

RKD AGRI & RETAIL LIMITED

(Formerly known as Himalchuli Food Products Limited)

Reg Off : B-102, Saraswati Apt. Radhakrishna, Marg, MograVillage, Andheri (East), Mumbai - 400069
Phone: 022-268751 80
Email : himalchulifoodproducts@gmail.com
Website: www.hfpltd.in
CIN: L15400MH1986PLC316001

NOTICE FOR EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting ("EOGM") of the members of RKD Agri & Retail Limited ("Company") will be held on Wednesday, the 25th January, 2023 at 3.00 p.m. IST, at B-102, Saraswati Apt. Radhakrishna Marg, MograVillage, Andheri (East), Mumbai – 400069, to transact the following business

SPECIAL BUSINESS

ITEM NO.1:

RAISING OF FUNDS THROUGH ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS TO THE PROMOTERS FOR CASH

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

"RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (hereinafter referred to as the 'Act'), in accordance with the provisions of the Memorandum and Articles of Association of RKD Agri & Retail Limited ('the Company'), the regulations issued by the Securities and Exchange Board of India ('SEBI'), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the Listing Regulations'), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the SEBI (ICDR) Regulations), Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), the BSE Limited, (the 'Stock Exchange'), any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India and subject to such other approvals, permissions, sanctions and consents, as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents) by any regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the approval of the members be and is hereby accorded to the Company to create, offer, issue and allot, upto 3,81,25,000 (Three Crore Eighty One Lakhs Twenty Five Thousand) convertible warrants (Warrants) at a price of Re.1/- per warrant to the Promoters, each convertible into 1 (One) Equity Share of the face value of Re. 1/- (Rupee One only) each fully paid up or such higher price which shall not be less than the minimum specified price as per Regulation 165 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and

such Warrants shall be convertible within a period of 18 months from the date of allotment, in one or more tranches in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit;

RESOLVED FURTHER THAT the “Relevant date” for this proposed issue of Warrants as per Chapter V of the SEBI (ICDR) Regulations and other applicable provisions under the Companies Act, 2013 for determination of the applicable price of warrants is Monday the 26th December, 2022, being the date, which is 30 days prior to the date of the Extra Ordinary General Meeting i.e. Wednesday, the 25th day of January, 2023

RESOLVED FURTHER THAT:

- i.** The Board is authorized to issue and allot upto 3,81,25,000(Three Crore Eighty One lakhs Twenty Five Thousand) warrants at a price of Re.1/- per warrant aggregating up to Rs. 3,81,25,000/- (Rupees Three Crore Eighty One Lakhs Twenty Five Thousand only), or such higher price which shall not be less than the minimum specified price as per the SEBI (ICDR) Regulations, which will entitle the holders to exercise and apply for 3,81,25,000 Equity Shares of the face value of Re.1/- (Rupee one only) each of the Company against each warrant.
- ii.** Each Warrant held by the “Proposed Allottees” under Promoter category shall entitle them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Re. 1/- (Rupee one only) at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment.
- iii.** The Proposed Warrant Allottees under Promoter category shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI (ICDR) Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant issue price of the Equity Shares. The balance 75% of the Warrant issue price shall be payable by the Warrant holders at the time of exercising the Warrants.
- iv.** The consideration for allotment of Warrants shall be paid to the Company by the Proposed Allottees under Promoter category from their respective bank accounts;
- v.** Allotment of Warrants and Equity Shares arising out of conversion of warrants shall only be made in dematerialized form.
- vi.** In the event the Warrant holders does not exercise the option for Equity Shares within a period of 18 months, the unexercised warrants shall expire and the consideration paid in respect of such warrants shall stand forfeited.
- vii.** The Warrants shall be convertible into Equity Shares of the Company on subscription, exercise and application, without any further approval of the shareholders prior to or at the time of conversion.
- viii.** Upon receipt of the consideration against Warrants, the Board (or a Committee thereof) shall allot one equity share per warrant by appropriating Re. 1/- towards equity share capital.

- ix. The Warrants by itself, until conversion and allotment of equity shares, does not give to the holders thereof any right including voting rights similar to the shareholders of the company.
- x. The Warrants shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/Stock Exchange/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission.
- xi. The equity shares arising out of conversion of warrants shall be listed on the stock exchange viz. BSE Limited where the existing equity shares of the Company are listed.
- xii. In the event of the company making a bonus issue of shares or making rights issue of shares or any other securities or any other corporate restructuring or arrangement including merger/ demerger/ acquisitions, in whatever proportion prior to the exercise of the rights attached to the Warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequence of such bonus / rights issues / corporate restructuring and that the exercise price of the Warrants be adjusted accordingly, subject to such approvals as may be required.
- xiii. The Warrants and Equity shares arising out of exercise of right attached to the warrant(s) to be allotted to the promoter pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations, 2018 as amended from time to time.

RESOLVED FURTHER THAT the monies to be received by the Company from the Proposed Allottee under Promoter category towards application for subscription of the Warrants pursuant to this Preferential Issue shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue / offer or allotment or conversion of the aforesaid warrants, listing thereof with stock exchange(s) and to resolve and settle all questions and difficulties that may arise in the proposed issue/ offer, allotment and conversion of any of the aforesaid warrants, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Securities as may be required, including issue and allotment of equity shares upon

conversion of any warrants referred to above or as may be necessary in accordance with the terms of the offer, and all such equity shares shall be ranking pari passu with the then existing equity shares of the Company in all respects including dividend;

RESOLVED FURTHER THAT the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairperson or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/Sub-Committee of the Board to further delegate all or any of its powers/duties to any of its member."

