Allied Nippon

NOTICE

Notice is hereby given that the 38th Annual General Meeting of the Shareholders of Allied Nippon Private Limited (CIN: U34300DL1988PTC030910) will be held on Wednesday, 30th September, 2026 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 31st March, 2026, 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, 2026;

3. **Appointment of Statutory Auditors 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 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 43rd Annual General Meeting of the Company to be held in the year 2031, 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 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. **Authorisation for granting Inter-Corporate Loan to M/s. Allied FMG Friction Private Limited**

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

Allied Nippon

"Resolved That pursuant to the provisions of 185 and other applicable provisions of the Companies Act, 2013 ("the Act") read with The Companies (Meeting of Board and its Power), Rules, 2014, as may be amended from time to time, the consent of the members be and is hereby accorded to provide Inter Corporate Loan to Allied FMG Friction Private Limited (AFMG), 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 INR 27,30,00,000 (Indian Rupees Twenty-Seven Crore Thirty Lakhs).

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 Loan 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."

For and on behalf of the Board
Allied Nippon Private Limited

Allied Nippon Private Limited GA-2, Block No.B-1, Extension, Mohan Co-operative Industrial Estate, New Delhi-1100

Date 03rd September, 2026
Place: Noida

Monika Dhingra
AVP (Corporate Affairs) & Group CS

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 : intertrade@bol.net.in
Website: www.alliednippon.com

Re-Cycled Paper

Allied Nippon

Notes:

A. **<u>Appointment of Proxy:</u> 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 38th Annual General Meeting, Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended 31st

March, 2026 together with Director's Report and Auditor's Report are available on the Website of the Company 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 are enclosed herewith.

J. Dividend on the shares, if declared, will be paid after 30th September, 2026, 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, 2026

K. Members who have not received or have not encashed their dividend warrant(s) for the financial years 2018-19 to 2024-25, are requested to write to the Company, mentioning the relevant Folio number, 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 2018-19 is due for transfer to the said Fund. Upon such transfer to the Investor Education and Protection Fund, no claim shall lie against the Company in respect of such amount, and the shareholder may claim the amount from the Investor Education and Protection Fund in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder.

Allied Nippon

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

Item No. 4

The Company has entered into a Joint Venture Agreement with ZF India Private Limited and, pursuant thereto, incorporated a joint venture company, namely Allied FMG Friction Private Limited ("AFMG"), on June 1st, 2026. The Company holds 51% of the equity share capital of AFMG.

AFMG is in the process of establishing a manufacturing plant at Ganaur, Haryana, for carrying out its principal business activities, including the manufacture of friction materials such as disc brake pads, brake linings, brake shoe assemblies and drum brake assemblies for automobiles and motorcycles. AFMG accordingly has an ongoing requirement for funds towards capital expenditure, working capital and other business requirements.

In order to support the funding requirements of AFMG and facilitate the establishment and commencement of its manufacturing operations, the Board of Directors proposes to provide loans to AFMG, from time to time, for an aggregate amount not exceeding **Rs. 27.30 crore (Rupees Twenty-Seven Crore and Thirty Lakh only)**, on such terms and conditions as may be mutually agreed upon and considered appropriate by the Board.

The loan proceeds shall be utilised by AFMG solely for its principal business activities, including the establishment and operation of its manufacturing facility. The proposed transaction is intended to support AFMG's genuine funding requirements and further the Company's strategic objectives in relation to the joint venture.

In view of the requirements of Section 185 of the Companies Act, 2013, no Company shall give any guarantee 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. 4 as Special Resolution.

Mr. Rohan Talwar is interested in this resolution to the extent of his Directorship in Allied FMG Friction Private Limited.

Save and except the above, none of the other Directors, Key Managerial Person(s) of the Company or their relatives is directly/indirectly concerned or interested, financially or otherwise, in the proposed resolution as set out in Item No. 4 of the Notice.

For and on behalf of the Board
Allied Nippon Private Limited

Allied Nippon Private Limited GA-2, Block No. B-1, Extension, Mohan Co-operative Industrial Estate New Delhi-110044

Date 03rd September, 2026
Place: Noida

Monika Dhingra
AVP (Corporate Affairs) & Group CS

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 : intertrade@bol.net.in
Website: www.alliednippon.com

Re-Cycled Paper

ATTENDANCE SLIP

Sr. No. -----------------------------------

I / We hereby record my/our presence at the 38th Annual General Meeting of the shareholders of the Company on Wednesday, 30th September, 2026 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.

Allied Nippon

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 38th Annual General Meeting of the Company, to be held on Wednesday, 30th September, 2026 at GA-2, B-1, Extension, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044 at 11:00 a.m., and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.
1 ....
2 ....
3 ....

