

RKD AGRI & RETAIL LIMITED

(Formerly known as Himalchuli Food
Products Limited)

Reg. Off : 52 RAYFREDA BUILDING, JUNCTION OF MAHAKALI
CAVES HOLY FAMILY CHURCH Chakala Midc Mumbai 400093

Phone: 022-26875180

Email :himalchulifoodproducts@gmail.com

Website: www.hfpltd.in

CIN: L15400MH1986PLC316001

Date: 01-09-2023

To
The Manager
Department of Corporate Services
BSE Ltd.
Dalal Street, Fort
Mumbai – 400 001

Sub. :- Notice of Annual General Meeting and Annual Report for FY 2022-23

Dear Sir / Madam,

With regards to the captioned subject find enclosed herewith Notice of the Annual General Meeting and Annual Report for the FY 2022-2023 of RKD AGRI AND RETAIL LIMITED to be held on 26-09-2023

Kindly take the same on your records.

Thanking you,

Yours faithfully,

FOR RKD AGRI AND RETAIL LIMITED

**NILESH SAVLA
DIRECTOR
DIN: 05354691**

Encl: as above

RKD AGRI & RETAIL LIMITED

37TH

**ANNUAL REPORT
(2022-2023)**

BOARD OF DIRECTORS & KMPs

Meena Nilesh Savla	Director
Nilesh Malshi Savla	Director & CFO
Samirkumar Bharatbhai Sampat	Independent Director
Hetal Dave	Independent Director
Ghela Jogani	Company Secretary & Compliance Officer

REGISTERED OFFICE

Address: B-102, Saraswati Apt. Radhakrishna, Marg Mogra Village, Andheri (East), Mumbai - 400069

Tel: 022-26875180,

Website: www.hfpltd.in

Email: himalchulifoodproducts@gmail.com

AUDITORS

M/S. M. M. Gala & Associates

Chartered Accountants

Add: Office No. 1, "A" Wing, Vijay Apartment CHS. LTD., LBS Marg, Near Teen Petrol Pump, Panchpakhadi, Thane (W) - 400602

Tel: 022-25379096 / 97 / 98 / 99

Email: info@maheshca.com

REGISTRAR & SHARE TRANSFER

PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED

Add: Unit No. 9, Shiv Shakti Ind. Estate
Lower Parel (East), Mumbai - 400 011

Tel: 022-23016761/8251

Fax: 022-23012517

Email: support@purvashare.com

Web: www.purvashare.com

ANNUAL GENERAL MEETING

Day	TUESDAY
Date	26-09-2023
Venue	52 RAYFREDA BUILDING, JUNCTION OF MAHAKALI CAVES HOLY FAMILY CHURCH CHAKALA MIDC MUMBAI 400093
Time	11.30 AM

INDEX

Sr. No.	Particulars	Pg. No.
1.	Notice	1
2.	Directors' Report	7
	i. MGT - 9	13
	ii. MR -3	21
3.	Management Discussion and Analysis	26
4.	CEO/CFO Certificate	27
5.	Independent Auditors Report	28
	i. Balance sheet	32
	ii. Statement of Profit and Loss Account	33
	iii. Cash Flow Statement	34
	iv. Notes to the Financial Statement	35
6.	Proxy Form	50
7.	Attendance Slip	51

NOTICE TO THE MEMBERS

RKD AGRI & RETAIL LIMITED

(Formerly Known as HIMALCHULI FOOD PRODUCTS LIMITED)

Registered Add: 52 RAYFREDA BUILDING, JUNCTION OF MAHAKALI CAVES HOLY FAMILY CHURCH CHAKALA MIDC MUMBAI 400093

CIN: L15400MH1986PLC316001

Website: www.hfpltd.in

Email: himalchulifoodproducts@gmail.com

Tel.: 022-26875180

NOTICE is hereby given that the 37th Annual General Meeting of the Members of **RKD AGRI & RETAIL LIMITED** will be held on **Tuesday, 26th September, 2023 at 11.30 AM** at 52 RAYFREDA BUILDING, JUNCTION OF MAHAKALI CAVES HOLY FAMILY CHURCH CHAKALA MIDC MUMBAI 400093 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2023, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Nilesh Savla (DIN: 05354691) who retires by rotation, and being eligible offers himself for reappointment.

SPECIAL BUSINESS:

3. **APPROVE RELATED PARTY TRANSACTION FOR ENTERING INTO CONTRACT TO TAKE FARM LAND ON LEASE – SPECIAL RESOLUTION**

“RESOLVED THAT pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded for entering into a contract for taking farm land on lease/lease agreement with Nilesh Savla and Meena Savla, Directors of the Company (herein after referred to as Related Parties), the copy of which is laid before the meeting and initialed by the chairman for the purpose of identification and details for which are mentioned in the agenda enclosed with notice of the Meeting;

RESOLVED FURTHER THAT pursuant to the provisions of Section 189 read with Rule 16 of the Companies (Meeting of Board and its powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) any of the Directors of the Company be and his hereby authorized to do the necessary entries in the Registrar of Contracts or arrangements in which directors are interested and authenticate them and to do all such acts, deeds, matters and things as may be necessary for the purpose of giving effect to the resolution;

4. **APPROVE RELATED PARTY TRANSACTION FOR ENTERING INTO CONTRACT FOR CONSTRUCTION OF GODOWN – SPECIAL RESOLUTION**

RESOLVED THAT pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded for entering into a contract/agreement for construction of Godown with Nilesh Savla and Meena Savla, Directors of the Company (herein after referred to as Related Parties), the copy of which is laid before the meeting and

initialed by the chairman for the purpose of identification and details for which are mentioned in the agenda enclosed with notice of the Meeting;

RESOLVED FURTHER THAT pursuant to the provisions of Section 189 read with Rule 16 of the Companies (Meeting of Board and its powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) any of the Directors of the Company be and his hereby authorized to do the necessary entries in the Registrar of Contracts or arrangements in which directors are interested and authenticate them and to do all such acts, deeds, matters and things as may be necessary for the purpose of giving effect to the resolution.

5. APPROVE RELATED PARTY TRANSACTION FOR ENTERING INTO CONTRACT FOR USE OF BRAND NAMES.- SPECIAL RESOLUTION

RESOLVED THAT pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded for entering into a contract/agreement for use of **Registered Trade Marks "XION" & "BRIZO" from Nilesh Savla** also being a Director of the Company for trading and manufacturing of Luggage bags in compliance with Sec 188 of the Companies Act, 2013, the copy of which is laid before the meeting and initialed by the chairman for the purpose of identification and details for which are mentioned in the agenda enclosed with notice of the Meeting;

RESOLVED FURTHER THAT pursuant to the provisions of Section 189 read with Rule 16 of the Companies (Meeting of Board and its powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) any of the Directors of the Company be and his hereby authorized to do the necessary entries in the Registrar of Contracts or arrangements in which directors are interested and authenticate them and to do all such acts, deeds, matters and things as may be necessary for the purpose of giving effect to the resolution.

By Order of the Board of Directors

Place: Mumbai
Date: 29th August, 2023

Nilesh Savla
Director
DIN: 05354691

REGISTERED OFFICE:
52 RAYFREDA BUILDING,
JUNCTION OF MAHAKALI CAVES,
HOLY FAMILY CHURCH, CHAKALA MIDC MUMBAI 400093

NOTES:

1. A statement giving the relevant details of the Directors under Item No. 2 of the accompanying Notice.
2. A Statement under Section 102 of the Companies Act, 2013 ("Act") relating to item nos. 3 to 5 as mentioned above is annexed hereto as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").
3. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf

of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

4. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
6. Share Transfer Books of the Company will remain closed from 20th September, 2023 to 26th September, 2023 (both days inclusive) for the purpose of Annual General Meeting (AGM) of the Company to be held on 26th September, 2023.
7. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
8. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
9. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
10. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants.
11. Members who hold shares in physical form are requested to send their e-mail address to the following: busicomp@vsnl.com.
12. The Notice of the AGM along with the Annual Report 2022-2023 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar i.e. Purva Sharegistry (I) Pvt Ltd, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
14. E-Voting process
In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their voting rights at the 37th Annual General Meeting (AGM) by electronic means and the business may be transacted through 'remote e-voting' services provided by Central Depository Services (India) Ltd. (CDSL).

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 23rd September, 2023 at (9.00 AM) and ends on 25th September, 2023 at (5.00 PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19th September, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding Shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ▪ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. ▪ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant **RKD AGRI AND RETAIL LIMITED** on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows Phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required

- to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) Those persons, who have acquired shares and have become Members of the Company after the dispatch of Notice of the AGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on cut-off date i.e. 26th September, 2023 shall view the Notice of the 37th AGM on the Company's website or on the website of CDSL. Such Members shall exercise their voting rights through remote e-voting by following the procedure as mentioned above or by voting at the AGM.
- (xxii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (xxiii) **M/s PAYAL TACHAK & ASSOCIATES.**, Practicing Company Secretaries has been appointed as a Scrutinizer to scrutinize the remote e-voting for the AGM. E-Voting is optional to the shareholders, the shareholders can alternatively vote in the AGM by physically attending the AGM. The facility for voting, through ballot paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM. A Member can opt for only one mode of voting i.e. either through e-voting or in physical form. If a Member casts his/her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.
- (xxiv) The Voting Results along with the Consolidated Scrutinizer's report shall be placed on the Company's website and on the website of CDSL not later than three days of conclusion of the AGM of the Company and communicated to the Bombay Stock Exchange (BSE).

