



**NOTICE**

Notice is hereby given that an Extra- Ordinary General Meeting of **Allied Nippon Limited** (CIN: U34300DL1988PLC030910) will be held on Wednesday, the 4<sup>th</sup> January, 2017 at 11:00 a.m. at GA-2, B-1, Extension, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110 044 to transact the following business:

**SPECIAL BUSINESS**

**1. Revision of Remuneration of Mr. Ravi Talwar (DIN: 00177922), Chairman & Whole Time Director of the Company, payable w.e.f. the 1<sup>st</sup> October, 2016**

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 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the following increased remuneration of Mr. Ravi Talwar, Chairman & Whole Time Director (DIN: 00177922) as recommended by the Board and its Nomination and Remuneration Committee effective from the 1<sup>st</sup> October, 2016, be and is hereby approved.

**Revised Remuneration of Mr. Ravi Talwar, Chairman & Whole Time Director, payable with effect from the 1<sup>st</sup> October, 2016**

**I Salary**

Salary of Rs. 15,00,000 (Rupees Fifteen Lacs only) per month.

**II Commission on Net Profit**

Up to 5% of Net Profit of the Company for each Financial Year computed in accordance with the provisions of Section 198 of the Companies Act, 2013.

**III Perquisites & Allowances**

In addition to the above, he shall be entitled to the following perquisites and allowances.

**PART "A"**

(a) **Housing**:- House Rent Allowance not exceeding 60% of the Salary.

CIN: U34300DL1988PLC030910

**ALLIED NIPPON LIMITED**

A-12, Site IV, Industrial Area, Sahibabad-201 010 Distt. Ghaziabad U.P. (INDIA)

Phone : +91 120 4539600, Fax : +91 120 2896685 e-mail : anl@alliednippon.com

Regd. Off. : 1006, Akash Deep Building, 26/A, Barakhamba Road, Connaught Place, New Delhi - 110 001

Tele Fax : +91 11 2375 3575, 2375 3576 e-mail : intertrade@bol.net.in

Website: [www.alliednippon.com](http://www.alliednippon.com)

- (b) **Gas, Electricity, Water and Furnishing:-** Expenses incurred on Gas, Electricity, Water and furnishing not exceeding Rs. 60,000 per month.
- (c) **Leave Travel Assistance:-** Payable as per the rules of the Company, not exceeding one-month salary.
- (d) **Club Fee:-** Fees of clubs, subject to a maximum of two clubs, not exceeding Rs. 1,00,000/- per annum.
- (e) **Personal Accident Insurance:-** Premium not exceeding Rs. 5,000/- per annum.
- (f) **Medical Reimbursement:-** Reimbursement of actual medical expenses for self and family, not exceeding Rs. 15,000 per month.
- (g) **Mediclim:-** Mediclim Policy for self and family for premium not exceeding Rs. 5,00,000/- per annum.

**Explanation:-**For the above purpose family means the spouse, the children and parents of the appointee.

#### **PART "B"**

- (a) **Provident Fund:-** Contribution towards Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- (b) **Gratuity:-** Gratuity in accordance with the rules of the Company but not exceeding one-half month's basic salary for each completed year of service.
- (c) **Leave:-** Leave shall be allowed with full pay and allowances as per the rules of the Company.

**RESOLVED FURTHER THAT** Mr. Ravi Talwar be reimbursed entertainment expenses actually and properly incurred in course of the business of the Company.

**RESOLVED FURTHER THAT** Mr. Ravi Talwar be permitted use of Company's car with driver and also telephone at residence for official business of the Company.

**RESOLVED FURTHER THAT** the appointment of Mr. Ravi Talwar can be terminated at any time by either party by giving to the other three months' notice in writing.

**RESOLVED FURTHER THAT** Mr. Ravi Talwar shall not be entitled to any sitting fees or other payments for attending meetings of the Board, or where applicable, any committee/s thereof.

**RESOLVED FURTHER THAT** during the period Mr. Ravi Talwar remains as Whole Time Director, all other rules, regulations, etc. of the Company shall be applicable to him, unless otherwise decided by the Board.

