

NOTICE

Notice is hereby given that the **Thirtieth Annual General Meeting** of **RAHMAN INDUSTRIES LIMITED** will be held on the Thursday, 30th September 2021 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 2021, 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 2021, together with the Report of Auditors thereon.

2. To appoint a director in place of Ms. Yusra Rahman, (Din 05327406) who retires by rotation pursuant to the provisions of Article 90 of the Articles of Association of the Company and being eligible, offers herself for reappointment.

3. To appoint a director in place of Ms. Esra Rahman, (Din 08430717) who retires by rotation pursuant to the provisions of Article 90 of the Articles of Association of the Company and being eligible, offers herself for reappointment.

SPECIAL BUSINESS

4. Revision in remuneration payable to Mr. Ashish Gupta as the Whole-time Director of the Company,
To consider and if thought fit, to pass, with or with modification(s), following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section , 197, 198 read with Schedule V and 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 thereof , for the time being in force), and pursuant to Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee, consent of the members of the Company be and is hereby accorded for upward revision of remuneration of Mr. Ashish Gupta, Whole-time Director of the company, for the remaining period of his present tenure i.e. up to 31st March 2022, as enumerated below:

in Rs.

Particulars	w.e.f. 01.01.2021 (Per Month)	w.e.f. 01.04.2021 (Per Month)
Basic Salary	50100	53500
House Rent Allowances	26500	26500
Conveyance Allowances	1600	1600
Medical Allowance	0	1250
Special Allowance	0	10730
Provident Fund	1800	6420
Mediclaime	3819	3819
Total	83,819	1,03,819

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

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, the managerial remuneration consisting of salary, perquisites and other allowances shall be payable to Mr. Ashish Gupta, Whole-time Director of the company 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."

5. Revision in remuneration of Ms. Yusra Rahman (Din 05327406), Non-executive Director

To consider and if thought fit, to pass, with or with modification(s), following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 197 and 198 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 pursuant to the recommendation of Nomination and Remuneration Committee the consent of the members of the Company be and is hereby accorded for upward revision of remuneration of Ms. Yusra Rahman effective from 1st April 2021 for remaining period of her present tenure i.e. up to 30th September 2023 on such terms and conditions as set out herein below:

Basic Salary: Rs. 2, 00,000/- 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, Ms. Yusra Rahman, shall also be entitled to a commission up to 3% of the net profits of the Company from the fy 2020-21 subject to recommendation by Nomination and Remuneration Committee and approval of the Board of Directors. However, the total remuneration including commission payable shall not exceed the overall limit of 6% of the net profit as already approved by the members payable to non-executive Directors.

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

"RESOLVED FURTHER THAT if in any accounting year, the Company has no profits or inadequacy of profits, remuneration consisting of salary, perquisites and other allowances shall be payable to Ms. Yusra Rahman 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."

6. Revision in remuneration of Ms. Esra Rahman (Din 08430717), Non-executive Director.

To consider and if thought fit, to pass, with or with modification(s), following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 197 and 198 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 pursuant to recommendation of Nomination and Remuneration Committee, the consent of the members of the Company be and is hereby accorded for upward revision of remuneration of Ms. Esra Rahman effective from 1st April 2021 for remaining period of her tenure i.e. up to 30th September 2023 on such terms and conditions as set out herein below:

Basic Salary: Rs. 2,00,000/- 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, Ms. Esra Rahman, shall also be entitled to a commission up to 3% of the net profits of the Company from the fy 2020-21 subject to recommendation by Nomination and Remuneration Committee and approval of the Board of Directors. However, the total remuneration including commission payable shall not exceed the overall limit of 6% of the net profit as already approved by the members payable to non-executive directors.

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

"RESOLVED FURTHER THAT if in any accounting year, the Company has no profits or inadequacy of profits, remuneration consisting of salary, perquisites and other allowances shall be payable to Ms. Esra Rahman 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."

