



**ALLIANCE
INTEGRATED METALIKS LIMITED**

**26TH ANNUAL REPORT
2014-2015**



ALLIANCE INTEGRATED METALIKS LIMITED

CIN NO: L65993DL1989PLC035409

26TH ANNUAL REPORT 2014-2015

BOARD OF DIRECTORS

Mr. Avijit Banerjee	<i>Chairman</i>
Mr. Daljit Singh Chahal	<i>Whole-time Director</i>
Mr. Mahesh Ochani	<i>Non-Executive Director</i>
Ms. Ankita Wadhawan	<i>Non- Executive Director</i>
Mr. Devinder Singh Sodhi	<i>Independent Director</i>
Mr. Gaurav Pabby	<i>Independent Director</i>

COMPANY SECRETARY

Ms. Ritika Kamboj

REGISTERED OFFICE:

910, Ansal Bhawan, 16, K.G. Marg
New Delhi – 110001
E-mail : alliance.intgd@rediffmail.com
Website : www.aiml.in
Phone: 011-41320015

PLANT LOCATION

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

CHIEF FINANCIAL OFFICER

Mr. Pawan Kumar

AUDITORS

M/S A.C. GUPTA & ASSOCIATES
Chartered Accountants,
New Delhi

BANKER

Indian Overseas Bank

REGISTRAR & SHARE TRANSFER AGENT

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

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NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of the members of **ALLIANCE INTEGRATED METALIKS LIMITED** will be held on Saturday, 26th day of December, 2015 at 3.00 P.M. at the Mapple Exotica, Chattarpur Mandir Road, Satbari New Delhi – 110074 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended June 30, 2015 and the Reports of the Board of Directors and the Auditors thereon;
2. To appoint a Director in place of Mr. Mahesh Ochani (DIN: 01199650) who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint the Auditors and to fix their remuneration and in this regard 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 139 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, as amended from time to time the Company hereby ratifies the appointment of M/s. A.C. Gupta & Associates., Chartered Accountants (Firm Registration No. 008079N), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors.”

SPECIAL BUSINESS

4. To appoint Mr. Gaurav Pabby as an Independent Director of the Company and in this regard 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 Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act 2013 (the “act”), if any, and the Rules made there under (including any statutory modification(s) or reenactment thereof for the time being in force), Mr. Gaurav Pabby (DIN: 07190551) who was appointed as a Non-executive, Independent Director to fill the casual vacancy caused by the resignation of Mr. Sunil Kumar Mahalwal pursuant to the provisions of sub-section (4) of Section 161 of the act on May 28, 2015 by the Board of Directors, and in respect of whom the Company has received a notice in writing along with a deposit of Rs. 1 Lac from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director on the Board of the Company, for a period effective from 28.05.2015 to 26.12.2019 not liable to retire by rotation.”

5. To appoint Mr. Devinder Singh Sodhi as an Independent Director of the Company and in this regard 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 Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act 2013 (the “act”), if any, and the Rules made there under (including any statutory modification(s) or re enactment thereof for the time being in force), Mr. Devinder Singh Sodhi (DIN: 06459840), who was appointed as a Non-executive, Independent Director to fill the casual vacancy caused by the resignation of Mr. Ashish Pandit pursuant to the provisions of sub-section (4) of Section 161 of the act on May 28, 2015 by the Board of Directors, and in respect of whom the Company has received a notice in writing along with a deposit of Rs. 1 Lac from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director on the Board of the Company, for a period effective from 28.05.2015 to 26.12.2019 not liable to retire by rotation.”

6. To appoint Ms. Ankita Wadhawan as an Independent Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Ms. Ankita Wadhawan (DIN: 06971383), who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 31, 2015 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (the “Act”) and who is eligible for appointment and has consented to act as a Director of the Company and



ALLIANCE INTEGRATED METALIKS LIMITED

in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature along with requisite deposit for the office of Director of the Company, be and is hereby appointed a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, appointment of Ms. Ankita Wadhawan who meets the criteria for independence as provided in Section 149(6) of the Act be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing with effect from 26.12.2015.”

7. To alter the Memorandum of Association of the Company and in this regard 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 Sections 4, 13 and all other applicable provisions of the Companies Act, 2013, if any, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft Clauses as contained in the Memorandum of Association of the Company, in line with Table A to Schedule – I of the Companies Act, 2013, as recommended by the Board of Directors of the Company, be and are hereby approved and adopted in substitution, and to the entire exclusion of the Clauses contained in the existing Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as maybe necessary, proper or expedient to give effect to this resolution.”

8. To alter the Articles of Association of the Company and in this regard 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 14 and all other applicable provisions of the Companies Act, 2013, if any, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association of the Company, as recommended by the Board of Directors of the Company be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as maybe necessary, proper or expedient to give effect to this resolution.”

By Order of the Board
For Alliance Integrated Metaliks Limited

Sd/-
(Mahesh Ochani)
Director
DIN: 01199650

Place : New Delhi
Date : 26th August, 2015

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item Nos. 4, 5, 6, 7 and 8 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE (ON POLL ONLY) INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. AN INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.**

PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013 AND RULES THEREUNDER, A PERSON CAN ACT AS A PROXY ON BEHALF OF THE MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY

CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
4. The Register of Members and Share Transfer books of the Company will remain closed from Sunday, 20th December, 2015 to Saturday, 26th December, 2015 (both days inclusive).
5. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during working days between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
6. M/s Beetal Financial & Computer Services Private Limited having their office at Beetal House, 3rd Floor, 99, Madangir, Behind Local shopping Centre, New Delhi – 110062 are the Registrar and Share Transfer Agent (RTA) of the Company and all transfers both in physical and electronic segments and other related matters are managed by them. Members are requested to address all their correspondence to the Registrar and Share Transfer Agent at the above address.
7. Members who hold shares in electronic mode are requested to quote their Client Id and DP Id number and those who hold shares in physical form are requested to write their Folio numbers in all correspondence with the Company/Registrar for facilitating quick disposal of the matters.
8. Members desirous of making a nomination in respect of their shareholding in the Company under the Companies Act, 2013, are requested to send their request in requisite form, which can be obtained from Registrar and Share Transfer Agent of the Company. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participants.
9. The Members/Proxies attending the Annual General Meeting are requested to bring the enclosed attendance slip and deliver the same after filling in their Folio number/Client Id at the entrance of the meeting hall. Admission to the Annual General Meeting venue will be allowed only after verification of the signature in the attendance slip.
10. The Ministry of Corporate Affairs has undertaken a '**Green Initiative in Corporate Governance**' by allowing paperless compliances by the companies. In order to support the Green Initiative, members who have not registered their e-mail addresses so far, are requested to register the same with M/s Beetal Financial & Computer Services Private Limited, the Registrar and Share Transfer Agent of the Company.
11. Voting through electronic means
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide to the members a facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on Wednesday, December 23, 2015 (9:00 am) and ends on Friday, December 25, 2015 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, December 19, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting



thereafter. Once the vote on a resolution is cast by the members, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. IN CASE A MEMBER RECEIVES AN EMAIL FROM NSDL [FOR MEMBERS WHOSE EMAIL IDS ARE REGISTERED WITH THE COMPANY/DEPOSITORY PARTICIPANTS(S)]

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Alliance Integrated Metaliks Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cs.sachinkhurana@gmail.com with a copy marked to evoting@nsdl.co.in.

B. IN CASE A MEMBER RECEIVES PHYSICAL COPY OF THE NOTICE OF AGM [FOR MEMBERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORY PARTICIPANTS(S) OR REQUESTING PHYSICAL COPY]

- (i) Initial password is provided along with the Annual Report:

EVEN (Remote e-voting Event Number), USER ID, PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/ PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Saturday, December 19, 2015.
- X. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. December 19, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or beetalrta@gmail.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.
- XIII. Mr. Sachin Khurana, Practicing Company Secretary has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.aiml.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges i.e. to BSE Limited, Jaipur Stock Exchange Limited and Ahmedabad Stock Exchange Limited where the equity shares of the Company are listed.

REQUISITE INFORMATION IN RESPECT OF DIRECTORS SEEKING APPOINTMENT OR RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING:

1. Name of Director	Mr. Mahesh Ochani, (DIN: 01199650)
Date of Birth	06.12.1967
Age	47 years
Experience	17 Years
Qualification	B.Com
Expertise	Setting up of new projects
Date of Appointment	08/05/2004
List of other Companies in which Directorships held	<ul style="list-style-type: none"> ● M/s Anirvinya Constructions Private Limited ● M/s Aiolos Buildprop Pvt. Ltd. ● M/s Annuabhuj Realtors Pvt. Ltd. ● M/s Aaghaaz Real Estate Pvt. Ltd. ● M/s Clairefvoynance Buildcon Pvt. Ltd. ● M/s Saprathas Buildcon Pvt. Ltd. ● M/s Aryahi Buildwell Pvt. Ltd. ● M/s Urjani Buildwell Pvt. Ltd. ● M/s Horizon Realcon Pvt. Ltd. ● M/s Superfine Finvest Pvt. Ltd.

	<ul style="list-style-type: none"> ● M/s Vairagi Real Estate Pvt. Ltd. ● M/s Adishakti Properties Pvt. Ltd. ● M/s Dwarka Buildcon Pvt. Ltd. ● M/s MBM Infratech Pvt. Ltd. ● M/s Competent Equipments Pvt. Ltd. ● M/s Fame Sales Agencies Pvt. Ltd. ● M/s Pisces Merchandise Pvt. Ltd. ● M/s Decent Tradecom Pvt. Ltd. ● M/s Pleasant Vyapaar Pvt. Ltd.
Relationship with other Directors, Managers and KMPs	No inter-se relationship
No. of Meetings attended during the year	8
Membership/ Chairmanship in Committees of the Board of other Companies	Nil
Terms and Conditions of Appointment/Re-appointment along with details of Remuneration sought to be paid	As per the Nomination and Remuneration Policy of the Company
Remuneration last drawn	2.22 lacs
Shareholding in the Company	Nil

2. Name of Director	Mr. Gaurav Pabby (DIN: 07190551)
Date of Birth	14/03/1977
Age	38 years
Experience	13 years
Qualification	B.Com
Expertise	Sales and Commercial functions
Date of Appointment	28/05/2015
List of other Companies in which Directorships held	Nil
Relationship with other Directors, Managers and KMPs	No inter-se relationship
No. of Meetings attended during the year	Nil*
Membership/ Chairmanship in Committees of the Board of other Companies	Nil
Terms and Conditions of Appointment/Re-appointment along	As per the Nomination and Remuneration Policy of the Company

with details of Remuneration sought to be paid	
Remuneration last drawn	Nil
Shareholding in the Company	Nil

*As Mr. Gaurav Pabby was appointed w.e.f. May 28, 2015.

3. Name of Director	Mr. Devinder Singh Sodhi (DIN: 06459840)
Date of Birth	09/05/1954
Age	61 years
Experience	36 years
Qualification	B.Tech, PG Diploma in Business Management
Expertise	Engineering, Plant Maintenance & Operations
Date of Appointment	28/05/2015
List of other Companies in which Directorships held	Oliver Engineering Private Limited
Relationship with other Directors, Managers and KMPs	No inter-se relationship
No. of Meetings attended during the year	Nil*
Membership/ Chairmanship in Committees of the Board of other Companies	Nil
Terms and Conditions of Appointment/Re-appointment along with details of Remuneration sought to be paid	As per the Nomination and Remuneration Policy of the Company
Remuneration last drawn	Nil
Shareholding in the Company	Nil

*As Mr. Devinder Singh Sodhi was appointed w.e.f. May 28, 2015.

4. Name of Director	Ms. Ankita Wadhawan (DIN: 06971383)
Date of Birth	25.07.1977
Age	38 years
Experience	18 years
Qualification	MBA
Expertise	Business Operations, General Management and Finance
Date of Appointment	31.03.2015



List of other Companies in which Directorships held	<ul style="list-style-type: none">● Adhbhut Infrastructure Ltd.● OCL Iron and Steel Ltd.● Newtime Infrastructure Ltd.
Relationship with other Directors, Managers and KMPs No. of Meetings attended during the year	No inter-se relationship 2
Membership/Chairmanship in Committees of the Board of other Companies	Nil
Terms and Conditions of Appointment/Re-appointment along with details of Remuneration sought to be paid	As per the Nomination and Remuneration Policy of the Company
Remuneration last drawn	Nil
Shareholding in the Company	Nil

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO.4**

Mr. Gaurav Pabby (DIN: 07190551) was appointed by the Board of Directors of the Company as a Director with effect from May 28, 2015 to fill the casual vacancy caused by the resignation of Mr. Sunil Kumar Mahalwal, pursuant to provisions of Section 161(4) of the Companies Act, 2013.

Further, it is proposed to appoint Mr. Gaurav Pabby as an Independent Director of the Company for a period commencing from 28.05.2015 to 26.12.2019 in the ensuring Annual General Meeting. Mr. Gaurav Pabby shall not be liable to retire by rotation. The Company has received from Mr. Gaurav Pabby a declaration to the effect that he meets the criteria of independence as provided in Section 149 (6) of Companies Act, 2013.

A Notice under Section 160 of the Companies Act, 2013 along with requisite deposit has been received from a Member proposing the name of Mr. Gaurav Pabby as a candidate for the office of Independent Director of the Company. A brief resume of Mr. Gaurav Pabby is annexed to the notice convening Annual General Meeting.

In the opinion of the Board of Directors, Mr. Gaurav Pabby fulfills the conditions specified in the Companies Act, 2013 and the Rules made there under and he is independent of the Management. A copy of the letter of appointment of Mr. Gaurav Pabby as an independent director setting out the terms and conditions is available for inspection by the members at the Company's Registered Office during the normal business hours on working days up to the date of the Annual General Meeting.

Except Mr. Gaurav Pabby, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financial or otherwise, in the resolution set out in item no. 4.

The Board recommends the Ordinary Resolution set out at Item No. 4 for approval of the members.

ITEM NO. 5

Mr. Devinder Singh Sodhi (DIN: 06459840) was appointed by the Board of Directors of the Company as a Director with effect from May 28, 2015 to fill the casual vacancy caused by the resignation of Mr. Ashish Pandit, pursuant to provisions of Section 161(4) of the Companies Act, 2013.

Further, it is proposed to appoint Mr. Devinder Singh Sodhi as an Independent Director of the Company for a period of five years commencing from 28.05.2015 to 26.12.2019 in the ensuring Annual General Meeting. Mr. Devinder Singh Sodhi shall not be liable to retire by rotation. The Company has received from Mr. Devinder Singh Sodhi a declaration to the effect that he meets the criteria of independence as provided in Section 149 (6) of Companies Act, 2013.

A Notice under Section 160 of the Companies Act, 2013 along with requisite deposit has been received from a Member proposing the name of Mr. Devinder Singh Sodhi as a candidate for the office of Independent Director of the Company. A brief resume of Mr. Devinder Singh Sodhi is annexed to the notice convening Annual General Meeting.

In the opinion of the Board of Directors, Mr. Devinder Singh Sodhi fulfills the conditions specified in the Companies Act, 2013 and the Rules made there under and he is independent of the Management. A copy of the letter of appointment of Mr. Devinder Singh Sodhi as an independent director setting out the terms and conditions is available for inspection by the members at the Company's Registered Office during the normal business hours on working days up to the date of the Annual General Meeting.

Except Mr. Devinder Singh Sodhi, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financial or otherwise, in the resolution set out in item no. 5.

The Board recommends the Ordinary Resolution set out at Item No. 5 for approval of the members.

ITEM NO. 6

Ms. Ankita Wadhawan (DIN: 06971383), pursuant to Section 149 and 161 of the Companies Act, 2013 read with the Listing Agreement, was appointed by the Board of Directors of the Company as a woman Director with effect from March 31, 2015. Being an Additional Director, Ms. Ankita Wadhawan will hold office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as a Director of the Company. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member along with the requisite deposit proposing the candidature of Ms. Ankita Wadhawan for the office of Director. A brief resume of Ms. Ankita Wadhawan is annexed to the notice convening Annual General Meeting.

Further, it is proposed to appoint Ms. Ankita Wadhawan as an Independent Director of the Company for a period of five years commencing from December 26, 2015 in terms of Section 149 and other applicable provisions read with Schedule IV of the Companies Act, 2013. Ms. Ankita Wadhawan shall not be liable to retire by rotation. The Company has received from Ms. Ankita Wadhawan a declaration to the effect that she meets the criteria of independence as provided in Section 149 (6) of Companies Act, 2013.

