

## NOTICE

**Notice** is hereby given that the 33<sup>rd</sup> Annual General Meeting of the Shareholders of **Allied Nippon Private Limited** (CIN: U34300DL1988PTC030910) will be held on Tuesday, 30<sup>th</sup> November, 2021 at 9.30 a.m. at the registered office of the Company at GA-2, B-1, Extension, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044 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, 2021, the Reports of the Directors' and Auditor's thereon;
2. To declare Final dividend on fully Paid-up Equity Share Capital for the Financial Year ended 31<sup>st</sup> March, 2021;
3. 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, 141, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s. Dewan P. N. Chopra & Co., Chartered Accountants (Firm Registration No. 000472N), be and are hereby appointed as the Statutory Auditors of the company to hold office for a period of a period of 5 {Five} years from the conclusion of this Annual General Meeting till the conclusion of the 38<sup>th</sup> Annual General Meeting of the Company to be held in the year 2026, at such remuneration plus out-of pocket expenses etc. as may be fixed by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or any Committee of Directors, be and are hereby authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or required for giving effect to this resolution."

### SPECIAL BUSINESS

4. **Re-appointment of Mr. Ravi Talwar as Chairman & Whole Time Director of the Company w.e.f. 2<sup>nd</sup> September, 2021**

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 Section 196 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for time being in force) and provisions of the Articles of Association of the Company and such other approvals, permissions and sanctions, as may be required, consent of the Company be and is hereby accorded for the re-appointment of Mr. Ravi Talwar (DIN: 00177922) who has attained the age of 70 years, as Chairman & Whole Time Director of the Company for a period of {three} years commencing from the 2<sup>nd</sup> September, 2021 to 1<sup>st</sup> September, 2024, on the following salary and perquisites {in short remuneration} payable w.e.f. the 2<sup>nd</sup> September, 2021 and other terms and conditions, as decided by the Board of Directors at their meeting held on the 31<sup>st</sup> August, 2021:-

**Remuneration of Mr. Ravi Talwar, Chairman & Whole Time Director, payable with effect from the 2<sup>nd</sup> September, 2021**

**I Salary**

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

**II Commission on Net Profit before Tax**

Such percentage of profit before tax as decided by Board, not exceeding 2.5% of profit before tax.

**III Perquisites & Allowances**

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

**PART "A"**

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

**5. Regularization of Additional Director, Mr. Vinod Duhoon (DIN: 06420161), by appointing him as an Executive 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 Section 196 of the Companies Act, 2013 and other applicable provisions, if any and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to appoint Mr. Vinod Duhoon (DIN: 06420161) as an Executive Director of the Company for a period of 5 years commencing from the 1st April, 2021 to 31st March, 2026, on the following salary and perquisites {in short remuneration} and other terms and conditions of appointment and remuneration as approved by the Board of Directors in their meeting held on the 26<sup>th</sup> March 2021.

**Remuneration of Mr. Vinod Duhoon, an Executive Director, payable with effect from the 1<sup>st</sup> April, 2021**

**I. Salary**

Fixed Consolidated Salary of Rs. 5,10,000 (Rupees Five Lacs Ten Thousand only) per month.

**II. Commission on Net Profit**

1.5% of Net Profit (Before Tax) exceeding INR 20 Crore for each financial year.

**III. Perquisites**

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

**PART "A"**

**(a) Leave Travel Assistance:** - Payable as per the rules of the Company, not exceeding 12% of Basic Salary.

**(b) Medclaim:-** Medclaim Policy for self and family, as per the rules of the Company.

**(c) Medical Reimbursement:-**Reimbursement of actual medical expenses for self and family.

(d) **Club Fee:-** Fees of clubs, subject to a maximum of two clubs.

**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:-** Encashment of leave, as per the rules of the Company.

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

**RESOLVED FURTHER THAT** Mr. Vinod Duhoon be permitted use of Company's car with driver and also telephone / mobile / internet facilities for official business of the Company.

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

**RESOLVED FURTHER THAT** Mr. Vinod Duhoon 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. Vinod Duhoon remains as an Executive 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 take all such steps as may be necessary, proper and expedient to give complete effect to this resolution."

**6. Revision in remuneration of Mr. Rohan Talwar (DIN: 00177963), Managing Director of the Company**

**"RESOLVED THAT** pursuant to the provisions of Section 196, 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. 1<sup>st</sup> November, 2021, as decided by the Board of Directors in their meeting held on the 30<sup>th</sup> October, 2021, be and is hereby approved:-

**Revised Remuneration of Mr. Rohan Talwar, Managing Director, payable with effect from the 1<sup>st</sup> November 2021: -**

**I Salary**

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

**II Commission on Net Profit**

Such percentage of profit before tax as decided by Board, not exceeding 2.5% of profit before tax.

