

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: 26-08-2025

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 2024-2025 of RKD AGRI AND RETAIL LIMITED to be held on 19-09-2024.

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

39TH

**ANNUAL REPORT
(2024-2025)**

BOARD OF DIRECTORS & KMPs

Meena Nilesh Savla	Director
Nilesh Malshi Savla	Director & CFO
Roshani Shedge	Independent Director
Raksha Yadav	Independent Director
Hetal Dave	Independent Director
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	FRIDAY
Date	19-09-2025
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 39th Annual General Meeting of the Members of **RKD AGRI & RETAIL LIMITED** will be held on **FRIDAY, 19th September, 2025 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 2025, 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. **APPOINTMENT OF SECRETARIAL AUDITOR OF THE COMPANY PURSUANT TO PROVISIONS OF THE SEC 204 OF THE COMPANIES ACT 2013.**

To Consider with or without modification and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 (“the Act”) read with Rule 9 of the Companies (Appointment and Remuneration of managerial personnel) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modifications, amendments or re-enactments thereto), and further read with regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended to date, consent of the Company be and is hereby accorded to date, consent of the Company be and is hereby accorded for the appointment of **PAYAL TACHAK AND ASSOCIATES, COMPANY SECRETARIES**, as the Secretarial Auditor of the Company from Conclusion of 39th Annual General Meeting till the Conclusion of 44th Annual General Meeting of the Company to be held on FY 2029-2030 on such terms of remuneration, including reimbursement of out of pocket expenses, as may be mutually agreed to between the Board of Directors of the Company and the Secretarial Auditor.

“RESOLVED FURTHER THAT consent of the Company be and is accorded to the Board of Directors and the Company Secretary to do all such acts, deeds and things and to execute all such documents, instruments and writings, as may be required to give effect to the aforesaid resolution.”

By Order of the Board of Directors

Place: Mumbai
Date: 14-08-2025

Nilesh Savla
Managing 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 the accompanying Notice.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 3 of the Notice, is annexed hereto. Further, the relevant details as required pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is also annexed.
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 13th September, 2025 to 19th September, 2025 (both days inclusive) for the purpose of **Annual General Meeting (AGM)** of the Company to be held on 19th September, 2025.
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 2024-2025 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 39th 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 16th September, 2025 at (9.00 AM) and ends on 18th September, 2025 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 12th September, 2025, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding Shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ▪ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. ▪ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **RKD AGRI AND RETAIL LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows Phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) Those persons, who have acquired shares and have become Members of the Company after the dispatch of Notice of the AGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on cut-off date i.e. 12th September, 2025 shall view the Notice of the 39th 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).

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

AS REQUIRED UNDER SECTION 102(1) OF THE ACT, THE FOLLOWING EXPLANATORY STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO THE BUSINESS MENTIONED UNDER ITEM NO. 3 OF THE ACCOMPANYING NOTICE:

ITEM NO. 3

The Securities and Exchange Board of India ('SEBI') has amended the Listing Regulations with effect from December 12, 2024, by which every Listed Entity and its material unlisted subsidiary incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and their appointment shall be recommended by the Board for approval by the Shareholders.

The appointment of an individual as Secretarial Auditor shall not be for more than on term of five consecutive years or a Secretarial Audit Firm as Secretarial Auditor for not more than two consecutive terms of 5 consecutive years or a Secretarial Audit firm as Secretarial Auditor for not more than 2 terms of 5 Consecutive Years each, with the approval of the Shareholders in the Annual General Meeting.

In line with the SEBI notification, the Board subject to the approval of the Shareholders, processes to appoint **M/s. Payal Tachak and Associates, Practicing Company Secretary**, as Secretarial Auditor of the Company from the Conclusion of 39th Annual General Meeting till the Conclusion of 44th Annual General Meeting of the Company to be held for FY 2029-2030 as set out in the item no. 3 of the accompanying Notice.

Brief Profile:

M/s. PAYAL TACHAK AND ASSOCIATES, Company Secretary is registered with the Institute of Company Secretaries of India (ICSI) and the Proprietor **CS PAYAL TACHAK** has overall experience of 10 years in professional practice and have expertise in handling various matters pertaining and have expertise in handling various matters pertaining to listed / unlisted companies including that of Secretarial Audit.

Confirmation and Disclosures:

M/s. PAYAL TACHAK AND ASSOCIATES, have confirmed and disclosed that:

- They meet the criteria of independence and that they are eligible for appointment as Secretarial Auditor.
- They are not disqualified for appointment as per the Companies Secretaries Act, 1980 and rules & Regulations made thereunder and the Auditing Standards issued by ICSI.
- They have further confirmed that the proposed appointment is within the limits laid down by ICSI and that they do not have any conflict of interest in providing the Services of Secretarial Audit, to the Company in terms of the ICSI Auditing Standards on Audit Engagement.

Terms and conditions of the proposed appointment:

PAYAL TACHAK AND ASSOCIATES, Company Secretaries will be paid Audit fees plus applicable taxes and Out of Pocket expenses as mutually decided by Board of Directors of the Company and the Auditor on Year to Year basis for the entire tenure of 5 years.

Further, the Company may avail such other services from M/s. Payal Tachak & Associates, Company Secretaries, as are permitted under applicable rules / regulations, on such terms & conditions including the fees payable for availing such services, as may be agreed to between the Company and the Secretarial Auditor.

