



## **NOTICE**

**Notice** is hereby given that the **Twenty Ninth Annual General Meeting of RAHMAN INDUSTRIES LIMITED** will be held on the Wednesday, 30<sup>th</sup> September, 2020 at its registered office at 184/167 Wajidpur, Jajmau, Kanpur-208010 at 11.00 A.M. to transact the following business:-

### **ORDINARY BUSINESS**

**1. To receive, consider and adopt**

- The Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020, together with the Reports of Directors and Auditors thereon.
- The Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020, together with the Report of Auditors thereon.

**2. To appoint a Director** in place of Mr. Imran Rahman, (Din 07989145) who retires by rotation pursuant to the provisions of Article 90 of the Articles of Association of the Company and being eligible, offers himself for reappointment.

**3. To appoint a Director** in place of Mr. Ashish Gupta, (Din 01640785) who retires by rotation pursuant to the provisions of Article 90 of the Articles of Association of the Company and being eligible, offers himself for reappointment.

### **SPECIAL BUSINESS**

**4. Approval to set a limit of overall maximum managerial remuneration for managing director or whole-time director or manager and other directors**

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

**“RESOLVED THAT** in supersession of the earlier resolution passed at the Extra-ordinary General Meeting of the Company held on 20 May, 2019 and pursuant to the provisions of Section 197(1) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modifications or re-enactments therefore, for the time being in force) and on recommendation of the Nomination and Remuneration Committee, approval of the members of the Company be and is hereby accorded to pay overall remuneration to Directors of the Company up to Fifteen percent of the net profits of the Company in excess of the limit as prescribed under sub-section (1) of section 197 i.e. eleven percent of the net profits of the Company.”

**“RESOLVED FURTHER THAT** consent of the members of the Company be and is hereby accorded:

- i. that the remuneration payable to any one Managing Director or Whole-time Director or manager shall not exceed five percent of the net profits of the Company or if there is more one than such director, remuneration shall not exceed nine percent of the net profits of the Company to all such directors and manger taken together;
- ii. that the remuneration payable to directors who are neither Managing Directors nor Whole-time Directors shall not exceed six percent of the net profits of the Company.”

### **Rahman Industries Limited**

Registered Office - 184/167 , Wajidpur , Jajmau , Kanpur - 208010 (UP) India.

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**“RESOLVED FURTHER THAT** in no case the overall maximum managerial remuneration payable to all such Directors of the Company shall exceed fifteen percent of the net profits of the Company in any case in a financial year.”

*Explanation: for the purpose above-*

- (i) Net profit means the net profit computed under section 198 of the Act.
- (ii) Remuneration means basic salary, house rent allowance, medical reimbursement, travelling expenses, commission on net profits, or any money or its equivalent given or passed to directors for services rendered by them and includes perquisites as defined under Income Tax Act, 1961 but does not include sitting fees payable to directors as per sub-section (5) of section 197 of the Act.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary and/or incidental in this regard including filing of necessary e-forms with the Registrar of Companies, Uttar Pradesh.”

**5. Approval for remuneration payable to Mr. Nadeem Rahman (DIN: 00058207) as a Non-executive Director.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and subject to the provisions of Schedule V to the Act (including any statutory modifications or re-enactments thereof, for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee, consent of the members of the Company be and is hereby accorded to pay remuneration to Mr. Nadeem Rahman, Non-executive Director, as detailed below from 01.10.2020 to 30.09.2023:

**Basic Salary:** Rs. 8,64,000/- Per Month.

**House Rent Allowances:** Rs.1,44,000/- Per Month.

**Commission on Net Profit:** Not more than 3% on net profits of the Company, subject to the approval of Board.

Provided that overall remuneration payable to Mr. Nadeem Rahman, as aforesaid, shall not exceed 5% of the Net Profits of the Company.

**“RESOLVED FURTHER THAT** in case of no profits or inadequacy of profits, entire remuneration payable to Mr. Nadeem Rahman shall be returned back to the Company.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary and/or incidental in this regard including filing of necessary e-forms with the Registrar of Companies, Uttar Pradesh.”

**6. Approval of remuneration payable to Ms. Yusra Rahman (DIN: 05327406), as a Non-executive Director.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and subject to the provisions of Schedule V to the Act (including any statutory modifications or re-enactments thereof, for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee, consent of the members of the Company be and is hereby accorded to pay remuneration to Ms. Yusra Rahman, Non-executive Director, as detailed below from 01.10.2020 to 30.09.2023:

**Basic Salary:** Rs. 2,00,000/- Per Month.”



**“RESOLVED FURTHER THAT** in case of no profits or inadequacy of profits, entire remuneration payable to Ms. Yusra Rahman shall be returned back to the Company.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary and/or incidental in this regard including filing of necessary e-forms with the Registrar of Companies, Uttar Pradesh.”

