

**NOTICE**

Notice is hereby given that the 26th Annual General Meeting of the shareholders of the Company will be held on Friday, the 12th September, 2014 at 11.30 a.m. at GA-2, B-1, Extension, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110 044 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2014 and Profit & Loss account for the year ended on that date together with the Reports of Auditors and Directors thereon.
2. To declare dividend on Equity shares.
3. To appoint a Director in place of Mr. Ravi Talwar, who retires by rotation and, being eligible, offers himself for re-appointment.

4. Appointment of Statutory Auditors

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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, M/s. R.N. Marwah & Co; Chartered Accountants (Firm Registration No. 001211N), be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 29th Annual General Meeting of the Company to be held in the year 2017, subject to ratification of their appointment at every AGM, at such remuneration plus out-of pocket expenses etc. as may be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS**5. To approve amendments in the Articles of Association of the Company**

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 5 and 14 and all other applicable provisions, if any, of the Companies Act, 2013 {"the Act"}, and the Companies {Incorporation} Rules, 2014, as amended from time to time, and subject to the approval from any regulatory authorities as may be required, the existing Article 71 of the Articles of Association of the Company be and is hereby altered by replacing the existing Article with the following:-

Article No. 71 :- "Number of Directors shall not be less than three and not more than 15. All Directors excluding Independent Directors to be appointed pursuant to Section 149 of the Companies Act, 2013 and rules framed thereunder, are liable to retire by rotation."

RESOLVED FURTHER THAT the existing Articles of Association of the Company except Article No. 71 altered above, be and are hereby altered by inserting the following new Article No. 134 immediately after the existing Article No. 133.

CIN: U34300DL1988PLC030910

ALLIED NIPPON LIMITED

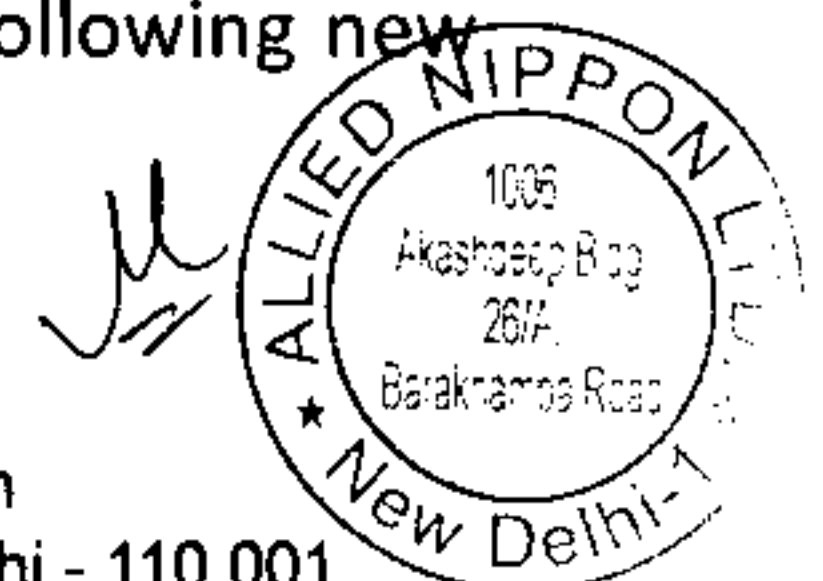
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Article No. 134 :- "The clauses of Table "F" specified in terms of Section 5 and Schedule I of the Companies Act, 2013 read with Companies {Incorporation} Rules, 2014 which set out the model Articles of Association for the Company Limited by Shares shall form part of the existing Articles of Association of the Company and any provision contained in the existing Articles No. 1 to 133 (excepting Article 71) which is/are inconsistent with and/or contrary to the said clauses of Table "F" and/or any other provision(s) of the Companies Act, 2013 and Rules framed therein shall cease to be applicable."

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised and empowered to do or cause to be done all such acts, things or deeds as may be required or incidental thereto to give effect to this resolution."

6. Appointment of Mr. Vijay Dhawan as an Independent Director of the Company

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, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("The Act") and the Rules framed thereunder, read with Schedule IV of the Act, as amended from time to time, Mr. Vijay Dhawan (DIN 00040687), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years with effect from 19th August, 2014 up to 18th August, 2019, whose office shall not be subject to retirement by rotation."

7. Appointment of Mr. Praveen Khurana as an Independent Director of the Company

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, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("The Act") and the Rules made thereunder, read with Schedule IV of the Act, as amended from time to time, Mr. Praveen Khurana (DIN 01105728), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years with effect from 19th August, 2014 up to 18th August, 2019, whose office shall not be subject to retirement by rotation."

8. Appointment of Mr. Prakash Lal Kapur as an Independent Director of the Company

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, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“The Act”) and the Rules made thereunder, read with Schedule IV of the Act, as amended from time to time, Mr. Prakash Lal Kapur (DIN 00005793), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years with effect from 19th August, 2014 up to 18th August, 2019, whose office shall not be subject to retirement by rotation.”

9. Revision of Remuneration of Mr. Ravi Talwar, Chairman & Whole Time Director of the Company, payable w.e.f. 1st July, 2014

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 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and, provisions of the Articles of Association of the Company, the following revised salary & perquisites {in short, referred to as remuneration} and other terms and conditions of Mr. Ravi Talwar, Chairman & Whole Time Director payable w.e.f 1st July, 2014, as decided by the Board of Directors and its Nomination and Remuneration Committee at their respective meetings held on the 19th August, 2014, be and is hereby approved:-

Revised remuneration of Mr. Ravi Talwar, Chairman & Whole Time Director, payable with effect from the 1st July, 2014

I Salary

Salary of Rs. 3,00,000 (Rupees Three Lacs only) per month.

II Commission on Net Profit

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

III Perquisites

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

PART "A"

(a) **Housing:-** House Rent allowance @ 60% of the Salary.



- (b) **Gas, Electricity, Water and furnishing:-** Expenses incurred on Gas, Electricity, Water and furnishing subject to a ceiling of 15 % of the salary.
- (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 expenses incurred for self and family subject to a ceiling of one month's salary in a year or three months salary over a period of three years.
- (g) **Mediclaim:-** Mediclaim Policy for self and family for premium not exceeding Rs. 75,000/- per annum.

