



NOTICE

Notice is hereby given that the **Thirty-Fourth Annual General Meeting** of **RAHMAN INDUSTRIES LIMITED** will be held on the Tuesday, 30th September 2025 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 2025, 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 2025, together with the Report of Auditors thereon.

2. To appoint a director in place of Mr. Hammad Rahman, (Din 00059265) who retires by rotation pursuant to the provisions of Article 90 of the Articles of Association of the Company and being eligible, offers himself for reappointment.

3. To appoint a director in place of Mr. Ebaad Rahman, (Din 03449918) who retires by rotation pursuant to the provisions of Article 90 of the Articles of Association of the Company and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

4. Re-appointment of Mr. Ebaad Rahman (DIN: 03449918), 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. Ebaad Rahman (DIN: 03449918), as the Whole Time Director of the Company, for the term of 3 (three) years commencing from 05 March 2026 till 04 March 2029, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be accepted to Mr. Ebaad Rahman, subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactment thereof on following terms and conditions:

Salary: Rs. 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 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.

Rahman Industries Limited

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

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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."

5. Approval for entering into contract / agreement with related parties

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, approval of the members of the Company be and is hereby accorded to enter into contract(s)/ arrangement(s)/ transaction(s) with the following companies / firms as per details in below table, which are related parties within the meaning of Section 2(76) of the Act, for Sale and Purchase of Goods & Services for 5 years w.e.f. 01.10.2025."

S N	Name of the Related Party;	Nature, material terms, particulars of the contract or arrangements	Amount (in crores)	Duration	Name of the Director or KMP who is related,	Nature of Relationship
1.	KA LIM TANNERY	SALE & PURCHASE OF GOODS AND SERVICES	120	5 YEARS	Mr. Nadeem Rahman, Mr. Kamran Rahman, Mr. Hammad Rahman, Mr. Ebaad Rahman, Mr. Imran Rahman,	Partner, Partner, Partner, Partner, Partner,
2.	YUN KING TANNERY	SALE & PURCHASE OF GOODS AND SERVICES	120	5 YEARS	Mr. Nadeem Rahman, Mr. Kamran Rahman, Mr. Hammad Rahman, Mr. Ebaad Rahman, Mr. Imran Rahman,	Partner, Partner, Partner, Partner, Partner,
3.	ICON DESIGNS	SALE & PURCHASE OF GOODS AND SERVICES	120	5 YEARS	Mr. Kamran Rahman, Mr. Hammad Rahman, Mr. Ebaad Rahman, Mr. Imran Rahman,	Partner, Partner, Partner, Partner,
4.	SAFETIX PROTECTIVE EQUIPMENTS PVT. LTD	SALE & PURCHASE OF GOODS AND SERVICES	275	5 YEARS	Mr. Nadeem Rahman, Mr. Kamran Rahman, Mr. Mohd. Razi Uddin, Mr. Hammad Rahman, Mr. Ebaad Rahman, Mr. Imran Rahman, Ms. Esra Rahman, Ms. Yusra Rahman, Mr. Ashish Gupta	Member, Director & Member, Director & Member, Director & Member, Director & Member, Director & Member, Member, Member, Director

5.	SADAF ENTERPRISES PRIVATE LIMITED	SALE & PURCHASE OF GOODS AND SERVICES	330	5 YEARS	Mr. Nadeem Rahman, Mr. Kamran Rahman, Mr. Mohd. Razi Uddin, Mr. Hammad Rahman, Mr. Ebaad Rahman, Mr. Imran Rahman, Ms. Esra Rahman, Ms. Yusra Rahman, Mr. Ashish Gupta	Director & Member, Director & Member, Director & Member, Director & Member, Director & Member, Director & Member, Director
6.	NUTROLA INDUSTRIES PRIVATE LIMITED	SALE & PURCHASE OF GOODS AND SERVICES	60	5 YEARS	Mr. Kamran Rahman, Mr. Mohd. Razi Uddin, Mr. Imran Rahman, Mr. Ashish Gupta	Director & Member, Director, Director, Director,
7.	NATURANT INDUSTRIES PRIVATE LIMITED	SALE & PURCHASE OF GOODS AND SERVICES	60	5 YEARS	Mr. Kamran Rahman, Mr. Mohd. Razi Uddin, Mr. Imran Rahman, Mr. Ashish Gupta	Director & Member, Director, Director, Director,
8.	LEATHER ONLINE PRIVATE LIMITED	SALE & PURCHASE OF GOODS AND SERVICES	120	5 YEARS	Mr. Kamran Rahman,	Director & Member,
9.	SUPER SHOES LIMITED	SALE & PURCHASE OF GOODS AND SERVICES	120	5 YEARS	Mr. Nadeem Rahman, Mr. Kamran Rahman, Mr. Mohd. Razi Uddin, Mr. Ashish Gupta, Mr. Hammad Rahman, Mr. Ebaad Rahman, Mr. Imran Rahman, Ms. Esra Rahman, Ms. Yusra Rahman,	Director & Member, Director & Member, Director & Member, Director, Member, Member, Member, Member,
10	ATO EXIMS PVT LTD	SALE & PURCHASE OF GOODS AND SERVICES	120	5 YEARS	Mr. Kamran Rahman	Director,
11	BBF SAFETY GROUP (PTY) LIMITED	SALE & PURCHASE OF GOODS AND SERVICES	6 USD	5 YEARS	Board accustomed to Act	
12	MOSSOP WESTERN LEATHERS (PTY) LIMITED	SALE & PURCHASE OF GOODS AND SERVICES	1.8 USD	5 YEARS	Mr. Nadeem Rahman, Mr. Kamran Rahman, Mr. Ebaad Rahman,	Director, Director, Director,
13	BEIER DRAWATEX HEALTHCARE PROPRIETARY LTD.	SALE & PURCHASE OF GOODS AND SERVICES	1.2 USD	5 YEARS	Mr. Kamran Rahman, Mr. Hammad Rahman, Mr. Ebaad Rahman,	Director, Director, Director,
14	DAL MASO GROUP HONG	SALE & PURCHASE OF GOODS AND	6 USD	5 YEARS	Mr. Kamran Rahman, Mr. Hammad Rahman,	Director, Director,

