



NOTICE

Notice is hereby given that the **Thirty first Annual General Meeting** of **RAHMAN INDUSTRIES LIMITED** will be held on the Friday, 30th September 2022 at its registered office of the Company at 184/167, Wajidpur, Jajmau, Kanpur-208010 at 11.00 A.M. to transact the following business: -

ORDINARY BUSINESS

1. To consider and adopt

- The Audited Financial Statement of the Company for the financial year ended 31st March 2022, together with the Reports of Directors and Auditors thereon; and
- The Audited Consolidated Financial Statement of the Company for the financial year ended 31st March 2022, together with the Report of Auditors thereon.

2. To appoint a director in place of Mr. Hammad Rahman, (Din 00059265) 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. Ebaad Rahman, (Din 03449918) 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 for revision in remuneration of Mr. Ashish Gupta (DIN: 01640785), Whole Time Director.

To consider and if thought fit, to pass, with or without modification(s), following resolution as Ordinary 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 and Board of Directors

tors of the Company the consent of the members of the Company be and is hereby accorded to revise the remuneration of Mr. Ashish Gupta, who was appointed as Whole-time Director w.e.f. 01.04.2022 for a term of three years, on the following terms and conditions for remaining period of his tenure,

Salary- 1,20,000/-

Medical Reimbursement: As per rules of the Company, as amended from time to time."

"RESOLVED FURTHER THAT all the Directors of the Company be and are hereby severally or jointly authorized to take such steps and to do all such acts, deeds and things as may be necessary and/or desirable to give effect to this resolution."

5. Re-appointment of Mr. Ebaad Rahman as the Whole-time Director of the Company

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

Rahman Industries Limited

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

☎ +91-7392964989, 7392964990 ✉ ril@rahman-group.com 🌐 www.rahman-group.com CIN - U19111UP1991PLC013871

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modifications or re-enactments therefore, for the time being in force), and pursuant to Articles of Association of the Company, and on the recommendation of the nomination and remuneration committee and Board of Directors, the consent of the members of the company be and is hereby accorded to re-appoint Mr. Ebaad Rahman (DIN: 03449918), as the Whole-time Director of the Company, for the term of 3 (three) years commencing from 05 March 2023 till 04 March 2026, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be accepted to Mr. Ebaad Rahman, subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactment thereof on following terms and conditions:

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

Medical Reimbursement: As per rules of the Company, as amended from time to time.

Commission on Net Profit: In addition to the above, Mr. Ebaad Rahman, subject to approval of Board of Directors, shall also be entitled to a commission up to 3% of the net profit subject to recommendation by Nomination and Remuneration Committee and approval of the Board of Directors. However, the total remuneration including commission shall not exceed the limit of 9% of the net profit payable to executive directors as already approved by the members.

Sitting Fees: No sitting fees will be paid for attending the meetings of the Board of Directors of the Company or Committees thereof."

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 in accordance with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013."

"RESOLVED FURTHER THAT all the Directors of the Company be and are hereby severally or jointly authorized to take such steps and to do all such acts, deeds and things as may be necessary and/or desirable to give effect to this resolution."

Date: 02.09.2022

Place: Kanpur

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


**Aisha Nizam
(Company Secretary)**

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote instead of himself/herself and such proxy need not to be a member of the company.
Proxies, in order to be effective, must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
2. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
3. An Explanatory statement pursuant to provisions of Section 102 (1) of the Companies Act, 2013 setting out the material facts for each item of special business mentioned in items 4 of the Notice is annexed hereto.
4. 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 4-5 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.
6. 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.
7. 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

The Following Explanatory Statement, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the special business mentioned under Item no- 4-5 of the accompanying notice dated 02.09.2022

Item No.4: Approval for revision in remuneration of Mr. Ashish Gupta (DIN: 01640785), Whole Time Director.

Mr. Ashish Gupta was appointed as Whole-time Director of the Company w.e.f. 01.04.2022 for a term of three years and his current term of appointment will expire on 31 March 2025. Mr. Ashish Gupta is associated with the Company since 2007. He has functional expertise in finance with a strategic and operational focus, leading a low-cost finance organization. In consideration of the contribution of Mr. Ashish Gupta, the Board of Directors of the Company, at its Board Meeting held on 09 May, 2022, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of members in the ensuing Annual General Meeting, revised the remuneration of Mr. Ashish Gupta, w.e.f. 01 April, 2022 for the remaining period of his tenure, on the terms and conditions including revised remuneration as set out in the resolution.

A Brief profile covering the details of his qualification, experience etc. as required pursuant to the Secretarial Standard on the General Meeting is annexed to this Notice as Annexure-A.

Except Mr. Ashish Gupta, none of the Directors, Key Managerial Personnel of the Company, and their relatives, are concerned or interested in the above Resolution.

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

Item No.5: Re-appointment of Mr. Ebaad Rahman (DIN 03449918) as the Whole-time Director of the Company

Mr. Ebaad Rahman was appointed as Whole-time Director of the Company for a period of 3 years w.e.f. 05 March 2020, his current term of appointment expires on 04 March 2023. The terms of appointment and remuneration were approved by the Members vide resolution passed at the Extra Ordinary General Meeting held on 20 May 2019.