In the opinion of the Board of Directors, Ms. Ankita Wadhawan fulfills the conditions specified in the Companies Act, 2013 and the Rules made there under and she is independent of the Management. A copy of the letter of appointment of Ms. Ankita Wadhawan as an independent director setting out the terms and conditions is available for inspection by the members at the Company's Registered Office during the normal business hours on working days up to the date of the Annual General Meeting.

The Board recommends the resolution set forth in Item No. 6 for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Ms. Ankita Wadhawan to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

ITEM NO. 7

The existing Memorandum of Association of the Company is based on the Companies Act, 1956 and some clauses in the existing Memorandum of Association are no longer in conformity with the Companies Act, 2013. The new Memorandum of Association to be substituted in place of existing Memorandum of Association is based on Table A to the Schedule I of the Companies Act, 2013 which sets out the model Memorandum of Association for a Company limited by shares.

The Board of Directors recommends the Special Resolution as set out at Item No. 7 of the Notice for approval by the Shareholders.

None of the Directors, Key Managerial Personnel of the company or their respective relatives is concerned or interested in the Resolution at Item No. 7 of the Notice.

ITEM NO. 8

The existing Articles of Association of the Company is based on the Companies Act, 1956 and the draft regulations contained in the Articles of Association of the Company are no longer in conformity with the Companies Act, 2013. The



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new Articles of Association to be substituted in place of existing Articles of Association is based on Table F to the Schedule I of the Companies Act, 2013 which sets out the model Articles of Association for a Company limited by shares.

The Board of Directors recommends the Special Resolution as set out at Item No. 8 of the Notice for approval by the Shareholders.

None of the Directors, Key Managerial Personnel of the company or their respective relatives is concerned or interested in the Resolution at Item No. 8 of the Notice.

By Order of the Board
For Alliance Integrated Metaliks Limited

Place : New Delhi
Date : 26th August, 2015

Sd/-
(Mahesh Ochani)
Director
DIN: 01199650

Route Map to the Venue of 26th AGM of Alliance Integrated Metaliks Limited

Maple Exotica, Chattarpur
Mandir Road, Satbari Next to IIPM
College, New Delhi- 110074

 Maple Exotica





ALLIANCE INTEGRATED METALIKS LIMITED

DIRECTORS' REPORT

TO
THE MEMBERS,
ALLIANCE INTEGRATED METALIKS LIMITED

Your Directors are pleased to present the 26th Annual Report on the business and operations of your Company along with the standalone financial statements for the financial year ended 30th June, 2015.

FINANCIAL RESULTS

(Rupees in Lacs)

PARTICULARS	Year ended 30 th June, 2015	Year ended 30 th June, 2014
Revenue from Operations	43312.42	52567.40
Expenditures	46013.32	52474.90
Profit/(loss) before Taxation	(2700.90)	92.50
Tax Expenses	(869.08)	(6.64)
Profit/(loss) after Tax	(1831.82)	99.14
Add: Accumulated Profits	53.43	30.34
Balance Available for appropriation	(1778.39)	129.48
APPROPRIATION		
Dividend on Preference Shares	65.00	65.00
Tax on Dividend of Preference Shares	11.20	11.05
Net Profit/(loss) Transferred to Balance Sheet	(1854.59)	53.43

PERFORMANCE

During the year under review, the Company earned revenue from operations amounting to Rs. 43312.42 Lacs as compared to Rs. 52567.40 Lacs in the previous year. Loss after Tax stood at Rs. 1831.82 as against Profit after Tax of Rs. 99.14 lacs in the previous year.

DIVIDEND

The Board of Directors has not recommended any dividend for the financial year ended 30.06.2015.

STATE OF COMPANY'S AFFAIRS

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

CORPORATE GOVERNANCE

As stipulated under Clause 49 of the Listing Agreement executed with the Stock Exchanges, the report on Management Discussion and Analysis, the Report on Corporate Governance and the requisite Certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance are provided in a separate section and forms part of the Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions contained in Section 134(5) of the Companies Act, 2013, the Directors hereby confirm that:

- in the preparation of the annual accounts for the year ended 30th June, 2015, the applicable Accounting Standards have been followed and there are no material departures from the same;
- the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 30th June, 2015 and of the loss of the Company for that period;

- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the Annual Accounts on a going concern basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

SUBSIDIARIES AND ASSOCIATES

The Company has following Associate Companies as on June 30, 2015:

S. No.	Name of the Company	Status
1	ARGL Limited	Associate
2	ACIL Limited	Associate

The Company does not have any subsidiary or joint venture as on June 30, 2015.

In accordance with proviso to sub-section (3) of Section 129 of the Companies Act 2013, a statement containing salient features of the financial statements of the Company's associates and the report on their performance and financial position in Form AOC-1 is annexed to the financial statements and forms part of the Annual Report, which covers the financial position of the associate Companies. **(Annexure-I)**

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Subsequent to the year under review, Mr. Ashish Pandit (DIN: 00139001) and Mr. Sunil Kumar Mahalwal (DIN: 00499382), Independent Directors of the Company have resigned from the Company effective from May 28, 2015. The Board wishes to place on record, their appreciation for the contribution made by them as the Directors of the Company during their association with the Company.

Further, Pursuant to the provisions of sub-section (4) of Section 161 of the Companies Act, 2013 and to meet the requirement of Section 149 of the Companies Act, 2013 and the Listing Agreement, Mr. Devinder Singh Sodhi (DIN: 06459840) and Mr. Gaurav Pabby (DIN: 07190551) were appointed as the Non-executive, Independent Directors on the Board of the Company effective from May 28, 2015 to fill the casual vacancies caused by the resignation of Mr. Ashish Pandit and Mr. Sunil Kumar Mahalwal. Mr. Gaurav Pabby and Mr. Devinder Singh Sodhi are proposed to be appointed as the Independent Directors in the ensuing Annual General Meeting.

During the year under review, to meet the requirement of Section 149 of the Companies Act, 2013 and the Listing Agreement, the Board of Directors co-opted Ms. Ankita Wadhawan (DIN: 06971383) on the Board as a woman Director effective from March 31, 2015. Ms. Wadhawan is proposed to be appointed as an Independent Director in the ensuing Annual General Meeting.

Pursuant to Section 203 of the Companies Act, 2015 the Board of Directors of the Company appointed Mr. Pawan Kumar as Chief Financial Officer of the Company effective from August 29, 2014.

Pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and relevant rules issued thereunder, Mr. Daljit Singh Chahal (DIN: 03331560) was appointed as Whole-time Director on the Board of the Company in the last Annual General Meeting of the Company held on 27th December, 2014 for a period of five years commencing from December 2, 2014 to December 1, 2019.

Mr. Mahesh Ochani, (DIN: 01199650) Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. The Board of Directors recommends his appointment.

A brief resume of the Directors proposed to be appointed / re-appointed, as required under Clause 49 of the Listing Agreement and Companies Act 2013, forms part of the notice convening Annual General Meeting.



FAMILIARIZATION PROGRAMME

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

INDEPENDENT DIRECTORS DECLARATION

The Company has received the necessary declaration from each Independent Director in accordance with Section 149 (7) of the Companies Act, 2013, that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

BOARD MEETINGS

The Board met 8 times during the year, the details of which are provided in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the Listing Agreement.

BOARD EVALUATION

The Board evaluated the effectiveness of its functioning and that of the committees and of individual Directors by seeking their inputs on various aspects of Board/Committee governance such as the Board composition and structure, effectiveness of board processes, active participation and contribution of directors in the Board/Committee meetings and the fulfillment of Directors obligation and their fiduciary responsibilities.

Further, the Independent Directors at their meeting, reviewed the performance of the Board, Chairman of the Board and of Non Executive Directors. The meeting also reviewed the co-ordination between the Company management and the Board which is required for the Board to effectively and reasonably perform their duties.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the internal audit function reports to the chairman of the Audit Committee and all significant audit observations and corrective actions are presented to the Committee.

STATUTORY AUDITORS AND AUDITORS' REPORT

M/s A.C. Gupta & Associates, Chartered Accountants, Statutory Auditors of the Company (Firm Regd. No: 008079N) have confirmed their eligibility and willingness to accept office, if reappointed. The proposal for ratification of their reappointment is included in the notice for Annual General Meeting sent herewith.

The Company has received a consent letter from the statutory auditors for their appointment, and a certificate from them that their appointment, if made, shall be in accordance with the conditions as prescribed under the Companies Act, 2013 and that they are not disqualified for appointment.

The Auditor's Report does not contain any qualifications, reservations or adverse remarks. The Report is attached hereto and is self-explanatory requiring no elucidation.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s S. Khurana & Associates, Company Secretaries to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit in Form MR 3 for the Financial Year ended June 30, 2015 is annexed as **Annexure II** to the Report. There are no qualifications, reservations or adverse remarks made by Secretarial Auditor in their report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

TRANSACTIONS WITH RELATED PARTIES

In accordance with Section 134(3) (h) of the Companies Act, 2013 read with Rule 8(2) of Companies (Accounts) Rules, 2014, the particulars of contracts or arrangements with related parties, referred to in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2 is attached as **Annexure III** to this Report.

EXTRACT OF ANNUAL RETURN

In terms of Section 134(3)(a) of the Companies Act, 2013 read with Rule 12(1) of Companies (Management & Administration) Rules, 2014, the extract of Annual Return of the Company in Form MGT-9 is attached as **Annexure IV** to this Report.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The details as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of Companies (Accounts) Rules, 2014, regarding conservation of energy, technology absorption and foreign exchange earnings and outgo are attached as **Annexure V** to this Report.

COMMITTEES OF THE BOARD

The Company's Board has the following Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee
4. Corporate Social Responsibility Committee

The details of the membership and attendance at the meetings of the above Committees of the board are provided in the Corporate Governance Section of the annual report.

POLICY ON APPOINTMENT AND REMUNERATION

Pursuant to Section 178(3) of the Companies Act 2013, the Nomination and Remuneration Committee of the Board has framed a policy for selection and appointment of Directors and senior management personnel, which *inter alia* includes the criteria for determining qualifications, positive attributes and independence of a Director(s)/Key managerial personnel and their remuneration..

CORPORATE SOCIAL RESPONSIBILITY

A brief outline of the Corporate Social Responsibility Policy of the Company and the related details for the year 2014-2015 are set out in **Annexure VI** of this report as per the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The Composition of CSR committee and other related details are provided in the Corporate Governance section, forming part of this Report. The policy is available on the website of the Company.

AUDIT COMMITTEE

The Audit Committee comprises Mr. Gaurav Pabby, Independent Director as Chairman and Mr. Devinder Singh Sodhi, Independent Director and Mr. Avijit Banerjee, Non-Executive Director as Members. The Board of Directors have accepted all the recommendation of the Audit Committee.

VIGIL MECHANISM

The Company has in place a vigil mechanism in the form of Whistle Blower Policy. It aims at providing avenues for employees to raise complaints and to receive feedback on any action taken and seeks to reassure the employees that they will be protected against victimization and for any whistle blowing conducted by them in good faith. The policy is intended to encourage and enable the employees of the Company to raise serious concerns within the organization rather than overlooking a problem or handling it externally.

The Company is committed to the highest possible standard of openness, probity and accountability. It contains safeguards to protect any person who uses the Vigil Mechanism by raising any concern in good faith. The Company



protects the identity of the whistle blower if the whistle blower so desires, however the whistle blower needs to attend any disciplinary hearing or proceedings as may be required for investigation of the complaint. The mechanism provides for a detailed complaint and investigation process.

If circumstances so require, the employee can make a complaint directly to the Chairman of the Audit Committee. The Company also provides a platform to its employees for having direct access to the Managing Director. The Company Secretary is the Compliance Officer. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice.

RISK MANAGEMENT

The Company has developed and implemented a Risk Management Policy. The details of elements of risk are provided in the Management Discussion and Analysis section of the Annual Report.

ANTI SEXUAL HARASSMENT POLICY

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All women employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year 2014-15, no complaints were received by the committee.

PARTICULARS OF EMPLOYEES

The details as required in terms of the provisions of Section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are attached as **Annexure – VII** to this Report.

The particulars of employees as required in terms of the provisions of Section 197 read with Rule 5 (2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is Nil.

PUBLIC DEPOSITS

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

SIGNIFICANT AND MATERIAL ORDERS

No significant and material orders have been passed by any regulators or courts or tribunals impacting the going concern status and Company's operations in future.

DEMATERIALISATION AND LISTING

The equity shares of the Company are admitted to the depository system of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on 30th June 2015, 92,42,499 Equity Shares representing 79.59% of the Equity Share Capital of the Company are in dematerialized form. The Equity Shares of the Company are compulsorily traded in dematerialized form as mandated by the Securities and Exchange Board of India (SEBI). The International Securities Identification Number (ISIN) allotted to the Company with respect to its Equity Shares is INE 123D01016.

The Equity shares of the Company are listed on BSE Limited, Ahmedabad Stock Exchange Limited and Jaipur Stock Exchange Limited.

RECONCILIATION OF SHARE CAPITAL AUDIT

As per the directive of the Securities & Exchange Board of India, the Reconciliation of Share Capital Audit was carried out on quarterly basis for the quarter ended September 30, 2014, December 31, 2014, March 31, 2014 and June 30, 2015 by a Company Secretary in Practise. The purpose of the audit was to reconcile the total number of shares held in National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and in physical form with respect to admitted, issued and paid up capital of the Company.

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

INDUSTRIAL RELATIONS

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

INVESTOR RELATIONS

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

ACKNOWLEDGEMENT

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

By Order of the Board
For Alliance Integrated Metaliks Limited

Place : New Delhi
Date : 26th August, 2015

Sd/-
(Avijit Banerjee)
Chairman
DIN: 01357534



ALLIANCE INTEGRATED METALIKS LIMITED

Annexure I

Form AOC-1

Statement containing salient features of the financial statement of Subsidiaries/Associate Companies

(Pursuant to the first proviso to Sub-Section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

PART "A": SUBSIDIARIES

S.No	NIL
Name of Subsidiary	
Reporting Period	
Reporting Currency	
Share Capital	
Reserves & Surplus	
Total Assets	
Total Liabilities	
Investments Turnover	
Profit before Tax	
Provision for Tax	
Profit after Tax	
Proposed Dividend	
% of Shareholding	

PART "B": ASSOCIATES

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

Amount (in Lakhs)

S. No	Name of Associates/ Joint Ventures	Last Audited Balance Sheet Date	Shares of Associate held by the Company on year end			Description of how there is Significant Influence	Reason why the associate/ Joint venture is not consolidated	Net Worth attributable to Shareholding as per latest Audited Balance Sheet	Profit/ Loss for the year
			No.	Amount of Investment in Associate	Extent of Holding %				
1.	ARGL Limited	30.09.2014	9420188	18840.38	46%	Controls more than 20% of share capital	N/A	24663.01	5944.26
2.	ACIL Limited	30.09.2014	6864336	20593.01	46%	Controls more than 20% of share capital	N/A	28430.76	6642.71

For and on behalf of the Board

Sd/-
Mahesh Ochani
Director

Sd/-
Pawan Kumar
Chief Financial Officer

Sd/-
D.S. Chahal
Whole-Time Director

Sd/-
Ritika Kamboj
Company Secretary

FORM NO. MR-3**SECRETARIAL AUDIT REPORT**For the Financial Year Ended 30th June, 2015

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

To,
The Members,
Alliance Integrated Metaliks Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Alliance Integrated Metaliks Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of Alliance Integrated Metaliks Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 30th June, 2015 generally complied with the statutory provisions listed here under and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by Alliance Integrated Metaliks Limited for the financial year ended on 30th June, 2015 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contract (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder.
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act)
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 & Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

We have also examined compliance with the applicable clauses of the Listing Agreement entered into by the Company with BSE Limited, Ahmedabad Stock Exchange and Jaipur Stock Exchange.

During the period under review and as per the explanations and representations made by the management and subject to clarifications given to us, the Company has generally complied with the provisions of the Acts, Rules, Regulations and Guidelines as mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.



ALLIANCE INTEGRATED METALIKS LIMITED

Adequate notice was given to all Directors at least seven days in advance to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings, as represented by the management, were taken unanimously.