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

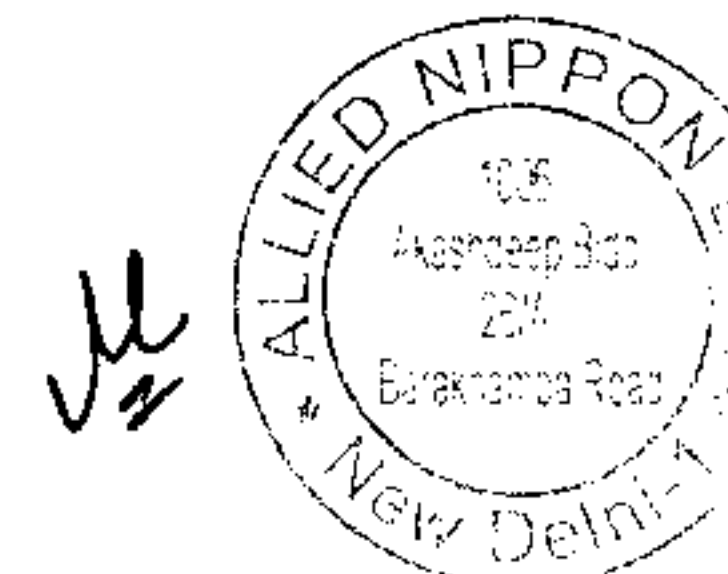
PART "B"

- (a) **Provident Fund:-** Company's contribution towards Provident Fund, as per rules of the Company, which are applicable from time to time, not being 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 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 in the event of no profits or inadequacy of profits in any financial year the remuneration payable to Mr. Ravi Talwar, shall be regulated in accordance with applicable parts/sections of the Schedule V and/or other applicable provisions of the Act, as existing from time to time.

RESOLVED FURTHER THAT during the period Mr. Ravi Talwar remains as Chairman and 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 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, including grant of one or more additional increments, annually, based on his performance, after approval of his remuneration by the Nomination and Remuneration Committee, provided that the remuneration is in accordance with the applicable provisions of the Companies Act, 2013 and the rules framed thereunder, as existing from time to time."

10. Revision of Remuneration of Mr. Rohan Talwar, Managing Director of the Company, payable w.e.f. 1st July, 2014

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 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and, provisions of the Articles of Association of the Company, the following revised salary & perquisites {in short, referred to as remuneration} and other terms and conditions of Mr. Rohan Talwar, Managing Director payable w.e.f 1st July, 2014, as decided by the Board of Directors and its Nomination and Remuneration Committee at their respective meetings held on the 19th August, 2014, be and is hereby approved:-

Revised Remuneration of Mr. Rohan Talwar, Managing Director, payable with effect from the 1st July, 2014

I Salary

Salary of Rs. 2,60,000 (Rupees Two Lacs Sixty Thousand only) per month.

II Commission on Net Profit

Up to 5% of the Net Profit of the Company for each financial year computed in accordance with the provisions of Sections 198 of the Companies Act, 2013.



III Perquisites

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

PART "A"

- (a) **Housing Facility:** House Rent Allowance not exceeding 60% of salary.
- (b) **Special Allowance:-** Not exceeding 15% of salary per month
- (c) **Club Fee:** Subject to maximum of two clubs not exceeding Rs. 10,000 per annum.
- (d) **Personal Accident Insurance:-** Premium not exceeding Rs. 5,000/- per annum.
- (e) **Medical Reimbursement:** Reimbursement of actual medical expenses for self and family, not exceeding one-month's salary in a year or three Month's salary over a period of three years.
- (f) **Mediclaime:-** Medical Policy for self and family for premium not exceeding Rs. 5,000/- per annum.

Explanation: For the purpose of this resolution "family" means the Spouse, dependent children and dependent parents of the appointee.

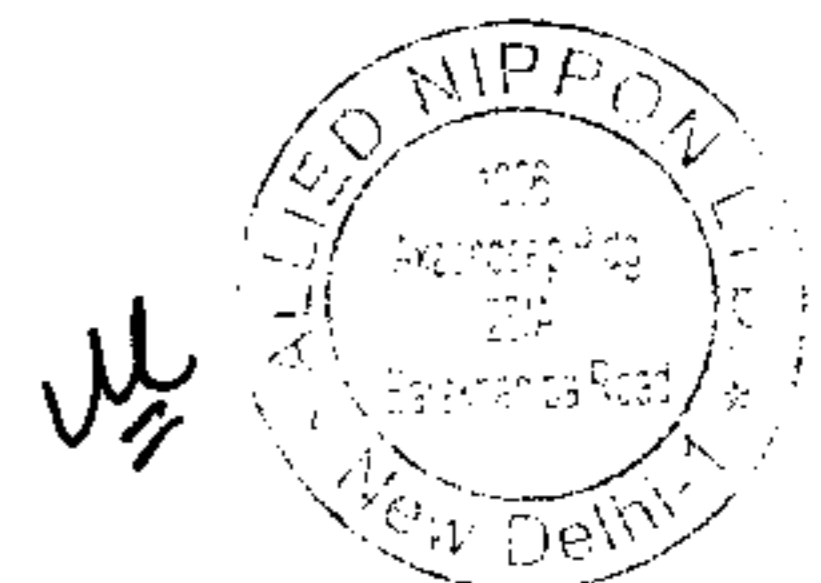
- (g) **Leave Travel Expenses:** Leave Travel expenses for self and family once in a year incurred in accordance with the rules of the Company, not exceeding one-month salary.

PART "B"

- (a) **Provident Fund:-** Company's contribution towards Provident Fund, as per rules of the Company, which are applicable from time to time, not being 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:-** Encashment of leave at the end of the tenure.

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 in the event of no profits or inadequacy of profits in any financial year the remuneration payable to Mr. Rohan Talwar, shall be regulated in accordance with applicable parts/sections of the Schedule V and/or other applicable provisions of the Act, as existing from time to time.

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 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, including grant of one or more additional increments, annually, based on his performance, after approval of his remuneration by the Nomination and Remuneration Committee, provided that the remuneration is in accordance with the applicable provisions of the Companies Act, 2013 and the rules framed thereunder, as existing from time to time.”

11. Revision of Remuneration of Mr. Navin Chandra Agarwal, President & Whole Time Director of the Company, payable w.e.f. 1st July, 2014

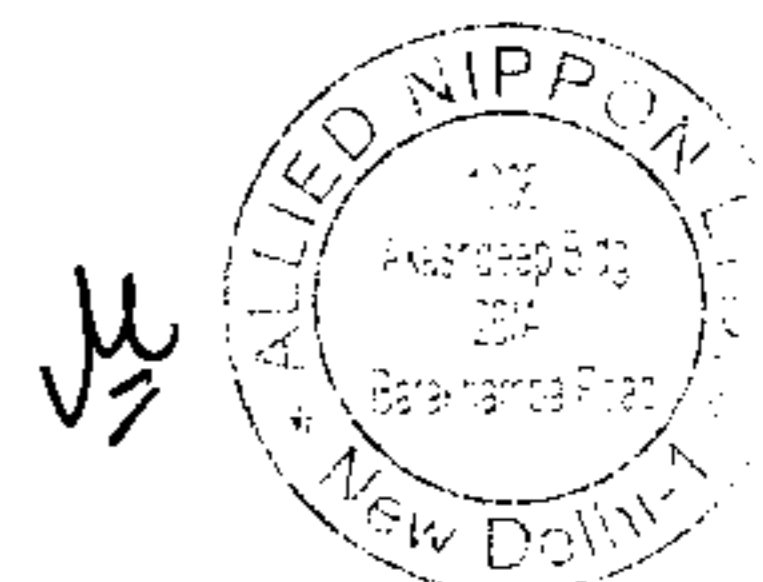
To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 read with Schedule V of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and, provisions of the Articles of Association of the Company, the following revised salary & perquisites (in short, referred to as remuneration) and other terms and conditions of Mr. Navin Chandra Agarwal, President & Whole Time Director payable w.e.f 1st July, 2014, as decided by the Board of Directors and its Nomination and Remuneration Committee at their respective meetings held on the 19th August, 2014, be and is hereby approved:-

Revised remuneration of Mr. Navin Chandra Agarwal, President & Whole Time Director, payable with effect from the 1st July, 2014

I Salary

Salary of Rs. 3,00,000 (Rupees Three Lacs only) per month.



