



2024-2025

*Rockingdeals Circular Economy Limited
Registered Office: 12/3 Milestone Near Sarai
Metro Station, Mathura Road, Faridabad,
Haryana-121003
Email: Compliance@rockingdeals.in
Website: www.rdccl.com
CIN: 's Report*

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About Rockingdeals Circular Economy Limited

Rockingdeals Circular Economy Limited Established in 2002 and started operations in 2005, specializes in B2B recommerce, offering bulk trading of excess and open-box inventory, alongside refurbished products, fostering sustainability in procurement.

The Company have an extensive distribution network covering metros, Tier I, II, III cities, and remote regions, with a special emphasis on North-east markets.

Rockingdeals offers a diverse range of products sourced from leading brands like Livpure, Whirlpool, Puma, and Godrej. They prioritize quality and variety in categories including small home appliances, apparel, and electronics, serving retailers, distributors, and corporations seeking eco-friendly procurement at competitive prices.

Company's Strategy

- **Purpose:** To be a leader in the Re-commerce Industry by providing enhanced services, relationship and profitability.
- **Vision:** To be a significant player in India in the Re-commerce Industry by being a brand of choice for all our customers and continuously enhancing employee satisfaction and stakeholder value.
- **Mission statement:** To build long term relationships with our customers and clients and provide exceptional customer services by pursuing business through innovation and advanced technology.
- **Core values:**
 - We believe in treating our customers with respect and faith.
 - We grow through creativity, invention and innovation.
 - We integrate honesty, integrity and business ethics into all aspects of our business functioning
- **Goals:**
 - Consistent emphasis on broadening and exclusive sourcing partnership with top-tier brands.
 - Incorporating e-waste operations to streamline and diversify sourcing practices.
 - A 360 Degree recommerce player managing the complete lifecycle of electronic products — from e-waste sourcing and refurbishment to sales and distribution to the end customer.

MANAGING DIRECTOR'S MESSAGE

Dear Stakeholders

In the past fiscal year, our organization has experienced multiple hurdles throughout the year but our buoyancy towards our work commitments has not only helped us sustain through hard times but also propels us to deliver better.

Further, I would like to address the current industry trends and the impact of external factors on our business. The re-commerce industry has been undergoing a period of rapid transformation, driven by shifting consumer preferences, technological advancements, and changing market dynamics. As a forward-thinking organization, we have proactively adapted to these trends, ensuring our products remain relevant and our business stays resilient.



Moreover, it is crucial to acknowledge the influence of current affairs on our industry. The global economic landscape, geopolitical developments, and social changes significantly affect our operations. Nonetheless, our organization has successfully navigated through these turbulent times by implementing robust risk management strategies and maintaining strong relationships with our suppliers and customers.

Rockingdeals as listed company has taken its governance requirements to the next level. The client finds its association with Rockingdeals more trustworthy on the part of Privacy Policies, Data Security, Transparency of Company's financials, Code of conduct and procedures.

The year ended successfully for the company adding on to customers, revenue, profit and partnership with Top Brands.

On behalf of the Board, I would like to extend my sincere thanks to the shareholders, management team, employees, dealers, retailers, suppliers and all other stakeholders for their commitment in the performance during the year. I wish the Rocking Deals team, the very best to continue to operate with more zeal and confidence.

We look forward towards a better future. Our road to success has just began and we have far to go and it would only be possible with the blessings and support of you all.

I assure you that we, at Rockingdeals Circular Economy Ltd., would leave no stone unturned to create value and wealth for all our stakeholders by reaching newer heights and achieving greater milestones.

With this statement full of hope and optimistic spirit, I hereby place before you all the Annual Report of the Company for the financial year 2024-25 for your kind perusal.



