

RKD AGRI & RETAIL LIMITED

**(Formerly known as Himalchuli Food
Products Limited)**

Reg. Off : 52 Rayfreda Building, Junction Of Mahakali Caves Road
& Holy Family Church, Chakala, Andheri East, Mumbai - 400093

Phone: +91-9137650167

Email :himalchulifoodproducts@gmail.com

Website: www.hfpltd.in

CIN: L15400MH1986PLC316001

Date: 04-09-2024

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 2023-24

Dear Sir / Madam,

With regards to the captioned subject find enclosed herewith Notice of the Annual General Meeting and Annual Report for the FY 2023-2024 of RKD AGRI AND RETAIL LIMITED to be held on 28-09-2024.

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

38TH

**ANNUAL REPORT
(2023-2024)**

BOARD OF DIRECTORS & KMPs

Meena Nilesh Savla	Director
Nilesh Malshi Savla	Director & CFO
Samirkumar Bharatbhai Sampat	Independent Director (Demise as on 01-07-2024)
Hetal Dave	Independent Director
Roshani Shedge	Additional Independent Director (Appointed W.e.f. 03-09-2024)
Raksha Yadav	Additional Independent Director (Appointed W.e.f. 03-09-2024)
Ghela Jogani	Company Secretary & Compliance Officer

REGISTERED OFFICE

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

Website: www.hfpltd.in

Email: himalchulifoodproducts@gmail.com

AUDITORS

M/S. MNT AND ASSOCIATES LLP

Chartered Accountants

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

Tel.: +91(022) 25409898 / 99,

Mob: +91 98203 51848 / +91 98200 02820 / +91 77383 51848

Email: mnt.llp9@gmail.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	SATURDAY
Date	28-09-2024
Venue	52 RAYFREDA BUILDING, JUNCTION OF MAHAKALI CAVES HOLY FAMILY CHURCH CHAKALA MIDC MUMBAI 400093
Time	11.00 AM

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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.: 9137650167

NOTICE is hereby given that the 38th Annual General Meeting of the Members of **RKD AGRI & RETAIL LIMITED** will be held on **Saturday, 28th September, 2024** at **11.00 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 2024, 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. **RE-APPOINTMENT OF HETAL DAVE (DIN: 08397075) FOR A 2ND TERM OF 5 YEARS AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof for the time being in force), Article of Association of the Company and Regulation 19(4) read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, regulations, notifications and circulars of Reserve Bank of India and other applicable laws, **Hetal Dave (DIN: 08397075)**, who was appointed as an Independent Director of the Company with effect from 29-03-2019 upto 28-03-2024 by the Board of Directors pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office only upto the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received notice in writing along with a deposit of Rs. 1,00,000 (Rupees One lakh only) from a member under Section 160 of the Act proposing the candidature of **Hetal Dave (DIN: 08397075)** for the office of Director be and is hereby re-appointed as a Non-Executive Director of the Company, for 2nd term of 5 years w.e.f. 29-03-2024 to 28-03-2029 whose period of office will not be liable to determination by retirement of Directors by rotation.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. REGULARIZATION OF APPOINTMENT OF ROSHNI RAJENDRA SHEDGE (DIN: 10742895) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof for the time being in force), Article of Association of the Company and Regulation 19(4) read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, regulations, notifications and circulars of Reserve Bank of India and other applicable laws, **ROSHNI RAJENDRA SHEDGE (DIN: 10742895)** who was appointed as an Additional Director of the Company with effect from 03-09-2024 by the Board of Directors pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office only upto the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received notice in writing along with a deposit of Rs. 1,00,000 (Rupees One lakh only) from a member under Section 160 of the Act proposing the candidature of **ROSHNI RAJENDRA SHEDGE (DIN: 10742895)** for the office of Director be and is hereby appointed as an Independent Director of the Company, for 5 years w.e.f. 03-09-2024 whose period of office will not be liable to determination by retirement of Directors by rotation.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. REGULARIZATION OF APPOINTMENT OF RAKSHA YADAV (DIN: 10765140) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof for the time being in force), Article of Association of the Company and Regulation 19(4) read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, regulations, notifications and circulars of Reserve Bank of India and other applicable laws, **RAKSHA YADAV (DIN: 10765140)** who was appointed as an Additional Director of the Company with effect from 03-09-2024 by the Board of Directors pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office only upto the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received notice in writing along with a deposit of Rs. 1,00,000 (Rupees One lakh only) from a member under Section 160 of the Act proposing the candidature of **ROSHNI RAKSHA YADAV (DIN: 10765140)** for the office of Director be and is hereby appointed as an Independent Director of the Company, for 5 years w.e.f. 03-09-2024 whose period of office will not be liable to determination by retirement of Directors by rotation.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. ENTERING INTO FARMING BUSINESS WITH RELATED PARTIES OF PROMOTERS AND PROMOTERS OF THE COMPANY ON MUTUAL CONSENT BASIS AND BASED ON MUTUAL PROFIT SHARING ARRANGEMENTS – 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 FARMING BUSINESS WITH RELATED PARTIES OF PROMOTERS AND PROMOTERS OF THE COMPANY ON MUTUAL CONSENT BASIS AND BASED ON MUTUAL PROFIT SHARING ARRANGEMENTS with Nilesh Savla and Meena Savla, Promoters and 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;

7. APPOINTMENT OF MR. NILESH SAVLA (DIN: 05354691) AS A CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION(S) AS SPECIAL RESOLUTION:

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, Schedule V, other applicable provisions of the Companies Act, 2013, and Rules made thereunder Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the Articles of Association of the Company, the extent Rules / Regulations / Guidelines / Notifications and Circulars prescribed by any relevant authorities, the consent of the Members of the Company be and is hereby accorded for appointment of **MR. NILESH SAVLA (DIN: 05354691)** as the Chairman and Managing Director (MD) of the Company for a period of 5 (five) Years with effect from this Annual General Meeting and whose office of appointment is eligible to be determined by retirement of Directors by rotation at the such remuneration as per the Company policy and board discretion for the appointed period upto maximum aggregate amount as mutually decided by Board Members and within the stipulated limits of Companies Act, 2013 provisions and in Compliance with SEBI (LODR) Reg. 2015 as applicable.

RESOLVED FURTHER THAT MR. NILESH SAVLA (DIN: 05354691), Chairman and Managing Director (MD) be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging, and such other expenses incurred by / for him in connection with meeting business requirements of the Company and in line with the Company policy.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof as authorised in this regard be and is hereby authorised to alter, amend, ratify and vary the terms and conditions of the remuneration structure as may be agreed as deem fit within the overall remuneration.

