



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting of the members of Rockman Industries Limited ("the Company") will be held on Friday, 4th day of April 2025, at 3:00 P.M. (IST) at 9th Floor, Emaar Capital Tower-2, Sector-26 Sikanderpur Ghosi, MG Road, Gurugram, Haryana - 122002 to transact the following business(es):

SPECIAL BUSINESS:

1. To consider and approve the re-appointment of Mr. Bharat Anand as Independent Director of the Company for a period of 5 years.

To consider and if thought fit to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 as amended from time to time, the provisions of Articles of Association of the Company, on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the shareholder of the Company be and is hereby accorded for the re-appointment of Mr. Bharat Anand, who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 23rd July, 2020 upto 22nd July, 2025 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder, as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from 23rd July, 2025 upto 22nd July, 2030 (both days inclusive).

RESOLVED FURTHER THAT Director(s) and KMPs of the Company be and are hereby severally authorized (subject to the applicable laws) to do all such acts, deeds, matters and things as may be considered deemed, necessary, proper or desirable, including without limitation, making the appropriate e-filing with the concerned Authorities, in regard to the re-appointment of Mr. Bharat Anand as an Independent Director of the Company."

2. To consider and approve the re-appointment of Dr. Pankaj Chandra as Independent Director of the Company for a period of 2 years.

To consider and if thought fit to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the

ROCKMAN INDUSTRIES LTD.

Corp. Office: 9th Floor, Emaar Capital Tower 2, MG Road, Sikanderpur, Gurugram-122002, India
T : +91-124-4707700 E: info@rockman.in W: www.rockman.in

Regd. Office: A-7, Focal Point, Ludhiana - 141 010 (Punjab), India.
T : +91 161 2670701- 04 F: +91 161 2670700 CIN No.: U35921PB1981PLC004729

Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 as amended from time to time, the provisions of Articles of Association of the Company, on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the shareholder of the Company be and is hereby accorded for the re-appointment of Dr. Pankaj Chandra, who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 23rd July, 2020 upto 22nd July, 2025 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder, as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 2 (Two) consecutive years on the Board of the Company commencing from 23rd July, 2025 upto 22nd July, 2027 (both days inclusive).

RESOLVED FURTHER THAT Director(s) and KMPs of the Company be and are hereby severally authorized (subject to the applicable laws) to do all such acts, deeds, matters and things as may be considered deemed, necessary, proper or desirable, including without limitation, making the appropriate e-filing with the concerned Authorities, in regard to the re-appointment of Dr. Pankaj Chandra as an Independent Director of the Company.”

By order of the Board of Directors
For Rockman Industries Limited

(Reena Gupta)
Company Secretary
Membership No: A20376

Date: 28th February, 2025
Place: Gurugram

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD HIM OR HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY IN NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.
2. The Members/Proxies/Authorised Representatives should bring the Attendance Slip sent herewith duly filled and signed, which is duly enclosed herewith, for attending the Meeting.
3. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of Special Businesses is annexed hereto.
4. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company between 11.00 AM to 2.00 PM on any working day till the date of the meeting and at the venue of the meeting.

5. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders / beneficial owners.
6. The Members will be allowed to pose questions during the course of the EGM. Members may also submit their questions, if any, in advance by sending email at reena.gupta@rockman.in.
7. In terms of Section 113 of the Companies Act, 2013, the corporate members intending to send their authorized representatives to attend the EGM are requested to send a duly certified scanned copy of Board resolution or Power of Attorney authorizing their representative(s) to attend and vote at the EGM.
8. The Notice of the EGM is being sent by electronic mode to all the Members, whose email addresses are available with the Company, unless any Member has requested for a physical copy of the same.
9. A Form of Proxy is enclosed. The Form of Proxy should be duly filled, signed (by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it) and a revenue stamp of adequate value should be affixed before filing the same with the Company.
10. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing of the intention to inspect is given to the Company.
11. Enclosed the route map for easy location to the venue of the meeting.

By order of the Board of Directors
For Rockman Industries Limited

Reena Gupta
(Company Secretary)
Membership No: A20376

Date: 28th February, 2025
Place: Gurugram

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013 read with Rules made thereunder, the following explanatory Statement sets out all material facts relating to the item No. 1 to 2 mentioned in the accompanying Notice of the Extra-Ordinary General Meeting of the Company:

Item No. 1

Mr. Bharat Anand is an Independent Director of the Company. He was appointed as Independent Director of the Company for a term of 5 years from July 23, 2020 up to July 22, 2025.

In accordance with Section 149 (10) and (11) of the Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the second term by passing a special resolution.

Mr. Bharat Anand is Head of Delhi-NCR Offices and Partner of Khaitan & Co., Mr. Bharat Anand is a dual qualified (England & Wales and India) lawyer and his practice focuses on corporate transactions such as acquisitions, joint ventures and private equity investments. Mr. Bharat Anand has been highly ranked by several legal journals and magazines. RSG Consulting, an independent UK-based consultancy, featured Mr. Bharat Anand in their list of Top 25 Second Generation Lawyers in India. He has also been ranked as “Band 1 Lawyer” for M&A work in Delhi, by both Chambers Asia Pacific and UK. He is a Non- Executive and Independent Director on the Boards of several listed companies.

The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing candidature of Mr. Bharat Anand for the office of Independent Director for a second term. The Company has received from Mr. Bharat Anand, his consent to act as Director of the Company along with a declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Act and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act.

The Nomination and Remuneration Committee (NRC) of the Board of Directors considering the skills, expertise and competencies required and on the basis of performance evaluation, has recommended re-appointment of Mr. Bharat Anand, as Independent Director for a second term commencing from July 23, 2025 upto July 22, 2030.

