

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

Date: 27th January, 2023

To,

BSE Limited

1st Floor,

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort, Mumbai- 400 001.

Subject: i) Outcome of EOGM of the Company held on 25th January, 2023; and

ii) Intimation under Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 alongwith Scrutinizer's Report.

Reference: Scrip Code: 511169

With reference to the above and pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in terms of the provisions of Companies Act, 2013, the Company had provided Remote e-voting facility and voting by poll facility at the EOGM to its members on all resolutions set out in the Notice of the Extra Ordinary General Meeting of the Company held on Wednesday the 25th January, 2023 at 3.00 P.M at the registered office of the Company.

Mr. Sanjay Shringarpure, Partner of M/s PRS Associates, Company Secretaries was appointed as Scrutinizer to scrutinize the Remote E-Voting and poll at the EOGM. As per the Scrutinizer's Report, all resolutions contained in the Notice of the Extra Ordinary General Meeting of the Company have been passed unanimously by the Members.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the details of the voting results along with the Consolidated Scrutinizer's Report on remote e-voting and poll voting at the meeting are enclosed herewith.

This is for your information and record.

Yours Faithfully,

For RKD Agri & Retail Limited

Nilesh Savla

Director

DIN:- 05354691

Encl.: As above



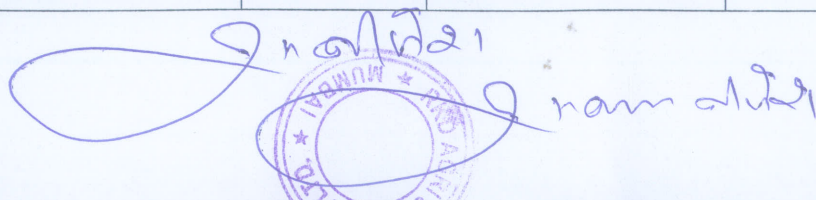
Declaration of voting results of Extra Ordinary General Meeting of the Company

Pursuant to Section 108 and 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company had provided Remote E-voting facility and votes through poll facility at the Extra Ordinary General Meeting (EOGM) to its Shareholders as specified in the Extra Ordinary General Meeting Notice dated 23rd December, 2022 ("the said Notice") read with the Explanatory Statement attached thereto.

The Company had appointed Mr. Sanjay Shringarpure, Partner of M/s PRS Associates, Practicing Company Secretaries, as the Scrutinizer for conducting remote E-voting and Poll at the EOGM in a fair and transparent manner.

The Scrutinizer has submitted his report on voting on 27th January, 2023 ("the said Report") and based on the Scrutinizer's Report and pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the following result is hereby announced to the members on 27th January, 2023:

1.	Date of Declaration of Remote E-Voting and E-voting at the EOGM results	27 th January, 2023		
2.	Total Number of Shareholders as on Cut-Off date	4431		
3.	No. of shareholders present in the meeting either in person or through proxy	17		
	Promoter and Promoter Group	2		
	Public	15		
4.	No. of shareholders attended the meeting through video conferencing	0		
	Promoter and Promoter Group	0		
	Public	0		
5.	Details of the Agenda	Resolution required	Mode of Voting (Show of hands/Poll/ Ballot/E-voting)	Result
(i)	To raise funds through issue of warrants convertible into equity shares on preferential allotment basis to the promoters for cash.	Special	Poll/Remote E-Voting	Passed Unanimously
(ii)	To raise funds through issue of warrants convertible into equity shares on preferential allotment basis to the investors - non promoter - public category - for cash.	Special	Poll/Remote E-Voting	Passed Unanimously



Item No. 1: To raise funds through issue of warrants convertible into equity shares on preferential allotment basis to the promoters for cash.

Promoter /Public	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3529715	3529515	99.9943	3529515	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	3529715	3529515	99.9943	3529515	0	100	0
Public - Institutional Holder	E-Voting	10900	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total	10900	0	0	0	0	0	0
Public - Others	E-Voting	1259385	0	0	0	0	0	0
	Poll		162425	12.8972	162425	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1259385	162425	12.8972	162425	0	100	0
Total		4800000	3691940	76.9154	3691940	0	100	0

Item No. 2: To raise funds through issue of warrants convertible into equity shares on preferential allotment basis to the investors - non promoter - public category - for cash.