II. Perquisites

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

PART "A"

- (a) **Housing Facility:** House Rent Allowance not exceeding Rs. 50,000 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. 1500 per month.
- (d) **Uniform Allowance:-** Not exceeding Rs. 600 per month.
- (e) **Fixed Conveyance Allowance:-** Not exceeding Rs. 800 per month.
- (f) **Club Fees:-** Not exceeding Rs. 3,133 per month.

PART "B"

- (d) **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.
- (e) **Leave:-** Encashment of leave at the end of the tenure.

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 in the event of no profits or inadequacy of profits in any financial year the remuneration payable to Mr. Navin Chandra Agarwal, shall be regulated in accordance with applicable parts/sections of the Schedule V and/or other applicable provisions of the Act, as existing from time to time.



RESOLVED FURTHER THAT during the period Mr. Navin Chandra Agarwal remains as President & 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 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, including grant of one or more additional increments, annually, based on his performance, after approval of his remuneration by the Nomination and Remuneration Committee, provided that the remuneration is in accordance with the applicable provisions of the Companies Act, 2013 and the rules framed thereunder, as existing from time to time.”

12. Re-appointment of M/s. B.K. Gupta & Associates as the Internal Auditors of M/s. Krishnaav Engineering Limited, the Wholly Owned Subsidiary of the Company

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 erstwhile provisions of Section 314 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the consent of the Board of Directors, approval of members of the Company by means of a Special Resolution be and is hereby accorded to re-appoint M/s. B.K. Gupta & Associates, of which Ms. Pratechi Agarwal, wife of Mr. Navin Chandra Agarwal, President & Whole Time Director of the Company is the Partner, as Internal Auditors of M/s. Krishnaav Engineering Limited, Wholly Owned Subsidiary of the Company, for the financial year 2013-14 at a fees of Rs. 90,000 (Rupees Ninety Thousand) per quarter.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all necessary decisions and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

13. Re-appointment of M/s. B.K. Gupta & Associates as the Consultants of M/s. Krishnaav Engineering Limited, the Wholly Owned Subsidiary of the Company on a retainership basis

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 erstwhile provisions of Section 314 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the consent of the Board of Directors, approval of members of the Company by means of a Special Resolution be and is hereby accorded to re-appoint M/s. B.K. Gupta & Associates, of which Ms. Pratechi Agarwal, wife of Mr. Navin Chandra Agarwal, President & Whole Time Director of the Company is the Partner, as Consultants of M/s. Krishnaav Engineering




Limited, Wholly Owned Subsidiary of the Company, for the financial year 2013-14 on a retainership basis at a fees of Rs. 20,000 (Rupees Twenty Thousand) per month.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all necessary decisions and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

14. Approval of remuneration of Dr. A.G. Agarwal & Associates, Cost Accountants as Cost Auditors for the Financial Year 2014-15

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 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. A.G. Agarwal & Associates, Cost Accountants appointed by the Board of Directors as Cost Auditors of the Company for the financial year 2014-15, be paid a remuneration of Rs. 15,000 per month plus out of pocket expenses for conducting the audit of Automotive Components manufactured by the Company at:-

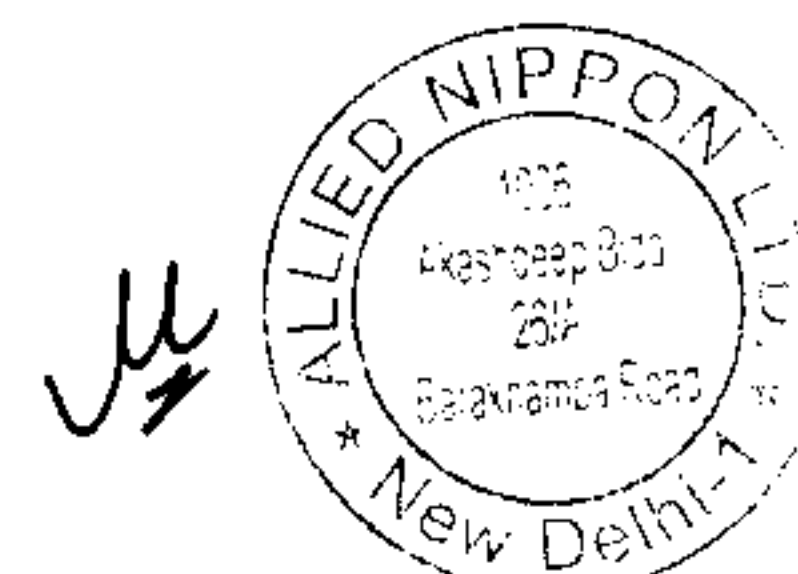
1. A-12, Site- IV, Industrial Area, Sahibabad, Ghaziabad
2. Plot No. 43-45, Sector-05, Parwanoo, Solan (H.P)
3. Plot No. 77, Sector- 01, Parwanoo, Solan (H.P)

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised and empowered to do or cause to be done all such acts, things or deeds as may be required or incidental thereto to give effect to this resolution.”

15. Increase in Sitting Fees payable to the Directors

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 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Managerial Personnel) Rules, 2014 and provisions of Articles of Association of the Company, approval of members be and is hereby accorded for increasing the payment of sitting fees, as per the table given below, to each of the Non- Executive Directors (i.e. Directors other than Managing Director and Whole Time Director) of the Company for attending each meeting of the Board of Directors of the Company and meetings of the Audit Committee and Nomination and Remuneration Committee of the Board of Directors of the Company :-



Type of Meeting	Existing Sitting Fees per Meeting per Director	Increased Sitting Fees per Meeting per Director w.e.f. 19 th August, 2014
Board Meeting	Rs. 2,500	Rs. 10,000
Audit Committee Meeting	-	Rs. 2,500
Nomination & Remuneration Committee	-	Rs. 2,500

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised and empowered to do or cause to be done all such acts, things or deeds as may be required or incidental thereto to give effect to this resolution.”

16. Authorisation to the Board of Directors to borrow money under Section 180 (1)(c) of the Companies Act, 2013

To consider and if thought fit, to pass with or without modification (s) the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession of the Ordinary Resolution passed at the Annual General Meeting of the members of the Company held on the 30th September, 2009 and pursuant to Section 180 (1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors for borrowing any sums of money from time to time from any one or more persons, firms, bodies corporate, or financial institutions whether by way of cash credit, advance or deposits, loans or bill discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company’s assets and properties whether movable or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress or all or any of the undertakings of the Company notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, but, so, however, that the total amount up to which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 200 crores (Rupees Two Hundred Crores Only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised and empowered to do or cause to be done all such acts, things or deeds as may be required or incidental thereto to give effect to this resolution.”