**RESOLVED FURTHER THAT** in the absence or inadequacy of profits in any financial year, the remuneration as set out above be paid to Mr. Ravi Talwar as minimum remuneration, subject to necessary approval(s) as may be required.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to vary and/or modify the remuneration of Mr. Ravi Talwar, and other terms and conditions, from time to time, to the extent recommended by the Nomination and Remuneration Committee, notwithstanding his remuneration exceeds the limits of Section 197 or Schedule V and other applicable provisions of the Act, as existing from time to time.”

**2. Revision of Remuneration of Mr. Rohan Talwar (DIN: 00177693), Managing Director of the Company, payable w.e.f. the 1<sup>st</sup> October, 2016**

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 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the following increased remuneration of Mr. Rohan Talwar, Managing Director (DIN: 00177963) as recommended by the Board and its Nomination and Remuneration Committee effective from the 1<sup>st</sup> October, 2016, be and is hereby approved.

**Revised Remuneration of Mr. Rohan Talwar, Managing Director, payable with effect from the 1<sup>st</sup> October, 2016**

**I Salary**

Salary of Rs. 15,00,000 (Rupees Fifteen Lacs only) per month.

**II Commission on Net Profit**

Up to 5% of Net Profit of the Company for each Financial Year computed in accordance with the provisions of Section 198 of the Companies Act, 2013.

**III Perquisites & Allowances**

In addition to the above, he shall be entitled to the following perquisites and allowances.

**PART "A"**

- (a) **Housing:-** House Rent Allowance not exceeding 60% of the Salary.
- (b) **Club Fee:-** Fees of clubs, subject to a maximum of two clubs, not exceeding Rs. 20,000/- per annum.
- (c) **Personal Accident Insurance:-** Premium not exceeding Rs. 5,000/- per annum.
- (d) **Medical Reimbursement:-** Reimbursement of actual medical expenses for self and family, not exceeding Rs. 15,000/- per month.
- (e) **Mediclaime:-** Mediclaime Policy for self and family for premium not exceeding Rs. 15,000/- per annum.

**Explanation:-** For the above purpose family means the spouse, the children and parents of the appointee.

- (f) **Leave Travel Assistance:-** Payable as per the rules of the Company, not exceeding one-month salary.

**PART "B"**

- (a) **Provident Fund:-** Contribution towards Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- (b) **Gratuity:-** Gratuity in accordance with the rules of the Company but not exceeding one-half month's basic salary for each completed year of service.
- (c) **Leave:-** Leave shall be allowed with full pay and allowances as per the rules of the Company.

**RESOLVED FURTHER THAT** Mr. Rohan Talwar be reimbursed entertainment expenses actually and properly incurred in course of the business of the Company.

**RESOLVED FURTHER THAT** Mr. Rohan Talwar be permitted use of Company's car with driver and also telephone at residence for official business of the Company.

**RESOLVED FURTHER THAT** the appointment of Mr. Rohan Talwar can be terminated at any time by either party by giving to the other three months' notice in writing.

**RESOLVED FURTHER THAT** Mr. Rohan Talwar shall not be entitled to any sitting fees or other payments for attending meetings of the Board, or where applicable, any committee/s thereof.

**RESOLVED FURTHER THAT** during the period Mr. Rohan Talwar remains as Managing Director, all other rules, regulations, etc. of the Company shall be applicable to him, unless otherwise decided by the Board.

**RESOLVED FURTHER THAT** in the absence or inadequacy of profits in any financial year, the remuneration as set out above be paid to Mr. Rohan Talwar as minimum remuneration, subject to necessary approval(s) as may be required.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to vary and/or modify the remuneration of Mr. Rohan Talwar, and other terms and conditions, from time to time, to the extent recommended by the Nomination and Remuneration Committee, notwithstanding his remuneration exceeds the limits of Section 197 or Schedule V and other applicable provisions of the Act, as existing from time to time."

**3. Revision of Remuneration of Mr. Navin Chandra Agarwal (DIN: 00188367), President & Whole Time Director of the Company, payable w.e.f. the 1<sup>st</sup> October, 2016**

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 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the following increased remuneration of Mr. Navin Chandra Agarwal, President & Whole Time Director (DIN: 00188367) as recommended by the Board and its Nomination and Remuneration Committee effective from the 1st October, 2016, be and is hereby approved.

**Revised Remuneration of Mr. Navin Chandra Agarwal, President & Whole Time Director, payable with effect from the 1<sup>st</sup> October, 2016**

**I Salary**

Salary of Rs. 6,85,000 (Rupees Six Lacs Eighty Five Thousand only) per month.

