and lesser dependence on global demand. The Government of India’s strong infrastructure push under the Prime Minister’s Gati Shakti (National Master Plan for Multimodal Connectivity) initiative, logistics development, and industrial corridor development will contribute significantly to raising industrial competitiveness and boosting future growth.



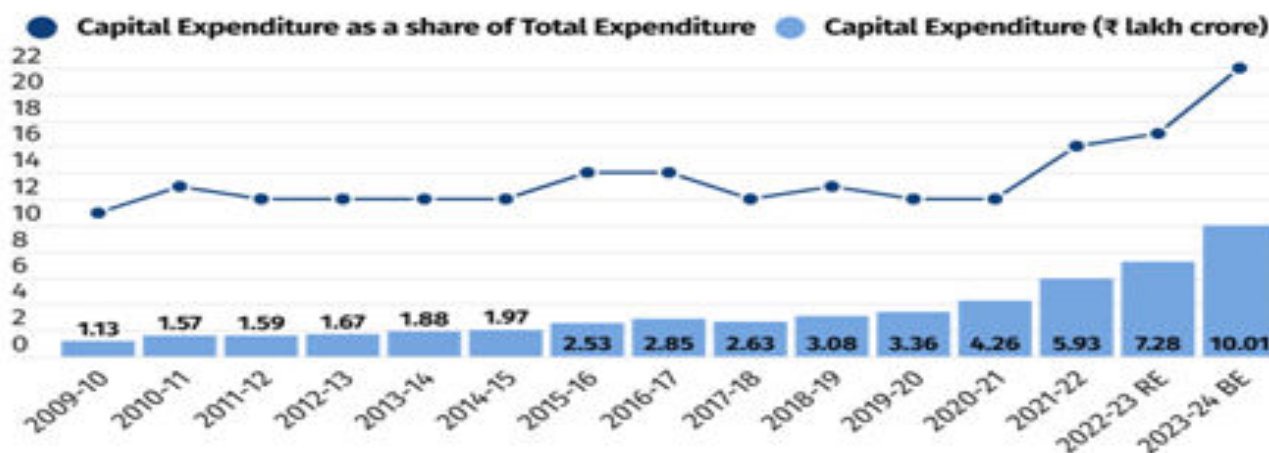
Sources: [www.adb.org/outlook](http://www.adb.org/outlook)

**2. INDIAN INFRASTRUCTURE SECTOR**

As the world economy finds itself poached by emergence and re-emergence of Covid, war in Ukraine and ensuing energy crisis, India’s FY 2023 is all set to set the tone for making its economy self-sufficient and better equipped to bounce off the ill effects of a prospective recession. India has shown to be exceptionally resilient than many other major economies of the world, even if it is not impervious to economic downturns worldwide. With a stable political environment, vaccine and food security, digital ambitions, a strong regulatory structure for the financial sector, and above all a solid domestic consumption-based economy, India has a multitude of leverages at its disposal. The infrastructure led development as envisioned in the 2023 Union Budget is beneficial not just for the infrastructure sector alone but is rather favourable for the holistic growth of the entire economy. The Indian economy has already risen from tenth to fifth in the world in terms of size and during times of adverse global economic setting.

A 33 per cent rise in infrastructure investment capital spending, or Rs. 10 lakh crores for 2023–24, or 3.3 per cent of GDP, is unprecedented in India’s economic history and will substantially improve the economy.

## Increasing Capital Expenditure Of The Union Government



Source: FY 2009-10 to FY 2020-21 from [The Evolution of India's Welfare System from 2008-2023](#), FY 2021-22 to FY 2023-24

### 3. GOVERNMENT INITIATIVES

India is experiencing a blitzkrieg upgrade in its infrastructure, driven by increased government investment and development initiatives. There are significant advancements in India's transportation networks, including roads, railways, aviation, and waterways, and their impact on the country's economic growth. These infrastructure developments aim to enhance connectivity, reduce logistics costs, and position India as a global economic powerhouse. Fuelled by the ambitious PM Gatishakti National Masterplan for multi-modal infrastructure development, the new roads and railways will help India fulfil its ambition to turn into a \$5 trillion economy—up from \$3.74 trillion currently (IMF, 2023).

### 4. INDIAN STEEL FABRICATION INDUSTRY AND DEVELOPMENTS

India was the world's second-largest steel producer with production capacity standing at 125 million tonnes (MT) in FY22 and the figure is anticipated to rise to 300MT by 2030-31 as per Industry projections.

The growth in the Indian steel sector has been driven by domestic availability of raw materials such as iron ore and cost-effective labour. Consequently, the steel sector has been a major contributor to India's manufacturing output.

In FY22, the production of crude steel and finished steel stood at 124.45 MT and 117.80 MT, respectively. According to CARE Ratings, crude steel production is expected to reach 134-138 MT (million tons). The consumption of finished steel stood at 110.26 MT in FY22.

Fabrication applies to the building of machines, super structures and other equipment, by cutting, shaping and assembling components made from raw materials by using various mechanical processes such as welding, soldering, forging, brazing, forming, pressing, bending and stress removal. The steel fabrication industry has traditionally been fragmented, labor intensive, and low on quality.

The demand for high quality and precision steel fabricated structures has resulted in the need for automated and high quality precision manufacturers. AIML has a good opportunity to present itself as an organized player amongst its peer group backed by latest technology, experienced engineering team, proven track record of performance up to the customer expectations.

AIML doesn't have much competition in organized sector but same time small players in Market are giving tough competition for simple bridges which are in bulk, however AIML has potential to capture a reasonable share of the business and turn it to its advantage.

Today AIML is already become an established player for Large projects by executing steel bridges for NHAI, NHIDCL, DFCC, Railways.

In infrastructure applications such as Road/Rail/Metro bridges and spans, safety during and after erection of heavy structures has come into focus due to certain recent mishaps. This has led to an increasingly greater preference

for factory made structures, as opposed to site fabrication, as the former are made in a quality controlled environment.

## **5. OPPORTUNITIES & THREATS**

AIML has positioned itself as a premium supplier and erector for Steel Bridges & supplier in Power sector and has won orders from a number of the major power and infrastructure companies in the recent past including very prestigious projects of MG Setu over Ganga river Patna in Bihar, DFCC Girders for GMR, India's longest ROB of 66m and 74m for Delhi- Meerut Expressway + Heaviest Steel Truss Girder ROB at Chipiyana Buzurg on Delhi-Meerut Expressway.

Recently AIML has been approached by EPC Companies Like DRAIPL, Ahluwalia Constructions, Everscon-Sindhujia JV, for Steel Structure requirements for Modernization of Railway Stations like, Prayagraj, Faridabad, Ghaziabad, Jalandhar Cantt, Chandigarh etc, who are responsible for modernizing of these Stations with more Passenger facilities. Scope of Steel Superstructure for these Stations is estimated to be approx. 90,000 MT and Enabling Work of approximately 30,000 MT.

Another Area of interest of AIML is Supplies to Large Exhibition Halls, Stadiums and Airport Structures where increase in demand has been seen.

With the announcement of New Expressways by the Indian Government significant opportunities in the Steel Bridge sector has opened up.

Despite challenges of High Steel Prices and Fuel prices, AIML is in a position to contribute significantly for this requirement with its specialized knowledge and technical expertise required for manufacture and supply of heavy structures and equipment related to power plants, roads & railways, bridges, steel plants and the oil and gas sector.

With stabilizing efforts of the GOI, need of various large scale infra projects the need for more roads, bridges and metro & rail lines is certain, thereby potentially opening up some good opportunities for AIML.

The Company has now graduated from making simple Plate girders to Complex Bridges like Truss bridge and Cable stay bridges and remains focused on the following growth areas.

### **Steel Bridges for Metro Projects**

- More and More Indian cities are already in process of Expanding its Metro network, cities like Jaipur, Ahmedabad, Nagpur, Lucknow, Pune, Patna, Mumbai, Agra, Kanpur are setting up new metro lines or in process of expanding.

### **Indian Railways**

- Indian Railways has huge demand for its ever expanding new rail routes.
- Indian Railways is Expanding its reach to Himachal, Uttarakhad, J&K, Laddakh, Arunachal Pradesh which will need about 1,50,000 tons of steel superstructures.
- States of Eastern UP and Bihar were declared for major revamp in Bridges adding approx. 3,00,000 Mt requirements this region Alone mainly over river Ganga and other major tributaries.

### **Rail Vikas Nigam Limited (RVNL)**

- RVNL has floated enquires for New Rail Projects which are in pipeline.

### **Maharashtra Rail Infrastructure Development Limited (MRIDL)**

- MRIDL is executing 200 ROB's and Few New Rail Lines in state of Maharashtra – AIML is contributing to these projects significantly.

### **Dedicated Freight corridor**

- GOI initiated 2 Major projects of DFCC from Delhi and Northern dry ports to Mumbai and Kolkata These are greenfield projects parallel to Existing Major rail connections  
Patna to Howrah Section is yet to be tendered and awarded, Estimated Steel bridges demand of Approx 20,000 tons is expected from this Project.



**Road Projects**

- With More and More Expressways being announced or expansion of carriage ways being done, there is Huge demand of ROB / RUBs by Tier -1 Road making EPC companies
- NHAI in one of its decision has mandated that all NH shall have FOBs at regular intervals and near Hospitals and Schools, it's now mandatory to Build and FOB.
- New Expressways add up projects which will have good demand of Steel bridges in coming time

**Thermal Power Plant Projects**

- Many of the Existing plants had only ESP installed and with stricter norms FGD have become mandatory thus these units need structures for FGD, hence the demand is being expected.

**Cement Plant expansion Projects**

- Few Cements Plants are going in Expansion and AIML has started looking for the possibility of supplies of Structure and Equipment to these plants

**6. AIML: STRATEGY AND OUTLOOK**

AIML is a reputed steel structures fabrication company delivering high levels of quality and performance. It has set up a state of the art, fully automated (including robotic processes) plant for steel structures fabrications ranging from medium to heavy projects.

The Company operates in a wide range of markets from heavy steel structures for infrastructure projects including road and rail and power projects to steel structures for building projects, with special focus on Steel Superstructures. There is renewed optimism in all of these target customer segments - road, rail power and Infra.

AIML's growth strategy for next 1-2 years will centered on:

**OPERATIONS**

1. Process – Since orders are repetitive, operations strategy will be changed from batch production to line production with some technological fixtures and processes in place
2. No Trial Assly – Cutting down Trial assembly time by switching to Mark No inspection and clearing the jobs
3. New Equipment – New low cost small equipment's will be added to supplement the CNC lines, thus balancing the capacities of critical processes
4. Change the Working hands model from more of wages based to PMT base
5. Expansion of Fabrication at Sites

**MARKETING**

1. With its credentials of Large Steel spans, AIML will target projects which need more number of repeated orders.
2. Identify and target large multi span projects from Pre bidding stage itself to lock tentative Orders
3. New orders to be negotiated with more assured Payment terms.
4. Improve CASH Flow by proposing stage payments
5. Comprehensive focus on Orders with Erection shall be there, as orders with erection have better margins.

**Details of Few Important Orders Completed in 2022-23**

- a) India Longest Cable Stay Bridge at Byet Dwarka, Okha – Client SPSCCL
- b) EDFCC ROR/RFO at Multiple Locations – Client GMR Infrastructure
- c) Delhi- Vadodara Expressway – DRAIPL, APCO
- d) Vadodara –Mumbai Expressway – Patel Infra
- e) Structures for ITPO – Shapoorji Pallonji



## 7. RISK AND CONCERNS

The Company is currently addressing the following risks and concerns through appropriate risk mitigation measures and strategies:

**Price Increase in Inputs:** Due to substantial increase in Diesel costs and in Steel and Metal costs, few inputs like consumables, Paint, cutting inserts, Metalizing wire etc has seen an increase. To mitigate the same in long term improving of efficiency of processes and output is in focus + New RFQs are being quoted with increased rates

**Strategic Risks:** Strategic risks refer to those associated with the long-term strategy and plans of the Company, including risks related to the macro environment in which the Company operates. However, the Company has adopted a focused approach and has employed various means to mitigate the risk.

Increased Steel prices is one of the key risks that the Company faces at this stage.

To hedge the same in 2022-23 the order being booked are only of free issued steel by customers.