7. Re-Appointment of Mr. Kamran Rahman, as the Managing Director of the Company.

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, 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. Kamran Rahman (DIN: 00058307), as the Managing Director of the Company, for the term of 3 (three) years commencing from 01 April 2022 till 31 March 2025, 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. Kamran 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. 8,64,000/- Per Month.

House Rent Allowances: Rs.1,44,000/- 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. Kamran 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."

8. Re-appointment of Mr. Hammad Rahman as the Whole-time Director of the Company.

*To consider and if thought fit, to pass, with or with modification(s), following resolution as **Special Resolution:***

"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. Hammad Rahman (DIN: 00059265), as the Whole-time Director of the Company, for the term of 3 (three) years commencing from 01 April 2022 till 31 March 2025, 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. Hammad 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. Hammad 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."

9. Re-appointment of Mr. Mohd Razi Uddin as the Whole-time Director of the Company

*To consider and if thought fit, to pass, with or with modification(s), following resolution as **Special Resolution**:*

"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. Mohd Razi Uddin (DIN: 00058665), as the Whole-time Director of the Company, for the term of 3 (three) years commencing from 01 April 2022 till 31 March 2025, 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. Mohd Razi Uddin, 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. 65,400/- Per Month

House Rent Allowance: Rs. 33,000/- Per Month

Conveyance: Rs. 1,600/- Per Month

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

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 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."

"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."

10. Re-appointment of Mr. Ashish Gupta as the Whole-time Director of the Company

*To consider and if thought fit, to pass, with or with modification(s), following resolution as **Special Resolution**:*

"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, the consent of the members of the company be and is hereby accorded to re-appoint Mr. Ashish Gupta (DIN: 01640785), as the Whole-time Director of the Company, for the term of 3 (three) years commencing from 01 April 2022 till 31 March 2025 as recommended/approved by nomination and remuneration committee and Board of Directors 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. Ashish Gupta, 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:

<u>Particulars</u>	<u>Amount (Per Month)</u>
Basic Salary	53,500
House Rent Allowances	26,500
Conveyance Allowances	1,600
Medical Allowance	1,250
Special Allowance	10,730
Provident Fund	6,420
Mediclaime	3,819
Total	1,03,819

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: 02.09.2021

Place: Kanpur

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

Aisha Nizam

**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 to 10 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 4-10 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- 4-10 of the accompanying notice dated -02 September, 2021

Item No 4: Revision in remuneration payable to Mr. Ashish Gupta (DIN: 01640785) as the Whole-time Director of the Company,

Mr. Ashish Gupta was appointed as Whole-time Director of the Company w.e.f. 01.04.2019 for a term of three years and his current term of appointment will expire on 31 March, 2022. 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 11 January, 2021, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of members in the next Annual General Meeting, revised the remuneration of Mr. Ashish Gupta, w.e.f. 01 January, 2021 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: Revision in remuneration of Ms. Yusra Rahman (DIN: 05327406), Non-executive Director

Ms. Yusra Rahman, who was appointed as Non-executive Director of the Company w.e.f. 01 October 2020 for the period of three years and her current term of appointment will expire on 30 September 2023. Ms. Yusra Rahman holds B.Sc. in Industrial Management, from London and She is associated with the Company since 2012, Considering her efforts and approach in driving the organization towards growth, The Board of Directors at their meeting held on 19.04.2021 considered the recommendation of the Nomination and Remuneration Committee and subject to the approval of members in the next Annual General Meeting, revise the remuneration of Ms. Yusra Rahman, for the remaining period of her tenure, on the terms and conditions including revised remuneration as set out in the resolution.

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

Ms. Yusra Rahman being herself. 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 Ordinary Resolution set out at Item No 5 for the approval of members.

