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**ANNUAL REPORT 2004-2005**

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===== **ALLIANCE MANAGEMENT & FISCAL SERVICES LIMITED** =====



ALLIANCE MANAGEMENT AND FISCAL SERVICES LIMITED

<b>BOARD OF DIRECTORS</b>	P. D. Pathak R. N. Nandy K. K. Chatterjee S. S. Majumdar	Chairman   Wholetime Director & Company Secretary
<b>AUDIT COMMITTEE</b>	R. N. Nandy P. D. Pathak K. K. Chatterjee	Chairman Member Member
<b>SHARE TRANSFER COMMITTEE</b>	P. D. Pathak R. N. Nandy K. K. Chatterjee S. S. Majumdar	Chairman
<b>SHARE HOLDERS GRIEVANCE COMMITTEE</b>	P. D. Pathak R. N. Nandy K. K. Chatterjee	Chairman Member Member
<b>REMUNERATION COMMITTEE</b>	P. D. Pathak R. N. Nandy K. K. Chatterjee	Chairman Member Member
<b>AUDITORS</b>	Messrs De Chakraborty & Sen <i>Chartered Accountants</i>	
<b>SOLICITORS</b>	MESSRS SANDERSONS & MORGANS	
<b>BANKERS</b>	CARARA BANK STATE BANK OF HYDERABAD	
<b>STOCK EXCHANGE</b>	<ul style="list-style-type: none"> <li>★ THE CALCUTTA STOCK EXCHANGE ASSOCIATION LTD. 7, Lyons Range Kolkata 700 001</li> <li>★ BHUBANESHWAR STOCK EXCHANGE IDCO Towers Janpath Bhubaneshwar 751022</li> <li>★ Shares provisionally listed.</li> </ul>	
<b>REGISTERED OFFICE</b>	Nicco House 2, Hare Street Kolkata 700001 Tel. 2248 5102	



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## ALLIANCE MANAGEMENT AND FISCAL SERVICES LIMITED

## NOTICE

NOTICE is hereby given that the Fifteenth Annual General Meeting of the Company will be held on Thursday, 29th September, 2005 at 2.30 p.m. at Williamson Magor Hall, Bengal Chamber of Commerce & Industries, 6, Netaji Subhas Road, Kolkata 700001, to transact the following business.

## ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2005 and the Profit & Loss Account for the financial year ended on that date, the Report of Auditors thereon and the Directors' Report.
2. To appoint Auditors to hold office until the conclusion of the next Annual General Meeting and to authorize the Board to fix their remuneration. Messrs De Chakraborty & Sen, Chartered Accountants, the retiring Auditors, being eligible offer themselves for reappointment.

To consider and, if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION.

"Resolved that pursuant to section 224 of the Companies Act, 1956, Messrs De Chakraborty & Sen, Chartered Accountants, Calcutta be and are hereby appointed Auditors of the Company to hold office from

the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors and that the Board of Directors be and are hereby authorized to determine the remuneration payable to the company's Auditors as aforesaid."

3. To appoint director in place of Mr. P D Pathak who retires by rotation and being eligible offers himself for reappointment.

To consider and if thought fit, to pass with or without modification, the undernoted resolution as an ORDINARY RESOLUTION :

"Resolved that Mr. Padma Deo Pathak be and is hereby appointed as a Director of the Company whose period of office is liable to determination by retirement of a director by rotation."

By Order of the Board

S S Majumdar

Place : Kolkata  
Date : 29.6.2005

Whole-time Director &  
Company Secretary

## NOTES :

1. A member entitled to attend and vote at the Annual General Meeting may appoint a proxy instead of himself. A proxy so appointed shall be entitled to vote on poll only and proxy need not be a member. Proxies in order to be effective, must be received by the Company not less than 48 hours before the meeting.
2. The Register of the Beneficial owners, Register of Members and Share Transfer Book of the Company shall remain closed from 23rd September, 2005 to 29th September, 2005 (both days inclusive).
3. Trading in the shares of the Company in dematerialised form was made compulsory. The Company entered into agreement with two Depositories viz. National

Securities Depository Ltd., and Central Depository Services (India) Ltd., in order to facilitate trading of Company's shares in demat form. Shareholders can open account with any depository participant registered with either of the Depositories. The Company provides the facility of simultaneous transfer and dematerialisation of shares.

4. The facility for making nominations is available to the shareholders in respect of the shares held by them. Shareholders holding shares in physical form may send their request for nomination in the prescribed form 2B duly completed to the Company at its Registered office and those holding shares in dematerialised form may contact their respective Depository Participants for availing the facility.