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

For M/s S. Khurana & Associates
Company Secretaries

Sd/-

(Sachin Khurana)

Membership No.: A35297

CP No.: 13212

Place : New Delhi

Date : 26th August, 2015

FORM NO. AOC-2

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

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

1. Details of contracts or arrangements or transactions not at arm's length basis – N/A

- (a) Name(s) of the related party and nature of relationship
- (b) Nature of contracts/arrangements/transactions
- (c) Duration of the contracts/arrangements/transactions
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any
- (e) Justification for entering into such contracts or arrangements or transactions
- (f) Date(s) of approval by the Board
- (g) Amount paid as advances, if any:
- (h) Date on which the special resolution was passed in the General Meeting as required under the first proviso to Section 188

2. Details of material contracts or arrangements or transactions at arm's length basis:

- (a) Name(s) of the related party and nature of relationship:

Name of Related Party	Nature of Relationship
ACIL Limited	Associate
ARGL Limited	Associate

- (b) Nature of contracts/arrangements/transactions: Sale/Purchase/Loan.
- (c) Salient terms of the contracts or arrangements or transactions including the value, if any: N/A
- (d) Amount paid as advances, if any: 1,651.84 Lacs.

Place : New Delhi
Date : 26th August, 2015

Sd/-
(Avijit Banerjee)
Chairman
DIN: 01357534



ALLIANCE INTEGRATED METALIKS LIMITED

Annexure IV

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
(as on the financial year ended on 30.06.2015)

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- | | |
|--|---|
| i) CIN | L65993DL1989PLC035409 |
| ii) Registration Date | 09/03/1989 |
| iii) Name of the Company | Alliance Integrated Metaliks Limited |
| iv) Category / Sub-Category of the Company | Indian Non-Government Company |
| v) Address of the Registered office and contact details | 910, Ansal Bhawan, 16, K.G. Marg, New Delhi -110 001
Contact No.: 91-11-41320015
E-mail: alliance.intgd@rediffmail.com
Website: www.aiml.in |
| vi) Whether listed company
Yes / No | YES |
| vii) Name, Address and Contact details of Registrar and Transfer Agent, if any | Beetal Financial & Computer Services (P) Limited
Beetal House, 3 rd Floor, 99 Madangir, Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir, New Delhi – 110062,
Tel: 011-29961281-83, Fax: 011-29961284
Email: beetalrta@gmail.com |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Manufacturing of Structural Metal Products/Trading of Parts	281	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

S.NO.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of sharehold	Applicable Section
1	W.L.D. Investments Private Limited	U65993DL1996PTC082102	Holding Company	71.35%	Sec 2(46)
2	ARGL Limited	U74899DL1995PLC070717	Associate Company	46%	Sec 2 (6)
3	ACIL Limited	U34300DL1997PLC086695	Associate Company	46%	Sec 2 (6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
(1) INDIAN									
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	8285865	-	8285865	71.35	8285865	-	8285865	71.35	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	8285865	-	8285865	71.35	8285865	-	8285865	71.35	-
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI e)									
e) Any Other...	-	-	-	-	-	-	-	-	-
Sub-total (A) (2)	8285865	-	8285865	71.35	8285865	-	8285865	71.35	-
(2) Total shareholding of Promoter (A) = (A)(1)+(A)(2)	8285865	-	8285865	71.35	8285865	-	8285865	71.35	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)									
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-



ALLIANCE INTEGRATED METALIKS LIMITED

2. Non Institutions									
Bodies Corporate									
i) Indian	924656	–	924656	7.96	926943	–	926943	7.98	0.02
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	16826	2149500	2166326	18.66	14566	2149501	2164067	18.64	(0.02)
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	15000	220500	235500	2.03	15000	220500	235500	2.03	–
c) Others									
i) Clearing Member	3	–	3	0.00	–	–	–	–	–
ii) HUF	150	–	150	0.00	125	–	125	0.00	–
Sub-total (B)(2):-	956635	2370000	3326635	28.65	956634	2370001	3326635	28.65	–
Total Public Shareholding (B)= (B)(1)+ (B)(2)	956635	2370000	3326635	28.65	956634	2370001	3326635	28.65	–
C. Shares held by Custodian for GDRs & ADRs	–	–	–	–	–	–	–	–	–
Grand Total (A+B+C)	9242500	2370000	11612500	100	9242499	2370001	11612500	100	–

(ii) Shareholding of Promoters

S.No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the End of the year			% change in share holding during the year
		No. of shares	% of total Shares of the company	% of Shars Pledgd/ encubered tototal shares	No. of shares	% of total Shaes of the compay	% of Shares Pledged/ encumbered to total shares	
1.	W.L.D. INVESTMENTS PRIVATE LIMITED	8285865	71.35	0.00	8285865	71.35	30.00	0.00

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

S.No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total Shares of the company	No. of shares	% of total Shares of the company
	At the beginning of the year	THERE IS NO CHANGE IN PROMOTER SHAREHOLDING DURING THE FINANCIAL YEAR 2014-15			
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for/increase / decrease (e.g. allotment /transfer /bonus/ sweat equity etc)				
	At the End of the year				

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S.No	Top Ten Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
		No. of shares	% of total Shares of the company	No. of shares	% of total Shares of the company
1.	Cains Traders Private Limited	152500	1.31	152500	1.31
2.	Avery Real Estate Pvt Ltd	152500	1.31	152500	1.31
3.	Indus Trade Care Company Pvt Ltd	152000	1.31	152000	1.31
4.	Peer Steel and Alloys Pvt Ltd	150500	1.30	150500	1.30
5.	W D Holdings Pvt Ltd.	148000	1.27	148000	1.27
6.	Economic Infrastructure Pvt Ltd	123724	1.06	123724	1.06
7.	Mansi Mathur	49000	0.42	49000	0.42
8.	Summer Builders Pvt. Ltd.	39428	0.34	39428	0.34
9.	Deepak J	35000	0.30	35000	0.30
10.	Malaya Chatterjee	21500	0.18	21500	0.18

v) Shareholding of Directors and Key Managerial Personnel:

S.No		Shareholding at the beginning year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	<p style="text-align: center;">DIRECTORS AND KEY MANAGERIAL PERSONNEL DO NOT HOLD ANY SHARES IN THE COMPANY</p>			
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity:				
	At the End of the year (or on the date of separation, if separated during the year)				



ALLIANCE INTEGRATED METALIKS LIMITED

V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment
(Rupees in Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	–	–	–	–
i) Principal Amount	30,447.25	–	–	30,447.25
ii) Interest due but not paid	0.00	–	–	0.00
iii) Interest accrued but not due	0.00	–	–	0.00
Total (i+ii+iii)	30,447.25	–	–	30,447.25
Change in Indebtedness during the financial year				
● Addition*	849.09	–	–	849.09
● Reduction	2,699.74	–	–	2,699.74
Net Change	1,850.65	–	–	1,850.65
Indebtedness at the end of the financial year				
i) Principal Amount	27,747.51	–	–	27,747.51
ii) Interest due but not paid	849.09	–	–	849.09
iii) Interest accrued but not due	–	–	–	–
Total (i+ii+iii)	28,596.60	–	–	28,596.60

* There are no additions to indebtedness of the Company. The addition represents amount due on account of interest due but not paid.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager (Rs. in lakh)

Sl. No	Particulars of Remuneration	Name of MD/WTM/Manager		Total Amount
		Mr. Mahesh Ochani (Managing Director till 01.12.2014)	Mr. Daljit Singh Chahal (Whole-time Director w.e.f. 02.12.2014)	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2.22	11.37	13.59
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	—	1.75	1.75
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	—	—	—
2.	Stock Option	—	—	—
3.	Sweat Equity	—	—	—
4.	Commission - as % of profit - others, specify	— —	— —	— —
5.	Others, please specify	—	—	—
	Total (A)	2.22	13.12	15.34
	Ceiling as per the Act	15	60	75

B. Remuneration to other directors:
(Rs. in lakh)

Sl. No	Particulars of Remuneration	Name of Directors	Total Amount
1.	Independent Directors		
	• Fee for attending board / committee meetings	—	—
	• Commission	—	—
	• Others, please specify	—	—
	Total (1)	—	—
2.	Other Non-Executive Directors		
	• Fee for attending board/ committee meetings	—	—
	• Commission	—	—
	• Others, please specify	—	—
	Total (2)	—	—
	Total (B)=(1+2)	—	—
	Total Managerial Remuneration	—	—
	Overall Ceiling as per the Act	—	—



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C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTB

(Rs. In Lacs)

Sl. No	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Ms. Ritika Kamboj (Company Secretary)	Mr. Pawan Kumar (CFO)	Total
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NA	3.36	6.69	10.05
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	–	0.00	0.06	0.06
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	–	–	–	–
2.	Stock Option	–	–	–	–
3.	Sweat Equity	–	–	–	–
4.	Commission - as % of profit - others, specify...	–	–	–	–
5.	Others, please specify				
	TOTAL	–	3.36	6.75	10.11

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended June 30, 2015.

Annexure V

INFORMATION PURSUANT TO SECTION 134(3)(m) READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED 30TH JUNE, 2015:

A. CONSERVATION OF ENERGY**i. Steps taken for Conservation of Energy:**

1. Company is conducting regular energy audit to assess the energy losses.
2. Power factor is being maintained close to unity.

ii. Steps taken for utilizing Alternate Sources of Energy:

The Company does not have any alternate sources of energy.

iii. Capital Investment on Energy Conservation Equipments:

Lighting energy savers are to be installed to optimize the voltage of lighting feeders.

B. TECHNOLOGY ABSORPTION

- | | |
|--|--|
| i. Efforts, in brief, made towards technology absorption, adaptation and innovation | The Company has indigenised and absorbed technology absorption changes |
| ii. Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc. | <ol style="list-style-type: none">i. Cost reduction due to saving in raw material & power & fuelii. Increase in productivity and better quality |
| iii. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year) | N.A |
| iv. Expenditure incurred on Research & Development | Nil |

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign Exchange Outgo	:	Rs. 7.08 Lacs
Foreign Exchange Earned	:	Nil

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

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

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

2. Composition of the CSR Committee

The Composition of CSR Committee is as follows::

Mr. Avijit Banerjee (DIN: 01357534)	–	Chairman
Mr. Mahesh Ochani (DIN: 01199650)	–	Member
Mr. Gaurav Pabby (DIN: 07190551)	–	Member

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

Financial Year	Net Profit (in Lacs)
2011-12	7.94
2012-13	(38.24)
2013-14	92.50
Total	62.50
Average Net Profit	20.73

4. Prescribed CSR Expenditure: 2% of Average Net Profit (2% *20.73 Lacs) = Rs. 0.41 Lacs.
5. Details of CSR spent during the financial year:

- Total amount to be spent for the financial year: Rs.0.41 Lacs
- Amount unspent: Rs. 0.41 Lacs
- Manner in which the amount spent during the financial year is detailed below: Amount unspent Rs. 0.48 lacs was mainly on account of losses incurred by the Company during the financial year and resultant tightness of cash flow. Hence, the expenditure under this head has been temporarily deferred.

6. Responsibility Statement by the CSR Committee:

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

Sd/-
Mr. Gaurav Pabby
Independent Director

Sd/-
Mr. Avijit Banerjee
Chairperson
CSR Committee

PARTICULARS OF EMPLOYEES

- a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year ended June 30, 2015:

Non-Executive Directors	Ratio to Median Remuneration
Mr. Avijit Banerjee	NIL
Mr. Mahesh Ochani (upto Dec 1, 2014)	0.78
Mr. Gaurav Pabby*	NIL
Mr. Devinder Singh Sodhi*	NIL
Mr. Ankita Wadhawan*	NIL
Mr. Ashish Pandit**	NIL
Mr. Sunil Kumar Mahalwal**	NIL
Executive Director(s)	Ratio to Median Remuneration
Mr. Daljit Singh Chahal, Whole-Time Director (w.e.f December 2, 2014)	7.94

* Mr. Gaurav Pabby and Mr. Devinder Singh Sodhi were appointed as directors of the Company to fill the casual vacancy w.e.f May 28, 2015.

** Mr. Ashish Pandit and Mr. Sunil Kumar Mahalwal are ceased to be directors w.e.f May 28, 2015

- b. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:

Directors, Chief Financial Officer and Company Secretary	% Increase in Remuneration in the Financial Year
Mr. Avijit Banerjee	NA
Mr. Daljit Singh Chahal (w.e.f December 2, 2014)*	13.96%
Mr. Mahesh Ochani (upto December 1, 2014)*	12.70%
Ms. Ankita Wadhawan (w.e.f March 31, 2015)*	NA
Mr. Devinder Singh Sodhi (w.e.f May 28, 2015)*	NA
Mr. Gaurav Pabby (w.e.f May 28, 2015)*	NA
Mr. Ashish Pandit (resigned from May 28, 2015)*	NA
Mr. Sunil Kumar Mahalwal (resigned from May 28, 2015)*	NA
Mr. Pawan Kumar (Chief Financial Officer)	11.88%
Ms. Ritika Kamboj (Company Secretary)	NIL

*Since this information is for part of the year, the same is not comparable.

- c. The percentage increase in the median remuneration of employees in the financial year: 57.79%.
- d. **The number of permanent employees on the rolls of Company:** 68.
- e. **The explanation on the relationship between average increase in remuneration and Company performance:** Due to adverse condition in the Steel industry, the Company sustained loss in the year under consideration.



ALLIANCE INTEGRATED METALIKS LIMITED

- f. Comparison of the remuneration of the key managerial personnel against the performance of the Company:

Aggregate remuneration of Key Managerial Personnel (KMP) in FY15 (in Lacs)	25.45
Revenue Rs Lacs)	43,312.42
Remuneration of KMPs (as % of revenue)	0.06%
Profit before Tax (PBT) (in Lacs)	(2,700.90)
Remuneration of KMP (as % of PBT)	(0.94)%

- g. Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:

(in Crores)

Particulars	June 30, 2015	June 30, 2014	% Change
Market Capitalisation (BSE)	210.77	182.90	15.24%
Price Earnings Ratio	(11.05) times	926.47 times	(98.75)%

*Closing Price as on 30.06.2014 is Rs. 157.50 (BSE) per share.

*Closing Price as on 30.06.2015 is Rs. 181.50 (BSE) per share.

- h. Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

Particulars	June 30, 2015	Date of Last Public Offer	% Change
Market Price (BSE)	—	NA	NA

- i. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average percentile increase in the salaries of employees other than the managerial personnel in the last financial year was 9.21%. Compared to above the increase in the managerial remuneration was 12.03%. The overall increase in remuneration as a percentile and in absolute terms is comparable. However, the additional increase in the managerial remuneration over the others was due to remote location of the unit where the employees in the managerial ranks do not show interest in migrating.

- j. Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company:

	Mr. Mahesh Ochani, Managing Director (upto December 1, 2014)	Mr. Daljit Singh Chahal Whole-time Director (w.e.f. December 2, 2014)	Mr. Pawan Kumar Chief Financial Officer	Ms. Ritika Kamboj, Company Secretary
Remuneration in FY15 (in lacs)	2.22	13.12	6.75	3.36
Revenue (in Lacs)	43,312.42			

Remuneration as a % of revenue	0.01	0.03	0.02	0.01
Profit before Tax (PBT) (in Lacs)		(2700.90)		
Remuneration (as a % of PBT)	(0.08)	(0.49)	(0.25)	(0.12)

- k. The key parameters for any variable component of remuneration availed by the Directors:** No variable component of remuneration was fixed for the directors.
- l. The ratio of the remuneration of the highest paid director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year:** 46.40
- m. Affirmation that the remuneration is as per the remuneration policy of the Company:**
The Company affirms remuneration is as per the remuneration policy of the Company.

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2014-2015
I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

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

The philosophy of the Company is in consonance with the accepted principles of good governance. The Company is in compliance with the requirements stipulated under Clause 49 of the Listing Agreement entered into with the stock exchanges with regard to Corporate Governance.

II. BOARD OF DIRECTORS

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

A. COMPOSITION OF BOARD

The Board of Directors has an optimum combination of Executive and Non-Executive Directors having rich knowledge and experience in the industry for providing strategic guidance and direction to the Company. Presently the Board consists of six members one of whom is Executive, three non executive directors and two independent directors. The Chairman of the Board is a Non-Executive Director. The details of the Directors with regard to their Directorships in other companies, Committee positions as well as attendance at last Annual General Meeting and Board Meetings during the year are as follows:

S. No.	Name of the Directors/ DIN	Designation	Category	No. of Board Meetings attended	Attendance at the last AGM held on 27.12.2014	No. of other Directorships as on 30.06.2015	No. of Committees positions held in other Public Companies as on 30.06.2015 [^]	
							Member-ship	Chairman-ship
1.	Mr. Ashish Pandit* (DIN: 00139001)	Director	Independent	6	Yes	19	N.A	N.A
2.	Mr. Sunil Kumar Mahalwal* (DIN: 00499382)	Director	Independent	4	No	Nil	N.A	N.A
3.	Mr. Mahesh Ochani (DIN: 01199650)	Director	Non-Executive	7	No	19	NIL	NIL
4.	Mr. Avijit Banerjee (DIN: 01357534)	Director	Non-Executive	5	Yes	15	NIL	NIL
5.	Mr. Daljit Singh Chahal (DIN: 03331560)	Whole-Time Director	Executive	7	No	10	Nil	Nil

6.	Mr. Gaurav Pabby** (07190551)	Director	Independent	1	No	1	Nil	Nil
7.	Mr. Devinder Singh Sodhi** (06459840)	Director	Independent	1	No	2	Nil	Nil
8.	Ms. Ankita Wadhawan***	Director	Non-Executive	2	No	3	Nil	Nil

^ Includes only Chairmanship/membership in Audit Committee and Stakeholders' Relationship Committee.

