



ALLIANCE INTEGRATED METALIKS LIMITED

Regd. Office : DSC-327, Second Floor, DLF South Court, Saket, New Delhi-110017
Tel.: +91-11-40517610, E-mail : alliance.intgd@rediffmail.com, Website : www.aiml.in
CIN : L65993DL1989PLC035409

Ref No. : AIML/BSE/18/2024-25

Date: June 03, 2024

**To,
The Manager
Listing Department
BSE Limited,
Phiroze Jee jee bhoy Towers,
Dalal Street, Mumbai - 400001**

Scrip Code: 534064

Subject: Notice of Extra- Ordinary General Meeting (EGM) of the Company

Dear Sir/ Madam,

Pursuant to the provisions of Regulations 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("Listing Regulations"), please take note of the following:-

1. Please find enclosed herewith a copy of the Notice convening the Extra Ordinary General Meeting (EGM) of the Company scheduled to be held on **Tuesday, June 25, 2024**, at 12:30 P.M. through Video conferencing (VC)/ Other Audio Visual Means (OAVM), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.
2. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide the Members, facility to exercise their right to vote at the EGM by electronic means and the business mentioned in the EGM Notice may be transacted through e-voting services provided by Central Depository Services (India) Limited.
3. The Company has fixed **Tuesday, June 18, 2024** as the 'cut-off date' for ascertaining the names of the Members, holding shares either in physical form or in dematerialised form, who will be entitled to cast their votes electronically during **Saturday, June 22, 2024** (09:00 A.M.) to **Monday, June 24, 2024** (5:00 P.M.), and also during EGM in respect of business to be transacted at the aforesaid EGM.

You are requested to take the same on record.

**Thanking you,
Yours faithfully
For Alliance Integrated Metaliks Limited**

**Malti Devi
Company Secretary**

Encl: A/a

Works : Near Vill. Sarai Banjara, P.O. Basantpura, Rajpura, Punjab-140 401 (India)



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NOTICE

NOTICE is hereby given that the **02nd Extra-Ordinary General Meeting (EGM)** for the Financial Year 2024-25 of the Members of **Alliance Integrated Metaliks Limited** (“Company”) will be held on **Tuesday, 25th June, 2024 at 12:30 p.m.** (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following special business:

ITEM NO. 1. RECLASSIFICATION OF AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT IN THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION

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

“RESOLVED THAT the consent of the shareholders be and is hereby given pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, as amended, read with applicable Rules, (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, that the existing Authorized Share Capital of the Company comprising of Rs.100,00,00,000/-(Rupees One Hundred Crores Only) divided into 30,00,00,000 (Thirty Crores) equity shares of Rs. 1/- (Rupees One) each aggregating to Rs. 30,00,00,000 (Rupees Thirty Crores only) and 7,00,00,000 (Seven Crores) preference shares of Rs. 10/- (Rupees Ten) each aggregating to Rs. 70,00,00,000(Rupees Seventy Crores only) each be and is hereby reclassified in to 45,00,00,000 (Forty five Crores) Equity Shares of Rs. 1/- (Rupees One) each aggregating to Rs. 45,00,00,000(Rupees Forty five Crores only) and 5,50,00,000 (Five Crores and fifty lacs only) Preference Shares of Rs. 10/- (Rupees Ten) each aggregating to Rs. 55,00,00,000 (Rupees Fifty five only).”

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be substituted with the following:

“V. The Authorised Share capital of the Company is Rs. 100,00,00,000 (Rupees One Hundred Crores Only) divided into 45,00,00,000 (Forty five Crores) Equity Shares of Rs. 1/- (Rupees One) each aggregating to Rs. 45,00,00,000(Rupees Forty five Crores only) and 5,50,00,000 (Five Crores and fifty lacs only) Preference Shares of Rs. 10/- (Rupees Ten) each aggregating to Rs. 55,00,00,000 (Rupees Fifty five only).”

RESOLVED FURTHER THAT for the purpose of giving the effect to this resolution, anyone of the Directors or Company Secretary & Chief Compliance Officer or Board Committee thereof be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and settle any question that may arise in this regard.”