STATEMENT AS PER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.: 3 to 5

RKD AGRI & RETAIL LIMITED is involved in the business of manufacturing and trading of Agricultural produce and for expansion of business Company entered into contact to take farm land on lease, construction of Godown and purchase of trademarks from Nilesh Savla and Meena Savla (Herein after referred to as Related Party).

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders, if the aggregate value of transaction(s) amounts to 10% or more of the Annual Turnover of the Company as per last audited financial statements of the Company.

The value of proposed aggregate transaction with Related Parties is likely to exceed the said threshold limit accordingly the transaction entered with Related Party comes within the meaning of Related Party Transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

Hence, approval of the Shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with Related Parties in the FY 2023-2024.

Pursuant to Rule 15 of Companies (Meeting of Board and its Powers) rules, 2014 as amended till date, particulars of the transactions with Related Parties are as follows:

Sr. No.	Particulars	Remarks
1.	Name of the Related Party	Nilesh Savla Meena Savla
2.	Name of the Director and KMP who is related	Nilesh Savla Meena Savla
3.	Nature of Relationship	Directors and Promoters of the Company
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	Contract for lease of Farm Land Construction of Godown Purchase of Trade Marks
5.	Any other information relevant or important for the members to take a decision on the proposed resolutions as mentioned under Item No. 3 to 5	NA

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at Item No. 3 to 5 of this Notice as a Special Resolution.

ANNEXURE TO ITEM 2 OF THE NOTICE

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting

Name of the Director	NILESH SAVLA
Director Identification Number (DIN)	05354691
Date of Birth	21/06/1975
Nationality	INDIAN
Date of Appointment on Board	14/11/2017
Qualification	B. PHIL
Shareholding in the Company	3,57,705
List of Directorships held in other Companies (excluding foreign and Section 8 Companies)	NIL
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL

By Order of the Board of Directors

Place: Mumbai
Date: 29th August, 2023

Nilesh Savla
Director
DIN: 05354691

DIRECTOR'S REPORT

To,
RKD AGRI & RETAIL LIMITED
 The Members,

Your Directors have pleasure in presenting their 37th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2023.

1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY

The financial statements for the year ended 31st March, 2023 have been restated in accordance with Ind AS for comparative information.

Financial Summary as under:

Particulars	2022-2023	2021-2022
Gross Income	1,66,41,750	85,80,249
Profit/(Loss) Before Interest and Depreciation	11,26,379	6,95,373
Gross Profit / (Loss)	3,84,153	2,21,267
Provision for Depreciation	--	--
Extraordinary Item	--	--
Net Profit/(Loss) Before Tax	4,45,284	2,21,267
Provision for Tax	61,131	(761)
Net Profit/(Loss) After Tax	--	--
Balance of Profit brought forward	--	--
Balance available for appropriation	--	--
Proposed Dividend on Equity Shares	--	--
Tax on Proposed Dividend	--	--
Transfer to General Reserve	--	--
Surplus carried to Balance Sheet	3,84,153	2,20,506

2. DIVIDEND

Considering the present financial status of the Company, your directors do not recommend any dividend for the year under report.

3. RESERVES AND SURPLUS

The total reserves for the financial year 2022-2023 is Rs. - (1,13,91,095)/-

4. CHANGE IN SHARE CAPITAL

There is no change in Equity Share Capital of the Company in the Year.

Company has allotted 3,81,25,000 warrants to Promoters and 1,60,75,000 warrants to non-promoters in a Board Meeting held on 08-03-2023 through Preferential allotment basis.

5. BUSINESS OUTLOOK

The Directors are under the process of exploring other avenues of diversifying into new areas of business.

6. COMPANY'S PERFORMANCE AFFAIR

Your Directors are positive about the Company's operations and making best efforts to implement the cost reduction measures to the extent feasible.

7. FIXED DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

8. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Company has received declaration from all the Independent Directors of the Company confirming that they meet criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

9. CHANGE IN NATURE OF BUSINESS

During the year, there has been no change in the nature of business of the Company. Company is in the Business of Agriculture and Retail Trading.

10. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION

No material changes and commitments, affecting the financial position of the Company occurred between the end of the Financial Year of the Company i.e. 31st March, 2023 and the date of this Directors' Report i.e. 29 August, 2023 except as mentioned in this Report.

11. DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with provisions of the Companies Act, 2013, Nilesh Malshi Savla, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

The Company has received declaration from all the Independent Directors of the Company confirming that they meet criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

12. MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year Eight Board Meetings and Four Audit Committee Meetings were convened and held. The details are given as under.

Sr. No.	Date	Sr. No.	Date
	Board Meeting		Audit Committee
1.	25-05-2022	1.	25-05-2022
2.	12-08-2022	2.	12-08-2022
3.	02-09-2022	3.	14-11-2022
4.	14-11-2022	4.	13-02-2023
5.	21-12-2022		
6.	13-02-2023		
7.	28-02-2023		
8.	08-03-2023		

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

13. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees.

14. COMMITTEES OF THE BOARD

There are currently three committees of the Board, as following:

1) Audit Committee

The composition of the Audit Committee is as under:

Sr. No.	Name	Category	Designation
1	Samirkumar Sampat	Independent Director	Chairman
2	Hetal Dave	Independent Director	Member
3	Nilesh Savla	Director	Member

2) Nomination and Remuneration Committee

The composition of the Nomination and Remuneration Committee is as under:

Sr. No.	Name	Category	Designation
1	Samirkumar Sampat	Independent Director	Chairman
2	Hetal Dave	Independent Director	Member
3	Nilesh Savla	Director	Member

3) Stakeholders Relationship Committee

The composition of the Stakeholders Relationship Committee is as under:

Sr. No.	Name	Category	Designation
1.	Samirkumar Sampat	Independent Director	Chairman
2.	Hetal Dave	Independent Director	Member
3.	Nilesh Savla	Director	Member

15. REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

16. DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, the directors would like to state that:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- b) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give true and fair view of the state of affairs of the Company for the year under review.
- c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The directors have prepared the annual accounts on a going concern basis.
- e) The directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) The directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

17. AUDITORS

Pursuant to the provisions of section 139 of the Companies Act, the rules framed thereafter and other applicable provisions, if any, M/s. MNT & Associates, Chartered Accountants (FRN: 124913W) is appointed

as Statutory Auditor of the Company from 36th Annual General Meeting till the conclusion of 41st Annual General Meeting for FY 2026-2027 of the Company.

18. AUDITORS' REPORT

The Directors are of opinion that the comments in the Auditors report are self-explanatory and do not call for any further explanations.

19. SECRETARIAL AUDIT REPORT

In terms of Section 204 of the Act and Rules made there under, **M/S. PAYAL TACHAK & ASSOCIATES, PRACTICING COMPANY SECRETARIES** had been appointed as Secretarial Auditor of the Company for the Financial Year 2022-2023.

Secretarial Auditor's observation and Management's explanation to the Auditor's observation –

1. Regulation 47 of the SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015,
2. Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration), Rules, 2014
3. Section 91 of the Companies Act 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 – Publication of Results audited and unaudited in newspaper, E-voting, News Paper Advertisement for Book Closure.

For Point Number 1, 2 and 3:

The Company has not been doing that since the financial position of the Company does not allow Board to incur such expenditure keeping in mind that the results are made available for investors and market through Stock Exchange. The Company, on timely basis submits the results to the Exchange to bring the information in public domain.

4. The Composition of the Nomination and remuneration Committee is not adequate and proper as required under Sec 178(1) of Companies Act, 2013 and under Regulation 19(1)(b) and (c) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

The Company would try and comply with all the provisions to the fullest extent.

5. Regulation 14 of the SEBI (Listing Obligations and Disclosures Requirements) Reg. 2015- Payment of Annual Listing fees to Stock Exchange within 30 days from Financial Year end.

The Company will make the payment of Listing fees to the BSE Limited for Financial Year 2022-2023. Company will make sure to do the payments within due dates in future.

6. Company is Non-Compliant as per the requirements of Regulation 3(5) of SEBI (PIT) Regulations, 2015 (SDD Non-Compliant) for the period under review.

Company was maintaining the details in Excel files in protected version for the period under review. Further, the Company has deployed the requisite software henceforth maintaining the SDD data base as prescribed under Regulation 3(5) of SEBI (PIT) Regulations, 2015.

However, the Company would try and comply with all the provisions to the full extent.

The report of the Secretarial Auditors is enclosed as **ANNEXURE II** to this report.

20. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD MEETINGS AND GENERAL MEETINGS.

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and General Meetings.

21. DISCLOSURE UNDER SECTION 22 OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The Company has in place an anti-sexual harassment policy in line with the requirements of the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 ("SH Act"). Internal Complaints Committees have been set up in accordance with the provisions of SH Act at the work place to redress sexual harassment complaint received. All employees (permanent or contractual trainees) are covered under the policy. No complaint was received from any employees of the Company or otherwise during the financial year 2022-2023 and hence no complaint is outstanding as on 31 March, 2023 for Redressal.

22. VIGIL MECHANISM

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company under investors/policy documents/Vigil Mechanism Policy link.

23. RISK MANAGEMENT POLICY

The Company has laid down a well-defined Risk Management Policy. The Board periodically reviews the risk and suggests steps to be taken to control and mitigation the same through a proper defined framework.

24. EXTRACT OF ANNUAL RETURN

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT 9** as a part of this Annual Report as **ANNEXURE I**.

25. CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day-to-day business operations of the company. The code laid down by the Board is known as "code of business conduct" which forms an Appendix to the Code. The Code has been posted on the Company's website.

26. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has an effective internal control and risk-mitigation system, which are constantly assessed and strengthened with new/revised standards operating procedures. The Company's internal control system is commensurate to the size, scale and complexities of its operations.

27. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Conservation of energy, technology absorption, foreign exchange earnings and outgo are Nil during the year under review.

28. INDUSTRIAL RELATIONS

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

29. LISTING WITH STOCK EXCHANGES

The Company is listed with BSE Ltd. Further, the Company was listed on Ahmedabad Stock Exchange and Vadodara Stock Exchange which were derecognized pursuant to SEBI order.

30. OTHER INFORMATION

Your Directors hereby states that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. During the year under review, the Company has not made any investments or given guarantee's or provided securities falling under the provisions of Section 186 of the Companies Act, 2013.
2. The Provision of Section 135 of the Act with respect to Corporate Social Responsibility (CSR) is not applicable to the Company, hence, there is no need to develop policy on CSR and take initiative thereon;
3. The Company does not have any subsidiary, joint venture or, associate Company, hence, no need to state anything about the same;
4. The Company has not accepted deposits covered under Chapter V of the Act;
5. No significant material orders were passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.
6. Since, the Company having paid-up capital less than the threshold provided under Regulation 27 (2) of Listing Regulations, hence, the Company need not required to address Reports on Corporate Governance, certificate/s pertains thereto.
7. There are no employees who are in receipt of salary in excess of the limits prescribed under Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
8. The Company has not entered any contracts or arrangements with related parties specified under Section 188 of Companies Act, 2013.
9. The Company is not required to maintain cost records as specified by the Central Government under sub section (1) of Section 148 of the Companies Act, 2013.

31. ACKNOWLEDGEMENTS

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

For and on Behalf of the Board of Director

Place: Mumbai
Date: 29th August, 2023

Nilesh Malshi Savla
Director
DIN: 05354691

Meena Nilesh Savla
Director
DIN: 05354674

ANNEXURE INDEX

ANNEXURE	CONTENT
I	Annual Return Extracts in MGT 9
II	MR-3 Secretarial Audit Report

ANNEXURE I**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2023

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L15400MH1986PLC316001
2.	Registration Date	30/04/1986
3.	Name of the Company	RKD AGRI & RETAIL LIMITED
4.	Category/Sub-category of the Company	Category: Company Limited by Shares Sub-Category: Indian Non-Government Company
5.	Address of the Registered office & contact details	Add: B-102, Saraswati Apt Radhakrishna, Marg Mogra Village , Andheri (East) Mumbai 400069 Tel: 022-26875180 Email ID: himalchulifoodproducts@gmail.com
6.	Whether listed company	Listed on BSE Limited (It was also listed on Ahmedabad Stock Exchange and Vadodara Stock Exchange Limited which are now De-recognized as per SEBI Order.)
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Name: Purva Sharegistry (I) Pvt. Ltd Address: Unit No. 9, Shiv Shakti Ind. Estate J.R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (East), Mumbai – 400 011 Tel: 022-23016761/8251 Fax: 022-23012517 Email: support@purvashare.com Web: www.purvashare.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
01	Agriculture and Allied Activities	01	99.94%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
			NIL		

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category Of Shareholders	No Of Shares held at the beginning of year				No Of Shares held at the end of year				% Change
	31/03/2022				31/03/2023				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
(a) Individuals/ HUF	3529715	0	3529715	73.53%	3529715	0	3529715	73.53%	0
(b) Central Govt.	0	0	0	0	0	0	0	0	0
(c) State Govt.(s)	0	0	0	0	0	0	0	0	0
(d) Bodies Corp.	0	0	0	0	0	0	0	0	0
(e) Banks / FI	0	0	0	0	0	0	0	0	0
(f) Any Other....									
* DIRECTORS	0	0	0	0	0	0	0	0	0
* DIRECTORS RELATIVES	0	0	0	0	0	0	0	0	0
* PERSON ACTING IN CONCERN	0	0	0	0	0	0	0	0	0
Sub Total (A)(1):	3529715	0	3529715	73.53%	3529715	0	3529715	73.53%	0
(2) Foreign									
(a) NRI Individuals	0	0	0	0	0	0	0	0	0
(b) Other Individuals	0	0	0	0	0	0	0	0	0
(c) Bodies Corp.	0	0	0	0	0	0	0	0	0
(d) Banks / FI	0	0	0	0	0	0	0	0	0
(e) Any Other....	0	0	0	0	0	0	0	0	0
Sub Total (A)(2):	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	3529715	0	3529715	73.53%	3529715	0	3529715	73.53%	0
B. Public Shareholding									
(1) Institutions									
(a) Mutual Funds	0	0	0	0	0	0	0	0	0
(b) Banks FI	0	0	0	0	0	0	0	0	0
(c) Central Govt.	0	0	0	0	0	0	0	0	0
(d) State Govt.(s)	0	0	0	0	0	0	0	0	0
(e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f) Insurance Companies	0	0	0	0	0	0	0	0	0
(g) FIs	0	0	0	0	0	0	0	0	0
(h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(i) Others (specify)									
* U.T.I.	0	0	0	0	0	0	0	0	0
* FINANCIAL INSTITUTIONS	0	0	0	0	0	0	0	0	0
* I.D.B.I.	0	0	0	0	0	0	0	0	0
* I.C.I.C.I.	0	0	0	0	0	0	0	0	0
* GOVERNMENT COMPANIES	0	0	0	0	0	0	0	0	0
* STATE FINANCIAL CORPORATION	0	0	0	0	0	0	0	0	0

Category Of Shareholders	No Of Shares held at the beginning of year				No Of Shares held at the end of year				% Change
	31/03/2022				31/03/2023				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
* QUALIFIED FOREIGN INVESTOR	0	0	0	0	0	0	0	0	0
* ANY OTHER	0	0	0	0	0	0	0	0	0
* OTC DEALERS (BODIES CORPORATE)	0	0	0	0	0	0	0	0	0
* PRIVATE SECTOR BANKS	0	10900	10900	0.22%	0	10900	10900	0.22%	0
Sub-total (B)(1):	0	10900	10900	0.22%	0	10900	10900	0.22%	0
(2) Non-Institutions									
(a) Bodies Corp.									
(i) Indian	0	5200	5200	0.10%	0	5200	5200	0.10%	0
(ii) Overseas	0	0	0	0	0	0	0	0	0
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	119675	1106110	1225785	25.53%	123335	1102710	1226045	25.54%	0.01%
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	0	0	0	0	0
(c) Others (specify)									
* UNCLAIMED OR SUSPENSE OR ESCROW ACCOUNT	0	0	0	0	0	0	0	0	0
* IEPF	0	0	0	0	0	0	0	0	0
* LLP	0	0	0	0	0	0	0	0	0
* FOREIGN NATIONALS	0	0	0	0	0	0	0	0	0
* QUALIFIED FOREIGN INVESTOR	0	0	0	0	0	0	0	0	0
* ALTERNATE INVESTMENT FUND	0	0	0	0	0	0	0	0	0
* N.R.I.	0	0	0	0	0	0	0	0	0
* FOREIGN CORPORATE BODIES	0	0	0	0	0	0	0	0	0
* TRUST	0	0	0	0	0	0	0	0	0
* HINDU UNDIVIDED FAMILY	19200	8700	27900	0.58%	19200	8700	27900	0.58%	0
* EMPLOYEE	0	0	0	0	0	0	0	0	0
* CLEARING MEMBERS	500	0	500	0.010%	240	0	240	0.01%	-0.01%
* DEPOSITORY RECEIPTS	0	0	0	0	0	0	0	0	0
* OTHER DIRECTORS & RELATIVES	0	0	0	0	0	0	0	0	0

Category Of Shareholders	No Of Shares held at the beginning of year				No Of Shares held at the end of year				% Change
	31/03/2022				31/03/2023				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
* MARKET MAKERS	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):	138275	1121110	1259385	26.23%	139375	1120010	1259385	26.23%	0
Total Public Shareholding (B) = (B)(1)+(B)(2)	138275	1132010	1270285	26.46%	139375	1130910	1270285	26.46%	0
C. TOTSHR held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A + B + C)	3667990	1132010	4800000	100.00%	3672490	1127510	4800000	100.00%	0

B) Shareholding of Promoter-

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2022)			Shareholding at the end of the year (31.03.2023)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Nilesh Malshi Savla	1793405	37.36%	0.00%	1793405	37.36%	0.00%	0.00%
2	Meena Nilesh Savla	1736310	36.17%	0.00%	1736310	36.17%	0.00%	0.00%

C) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Particulars	Shareholding at the beginning of the year 1 st April, 2022		Cumulative Shareholding during the year 31 st March, 2023	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	NILESH MALSHI SAVLA				
	At the beginning of the year (1st April, 2022)	17,93,405	37.36%	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):			--	--
	Date	Buy/Sell			
	16-12-2022	Buy	200	0.00	
	23-12-2022	Sell	-200	-0.00	
	31-03-2023		--	--	17,93,405
	At the end of the year (31st March, 2023)		--	--	
2.	MEENA NILESH SAVLA				
	At the beginning of the year (1st April,	17,36,310	36.17%	--	--

Sr. No.	Particulars	Shareholding at the beginning of the year 1 st April, 2022		Cumulative Shareholding during the year 31 st March, 2023	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	2022)				
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	At the end of the year (31st March, 2023)	--	--		

D) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

SL No.	Shareholder's Name	Shareholding at the beginning of the year 31/03/2022		Cumulative Shareholding at the end of the year 31/03/2023		Type
		No of Shares	% of Total Shares of the Company	No. of Shares	% change in shareholding during the year	
1	LATA GALA	20500	0.43			
	31-03-2022			20500	0.43	
2	MANISH GALA	20300	0.42			
	31-03-2022			20300	0.42	
3	BHAVNA NITIN SHAH	19100	0.40			
	14-05-2021	-2600	-0.05	16500	0.34	Sell
	31-03-2022			16500	0.34	
4	MAHESH JAYANTILAL SHAH-HUF	19000	0.40			
	31-03-2022			19000	0.40	
5	BHAVYA NITIN SHAH	19000	0.40			
	31-03-2022			19000	0.40	
6	PARESH SATRA	18400	0.38			
	31-03-2022			18400	0.38	
7	SANJAY PRASAD MISHRA	18100	0.38			
	31-03-2022			18100	0.38	
8	KAIVAN NITIN SHAH	18000	0.38			
	31-03-2022			18000	0.38	
	22-04-2022			18000	0.38	Buy
	23-12-2022			-18,000	0.38	Sell
	31-03-2023			18,000	0.38	
9	VIRAL KISHANBHAI CHAVDA	18000	0.38			
	31-03-2022			18000	0.38	
10	ANITA SATRA	17825	0.37			
	31-03-2022			17825	0.37	
11	REKHA GALA	17600	0.37			
	31-03-2022			17600	0.37	

E) Shareholding of Directors and Key Managerial Personnel:

SL No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year		Type
		31/03/2022		31/03/2023		
		No of Shares	% of Total Shares of the Company	No. of Shares	% change in shareholding during the year	
1	NILESH MALSHI SAVLA					
	31-03-2022	1793405	37.36			
	Date	Buy/Sell				
	16-12-2022	Buy	200	0.00		
	23-12-2022	Sell	-200	-0.00		
	31-03-2023	--	--	17,93,405	37.36%	
2	MEENA NILESH SAVLA	1736310	36.17	1736310	36.17	
3	SAMIRKUMAR BHARATBHAI SAMPAT (Independent Director)	0	0.00	0	0.00	
4	HETAL DAVE (Independent Director)	0	0.00	0	0.00	
5	GHELABHAI BATUKBHAI JOGANI (Company Secretary)	0	0.00	0	0.00	

V. INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	--	3,30,14,172	--	3,30,14,172
i) Principal Amount	--	3,30,14,172	--	3,30,14,172
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	--	3,30,14,172	--	3,30,14,172
Change in Indebtedness during the financial year				
* Addition	--	12,34,867	--	12,34,867
* Reduction	--	--	--	--
Net Change	--	12,34,867	--	12,34,867
Indebtedness at the end of the financial year				
i) Principal Amount	--	3,42,49,039	--	3,42,49,039
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	--	3,42,49,039	--	3,42,49,039

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total
		Nilesh Savla Director	
1	Gross salary	--	Nil
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--	--
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	--	--
2	Stock Option	--	--
3	Sweat Equity	--	--
4	Commission - as % of profit - others specify	--	--
5	Others, please specify	--	--
	Total (A)	--	--
	Ceiling as per the Act	11% of the Net Profit	

B. Remuneration to other Directors:

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Samir Sampat (Independent Directors)	Hetal Dave (Independent Directors)	Meena Savla (Director)	
1.	Independent Directors · Fee for attending board committee meetings · Commission · Others, please specify	-- -- --	-- -- --	-- -- --	-- -- --
	Total (1)	--	--	--	--
2.	Other Non-Executive Directors · Fee for attending board committee meetings · Commission · Others, please specify	-- -- --	-- -- --	-- -- --	-- -- --
	Total (2)	--	--	--	--
	Total (B)=(1+2)	--	--	--	--
	Total Managerial Remuneration	--	--	--	--
	Overall Ceiling as per the Act	11% of Net Profit			

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sr. No.	Particulars of Remuneration	Nilesh Savla (Director & CFO)	Ghela Jogani Company Secretary

Sr. No.	Particulars of Remuneration	Nilesh Savla (Director & CFO)	Ghela Jogani Company Secretary
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-- -- --	Rs. 2,40,000/- -- --
2.	Stock Option	--	--
3.	Sweat Equity	--	--
4.	Commission - as % of profit - others, specify...	--	--
5.	Others, please specify	--	--
6.	Total	--	Rs. 2,40,000/-

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: NONE

For and on Behalf of the Board of Director

Place: Mumbai
Date: 29th August, 2023

Nilesh Malshi Savla
Director
DIN: 05354691

Meena Nilesh Savla
Director
DIN: 05354674

ANNEXURE - II

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
RKD AGRI & RETAIL LIMITED
B-102, SARASWATI APT RADHAKRISHNA,
MARG MOGRA VILLAGE,
ANDHERI (EAST) MUMBAI 400069

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **RKD AGRI & RETAIL LIMITED** (hereinafter called "**the Company**"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended March 31, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **RKD AGRI & RETAIL LIMITED** ("the company") for the financial year ended March 31, 2023 according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the rules made thereunder;
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - iii. The Securities and Exchange Board of India (Depositories and Participates) Regulations, 2018 and the Regulations and bye-laws framed thereunder;
 - iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
2. Provisions of the following Regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 were not applicable to the Company under the financial year 2022-2023:
 - a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

- b) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
3. Provisions of the Foreign Management Act, 1999 and the rules and Regulations made thereunder to the extent of External Commercial Borrowings were not attracted to the company under the Audit period.
4. I have also examined compliance with the applicable clauses of the following:

Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 2013.

During the period under review and as per the explanations and the clarifications given to us and the representation made by the Management of the Company, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extend applicable and subject to the following observation.

1. *Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 - Advertisement in News Paper*

Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company shall issue a public notice in at least in one English daily newspaper circulating in the whole or substantially the whole of India and in one daily newspaper published in the language of the region, where the registered office of the company is situated for following matters:

- a) *Notice of Board meeting of the Board of Directors where financial results shall be discussed.*
- b) *Financial results within 48 hrs of the conclusion of Board or committee meeting at which they were approved.*
- c) *Statements of deviation(s) or variation(s) as specified in sub-regulation (1) of regulation 32 on quarterly basis, after review by audit committee and its explanation in directors report in Annual report;*
- d) *Notices given to shareholders by advertisement.*

However, during the period under review, the Company has not complied with the requirements of the aforesaid clause of the Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

2. *Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration), Rules, 2014 - News Paper notice for Voting Through Electronic means*

Pursuant to Rule 20 (4) (v) of the Companies (Management and Administration), Rules, 2014 the Company shall cause a public notice by way of an advertisement to be published, immediately on completion of dispatch of notices for the meeting not later than 21 days prior to the date of General Meeting at least once in English newspaper having country wide circulation and once in vernacular language newspaper in principle vernacular language of the District in which company is situated, having wide circulation in the District.

However, during the period under review, the Company has not complied with the requirements of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration), Rules, 2014.

3. *Section 91 of the Companies Act 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 – News Paper Advertisement for Book Closure.*

Pursuant to Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014, a Listed Company closing the Register of Members shall give newspaper advertisement for Book Closure at least 7 days prior to the Book Closure in vernacular newspaper in the principle vernacular language of the District and having a wide circulation in the place where registered office of the Company is situated also at least once in English Language in an English Newspaper circulating in that district and having wide circulation in the place where the Registered office of the Company is situated.

However, during the period under review, the Company has not complied with the requirement of Section 91 of the Companies Act read with Rule 10 of the Companies (Management and Administration) Rules, 2014.

4. *The Composition of the Nomination and remuneration Committee is not adequate and proper as required under Sec 178(1) of Companies Act, 2013 and under Regulation 19(1) (b) and (c) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.*
5. Regulation 14 of the SEBI (Listing Obligations and Disclosures Requirements) Reg. 2015- Payment of Annual Listing fees to Stock Exchange within 30 days from Financial Year end.

The Company did not make the payment of Listing fees to the BSE Limited for Financial Year 2022-2023 within due dates.

6. Company is Non-Compliant as per the requirements of Regulation 3(5) of SEBI (PIT) Regulations, 2015 (SDD Non-Compliant) for the period under review.

I further report that; As informed to me, there is no such instance/ transactions where the approval required to be taken from the Central Government, Tribunal, Regional Director, Registrar, court or such other authorities under the various provisions of the Act, however, as per my observations those offences compoundable under the Act shall be compounded.

I further report that; Securities and Exchange Board of India (SEBI) and Exchanges in order to enhance market integrity and safeguard interest of investors, have introduced Graded Surveillance Measures (GSM) wherein certain identified securities shall be subjected to enhanced monitoring and surveillance actions. The Company is kept under Graded Surveillance Measures (GSM) by BSE Limited.

Adequate notice for the Board/Committee Meetings was given to all directors to schedule the Board/Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

I further report that; as represented by the Company and relied upon by us there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the Company has not passed any such Resolutions which may have major bearing on the Company's affairs except as reported in this report in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.:

I further report that during the audit period, there were instances of:

Public/Right/Preferential Issue of securities; -

Company has allotted 3,81,25,000 warrants to Promoters and 1,60,75,000 warrants to non-promoters in a Board Meeting held on 08-03-2023 through Preferential allotment basis.