Rationale for the appointment:

The Board has assessed the veracity of the declarations and other certificates furnished by **M/s. Payal Tachak & Associates**, Company Secretaries and considering their experience, capability, the clientele it serves and

its technical expertise, and based on the recommendations of the Audit Committee, has opined that M/s. Payal Tachak & Associates, Company Secretaries, justify the conditions / criteria for their appointment as Secretarial Auditor of the Company and accordingly, recommends the said appointment to the Shareholders, for their approval.

Disclosure of Interest

None of the Directors, Key Managerial Personnel, of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the accompanying Notice.

ANNEXURE TO ITEM 2 OF THE NOTICE

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

Name of the Director	NILESH SAVLA
Director Identification Number (DIN)	05354691
Date of Birth	21/06/1975
Nationality	INDIAN
Date of Appointment on Board	14/11/2017
Qualification	B. PHIL
Shareholding in the Company	2,49,18,405
List of Directorships held in other Companies (excluding foreign and Section 8 Companies)	1. RKD BUSINESS PRIVATE LIMITED
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL
Profile: 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.	

By Order of the Board of Directors

Place: Mumbai
Date: 14-08-2025

Nilesh Savla
Managing Director
DIN: 05354691

DIRECTOR'S REPORT

TO,
RKD AGRI & RETAIL LIMITED
THE MEMBERS,

Your Directors have pleasure in presenting their 39th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2025.

1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY

The financial statements for the year ended 31st March, 2025 have been restated in accordance with Ind AS for comparative information.

Financial Summary as under:

Particulars	2024-2025	2023-2024
Gross Income	18,264,310	22,153,299
Net Profit/(Loss) Before Tax	-10,97,586	5,78,726
Provision for Tax	--	--
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	-10,97,586	5,78,726

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 2024-2025 is **Rs. -10,97,586/-**.

4. CHANGE IN SHARE CAPITAL

1,28,25,000 equity shares of Re. 1/- each issued at par on preferential basis allotted during the year in two tranches as under:

1,22,41,666 Equity Shares allotted on 05-09-2024 & 5,83,334 Equity Shares allotted on 09-09-2024.

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

The paid up capital of the Company as on date is 5,84,50,000 Equity Shares of Re. 1/- each.

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, 2025 and the date of this Directors' Report i.e. 14th August, 2025 except as mentioned in this Report.

11. DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

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

12. MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year Seven 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.	27-05-2024	1.	27-05-2024
2.	09-08-2024	2.	09-08-2024
3.	03-09-2024	3.	14-11-2024
4.	05-09-2024	4.	12-02-2024
5.	09-09-2024		
6.	14-11-2024		
7.	12-02-2025		

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	Raksha Yadav	Independent Director	Chairman
2	Hetal Dave	Independent Director	Member
3	Roshni Shedge	Independent Director	Member

2) Nomination and Remuneration Committee

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

Sr. No.	Name	Category	Designation
1	Raksha Yadav	Independent Director	Chairman
2	Hetal Dave	Independent Director	Member
3	Roshni Shedge	Independent Director	Member

3) Stakeholders Relationship Committee

The composition of the Stakeholders Relationship Committee is as under:

Sr. No.	Name	Category	Designation
1	Raksha Yadav	Independent Director	Chairman
2	Hetal Dave	Independent Director	Member
3	Roshni Shedge	Independent Director	Member

15. REMUNERATION POLICY

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

16. DIRECTOR'S RESPONSIBILITY STATEMENT

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

- In the preparation of the annual accounts, the applicable accounting standards have been followed.
- 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.
- 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.
- The directors have prepared the annual accounts on a going concern basis.
- 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.
- 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. INTERNAL AUDIT

At the beginning of each financial year, an audit plan is rolled out with approval of the Company's Audit Committee. The Plan is aimed at evaluation of the efficacy and adequacy of internal Control systems and Compliance thereof, robustness of Internal Processes, policies and accounting procedures and Compliance with laws and regulations. Based on the reports of Internal Audit, process owners undertake corrective action in their respective areas. Significant Audit Observations and corrective actions are periodically presented to the Audit Committee of the Board.

19. 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.

20. INTERNAL FINANCIAL CONTROLS RELATED TO FINANCIAL STATEMENTS:

The Company has an adequate system of Internal Financial Control Commensurate with its size and scale of operations, procedures and policies, ensuring efficient and orderly conduct of its business, including adherence to the Company's policy, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial Information.

Based on the assessment carried out by the Management and the evaluation of the results of the assessment, the Board is of the opinion that the Company has adequate Internal Financial Control System that is operating effectively during the year under review.

There are no instances of fraud which necessitates reporting of material mis-statement to the Company's operations.

21. REPORTING FRAUDS

During the year under review, there have been no frauds reported by the Statutory Auditors of the Company under sub-section (12) of Section 143 of the Act.

22. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

During the year under review and till date of this Report, the Company has neither made any application against anyone nor were any proceedings pending against the Company under the Insolvency and Bankruptcy Code, 2016.

23. COMPLIANCE WITH THE MATERNITY BENEFIT ACT 1961

The Company has complied with the provisions of the Maternity Benefit Act, 1961, including all applicable amendments and rules framed thereunder. The Company is committed to ensuring a safe, inclusive and supportive workplace for women employees. All eligible women employees are provided with maternity benefits as prescribed under the Maternity Benefit Act, 1961, including paid maternity leave, nursing breaks, and protection from dismissal during maternity leave.

The Company also ensures that no discrimination is made in recruitment or service conditions on the grounds of maternity. Necessary systems and HR Policies are in place to uphold the Spirit and letter of Legislation.