**II Commission on Net Profit**

Up to 1% of Net Profit of the Company for each Financial Year computed in accordance with the provisions of Section 198 of the Companies Act, 2013.

### III Perquisites & Allowances

In addition to the above, he shall be entitled to the following perquisites and allowances.

#### PART "A"

- (a) **Housing:-** House Rent Allowance not exceeding Rs. 60,000/- per month.
- (b) **Leave Travel Assistance:-** Payable as per the rules of the Company, not exceeding one-month salary.
- (c) **Medical Reimbursement:-** Reimbursement of actual medical expenses for self and family, not exceeding Rs. 1,500/- per month.
- (d) **Uniform Allowance:-** Not exceeding Rs. 2,000/- per month.
- (e) **Fixed Conveyance Allowance:-** Not exceeding Rs. 1,600/- per month.
- (f) **Club Fees:-** Fees of clubs, subject to a maximum of two clubs, not exceeding Rs. 42,000/- per annum.

#### PART "B"

- (a) **Provident Fund:-** Contribution towards Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- (b) **Gratuity:-** Gratuity in accordance with the rules of the Company but not exceeding one-half month's basic salary for each completed year of service.
- (c) **Leave:-** Leave shall be allowed with full pay and allowances as per the rules of the Company.

**RESOLVED FURTHER THAT** Mr. Navin Chandra Agarwal be reimbursed entertainment expenses actually and properly incurred in course of the business of the Company.

**RESOLVED FURTHER THAT** Mr. Navin Chandra Agarwal be permitted use of Company's car with driver and also telephone at residence for official business of the Company.

**RESOLVED FURTHER THAT** the appointment of Mr. Navin Chandra Agarwal can be terminated at any time by either party by giving to the other three months' notice in writing.

**RESOLVED FURTHER THAT** Mr. Navin Chandra Agarwal shall not be entitled to any sitting fees or other payments for attending meetings of the Board, or where applicable, any committee/s thereof.

**RESOLVED FURTHER THAT** during the period Mr. Navin Chandra Agarwal remains as Whole Time Director, all other rules, regulations, etc. of the Company shall be applicable to him, unless otherwise decided by the Board.

**RESOLVED FURTHER THAT** in the absence or inadequacy of profits in any financial year, the remuneration as set out above be paid to Mr. Navin Chandra Agarwal as minimum remuneration, subject to necessary approval(s) as may be required.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to vary and/or modify the remuneration of Mr. Navin Chandra Agarwal, and other terms and conditions, from time to time, to the extent recommended by the Nomination and Remuneration Committee, notwithstanding his remuneration exceeds the limits of Section 197 or Schedule V and other applicable provisions of the Act, as existing from time to time."

*For and on behalf of the Board*  
**For Allied Nippon Limited**

*Monika*

**Monika Dhingra**  
**GM (Corporate Affairs) & Company Secretary**



Date: 28<sup>th</sup> November, 2016  
Place: New Delhi

**Notes:**

- A. Appointment of Proxy: A member entitled to attend and vote at the Extra- Ordinary General Meeting of the Company 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.**

**A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and same person shall not act as Proxy for any other person or shareholder.**

**The instrument appointing the Proxy, duly completed and signed, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy does not have the right to speak at the meeting and vote only on a poll.**

- B. Corporate Members:** Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extra- Ordinary General Meeting.
- C.** In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
- D.** The route map showing direction to the venue of the meeting is annexed.
- E.** Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Notices, Annual Report etc. from the Company electronically.
- F. Explanatory Statement:** Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of Special Business under item nos. 1 to 3 are enclosed herewith.



**Explanatory Statement pursuant to Section 102 of  
The Companies Act, 2013**

**Item Nos. 1 to 3**

**Mr. Ravi Talwar (DIN: 00177922)**, who is a Commerce Graduate from Shriram College of Commerce, New Delhi having a vast experience of over 40 years in various commercial fields including manufacturing and trading of friction materials i.e. Brake Shoe, Brake Pads, Brake Linings, Clutch Facings and Railway Blocks, is holding the position of Chairman and Whole Time Director in the Company since 1989. His present term of appointment is upto 1<sup>st</sup> September, 2018.