Affix Revenue Stamp

Signed this .... day of... 2026

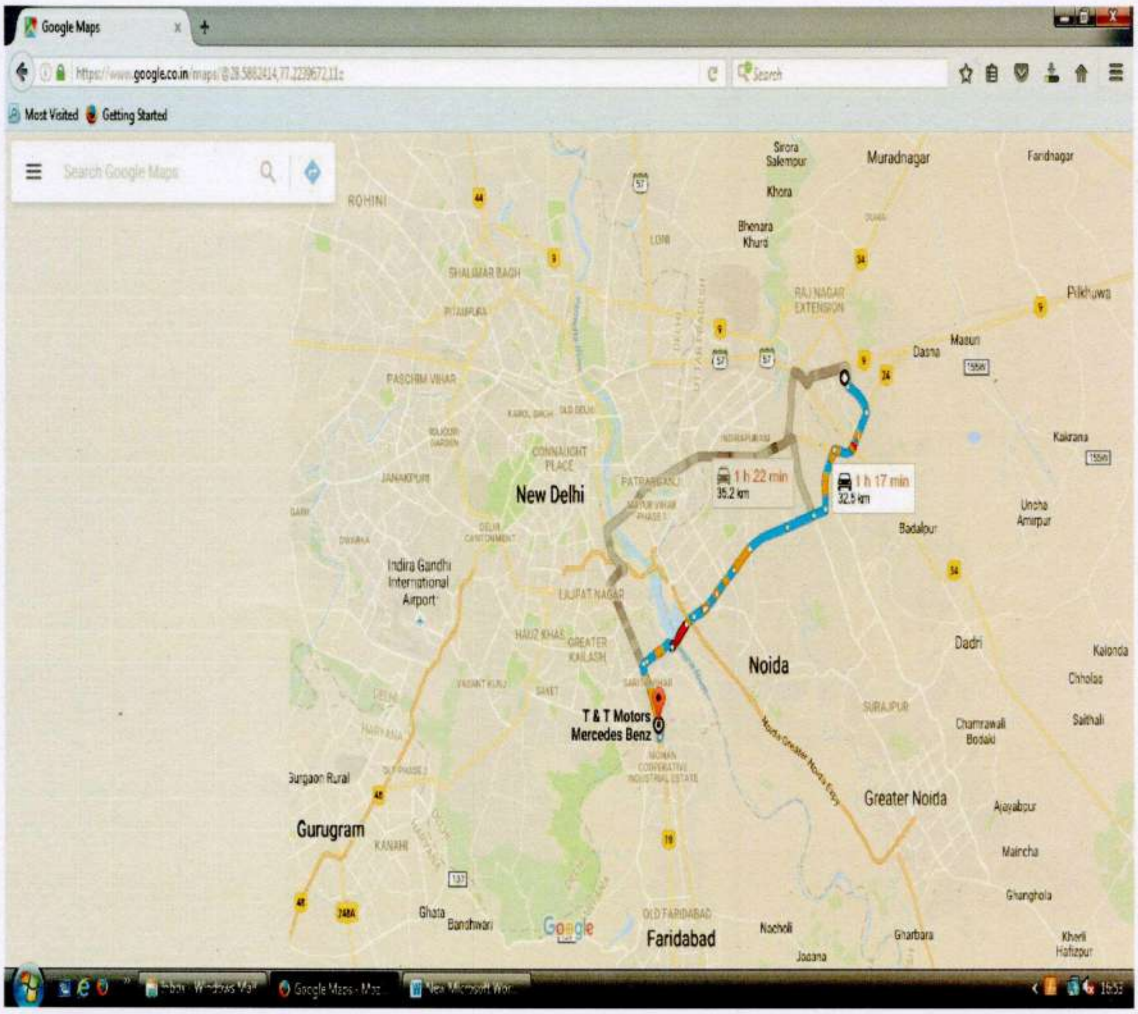
Signature of Shareholder----------------------Signature of Proxy holder(s) ----------------------------------

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.

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 : intertrade@bol.net.in
Website: www.alliednippon.com
Re-Cycled Paper

Allied Nippon

ROUTE MAP TO THE 38TH ANNUAL GENERAL MEETING VENUE
VENUE: GA-2, B-1 EXTENSION, MOHAN CO-OPERATIVE INDUSTRIAL ESTATE, MATHURA ROAD, NEW DELHI-110044



Distance from Mohan Estate Metro Station	**6.7 Kms**
Distance from Badarpur Border	**5.1 Kms**

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 : intertrade@bol.net.in
Website: www.alliednippon.com

Re-Cycled Paper