With Best wishes

Sincerely,

(Aman Preet)
CFO & Managing Director

CORPORATE INFORMATION

BOARD OF DIRECTORS & MANAGEMENT

Mr. Aman Preet
Managing Director

Mrs. Kulbir Chopra
Non-Executive Woman Director

Mrs. Avneet Chopra
Non-Executive Woman Director

Mr. Ravtej Singh Teer
Independent Director

Mr. Prabhkamal Singh Sahni
Independent Director

Mr. Jitender Verma
Chief Financial Officer
(appointed w.e.f. 01/06/2024
resigned w.e.f. 25/04/2025)

Ms. Deepika Dixit
Company Secretary and Compliance Officer

Mr. Aman Preet
Chief Financial Officer
(appointed w.e.f. 01/06/2025)

AUDITORS

- **Statutory Auditor**
M/s A K A R & Associates
Chartered Accountants
- **Internal Auditor**
M/s Ankur V Goel & Associates
Chartered Accountants
- **Secretarial Auditor**
M/s Apoorv & Associates
, Company Secretaries

BANKERS

- ICICI Bank
- Punjab National Bank

REGISTRAR AND SHARE TRANSFER AGENT

Big Share Services Pvt Ltd
E2/3, Ansa Industrial Estate
Sakivihar Road
Sakinaka, Andheri(E)
Mumbai - 400072
SEBI Registration No: INR000001385

REGISTERED OFFICE

12/3 Milestone Near Sarai Metro Station, Mathura
Road, Faridabad, Haryana-121003

Website: www.rdccl.com

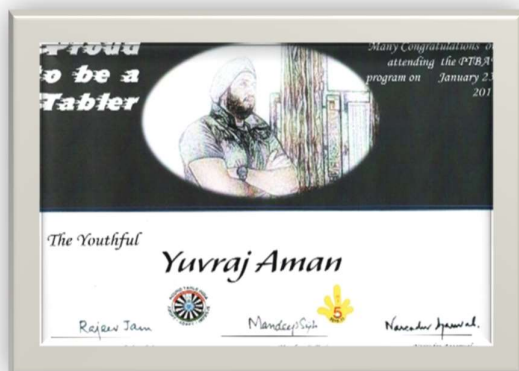
Email ID: compliance@rockingdeals.in

Tele No. : 9212200000

CORPORATE OFFICE

12/3 Milestone Near Sarai Metro Station, Mathura
Road, Faridabad, Haryana-121003

AWARDS AND CERTIFICATIONS





ROCKINGDEALS CIRCULAR ECONOMY LIMITED

Regd. office: 12/3 Milestone Near Sarai Metro Station, Mathura Road, Faridabad, Haryana-121003
CIN: L29305DL2002PLC116354, Website: www.rdccl.com, E-mail: compliance@rockingdeals.in

NOTICE

Notice is hereby given that the **23rd Annual General Meeting** of the Members of the Company will be held on **Tuesday, September 30, 2025 at 03:00 PM** through video conferencing / other audio-visual means (OAVM) facility at the deemed venue at 12/3 Milestone Near Sarai Metro Station, Mathura Road, Faridabad, Haryana-121003 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone & Consolidated audited financial statements for the financial year ended on March 31, 2025 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mrs. Avneet Chopra (DIN: 08390596) who retires by rotation at this Annual General Meeting and being eligible, has offered herself for re-appointment.

SPECIAL BUSINESS:

3. Approval of entering into transactions with M/s Rockingdeals Private Limited

To consider and if thought fit, to pass, with or without modification(s) the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“Listing Regulations”), Section 188 of the Companies Act, 2013 and the other applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or amendment (s) or re-enactment(s) thereof, for the time being in force), the Company’s policy on Related Party transaction(s), and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Related Party Transaction(s)/Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with transactions with Rockingdeals Private Limited, a ‘Related Party’ as defined under Section 2(76) of the Companies Act, 2013 and SEBI (LODR) Regulations 2015, w.e.f. October 01, 2025 to September 30, 2026 on such terms and conditions as may be considered appropriate by the Board of Directors of the Company, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business

of the Company, provided however that the aggregate amount/value of all such arrangements/ transactions contracts that to be entered into by the Company with the Related Party and remaining outstanding at any one point in time shall not exceed the limits mentioned below, during the financial year 2025-2026

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and is hereby authorised to settle any questions, difficulty or doubt that may arise with regard to giving effect to the above Resolution and to do all such acts, deeds, things as may be necessary, proper desirable and to finalise any documents and writings related thereto.”