**Mr. Rohan Talwar (DIN: 00177963)**, who has done Bachelor of Science from Leonard N. Stern School of Business, New York University and MBA from Columbia University, USA having specialization in Economics and Finance, is holding the position of Managing Director in the Company since 2010. His present term of appointment is upto 31<sup>st</sup> August, 2019.

**Mr. Navin Chandra Agarwal (DIN: 00188367)**, who has done Bachelor of Engineering from IIT Roorkee and MBA from Faculty of Management Studies, New Delhi, having vast experience of over 36 years in works management including Productions, Purchase, Engineering, Industrial Engineering, Stores, Quality Assurance, I R, Marketing and Maintenance functions, is holding the position of President & Whole Time Director in the Company since 2012. His present term of appointment is upto 3<sup>rd</sup> September, 2018.

The Board of Directors in their meeting held on the 31<sup>st</sup> August, 2016, revised the remuneration of all the Executive Directors with effect from the 1<sup>st</sup> July, 2016 on the recommendation of the Nomination and Remuneration Committee in its meeting held on the 30<sup>th</sup> August, 2016. The same was also approved by the Shareholders in their Annual General Meeting held on the 30<sup>th</sup> September, 2016.

However, the Board was of the opinion that the existing remuneration of Executive Directors was considerably inadequate, when compared with the industry norms and similarly placed senior management personnel in other industries and hence requires further review and revision. Thus, the Board again reviewed the remuneration payable to the Executive Directors after taking into consideration their active involvement in all spheres of management for exploring business opportunities both in India and Overseas and their contribution in the progress of the Company, present business performance & future growth plans and vast experience in the automotive industry. The Board is of the opinion that the Executive Directors should be adequately compensated by way of enhancing their remuneration along with other allied perquisites with effect from the 1<sup>st</sup> October, 2016. The proposed remuneration would be commensurate with the responsibilities being undertaken by them.

Therefore, the Board, at its meeting held on the 28<sup>th</sup> November, 2016, proposed to revise the remuneration of all three Executive Directors with effect from the 1<sup>st</sup> October, 2016, as recommended by the Nomination and Remuneration Committee, subject to the approval of Shareholders in the ensuing Extra- Ordinary General Meeting.

It is, therefore, conceivable that such modification in the terms of remuneration will amount to revision in the overall remuneration payable to them, in terms of Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, hence, approval of the Shareholders is required by passing Special Resolution.

Your Directors recommend passing the proposed Resolutions given in Item Nos. 1 to 3 as Special Resolutions. Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is also enclosed herewith as **Annexure-I**.

A Statement containing information as required to be disclosed in the Explanatory Statement is enclosed herewith as **Annexure-II**.

Except Mr. Ravi Talwar, Mr. Rohan Talwar and Ms. Revati Talwar, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed resolutions as set out in Item Nos. 1 and 2 of the Notice. With regard to the proposed resolution as set out in Item No. 3 of the Notice, except Mr. Navin Chandra Agarwal himself, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise.

*For and on behalf of the Board*  
**For Allied Nippon Limited**

*Monika*

**Monika Dhingra**  
**GM (Corporate Affairs) & Company Secretary**



Date: 28<sup>th</sup> November, 2016  
Place: New Delhi

**STATEMENT AS REQUIRED UNDER SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013**

**I. GENERAL INFORMATION**

(1) **Nature of Industry:** Automobile Industry, the Company is engaged in the manufacturing of Brake Pads, Brake Linings, Brake Shoe, Clutch Facings and other friction material products for automobiles.

(2) **Date or expected date of commencement of commercial production:**

Commenced business activities w.e.f. 10.03.1988

(3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus**

Not Applicable

(4) **Financial Performance based on given indicators:-**

	31 <sup>st</sup> March, 2016 (Rs. In Millions)
Sales	2797.02
Other Income	25.61
Profit Before Tax	160.43
Profit After Tax	116.08

(5) **Foreign investments or Collaborations, if any:**

Foreign Investments as on 31.03.2016 (converted in Indian Rupees)

Allied Comline Ltd. U.K. : Rs. 3371

**II. INFORMATION ABOUT THE APPOINTEE:-**

A. Mr. Ravi Talwar:-

(1) **BACKGROUND DETAILS, RECOGNITION OR AWARDS:**

Mr. Ravi Talwar is Bachelor of Commerce from Shriram College of Commerce, New Delhi. He is having vast experience for over 40 years in the field of manufacturing and

trading of friction materials i.e. Brake Shoe, Brake Pads, Brake Linings, Clutch Facings, Railway Blocks etc.

