



Date: 19.08.2014

Mr. Prakash Lal Kapur
C-1/5, Safderjung Development Area
New Delhi-110016

Dear Sir,

On behalf of all the Board Members of Allied Nippon Ltd ("the Company"), I would like to express my gratitude to you for your 12 years as an Independent Board Member. Your contributions have been significant.

The purpose of this letter is to inform you about the new provisions related to the Independent Director (ID) introduced under the new Company Law i.e. Companies Act, 2013 ("the Act"). The Act has specifically defined the roles, duties, liabilities and the manner of appointment of IDs on the Board and various Committees of the Company. The Act requires that a Company should issue appointment letter to all its Independent Directors.

You have already been a member of the Board since 01.09.2001, and have been performing your expected role. However, in fulfillment of the requirements of the Act, we are pleased to issue this formal appointment letter to you. This letter will set out the terms of your appointment and your roles, duties, responsibility and liability as an Independent Director on the Board of the Company.

Kindly return the duplicate copy of this letter, and the Terms of Appointment enclosed herewith, duly signed by you in confirmation.

We look forward to your continued support and guidance.

Thanking you,

Yours sincerely
For Allied Nippon Limited

Ravi Talwar
Chairman & Whole Time Director
[DIN No. 00177922]

Encl: As above

CIN·U34300DL1988PLC030910

ALLIED NIPPON LIMITED

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Terms of Appointment of Independent Director

On behalf of the Company, I am pleased to confirm your appointment as an Independent Non-Executive Director of Allied Nippon Limited ("the Company"), as per the provisions of the Companies Act, 2013 with effect from the 19th August, 2014. The terms of your appointment are as below:-

1. Appointment:-

- 1.1 In accordance with the provisions of Companies Act, 2013 and other applicable laws, you are appointed as a Non- Executive Independent Director on the Board of Directors of the Company with effect from the 19th August, 2014. Your appointment shall be subject to confirmation by the Shareholders in the ensuing Annual General Meeting as per the provisions of the Companies Act, 2013. Your appointment is also subject to the maximum permissible Directorships that one can hold as per the provisions of the Companies Act, 2013.
- 1.2 The term Independent Director should be construed as defined under the Companies Act, 2013.
- 1.3 In compliance with provisions of Section 149(13) of the Companies Act, 2013, your Directorship is not subject to retirement by rotation.
- 1.4 The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013. Accordingly, your appointment will be for an initial period of five (5) years. The Company is at liberty to disengage Non- Executive Independent Director earlier subject to compliance of relevant provisions of the Companies Act, 2013.

2. Committees:-

During the tenure of office, you will be required to serve on such committees as the Board may request. Currently, the Board has five committees: Audit Committee; Nomination and Remuneration Committee; Share Transfer Committee; Executive Committee and Corporate Social Responsibility Committee. Your appointment on such committee(s) will be subject to the applicable provisions of the Companies Act, 2013.

You have been nominated to serve on the following Committee:

- (i) **Nomination and Remuneration Committee:-** The Committee shall identify persons who are qualified to become directors and who may be appointed in senior management, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.

3. Time Commitment

- 3.1 As a Non- Executive Director, you are expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance and risk management as well as ensuring high standards of financial probity and corporate governance. You will be expected to devote such time as is necessary for the proper performance of your duties and as an Independent Director you will be involved in a number of Board and Committee Meetings each year. You should strive to attend all the scheduled quarterly Board meetings; General Meetings; Committees of Board and other meetings as necessary.