24. GENDER-WISE COMPOSITION OF EMPLOYEES

In alignment with the Principles of Diversity, Equity and inclusion (DEI), the Company discloses below the gender composition of its workforce as on the March 31, 2025.

Male Employees: 8

Female Employees: 0

Transgender Employees: NIL

This disclosure reinforces the Company's efforts to promote an inclusive workplace culture and equal opportunity for all individuals, regardless of gender.

25. DOWNSTREAM INVESTMENT

The Company neither have any Foreign Direct Investment (FDI) nor invested as any Downstream Investment in any other Company in India.

26. 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 2024-2025.

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. 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 made delayed payment of Listing fees to the BSE Limited for Financial Year 2024-2025 & 2025-2026. Company will make sure to do the payments within due dates in future.

Furthermore, with reference to the SEBI adjudication Penalty company is in process to Complete the Adjudication process and do the needed under the professional Guidance and as per SEBI Adjudication laws. The report of the Secretarial Auditors is enclosed as **ANNEXURE I** to this report.

27. 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.

28. UNSECURED LOAN FROM DIRECTOR

During the year under review, the Company has accepted an unsecured loan from the Directors or their relatives, who provided a declaration in writing to that effect that the amount is not been given out of funds acquired by him by borrowing or accepting loans or deposits from others.

29. COMPANY'S POLICY RELATING TO APPOINTMENT, PYMENT OF REMUNERATION TO DIRECTORS, AND DISCHARGE OF THEIR DUTIES:

The provisions of Section 178(1) relating to the constitution of the Nomination and Remuneration Committee is not applicable to the Company and hence the Company has not devised any policy as required under Section 178 of the Companies Act, 2013.

30. 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 compliant received. All employees (permanent or contractual trainees) are covered under the policy.

No compliant was received from any employees of the Company or otherwise during the financial year 2024-2025 and hence no complaint is outstanding as on 31 March, 2025 for Redressal.

31. 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.

32. 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.

33. 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.

However, during the year the Company has not entered any new 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 applicable to the Company for FY 2024-2025.

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.

34. EXTRACT OF ANNUAL RETURN

The Annual Return for Financial Year 2024-2025 as per provisions of the Act and Rules thereto, is available on the Company's website at www.hfpltd.in.

35. 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.

36. 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.

37. 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.

38. INDUSTRIAL RELATIONS

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

39. 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.

40. 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.

41. 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: 14-08-2025**

**Nilesh Malshi Savla
Managing 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, 2025

[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, 2025 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, 2025 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;
 - ii. 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, 2015;
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - e) The Securities and Exchange Board of India (Depositories and Participates) Regulations, 2018 and the Regulations and bye-laws framed thereunder;
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 2024-2025:
 - 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 Non-Convertible Securities), 2021

- 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, 2021; and
 - e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
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. 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 made delayed payment of Listing fees to the BSE Limited for Financial Year 2024-2025 & Listing fees for FY 2025-2026 to be paid to BSE is pending as on the date of this Report.

I further report that:

1,28,25,000 equity shares of Re. 1/- each issued at par on preferential basis allotted during the year in two tranches as under:

- 1,22,41,666 equity shares of Re. 1/- each allotted on 05-09-2024 having distinctive no. 45625001 – 57866666 at a par to Promoter and Non-Promoter on a preferential basis.
- 5,83,334 Equity Shares of Re. 1/- each allotted on 09-09-2024 at par with the existing Equity Shares of the Company having distinctive No. 57866667 – 58450000 on a preferential basis.

The paid up capital of the Company as on date is 5,84,50,000 Equity Shares of Re. 1/- each.

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 Company had received Show Cause Notice dated 24th February, 2025 vide notice no. SEBI/HO/EAD-08/AS/VC/5786/1-2/2025 addressing to Meena Savla and Nilesh Savla under Rule 4(1) of the SEBI (Procedure for holding and imposing Penalties) Rules, 1995 read with Section 15-I of Securities and Exchange Board of India Act, 1992 in the matter of RKD Agri and Retail Limited.

As per the SCN the competent Authority is prima facie of the view that there are three grounds to adjudicate upon the alleged violations on Meena Savla and Nilesh Savla by the following entities and under the following provisions of the law:

1. Regulation 3(1) Read with Regulation 3(3) of SEBI (SAST) Regulations, 2011
2. Regulation 3(2) Read with Regulation 3(3) of SEBI (SAST) Regulations, 2011.
3. Regulation 29(2) and Regulation 29(3) read with Regulation 28(2) of SEBI (SAST) Regulations, 2011.

For the above mentioned 3 violations via adjudication officer has imposed penalty via SEBI Order Order/JS/VC/2025-26/31549-31550 dated 28th July 2025 as under:

NILESH MALSI SAVLA	Regulation 3(1) Read with Regulation 3(3) of SEBI (SAST) Regulations, 2011	Penalty of Rs. 10,00,000/- under Sec. 15H of SEBI SAST Reg.
MEENA MILESH SAVLA	Regulation 3(2) Read with Regulation 3(3) of SEBI (SAST) Regulations, 2011	Penalty of Rs. 10,00,000/- under Sec. 15H of SEBI SAST Reg.
NILESH MALSHI SAVLA & MEENA SAVLA	Regulation 29(2) and Regulation 29(3) read with Regulation 28(2) of SEBI (SAST) Regulations, 2011.	Penalty of Rs. 1,00,000/- under Sec. 15A(b) of SEBI SAST Reg.