4. Approval of entering into transactions with M/s AAA Services

To consider and if thought fit, to pass, with or without modification(s) the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“Listing Regulations”), Section 188 of the Companies Act, 2013 and the other applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or amendment (s) or re-enactment(s) thereof, for the time being in force), the Company’s policy on Related Party transaction(s), and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Related Party Transaction(s)/Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with transactions with AAA Services, , a ‘Related Party’ as defined under Section 2(76) of the Companies Act, 2013 and SEBI (LODR) Regulations 2015, w.e.f. October 01, 2025 to September 30, 2026 on such terms and conditions as may be considered appropriate by the Board of Directors of the Company, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company,

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and is hereby authorised to settle any questions, difficulty or doubt that may arise with regard to giving effect to the above Resolution and to do all such acts, deeds, things as may be necessary, proper desirable and to finalise any documents and writings related thereto.”

5. To approve the Appointment of M/s Apoorv & Associates, Practicing Company Secretaries as Secretarial Auditor of the Company for a period of 5 Years

To consider and if thought fit, to pass, with or without modification(s) the following Resolution as aa **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the

Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI circulars issued from time to time, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for the appointment of **M/s Apoorv & Associates, (Firm Registration/Unique Number: S2018UP633000 and Peer Review Number 4064/2023)**, as the Secretarial Auditor of the Company for a period of five (5) consecutive years, commencing from FY 2025-26 to FY 2029-30, to conduct a Secretarial Audit of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration, plus applicable taxes and out-of pocket expenses, payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution."

6. To approve the payment of remuneration to Non-Executive Directors in excess of the limits prescribed under the Companies Act, 2013

To consider and if thought fit, to pass, with or without modification(s) the following Resolution as a *Special Resolution*:

“RESOLVED THAT pursuant to the provisions of Sections 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with Schedule V thereto and the applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and upon recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for the payment of remuneration (whether by way of commission and/or otherwise) to the Non-Executive Directors of the Company (excluding Independent Directors), collectively, exceeding 1% of the net profits of the Company if any, in respect of any financial year from 1% to 5% of the net profits of the Company (excluding Independent Directors), collectively, exceeding 1% of the net profits of the Company calculated in accordance with Section 198 of the Act, and the rules made thereunder.

“RESOLVED FURTHER THAT the any Directors of the Company or Company Secretary of the Company be and is hereby authorised to determine the manner and extent of distribution of such remuneration among the Non-Executive Directors and to do all

such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution.”

**By the Order of the Board
For Rockingdeals Circular Economy Limited**

**Date: 06.09.2025
Place: Faridabad**

**Sd/-
(Deepika Dixit)
Company Secretary & Compliance Officer**

NOTES FOR MEMBERS' ATTENTION:

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 10/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, December 28, 2022, September 25, 2023 and September 19, 2024 respectively ('MCA Circulars'), had permitted to hold AGM through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM') facility without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') and MCA Circulars, the Company will be conducting this Annual General Meeting ("AGM" or "Meeting") through Video Conferencing/Other Audio-Visual Means ("VC"/ "OAVM").

National Securities Depository Limited (NSDL) shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 20 below.