**(2) PAST REMUNERATION:-**

Mr. Ravi Talwar was drawing the following remuneration from the Company before proposed remuneration in the resolution:-

Particulars	Monthly Remuneration Amount in Rs.
Salary	6,00,000
House Rent Allowance	3,60,000
Special Allowance	75,583
Gas, Electricity, Water & Furnishing	60,000
Medical Reimbursement	4,000
Mediclaim Policy	41,667
Personal Accident Insurance	417
LTC	50,000
Commission	Upto 5% of the Net profit for each F.Y.
Club Fees {Maximum 2 Clubs}	8,333
Car with Driver	Actual Expenses
Telephone at Residence	
Gratuity	As per rules of the Company
Provident Fund	
Leave	

**(3) JOB PROFILE AND HIS SUITABILITY**

Mr. Ravi Talwar is associated with the Company since 10<sup>th</sup> March, 1988 as Director. He was appointed as Chairman on the 9<sup>th</sup> March, 1989 and continues to hold the position of Chairman. He has been entrusted with the substantial powers of the management of the Company.

The challenging business environment requires review of all operations, monitoring and decision making on day to day basis besides strategic guidance and advice on ongoing basis for modernization, technological up gradation and expansion activities in which the Company would be immensely benefited by his matured and timely advise.

**(4) REMUNERATION PROPOSED**

As specified in the Item No. 1

**(5) COMPARATIVE REMUNERATION PROFILE WITH RESPECTS TO INDUSTRY, SIZE OF THE COMPANY, PROFILE OF THE POSITION AND PERSON:**

The remuneration of the appointee; Mr. Ravi Talwar is fully justifiable and comparable to that prevailing in the industry, keeping in view his contribution made in the growth and expansion of the Company, enriched knowledge, vast experience in the automotive industry and his active involvement in all spheres of the management for exploring business opportunities both in India and Overseas.

**(6) PECUNIARY RELATIONSHIP WITH THE COMPANY OR RELATIONSHIP WITH THE MANAGERIAL PERSONNEL, IF ANY:**

Besides the remuneration proposed, Mr. Ravi Talwar does not have any other pecuniary relationship with the Company. However, Mr. Ravi Talwar is related to Mr. Rohan Talwar, being his son and Ms. Revati Talwar, being his daughter.

**B. MR. ROHAN TALWAR**

**(1) BACKGROUND DETAILS, RECOGNITION OR AWARDS:**

Mr. Rohan Talwar is Bachelor of Science from Leonard N. Stern School of Business, New York University and M.B.A from Columbia University, U.S.A. having specialization in Economics and Finance. In addition to this, Mr. Rohan Talwar is having an experience for over 12 Years in the field of manufacturing and trading of friction materials.

**(2) PAST REMUNERATION:-**

Mr. Rohan Talwar was drawing the following remuneration from the Company before proposed remuneration in the resolution:-

<b>Particulars</b>	<b>Monthly Remuneration Amount in Rs.</b>
Salary	5,20,000
Commission	Upto 5% of Net Profit for each F.Y.
House Rent Allowance	3,12,000
Special Allowance	1,19,333
Medical Reimbursement	2,000
Mediclaime Policy	1,250
Personal Accident Insurance	417
Club Fees {Maximum 2 Clubs}	1,667
LTC	43,333
Car with Driver	Actual Expenses
Telephone at Residence	

Gratuity	As per rules of the Company
Provident Fund	
Leave	

**(3) JOB PROFILE AND HIS SUITABILITY**

Mr. Rohan Talwar is associated with the Company since 2006. He was appointed as Managing Director on the 1<sup>st</sup> September, 2010 and continues to hold the position of Managing Director. He is having an experience in the field of manufacturing and trading of friction materials. His valuable knowledge and experience in these fields will be immensely beneficial to the Company.

He is responsible for overall day-to-day management of the Company under the supervision and control of the Board of Directors of the Company.