ALLIANCE MANAGEMENT AND FISCAL SERVICES LIMITED

ANNEXURE - A

DETAILS OF DIRECTOR SEEKING REAPPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING  
(PURSUANT TO CLAUSE 49 (VI)(A) OF THE LISTING AGREEMENT)

Name of Director	Mr. Padma Deo Pathak
Date of Birth	10.01.1936
Date of Appointment	29.06.2004
Expertise in specific functional areas	Long experience in Corporate matters, Personnel, R&D Administration & Legal matters.
Qualifications	B. Com., LL.B., CLW., MBA.
List of other companies in which directorship held	(a) Hindusthan Wire & Metal Products Ltd. (b) W Evans & Co. Ltd.
Chairmanship/Membership of Committees of Directors of the Company	<b>Chairman</b> :- (a) Shareholders' Grievance Committee (b) Remuneration Committee (c) Share Transfer Committee <b>Member</b> :- (a) Audit Committee
Chairmanship/Membership of Committees of Directors of other companies	Nil



ALLIANCE MANAGEMENT AND FISCAL SERVICES LIMITED

## REPORT OF THE DIRECTORS

### For the year ended 31st March, 2005

Your Directors have the pleasure in presenting their Fifteenth Annual Report and the Audited Statement of Accounts for the year ended 31st March, 2005

#### FINANCIAL RESULTS

	For the year ended 31.3.2005 (Rs. in Lakhs)	For the year ended 31.3.2004 (Rs. in Lakhs)
Gross Profit/(Loss)	(4.80)	(215.80)
Less : Depreciation (Net of Lease Equalisation charge)	14.68	14.88
<b>Operating Profit/(Loss)</b>	<b>(19.68)</b>	<b>(230.92)</b>
<b>Net Profit/(Loss)</b>	<b>(19.68)</b>	<b>(230.92)</b>
Balance brought forward	(1517.67)	(1286.75)
<b>Balance transferred to Balance Sheet</b>	<b>(1537.35)</b>	<b>(1517.67)</b>

#### PERFORMANCE OF COMPANY

During the year the Company made some recoveries from debts/asset. Due to paucity of funds no new business could be done. In view of loss no dividend is proposed.

#### FUTURE PROSPECT

Future prospect depends on recovery from assets/loans written off in the past. Your directors, therefore, view the future with caution.

#### PUBLIC DEPOSITS

Your Company did not accept any Public Deposits during the year ended 31st March, 2005.

#### PARTICULARS OF EMPLOYEES :

There are no employees whose particulars need to be disclosed under section 217(2A) of the Companies Act, 1956.

#### RESPONSIBILITY STATEMENT OF THE BOARD OF DIRECTORS

The Directors' responsibility statement setting out the compliance with the accounting and financial reporting requirements specified under Section 217(2AA) of the Companies (Amendment) Act, 2000 in respect of the financial statements, is annexed to this report (Annexure-A).

#### REPORT UNDER COMPANIES (DISCLOSURE OF PARTICULARS IN THE DIRECTORS' REPORT) RULES, 1986.

In terms of the abovementioned Rule, disclosure of the following particulars is made :

##### (A) Conservation of Energy & (B) Technology Absorption

The main activity of your Company being non-manufacturing there is no information to report under these heads.

##### (B) Foreign Exchange Earnings and Outgo :

Income : Nil (Nil)

Outgo : Nil (Nil)

#### DISCLOSURES UNDER CLAUSE 49(VII) OF THE LISTING AGREEMENT

##### CORPORATE GOVERNANCE

Your Company has been following and practicing the principles of Corporate Governance as provided in the Listing Agreement with the Stock Exchanges. Report on the Corporate Governance is given in the Annexure to this report.

Pursuant to clause 49(viii) of the Agreement a certificate dated 26th June, 2005 of the Auditors of the Company regarding compliance with the conditions of Corporate Governance is annexed to this report.

In course of inspection conducted by the Office of the Regional Director, Department of Company Affairs, Calcutta, minor and compoundable violations in the past years of certain provisions of the Companies Act, 1956 came to light and the consequent penalties resulting from the said violations were compound and paid.

#### AUDITORS' REPORT

The comments in the Auditors' Report are adequately explained in the Notes to the Accounts. Members are requested to refer to Notes for details.

#### DIRECTORS

Mr. P D Pathak, Mr. R N Nandy, Mr. K K Chatterjee and Mr. S S Majumdar were appointed as Additional Directors of the Company with effect from 29th June, 2004 and their appointments were confirmed by the members at the last Annual General Meeting held on 28th September, 2004.

Mr. P D Pathak retires by rotation at the forthcoming Annual General Meeting and being eligible offered himself for reappointment. The members may please refer to the notice of the meeting in which his particulars are furnished.

#### ACKNOWLEDGEMENT

Your Directors record their appreciation for the co-operation and assistance provided to the Company by its shareholders, Corporate Customers and Government Agencies.

Your Directors wish to place on record their appreciation of the dedicated service and hard work put in by the employees of your company at all levels.

On behalf of the Board of Directors

Date : 29.06.2005

Place : Kolkata

P D Pathak

Chairman



ANNEXURE-A

**DIRECTORS' RESPONSIBILITY STATEMENT PURSUANT TO SECTION 217(2AA) OF THE COMPANIES ACT, 1956**

The Directors hereby confirm :-

- i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) that the directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give

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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 that period;

- iii) 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;
- iv) that the directors had prepared the annual accounts on a going concern basis.