**Operational Risks:** Operational risks refer to risks impacting the operations of the Company. These include risks associated with the supply chain, employee productivity, health and safety of employees and environmental impact, and risks to business reputation. The Company is exposed to various risks which may impact the Company's reputation such as labour relations, product mix, innovations and effective deployment of technology.

The Company closely monitors the developments in the supply chain and takes effective steps to mitigate all operational risks.

**Financial Risks:** Liquidity constraint, which arose due to unfavorable market conditions in infrastructure space has affected the Company's performance. This industry having long gestation period requires huge working capital facilities.

To rectify the situation, the Company, is in extensive discussion with the lenders for the resolution of the overdue amount. Further the company is in continuously exploring new way to improve its working capital cycle.

**Legal and Compliance Risks:** Legal and Compliance risks refer to risks arising from the outcome of legal proceedings and government and/ or regulatory action, which could result in additional costs. The Company is subject to various laws, regulations and contractual commitments.

AIML has policies, systems and procedures to enforce substantial compliance in this respect.

**8. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company understands that with expanding operations and a constant evolution of technology, an effective internal control system is very important. AIML is committed to maintaining the highest standards of corporate governance and believes that a strong internal control framework is one of the most important pillars of corporate governance.

In-line with its philosophy and tenets, the Company has put in place adequate systems of internal control commensurate with its size and the nature of its operations. The systems have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information complying with applicable statutes, safeguarding of assets, executing transactions with proper authorisations and ensuring compliance of corporate policies.

AIML ensures that internal audit is conducted by a reputed firm having considerable experience in the sector on a regular basis. These audit reports are submitted to the Audit Committee which reviews it and takes note of the remedial measures taken by the concerned departmental heads with reference to the audit observations.

**9. FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

During the annual ended 31st March, 2023, the Company generated revenues of Rs. 5863.31 Lakhs as compared to Rs.7912.43 Lakhs in the previous financial year. EBITDA stood at Rs. 1022.23 Lakhs as compared to Rs.1002.41 Lakhs in previous financial year.

<b>PARTICULARS</b>	<b>F.Y. 2022-23</b>	<b>F.Y. 2021-22</b>	<b>Year to Year Change</b>	<b>Explanation</b>
Debtors Turnover	2.08	2.86	-27%	Due to improved Collections.
Inventory Turnover	3.82	4.61	-17%	Due to Increase in Inventory level.
Current Ratio	0.14	0.12	13%	Largely due to decline in Debtors level.
Operating Profit Margin (%)	17	13	38%	Operation margin improved due to decline in operating expenses
Net Profit Margin (%)	0.20	(0.31)	-164%	Net Profit margin improved due to exceptional income

A number of the major Indian infrastructure projects, in the markets served by AIML, have been installed for the last few years. The increase in the Company’s revenues and EBITDA due to utilization of install capacity and few new business segments identified.

AIML monitors its financial position regularly and deploys a robust cash management system. The Company has also been able to arrange adequate liquidity at an optimum cost to meet its business and liquidity requirements. AIML would like to thank the financial institutions, shareholders and other stakeholders for their continuous support.

**10. DEBT POSITION**

As of 31st March, 2023, the Company had total debt of Rs. 45159.76 Lakhs.



## 11. SHAREHOLDERS' FUNDS AND NET WORTH

The authorized share capital of the Company as at 31st March, 2023 stood at Rs. 10,000 Lacs divided into 30,00,00,000 equity shares of Rs. 1 each and 7,00,00,000 Preference shares of Rs. 10/- each. The paid up equity share capital as of 31st March, 2023 was Rs. 1,161.25 Lacs divided into 11,61,25,000 equity shares of Rs. 1/- each.

During the period under review there was no change in the authorized and paid up capital of the Company. Net Worth of the Company as on 31st March 2023 is (Rs. 34811.7 Lakhs).

## 12. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

For AIML, people are central to driving the Company's competitiveness as they are integral to our sustainable business growth. AIML has consistently focused on recruiting and onboarding the best talent from industry with the objective to generate superior performance. The Company continued to nurture a supportive and a safe working environment. The Company firmly believes that talented and engaged employees are critical differentiators as they provide competitive advantage for sustaining and growing the business. Our consistent focus has been to hire the best-in-class talent from various campuses as well across industries. AIML has always enjoyed strong industrial relations. The company has a systematic grievance redressal system to further strengthen these relationships. This system encourages employees to share their views and opinion with the management. Based on periodic feedback and surveys employee friendly policies have been put in place to ensure greater employee satisfaction. High level of Employee engagement is maintained through various programs, many of them which entail a high level of involvement with the families. The Directors would like to place on record their appreciation and recognition towards all its employees who continue to exude confidence and commitment toward the Company.

### CAUTION STATEMENT

The above mentioned statements are only 'forward looking statements' based on certain assumptions and expectations. The Company's actual performance could differ materially from those expressed/projected depending upon changes in various factors. The Company does not assume any responsibility to any change(s) in forward looking statements', on the basis of subsequent developments, information or events etc.

*Important developments that could affect the Company's operations include a competition, rise in input costs and significant changes in the political and economic environment in India, environmental standards, tax laws, litigation and labour relations.*

## Independent Auditor's Report

To the Members of Alliance Integrated Metaliks Limited

Report on the Standalone Ind AS Financial Statements

### Qualified Opinion

1. We have audited the accompanying standalone Ind AS financial statements of Alliance Integrated Metaliks Limited ('the Company'), which comprise the balance sheet as at March 31, 2023, the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity for the year then ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as "standalone Ind AS financial statements").
2. In our opinion and to the best of our information and according to the explanations given to us, except for the effects/possible effects of the matters described in the Basis for Qualified Opinion section of our report, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the state of affairs of the Company as at March 31, 2023, and its profit/loss (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

### Basis for Qualified Opinion

3. As stated in note no.3.44 to the accompanying standalone financial statements, trade payables, trade receivables and other loans and advances given or taken continued to be subject to reconciliation and confirmation. Further term loan accounts with the banks are also subject to reconciliation/ confirmation.
4. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the 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 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 qualified opinion.

### Material uncertainty related to going concern

5. As stated in note no. 3.35 to the accompanying standalone financial statements, the Company has incurred a net loss of Rs. 9,642.11 lakhs (before adjustments of exceptional items) for the year ended March 31, 2023 and accumulated losses as at March 31, 2023 stand at Rs. 93,729.86 lakhs resulting in erosion of its net worth. Further, the Company's current liabilities far exceed its total current assets. The entire bank/ARC borrowing has been classified as non-performing assets ("NPA"). These events and conditions indicate that a material uncertainty exists which may cast significant doubt about the Company's ability to continue as a going concern.

### Emphasis of matter

6. We draw attention to note no.3.37 to the accompanying standalone financial statements, which describes that the Company has outstanding loans aggregating to Rs. 41,174.28 lakhs including interest accrued and due thereon which have been declared as NPA by the lenders in earlier years as the repayments and interest against these loans have become overdue. During the current financial year 2022-23, the Company has settled its outstanding debts with Bank of Baroda through One Time Settlement ("OTS") and the impact of the same has been disclosed as exceptional item of statement of profit and loss. The Company is in active discussion with other lenders for similar resolutions.

Our report is not modified in respect of above-mentioned matters.



## Key audit matters

7. Key audit matters 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.
8. We have no matters other than described in the Basis for Qualified Opinion, Material uncertainty related to going concern and Emphasis of Matter section to communicate in our audit report.

## Information other than the financial statements and auditor's report thereon

9. The Company's Board of Directors is 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 Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our 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 during the course of our 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

10. The Company's 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 financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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.
11. 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.
12. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the audit of the standalone financial statements

13. 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 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.
14. 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 whether the Company has adequate internal financial controls system 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 the 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.
15. 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.
16. 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.
17. 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.
18. 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**

19. 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 Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
20. As required by Section 143 (3) of the Act, we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) The Balance Sheet, the Statement of profit and loss including Other comprehensive income, Statement of changes in equity and the Statement of cash flows dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B' to this report;
- g) In our opinion, the managerial remuneration for the year ended March 31, 2023 has been paid/provided by the company to its directors in accordance with the provisions of section 197(16) of the Act, as amended;
- h) 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:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements;
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, If any, on long-term contracts including derivative contracts;
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection fund by the Company during the year ended March 31, 2023.
  - iv. The Management has represented that, to the best of its knowledge and belief:
    - a) 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.
    - b) 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.
  - v. During the year the Company has not declared any dividend.



- vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), which provides for the feature of recording of audit trail (edit log) facility in the accounting software used by the Company for maintenance of books of accounts and related matters, is applicable for the Company only with effect from financial year beginning April 1, 2023, the reporting under clause (g) of Rule 11 of Companies (Audit and Auditors) Rules, 2014 is currently not tenable.

**For Chatterjee & Chatterjee**  
**Chartered Accountants**  
**Firm registration no: 001109C**

**Sd/-**  
**BD Gujrati**  
**Partner**  
**Membership no: 010878**

**Place : New Delhi**  
**Date : May 26, 2023**  
**UDIN : 23010878BGWRCG1012**

**Annexure “A” to the Independent Auditor’s Report**

(Referred to in paragraph 19 under the heading “Report on Other Legal & Regulatory Requirements” section of our report of even date to the members of Alliance Integrated Metaliks Limited)

Based on the audit procedures performed for the purpose of reporting a true and fair view on the standalone financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) In respect of the Company’s Property, plant and equipment:
  - (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 a program of physical verification of Property, plant and equipment and right-of-use assets so to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, plant and equipment were due for verification during the year and were 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) Based on our examination of the records for land on which building is constructed, provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties disclosed in the financial statements included under Property, plant and equipment are held in the name of the Company as at the balance sheet date.
  - (d) The Company has not revalued its property, plant and equipment (including right-to-use assets) during the year.
  - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii)
  - (a) According to the information and explanations provided to, the physical verification of inventories has been carried out by the management at regular interval. The frequency of the physical verification, in our opinion, is reasonable having regard to the size of the Company and nature of business. Further, there were no discrepancy noticed for each class of the inventory.
  - (b) The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institution on the basis of security of current assets during the current year. Further, the working capital limit sanctioned in the earlier year has been classified as non-performing assets by the lender on July 31, 2017. Also, refer note no.3.15 to the accompanying financial statements.
- (iii) During the year, the Company has not made any investments in, provided any guarantee or security, or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnerships or any other parties and hence reporting under clause 3(iii) of the Order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Act in respect of loans, investments, guarantees, and security.
- (v) The Company has not accepted any deposits and also there were no amounts which are deemed to be the deposits. Hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013, and the rules framed there under, do not apply to this Company.
- (vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Companies Act, 2013, and are of the opinion that,

prima facie, the prescribed cost records have been made and maintained by the Company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

- (vii) (a) According to the records, the company is generally regular in depositing undisputed statutory dues including Goods and service tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and all other material statutory dues with the appropriate authorities and there were no arrears of statutory dues as at March 31, 2023 for a period of more than six months from the date they became payable.
- (b) According to the records of the Company and the information and explanations given to us, there were no statutory dues referred to in sub clause (a), which have not been deposited on account of any dispute.
- (viii) According to the information and explanations given to us and based on our verification, there were no transactions which are not recorded in the books of account 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 defaulted in repayment of loans or in the payment of interest thereon to any lender. Amount of default is as under:

<b>Nature of borrowings</b>	<b>Name of lender</b>	<b>Amount not paid on due date (In Rs. Lakhs)</b>	<b>Whether principle or interest</b>	<b>No. of days delay or unpaid</b>	<b>Remarks</b>
Term loan	Prudent ARC	11,305.94	Both	2070	The lenders have classified the amount as Non-performing assets. Refer note no. 3.15 and 3.17 to the standalone financial statements.
Term loan	Punjab National Bank	9,054.48	Both	2101	
Term loan	UCO Bank	10,347.93	Both	2435	
Working capital loan	Prudent ARC	10,465.93	Both	1340	

- (b) The Company has not been declared wilful defaulter by any bank or financial institution or any other lender.
- (c) The term loans were applied for the purpose for which loans were obtained.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year 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 associates.
- (f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Accordingly, clause 3(ix)(f) of the Order is not applicable.
- (x) (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause 3 (x)(a) of the Order is not applicable.
- (b) The Company has not made any preferential allotment or private placement of shares or convertible debentures during the year. Accordingly, clause 3 (x)(b) of the Order is not applicable.
- (xi) (a) According to the information and explanations given by the management and based upon the audit procedures performed no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.