Promoter /Public	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and	E-Voting	3529715	3529515	99.9943	3529515	0	100	0
	Poll		0	0	0	0	0	0



Promoter Group	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	3529715	3529515	99.9943	3529515	0	100	0
Public - Institutional Holder	E-Voting	10900	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	10900	0	0	0	0	0	0
Public - Others	E-Voting	1259385	0	0	0	0	0	0
	Poll		162425	12.8972	162425	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1259385	162425	12.8972	162425	0	100	0
Total		4800000	3691940	76.9154	3691940	0	100	0

As per the provisions of Section 108 and 109 and other applicable provisions, if any, of the Companies Act, 2013 and based on the said report of the Scrutinizer dated 27th January, 2023, I hereby declare that aforesaid Resolutions are duly passed unanimously.

For RKD Agri & Retail Limited

Nilesh Savla
Director
DIN:- 05354691



PRS ASSOCIATES

COMPANY SECRETARIES

309, 3rd floor, Omega Business Park, Wagle Estate, Road No.33 Thane-400604
Tel: 022-20814500 E-mail id: prs@prssec.com

Combined Scrutinizer's Report for E-voting and Poll for RKD Agri & Retail Limited

To,
The Chairman

RKD Agri & Retail Limited

B - 102, Sarawasti Apt., Radhakrishna Marg,
Mogra Village, Andheri (East),
Mumbai - 400 069.

Dear Sir,

Subject: Passing of Resolution through e-voting, and poll conducted for the Extra - Ordinary General Meeting of the Equity Shareholders of RKD Agri & Retail Limited ("the Company") held on Wednesday, 25th January, 2023 at 3.00 P.M.

I, Sanjay Shringarpure, Partner of M/s PRS Associates, Practicing Company Secretaries having my office at 309, 3rd Floor, Road No. 33, Omega Business Park, Wagle Estate, Thane (W) - 400 604, appointed as Scrutinizer for the purpose of conducting the voting through the remote e-voting process, and the voting done by poll at the Extra Ordinary General Meeting of RKD Agri & Retail Limited held on Wednesday, 25th January, 2023 at 3.00 P.M at the Registered Office at B-102, Saraswati Apt., Radhakrishna Marg, Mogra Village, Andheri (East), Mumbai - 400 069.

- 1) The Company had appointed Central Depository Services (I) Private Limited ("CDSL") the service provider for extending the facility of Electronic voting to the shareholders of the company from 21st January, 2023 (9.00 a.m. IST) to 24th January, 2023 (5.00 p.m. IST). The E-voting results were unblocked by me on 25th January, 2023 in the presence of two witnesses. For further details, kindly refer to my Scrutinizer's report dated 27th January, 2023 which is attached herewith.



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2) At the Extra Ordinary General Meeting (EOGM) of the Company held on 25th January, 2023, the Chairman of the Company had, as statutorily required, called for poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the EOGM has appointed me as the Scrutinizer for the same. For further details kindly refer my Scrutinizers Report in Form MGT-13 dated 27th January, 2023, which is attached herewith.

3) The result of the E-voting, together with that of the Poll is as under:

Sr. No.	Subject matter (as set out in the Notice of EOGM)	Voting Process	Votes in favour of the Resolution	Votes against the Resolution	Invalid votes /Ballot
1.	Raising of funds through issue of warrants convertible into equity shares on preferential allotment basis to the promoters for cash.	E- voting	35,29,515	0	0
		EOGM Poll	1,62,425	0	0
		Total	36,91,940	0	0
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	E- voting	35,29,515	0	0
		EOGM Poll	1,62,425	0	0
		Total	36,91,940	0	0

4) Based on the foregoing, the Resolution as mentioned in serial No. 1 and No. 2 forming part of the Notice dated 23rd December, 2022 stands passed unanimously under E-voting, and poll.

Thanking You.



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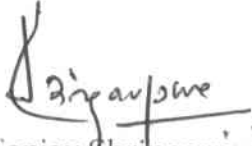
309, 3rd floor, Omega Business Park, Wagle Estate, Road No.33 Thane-400604

Tel: 022-20814500 E-mail id: prs@prssec.com

Yours faithfully,

For PRS Associates

Company Secretaries



Sanjay Shringarpure

Partner

Membership No. FCS : 2857

C. P. No.: 6107

UDIN:- F002857D003057612



Place: Thane

Dated: 27th January, 2023

Encl:- As Above.

PRS ASSOCIATES

COMPANY SECRETARIES

309, 3rd floor, Omega Business Park, Wagle Estate, Road No.33 Thane-400604
Tel: 022-20814500 E-mail id: prs@prssec.com

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Amendment Rules, 2015]

To,

The Chairman

Extra Ordinary General Meeting of the Equity Shareholders of **RKD Agri & Retail Limited** held on Wednesday, the 25th January, 2023 at 3:00 P.M. at B-102, Saraswati Apt., Radhakrishna Marg, Mogra Village, Andheri (East), Mumbai - 400 069.

