



NOTICE

Notice is hereby given that the **Thirty-Third Annual General Meeting** of **RAHMAN INDUSTRIES LIMITED** will be held on the Monday, 30th September 2024 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 Standalone Financial Statement of the Company for the financial year ended 31st March 2024, 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 2024, together with the Report of Auditors thereon.

2. 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.

3. 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.

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 with modification(s), following resolution as **Special Resolution**:*

"RESOLVED THAT pursuant to the provisions of Section 197(1) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V to the act and Rules made thereunder (including any statutory modifications or re-enactments therefore, for the time being in force) and on the 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 30% (Thirty 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 18% (Eighteen percent) of the net profits of the Company in excess of the limit as prescribed under clause (i) of second proviso of section 197 i.e. 10% of the net profit to all such directors and manager taken together,

Rahman Industries Limited

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

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ii. That the remuneration payable to directors, who are neither Managing Directors nor Whole-time Directors shall not exceed 12% (Twelve percent) of the net profits of the Company in excess of the limit as prescribed under clause (ii) of second proviso of section 197 i.e. 1% of the net profit."

"RESOLVED FURTHER THAT in no case the overall maximum managerial remuneration payable to all such Directors of the Company shall exceed 30% (Thirty 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 revision in remuneration of Mr. Kamran Rahman (DIN: 00058307), Managing 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 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 director of the Company the consent of the members of the Company be and is hereby accorded to revise the remuneration of Mr. Kamran Rahman, who was appointed as Managing 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,

Basic Salary: Rs. 8,95,200/- Per Month

House Rent Allowances: Rs. 2,64,000/- Per Month

Medical Reimbursement: As per the 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 5% 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 18% of the net profit payable to executive directors as 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 the Board of Directors of the Company be and is hereby severally or jointly authorized to take such steps and to do all acts, deeds and things as may be necessary and/ or desirable to give effect to this resolution."

6. Approval for revision in remuneration of Mr. Hammad Rahman (DIN: 00059265), 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 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 director of the Company the consent of the members of the Company be and is hereby accorded to revise the remuneration of Mr. Hammad Rahman, 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- 4,32,000/- 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 5% 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 18% of the net profit payable to executive directors as 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 the Board of Directors of the Company be and is hereby severally or jointly authorized to take such steps and to do all acts, deeds and things as may be necessary and/ or desirable to give effect to this resolution."

7. Approval for revision in remuneration of Mr. Ebaad Rahman (DIN: 03449918), 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 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 director of the Company the consent of the members of the Company be and is hereby accorded to revise the remuneration of Mr. Ebaad Rahman, who was appointed as Whole Time Director w.e.f. 05.03.2023 for a term of three years, on the following terms and conditions for the remaining period of his tenure,

Salary- 4,32,000 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 5% 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 18% of the net profit payable to executive directors as 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 the Board of Directors of the Company be and is hereby severally or jointly authorized to take such steps and to do all acts, deeds and things as may be necessary and/ or desirable to give effect to this resolution.”

8. Approval for revision in remuneration of Mr. Imran Rahman (DIN: 07989145), 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 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 director of the Company the consent of the members of the Company be and is hereby accorded to revise the remuneration of Mr. Imran Rahman, who was appointed as Whole Time Director w.e.f. 23.11.2023 for a term of three years, on the following terms and conditions for the remaining period of his tenure,

Salary- 4,32,000/- 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. Imran Rahman, subject to approval of Board of Directors, shall also be entitled to a commission up to 5% 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 18% of the net profit payable to executive directors as 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 the Board of Directors of the Company be and is hereby severally or jointly authorized to take such steps and to do all acts, deeds and things as may be necessary and/ or desirable to give effect to this resolution."

9. Approval for revision in remuneration of Mr. Nadeem Rahman (DIN: 00058207), Non-Executive 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 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 director of the Company the consent of the members of the Company be and is hereby accorded to revise the remuneration of Mr. Nadeem Rahman, who was appointed as Non-Executive Director w.e.f. 01.10.2023 for the terms of three years, on the following terms and conditions for remaining period of his tenure,

Basic Salary- Rs. 8,95,200/- Per Month

House Rent Allowances- Rs. 2,64,000/- 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. Nadeem Rahman, subject to approval of Board of Directors, shall also be entitled to a commission up to 5% 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 12% of the net profit payable to non-executive directors as 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 the Board of Directors of the Company be and is hereby severally or jointly authorized to take such steps and to do all acts, deeds and things as may be necessary and/ or desirable to give effect to this resolution."