15	SAFETIX (MID-EAST) (FZE)	SALE & PURCHASE OF GOODS AND SERVICES	3 USD	5 YEARS	Mr. Kamran Rahman,	Manager
16	RAHMACO SRL	SALE & PURCHASE OF GOODS AND SERVICES	3 USD	5 YEARS	Subsidiary	
17	PERFORM ANCE BRANDS LIMITED	SALE & PURCHASE OF GOODS AND SERVICES	3 USD	5 YEARS	Mr. Kamran Rahman, Mr. Hammad Rahman,	Director, Director,
18	PERF ITALIA SRL	SALE & PURCHASE OF GOODS AND SERVICES	3 USD	5 YEARS	Subsidiary	
19	LEMAITRE SECURITE SAS	SALE & PURCHASE OF GOODS AND SERVICES	12.5 USD	5 YEARS	Subsidiary	
20	LEMAITRE DEUTSCH LAND GMBH	SALE & PURCHASE OF GOODS AND SERVICES	3 USD	5 YEARS	Subsidiary	
21	FRANCISC O MENDI SL	SALE & PURCHASE OF GOODS AND SERVICES	3 USD	5 YEARS	Subsidiary	
22	LEMAITRE SAFETY PRODUCT S SRO	SALE & PURCHASE OF GOODS AND SERVICES	1.2 USD	5 YEARS	Subsidiary	
23	LEMAITRE BELGIQUE SPRL	SALE & PURCHASE OF GOODS AND SERVICES	1.2 USD	5 YEARS	Subsidiary	

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

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

Date: 02.09.2025
Place: Kanpur

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



**Mohd Razi Uddin
(Whole-time Director)**

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 of the accompanying notice dated 02.09.2025.

Item No. 4 : Re-appointment of Mr. Ebaad Rahman (DIN:03449918), as the Whole-time Director of the Company

Mr. Ebaad Rahman was appointed as Whole-time Director of the Company for a period of 3 years w.e.f. 05 March 2023, his current term of appointment expires on 04 March 2026.

Mr. Ebaad Rahman is a graduate from USA, and he is on the Board of the Company since 2011, In recognition of the leadership and strategic guidance in operations, sales and marketing, The Board of Directors of the Company, at its Board Meeting held on 2 September 2025, based on the recommendation of the Nomination and Remuneration Committee, subject to the approval of members, has re-appointed Mr. Ebaad Rahman for a further period of three years w.e.f. 05 March 2026, on the terms and conditions including remuneration as set out in the resolution.

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

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

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

Date: 02.09.2025
Place: Kanpur

By order of the Board
For Rahman Industries Limited



Mohd Razi Uddin
(Whole-time Director)

Annexure –A

Details of Directors seeking revision in remuneration and re-appointment at the 34th Annual General Meeting.
[Pursuant to Secretarial Standard 2 on General Meetings]

Particulars	Mr. Hammad Rahman	Mr. Ebaad Rahman
DIN	59265	3449918
Date of Birth	30.11.1984	19.04.1988
Age	39 years	36 years
Date of Appointment	01.04.2025	05.03.2023
Education Qualification	Bachelor's in International Business from France	B.Sc. - International Management from Prudence University USA
Occupation	Business	Business
Experience in specific functional areas	20 years	13 years
Directorship in other Companies	5 Companies	6 Companies
Terms and conditions of re-appointment	As contained in the resolution	
Date of first appointment on board	01.06.2004	05.03.2011
Remuneration sought to be paid	As contained in the resolution.	
Remuneration last drawn	2,16,000/-	2,16,000/-
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	20.00%	5.60%
No. of meetings of board attended during year	06-Apr	06-May
Relationship with any Director(s), Manager and KMP of the Company	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)

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-4 of the accompanying notice dated -02 September 2025.)

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	
	2024-25	2023-24
Revenue from operations	5232.36	4580.28
Other Income	15.86	72.04
Earning before Finance Costs, Depreciation and amortization Expenses and Taxes	430.23	659.33
Less: Finance Cost	63.70	78.37
Less: Depreciation & Amortization Expenses	112.41	82.87
Profit/Loss Before Tax	254.12	498.09
Less: Tax Expense	92.76	108.16
Net Profit/Loss	161.36	389.93
Earning Per Equity Share	11.74	27.97

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

NA

II. Information about appointee		Mr. Hammad Rahman	Mr. Ebaad Rahman
(1) Background details	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
(2) Past remuneration	2,16,000/- P.M		2,16,000/- P.M.
(3) Recognition or awards	NA		

(4) Job profile and his suitability	<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 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>
(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. 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.

III 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.