Redemption/Buy Back of Securities; NA

Foreign technical Collaborations: Incorporation of Foreign Subsidiaries.

I further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, Accounting Standards etc. has not been reviewed in this Audit, since the same is subject to review by designated professional/s during the course of statutory financial audit.

I further state that my report of even date is to be read along with "Annexure - A" appended hereto.

**FOR PAYAL TACHAK & ASSOCIATES
PRACTICING COMPANY SECRETARY**

**CS PAYAL TACHAK
PROPRIETOR
ACS 38016
CP 15010**

**PLACE: MUMBAI
DATE: 29-08-2023
UDIN: A038016E000884565**

'ANNEXURE A'

**To,
The Members,
RKD AGRI & RETAIL LIMITED
B-102, Saraswati Apt Radhakrishna,
Marg Mogra Village,
Andheri (East) Mumbai 400069**

Our report of given date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**FOR PAYAL TACHAK & ASSOCIATES
PRACTICING COMPANY SECRETARY**

**CS PAYAL TACHAK
PROPRIETOR
ACS 38016
CP 15010**

**PLACE: MUMBAI
DATE: 29-08-2023
UDIN: A038016E000884565**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The key areas of management discussion and analysis are given below;

INDUSTRY STRUCTURE AND DEVELOPMENTS

Company is under process of major change w.r.t. capital structure and business operations. Company has undergone diversification and entered into new Business Segment of Agriculture in the year 2023-2024.

Management is in process of finding new markets and business avenues keeping in mind current economic conditions.

FINANCIAL PERFORMANCE

The financial performance of the company for the year under review is discussed in detail in the director's report.

SEGMENT WISE PERFORMANCE

Company is having only single segment as Principle Business Activity. The same is mentioned under the MGT 9.

RISK MANAGEMENT:

Your Company has no specific risks other than normal business problems which are explained above.

INTERNAL CONTROLS

There were no changes to our internal control over financial reporting that have materially affected or are reasonably likely to materially affect our internal control over financial reporting during the period covered in this Annual Report

SUBSIDIARIES

Your Company has no subsidiary Companies.

CEO/CFO CERTIFICATION

We hereby certify that:

- a) We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2023 and to the best of our knowledge and belief:
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) They are, to the best of our knowledge and belief; no transactions entered into by the Company during the year ended 31st March, 2023 are fraudulent, illegal or violate any of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee that there are no:
 - i) Significant changes in internal control over financial reporting during the year under reference;
 - ii) Significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - iii) Instances during the year of significant fraud with involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

FOR RKD AGRI & RETAIL LIMITED

Date: 29-08-2023

Place: Mumbai

**NILESH MALSHI SAVLA
CHIEF FINANCIAL OFFICER (CFO)**

INDEPENDENT AUDITOR'S REPORT

To the Members of RKD AGRI & RETAIL LIMITED,

Report on the Audit of the standalone Ind AS Financial Statements¹

Opinion

We have audited the accompanying standalone Ind AS financial statements of RKD Agri & Retail Limited ("the Company"), which comprise the Balance Sheet as at March 31 2023, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its profit/loss including other comprehensive income its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the standalone Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

We have determined that there are no key audit matters to communicate in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions,

misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

- (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- (e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone Ind AS financial statements and the operating effectiveness of such controls, In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business;
- (g) The managerial remuneration for the year ended March 31, 2023 has not been provided for the year by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For M N T And Associates LLP
Chartered Accountants
FRN Number: W100115

CA Nishit Pravin Tanna
Partner
M. No. 153147
Place of Signature: Thane
Date: 25th May, 2023
UDIN: 23153147BGYGIW3526

RKD AGRI & RETAIL LIMITED

Balance Sheet As At 31st March 2023

Particulars	Note No.	As At 31st March 2023	As At 31st March 2022
ASSETS			
(A) Non-Current assets			
(i) Property ,Plant and Equipment	1	59,16,854	9,82,059
(ii) Investment Property		-	-
(iii) Deferred Tax Assets		36,758	97,889
(iv) Goodwill		-	
(v) Financial Assets			
(a) Investments	2	32,595	32,595
(b) Loans and deposits	3	33,64,066	30,14,066
(B) Current Assets			
(i) Financial Assets			
(a) Closing stock		1,71,85,000.00	1,05,50,000.00
(b) Cash and Cash equivalent	4	55,81,183	8,99,137
(c) Sundry Debtors	5	1,08,35,880	1,49,35,255
(d) Other Current Assets	6	1,36,359	1,16,483
Total Rs.		4,30,88,695	3,06,27,484
EQUITY AND LIABILITIES			
Equity			
(i) Equity share capital	7	48,00,000	48,00,000
(ii) Warrant Application Money	7	1,35,50,000	-
(iii) Other Equity	7	-1,13,91,095	-1,17,75,248
(A) Non-Current Liabilities			
(i) Financial Liabilities	8	20,21,836	20,12,405
(B) Current Liabilities			
(i) Financial Liabilities			
(a) Borrowing	9	3,42,49,039	3,30,14,172
(b) Trade Payables	10	21,12,370	19,43,110
(c) Short Term Provisions	11	22,53,455	6,33,046
Total Rs.		4,30,88,695	3,06,27,484

Significant Accounting Policies and Notes on Accounts

For M N T and Associates LLP	For and on behalf of the Board		
Chartered Accountants			
CA Nishit Pravin Tanna			
Partner, Membership No. 153147	Nilesh Malshi Savla	Meena Nilesh Savla	Ghelabhai Batukbhai Jogani
FRN - W100115	Director & CFO	Director	Company Secretary
UDIN: 23153147BGYGIW3526	DIN : 05354691	DIN : 05354674	
Date : 25/05/2023			
Place : Thane			

RKD AGRI & RETAIL LIMITED

Statement of Profit and Loss for the year ended 31st March 2023

Particulars	Note No	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue from operations		1,66,32,170	85,56,842
Other income	12	9,580	23,407
Total Rs.		1,66,41,750	85,80,249
Expenses:			
Purchase of Stock-in-Trade		1,80,79,286	58,08,930
Changes in Inventory		-66,35,000	-11,96,000
Employee benefit expenses	13	17,56,532	12,81,266
Finance Cost	14	3,05,311	2,41,788
Other expenses	15	23,14,553	19,90,680
Depreciation	1	3,75,784	2,32,318
Total expenses		1,61,96,466	83,58,982
Profit before exceptional items and tax		4,45,284	2,21,267
Profit before Tax		4,45,284	2,21,267
Tax expense:			
(i) Current tax		-	-
(ii) Deffered Tax		61,131	761
(iii) Excess tax provision for earlier years		-	-
Profit (Loss) for the period		3,84,153	2,20,506
Other Comprehensive Income			
A. (i) Items that will not be reclassified to profit or loss			
(ii) Income tax relating to items that will not be reclassified to profit or loss			
B. (i) Items that will be reclassified to profit or loss			
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Total Comprehensive Income for the period		3,84,153	2,20,506
Earnings per Equity Share	16		
(1) Basic		0.08	0.05
(2) Diluted		0.08	0.05
Significant Accounting Policies and Notes on Accounts	17		
As per our Report attached			
For M N T and Associates LLP	For and on behalf of the Board		
Chartered Accountants			
CA Nishit Pravin Tanna			
Partner, Membership No. 153147	Nilesh Malshi Savla	Meena Nilesh Savla	Ghelabhai Jogani
FRN - W100115	Director & CFO	Director	Company Secretary
UDIN: 23153147BGYGIW3526	DIN : 05354691	DIN : 05354674	
Date : 25/05/2023			
Place : Thane			

RKD AGRI & RETAIL LIMITED

Cash Flow Statement for the year ended 31 March 2023

Particulars		As at 31.03.2023	As at 31.03.2022
CASH FLOWS FROM OPERATING ACTIVITIES			
Net Profit before Taxation		4,45,284	2,21,267
Add: Deferred Tax		(61,131)	(761)
Add : Adjustments in R/s			-
Add: Asset Written Off			-
Less : Profit/loss on sale of assets (other income)			-
Operating profit before working capital changes		3,84,153	2,20,506
Increase /(Decrease) in Current Liabilities		(27,17,241)	15,24,459
(Increase) / Decrease in Sundry Debtors		40,99,375	37,74,620
(Increase) / Decrease in Loans & Advances (Operating Assets)			
(Increase) / Decrease in Fixed Assets		(49,34,794)	1,75,327
(Increase)/ Decrease in Other Assets		(3,08,745)	(7,07,259)
(Increase)/ Decrease in Inventory		(66,35,000)	(11,96,000)
Less : Income Tax paid		-	-
Cash generated from operations	(A)	(1,01,12,252)	37,91,653
CASH FLOWS FROM INVESTING ACTIVITIES			
Redemption of Investment		-	-
Net cash from investing activities	(B)	-	-
CASH FLOWS FROM FINANCING ACTIVITIES			
Increase / (Decrease) in Share Capital		1,35,50,000	
Increase / (Decrease) in unsecured loans		12,44,298	(37,85,970)
Net cash from financing activities	(C)	1,47,94,298	(37,85,970)
Net Increase in Cash & Cash Equivalents	(A+B+C)	46,82,046	5,683
Opening Balance - Cash & Cash Equivalents		8,99,137	8,93,454
Closing Balance - Cash & Cash Equivalents		55,81,183	8,99,137
For M N T and Associates LLP	For and on behalf of the Board		
Chartered Accountants			
CA Nishit Pravin Tanna			
Partner, Membership No. 153147	Nilesh Malshi Savla	Meena Nilesh Savla	Ghelabhai Batukbhai Jogani
FRN - W100115	Director & CFO	Director	Company Secretary
UDIN: 23153147BGYGIW3526	DIN : 05354691	DIN : 05354674	
Date : 25/05/2023			
Place : Thane			