Item No 6: Revision in remuneration of Ms. Esra Rahman (DIN: 08430717), Non-executive Director

Ms. Esra Rahman, who was appointed as Non-executive Director of the Company w.e.f. 01 October 2020 for the period of three years and her current term of appointment will expire on 30 September 2023. Ms. Esra Rahman is having a qualification of B.Sc. in Computer and Business Studies from the University of Warwick, UK. Ms. Esra Rahman is a visionary and passionate woman. She has tremendous capacity that can look into issues and guide, as they need to be handled. She Joined the Company since 2018. The Board of Directors at their meeting held on 19.04.2021 considered the recommendation of the Nomination and Remuneration Committee and subject to the approval of members in the next Annual General Meeting, revise the remuneration of Ms. Esra Rahman, for the remaining period of her tenure, on the terms and conditions including revised remuneration as set out in the resolution.

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

Ms. Esra Rahman being herself, 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 Ordinary Resolution set out at Item No 6 for the approval of members.

Item No. 7: Re-Appointment of Mr. Kamran Rahman, (Din 00058307), as the Managing Director of the Company.

Mr. Kamran Rahman is associated with the Company since 1995 and he is Managing Director on the Board since 2010. The Members of the Company was re-appointed Mr. Kamran Rahman, as the Managing Director of the Company for a period of 3 years w.e.f. 01 April, 2019, his current term of appointment expires on 31 March, 2022.

According to the provisions of section 196 of the Companies Act, 2013 ("the Act"), no company shall appoint or re-appoint any person as to its Managing Director unless it is approved by the members of the Company in general meeting.

Mr. Kamran Rahman is involved in the operation & working of the Company over a longer period, The Company have crossed various milestones under his dynamic and valuable guidance and his leadership has steered and inspired the team and the growth of the organization to the current level. Considering his knowledge, experience and expertise in the industry, along with the need for his strategic directions for the future growth of the Company and stability at the top.

The Board of Directors of the Company, at its Board Meeting held on 2 September 2021, based on the recommendation of the Nomination and Remuneration Committee, subject to the approval of members, has re-appointed Mr. Kamran Rahman for a further period of three years w.e.f. 01 April 2022, on the terms and conditions including remuneration as set out in the resolution.

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

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. The Board believes that the re-appointment of managing director will be highly beneficial.

Mr. Kamran Rahman is interested in the aforesaid resolution, being the appointee, Mr. Nadeem Rahman (Brother), Ms. Yusra Rahman (Daughter) and Mr. Imran Rahman (Son) to the extent of their shareholding in the Company. 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 for the approval of members.

Item No. 8: Re-appointment of Mr. Hammad Rahman (DIN: 00059265) as the Whole-time Director of the Company.

Mr. Hammad Rahman was appointed Whole-time Director of the Company for a period of 3 years w.e.f. 01 April 2019, his current term of appointment expires on 31 March 2022. 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. Hammad Rahman is a graduate from France, and he is on the Board of the Company since 2013, In recognition of the leadership and strategic guidance in sales and marketing, The Board of Directors of the Company, at its Board Meeting held on 2 September 2021, based on the recommendation of the Nomination and Remuneration Committee, subject to the approval of members, has re-appointed Mr. Hammad Rahman for a further period of three years w.e.f. 01 April, 2022, 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. Hammad Rahman is interested in the aforesaid resolution, being the appointee, Mr. Nadeem Rahman (Father), Mr. Ebaad 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 Special Resolution set out at Item No 8 for the approval of members.

Item No. 9: Re-appointment of Mr. Mohd. Razi Uddin (DIN: 00058665) as the Whole-time Director of the Company.

Mr. Mohd. Razi Uddin is associated with the Company since 2000 and as the Whole-time Director on the Board since 2010. Presently, he was appointed as Whole-time Director of the Company for a period of 3 years w.e.f. 01 April 2019, his current term of appointment expires on 31 March 2022.

He has a wide experience of more than 20 years in Corporate Management, Legal & Compliance areas and he also has a keen strategic mind and is always in search of innovative ways for a better corporate governance,

In consideration of his deep knowledge, experience, valuable guidance, the Board of Directors of the Company, at its Board Meeting held on 2 September 2021, based on the recommendation of the Nomination and Remuneration Committee, subject to the approval of members, has re-appointed Mr. Mohd. Razi Uddin for a period of three years w.e.f. 01 April 2022, 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. Mohd. Razi Uddin is interested in the aforesaid resolution, being the appointee and also to the extent of his shareholding in the Company. Further, relatives of Mr. Mohd. Razi Uddin 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 Ordinary Resolution set out at Item No 9 for the approval of members.