10. Approval for revision in remuneration of Ms. Yusra Rahman (DIN: 05327406), Non-Executive 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 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 and 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 director of the Company the consent of the members of the Company be and is hereby accorded to revise the remuneration of Ms. Yusra Rahman, who was appointed as Non-Executive Director w.e.f. 01.10.2023 for a term of three years, on the following terms and conditions for remaining period of his tenure,

Salary- 4,00,000/- 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, subject to approval of Board of Directors, shall also be entitled to a commission up to 5% 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 12% of the net profit payable to non-executive directors as 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 the Board of Directors of the Company be and is hereby severally or jointly authorized to take such steps and to do all acts, deeds and things as may be necessary and/ or desirable to give effect to this resolution."

11. Approval for revision in remuneration of Ms. Esra Rahman (DIN: 08430717), Non-Executive 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 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 and 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 director of the Company the consent of the members of the Company be and is hereby accorded to revise the remuneration of Ms. Esra Rahman, who was appointed as Non-Executive Director w.e.f. 01.10.2023 for a term of three years, on the following terms and conditions for remaining period of his tenure,

Salary- 4,00,000/- 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, subject to approval of Board of Directors, shall also be entitled to a commission up to 5% 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 12% of the net profit payable to non-executive directors as 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 the Board of Directors of the Company be and is hereby severally or jointly authorized to take such steps and to do all acts, deeds and things as may be necessary and/ or desirable to give effect to this resolution."

12. Re-appointment of Mr. Kamran Rahman (DIN: 00058307), as the Managing Director of the Company.

*To consider and if thought fit, to pass, with or with modification(s), the 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. Kamran Rahman (DIN: 00058307), as the Managing Director of the Company, for the term of 3 (three) years commencing from 01st April 2025 till 31st March 2028, 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:

Basic Salary: Rs. 8,95,200/- Per Month

House Rent Allowances: Rs. 2,64,000/- 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 5% 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 18% 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 special resolution."

13. Re-appointment of Mr. Hammad Rahman (DIN: 00059265), 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 01st April 2025 till 31st March 2028, 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. 4,32,000/- 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 5% of the net profit subject to recommendation by the Nomination and Remuneration Committee and approval of the Board of Directors. However, the total remuneration including commission shall not exceed the limit of 18% 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 special resolution."

14. Re-appointment of Mr. Mohd Razi Uddin (DIN: 00058665), 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 01st April 2025 till 31st March 2028, 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 Allowances: Rs. 33,000/- Per Month

Conveyance Allowances: Rs. 1600/- 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 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 special resolution."

15. Re-appointment of Mr. Ashish Gupta (DIN: 01640785), 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. Ashish Gupta (DIN: 01640785), as the Whole Time Director of the Company, for the term of 3 (three) years commencing from 01st April 2025 till 31st March 2028, 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 :

Salary: Rs. 1,60,000/- 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."

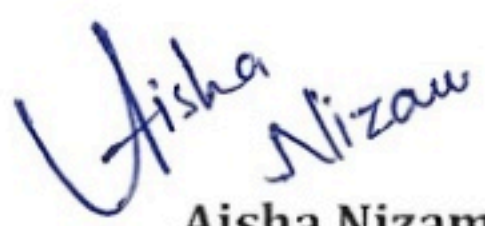
Minimum Remuneration: If in any accounting year, the Company has no profits or its profits are inadequate or in any case, remuneration by way of salary, perquisites and other allowances will be in accordance with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013."

"RESOLVED FURTHER THAT 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 special resolution."

Date: 02.09.2024

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. Instruments of proxy which are unnamed, unstamped, not dated and multiple proxies bearing same date, shall be treated as invalid. A proxy is valid until written, dated & signed notice of revocation has been received before the meeting or adjourned meeting, as the case may be.
4. If member himself/herself comes to attend the meeting, the proxy automatically stands revoked
5. 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 15 of the Notice is annexed hereto.
6. 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 to 15 are also annexed herewith as Annexure-A.
7. 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.
8. 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.
9. 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- 4-15 of the accompanying notice dated 02.09.2024.

