



RAJDHANI FLOUR MILLS LIMITED

Regd. Office: -B-30 Lawrence Road Industrial Area, New Delhi - 110035

CIN: U74899DL1993PLC055316

Notice

Notice is hereby given that the 32nd Annual General Meeting of the members of **Rajdhani Flour Mills Ltd.** will be held on Monday, the 22nd September, 2025 at 11:30 A.M. at the registered office of the company at B-30, Lawrence Road Industrial Area, Delhi-110035 through Video Conferencing/Other Audio-Visual Means (VC/OAVM) to transact the following businesses:

ORDINARY BUSINESS

1. ADOPTION OF ACCOUNTS AND REPORTS

To receive, consider and adopt the audited financial statement of the company for the financial year ending on 31st March 2025 together with Auditor's report and Directors' Report thereon.

2. APPOINTMENT OF DIRECTOR IN THE PLACE OF RETIRING DIRECTOR

To appoint a director in place of Mrs. Shobha Jain (DIN: 0166051) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

3. APPOINTMENT AND REMUNERATION OF MR. AYUB VAZIR KHAN (DIN: 07202443) AS WHOLE-TIME DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, read with Schedule V of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), the approval of the members of the Company be and is hereby accorded to the appointment of **Mr. Ayub Vazir Khan (DIN: 07202443)** as Whole-Time Director of the Company, not liable to retire by rotation, for a period of three years commencing from 1st April 2025 to 31st March 2028, on a monthly remuneration of **₹1,95,000 (Rupees One Lakh Ninety-Five Thousand Only)** with effect from 1st April 2025, along with gratuity, bonus, car and other benefits as per applicable laws and Company's policy.

RESOLVED FURTHER THAT the remuneration of **₹1,70,000 (Rupees One Lakh Seventy Thousand Only)** per month paid to Mr. Ayub Vazir Khan for the period from 1st January 2025 to 31st March 2025 be and is hereby ratified and approved.

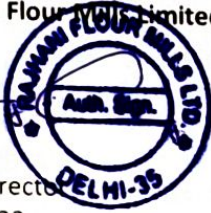
RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to revise, from time to time, the remuneration payable to Mr. Ayub Vazir Khan during the tenure of his appointment, subject to a maximum ceiling of **₹2,70,000 (Rupees Two Lakh Seventy Thousand Only)** per month, and that in the event of loss or inadequacy of profits in any financial year, the remuneration as aforesaid shall be paid as the minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors and/or any Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable to give effect to this resolution."

Certified True Copy

For Rajdhani Flour Mills Limited


Chetan Jain
Managing Director
DIN: 00166722



Date: 26th August, 2025

Notes:

1. Particulars of retiring director is given below.
2. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the Act) in respect of the Special business set out as items of the accompanying notice is annexed herewith.
3. The register of members, register of related party transactions and share transfer books of the company shall remain open during business hours till AGM date.
4. In view of the circular dated 25th September 2023 of the Ministry of Corporate Affairs, Government of India ("MCA"), have allowed companies to conduct Shareholders Meetings ("EGM/AGM") through VC/ OAVM without the physical presence of Members on or before 30th September 2025.
5. In terms of the said MCA Circulars, physical attendance of Members at the AGM and appointment of proxies has been dispensed with. Accordingly, the Attendance Slip, Proxy Form and Route Map are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, the Members may be allowed for the purpose of casting vote through, participation in the 32nd AGM through VC/OAVM.
6. Attendance of the Members participating in the 32nd AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Since e voting is not available as the number of shareholders are below 1000. Voting shall be considered by voice or show of hands as per section 107 of Companies Act, 2013.
8. Shareholders who have any query regarding accounts and related matters, they may be sent on the email id info@rajdhanibesan.com well in advance, so that same may be addressed/replied to them before the meeting to avoid any disturbance during the meeting. However, any questions raised thereafter will be replied to them directly on their registered email ids after the meeting .
9. Details of Meeting through VC/OAVM

Agenda: Rajdhani Flour Mills Limited - AGM

Time: Sep 22, 2025 11:30 AM India

Join Zoom Meeting

<https://us05web.zoom.us/j/86894121994?pwd=T7HlDuFaQz5O12Mo3w5x71aAHyOsi1.1>

Meeting ID: 868 9412 1994

Passcode: 7jc5KC

10. Please take note of the following instructions for joining the Annual General Meeting (AGM) via Zoom:

- a) Zoom Link: You will receive an email containing the Zoom link for the AGM. Ensure you register your attendance.
- b) Zoom Installation: If you do not have Zoom installed, please download and install it from the Zoom Download Center.
- c) Joining the Meeting: Direct Link: Click on the Zoom link provided in the email to join the meeting directly.
- d) Manual Entry: Open the Zoom app, select "Join a Meeting," and enter the Meeting ID and Passcode from the email.
- e) Audio and Video Setup: Test your microphone and camera before the meeting. You can do this in the Zoom app settings. Upon joining, select "Join with Computer Audio" when prompted.
- f) Meeting Participation: Mute/Unmute: Use the microphone icon to control your audio. Use the "Raise Hand" feature if you wish to speak.