Item No. 10: Re-appointment of Mr. Ashish Gupta (DIN: 01640785) as the Whole-time Director of the Company.

The Board of Directors of the Company, at its Board Meeting held on 02 September 2021, based on the recommendation of the Nomination and Remuneration Committee, subject to the approval of members, has re-appointed Mr. Ashish Gupta for a period of three years w.e.f. 01 April 2022, on the terms and conditions including remuneration as set out in the resolution, His current term of appointment expires on 31 March 2022.

Mr. Ashish Gupta holds bachelor's degree in science, and he is the Fellow member of Institute of Chartered Accountant of India. He is also the Chief Financial Officer of the Company since 2014. Besides in-depth knowledge about the Company, he has strong technical and analytical skills and expertise for leading the Corporate Finance function, including Risk and Internal Control.

Mr. Ashish Gupta is the Key Managerial Personnel of the Company. He is a Member of the Corporate Social Responsibility Committee of the Company. 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. Ashish Gupta is interested in the aforesaid resolution, being the appointee. Further, relatives of Mr. Ashish Gupta 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.

Considering Mr. Ashish Gupta's in-depth knowledge, extensive financial expertise and long association with the Company, the Board is of the opinion that continuation of Mr. Ashish Gupta on the Board will be in the interest of the Company and recommends the resolution set forth in Item No. 10 for the approval of Members as a Special Resolution.

Date: 02.09.2021

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 30th Annual General Meeting.
[Pursuant to Secretarial Standard 2 on General Meetings]

Particulars	Mr. Ashish Gupta	Ms. Yusra Rahman	Ms. Esra Rahman	Mr. Kamran Rahman	Mr. Hammad Rahman	Mr. Mohd. Razi Uddin
DIN	01640785	05327406	08430717	00058307	00059265	00058665
Date of Birth	30.01.1969	20.12.1990	27.07.1994	14.03.1963	30.11.1984	10.04.1959
Age	52 years	30 years	27 years	58 years	36 years	62 years
Date of Appointment	01.04.2022	01.10.2020	01.10.2020	01.04.2022	01.04.2022	01.04.2022
Education Qualification	B. Sc (HONS), FCA, DISA	B.Sc. in Industrial Management, from London	B.Sc. in Computer and Business Studies from University of Warwick, UK	B.COM	Bachelor's in international business from France	B.SC, LLB
Occupation	Business	Business	Business	Business	Business	Business
Experience in specific functional areas	29 Years	9 Years	2 Years	35 Years	17 Years	24 Years
Directorship in other Companies	4 Companies	1 Company	1 Company	12 Companies	5 Companies	12 Companies
Terms and conditions of re-appointment	As contained in the resolution.					
Date of first appointment on board	01.07.2007	01.05.2012	01.10.2018	29.04.1995	01.06.2004	13.11.2004
Remuneration sought to be paid	As contained in the resolution.					
Remuneration last drawn	960,000/-	2,400,000/-	2,400,000/-	12096000/-	2592000/-	1200000/-
Membership/Chairmanship of Committees of Listed entities (includes only Audit Committee, Stakeholder Relationship Committee, Nomination & Remuneration Committee)	N.A.					
Shareholding in the Company	NIL	5.60%	5.60%	30.41%	5.60%	0.0001%
No. of meetings of board attended during year	5/5	2/5	2/5	5/5	4/5	5/5
Relationship with any Director(s), Manager and KMP of the Company	None	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)	None except Mr. Nadeem Rahman (Brother), Ms. Yusra Rahman (Daughter) and Mr. Imran Rahman (Son)	None except Mr. Nadeem Rahman (Father), Mr. Ebaad Rahman (Brother) and Ms. Esra Rahman (Sister)	None

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-7 to 10 of the accompanying notice dated -02 September, 2021.)