*Mr. Ashish Pandit and Mr. Sunil Kumar Mahalwal resigned with effect from 28.05.2015

**Mr. Gaurav Pabby and Mr Devinder Singh sodhi were appointed on 28.05.2015

***Ms. Ankita Wadhawan was appointed on 31.03.2015.

None of the Non Executive Director serves as Independent Director in more than seven listed companies and none of the Executive Director serves as Independent Director on any listed company. As required by Clause 49 of the Listing Agreement, the Company has issued formal letters of appointment to the Independent Directors. The terms and conditions of appointment of Independent Directors are available on the Company's website.

B) BOARD PROCEDURES AND MEETINGS

The Board of Directors of your Company plays a pivotal role in ensuring good governance and functioning of the Company. The Board's role, functions, responsibility, and accountability are well defined. The Board reviews compliance reports of all laws applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliances, if any.

The Board meets at regular intervals and during the year, eight meetings of the Board of Directors were held on August 29,2014, October 07,2014, November 13,2014, December 2,2014, February 13, 2015, March 31, 2015, May 14, 2015 and May 28, 2015. The gap between no two board meetings exceeded one hundred and twenty days. All the members of the Board were provided requisite information as required as per Listing Agreement well before the Board Meeting. The Directors of the Company are not related inter-se.

C) INDEPENDENT DIRECTORS MEETING

During the year under review the Independent Directors had one meeting without the presence of Non- Independent Directors and members of the Management. At this meeting, the Independent Directors inter alia evaluated the performance of the Non-Independent Directors and the Board of Directors as a whole, evaluated the performance of the Chairman of the Board and discussed aspects relating to the quality, quantity and timeliness of the flow of information between the Company, the Management and the Board.

D) PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS:

The performance of Independent Directors was evaluated by Board of Directors on the basis of policy as laid down by the Nomination and Remuneration Committee.

E) REMUNERATION OF DIRECTORS

The remuneration of Executive Directors is fixed by the Board of Directors upon the recommendation of Nomination and Remuneration committee and approved by the members of the Company. The Non-Executive Directors are paid sitting fees for attending the Board Meetings besides reimbursement of out of pocket expenses. Details of remuneration and sitting fees paid to the Directors during the year ended 30th June, 2015 are given below:-

Executive Director

Executive Director	Salary* (Rs. in Lacs)	Commission	Total (Rs. in Lacs)
Mr. D.S. Chahal**	13.12	-	13.12

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

**Mr. D.S. Chahal was appointed as a Whole-time Director w.e.f.December 2, 2014.



ALLIANCE INTEGRATED METALIKS LIMITED

Non Executive Directors

(Amount in Rs.)

S. No.	Name of directors	Commission	Sitting fees
1.	Mr. Mahesh Ochani	—	—
2.	Mr. Avijit Banerjee	—	—
3.	Mr. Gaurav Pabby	—	—
4.	Mr. Devinder Singh Sodhi	—	—
5.	Ms. Ankita Wadhawan	—	—

III BOARD COMMITTEES

A) AUDIT COMMITTEE

The Board of Directors has duly constituted an Audit Committee. As at 30th June, 2015, the Audit Committee comprises of three non-executive Directors including two Independent Directors. The constitution of the Audit Committee meets the requirement of Section 177 of the Companies Act, 2013 and guidelines set out in the Listing Agreement. All the members of the Committee were provided requisite information as required in the Listing Agreement. The Company Secretary of the Company acts as the Secretary of the Audit Committee.

The terms of reference of the Audit Committee include those specified under Clause 49 of the Listing Agreement as well as under Section 177 of the Companies Act, 2013 which inter-alia include:

- to oversee the Company's financial reporting process and disclosure of its financial information.
- to recommend appointment, remuneration and terms of appointment of the Auditors of the Company.
- to review and monitor the Auditor's independence and performance, and effectiveness of audit process.
- to review quarterly and annual financial statements before submission to the Board and to advice and make recommendations to the Board on matters related to financial management of the Company, including Audit Reports.
- to approve or subsequently modify the transactions of the Company with the related parties.
- to scrutinize the inter-corporate loans and investments.
- to assess the value of undertakings or assets of the Company, whenever it is necessary.
- to review and discuss with Auditors about internal control system, major accounting policies & practices reviewing Companies financial and Risk management policies in compliance with the listing agreement and legal requirements concerning financial statements.
- to monitor the end use of funds raised through public offers and related matters and
- to carry out any other functions as is mentioned in terms of reference to the Audit Committee.

The committee met 4 times during the year under review. The Composition of the committee and the attendance of members at the meetings was as follows:

Name of Member	Status	No. of Meeting attended
Mr. Gaurav Pabby*	Chairperson	Nil
Mr. Avijit Banerjee*	Member	Nil
Mr. Devinder Singh Sodhi*	Member	Nil
Mr. Ashish Pandit*	Member	4
Mr. Sunil Kumar Mahalwal*	Member	4
Mr. D.S. Chahal*	Member	4

*Mr. Ashish Pandit and Mr. Sunil Kumar Mahalwal ceased to be members of Audit Committee w.e.f 28/5/2015 as they resigned from that date from the Board of Directors and Mr. D.S. Chahal ceased to be a Member from that date. The Audit Committee of the Board was reconstituted on 28/5/2015 with Mr. Gaurav Pabby, Independent Director as chairman and Mr. Avijit Banerjee, Non-Executive Director and Mr. Devinder Singh Sodhi, Independent Director as members.

B) NOMINATION AND REMUNERATION COMMITTEE

In terms of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has constituted the Nomination and Remuneration Committee. The Committee inter alia reviews and approves the Annual salaries, commission, service agreement and other employment conditions for the Executive Directors and senior management. The remuneration policy is directed towards rewarding performance, based on review of achievements on a periodical basis. The remuneration policy is in consonance with the existing industry practice. The Committee comprises of one non-executive and two independent Directors.

The committee met 2 times during the year. The Composition and the attendance of members at the meetings was as follows:

Name of Member	Status	No. of Meeting attended
Mr. Gaurav Pabby*	Chairperson	Nil
Mr. Avijit Banerjee*	Member	Nil
Mr. Devinder Singh Sodhi*	Member	Nil
Mr. Ashish Pandit*	Member	4
Mr. Sunil Kumar Mahalwal*	Member	4

* Mr. Ashish Pandit and Mr. Sunil Kumar Mahalwal ceased to be members of Nomination and Remuneration Committee w.e.f 28/5/2015 as they resigned from that date from the Board of Directors. The Nomination and Remuneration Committee of the Board was reconstituted on 28/5/2015 with Mr. Gaurav Pabby, Independent Director as chairman and Mr. Avijit Banerjee, Non-Executive Director and Mr. Devinder Singh Sodhi, Independent Director as members.

C) STAKEHOLDERS' RELATIONSHIP COMMITTEE

In terms of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has constituted the Stakeholders' Relationship Committee. The Committee inter alia looks into the redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend / notices / annual reports. During the year, the committee met four (4) times.

The composition of the Stakeholders' Relationship Committee and the details of meetings attended by its members are given below:

Name of Member	Status	No. of Meeting attended
Mr. Avijit Banerjee*	Chairperson	Nil
Mr. Mahesh Ochani*	Member	Nil
Mr. Ashish Pandit**	Member	4
Mr. Sunil Kumar Mahalwal**	Member	4

* Mr. Ashish Pandit and Mr. Sunil Kumar Mahalwal ceased to be members of Stakeholders' Relationship Committee w.e.f 28/5/2015 as they resigned from that date from the Board of Directors. The Stakeholders' Relationship Committee of the Board was reconstituted on 28/5/2015 with Mr. Avijit Banerjee as chairman and Mr. Mahesh Ochani as member.

During the year under review, no complaint was received. As on 30th June, 2015, there were Nil complaints pending with the Company.

The Company Secretary of the Company acts as the Secretary to the Stakeholders' Relationship Committee.

D) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

During the year under review, the Board in terms of Section 135 of the Companies Act, 2013 and the Listing Agreement has constituted a Corporate Social Responsibility Committee. The Committee comprises of three directors including one Independent Director. The Committee has been entrusted with the responsibility of formulating and recommending to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy and recommending the amount of expenditure to be incurred on the CSR activities.

The composition of the Corporate Social Responsibility Committee and the details of meetings attended by its members are given below:

Name of Member	Status	No. of Meeting attended
Mr. Avijit Banerjee*	Chairperson	Nil
Mr. Mahesh Ochani*	Member	Nil
Mr. Gaurav Pabby*	Member	Nil
Mr. Ashish Pandit*	Member	2
Mr. Sunil Kumar Mahalwal*	Member	2

* Mr. Ashish Pandit and Mr. Sunil Kumar Mahalwal ceased to be members of Corporate Social Responsibility Committee w.e.f 28/5/2015 as they resigned from that date from the Board of Directors. The Corporate Social Responsibility Committee of the Board was reconstituted on 28/5/2015 with Mr. Avijit Banerjee, Non-Executive Director as chairman and Mr. Mahesh Ochani, Non-Executive Director and Mr. Gaurav Pabby, Independent Director as members.

IV SUBSIDIARY MONITORING FRAMEWORK

In terms of Clause 49(V) of the Listing Agreement the Company has formulated a Policy for Determining Material Subsidiaries and the same is available on the Company's website ([URL: http://www.aiml.in/investors.php](http://www.aiml.in/investors.php)).

V COMPLIANCE OFFICER

The Board has designated Ms. Ritika Kamboj, Company Secretary as Compliance Officer of the Company.

VI GENERAL BODY MEETINGS

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

YEAR	DATE & TIME	LOCATION	WHETHER SPECIAL RESOLUTION(S) WERE PASSED
2011-12	31 st December, 2012 at 01.00 P.M.	910, Ansal Bhawan, 16, K.G. Marg, New Delhi-110001	No Special resolution was passed
2012-13	30 th December, 2013 at 12.30 P.M.	Mapple Emerald, Rajokari, NH-8, New Delhi-110038	No Special resolution was passed
2013-14	27 th December, 2014 at 10.00 A.M.	Mapple Exotica, Chattarpur Mandir, Road Satbari next to IIPM College, New Delhi – 110074	No Special resolution was passed

Postal Ballot held during the financial year 2014-15

During the year under review, the members of the Company passed 2(Two) Special Resolutions through Postal Ballot in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration rules), 2014. Approval of the Members of the Company was sought vide Notice dated October 7, 2014 through Postal Ballot including e-voting.

The Company had appointed Ms. Iqneet Kaur Company Secretary, as the scrutinizer for the aforesaid postal ballot process. The Special resolutions were passed by the requisite majority and based on the report submitted by the scrutinizer, the Chairman announced the results of the Postal Ballot on Monday, November 17, 2014. The said results was also posted on the website of the Company, besides being communicated to the Stock Exchange(s). The results(s) of the Postal Ballot were also published in the newspapers.

Details of Special Resolutions passed on November 17, 2014 and the result of voting is as follows:-

1. For borrowing by the Company upto Rs. 5000 Crores (Rupees Five Thousand Crores only)

Description	Special Resolution under Section 180(1)(c) of the Companies Act, 2013
No. of valid votes polled (% age)	9217217 (100%)
Votes cast in favour of the resolution (% age)	9088493 (98.61%)
Votes cast in against the Resolution (% age)	128724 (1.39%)

2. For Charging/Mortgaging the assets/properties of the Company upto Rs. 5000 Crores (Rupees Five Thousand Crores only)

Description	Special Resolution under Section 180(1)(a) of the Companies Act, 2013
No. of valid votes polled (% age)	9217217 (100%)
Votes cast in favour of the resolution (% age)	9088493 (98.61%)
Votes cast against the Resolution (% age)	128724 (1.39%)

The Company may seek to pass Special Resolution(s) in Financial Year 2015-16 through Postal Ballot, as and when required, subject to applicable laws.

VII DISCLOSURES

(A) Basis of related Party Transactions

The details of all related parties transactions are placed before the audit committee for its approval. The Company has entered into related party transactions the details of which are provided in the Notes to Accounts. These transactions are not likely to have conflict with the interest of the Company at large. Policy on dealing with related party transactions is available on the website of the Company (URL: <http://www.aiml.in/investors.php>).

(B) Vigil Mechanism/ Whistle Blower Policy

The Company encourages an open door policy where its employees have access to the Head of the business/ function. In terms of the Whistle Blower Policy of the Company, any instance of non adherence to the policy, employee misconduct, illegality or any other observed unethical behavior are to be brought to the attention of the immediate reporting authority, who is required to report the same to the Head of Corporate Human Resources. Further, the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provides adequate safeguards against victimization of Whistle Blower who avail of such mechanism. Under the Policy, every Director and employee has been provided direct access to the Chairman of the Audit Committee



C) Details of non-compliance by the Company

There were no instances of non-compliance by the Company and no penalties, or strictures were imposed on the Company by Stock exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

D) Code of Business Conduct and Ethics for Directors and Managerial Personnel

The Board has framed a Code of Conduct for all Board members and senior management of the Company. The Code has been posted on the website of the Company (www.aiml.in). All Board members and senior management personnel have confirmed compliance with the Code for the financial year 2014-2015. A declaration to this effect signed by the Managing Director of the Company forms part of this Annual Report.

E) Disclosure of Accounting Treatment

In the preparation of financial statements for the year ended 30th June, 2015; there was no treatment different from that prescribed in Accounting Standards that had been followed.

F) Risk Management

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

G) Proceeds from Public Issues, Rights Issues, and Preferential Issues etc.

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

H) Details of Compliance with Mandatory Requirements and adoption of Non Mandatory Requirements Mandatory requirements

The Company is fully compliant with the applicable mandatory requirements of Clause 49 of the Listing Agreement.

Non Mandatory Requirements

Details of non-mandatory requirements of clause 49 to the extent to which the Company has adopted are given below:

a) The Board

Mr. Avijit Banerjee, the Non-Executive Chairman has not desired an office at the Company's expense.

b) Audit qualifications

There is no audit qualification in respect of financial statements of the Company.

c) Separate posts of Chairman and CEO

Mr. Avijit Banerjee is the Non Executive Chairman of the Company and Mr. Daljit Singh Chahal is the Whole-Time Director of the Company. The Company has complied with the requirement of having separate persons to the post of Chairman and Whole-Time Director.

d) Reporting of Internal Auditor

The Internal auditors report directly to the Audit Committee.

VIII. MEANS OF COMMUNICATION

During the year under review, Results for quarter ended 30th September, 2014, 31st December, 2014, 31st March, 2015 and the year ended 30th June, 2015 have been published in English and Hindi newspapers (viz The Statesman and Hari Bhoomi) and also displayed on the website of the Company www.aiml.in after submission to the Stock Exchanges.

In addition, the Company uploads its Financial Results, Shareholding Pattern and other information on its website i.e. www.aiml.in.

The Company had submitted all compliances for the quarter ended on 30th September, 2014, 31st December, 2014, 31st March, 2015 and for the year ended on 30th June, 2015 to the Ahmedabad Stock Exchange, Jaipur Stock Exchange and BSE Limited and on the BSE online portal – BSE Corporate Compliance & Listing Center.

IX. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

X. GENERAL SHAREHOLDERS' INFORMATION

A. GENERAL INFORMATION

Registered Office	910, Ansal Bhawan, 16, K.G. Marg, New Delhi-110001
Plant Location	Village – Sarai Banjara, P.O. – Basant Pura, Tehsil – Rajpura, Distt. – Patiala, Punjab - 140401
Annual General Meeting: Day/Date/Time/Venue:	Saturday, the 26th December, 2015 at 03.00 P.M. Mapple Exotica, Chattarpur Mandir Road, Satbari Next to IIPM College, New Delhi- 110074
Financial Year	1 st July to 30 th June
Book Closure	20th December, 2015 to 26th December, 2015 (Both days inclusive)
Equity Dividend payment date	No dividend has been recommended by the Board for the year 2014-15.
Listing on Stock Exchanges	1. BSE LIMITED 2. AHMEDABAD STOCK EXCHANGE LIMITED 3. JAIPUR STOCK EXCHANGE LIMITED The Company has paid the Listing fee for the year 2015-16.
ISIN CODE	INE 123D01016
Stock Code-	
Equity Share:	BSE 534064 ASE 10067 JSE 991

B. Tentative Calendar for the Financial Year 2015-2016 (subject to change)

PARTICULARS	DATES
First Quarter Results	Mid of November, 2015
Second Quarter Results	Mid of February, 2016
Third Quarter and the year ended Results	Up to end of May, 2016

C. Dematerialization of shares and liquidity

As on 30th June, 2015, 9,242,499 Equity Shares representing 79.59% of the Company's Equity Share Capital was held in dematerialized form with NSDL and CDSL. The Equity Shares of the Company are traded on BSE.