**7. Approval of remuneration payable to Ms. Esra Rahman (DIN: 08430717), as Non-executive Director.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and subject to the provisions of Schedule V to the Act (including any statutory modifications or re-enactments thereof, for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee, consent of the members of the Company be and is hereby accorded to pay remuneration to Ms. Esra Rahman, Non-executive Director, as detailed below from 01.10.2020 to 30.09.2023:

**Basic Salary:** Rs. 2,00,000/- (Rupees Two Lacs Only) Per Month.”

**“RESOLVED FURTHER THAT** in case of no profits or inadequacy of profits, entire remuneration payable to Ms. Esra Rahman shall be returned back to the Company.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary and/or incidental in this regard including filing of necessary e-forms with the Registrar of Companies, Uttar Pradesh.”

**8. Re-Appointment of Mr. Imran Rahman, (Din 07989145), as the Whole-Time Director of the Company.**

*To consider and if thought fit, to pass with or without Modification (s,) the following resolution as an special resolution,*

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made there under and read with Schedule V to the Act and pursuant to Articles of Association of the Company (including any statutory modifications or re-enactments thereof, for the time being in force) approval of the members of the Company be and is hereby accorded to re-appoint Mr. Imran Rahman, (Din 07989145), whose current term expires on 22<sup>nd</sup> November, 2020, as the Whole-time Director for the period of 3 (three) years w.e.f. 23<sup>rd</sup> November, 2020 on following terms and conditions:

**Salary:** Rs. 2,16,000/- Per Month.

**Minimum Remuneration:** If in any accounting year, the Company has no profits or its profits are inadequate or in any case, remuneration by way of salary, perquisites and other allowances will be subject to the ceilings set out in Schedule V of the Companies Act, 2013.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to vary, modify or alter the terms and conditions of said re-appointment as it may deem fit and as may be acceptable to Mr. Imran Rahman in compliance with Schedule V to the Act and other applicable provisions and laws, if any. However, in case of loss or inadequacy of profit the minimum remuneration as per Schedule V to the Act shall be paid.

**Commission on Net Profit:** In addition to the above, Mr. Imran Rahman, subject to approval of Board of Directors, shall also be entitled to a commission up to 3% of the net profit as permitted under Section 197 of the Act or as per the limit approved by the members, in case of adequacy of profit.”



**“RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary and/or incidental in this regard including filing of necessary e-forms with the Registrar of Companies, Uttar Pradesh.”

**9. Approval for entering into contract / agreement with related parties**

*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 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, approval of the members of the Company be and is hereby accorded to enter into contract(s)/ arrangement(s)/ transaction(s) with the following companies / firms as per details in below table, which are related parties within the meaning of Section 2(76) of the Act, for Sale and Purchase of Goods & Services for 5 years w.e.f. 01.10.2020.”