**ANNEXURE TO THE DIRECTORS' REPORT  
REPORT ON CORPORATE GOVERNANCE**

**Company's Philosophy**

The Company believes in Corporate Governance as envisaged in Clause 49 of the Listing Agreement and have implemented the mandatory provisions as mentioned therein.

The Company is also a Non Banking Financial Company and adheres to the NBFC Regulations issued by Reserve Bank of India from time to time.

**Management Discussion and Analysis**

The income of your Company fell substantially. However there were some recoveries from Non-performing assets which had been previously written off.

**Board of Directors**

During the year under review, your Company consisted of

four directors comprising three Non-executive Directors including the Chairman.

During the year ended 31st March, 2005 four Board meetings were held.

None of the directors on the Board of your Company are members in more than ten committees of directors and they did not act as Chairman of more than five committees of directors across all companies in which they were directors.

The composition of the Board of Directors upto 31st March, 2005, their attendance at the Board and last Annual General Meetings as also the number of their directorships and memberships of committees in all companies in which they were directors are given below:

Sl. No.	Name of Directors	Category of Directorship	No of Board Meetings attended	Attendance at last AGM	No. of other Directorships	No. of Chairmanship in Committees	No. of Membership in Committees
1.	Dr. Abhijit Sen (1)	Chairman & Non-Executive Director	1	No			
2	M K Ogra (1)	Non-Executive Director	1	No			
3	Rajive Kauli (1)	Non-Executive Director	1	No			
4	D N Bhattacharjee (1)	Non-Executive Independent Director	1	No	1	2	2
5	P K Mallik (1)	Non-Executive Independent Director	1	No	5	2	6
6	Rajiv Singhi (1)	Non-Executive Independent Director	1	No	1	-	2
7	Shilpa Sen (1)	Non-Executive Director	-	No			
8	P D Pathak (2)	Non-Executive Independent Director	2	No	2	3	1
9	K K Chatterjee (2)	Non-Executive Independent Director	4	Yes	1		4
10	R N Nandy (2)	Non-Executive Independent Director	4	Yes	1	1	1
11	S S Majumdar (2)	Whole Time Director & Company Secretary	4	Yes	1		4





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Mr. S S Majumdar was appointed as Whole Time Director & Company Secretary wef 29.6.2004 in terms of Sec. 269 of the Companies Act, 1956.

- (1) Resigned from the Directorship of the Company wef 29th June, 2004.
- (2) Appointed Additional Director wef 29.6.2004 and the appointments were confirmed at the Annual General Meeting held on 28.09.2004.

**Pecuniary Relationship and Transactions with Non-Executive Directors :**

The Company did not have any pecuniary relationship or transactions with the Non-Executive Directors other than payment of sitting fees to them for attending Board and

Committee Meetings.

**Remuneration of Directors :**

Details of remunerations paid/payable to Directors during the financial year ended 31st March, 2005 are given below :

Sl. No.	Name of Director	Relationship with other Director	Sitting Fee Rs.	Salary & Perquisites Rs.	Commission Rs.	Total Rs.
1.	Dr. Abhijit Sen (1)	Related to Mrs. S. Sen	Nil	Nil	Nil	Nil
2.	M. K. Ogra (1)	None	Nil	3	Nil	3
3.	Rajive Kaul (1)	None	Nil	Nil	Nil	Nil
4.	D. N. Bhattacharjee (1)	None	Nil	Nil	Nil	Nil
5.	P. K. Mallik (1)	None	1000	Nil	Nil	1000
6.	Rajiv Singhi (1)	None	1000	Nil	Nil	1000
7.	Shipra Sen (1)	Related to Dr. A. Sen	Nil	Nil	Nil	Nil
8.	P D Pathak	None	Nil	Nil	Nil	Nil
9.	K K Chatterjee	None	Nil	Nil	Nil	Nil
10.	R N Nandy	None	Nil	Nil	Nil	Nil
11.	S S Majumdar (2)	None	Nil	168000	Nil	168000

- (1) Resigned wef 29.6.2004 (2) Includes Rs. 42000 – salary for 3 months paid during the period Mr Majumdar was Manager & Company Secretary.

**Committees of Board**

**Audit Committee**

The Audit Committee of the Board was set up on 30th June, 2001 comprising three Non-executive Independent Directors.

The Committee has been reconstituted comprising Mr. P D Pathak – Chairman, Mr. K K Chatterjee – Member, Mr. R N Nandy – Member with effect from 29.6.2004 consequent upon resignation of Messrs. D N Bhattacharjee, P K Mallik and Rajiv Singhi from the directorship of the Company from that date. The Committee had meetings on 29.6.04, 30.8.04, 4.10.04; 11.2.05 during the year.

The attendance record of the members of the Committee is given below :

Sl. No.	Name of Member	Status	No. of Meetings attended	Sitting Fee Paid (Rs.)
1	D. N. Bhattacharjee(1)	Chairman	1	Nil
2	P K Mallik (1)	Member	1	1000
3	Rajiv Singhi (1)	Member	1	1000
4	P D Pathak	Chairman	2	Nil
5	R N Nandy	Member	3	Nil
6	K K Chatterjee	Member	3	Nil

- (1) Resigned wef 29-6-2004