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 Board of Directors passed a resolution in their meeting held on 08.04.2024, fixing the limit of overall maximum managerial remuneration payable to Directors of the Company up to 30% (Thirty 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 01.04.2024, recommended to the Board to modify the earlier resolution of the limit to 30% (Thirty percent) 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 of the Company or if there is more one than such director, remuneration shall not exceed 18% (Eighteen percent) of the net profits of the Company to all such directors and manager taken together,
- ii. That the remuneration payable to directors, who are neither Managing Directors nor Whole-time Directors shall not exceed 12% (Twelve 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 shareholders.

Pursuant to the above recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 08.04.2024, 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% (Fifteen percent) 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 30% (Thirty percent) 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 Ms. Suneha Gupta, Mr. Nadir Nafis and Ms. Kanika Gaurav Agarwal, 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 revision in remuneration of Mr. Kamran Rahman (DIN: 00058307), Managing Director of the Company.

Mr. Kamran Rahman was appointed as Managing 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 31st March 2025.

Mr. Kamran Rahman is associated with the Company since 1995. He has functional expertise in finance, Administration, Business Development, Overseas Acquisition and Export. In consideration of the contribution of Mr. Kamran Rahman, the Borad of Director of the Company, at its Board Meeting held on 08.04.2024, 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. Kamran Rahman, w.e.f. 01st April 2024 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.

Mr. Kamran Rahman is interested in the aforesaid resolution and Mr. Nadeem Rahman (Brother), Mr. Imran Rahman (Son) and Ms. Yusra Rahman (Daughter) are 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. 5 for the approval of members.

Item No. 6: Approval for revision in remuneration of Mr. Hammad Rahman (DIN:00059265), Whole Time Director of the Company.

Mr. Hammad Rahman 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. Hammad Rahman is associated with the Company since 2004. In recognition of the leadership and strategic guidance in sales and marketing. In consideration of the contribution of Mr. Hammad Rahman, the Borad of Director of the Company, at its Board Meeting held on 08.04.2024, 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. Hammad Rahman, w.e.f. 01st April 2024 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.

Mr. Hammad Rahman is interested in the aforesaid resolution and Mr. Nadeem Rahman (Father), Mr. Ebaad Rahman (Brother) and Ms. Esra Rahman (Sister) are 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 6 for the approval of members.

Item No. 7: Approval for revision in remuneration of Mr. Ebaad Rahman (DIN:03449918), Whole Time Director of the Company.

Mr. Ebaad Rahman was appointed as Whole Time Director of the Company w.e.f. 05.03.2023 for a term of three years and his current term of appointment will expire on 04 March 2026.

Mr. Ebaad Rahman is associated with the Company since 2011. In recognition of the leadership and strategic guidance in operations, sales and marketing. In consideration of the contribution of Mr. Ebaad Rahman, the Board of Director of the Company, at its Board Meeting held on 08.04.2024, 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. Ebaad Rahman, w.e.f. 01st April 2024 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.

Mr. Ebaad Rahman is interested in the aforesaid resolution and Mr. Nadeem Rahman (Father), Mr. Hammad Rahman (Brother) and Ms. Esra Rahman (Sister) are 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 7 for the approval of members.

Item No. 8: Approval for revision in remuneration of Mr. Imran Rahman (DIN:07989145), Whole Time Director of the Company.

Mr. Imran Rahman was appointed as Whole Time Director of the Company w.e.f. 23.11.2023 for a term of three years and his current term of appointment will expire on 22 November 2026.

Mr. Imran Rahman is associated with the Company since 2017. In recognition of the leadership and strategic guidance in administration, sales, and marketing. In consideration of the contribution of Mr. Imran Rahman, the Board of Director of the Company, at its Board Meeting held on 08.04.2024, 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. Imran Rahman, w.e.f. 01st April 2024 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.

Mr. Imran Rahman is interested in the aforesaid resolution and Mr. Kamran Rahman (Father), and Ms. Yusra 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: Approval for revision in remuneration of Mr. Nadeem Rahman (DIN:00058207), as Non-Executive Director of the Company.