| S N | Name of the Related Party;             | Nature,material terms, particulars of the contract or arrangements | Amount (in crores) | Duration | Name of the Director or KMP who is related,                                                                                                                                | Nature of Relationship                                                                                                                                                       |
|-----|----------------------------------------|--------------------------------------------------------------------|--------------------|----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.  | KA LIM TANNERY                         | SALE & PURCHASE OF GOODS AND SERVICES                              | 120                | 5 YEARS  | Mr. Nadeem Rahman,<br>Mr. Kamran Rahman,<br>Mr. Hammad Rahman,<br>Mr. Ebaad Rahman,<br>Mr. Imran Rahman,                                                                   | Partner,<br>Partner,<br>Partner,<br>Partner,<br>Partner,                                                                                                                     |
| 2.  | YUN KING TANNERY                       | SALE & PURCHASE OF GOODS AND SERVICES                              | 120                | 5 YEARS  | Mr. Nadeem Rahman,<br>Mr. Kamran Rahman,<br>Mr. Hammad Rahman,<br>Mr. Ebaad Rahman,<br>Mr. Imran Rahman,                                                                   | Partner,<br>Partner,<br>Partner,<br>Partner,<br>Partner,                                                                                                                     |
| 3.  | ICON DESIGNS                           | SALE & PURCHASE OF GOODS AND SERVICES                              | 120                | 5 YEARS  | Mr. Kamran Rahman,                                                                                                                                                         | Partner,                                                                                                                                                                     |
| 4.  | SAFETIX PROTECTIVE EQUIPMENTS PVT. LTD | SALE & PURCHASE OF GOODS AND SERVICES                              | 240                | 5 YEARS  | Mr. Nadeem Rahman,<br>Mr. Kamran Rahman,<br>Mr. Mohd. Razi Uddin,<br>Mr. Hammad Rahman,<br>Mr. Ebaad Rahman,<br>Mr. Imran Rahman,<br>Ms. Esra Rahman,<br>Ms. Yusra Rahman, | Director & Member,<br>Director & Member,<br>Director & Member,<br>Director & Member,<br>Director & Member,<br>Member,<br>Member,<br>Member,                                  |
| 5.  | SADAF ENTERPRISES PRIVATE LIMITED      | SALE & PURCHASE OF GOODS AND SERVICES                              | 180                | 5 YEARS  | Mr. Nadeem Rahman,<br>Mr. Kamran Rahman,<br>Mr. Mohd. Razi Uddin,<br>Mr. Hammad Rahman,<br>Mr. Ebaad Rahman,<br>Mr. Imran Rahman,<br>Ms. Esra Rahman,<br>Ms. Yusra Rahman, | Director & Member,<br>Director & Member,<br>Director & Member,<br>Director & Member,<br>Director & Member,<br>Director & Member,<br>Director & Member,<br>Director & Member, |
| 6.  | A.T.O. EXIMS PRIVATE LIMITED           | SALE & PURCHASE OF GOODS AND SERVICES                              | 120                | 5 YEARS  | Mr. Nadeem Rahman,<br>Mr. Kamran Rahman,<br>Mr. Mohd. Razi Uddin,<br>Mr. Hammad Rahman,<br>Mr. Ebaad Rahman,<br>Mr. Imran Rahman,                                          | Director & Member,<br>Director & Member,<br>Director,<br>Director,<br>Director,<br>Director,                                                                                 |



|    |                                            |                                       |         |         |                                                                                                                                                                         |                                                                                                    |
|----|--------------------------------------------|---------------------------------------|---------|---------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|
| 7. | NUTROLA INDUSTRIES PRIVATE LIMITED         | SALE & PURCHASE OF GOODS AND SERVICES | 60      | 5 YEARS | Mr. Kamran Rahman, Mr. Mohd. Razi Uddin, Mr. Imran Rahman, Mr. Ashish Gupta                                                                                             | Director & Member, Director, Director, Director,                                                   |
| 8. | NATURANT INDUSTRIES PRIVATE LIMITED        | SALE & PURCHASE OF GOODS AND SERVICES | 60      | 5 YEARS | Mr. Kamran Rahman, Mr. Mohd. Razi Uddin,                                                                                                                                | Director & Member, Director,                                                                       |
| 9. | LEATHER ONLINE PRIVATE LIMITED             | SALE & PURCHASE OF GOODS AND SERVICES | 120     | 5 YEARS | Mr. Kamran Rahman,                                                                                                                                                      | Director & Member,                                                                                 |
| 10 | SUPER SHOES LIMITED                        | SALE & PURCHASE OF GOODS AND SERVICES | 120     | 5 YEARS | Mr. Nadeem Rahman, Mr. Kamran Rahman, Mr. Mohd. Razi Uddin, Mr. Ashish Gupta, Mr. Hammad Rahman, Mr. Ebaad Rahman, Mr. Imran Rahman, Ms. Esra Rahman, Ms. Yusra Rahman, | Director & Member, Director & Member, Director & Member, Director, Member, Member, Member, Member, |
| 11 | BBF SAFETY GROUP (PTY) LIMITED             | SALE & PURCHASE OF GOODS AND SERVICES | 6 USD   | 5 YEARS | Mr. Nadeem Rahman, Mr. Ebaad Rahman,                                                                                                                                    | Director, Alternate Director,                                                                      |
| 12 | Quality Safety 1990 (Pty) Ltd              | SALE & PURCHASE OF GOODS AND SERVICES | 1.2 USD | 5 YEARS | Board accustomed to Act                                                                                                                                                 |                                                                                                    |
| 13 | MOSSOP WESTERN LEATHERS (PTY) LIMITED      | SALE & PURCHASE OF GOODS AND SERVICES | 1.8 USD | 5 YEARS | Mr. Nadeem Rahman, Mr. Kamran Rahman, Mr. Ebaad Rahman,                                                                                                                 | Director, Director, Director,                                                                      |
| 14 | BEIER DRAWATEX HEALTHCARE PROPRIETARY LTD. | SALE & PURCHASE OF GOODS AND SERVICES | 1.2 USD | 5 YEARS | Mr. Kamran Rahman, Mr. Hammad Rahman, Mr. Ebaad Rahman,                                                                                                                 | Director, Director, Director,                                                                      |
| 15 | DAL MASO GROUP HONG KONG LIMITED           | SALE & PURCHASE OF GOODS AND SERVICES | 6 USD   | 5 YEARS | Mr. Kamran Rahman, Mr. Hammad Rahman,                                                                                                                                   | Director, Director,                                                                                |
| 16 | PROTEC SAFETY ASIA                         | SALE & PURCHASE OF GOODS AND SERVICES | 0.6 USD | 5 YEARS | Mr. Kamran Rahman,                                                                                                                                                      | Director,                                                                                          |