### 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) **Medicclaim:-** Mediclaim 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.”

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

Date: 30<sup>th</sup> October, 2021  
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.** 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.
- G.** 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.
- H.** Notice of the 33<sup>rd</sup> Annual General Meeting, Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended 31<sup>st</sup> March, 2021 together with Director's Report and Auditor's Report are available on the Website of the Company [www.alliednippon.com](http://www.alliednippon.com)
- I.** Explanatory Statement: Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of Special Business under item nos. 4 to 6 are enclosed herewith.
- J.** Dividend on the Shares, if declared, will be paid at par after 30th November, 2021 to those Members/Beneficial owners whose names appear on the Company's Register of Members/Register of Beneficiaries as at the end of business hours on 30<sup>th</sup> November, 2021.
- K.** Members who have neither received nor encashed their dividend warrant(s) for the financial years 2013-14 to 2019-20, are requested to write to the Company, mentioning the relevant Folio number or, for issuance of duplicate/revalidated dividend warrant(s).

- L. In terms of the provisions of Section 124 of the Companies Act, 2013 the amount of dividend not encashed or claimed within 7(seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Government. Accordingly, the unclaimed dividend in respect of financial year 2013-14 is due for transfer to the said Fund. In terms of provisions of Section 124 of the Companies Act, 2013, no claim shall lie against the Company or the said Fund after the said transfer.



## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

### **Item No. 3**

The Members of the Company at its 29<sup>th</sup> Annual General Meeting {AGM} held on the 29<sup>th</sup> September, 2017 had appointed M/s SKCA & Associates, Chartered Accountants, (Registration No. 13517N), as the Statutory Auditors of the Company to hold office from the conclusion of 29<sup>th</sup> AGM till the conclusion of 34<sup>th</sup> AGM of the Company to be held in the year 2022.

After the end of the Financial Year 2020-21, the Company has appointed M/s Khanna & Annadhanam, Chartered Accountants, (Registration No. 001297N) as Joint Statutory Auditors of the Company to conduct the statutory audit of the company for the Financial Year 2020-21 along with the existing Statutory Auditors, M/s SKCA & Associates, Chartered Accountants, (Registration No. 13517N). The tenure of M/s. Khanna & Annadhanam, Chartered Accountants, (Registration No. 001297N), as Joint Statutory Auditors of the Company is expiring in this Annual General Meeting.

M/s Khanna & Annadhanam, Chartered Accountants, (Registration No. 001297N) have expressed their unwillingness to be reappointed as statutory auditors of the company for subsequent financial years.

M/s SKCA & Associates, Chartered Accountants, (Registration No. 13517N), vide their letter dated 30<sup>th</sup> October, 2021 have also resigned from the position of Statutory Auditors with effect from the conclusion of this 33<sup>rd</sup> Annual General Meeting of the Company being held on 30<sup>th</sup> November, 2021. Accordingly, they will cease to be the Statutory Auditors of the Company on the conclusion of this 33<sup>rd</sup> AGM of the Company.

Pursuant to the provisions of Section 139 of the Companies Act, 2013, the Board of Directors proposed to appoint M/s. Dewan P.N. Chopra & Co., Chartered Accountants (Firm Registration No. 000472N), as Statutory Auditors of the Company to hold office for a period of five consecutive years, from the conclusion of the 33<sup>rd</sup> Annual General Meeting till the conclusion of the 38<sup>th</sup> Annual General Meeting of the Company to be held in the year 2026. Accordingly, your Board of Directors recommend passing of resolution for appointment of M/s. Dewan P.N. Chopra & Co. as Statutory Auditors of the Company, for a period of 5 consecutive years.

The Company has also received consent and eligibility certificate from M/s. Dewan P.N. Chopra & Co., Chartered Accountants (Firm Registration No. 000472N), to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No.3 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested, in the aforesaid Resolution.

The Board recommends an Ordinary Resolution set out in the Notice for approval by the Members

### **Item No. 4**

Mr. Ravi Talwar (DIN: 00177922), who is a Commerce Graduate from Shriram College of Commerce, New Delhi having a vast experience of over 45 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 and Whole Time Director of the Company for a period of 3 {three} years effective from 2<sup>nd</sup> September, 2018 by the Board in its meeting held on the 8<sup>th</sup> August, 2018 and the same was approved by the shareholders in their Annual General Meeting held on the 29<sup>th</sup> September, 2018 and accordingly the tenure of his appointment had expired on the 1<sup>st</sup> September, 2021.