ALLIANCE INTEGRATED METALIKS LIMITED

D. Share Transfer System

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

E. Registrar & Share Transfer Agent

M/s Beetal Financial & Computer Services (P) Limited
Behind L.S.C., Near Dada Harsukh Das Mandir,
New Delhi- 110062
Phone No. 011-29961281-83
Fax No: 011-29961284, Email: beetalrta@gmail.com, Website: www.beetalfinancial.com

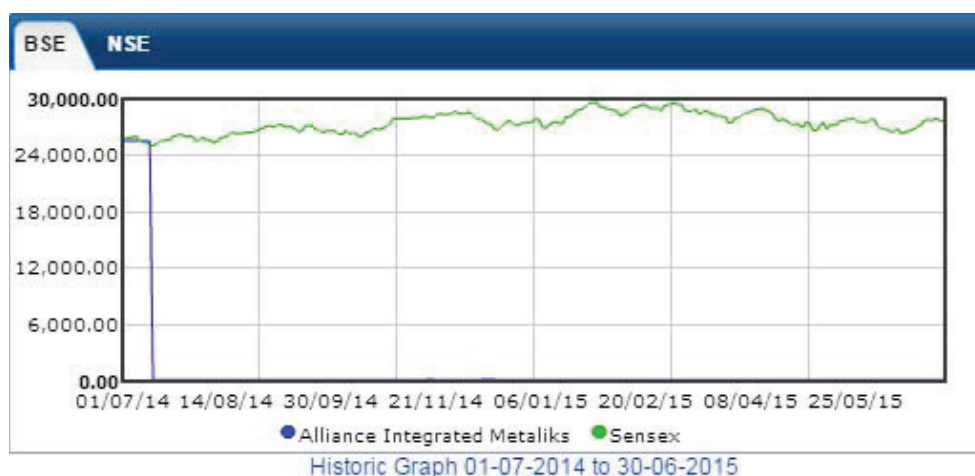
F. Market Price Data

Monthly High/Low prices per share during the Financial Year 2014-2015

Months	BSE	
	High (Rs.)	Low (Rs.)
July, 2014	175.00	172.00
August, 2014	168.00	168.00
September, 2014	173.25	165.00
October, 2014	179.55	170.50
November, 2014	198.00	180.00
December, 2014	200.00	188.10
January, 2015	192.00	192.00
February, 2015	192.00	192.00
March, 2015	192.00	192.00
April, 2015	182.40	173.30
June, 2015	181.50	181.50

BSE

Historical Graphs



G. Shareholding Pattern as on 30th June, 2015

CATEGORY	NUMBER OF SHARES HELD	PERCENTAGE OF SHAREHOLDING
Promoters	8285865	71.35
Bodies Corporates	926943	7.98
Resident Individuals	2399692	20.67
TOTAL	11612500	100

H. Distribution of Shareholding as on 30th June, 2015

RANGE OF SHARES	NO. OF SHAREHOLDERS	NO. OF SHARES
Upto 5000	141	6562
5001-10000	6	5633
10001-20000	6	9025
20001-30000	526	1322223
30001-40000	27	107040
40001-50000	141	705000
50001-100000	2	17000
100001 and above	19	9440017
Total	868	11612500

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

The Company has not issued GDRs / ADRs / Warrant or any other convertible instruments during the financial year ended 30th June, 2015.

J. INVESTORS CORRESPONDENCE MAY BE ADDRESSED TO:

Ms. Ritika Kamboj
Company Secretary & Compliance Officer
Alliance Integrated Metaliks Limited,
910, Ansal Bhawan, 16, K.G. Marg,
New Delhi- 110001
Ph.: +91-11-41320015

By Order of the Board
For Alliance Integrated Metaliks Limited

Place : New Delhi
Date : 26th August, 2015

Sd/-
(Avijit Banerjee)
Chairman
DIN: 01357534



**AUDITOR'S REPORT ON COMPLIANCE OF
CONDITIONS OF CORPORATE GOVERNANCE**

**TO
THE MEMBERS
ALLIANCE INTEGRATED METALIKS LIMITED**

We have examined the compliance of conditions of Corporate Governance by **Alliance Integrated Metaliks Limited** for the Financial Year ended on 30th June, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied in all material respects with the conditions of corporate governance as stipulated in the above-mentioned Listing Agreement.

We further state that such compliances are neither an assurance as to the future viability of the Company nor to the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For A.C. Gupta & Associates
Chartered Accountants
Firm Regn. No. 008079N**

Place : New Delhi
Date : 26th August, 2015

Sd/-
(A.C. Gupta)
Partner
Membership No. 008565

**DECLARATION REGARDING CODE OF CONDUCT BY CEO UNDER CLAUSE 49
OF THE LISTING AGREEMENT**

As required under Clause 49 of the Listing Agreement with Stock Exchanges, it is hereby confirmed that for the year ended 30th June, 2015, the Directors of Alliance Integrated Metaliks Limited have affirmed compliance with the Code of Conduct for Board Members as applicable to them and members of the senior management have affirmed compliance with Code of Conduct as applicable to them.

Place : New Delhi
Date : 26th August, 2015

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

CEO AND CFO CERTIFICATION

We, Daljit Singh Chahal, Whole-Time Director and Pawan Kumar, Chief Financial Officer, responsible for the finance functions certify to the Board that:

- a) We have reviewed the financial statements and Cash Flow Statement for the year ended 30th June, 2015 and to the best of our knowledge and belief:
 - I. these statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
 - II. these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 30th June, 2015 are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d)
 - I) There has not been any significant change in internal control over financial reporting during the year under reference;
 - II) There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - III) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place : New Delhi
Date : 26th August, 2015

Sd/-
(Pawan Kumar)
Chief Financial Officer

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



MANAGEMENT DISCUSSION AND ANALYSIS FOR THE YEAR 2014-15

Global Economy

Global Growth decline in the first half of 2015 remained modest. For most emerging market economies, external conditions are becoming more difficult. Financial market volatility rose sharply during the summer, with declining commodity prices and downward pressure on many emerging market currencies. Global growth in the first half of 2015 was 2.9 percent, about 0.3 percentage point weaker than predicted in April of this year. Global Activity is projected to gather some pace in 2016. In advance economies, the modest recovery that started in 2014 is projected to strengthen further.

Indian Economy

In 2014, the geopolitical events and a slow recovery from the previous economic slowdown countered some of the optimism that was felt towards the end of 2014. The Central Statistics Office (CSO) has recently undertaken a revision in National Accounts aggregates by shifting to the new base of 2011-12 from earlier base of 2004-05. According to the data released by the Central Statistics Office (CSO), the Indian economy grew at 7.3 per cent in 2014-15 as compared to 6.9 percent in 2013-14 calculated as per the new series of national accounts with base year of 2011-12, which indicates a marginal growth of 0.4 percent in the Financial Year 2014-15 due to improvement in performance of both manufacturing and service sectors¹.

The Gross Value Added (GVA), a new concept introduced by CSO to measure the economic activity, rose by 7.2 per cent in 2014-15 compared to 6.6 per cent in the previous fiscal¹.

The manufacturing sector GVA rose by 7.1 per cent during the year as against 5.3 per cent in 2013-14. Similarly, the output of electricity, gas, water supply and other utility services rose by 7.9 per cent as against 4.8 per cent a year ago. The construction activity too registered an increase of 4.8 per cent, up from 2.5 per cent a year ago. Financial, real estate and professional services also showed an improvement by registering a growth of 11.5 per cent as against 7.9 per cent in previous fiscal¹.

Hence, the Financial Year 2014-15 witnessed a slight growth in GDP of Indian Economy showing the symptoms of growth in some of the manufacturing and service sectors but overall the pressure remained on Indian economy to boost up and face challenges at the global level.

The Infrastructure Sector

Increasing Investments in India have bought India to the epicenter of infrastructure creation in the world. Pioneering use of precast technology can change the face of Indian economy by speeding up the course of action across varied proposed infrastructure projects. Expansions of Metro and Mono railway routes across various Tier I cities in India is one such example of implementation of the same.(source-UBM)

The Power Sector

India is the third largest producer of electricity in the world. In FY15, India generated 1,048.7 terawatt-hours (TWh) of electricity. Over FY10–15, electricity production expanded at a CAGR of 6.3 per cent. As per the 12th Five Year Plan, India is targeting a total of 88.5 GW of power capacity addition by 2017, of which, 72.3 GW constitutes thermal power, 10.8 GW hydro and 5.3 GW nuclear. (source-imef)

The Government of India has been supportive to growth in the power sector. It has de-licensed the electrical machinery industry and also allowed 100 per cent Foreign Direct Investment (FDI) in the sector. Total FDI inflows in the power sector touched US\$ 9.7 billion during the period April 2000 to May 2015.

Steel Fabrication Industry:

Fabrication applies to the building of machines, structures and other equipment, by cutting, shaping and assembling components made from raw materials by using various mechanical processes such as welding, soldering, forging, brazing, forming, pressing, bending and stress removal. In this way, the Steel Fabrication Industry proves to be an

¹ Source: Financial Express dated May 29, 2015

essential part of the Steel Industry value chain as it produces minute spare parts of larger heavy machinery and equipment, which cannot be manufactured simultaneously with the manufacturing of the heavy machines. This is a highly fragmented and labour intensive sector with medium & small scale industries heavily dependent on job work.

Most of the Structural Steel Fabrications can be divided into three categories:

- 1) Hot Rolled Long Products like continuously produced standard size Beams and Bars from Steel Rolling Mills.
- 2) Pre-designed and Pre-engineered Buildings for pre-fabrication and then assembly at site. Steel pre-fabrication can be outsourced to a fabrication shop or carried out at site.
- 3) Large or Custom size Plate Fabricated Beams, Boxes, Columns and Girders, which cannot be formed by continuous process or hot rolling. These plate welded fabrications are extensively used by architects and design engineers for rapid and economic construction of bridges, flyovers, multi-storied buildings, stadiums, airports, metro rail projects.

Structural steel fabrication can be carried out in shop or at the construction site. Fabrication of steelwork carried out in shops is precise and of assured quality, whereas field fabrication is comparatively inferior in quality.

In India, construction site fabrication is most common even in large projects due to inexpensive field labour, high cost of transportation, difficulty in the transportation of large members, higher excise duty on products from shop. Beneficial taxation for site work is a major financial incentive for site fabrication.

Large customers like power plants, steel plants and EPC companies engaged in bridge construction and oil & gas are also moving towards plant fabricated structures. This transition has been due to the following factors:

- Higher accuracy of fabrication in structures made at the factory (plant)
- An increasing preference towards bolted connection has led to a huge requirement of hole-drilling, which can be done better at the factory
 - Better efficiency in producing repeated elements at the plant as compared to at the customer
 - Better planning and a focused approach for completing projects at the plant
 - Stricter pollution control norms for blasting and painting at customer sites as compared to the factory
 - Increasingly better highway and transportation facilities have made it easier to transport plant made structures to the site

Since the demand for steel fabrication sector comes from the infrastructure sector, the growth of fabrication industry largely depends on the overall industrial scenario including the demand for power, roads/bridges and transport.

Financial Performance

Revenue

During FY2015, the Company achieved Revenue of Rs. 43,312.42 lacs as compared to Rs. 52,567.40 lacs in the previous year. EBITDA stood at Rs. 3,785.01 lacs as compared to Rs. 5,859.76 lacs in previous year.

Capital Employed:

The capital employed in the business stood at Rs. 86,601.91 Lacs as on June 30, 2015 as compared to Rs. 91,238.32 Lacs as on June 30, 2014.

Shareholders' Funds and Net Worth

The authorized share capital of the Company as at 30th June 2015 stood at Rs. 10,000 Lacs divided into 3,00,00,000 equity shares of Rs. 10 each and 7,00,00,000 Preference shares of Rs. 10/- each. The paid up share capital as of 30th June, 2015 was Rs. 7,661.25 Lacs divided into 1,16,12,500 equity shares of Rs. 10/- each and 6,50,00,000 Preference shares of Rs. 10/- each. During the year under review there was no change in the authorized and paid



ALLIANCE INTEGRATED METALIKS LIMITED

up capital of the Company, As at 30th June, 2015 the reserves and surplus of the Company stood at Rs. 51,219.69 Lacs and the net worth stood at Rs. 58,880.94 Lacs.

Total Debt

As of 30th June 2015, the Company had a total debt of Rs. 32831.27 lacs.

Challenges to Overcome

- ❖ Land acquisition and environmental regulations.
- ❖ Dual pressures of excess capacity in global steel industry and higher raw material costs.
- ❖ Slow growth in automotive industry particularly in the passenger vehicle segment.
- ❖ Underdeveloped infrastructure curtailing growth prospects
- ❖ Subdued growth of the manufacturing sector impacting demand
- ❖ Geopolitical tensions, disruption in the global trade and investments
- ❖ Large surplus capacities and low capacity utilisations

Opportunities

With a renewed thrust on reforms post the election of the new Central Government, and the announcement of 'Smart Cities', the need for more roads, bridges, metro and rail lines is certain thereby opening up numerous opportunities for AIML.

With the announcement of measures such as the cancellation and the subsequent e-auctioning of coal blocks in the country, coal will start to be available more easily in the medium to long term. This presents significant opportunities in the power sector for power generators and subsequently power equipment manufacturers and ancillaries.

AIML, with its state of the art manufacturing facility, will bridge the demand supply gap with its specialized knowledge and technical base required for manufacture and supply of heavy structures and equipment related to power plants, roads & railways, bridges, steel plant and oil and gas sector.

The Company has positioned itself in the market as premium supplier for bridges & power sector and won orders with major power & infra companies in the recent past already.

Risks and Concerns

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

- 1) **Economic uncertainty:** The steel industry is subject to cyclical swings arising from factors such as excess capacity, and demand & supply imbalances. Unfavourable economic conditions globally, overcapacities in steel industry, low infrastructure activity and weak business sentiment continue to impact overall steel consumption.
- 2) **Price volatility resulting from demand uncertainty:** The positive momentum in global steel demand seen in the second half of 2014 abated in 2015 with weaker than expected performance in the emerging and developing economies, resulting in a lower steel demand growth forecast from the World Steel Association
- 3) **Direction of interest rates:** The US interest rates increase expected in 2015 is likely to impact global capital flows with a possible impact on demand in key infrastructure related sectors, creating instability in the vulnerable emerging markets

Industry Outlook

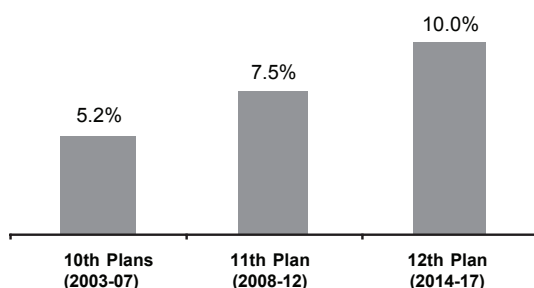
The advanced economies are likely to come out stronger while growth could remain largely subdued in emerging and developing economies. Concerns on the changing demographic mix and the forecasted lower growth trajectory in China are expected to put downward pressure on commodity prices, including steel and its raw materials. The

economic outlook in Europe is strengthening and the US economy shows strong signs of a better performance going forward.

Significant policy changes are anticipated in the near future. Government's focus on infrastructure development, increased foreign direct investment and more transparency in governance is likely to significantly increase business confidence in the country.