Based on the recommendation of the Nomination and Remuneration Committee (NRC), and considering the performance evaluation and his contribution over the years as an Independent Director of the Company, the Board believes that Mr. Bharat Anand continued association as an Independent Director on the Board of Directors of the Company would be of immense benefit to the Company. The Board recommends the re-appointment of Mr. Bharat Anand as an Independent Director of the Company for the second term commencing from July 23, 2025 upto July 22, 2030 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

A brief profile of Mr. Bharat Anand and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India is specified in Annexure- A.

It is proposed to seek members' approval for re-appointment of Mr. Bharat Anand as an Independent Director in terms of the applicable provisions of the Act. Accordingly, the Board of Directors of your Company recommends the passing of resolution as per Item 1 of this Notice as Special Resolution.

None of the directors, key managerial persons and their relatives is interested or concerned, financial or otherwise, in the item being proposed for approval of members except Mr. Bharat Anand who is interested as Independent Director of the Company to the extent of his appointment.

Item No. 2

Dr. Pankaj Chandra is an Independent Director of the Company. He was appointed as Independent Director of the Company for a term of 5 years from July 23, 2020 up to July 22, 2025.

In accordance with Section 149 (10) and (11) of the Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the second term by passing a special resolution.

Dr. Pankaj Chandra is the Vice Chancellor of Ahmedabad University. He was the Director of the Indian Institute of Management Bangalore (2007-2013) and Professor of Operations & Technology Management at IIM Ahmedabad and IIM Bangalore. He holds a BTech from the Banaras Hindu University and a PhD from The Wharton School, University of Pennsylvania. He has been a full time faculty at McGill University and IIM Ahmedabad and a visiting professor at the University of Geneva, The Wharton School, International University of Japan, Cornell University, and Renmin University, Beijing. He was the first Associate Dean (Academic) at ISB, Hyderabad. Dr. Pankaj Chandra's research and teaching interests include Manufacturing Management, Supply Chain Coordination, Building Technological Capabilities, higher education policy, and hi-tech entrepreneurship.

The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing candidature of Dr. Pankaj Chandra for the office of Independent Director. The Company has received from Dr. Pankaj Chandra, his consent to act as Director of the Company for a second term for a period of 2 (Two) years along with a declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Act and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act.

The Nomination and Remuneration Committee (NRC) of the Board of Directors considering the skills, expertise and competencies required and on the basis of performance evaluation, has recommended re-appointment of Dr. Pankaj Chandra, as Independent Director for a second term of 2 (Two) years commencing from July 23, 2025 upto July 22, 2027.

Based on the recommendation of the Nomination and Remuneration Committee (NRC), and considering the performance evaluation and his contribution over the years as an Independent Director of the Company, the Board believes that Dr. Pankaj Chandra continued association as an Independent Director on the Board of Directors of the Company would be of immense benefit to the Company. The Board recommends the re-appointment of Dr. Pankaj Chandra as an

Independent Director of the Company for the second term of 2 (Two) years commencing from July 23, 2025 upto July 22, 2027 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

A brief profile of Dr. Pankaj Chandra and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is specified in Annexure- A.

It is proposed to seek members' approval for re-appointment of Dr. Pankaj Chandra as an Independent Director in terms of the applicable provisions of the Act. Accordingly, the Board of Directors of your Company recommends the passing of resolution as per Item 2 of this Notice as Special Resolution.

None of the directors, key managerial persons and their relatives is interested or concerned, financial or otherwise, in the item being proposed for approval of members except Dr. Pankaj Chandra who is interested as Independent Director of the Company to the extent of his appointment.

By order of the Board of Directors
For Rockman Industries Limited

Reena Gupta
(Company Secretary)
Membership No: A20376

Date: 28th February, 2025
Place: Gurugram

ATTENDANCE SLIP

ROCKMAN INDUSTRIES LIMITED

CIN: U35921PB1981PLC004729

Registered Office: A-7, FOCAL POINT, LUDHIANA(PUNJAB) -141010

Extra-Ordinary General Meeting,

Registered Folio No. / DP ID No. Client ID No.

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Number of Shares held

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I certify that I am a member / proxy / authorised representative for the, member of the Company.

I hereby record my presence at the Extra-Ordinary General Meeting of the Company being held on Friday, 4th day of April 2025, at 3:00 P.M. (IST) at 9th Floor, Emaar Capital Tower-2, Sector-26 Sikanderpur Ghosi, MG Road, Gurugram, Haryana - 122002.

.....
Name of the Member/ Proxy/
Authorised representative

(in BLOCK letters)

.....
Signature of the
member / Proxy/
Authorised
representative

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

FORM NO.MGT-11
Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U35921PB1981PLC004729

Name of the company: ROCKMAN INDUSTRIES LIMITED

Registered address: A-7, FOCAL POINT, LUDHIANA (PUNJAB) -141010

Name of the member (s): Registered address: E-mail ID: Folio No/Client Id: DP ID:

I/We, being the member (s) of Shares of the above named company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature:, or failing him
2. Name:
Address:
E-mail Id:
Signature:, or failing him

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extra-Ordinary General Meeting of the Company to be held on Friday, 4th day of April 2025, at 3:00 P.M. (IST) at 9th Floor, Emaar Capital Tower-2, Sector-26 Sikanderpur Ghosi, MG Road, Gurugram, Haryana - 122002 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.

1.
2.

Signed this....day of 20....

Affix Revenue Stamp

Signature of shareholder
Signature of Proxy holder(s)

ROUTE MAP