RESOLVED FURTHER THAT the remuneration payable to **MR. NILESH SAVLA (DIN: 05354691)**, Chairman and Managing Director (MD) is subject to the condition that:

- a. the total remuneration payable in any financial year by way of salary, perquisites, commission and other allowances shall not exceed the overall limit of five percent (5%) of the net profits of the Company as applicable to each of the Managing Director / Whole time Directors of the Company and / or ten percent (10%) of the net profits of the Company for all Managing Director / Whole-time Directors in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V and rules made thereunder including any statutory amendments, modifications or re-enactment thereof, as may be made thereto and for the time being in force; or
- b. if the Remuneration exceeds the limits as prescribed in the provisions of Section 197, 198 of the Companies Act, 2013, the remuneration payable shall be within the maximum permissible limits specified under Section II of Part II of Schedule V to the Companies Act, 2013, in case of no profits / inadequate profits and term of the appointment as regards remuneration would stand revised in such case and will not exceed three years from the date of such insufficiency.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be (including any Committee thereof) and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

By Order of the Board of Directors

Place: Mumbai
Date: 03-08-2024

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, 3, 4 and 5 of the accompanying Notice.
2. A Statement under Section 102 of the Companies Act, 2013 ("Act") relating to item nos. 3,4,5,6 and 7 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 22nd September, 2024 to 28th September, 2024 (both days inclusive) for the purpose of Annual General Meeting (AGM) of the Company to be held on 28th September, 2024.
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: support@purvashare.com.
12. The Notice of the AGM along with the Annual Report 2023-2024 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 38th 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 25 September, 2024 at (9.00 AM) and ends on 27 September, 2024 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 21st September, 2024, 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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. <p>Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>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).</p>

- (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. 21st September, 2024 shall view the Notice of the 38th 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

REAPPOINTMENT OF NON-EXECUTIVE INDEPENDENT DIRECTOR HETAL DAVE (DIN: 08397075), AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR 2ND CONSECUTIVE TERM OF 5 YEARS AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION(S) AS A SPECIAL RESOLUTION:

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed HETAL DAVE (DIN: 08397075), aged 33 years, as an Independent Director (Independent Director) of the Company, with effect from 29-03-2019 upto 28-03-2024 under Section 149, 150 and 152 of the Companies Act, 2013 and Articles of Association of the Company.

HETAL DAVE (DIN: 08397075), is eligible to be re-appointed as an Independent Director for a 2nd term upto (5) five consecutive years. The Company has received notice under Section 160 of the Companies Act, 2013 from **HETAL DAVE (DIN: 08397075)**, signifying her candidature as an Independent Director of the Company.

The Company has also received a declaration of independence from **HETAL DAVE (DIN: 08397075)**. In the opinion of the Board, **HETAL DAVE (DIN: 08397075)**, fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for her appointment. **HETAL DAVE (DIN:**

08397075), is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

HETAL DAVE (DIN: 08397075) has completed his Diploma and has experience in Business Management.

The Sitting fees payable to **HETAL DAVE (DIN: 08397075)**, shall be governed by the Policy of the Company. The Board considers that his association would be of immense benefit to the Company. The broad terms of reference of the Independent Director, as approved by the Board, in compliance with Section 149 of the Companies Act, 2013 and Regulation 25(4) of the Listing Regulations, are as follows:

- (a) evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- (b) evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- (c) evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties; and
- (d) other related matters

An independent director shall be held liable, only in respect of such acts of omission or commission by the listed entity which had occurred with his knowledge, attributable through processes of board of directors, and with his consent or connivance or where he had not acted diligently with respect to the provisions contained in these regulations.

Except **HETAL DAVE (DIN: 08397075)**, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of **HETAL DAVE (DIN: 08397075)**, as an Independent Director in the interest of the Company and recommends the Special resolution as set out in Item No. 3 of the Notice for approval of Members.

ITEM NO.: 4

REGULARIZATION OF ADDITIONAL NON-EXECUTIVE INDEPENDENT DIRECTOR ROSHNI RAJENDRA SHEDGE (DIN: 10742895), AS AN INDEPENDENT DIRECTOR OF THE COMPANY AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION(S) AS A SPECIAL RESOLUTION:

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed **ROSHNI RAJENDRA SHEDGE (DIN: 10742895)** aged 28 years, as an Additional Director (Independent Director) of the Company, with effect from 03-09-2024 under Section 149, 150 and 152 of the Companies Act, 2013 and Articles of Association of the Company.

ROSHNI RAJENDRA SHEDGE (DIN: 10742895), is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years. The Company has received notice under Section 160 of the Companies Act, 2013 from **ROSHNI RAJENDRA SHEDGE (DIN: 10742895)**, signifying her candidature as an Independent Director of the Company.

The Company has also received a declaration of independence from **ROSHNI RAJENDRA SHEDGE (DIN: 10742895)**. In the opinion of the Board, **ROSHNI RAJENDRA SHEDGE (DIN: 10742895)**, fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for her appointment. **ROSHNI RAJENDRA SHEDGE (DIN: 10742895)**, is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

ROSHNI RAJENDRA SHEDGE (DIN: 10742895) has completed his Diploma and has experience in Business Management.

The Sitting fees payable to **ROSHNI RAJENDRA SHEDGE (DIN: 10742895)**, shall be governed by the Policy of the Company. The Board considers that his association would be of immense benefit to the Company. The broad terms of reference of the Independent Director, as approved by the Board, in compliance with Section 149 of the Companies Act, 2013 and Regulation 25(4) of the Listing Regulations, are as follows:

- (a) evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- (b) evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- (c) evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties; and
- (d) other related matters

An independent director shall be held liable, only in respect of such acts of omission or commission by the listed entity which had occurred with his knowledge, attributable through processes of board of directors, and with his consent or connivance or where he had not acted diligently with respect to the provisions contained in these regulations.

Except **ROSHNI RAJENDRA SHEDGE (DIN: 10742895)**, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of **ROSHNI RAJENDRA SHEDGE (DIN: 10742895)**, as an Independent Director in the interest of the Company and recommends the Special resolution as set out in Item No. 4 of the Notice for approval of Members.

ITEM NO.: 5

REGULARIZATION OF ADDITIONAL NON-EXECUTIVE INDEPENDENT DIRECTOR RAKSHA YADAV (DIN: 10765140), AS AN INDEPENDENT DIRECTOR OF THE COMPANY AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION(S) AS A SPECIAL RESOLUTION:

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed **RAKSHA YADAV (DIN: 10765140)**, aged 25 years, as an Additional Director (Independent Director) of the Company, with effect from 03-09-2024 under Section 149, 150 and 152 of the Companies Act, 2013 and Articles of Association of the Company.