17. Authorisation to the Board of Directors to mortgage the property of the Company under Section 180 (1)(a) of the Companies Act, 2013

To consider and if thought fit, to pass with or without modification (s) the following resolution as a **Special Resolution**:



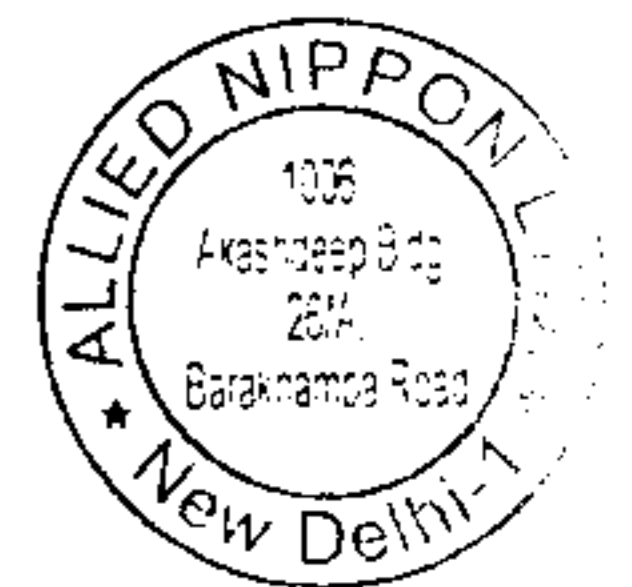
“RESOLVED THAT in supersession of the Ordinary Resolution passed at the Annual General Meeting of the members of the Company held on the 30th September, 2009 and pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the shareholders of the Company be and is hereby accorded for creation by the Board of Directors on behalf of the Company, of such mortgage/charge/hypothecation of the whole or substantially the whole of the Company’s undertaking or any part thereof including present and future properties whether movable or immovable to or in favour of any Financial Institution(s), Bodies or fund(s) and other lending Institution(s), Bodies or Fund(s) and for Foreign Currency Loan(s) or other Financial assistance lent, granted and advanced to the Company provided that total amount secured at any point of time shall not exceed Rs. 200 crores (Rupees Two Hundred Crores Only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised and empowered to do or cause to be done all such acts, things or deeds as may be required or incidental thereto to give effect to this resolution.”

For and on behalf of the Board of
Allied Nippon Limited



Monika Dhingra
Company Secretary



Date: 19th August, 2014
Place: New Delhi

Notes:

- A. Appointment of Proxy:** 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. In order to be effective, proxies must be deposited with the Company not less than 48 hours before the time fixed for commencement of the Meeting.
- B. Corporate Members:** Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
- C. Members/Proxies** attending the meeting are requested to bring their copy of Annual Report to the Meeting.
- D. Members** desiring any information/clarification on the Annual Accounts are requested to write to the Company at its Registered Office at least 15 days before the date of Annual General Meeting so that the same may be attended to, well in advance.
- E. Ministry of Corporate Affairs** has taken "Green Initiative in Corporate Governance" by allowing service of notice/documents including Annual report sent by e-mail to its members. The members holding shares in the Company may register their e-mail addresses with the Company at its Registered Office at 1006, Akashdeep Building, 26/A, Barakhamba Road, New Delhi- 110 001 or by sending mail to cs@alliednippon.com.
- F. Explanatory Statement:** Explanatory Statement as required under section 102 of the Companies Act, 2013, in respect of Special Business under item nos. 5 to 17 are enclosed herewith.

JH



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

Item No. 5:

It is proposed to amend/alter the existing Articles of Association ("AOA") of the Company sequel to the enactment of the Companies Act, 2013 ("the Act"). The existing AOA are to be in conformity with the Act and/or Table "F" of Schedule I of the Act. Accordingly, the existing articles are retained only, where they are in conformity/compliance with the Act, excepting Article 71 of the existing AOA, which is necessitating immediate change, so as to comply with Section 149 of the Act, whereby Independent Directors are required to be appointed, who would not be liable to retire by rotation. Considering the total strength of the Board, it is proposed to alter Article 71 of the existing AOA, whereby all the Directors, other than Independent Directors, would be liable to retire by rotation. All the other existing AOA are retained for the time being till all the sections of the Act are effective, and these AOA, would be operative only if they are in compliance with the provisions of the Act. In case any existing AOA from Article 1 to Article 133 (excepting Article 71, which is proposed to be altered) is not in conformity with Table F and/or any provision of the Act, in that event provision of the Act and/or Article(s) mentioned in Table F, of Schedule I of the Act shall be applicable to any matter referred to partly or wholly in such Article(s) No. 1 to Article 133 (excepting Article 71, which is proposed to be altered).

Therefore, in terms of the provisions of Section 14 and other applicable provisions of the Companies Act, 2013, approval of the members is sought to make the proposed alterations in the Articles of Association of the Company by way of passing a Special Resolution.

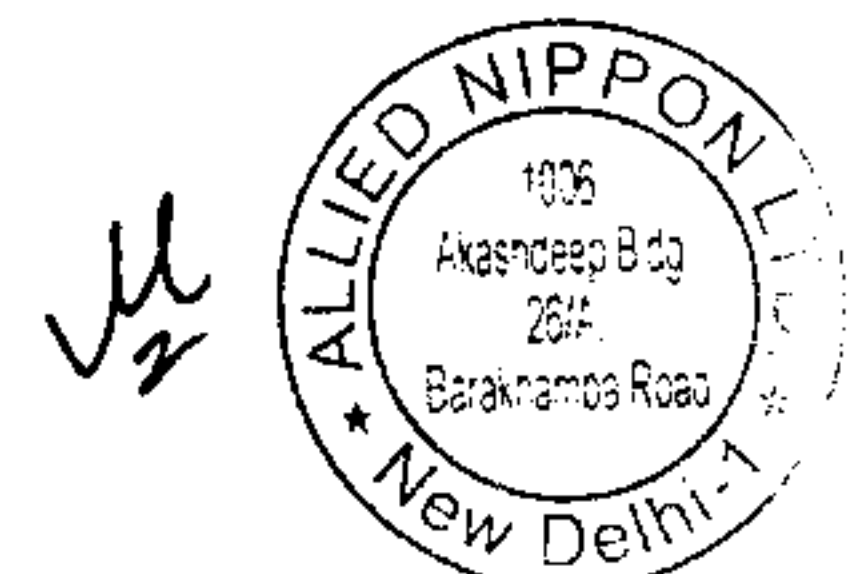
The Memorandum & Articles of Association of the Company can be inspected by the members of the Company at its Registered Office on any working day during business hours, and, at the Annual General Meeting.

Your Directors recommend passing the proposed Resolution given in item no. 5 as Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are deemed to be concerned or interested, financial or otherwise, in the proposed resolution as set out in Item No. 5 of the Notice.

Item Nos. 6 to 8:

Pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act"), which came into effect from the 1st April, 2014, and the Rules framed thereunder, every public company having paid up capital of ten crore rupees or more; or turnover of one hundred crore rupees or more; or having in aggregate outstanding loans, debentures and deposits, exceeding fifty crore rupees is required to have at least two Directors as Independent Directors, who are not liable to retire by rotation.



