

PRS ASSOCIATES

COMPANY SECRETARIES

309, 3rd floor, Omega Business Park, Wagle Estate, Road No.33 Thane-400604

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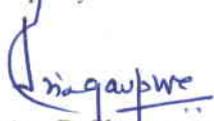
TO WHOMSOEVER IT MAY CONCERN

We, PRS Associates, Practicing Company Secretaries, have verified the relevant records and documents of RKD Agri & Retail Limited, ("the Company") having its registered office at B-102, Saraswati Apt. Radhakrishna Marg, Mogra Village, Andheri (East), Mumbai - 400069 with respect to the proposed preferential issue by the Company for issue and allotment of 3,81,25,000 Warrants to be converted into 3,81,25,000 Equity Shares to the Promoters and 1,60,75,000 Warrants to be converted into 1,60,75,000 Equity Shares to the Non Promoters aggregating to 5,42,00,000 Warrants to be converted into 5,42,00,000 Equity Shares of Re. 1/- each to be issued, for cash at a price of Re. 1/- per warrant as per Regulation 165 on a preferential basis as per SEBI (ICDR) Regulations, 2018. We certify that the said preferential issue of the securities is being made in strict compliance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 and the amendments, thereof, pertaining to conditions of preferential issue.

This certificate has been issued at the specific request of the company for the purpose of being placed before the general meeting of the shareholders solely in compliance to the requirements of Para 163(2) of the SEBI (ICDR) Regulations, 2018.

The certificate is issued at the request of the management of M/s. RKD Agri & Retail Limited for onward submission to BSE Limited. This certificate should not be used for any other purpose without our consent in writing.

For PRS Associates
Company Secretaries



Sanjay B. Shringarpure
Partner

CP No.: 6107

M. No.: FCS 2857

UDIN: F002857D002814270



Date: 27th December, 2022

Place: Thane.