ITEM NO. 2:

RAISING OF FUNDS THROUGH ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS TO THE INVESTORS - NON-PROMOTERS – PUBLIC CATEGORY FOR CASH

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

"RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made there under, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and others rules and regulations made there under (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (hereinafter referred to as the 'Act'), in accordance with the provisions of the Memorandum and Articles of Association of RKD Agri & Retail Limited ('the Company'), the regulations issued by the Securities and Exchange Board of India ('SEBI'), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the 'Listing Regulations'), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI (ICDR) Regulations'), the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification (s), variation(s) or re-enactment(s) thereof ("FEMA"), the extant consolidated Foreign Direct Investment Policy, as amended and re-placed from time to time ("FDI Policy") and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/to be issued thereon by the Government of India ("GOI"), Ministry of Finance (Department of Economic Affairs) ("MOF"), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the BSE Limited, (the 'Stock Exchange'), any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India and subject to such other approvals, permissions, sanctions and consents, as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may best be stipulated while granting such approvals, permissions, sanctions and consents) by any regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the approval of the members be and is hereby accorded to the Company to create, offer, issue and allot, up to 1,60,75,000 (One Crore

Sixty lakhs Seventy Five Thousand) convertible warrants (Warrants) at a price of Re.1/- per warrant to the investors / Non Promoters - Public category, each convertible into 1 (One) Equity Share of the face value of Re. 1/- (Rupee One only) each fully paid up or such higher price which shall not be less than the minimum specified price as per Regulation 165 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and such Warrants shall be convertible within a period of 18 months from the date of allotment, in one or more tranches in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit;

RESOLVED FURTHER THAT the “Relevant date” for this proposed issue of Warrants as per Chapter V of the SEBI (ICDR) Regulations and other applicable provisions under the Companies Act, 2013 for determination of the applicable price of warrants is Monday the 26th December, 2022, being the date, which is 30 days prior to the date of the Extra Ordinary General Meeting i.e. Wednesday, the 25th day of January, 2023

RESOLVED FURTHER THAT:

- i. The Board is authorized to issue and allot up to 1,60,75,000 (One Crore Sixty Lakhs Seventy Five Thousand) warrants at a price of Re.1/- per warrant aggregating up to Re.1,60,75,000/- (Rupees One Crore Sixty Lakhs Seventy Five Thousand only), or such higher price which shall not be less than the minimum specified price as per the SEBI (ICDR) Regulations, which will entitle the holders to exercise and apply for 1,60,75,000 Equity Shares of the face value of Re.1/- (Rupee one only) each of the Company against each warrant.
- ii. Each Warrant held by the Proposed Allottees shall entitle them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Re.1/- (Rupee one only) at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment.
- iii. The Proposed Warrant Allottees shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant issue price of the Equity Shares. The balance 75% of the Warrant issue price shall be payable by the Warrant holders at the time of exercising the Warrants.
- iv. The consideration for allotment of Warrants shall be paid to the Company by the Proposed Allottees from their respective bank accounts;
- v. Allotment of Warrants and Equity Shares arising out of conversion of warrants shall only be made in dematerialized form.
- vi. In the event the Warrant holders does not exercise the option for Equity Shares within a period of 18 months, the unexercised warrants shall expire and the consideration paid in respect of such warrants shall stand forfeited.
- vii. The Warrants shall be convertible into Equity Shares of the Company on subscription, exercise and application, without any further approval of the share holders prior to or at the time of

conversion.

- viii. Upon receipt of the consideration against Warrants, the Board (or a Committee thereof) shall allot one equity share per warrant by appropriating Re.1/- towards equity share capital.
- ix. The Warrants by itself, until conversion and allotment of equity shares, does not give to the holders thereof any right including voting rights similar to the share holders of the company.
- x. The Warrants shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/Stock Exchange/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission.
- xi. The equity shares arising out of conversion of warrants shall be listed on the stock exchange viz. BSE Limited where the existing equity shares of the Company are listed.
- xii. In the event of the company making a bonus issue of shares or making rights issue of shares or any other securities or any other corporate restructuring or arrangement including merger/ demerger/ acquisitions, in whatever proportion prior to the exercise of the rights attached to the Warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequence of such bonus / rights issues / corporate restructuring and that the exercise price of the Warrants be adjusted accordingly, subject to such approvals as may be required.
- xiii. The Warrants and Equity shares arising out of exercise of right attached to the warrant(s) to be allotted to the non-promoter pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations, 2018 as amended from time to time.

RESOLVED FURTHER THAT the monies to be received by the Company from the Proposed Allottees towards application for subscription of the Warrants pursuant to this Preferential Issue shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue / offer or allotment or conversion of the aforesaid warrants, listing thereof with stock exchange(s) and to resolve and settle all questions and difficulties that may arise in the proposed issue/ offer, allotment and conversion of any of the aforesaid warrants, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Securities as may be required, including issue and allotment of equity shares upon conversion of any warrants referred to above or as may be necessary in accordance with the terms of the offer, and all such equity shares shall be ranking paripassu with the then existing equity shares of the Company in all respects including dividend;

RESOLVED FURTHER THAT the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairperson or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/Sub-Committee of the Board to further delegate all or any of its powers/duties to any of its member."

**By Order of the Board of Directors
For RKD Agri & Retail Limited**

Sd/-

Nilesh Savla

Director

DIN:- 05354691

Registered Office: -

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

CIN: - L15400MH1986PLC316001

Website: - <http://www.hfpltd.in>

Place: Mumbai

Dated: 23.12.2022

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the business to be transacted at the EOGM is annexed hereto.
2. 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.

3. Members are requested to bring their attendance slips duly completed and signed mentioning

therein details of their DP ID and Client ID/ Folio No.