RAKSHA YADAV (DIN: 10765140), is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years. The Company has received notice under Section 160 of the Companies Act, 2013 from **RAKSHA YADAV (DIN: 10765140)**, signifying her candidature as an Independent Director of the Company.

The Company has also received a declaration of independence from **RAKSHA YADAV (DIN: 10765140)**. In the opinion of the Board, **RAKSHA YADAV (DIN: 10765140)**, fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for her appointment. **RAKSHA YADAV (DIN: 10765140)**, is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

RAKSHA YADAV (DIN: 10765140), has completed his Diploma and has experience in Business Management.

The Sitting fees payable to **RAKSHA YADAV (DIN: 10765140)**, shall be governed by the Policy of the Company. The Board considers that his association would be of immense benefit to the Company. The broad terms of reference of the Independent Director, as approved by the Board, in compliance with Section 149 of the Companies Act, 2013 and Regulation 25(4) of the Listing Regulations, are as follows:

- (a) evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- (b) evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- (c) evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties; and
- (d) other related matters

An independent director shall be held liable, only in respect of such acts of omission or commission by the listed entity which had occurred with his knowledge, attributable through processes of board of directors, and with his consent or connivance or where he had not acted diligently with respect to the provisions contained in these regulations.

Except **RAKSHA YADAV (DIN: 10765140)**, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of **RAKSHA YADAV (DIN: 10765140)**, as an Independent Director in the interest of the Company and recommends the Special resolution as set out in Item No. 5 of the Notice for approval of Members.

ITEM NO. 6

RELATED PARTY TRANSACTION UNDER SEC 188 OF THE COMPANIES ACT, 2013

RKD AGRI & RETAIL LIMITED is involved in the business of manufacturing and trading of Agricultural produce and for expansion of business Company entered into arrangements with Nilesh Savla and

Meena Savla and other related parties of Promoters to enter into farming business on Mutual Profit Sharing Basis.(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 2024-2025.

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	Entering Into Farming Business with Mutual Profit Sharing Arrangements.
5.	Any other information relevant or important for the members to take a decision on the proposed resolutions as mentioned under Item No. 6	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 except the related parties involved.

The Board of Directors recommends passing of the resolution as set out at Item No. 6 of this Notice as a Special Resolution.

ITEM NO. 7:

APPOINTMENT OF MR. NILESH SAVLA (DIN: 05354691) AS A CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION(S) AS SPECIAL RESOLUTION:

MR. NILESH SAVLA (DIN: 05354691) being qualified for being appointed as a Whole Time Director in terms of Section 164 of the Companies Act, 2013 and Section 203 of the Companies Act, 2013. He has communicated his willingness to be appointed and has given his consent to act as Whole Time Director of the Company. He satisfies all the conditions as set out in Section 196(3) of the said Act and Part-I of Schedule V thereof and hence, is eligible for appointment.

A brief profile of **MR. NILESH SAVLA (DIN: 05354691)** is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

It is proposed to seek members' approval for the appointment of and remuneration payable to **MR. NILESH SAVLA (DIN: 05354691)**, as Whole Time Director, in terms of the applicable provisions of the said Act and the Rules made thereunder.

Broad particulars of the terms of appointment of and remuneration payable to **MR. NILESH SAVLA (DIN: 05354691)** are as under:

(a) Salary: as per the terms mentioned in the Item No. 7 of this Annual General Meeting Notice

(b) Perquisites: NIL

MR. NILESH SAVLA (DIN: 05354691) has been associated with the Company since 2015 and has contributed a great value in growth and success of the Company with his rich expertise in the industry where the Company operates. It would be in the interest of the Company to continue to avail of his considerable expertise and to appoint him as a Whole Time Director.

This Explanatory Statement may also be considered as the requisite abstract under section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of **MR. NILESH SAVLA (DIN: 05354691)** as Whole Time Director of the Company.

Save and except **MR. NILESH SAVLA (DIN: 05354691)**, Whole Time Director, and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board commends the Ordinary Resolution set out at Item No. 7 for the approval of Members.

ANNEXURE TO ITEM 2,3,4,5 and 7 OF THE NOTICE

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

Name of the Director	NILESH SAVLA	HETAL DAVE	ROSHNI SHEDGE	RAKSHA YADAV
Director Identification Number (DIN)	05354691	08397075	10742895	10765140
Date of Birth	21/06/1975	08/09/1988	02/05/1996	09/10/1998
Nationality	INDIAN	Indian	INDIAN	INDIAN
Date of Appointment on Board	14/11/2017	29-03-2019	03-09-2024	03-09-2024
Qualification	B. PHIL	MA. (Eco) and B.ed	PGDM	B.SC
Shareholding in the Company	3,57,705	Nil	NIL	NIL
List of Directorships held in other Companies (excluding foreign and Section 8 Companies)	1. R K D Trendy Retailers Private Limited.	2. Shree Manufacturing Company Limited	NIL	NIL
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL	2	NIL	NIL
Profile	As per Note a	As per Note b	As per Note c	As per Note d

Notes:

a) Profile of NILESH SAVLA (DIN: 05354691)

Nilesh Savla is an individual aged about 48 years, is having residential address is at Mumbai. He has completed his Bachelor of Philosophy from the Medicina Alternativa of Open International University for Complementary Medicines, Sri Lanka. He hails from an agricultural family and has experience in the areas of agriculture, sales, marketing and administration of luggage, printing businesses.

b) Profile of HETAL DAVE (DIN: 08397075)

Nilesh Savla is an individual aged about 35 years, is having residential address is at Mumbai. She has completed MA. (Eco) and B.ed. She has expertise in Administrative activities of the Companies as an Independent Director. Her expertise and presence of mind in business operations were beneficial to the Company.

c) Profile of ROSHNI SHEDGE (DIN: 10742895)

Roshni is a dedicated and accomplished management graduate with seven years of extensive experience in the finance sector. Over the years, she has developed a robust skill set that spans administration, finance, and marketing, demonstrating her versatility and capability in various roles. Her academic background in management has equipped her with a strong foundation in business principles and practices, enabling her to navigate the complexities of the finance industry with ease and confidence.

In her professional journey, Roshani has excelled in administrative roles, where her organizational skills and attention to detail have ensured smooth operations and efficient

workflows. She has a keen eye for identifying and implementing process improvements, which has consistently led to enhanced productivity and cost savings. Her proficiency in finance is evidenced by her ability to analyze financial statements, manage budgets, and develop strategic financial plans that align with organizational goals.

Roshni's marketing acumen has also been a significant asset, as she has successfully led and executed numerous marketing campaigns that have driven brand awareness and customer engagement. Her ability to blend financial insights with marketing strategies has resulted in data-driven decisions that have optimized marketing spend and maximized ROI.