|    |                                                    |                                                   |         |            |                                          |                        |
|----|----------------------------------------------------|---------------------------------------------------|---------|------------|------------------------------------------|------------------------|
| 17 | KUNSHAN<br>PROTEC<br>SAFETY<br>PRODUCTS<br>CO. LTD | SALE<br>&PURCHASE<br>OF GOODS<br>AND<br>SERVICES  | 1.8 USD | 5<br>YEARS | Mr. Kamran Rahman,                       | Director,              |
| 18 | SAFETIX(M<br>ID-<br>EAST)(FZE)                     | SALE &<br>PURCHASE<br>OF GOODS<br>AND<br>SERVICES | 3 USD   | 5<br>YEARS | Mr. Kamran Rahman,                       | Manager                |
| 19 | RAHMACO<br>SRL                                     | SALE &<br>PURCHASE<br>OF GOODS<br>AND<br>SERVICES | 3 USD   | 5<br>YEARS | Subsidiary                               |                        |
| 20 | PERFORM<br>ANCE<br>BRANDS<br>LIMITED               | SALE &<br>PURCHASE<br>OF GOODS<br>AND<br>SERVICES | 3 USD   | 5<br>YEARS | Mr. Kamran Rahman,<br>Mr. Hammad Rahman, | Director,<br>Director, |
| 21 | PERF<br>ITALIA SRL                                 | SALE &<br>PURCHASE<br>OF GOODS<br>AND<br>SERVICES | 3 USD   | 5<br>YEARS | Subsidiary                               |                        |
| 22 | LEMAITRE<br>SECURITE<br>SAS                        | SALE &<br>PURCHASE<br>OF GOODS<br>AND<br>SERVICES | 6 USD   | 5<br>YEARS | Subsidiary                               |                        |
| 23 | LEMAITRE<br>DEUTSCH<br>LAND<br>GMBH                | SALE &<br>PURCHASE<br>OF GOODS<br>AND<br>SERVICES | 3 USD   | 5<br>YEARS | Subsidiary                               |                        |
| 24 | FRANCISC<br>O MENDI<br>SL                          | SALE &<br>PURCHASE<br>OF GOODS<br>AND<br>SERVICES | 3 USD   | 5<br>YEARS | Subsidiary                               |                        |
| 25 | LEMAITRE<br>SAFETY<br>PRODUCT<br>S SRO             | SALE &<br>PURCHASE<br>OF GOODS<br>AND<br>SERVICES | 1.2 USD | 5<br>YEARS | Subsidiary                               |                        |
| 26 | LEMAITRE<br>BELGIQUE<br>SPRL                       | SALE &<br>PURCHASE<br>OF GOODS<br>AND<br>SERVICES | 1.2 USD | 5<br>YEARS | Subsidiary                               |                        |

**“RESOLVED FURTHER THAT** the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.”

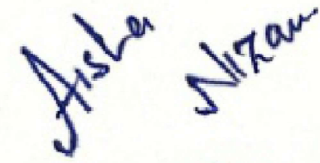


**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to enter into the proposed contract as placed before the meeting and signed by the Chairman for identification and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

**Date: 31.08.2020**

**Place: Kanpur**

**By order of the Board  
For Rahman Industries Limited**



**Aisha Nizam  
(Company Secretary)**

#### **NOTES**

1. In view of the massive outbreak of the COVID-19 pandemic, for maintenance of social distancing norms, the Government of India, Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated 05<sup>th</sup> May, 2020, permitting the conduct of Annual General Meeting through Video Conferencing (VC) or other Audio Visual means (OAVM). In the Board Meeting held on 31.08.2020 of the Company, It was decided that as the Company is a closely held Company, hence the AGM can be held with the personal presence of the members in Compliance of the Social Distancing norms of the Government of India.

2. A member entitled to attend and vote at the meeting is entitled to appoint proxy/proxies to attend and vote instead of himself / herself. Such proxy/proxies need not be member of the company.

3. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. The instrument appointing a proxy in form MGT-11 should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

4. An Explanatory statement pursuant to provisions of Section 102 of the Companies Act, 2013 in respect of the special resolution to be passed at this Annual General Meeting is annexed herewith.

5. The relevant details of director as required under Secretarial Standard - 2 of General Meetings (SS-2), issued by Institute of Companies Secretaries of India("ICSI") under item 2-3 and 5-8 are also annexed herewith as Annexure-A

5. All the documents referred to in the accompanying notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be available for inspection by the Members at the Registered Office of the Company during business hours on any working day up to the date of the Annual General Meeting of the Company.

7. The Register of Contracts maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the registered office of the company on all working days up to the date of Annual General Meeting.

3. The Register of Director shareholding under section 170 of the Companies Act, 2013 will be available for inspection by the members at the Meeting.



### **Explanatory Statement**

(Pursuant to provisions of Section 102 of the Companies Act, 2013)

#### **Item No. 4: Approval to set a limit of overall maximum managerial remuneration for managing director or whole-time director or manager and other directors.**

The members of the Company passed a resolution in their meeting held on 20.05.2019, fixing the limit of overall maximum managerial remuneration payable to Directors of the Company up to fifteen percent of the net profits of the Company in excess of the limit as prescribed under sub-section (1) of section 197 i.e. eleven percent of the net profits of the Company.

The Nomination and Remuneration Committee at their meeting held on 31.08.2020, recommended to the Board to modify the earlier resolution of the limit to Fifteen per cent of the net profits of the Company, and to further bifurcate limits of the overall maximum managerial remuneration payable to managing director; or whole-time director or manager and other directors, who are not the managing director; or whole-time director, to bring uniformity in line with provisions of the Companies Act, 2013.

The Nomination and Remuneration Committee proposed that the remuneration payable to Directors of the Company shall be as under:

- i. That the remuneration payable to any one Managing Director or Whole-time Director or manager shall not exceed five percent of the net profits Company or if there is more than one such director, remuneration shall not exceed nine percent of the net profits of the Company to all such directors and manger taken together;
- ii. That the remuneration payable to directors who are neither Managing Directors nor Whole-time Directors shall not exceed six percent of the net profits of the Company."

It is pertinent to note that Nomination and Remuneration Committee has recommended the payment of remuneration to Directors who are neither the Managing Director nor Whole-time Directors in excess of the limits as prescribed in second proviso to sub-section (1) of section 197 of the Act on account various factors like financial position of the Company, trend in the industry, experience and past performance of the Directors and bringing objectivity in determining the percentage while striking balance between the interest of the Company and the shareholder

Pursuant to the above recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 31.08.2020, approved the limits, subject to the approval of members of the Company, as aforesaid.

Section 197 of the Companies Act, 2013 ("the Act") was amended vide Companies (Amendment) Act, 2017 notified w.e.f. 12 September, 2018 wherein it contemplates that a Company may pay remuneration to the Directors in excess of eleven per cent of the net profits of the Company by passing a special resolution in the general meeting.

In terms of said section, members of the Company had already granted their approval to pay overall remuneration to all the Directors of the Company upto 15% of the net profit of the Company. Now, in supersession of the said resolution, approval of members of the Company is required to pay overall remuneration to the all the Directors of the Company in excess of eleven per cent but up to fifteen per cent of the net profits of the Company in a single financial year and to further fix the limit of remuneration that may be payable to Managing Director or Whole-time Director or Manger and to other Directors, who are neither Managing Director or Whole-time Director.

Except Mr. P M Gupta, Mr. Sunit Gupta and Mr. Anand Kumar Jain, all the Directors of the Company, are interested in the aforesaid resolution being the recipient of remuneration and also to the extent of their shareholding in the Company, if any. Further, relatives of Directors may be deemed to be interested in the said resolution to the extent of their shareholding



interest in the Company, if any. Save and except the above, none of the Director and/or Key Managerial Personnel of the Company and their relatives, in any way, concerned or interested in the said resolution, financially or otherwise.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

**Item No. 5: Approval for remuneration payable to Mr. Nadeem Rahman (DIN: 00058207) as a Non-executive Director.**

Mr. Nadeem Rahman, who was appointed as Managing Director of the Company w.e.f. 1 April, 2019 by the Board of Directors at their meeting held on 30 March, 2019 and Members have approved his appointment in the EGM held on 20 May, 2019, has tendered his resignation from the post of Managing Director of the Company w.e.f. 30 September, 2020. However, he will continue his association with the Company as a Non-Executive Director of the Company w.e.f. 01 October, 2020.