4. Equity shareholders are informed that in case of joint holders attending the meeting, only such joint holders whose name stands first in the Register of Members of **RKD Agri & Retail Limited** in respect of such joint holding will be entitled to vote.
5. 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.
6. In terms of the requirements of the Secretarial Standards -2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, Route Map for the location of the aforesaid meeting is enclosed.
7. 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 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.
8. Members who hold shares in physical form are requested to send their e-mail address to the following: himalchulifoodproducts@gmail.com
9. The Notice of the EOGM 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.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank Account details by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN and Bank Account details to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN and Bank Account details along with a self-certified copy of PAN and a cancelled cheque/ passbook copy to the Registrar and Share Transfer Agent / Company. Kindly note that in compliance with the SEBI circular No. SEBI/ HO/MIRSD/DOP1/CIR/P/2018/13 dated 20th April 2018, any transaction involving shares in respect of which PAN/Bank Account details are not registered with the Company shall be subject to enhanced supervision by the Company/Registrar and Share Transfer Agent, which may result in avoidable processing delay.

11. **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 Extra Ordinary General Meeting (EOGM) 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 Saturday the 21st January, 2023 at (9.00 AM) and ends on Tuesday the 24th January, 2023 at (5.00 PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday the 18th January, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding Shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><input type="checkbox"/> 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.<input type="checkbox"/> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. <p>Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB	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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>
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- (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
- a 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.
 - b A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - c 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.
 - d 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.
 - e 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 EOGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on cut-off date i.e. 18th January, 2023 shall view the Notice of the EOGM 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 EOGM.
- (xxii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (xxiii) M/s PRS ASSOCIATES., Practicing Company Secretaries, Thane has been appointed as a Scrutinizer to scrutinize the remote e-voting for the EOGM. E-Voting is optional to the shareholders. The shareholders can alternatively vote in the EOGM by physically attending the EOGM. The facility for voting, through ballot paper shall also be made available at the venue of the EOGM. 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 EOGM. 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 Scrutinizer shall, after the conclusion of voting at the EOGM, count the valid e-votes cast at the EOGM, thereafter, count the valid votes cast through remote e-voting and make, not later than two working days of conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him.
- (xxv) 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 EOGM of the Company and communicated to the Bombay Stock Exchange (BSE).

**By Order of the Board of Directors
For RKD Agri & Retail Limited**

Sd/-

Nilesh Savla

Director

DIN:- 05354691

Registered Office :-

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

CIN: - L15400MH1986PLC316001

Website: - <http://www.hfpltd.in>

Place: Mumbai

Dated: 23.12.2022

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 1

- A. In terms of section 102 of the Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) and any other applicable law, the Explanatory Statement setting out all the material facts relating to the special business mentioned in the accompanying notice dated 23rd December, 2022.**

The Board of Directors in its meeting held on Wednesday, the 21st December, 2022 approved to raise the funds required by way of issuance of warrants on the preferential basis. The Board decided to issue, offer and allot up to 3,81,25,000 Warrants convertible into up to 3,81,25,000 Equity Shares for cash on preferential basis to the promoters.

The Equity Shares to be allotted on exercise of option by Warrant holders pursuant to the above Resolution shall rank *pari- passu* in all respects including dividend with the existing Equity Shares of the Company.

The preferential allotment of Securities to the promoters would be in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018. The Preferential issue would comprise of upto 3,81,25,000 Warrants with a right exercisable by the Warrant holders to subscribe for one Equity Share per Warrant. The holders of the Warrants shall have the option to exercise the Warrants to subscribe to Equity Shares of the Company within eighteen (18) months of its allotment.

The Equity shares arising out of exercise of right attached to the warrants to be allotted to the promoters, pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

- B. The details of the issue and other particulars as required in terms of Regulation 163 (1) of SEBI (ICDR) Regulations, 2018 in relation to the resolution for the proposed preferential issue are given as under:**

1. The Objects of the Preferential Issue:

Subject to the applicable law, the funds to be raised from the proposed issue of warrants will be utilized for a combination of part funding of the capital expenditure (acquiring of land on lease basis, Farm fencing, leveling, cultivation, go down construction), support growth plans of the Company (Cultivation from saplings to everything like bore well making, pipeline fitting, motor and drip irrigation, acquiring of shop on rent, furniture), working capital requirements, repayment of loans and general corporate purposes or any combination thereof to pursue the business objects of the Company.

The issue and allotment of Shares by way of preferential allotment to the Promoters is by way of cash contribution

2. Number of securities to be issued and Pricing

The Company proposes to issue up to 3,81,25,000 (Three Crore Eighty One Lakhs Twenty Five Thousand) Warrants of the face value of Re.1 /- (Rupee one only) per warrant aggregating upto Rs. 3,81,25,000/- (Rupees Three Crore Eighty One Lakhs Twenty Five Thousand only) or such higher price, which shall not be less than the minimum specified price as per the SEBI (ICDR) Regulations to the Promoters, which will entitle the holders to exercise and apply for upto 3,81,25,000 Equity Shares at a conversion price of Re.1/- having the face value of Re.1/- (Rupee One only) each of the Company against each warrant subject to receiving the approval of the shareholders, stock exchange and any other statutory approvals, if required. Please refer to Para 4 below for the basis for calculating the price for the preferential issue.

3. Relevant Date:

The "Relevant Date" as per SEBI (ICDR) Regulations for the determination of the minimum price for warrants to be issued is fixed as Monday, the 26th December, 2022, which is 30 (Thirty) days prior to the date of this Extraordinary General Meeting.

4. Basis on which the price has been arrived at:

The issue of warrants on preferential basis to the promoters of the Company will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018.

The Company is listed on BSE Limited. For the purpose of computation of the price per warrant, trading volume for the said period has been considered.

In terms of SEBI (ICDR) Regulations, 2018, the price per Equity Share for frequently traded shares shall not be lower than the price determined in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 which shall be higher of the following:

- a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- b. the 10 trading days volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date.

As per the said definition, the total traded turnover of the company during the 240 trading days preceding the relevant date is less than ten percent of the total number of shares of such class of shares of the issuer. Accordingly, the shares are infrequently traded.