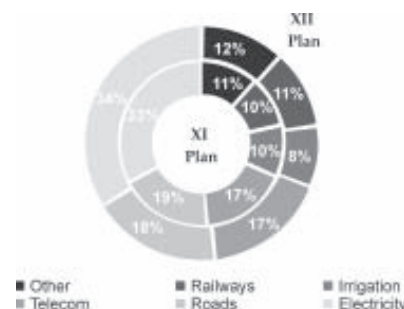
The 12th Five Year Plan (2012-17) has already laid special emphasis and set aside \$1 trillion investment equivalent to 10% of GDP, vs. 7.5% in the 11th Plan, for infrastructure development. Apart from the significant enhancement in the proportion of the total spend (vs. the GDP), the power sector, also expected to experience a slightly higher proportion of the infrastructure spend (34% vs. 33% in the 11th 5-year plan). Thus, it continues to attract approximately one-third of the total projected investment in infrastructure and steel demand will continue to rise in India in the years to come.

Infrastructure Investment (India) as % of GDP



Source: Planning Commission of India

Sectorial Investments Planned (5-year Plans)



Source: High Level Committee report on Financing Infrastructure

In addition, improving automobile and consumer durable sectors are expected to help raise the flat steel demand compared to last year, while long steel demand is expected to fare relatively better due to an uptick in construction activities and the planned infrastructure growth.

Budget 2014-15 announced a slew of measures to boost infrastructure investments, which will provide opportunities for infrastructure and construction companies. Innovative funding structures have also been unveiled to improve availability of funds. While the budget provisions are positive, addressing on-the-ground issues like clearances and land acquisition will be equally important for investments to take-off in the sector.

Business Strategy and Outlook

The Company is geared to meet the demands through a strategy that aims to overcome all challenges while making the most of every opportunity. Some of the major steel suppliers are planning to expand their existing facilities or set up new green field facilities. Your company has been contacted for RFQs for demand of structures for 1 Lac MT / annum. In addition, oil & gas companies such as Essar and Reliance plan to undertake expansion activities over the next 2-3 years. This has already generated a number of inward business inquiries for the Company.

AIML has become the most favoured supplier of steel bridges to Delhi Metro (DMRC). Management is confident of replicating similar success in Tier 2 cities like Chandigarh, Ludhiana, Amritsar, Jaipur, Lucknow, Ahmedabad and Nagpur. AIML is aggressively venturing into assembly and erection, and launching bridges as part of the total solution to steel super structure requirements. With huge current order books and encouraging positive customer response, management is also considering expansion plans.

Internal Control Systems

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



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

AIML ensures that internal audit is conducted by a reputed firm having considerable experience in the sector on a regular basis. These audit reports are submitted to the Audit Committee who reviews it and takes note of the remedial measures taken by the concerned departmental heads with reference to the audit observations. The Company has appointed M/s. Bhatia and Bhatia Associates, Chartered Accountants as their internal auditors.

Human Resource and Industrial Relations

The Company believes mutual trust, harmony and unity of purpose are the key pillars of overall success of any organization. Keeping this philosophy in mind, AIML strives to maintain a harmonious relationship with its employees, as they are the active partners contributing to the growth and development of the organisation. The Company interacts with its employees on a regular basis through various events and provides them ample opportunity to discuss their issues and attempts to resolve them at the earliest.

Talent acquisition and retention remains the primary focus for the Company as the importance of good employees and their role in the overall growth of the organization is well established. AIML understands that to continue to maintain this relationship it is essential to align corporate goals with individual aspirations. With this objective in view, the Company provides its employees with various opportunities to upgrade their skills and knowledge. It further ensures that a proper growth career path for the employees is laid out to help them achieve their personal aspirations.

Statutory Compliances

The Whole-time Director makes a declaration to the Board of Directors every quarter regarding compliance with provisions of various statutes as applicable. The Company Secretary ensures compliance with the Companies Act, SEBI regulations and provisions of the Listing Agreement and compliance with the guidelines on insider trading for prevention of the same.

Cautionary Statement

Statements in the management discussion and analysis report describing the Company's objectives, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable laws & regulations. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/ supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the government regulations, tax laws and other statutes and other incidental factors.

INDEPENDENT AUDITOR'S REPORT

**To the Members,
Alliance Integrated Metaliks Limited
New Delhi**

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Alliance Integrated Metaliks Limited ('the Company'), which comprise the balance sheet as at June 30th, 2015, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 30th June 2015 and its Loss and its cash flows for the year ended on that date.



Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
 - (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) on the basis of the written representations received from the directors as on 30th June 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 30th June 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
 - (f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.

For A. C. Gupta & Associates

Chartered Accountants

Firm's registration number: 008079N

A.C. Gupta

Partner

Membership number: 8565

New Delhi

26th August, 2015

Annexure to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 30th June 2015, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, fixed assets, according to the practice of the Company, have been physically verified by the management at reasonable intervals. In our opinion, the frequency of physical verification of fixed assets is reasonable having regard to the size of the company and nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such physical verification.
- (ii) (a) The inventories have been physically verified during the year by the management, in our opinion, the frequency of physical verification is reasonable.
- (b) The procedures for physical verification of the inventories followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
- (c) In our opinion, the company has maintained proper records of inventories. The discrepancies noticed on verification between the physical stocks and the book records were not material & the same have been properly dealt with in the books of account.
- (iii) (a) The Company during the year has granted loans of Rs. 1,651.84 Lacs to one body corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
- (b) In the case of the loans granted to the body corporate listed in the register maintained under section 189 of the Act, the Company has given loan interest free. The terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand. Accordingly, the paragraph 3(iii)(b) of the Order is not applicable to the Company in respect of repayment of the principal amount.
- (c) There is no overdue amount in respect of the loans granted to the body corporate listed in the register maintained under section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventories, consumable stores, fixed assets and with regard to sale of goods and services. We have not observed any major weakness in the internal control system during the course of the audit.
- (v) The Company has not accepted any deposits from the public. Therefore, the provisions of clause (v) of paragraph 3 of the CARO, 2015 are not applicable to the Company.
- (vi) The Central Government has prescribed the maintenance of cost records under section 148(1) of the Act and are of the opinion that, prima facie, the prescribed accounts and cost records have been maintained. However we are neither required to carry out nor have carried out any detailed examination of such accounts & records.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, employees state insurance, sales tax, wealth tax, service tax, duty of customs, duties of excise, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were in arrears as at 30th June 2015 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of income tax, sales tax, wealth tax, service tax, custom duty, excise duty, value added tax and cess which have not been deposited on account of any dispute.



ALLIANCE INTEGRATED METALIKS LIMITED

- (c) According to the information and explanations given to us there is no amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under.
- (viii) The Company has no accumulated losses more than fifty percent of net worth at the end of the financial year and has incurred cash losses of Rs.583.92 Lacs in the financial year and Rs. Nil in the immediately preceding financial year.
- (ix) According to the information and explanations given to us and as per our verification of the records of the company, there had been delays in payment of Interest of term loan to the bank/financial institution during the year. The amount overdue as on the date of balance sheet was Rs. 849.09 Lacs with delay of less than 90 days.
- (x) In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) According to the information and explanation given to us, in our opinion, term loan availed by the company were, prima facie, applied by the company during the year under report for the purpose for which the term loans were obtained, other than temporary deployment pending applications.
- (xii) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

for A. C. Gupta & Associates

Chartered Accountants

Firm's registration number: 008079N

A.C. Gupta

Partner

Membership number: 8565

New Delhi

26th August, 2015

BALANCE SHEET AS AT 30TH JUNE, 2015

(Rs. In Lacs)

Particulars	Note No.	As at 30th June, 2015	As at 30th June, 2014
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2.1	7,661.25	7,661.25
(b) Reserves and Surplus	2.2	51,219.69	53,129.82
(2) Non-Current Liabilities			
(a) Long Term Borrowings	2.3	21,098.17	26,526.11
(b) Long Term Provisions	2.4	54.99	46.17
(c) Other Long Term Liabilities	2.5	2,003.46	744.13
(3) Current Liabilities			
(a) Short-term borrowings	2.6	5110.30	3,002.37
(b) Trade Payables	2.7	786.42	1,016.31
(c) Other Current Liabilities	2.8	7,870.70	10,482.29
(d) Short-Term Provisions	2.9	81.96	81.69
Total		95,886.94	102,690.14
II. ASSETS			
(1) Non Current Assets			
(a) <i>Fixed assets</i>			
(i) Tangible Assets	2.10	43,377.10	34,036.19
(ii) Capital work-in-progress		168.70	11,542.52
(b) Deferred Tax Asset (Net)	2.11	878.70	8.68
(c) Non-Current Investment	2.12	40,423.43	40,423.39
(d) Long Term Loans and Advances	2.13	841.50	6,937.52
(2) Current Assets			
(a) Inventories	2.14	4,192.87	1,266.59
(b) Trade Receivables	2.15	3,967.10	4,323.81
(c) Cash and Cash Equivalents	2.16	476.31	2,494.54
(d) Short Term Loans and Advances	2.17	1,539.22	1,626.56
(e) Other Current Assets	2.18	22.01	30.34
Total		95,886.94	1,02,690.14

Accompanying Notes 1 to 2.26 form an Integral Part of the Financial Statements.

For & on Behalf of the Board of Directors

As per our report of even date attached

A.C Gupta & Associates

Chartered Accountants

Firm Regd. No. 008079N

Sd/-

A.C Gupta

(Partner)

M.No. 8565

Place : Delhi

Dated : 26th August, 2015

Sd/-

Mahesh Ochani

Director

Sd/-

Daljit Singh Chahal

Whole Time Director

Sd/-

Ritika Kamboj

Company Secretary

Sd/-

Pawan Kumar

Chief Financial Officer



ALLIANCE INTEGRATED METALIKS LIMITED

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 30TH JUNE, 2015

(Rs. In Lacs)

Particulars	Note No.	For the year ended 30th June, 2015	For the year ended 30th June, 2014
I. Revenue from operations	2.19	43,119.35	52,248.91
II. Other Income	2.20	193.07	318.49
Total Revenue		43,312.42	52,567.40
III. Expenses:			
Cost of Materials Consumed	2.21	36,679.47	43,957.61
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	2.22	(1,948.66)	(447.84)
Employee Benefit Expense	2.23	1,928.35	1,272.21
Finance Costs	2.23	4,368.93	3,161.45
Depreciation and Amortization of Expenses	2.23	2,116.98	2,605.82
Other Expenses	2.23	2,868.25	1,925.65
Total Expenses		46,013.32	52,474.90
IV. Profit before exceptional and extraordinary items and tax (I+II-III)		(2,700.90)	92.50
V. Exceptional Items		—	—
VI. Profit before extraordinary items and tax (IV + V)		(2700.90)	92.50
VII. Extraordinary Items		—	—
VIII. Profit before tax (VI - VII)		(2700.90)	92.50
IX. Tax expense		(869.08)	(6.64)
(1) Current Tax		—	—
(2) Deferred Tax		(869.08)	(6.64)
(3) Credit for MAT Entitlement		—	—
X. Profit/(Loss) for the period (VIII-IX)		(1,831.82)	99.14
XI. Earning per equity share: (Rs Per Share)			
(1) Basic after extraordinary item	2.24	(16.43)	0.17
(2) Diluted after extraordinary item	2.24	(16.43)	0.17

Accompanying Notes 1 to 2.26 form an Integral Part of the Financial Statements.

For & on Behalf of the Board of Directors

As per our report of even date attached

A.C Gupta & Associates

Chartered Accountants

Firm Regd. No. 008079N

Sd/-

A.C Gupta

(Partner)

M.No. 8565

Place : Delhi

Dated : 26th August, 2015

Sd/-

Mahesh Ochani

Director

Sd/-

Daljit Singh Chahal

Whole Time Director

Sd/-

Ritika Kamboj

Company Secretary

Sd/-

Pawan Kumar

Chief Financial Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED 30TH JUNE, 2015

(Rs. In Lacs)

PARTICULARS	For the year ended 30th June, 2015	For the year ended 30th June, 2014
A CASH FLOW FROM OPERATING ACTIVITIES:		
Profit as per Profit & Loss Account (PBT)	(2,700.90)	92.50
Add: Depreciation & Amortisation	2,116.98	2,605.82
Add: Financial Expenses	4,368.93	3,161.45
Less: Dividend Income	(113.04)	(113.04)
Less: (Profit) / Loss on Sale of Fixed Assets	—	(60.83)
Less: Interest Received & Other Income	(75.67)	(144.62)
	3,596.30	5,541.28
Change in Current / Non Current Liabilities:		
(Increase)/Decrease in Inventories	(2,926.28)	(263.13)
(Increase)/Decrease in Trade Receivables	356.71	(1,476.21)
(Increase)/Decrease in short term loans & advances & Other Current Assets	99.72	(404.75)
Increase/(Decrease) in Current Liabilities	(4,238.84)	8,625.50
Increase/(Decrease) in Non Current Liabilities & Provisions	1,268.42	(245.25)
Cash generation from operations activities	(1,843.97)	11,777.44
Direct Tax Paid	(45.46)	(17.49)
Net cash from operating activities	(1,889.43)	11,759.95
B CASH FLOW FROM INVESTING ACTIVITIES		
Addition to Fixed Assets	(11,460.94)	(17,540.37)
Adjustment to Capital work in progress & Long term Capital Advances	17,465.79	11,257.29
Interest Received & Other income	75.67	144.62
Dividend Received	113.04	113.04
Proceeds from sale of fixed assets	—	102.07
Purchase of investments (Net)	(0.04)	4,286.23
Net Cash from Investing activities	6,193.52	(1,637.12)
C CASH FLOW FROM FINANCING ACTIVITIES		
(Buy Back) / Proceeds from issue of share capital & premium	—	(6,072.20)
Proceeds from new borrowings	—	2,625.00
Repayment of borrowings	(2,726.28)	(2,895.75)
Finance Charges Paid	(3,519.84)	(3,161.45)
Payment of Preference Dividend & tax thereon	(76.20)	(10.48)
Net Cash from financing activities	(6,322.32)	(9,514.88)
Net cash flows during the year (A+B+C)	(2,018.23)	607.95
Cash & cash equivalents (opening balance)	2,494.54	1,886.59
Cash & cash equivalents (closing balance)	476.31	2,494.54

NOTES TO CASH FLOW STATEMENT

- The above statement has been prepared under indirect method except in case of dividend which has been considered on the basis of actual movement of cash with corresponding adjustments of assets and liabilities.
- Cash & Cash Equivalents include cash & bank balances only.
- Previous year figures have been regrouped/ recast wherever considered necessary.
- The Closing Cash Balance includes Rs. 377.77 Lacs (Previous year Rs. 358.00 Lacs) as margin money against Bank Guarantees's/Letter of credit etc.

We have examined the above cash flow statement of Alliance Integrated Metaliks Limited for the year ended 30th June, 2015 and verify that it has been derived from the audited accounts (and underlying records) of the company reported on by us as per our report.

For & on Behalf of the Board of Directors

As per our report of even date attached

A.C Gupta & Associates

Chartered Accountants

Firm Regd. No. 008079N

Sd/-

A.C Gupta

(Partner)

M.No. 8565

Place : Delhi

Dated : 26th August, 2015

Sd/-
Mahesh Ochani
Director

Sd/-
Ritika Kamboj
Company Secretary

Sd/-
Daljit Singh Chahal
Whole Time Director

Sd/-
Pawan Kumar
Chief Financial Officer

Note 1 : SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS (ATTACHED TO AND FORM PART OF ACCOUNTS) FOR THE YEAR ENDED 30TH JUNE, 2015**1. Significant accounting policies****1.1 Basis of accounting and preparation of financial statements**

The financial statements are prepared under historical cost convention, on a going concern basis and on accrual basis and are in compliance with the accounting standards notified under section 133 of the Companies Act, 2013 and the relevant provisions thereof.

1.2 Use of estimates

The preparation of the financial statements requires the Management to make certain estimates and assumptions that affect the amount reported in financial statements and notes thereto. Differences between the actual results and estimates are recognized in period in which the results are known/ materialize.

1.3 Revenue Recognition and Accounting for Sales

- (a) Revenue from sales is recognized at the point of dispatch of goods to the customers when risk and reward stands transferred to the customers. Sales are net of trade discount, sales tax and excise duty.
- (b) Interest income is recognized on time proportion basis.
- (c) All expenses and income are accounted for on accrual basis.

1.4 Fixed Assets

Fixed Assets are stated at cost less accumulated depreciation. The cost of fixed assets include their original cost of acquisition net of cenvat including taxes, freight and other incidental expenses related to acquisition and installation of the concerned assets.

1.5 Depreciation and amortization

- (a) Depreciation (including amortization) is provided on straight line method as per useful life method prescribed under Part C of Schedule II of the Companies Act, 2013. Leasehold Land is being amortized over the tenure of respective leases.
- (b) Additions/deletions during the year are depreciated pro-rata from the date of such addition/deletion. The residual value of the asset has been taken to be 5 percent of the original cost of the asset.
- (c) Intangible assets are amortized over their estimated useful Life.