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.

I further report that; 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: 14-08-2025
UDIN: F013133G001021305**

'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: 14-08-2025
UDIN: F013133G001021305

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. Management of the Company is in new market search for diversification and exploring Business Segment of Agriculture in the year 2024-2025.

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, 2025 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, 2025 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: 14-08-2025

Place: Mumbai

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

INDEPENDENT AUDITOR'S REPORT**TO THE BOARD OF DIRECTORS OF RKD AGRI & RETAIL LIMITED****Report on the audit of the Standalone Financial Results****Opinion**

We have audited the accompanying standalone quarterly financial results of **RKD AGRI & RETAIL LIMITED** for the quarter ended **31st March, 2025** and the year to date results for the period from **01.04.2024 to 31.03.2025** attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us these standalone financial results:

- i. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- ii. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards and other accounting principles generally accepted in India of net profit and other comprehensive income and other financial information for the quarter ended **31st March, 2025** as well as the year to date results for the period from **01.04.2024 to 31.03.2025**.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Results* 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 results under the provisions of the Companies Act, 2013 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 opinion.

Management's Responsibilities for the Standalone Financial Results

These quarterly financial results as well as the year to date standalone financial results have been prepared on the basis of the interim financial statements. The Company's Board of Directors are responsible for the preparation of these financial results that give a true and fair view of the net profit/loss and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, 'Interim Financial Reporting' prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. 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 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 financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial results, the Board of Directors are 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 the Board of Directors 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 Financial Results

Our objectives are to obtain reasonable assurance about whether the standalone financial results 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 financial results.

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 financial results, 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, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' 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 results 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 financial results, including the disclosures, and whether the financial results 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.

For M N T AND ASSOCIATES LLP
Chartered Accountants
FRN: W100115

CA Nishit Pravin Tanna
Partner, M No.153147
UDIN: 25153147BMJDIA9953

Date: 27th May, 2025.

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENT OF RKD AGRI & RETAIL LIMITED FOR THE YEAR ENDED 31ST MARCH 2025

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, 2025 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)

1,28,25,000 equity shares of Re. 1/- each issued at par on preferential basis allotted during the year in two tranches as under:

1,22,41,666 equity shares of Re. 1/- each allotted on 05-09-2024 having distinctive no. 45625001 – 57866666 at a par to Promoter and Non-Promoter on a preferential basis.

5,83,334 Equity Shares of Re. 1/- each allotted on 09-09-2024 at par with the existing Equity Shares of the Company having distinctive No. 57866667 – 58450000 on a preferential basis.

The paid up capital of the Company as on date is 5,84,50,000 Equity Shares of Re. 1/- each.

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, 2025

UDIN: 25153147BMJDIA9953

**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 2025

Particulars	Note No.	As At 31st March 2025	As At 31st March 2024
ASSETS			
(A) Non-Current assets			
(i) Property ,Plant and Equipment	1	5,710,519	4,798,983
(ii) Investment Property		-	-
(iii) Deferred Tax Assets/(Liability)			
(iv) Goodwill		-	
(v) Financial Assets			
(a) Investments	2	32,595	32,595
(b) Loans and deposits			
(B) Current Assets			
(i) Financial Assets			
(a) Closing stock		24,547,000.00	21,345,000.00
(b) Cash and Cash equivalents	3	3,087,341	2,596,249
(c) Sundry Debtors	4	13,598,417	13,759,023
(d) Current Tax Assets (Net)		(152,357)	(83,405)
(e) Loans and deposits	5	3,364,066	3,364,066
(f) Other Current Assets	6	1,403,503	345,377
Total Rs.		51,591,084	46,157,888
EQUITY AND LIABILITIES			
Equity			
(i) Equity share capital	7	58,450,000	45,625,000
(ii) Warrant Application Money	8	137,500	3,343,750
(iii) Other Equity	9	(12,099,070)	(10,932,532)
(A) Non-Current Liabilities			
(i) Financial Liabilities			
(a)Borrowing	10	6,224,240	8,402,940
(B) Current Liabilities			
(i) Financial Liabilities			
(a)Borrowing			
(b) Trade Payables	11	1,508,601	2,135,300
(c) Short Term Provisions	12	637,460	597,960
(d) Current Tax Liabilities (Net)	13	- 3,267,646.00	- 3,014,531.00
Total Rs.		51,591,084	46,157,888

Significant Accounting Policies and Notes on Accounts

For M N T and Associates LLP
Chartered Accountants

CA Nishit Pravin Tanna
Partner,
Membership No. 153147
FRN - W100115
UDIN: 25153147BMJDIA9953
Date : 27/05/2025
Place : Thane

For and on behalf of the Board

Nilesh Malshi
Savla
Director & CFO
DIN : 05354691

Meena Nilesh
Savla
Director
DIN : 05354674

Ghelabhai Batukbhai
Jogani
Company Secretary

RKD AGRI & RETAIL LIMITED

Statement of Profit and Loss for the year ended 31st March 2025

Particulars	Note No	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from operations		18,249,780	21,327,049
Other income	14	14,530	826,250
Total Rs.		18,264,310	22,153,299
Expenses:			
Purchase of Stock-in-Trade		16,324,114	18,813,039
Changes in Inventory		-3,202,000	-4,160,000
Employee benefit expenses	15	1,525,602	1,740,083
Finance Cost	16	28,226	302,138
Other expenses	17	3,632,723	3,574,245
Depreciation	1	1,053,231	1,305,067
Total expenses		19,361,895	21,574,573
Profit before exceptional items and tax		(1,097,586)	578,726
Profit before Tax		(1,097,586)	578,726
Tax expense:			
(i) Current tax		-	-
(ii) Deferred Tax			
(iii) Excess tax provision for earlier years		-	-
Profit (Loss) for the period		(1,097,586)	578,726
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		(1,097,586)	578,726
Earnings per Equity Share	18		
(1) Basic		(0.02)	0.01
(2) Diluted		(0.02)	0.01
Significant Accounting Policies and Notes on Accounts	19		
As per our Report attached			