Mr. Nadeem Rahman was appointed as Non-Executive Director of the Company w.e.f. 01.10.2023 for a term of three years and his current term of appointment will expire 30.09.2026.

Mr. Nadeem Rahman is associated with the company since 1991. He has functional expertise in finance, Administration, Business Development, Overseas Acquisition and Export. In consideration of the contribution of Mr. Nadeem Rahman, the Board of Director of the Company, at its Board Meeting held on 08.04.2024, 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. Nadeem Rahman, w.e.f. 01st April 2024 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.

Mr. Nadeem Rahman is interested in the aforesaid resolution and Mr. Kamran Rahman (Brother), Mr. Hammad Rahman (Son), Mr. Ebaad Rahman (Son) and Ms. Esra Rahman (Daughter) are 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 9 for the approval of members.

Item No. 10: Approval for revision in remuneration of Ms. Yusra Rahman (DIN:05327406), as Non-Executive Director of the Company.

Ms. Yusra Rahman was appointed as Non-Executive Director of the Company w.e.f. 01.10.2023 for a term of three Years and her current term of appointment will expire on 30.09.2026.

Ms. Yusra Rahman is associate with the company since 2012. She is a visionary and passionate woman, her efforts and approach in driving the organization towards growth. In consideration of the contribution of Ms. Yusra Rahman, the Board of Director of the Company, at its Board Meeting held on 08.04.2024, 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 Ms. Yusra Rahman, w.e.f. 01st April 2024 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.

Ms. Yusra Rahman is interested in the aforesaid resolution and Mr. Kamran Rahman (Father), and Ms. Imran Rahman (Brother) are 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 10 for the approval of members.

Item No.11: Approval for revision in remuneration of Ms. Esra Rahman (DIN:08430717), as Non-Executive Director of the Company.

Ms. Esra Rahman was appointed as Non-Executive Director of the Company w.e.f. 01.10.2023 for a term of three years and her current term of appointment will expire 30.09.2026.

Ms. Esra Rahman is associate with the company since 2018. She is a visionary and passionate woman, she has tremendous capacity that look into issues and guide, them as they need to be handled. In consideration of the contribution of Ms. Esra Rahman, the Board of Director of the Company, at its Board Meeting held on 08.04.2024, 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 Ms. Esra Rahman, w.e.f. 01st April 2024 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.

Ms. Esra Rahman is interested in the aforesaid resolution and Mr. Nadeem Rahman (Father), Mr. Hammad Rahman (Brother), and Mr. Ebaad Rahman (Brother) are 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 11 for the approval of members.

Item No.12: 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 re-appointed Mr. Kamran Rahman, as the Managing Director of a period of 3 years w.e.f. 01st April 2022, his current term of appointment expires on 31st March 2025.

According to the provision 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 operations & 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.

Mr. Kamran Rahman is not disqualified from being appointed as a Director in term of section 164 and satisfies all the condition of section 196(3) of the companies Act and has given his consent to act as the managing director of the company.

The Board of Directors of the Company, at its Board Meeting, held on 02 September 2024, 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. 01st April 2025, on the terms and conditions including remuneration as set out in the resolution.

It is proposed to seek member's 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 application provisions of the Act.

A Brief profile covering the details of his qualifications, 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 the Managing Director will be highly beneficial.

Mr. Kamran Rahman is interested in the aforesaid resolution, being the appointee, Mr. Nadeem Rahman (Brother), Mr. Imran Rahman (Son) and Ms. Yusra Rahman (Daughter) are 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 12 for the approval of members.

Item No.13: Re-appointment of Mr. Hammad Rahman (DIN: 00059265) as the Whole-time Director of the Company

Mr. Hammad Rahman was appointed as Whole Time Director of the Company for a period of 3 years w.e.f. 01st April 2022, his current term of appointment expires on 31st March 2025. Mr. Hammad Rahman is a graduate from France, and he has been associated with the Company since 2004 and as Whole Time Director 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 02 September 2024, 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. 01st April 2025, on the terms and conditions including remuneration as set out in the resolution.

Mr. Hammad Rahman is not disqualified from being appointed as a Director in term of section 164 and satisfies all the conditions of section 196(3) of the Companies Act and has given his consent to act as the Whole-time director of the company.

A Brief profile covering the details of his qualifications, 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) are 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 13 for the approval of members.