Dear Sir,

I, Sanjay Shringarpure, Partner of M/s PRS Associates, Practicing Company Secretaries having my office at 309, 3rd Floor, Road No. 33, Omega Business Park, Wagle Estate, Thane (W) - 400 604, have been appointed as a Scrutinizer of **RKD Agri & Retail Limited** ("the Company") for the purpose of the scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 as amended from time to time and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 as amended from time to time on the resolution(s), at the Extra Ordinary General Meeting of the Equity Shareholders of **RKD Agri & Retail Limited** held on Wednesday, the 25th January, 2023 at 3:00 P.M. at B-102, Saraswati Apt., Radhakrishna Marg, Mogra Village, Andheri (East), Mumbai - 400 069. We submit our report as under:

1. The e-voting period remained open from 9:00 a.m. (IST) on Saturday, 21st January, 2023 till 5:00 p.m. (IST) on Tuesday, 24th January, 2023



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- The shareholders holding shares as on the "cut-off" date i.e. **Wednesday, 18th January, 2023**, were entitled to vote on the proposed resolutions (Item no 1 & 2 as set out in the Notice of Extra Ordinary General Meeting of RKD Agri & Retail Limited).
- The votes were unblocked on 25th January, 2023 at 6.07 p.m. in the presence of two witnesses, Ms. Shreya Negandhi and Ms. Raksha Shetty, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name:- Shreya Negandhi



Name :- Raksha Shetty

- Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "FOR" and "AGAINST", were downloaded from the e-voting website of Central Depository Services Limited (<http://www.evoting.cdsl.com/>).
- The result of the e-voting is as under:
 - Resolution 1- Raising of funds through issue of warrants convertible into equity shares on preferential allotment basis to the promoters for cash.**

Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	35,29,515	100

Voted against the resolution:



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Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

- b) 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

Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	35,29,515	100

Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



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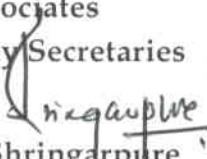
309, 3rd floor, Omega Business Park, Wagle Estate, Road No.33 Thane-400604

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6. The Registers, all other papers and relevant records relating to electronic voting and poll were sealed and handed over to the Director authorised by the Board for safe keeping Thanking You.

Yours faithfully,

PRS Associates
Company Secretaries


Sanjay Shringarpure

Partner

Membership No. FCS : 2857

C. P. No.: 6107

UDIN:- **F002857D003057612**



Place: Thane

Dated: 27th January, 2023

PRS ASSOCIATES

COMPANY SECRETARIES

309, 3rd floor, Omega Business Park, Wagle Estate, Road No.33 Thane-400604
Tel: 022-20814500 E-mail id: prs@prssec.com

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the
Companies (Management and Administration) Rules, 2014]

To,

The Chairman

Extra Ordinary General Meeting of the Equity Shareholders of RKD Agri & Retail Limited held on 25th January, 2023 at 3.00 p.m. at B-102, Saraswati Apt., Radhakrishna Marg, Mogra Village, Andheri (East), Mumbai - 400 069.

Dear Sir,

I, Sanjay Shringarpure, Partner of M/s PRS Associates, Practicing Company Secretaries having my office at 309, 3rd Floor, Road No. 33, Omega Business Park, Wagle Estate, Thane (W) - 400 604, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at Extra Ordinary General Meeting of the Equity Shareholders of RKD Agri & Retail Limited held on 25th January, 2023 at 3.00 p.m. at B-102, Saraswati Apt., Radhakrishna Marg, Mogra Village, Andheri (East), Mumbai - 400 069 submit my report as under:

- 1) After the time fixed for closing of the poll by the Chairman, one (1) ballot box kept for polling was locked in my presence with due identification marks placed by me.
- 2) The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- 3) I did not find any poll papers invalid
- 4) The result of the Poll is as under:



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a) **Resolution 1 - Raising of funds through issue of warrants convertible into equity shares on preferential allotment basis to the promoters for cash.**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
15	1,62,425	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

b) **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**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
15	1,62,425	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
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person or by proxy)		
0	0	0

(iii) Invalid votes:

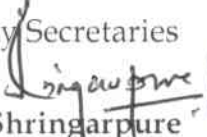
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

- 5) A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- 6) The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking You.

Yours faithfully,

PRS Associates
Company Secretaries


Sanjay Shringarpure
Partner



Membership No. FCS: 2857

C. P. No.: 6107

UDIN:- F002857D003057612

Place: Thane

Dated: 27th January, 2023

Witnesses:-

Name: - 1. Ms. Shreya Negandhi

2. Ms. Raksha Shetty