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		
		2020-21	2019-20	
Revenue from operations		3553.53	3688.58	
Other Income		41.65	52.32	
Earning before Finance Costs, Depreciation and amortization Expenses and Taxes		526.29	599.02	
Less: Finance Cost		82.55	172.14	
Less: Depreciation & Amortization Expenses		90.76	112.23	
Profit/Loss Before Tax		352.98	314.64	
Less: Tax Expense		85.40	79.05	
Net Profit/Loss		267.58	235.60	
Earning Per Equity Share		19.20	16.90	
(5) Foreign investments or collaborations, if any.				
During the year, Company has made acquire 41.67 % shares in Beier Drawtex Healthcare (Proprietary) Limited, South Africa.				
II. Information about the appointee	Mr. Kamran Rahman	Mr. Hammad Rahman	Mr. Mohd. Razi Uddin	Mr. Ashish Gupta
(1) Background details	Mr. Kamran Rahman is a promoter and Managing Director of the Company. He is an Indian national and has been a director since 1995. He is a commerce graduate and have Experience in specific functional areas of over 35 years.	He is designated as the Whole-time Director of the Company. He is associated with the Company as Director since 2004. He has a degree of Bachelor's in international business from France. He has Experience in specific functional areas of over 17 years.	Mr. Mohd. Razi Uddin is associated with the Company as Director since 2000. He has a degree of Bachelor's in science, and He is also a Law graduate. He has Experience in specific functional areas of over 24 years.	Mr. Ashish Gupta is a Chartered Accountant, and he is designated in the Company as a whole-time Director and CFO. He has Experience in specific functional areas of over 29 years
(2)Past remuneration	1,20,96,000	65,25,334	12,00,000	9,60,000
(3)Recognition or awards	NA			

<p>(4) Job profile and his suitability</p>	<p>Mr. Kamran Rahman is responsible for giving strategic guidance and direction to the board and to ensure that the Company achieves its financial vision, mission, and long-term goals.</p> <p>Mr. Kamran Rahman is involved in the operation & working of the Company over a longer period and He has extensive experience in strategy and initiatives that have global and cross business impact which includes sustainability, diversity, business policies, brand equity</p>	<p>Mr. Hammad 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.</p> <p>Mr. Hammad Rahman is associated with the company since 2013 He has considerable experience in sales development and marketing segment of the company.</p>	<p>Mr. Mohd Razi Uddin is responsible for overseeing the administration, corporate and legal compliance, Human Resource department of the organization, subject to the superintendence, control, and supervision of the Board of Directors of the Company.</p> <p>He has extensive knowledge and experience in the area of administration, corporate and legal compliance, corporate governance, and Human resource.</p>	<p>Mr. Ashish Gupta is Whole-time Director and CFO of the Company and looking the accounts and finance department of the company and responsible for financial planning, liabilities, and investments, Supervise finance personnel, fundraising plans and capital structure.</p> <p>Mr. Ashish Gupta is a Fellow member of ICAI. Besides in-depth knowledge about the Company, he has strong technical and analytical skills and expertise for leading the Corporate Finance function, including Risk and Internal Control.</p>
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(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 person

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 India.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel ¹⁵[or other director], if any.

Mr. Kamran Rahman is a Managing Director of the Company, and He holds 30.41% shares of the Company and Mr. Imran Rahman, whole-time Director of the company is son of Mr. Kamran Rahman.

Mr. Hammad Rahman is a Whole-time Director of the Company, and He holds 5.60% shares of the Company and Mr. Ebaad Rahman, whole-time Director of the company is brother of Mr. Hammad Rahman.

Mr. Mohd Razi Uddin is Whole-time Director of the Company, and He holds 20 shares of the Company. Mr. Mohd Razi Uddin is not related to any of the Managerial Personnel of the Company.

Mr. Ashish Gupta is a Whole-time Director and CFO of the Company. Mr. Ashish Gupta is not related to any of the Managerial Personnel of the Company.

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.