RKD AGRI & RETAIL LIMITED

Notes Forming part of the financial statement for the year ended 31st March 2023

2. INVESTMENTS		
Particulars	As at 31.03.2023	As at 31.03.2022
QUOTED :- Non Trade Investments (at cost Fully paid)		
236 Eq. (P.Y.236) Reliance Power Ltd.	5,915	5,915
100 Eq. (P.Y.100) Apple Finance. Ltd.	4,500	4,500
	10,415	10,415

UN-QUOTED :- Non Trade Investments (at cost Fully paid)		
1000 Eq.(P.Y.1000) Magna Industries & Export Ltd.	10,000	10,000
300 Eq.(P.Y.300) Champion Cement Industries Ltd.	3,000	3,000
100 Eq. (P.Y.100) Garden Cotton & Yarn Ltd.	3,000	3,000
50 Eq. (P.Y.50) Essar Oil Ltd.	4,120	4,120
50 Deb. Part-B (P.Y. 50) Essar Oil Ltd.	2,060	2,060
	22,180	22,180
Total Rs.	32,595	32,595

3. LOANS		
Particulars	As at 31.03.2023	As at 31.03.2022
Loans and advances :		
Deposits	30,066	30,066
Magnum Steel Loan	7,84,000	7,84,000
Loans & Advances	25,50,000	22,00,000
Total Rs.	33,64,066	30,14,066

4. CASH AND CASH EQUIVALENTS		
Particulars	As at 31.03.2023	As at 31.03.2022
Cash on hand:		
In Indian Rupees	13,73,625	8,27,407
Bank balance :		
In Current Account - In India	42,07,558	71,730
Total Rs.	55,81,183	8,99,137

5. SUNDRY DEBTORS		
Particulars	As at 31.03.2023	As at 31.03.2022
Alfa Exports	25,665	-
Big Promotions	-	27,010
GP Telecom Private Limited	1,180	-
HP Service Centre (Chakala)	2,657	-
Intertek India Pvt Ltd.	24,470	-
Key Enterprises	4,800	-
Macleods Pharmaceuticals Ltd-PALGHAR	14,94,330	11,71,867
Macleods Pharmaceuticals Ltd. (Sikkim)	1,882	1,180
Macload Pharmaceuticals Ltd -Daman	2,19,622	2,19,622
Om Enterprises	79,718	2,59,718
Prabhavati Industry	-	33,640
Royal Multi Print Solution	16,000	62,50,000
S M Teledirect Pvt Ltd	21,842	41,737

5. SUNDRY DEBTORS		
Particulars	As at 31.03.2023	As at 31.03.2022
Solution Infinite Networks LLP	885	-
Sundry Debtors	89,56,990	68,97,559
The All India Plastics Mfg. Association	(14,160)	-
VU Videoconferencing Pvt Ltd	-	32,922
Total Rs.	1,08,35,880	1,49,35,255

6. OTHER CURRENT ASSETS		
Particulars	As at 31.03.2023	As at 31.03.2022
Advance Income Tax	-	33,459
Prepaid Expenses	9,270	9,699
Self-Assessment Tax	-	18,110
TDS	-	55,215
Income Tax Refund	1,27,089	-
Total Rs.	1,36,359	1,16,483

7. EQUITY SHARE CAPITAL		
AUTHORISED		
Particulars	As at 31.03.2023	As at 31.03.2022
70,000,000 (Previous Year : 70,000,000)	7,00,00,000	7,00,00,000
Equity Shares of Rs. 1/- each		
	7,00,00,000	7,00,00,000
Shares , subscribed and paid up		
4,800,000 (Previous Year : 4,800,000)	48,00,000	48,00,000
Equity Shares of Rs. 1/- each		
Amalgamation account pending for allotment	-	-
Warrant Application Money	1,35,50,000	1,35,50,000
Total Rs.	1,83,50,000	1,83,50,000
Details of shareholder holding more than 5% shares		
Nilesh Malshi Savla	1793405 (35.36%)	1793405 (35.36%)
Meena Nilesh Savla	1736310 (36.17%)	1736310 (36.17%)

(a) Terms/rights attached to Equity Shares

In the process of amalgamation, face value of Equity share has been reduced from Rs. 10/- to Rs. 1/- per equity share. The Company has only one class of Equity Shares having a par value of Rs.1/- each. Each holder of Equity Shares is entitled to one vote per shares. The dividend proposed by the Boards of Directors is subject to the approval of the shareholders in the ensuing Annual General meeting. In the event of liquidation of the company, the holders of Equity Shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the Shareholders.

RKD AGRI & RETAIL LIMITED

Notes Forming part of the financial statement for the year ended 31st March 2023

(b) Reconciliation of the Shares outstanding at the beginning and at the end of reporting period are as below:

Equity shares outstanding at the beginning of the year	48,00,000	48,00,000
Equity shares issued during the year	-	-
Equity shares outstanding at the end of the year	48,00,000	48,00,000
Amalgamation account pending for allotment	-	-

7. OTHER EQUITY

Particulars	Reserve & Surplus				Total Other Equity
	Investment Allowance Utilisation A/c	General Reserve	Retained Earning	Capital Reserve	
As on 01/04/2021	6,00,000	9,39,456	(1,40,67,590)	5,32,380	(1,19,95,754)
Profit for the year	-	-	2,20,506	-	2,20,506
Reduction in Share Capital			-		-
Capital Reserve				-	-
Total	6,00,000	9,39,456	(1,38,47,084)	5,32,380	(1,17,75,248)
As at 31/03/2022	6,00,000	9,39,456	(1,38,47,084)	5,32,380	(1,17,75,248)
Profit for the year	-	-	3,84,153		3,84,153
Reduction in Share Capital					-
Capital Reserve					-
As at 31/03/2023	6,00,000	9,39,456	(1,34,62,931)	5,32,380	(1,13,91,095)

8. FINANCIAL LIABILITIES

Particulars	As at 31.03.2023	As at 31.03.2022
Bank OD A/c	20,21,836	20,12,405
	20,21,836	20,12,405

9. BORROWINGS

Particulars	As at 31.03.2023	As at 31.03.2022
Short term borrowings		
Advance Received from Directors		
1. Advance Received from Meena Savla	56,19,970	51,92,351
2. Advance Received from Nilesh Savla	2,86,29,069	2,78,21,821
	3,42,49,039	3,30,14,172

10. TRADE PAYABLES

Particulars	As at 31.03.2023	As at 31.03.2022
9K Trading Co	609	-
Abco & Sons	-	9,360
Acefour Accessories Private Limited	1,19,859	-
Ashika Capital Limited	(25,000)	(25,000)
Atul N Mehta Crs	14,225	-
Bitra Enterprises	4,35,810	-
BSE Limited	35,700	18,000
Central Depository Service Limited	(15,453)	(14,775)
Dia Printer	14,986	11,682

10. TRADE PAYABLES		
Particulars	As at 31.03.2023	As at 31.03.2022
D M Enterprises	9,000	-
Edge Consultancy Services LLP	(2,40,594)	98,406
Globus Marketing - Bags	-	65,757
Hari Om Enterprise - P&S	36,101	9,629
Kagaj Digital Retail - P&S	22,568	-
King Computer Peripherals - Mobile	735	-
Kisan Agro Centre	2,65,037	-
Kutch Polyplast	1,21,059	84,900
Lucky Plastics	24,828	-
MNT & Associates LLP	3,92,724	2,62,206
Nice Engineering	(73,685)	-
Nikhil Analytical and Research Laboratory	92,669	-
One 97 Communication Pvt Ltd	3,316	-
Patel Agro Traders	61,769	-
Payal Tachak & Associates	8,846	67,520
Phily Tone	1,71,094	1,03,998
PRS Associates	(1,800)	-
Purva Sharegistry (India) Pvt Ltd	1,45,761	2,47,803
PV Media Vision Pvt Ltd	-	(50,000)
Raka Reputation Management	9,072	-
Roopam Sales Corporation	-	15,000
Rushabh Trading Corporation	2,100	7,935
Sadguru Submercible	(4,588)	-
Safari Industries Limited	(51,267)	3,99,009
Samsonite South Asia Pvt Ltd	1,14,622	-
Senior	(73,422)	2,728
Shruti Electronics -Mobile	(91,816)	(91,816)
Soma Enterprises-Crs	(28,595)	-
Somnath Agriculture	28,595	-
Sundaram Digital World	18,990	-
Sweni Enterprise- Mobile	1,54,118	4,44,855
Truvisory Worldwide	2,30,400	-
VIP Industries Limited - MH	1,80,839	2,75,913
Wasavi Krushi Private Limited	3,158	-
Total Rs.	21,12,370	19,43,110

11. CURRENT LIABILITIES		
Particulars	As at 31.03.2023	As at 31.03.2022
a) Other Current Liabilities		
TDS	84,866	1,03,653
GST	(29,35,968)	(9,78,913)
	(28,51,102)	(8,75,260)
b) Short Term Provisions		
Electricity Charges Payable	25,687	19,597
Salay Payable	20,000	20,000
Other Payable	5,51,960	14,68,709
	5,97,647	15,08,306
Total Rs.	(22,53,455)	6,33,046