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

ITEM 2: APPROVAL OF ISSUE OF BONUS SHARES TO THE SHAREHOLDERS OF THE COMPANY

Works : Near Vill. Sarai Banjara, P.O. Basantpura, Rajpura, Punjab-140 401 (India)

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 63 and all other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Share Capital and Debentures) Rules, 2014 (“Rules”), the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Foreign Exchange Management Act, 1999, as amended, and other applicable regulations, rules and guidelines issued from time to time by SEBI and/or the Reserve Bank of India (“RBI”) and the enabling provisions of the Memorandum and Articles of Association of the Company and subject to requisite approvals, consents, permissions and sanctions and subject to such terms and modifications, if any, consent of the Members be and is hereby accorded to the Board of Directors of the Company (“the Board”), which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization of such sum standing to the credit of securities premium / free reserves or any other permitted reserves/surplus of the Company as per the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2024, for the purpose of issuance and allotment of bonus equity shares of 26,33,00,000, to be credited as fully paid up shares to the existing and the eligible members of the Company whose name(s) appear in the Register of Members on ‘Record Date’ to be determined by the Company for this purpose, in the proportion of 2 (Two) new fully paid-up bonus equity share of Rs.1/-(Rupees One only) each for every 1 (One) existing fully paid-up equity share of Rs.1/-(Rupees One only) and that the new Bonus equity Shares so issued and allotted shall, for all purposes, be treated as an increase in the paid- up capital of the Company held by each such member.

RESOLVED FURTHER THAT, the Bonus Shares so issued shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all other steps as may be necessary to give effect to this resolution and to give such direction as may be necessary, proper and to settle any question, difficulty or doubt whatsoever that may arise with regard to issue, allotment, distribution, and listing of such bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary.

RESOLVED FURTHER THAT the bonus equity shares shall be issued to eligible shareholders in dematerialised form as per the relevant provisions of Companies Act, 2013, SEBI Regulations and other relevant provisions in this regard and the requirement for issue of allotment letters is dispensed with.

RESOLVED FURTHER THAT for the purposes of giving effect to the aforesaid resolution, anyone members of the Board or Company Secretary & Chief Compliance Officer or Board Committee be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at their discretion deem necessary or desirable for such purpose, including without limitation, to file any documents with the SEBI, Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or concerned authorities applying and seeking necessary listing approvals from the Stock Exchange(s), in regard to such bonus issue as it may in its absolute discretion deem fit and without being required to seek any further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any one Director or Company Secretary & Chief Compliance Officer of the Company be and is hereby severally authorised to certify the true copy of this resolution and forward the same to any person or authority for their record and necessary action.”

**By order of the Board
For Alliance Integrated Metaliks Limited**

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

Place: New Delhi

Date: 01/06/2024

Registered Office:

DSC-327, Second Floor,
DLF South Court, Saket,
New Delhi, 110017

CIN: L65993DL1989PLC035409

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular No. 09/2023 dated 25th September, 2023, General Circular No. 3/2022 dated 5th May, 2022, read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 03/2022 dated 5th May, 2022 and General Circular No. 11/2022 dated 28th December, 2022 (collectively referred to as ‘MCA Circulars’), and all other relevant circulars issued from time to time, the Company is being permitted for convening the Extra-ordinary General Meeting (“EGM”/ “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the EGM of the Company is being held through VC / OAVM.
2. In accordance with the Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India (ICSI) read with Clarification / Guidance on applicability of Secretarial Standards-1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company i.e. DSC-327, Second Floor, DLF South Court, Saket, New Delhi, 110017, which shall be the venue of the EGM. Since the EGM will be held through VC / OAVM, the Route Map for the Venue of the Meeting is not annexed in this Notice.
3. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended (‘Act’) setting out material facts concerning the special business with respect to Item No. 1 forms part of this Notice.
4. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS EGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC / OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE EGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.
5. Dispatch of EGM Notice through Electronic Mode:

In compliance with the MCA Circulars and SEBI Circular, Notice of the EGM along with Annexures is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participants. Members may note that the EGM Notice will also be available on the Company’s website www.aiml.in, websites of the Stock Exchange, i.e., BSE Limited at www.bseindia.com, CDSL i.e. www.evotingindia.com and on the website of Company’s Registrar and Transfer Agent, Beetal Financial & Computer Services Private Limited at www.beetalfinancial.com.
6. The notice is being sent to all members, whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, May 31, 2024**.
7. To support ‘Green Initiative’ for receiving all communication (including EGM Notice) from the Company electronically:
 - a. Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at beetalrta@gmail.com.
 - b. Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant.
7. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting.

The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to alliance.intgd@rediffmail.com. However, the Body Corporate are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.

8. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA. You are also requested to update your Bank details by writing to the Company's RTA.
10. All documents referred to in the Notice and explanatory statement will be available electronically for inspection without any fee by the members during the EGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to alliance.intgd@rediffmail.com.
11. The Company has fixed **Tuesday, June 18, 2024** as the "Cut-Off Date" for remote e-voting. The remote e-voting/voting rights of the shareholders/beneficial owners shall be reckoned on the paid up value of shares registered in their name as at close of business hours on the Cut-Off date. A person who is not a member as on the Cut-Off date should treat this Notice for information purposes only.

The Company has appointed **AASK & Associates LLP (LLPIN: AAD-2934)**, Company Secretaries as Scrutinizer to scrutinize the remote e-voting as well as e-voting on the date of EGM, in a fair and transparent manner.

12. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting and shall within 2 working days of conclusion of the EGM shall submit a consolidated Scrutinizer's report of the total votes cast in favour of or against, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.
13. The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website at www.aiml.in and the website of CDSL immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchanges where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of EGM subject to receipt of the requisite number of votes in favour of the resolutions.
14. The Company's Registrar and Transfer Agent for its share registry work (Physical and Electronic) is Beetal Financial & Computer Services (P) Limited (herein after referred to as "RTA"). All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Share Transfer Agents, at the address mentioned below:

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

15. As directed by SEBI, members are requested to-
 - (i) Intimate to the DP, changes if any, in their registered addresses and/or changes in their bank account details, if the shares are held in dematerialized form.
 - (ii) Intimate to the Company's RTA, changes if any, in their registered addresses, in their bank account details, if the shares are held in physical form (share certificates).
 - (iii) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.

(iv) Dematerialize the Physical Shares to Electronic Form (Demat) to eliminate all risks associated with Physical Shares. Our Registrar and Transfer Agents viz **Beetal Financial & Computer Services (P) Limited (Email: beetalrta@gmail.com)** may be contacted for assistance, if any, in this regard. Further, as per amendment to Regulation 40 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, requests for effecting transfer, transmission or transposition of securities of securities shall not be processed unless the securities are held in the dematerialized form. Members are advised to Dematerialize the shares held by them in physical form.

16. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the e-voting period commences from **Saturday, June 22, 2024 (09:00 A.M. IST) to Monday, June 24, 2024 (5:00 P.M. IST)**. During this period, members holding shares either in physical or dematerialized form, as on the **cut-off date, i.e. Tuesday, June 18, 2024** may cast their vote electronically. The e-voting module will be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution for which the vote has already been cast. E-voting rights cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.

17. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form who have not done so are requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA.

18. CDSL e-Voting System – For e-voting and Joining Virtual meetings.

a. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

b. 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), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. 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 EGM/AGM will be provided by CDSL.

c. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

d. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

e. 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/EGM. 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/EGM through VC/OAVM and cast their votes through e-voting.

f. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.aiml.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The

AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

- g. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- h. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

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

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Saturday, June 22, 2024 (09:00 A.M. IST) to Monday, June 24, 2024 (5:00 P.M. IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **June 18, 2024** 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (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 abovesaid 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
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 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 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a 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>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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.nsdl.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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is

	launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen 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
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 toll free no. 1800 22 55 33
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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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; 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/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM 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 EGM.
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 alliance.intgd@rediffmail.com. 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 EGM 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 EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may 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 EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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 toll free no. 1800 22 55 33.

CONTACT DETAILS:

COMPANY	Alliance Integrated Metaliks Limited Regd. Office: DSC-327, Second Floor, DLF South Court, Saket, New Delhi, Delhi, India, 110017 CIN: L65993DL1989PLC035409 E-mail: alliance.intgd@rediffmail.com
REGISTRAR AND 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
E-VOTING AGENCY	Central Depository Services (India) Limited (CDSL) E-mail: helpdesk.evoting@cdslindia.com contact at 022- 23058738
SCRUTINIZER	CS Sachin Khurana, Scrutinizer on behalf of AASK & Associates LLP Email: aaskassociatesllp@gmail.com

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 and 2 of the accompanying Notice dated June 01, 2024:

ITEM NO. 1. RECLASSIFICATION OF AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT IN THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION

The present Authorized Share Capital of the Company comprising of Rs.100,00,00,000/-(Rupees One Hundred Crores Only) divided into 30,00,00,000 (Thirty Crores) equity shares of Rs. 1/- (Rupees One) each aggregating to Rs. 30,00,00,000 (Rupees Thirty Crores only) and 7,00,00,000 (Seven Crores) preference shares of Rs. 10/- (Rupees Ten) each aggregating to Rs. 70,00,00,000 (Rupees Seventy Crores only).