**(4) REMUNERATION PROPOSED**

As specified in the Item No. 2

**(5) COMPARATIVE REMUNERATION PROFILE WITH RESPECTS TO INDUSTRY, SIZE OF THE COMPANY, PROFILE OF THE POSITION AND PERSON:**

The remuneration of the appointee; Mr. Rohan Talwar is fully justifiable and comparable to that prevailing in the industry, keeping in view his contribution made in the growth and expansion of the Company, enriched knowledge, vast experience in the automotive industry and his active involvement in all spheres of the management for exploring business opportunities both in India and Overseas.

**(6) PECUNIARY RELATIONSHIP WITH THE COMPANY OR RELATIONSHIP WITH THE MANAGERIAL PERSONNEL, IF ANY:**

Besides the remuneration proposed, Mr. Rohan Talwar does not have any other pecuniary relationship with the Company. However, Mr. Rohan Talwar is related to Mr. Ravi Talwar, being his father and Ms. Revati Talwar, being his sister.

**C. MR. NAVIN CHANDRA AGARWAL**

**(1) Background Details, Recognition or awards:**

Mr. Navin Chandra Agarwal who has done Bachelor of Engineering from IIT Roorkee and MBA from Faculty of Management Studies, New Delhi is having vast experience of over 36 years in works management including Productions, Purchase, Engineering, Industrial Engineering, Stores, Quality Assurance, I R, Marketing and Maintenance functions.

**(2) PAST REMUNERATION:-**

Mr. Navin Chandra Agarwal was drawing the following remuneration from the Company before proposed remuneration in the resolution:-

Particulars	Monthly Remuneration Amount in Rs.
Salary	3,85,000
House Rent Allowance	60,000
Medical Reimbursement	1,500
Uniform Allowance	2,000
Fixed Conveyance	1,600
Leave Travel Allowance	32,083
Club Fee	3,500
Car with Driver	Actual Expenses
Telephone at Residence	
Provident Fund	As per Rules of the Company
Leave	
Gratuity	

**(3) JOB PROFILE AND HIS SUITABILITY:**

Mr. Navin Chandra Agarwal is associated with the Company as President since 2011. He was appointed as Whole Time Director of the Company on the 4<sup>th</sup> September, 2012 and continues to hold the position of Whole Time Director. He is having a vast experience in total works management including Production (Moulding, metal stamping, tool room & assembly), Stores, Purchase, Marketing, Engineering, R & D, and Q.A. His valuable knowledge and experience in these fields will be immensely beneficial to the Company.

**(4) REMUNERATION PROPOSED:**

As specified in the Item No. 3

**(5) COMPARATIVE REMUNERATION PROFILE WITH RESPECTS TO INDUSTRY, SIZE OF THE COMPANY, PROFILE OF THE POSITION AND PERSON:**

The remuneration of the appointee; Mr. Navin Chandra Agarwal is fully justifiable and comparable to that prevailing in the industry, keeping in view his contribution made in the growth and expansion of the Company, enriched knowledge, vast experience in the automotive industry and his active involvement in all spheres of the management for exploring business opportunities both in India and Overseas.

**(6) PECUNIARY RELATIONSHIP WITH THE COMPANY OR RELATIONSHIP WITH THE MANAGERIAL PERSONNEL, IF ANY:**

Besides the remuneration proposed, Mr. Navin Chandra Agarwal does not have any other pecuniary relationship with the Company.

**III. OTHER INFORMATION:**

**(1) REASONS OF LOSS OR INADEQUATE PROFITS:**

Presently, the Company is not suffering from any loss. However, automotive industry is highly competitive and grooming industry but due to business cycle phases, the Company may have inadequate profits.

**(2) STEPS TAKEN OR PROPOSED TO BE TAKEN FOR IMPROVEMENT:**

The management has adopted focused and aggressive business strategies in all spheres of functions to improve the sales and profitability of the Company.

**(3) EXPECTED INCREASE IN PRODUCTIVITY AND PROFITS IN MEASURABLE TERMS**

Considering the Company's growth plans, the Company is expecting increase in revenue and profitability. The management is confident of keeping a higher growth ratio in the periods to come.