Further in terms of Regulation 165 of SEBI (ICDR) Regulations, 2018 where the shares are not frequently traded, the price determined by the issuer shall take into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary

for valuation of shares of such companies.

The price of warrants to be issued as per the valuation certificate dated 23rd December, 2022 obtained from CA Payal Gada (Membership No. 110424) proprietress M/s Payal Gada & Co. (Firm Regn. No. 148529W) having office at S-15, Sej Plaza, 2nd floor, Near Nutan School, Marve Road, Malad (W), Mumbai 400 064, Maharashtra an independent Chartered Accountant shall be Re.1 per Warrant or the Minimum Price determined as on the relevant date in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 whichever is higher.

The Net Asset Value per share is negative i.e. Rs. (1.33/-) per share. The face value of Equity Share is Re. 1/- per share. The company cannot issue shares/ warrants at discount. Hence the Board of Directors have proposed to issue warrant at a price of Re. 1/- (Rupee One only) per warrant i.e. face value of the Equity share.

The Equity Shares arising out of conversion of warrants, allotted pursuant to the above Resolution shall rank *pari-passu* in all respects with the existing Equity Shares of the Company.

5. Particulars of Subscriber to Warrants

The Company proposes to issue Warrants by way of preferential issue to the Promoters for cash as per the details given herein below:

Name of the Proposed subscriber	Pre-Preferential Issue		Post Preferential Issue (*)			
	Category	No. of Shares held	% of Holding	New Allotment No. of Warrants issued	No of shares held	% of Holding
Nilesh Malshi Savla	Promoter	17,93,405	37.36	2,31,25,000	2,49,18,405	42.23
Meena Nilesh Savla		17,36,310	36.17	1,50,00,000	1,67,36,310	28.37
Total		35,29,715	73.54	3,81,25,000	4,16,54,715	70.60

(*) Assuming full conversion of Warrants into Equity shares issued through this Notice.

6. Identity of the natural persons who are the ultimate beneficial owners of the warrants proposed to be allotted and/or who ultimately control the Proposed Allottees, the percentage of post preferential issue capital that may be held by them:

Not Applicable

7. Shareholding Pattern of the Company before and after the issue: Please Refer Annexure I

8. Proposal / Intention of Promoters, Directors or Key Managerial Personnel to subscribe the offer:

The Promoters who are directors and Key Managerial Personnel intends to subscribe to warrants as mentioned hereinabove. Apart from them, no other Director and Key Managerial Personnel of the Company, intend to subscribe to any warrants pursuant to this preferential issue.

9. Proposed time within which the preferential issue shall be completed:

The warrants shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchange/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission;

10. Principal terms of assets charged as securities:

Not Applicable.

11. The intention of the promoters / Directors / key management persons to subscribe to the Preferential Issue:

The Promoters who are directors and Key Managerial Personnel intends to subscribe to warrants as mentioned hereinabove. Apart from them no other Directors and Key Managerial Personnel of the Company, intend to subscribe to any warrants pursuant to this preferential issue.

12. Terms of Issue of Warrants to Proposed Allottees who is a promoter:

- a) The Board is authorized to issue and allot upto 3,81,25,000 (Three Crore Eighty One Lakhs Twenty Five Thousand) warrants at a price of Re.1/- per warrant aggregating upto Rs.3,81,25,000/- (Rupees Three Crore Eighty One Lakhs Twenty Five Thousand only), or such higher price which shall not be less than the minimum specified price as per Regulations 165 of the SEBI (ICDR) Regulations, which will entitle the holders to exercise and apply for 3,81,25,000 Equity Shares of the face value of Re. 1/- (Rupees One only) each of the Company against each warrant.
- b) Each Warrant held by the Proposed Allottees shall entitle them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Re.1/- (Re. One only) at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment.
- c) The proposed Warrant Allottees shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI (ICDR) Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant issue price of the Equity Shares. The balance 75% of the Warrant issue price shall be payable by the Warrant holders at the time of exercising the Warrants.
- d) The consideration for allotment of Warrants shall be paid to the Company by the Proposed Allottees from their respective bank accounts;
- e) Allotment of Warrants and Equity Shares arising out of conversion of warrants shall only be made in dematerialized form.

- f) In the event the Warrant holders does not exercise the option for Equity Shares within a period of 18 months, the unexercised warrants shall expire and the consideration paid in respect of such warrants shall stand forfeited.
- g) The Warrants shall be convertible into Equity Shares of the Company on subscription, exercise and application, without any further approval of the shareholders prior to or at the time of conversion.
- h) Upon receipt of the consideration against warrant the Board (or a Committee thereof) shall allot one equity share per warrant by appropriating Re.1/- towards equity share capital.
- i) The warrant by itself, until conversion and allotment of equity shares, does not give to the holders thereof any rights including voting rights similar to the shareholders of the company.
- j) The Warrants shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchange/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission
- k) The equity shares arising out of conversion of warrants shall be listed on the stock exchange viz. BSE Limited where the existing equity shares of the Company are listed.
- l) In the event of the company making a bonus issue of shares or making rights issue of shares or any other securities or any other corporate restructuring or arrangement including merger/ demerger/ acquisitions, in whatever proportion prior to the exercise of the rights attached to the Warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequence of such bonus / rights issues / corporate restructuring and that the exercise price of the Warrants be adjusted accordingly, subject to such approvals as may be required.
- m) The Warrants and Equity shares arising out of exercise of right attached to the warrant(s) to be allotted to the promoters pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

13. Undertaking:

None of the Company, its directors or Promoter have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

14. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the warrants.

15. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Save and except the preferential issue as proposed in the resolutions as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on preferential basis during the period from 1st April, 2022 till the date of this notice.

16. Valuation and justification for the allotment proposed to be made for consideration other than cash:

Not Applicable as the proposed issue is not for consideration other than cash.