Adept at both collaborative and independent work, Roshni is known for her strong communication skills and ability to build positive relationships with colleagues, clients, and stakeholders. Her commitment to continuous learning and professional development ensures that she stays updated with industry trends and best practices, further enhancing her expertise.

Roshni's diverse skill set, coupled with her experience and dedication, makes her a valuable asset to any organization looking to thrive in today's competitive business environment.

d) Profile of RAKSHA YADAV (DIN: 10765140)

Raksha is a seasoned professional with a robust background in both education and business management. Holding a Science degree and a Diploma in Education, she has extensive experience in teaching and school management, demonstrating her ability to lead and inspire in academic settings.

In addition to her educational expertise, Raksha has significant experience in the agriculture business sector. She has successfully managed agricultural operations, bringing her sharp business acumen and strategic vision to optimize growth and efficiency.

Raksha is highly attuned to the dynamics of the ever-changing business environment, allowing her to adapt and innovate effectively. Her keen observational skills and proactive approach have consistently driven business success, making her a valuable asset in any venture she undertakes.

Core Competencies:

- Business Management
- Educational Leadership
- Agricultural Operations
- Strategic Planning
- Change Management
- Market Analysis
- Team Leadership
- Problem Solving

Experience Highlights:

- Over 5 Years of experience in teaching and educational management.
- Successfully handled and optimized agricultural business operations.
- Demonstrated ability to adapt to changing business environments and drive growth.

By Order of the Board of Directors

**Place: Mumbai
Date: 03-09-2024**

**Nilesh Savla
Director
DIN: 05354691**

DIRECTOR'S REPORT

To,
RKD AGRI & RETAIL LIMITED
 The Members,

Your Directors have pleasure in presenting their 38th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2024.

1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY

The financial statements for the year ended 31st March, 2024 have been restated in accordance with Ind AS for comparative information.

Financial Summary as under:

Particulars	2023-2024	2022-2023
Gross Income	2,21,53,299	1,66,41,750
Net Profit/(Loss) Before Tax	5,78,,725	4,45,284
Provision for Tax	1,20,163	61,131
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	4,58,562	3,84,153

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 2023-2024 is Rs. - (1,09,32,532)/-

4. CHANGE IN SHARE CAPITAL

There are following changes in Equity Share Capital of the Company in the Year.

- 17350000 equity shares of Re. 1/- each allotted on 05-05-2023 having distinctive no. 4800001 to 22150000 at a par to Promoter and Non-Promoter on a preferential basis pursuant to conversion of warrants:

Lock in Details:

4430000 Equity shares (Distinctive No. 4800001 to 9230000) are locked in upto 31-12-2024
 12920000 Equity Shares (Distinctive No. 9230001 to 22150000) were locked in upto 31-12-2023

- 23475000 equity shares of Rs. 1/- each at par allotted on 10-02-2024 having distinctive No. 22150001 to 45625000 to Promoter and Non-Promoters on a preferential basis pursuant to conversion of warrants.

Lock in Details:

6775000 Equity Shares (Distinctive No. 22150001 to 28925000) are locked in upto 30-11-2024
4695000 Equity Shares (Distinctive No. 28925001 to 32265000) are locked in upto 30-11-2025
12005000 Equity Shares (Distinctive No. 32265001 to 45625000) are locked in upto 30-11-2024

Total of 40825000 Equity Shares were allotted during the year.

These shares are ranking pari-passu with the old equity shares of the company.

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, 2024 and the date of this Directors' Report i.e. 3rd September, 2024 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.

ROSHNI SHEDGE AND RAKSHA YADAV are appointment as an Independent Director of the Company with effect from 03-09-2024.

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.	12-04-2023	1.	25-05-2023
2.	05-05-2023	2.	09-08-2023
3.	25-05-2023	3.	10-11-2023
4.	09-08-2023	4.	07-02-2023
5.	29-08-2023		
6.	10-11-2023		
7.	07-02-2024		
8.	10-02-2024		

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
1.	Raksha Yadav**	Independent Director	Member
2	Hetal Dave*	Independent Director	Chairperson
3	Roshni Shedge**	Independent Director	Member

***Due to sudden demise of Samirkumar Sampat on 01-07-2024 we had to reconstitute the Audit Committee and appoint Hetal Dave, Independent Director as Chairperson w.e.f. 09-08-2024.**

**** Raksha Yadav and Roshni Shedge, Independent Directors of the Company are appointed as Members of Audit Committee w.e.f. 03-09-2024.**

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
1.	Raksha Yadav**	Independent Director	Member
2	Hetal Dave*	Independent Director	Chairperson

3	Roshni Shedge**	Independent Director	Member
3	Nilesh Savla***	Director	Member

***Due to sudden demise of Samirkumar Sampat on 01-07-2024 we had to reconstitute the Nomination and Remuneration Committee and appoint Hetal Dave, Independent Director as Chairperson w.e.f. 09-08-2024.**

**** Raksha Yadav and Roshni Shedge, Independent Directors of the Company are appointed as Members of Nomination and Remuneration Committee w.e.f. 03-09-2024.**

***** Nilesh Savla has resigned from Nomination and Remuneration Committee w.e.f. 03-09-2024**

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
1.	Raksha Yadav**	Independent Director	Member
2	Hetal Dave*	Independent Director	Chairperson
3	Roshni Shedge**	Independent Director	Member
3	Nilesh Savla***	Director	Member

***Due to sudden demise of Samirkumar Sampat on 01-07-2024 we had to reconstitute the 1)Stakeholders Relationship Committee and appoint Hetal Dave, Independent Director as Chairperson w.e.f. 09-08-2024.**

**** Raksha Yadav and Roshni Shedge, Independent Directors of the Company are appointed as Members of Stakeholders Relationship Committee w.e.f. 03-09-2024.**

***** Nilesh Savla has resigned from Stakeholders Relationship Committee w.e.f. 03-09-2024**

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 2023-2024.

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 2023-2024. Company will make sure to do the payments within due dates in future.

The report of the Secretarial Auditors is enclosed as **ANNEXURE I** 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 2023-2024 and hence no complaint is outstanding as on 31 March, 2024 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. RELATED PARTY TRANSACTION

In line with the requirements of the Act and the SEBI Listing Regulations, the Company has formulated a Policy on Related Party Transactions.

During the Year under review, all related party transactions entered into by the Company, were approved by the Audit Committee and were at arm's length basis and in the Ordinary Course of Business. Prior Members approval is obtained for related party transactions as a Special Resolution in the 37th Annual General Meeting of the Company anticipating amount exceeding 10% of the total turnover based on last Audited Financial Results of the Company.