Mr. Ebaad Rahman is a graduate from USA, and he is on the Board of the Company since 2011, In recognition of the leadership and strategic guidance in operations, sales and marketing, The Board of Directors of the Company, at its Board Meeting held on 2 September 2022, based on the recommendation of the Nomination and Remuneration Committee, subject to the approval of members, has re-appointed Mr. Ebaad Rahman for a further period of three years w.e.f. 05 March 2023, on the terms and conditions including remuneration as set out in the resolution.

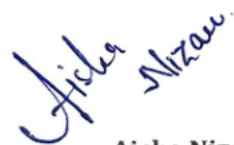
A Brief profile covering the details of his qualification, experience etc. as required pursuant to the Secretarial Standard on the general meeting is annexed to this Notice as Annexure-A.

Mr. Ebaad Rahman is interested in the aforesaid resolution, being the appointee, Mr. Nadeem Rahman (Father), Mr. Hammad Rahman (Brother) and Ms. Esra Rahman (Sister) is 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 Ordinary Resolution set out at Item No 5 for the approval of members.

Date: 02.09.2022
Place: Kanpur

By order of the Board
For Rahman Industries Limited



Aisha Nizam
(Company Secretary)

ANNEXURE –A

Details of Directors seeking appointment and re-appointment at the 31st Annual General Meeting.
[Pursuant to Secretarial Standard 2 on General Meetings]

Particulars	Mr. Ebaad Rahman
DIN	03449918
Date of Birth	19.04.1988
Age	34 years
Date of Appointment	05.03.2023
Education Qualification	Bachelors in international management from Prudence University USA
Occupation	Business
Experience in specific functional areas	11 Years
Directorship in other Companies	6 Companies
Terms and conditions of re-appointment	As contained in the resolution
Date of first appointment on board	05.03.2011
Remuneration sought to be paid	As contained in the resolution
Remuneration last drawn	25,92,000/-
Membership/Chairmanship of Committees of Listed entities (includes only Audit Committee, Stakeholder Relationship Committee, Nomination & Remuneration Committee)	N/A
Shareholding in the Company	5.60%
No. of meetings of board attended during year	4/6
Relationship with any Director(s), Manager and KMP of the Company	None except Mr. Nadeem Rahman (Father), Mr. Hammad Rahman (Brother) and Ms. Esra Rahman (Sister)

ANNEXURE –B

(The Following Statement, required under Schedule V of the Companies Act, 2013, containing the following information, namely relating to the special resolution mentioned under Item no-5 of the accompanying notice dated -02 September 2022.)

I. General information:		
(1) Nature of industry	The Company is engaged in the business of manufacture and trading of Leather and Footwear and other Leather Products.	
(2) Date or expected date of commencement of commercial production	24.12.1991	
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable.	
(4) Financial performance based on given indicators		
Particulars		Standalone
		2021-22
		2020-21
Revenue from operations	4559.38	3553.53
Other Income	13.33	41.65
Earning before Finance Costs, Depreciation and amortization Expenses and Taxes	596.93	526.29
Less: Finance Cost	45.02	82.55
Less: Depreciation & Amortization Expenses	79.48	90.76
Profit/Loss Before Tax	472.43	352.98
Less: Tax Expense	117.16	85.40
Net Profit/Loss	356.27	267.58
Earning Per Equity Share	25.49	19.20
(5) Foreign investments or collaborations, if any.		NA
II. Information about the appointee		
		Mr. Ebaad Rahman
(1) Background details	He is designated as the Whole-time Director of the Company. He is associated with the Company as Director since 2011. He has a degree of Bachelor's in international business from USA. He has Experience in specific functional areas of over 11 years.	
(2) Past remuneration	1,02,58,667.	
(3) Recognition or awards	NA	
(4) Job profile and his suitability	Mr. Ebaad Rahman is entrusted with substantial powers of the management and is responsible for the business strategies, cost-effective plans, sales and customer development, marketing development activities, policies and guidelines and other business ventures for the development and growth of the company. Mr. Ebaad Rahman is associated with the company since 2011 He has considerable experience in sales development and marketing segment of the company.	
(5) Remuneration proposed	As mentioned in the proposed resolutions.	
(6)Comparative remuneration profile with respect to industry, size of the company, profile of the position and	The current remuneration being paid to the appointee Directors (looking at the specific profile of the position and person) proposed remuneration is in line with the industry levels and that of comparatively placed Companies in	

person.	India.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel ¹⁵ [or other director], if any.	Mr. Ebaad Rahman is a Whole-time Director of the Company, and He holds 5.60% shares of the Company and Mr. Nadeem Rahman, is Father, Mr. Hammad Rahman, is brother and Ms. Esra Rahman is the sister of Mr. Ebaad Rahman.
III. Other information:	
(1) Reasons of loss or inadequate profits	NA
(2) Steps taken or proposed to be taken for improvement	The Company has taken significant steps to reduce costs in line with the projected sales given the COVID impact.
(3) Expected increase in productivity and profits in measurable terms	It is difficult to forecast the productivity and profitability in measurable terms. However, the productivity and profitability may improve and would be comparable with the industry average.