2. Pursuant to the above-mentioned MCA Circulars, physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013 ("the Act").
3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the MCA and SEBI Circulars through VC, the facility for the appointment of proxies by the members will not be available.
4. A Corporate Member intending to send its authorized representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send an email to company at compliance@rockingdeals.in with a copy marked to evoting@nsdl.co.in. a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
5. The Explanatory Statement as required under section 102 of the Act is annexed hereto. The Board of Directors has considered and decided to include Item Nos. 3 to 6 given above as Special Business in the AGM in view of the business requirements and as such unavoidable in nature.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the member during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to compliance@rockingdeals.in.
7. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India

(ICSI), in respect of the persons seeking re-appointment/appointment as a Director under Item No. 2 is mentioned under point number 20.

8. The Board of Directors has not recommended any final dividend for the Financial Year ended on March 31, 2025.
9. The Register of Members and Share Transfer books of the Company shall remain closed from September 24, 2025 to September 30, 2025 (both days inclusive).
10. SEBI & Ministry of Corporate Affairs is promoting electronic communication as a contribution to greener environment. Accordingly, as a part of green initiative and referring to MCA General Circular No. 20/2020 dated 5th May, 2020 MCA General Circular No. 09/2023 dated 25th September, 2023, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 and SEBI Circular No. SEBI/HO/ DDHS/P/CIR/2023/0164 dated 6th October, 2023, the Annual Report for the Financial Year 2024-2025, which inter-alia comprises of the Audited Financial Statements along with the Reports of the Board of Directors and Auditors thereon for the Financial Year ended on 31st March, 2025, pursuant to section 136 of the Act and Notice calling the AGM pursuant to section 101 of the Act read with the Rules framed thereunder, are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/Bigshare or the DP(s). The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same.

Members may note that this Notice and the Annual Report 2024-25 will also be available on the Company's website www.rdccl.com and on the website of the Stock Exchange i.e. NSE Limited at www.nseindia.com.

11. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company or the RTA of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their Client ID number with DPID number, as the case may be.
12. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agent, Bigshare Services Pvt. Ltd. to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Bigshare Services Pvt. Ltd.
13. Non-resident Indian Members are requested to inform Registrar and Share Transfer Agent, immediately of:

- i. the change in the residential status on return to India for permanent Settlement.
 - ii. the particulars of their Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank with Pin Code number, if not furnished earlier.
14. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form shall submit their PAN details to the Company at its Registered Office or to the Registrar and Share Transfer Agent (Bigshare Services Pvt. Ltd.).
15. The Securities and Exchange Board of India (‘SEBI’) has mandated the transfer of securities to be carried out only in dematerialised form (except in case of transmission or transposition of securities) effective from 1st April, 2019. Accordingly, requests for physical transfer of securities of listed entities shall not be processed from 1st April, 2019 onwards. In view of such amendment and in order to eliminate the risks associated with physical holding of shares, Members who are holding shares in physical form are hereby requested to dematerialise their holdings. For any help, the Shareholders may contact to the Registrar & Transfer Agent at email id investor@bigshareonline.com and to Company Secretary at email id Compliance@rockingdeals.in
16. Members desirous of obtaining any information on Annual Financial Statements of the Company at the Meeting are requested to write to the Company at least 7 (seven) days before the date of the Meeting, so that the information required may be made available at the Meeting.
17. Members joining the meeting through VC who have not already cast their vote by means of remote e-voting shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote evoting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
18. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically. Manner of registering / updating email addresses is as under:
- i) Members holding shares in physical mode, who have not registered / updated their email addresses with the Company, are requested to inform the Company with details of folio number and attaching a self-attested copy of PAN card at compliance@rockingdeals.in or to the RTA Big Share Services Private Limited at prasadm@bigshareonline.com.
 - ii) Members holding shares in dematerialized mode, who have not registered / updated their email addresses with their Depository Participants are requested to register their email addresses with the Depository Participants with whom they maintain their demat accounts.
19. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

20. Instructions and other information relating to remote e-voting are as under:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.rdccl.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Saturday, 27th September 2025 at 09:00 A.M. and ends on Monday, 29th September 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under

“Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
 5. Upon confirmation, the message “Vote cast successfully” will be displayed.
-
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to apoorvandassociates@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to (Ms. Pallavi Mhatre, Senior Manager) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance@rockingdeals.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN

(self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance@rockingdeals.in If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliance@rockingdeals.in. The same will be replied by the company suitably.
 6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at Compliance@rockingdeals.in between 09th September, 2025 (9.00 a.m. IST) and 16th September, 2025 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- 21. The details required to be given in pursuance of Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) of ICSI regarding Directors seeking appointment/re-appointment:**

Name of the Director and DIN	Mrs. Avneet Chopra (DIN- 08390596)
Designation	Promoter and Non-Executive Director
Date of Birth	02/10/1982
Qualification	Graduate in Commerce
Date of Original Appointment	March 21, 2023
No. of Board Meetings attended during the Year	1 out of 6
Experience and Expertise	Avneet Kaur is a prominent core team member and a vital

	contributor to the Board of Directors at Rocking Deals. With an impressive track record of leadership and strategic acumen, she has played an instrumental role in shaping the company's success. Avneet's journey to the top echelons of the organization is marked by a commitment to innovation and a profound understanding of the Indian market places. Her vision and forward-thinking approach have been pivotal in guiding Rocking Deals through the dynamic landscape of Circular Economy businesses. As a member of the Board of Directors, Avneet brings her extensive knowledge of market trends, consumer behavior, and business development to the table. Her strategic insights have led to the implementation of cutting-edge strategies that have bolstered the company's market position and profitability.
Relationship between Directors, Manager and other Key Managerial Personnel	Mrs. Avneet Chopra is the wife of Mr. Aman Preet (Managing Director) and Daughter-in-law of Mrs. Kulbir Chopra (Non-Executive Director)
Directorship in other Companies	1. Rockingdeals Private Limited
No. of Equity Shares held in the company	30

Terms and conditions of reappointment & Remuneration sought for	Same as existing Terms & Conditions
Details of remuneration last drawn (2024-25)	NIL

Chairmanship/Membership of Committees in the Board of other Companies	Name of Company	Name of Committee
	NIL	

**By the Order of the Board
For Rockingdeals Circular Economy Limited**

Sd/-
(Deepika Dixit)
Company Secretary & Compliance Officer

**Date: 06.09.2025
Place: Faridabad**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013 AND REGULATION 36 OF THE SEBI LISTING REGULATION:

ITEM NO. 03 & 04

Pursuant to Regulation 23 of SEBI Listing Regulations, the threshold limit for determination of material related party transactions is the lower of `Rupees One thousand crore or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity and such material related party transactions exceeding the limits, would require prior approval of Members by means of an Ordinary Resolution.

Section 188 of the Companies Act, 2013 read with Rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions. The proviso to section 188 states that nothing in section 188 (1) will apply to any transaction entered into by the Company in its ordinary course of business and at arm's length basis.

All the proposed transactions put up for approval are in ordinary course of business and at arm's length. Pursuant to SEBI (LODR), Regulations, 2015 the following contracts / arrangements / transactions are material in nature and require the approval of the unrelated shareholders of the Company by an ordinary resolution.

Information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as follows:

S. No.	Particulars of the information	Information provided by the management	
1.	Name of the related party	Rockingdeals Private Limited (RDPL)	AAA Services
2.	Country of incorporation of the related party	India	India
3.	Nature of business of the related party	Trading in all types of household goods as consumer durables, groceries and other products.	Trading in all types of household goods as footwear and Electrical appliances.

Relationship and ownership of the related party

S. No.	Particulars of the information	Rockingdeals Private Limited (RDPL)	AAA Services
1.	Relationship between the listed entity/subsidiary ¹ (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: - Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. - Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital	A Private Company in which four Directors are also director. NIL N.A.	Sole Proprietorship Firm in which Mrs. Avneet Chopra is a proprietor NIL YES

	contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control². While calculating indirect shareholding, shareholding held by relatives³ shall also be considered.	NIL	NIL
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A(3).