However, during the year the Company did not have any contracts or arrangements with Related Parties in terms of Sec 188 of the Companies Act, 2013. Accordingly, the Disclosure of related Party transactions as required under Section 134(3)(h) of the Act in Form AOC 2 is not applicable to the Company for FY 2023-2024.

Details of transactions entered into by the Company, in terms of IND AS 24 have been disclosed in the notes to the Standalone/Consolidated financial Statements forming part of this Report.

25. EXTRACT OF ANNUAL RETURN

The Annual Return for Financial Year 2023-2024 as per provisions of the Act and Rules thereto, is available on the Company's website at <https://www.hfpltd.in/cms/3/Investor-Relation>.

26. 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.

27. 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.

28. 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.

29. INDUSTRIAL RELATIONS

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

30. 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.

31. 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 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.

32. 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: 03-09-2024**

**Nilesh Malshi Savla
Director
DIN: 05354691**

**Meena Nilesh Savla
Director
DIN: 05354674**

ANNEXURE - I

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[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
52 RAYFREDA BUILDING,
JUNCTION OF MAHAKALI CAVES,
HOLY FAMILY CHURCH MUMBAI 400093

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, 2024 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, 2024 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) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - c) 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;
 - d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
3. Provisions of the Foreign Exchange 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 2023-2024 within due dates.

I further report that following ROC forms were filed with MCA after due date with penalty:

Sr.	Name of Form	SRN	Date of filing Form	ROC Fees with Additional Fees
1.	INC 22	AA3769944	03-08-2023	6600
2.	MGT 14	AA5979097	27-10-2023	1800

I further report that:

- a) 17350000 equity shares of Re. 1/- each allotted on 05-05-2023 having distinctive no. 4800001 to 22150000 at a par to Promoter and Non-Promoter on a preferential basis pursuant to conversion of warrants:
- b) 23475000 equity shares of Rs. 1/- each at par allotted on 10-02-2024 having distinctive No. 22150001 to 45625000 to Promoter and Non-Promoters on a preferential basis pursuant to conversion of warrants.

I further report that Public Announcement (PA) was made on 22-02-2024 for announcement of Open Offer For Acquisition of Up to 1,28,89,500 (One Crore Twenty Eight Lakh Eighty Nine Thousand Five Hundred) Fully Paid-Up Equity Shares of Face Value of ₹ 1/- Each ("Equity Shares"), Representing 26% of Share Capital as mentioned in the PA, of RKD AGRI & RETAIL LIMITED ("Target Company"), by Nilesh Malshi Savla ("Acquirer 1") and Meena Nilesh Savla ("Acquirer 2") (Acquirer 1 And Acquirer 2 Collectively Referred to As "Acquirers"), from PA The Target Company, Pursuant to And In

Compliance With Regulation 3(1), 3(2) And 3(3) Read With Regulations 13, 14 And 15(1) Of The SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("SEBI (SAST) REGULATIONS, 2011").

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; -
Allotment of Equity Shares pursuant to Conversion of Warrants as per preferential allotment basis.
Redemption/Buy Back of Securities; NA

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
PEER REVIEWD FIRM: 1676/2022**

**CS PAYAL TACHAK
PROPRIETOR
FCS 13133
CP 15010**

**PLACE: MUMBAI
DATE: 02-09-2024
UDIN: F013133F001106995**

'ANNEXURE A'

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

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
PEER REVIEWD FIRM: 1676/2022

CS PAYAL TACHAK
PROPRIETOR
FCS 13133
CP 15010

PLACE: MUMBAI
DATE: 02-09-2024
UDIN: F013133F001106995

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.

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, 2024 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, 2024 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: 03-09-2024

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 2024, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Sstatement 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, 2024, 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, 2024. 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, 2024 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, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 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, 2024 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: 27th May, 2024
UDIN: 24153147BKETVC9765

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENT OF RKD AGRI & RETAIL LIMITED FOR THE YEAR ENDED 31ST MARCH 2024

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, 2024 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 overdues 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 31.03.24 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, the board of director of the Company on its Board meeting held on 5th May, 2023 approved the conversion of warrants and allotment of equity shares upon the receipt of balance subscription amount of Rs.1,30,12,500/- (being 75% of the issue price of Re.1/- each on 1,73,50,000 warrants) from the warrants holders pursuant to exercise of their rights of conversion into equity shares.

Further, the board on its meeting held on 10th February, 2024 approved the conversion of warrants and allotment of equity shares upon the receipt of balance subscription amount of Rs.1,76,06,250/- (being 75% of the issue price of Re.1/- each on 2,34,75,000 warrants) from the warrants holders pursuant to exercise of their rights of conversion into equity shares.

The Company has utilized the said amount for the purpose for what it was called for.

(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: 27th May, 2024

UDIN: 24153147BKETVC9765

For M N T AND ASSOCIATES LLP

CHARTERED ACCOUNTANTS

Firm Regn.No. W100115

(NISHIT PRAVIN TANNA)

PARTNER

Membership No. 153147

RKD AGRI & RETAIL LIMITED

Balance Sheet As At 31st March 2024

Particulars	Note No.	As At 31st March 2024	As At 31st March 2023
ASSETS			
(A) Non-Current assets			
(i) Property ,Plant and Equipment	1	47,98,983	59,16,854
(ii) Investment Property		-	-
(iii) Deferred Tax Assets/(Liability)		(83,405)	36,758
(iv) Goodwill		-	
(v) Financial Assets			
(a) Investments	2	32,595	32,595
(b) Loans and deposits	3	35,64,066	33,64,066
(B) Current Assets			
(i) Financial Assets			
(a) Closing stock		2,13,45,000.00	1,71,85,000.00
(b) Cash and Cash equivalents	4	25,81,636	55,81,183
(c) Sundry Debtors	5	1,37,59,022	1,08,35,880
(d) Other Current Assets	6	1,45,377	1,36,359
Total Rs.		4,61,43,274	4,30,88,695
EQUITY AND LIABILITIES			
Equity			
(i) Equity share capital	7	4,56,25,000	48,00,000
(ii) Warrant Application Money	8	33,43,750	1,35,50,000
(iii) Other Equity	9	-1,09,32,532	-1,13,91,095
(A) Non Current Liabilities			
(i) Financial Liabilities	10	-14,613	20,21,836
(B) Current Liabilities			
(i) Financial Liabilities			
(a)Borrowing	11	84,02,940	3,42,49,039
(b) Trade Payables	12	21,35,300	21,12,370
(c) Short Term Provisions	13	-24,16,571	-22,53,455
Total Rs.		4,61,43,274	4,30,88,695
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: 24153147BKETVC9765	DIN : 05354691	DIN : 05354674	
Date : 27/05/2024			
Place : Thane			