## ALLIANCE INTEGRATED METALIKS LIMITED

- 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 up to the date of this report;
- c) As represented to us by the management, there were no whistle blower complaints received by the Company during the year.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such 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 nature of its business;
- b) We have considered the reports of the Internal Auditors for the period under audit.;
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, clause 3(xv) of the Order is not applicable.
- (xvi) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934, and is not a core investment Company (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016 and hence reporting under clause 3(xvi) and sub-clauses of the Order are not applicable.
- (xvii) The Company has incurred cash losses amounting to Rs. 6,829.87 lakhs in the financial year and Rs. 4,791.04 lakhs in the immediately preceding financial year.
- (xviii) There has been no resignation of the Statutory Auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) As stated in the paragraph 5 of the Independent auditor's report, the Company has incurred a net profit of Rs.1171.83 lakhs for the year ended March 31, 2023 and accumulated losses as at March 31, 2023 stand at Rs. 93,729.86 lakhs resulting in erosion of its net worth. Further, the Company's current liabilities far exceed its total current assets. The entire bank/ARC borrowing has been classified as non-performing assets ("NPA"). These events and conditions indicate that a material uncertainty exists which may cast significant doubt about the Company's ability to continue as a going concern.
- (xx) The provisions of section 135 are not applicable to the Company and hence reporting under clause 3(xx) and its sub-clauses of the Order are not applicable.
- (xxi) The reporting under clause 3(xx) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

**For Chatterjee & Chatterjee**  
**Chartered Accountants**  
**Firm registration no: 001109C**

**Sd/-**  
**BD Gujrati**  
**Partner**  
**Membership no: 010878**

**Place : New Delhi**  
**Date : May 26, 2023**

**UDIN : 23010878BGWRCG1012**

## **Annexure “B” to the Independent Auditor’s Report**

### **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 Alliance Integrated Metaliks Limited (“the Company”) as of 31 March 2023 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 Company’s management 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.

#### **Auditors’ responsibilities**

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”) 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 applicable to an audit of Internal Financial Controls and, 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 standalone Ind AS 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, 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 as at 31 March 2023, 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.

**For Chatterjee & Chatterjee**  
**Chartered Accountants**  
**Firm registration no: 001109C**

**Sd/-**  
**BD Gujrati**  
**Partner**  
**Membership no: 010878**

**Place : New Delhi**  
**Date : May 26, 2023**

**UDIN : 23010878BGWRCG1012**

## BALANCE SHEET AS AT 31ST MARCH, 2023

(Rupees In Lakhs)

Particulars	Note No	As at 31.03.2023	As at 31.03.2022
<b>(A) Assets</b>			
<b>1 Non current assets</b>			
(a) Property, plant and equipment	3.1	24,181.05	26,803.73
(b) Other financial assets	3.2	72.67	68.09
(c) Deferred Tax Assets(net)	3.3	6,581.69	6,581.69
<b>Sub total</b>		<b>30,835.41</b>	<b>33,453.51</b>
<b>2 Current assets</b>			
(a) Inventories	3.4	1,259.92	918.44
(b) <u>Financial assets</u>			
(i) Trade receivables	3.5	2,324.25	3,303.29
(ii) Cash and cash equivalents	3.6	514.27	688.70
(iii) Bank Balance other than above	3.6.1	1.02	147.58
(iv) Other current financial assets	3.7	-	0.99
(c) Current Tax Assets (Net)	3.8	88.48	357.22
(d) Other current assets	3.9	1,604.53	737.14
<b>Sub total</b>		<b>5,792.47</b>	<b>6,153.36</b>
<b>Total-assets</b>		<b>36,627.88</b>	<b>39,606.87</b>
<b>(B) Equity and liabilities</b>			
<b>1 Equity</b>			
(a) Equity share capital	3.10	1,161.25	1,161.25
(b) Other equity	3.11	(35,972.95)	(36,984.43)
<b>Sub total</b>		<b>(34,811.70)</b>	<b>(35,823.18)</b>
<b>2 Liabilities</b>			
<b>Non-current liabilities</b>			
(a) <u>Financial liabilities</u>			
(i) Borrowings	3.12	3,985.48	385.04
(ii) Other Financial Liabilities	3.13	24,774.81	21,953.70
(b) Provisions	3.14	82.79	92.75
<b>Sub total</b>		<b>28,843.08</b>	<b>22,431.49</b>
<b>Current Liabilities</b>			
(a) <u>Financial liabilities</u>			
(i) Borrowings	3.15	22,476.97	28,417.52
(ii) Trade payables	3.16	-	-
(iii) Total Outstanding Dues of Micro & Small enterprises	-	393.02	478.41
(iv) Total Outstanding Dues other than Micro & Small enterprises	-	699.24	1,336.84
(v) Other financial liabilities	3.17	18,697.31	22,635.72
(b) Other current liabilities	3.18	322.88	127.95
(c) Provisions	3.19	7.08	2.13
<b>Sub total</b>		<b>42,596.50</b>	<b>52,998.57</b>
<b>Total equity and liabilities</b>		<b>36,627.88</b>	<b>39,606.87</b>

### Summary of significant accounting policies

The accompanying notes are an integral part of the standalone financial statements 1 to 3.52

As per our report of even date attached

**For Chatterjee & Chatterjee**  
Chartered Accountants  
Firm registration no: 001109C

Sd/-  
**BD Gujrati**  
Partner  
Membership No. 010878

Place : New Delhi  
Date : 26th May 2023

For and on Behalf of the Board of Directors of  
**Alliance Integrated Metaliks Limited**

Sd/-  
**Daljit Singh Chahal**  
Whole time Director  
DIN : 03331560

Sd/-  
**Pawan Kumar**  
Chief Financial Officer

Sd/-  
**Bhawani Prasad Mishra**  
Director  
DIN: 07673547

Sd/-  
**Malti Devi**  
Company Secretary



# ALLIANCE INTEGRATED METALIKS LIMITED

## STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED 31ST MARCH, 2023

(Rupees In Lakhs)

Particulars	Note No.	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
<b>I. Income</b>			
Revenue from operations	3.20	5,863.31	7,912.43
Other Income	3.21	13.07	8.51
<b>II. Total Income</b>		<b>5,876.38</b>	<b>7,920.94</b>
<b>III. Expenses:</b>			
Cost of Materials Consumed	3.22	10.02	1,141.06
Purchase of Stock in trade	3.23	431.87	152.12
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	3.24	(250.76)	77.65
Employee benefit expense	3.25	1,510.85	1,502.05
Finance costs	3.26	7,852.10	5,766.92
Depreciation and amortization	3.27	2,812.24	2,807.92
Other Expenses	3.28	3,152.17	4,045.65
<b>Total Expenses</b>		<b>15,518.49</b>	<b>15,493.37</b>
<b>IV. Profit before exceptional items and tax (II-III)</b>		<b>(9,642.11)</b>	<b>(7,572.44)</b>
<b>V. Exceptional Items [Income/(Expense)]</b>	3.29	10,813.94	5,140.42
<b>VI. Profit before tax (IV + V)</b>		<b>1,171.83</b>	<b>(2,432.02)</b>
<b>VII. Tax expense:</b>			
(1) Current tax		—	—
(2) Deferred tax		—	—
(3) Earlier year tax expenses		—	26.52
<b>Total Tax Expenses</b>		<b>—</b>	<b>26.52</b>
<b>VIII. Profit/(Loss) from continuing operations (VI-VII)</b>		<b>1,171.83</b>	<b>(2,458.54)</b>
<b>IX. Other Comprehensive Income (Net of Tax)</b>		<b>—</b>	<b>—</b>
Re-measurement gains (losses) on defined benefit plans	3.30	(2.27)	1.84
Deferred tax effect		—	—
<b>IX. Other Comprehensive Income (Net of Tax)</b>		<b>(2.27)</b>	<b>1.84</b>
<b>X. Total Comprehensive Income (VIII+IX)</b>		<b>1,169.56</b>	<b>(2,456.70)</b>
<b>XI. Earning per equity share:</b>			
(1) Basic	3.31	1.01	(2.12)
(2) Diluted	3.31	1.01	(2.12)

Summary of significant accounting policies

The accompanying notes are an integral part of the standalone financial statements 1 to 3.52

As per our report of even date attached

**For Chatterjee & Chatterjee**  
Chartered Accountants  
Firm registration no: 001109C

Sd/-  
**BD Gujrati**  
Partner  
Membership No. 010878

**Place :** New Delhi  
**Date :** 26th May 2023

For and on Behalf of the Board of Directors of  
**Alliance Integrated Metaliks Limited**

Sd/-  
**Daljit Singh Chahal**  
Whole time Director  
DIN : 03331560

Sd/-  
**Pawan Kumar**  
Chief Financial Officer

Sd/-  
**Bhawani Prasad Mishra**  
Director  
DIN: 07673547

Sd/-  
**Malti Devi**  
Company Secretary



## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

(Rupees In Lakhs)

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
<b>A Cash flow from operating activities:</b>		
Profit/(loss) before tax	1,171.83	(2,432.02)
Adjustment to reconcile profit before tax to net cash flows:		
Depreciation of property, plant & equipment (including right to use asset)	2,812.24	2,807.92
Finance costs	7,852.10	5,766.92
Interest income on financial assets	(12.62)	(8.48)
Net gain on foreign currency transaction	(0.05)	(0.03)
Exceptional Items	(10,813.94)	(5,335.95)
Loss on sale of investments	-	195.53
Profit on sale of assets	(0.40)	-
Operating profit before working capital changes	<b>1,009.16</b>	<b>993.89</b>
<b>Movement in working capital:</b>		
Increase/(Decrease) in trade payable	(722.94)	367.94
Increase/(Decrease) in other current liabilities	189.52	(1,026.49)
(Increase)/Decrease in trade receivables	979.04	(1,070.15)
(Increase)/Decrease in inventories	(341.48)	839.12
(Increase)/Decrease in other financial assets	(416.60)	140.59
Increase/(Decrease) in provisions	(5.01)	4.04
<b>Cash generation from operations activities</b>	<b>691.69</b>	<b>248.94</b>
Direct tax (paid)/ refund	110.65	(106.21)
<b>Cash flow before extraordinary items</b>	<b>802.34</b>	<b>142.74</b>
Cash flow from extraordinary items	-	-
Net cash from operating activities	<b>802.34</b>	<b>142.74</b>
<b>B Cash flow from investing activities</b>		
Purchase of property, plant & equipment	(190.18)	(88.73)
Proceeds from sale of property, plant & equipment	1.02	-
Interest received	12.62	8.57
Proceeds from sale of investments	-	794.47
<b>Net cash from investing activities</b>	<b>(176.54)</b>	<b>714.31</b>
<b>C Cash flow from financing activities</b>		
Proceeds from new borrowings	1,231.18	-
Issuance of non convertible debentures	2,726.00	-
Repayment of borrowings	(3,727.37)	(461.72)
Interest Paid	(1,176.60)	-
<b>Net cash from financing activities</b>	<b>(946.79)</b>	<b>(461.72)</b>
<b>Net cash flows during the year (A+B+C)</b>	<b>(320.99)</b>	<b>394.68</b>
Cash & cash equivalents at the beginning of the year	836.28	441.60
<b>Cash &amp; cash equivalents at the end of the year Note 3.6 &amp; 3.6.1</b>	<b>515.29</b>	<b>836.28</b>
Components of cash & cash equivalents		
-On current account	514.17	688.42
-On deposit account	1.02	147.58
Cash in hand	0.10	0.28
<b>Cash &amp; cash equivalent reported in the cash flow statement</b>	<b>515.29</b>	<b>836.28</b>

Summary of significant accounting policies

The accompanying notes are an integral part of the standalone financial statements 1 to 3.52