Mr. Nadeem Rahman has been at the helm of the Company since its inception and has substantially contributed to the growth of the Company and led it to leadership levels in Leather Industry. Considering his extraordinary contributions, the Board of Directors at their meeting held on 31.08.2020 considered the recommendation of the Nomination and Remuneration Committee and unanimously approved the proposal for Mr. Nadeem Rahman to continue as Non-Executive Director and continue to engage with the company to guide and mentor the Company with his expertise in effective business practices and rich experience and approved the remuneration fixed by the Nomination and Remuneration Committee to be drawn by Mr. Nadeem Rahman as Non-executive Director w.e.f. 01 October, 2020 for the period of three years.

The Board recommends the resolution in relation to payment of remuneration to Mr. Nadeem Rahman as a Non-executive Director for approval of Members of the Company in terms of section 197 of the Companies Act, 2013. Continuation of his directorship on the Company will be of immense benefit to the Company.

Mr. Nadeem Rahman shall be entitled to a fixed remuneration of INR 8.64 lakhs per month with applicable allowances and commission of not exceeding 3% of the net profits of the Company as determined in accordance with section 197 of the Companies Act, 2013, provided that his overall managerial remuneration shall not exceed 5% of the Net Profits of the Company. The remuneration is in line with industry practices and commensurate with the proposal to continue his engagement with the Company. The total remuneration payable to Mr. Nadeem Rahman will be within the permissible limits of Section 197 of the Companies Act, 2013 or otherwise approved by the Members of the Company.

Disclosure as required under SS-2 i.e. Secretarial Standard on General Meetings as issued by the ICSI is given under Annexure – A.

Mr. Nadeem Rahman is interested in the aforesaid resolution being the appointee. Mr. Kamran Rahman, Mr. Hammad Rahman, Mr. Ebaad Rahman and Ms. Esra Rahman, being related to Mr. Nadeem Rahman may be deemed to be interested in the said resolution to the extent of their shareholding in the Company, if any. Save and except the above, none of the Director and/or Key Managerial Personnel of the Company and their relatives, in any way, concerned or interested in the said resolution, financially or otherwise.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

**Item No. 6: Approval for remuneration payable to Ms. Yusra Rahman (DIN: 05327406) as a Non-executive Director.**

Ms. Yusra Rahman, who was appointed as Whole time Director of the Company w.e.f. 01 April, 2018 by the Board of Directors and Members have approved her appointment in the AGM held on 29th September, 2018, has tendered her resignation from the post of Whole-time



Director of the Company w.e.f. 30 September, 2020. However, she will continue as the Non-executive Director of the Company w.e.f. 01 October, 2020. .

Ms. Yusra Rahman is associated with the Company since 2012, she has a keen strategic mind and is always in search of innovative ways of building organization. Considering her innovative ideas and her approach in driving the organization towards growth, the Board of Directors at their meeting held on 31.08.2020 considered the recommendation of the Nomination and Remuneration Committee and unanimously approved the proposal for Ms. Yusra Rahman to continue as Non-Executive Director and continue to engage her innovative visualization for the Company and approved the remuneration fixed by the Nomination and Remuneration Committee to be drawn by Ms. Yusra Rahman as Non-executive Director w.e.f. 01 October, 2020 for the period of three years.

The Board recommends the resolution in relation to payment of remuneration to Mr. Yusra Rahman as a Non-executive Director for approval of Members of the Company in terms of section 197 of the Companies Act, 2013. Continuation of his directorship on the Company will be of immense benefit to the Company.

Ms. Yusra Rahman shall be entitled to a remuneration of INR 2 lakhs per month in accordance with section 197 of the Companies Act, 2013 or otherwise, approved by the Members of the Company. The remuneration is in line with industry practices and commensurate with the proposal to continue her engagement with the Company.

Disclosure as required under SS-2 i.e. Secretarial Standard on General Meetings as issued by the ICSI is given under Annexure – A.

Ms. Yusra Rahman is interested in the aforesaid resolution being the appointee. Mr. Kamran Rahman and Mr. Imran Rahman, being related to Ms. Yusra Rahman may be deemed to be interested in the said resolution, to the extent of their shareholding in the Company, if any. Save and except the above, none of the Director and/or Key Managerial Personnel of the Company and their relatives, in any way, concerned or interested in the said resolution, financially or otherwise.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

**Item No. 7: Approval for remuneration payable to Ms. Esra Rahman (DIN: 08430717) as a Non-executive Director.**

Ms. Esra Rahman, who was appointed as Whole-time Director of the Company w.e.f. 01 April, 2020 by the Board of Directors and Members have approved her appointment in the EGM held on 20 May, 2019, has tendered her resignation as a Whole-time Director of the Company w.e.f. 30 September, 2019. However, she will continue as the Non-executive Director of the Company w.e.f 01 October, 2020.