Mr. Vijay Dhawan, Mr. Praveen Khurana and Mr. Prakash Lal Kapur, non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, each of these fulfills the conditions as specified in the Act and the Rules made thereunder for appointment as Independent Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of these Directors as Independent Directors are now placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

A brief profile of the Independent Directors to be appointed is given below:-

Mr. Vijay Dhawan, aged 68 years, is a Chartered Accountant and a Senior partner in one of the leading firms of Chartered Accountants & Business Advisers, viz. S. N. Dhawan & Company (having affiliation with "MAZARS", a reputed worldwide firm of Chartered Accountants).

He has vast experience of about 35 years in Statutory Audits, Internal Audits, Management Audits and Special Investigate Audits. He has been advising various Companies on Financial management, Corporate Planning and Direct Taxes.

He was elected as Secretary and Vice Chairman to the Northern India Regional Council of the Institute of Chartered Accountants of India during 1979-80 and 1980-81 respectively.

He was a member of the General Committees of Delhi Gymkhana Club and co-opted as Chairman-Finance Sub Committee. He was also a member of the General Committee of Delhi Golf Club and served as Hony. Treasurer and then became Captain for two consecutive years. He was a Past President of rotary Club of Delhi Chanakyapuri.

He is a Fellow Member of the Institute of Chartered Accountants of India and Member of the Institute of Internal Auditors Inc, U.S.A.

Currently, he is on the Board of both Private and Public Companies and also a Member of Corporate Laws Committee of PHD Chamber of Commerce & Industry.

Mr. Praveen Khurana, aged 64 years, is a Chartered Accountant and has over three decades of experience in General Management, Financial Management, Management Consulting, Audit and Tax Services.

He has served as Managing Director (Country Head) for a number of years for a large Belgian (formerly British) multinational which had a Joint Venture, in the Building Materials manufacturing space, with the Tata Group in India. During that period he headed, as Chairman, the industry body comprising all Companies in that segment which acted as the interface



between the Industry and Government at the State and Centre on policy and regulatory matters.

Prior to that, he has served for many years with A.F. Ferguson and Company, both as consultant in the management consultancy division, and then as Senior Principal in the Audit and Tax division. He has worked for some of the largest Indian and Foreign multinationals operating in India, including banks and Insurance Companies.

He was also a member of the Core Group that promoted and set up ventures in the Leasing and Hire Purchase Business as well as Capital Market Intermediaries.

He is a Fellow member of the Institute of Chartered Accountants in England and Wales, as well as a Fellow member of the Institute of Chartered Accountants of India.

Mr. Prakash Lal Kapur, aged 65 years, is a Chartered Accountant and having vast experience of about 40 years in Management Audits, Internal Audits, Corporate Laws, Exchange Controls, Banking and Tax matters.

He is a Partner in J.P. Kapur & Uberai which has been operating as Chartered Accountant Firm in New Delhi since 1974. The Firm has been providing services to both medium sized businesses and multinational companies which includes Banks, Industrial Manufacturers, Contractors, Hotels, Processing Companies, Trading Concerns, Service Companies, Consultancy Companies, Development Companies, Enterprises engaged in genetic Engineering and NRIs. The Firm has been engaged in providing accountancy and audit services, conducting management and internal audits, providing regular advice and opinions on Companies Act, Contract Laws, labour Laws and Exchange Control Laws.

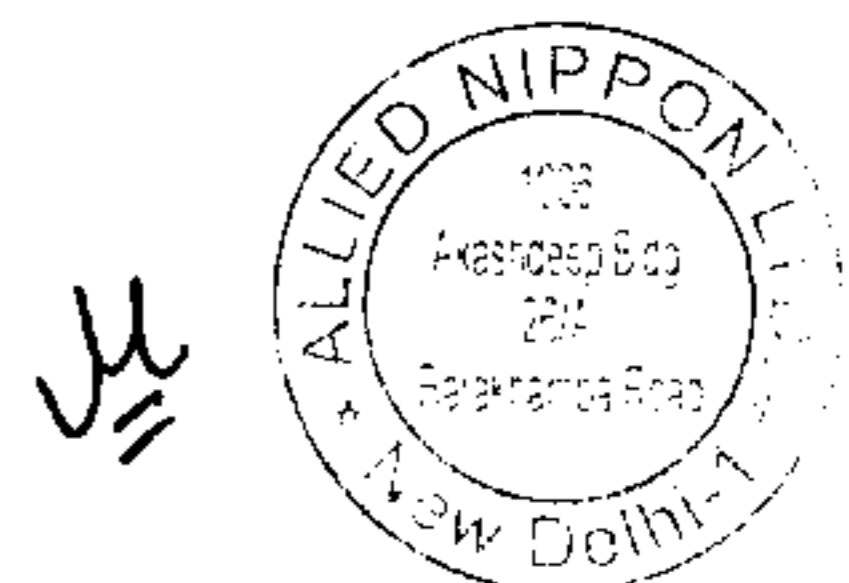
He is a Fellow Member of the Institute of Chartered Accountants of India.

Your Directors recommend passing the proposed Resolutions given in item nos. 6 to 8 as Ordinary Resolutions.

None of the Directors, Key Managerial Personnel and their relatives are deemed to be concerned or interested, in the proposed resolutions as set out in Item Nos. 6 to 8 of the accompanying notice except to the extent of their own appointment, in their respective resolutions.

Item No. 9

Mr. Ravi Talwar, who is a Commerce Graduate from Shriram College of Commerce, New Delhi is having vast experience of over 38 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.



He was last re-appointed as the Chairman & Whole Time Director of the Company for a period of 3 years effective from 2nd September, 2012 by the Board in its meeting held on the 4th September, 2012 and his remuneration was approved on recommendation of the Remuneration Committee and the same was approved by the Shareholders in their Annual General Meeting held on the 29th September, 2012.

The revised remuneration of Mr. Ravi Talwar has also been approved by the Nomination and Remuneration Committee and by the Board of Directors at their respective meetings held on the 19th August, 2014.

His revised remuneration are in terms of the provisions of Sections 196, 197 read with Schedule V of the Companies Act, 2013 and other applicable provisions of the Act. Details of the remuneration payable to him w.e.f. 1st July, 2014 are set out in item no. 8 of the Notice.

Since the revised remuneration of Mr. Ravi Talwar as Chairman & Whole Time Director is in terms of sub-clause (A) of Section II of Part II of Schedule V to the Companies Act, 2013, approval of Shareholders is required by passing special resolution.

Your Directors recommend passing the proposed Resolution given in item no. 9 as Special Resolution. Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is also enclosed herewith as **Annexure-I**.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Ravi Talwar himself and Mr. Rohan Talwar are deemed to be concerned or interested, financial or otherwise, in the proposed resolution.

Item No. 10:-

Mr. Rohan Talwar, 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.

He was re-appointed as the Managing Director of the Company for a period of 3 years effective from 1st September, 2013 by the Board in its meeting held on the 5th September, 2013 and his remuneration was approved on recommendation of the Remuneration Committee, and the same was approved by the Shareholders in their Annual General Meeting held on the 30th September, 2013.