As per our report of even date attached

**For Chatterjee & Chatterjee**

Chartered Accountants

Firm registration no: 001109C

Sd/-

**BD Gujrati**

Partner

Membership No. 010878

Place : New Delhi

Date : 26th May 2023

For and on Behalf of the Board of Directors of

**Alliance Integrated Metaliks Limited**

Sd/-

**Daljit Singh Chahal**

Whole time Director

DIN : 03331560

Sd/-

**Pawan Kumar**

Chief Financial Officer

Sd/-

**Bhawani Prasad Mishra**

Director

DIN: 07673547

Sd/-

**Malti Devi**

Company Secretary

**Statement of Changes in Equity for the year ended March 31, 2023**

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

**Name of the Company - Alliance Integrated Metaliks Limited.**

<b>(a) Equity share capital*</b>				
<b>Particulars</b>	<b>March 31, 2023</b>		<b>March 31, 2022</b>	
	<b>No. of Shares</b>	<b>Amount</b>	<b>No. of Shares</b>	<b>Amount</b>
<b>Balance at the begning of the current reporting period.</b>				
Change in equity share capital due to Prior period Errors	116,125,000	1,161.25	11,612,500	<b>1,161.25</b>
Restated Balance at the begning of the current reporting period.	–	–	–	–
Changes in equity share capital during the Current year.	–	–	104,512,500	–
<b>Balance at the end of the current reporting period</b>	<b>116,125,000</b>	<b>1,161.25</b>	<b>116,125,000</b>	<b>1,161.25</b>

**(b) Other equity**  
**(1) Current Reporting period**

	Share Application money pending allotment	Equity Component of compound financial instrument	Reserves and Surplus										Total
			Capital reserve	Security premium	Other reserves (General)	Retained earning	Debt Instruments through other comprehensive income	Equity Instruments through other comprehensive income.	Effective portion of Cash flow Hedges.	Revaluation on Surplus	Exchange difference on translating the financial Statements of a foreign operation	Other items of other comprehensive income (Remeasurement of defined benefit plans)	
Balance at the beginning of the current reporting period	-	-	-	261.48	(94,743.62)	-	57,498.03	-	-	-	(0.32)	-	(36,984.43)
Changes in accounting policy or prior period errors													
Restated balance at the beginning of the current reporting period													
Total Comprehensive Income for the current year.	-	-	-	261.48	(94,743.62)	-	57,498.03	-	-	-	(0.32)	-	(36,984.43)
Dividends													
Transfer to retained earnings				1,171.83							(2.27)		1,169.56
Any other change (to be specified)				(158.08)									(158.08)
Balance at the end of the current reporting period	-	-	-	261.48	(93,729.86)	-	57,498.03	-	-	-	(2.59)	-	(35,972.95)

**(b) Other equity**
**(2) Previous Reporting period**

	Share Application money pending allotment	Equity Component of compound financial instrument	Reserves and Surplus										Total
			Capital reserve	Security premium	Other reserves (General)	Retained earning	Debt Instruments through other comprehensive income	Equity Instruments through other comprehensive income.	Effective portion of Cash flow Hedges.	Revaluation on Surplus	Exchange difference on translating the financial Statements of a foreign operation	Other items of other comprehensive income (Remeasurement of defined benefit plans)	
Balance at the beginning of the current reporting period	-	-	-	261.48	(89,972.91)	-	55,185.86	-	-	-	(2.16)	-	(34,527.72)
Changes in accounting policy or prior period errors													
Restated balance at the beginning of the current reporting period							2,312.17						2,312.17
Total Comprehensive Income for the current year.	-	-	261.48	(89,972.91)	-	57,498.03	-	-	-	(2.16)	-	-	(32,215.55)
Dividends													
Transfer to retained earnings				(2,458.55)						1.84			(2,456.70)
Any other change (to be specified)				(2,312.17)									(2,312.17)
Balance at the end of the current reporting period	-	-	261.48	(94,743.62)	-	57,498.03	-	-	-	(0.32)	-	-	(36,984.43)

**\*Also refer note no. 3.11**

Summary of significant accounting policies  
The accompanying notes are an integral part of the standalone financial statements

As per our report of even date attached

**For Chatterjee & Chatterjee**  
Chartered Accountants

Firm registration no.: 001109C

Sd/-  
**BD Gujrati**

Partner

Membership No. 010878

Place : New Delhi

Date : 26th May 2023

For and on Behalf of the Board of Directors of

**Alliance Integrated Metaliks Limited**

Sd/-  
**Bhawani Prasad Mishra**  
Director

DIN : 07673547

Sd/-  
**Malti Devi**  
Company Secretary

Sd/-  
**Daljit Singh Chahal**  
Whole time Director

DIN : 03331560

Sd/-  
**Pawan Kumar**  
Chief Financial Officer

## Notes to the Financial Statements

### 1. Company Overview and Significant Accounting Policies

M/s. Alliance Integrated Metaliks Limited (hereinafter referred to as “AIML” or “the Company”) was established in the year 1989.

The company has its production facility in Punjab to serve the Government and Private sector companies engaged in implementation of Power Plants, Roads, Bridges and Highways in India by fabrication and supply of related Heavy Steel structures and Equipment.

The customer list of the Company includes Delhi Metro Rail Corporation [DMRC], Patel Infrastructure, L&T, BHEL, AFCONS, HCC, Gyatri Projects Ltd, Ashoka Builcons Ltd, Sadbhav Engineering Ltd., S P Singla Pvt. Ltd. Gawar Construction, etc.

The Registered office of the company is situated at DSC-327, Second Floor, DLF South Court, Saket, New Delhi-110017. The shares of the company are listed on Bombay Stock Exchange.

### 2. Significant Accounting Policies

#### 2.1 Basis Of Preparation Of Financial Statements

These financial statements are prepared in accordance with Indian Accounting Standards (IND AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values; the provisions of the Companies Act, 2013 (Act) (to the extent notified and applicable); and guidelines issued by the Securities and Exchange Board of India (SEBI). The IND AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 the relevant amendment rules issued thereafter.

Accounting policies have been consistently applied except where a newly issued Indian accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The year-end figures are taken from the source and rounded to the nearest lacs.

#### 2.2 Use Of Estimates

The preparation of the financial statements in conformity with IND AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

##### 2.2.1 Useful lives of property, plant and equipment

The company reviews the useful life of property, plant and equipment at the end of each reporting period. The reassessment may result in change in depreciation expenses in future periods.

##### 2.2.2 Valuation of deferred tax assets / liabilities

The company reviews the carrying amount of deferred tax assets / liabilities at the end of each reporting period.

##### 2.2.3 Provisions and contingent liabilities

A provision is recognised when the company has a present obligation as a result of past event and it is probable than an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. Contingent liabilities are not

recognized in the financial statements. However the detail of existing contingencies Liabilities as on 31st March, 2022 is provided in Note no. 3.42. A contingent asset is neither recognized nor disclosed in the financial statements. However, if the realisation is virtually certain then the related asset ceases to be a Contingent Asset and therefore recognised.

### **2.3 Revenue Recognition**

Revenue is measured at the fair value of the consideration received or receivables. Amounts disclosed as revenue are exclusive of GST and net of returns, trade allowances, rebates, discounts, value added taxes.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and specific criteria have been met for each of the Company's activities as described below.

#### **a. Sale of goods**

The Company recognises revenue when control over the promised goods or services is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Revenue is adjusted for variable consideration such as discounts, rebates, refunds, credits, price concessions, incentives, or other similar items in a contract when they are highly probable to be provided.

The amount of revenue excludes any amount collected on behalf of third parties. The Company recognises revenue generally at the point in time when the products are delivered to customer or when it is delivered to a carrier for export sale, which is when the control over product is transferred to the customer. In contracts where freight is arranged by the Company and recovered from the customers, the same is treated as a separate performance obligation and revenue is recognized when such freight services are rendered.

In revenue arrangements with multiple performance obligations, the Company accounts for individual products and services separately if they are distinct i.e., if a product or service is separately identifiable from other items in the arrangement and if a customer can benefit from it. The consideration is allocated between separate products and services in the arrangement based on their stand-alone selling prices. Revenue from sale of by products are included in revenue. Revenue from sale of goods is recognised when delivered and measured based on the bilateral contractual arrangements.

#### **b. Contract balances**

##### **i. Contract assets**

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration including Trade receivables.

##### **ii. Contract liabilities**

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract including Advance received from Customer

##### **iii. Refund liabilities**

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Company ultimately expects it will have to return to the customer including volume rebates and discounts. The Company updates its estimates of refund liabilities at the end of each reporting period

##### **iv. Construction contracts**

When the outcome of a construction contract can be estimated reliably, revenue and costs are recognised

by reference to the stage of completion of the contract activity at the end of the reporting period, measured based on the proportion of contract costs incurred for work performed to date relative to the estimated total contract costs, except where this would not be representative of the stage of completion. Variations in contract work, claims and incentives payments are included to the extent that the amount can be measured reliably and its receipt is considered probable.

When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognized to the extent of contract cost incurred that it is probable will be recoverable. Contract costs are recognized as an expense in the period in which they are incurred.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognized as an expense immediately.

**c. Dividend and interest income**

Dividend income from investments is recognized when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

**2.4 Employee benefits**

**a. Long Term Employee Benefits**

The liability for gratuity & leave encashment is determined using Projected Unit Credit [PUC] Method and is accounted for on the basis of actuarial valuation in Accordance with IND AS - 19. The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Actuarial Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income. The current service cost is included in the employee benefit expense in the statement of profit & loss account. The interest cost calculated by applying the discount rate to the net balance of defined benefit obligation, is included in the finance cost in the statement of profit & loss account.

**b. Short-Term Employee Benefits**

Short- term employee benefits include performance incentive, salaries & wages, bonus and leave travel allowance. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the year when the employees render the services.

**2.5 Borrowing costs**

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the interest costs. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of the asset.

Processing fee paid for borrowings is amortized over the term of long term loan through statement of profit & loss. All other borrowing costs are expensed in the period in which they occur.

Preference Shares are separated into equity and liability components based on the terms of the issue / contract. Interest on liability component of preference shares is determined using amortized cost method and is charged to the statement of profit & loss.

**2.6 Depreciation & amortization**

The Company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. Depreciation methods, useful lives and residual values are reviewed at each reporting period.

Depreciation on additions/deductions to property, plant and equipment is provided on pro-rata basis from the date of actual installation or up to the date of such sale or disposal, as the case may be.

## **2.7 Impairment of Assets**

The Company at each balance sheet date assesses whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The company recognizes lifetime expected losses for all contract assets and/or all trade receivables that do not constitute a financing transaction.

## **2.8 Income taxes**

Income tax expense comprises current and deferred income tax. Income tax expense is recognised in net profit in the statement of profit and loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in other comprehensive income.

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Minimum Alternative Tax [MAT] paid in accordance with the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the company will pay normal income tax in future periods. Accordingly, MAT is recognized as an asset in the balance sheet when it is probable that future economic benefits associated with it flow to the company and the asset can be measured reliably.

## **2.9 Property, Plant and Equipment**

Property, plant and equipment are stated at cost, less accumulated depreciation /amortization and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management. The cost of property, plant & equipment also includes initial estimates of dismantling cost and restoring the site to its original position, on which the site is located. For transition to IND AS, the company has elected to continue with carrying value of all its property, plant and equipment recognized as on 01.07.2015 measured as per the previous GAAP in accordance with the principles of Part B of Schedule II of the Companies Act, 2013.

## **2.10 Financial Instruments**

The company recognises financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets (except net investments) and financial liabilities (except borrowings) are recognised at fair value on initial recognition, except for trade receivables and security deposits, which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition.

Financial liabilities are subsequently carried at amortised cost using the effective interest method, except for contingent consideration recognised in a business combination, which is subsequently measured at fair value through profit and loss.

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts are approximately at fair value due to the short maturity of these instruments.

### **De-recognition of financial instruments**

The Company de-recognises 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 de-recognition under IND AS 109. A financial liability (or a part of a financial liability) is de-recognized from the company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.



## 2.11 Borrowings

Borrowings are initially measured at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method.

Preference shares are separated into liability and equity components based on the terms of the issue / contract. On issuance of the preference shares, the fair value of the liability component is determined using a market rate for an equivalent instrument. This amount is classified as financial liability and is measured at amortized cost (net of transaction costs) until it is extinguished on conversion or redemption. The remainder of the proceeds is recognized and included in equity. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the equity component is not re-measured in subsequent years.

