

NOTICE

NOTICE is hereby given that the Thirty-Fourth (34th) 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, 28th July 2023**, i.e., being the date, which is 30 (Thirty) days prior to the date of AGM i.e., **Tuesday, 29th 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 28th December 2022, allowed companies whose Annual General Meetings (AGMs) are due in the year 2023, to the conduct their AGMs on or before 30th 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 5th 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 34th 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 34th 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 with a copy marked to 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 website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. Notice is also available on the website of Depository i.e. Central Depository Services (India) Limited(CDSL) at 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 34th AGM of the Company, may send request to the Company’s email address at 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.

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 CDSL Depository	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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com 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 & 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration</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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & 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 NSDL</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: https://eservices.nsd.com 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 & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen 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 & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</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 & 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call 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.
- 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 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	For Physical shareholders and other than individual shareholders holding shares in Demat
	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)- <ul style="list-style-type: none"> ● 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 OR 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. <ul style="list-style-type: none"> ● 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 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.
 - 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 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 and 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 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 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 and on the website of CDSL 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 **26th 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 15th January, 2015.

The Company has inter alia, 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 31st 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
A.	PROMOTER AND PROMOTER GROUP HOLDING				
	Indian	–	–	–	–
	Individual	–	–	–	–
	Bodies Corporate	–	–	–	–
	Any Other	82858650	71.353	82858650	62.93
	Sub-total	82858650	71.353	82858650	62.93
	Foreign Promoters	–	–	–	–
	Sub-total (A)	82858650	71.353	82858650	62.93
B.	PUBLIC HOLDING				
B1)	Institutions (Domestic)	–	–	–	–
B2)	Institutions (Foreign)	–	–	–	–
	Foreign Portfolio Investors Category I	100000	0.0861	100000	0.07
	Foreign Portfolio Investors Category II	5921101	5.0989	5921101	4.49
B3)	Central Government/ State Government(s)/ President of India				
B4)	Non-Institution	–	–	–	–
	Indian public	8455177	7.2811	8455177	6.422
	Non Resident Indians (NRIs)	41860	0.036	41860	0.03
	Bodies Corporate	18042479	15.5371	33567479	25.49
	Any Other (specify)	–	–	–	–
	HUF	705733	0.6077	705733	0.53
	Clearing Members	–	–	–	–
	LLP	–	–	–	–
	Trusts	–	–	–	–
	Sub-total (B)	–	–	–	–
	GRAND TOTAL (A) + (B)	116125000	100	131650000	100

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 **28th July, 2023**, (“Relevant Date”) (i.e., 30 days prior to the date of proposed Extraordinary General Meeting scheduled to be held on **Tuesday, August 29th, 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, 28th 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.

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.

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.