Item No.14: Re-appointment of Mr. Mohd. Razi Uddin (DIN: 00058665) as the Whole-time Director of the Company

Mr. Moh. Razi Uddin has been associated with the Company since 2000 and as Whole Time Director since 2010. Presently, he was appointed as Whole Time Director of the Company for a period of 3 years w.e.f. 01st April 2022, his current term of appointment expires on 31st March 2025.

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 director of the Company, at its meeting, held 02nd September 2024, based on the recommendation of the Nomination and Remuneration Committee, subject to the approval of members, has re-appointment of Mr. Mohd Razi Uddin for a period of three years w.e.f. 01st April 2025, on the terms and conditions.

Mr. Mohd Razi Uddin is not disqualified from being appointed as a Director in term of section 164 and satisfies all the conditions of section 196(3) of the Companies Act and has given his consent to act as the Whole-time director 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. 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 interested 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 14 for the approval of members.

Item No.15: Re-appointment of Mr. Ashish Gupta (DIN: 01640785) as the Whole-time Director of the Company

The board of director of the Company, at its Board meeting, held 02nd September 2024, 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. 01st April 2025, on the terms and conditions including remuneration as set out in the resolution. His current term of appointment expires on 31st March 2025.

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

Mr. Ashish Gupta is not disqualified from being appointed as a Director in term of section 164 and satisfies all the conditions of section 196(3) of the Companies Act and has given his consent to act as the Whole-time director of the company.

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

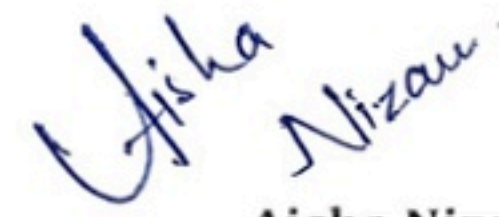
Mr. Ashish Gupta is interested in the aforesaid resolution, being the appointee. Further, relatives of Mr. Ashish Gupta may be deemed to be interested in the said resolution to the extent of their shareholding interest in the Company, if any. Save and except the above, none of the Director and / or Key managerial personnel of the Company and their relatives, in any way, concerned or interested in the said resolution, financially or otherwise.

The Board commends the Special Resolution set out at Item No 15 for the approval of members.

Date: 02.09.2024

Place: Kanpur

By order of the Board
For Rahman Industries Limited


Aisha Nizam
(Company Secretary)

Annexure –A

Details of Directors seeking revision in remuneration and re-appointment at the 33rd Annual General Meeting.
[Pursuant to Secretarial Standard 2 on General Meetings]

Particulars	Mr. Kamran Rahman	Mr. Hammad Rahman	Mr. Ebaad Rahman	Mr. Imran Rahman	Mr. Mohd Razi Uddin
DIN	00058307	00059265	03449918	07989145	00058665
Date of Birth	14.03.1963	30.11.1984	19.04.1988	30.12.1994	10.04.1959
Age	61 years	39 years	36 years	29 years	65 years
Date of Appointment	01.04.2025	01.04.2025	05.03.2023	23.11.2023	01.04.2025
Education Qualification	B.COM	Bachelor's in International Business from France	B.Sc. - International Management from Prudence University USA	B.Sc. in Physics from University of Warwick, UK	B.SC, LLB
Occupation	Business	Business	Business	Business	Business
Experience in specific functional areas	39 Years	20 years	13 years	7 Years	27 years
Directorship in other Companies	11 Companies	5 Companies	6 Companies	7 Companies	11 Companies
Terms and conditions of re-appointment	As contained in the resolution				
Date of first appointment on board	29.04.1995	01.06.2004	05.03.2011	23.11.2017	13.11.2000
Remuneration sought to be paid	As contained in the resolution.				
Remuneration last drawn	8,64,000/-	2,16,000/-	2,16,000/-	2,16,000/-	1,00,000/-
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	11.30%	20.00%	5.60%	15.00%	0.0001%
No. of meetings of board attended during year	6/6	6/4	6/5	6/5	6/6
Relationship with any Director(s), Manager and KMP of the Company	None except Mr. Nadeem Rahman (Brother), Mr. Imran Rahman (Son) and Ms. Yusra Rahman (Daughter)	None except Mr. Nadeem Rahman (Father), Mr. Ebaad Rahman (Brother) and Ms. Esra Rahman (Sister)	None except Mr. Nadeem Rahman (Father), Mr. Hammad Rahman (Brother) and Ms. Esra Rahman (Sister)	None except Mr. Kamran Rahman (Father), and Ms. Yusra Rahman (Sister)	None