## 2.12 Investments

### a. Investment in subsidiaries

Investment held by the company in subsidiaries as on the date of transition date i.e. 01.07.2015 is valued at cost. Investments made in subsidiaries, after the transition date, have been valued at Fair Value through Other Comprehensive Income [FVTOCI].

### b. Investment in associates / Joint Ventures

Investment held by the Company in associates / joint ventures as on the date of transition date i.e. 01.07.2015 is valued at cost. Investments made in associates / joint ventures, after the transition date, have been valued at Fair Value through Other Comprehensive Income [FVTOCI].

### c. Investment - Others

#### Current Investments

Quoted financial assets have been classified as FVTOCI and unquoted financial assets have been classified as Fair Value through Profit & Loss [FVTPL].

#### Non-Current Investments

Quoted long term investments have been classified as FVTOCI and unquoted long term investments are have been classified as FVTPL.

## 2.13 Inventories

- a. **Raw Materials:** Goods under process and Finished Goods are valued at cost (Net of provision for diminution) or \*Net Realisable value, whichever is lower.
- b. **Waste and Scrap:** Waste and scrap is valued at Net Realisable Value.
- c. **Valuation of Raw Materials:** Cost of inventories of Raw Materials and stores and Spares is ascertained on FIFO basis.
- d. **Valuation of WIP:** Cost of goods under process comprise of cost of materials and proportionate production overhead. Cost of material for this purpose is ascertained on FIFO basis.
- e. Provision for obsolescence in inventories is made, whenever required.

\*Net Realizable Value is the estimated selling price in the ordinary course of business less any applicable selling expenses.

## 2.14 Earnings per equity share

Basic earnings per equity share are computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The

dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

### **2.15 Cash and Cash Equivalents**

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

### **2.16 Cash Flow Statement**

Cash flows are reported using the indirect method, except in case of dividend which has been considered on the basis of actual movement of cash with corresponding adjustments of assets and liabilities and where by profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

### **2.17 Dividends**

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

### **2.18 Leases**

As a lessee, the Company recognises a Right-Of-Use of asset and a lease liability at the lease commencement date. The Right-Of-Use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the Right-Of-Use asset or the end of the lease term. The estimated useful lives of Right-Of-Use assets are determined on the same basis as those of property and equipment. In addition, the Right-Of-Use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate. Lease payments included in the measurement of the lease liability comprise the following: a) Fixed payments, including in-substance fixed payments; b) Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date; c) Amounts expected to be payable under a residual value guarantee; and d) the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is re-measured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is re-measured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

#### **Short-term leases and leases of low-value assets**

The Company has elected not to recognise Right-Of-Use assets and lease liabilities for short-term leases of assets that have a lease term of upto 12 months. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

## 2.19 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

## 2.20 Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the assets or liabilities, or in the absence of a principal market, in the most advantageous market for the assets or liabilities. The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is Unobservable

For assets and liabilities that are recognised in the Financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period or each case.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Disclosures for valuation methods, significant estimates and assumptions.
- Quantitative disclosures of fair value measurement hierarchy.
- Investment in unquoted equity shares
- Financial instruments

## 2.21 Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per Company's normal operating cycle and other criteria set out in the Schedule III to the Act.

**Non Current Assets**  
**3.1 Property, plant and equipment**

(Rupees in Lakhs)

Particulars	Land-Freehold	Building	Plant and Equipment	Furnitures & Fixtures	Vehicles	Office Equipment	Total	Right to use assets	Total
<b>Gross Block</b>									
At April 1, 2021	1,881.17	6,514.58	41,704.49	29.08	25.25	130.69	50,285.25	29.35	50,314.60
Additions	-	-	71.34	13.14	-	4.25	88.73	-	88.73
Dismantling Cost	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-
<b>At March 31, 2022</b>	<b>1,881.17</b>	<b>6,514.58</b>	<b>41,775.82</b>	<b>42.22</b>	<b>25.25</b>	<b>134.94</b>	<b>50,373.98</b>	<b>29.35</b>	<b>50,403.33</b>
Additions			183.46	0.59	0.48	5.64	190.17	-	190.17
Dismantling Cost									
Disposals					(12.24)		(12.24)		(12.24)
<b>At March 31, 2023</b>	<b>1,881.17</b>	<b>6,514.58</b>	<b>41,959.28</b>	<b>42.81</b>	<b>13.49</b>	<b>140.58</b>	<b>50,551.91</b>	<b>29.35</b>	<b>50,581.26</b>
Depreciation									
At April 1, 2021	-	1,727.28	18,880.59	21.43	24.28	117.38	20,770.97	20.72	20,791.69
Additions	-	205.24	2,587.04	2.74	-	4.26	2,799.28	8.63	2,807.91
Deductions	-	-	-	-	-	-	-	-	-
Adjustments	-	-	-	-	-	-	-	-	-
<b>At March 31, 2022</b>	<b>-</b>	<b>1,932.52</b>	<b>21,467.63</b>	<b>24.17</b>	<b>24.28</b>	<b>121.64</b>	<b>23,570.25</b>	<b>29.35</b>	<b>23,599.60</b>
Additions		205.24	2,601.35	2.65	0.02	2.99	2,812.24	-	2,812.24
Deductions	-	-	-	-	(11.63)	-	(11.63)	-	(11.63)
Adjustments	-	-	-	-	-	-	-	-	-
<b>At March 31, 2023</b>	<b>-</b>	<b>2,137.76</b>	<b>24,068.98</b>	<b>26.82</b>	<b>12.67</b>	<b>124.63</b>	<b>26,370.86</b>	<b>29.35</b>	<b>26,400.21</b>
<b>Net book value</b>									
As at March 31, 2023	1,881.17	4,376.82	17,890.30	15.99	0.82	15.95	24,181.05	-	24,181.05
As at March 31, 2022	1,881.17	4,582.05	20,308.19	18.05	0.97	13.30	26,803.73	-	26,803.73

**3.2 Other financial assets**
*(Rupees in Lakhs)*

Particulars	March 31, 2023	March 31, 2022
Security deposits	72.67	68.09
<b>Total</b>	<b>72.67</b>	<b>68.09</b>

**3.3 Deferred tax assets (net)**

Particulars	March 31, 2023	March 31, 2022
<b>Deferred tax liabilities</b>		
On account of depreciation of property, plant and equipment.	(3,332.77)	(3,332.77)
	<b>(3,332.77)</b>	<b>(3,332.77)</b>
<b>Deferred tax assets</b>		
On account of carry forward losses/amortisation of expenses	9,914.46	9,914.46
<b>Total Deferred Tax (assets)/liabilities</b>	<b>6,581.69</b>	<b>6,581.69</b>

Deferred Tax Assets and Deferred Tax Liabilities have been offset wherever the Company has legally enforceable right to set off current tax assets against current tax liabilities and wherever the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority. As the Company has brought forward losses, the management as a prudent policy, has decided not to provide for Deferred Tax Asset for the current year.

**3.4 Inventories (As certified by the management)**

Particulars	March 31, 2023	March 31, 2022
<b>Inventories*</b>		
Raw materials	50.45	29.92
Work in progress	506.34	294.69
Finished goods	224.22	232.90
Stores, spares & dies	428.78	358.59
Stock in trade	50.13	2.34
<b>Total</b>	<b>1,259.92</b>	<b>918.44</b>

\*Refer Point No. 2.13 of Significant Accounting Policies for Mode of valuation of inventories.

**3.5 Trade Receivables**

Particulars	March 31, 2023	March 31, 2022
– Considered good	2,324.25	3,303.29
– Considered doubtful	–	–
<b>Total</b>	<b>2,324.25</b>	<b>3,303.29</b>



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## 3.6 Cash and cash equivalents

(Rupees in Lakhs)

Particulars	March 31, 2023	March 31, 2022
Cash on hand	0.10	0.28
Balance with schedule banks:		
Current accounts	514.17	688.42
<b>Total</b>	<b>514.27</b>	<b>688.70</b>

## 3.6.1 Other bank balances

Particulars	March 31, 2023	March 31, 2022
Bank deposit (pledge with govt. departments)	1.02	1.16
Other fixed deposits.*	–	146.42
*(Deposit against PBG)		
<b>Total</b>	<b>1.02</b>	<b>147.58</b>

## 3.7 Other current financial assets

Particulars	March 31, 2023	March 31, 2022
<b>(i) Other current financial assets</b>		
- Interest accrued on deposits	–	0.99
<b>Total</b>	<b>–</b>	<b>0.99</b>

## 3.8 Current tax assets (net)

Particulars	March 31, 2023	March 31, 2022
TDS receivable	69.55	180.20
MAT credit entitlement	18.93	177.02
<b>Total</b>	<b>88.48</b>	<b>357.22</b>

## 3.9 Other current assets

Particulars	March 31, 2023	March 31, 2022
<b>Loans &amp; advances recoverable in cash or in kind or for value to be received</b>		
<b>Unsecured, considered good :</b>		
Prepaid expenses	24.23	23.00
Balance with govt. authorities	116.64	43.99
Revenue advance	1,075.19	662.56
Staff advance	5.95	7.59
Other Current assets	382.52	–
<b>Total</b>	<b>1,604.53</b>	<b>737.14</b>

**3.10 Equity share capital**
*(Rupees in Lakhs)*

Particulars	March 31, 2023	March 31, 2022
<b>Authorised share capital</b>		
30,00,00,000 equity shares of Rs.1 each (March 31, 2022:30,00,00,000 equity shares Rs. 1 each)	3,000.00	3,000.00
7,00,00,000 ( March 31,2022 : 7,00,00,000) Preference Shares, Rs. 10/- par value	7,000.00	7,000.00
<b>Total</b>	<b>10,000.00</b>	<b>10,000.00</b>

**Issued, subscribed and fully paid-up shares**

11,61,25,000 equity shares of Rs.1 each (March 31, 2022: 11,16,25,000 equity shares Rs. 1 each)	1,161.25	1,161.25
<b>Total</b>	<b>1,161.25</b>	<b>1,161.25</b>

**a) Reconciliation of the shares outstanding at the beginning and at the end of the year**

Equity shares	March 31, 2023		March 31, 2022	
	No. of shares	Amount	No. of shares	Amount
At the beginning of the year	116,125,000	1,161.25	11,612,500	1,161.25
Equity share arising on share split from Rs. 10 to 1 per Share.	–	–	104,512,500	–
<b>Total</b>	<b>116,125,000</b>	<b>1,161.25</b>	<b>116,125,000</b>	<b>1,161.25</b>

**b) Term and right Attached to equity shares**

The Company has only one class of equity shares having a par value of Rs.1/- per share. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General meeting.

In the event of liquidation of the company the holder of equity share will be entitled to received the remaining assets of the company, after distribution of all preferential amount. The distribution will be in proportion to the no of equity shares held by the shareholders.

**c) List of Shareholders holding more than 5% of equity Share Capital of the company:**

Name of Shareholder	March 31, 2023		March 31, 2022	
	No. of shares	% holding	No. of shares	% holding
<b>W.L.D. Investments Private Limited</b>				
At the beginning of the year	82,858,650	71.35%	8,285,865	71.35%
Adjustment for sub-division of equity shares	–	–	74,572,785	–
Outstanding at the end of the year	<b>82,858,650</b>	<b>71.35%</b>	<b>82,858,650</b>	<b>71.35%</b>



# ALLIANCE INTEGRATED METALIKS LIMITED

## 3.11 Other equity

(Rupees in Lakhs)

Particulars	March 31, 2023	March 31, 2022
<b>Other Reserves</b>		
Equity instruments through other comprehensive income		
Opening Balance as on April 1, 2022	57,498.03	55,185.86
Add: Amount reclassified from retained earnings	—	2,312.17
<b>Closing Balance as on March 31, 2023 (A)</b>	<b>57,498.03</b>	<b>57,498.03</b>
<b>General Reserve</b>		
Opening Balance as on April 1, 2022	261.48	261.48
<b>Closing Balance as on March 31, 2023 (B)</b>	<b>261.48</b>	<b>261.48</b>
<b>Retained Earnings</b>		
Opening Balance as on April 1, 2022	(94,743.62)	(89,972.91)
Add: Profit/ (Loss) for the year	1,171.83	(2,458.55)
Less: Amount reclassified to equity instruments through other comprehensive income	—	(2,312.17)
Less - MAT credit reversal on lapse of claim period	(158.08)	—
<b>Closing Balance as on March 31, 2023 (C)</b>	<b>(93,729.86)</b>	<b>(94,743.62)</b>
<b>Other Comprehensive Income (OCI)</b>		
Opening Balance as on April 1, 2022	(0.32)	(2.16)
Addition during the year (net)	(2.27)	1.84
<b>Closing Balance as on March 31, 2023 (D)</b>	<b>(2.59)</b>	<b>(0.32)</b>
<b>Closing Balance as on March 31, 2023 (A+B+C+D)</b>	<b>(35,972.95)</b>	<b>(36,984.43)</b>

## 3.12 Borrowings

Particulars	March 31, 2023	March 31, 2022
<b>Secured loans</b>		
(a) <b>Bonds/debentures</b>		
- Debentures*	2,726.00	—
<b>Unsecured loans</b>		
I. <b>From other parties</b>	1,259.48	385.04
<b>Total</b>	<b>3,985.48</b>	<b>385.04</b>

\*Exclusive charge by way of Equitable mortgage on Lands (Acre 23.185) situated at Village - Bemta, Tehsil Tilda, District Raipur, Chhattisgarh and Pledge of 1,65,71,730 no. of share of Alliance Integrated Metaliks Limited held by W.L.D. Investment (P) Ltd.