17. Listing:

The Company will make an application to BSE Limited at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of warrants. Such Equity Shares, once allotted, shall rank paripassu with the then existing Equity Shares of the Company, including voting rights and dividend.

18. Certificate of Practicing Company Secretary:

The Certificate from Mr. Sanjay Shringarpure, Practicing Company Secretary, (M. No. FCS 2857, CP No. 6107), having office at Omega Business Park, 309, 3rd Floor, Road No. 33, Opp. Kamgar Hospital, Wagle Estate, Thane (W) 400604 Office/Mobile No. : 9820030276, Tel: 022 20814500, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: <http://www.hfpltd.in> under the tab "Preferential Issue".

19. Other Disclosures:

The proposed Allottees / investors, have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.

20. The percentage (%) of Post Preferential Issue Capital that may be held by the Allottees and change in control, if any, consequent to the Preferential Issue:

The Promoters shall hold approx. 70.60% of the post preferential issue share capital i.e. the total issued share capital of the Company (the existing shares held in the Company and assuming full conversion of warrants into Equity shares issued through this notice). There will not be a change in control of the Issuer consequent to the preferential issue

21. Current and proposed status of the Allottees(s) post the preferential issue namely, promoter or non-promoter:

The current status of the Proposed Allottees is Promoter and after the proposed allotment also the status will remain promoter only and there will be no change in the Status of the Allottees.

22. Lock-in:

- a. The Warrants and Equity shares arising out of conversion of warrants into Equity shares to be allotted to the promoters on a preferential basis as set out in the resolution shall be locked in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.
- b. The entire pre-preferential allotment shareholding of the above Allottees, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of allotment of Securities as per the SEBI (ICDR) Regulations.

23. The Company undertakes that:

- a) It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2018 where it is required to do so.
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the above specified securities shall continue to be locked in till the time such amount is paid by Allottees.

In terms of the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified there under ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), Regulation 160 (b) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), Chapter V of ICDR Regulations the said Warrant issue requires prior approval of the shareholders of the Company by way of a special resolution.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI (ICDR) Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the Warrant on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and their relatives and Key Managerial Personnel of the Company or their relatives except Mr. Nilesh Savla and Mrs. Meena Savla is concerned or interested, financially or otherwise, in the proposed Special Resolution as set out at Item No. 1 of the Notice, except to the extent of their Shareholding, if any, in the Company.

The documents referred to in the Notice, for which this shareholders' approval is being obtained, will be available for inspection without any fee by the members from the date of circulation of this Notice upto the date of EGM i.e. 25th January, 2023. Members seeking to inspect such documents can send an email to himalchulifoodproducts@gmail.com.

The Board accordingly recommends the resolution set forth at Item no. 1 for approval of the members as a Special Resolution.

ITEM NO. 2

A. In terms of section 102 of the Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") and any other applicable law, the Explanatory Statement setting out all the material facts relating to the special business mentioned in the accompanying notice dated 23rd December, 2022.

The Board of Directors in its meeting held on Wednesday, the 21st December, 2022 approved to raise the funds required by way of issuance of warrants on the preferential basis. The Board decided to issue, offer and allot upto 1,60,75,000 Warrants convertible into upto 1,60,75,000 Equity Shares for cash on preferential basis to the non-promoters / investors (Public Category).

The Equity Shares to be allotted on exercise of option by Warrant holders pursuant to the above Resolution shall rank *pari- passu* in all respects including dividend with the existing Equity Shares of the Company.

The preferential allotment of Securities to investors who are non-promoters would be in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018. The Preferential issue would comprise of upto 1,60,75,000 Warrants with a right exercisable by the Warrant holders to subscribe for one Equity Share per Warrant. The holders of the Warrants shall have the option to exercise the Warrants to subscribe to Equity Shares of the Company within eighteen (18) months of its allotment.

The Equity shares arising out of exercise of right attached to the warrants to be allotted to investors who are non - promoters / investors – Public Category, pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

B. The details of the issue and other particulars as required in terms of Regulation 163 (1) of SEBI (ICDR) Regulations, 2018 in relation to the resolution for the proposed preferential issue are given as under:

1. The Objects of the Preferential Issue:

Subject to the applicable law, the funds to be raised from the proposed issue of warrants will be utilized for a combination of part funding of the capital expenditure (acquiring of farm, Farm fencing, leveling, cultivation, go down construction), support growth plans of the Company (Cultivation from saplings to everything like bore well making, pipeline fitting, motor and drip

irrigation, acquiring of shop on rent, furniture), working capital requirements, repayment of loans and general corporate purposes or any combination thereof to pursue the business objects of the Company.

The issue and allotment of Warrants by way of preferential allotment to the non-Promoters is by way of cash contribution

2. Number of securities to be issued and Pricing

The Company proposes to issue up to 1,60,75,000(One Crore Sixty Lakhs Seventy Five Thousand) Warrants of the face value of Re.1/- (Rupee One Only) per warrant aggregating upto Rs.1,60,75,000/- (Rupees One Crore Sixty Lakhs Seventy Five Thousand only) or such higher price, which shall not be less than the minimum specified price as per the SEBI (ICDR) Regulations to the Proposed Allottees / Investors, who are Non Promoters, which will entitle the holders to exercise and apply for upto 1,60,75,000 Equity Shares at a conversion price of Re.1/- having the face value of Re.1/- (Rupee One only) each of the Company against each warrant subject to receiving the approval of the shareholders, stock exchanges and any other statutory approvals, if required. Please refer to Para 4 below for the basis for calculating the price for the preferential issue.

3. Relevant Date:

The "Relevant Date" as per SEBI (ICDR) Regulations for the determination of the minimum price for warrants to be issued is fixed as Monday, the 26th December, 2022, which is 30 (Thirty) days prior to the date of this Extraordinary General Meeting.

