

## NOTICE

**Notice** is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Shareholders of **Allied Nippon Private Limited** (CIN: U34300DL1988PTC030910) will be held on Wednesday, 30<sup>th</sup> September, 2020 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:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended 31<sup>st</sup> March, 2020, the Reports of the Directors' and Auditor's thereon;
2. To declare dividend on Paid-up Equity Share Capital for the Financial Year ended 31<sup>st</sup> March, 2020.

### SPECIAL BUSINESS

3. **Regularization of Additional Director, Ms. Rashi Talwar Bhatia (DIN: 02517526), by appointing her as 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** Ms. Rashi Talwar Bhatia (DIN: 02517526), who was appointed as an Additional Director on the Board of Directors ('Board') of the Company with effect from 25th August, 2020 in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and other applicable provisions, if any and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution."

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

Date: 28<sup>th</sup> August, 2020  
Place: New Delhi

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

**Notes:**

- A. Appointment of Proxy: A member entitled to attend and vote at the Annual 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 their representatives to attend and vote at the Annual 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.** Company has admitted its securities in the Depository System of NSDL to dematerialize the certificates of shareholders who may wish to do so and appointed M/s Link Intime India Pvt. Ltd. as the RTA for the Depository. Shareholders holding shares in physical mode are accordingly advised to get in touch with any registered Depository Participant to open a Demat account and get their physical holding converted into dematerialized form.
- G.** Queries, if any, regarding accounts and operations of the Company may please be sent to the Company Secretary at the Registered Office at least 10 days before the date of the Annual General Meeting so as to enable the Company to keep the information ready at the meeting.
- H.** All documents referred in the Notice and Explanatory Statement will be available for inspection by the members at the registered office of the Company between 11 am to 1 pm on all working days upto the day of the Annual General Meeting.

- I. Notice of the 32<sup>nd</sup> Annual General Meeting, Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended 31<sup>st</sup> March, 2020 together with Director's Report and Auditor's Report are available on the Website of the Company [www.alliednippon.com](http://www.alliednippon.com)
  
- J. Explanatory Statement: Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of Special Business under item no. 3 is enclosed herewith.

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

**Item No. 3**

The Board of Directors of the Company at its meeting held on the 25<sup>TH</sup> August, 2020, appointed Ms. Rashi Talwar Bhatia as an Additional Director with effect from the said date. Pursuant to the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company, Ms. Rashi Talwar Bhatia holds office only upto the date of this Annual General Meeting of the Company.

Ms. Rashi Talwar Bhatia (DIN: 02517526), has done Bachelor of Arts in Economics from Delhi University, Delhi and MBA from Vanderbilt University, USA having specialization in financial market.

The Board considers that the appointment of Ms. Rashi Talwar Bhatia as Director of the Company would be in the interest of the Company. Accordingly, the Board recommends her appointment as Director of the Company.

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

Except Mr. Rohan Talwar, Mr. Ravi Talwar and Ms. Revati Talwar, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed resolution as set out in Item No. 3 of the Notice

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

Date: 28<sup>th</sup> August, 2020  
Place: New Delhi

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

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 32<sup>ND</sup> ANNUAL GENERAL MEETING**

	<b>Appointment</b>
<b>Name of the Director</b>	<b>Ms. Rashi Talwar Bhatia Director (DIN: 02517526)</b>
<b>Age</b>	44 years
<b>Qualification</b>	B.A. (Economics Hons.), Delhi University, Delhi & MBA, Vanderbilt University, USA
<b>Experience</b>	Financial Market and Equity Investments in India
<b>Terms &amp; Conditions of Appointment/ Re-appointment along with details of remuneration sought to be paid</b>	As specified in Item No. 3 of the Notice
<b>Details of Remuneration last drawn</b>	Rs. 164 Lacs
<b>Date of First Appointment on the Board</b>	NA
<b>Shareholding in the Company</b>	NIL
<b>Relationship with other Directors/ Managers/ Key Managerial Personnel</b>	Daughter of Mr. Ravi Talwar, Chairman & Whole Time Director and sister of Mr. Rohan Talwar, Managing Director and Ms. Revati Talwar, Director
<b>No. of meetings of the Board attended during the year (01.04.2019 to 31.03.2020)</b>	NA
<b>Other Directorship, Membership/Chairmanship of Committee of other Board, as on Date</b>	<p><b>A) Directorship: -</b></p> <ol style="list-style-type: none"> <li>T&amp;T Motors Private Limited</li> <li>Effluent Investment and Finance Private Limited</li> </ol> <p><b><u>B.) Membership &amp; Chairmanship of Committee of other Board</u></b></p> <p>Nil</p>

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

Date: 28<sup>th</sup> August, 2020  
Place: New Delhi

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

## ATTENDANCE SLIP

Sr. No. -----

I / We hereby record my/our presence at the 32<sup>nd</sup> Annual General Meeting of the shareholders of the Company on Wednesday, 30<sup>th</sup> September, 2020 at GA-2, B-1, Extension, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110 044 at 11.00 A.M.

**Name** \_\_\_\_\_

**Ref. Folio No.** \_\_\_\_\_

**No. of Shares held** \_\_\_\_\_

Signature of Shareholder/Proxy/Authorized Representative

\_\_\_\_\_

Notes:

1. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand over at the entrance duly signed.
2. Shareholder/Proxy holder desiring to attend the meeting should bring his/her copy of the Notice for reference at the meeting.