The Company proposes to issue Bonus Shares in the proportion of 2:1 i.e. 2 (Two) new fully paid-up equity share of Rs. 1/- (Rupees One) each for every 1 (One) existing fully paid-up equity share of Rs. 1/- (Rupees One) each, subject to approval of the Members. Post the allotment of Bonus Shares, the Company will exhaust majority of its authorized share capital of the Company. Hence, in order to meet the requirements, the Board of Directors of the Company at their meeting held on June 01, 2024, approved the reclassification of authorized Share Capital of the Company as there are unissued preference shares forming part of the Authorised Share Capital of the Company and accordingly it is therefore proposed that existing Authorised Share Capital of the Company be re-classified to facilitate the issue of Equity Shares without being required to increase additional Authorised Share Capital.

In terms of the applicable provisions of the Companies Act, 2013, the reclassification of the Authorised Share Capital and any amendment in Memorandum of Association require approval of the Members of the Company. Accordingly, the resolution at Item No. 1 of the Notice seeks approval of the Members for reclassification of the Authorised Share Capital and consequential changes in Clause V of the Memorandum of Association of the Company.

The Directors recommend the resolution at Item No. 1 of the accompanying Notice, for the approval of the Members of the Company by way of an Ordinary Resolution.

None of the Directors or Key Managerial persons of the company or their relatives is in any way concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 2. APPROVAL OF ISSUE OF BONUS SHARES TO THE SHAREHOLDERS OF THE COMPANY

Considering the Reserves of the Company and with a view to enhance the Company's value, gaining the trust of existing shareholders and enhancing the liquidity of the share, the Company in its Board Meeting held on June 01, 2024 considered, approved and recommended issue of fully paid-up Bonus Equity Shares in the ratio of 2:1, subject to the consent of the Members of the Company i.e. 2 (Two) new fully paid-up Equity Share of Rs.1/-each be issued for every 1 (One) existing fully paid-up Equity Share of Rs. 1/-each to the eligible members of the Company whose name(s) appear in the Register of Members on 'Record Date' to be determined by the by the Board in this regard for allotment of shares aggregating to Rs. 26,33,00,000/-(Rupees Twenty Six Crore Thirty Three Lakh only) divided into 26,33,00,000 (Twenty Six Crore Thirty Three Lakh) Equity Shares of face value of Rs. 1/-(Rupees One only) each.

Post issue of Bonus Shares, the Issued and Paid-up Equity Share Capital of the Company will be Rs. 39,49,50,000/- (Rupees Thirty nine crores forty nine lakh and fifty thousand only) divided into 39,49,50,000 (Thirty nine crores forty nine lakh and fifty thousand) Equity Shares of face value of Rs. 1/- (Rupees One only) each.

The issue of Bonus shares by Capitalization of reserves is authorized by Article 13, 60 & 63 of the existing Articles of Association in conformity with Companies Act, 2013.

The proposed issue of Bonus Shares will be made in accordance with the provisions of Section 63 and all other applicable provisions, if any, of the Companies Act, 2013, Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, subject to approvals, if any, from the other appropriate authorities.

The Record Date for the aforesaid issue of bonus shares shall be fixed by the Board (including any Committee thereof) after the approval of the Members is obtained. Pursuant to proviso to Regulation 295 of SEBI ICDR (Issue of Capital and Disclosure Requirements) Regulations, 2018 the bonus issue shall be implemented within two months from the date of the meeting of Board of Directors wherein the decision to announce the bonus issue was taken subject to shareholders' approval.

The Bonus Equity Shares, once allotted, shall rank pari-passu in all respects and carry the same rights as the existing equity shares and holders of the bonus equity shares shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the new equity shares are allotted.

Pursuant to the provisions of Section 63 and all other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of bonus shares of the Company along with capitalization of the amount standing to the credit of General reserves and/ or Retained earnings and/ or Securities premium account requires the approval of the Members of the Company.

None of the Directors, Promoters including Promoter Group and Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2, except to the extent of their respective shareholding in the Company.

The Board of Directors of your Company, therefore, recommend the Resolution set out in item No. 2 of this Notice for the approval of the Members by way of passing an Ordinary Resolution.

**By order of the Board
For Alliance Integrated Metaliks Limited**

**Place: New Delhi
Date: 01/06/2024**

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