4. Basis on which the price has been arrived at:

The issue of warrants on preferential basis to the Non promoters of the Company will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018.

The Company is listed on BSE Limited. For the purpose of computation of the price per warrant, trading volume for the said period has been considered.

In terms of SEBI (ICDR) Regulations, 2018, the price per Equity Share for frequently traded shares shall not be lower than the price determined in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 which shall be higher of the following:

- a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- b. the 10 trading days volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date.

As per the said definition, the total traded turnover of the company during the 240 trading days

preceding the relevant date is less than ten percent of the total number of shares of such class of shares of the issuer. Accordingly, the shares are infrequently traded.

Further in terms of Regulation 165 of SEBI (ICDR) Regulations, 2018 where the shares are not frequently traded, the price determined by the issuer shall take into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares of such companies.

The price of warrants to be issued as per the valuation certificate dated 23rd December, 2022 obtained from CA Payal Gada (Membership No. 110424) proprietress M/s Payal Gada & Co. (Firm Regn. No. 148529W) having office at S-15, Sej Plaza, 2nd floor, Near Nutan School, Marve Road, Malad (W), Mumbai 400 064, Maharashtra an independent Chartered Accountant shall be Re.1/- per Warrant or the Minimum Price determined as on the relevant date in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 whichever is higher.

The Net Asset Value per share is negative i.e. Rs. (1.33/-) per share. The face value of Equity Share is Re. 1/- per share. The company cannot issue shares / warrants at discount. Hence the Board of Directors have proposed to issue warrant at a price of Re. 1/- (Rupee One only) i.e. face value per Equity share.

The Equity Shares arising out of conversion of warrants, allotted pursuant to the above Resolution shall rank *pari-passu* in all respects with the existing Equity Shares of the Company.

5. Particulars of Subscriber to Warrants

The Company proposes to issue Warrants by way of preferential issue to the Non-Promoters – Public category for cash as per the details given herein below:

Name of the Proposed subscriber	Pre-Preferential Issue		Post Preferential Issue (*)		
	Category - Non-Promoters	No. of Shares held	% of Holding	New Allotment No. of Warrants issued	No of shares held
Chirag Mehta	-	-	5,00,000	5,00,000	0.85
Krupa Mehta	-	-	5,00,000	5,00,000	0.85
Vinod Bhachubhai Satra			10,00,000	10,00,000	1.69
Geeta Mahendra Tiwari	-	-	3,00,000	3,00,000	0.51
Maya Benson	-	-	2,50,000	2,50,000	0.42
Rabi Verma	-	-	3,00,000	3,00,000	0.51
Rajeshwari H Prajapati	-	-	2,00,000	2,00,000	0.34
Amarnath Sharma	-	-	2,00,000	2,00,000	0.34
Dhaval Dave	-	-	2,50,000	2,50,000	0.42
Agarwal Pankaj HUF	-	-	17,50,000	17,50,000	2.97
Shweta Agarwal	-	-	7,50,000	7,50,000	1.27
Vivek Agarwal	-	-	5,00,000	5,00,000	0.85

Rama Agarwal	-	-	2,50,000	2,50,000	0.42
Ati Agarwal	-	-	1,00,000	1,00,000	0.17
Laxminarain Subhagmal Agarwal	-	-	4,00,000	4,00,000	0.68
Radha Devi Agarwal	-	-	5,00,000	5,00,000	0.85
Kanta Singhal	-	-	7,50,000	7,50,000	1.27
Mahesh Chandra Gupta	-	-	10,00,000	10,00,000	1.70
Om Prakash Gorisaria	-	-	12,50,000	12,50,000	2.12
Umashankar Khandelwal	-	-	4,00,000	4,00,000	0.68
Kiran Khandelwal	-	-	4,00,000	4,00,000	0.68
Preet Vinod Khetan	-	-	7,50,000	7,50,000	1.27
Vibha Vinod Khetan	-	-	5,00,000	5,00,000	0.85
Simran Mahesh Khandelwal	-	-	2,50,000	2,50,000	0.42
Rachana Dilip Upadhyay	-	-	7,50,000	7,50,000	1.27
Urmila Ashokkumar Upadhyay	-	-	5,00,000	5,00,000	0.85
Rita Goyal	-	-	10,00,000	10,00,000	1.70
Rajeshwari Agarwal	-	-	2,50,000	2,50,000	0.42
Manvi Rajesh Kasera	-	-	1,00,000	1,00,000	0.17
Prateek Lalit Narayan Todi	-	-	1,00,000	1,00,000	0.17
Harmesh Jayantilal Prajapati	-	-	2,00,000	2,00,000	0.34
Lalit S Sompura	-	-	25,000	25,000	0.04
Ramchanra Vasant Shinde	-	-	50,000	50,000	0.08
Manjula Praful Dave	-	-	50,000	50,000	0.08
Total	-	-	1,60,75,000	1,60,75,000	27.25

(*) Assuming full conversion of Warrants into Equity shares issued through this Notice.

6. Identity of the natural persons who are the ultimate beneficial owners of the warrants proposed to be allotted and/or who ultimately control the Proposed Allottees, the percentage of post preferential issue capital that may be held by them:

Name (I)	Name of the Karta (II)	Name of the co-parceners (III)
Agarwal Pankaj HUF	Mr. Pankaj Agarwal	Mrs. Shweta Agarwal Ms. Prashasti Agarwal

Notes: - 1. There will be no change in the control of the Company consequent to the said issue

2. The governance and decision making with respect to the warrants and shares arising out of conversion held by the shareholder is with Mr. Pankaj Agarwal.

7. **Shareholding Pattern of the Company before and after the issue: Please Refer Annexure I**
8. **Proposal / Intention of Promoters, Directors or Key Managerial Personnel to subscribe the offer:**

None of the Promoters, Directors or Key Managerial Personnel of the Company except as mentioned in point no. 8 of item no. 1 of the explanatory Statement forming part of this Notice, intends to subscribe to any warrants pursuant to this preferential issue.