12. OTHER INCOME		
Particulars	For the Year ended 31.3.2023	For the Year ended 31.3.2022
Interest on Income Tax Refund	910	685
Discount Received	8,670	22,722
Total Rs.	9,580	23,407

13. EMPLOYEE BENEFIT EXPENSES		
Particulars	For the Year ended 31.3.2023	For the Year ended 31.3.2022
Salary	16,53,500	11,96,730
Staff Welfare	1,03,032	84,536
Total Rs.	17,56,532	12,81,266

14. FINANCE COST		
Particulars	For the Year ended 31.3.2023	For the Year ended 31.3.2022
Bank Charges	61,833	14,627
Interest on OD	2,17,540	2,00,776
Merger Fees	-	11,860
Paytm Machine Charges	-	14,525
D.S.C Charges	1,500	-
Interest on TDS	2,265	-
NSDL Charges	1,180	-
Online Payment Charges	20,668	-
Paytm Machine Charges	325	-
Total Rs.	3,05,311	2,41,788

15. OTHER EXPENSES		
Particulars	For the Year ended 31.3.2023	For the Year ended 31.3.2022
Agriculture Expenses	4,66,340	4,66,473
Advertisement Expense	23,040	23,000
Cash Insurance	3,645	1,605
Courier Charges	5,810	7,342
Electricity Charges	1,67,780	1,86,167
General Expenses	22,785	23,330
Internet Charges	18,305	15,288
MCGM Charges	-	8,771
Miscellaneous Expenses	5,639	5,404
Mobile Charges	6,400	10,298
Office Expenses	275	-
Office Utilities	21,761	16,154
Printing & Stationery Expenses	21,128	21,005
Repairs & Maintenance	7,500	-
Rounding Off	(17)	(9)
Stock Insurance	13,283	8,070
Website Fees	11,990	2,860
Audit Fees	1,20,000	1,20,000

15. OTHER EXPENSES		
Particulars	For the Year ended 31.3.2023	For the Year ended 31.3.2022
Professional Fees	2,03,947	5,93,096
BSE Listing Fees	6,32,700	3,00,000
Chg for Monitoring Foreign Invst Limit	15,457	10,000
E Voting Charges	-	4,432
Issuer Fees	9,000	9,000
MSME Charges	-	11,800
NSDL Fees	22,250	-
PTEC Paid	7,500	7,500
PTRC Paid	-	6,700
ROC Form Filing Fees	6,100	2,400
Stamp Duty Fees for Merger	-	5,860
Stamp Duty Fees for Share Trf	-	22,525
Int on TDS	-	2,755
Petrol Expenses	21,041	20,489
Transportation Charges	80,500	-
Travelling & Conveyance	1,02,601	78,366
Labour Charges	19,000	-
VAT Amensity Payment - Prior Period Expenses	2,78,794	-
Total Rs.	23,14,553	19,90,681

16. EARNINGS PER SHARE		
Opening equity shares (Nos.)	48,00,000	48,00,000
Equity shares issued during the year (Nos.)	-	-
Closing equity shares (Nos.)	48,00,000	48,00,000
Weighted average number of equity shares used as denominator for basic earnings (Nos.)	48,00,000	48,00,000
Weighted average number of equity shares used as denominator for diluted earnings (Nos.)	48,00,000	48,00,000
Net profit after tax used as numerator (Amount in Rs.)	3,84,153	2,20,506
Basic earnings per Share (Amount in Rs.)	0.08	0.05
Diluted earnings per Share (Amount in Rs.)	0.08	0.05
Face value per share (Amount in Rs.)	1	1

Notes -17**1. Company Information**

RKD AGRI & RETAIL LIMITED ("the Company") is a public limited Company domiciled in India. The registered office of the Company is at 52 Rayfreda Building, Junction Of Mahakali Caves, Holy Family Church, Chakala, MIDC, Mumbai - 400093

The Company was incorporated on 30th April 1986. The Company is engaged in the "Retail and wholesale trade of Printing & stationery, Bags and in Agriculture & Allied Activities."

The equity shares of the Company are listed on the Bombay Stock Exchange (BSE) in India.

2. Summary of Significant Accounting Policies**(A) Basis of Preparation of Financial Statements:**

(i) **Compliance with Ind AS:** The standalone financial statements have been prepared to comply, in all material aspects, with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015 and the relevant provisions of the Companies Act, 2013.

Effective 1st April, 2017, the Company has adopted Ind AS and adoption was carried out in accordance with Ind AS 101.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

(ii) **Classification of assets and liabilities:** All assets and liabilities have been classified as current or non-current based on the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Deferred tax assets and liabilities are classified as non-current on net basis

(iii) **Historical cost convention:** The financial statements have been prepared on going concern basis under the historical cost convention.

(iv) **Functional and presentation currency:** The Company's functional and presentation currency is Indian Rupee. All amounts disclosed in the financial statements and notes have been rounded off to the nearest rupee.

(B) Property, Plant and Equipment:

(i) All plant and equipment are shown at cost (net of adjustable taxes) less accumulated depreciation. The cost of an asset comprises of its purchase price, non-refundable / adjustable purchase taxes and any cost directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by the management, the initial estimate of any decommissioning obligation, if any and for assets that necessarily take a substantial period of time to get ready for their intended use, finance costs. The purchase price is the aggregate amount paid and the fair value of any other consideration given to acquire the asset. The cost also includes trial run cost and other operating expenses such as freight, installation charges etc.

(ii) Stores and spares which meet the definition of property, plant and equipment and satisfy the recognition criteria of Ind AS 16 are capitalized as property, plant and equipment.

(iii) An Item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset or significant part) is included in the Statement of Profit and Loss when the asset is derecognized.

(iv) In line with the provisions of Schedule II to the Companies Act, 2013, the Company depreciates significant components of the main asset (which have different useful lives as compared to the main asset) based on the individual useful life of those components. Useful life for such components of property, plant and equipment has been assessed based on the historical experience and internal technical inputs.

(v) The residual values and useful lives of property, plant and equipment are reviewed at each financial year end, and changes, if any, are accounted prospectively.

(C) Borrowing Costs:

(i) Borrowing costs are charged to Statement of Profit and Loss except to the extent attributable to acquisition /construction of and asset that necessarily takes a substantial period of time to get ready for its intended use or sale.

(ii) Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

(D) Inventories:

Inventories are valued as follows:

Finished goods Lower of cost and net realizable value. Cost includes direct materials and labour Cost is determined on a First in First out (FIFO) basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

(E) Revenue Recognition:

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

(i) Sale of Goods:

Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. The Company collects goods and service tax (GST) on behalf of the government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue.

(ii) Others:

Revenue is recognized in respect of scheme discount, discount received etc., when it is reasonably Certain that the ultimate collection will be made.

(F) Employee Benefits:

All employee benefits payable wholly within 12 months of rendering services are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., and the expected cost of bonus are recognised during the period in which the employee renders related service.

(G) Taxation:

Income tax expense comprises of current tax expense and the net change in the deferred tax asset or liability during the year.

(i) Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India.

(ii) Deferred Tax: Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

(H) Segment Reporting:

Ind AS – 108 relating to “Operating Segment” is applicable to the Company.

(I) Earning per share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(J) Provisions:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of past events, for which it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount can be made.

A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

(K) Trade and other payables:

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial period which are unpaid. The amounts are unsecured and are usually paid within twelve months of recognition. Trade and other payables are presented as current liabilities unless payment is not due within twelve months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

(L) Financial Instruments:**i) Financial Asset**

Financial Assets are measured at amortised cost or fair value through Other Comprehensive Income or fair value through Profit or Loss, depending on its business model for managing those financial assets and the assets contractual cash flow Characteristics.

Subsequent measurements of financial assets are dependent on initial categorisation. For impairment purposes significant financial assets are tested on an individual basis, other financial assets are assessed collectively in groups that share similar credit risk characteristics.

ii) Financial Liability

At initial recognition, all financial liabilities other than fair valued through profit and loss are recognized initially at fair value less transaction costs that are attributable to the issue of financial liability.

(M) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

(N) Related Party Disclosure

(a) The company has not paid any remuneration to its Key Managerial person during the year ended 31.03.2023:

(b) As per Ind AS-24 "Related party Disclosure", the following are related parties:

Associate Companies	NIL
Joint Venture Company	NIL
Key Management Personnel and their relatives	1. Nilesh Malshi Savla 2. Meena Nilesh Savla
Enterprises over which key management personnel and their relatives have significant influence	NIL

The company has entered into the following related party transactions. Such parties and transactions have been identified as per Ind As 24 "Related Party Disclosures" issued by the Institute of Chartered Accountants of India.

Particulars	As at 31.03.2023	As at 31.03.2022
Details of Transactions with Related Parties during the year		
Loans Repayment during the year		
Meena Savla	2,22,480.00	67,319.00
Nilesh Savla	58,73,752.00	72,02,056.00
Balance Outstanding - Borrowings		
Meena Savla	56,19,971.00	51,92,351.00
Nilesh Savla	2,86,29,069.00	2,78,21,821.00
Balance Outstanding - Trade Receivable		

(O) Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax. Income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Current tax

assets and tax liabilities are offset where the Group has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously

(P) Investment are stated at cost of acquisition.

Quoted Investment:	Units	Value (Rs.)
Equity shares:		
Reliance Power Ltd	236	4500
Apple Finance Ltd	100	5915

(Q) Audit Fee**Payment to Auditors (inclusive of GST)**

(Amount in Rs.)