For M N T and Associates LLP
Chartered Accountants

CA Nishit Pravin Tanna
Partner,
Membership No. 153147
FRN - W100115
UDIN: 25153147BMJDIA9953
Date : 27/05/2025
Place : Thane

For and on behalf of the Board

Nilesh Malshi
Savla
Director & CFO
DIN : 05354691

Meena Nilesh
Savla
Director
DIN : 05354674

Ghelabhai Batukbhai
Jogani
Company Secretary

RKD AGRI & RETAIL LIMITED

Cash Flow Statement for the year ended 31 March 2025

Particulars		As at 31.03.2025	As at 31.03.2024
CASH FLOWS FROM OPERATING ACTIVITIES			
Net Profit before Taxation		(1,097,586)	578,726
Add: Deferred Tax		-	-
Add : Adjustments in R/s		-	-
Add: Asset Written Off		-	-
Less : Profit/loss on sale of assets (other income)			-
Operating profit before working capital changes		(1,097,586)	578,726
Increase /(Decrease) in Current Liabilities		(840,314)	(140,186)
(Increase) / Decrease in Sundry Debtors		160,606	(2,923,142)
(Increase) / Decrease in Loans & Advances (Operating Assets)		-	-
(Increase) / Decrease in Fixed Assets		(911,536)	1,117,871
(Increase)/ Decrease in Other Assets		(989,174)	(88,855)
(Increase)/ Decrease in Inventory		(3,202,000)	(4,160,000)
Less : Income Tax paid		-	-
Cash generated from operations	(A)	(6,880,004)	(5,615,586)
CASH FLOWS FROM INVESTING ACTIVITIES			
Redemption of Investment		-	-
Net cash from investing activities	(B)	-	-
CASH FLOWS FROM FINANCING ACTIVITIES			
Increase / (Decrease) in Share Capital		9,549,798	30,498,587
Increase / (Decrease) in unsecured loans		(2,178,700)	(27,867,935)
Net cash from financing activities	(C)	7,371,098	2,630,652
Net Increase in Cash & Cash Equivalents	(A+B+C)	491,094	(2,984,934)
Opening Balance - Cash & Cash Equivalents		2,596,249	5,581,183
Closing Balance - Cash & Cash Equivalents		3,087,341	2,596,249

For M N T and Associates LLP
Chartered Accountants

CA Nishit Pravin Tanna
Partner,
Membership No. 153147
FRN - W100115
UDIN: 25153147BMJDIA9953
Date : 27/05/2025
Place : Thane

For and on behalf of the Board

Nilesh Malshi
Savla
Director & CFO
DIN : 05354691

Meena Nilesh
Savla
Director
DIN : 05354674

Ghelabhai Batukbhai
Jogani
Company Secretary

Note No. 1								
TANGIBLE ASSETS				DEPRICIATION			NETBLOCK	
	GROSS BLOCK							
PARTICULARS		ADDITIONS	TOTAL	AS AT	FOR THE	UP TO		
	AS AT	DURING		1.4.2024	YEAR	31.03.2025	AS AT	AS AT
	1.4.2024	THE YEAR					31.3.2025	31.3.2024
Block 0%	-	10,77,520.00	10,77,520.00	-			10,77,520.00	-
Block 10%	28,62,313.00	7,90,521.00	36,52,834.00	8,31,747.00	5,32,163.00	13,63,910.00	22,88,924.00	20,30,566.00
Block 15%	39,03,419.00	96,726.00	40,00,145.00	12,19,372.00	5,07,644.00	17,27,016.00	22,73,129.00	26,84,047.00
Block 40%	1,61,211.00	-	1,61,211.00	76,841.00	13,424.00	90,265.00	70,946.00	84,370.00
Total Rs.	69,26,943.00	19,64,767.00	88,91,710.00	21,27,960.00	10,53,231.00	31,81,191.00	57,10,519.00	47,98,983.00

2. INVESTMENTS		
Particulars	As at 31.03.2025	As at 31.03.2024
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. CASH AND CASH EQUIVALENTS		
Particulars	As at 31.03.2025	As at 31.03.2024
Cash on hand:		
In Indian Rupees	2,804,500	2,394,188
Bank balance :		
In Current Account - In India	282,841	202,061
Total Rs.	3,087,341	2,596,249

4. SUNDRY DEBTORS		
Particulars	As at 31.03.2025	As at 31.03.2024
Alfa Exports	103,132	-
Big Promotions	29,504	-
GP Telecom Private Limited	56,330	-
Intertek India Pvt Ltd.	25,725	25,543
Macleods Pharmaceuticals Ltd-PALGHAR	717,685	1,184,079
Macleods Pharmaceuticals Ltd. (Sikkim)	1,882	1,882
Macload Pharmaceuticals Ltd -Daman	219,622	219,622
Monarch Enterprises	11,000	-
SHREYA LIFE SCIENCES PVT LTD.	18,000	-
S M Teledirect Pvt Ltd	18,247	19,510
Sundry Debtors	12,397,290	12,307,148
The All India Plastics Mfg. Association	-	1,239
Total Rs.	13,598,417	13,759,023