RKD AGRI & RETAIL LIMITED

Statement of Profit and Loss for the year ended 31st March 2024

Particulars	Note No	For the year ended March 31, 2024	For the year ended March 31, 2023
Revenue from operations		2,13,27,049	1,66,32,170
Other income	14	8,26,250	9,580
Total Rs.		2,21,53,299	1,66,41,750
Expenses:			
Purchase of Stock-in-Trade		1,88,13,039	1,80,79,286
Changes in Inventory		-41,60,000	-66,35,000
Employee benefit expenses	15	17,40,083	17,56,532
Finance Cost	16	3,02,138	3,05,311
Other expenses	17	35,74,247	23,14,552
Depreciation	1	13,05,067	3,75,784
Total expenses		2,15,74,574	1,61,96,465
Profit before exceptional items and tax		5,78,725	4,45,285
Profit before Tax		5,78,725	4,45,285
Tax expense:			
(i) Current tax		-	-
(ii) Deffered Tax		1,20,163	61,131
(iii) Excess tax provision for earlier years		-	-
Profit (Loss) for the period		4,58,562	3,84,154
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		4,58,562	3,84,154
Earnings per Equity Share	18		
(1) Basic		0.01	0.08
(2) Diluted		0.01	0.08
Significant Accounting Policies and Notes on Accounts	19		
As per our Report attached			
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: 24153147BKETVC9765	DIN : 05354691	DIN : 05354674	
Date : 27/05/2024 , Thane			

RKD AGRI & RETAIL LIMITED

Cash Flow Statement for the year ended 31 March 2024

Particulars		As at 31.03.2024	As at 31.03.2023
CASH FLOWS FROM OPERATING ACTIVITIES			
Net Profit before Taxation		5,78,725	4,45,284
Add: Deferred Tax		(1,20,163)	(61,131)
Add : Adjustments in R/s			-
Add: Asset Written Off			-
Less : Profit/loss on sale of assets (other income)			-
Operating profit before working capital changes		4,58,562	3,84,153
Increase /(Decrease) in Current Liabilities		(2,59,86,285)	(27,17,241)
(Increase) / Decrease in Sundry Debtors		(29,23,142)	40,99,375
(Increase) / Decrease in Loans & Advances (Operating Assets)		(2,00,000)	
(Increase) / Decrease in Fixed Assets		11,17,871	(49,34,794)
(Increase)/ Decrease in Other Assets		(9,018)	(3,08,745)
(Increase)/ Decrease in Inventory		(41,60,000)	(66,35,000)
Less : Income Tax paid		-	-
Cash generated from operations	(A)	(3,17,02,012)	(1,01,12,252)
CASH FLOWS FROM INVESTING ACTIVITIES			
Redemption of Investment		-	-
Net cash from investing activities	(B)	-	-
CASH FLOWS FROM FINANCING ACTIVITIES			
Increase / (Decrease) in Share Capital		3,07,38,913	1,35,50,000
Increase / (Decrease) in unsecured loans		(20,36,449)	12,44,298
Net cash from financing activities	(C)	2,87,02,464	1,47,94,298
Net Increase in Cash & Cash Equivalents	(A+B+C)	(29,99,548)	46,82,046
Opening Balance - Cash & Cash Equivalents		55,81,183	8,99,137
Closing Balance - Cash & Cash Equivalents		25,81,635	55,81,183
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: 24153147BKETVC9765	DIN : 05354691	DIN : 05354674	
Date : 27/05/2024			
Place : Thane			

RKD AGRI & RETAIL LIMITED

Notes Forming part of the financial statement for the year ended 31st March 2024

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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 capitalised as property, plant and equipment.

(iii) An Item of property, plant and equipment and any significant part initially recognised is derecognised 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 derecognised.

(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 recognised 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 recognised initially at their fair value and subsequently measured at amortised 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 recognised 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 31.03.2024	As at 31.03.2023
Details of Transactions with Related Parties during the year		
Loans Repayment during the year		
Meena Savla	1,00,000.00	2,22,480.00
Nilesh Savla	3,10,49,000.00	58,73,752.00
Balance Outstanding - Borrowings		-
Meena Savla	55,93,971.00	56,19,971.00
Nilesh Savla	28,08,969.00	2,86,29,069.00

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	2023-2024	2022-2023
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 Batukbhai Jogani
FRN - W100115	Director & CFO	Director	Company Secretary
UDIN: 24153147BKETVC9765	DIN : 05354691	DIN : 05354674	
Date : 27/05/2024			
Place : Thane			

RKD AGRI & RETAIL LIMITED

Notes Forming part of the financial statement for the year ended 31st March 2024

2. INVESTMENTS		
Particulars	As at 31.03.2024	As at 31.03.2023
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 31.03.2024	As at 31.03.2023
Loans and advances :		
Deposits	2,30,066	30,066
Magnum Steel Loan	7,84,000	7,84,000
Loans & Advances	25,50,000	25,50,000
Total Rs.	35,64,066	33,64,066

4. CASH AND CASH EQUIVALENTS		
Particulars	As at 31.03.2024	As at 31.03.2023
Cash on hand:		
In Indian Rupees	23,94,188	13,73,625
Bank balance :		
In Current Account - In India	1,87,448	42,07,558
Total Rs.	25,81,636	55,81,183

5. SUNDRY DEBTORS		
Particulars	As at 31.03.2024	As at 31.03.2023
Alfa Exports	-	25,665
GP Telecom Private Limited	-	1,180
HP Service Centre (Chakala)	-	2,657
Intertek India Pvt Ltd.	25,543	24,470
Key Enterprises	-	4,800
Macleods Pharmaceuticals Ltd-PALGHAR	11,84,079	14,94,330
Macleods Pharmaceuticals Ltd. (Sikkim)	1,882	1,882
Macload Pharmaceuticals Ltd -Daman	2,19,621	2,19,622
Om Enterprises	-	79,718
Prabhavati Industry	-	-
Royal Multi Print Solution	-	16,000
S M Teledirect Pvt Ltd	19,510	21,842
Solution Infinite Networks LLP	-	885
Sundry Debtors	1,23,07,148	89,56,990
The All India Plastics Mfg. Association	1,239	(14,160)
VU Videoconferencing Pvt Ltd	-	-
Total Rs.	1,37,59,022	1,08,35,880

6. OTHER CURRENT ASSETS		
Particulars	As at 31.03.2024	As at 31.03.2023
Prepaid Expenses	5,850	9,270
Bank Hold Money	30,000	-
Income Tax Refund	1,09,527	1,27,089
Total Rs.	1,45,377	1,36,359