1.6 Inventories

Raw Materials, Stores & Spares, Goods under process and Finished Goods are valued at cost or Net Realizable Value, whichever is lower. Waste and Scrap is valued at Net Realizable Value.

Cost of inventories of Raw Materials and Stores and Spares is ascertained on FIFO Basis.

Cost of goods under process and finished goods comprise of cost of materials, production overhead and depreciation on plant and machinery. Cost of material for this purpose is ascertained on First in First out basis.

Provision for obsolescence in inventories is made, whenever required.

1.7 Investments

Current investments are valued at lower of cost or fair market value.

Noncurrent Investments are valued at cost. However, when there is a decline other than temporary in the value of a long term Investment, the carrying amount is reduced to recognize the decline.

1.8 Excise Duty

Excise duty is paid on clearance of goods, but is accounted for in the books on accrual basis. Accordingly, provision for excise duty is made for goods lying in the Bonded Warehouse.

1.9 Employees' Benefits

- a) The liability for superannuation\pension Gratuity & Leave Encashment is accounted for on the basis of actuarial valuation in accordance with Accounting Standards -15 (Revised) issued by the Institute of Chartered Accountants of India.
- b) Retirement benefits in the form of Provident Fund and Superannuation/Pension Schemes are charged to the Profit and Loss Account for the year when the contributions to the respective funds are due.

1.10 Research and Development

Capital Expenditure is shown separately under respective heads of fixed assets. Revenue expenses including depreciation are included under the respective heads of expenses.

1.11 Foreign Currency Transactions

- (a) Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities are translated at year end exchange rates. Exchange difference arising on settlement of transactions and translation of monetary items are recognized as income or expense in the year in which they arise.
- (b) Non Monetary items denominated in the foreign currency are valued at the exchange rate prevailing on the date of transaction.
- (c) In the case of forward exchange contracts, the premium or discount arising at the inception of such contracts, is amortized as income or expense over the life of the contract as well as exchange difference on such contracts, i.e. difference between the exchange rate at the reporting/settlement date and the exchange rate on the date of inception/last reporting date, is recognized as income/expense for the period.

1.12 Borrowing Cost

Interest on borrowings are recognized in the Profit and Loss account except interest incurred on borrowings, specifically raised for Projects which is capitalized with the cost of the asset until such time the asset is ready to be put to use for intended purpose.

1.13 Tax on Income

- (a) Provision for Taxation is made on the basis of the taxable profits computed for the current accounting year (reporting year) in accordance with Income Tax Act, 1961.
- (b) Deferred Tax is recognized, subject to consideration of prudence, on timing difference, being difference between taxable income and accounting income/expenditure that originate in one period and are capable of reversal in one or subsequent year(s). Deferred taxes are reviewed for their carrying value at each balance sheet date.

1.14 Provisions and Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized, when there is a present obligation as a result of past events and it is possible that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the Notes to Accounts. Contingent assets are neither recognized nor disclosed in the financial statements.

1.15 Impairment of Asset

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognized in the profit and loss account. If at any subsequent balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at recoverable amount subject to a maximum of depreciated historical cost and is accordingly reversed in the profit and loss account.

2 NOTES TO ACCOUNTS

The Previous period figures have been regrouped / reclassified, wherever considered necessary to conform to the current year's presentation.

2.1 SHARE CAPITAL

(Rs. In Lacs)

Particulars	As At 30th June, 2015	As At 30th June, 2014
Authorized Capital		
Equity Shares, Rs. 10/- Par Value		
3,00,00,000 (Previous Year 3,00,00,000) Equity Shares	3,000.00	3,000.00
Preference Shares, Rs. 10/- Par Value		
7,00,00,000 (Previous Year 7,00,00,000) Preference Shares	7,000.00	7,000.00
	10,000.00	10,000.00
Issued, Subscribed and Paid - Up Capital		
Equity Shares, Rs. 10/- Par Value		
1,16,12,500 (Previous Year 1,16,12,500) Equity Shares, fully paid up	1,161.25	1,161.25
1% Non Cumulative Redeemable Preference Shares, Rs. 10/- Par Value		
6,50,00,000 (Previous Year 6,50,00,000) Preference Shares, Fully paid up	6,500.00	6,500.00
Total	7,661.25	7,661.25

Terms of redemption of preference shares

Preference Shares will not be redeemed before 11 years & not later than 15 years from the date of allotment i.e May 2013 at such premium as may be decided by the board of Directors in accordance with the provisions of Companies Act, 2013 or any re-enactment thereof.

2.1.1 RECONCILIATION OF SHARE CAPITAL

The reconciliation of the number of Equity shares outstanding and the amount of Equity share capital as at June 30, 2014 and June 30, 2015 is set out below:

(Rs. In Lacs)

Particulars	As At 30th June, 2015		As At 30th June, 2014	
	Number of Shares (In Lacs)	Amount	Number of Shares (In Lacs)	Amount
Number of shares at the beginning	116.13	1,161.25	154.63	1,546.25
Add : Shares Issued	—	—	—	—
Less: Shares Bought Back	—	—	38.50	385.00
Number of Shares at the end	116.13	1,161.25	116.13	1,161.25



ALLIANCE INTEGRATED METALIKS LIMITED

The reconciliation of the number of Preference shares outstanding and the amount of Preference share capital as at June 30, 2014 and June 30, 2015 is set out below:

(Rs. In Lacs)

Particulars	As At 30th June, 2015		As At 30th June, 2014	
	Number of Shares (In Lacs)	Amount	Number of Shares (In Lacs)	Amount
Number of shares at the beginning	650.00	6,500.00	650.00	6,500.00
Add: Shares Issued	—	—	—	—
Number of Shares at the end	650.00	6,500.00	650.00	6,500.00

2.1.2 DETAILS OF PERSONS HOLDING MORE THAN 5% OF SHARE CAPITAL

Particulars	As At 30th June, 2015		As At 30th June, 2014	
	Number of Shares (In Lacs)	% of Holding	Number of Shares (In Lacs)	% of Holding
Equity Shares				
WLD INVESTMENTS PVT. LTD.	82.86	71.35%	82.86	71.35%
Preference Shares				
WLD INVESTMENTS PVT. LTD.	—	—	650.00	100%
FIRST FORGE LTD.	621.00	95.54%	—	—
KARAM AUTO LTD.	29.00	4.46%	—	—

2.2 RESERVES & SURPLUS

(Rs. In Lacs)

Particulars	As at 30th June, 2015		As at 30th June, 2014	
General Reserve				
Opening Balance as on 01.07.2014		263.59		263.59
Add: Transferred from Profit & Loss A/c		—		—
Less: Amount on transition of depreciation		3.05		—
Add: Impact of deferred tax on transition of depreciation		0.94		—
Closing Balance as on 30.06.2015 (A)		261.48		263.59
Securities Premium Account				
Opening Balance as on 01.07.2014		52,812.80		58,500.00
Add: Addition during the current year		—		—
Less: Written back during current year		—		5,687.20
Closing Balance as on 30.06.2015 (B)		52,812.80		52,812.80
Profit & Loss Account				
Opening Surplus as on 01.07.2014		53.43		30.34
Add: Transferred from Statement of Profit & Loss		(1,831.82)		99.14
		(1,778.39)		129.48

ALLIANCE INTEGRATED METALIKS LIMITED



Appropriations

Less: Provision of dividend on preference shares	65.00	65.00
Less: Corporate Dividend Tax of earlier years	0.15	—
Less: Provision of Corporate Dividend Tax	11.05	11.05
Closing Balance as on 30.06.2015	(1,854.59)	53.43
Total (A+B+C)	51,219.69	53,129.82

2.3 LONG TERM BORROWINGS

(Rs. In Lacs)

Particulars	As at 30th June, 2015	As at 30th June, 2014
SECURED LOANS		
Term Loans		
– From Banks & Financial Institutions	21,098.17	26,526.11
Total	21,098.17	26,526.11

Note: Term Loans are secured by equitable mortgage of all immovable properties of the Company and hypothecation of movable assets, save and except the charge in favour of Banks & Financial Institutions over inventories and book debts to secure working capital limits.

Maturity Profile of Secured Term Loans classified as Long Term Borrowings is set out below:

(Rs. In Lacs)

Financial Year	As at 30th June, 2015	As at 30th June, 2014
2015-16	—	5,401.12
2016-17	5,401.12	5,401.12
2017-18	5,401.12	5,401.12
2018-19	5,508.40	5,508.40
2019-20	4,787.53	4,814.35
Total	21,098.17	26,526.11

2.4 LONG TERM PROVISIONS

(Rs. In Lacs)

Particulars	As at 30th June, 2015	As at 30th June, 2014
Provision for Employee Benefits		
Gratuity	30.11	23.41
Leave Encashment	24.88	22.76
Total	54.99	46.17

2.5 OTHER NON-CURRENT LIABILITIES

(Rs. In Lacs)

Particulars	As at 30th June, 2015	As at 30th June, 2014
Advance From Customers	2,003.46	744.13
Total	2,003.46	744.13



ALLIANCE INTEGRATED METALIKS LIMITED

2.6 SHORT-TERM BORROWINGS

(Rs. In Lacs)

Particulars	As at 30th June, 2015	As at 30th June, 2014
SECURED LOANS		
Bank Borrowings for working Capital		
– From Banks	5,110.30	3,002.37
Total	5,110.30	3,002.37

Note: Working capital facilities are secured by hypothecation of raw material, semi-finished goods, stock-in process, consumable stores and book debts of the company.

2.7 TRADE PAYABLES

(Rs. In Lacs)

Particulars	As at 30th June, 2015	As at 30th June, 2014
Trade Payables	759.67	1,012.94
Advance From Customers	26.75	3.37
Total	786.42	1,016.31

2.8 OTHER CURRENT LIABILITIES

(Rs. In Lacs)

Particulars	As at 30th June, 2015	As at 30th June, 2014
Current maturities of long-term debt	6,622.80	3,921.14
Interest accrued and due on borrowings	849.09	–
Expenses Payable	71.06	259.15
Personnel Expenses Payable	22.42	24.65
Other Liabilities*	305.33	6,277.35
Total	7,870.70	10,482.29

*Other liabilities includes capital goods creditors & other short terms liabilities.

2.9 SHORT TERM PROVISIONS

(Rs. In Lacs)

Particulars	As at 30th June, 2015	As at 30th June, 2014
Provision of dividend on preference shares	65.00	65.00
Provision of Corporate Dividend Tax	11.05	11.05
Provision for Employee Benefits		
- Gratuity	0.60	0.37
- Leave Encashment	5.31	5.27
Total	81.96	81.69

(Rs. In Lacs)

Note - 2.10 FIXED ASSETS

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	Opening Balance	Additions During the year	Sales/ Transfer	As at 30th June, 2015	Upto 30th June, 2014	Provided During the year	Impact due to transition of depreciation*	Upto 30th June, 2015
								As at 30th June, 2014
(A) Intangible Assets								
Land	2,183.86	-	-	2,183.86	-	-	-	2,183.86
Building	5,283.26	1,141.58	-	6,424.84	393.57	166.68	-	560.25
Plant and Equipment	29,577.16	10,290.96	-	39,868.12	2,700.33	1,919.99	-	4,620.32
Furnitures & Fixtures	20.60	6.81	-	27.41	5.98	1.72	-	7.70
Vehicles	25.24	-	-	25.24	15.35	1.56	-	16.91
Office Equipments	91.63	21.59	-	113.22	30.33	27.03	3.05	60.41
TOTAL (A)	37,181.75	11,460.94	-	48,642.69	3,145.56	2,116.98	3.05	5,265.59
(B) Capital Work in Progress	11,542.52	-	11,373.82	168.70	-	-	-	-
TOTAL (B)	11,542.52	-	11,373.82	168.70	-	-	-	-
TOTAL (A+B) Current Year	48,724.27	11,460.94	11,373.82	48,811.39	3,145.56	2,116.98	3.05	5,265.59
Previous Year	35,938.23	31,125.26	18,339.22	48,724.27	539.74	2,605.82	-	3,145.56
								45,578.71

*Pursuant to the enactment of Companies Act, 2013, the Company has applied the estimated useful lives as specified in Schedule II. Accordingly, the unamortised carrying value is depreciated/amortised over the revised/remaining useful lives. The written down value of Fixed Assets whose lives have expired as at 1st July, 2014 have been adjusted in the opening balance of General Reserve amounting to Rs. 3.05 Lacs.



ALLIANCE INTEGRATED METALIKS LIMITED

2.11 DEFERRED TAX ASSETS / (LIABILITIES) (NET)

(Rs. In Lacs)

Particulars	As at 30th June, 2015	As at 30th June, 2014
Deferred Tax Liabilities		
On account of depreciation of Fixed Assets	(2,437.47)	(1,581.99)
	(2,437.47)	(1,581.99)
Deferred Tax Assets		
On account of Unabsorbed depreciation/business loss	3,315.23	1,590.67
On account of transition of depreciation	0.94	–
	3,316.17	1,590.67
	878.70	8.68

Deferred Tax Assets and Deferred Tax Liabilities have been offset wherever the company has legally enforceable right to set current tax assets against current tax liabilities and wherever the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority.

2.12 NON-CURRENT INVESTMENT

(Rs. In Lacs)

Particulars	As at 30th June, 2015	As at 30th June, 2014
Investment in Equity Instrument		
Unquoted - Long Term Trade (at Cost)		
Domestic Associates companies		
94,20,188 (94,20,188) shares of ARGL Limited of Rs10/- each	18,840.38	18,840.38
46% (46%) of Equity Shares held		
68,64,336 (68,64,336) shares of ACIL Limited of Rs 10/- each	20,593.01	20,593.01
46% (46%) of Equity Shares held		
Unquoted - Long Term Trade (at cost)		
In foreign companies		
100 (Nil) shares of Amtek Universal technologies pte Ltd of 100 SGD each	0.04	–
0.99% (Nil) of equity shares held		
Other Investment		
9,90,000 (9,90,000) Equity Shares of		
MGR Investment Pvt. Ltd of Rs. 10/- each	990.00	990.00
Total	40,423.43	40,423.39

Aggregate amount of unquoted investments Rs 40,423.43 Lacs.

2.13 LONG TERM LOANS AND ADVANCES

(Rs. In Lacs)

Particulars	As at 30th June, 2015	As at 30th June, 2014
Long Term Loans & Advances		
Unsecured, Considered Good	829.90	6,921.87
Security Deposits		
Unsecured, Considered Good	11.60	15.65
Total	841.50	6,937.52

Note: No loan is given to any Directors or other officers of the company.

2.14 INVENTORIES

(Rs. In Lacs)

Particulars	As at 30th June, 2015	As at 30th June, 2014
Raw Material	1,199.13	223.28
Work in Progress	2,691.12	345.46
Finished Goods	251.19	648.19
Stores & Spares	51.43	49.66
Total	4,192.87	1,266.59

Refer Note No. 1.6 of Significant Accounting Policies for Mode of valuation of inventories.