### 3.13 Borrowings

(Rupees in Lakhs)

Particulars	March 31, 2023	March 31, 2022
<b>Other Financial Liabilities</b>		
1. Liability component of preference share capital		
a) 1% Non cumulative redeemable preference shares, par value Rs. 10/- 6,50,00,000 Preference Shares (March 31, 2022: 6,50,00,000), fully paid up.	24,740.39	21,953.70
b) Interest Accrued and Not due on Debentures	34.42	–
<b>Total</b>	<b>24,774.81</b>	<b>21,953.70</b>

### 3.14 Long term provisions

Particulars	March 31, 2023	March 31, 2022
<b>(i) Provision for employee benefits</b>		
Gratuity	75.40	65.46
Leave encashment	7.39	27.29
<b>Total</b>	<b>82.79</b>	<b>92.75</b>

### 3.15 Borrowings

Particulars	March 31, 2023	March 31, 2022
<b>Loans repayable on demand</b>		
<b>Secured loans</b>		
(i) From Banks***	9,625.45	28,417.52
(ii) From Financial Institutions*		
a) Working Capital Loan**	7,113.16	–
b) Term Loan***	5,738.36	–
<b>Total</b>	<b>22,476.97</b>	<b>28,417.52</b>

\* These loans has been assigned to an Asset Reconstruction Company (Prudent ARC) by the Banks in Current Financial Year.

\*\* Secured by first charge by way of hypothecation of current assets including stocks of raw materials, finished goods and stock in progress, stores & spares and bookdebts and second and subservient charge by way of hypothecation of all immovable & movable fixed assets.

\*\*\* Rupee Loan of 11,305.94 lakh includes Principal Rs.5,738.36 and interest of Rs.5,567.58 Lakh (Previous year Principal Rs. 5,875.34 and interest of Rs. 4,457.60 Lakh) from a ARC is secured by First Pari-Passu charge on the all immoveable and moveable Fixed Assets (including mortgage of project land and proposed construction thereon) of the Project and second Pari-Passu charge on the Current Assets of the Company. Collateral Security - Corporate Guarantee of Promoter Company.

\*\*\* Rupee Loan of 10,347.93 lakh includes Principal Rs. 4,586.42 and interest of Rs.5,761.51 Lakh (Previous Year Principal Rs. 4,695.75 and interest of Rs.4,625.51 Lakh ) from a Bank is secured by First Charge by the way of Equitable Mortgage and hypothecation on the entire movable and immovable fixed assets of the Company including factory Land & Building and hypothecation of all Plant & Machinery and movable and immovable fixed assets (existing and proposed) ranking Pari-Passu with the other lenders to the company and second charge on entire current assets of the Company ranking Pari-Passu with the other term lenders to the Company (first Charge shall be remian with the Working capital lenders).

\*\*\* Rupee Loan 9,054.48 lakh includes Principal Rs. 5,039.03 and interest of Rs.4,015.45 Lakh (Previous Year Principal Rs. 5,159.14 and interest of Rs.3,099.94 Lakh) from a Bank is secured by First Charge by the way of Equitable Mortgage and hypothecation on the entire movable and immovable fixed assets of the company (existing and proposed) ranking Pari-Passu with the other participating lenders to the projects, save and except Current assets on which the working capital lender have first charge.



# ALLIANCE INTEGRATED METALIKS LIMITED

## 3.16 Trade payables

(Rupees in Lakhs)

Particulars	March 31, 2023	March 31, 2022
Total outstanding dues of Micro enterprises & small enterprises	393.02	478.41
Total outstanding dues other than Micro enterprises & small enterprises	699.24	1,336.84
<b>Total</b>	<b>1,092.26</b>	<b>1,815.25</b>

## 3.17 Other financial liabilities

Particulars	March 31, 2023	March 31, 2022
(a) Interest Accrued and due on Term Loan from Banks and Financial institutions	18,697.31	22,635.72
<b>Total</b>	<b>18,697.31</b>	<b>22,635.72</b>

### Note:

The Company has outstanding loans or borrowings which have been declared as non-performing assets (NPA) by these lenders as the repayment against these loans has become overdue. The Company has classified its borrowings as current liabilities under Principal part of outstanding under "Borrowing" and interest part under 'Other Financial Liabilities'.

## 3.18 Other current liabilities

Particulars	March 31, 2023	March 31, 2022
Personnel expenses payable	67.20	65.93
Other expenses payable	1.95	14.22
Statutory dues	25.55	13.23
Capex trade payable	–	27.85
Advance from customers	228.18	6.72
<b>Total</b>	<b>322.88</b>	<b>127.95</b>

## 3.19 Short term provisions

Particulars	March 31, 2023	March 31, 2022
<b>Provision for employee benefits</b>		
- Gratuity	5.97	1.58
- Leave encashment	1.11	0.55
<b>Total</b>	<b>7.08</b>	<b>2.13</b>

## 3.20 Revenue from operations

Particulars	March 31, 2023	March 31, 2022
Sales (Refer Note no 3.45)	4,920.66	6,489.86
Other operating revenue	942.65	1,422.57
<b>Total</b>	<b>5,863.31</b>	<b>7,912.43</b>

**3.21 Other income**
*(Rupees in Lakhs)*

<b>Particulars</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
Interest income	12.62	8.48
Net gain on foreign currency transaction	0.05	0.03
Profit on Sales of Assets	0.40	–
<b>Total</b>	<b>13.07</b>	<b>8.51</b>

**3.22 Cost of materials consumed**

<b>Particulars</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
Raw material at the beginning of the year	29.92	747.12
Add : Purchases during the year	30.55	423.86
	<b>60.47</b>	<b>1,170.98</b>
Less : Raw material at the end of the year	50.45	29.92
<b>Cost of raw material consumed</b>	<b>10.02</b>	<b>1,141.06</b>

**3.22.1 Imported and indigenous raw material**

<b>Particulars</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
<b>Raw material</b>		
Consumption of imported raw material (Percentage of consumption of raw material)	– –	– –
Consumption of similar domestic raw material (Percentage of consumption of raw material)	10.02 100%	1,141.06 100%
<b>Total Consumption of raw material</b>	<b>10.02</b>	<b>1,141.06</b>

**3.23 Purchase of Stock in Trade**

<b>Particulars</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
Purchase of Stock in Trade	431.87	152.12
<b>Total</b>	<b>431.87</b>	<b>152.12</b>

**3.24 Change in inventories of finished goods, work in progress & stock in trade** *(Rupees in Lakhs)*

Particulars	March 31, 2023	March 31, 2022
<b>Op Balance</b>		
- Work in progress	294.68	289.34
- Finished goods	232.91	315.90
- Stock in Trade	2.34	2.34
	<b>529.93</b>	<b>607.58</b>
<b>Less : Inventories at the end of the year</b>		
- Work in Progress	506.34	294.68
- Finished goods	224.22	232.91
- Stock in Trade	50.13	2.34
	<b>780.69</b>	<b>529.93</b>
<b>Net (Increase)/ Decrease in Inventories Work-in-progress, Finished Goods and Stock in trade.</b>	<b>(250.76)</b>	<b>77.65</b>

**3.25 Employee benefits expense**

Particulars	March 31, 2023	March 31, 2022
Salaries & wages	1,457.75	1,443.91
Other contribution and staff welfare expenses	53.10	58.14
<b>Total</b>	<b>1,510.85</b>	<b>1,502.05</b>

**3.26 Finance costs**

Particulars	March 31, 2023	March 31, 2022
Interest expense on term loans	3,603.74	2,262.71
Interest expense on working capital	1,391.99	1,050.17
Interest on liability component of compound financial instruments (preference shares)	2,786.69	2,454.04
Other borrowing costs	69.68	–
<b>Total</b>	<b>7,852.10</b>	<b>5,766.92</b>

**3.27 Depreciation and amortisation expense**

Particulars	March 31, 2023	March 31, 2022
Depreciation & amortisation	2,812.24	2,807.92
<b>Total</b>	<b>2,812.24</b>	<b>2,807.92</b>

### 3.28 Other expenses

(Rupees in Lakhs)

Particulars	March 31, 2023	March 31, 2022
<b>A) Manufacturing expenses</b>		
Consumption of stores & spare parts	876.76	917.41
Power & fuel	173.01	228.64
Testing fees & inspection charges	4.19	5.45
Erection & commissioning expenses	508.28	687.91
Packing expenses	13.89	16.85
Freight inwards	10.17	10.83
Repairs to plant & machinery	121.96	136.04
Job work charges	747.29	1,298.45
<b>Total Manufacturing expenses (A)</b>	<b>2,455.55</b>	<b>3,301.58</b>
<b>B) Administrative &amp; selling expenses</b>		
Auditor's remuneration	3.25	3.75
Balances written off	0.01	(0.03)
Bank charges	5.06	3.43
Directors' sitting fees	2.25	1.73
Insurance charges	16.65	16.80
Legal & professional	319.35	212.96
Office and factory	41.51	38.65
Printing & stationery	4.30	6.04
Rates, fee & taxes	17.34	18.78
Rent	35.49	10.46
Repairs & maintenance-others	8.19	9.82
Running & maintenance of vehicle	29.68	19.65
Telephone, communication and postage	6.93	5.83
Travelling & conveyance	31.61	30.78
Watch & ward	19.45	20.44
<b>Total administrative expenses (B)</b>	<b>541.07</b>	<b>399.09</b>
<b>C) Selling &amp; distribution expenses</b>		
Freight outwards & other selling expenses	155.55	344.98
<b>Total Selling expenses (C)</b>	<b>155.55</b>	<b>344.98</b>
<b>Total (A + B + C)</b>	<b>3,152.17</b>	<b>4,045.65</b>

### 3.29 Exceptional items [Income/(expense)]

Particulars	March 31, 2023	March 31, 2022
i) Excess Liability no longer payable written Back *	10,828.41	5,335.95
ii) Net Loss on sale of Investment	-	(195.53)
iii) Old Non recoverable balance written off .	(14.47)	-
<b>Total</b>	<b>10,813.94</b>	<b>5,140.42</b>

\* During the year ended March 31,2023, The company has settled its outstanding debts with the Bank of Baroda through One Time Settlement (OTS) and the impact of the same has been disclosed as above.