The revised remuneration of Mr. Rohan Talwar has also been approved by the Nomination and Remuneration Committee and by the Board of Directors at their respective meetings held on the 19th August, 2014.

His revised remuneration are in terms of the provisions of Sections 196, 197 read with Schedule V of the Companies Act, 2013 and other applicable provisions of the Act. Details of the remuneration payable to him w.e.f. 1st July, 2014 are set out in item no. 10 of the Notice.



Since the revised remuneration of Mr. Rohan Talwar as Managing Director is in terms of sub-clause (A) of Section II of Part II of Schedule V to the Companies Act, 2013, approval of Shareholders is required by passing special resolution.

Your Directors recommend passing the proposed Resolution given in item no. 10 as Special Resolution. Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is also enclosed herewith as **Annexure-I**.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Rohan Talwar himself and Mr. Ravi Talwar are deemed to be concerned or interested, financial or otherwise, in the proposed resolution.

Item No. : 11

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 34 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.

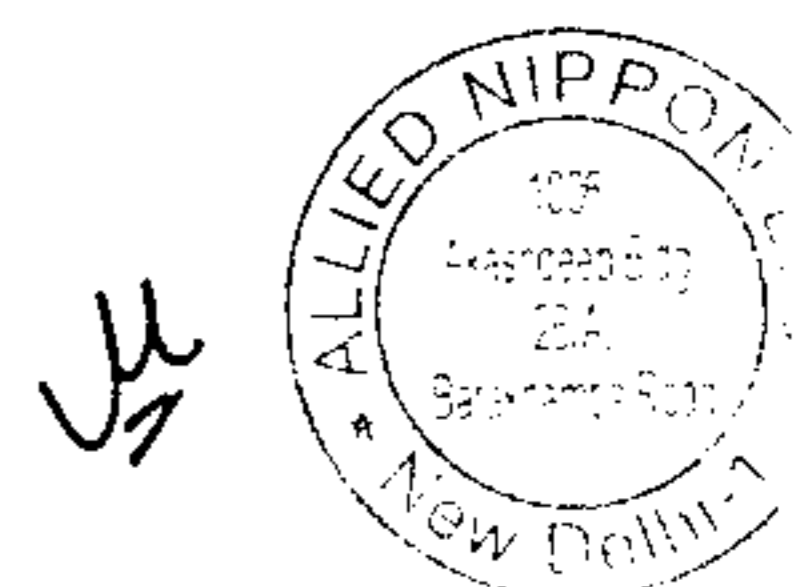
He was appointed as the Whole Time Director of the Company for a period of 3 years effective from 4th September, 2012 by the Board in its meeting held on the 4th September, 2012 and his remuneration was approved on recommendation of the Remuneration Committee, and the same was approved by the Shareholders in their Annual General Meeting held on the 29th September, 2012.

The Board of Directors and Remuneration Committee at their respective meetings held on the 5th December, 2013 had revised the remuneration of Mr. Navin Chandra Agarwal with effect from 1st January, 2014.

It is now proposed to further revise the remuneration of Mr. Navin Chandra Agarwal which is in terms of the provisions of Sections 196, 197 read with Schedule V of the Companies Act, 2013 and other applicable provisions of the Act. The proposed revised remuneration has also been approved by the Nomination and Remuneration Committee and by the Board of Directors at their respective meetings held on the 19th August, 2014. Details of the revised remuneration payable to him w.e.f. 1st July , 2014 are set out in item no. 11 of the Notice.

Since the revised remuneration of Mr. Navin Chandra Agarwal as President & Whole Time Director are in terms of sub-clause (A) of Section II of Part II of Schedule V to the Companies Act, 2013, approval of Shareholders is required by passing special resolution.

Your Directors recommend passing the proposed Resolution given in item no. 11 as Special Resolution. Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is also enclosed herewith as **Annexure-I**.



None of the Directors, Key Managerial Personnel and their relatives except Mr. Navin Chandra Agarwal himself are deemed to be concerned or interested, financial or otherwise, in the proposed resolution.

Item No. 12 & 13:

M/s. B.K. Gupta & Associates, of which Ms. Pratechi Agarwal, wife of Mr. Navin Chandra Agarwal, President & Whole Time Director of the Company, is the Partner, has been re-appointed by M/s. Krishnaav Engineering Limited, the Wholly Owned Subsidiary of the Company as Internal Auditors and as the Consultants on a retainership basis for the financial year 2013-14 at a fees of Rs. 90,000/- per quarter and Rs. 20,000/- per month respectively.

The approval of shareholders by passing a special resolution is required as per the erstwhile provisions of Section 314 (1) of the Companies Act, 1956. The Board in its meeting held on the 5th December, 2013 recommended and proposed the resolutions as set out at item nos. 12 & 13 for your approval. However, the approval of shareholders is not required as per the provisions of Section 188 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Navin Chandra Agarwal is deemed to be concerned or interested, financial or otherwise in the proposed resolution.

Your Directors recommend passing the proposed Resolution given in item no. 12 & 13 as Special Resolutions.

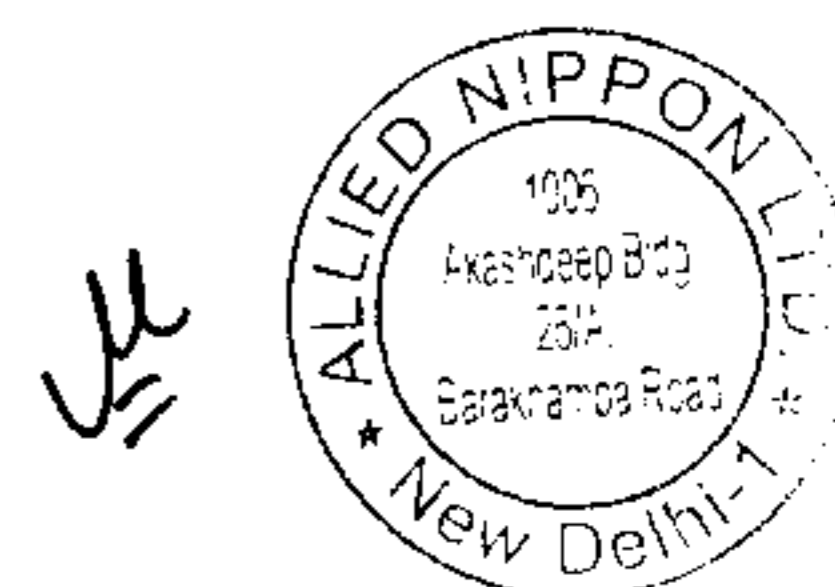
Item No. 14

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Dr. A.G. Agarwal & Associates, Cost Accountants as the Cost Auditors of the Company for the financial year 2014-15 at a remuneration of Rs. 15,000/- per month plus the out of pocket expenses for conducting the audit of Automotive Components manufactured at the Company's units as set out in the Item No. 14 of the Notice.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company.

Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 14 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2014-15.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out at Item No. 14 of the Notice.



Your Directors recommend passing the proposed Resolution given in item no. 14 as an Ordinary Resolution.

