



ALLIANCE INTEGRATED METALIKS LIMITED

NOTICE

Notice is hereby given that the Twenty-Second Annual General Meeting of the Company will be held on Saturday, the 31st day of December, 2011 at 1:00 p.m. at the registered office of the Company at 910, Ansal Bhawan, 16, K. G. Marg, New Delhi – 110001 to transact the following business as:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 30th June, 2011 together with Profit and Loss Account for the year ended on that date and the Reports of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Sunil Kumar who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors of the Company and to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:-
"RESOLVED THAT pursuant to the provisions of section 257 and all other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Ashish Pandit, who was appointed as an Additional Director pursuant to the provisions of Section 260 of the Companies Act, 1956, be and is hereby appointed as Director of the Company liable to retire by rotation.

By Order of the Board
For Alliance Integrated Metaliks Limited

Sd/-
(Mahesh Ochani)
Managing Director

Place : New Delhi
Date : 06.12.2011

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- 2) The proxy form duly completed, stamped and signed should reach Company's registered office at least 48 hours before the meeting.
- 3) Relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
- 4) All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days between 11.00 A.M. to 1.00 P.M.
- 5) The Register of Members and Share Transfer Books of the Company will remain closed from 29th December, 2011 to 31st December, 2011 (both days inclusive).
- 6) The members are requested to bring their copies of Annual Report to the Meeting, as the same will not be redistributed at the venue of Annual General Meeting.
- 7) The Members attending the General Meeting are requested to bring the enclosed attendance slip and deliver the same after filling in their folio number at the entrance of the meeting hall. Admission at the Annual General Meeting venue will be allowed only after verification of the signature in the attendance slip. Duplicate Attendance Slip will be issued at the Registered Office of the Company up to a day preceding the day of Annual General Meeting
- 8) Consequent upon the introduction of section 109A of the Companies Act, 1956, shareholders are entitled to make nomination in respect of shares held by them. Shareholders desirous of making nominations are requested to send their requests in form No. 2B in duplicate (which will be made available on request) to the Registrar and Transfer (R&T) Agent of the Company. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.



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- 9) The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure members who have not registered their e-mail addresses so far are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail address with M/s Beetal Financial & Computer Services Private Limited, Registrar and Transfer Agent of the Company.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT 1956:

ITEM NO. 4

The Board of Directors of the Company ("The Board") had, at its meeting held on 13th May, 2011 appointed, pursuant to the provisions of Section 260 of the Companies Act, 1956("The Act") Shri Ashish Pandit, as an additional Director of the Company. In terms of the provisions of Section 260 of the Act, Shri Ashish Pandit will hold Office up to the date of this Annual General Meeting.

The Company has received notice in writing from a member signifying the candidature of Shri Ashish Pandit for the office of Director of the Company under the provisions of Section 257 of the Act.

The Board recommends the passing of resolution as set out in Item No. 4 of the notice.

Except Shri Ashish Pandit no other Director is in any way concerned or interested in the aforesaid Resolution.

INFORMATION REQUIRED TO BE FURNISHED UNDER CLAUSE 49 OF THE LISTING AGREEMENT IN RESPECT OF DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED

Name	: Mr. Sunil Kumar
Date of Birth	: 8 th August, 1970
Qualification	: B.com
Profession	: Service
Expertise	: Marketing
Other Directorships	: Nil
Membership/Chairmanship of Committees of other Public Companies (including only Audit Committee and Shareholders Grievance Committee	: Nil
The Shareholding in the Company	: Nil

Name	: Mr. Ashish Pandit
Date of Birth	: 16 th September, 1972
Qualification	: B.Com
Profession	: Service
Expertise	: Administrative and HR Functions
Other Directorships *	: Lotus Buildtech Ltd. Amtek Steel Industries Ltd. Rollatainers Ltd. Amtek Metal & Mining Ltd Amtek Defence Technologies Ltd ACL Industries Ltd. Amtek Heavy Engineering Industries Ltd Lotus Auto Engineering Ltd. Fenace Auto Ltd. Amtek Brake Systems Ltd.



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Membership/Chairmanship of Committees of other Public : Nil
Companies (including only Audit Committee and
Shareholders Grievance Committee

The Shareholding in the Company : Nil

* Excluding Private & Foreign Companies

By Order of the Board
For Alliance Integrated Metaliks Limited

Place : New Delhi
Date : 06.12.2011

Sd/-
(Mahesh Ochani)
Managing Director



ALLIANCE INTEGRATED METALIKS LIMITED

DIRECTORS' REPORT

TO

THE MEMBERS,
ALLIANCE INTEGRATED METALIKS LIMITED

Your Directors have pleasure in presenting the Twenty-Second Annual Report and the Audited Accounts of the Company for the year ended 30th June, 2011.