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## 3.30 OTHER COMPREHENSIVE INCOME - (OCI)

(Rupees in Lakhs)

Particulars	March 31, 2023	March 31, 2022
i) Reclassification of actual gains/(losses), arising in respect of Grauity	(2.27)	1.84
ii) Deferred Tax effect	—	—
<b>Total</b>	<b>(2.27)</b>	<b>1.84</b>

## 3.31 Basic EPS & Diluted EPS

Calculation of EPS (Basic and Diluted)	March 31, 2023	March 31, 2022
<b>Basic</b>		
Closing number of shares	116,125,000	116,125,000
Weighted Average No of Shares	116,125,000	116,125,000
Profit/(Loss) after Tax for the period from Continuing operations (in Lacs)	1,171.83	(2,458.54)
EPS for Continuing operations (Rs. Per Share)	1.01	(2.12)
Profit/(Loss) after Tax for period from Continuing & discontinued operations	1,171.83	(2,458.54)
EPS for Continuing operations & Dicontinued operations (Rs. Per Share)	1.01	(2.12)
<b>Diluted</b>		
Number of shares considered as basic weighted average shares outstanding	116,125,000	116,125,000
Add: Weighted Average of Dilutive Equity		
Number of shares considered as diluted for calculating EPS Weighted Average	116,125,000	116,125,000
Profit/(Loss) after Tax for the period from continuing operation (Rs. in Lacs)	1,171.83	(2,458.54)
Add: Effective Cost of Dilutive Equity		
Profit/(Loss) after Tax for period from continuing operation (in Lacs) for Dilution	1,171.83	(2,458.54)
Diluted EPS for Continuing Operations (Rs. Per Share)	1.01	(2.12)
Profit/(Loss) after Tax for period from continuing & Discontibued operation for Dilution	1,171.83	(2,458.54)
Diluted EPS for Continuing & Discontinued Operations (Rs. Per Share)	1.01	(2.12)

## 3.32 EXPENDITURE IN FOREIGN CURRENCY

Particulars	March 31, 2023	March 31, 2022
Components and spare parts	15.61	22.47
<b>Total</b>	<b>15.61</b>	<b>22.47</b>

**3.33 Post retirement benefits plans (Ind AS 19).**

Defined Benefit Plan The Company provides for gratuity for employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service.

**Assumptions**

Particulars	March 31, 2023	March 31, 2022
<b>The following data is based on the report received from the actuary. The principal assumptions used in actuarial valuations are as below:-</b>		
Future salary escalation rate	5.50%	5.50%
Average remaining working life (years)	17.76	18.56
Retirement age	58	58

**A Gratuity (unfunded)**
**i. Change in net defined benefit obligations:**
*(Rupees in Lakhs)*

Particulars	March 31, 2023	March 31, 2022
Net defined benefit liability as at the start of the period	67.04	62.72
Service cost	11.05	4.44
Net interest cost (income)	5.00	8.97
<b>Actuarial (gain)/loss on obligation</b>	2.27	(1.84)
Benefits paid directly by the enterprise	(4.00)	(7.25)
<b>Present value of obligations as at the end of the period</b>	<b>81.36</b>	<b>67.04</b>

**ii. The amount recognised in the income statement**

Particulars	March 31, 2023	March 31, 2022
Service cost	11.05	4.44
Net interest cost	5.00	8.97
<b>Expenses recognised in the income statement</b>	<b>16.05</b>	<b>13.41</b>

**iii. Other comprehensive income statement (OCI)**

Particulars	March 31, 2023	March 31, 2022
Net cumulative unrecognized actuarial gain/(loss) opening	2.89	4.73
1. Effect of change in financial assumptions	1.31	(2.92)
Effect of change in demographic assumptions	1.43	-
Effect of experience adjustments	(0.47)	1.08
Total remeasurements recognised in OCI(gain)/ Loss	2.27	(1.84)
<b>Amount recognized in OCI (gain)/loss, end of year</b>	<b>5.16</b>	<b>2.89</b>

**iv. Balance Sheet and related analyses**

Particulars	March 31, 2023	March 31, 2022
Present value of obligation at the end of the year	67.05	62.72
Total Charge/(Credit) recognised in P&L	16.06	13.42
Total remeasurements recognised in P&L	2.27	(1.84)
Benefits Paid	(4.01)	(7.25)
<b>Balance sheet ( Assets / Liability , End of Period</b>	<b>81.37</b>	<b>67.05</b>



# ALLIANCE INTEGRATED METALIKS LIMITED

## v. Bifurcation of PBO at the end of year in current and non current (Rupees in Lakhs)

Particulars	March 31, 2023	March 31, 2022
Current liability (amount due within one year)	5.97	1.58
Non current liability (amount due over one year)	75.40	65.47
<b>Total PBO at the end of year</b>	<b>81.37</b>	<b>67.05</b>

## B Leave encashment (Unfunded)

### i. Table showing change in benefit obligations:

Particulars	March 31, 2023	March 31, 2022
Present value of obligation as at the start of the period	27.84	27.90
Current Service Cost	1.35	1.98
Interest Cost	2.08	2.40
Actuarial ( Gain) /Loss on obligation	4.55	(2.10)
Benefits Paid	(27.34)	(2.33)
<b>Present Value of Obligations as at the end of the period</b>	<b>8.49</b>	<b>27.84</b>

### ii. The amount recognised in the income statement

Particulars	March 31, 2023	March 31, 2022
Service cost	1.35	2.40
Net interest cost	2.08	1.98
Expected Return on plan assets	-	-
Remeasurements*	4.55	(2.10)
<b>Total expenses/(income) recognised in the income statement</b>	<b>7.98</b>	<b>2.27</b>

### iii. Other comprehensive income statement

Particulars	March 31, 2023	March 31, 2022
Net cumulative unrecognized Acturial gain/(loss) opening		
Effece of Change in Financial Assumptions	0.17	(0.97)
Effect of Change in Demographic Assumption	0.36	-
Effect of Experience Adjustments	4.03	(1.13)
<b>Unrecognized Actuarial gain/(loss) at the end of the year</b>	<b>4.55</b>	<b>(2.10)</b>

### iv. Balance Sheet and related analyses

Particulars	March 31, 2023	March 31, 2022
Present value of obligation at the end of the year	27.85	27.91
Total Charges /( cRedit) recognised in P&L	7.98	2.27
Benefit payouts	(27.34)	(2.33)
<b>Unfunded liability recognised in the balance sheet</b>	<b>8.49</b>	<b>27.85</b>



**v. Bifurcation of PBO at the end of year in current and non current.** *(Rupees in Lakhs)*

Particulars	March 31, 2023	March 31, 2022
Current liability (amount due within one year)	1.10	0.55
Non current liability (amount due over one year)	7.39	27.30
<b>Total PBO at the end of year</b>	<b>8.49</b>	<b>27.85</b>

**3.34 Segment reporting**

According to Ind AS 108, identification of operating segments is based on Chief Operating Decision Maker (CODM) approach for making decisions about allocating resources to the segment and assessing its performance. The business activity of the Company falls within one broad business segment viz. Fabrication of Steel Structure and the Revenue generated is within the country. Hence, the disclosure requirement of Ind AS 108 of 'Segment Reporting' is not considered applicable.

**3.35 GOING CONCERN**

The Company's financial statements are prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of obligations in the normal course of business. It has to be noted that the company has accumulated losses and negative net worth as on 31/03/2023. The current liabilities are exceeding the current assets due to the reason that the outstanding term/Working Capital loans including accrued interest are accounted under the Head of Current liabilities as the same has been termed as NPA by the lenders. The Company is in active discussion with the lenders for resolution of the debt. Considering the continuity of the operations, positive EBITDA, Central Government thrust on the development of Infrastructure projects in the country and the encouraging order book of the company, maintaining a going concern basis of accounting is appropriate.

**3.36 Dues of micro and small enterprises**

Based on the available information, Disclosures relating to dues of Micro and Small enterprises under section 22 of 'The Micro, Small and Medium Enterprises Development Act, 2006, are given below.

Particulars	March 31, 2023	March 31, 2022
1. The principal amount remaining unpaid to any supplier at the end of each accounting year	<b>393.02</b>	<b>478.41</b>
2. The interest due thereon remaining unpaid to any supplier at the end of each accounting year.	-	-
3. The amount of Interest paid in terms of section 16, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
4. Total 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 interest specified under MSME Act.	-	-
5. The Amount of further interest, remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance as a deductible expenditure.	-	-

**Note. 3.37 Other disclosures**

The Company has outstanding loans Rs. 41174.28 Lakhs including interest accrued and due thereon from Banks & ARC which have been declared as non-performing assets (NPA) by these lenders in earlier years as the repayments and interest against these loans have become overdue. In the current FY 2022-23, the company has settled its outstanding debts with Bank of Baroda through One Time Settlement (OTS) and the impact of the same has been disclosed in the Exceptional Item of Profit & Loss A/c. The company is in active discussion with other lenders also for similar resolutions. Further, the Company has classified all its borrowings from banks & Financial institution as current liabilities.

**3.38 Other disclosures  
Trade receivables ageing schedule as at March 31, 2023**
*(Rs. In Lakhs)*

Particulars	Not due	Outstanding for following periods from due date of payment.				Total
		Less than 6 months	6 months- 1 year	1-2 year	2-3 year	
(i) Undisputed Trade receivables Considered good	581.82	929.4	311.69	220.60	108.41	2,324.25
(ii) Undisputed Trade receivables Considered Doubtful good	–	–	–	–	–	–
<b>Total</b>	<b>581.82</b>	<b>929.42</b>	<b>311.69</b>	<b>220.60</b>	<b>108.41</b>	<b>2,324.25</b>

**Trade receivables ageing schedule as at March 31, 2022**
*(Rs. In Lakhs)*

Particulars	Not due	Outstanding for following periods from due date of payment.				Total
		Less than 6 months	6 months- 1 year	1-2 year	2-3 year	
(i) Undisputed Trade receivables Considered good	612.00	2,171.58	257.37	57.43	116.78	3,303.29
(ii) Undisputed Trade receivables Considered Doubtful good	–	–	–	–	–	–
(iii) Disputed Trade receivables Considered good	–	–	–	–	–	–
(iv) Disputed Trade receivables Considered Doubtful good	–	–	–	–	–	–
<b>Total</b>	<b>612.00</b>	<b>2,171.58</b>	<b>257.37</b>	<b>57.43</b>	<b>116.78</b>	<b>3,303.29</b>

**3.39 Other disclosures**  
**Trade payables ageing schedule as at March 31, 2023**

*(Rs. In Lakhs)*

Particulars	Unbilled*	Outstanding for following periods from due date of payment.				Total
		Not due	Less than 1 year	1-2 year	2-3 year	
(i) MSME	-	-	393.02	-	-	393.02
(ii) Others	-	-	574.90	36.73	31.84	699.24
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
<b>Total</b>	-	-	<b>967.92</b>	<b>36.73</b>	<b>31.84</b>	<b>1,092.26</b>

**Trade payables ageing schedule as at March 31, 2022**

*(Rs. In Lakhs)*

Particulars	Unbilled*	Outstanding for following periods from due date of payment.				Total
		Not due	Less than 1 year	1-2 year	2-3 year	
(i) MSME	-	-	478.41	-	-	478.41
(ii) Others	-	-	1,048.63	20.43	29.66	1,336.84
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
<b>Total</b>	-	-	<b>1,527.04</b>	<b>20.43</b>	<b>29.66</b>	<b>1,815.25</b>

### 3.40 Fair value measurement

The management considers that the carrying amounts of financial assets and financial liabilities recognised in the financial statements approximate their fair value unless otherwise stated.

### 3.41 Financial risk management objectives and policies

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations. The Company's financial assets include Investment, loans, trade and other receivables, and cash & cash equivalents that derive directly from its operations. Since all the term loans have already been categorised as NPA and turned as payable on demand the impact of Market risk and Liquidity risk have not been considered.

#### Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of the customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. Financial instruments that are subject to concentrations of credit risk principally consist if trade receivables, investments, cash and cash equivalents, bank deposits and other financial assets. None of the financial instruments of the Company result in material concentration of credit risk, except for trade receivables.

#### Cash & 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 cutstomer credit risk is managed by the Company's established policy, procedures and control relating to customer credit risk management. The Company closely monitors the credit-worthiness of debtors through internal system that are configured to define credit limits of customers, thereby, limiting the credit risk to pre-calculated amounts.

#### Gross carrying amount of trade receivables

(Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Not due</b>	581.82	612.00
Due-1-60 Days	545.24	1,867.57
Due-61-120 Days	210.90	264.72
Due-120-180 Days	173.30	39.29
Due-180-365 Days	311.69	257.37
More than 365 Days	501.31	262.34
<b>Total</b>	<b>2,324.25</b>	<b>3,303.29</b>

### 3.42 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximised the shareholder value.

The Company manages its capital structure in consideration to the changes in the economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, borrowings including interest accrued on borrowings less cash and short term deposits.