*For and on behalf of the Board*  
**For Allied Nippon Limited**



**Monika Dhingra**

**GM (Corporate Affairs) & Company Secretary**



Date: 28<sup>th</sup> November, 2016  
Place: New Delhi



**Annexure-II****DETAILS OF DIRECTORS SEEKING VARIATION IN THE TERMS OF THEIR REMUNERATION AT THE EXTRA- ORDINARY GENERAL MEETING**

	Variation in the terms of Remuneration	Variation in the terms of Remuneration	Variation in the Terms of Remuneration
<b>Name of the Director</b>	<b>Mr. Rohan Talwar, Managing Director (DIN: 00177963)</b>	<b>Mr. Ravi Talwar, Chairman &amp; Whole Time Director (DIN: 00177922)</b>	<b>Mr. Navin Chandra Agarwal, President &amp; Whole Time Director (DIN: 00188367)</b>
<b>Age</b>	34 Years	66 Years	59 Years
<b>Qualification</b>	Bachelor of Science from Leonard N. Stern School of Business, New York University and MBA from Columbia University, USA	Commerce Graduate from Shriram College of Commerce, New Delhi	Bachelor of Engineering from IIT Roorkee and MBA from Faculty of Management Studies, New Delhi
<b>Experience</b>	Experience of over 12 years in the field of manufacturing and trading of friction materials	Experience of over 40 years in various commercial fields including manufacturing and trading of friction materials i.e. Brake Shoe, Brake Pads, Brake Linings, Clutch Facings and Railway Blocks	Experience of over 36 years in works management including Productions, Purchase, Engineering, Industrial Engineering, Stores, Quality Assurance, I R, Marketing and Maintenance functions
<b>Terms &amp; Conditions of Appointment/ Re-appointment along with details of remuneration sought to be paid</b>	As specified in Item No. 2 of the Notice	As specified in Item No. 1 of the Notice	As specified in Item No. 3 of the Notice
<b>Details of Remuneration last drawn</b>	As specified in Annexure-I of Statement under Section II of Part II of Schedule V of Companies Act, 2013	As specified in Annexure-I of Statement under Section II of Part II of Schedule V of Companies Act, 2013	As specified in Annexure-I of Statement under Section II of Part II of Schedule V of Companies Act, 2013
<b>Date of First Appointment on the Board</b>	27.06.2008	10.03.1988	04.09.2012

Shareholding in the Company	3,07,546 Shares (5.50%)	1,56,225 Shares (2.80%)	727 Shares (0.0130%)
Relationship with other Directors/ Managers/ Key Managerial Personnel	Son of Mr. Ravi Talwar, Chairman & Whole Time Director and Brother of Ms. Revati Talwar, Director of the Company	Father of Mr. Rohan Talwar, Managing Director & Ms. Revati Talwar, Director of the Company	NIL
No. of meetings of the Board attended during the year (01.04.2015 to 31.03.2016)	5 (Five)	5 (Five)	5 (Five)
Other Directorship, Membership/Chairmanship of Committee of other Board, as on 28.11.2016	<p><b><u>A.) Directorship:-</u></b></p> <ol style="list-style-type: none"> <li>1. T &amp; T Motors Pvt. Ltd.</li> <li>2. Talwar Tradex Pvt. Ltd.</li> <li>3. Krishnaav Engineering Ltd.</li> <li>4. Allied Motors Limited</li> <li>5. Allied Nippon Components Ltd.</li> <li>6. Allied JB Friction Pvt. Ltd.</li> <li>7. Allied Comline Ltd, U.K.</li> </ol> <p><b><u>B.) Membership &amp; Chairmanship of Committee of other Board:-</u></b></p> <p>NIL</p>	<p><b><u>A.) Directorship:-</u></b></p> <ol style="list-style-type: none"> <li>1. Talwar Tradex Pvt. Ltd.</li> <li>2. Allied Motors Ltd.</li> <li>3. T &amp; T Motors Pvt. Ltd.</li> <li>4. Sunrise Medicare Pvt. Ltd.</li> <li>5. TANDT Multitrading Pvt. Ltd.</li> <li>6. Allied Comline Ltd., U.K.</li> </ol> <p><b><u>B.) Membership &amp; Chairmanship of Committee of other Board</u></b></p> <p>NIL</p>	<p><b><u>(A.) Directorship:-</u></b></p> <ol style="list-style-type: none"> <li>1. Krishnaav Engineering Ltd.</li> <li>2. Shri Raghuwar Shayam Hospital &amp; Research Centre Pvt. Ltd.</li> <li>3. Allied JB Friction Pvt. Ltd.</li> </ol> <p><b><u>B.) Membership &amp; Chairmanship of Committee of other Board:-</u></b></p> <p>NIL</p>