Item No. 15:-

Pursuant to the provisions of Section 197 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Managerial personnel) Rules, 2014, the Company may pay sitting fees to the Directors for attending meetings of the Board or Committee which shall not exceed one lakh rupees per meeting of the Board or Committee.

Considering the increase in activities of the Company, it is proposed to increase the sitting fees to be paid to the Non- Executive Directors (i.e. Directors other than Managing Director and Whole Time Director) from Rs. 2,500/- (Rupees Two Thousand Five Hundred) to Rs. 10,000/- (Rupees Ten Thousand) for attending each meeting of the Board of Directors of the Company. It is also proposed to pay Rs. 2,500/- (Rupees Two Thousand Five Hundred) as sitting fees to the members for attending each of the Audit Committee and Nomination and Remuneration Committee.

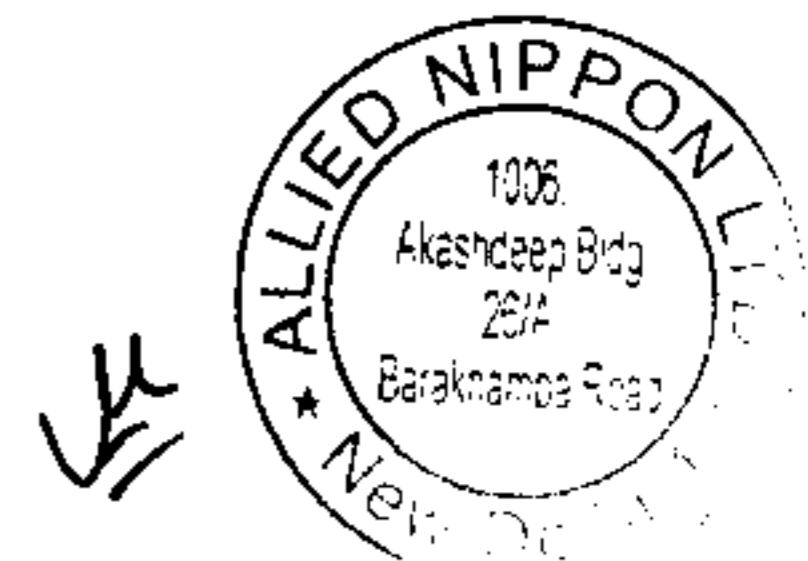
Your Directors recommend passing the proposed Resolution given in item no. 15 as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Vijay Dhawan, Mr. Praveen Khurana and Mr. Prakash Lal Kapur, respectively are deemed to be concerned or interested, financial or otherwise to the extent of the sitting fees paid/payable to them in the proposed resolutions as set out in Item No. 15 of the accompanying notice.

Item No.16 & 17:-

The members of the Company at their Annual General Meeting held on the 30th September, 2009 had approved by way of an Ordinary resolution under Section 293(1)(d) read with Section 293 (1)(a) of the Companies Act, 1956 borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs. 150 Crores (Rupees One Hundred Fifty Crores Only) and for creation of mortgages/charges/hypothecation on all present and future properties of the Company in favour of any Financial Institution(s), Bodies or fund(s) and other lending Institution(s), Bodies or Fund(s) upto a limit of Rs. 150 Crores (Rupees One Hundred Fifty Crores Only).

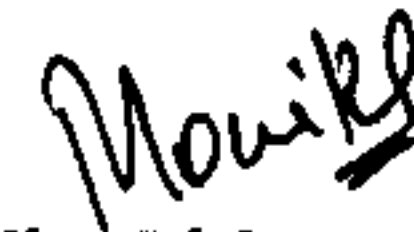
Section 180 of the Companies Act, 2013 effective from the 12th September, 2013, requires that consent of the Company accorded by way of a special resolution is required to borrow money in excess of the Company's paid up share capital and free reserves. Further, as per the clarification issued by the Ministry of Corporate Affairs approval granted by the shareholders by way of an Ordinary resolution shall be valid for one year from the date Section 180 became effective. Thus, the approval granted by members is valid till 11th September, 2014.



It is, therefore, necessary for the members to pass a Special resolution under Section 180(1)(c) read with Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, as set out in item No. 16 & 17 of the Notice. The Board recommends these resolutions for approval by the members of the Company.

None of the Directors, Key Managerial Personnel and their relatives are deemed to be concerned or interested, financial or otherwise, in the proposed resolution.

For and on behalf of the Board of
Allied Nippon Limited



Monika Dhingra
Company Secretary



Date: 19th August, 2014
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:**

	31st March, 2014 (Rs. In Millions)
Sales	2337.45
Other Income	27.29
Profit Before Tax	67.77
Profit After Tax	37.68

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

Foreign Investments as on 31.03.2014 (converted in Indian Rupees)

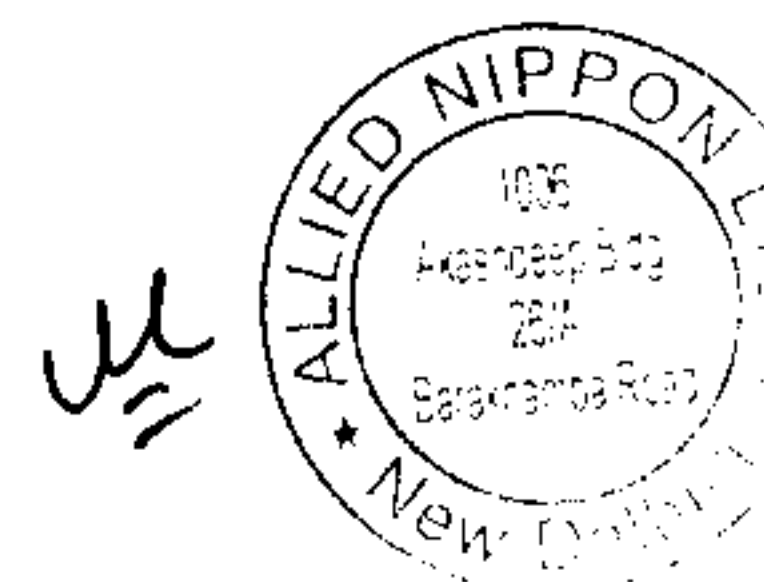
Allied Comline Ltd. U.K. : Rs. 3371

II. INFORMATION ABOUT THE APPOINTEE(S):

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 38 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:

Particulars	Amount (Rs.)
Salary	2,00,000
House Rent Allowance	1,20,000
Gas, Electricity, Water & Furnishing	20,000
Medical Reimbursement	16,667
Mediclin Policy	1667
Personal Accident Insurance	1250
LTC	16,667
Commission	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 10th March, 1988 as Director. He was appointed as Chairman on 9th 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. 9

(5) Comparative remuneration profile with respects to industry, size of the Company, profile of the position and person:

The proposed revised remuneration would be commensurate with the size of the Company and nature of the industry. The salary structure of the managerial personnel has undergone a major change in the industry in the recent past. Keeping in view the type of the industry, size of the Company, the responsibilities, experience and capabilities of Mr. Ravi Talwar, the proposed revised remuneration is competitive with the remuneration paid by other companies to such similar positions.