5. LOANS AND DEPOSITS		
Particulars	As at 31.03.2025	As at 31.03.2024
Loans and advances :		
Deposits	30,066	30,066
Magnum Steel Loan	784,000	784,000
Loans & Advances	2,550,000	2,550,000
Total Rs.	3,364,066	3,364,066

6. OTHER CURRENT ASSETS		
Particulars	As at 31.03.2025	As at 31.03.2024
New Patil Saw Mill Shop Deposit	1,100,000	-
Shop Rent Deposit - Nilesh Savla	200,000	200,000
Prepaid Expenses	12,930	5,850
Bank Hold Money	30,000	30,000
TCS Receivable	25,026	-
Income Tax Refund	35,547	109,527
Total Rs.	1,403,503	345,377

7 & 8. EQUITY SHARE CAPITAL		
<u>AUTHORISED</u>		
Particulars	As at 31.03.2025	As at 31.03.2024
70,000,000 (Previous Year : 70,000,000)	70,000,000	70,000,000
Equity Shares of Rs. 1/- each		
	70,000,000	70,000,000
<u>Shares , subscribed and paid up</u>		
58,450,000 (Previous Year : 45,625,000)	58,450,000	45,625,000
Equity Shares of Rs. 1/- each		
<u>Warrant Application Money</u>		
	137,500	3,343,750
Total Rs.	58,587,500	48,968,750
<u>Details of share holder holding more than 5% shares</u>		
Nilesh Malshi Savla	24918405 (42.63%)	18493405 (40.53%)
Meena Nilesh Savla	16736310 (28.63%)	13736310 (30.11%)
(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	45,625,000	4,800,000
Equity shares issued during the year	12,825,000	40,825,000
Equity shares outstanding at the end of the year	58,450,000	45,625,000

9. OTHER EQUITY					
Particulars	Reserve & Surplus				Total Other Equity
	Investment Allowance Utilization A/c	General Reserve	Retained Earning	Capital Reserve	
As on 01/04/2023	600,000	939,456	(13,462,931)	532,380	(11,391,095)
Profit for the year	-	-	458,563	-	458,563
Reduction in Share Capital			-		-
Capital Reserve				-	-
Total	600,000	939,456	(13,004,368)	532,380	(10,932,532)

As at 31/03/2024	600,000	939,456	(13,004,368)	532,380	(10,932,532)
Profit for the year	-	-	(1,097,586)		(1,097,586)
Deffered Tax			(68,952)		(68,952)
Reduction in Share Capital					-
Capital Reserve					-
As at 31/03/2025	600,000	939,456	(14,170,906)	532,380	(12,099,070)

10. BORROWINGS		
Particulars	As at 31.03.2025	As at 31.03.2024
Short term borrowings		
Advance Received from Directors		
1. Advance Received from Meena Savla	1,454,571	5,593,971
2. Advance Received from Nilesh Savla	4,769,669	2,808,969
	6,224,240	8,402,940

11. TRADE PAYABLES		
Particulars	As at 31.03.2025	As at 31.03.2024
9K Trading Co	-	1,251
Acefour Accessories Private Limited	51,121	-
Adbaaz Management Services Pvt. Ltd	27,672	226,034
Aditya Enterprises	(14,000)	-
Agrobiotechnology Pvt Ltd	(300,100)	-
Ashika Capital Limited	(25,000)	(25,000)
Bitra Enterprises	55,810	235,810
BSE Limited	19,700	35,700
Central Depository Service Limited	-	(15,603)
Dia Printer	23,010	-
DIYAAN ENTERPRISES	10,700	-
Egale Storage System	(27,730)	-
Gautam Agency	27,856	67,245
Hari Om Enterprise - P&S	32,659	22,893
HR Connections	(1,454,725)	(1,987,525)
Jain Distributors	-	40,463
Jal Agritech India Pvt Ltd	45,355	262,915
Jalaram Bag Craft	30,287	-
Kagaj Digital Retail - P&S	71,656	74,821
Kisan Agro Centre	104,937	240,037
Kutch Polymer	(224,125)	-
Kutch Polyplast	69,764	71,059
Lucky Plastics	2,191	31,781
Lucky Platics & Stationery Ltd.	4,400	-
Luggage World	64,221	-
MNT & Associates LLP	560,276	454,217
National Securities Depository Limited	129,240	12,620
Nevansh Business Support Services Private Limited	-	22,967
Nice Engineering	-	4,544
Nikhil Analytical and Research Laboratory	77,669	77,669
Patel Agro Traders	25,590	23,490
Patel Farm and Chemicals	(22,820)	-
Payal Tachak & Associates	6,120	-

11. TRADE PAYABLES		
Particulars	As at 31.03.2025	As at 31.03.2024
Phily Tone	99,884	549,295
PRISM	40,875	-
Purva Sharegistry (India) Pvt Ltd	188,843	203,207
PV Media Vision Pvt Ltd	4,366	-
RAMESHWAR INDUSTRIES	3,886	-
Reliance Enterprise	(2,318)	-
Rightful Consultancy Services LLP	25,000	-
Sadguru Submercible	(109,500)	-
Safari Industries Limited	(50,573)	(50,573)
Samsonite South Asia Pvt Ltd	(11,000)	16,664
Senior	(73,421)	(73,422)
Shruti Electromics -Mobile	(91,816)	(91,816)
Shyam Spectrs Pvt Ltd	-	4,538
Sweni Enterprise- Mobile	446,211	890,364
Truvisory Worldwide	230,400	230,400
VIP Industries Limited - MH	1,466,030	543,909
Visvadipti Trademax Private Limited	-	35,346
Wellsun Farmer Fertilizer Private Limited	(30,000)	-
Total Rs.	1,508,601	2,135,300