Ms. Esra Rahman is a visionary and passionate woman. She has a brain that can look into issues and guide as they need to be handled. Considering this, the Board of Directors at their meeting held on 31.08.2020 considered the recommendation of the Nomination and Remuneration Committee and unanimously approved the proposal for Ms. Esra Rahman to continue as Non-Executive Director and approved the remuneration fixed by the Nomination and Remuneration Committee to be drawn by Ms. Esra Rahman as Non-executive Director w.e.f. 01 October, 2020 for the period of three years.

The Board recommends the resolution in relation to payment of remuneration to Mr. Esra Rahman as a Non-executive Director for approval of Members of the Company in terms of section 197 of the Companies Act, 2013. Continuation of his directorship on the Company will be of immense benefit to the Company.

Ms. Esra Rahman shall be entitled to a remuneration of INR 2 lakhs per month in accordance with section 197 of the Companies Act, 2013 or otherwise, approved by the Members of the



Company. The remuneration is in line with industry practices and commensurate with the proposal to continue her engagement with the Company.

Disclosure as required under SS-2 i.e. Secretarial Standard on General Meetings as issued by the ICSI is given under Annexure – A.

Ms. Esra Rahman is interested in the aforesaid resolution being the appointee. Mr. Nadeem Rahman, Mr. Hammad Rahman and Mr. Ebaad Rahman, being related to Ms. Esra Rahman may be deemed to be interested in the said resolution to the extent of their shareholding in the Company, if any. Save and except the above, none of the Director and/or Key Managerial Personnel of the Company and their relatives, in any way, concerned or interested in the said resolution, financially or otherwise.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

**Item No. 8: Re-Appointment of Mr. Imran Rahman, (Din 07989145), as the Whole-Time Director of the Company.**

According to the provisions of section 196 of the Companies Act, 2013 (“the Act”), no company shall appointment or re-appoint any person as its Whole-time Director unless it is approved by the members of the Company in general meeting. Keeping in view that Mr. Imran Rahman is B.Sc. in Physics from University of Warwick, UK and he is associated with the Company since 23.11.2017 and has functional expertise in Administration, Production, Costing, Cost Benefit Analysis of the products for the Company. Therefore, it would be in the best interest of the Company to continue the employment of Mr. Imran Rahman as Whole-time Director of the Company for further period of 3 (three) years.

The Board of Directors at its Board Meeting held on 31.08.2020, subject to the approval of members, re-appointed Mr. Imran Rahman for a period of three years w.e.f. 23<sup>rd</sup> November, 2020 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek members’ approval for re-appointment and remuneration payable to Mr. Imran Rahman as Whole-time Director of the Company by way of passing Special Resolution in terms of applicable provisions of the Act.

Disclosure as required under SS-2 i.e. Secretarial Standard on General Meetings as issued by the ICSI is given under Annexure – A.

Mr. Imran Rahman is interested in the aforesaid resolution, being the appointee. Mr. Kamran Rahman and Ms. Yusra Rahman, being related to Mr. Imran Rahman may be deemed to be interested in the said resolution to the extent of their shareholding in the Company, if any. Save and except the above, none of the Director and/or Key Managerial Personnel of the Company and their relatives, in any way, concerned or interested in the said resolution, financially or otherwise.

The Board commends the Special Resolution set out at Item No. 8 of the Notice for approval by the member.

**Item No. 9: Approval for entering into contract / agreement with related parties**

Section 188 of the Companies Act, 2013 (“Act”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, provides that any Related Party Transaction will require prior approval of members through ordinary resolution, if the aggregate value of contract(s)/ arrangement(s)/ transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

The value of proposed aggregate contract(s)/ arrangement(s)/ transaction(s) with the companies / firms as mentioned above, is likely to exceed the said threshold limit.



Accordingly, contract(s)/ arrangement(s)/ transaction(s) entered into with the companies / firms as mentioned above, comes within the meaning of Related Party transaction(s) in terms of provisions of the Act. Hence, approval of the members of the company is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company.

Pursuant to fourth proviso to sub-section (1) of Section 188 of the Companies Act, 2013, approval of members of the Company is not required if the transactions entered by the Company are in the Ordinary course of business other than transactions which are not on arm's length basis. Though the transactions to be entered by the Company shall be in the ordinary course of business and arm's length basis, however in order to avoid in dispute between the Company and the regulatory authorities, the Board considers it necessary to get the approval of members by way of Ordinary Resolution. Hence, the Board commends the Ordinary Resolution for approval of members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution, except Mr. Nadeem Rahman, Mr. Kamran Rahman, Mr. Hammad Rahman, Mr. Ebaad Rahman, Mr. Imran Rahman, Mr. Mohd Razi Uddin, Ms. Yusra Rahman, Ms. Esra Rahman and Mr. Ashish Gupta.