*(Rs. in Lakhs)*

<b>Particulars</b>	<b>31 March, 23</b>	<b>31 March, 22</b>
Borrowings including interest accrued on borrowings	45,194.18	51,438.28
Less: Cash and cash equivalents	515.29	836.28
<b>Net debt</b>	45,709.47	52,274.56
Equity	1,161.25	1,161.25
Other equity	(35,972.95)	(36,984.43)
<b>Total equity</b>	(34,811.70)	(35,823.18)
Gearing ratio*	(1.31)	(1.46)

\* Since, the Company is having negative networth, the gearing ratio is negative. The Company intends to regain a strong capital base through resolution of debt so as to maintain investor, creditor and market confidence and sustain future development of the business. Management monitors the operational performance as well as development of the customer base to enhance the overall return on Capital.



## 3.43 DISCLOSURES OF RELATED PARTY TRANSACTIONS

As per IND AS-24 issued by the Institute of Chartered Accountants of India, related parties in terms of the said standard as disclose below:

### A) Names of related parties & description of relationship

#### 1) Holding Company

WLD Investments Pvt Ltd.

Name of Director of Holding Company  
Mr. Amman Kumar  
Mr. Ashish Pandit

#### 2) Key Management Personnel (KMP)

Mr. Daljit Singh Chahal

Whole Time Director

Ms. Rajiv Kapur Kanika Kapur

Independent Director

Mr. Bhawani Prasad Mishra

Non Executive Director

Mr. Anupam Jain

Independent Director upto 09th Aug-22

Mr. Ankush Uppal

Non Executive Director w.e.f 08th August-2022

Mr. Vipul Gupta

Independent Director w.e.f 08th Aug-2022

Mr. Sanjay Sharma

Independent Director w.e.f 08th Aug-22 to 27th Mar-23

Mr. Pawan Kumar Sharma

Chief Financial Officer(CFO)

Mr. Saurabh Jain

Company Secretary up to 08th Feb-2023

Ms. Malti Devi

Company Secretary w.e.f 17th Mar-2023

#### 3) Name of Enterprise with whom transaction entered

a) Gateway Impex Private Limited

### B) Transactions with the related parties.

Particulars	Year Ended	
	March 31, 2023	March 31, 2022
<b>Mr. Amman Kumar</b>		
Purchase of Services	15.84	15.84
Payable	1.18	1.18
<b>Payment to Key Managerial Personnel</b>		
<b>Mr. Daljit Singh Chahal</b>		
Remuneration	53.25	57.22
Remuneration Payable	4.43	2.44
<b>Mr. Pawan Kumar</b>		
Remuneration	12.31	13.84
Remuneration Payable	1.02	1.27
<b>Mr. Saurabh Jain</b>		
Remuneration	5.19	6.07
Remuneration Payable	0.01	0.46
<b>Mr. Amit Gupta</b>		
Sitting Fees	–	0.15
<b>Mr. Bhawani Prasad Mishra</b>		
Sitting Fees	0.38	0.53

**Mr. Rajiv Kapur Kanika Kapur**

Sitting Fees	0.60	0.45
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**Mr. Anupam Jain**

Sitting Fees	0.30	0.60
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**Mr. Sanjay Sharma**

Sitting Fees	0.38	–
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**Mr. Vipul Gupta**

Sitting Fees	0.60	–
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**Ms. Malti Devi**

Remuneration	0.47	–
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Remuneration Payable	0.32	–
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**Related parties under common management**

**Gateway Impex Private Limited**

Purchases	0.49	–
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Recovery of Advance	–	16.56
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Receivable	–	0.49
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**3.44 Balance confirmation and reconciliation**

The reconciliation with the vendors and customers are done at the time of final settlement with them. It is the nature of the business. The reconciliation with the lending banks would be done post resolution of their debts. In view of this, it is not possible to estimate the impact of the same if any, on the financial position and the financial results of the company.

**3.45 Revenue from contracts with Customers**

**1 Disaggregated Revenue Information**

**The disaggregation of Company's Revenue from the contracts with customers is set out below:  
Revenue from Operations**

Particulars	31-Mar-23	31-Mar-22
Job work sale	4,444.91	5,612.65
Erection Service	942.65	1,422.57
Sales of Goods	475.75	877.21
<b>TOTAL</b>	<b>5,863.31</b>	<b>7,912.43</b>
Outside India	–	–
<b>Total revenue from operations</b>	<b>5,863.31</b>	<b>7,912.43</b>

**2 Contract balances**

Following table provides information about receivables, contract assets and contract liabilities from sales with customers

	31-Mar-23
Trade Receivables (Net)*	Rs.2324.25 Lakhs

\* trade receivables are non interest bearing and the credit period range from 45-120 days

**3 Change in contract liabilities**

Balance at the beginning of the year	NIL
Balance at the end of the year	NIL

**3.46 Events occurring after the reporting period**

There are no events occurring after the reporting period which may have a material impact on the Financial Statements.

**3.47 Contingent liabilities and commitments (to the extent not provided for)**

<b>Particulars</b>	<b>31- Mar-23</b>	<b>31- Mar-22</b>
*Estimated amount of contracts remaining to be executed on capital account and not provided for		
Letter of credit issued on behalf of company (unexpired)	–	–
Bank Guarantees Issued by bank on company's behalf	–	–
Corporate Guarantees Issued by company on the behalf of others	–	–
Any Interest that may become payable on income tax	–	–
<b>Total</b>	<b>–</b>	<b>–</b>

\* Contingent Assets are neither recognised nor disclosed



**3.48 There are no pending litigations as at March 31 ,2023, other than listed below, which may have a material impact on the financial statements. The Company has already submitted a proposal for debt resolution and lenders are considering the same.**

Case Details	Case details	Court
BOM Vs ACIL & ORS OA No. 570/2018 D2: Arvind Dham D4: AIML (Pledgor) 04.08.2023	OA filed for recovery of Rs. 249,34,91,376/- OA filed on 07.05.2018 Notice issued on 11.06.2018 WS filed on behalf of Defendants along with Counter claim Applicant Bank will be filing reply to the Counter claim  OA shall now be continuing qua Defendant No.4 and qua Defendants 1 to 3 no proceedings shall continue, with liberty given to the Counsel of Applicant Bank to revive the same qua these defendants if need so arises.	DRT
BOM Vs Arvind Dham OA No. 1508/2018 D3: AIML (Pledgor) 19.07.2023	WS is filed. On 19.03.2022, we submitted that Defendants 1 and 2 are before NCLT and qua Defendant No 3,4 there are no proceedings. In view of our submissions the Presiding officer directed that OA shall now be continuing qua Defendant No.3 (Alliance Integrated) and qua Defendants 1 to 2 no proceedings shall continue, with liberty given to the Counsel of Applicant Bank to revive the same qua these defendants if need so arises.	DRT
UCO Bank v. AIML OA no. 312/2019 14.07.2023	OA filed for recovery of Rs. 73,61,86,282/- OA filed on 15.03.2019 Notice issued on 26.03.2019 was filed by the Defendants vide Diary No. 14181 on 25.11.2019 For filing of replication and evidence Defendants have not filed their evidence. Applicant's evidence is complete.	DRT
Vijaya Bank v. AIML OA No. 1473/2018 & TA/435/2022 31.07.2023	OA filed for recovery of Rs. 111,35,31,187/- OA filed on 03.11.2018 Notice issued on 03.11.2018 WS filed on 07.05.2019 and 11.06.2019 on behalf of company and Directors. Exhibition of documents by the parties are pending. Defendants are directed to file their evidence before the next date and exhibit the same. Debt Settled and NOC Received.	DRT
Allahabad Bank v Alliance Integrate Metaliks Ltd. & ors. OA No. 795/2019 25.08.2023	OA filed for recovery of Rs. 89,08,33,646/- OA filed on 30.08.2019 Notice issued on 05.10.2019. This matter is pending at the stage of evidence. Defendants have to file evidence. Prudent ARC Ltd. has taken over the Debt of Indian Bank	DRT
IDBI v. ARGL D3: AIML 10.07.2023	OA filed for recovery of Rs. 267,99,92,267/- OA filed on 09.01.2018 Notice issued on 06.03.2018 Evidence is filed. Listed for exhibition of documents.	DRT

Jindal Steel Impex v. AIML NCLT Delhi 26.07.2021	Joint matter with another company named Oliver Engineering Corporate debater states that they have filed reply. The same has not come to the court file. Rejoinder, if any within one week This matter has been settled outside the court and the case is now disposed of.	DRT
Kumar Coating v. AIML Saket Court	Nature: Commercial Suit Mediation failed.Matter is at the stage of Evidence and it is next listed on 03.07.2023	DISTRICT COURT

### 3.49 Auditors payment

Particulars	March 31, 2023	March 31, 2022
Statutory audit (Including limited review)	2.50	3.00
Other services	0.75	0.75
<b>Total</b>	<b>3.25</b>	<b>3.75</b>

### 3.50 Financial ratios

The following are analytical ratios for the year ended March 31, 2023 and March 31, 2022

Particulars	Numerator	Denominator	March 31, 2023	March 31, 2022	Variance
Current ratio	Current assets	Current liabilities	0.14	0.12	13%
Debt- equity ratio	Total debt [1]	Shareholders' equity	0.68	-1.44	-147%
Debt service coverage ratio	Earning available for debt service[2]	Debt service [3]	0.02	0.02	13%
Return on equity (ROE)	Net profit after taxes	Average shareholders' equity	0.82	-2.12	-139%
Inventory turnover ratio	Revenue from operations	Average inventory	3.82	4.61	-17%
Trade receivable turnover ratio	Revenue from operations	Average receivables	2.08	2.86	-27%
Trade payables turnover ratio	Purchases	Average trade payables	2.11	3.05	-31%
Net capital turnover ratio	Revenue from operations	Working capital [4]	2.35	3.29	-28%
Net profit ratio	Net profit	Revenue from operations	0.20	-0.31	-164%
Return on capital employed (ROCE)	Earning before interest and taxes	Capital employed [5]	-0.02	-0.02	2%
Return on Investment [6]	Income generated from investments	Investment	NA	NA	N.A

[1] Long-term borrowings+short term borrowings+Unsecured loan +Interest accrued

[2] EBIDTA = Earnings before interest, depreciation and tax .

[3] Term loan + Interest

[4] Current assets (Debtors+Stock)- current liabilities( Trade Payables)

[5] Secured + Unsecured Loans + Equity+Prefence shares

[6] The Company is not having any market linked investments

Note- Ratio of previous year has been recalculated to align with the current year calculation methodology.

**3.51 Other statutory information**

- (a) The Company does not have any Benami Property, where any proceeding has been initiated against the Company for holding any such Benami property.
- (b) The Company does not have any transaction with companies struck off.
- (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 financial year.
- (e) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (f) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (i) 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
  - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (g) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- (i) 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
  - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (h) The Company has not any such transaction which is not recorded in the books of account 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.
- (i) There is no Subsidiary company, hence clause (87) of section 2 of the act with companies rules 2017 will not be applicable,
- (j) During the year the company has not received any borrowed funds or share premium amount 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.
- (k) During the year there were no scheme or arrangements under section 230-232.

**3.52** Previous year's figures have been re-grouped/re-classified wherever necessary, to confirm to the current year's classification in order to comply with the requirements of the amended Schedule III to the Companies Act, 2013 effective April 1, 2021.

As per our report of even date attached

**For Chatterjee & Chatterjee**  
Chartered Accountants  
Firm registration no: 001109C

Sd/-  
**BD Gujrati**  
Partner  
Membership No. 010878

**Place** : New Delhi  
**Date** : 26th May 2023

For and on Behalf of the Board of Directors of  
**Alliance Integrated Metaliks Limited**

Sd/-  
**Daljit Singh Chahal**  
Whole time Director  
DIN : 03331560

Sd/-  
**Pawan Kumar**  
Chief Financial Officer

Sd/-  
**Bhawani Prasad Mishra**  
Director  
DIN: 07673547

Sd/-  
**Malti Devi**  
Company Secretary

*If undelivered please return to :*

**ALLIANCE INTEGRATED METALIKS LIMITED**

**Regd. Office :** DSC-327, Second Floor, DLF South Court, Saket, New Delhi -110017

**Phone:** 011-40517610 , **E-mail:** [alliance.intgd@rediffmail.com](mailto:alliance.intgd@rediffmail.com), **Website:** [www.aiml.in](http://www.aiml.in)