Particulars	Mr. Ashish Gupta	Mr. Nadeem Rahman	Ms. Yusra Rahman	Ms. Esra Rahman
DIN	01640785	00058207	05327406	08430717
Date of Birth	30.01.1969	26.11.1957	20.12.1990	27.07.1994
Age	55 years	66 years	33 years	30 years
Date of Appointment	01.07.2007	01.10.2023	01.10.2023	01.10.2023
Education Qualification	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
Experience in specific functional areas	32 Years	32 Years	12 Years	6 Years
Directorship in other Companies	6 Companies	2 Companies	1 Company	1 Company
Terms and conditions of re- appointment	As contained in the resolution			
Date of first appointment on board	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	1,60,000/-	8,64,000/-	2,00,000/-	2,00,000/-
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	NIL	25.71%	5.60%	5.60%
No. of meetings of board attended during year	6/6	6/5	6/6	6/6
Relationship with any Director(s), Manager and KMP of the Company	None	None except Mr. Kamran Rahman (Brother), Mr. Hammad Rahman, 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), Mr. Hammad Rahman and Mr. Ebaad Rahman (Brother)

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-5-15 of the accompanying notice dated -02 September 2024.)

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	
	2023-24	2022-23
Revenue from operations	4578.11	4749.06
Other Income	74.21	5.41
Earning before Finance Costs, Depreciation and amortization Expenses and Taxes	659.33	893.83
Less: Finance Cost	78.37	58.66
Less: Depreciation & Amortization Expenses	82.87	69.17
Profit/Loss Before Tax	498.09	766.00
Less: Tax Expense	108.16	201.81
Net Profit/Loss	389.93	564.19
Earning Per Equity Share	27.97	40.47

5) (i) Foreign investments or collaborations, if any.

NA

III. Information about appointee	Mr. Kamran Rahman	Mr. Hammad Rahman	Mr. Ebaad Rahman	Mr. Imran Rahman	Mr. Mohd Razi Uddin
(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 39 years.	Mr. Hammad Rahman is designated as Whole-time Director of the Company as a director since 2004. He has a degree of bachelor's in international business from France and have Experience in specific functional areas of over 20 years.	Mr. Ebaad Rahman is designated as Whole time Director of the Company as director since 2011. He has a degree of B.Sc. in industrial management, from London and have Experience in specific functional areas of over 13 years	Mr. Imran Rahman is designated as Whole time Director of the Company as director since 2017. He has a degree of B.Sc. in Physics from University of Warwick, UK and have Experience in specific functional areas of over 7 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 27 years
(2) Past remuneration	8,64,000/- P.M	2,16,000/- P.M	2,16,000/- P.M.	2,16,000/- P.M	1,00,000/- P.M

(3) Recognition or awards		NA			
(4) Job profile and his suitability	<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 and working of the company over a long period, and he has extensive experience in strategies 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 activities, policies and guidelines and other business ventures for 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 2004 he has considerable experience in sales development and marketing segment of the company.</p>	<p>Mr. Ebaad Rahman is entrusted with substantial powers of the management 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. Ebaad Rahman has been associated with the Company since 2011 he has considerable experience in sales development and marketing segment of the company.</p>	<p>Mr. Imran Rahman is entrusted with substantial powers of the management and is responsible for the business strategies, administration, policies and guidelines and other business development and growth of the Company.</p> <p>Mr. Imran Rahman is Associated with the Company since 2017 he has experience in sales, marketing and administration of the company.</p>	<p>Mr. Mohd Razi Uddin is responsible for overseeing the administration, corporate and legal compliance, and 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>
(5) Remuneration proposed		<i>As mentioned in the proposed resolution.</i>			
(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 [or other director], if any.	Mr. Kamran Rahman is a Managing Director of the Company, and he holds 11.30% of shares of the Company and Mr. Nadeem Rahman is brother, Mr. Imran Rahman is son and Ms. Yusra Rahman is the daughter of Mr. Kamran Rahman.	Mr. Hammad Rahman is Whole-time Director of the Company, and He Holds 20% Shares of the Company and Mr. Nadeem Rahman is the Father, Mr. Ebaad Rahman is brother and Ms. Esra Rahman is sister of Mr. Hammad Rahman.	Mr. Ebaad Rahman is Whole-time Director of The Company, and He Holds 5.60% Shares of The Company and Mr. Nadeem Rahman is the Father, Mr. Hammad Rahman is the brother and Ms. Esra Rahman is sister of Mr. Ebaad Rahman.	Mr. Imran Rahman is a Whole-time Director of the Company, and he holds 15% shares of the Company and Mr. Kamran Rahman is Father and Ms. Yusra Rahman is sister of Mr. Imran Rahman	Mr. Mohd Razi Uddin is Whole-time Director of the Company, and he holds 20 shares of the Company. Mohd Razi Uddin is not related to any of the managerial personnel of the Company.