The Board of Directors recommends passing of the resolution as set out at item no. 9 of this Notice as an Ordinary Resolution.

**Date: 31.08.2020**

**Place: Kanpur**

**By order of the Board  
For Rahman Industries Limited**

*Aisha Nizam*

**Aisha Nizam  
(Company Secretary)**



### Annexure –A

Details of Directors seeking appointment and re-appointment at the 29<sup>th</sup> Annual General Meeting.  
[Pursuant to Secretarial Standard 2 on General Meetings]

| Particulars                                                                                                                                                              | Mr. Imran Rahman                                                     | Mr. Ashish Gupta        | Mr. Nadeem Rahman                                                                                                    | Ms. Yusra Rahman                                                      | Ms. Esra Rahman                                                                             |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------|----------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------|---------------------------------------------------------------------------------------------|
| DIN                                                                                                                                                                      | 07989145                                                             | 01640785                | 00058207                                                                                                             | 05327406                                                              | 08430717                                                                                    |
| Date of Birth                                                                                                                                                            | 30.12.1994                                                           | 30.01.1969              | 26.11.1957                                                                                                           | 20.12.1990                                                            | 27.07.1994                                                                                  |
| Age                                                                                                                                                                      | 25 years                                                             | 51 years                | 62 years                                                                                                             | 29 years                                                              | 25 years                                                                                    |
| Date of Appointment                                                                                                                                                      | 23.11.2017                                                           | 30.03.2019              | 30.03.2019                                                                                                           | 01.04.2018                                                            | 30.03.2019                                                                                  |
| Education Qualification                                                                                                                                                  | B.Sc. in Physics from University of Warwick, UK                      | B. Sc (HONS), FCA, DISA | Technically Qualified in Leather Technology From North -ampton- UK                                                   | B.Sc. in Industrial Management , from London                          | B.Sc. in Computer and Business Studies from University of Warwick, UK                       |
| Occupation                                                                                                                                                               | Business                                                             | Business                | Business                                                                                                             | Business                                                              | Business                                                                                    |
| Experience in specific functional areas                                                                                                                                  | 3 Years                                                              | 28 Years                | 38 Years                                                                                                             | 8 Years                                                               | 2 Years                                                                                     |
| Directorship in other Companies                                                                                                                                          | 3 Companies                                                          | 3 Companies             | 5 Companies                                                                                                          | 1 Company                                                             | 1 Company                                                                                   |
| Terms and conditions of re-appointment                                                                                                                                   | As contained in the resolution                                       |                         |                                                                                                                      |                                                                       |                                                                                             |
| Date of first appointment on board                                                                                                                                       | 23.11.2017                                                           | 01.07.2007              | 24.12.1991                                                                                                           | 01.05.2012                                                            | 01.10.2018                                                                                  |
| Remuneration sought to be paid                                                                                                                                           | As contained in the resolution.                                      |                         |                                                                                                                      |                                                                       |                                                                                             |
| Remuneration last drawn                                                                                                                                                  | 3,863,429/-                                                          | 960,000/-               | 14,638,857/-                                                                                                         | 2,400,000/-                                                           | 2,400,000/-                                                                                 |
| Membership / Chairmanship of Committees of Listed entities (includes only Audit Committee, Stakeholder Relationship Committee and Nomination and Remuneration Committee) | N.A.                                                                 |                         |                                                                                                                      |                                                                       |                                                                                             |
| Shareholding in the Company                                                                                                                                              | 5.60%                                                                | NIL                     | 30.40%                                                                                                               | 5.60%                                                                 | 5.60%                                                                                       |
| No. of meetings of board attended during year                                                                                                                            | 6/6                                                                  | 6/6                     | 3/6                                                                                                                  | 6/6                                                                   | 6/6                                                                                         |
| Relationship with any Director(s), Manager and KMP of the Company                                                                                                        | None except Mr. Kamran Rahman (Father) and Ms. Yusra Rahman (Sister) | None                    | None except Mr. Kamran Rahman (Brother), Mr. Hammad Rahman and Mr. Ebaad Rahman (Son) and Ms. Esra Rahman (Daughter) | None except Mr. Kamran Rahman (Father) and Mr. Imran Rahman (Brother) | None except Mr. Nadeem Rahman (Father) and Mr. Hammad Rahman and Mr. Ebaad Rahman (Brother) |