Section 196 (3) of the Companies Act, 2013 read with Part-1 of Schedule V provides that no Company shall appoint or continue the employment of any person as Whole-time Director who has attained the age of 70 years unless it is approved by the Shareholders by way of a Special Resolution. Mr. Ravi Talwar has attained the age of 70 years and the Board of Directors in their meeting held on the 31<sup>st</sup> August 2021 had decided to re-appoint Mr. Ravi Talwar as a Chairman & Whole Time Director for a further period of 3 {three} years w.e.f. the 2<sup>nd</sup> September, 2021 on the terms and conditions including the salary, perquisites and commission (in short, remuneration) payable w.e.f. 2<sup>nd</sup> September, 2021.

Keeping in view that Mr. Talwar, a well-known Industrialist, has rich and varied experience in the automotive industry, guided the Company through more than three decades of diversification and growth to emerge as one of the World's leading brand for friction material, it would be in the interest of the Company to re-appoint Mr. Ravi Talwar as Chairman & Whole Time Director of the Company. Mr. Talwar graduated with a Commerce degree from Shri Ram College of Commerce and has over 45 years of experience in various commercial fields including manufacturing and trading of friction materials i.e. Brake shoe, Brake Pads, Brake Linings, Clutch Facings and Railway Blocks.

Taking into consideration the duties and responsibilities of Chairman & Whole Time Director, the prevailing managerial remuneration in industry and overall contribution of Mr. Ravi Talwar in the growth and expansion of the Company, the remuneration is reasonable keeping in view his qualification, experience and contribution in the overall growth of the Company. The aforesaid re-appointment and terms and conditions including the remuneration of Mr. Ravi Talwar are in conformity with the applicable provisions of the Companies Act, 2013. Details of the terms and conditions of his re-appointment including the remuneration payable to him w.e.f. the 2<sup>nd</sup> September, 2021 are set out in Item No. 4 of the Notice.

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

Except Mr. Ravi Talwar himself, Mr. Rohan Talwar and Mrs. Rashi Talwar Bhatia, 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. 4 of the Notice.

The Board of Directors recommends the resolution proposing the re-appointment of Mr. Ravi Talwar (DIN: 00177922) as set out in Item No. 4 for approval of the Members by way of Special Resolution.

#### **Item No. 5**

Mr. Vinod Duhoon (DIN: 06420161), who is a Chartered Accountant and member of The Institute of Chartered Accountants of India, is having vast experience of over 28 years in Finance, Operations, Supply Chain Management and Lean Management.

The Board of Directors of the Company at its meeting held on the 26<sup>th</sup> March, 2021, appointed Mr. Vinod Duhoon as an Additional Director and Executive Director with effect from the 1<sup>st</sup> April, 2021. Pursuant to the provisions of Sections 161 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Vinod Duhoon holds office only upto the date of this Annual General Meeting of the Company.

The Board considers that the appointment of Mr. Vinod Duhoon as an Executive Director of the Company would be in the interest of the Company. Accordingly, the Board recommends his appointment as an Executive Director of the Company.

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

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

The Board of Directors recommends the resolution proposing the regularization of Mr. Vinod Duhoon as set out in Item No. 5 for approval of the Members by way of an Ordinary Resolution.

#### **Item No. 6**

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.

He was last re-appointed as the Managing Director of the Company for a period of 3 {three} years effective from the 1<sup>st</sup> September, 2019 by the Board in its meeting held on the 23<sup>rd</sup> August, 2019 and his remuneration was approved on recommendation of the Nomination and Remuneration Committee, and the same was approved by the Shareholders in their Annual General Meeting held on the 30<sup>th</sup> September, 2019.

The Board of Directors had decided to revise the percentage of Commission which is part of salary & perquisites {in short, referred to as remuneration} of Mr. Rohan Talwar in order to plough back more profits into the Company. The reduced Commission has been approved by the Board of Directors at their meeting held on the 30<sup>th</sup> October, 2021. Details of the remuneration payable to him w.e.f. the 1<sup>st</sup> November, 2021 are set out in Item No. 6 of the Notice.

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

Except Mr. Rohan Talwar himself, Mr. Ravi Talwar and Ms. Rashi Talwar Bhatia, 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. 6 of the Notice.

The Board of Directors recommends the resolution proposing the revision in remuneration of Mr. Rohan Talwar (DIN: 00177963) as set out in Item No. 6 for approval of the Members by way of Special Resolution.

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

Date: 30<sup>th</sup> October, 2021  
Place: New Delhi

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

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT/ REVISION IN  
REMUNERATION AT THE 33<sup>RD</sup> ANNUAL GENERAL MEETING**

|   | <b>Re-Appointment</b>  | <b>Appointment</b>   | <b>Revision in Remuneration</b>   |
|---|--|--|---|
| <b>Name of the Director</b>   | <b>Mr. Ravi Talwar<br/>Chairman &amp; Whole<br/>Time Director<br/>(DIN: 00177922)</b>  | <b>Mr. Vinod Duhoon<br/>Executive Director<br/>(DIN: 06420161)</b>   | <b>Mr. Rohan Talwar,<br/>Managing Director<br/>(DIN: 00177963)</b>  |
| <b>Age</b>  | 72 Years   | 51 years 9 months  | 39 Years  |
| <b>Qualification</b>  | Commerce Graduate from Shriram College of Commerce, New Delhi  | Chartered Accountant   | Bachelor of Science from Leonard N. Stern School of Business, New York University and MBA from Columbia University, USA   |
| <b>Experience</b>   | Experience of over 45 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 28 years in the fields of Finance, Operations, Supply Chain Management and Lean Management. | Experience of over 17 years in the field of manufacturing and trading of friction materials   |
| <b>Terms &amp; Conditions of Appointment/ Re-appointment along with details of remuneration sought to be paid</b> | As specified in Item No. 4 of the Notice   | As specified in Item No. 5 of the Notice   | As specified in Item No. 6 of the Notice  |
| <b>Details of Remuneration last drawn</b>   | Rs. 444.48 Lacs  | 99.51 Lacs   | Rs. 451.64 Lacs   |
| <b>Date of First Appointment on the Board</b>   | 10.03.1988   | 01.04.2021   | 27.06.2008  |
| <b>Shareholding in the Company</b>  | NIL  | NIL  | NIL   |
| <b>Relationship with other Directors/ Managers/ Key Managerial Personnel</b>                                      | Father of Mr. Rohan Talwar, Managing Director & Mrs. Rashi Talwar Bhatia, Director of the Company  | NA   | Son of Mr. Ravi Talwar, Chairman & Whole Time Director and Brother of Mrs. Rashi Talwar Bhatia, Director of the Company   |
| <b>No. of meetings of the Board attended during the year (01.04.2020 to 31.03.2021)</b>                           | 2 (Two)  | NA   | 4 (Four)  |
| <b>Other Directorship, Membership/Chairmanship of Committee of other Board, as on Date</b>                        | <b>A.) Directorship: -</b><br>1. Talwar Tradex Pvt. Ltd.<br>2. Allied Motors Ltd.<br>3. T & T Motors Pvt. Ltd.<br>5. Allied Comline Ltd., U.K.   | <b>A) Directorship: -</b><br>1. Allied Westlake Private Limited<br>2. Allied JB Friction Private Limited       | <b>A.) Directorship:-</b><br>1. T & T Motors Pvt. Ltd.<br>2. Talwar Tradex Pvt. Ltd.<br>3. Krishnaav Engineering Ltd.<br>4. Allied Motors Limited<br>5. Allied Nippon Components Ltd. |

|  |   |  |   |
|--|---|--|---|
|  | <p><b><u>B.) Membership &amp; Chairmanship of Committee of other Board</u></b></p> <p>NIL</p> | <p><b><u>B.) Membership &amp; Chairmanship of Committee of other Board</u></b></p> <p>1. Allied JB Friction Private Limited</p> <ul style="list-style-type: none"> <li>• CSR Committee (Member)</li> </ul> | <p>6. Allied JB Friction Pvt. Ltd.<br/> 7. Ascot Utilities Pvt. Ltd.<br/> 8. Allied Westlake Pvt. Ltd.<br/> 9. Allied Comline Ltd, U.K.</p> <p><b><u>B.) Membership &amp; Chairmanship of Committee of other Board:-</u></b></p> <p>1. Allied Motors Limited</p> <ul style="list-style-type: none"> <li>• Nomination And Remuneration Committee (Chairman)</li> <li>• Audit Committee (Chairman)</li> </ul> <p>2. Allied JB Friction Private Limited</p> <ul style="list-style-type: none"> <li>• CSR Committee (Member)</li> </ul> |
|--|---|--|---|

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

Date: 30<sup>th</sup> October, 2021  
Place: New Delhi

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

**ATTENDANCE SLIP**

Sr. No. -----

I / We hereby record my/our presence at the 33<sup>rd</sup> Annual General Meeting of the shareholders of the Company on Tuesday, 30<sup>th</sup> November, 2021 at GA-2, B-1, Extension, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044 at 09.30 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: GA-2, B-1, Extension, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044.**

**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 33<sup>rd</sup> Annual General Meeting of the Company, to be held on Tuesday, 30th November, 2021 at GA-2, B-1, Extension, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044 at 09.30 A.M., and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1 .....

2 .....

3 .....

4 .....

5 .....

6 .....

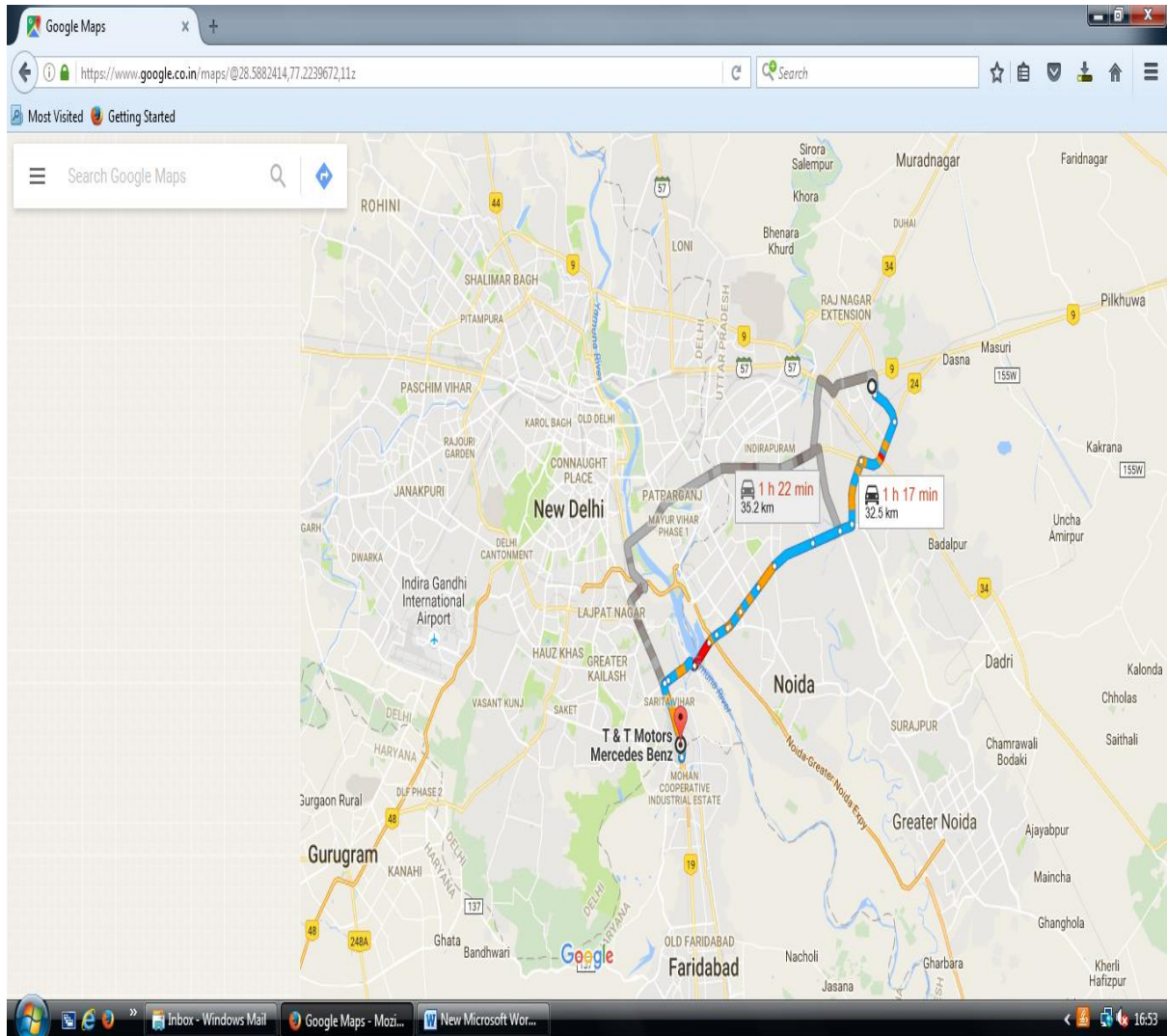
Affix Revenue  
Stamp

Signed this ..... day of..... 2021

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 OF THE VENUE OF 33RD ANNUAL GENERAL MEETING OF THE COMPANY  
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  
Distance from Badarpur Border**

**6.7 Kms  
5.1 Kms**