9. **Proposed time within which the preferential issue shall be completed:**

The warrants shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchange/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission;

10. **Principal terms of assets charged as securities:**

Not Applicable.

11. **The intention of the promoters / Directors / key management persons to subscribe to the Preferential Issue:**

None of the promoters / directors / key managerial person except as mentioned in point no. 8 of item no. 1 of the explanatory Statement forming part of this Notice, intends to subscribe to the Preferential Issue of warrants.

12. **Terms of Issue of Warrants to Proposed Allottees who are non-promoters:**

- a) The Board is authorized to issue and allot upto 1,60,75,000 (One Crore Sixty Lakhs Seventy Five Thousand) warrants at a price of Re.1/- per warrant aggregating upto Rs.1,60,75,000/- (Rupees One Crore Sixty Lakhs Seventy Five Thousand only), or such higher price which shall not be less than the minimum specified price as per Regulations 165 of the SEBI (ICDR) Regulations, which will entitle the holders to exercise and apply for 1,60,75,000 Equity Shares of the face value of Re. 1/- (Rupee One only) each of the Company against each warrant.
- b) Each Warrant held by the Proposed Allottees shall entitle them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Re.1/- (Re. One only) at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment.
- c) The proposed Warrant Allottees shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI (ICDR) Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant issue price of the Equity Shares. The balance 75% of the Warrant issue price shall be

payable by the Warrant holders at the time of exercising the Warrants.

- d) The consideration for allotment of Warrants shall be paid to the Company by the Proposed Allottees from their respective bank accounts;
- e) Allotment of Warrants and Equity Shares arising out of conversion of warrants shall only be made in dematerialized form.
- f) In the event the Warrant holders does not exercise the option for Equity Shares within a period of 18 months, the unexercised warrants shall expire and the consideration paid in respect of such warrants shall stand forfeited.
- g) The Warrants shall be convertible into Equity Shares of the Company on subscription, exercise and application, without any further approval of the shareholders prior to or at the time of conversion.
- h) Upon receipt of the consideration against warrant, the Board (or a Committee thereof) shall allot one equity share per warrant by appropriating Re.1/- towards equity share capital.
- i) The warrant by itself, until conversion and allotment of equity shares, does not give to the holders thereof any rights including voting rights similar to the shareholders of the company.
- j) The Warrants shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchange/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission.
- k) The equity shares arising out of conversion of warrants shall be listed on the stock exchange viz. BSE Limited where the existing equity shares of the Company are listed.
- l) In the event of the company making a bonus issue of shares or making rights issue of shares or any other securities or any other corporate restructuring or arrangement including merger/ demerger/ acquisitions, in whatever proportion prior to the exercise of the rights attached to the Warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequence of such bonus / rights issues / corporate restructuring and that the exercise price of the Warrants be adjusted accordingly, subject to such approvals as may be required.
- m) The Warrants and Equity shares arising out of exercise of right attached to the warrant(s) to be allotted to the non-promoters pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

13. **Undertaking:**

None of the Company, its directors or Promoter have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors is a

fugitive economic offender as defined under the SEBI (ICDR) Regulations.

14. **Change in control, if any, in the Company that would occur consequent to the preferential offer:**

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the warrants.

15. **No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

Save and except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on preferential basis during the period from 1st April, 2022 till the date of this notice.

16. **Valuation and justification for the allotment proposed to be made for consideration other than cash:**

Not Applicable as the proposed issue is not for consideration other than cash.

17. **Listing:**

The Company will make an application to BSE Limited at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of warrants. Such Equity Shares, once allotted, shall rank paripassu with the then existing Equity Shares of the Company, including voting rights and dividend.

18. **Certificate of Practicing Company Secretary:**

The Certificate from Mr. Sanjay Shringarpure, Practicing Company Secretary, (M. No. FCS 2857, CP No. 6107), having office at Omega Business Park, 309, 3rd Floor, Road No. 33, Opp. Kamgar Hospital, Wagle Estate, Thane (W) 400604 Office/Mobile No.: 9820030276, Tel: 022 20814500, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: <http://www.hfpltd.in> under the tab "Preferential Issue".

19. **Other Disclosures:**

The proposed Allottees / investors, have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date

20. **the percentage (%) of Post Preferential Issue Capital that may be held by the Allottees and change in control, if any, consequent to the Preferential Issue:**

The Investors shall hold approx. 27.25 % of the post preferential issue share capital i.e. the total issued share capital of the Company (the existing shares issued by the Company and assuming full conversion of warrants into Equity shares issued through this notice). There will not be a

change in control of the Issuer consequent to the preferential issue

21. Current and proposed status of the Allottees(s) post the preferential issue namely, promoter or non-promoter:

The current status of the Proposed Allottees is non-Promoter and after the proposed allotment also the status will remain non – promoter only and there will be no change in the Status of the Allottees.

22. Lock-in:

- a. The Warrants and Equity shares arising out of conversion of warrants into Equity shares to be allotted to the non-promoters on a preferential basis as set out in the resolution shall be locked in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.
- b. The entire pre-preferential allotment shareholding of the above Allottees, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of allotment of securities as per the SEBI (ICDR) Regulations.

23. The Company undertakes that:

- a) It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2018 where it is required to do so.
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the above specified securities shall continue to be locked in till the time such amount is paid by Allottees.

In terms of the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), Regulation 160 (b) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), Chapter V of ICDR Regulations the said Warrant issue requires prior approval of the shareholders of the Company by way of a special resolution.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI (ICDR) Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the Warrant on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and their relatives and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution as set out at Item No. 2 of the Notice, except to the extent of their Shareholding, if any, in the Company.

