

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the Company will be held on Monday, 22nd May, 2023 at 11.00 A.M. at GA-2, B-1, Extension, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044, to transact the following business:

SPECIAL BUSINESS:

1. Authorisation for giving Guarantee & Security on behalf of M/s Allied Motors Ltd

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 185 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Meetings of Board and its Powers), Rules, 2014, as may be amended from time to time, consent of the members be and is hereby accorded for giving of Guarantee and/or providing of security (ies) in connection with any loan taken / to be taken by M/s Allied Motors Limited (AML), being entity covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Sub-section 2 of the said Section, of an aggregate outstanding amount not exceeding Rs. 20,00,00,000 (Rs. Twenty Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any Committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Guarantee / Security and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds, things or matters as may be necessary or incidental thereto and as the Board may think fit and suitable."

Date: 26th April, 2023
Place: New Delhi

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

Monika Dhillon



GM (Corporate Affairs) & CS
Membership No : ACS108606

**Address: E-102, Alaknanda Apartments,
Surya Nagar, Ghaziabad**

CIN: U34300DL1988PTC030910

ALLIED NIPPON PRIVATE LIMITED

(Formerly known as Allied Nippon Ltd.)

A-12, Site - IV, Industrial Area, Sahibabad - 201010 District - Ghaziabad U.P. (INDIA)
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: intertrade2@aol.net
Website: www.alliednippon.com

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1. **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. The instrument appointing the proxy should, however, be deposited with the Company before the commencement of the Meeting.

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.

2. **Corporate Members:** Corporate Members intending to send their authorised representative(s) are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extra-ordinary General Meeting.
3. Route map showing direction to the venue of the meeting is annexed herewith.
4. 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.
5. Relevant documents referred to in the Notice and Explanatory Statement will be available for inspection by the members at the registered office of the Company on all working days during business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.
6. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of business set out in Item No. 1 is annexed herewith.

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

ITEM NO. 1

The Company's Affiliate Company, M/s Allied Motors Ltd. (AML) is in the process of availing various credit facilities of Rs. 99,41,00,000 (Rupees Ninety Nine Crores Forty-One Lacs Only) from Axis Bank Limited to meet its business requirements, in place of existing facilities being availed from HDFC Bank Ltd. The said credit facilities are backed by corporate guarantee and security of an amount not exceeding of Rs. 20,00,00,000/- of the Company. The funds shall be utilised by AML for its principal business activities, viz. setting up showrooms and workshops for Kia Motor Cars in accordance with the dealership awarded by Kia Motors India for various locations.

In view of the requirements of Section 185 of the Companies Act, 2013, no Company shall give any guarantee and/or security to any person or Body Corporate which is an entity covered under the category of 'a person in whom any of the director of the Company is interested', without the prior approval of Shareholders by means of a Special Resolution.

Your Directors recommend passing the proposed Resolution as set out in item no. 1 as Special Resolution.

Mr. Ravi Talwar, Mr. Rohan Talwar and Ms. Rashi Talwar are interested in this resolution and their relatives, Ms. Madhu Talwar and Ms. Revati Talwar may be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in Allied Motors Ltd.

Save and except the above, none of the other Directors, Key Managerial Person(s) of the Company or their relatives are directly/indirectly concerned or interested, financially or otherwise, in the proposed resolution as set out in Item No. 1 of the Notice.

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

Date: 26th April, 2023
Place: New Delhi



Monika Dhingra

Monika Dhingra
GM (Corporate Affairs) & CS
Membership No: ACS 18606
Address: E-102, Ataknanda Apartments,
Surya Nagar, Ghaziabad

CIN: U34300DL1988PTC030910

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