Particulars	2022-2023	2021-2022
Audit Fee	1,20,000	1,20,000
Limited Review	-	-
For Certification/ other Services	-	-

(R) Amount due to Micro, Small and medium Enterprises.

There are no Micro and Small Scale Business Enterprises to whom the company owes, which are outstanding for more than 45 days as at March 31st 2023. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company. Therefore, the prescribed disclosures for liability of interest on overdue payment have not been given.

For M N T and Associates LLP	For and on behalf of the Board		
Chartered Accountants			
CA Nishit Pravin Tanna			
Partner, Membership No. 153147	Nilesh Malshi Savla	Meena Nilesh Savla	Ghelabhai Jogani
FRN - W100115	Director & CFO	Director	Company Secretary
UDIN: 23153147BGYGIW3526	DIN : 05354691	DIN : 05354674	
Date : 25/05/2023			
Place : Thane			

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENT OF RKD AGRI & RETAIL LIMITED FOR THE YEAR ENDED 31ST MARCH 2023

In terms of the information and explanations given to us and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state as under:

(i) Property, Plant & Equipment and Intangible Assets:

a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.

b) The Company has maintained proper records showing full particulars of intangible assets.

c) Property, Plant and Equipment have been physically verified by the management at reasonable intervals; any material discrepancies were noticed on such verification and if so, the same have been properly dealt with in the books of account.

d) According to the information and explanation given to us the title deeds of all the immovable properties. (Other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company.

e) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.

f) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) Inventory and working capital:

a) The stock of inventory has been physically verified during the year by the Management at reasonable intervals. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.

b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets.

(iii) Investments, any guarantee or security or advances or loans given:

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year.

1. The Company has not provided any loans or advances in the nature of loans or stood guarantee or provided security to any other entity during the year.

2. In our opinion, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest;

3. In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest have generally been regular as per stipulation.

4. In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.

5. No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties.

6. The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(6) is not applicable.

(iv) Loan to directors:

According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not provided any guarantee or security as specified under Section 186 of the Companies Act, 2013. Further, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in relation to loans given and investments made.

(v) Deposits:

The company has not accepted any deposits from the public within the meaning of sections 73 to 76 or any relevant provisions of the 2013 act and the rules framed there under to the extent notified.

(vi) Maintenance of Cost Records:

According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products manufactured by it (and/ or services provided by it). Accordingly, clause 3(vi) of the Order is not applicable.

(vii) Statutory Dues:

a) The company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees 'State Insurance, Income Tax, Duty of Customs, GST, Cess and any other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, customs duty, excise duty and cess were in arrears, as at 31.03.23 for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, GST, excise duty and cess which have not been deposited on account of any dispute.

(viii) Disclosure of Undisclosed Transactions:

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

(ix) Loans or Other Borrowings:

a) Based on our audit procedures and according to the information and explanations given to us, The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

- b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- c) According to the information and explanations given to us, term loans were applied for the purpose for which the loans were obtained.
- d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x) Money Raised by IPOs, FPOs:

- a) The Company has not raised money by way of initial public offer during the year.
- b) In our opinion and according to the information and explanations given to us, the Company has made preferential allotment to promoters and public (non promoters) by fully convertible share warrants. The company has complied with the requirements of Section 42 of the Companies Act, 2013 with regards to preferential share allotments. During the year under consideration, the company has received Rs.1,35,50,000/- being 25% of the call money of equity shares of Face Value Re.1/-. The company has utilised the said amount for the purpose for what it was called for.

(b)(i) The preferential issue comprises of 3,81,25,000 warrants with a right exercisable by the warrant holders to subscribe for one equity share per warrant. The said warrants are allotted to the promoters.

(b)(i) The preferential issue comprises of 1,60,75,000 warrants with a right exercisable by the warrant holders to subscribe for one equity share per warrant. The said warrants are allotted to the public (non-promoters).

(xi) Fraud:

- a) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the company or no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c) No whistle blower complaints were received by the Company during the year.

(xii) Nidhi Company:

The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

(xiii) Related Party Transactions:

In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv) Internal Audit System:

- a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

(xv) Non-cash Transactions:

According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) Registration under section 45-IA of RBI Act, 1934:

- a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

(xvii) Cash losses:

The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(xviii) Resignation of statutory auditors:

M/s. M M Gala & Associates, Statutory Auditors, have resigned as Auditors and M/s. M N T And Associates LLP, Chartered Accountants have been appointed as Statutory Auditors of the company.

(xix) Material uncertainty on meeting liabilities:

On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) Compliance of CSR:

According to the information and explanations given to us and based on our examination of the records of the company, the company has not required to spent amount towards Corporate Social Responsibility (CSR) as per the section 135 of companies' act, 2013, reporting under clause 3(xx)(a) of the Order is not applicable for the year.

Place: Thane
Date: 25th May, 2023
UDIN: 23153147BGYGIW3526

For M N T AND ASSOCIATES LLP
CHARTERED ACCOUNTANTS
Firm Regn.No. W100115

(NISHIT PRAVIN TANNA)
PARTNER
Membership No. 153147

**RKD AGRI & RETAIL LIMITED
 (FORMERLY KNOWN AS HIMALCHULI FOOD PRODUCTS LIMITED)
 52 RAYFREDA BUILDING, JUNCTION OF MAHAKALI CAVES,
 HOLY FAMILY CHURCH, CHAKALA MIDC MUMBAI 400093
 CIN: L15400MH1986PLC316001**

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the hall

I, hereby record my attendance at the Annual General Meeting of the members of RKD AGRI AND RETAIL LIMITED will be held on **26th September, 2023** at **11.30 AM.** at **52 RAYFREDA BUILDING, JUNCTION OF MAHAKALI CAVES HOLY FAMILY CHURCH CHAKALA MIDC MUMBAI 400093.**

DP ID :		CLIENT ID :	
NAME AND ADDRESS OF SHAREHOLDER (IN BLOCK CAPITALS)		FOLIO NO.	

SIGNATURE OF THE SHARE HOLDER OR PROXY: _____

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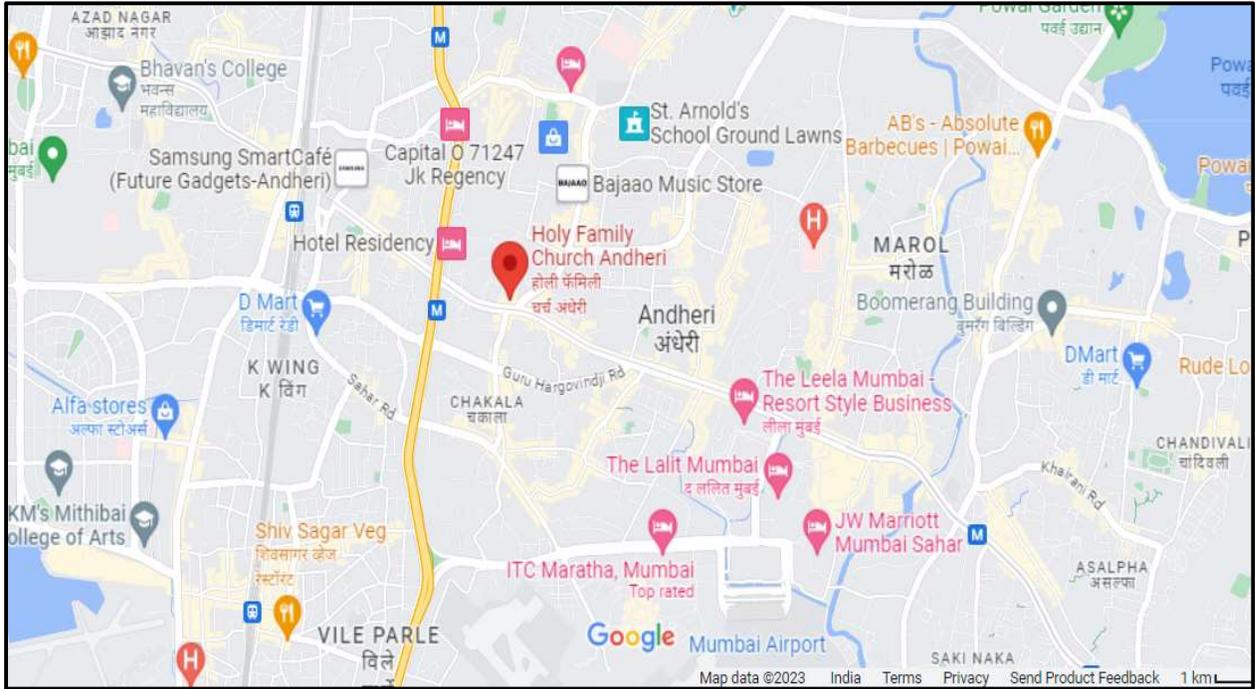
EVSN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

Note: E-voting period: 23rd September, 2023 at 9.00 am IST & ends on 25th September, 2023 at 05.00 pm IST.

If you have any query regarding e-voting Password/PIN, please contact at helpdesk.evoting@cdslindia.com

(Member's /Proxy's Signature)

ROUTE MAP FOR THE VENUE OF THE ANNUAL GENERAL MEETING
52 RAYFREDA BUILDING, JUNCTION OF MAHAKALI CAVES HOLY FAMILY CHURCH
CHAKALA MIDC MUMBAI 400093



BOOK POST

**RKD AGRI & RETAIL LIMITED
52 RAYFREDA BUILDING,
JUNCTION OF MAHAKALI CAVES,
HOLY FAMILY CHURCH MUMBAI 400093**