



# Rajdhani Flour Mills Ltd.

(An ISO 22000 : 2005 Certified Company)

PAN : AABCR9886K  
GST No. : 07AABCR9886K1ZL  
CIN No. : U74899DL1993PLC055316

**Office :**  
5596, Lahori Gate,  
Delhi-110 006  
Ph. : 011-45163359

**Factory:**  
C-45/3-4 & C-34/3, Lawrence Road,  
Industrial Area, Delhi-110035  
Ph. : 011-49019999

## NOTICE

Shorter **NOTICE** is hereby given that an Extraordinary General Meeting (EGM) of the Members of Rajdhani Flour Mills Limited will be held on Monday, December 30, 2024, at 11:30 AM at the registered office of the company at B-30 Lawrence Road Industrial Area Delhi-110035 through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following businesses:

### SPECIAL BUSINESSES:

**1. Purchase of business and assets of Shreedayal Enterprises Pvt Ltd under slump sale**

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

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a), Section 188(1), and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, the consent of the Members be and is hereby accorded to the draft Business Transfer Agreement to be entered into between Shreedayal Enterprises Private Limited (Seller) and Rajdhani Flour Mills Limited (Buyer), for the transfer of the Seller's business undertaking on a slump sale basis.

**2. Lease of the land and building of Shreedayal Enterprises Pvt Ltd.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188(1) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, the consent of the Members be and is hereby approved and ratified to the Rent Agreement executed on December 13, 2024, for the lease of the land and building located at 1281-83 Rai Industrial Estate, HSIIDC, Rai District, Sonapat, Haryana-131029, from Shreedayal Enterprises Pvt Ltd, at a monthly rent of ₹7,50,000 (Rupees Seven Lacs Fifty Thousand) for the period of 5 years commencing from 01/01/2025.

By Order of the Board of Directors

**Rajdhani Flour Mills Limited**

**For RAJDHANI FLOUR MILLS LTD.**

  
**Director**

**S.K. Jain**  
Chairman & Managing Director  
DIN: 00166778

**Date:** [26/12/2024]  
**Place:** Delhi

**NOTES TO THE NOTICE:**

1. The EGM is being convened at shorter notice with the consent of the Members as per Section 101 of the Companies Act, 2013.
2. The meeting will be conducted through VC/OAVM in compliance with MCA General Circular Nos. 14/2020, 17/2020, 20/2020, 09/2024 and other applicable circulars.
3. Members may join the EGM through VC/OAVM at least 15 minutes before the meeting begins by following the link provided in the email invitation.
4. Corporate Members intending to authorize their representatives to attend and vote are requested to email the certified copy of their Board Resolution/Authorization Letter to the Company at [info@rajdhanibesan.com] at least 48 hours before the meeting.
5. Attendance of Members through VC/OAVM shall be counted for quorum as per Section 103 of the Companies Act, 2013.
6. Voting during the meeting will be conducted by show of hands.
7. Since this EGM is being conducted through VC/OAVM, the facility for appointment of proxies under Section 105 of the Companies Act, 2013, is not applicable.
8. Relevant documents (e.g., agreements, resolutions, and statutory registers) will be available for inspection at the registered office of the company during business hours before the date of meeting.

For RAJDHANI FLOUR MILLS LTD.

  
Director



## **Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013**

The following Explanatory Statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice:

### **Item No. 1: Purchase of business and assets of Shreedayal Enterprises Pvt Ltd under slump sale**

The Board of Directors of Rajdhani Flour Mills Limited has approved the draft Business Transfer Agreement, to be entered into between Shreedayal Enterprises Private Limited (Seller) and Rajdhani Flour Mills Limited (Buyer), for the transfer of the Seller's business undertaking on a slump sale basis. The transaction involves the purchase of the running business and assets of Shreedayal Enterprises Pvt Ltd, excluding land & Building, at the written-down value as of the agreement date.

The transaction is in the ordinary course of business and is at arm's length. The Board and Audit Committee have reviewed the proposal and found it to be in the best interest of the Company. Members' approval is being sought under Section 188, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as the transaction may exceeds the prescribed monetary limits.

Approval of the Members is sought for this transaction as required under Section 188(1) of the Companies Act, 2013.

### **Justification of Plant & Machinery, Electric installation, Furniture & Fixtures, generators and other miscellaneous fixed assets.**

As per V P Singhal & Co valuation report

Plant & Machinery reinstatement value ₹120599750

Office Equipment's ₹2500000

Furniture & Fixtures ₹2500000

Total ₹125599750

He has prepared item-wise list of individual items and procured the present value from the suppliers of such Plant & Machinery.

As against this the written down value of all Above assets comes to less than ₹12500000 only. Keeping in view the above deal is beneficial for Rajdhani Flour Mills Ltd. And hence price paid is justified.

The Board recommends the resolution set out at Item No. 1 of the Notice for the approval of the Members.

### **Item No. 2: Lease of the land and building of Shreedayal Enterprises Pvt Ltd.**

The Board of Directors has approved and ratified the Rent Agreement dated December 13, 2024, for the lease of the land and building located at 1281-83 Rai Industrial Estate, HSIIDC, Rai District, Sonapat, Haryana-131029, from Shreedayal Enterprises Pvt Ltd, at a monthly rent of ₹7,50,000 (Rupees Seven Lacs Fifty Thousand) for the period of 5 years commencing from 01/01/2025.

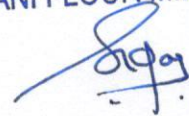
The lease of the premises from Shreedayal Enterprises Pvt Ltd is also a related party transaction under Section 188. The proposed monthly rent of ₹7,50,000 is based on an independent valuation and is in line with market rates. The Board and Audit Committee have approved the terms, considering the operational benefits to the Company.

### **Justification of Rent paid to Shreedayal Enterprises Pvt Limited**

Cost of Land as per latest Circle rates as per Tehsildar records

The total land area of the plot is 3000 Square Meters

For RAJDHANI FLOUR MILLS LTD.

  
Director

Total Cost of Land 96000000

Covered/ Built up Area of the Building

Basement 14040 Sq feet

Ground Floor 16848 "

First Floor 16848 "

Second Floor 16848 "

Total Area in 64584 "

Cost of Construction 1234 per Square Feet ₹79696656

Boundary Wall, internal road Security room, Generator shed ₹7969665

Plinth and Foundation ₹3978340

Total cost ₹187644661

If we take 5% ROI the per month cost comes to ₹782000 approx.

We have negotiated rent at ₹750000/- per month and that too for next five years with no rent increase. Therefore, rent paid is justified.

However, Shreedayal Enterprises P Ltd has submitted the report prepared by the V P Singhal and Co, Chartered Engineer and surveyor to substantiate this.

The Board recommends the resolution set out at Item No. 2 of the Notice for the approval of the

**Disclosure of Interest:**

Mr. Chetan Jain, whole time director and Mrs Shobha Jain being Directors and shareholders of the Company, are interested in these transactions to the extent of their shareholdings (who are holding more than 2% of the share capital) in Shreedayal Enterprises Pvt Ltd. None of the other Directors except Shri S.K. Jain being relative, Key Managerial Personnel, or their relatives have any interest in these resolutions, except to the extent of their shareholding in the Company, if any.

The Board recommends these Resolutions for approval by the Members.

For RAJDHANI FLOUR MILLS LTD.

  
Director