(6) Pecuniary relationship with the Company or relationship with the managerial personnel, if any:

Mr. Ravi Talwar is holding approximately 4% shareholding in the Company and is the father of Mr. Rohan Talwar holding the position of Managing Director. Other than this, he does not have any pecuniary relationship with the Company.

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 10 Years in the field of manufacturing and trading of friction materials.

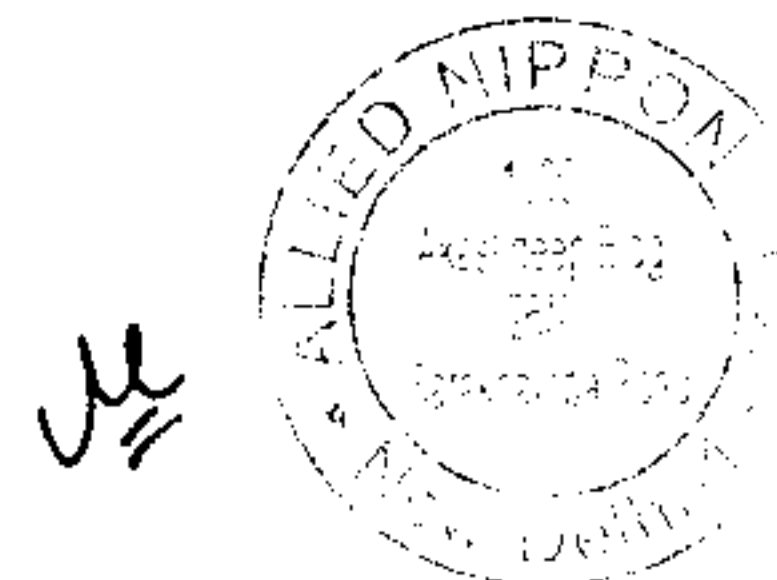
(2) Past Remuneration:

Particulars	Amount (Rs.)
Salary	1,75,000
Commission	5% of Net Profit for each F.Y.
House Rent Allowance	1,05,000
Special Allowance	26,250
Medical Reimbursement	14,583
Mediclaime Policy	833
Personal Accident Insurance	833
Club Fees {Maximum 2 Clubs}	8,333
LTC	14,583
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 1st September, 2010 and was further re-appointed as Managing Director on the 1st September, 2013. 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. 10



(5) Comparative remuneration profile with respects to industry, size of the company, profile of the position and person:

The proposed revised remuneration would be commensurate with the size of the company and nature of the industry. The salary structure of the managerial personnel has undergone a major change in the industry in the recent past. Keeping in view the type of the industry, size of the Company, the responsibilities and capabilities of Mr. Rohan Talwar, the proposed revised remuneration is competitive with the remuneration paid by other companies to such similar positions.

(6) Pecuniary relationship with the company or relationship with the managerial personnel, if any:

Mr. Rohan Talwar is holding approximately 6% shareholding in the Company and is the son of Mr. Ravi Talwar holding the position of Whole Time Director/ Chairman. Other than this, he does not have any pecuniary relationship with the Company.

C. Mr. Navin Chandra Agarwal:-

(1) Background Details, Recognition or awards:

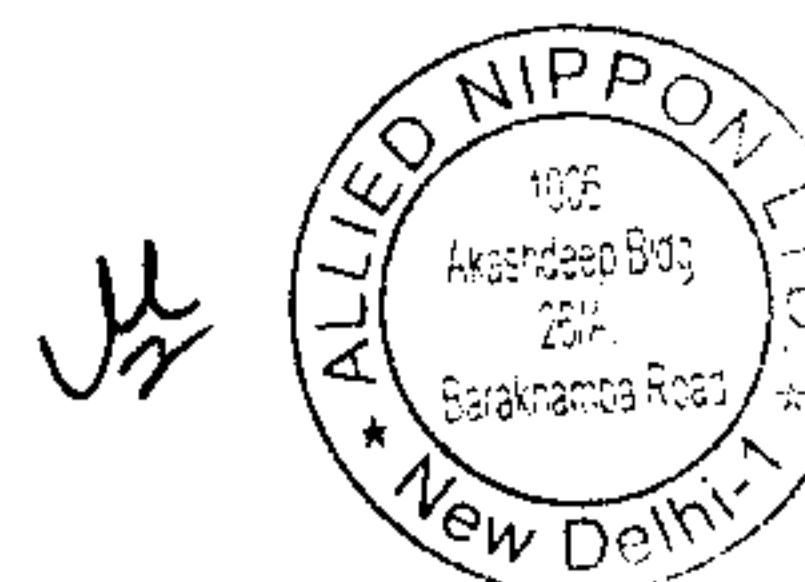
Mr. Navin Chandra Agarwal has done Bachelor of Engineering from IIT Roorkee and MBA from Faculty of Management Studies, New Delhi is having vast experience of over 34 years in works management including Productions, Purchase, Engineering, Industrial Engineering, Stores, Quality Assurance, I R, Marketing and Maintenance functions.

(2) Past Remuneration:

Particulars	Amount (Rs.)
Salary	2,50,000
House Rent Allowance	50,000
Medical Reimbursement	1500
Uniform Allowance	600
Fixed Conveyance	800
Leave Travel Allowance	20,833
Provident Fund	As per Rules of the Company
Leave	

(3) Job Profile and his suitability:

Mr. Navin Chandra Agarwal is associated with the Company as President since 2011 and was also appointed as Whole Time Director of the Company on the 4th September, 2012. 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. 11

(5) **Comparative remuneration profile with respects to industry, size of the company, profile of the position and person:**

The proposed revised remuneration would be commensurate with the size of the Company and nature of the industry. The salary structure of the managerial personnel has undergone a major change in the industry in the recent past. Keeping in view the type of the industry, size of the Company, the responsibilities, experience and capabilities of Mr. Navin Chandra Agarwal, the proposed revised remuneration is competitive with the remuneration paid by other companies to such similar positions.

(6) **Pecuniary relationship with the Company or relationship with the managerial personnel, if any:**

Mr. Navin Chandra Agarwal is holding approximately 0.004% shareholding in the Company. Other than this, he does not have any pecuniary relationship with the Company.

III. **OTHER INFORMATION:**

(1) **Reasons of loss or inadequate profits:**

Presently the Company is not suffering from any loss or inadequacy of the profit. However, considering the overall managerial remuneration being paid to all the directors, the proposed revised remunerations of Mr. Ravi Talwar, Mr. Rohan Talwar and Mr. Navin Chandra Agarwal are being made pursuant to Section II Part II of Schedule V of the Companies Act, 2013 and the rules made thereunder.

(2) **Steps taken or proposed to be taken for improvement:**

Your Company is taking steps towards cost reduction and increase in sales, which is of very vital importance in the current scenario.

IV. **DISCLOSURE:**

The information and disclosures of the remuneration package of the managerial personnel have been duly mentioned in the Annual Report under Schedule 36 - Notes to Accounts.

For and on behalf of the Board of
Allied Nippon Limited

Monika
Monika Dhingra
Company Secretary

Date: 19th August, 2014
Place: New Delhi