The documents referred to in the Notice, for which this shareholders' approval is being obtained, will be available for inspection without any fee by the members from the date of circulation of this Notice upto the date of EGM i.e. 25th January, 2023. Members seeking to inspect such documents can send an email to himalchulifoodproducts@gmail.com.

The Board accordingly recommends the resolution set forth at Item no. 2 for approval of the members as a Special Resolution.

**By Order of the Board of Directors
For RKD Agri& Retail Limited**

Sd/-

Nilesh Savla

Director

DIN:- 05354691

Registered Office: -

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

CIN: - L15400MH1986PLC316001

Website: - <http://www.hfpltd.in>

Place: - Mumbai

Dated: - 23rd December, 2022

Annexure I
Shareholding Pattern Pre and Post Preferential Issue:

Table	A		B	
Category of Shareholders	Pre- issue % of Holding		Post issue % of Holding (*)	
	Total No. of Shares	% of Total Voting Rights	Total No. of shares	% of Total Voting Rights
Promoters/Promoters' Group	35,29,715	73.54	4,16,54,715	70.60
Sub- Total (A)	35,29,715	73.54	4,16,54,715	70.60
Non promoters				
Mutual Funds	0	0	0	0
Foreign Portfolio Investors	0	0	0	0
Financial Institutions / Bank / Insurance Companies	10,900	0.23	10,900	0.02
Bodies Corporate	5,200	0.11	5,200	0.00
Non-Resident Indians / Overseas Corporate bodies	0	0	0	0
Individual – Public	12,25,785	25.53	12,25,785	2.08
Directors and their Relatives	0	0	0	0
Hindu Undivided Family (HUF)	27,900	0.58	27,900	0.05
Investors Education and Protection Fund (IEPF)	0	0	0	0
LLP	0	0	0	0
Others – Clearing Members	500	0.01	500	0.00
Proposed Allottees (Warrants) (Public category)	0	0	1,60,75,000	27.25
Sub-total (B)	12,70,285	26.46	1,73,45,285	29.40
Total (A+B)	48,00,000	100	5,90,00,000	100

(*) Assuming full conversion of Warrants into Equity shares issued through this Notice.

Notes: - Above pre- issue shareholding pattern is as on 16th December, 2022

RKD AGRI & RETAIL LIMITED

(Formerly known as Himalchuli Food Products Limited)

Reg Off : B-102, Saraswati Apt. Radhakrishna, Marg, Mogra Village, Andheri (East), Mumbai - 400069
 Phone: 022-268751 80
 Email : himalchulifoodproducts@gmail.com
 Website: www.hfpltd.in
 CIN: L15400MH1986PLC316001

FORM OF PROXY

(As per Form MGT -11 and 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.	

I/We, being the member(s) holding _____ shares of RKD Agri and Retail Limited, hereby appoint:

1) Name.....
 Address.....

 E-Mail ID.....Signature or failing him

2) Name.....
 Address.....

 E-Mail ID.....Signature or failing him

3) Name.....
 Address.....

 E-Mail ID.....Signature

as my/our proxy to act for me/us at the Extra Ordinary General Meeting of the company to be held at B-102, Saraswati Apt. Radhakrishna Marg, Mogra Village, Andheri (East), Mumbai – 400069 on Wednesday the 25th day of January, 2023 at 3:00 p.m. at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions	Type of Resolution	For	Against
1	Raising of Funds through issue of Warrants Convertible into Equity Shares on Preferential Allotment basis to the Promoters for Cash	Special Resolution		
2	Raising of Funds through issue of Warrants Convertible into Equity Shares on Preferential Allotment basis to the Investors - Non-Promoters – Public Category for Cash	Special Resolution		

Signed this _____ day of _____ 2023

Signature of Shareholder (s) -----

Signature of Proxy Holder (s) -----Affix Revenue stamp of Re.1/-
(Signature across the stamp)

Notes :-

- (1) This form of proxy must be deposited at the registered office of RKD Agri & Retail Limited at B-102, Saraswati Apt. Radhakrishna Marg, Mogra Village, Andheri (East), Mumbai – 400069 at least 48 hours before the commencement of this said Meeting.
- (2) All alterations made in the form of proxy should be initialed.
- (3) Please affix appropriate revenue stamp before putting signature
- (4) In case of multiple proxies, the proxy later in time shall be accepted.
- (5) A proxy need not be a shareholder of **RKD Agri & Retail Limited**.
- (6) No person shall be appointed as a proxy who is a minor
- (7) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting results. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (8) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

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ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND OVER AT THE ENTRANCE OF THE MEETING HALL

EXTRA ORDINARY GENERAL MEETING OF THE EQUITY SHAREHOLDERS ON WEDNESDAY THE 25TH DAY OF JANUARY, 2023 AT 3.00 P.M.

I /We hereby record my/ our presence at the Extra Ordinary General Meeting of the Equity shareholders of RKD Agri & Retail Limited, held at B-102, Saraswati Apt. Radhakrishna Marg, MograVillage, Andheri (East), Mumbai – 400069, on Wednesday, the 25th day of January, 2023 at 3.00 p.m.

Name and address of Equity Shareholder.

(IN BLOCK LETTER) :

Signature :

Reg. Folio No. :

No of Shares :

Name of the Proxy * :

(IN BLOCK LETTERS) :

Signature :

*(To be filled in by the proxy in case he /she attends instead of the shareholder)

Notes:

1. Equity shareholders attending the meeting in person or by proxy or through authorized representatives are requested to complete and bring the Attendance slip with them and hand it over at the entrance of the meeting hall.
2. Equity shareholders who come to attend the meeting are requested to bring their copy of the notice of the Extra Ordinary General Meeting.
3. Equity shareholders are informed that in case of joint holders attending the meeting, only such joint holders whose name stands first in the Register of Members of **RKD Agri & Retail Limited** in respect of such joint holding will be entitled to vote.

ROUTE MAP OF VENUE

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