**Form No. MGT-11**

**Proxy form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**CIN: U34300DL1988PTC030910**

**ALLIED NIPPON PRIVATE LIMITED**

**Registered office: 1006, Akashdeep Building, 26/A, Barakhamba Road, New Delhi – 110 001.**

**Name of the Member(s):**

**Registered address:**

**E-mail Id:**

**Folio No/ Clint Id:**

**DP ID:**

I/ We being the member of ....., holding.....shares, hereby appoint

1. Name: .....

Address:

E-mail Id:

Signature: ....., or failing him

2. Name: .....

Address:

E-mail Id:

Signature: .....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 32<sup>nd</sup> Annual General Meeting of the Company, to be held on Wednesday, 30th September, 2020 at GA-2, B-1, Extension, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110 044 at 11.00 A.M., and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1 .....

2 .....

3 .....

Signed this ..... day of..... 2020

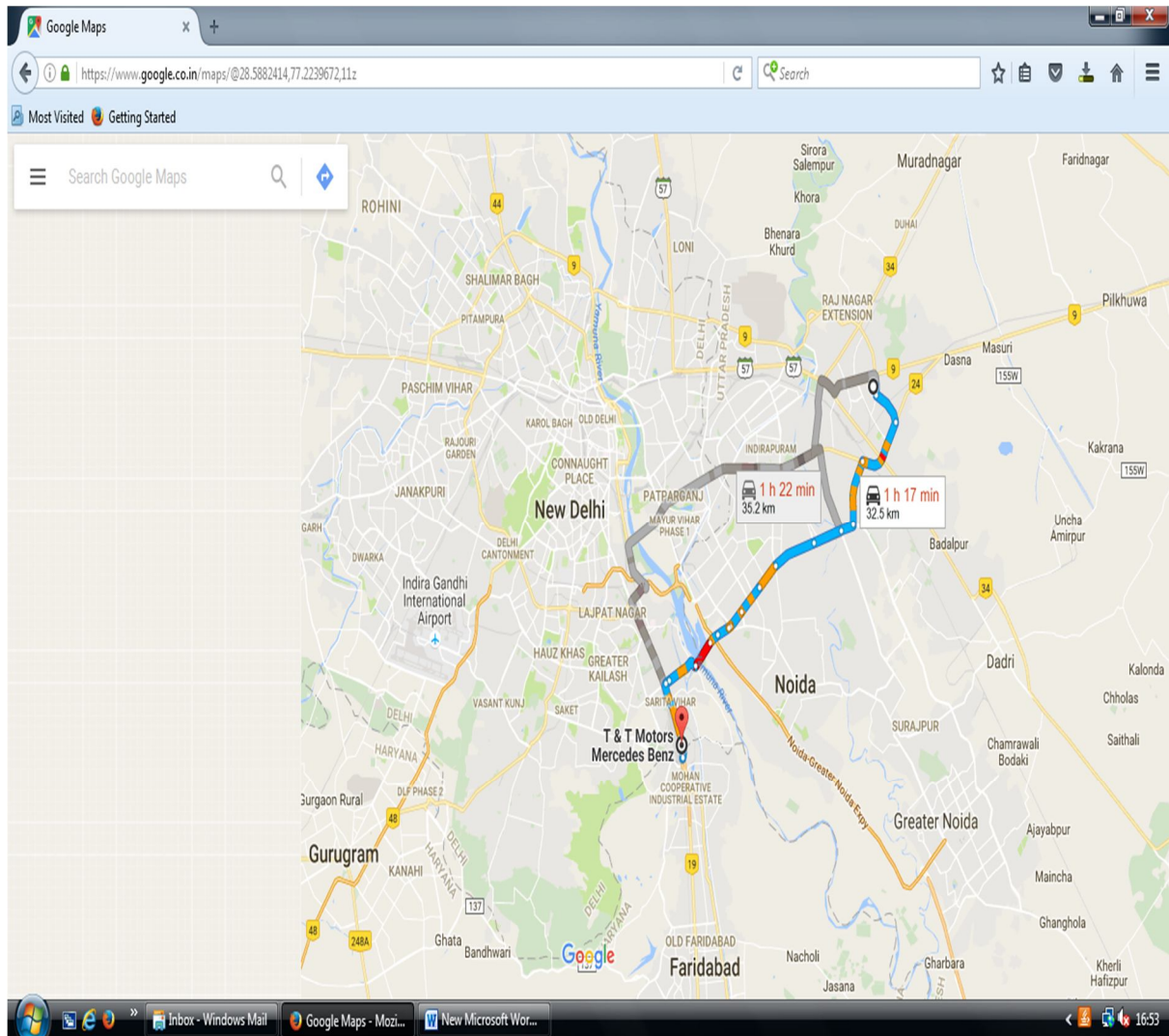
Affix Revenue  
Stamp

Signature of Shareholder-----Signature of Proxy holder(s) -----

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.**

**ROUTE MAP TO THE ANNUAL GENERAL MEETING VENUE**

**VENUE: T & T MOTORS, GA-2, B-1 EXTENSION, MOHAN CO-OPERATIVE INDUSTRIAL ESTATE, MATHURA ROAD, NEW DELHI-110001**



**Distance from Mohan Estate Metro Station**

**6.7 Kms**

**Distance from Badarpur Border**

**5.1 Kms**