7 & 8. EQUITY SHARE CAPITAL		
AUTHORISED		
Particulars	As at 31.03.2024	As at 31.03.2023
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		
45,625,000 (Previous Year : 4,800,000)	4,56,25,000	48,00,000
Equity Shares of Rs. 1/- each		
Warrant Application Money	33,43,750	1,35,50,000
Total Rs.	4,89,68,750	1,83,50,000
Details of shareholder holding more than 5% shares		
Nilesh Malshi Savla	18493405 (40.53%)	1793405 (8.10%)
Meena Nilesh Savla	13736310 (30.11%)	13736310 (62.01%)

(a) Terms/rights attached to Equity Shares

(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	4,08,25,000	-
Equity shares outstanding at the end of the year	4,56,25,000	48,00,000

9. OTHER EQUITY					
Particulars	Reserve & Surplus				Total Other Equity
	Investment Allowance Utilisation A/c	General Reserve	Retained Earning	Capital Reserve	
As on 01/04/2022	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				-	-
Total	6,00,000	9,39,456	(1,34,62,931)	5,32,380	(1,13,91,095)
As at 31/03/2023	6,00,000	9,39,456	(1,34,62,931)	5,32,380	(1,13,91,095)
Profit for the year	-	-	4,58,563		4,58,563
Reduction in Share Capital					-
Capital Reserve					-
As at 31/03/2024	6,00,000	9,39,456	(1,30,04,368)	5,32,380	(1,09,32,532)

10. FINANCIAL LIABILITIES		
Particulars	As at 31.03.2024	As at 31.03.2023
Bank OD A/c	(14,613)	20,21,836
	-14,613	20,21,836

11. BORROWINGS		

Particulars	As at 31.03.2024	As at 31.03.2023
Short term borrowings		
Advance Received from Directors		
1. Advance Received from Meena Savla	55,93,971	56,19,970
2. Advance Received from Nilesh Savla	28,08,969	2,86,29,069
	84,02,940	3,42,49,039

12. TRADE PAYABLES		
Particulars	As at 31.03.2024	As at 31.03.2023
9K Trading Co	1,251	609
Acefour Accessories Private Limited	-	1,19,859
Adbaaz Management Services Pvt Ltd	2,26,034	-
Ashika Capital Limited	(25,000)	(25,000)
Atul N Mehta Crs	-	14,225
Bitra Enterprises	2,35,810	4,35,810
BSE Limited	35,700	35,700
Central Depository Service Limited	(15,603)	(15,453)
Dia Printer	-	14,986
D M Enterprises	-	9,000
Edge Consultancy Services LLP	-	(2,40,594)
Gautam Agency	67,245	-
Hari Om Enterprise - P&S	22,893	36,101
HR Connections	(19,87,525)	-
Jain Distributors	40,463	-
Jal Agritech India Pvt Ltd	2,62,915	-
Kagaj Digital Retail - P&S	74,821	22,568
King Computer Peripherals - Mobile	-	735
Kisan Agro Centre	2,40,037	2,65,037
Kutch Polyplast	71,059	1,21,059
Lucky Plastics	31,781	24,828
MNT & Associates LLP	4,54,217	3,92,724
National Securities Depository Limited	12,620	-
Nevansh Business Support Services Private Limited	22,967	-
Nice Engineering	4,544	(73,685)
Nikhil Analytical and Research Laboratory	77,669	92,669
One 97 Communication Pvt Ltd	-	3,316
Patel Agro Traders	23,490	61,769
Payal Tachak & Associates	-	8,846
Phily Tone	5,49,295	1,71,094
PRS Associates	-	(1,800)
Purva Sharegistry (India) Pvt Ltd	2,03,207	1,45,761
Raka Reputation Management	-	9,072
Rushabh Trading Corporation	-	2,100
Sadguru Submercible	-	(4,588)
Safari Industries Limited	(50,573)	(51,267)
Samsonite South Asia Pvt Ltd	16,664	1,14,622
Senior	(73,422)	(73,422)
Shruti Electromics -Mobile	(91,816)	(91,816)
Shyam Spectrs Pvt Ltd	4,538	-
Soma Enterprises-Crs	-	(28,595)
Somnath Agriculture	-	28,595
Sundaram Digital World	-	18,990
Sweni Enterprise- Mobile	8,90,364	1,54,118
Truvisory Worldwide	2,30,400	2,30,400

12. TRADE PAYABLES		
Particulars	As at 31.03.2024	As at 31.03.2023
VIP Industries Limited – MH	5,43,909	1,80,839
Visvadipti Trademax Private Limited	35,346	-
Wasavi Krushi Private Limited	-	3,158
Total Rs.	21,35,300	21,12,370

13. CURRENT LIABILITIES		
Particulars	As at 31.03.2024	As at 31.03.2023
a) Other Current Liabilities		
TDS	90,109	84,866
GST	(31,04,640)	(29,35,968)
	(30,14,531)	(28,51,102)
b) Short Term Provisions		
Electricity Charges Payable	-	25,687
Salay Payable	46,000	20,000
Other Payable	5,51,960	5,51,960
	5,97,960	5,97,647
Total Rs.	(24,16,571)	-22,53,455

14. OTHER INCOME		
Particulars	For the Year ended 31.3.2024	For the Year ended 31.3.2023
Interest on Income Tax Refund	-	910
Discount Received	8,26,250	8,670
Total Rs.	8,26,250	9,580

15. EMPLOYEE BENEFIT EXPENSES		
Particulars	For the Year ended 31.3.2024	For the Year ended 31.3.2023
Salary	16,12,100	16,53,500
Staff Welfare	1,27,983	1,03,032
Total Rs.	17,40,083	17,56,532

16. FINANCE COST		
Particulars	For the Year ended 31.3.2024	For the Year ended 31.3.2023
Bank Charges	38,015	61,833
Interest on OD/CC	2,28,069	2,17,540
D.S.C Charges	-	1,500
Interest on TDS	9,550	2,265
NSDL Charges	-	1,180
Online Payment Charges	26,504	20,668
Paytm Machine Charges	-	325
Total Rs.	3,02,138	3,05,311

17. OTHER EXPENSES		
Particulars	For the Year ended 31.3.2024	For the Year ended 31.3.2023
Agriculture Expenses	4,58,423	4,66,340
Advertisement Expense	2,19,450	23,040
Cash Insurance	1,750	3,645
Courier Charges	10,127	5,810
Electricity Charges	1,58,123	1,67,780
General Expenses	10,008	22,785
Internet Charges	28,950	18,305
Discount Given	118	-
Donation	11,000	-