Details of previous transactions with the related party

S. No.	Particulars of the information	Rockingdeal s Private Limited (RDPL)	AAA Services

1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	508.54	77.41																				
	<table> <tr> <th>S. No.</th><th>Name of the Related Party</th><th>Nature of Transactions</th><th>FY 2024-2025 (Rs. in Lakhs)</th></tr> <tr> <td>1.</td><td>Rockingdeals Private Limited</td><td>Sale</td><td>433.35</td></tr> <tr> <td>2.</td><td>Rockingdeals Private Limited</td><td>Purchase</td><td>75.19</td></tr> <tr> <td>2.</td><td>AAA Services</td><td>Sale</td><td>0.86</td></tr> <tr> <td>3.</td><td>AAA Services</td><td>Purchases</td><td>76.55</td></tr> </table>	S. No.	Name of the Related Party	Nature of Transactions	FY 2024-2025 (Rs. in Lakhs)	1.	Rockingdeals Private Limited	Sale	433.35	2.	Rockingdeals Private Limited	Purchase	75.19	2.	AAA Services	Sale	0.86	3.	AAA Services	Purchases	76.55		
S. No.	Name of the Related Party	Nature of Transactions	FY 2024-2025 (Rs. in Lakhs)																				
1.	Rockingdeals Private Limited	Sale	433.35																				
2.	Rockingdeals Private Limited	Purchase	75.19																				
2.	AAA Services	Sale	0.86																				
3.	AAA Services	Purchases	76.55																				
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Reimbursements of expenses 1.612	Purchases of Rs 3.53																				
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NIL	NIL																				

A(4).

Amount of the proposed transaction(s)

S. No.	Particulars of the information	Rockingdeals Private Limited (RDPL)	AAA Services

1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 10 Crore	Rs. 10 Crore
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	NO	NO
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	9.02% Turnover being 55.44 Crore	9.02% Turnover being 55.44 Crore
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	N.A.	N.A.
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not Available	Not Available
6.	Financial performance of the related party for the immediately preceding financial year: Explanations: <i>The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i>	Sale-Rs. 3175.71 Lakhs NP After Tax- Rs. 9.39 Lakhs	Sale-Rs. 112.64 Lakhs NP After Tax- Rs. 1.72 Lakhs

A(5).

Basic details of the proposed transaction

S. No.	Particulars of the information	Rockingdeals Private Limited (RDPL)	AAA Services
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of goods/services, purchase of goods/services	Sale of goods/services, purchase of goods/services
2.	Details of each type of the proposed transaction	Transfer of business by the way of slump sales on record date and Sale/ Purchase of Company's products to/ from RDPL Pricing will be done as per the business standards of the Company.	Sale/ Purchase of Company's products to/ from AAA Services Pricing will be done as per the business standards of the Company.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 year w.e.f -01st October 2025 to 30th September, 2026.	1 year w.e.f -01st October 2025 to 30th September, 2026
4.	Whether omnibus approval is being sought?	YES	YES
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Maximum upto Rs. 10.00 Crores exclusive of applicable taxes.	Maximum upto Rs. 10.00 Crores exclusive of applicable taxes
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	RDPL is running retail stores. And there is non-competitive and non-conflict agreement between RDPL and	Both AAA Services and RDCEL are specializes in dealing with excess inventory across multiple brands in

		RDCEL RDPL does most of its sourcing from RDCEL. The Sale/purchase is done in ordinary course of business and at arm's length pricing. The transactions help the Companies to meet their customer demands and generation of revenue and business for both the Companies.	the B2B market. and assist businesses in liquidating their surplus stock, providing an efficient and effective solution for managing excess inventory. The Sale/purchase is done in ordinary course of business and at arm's length pricing. The transactions help the Companies to meet their customer demands and generation of revenue and business for both the Companies.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.		
	a. