

NOTICE

Notice is hereby given that the 34th Annual General Meeting of the Shareholders of **Allied Nippon Private Limited** (CIN: U34300DL1988PTC030910) will be held on Friday, 30th September, 2022 at 09.00 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 31st March, 2022, the Reports of the Directors' and Auditor's thereon;
2. To declare dividend on Paid-up Equity Share Capital for the Financial Year ended 31st March, 2022.

SPECIAL BUSINESS

3. Re-appointment of Mr. Rohan Talwar (DIN:00177963) as Managing Director of the Company w.e.f. 1st September, 2022:

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 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded for the re-appointment of Mr. Rohan Talwar (DIN:00177963) as the Managing Director of the Company for a further period of 3 (three) years commencing from the 1st September, 2022 to 31st August, 2025.

RESOLVED FURTHER THAT the following salary and perquisites (in short remuneration) and other terms and conditions of re-appointment of Mr. Rohan Talwar as Managing Director of the Company for a period of 3 (three) years w.e.f. the 1st September, 2022, in terms of section 196 and other applicable provisions of the Act, and provisions of the Articles of Association of the Company, be and is hereby approved, which is payable with effect from the 1st September, 2022: -

Remuneration of Mr. Rohan Talwar, Managing Director, payable with effect from the 1st September, 2022: -

I Salary

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



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ALLIED NIPPON PRIVATE LIMITED

(Formerly known as Allied Nippon Ltd.)

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Phone: +91 120 4539600, Fax: +91 120 2896685. E-Mail: anl@alliednippon.com

Regd. Off: GA-2, Block No. B-1 Extension, Mohan Co-Operative Industrial Estate, New Delhi-110044, India

Tele Fax: +91 11 23753575, 23753576 E-Mail: intertrade@bol.net.in

Website: www.alliednippon.com

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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) **Mediclaim:-** 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.

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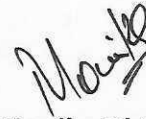
RESOLVED FURTHER THAT Mr. Rohan Talwar shall not be entitled to any sitting fees or other payments for attending meetings of the Board, or where applicable, any committee/s thereof.

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



Monika Dhingra

GM (Corporate Affairs) & Company Secretary



Date: 5th September, 2022
Place: New Delhi

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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 34th Annual General Meeting, Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2022 together with Director's Report and Auditor's Report are available on the Website of the Company www.alliednippon.com

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- I. 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.
- J. Dividend on the shares, if declared, will be paid at par after 30th September, 2022 to those Members/ Beneficial owners whose names appear on the companies Register of Members/ Register of Beneficiaries as at the end of business hours on 30th September, 2022.
- K. Members who have neither received nor encashed their dividend warrant(s) for the financial years 2014-15 to 2020-21, 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 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 2014-15 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.

5/



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

Item No. 3

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 1st September, 2019 by the Board in its meeting held on the 23rd August, 2019 on recommendation of the Nomination and Remuneration Committee, and the same was approved by the Shareholders in their Annual General Meeting held on the 30th September, 2019 and accordingly the tenure of his appointment shall expire on the 1st September, 2022. Therefore, the Board of Directors in their meeting held on the 19rd August, 2022 had decided to re-appoint Mr. Rohan Talwar as Managing Director for a further period of 3 {three} years w.e.f. the 1st September, 2022.

Taking into consideration the duties and responsibilities of Managing Director, the prevailing managerial remuneration in industry and overall contribution of Mr. Rohan 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. Rohan 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 1st September, 2022 are set out in Item No. 3 of the Notice.

Your Directors recommend passing the proposed Resolution given in Item No. 3 as Special Resolution.

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



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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. 3 of the Notice.

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



Date: 5th September, 2022
Place: New Delhi

Monika Dhingra
GM (Corporate Affairs) & Company Secretar

CIN: U34300DL1988PTC030910

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Annexure-I

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 34TH ANNUAL GENERAL MEETING

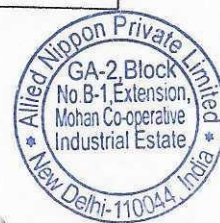
	Re-appointment
Name of the Director	Mr. Rohan Talwar, Managing Director (DIN: 00177963)
Age	40 Years
Qualification	Bachelor of Science from Leonard N. Stern School of Business, New York University and MBA from Columbia University, USA
Experience	Experience of over 17 years in the field of manufacturing and trading of friction materials
Terms & Conditions of Appointment/ Re-appointment along with details of remuneration sought to be paid	As specified in Item No. 3 of the Notice
Details of Remuneration last drawn	As specified in Item No. 3 of the Notice
Date of First Appointment on the Board	27.0.2008
Shareholding in the Company	1,71,754 shares

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Relationship with other Directors/ Managers/ Key Managerial Personnel	Son of Mr. Ravi Talwar, Chairman & Whole Time Director and Brother of Ms. Rashi Talwar Bhatia, Director of the Company
No. of meetings of the Board attended during the year (01.04.2021 to 31.03.2022)	3 (Three)
Other Directorship, Membership/Chairmanship of Committee of other Board, as on 05.09.2022	<p>A.) Directorship:-</p> <ol style="list-style-type: none"> 1. T & T Motors Pvt. Ltd. 2. Talwar Tradex Pvt. Ltd. 3. Krishnaav Engineering Ltd. 4. Allied Motors Limited 5. Allied Nippon Components Ltd. 6. Allied JB Friction Pvt. Ltd. 7. Ascot Utilities Pvt. Ltd. 8. Allied Westlake Pvt. Ltd. 9. Allied Comline Ltd, U.K. <p>B.) Membership & Chairmanship of Committee of other Board:-</p> <p>NIL</p>

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



Monika Dhingra
GM (Corporate Affairs) & Company Secretar



Date: 5th September, 2022
Place: New Delhi

CIN: U34300DL1988PTC030910

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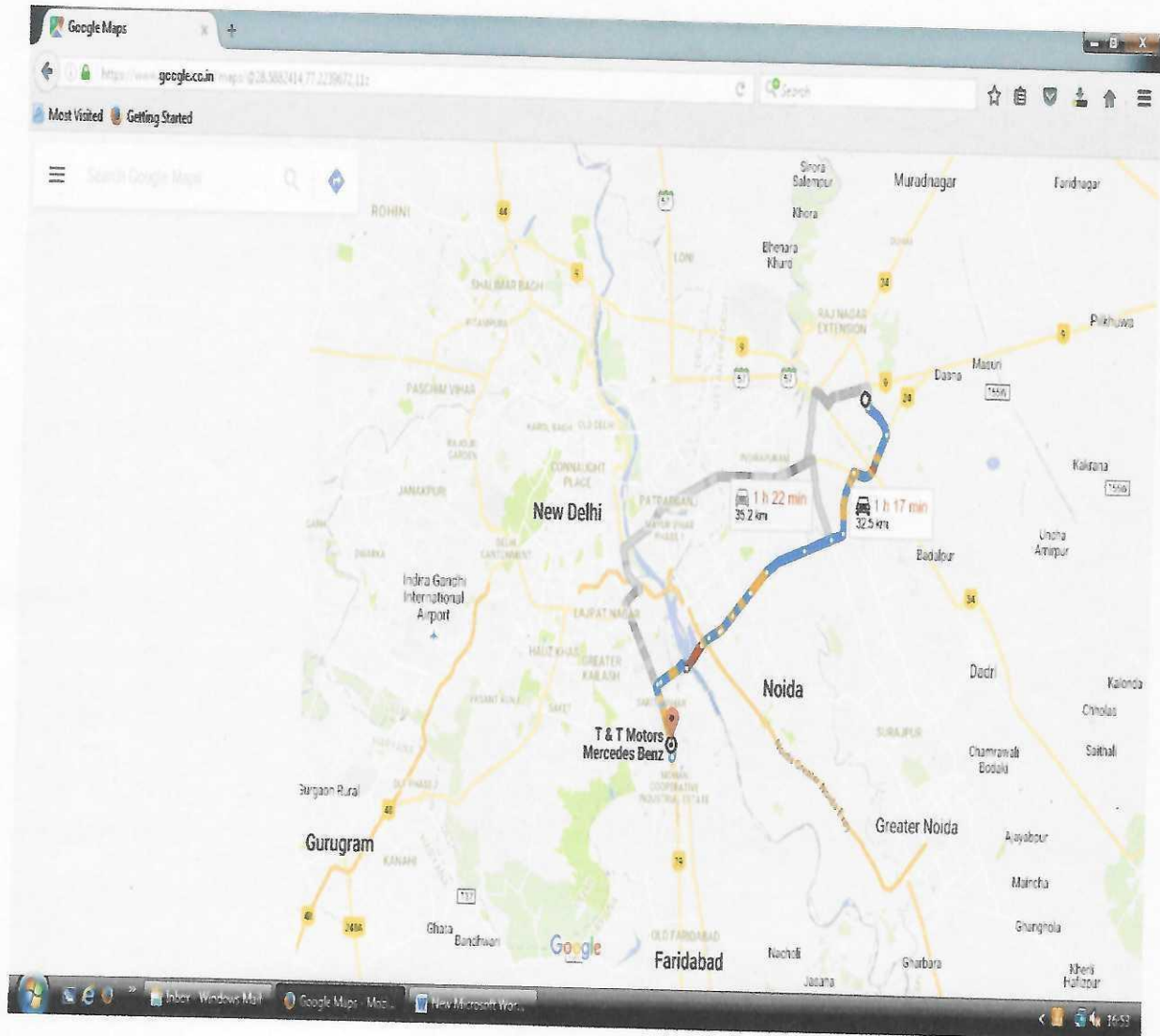
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ROUTE MAP TO THE ANNUAL GENERAL MEETING VENUE

**VENUE: 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

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ATTENDANCE SLIP

Sr. No. _____

I / We hereby record my/our presence at the 34th Annual General Meeting of the shareholders of the Company on Friday, 30th September, 2022 at GA-2, B-1, Extension, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110 044 at 09.00 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.

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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, Block No. B-1 Extension, Mohan Co-Operative Industrial Estate, 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 34th Annual General Meeting of the Company, to be held on Friday, 30th September, 2022 at GA-2, B-1, Extension, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110 044 at 09.00 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 2022

**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.

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