17. OTHER EXPENSES		
Particulars	For the Year ended 31.3.2024	For the Year ended 31.3.2023
Miscellaneous Expenses	-	5,639
Mobile Charges	8,128	6,400
Office Expenses	-	275
Office Utilities	59,275	21,761
Printing & Stationery Expenses	45,615	21,128
Repairs & Maintenance	32,455	7,500
Rent	8,40,000	-
Rounding Off	(34)	(17)
Stock Insurance	16,709	13,283
Website Fees	-	11,990
Audit Fees	1,20,000	1,20,000
Professional Fees	7,30,242	2,03,947
BSE Listing Fees	3,25,000	6,32,700
Chg for Monitoring Foreign Invest Limit	10,000	15,457
Issuer Fees	47,942	9,000
NSDL Fees	39,743	22,250
PTEC Paid	7,500	7,500
ROC Form Filing Fees	-	6,100
Sundry Expenses	6,783	-
Telephone Expenses	3,554	-
Petrol Expenses	450	21,041
Transportation Charges	51,210	80,500
Travelling & Conveyance	1,37,376	1,02,601
Labour Charges	1,94,350	19,000
VAT Amenity Payment - Prior Period Expenses	-	2,78,794
Total Rs.	35,74,247	23,14,553

18. EARNINGS PER SHARE		
Opening equity shares (Nos.)	48,00,000	48,00,000
Equity shares issued during the year (Nos.)	4,08,25,000	-
Closing equity shares (Nos.)	4,56,25,000	48,00,000
Weighted average number of equity shares used as denominator for basic earnings (Nos.)	4,56,25,000	48,00,000
Weighted average number of equity shares used as denominator for diluted earnings (Nos.)	4,56,25,000	48,00,000
Net profit after tax used as numerator (Amount in Rs.)	4,58,562	3,84,154
Basic earnings per Share (Amount in Rs.)	0.01	0.08
Diluted earnings per Share (Amount in Rs.)	0.01	0.08
Face value per share (Amount in Rs.)	1	1

**Form No. MGT-11
Proxy form**

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

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

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

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th Annual General Meeting of the company, to be held on **28TH SEPTEMBER, 2024** at **11.00 AM.** at **52 RAYFREDA BUILDING, JUNCTION OF MAHAKALI CAVES HOLY FAMILY CHURCH CHAKALA MIDC MUMBAI 400093** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sl. No.	Resolution(S)	Vote	
		For	Against
ORDINARY BUSINESS WITH ORDINARY RESOLUTION			
1.	Adoption Of Statement Of Profit & Loss, Balance Sheet, Report Of Director's And Auditor's For The Financial Year 31st March, 2024		
2.	Re-Appointment Of A Director In Place Of Mr. Nilesh Savla (Din: 05354691) Who Retires By Rotation, And Being Eligible Offers Himself For Reappointment.		
SPECIAL BUSINESS WITH SPECIAL RESOLUTION			
3.	Re-Appointment Of Hetal Dave (Din: 08397075) For A 2nd Term Of 5 Years As An Independent Director Of The Company		
4.	Regularization Of Appointment Of Roshni Rajendra Shedge (Din: 10742895) As An Independent Director Of The Company.		
5.	Regularization Of Appointment Of Raksha Yadav (Din: 10765140) As An Independent Director Of The Company.		
6.	Entering Into Farming Business With Related Parties Of Promoters And Promoters Of The Company On Mutual Consent Basis And Based On Mutual Profit Sharing Arrangements.		
7.	Appointment Of Mr. Nilesh Savla (Din: 05354691) As A Chairman And Managing Director Of The Company.		

* Applicable for investors holding shares in Electronic form.

Signed this ____day of ____20____

Affix Revenue Stamps

Signature of Shareholder Signature of Proxy holder Signature of the shareholder across
Revenue Stamp

Note: 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2) The proxy need not be a member of the company.

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 **28th September, 2024 at 11.00 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: _____

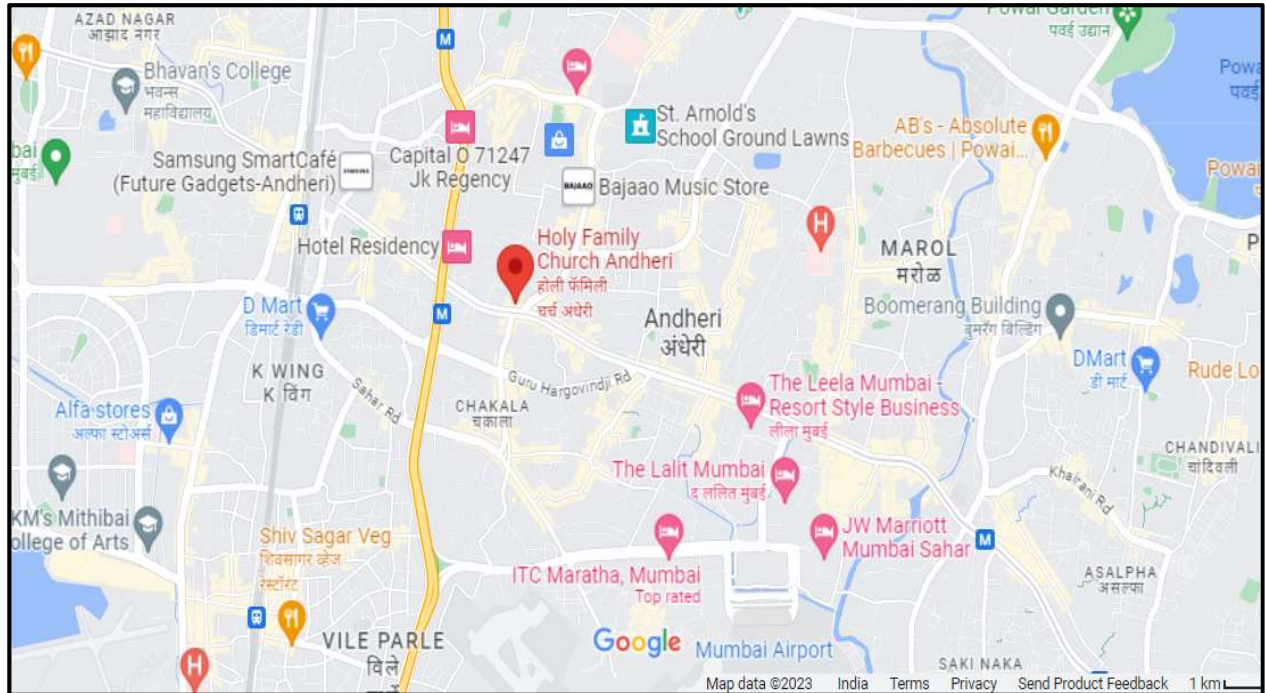
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EVSN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

Note:
E-voting period: 25 September, 2024 at 9.00 am IST & ends on 27 September, 2024 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**