12. CURRENT LIABILITIES		
Particulars	As at 31.03.2025	As at 31.03.2024
Short Term Provisions		
Salay Payable	48,000	46,000
Other Payable	551,960	551,960
Remuneration Payable :		
Raksha Yadav - Director Remuneration Payable	7,500	-
Roshani Shinde - Director Remuneration Payable	30,000	-
	637,460	597,960

13. Current Tax Liabilities (Net)		
Particulars	As at 31.03.2025	As at 31.03.2024
a) Other Current Liabilities		
TDS	117,524	90,109
GST	(3,385,270)	(3,104,640)
PTRC	100	-
	(3,267,646)	(3,014,531)

14. OTHER INCOME		
Particulars	For the Year ended 31.3.2025	For the Year ended 31.3.2024
Interest on Income Tax Refund		-
Discount Received	14,530	826,250
Total Rs.	14,530	826,250

15. EMPLOYEE BENEFIT EXPENSES		
Particulars	For the Year ended 31.3.2025	For the Year ended 31.3.2024
Salary	1,391,200	1,612,100
Staff Welfare	134,402	127,983
Total Rs.	1,525,602	1,740,083
16. FINANCE COST		

Particulars	For the Year ended 31.3.2025	For the Year ended 31.3.2024
Bank Charges	3,287	38,015
Interest on OD/CC	-	228,069
D.S.C Charges	9,000	-
Interest on TDS	5,930	9,550
Online Payment Charges	10,009	26,504
Total Rs.	28,226	302,138

17. OTHER EXPENSES		
Particulars	For the Year ended 31.3.2025	For the Year ended 31.3.2024
Agriculture Expenses	419,323	458,423
Raksha Yadav - Director Remuneration	52,500	-
Roshani Shinde - Director Remuneration	42,000	-
AC Maintainance	20,000	-
Advertisement Expense	234,760	219,450
Cash Insuarance	-	1,750
Courier Charges	9,594	10,127
Discount Given	-	118
Electricity Charges	283,614	158,123
General Expenses	16,018	10,008
General Insurance Charges	7,770	-
Internet Charges	15,188	28,950
Mobile Charges	9,699	8,128
Office Expenses	2,850	-
Office Utilities	71,794	59,275
Printing & Stationery Expenses	48,010	45,615
Repairs & Maintenance	39,290	32,455
Rounding Off (R)	(15)	(34)
Software Charges	3,000	-
Stock Insuarance	5,850	16,709
Sundry Expenses	-	6,783
Telephone Expenses	-	3,554
Website Charges	5,150	-
Audit Fees	120,000	120,000
Consultancy Services	173,300	-
Professional Fees	320,580	730,242
Shop Rent	840,000	840,000
Anual Custody Charges	9,000	-
BSE Listing Fees	385,000	325,000
Chg for Monitoring Foreign Invest Limit	12,000	10,000
Document Processing Fees	20,000	-
Issuer Fees	22,500	47,942
NSDL Fees	120,000	39,743
PTEC Paid	-	7,500
PTRC Paid	7,400	-
ROC Form Filing Fees	1,770	-
Petrol Expenses	2,060	450
Transportation Charges	678	51,210
Travelling & Conveyance	142,927	137,376
Donation	-	11,000

Labour Charges	169,113	194,350
Total Rs.	3,632,723	3,574,246

18. EARNINGS PER SHARE		
Opening equity shares (Nos.)	45,625,000	4,800,000
Equity shares issued during the year (Nos.)	12,825,000	40,825,000
Closing equity shares (Nos.)	58,450,000	45,625,000
Weighted average number of equity shares used as denominator for basic earnings (Nos.)	58,450,000	45,625,000
Weighted average number of equity shares used as denominator for diluted earnings (Nos.)	58,450,000	45,625,000
Net profit after tax used as numerator (Amount in Rs.)	(1,097,586)	578,726
Basic earnings per Share (Amount in Rs.)	(0.02)	0.01
Diluted earnings per Share (Amount in Rs.)	(0.02)	0.01
Face value per share (Amount in Rs.)	1	1

**For M N T and Associates LLP
Chartered Accountants**

CA Nishit Pravin Tanna
Partner,
Membership No. 153147
FRN - W100115
UDIN: 25153147BMJDIA9953
Date : 27/05/2025
Place : Thane

For and on behalf of the Board

Nilesh Malshi
Savla
Director & CFO
DIN : 05354691

Meena Nilesh
Savla
Director
DIN : 05354674

Ghelabhai Batukbhai
Jogani
Company Secretary

Notes Forming part of the financial statement for the year ended 31st March 2025**Notes -19****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 an 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:

(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 utilized.

(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 amortized cost using the effective interest method.