2.15 TRADE RECEIVABLES

(Rs. In Lacs)

Particulars	As at 30th June, 2015	As at 30th June, 2014
Debtors not exceeding Six months (unsecured considered good)	3,967.10	4,323.81
Total	3,967.10	4,323.81

2.16 CASH AND CASH EQUIVALENTS

(Rs. In Lacs)

Particulars	As at 30th June, 2015	As at 30th June, 2014
Cash on Hand	1.22	1.38
Balances with Schedule Banks		
a) As margin money against Letter of Credits/ Bank Guarantees etc.	377.77	358.00
b) Fixed Deposits (Maturing within 12 Months)	3.33	1,825.00
b) Other Bank Balances in Current Accounts	93.99	310.16
Total	476.31	2,494.54



ALLIANCE INTEGRATED METALIKS LIMITED

2.17 SHORT TERM LOANS & ADVANCES

(Rs. In Lacs)

Particulars	As at 30th June, 2015	As at 30th June, 2014
Loans & Advances recoverable in cash or in kind or for value to be received		
Unsecured, Considered Good :	1,329.64	1,444.95
Income Tax Payments (Net of Provisions)	45.46	17.49
MAT Credit Entitlement	164.12	164.12
Total	1,539.22	1,626.56

2.18 OTHER CURRENT ASSETS

(Rs. In Lacs)

Particulars	As at 30th June, 2015	As at 30th June, 2014
Interest accrued on deposits	22.01	30.34
Total	22.01	30.34

2.19 REVENUE FROM OPERATIONS

(Rs. In Lacs)

Particulars	For the year ended 30th June, 2015	For the year ended 30th June, 2014
Sales of Products	43,046.13	52,231.72
Other Sales & Services	73.22	17.19
Total	43,119.35	52,248.91

2.20 OTHER INCOME

(Rs. In Lacs)

Particulars	For the year ended 30th June, 2015	For the year ended 30th June, 2014
Interest Income (Including TDS Rs.7.45 Lacs Previous Year Rs. 14.32 Lacs)	74.47	143.28
Dividend from Associate companies	113.04	113.04
Net Gain on Foreign currency transaction	—	0.01
Net Gain on sale of Fixed Assets (Land)	—	60.83
Rental Income	1.20	1.33
Other Income (Misc)	4.36	—
Total	193.07	318.49

2.21 COST OF MATERIAL CONSUMED

(Rs. In Lacs)

Particulars	For the year ended 30th June, 2015	For the year ended 30th June, 2014
Opening Stock of Raw Material	223.28	405.57
Add : Purchases of Raw Material	37,655.32	43,775.32
	37,878.60	44,180.89
Less : Closing Stock of Raw Material	1,199.13	223.28
Total	36,679.47	43,957.61

2.21.1 IMPORTED AND INDIGENOUS RAW MATERIALS & SPARES PARTS

(Rs. In Lacs)

Particulars	For the year ended 30th June, 2015	For the year ended 30th June, 2014
	Amount (% of Total Consumption of Raw Materials)	Amount (% of Total Consumption of Raw Materials)
Raw Material		
Consumption of imported Raw material (Percentage of Consumption of Raw Material)	— —	— —
Consumption of similar domestic Raw material (Percentage of Consumption of Raw Material)	36,679.47 100%	43,957.61 100%
Total Consumption of Raw material	36,679.47	43,957.61
Spares parts and components		
Consumption of imported spares parts and components (Percentage of Consumption of Spare Parts and Components)	— 0.00%	0.43 0.09%
Consumption of similar domestic spares parts and components (Percentage of Consumption of Spare Parts and Components)	1,289.58 100.00%	477.33 99.91%
Total Consumption of Spares and components	1,289.58	477.76

2.22 CHANGE IN INVENTORIES OF FINISHED GOODS & WORK IN PROGRESS

(Rs. In Lacs)

Particulars	For the year ended 30th June, 2015	For the year ended 30th June, 2014
Opening Stock as on 01-07-2014		
– Work in Process	345.46	250.60
– Finished Goods	648.19	295.21
Total Opening stock	993.65	545.81
Less : Closing Stock as on 30-06-2015		
– Work in Process	2,691.12	345.46
– Finished Goods	251.19	648.19
Total Closing stock	2,942.31	993.65
Net (Increase)/ Decrease in Inventories	(1948.66)	(447.84)



ALLIANCE INTEGRATED METALIKS LIMITED

2.23 EXPENSES

Employee Benefit Expenses

(Rs. In Lacs)

Particulars	For the year ended 30th June, 2015	For the year ended 30th June, 2014
Salaries & Wages	1,869.70	1,204.41
Contribution to Provident & Other Funds	31.34	39.51
Staff Welfare Expenses	27.31	28.29
Total	1,928.35	1,272.21

Finance Costs

(Rs. In Lacs)

Particulars	For the year ended 30th June, 2015	For the year ended 30th June, 2014
Interest Expense	4,368.93	3,136.19
Other Borrowing Costs	—	25.26
Total	4,368.93	3,161.45

Depreciation and Amortisation Expenses

(Rs. In Lacs)

Particulars	For the year ended 30th June, 2015	For the year ended 30th June, 2014
Depreciation	2,116.98	2,605.82
Total	2,116.98	2,605.82

Other Expenses

(Rs. In Lacs)

Particulars	For the year ended 30th June, 2015	For the year ended 30th June, 2014
A) Manufacturing Expenses		
Consumables & Store spares	1,289.58	477.76
Power & Fuel	1,057.70	770.84
Testing Fees & Inspection Charges	6.72	2.99
Loading & Unloading Expenses	0.06	6.16
Packing Expenses	19.39	31.23
Freight Inwards	9.17	6.01
Repairs to Plant & Machinery	50.20	43.82
Total Manufacturing Expenses (A)	2,432.82	1,338.81

B) Administrative & Selling Expenses

Advertisement and Publicity	5.72	3.89
Auditor's Remuneration	1.85	1.85
Bank Charges	71.54	36.03
Books & Periodicals	0.13	0.23
Business promotion Expenses	0.05	0.09
Directors Remuneration & Perquisites	15.34	4.24
Insurance Charges	8.82	3.73
ISO/QS Expenses	0.35	—
Legal & Professional	59.27	67.43
Office and Factory Expenses	30.92	19.91
Printing & Stationery	6.41	9.54
Rates, Fee & Taxes	17.95	72.55
Rent	32.01	35.31
Repairs & Maintenance of others	4.86	5.74
Telephone, Postage & Courier Expenses	6.89	10.05
Travelling & Conveyance	21.22	22.95
Watch & Ward	11.77	11.09
Rounding off	0.00	(0.03)
Vehicle hire & running Expenses	29.20	29.05
Selling & Distribution Expenses		
Freight Outwards	107.91	253.19
Cash Discount, Warranty Claim Deduction	3.22	—

Total Administrative & Selling Expenses (B)	435.43	586.84
--	---------------	---------------

Total (A + B)	2,868.25	1,925.65
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2.23.1 OTHER EXPENSES

(Rs. In Lacs)

Particulars	For the year ended 30th June, 2015	For the year ended 30th June, 2014
Auditors Payments		
As Auditor	1.60	1.60
For taxation matters	0.25	0.25
For reimbursement expenses	—	—
Total	1.85	1.85

2.23.2 EXPENDITURE IN FOREIGN CURRENCY

(Rs. In Lacs)

Particulars	For the year ended 30th June, 2015	For the year ended 30th June, 2014
Professional fees	4.67	—
Total	4.67	—



ALLIANCE INTEGRATED METALIKS LIMITED

2.23.3 VALUE OF IMPORTS CALCULATED ON C.I.F. BASIS

(Rs. In Lacs)

Particulars	For the year ended 30th June, 2015	For the year ended 30th June, 2014
Components and spare parts	—	0.43
Total	—	0.43

2.23.4 CONTINGENT LIABILITIES

(Rs. In Lacs)

Particulars	For the year ended 30th June, 2015	For the year ended 30th June, 2014
Estimated amount of contracts remaining to be executed on capital account and not provided for Bank Guarantees	NIL 2,078.88	NIL 2,189.54
Total	2,078.88	2,189.54

Contingent Assets are neither recognised nor disclosed

2.24 BASIC EPS & DILUTED EPS

(Rs. In Lacs)

Calculation of EPS (Basic and Diluted)	For the year ended 30th June, 2015	For the year ended 30th June, 2014
Basic		
Opening number of Shares(In Lacs)	116.13	154.63
Less: Shares Bought Back (In Lacs)	—	38.50
Total Shares outstanding(In Lacs)	116.13	116.13
Number of shares considered as basic weighted average shares outstanding	116.13	136.70
Profit/(Loss) after Tax and Preference Dividend and Tax (Rs. In Lacs)	(1,908.02)	23.10
EPS (Rs.Per Share)	(16.43)	0.17
Diluted		
Opening number of Shares (In Lacs)	116.13	154.63
Less: Shares Bought Back (In Lacs)	—	38.50
Total Shares outstanding (In Lacs)	116.13	116.13
Number of shares considered as basic weighted average shares outstanding	116.13	136.70
Profit/(Loss) after Tax and Preference Dividend and Tax (Rs. In Lacs)	(1908.02)	23.10
Diluted Earning Per Share	(16.43)	0.17

2.25 EMPLOYEE BENEFITS (AS-15 REVISED)

The following data are based on the report of the actuary

The principal assumptions used in the actuarial valuations are as below:-

(Rs. In Lacs)

Particulars	For the year ended 30th June, 2015	For the year ended 30th June, 2014
Discount rate	8.00%	8.50%
Future Salary Escalation Rate	5.50%	6.00%
Average Remaining working life (Years)	24.73	27.58
Retirement Age	58	58

GRATUITY (UNFUNDED)
i. Change in Present Value of obligations:

(Rs. In Lacs)

Particulars	For the year ended 30th June, 2015	For the year ended 30th June, 2014
Present Value of Obligation as at the beginning of the period	23.77	12.55
Present Service Cost	6.01	5.24
Interest Cost	2.02	1.00
Actuarial (Gain) /Loss on obligation	(1.10)	4.98
Benefits Paid	—	—
Present Value of Obligations as at the end of the period	30.70	23.77

ii. Expenses Recognised in the Statement of Profit & Loss

(Rs. In Lacs)

Particulars	For the year ended 30th June, 2015	For the year ended 30th June, 2015
Current Service Cost	6.01	5.24
Interest Cost	2.02	1.00
Expected Return on plan assets	—	—
Net Actuarial (Gain)/ Loss recognized in the year	(1.10)	4.98
Expenses recognised in the Statement of Profit & Loss A/c	6.93	11.22

iii. Amount Recognised in Balance Sheet

(Rs. In Lacs)

Particulars	As At 30th June, 2015	As At 30th June, 2015
Present Value of Obligation as at the end of the year	30.70	23.77
Fair Value of Plan Assets as at the end of the year	—	—
Funded Status	(30.70)	(23.77)
Unrecognised Actuarial (Gain) / Losses	—	—
Net Assets/ (Liability) Recognised in the Balance Sheet	(30.70)	(23.77)



ALLIANCE INTEGRATED METALIKS LIMITED

iv. Bifurcation of PBO at the end of year as per revised schedule VI to the Companies Act.

(Rs. In Lacs)

Particulars	As At 30th June, 2015	As At 30th June, 2014
Current Liability (Amount due within one year)	0.60	0.37
Non Current Liability (Amount due over one year)	30.10	23.40
Total PBO at the end of year	30.70	23.77

LEAVE ENCASHMENT (UNFUNDED)

i. Change in Present Value of obligations:

(Rs. In Lacs)

Particulars	For the year ended 30th June, 2015	For the year ended 30th June, 2014
Present Value of Obligation as at the beginning of the period	28.03	20.15
Present Service Cost	5.32	6.78
Interest Cost	2.38	1.61
Actuarial (Gain) / Loss on obligation	(2.76)	1.97
Benefits Paid	(2.78)	(2.48)
Present Value of Obligations as at the end of the period	30.19	28.03

ii. Expenses Recognised in the Statement of Profit & Loss

(Rs. In Lacs)

Particulars	For the year ended 30th June, 2015	For the year ended 30th June, 2014
Current Service Cost	5.32	6.78
Interest Cost	2.38	1.61
Expected Return on plan assets	—	—
Net Actuarial (Gain)/ Loss recognized in the year	(2.76)	1.97
Expenses recognised in the Statement of Profit & Loss A/c	4.94	10.36

iii. Amount Recognised in Balance Sheet

(Rs. In Lacs)

Particulars	As At 30th June, 2015	As At 30th June, 2014
Present Value of Obligation as at the end of the year	30.19	28.03
Fair Value of Plan Assets as at the end of the year	—	—
Funded Status	(30.19)	(28.03)
Unrecognised Actuarial (Gain) / Losses	—	—
Net Assets/ (Liability) Recognised in the Balance Sheet	(30.19)	(28.03)

iv. Bifurcation of PBO at the end of year as per revised schedule VI to the Companies Act.

(Rs. In Lacs)

Particulars	As At 30th June, 2015	As At 30th June, 2014
Current Liability (Amount due within one year)	5.32	5.27
Non Current Liability (Amount due over one year)	24.87	22.76
Total PBO at the end of year	30.19	28.03



ALLIANCE INTEGRATED METALIKS LIMITED

Note No. 2.26 RELATED PARTY DISCLOSURES & TRANSACTIONS

As per AS-18 issued by the Institute of Chartered Accountants of India, related parties in terms of the said standard are disclosed below:

A) Names of related parties & description of relationship

- | | |
|-----------------------------|---|
| 1) Holding Company | WLD Investments Pvt Ltd. |
| 2) Associates | (a) ARGL Limited |
| | (b) ACIL Limited |
| 3) Key Management Personnel | (a) Shri Mahesh Ochani, Managing Director (upto Dec. 1, 2014) |
| | (b) Shri Daljit Singh Chahal, Whole time Director (w.e.f. Dec. 2, 2014) |
| | (c) Shri Pawan Kumar, Chief Financial Officer |
| | (d) Ms. Ritika Kamboj, Company Secretary |

B) Description of Transactions with related parties (Rs. In Lacs)

Particulars	Associates/Holding Subsidiaries or Associate of Holding Company	Key Management Personnel	2014-2015	2013-2014
Purchase of Goods	1,499.70	—	1,499.70	2,082.19
Sale of Goods	665.48	—	665.48	1,530.74
Loan given	1,651.84	—	1,651.84	—
Dividend Received	113.04	—	113.04	113.04
Directors Remuneration	—	15.34	15.34	4.24
Rent paid	2.65	—	2.65	—
Receivable at the year end	1,484.30	—	1,484.30	669.33

For & on Behalf of the Board of Directors

As per our report of even date attached

A.C Gupta & Associates

Chartered Accountants
Firm Regd. No. 008079N

Sd/-

A.C Gupta

(Partner)

M.No. 8565

Place : Delhi

Dated : 26th August, 2015

Sd/-

Mahesh Ochani
Director

Sd/-

Daljit Singh Chahal
Whole -time Director

Sd/-

Ritika Kamboj
Company Secretary

Sd/-

Pawan Kumar
Chief Financial Officer



ALLIANCE INTEGRATED METALIKS LIMITED

Registered Office: 910, Ansal Bhawan, 16, K.G. Marg, New Delhi-110001

Tel. : +91-11-41320015 E-mail: alliance.intgd@rediffmail.com

Web : www.aiml.in CIN No. : L65993DL1989PLC035409

ATTENDANCE SLIP

Name of the Shareholder/Proxy*

DP ID**

Folio No.

Client ID**

No. of Shares held

I/We hereby record my/our presence at the Twenty Sixth Annual General Meeting of the Company held at Mapple Exotica, Chattarpur Mandir, Road, Satbari, New Delhi-110074 on Saturday, the 26th day of December, 2015 at 03:00 P.M.

SIGNATURE OF THE SHAREHOLDER/PROXY*

* Strike out whichever is not applicable.

**Applicable for investors holding shares in electronic form.

Note: Please handover the slip at the entrance of the Meeting venue.



ALLIANCE INTEGRATED METALIKS LIMITED

Registered Office: 910, Ansal Bhawan, 16, K.G. Marg, New Delhi-110001

Tel. : +91-11-41320015 E-mail: alliance.intgd@rediffmail.com

Web : www.aiml.in CIN No. : L65993DL1989PLC035409

PROXY FORM - MGT - 11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L65993DL1989PLC035409

Name of the Company: ALLIANCE INTEGRATED METALIKS LIMITED

Registered Office: 910, Ansal Bhawan, 16, K.G. Marg, New Delhi-110001

Name of the member(s):

Registered address:

E-mail Id:

Folio No/Client Id:

DP ID:

Registered address:

I/We, being the member(s) of Shares of the above named Company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:, or failing him

3. Name:

Address:

E-mail Id:

Signature:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on, 26th day of December, 2015 at 3.00 P.m. at Mapple Exotica, Chattarpur Mandir Road, Satbari, New Delhi- 110074 and at any adjournment thereof, in respect of such resolution set out in the Notice convening the meeting, as are indicated below:

Resolution No. 1: Adoption of Annual Audited Financial Statement, Report of Auditor's and Directors' for the financial year ended 30th June, 2015

Resolution No. 2: Re-appointment of Mr. Mahesh Ochani (DIN: 01199650), who retires by rotation

Resolution No. 3: Re-appointment of M/s A.C. Gupta & Associates, Chartered Accountants as Statutory Auditors of the Company and fixation of their remuneration

Resolution No. 4: Appointment of Mr. Gaurav Pabby as Independent Director of the Company

Resolution No. 5: Appointment of Mr. Devinder Singh Sodhi as Independent Director of the Company

Resolution No. 6: Appointment of Ms. Ankita Wadhawan as Independent Director of the Company

Resolution No. 7: Alteration of Memorandum of Association of the Company

Resolution No. 8: Alteration of Articles of Association of the Company

Signed thisday of, 2015

Signature of Shareholder

Signature of Proxy Holder (s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.

BOOK-POST

If undelivered please return to :

ALLIANCE INTEGRATED METALIKS LIMITED

Regd. Office : 910, Ansal Bhawan, 16 K.G. Marg, Connaught Place,
New Delhi-110001.