FINANCIAL RESULTS

(Amount in Lacs)

PARTICULARS	2010-2011	2009 - 2010
Sales / Income from Operations	55.95	18.91
Expenditures	32.85	18.55
Profit before Taxation	23.10	0.36
Tax Expenses	7.70	0.11
Profit after Tax	15.40	0.25
ADD:- Accumulated Profits	61.34	1303.09
Balance available for appropriation	76.74	1303.35
APPROPRIATIONS		
Transferred to General Reserve	70.00	1242.00
Net Profit Transferred to Balance Sheet	6.74	61.34

PERFORMANCE

During the year under review, the Company generated an income of Rs. 55.95 lacs with profit after tax of Rs 15.40 lacs as against income of Rs. 18.91 lacs and profit after tax of Rs. 0.25 lacs in the the previous year.

DIVIDEND

The Directors do not recommend any dividend for the year ended 30th June, 2011.

OPERATIONS

The Company is in the process of implementing a Greenfield Power Ancillary Equipment and Engineering Fabrication production facility in Punjab to serve the Government and Private Companies which are setting up Power plants in India. The integrated facility will be contributing to all major companies engaged in setting up of power project by manufacturing and supplying them heavy structures and equipment related to Power Plants.

DIRECTORS

Mr. Sunil Kumar retires at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

Mr. Ashish Pandit, who was appointed as an Additional Director on 13/05/2011 vacates his office on the day of the ensuing Annual General Meeting. The Company has received a notice from member of the Company, signifying his candidature for appointment as a Director of the Company u/s 257 of the Companies Act, 1956.

Mr. Gautam Malhotra resigned from the Directorship of the Company w.e.f 1st September, 2011 and is no more on the Company's Board of Directors.

AUDITORS

M/s B. Lugani & Associates, Chartered Accountants, the Statutory Auditors of the Company hold office until the conclusion of ensuing Annual General Meeting and are willing to be reappointed as Statutory Auditor of the Company. They have confirmed their eligibility to act as auditors of the Company under Section 224(1B) of the Companies Act, 1956, if appointed at the ensuing Annual General Meeting on such remuneration to be decided by the Board.



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FIXED DEPOSITS

The Company has not accepted any deposits under section 58-A and 58AA of the Companies Act, 1956.

LISTING AT STOCK EXCHANGES

The shares of Company are listed on The Delhi Stock Exchange Association Limited, The Jaipur Stock Exchange Limited and The Stock Exchange, Ahmedabad.

The Company has paid the annual listing fee to the Stock exchanges for the year 2011- 2012.

STATUTORY INFORMATION

- Particulars of Employees under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended are Nil.
- Statutory details of Energy Conservation and Technology Absorption, R & D activities, as required under Section 217(1) (e) of the Companies Act, 1956 and rules prescribed thereunder i.e. the Companies (Disclosure of Particulars in Report of Board of Directors) Rules, 1988 are not applicable.

FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign Exchange earned - Nil

Foreign Exchange outgo - Rs. 253.02 Lacs.

CORPORATE GOVERNANCE

A separate section on Corporate Governance forming part of Directors' Report and the certificate from the Managing Director and Auditors confirming compliance of Corporate Governance norms as stipulated in Clause 49 of the Listing Agreement with the Indian Stock Exchange are included in the Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis for the year under review, as required under clause 49 of the Listing Agreement with the Stock Exchanges is presented in a separate section forming part of Annual Report.

INDUSTRIAL RELATIONS

During the year under review, the relations between the management and the workmen were highly cordial.

INVESTOR RELATIONS

Your Company always endeavors to promptly resolve shareholders' requests / grievances. Priority is accorded to address all the issues raised by the shareholders and provide them a satisfactory reply at the earliest possible time. The shareholders' and investors' Grievances Committee of the Board meets periodically and reviews the status of the redressal of investors' grievances.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:-

- That in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the period under review;
- That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- That the Directors had prepared the annual accounts on a going concern basis



ALLIANCE INTEGRATED METALIKS LIMITED

ACKNOWLEDGEMENT

Your Directors wish to place on record their acknowledgement for the contribution made by employees at all levels. Your Directors also take this opportunity to offer their sincere thanks to the Financial Institutions, Banks and other Government Agencies, our valued customers and the investors for their continued support, cooperation and assistance.

By Order of the Board
For Alliance Integrated Metaliks Limited

Place : New Delhi
Date : 06.12.2011

Sd/-
(Sunil Kumar)
Chairman

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2010 -11

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company is committed to doing business in an efficient, fair, honest and ethical manner. Good Corporate Governance goes beyond compliances and requires strong commitment to adopt best practices being followed. It starts with the Board of directors and percolates down the order throughout the Organization and seeks to raise the standards of corporate management, strengthens the Board systems, significantly increases its effectiveness and ultimately serves the objective of maximizing the shareholders' value. The philosophy of the Company is in consonance with the accepted principles of good governance.