(L) Financial Instruments:

i) Financial Asset

Financial Assets are measured at amortized 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 categorization. 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 31.03.2025	As at 31.03.2024
Details of Transactions with Related Parties during the year		
Loans Repayment during the year		
Meena Savla	5,715,000.00	100,000.00
Nilesh Savla	7,172,000.00	31,049,000.00
Balance Outstanding - Borrowings		-
Meena Savla	1,454,571.00	5,593,971.00
Nilesh Savla	4,769,669.00	2,808,969.00
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 realize the asset and settle the liability simultaneously

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	2024-2025	2023-2024
Audit Fee	120,000	120,000
Limited Review	-	-
For Certification/ other Services	-	-

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

As part of our Audit **procedures for M/s. RKD AGRI AND RETAIL LIMITED** for the year ended 31st March, 2025, we were required to verify compliance with MSME payments. This clause mandates that any sum payable to micro or small enterprises must be paid within the time limits specified under the Micro, Small and Medium Enterprises Development Act, 2006. During our audit, we observed that the Company does not maintain adequate records or systems to correctly identify all its suppliers who qualify as micro or small enterprises as defined under the Act. Without comprehensive and classification of these suppliers, we were unable to verify whether the payments to such enterprises were made within the prescribed time frame.

Due to this limitation, we are unable to determine if the Company has fully complied with the provisions of said clause. As a result, we disclaim our opinion on this matter for the purposes of the Audit Report. This disclaimer pertains exclusively to compliance with MSME clause and does not affect our opinion on other matters covered in the Audit Report.

For M N T and Associates LLP Chartered Accountants	For and on behalf of the Board		
CA Nishit Pravin Tanna Partner, Membership No. 153147 FRN - W100115 UDIN: 25153147BMJDIA9953 Date : 27/05/2025 Place : Thane	Nilesh Malshi Savla Director & CFO DIN : 05354691	Meena Nilesh Savla Director DIN : 05354674	Ghelabhai Batukbhai Jogani Company Secretary

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 39th Annual General Meeting of the company, to be held on 19TH SEPTEMBER, 2025 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 31 st March, 2025		
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 ORDINARY RESOLUTION			
3.	To Appoint Secretarial Auditor of the Company for the term of 5 years.		

* 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 **19th September, 2025 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: _____

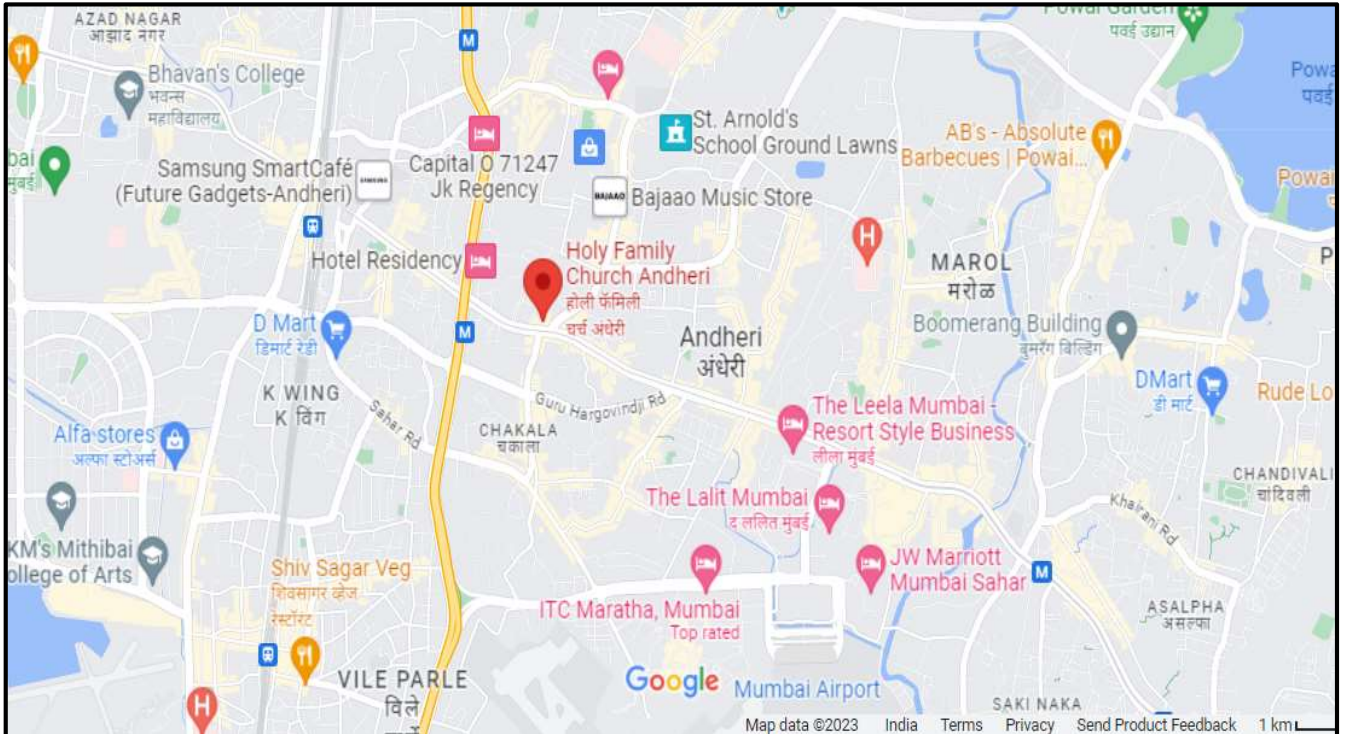
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EVSN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

Note:
 E-voting period: 16 September, 2025 at 9.00 am IST & ends on 18 September, 2025 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