II. Information about appointee	Mr. Ashish Gupta	Mr. Nadeem Rahman	Ms. Yusra Rahman	Ms. Esra Rahman
(1) Background details	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 over 32 years	Mr. Nadeem Rahman is designated as the non-executive director of the company. He has been director of the company since 1991. He has technically qualified in leather technology from North-ampton UK and have Experience in specific functional areas over 32 years.	Ms. Yusra Rahman is designated as non-executive director of the company. She is associated with the company as director since 2012. She has a degree of B.Sc in Industrial Management from London and have experience in specific functional areas over 12 years	Ms. Esra Rahman is designated as non-executive director of the company. She is associated with the company as director since 2018. She has a degree of B.Sc in Computer and Business Studies from the university of Warwick, UK and have experience in specific functional over 6 years
(2) Past remuneration	1,60,000/- P.M	8,64,000/- P.M	2,00,000/- P.M	2,00,000/- P.M
(3) Recognition or awards	NA			
(4) Job profile and his suitability	<p>Mr. Ashish Gupta is Looking the Accounts and Finance Department of The Company and Responsible for Financial Planning, Liabilities and Investment, 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>	<p>Mr. Nadeem 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. His contribution to the growth of the company and led it to leadership levels in leather industry.</p> <p>Mr. Nadeem Rahman is involved in the operation and working of the company over a longer period, and he has extensive experience in strategic and initiatives that have global and cross business impact which includes sustainability, diversity, business, policies, brand equity.</p>	<p>Ms. Yusra Rahman is entrusted with substantial powers of the management and is responsible for the business strategies, administration, policies and guidelines and other business development and growth of the Company.</p> <p>Ms. Yusra Rahman is Associated with the Company since 2012 and she has considerable experience in directorship.</p>	<p>Ms. Esra Rahman is entrusted with substantial powers of the management and is responsible for the business strategies, administration, policies and guidelines and other business development and growth of the Company.</p> <p>Ms. Esra Rahman is Associated with the Company since 2018 and she has considerable experience in directorship.</p>
(5) Remuneration proposed	As mentioned in the proposed resolution.			

(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 [or other director], if any.	Mr. Ashish Gupta is Whole Time Director and CFO of the Company. Mr. Ashish Gupta is not related to any of the managerial personnel of the Company.	Mr. Nadeem Rahman is a Non-executive Director of the Company, and he holds 25.71% of shares of the Company and Mr. Kamran Rahman is brother, Mr. Hammad Rahman & Mr. Ebaad Rahman is the son and Ms. Esra Rahman is daughter of Mr. Nadeem Rahman.	Ms. Yusra Rahman is a Non-executive Director of the Company, and she holds 5.60% of shares of the Company and Mr. Kamran Rahman is Father, and Mr. Imran Rahman is brother of Ms. Yusra Rahman.	Ms. Esra Rahman is a Non-executive Director of the Company, and she holds 5.60% of shares of the Company and Mr. Nadeem Rahman is Father, and Mr. Hammad Rahman & Mr. Ebaad Rahman is brothers of Ms. Esra Rahman.
■ OTHER INFORMATION:				
(1) Reasons of loss on inadequate profile:	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 measurables terms	It isn't easy to forecast productivity and profitability in measurable terms. However, the productivity and profitability may improve and would be comparable with the industry average.			