II. BOARD OF DIRECTORS

The Company is in compliance with clause 49 of the Listing Agreement pertaining to Composition of Board of Directors. More than 50% of the Directors of the Company are non-executive with more than 1/3rd being independent. As on 30th June, 2011 Board of Directors of your Company consists of four members of which of three are Non-Executive and Independent Directors. The Chairman of the Company is Non- Executive.

A. Composition of Directorships

The constitution of the Board as on 30th June 2011:-

**Non Executive Chairman
Mr. Sunil Kumar**

Name of the Director	Status	No. of Directorship* held in other Public Companies	No. of Membership/ Chairmanship in other Company's Committees [#]
Gautam Malhotra	Non Executive & Independent	2	Nil
Sunil Kumar	Non Executive & Independent	Nil	Nil
Aarti Jain	Non Executive & Independent	Nil	Nil
Mahesh Ochani	Executive	Nil	Nil

* This excludes directorship held in Private Companies, Foreign Companies and Companies formed under Section 25 of the Companies Act, 1956

[#] The Committee of Directors includes Audit Committee and Shareholders'/Investors' Grievance Committee of Directors only. This does not include Memberships/Chairmanship in Committees of Private Limited companies.

B. Pecuniary Relationship

There is no pecuniary relationship or transaction of the non-executive Directors vis-à-vis the Company.

C. Attendance Record of Board Meetings

During the year under review, seven meetings of the Board of Directors were held on 9.07.2010, 10.08.2010, 11.11.2010, 6.12.2010, 14.02.2011, 11.03.2011 and 13.05.2011. The Board members were given appropriate documents and information in advance of each Board meeting.

The attendance record of all the Directors on the Board is as under:-

Director	No. of Board Meetings attended	Attendance at last AGM
Gautam Malhotra	7	Present
Aarti Jain	6	Absent
Sunil Kumar	7	Absent
Mahesh Ochani	5	Present

III. BOARD PROCEDURES

The members of the Board were provided with all the requisite information as required under the Listing Agreement well before the Board Meeting and the same was dealt with appropriately.

All the Directors who are in various Committees are within the permissible limit of the listing agreement and none of the Directors is disqualified for appointment as director under any of the provisions Companies Act, 1956.

IV. AUDIT COMMITTEE

The Board of the Company had constituted an Audit Committee, comprising three directors. The constitution of the Audit Committee meets the requirement of section 292A of the Companies Act, 1956. All the members of the committee viz. Mr. Gautam Malhotra (Chairman), Mr. Sunil Kumar and Ms. Aarti Jain are Independent and Non-Executive. The power and role of the Audit Committee is as per the guidelines set out in the listing agreement and as prescribed under section 292A of the Companies Act, 1956.

During the Year, the Committee met 5 times. All the members were present in all the meetings held during the year. Mr. Gautam Malhotra Chairman of the Committee was present in the Annual General Meeting held on 30.12.2010.

V. REMUNERATION COMMITTEE

The Board has constituted a Remuneration Committee to review and approve the annual salaries, commission, service agreement and other employment conditions for the executive directors. The Committee comprises three non executive and independent directors viz. Mr. Sunil Kumar (Chairman), Ms. Aarti Jain and Mr. Gautam Malhotra.

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.

During the financial year, no committee meeting was held.

VI. SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE

The Board has constituted a Shareholders'/Investors' Grievance Committee Comprises Mr. Gautam Malhotra and Mr. Sunil Kumar to specifically look into redressal of shareholders' and investors' grievances such as transfer, dividend, dematerialization and related matters.

No committee meeting was held during the year and no investor grievance was received by the Company.

The Company has also adopted Code of Internal Procedures and Conduct for Prevention of Insiders Trading in the shares of the Company, pursuant to Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 1992, as amended. The Board has authorized this Committee to monitor the compliances as required under the aforesaid Regulation.

VII. SHARE TRANSFER COMMITTEE

The Board has delegated the powers to approve transfer of the Shares to Share Transfer Committee.

The Committee deals with the following matters:

- Transfer/transmission of shares;
- Issue of new share certificates;
- Review of de – materialization of shares.
- All other matters relating to shares.

Since there were no requests for transfer/transmission of shares no Committee meeting was held during the year.

VIII. GENERAL BODY MEETINGS

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

Year	Location	Date	Time
2009-2010	910, Ansal Bhawan, 16, K. G. Marg, New Delhi - 110001	31.12.2010	10.00 A.M.
2008-2009	910, Ansal Bhawan, 16, K. G. Marg, New Delhi - 110001	30.12.2009	10.00 A.M.
2007-2008	910, Ansal Bhawan, 16, K. G. Marg, New Delhi - 110001	29.12.2008	10.00 A.M.