PARTICULARS OF RETIRING DIRECTOR**MRS. Shobha Jain**

Name of the Director	Mrs. Shobha Jain
DIN	00166051
Designation	Non-Executive Director
Age	72 years
Nationality	Indian
Qualifications	Graduate
Experience / Profile	17 years of experience in milling Industry
Terms and Conditions of appointment / re-appointment	Retirement by rotation and offers for re-appointment.
Date of first appointment on the Board	21 August 2006
Shareholding in the Company	330300 shares (16.51%)
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Wife of Shri S.K. Jain Mother of Shri Chetan Jain
Other Directorships	Shreedayal Enterprises Private Limited
Membership / Chairmanship of Committees of other Boards	Member of Nomination and Remuneration Committee

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

The following Explanatory Statement sets out all material facts relating to the Special Resolution set out in item no. 3 mentioned above:

1. Background:

- Mr. Ayub Vazir Khan (DIN: 07202443), was appointed as Non-Executive Director of the Company. The Board at its meeting held on 17th May, 2025, based on the recommendations of the Audit Committee and Nomination & Remuneration Committee, re-designated him as Whole-Time Director for a period of three years effective from 1st April 2025. Appropriate e-forms (DIR-12, MGT-14) have already been filed regarding said resolutions.

2. Remuneration:

- Remuneration paid from 1st Jan 2025 to 31st March 2025: ₹1,70,000 per month (for ratification).
- Remuneration from 1st April 2025: ₹1,95,000 per month.
- Maximum remuneration may be increased by the Board at its discretion up to ₹2,70,000 per month during the period of appointment.
- The aggregate remuneration possibly exceed the limits under Section 197 (overall 11%) and Schedule V in case of loss or inadequacy of profits during any financial year, approval of shareholders by special resolution is being sought as per Schedule V.

3. Rationale and Justification:

- The role of Whole-Time Director demands full-time supervision and involvement in operational and strategic management. The compensation package is in line with the Company's scale and industry benchmarks and considers the significant contribution of Mr. Ayub Vazir Khan to the Company's growth.
- The ceiling for remuneration has been set in anticipation of revision(s) that may become necessary or justified during the tenure.

4. Disclosures and Information as per Schedule V and Companies (Appointment & Remuneration) Rules, 2014:

A) GENERAL INFORMATION

- i) Name/Nature of industry: Rajdhani Flour Mills Limited, (Flour Mill)
- ii) Date or expected date of Commencement of production: The company commenced commercial Production in-2001
- iii) In case of new companies, Expected date of commencement Of activities as per approved by Financial institutions appearing in the Prospectus: Not applicable

iv) Financial performance based on given indicators:-

i) Financial performance based on given indicators:-	(In Rs.)
Financial Parameters	Year Ended 2025
Sales	21,80,27,13,517
Other Income	1,06,90,430
Profit/ (Loss) before Interest, depreciation & Income Tax	59,84,02,939
Interest & Finance Charges	50,86,758

Depreciation	6,40,83,815
Profit/ (Loss) Items for the year before	52,92,32,365
Extra Ordinary Items & Provision of Tax	13,89,72,954
Profit/ (Loss) for the year carried to Balance Sheet	39,02,59,411

- v) Foreign investments or collaborations, if any Not Applicable

B) INFORMATION ABOUT THE APPOINTEE

- i) **Background Details**– Shri Ayub Vazir Khan aged of 53 years is a B-com graduate and had Diploma in Milling Science. He has the experience of working from the year 2003 with Mahalaxmi Flour Mill Pvt Ltd, Ganpati Flour Mills Pvt Ltd , Hira Roller Flour Mills Pvt Ltd and Favorich Agro Pvt Ltd as a Plant Manager. After that in the year 2011 he joined the Rajdhani Flour Mills Ltd. He has more than 20 years of experience in the Milling/Food industry. He has been on the Board of the Company for the last ten years. He has attended the maximum Board meetings held during the financial year 2024-25.
- ii) **Past Remuneration** –Rs.1,70,000/- p.m. till 31st March 2025 and 195,000 from 1st April 2025.
- iii) **Recognition or Awards** – NA
- iv) **Job Profile and his Suitability** –. He has been on the Board of the Company for the last ten years. He has vast experience in the area of administration, production, operation and technical aspects of the company's business.
- v) **Remuneration Proposed** – The details of proposed remuneration are given Item no. 3 of this notice.
- vi) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.e.f. the country of his origin)** – In the similar size of food industry, the remuneration of such person is ranging between Rs. 50 to 100 Lakhs p.a.
- vii) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any** – except directorship of the company he does not hold any pecuniary relationship with the company and its directors.

C) OTHER INFORMATION

- viii) **Reason for loss or inadequate profits** – The company has been continuously earning profits for the last more than a decade but profits are inadequate in pursuance of section 198 of Companies Act 2013.
- ix) **Steps taken or proposed to be taken for improvements** – Although, the company has been earning profits but still there is a continuous efforts for increasing the production, profitability and expanding the business opportunities, As a step towards expansion, the company has set up a new plant at Rai, Distt. Sonapat, Haryana which has already commenced commercial production and the Company is also planning to do business in green energy like solar, wind and electricity.
- x) **Expected increase in productivity and profits in measurable terms** – The company expects to increase the production / sales target to Rs. 3000 Crores approx by March, 2028. Further, efforts will also be made for increasing the operational profit proportionately

Other Non-Executive Directors will not draw remuneration in excess of 1% of profit under Section 197(1).

The Company has not defaulted in payment to its creditors or banks.

Total managerial remuneration including this proposal possibly exceed the threshold prescribed under Section 197 and Schedule V and hence approval by **special resolution** is being sought.

The Board recommends the Special Resolution(s) for approval of the members.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Ayub Vazir Khan himself, is concerned or interested in this resolution.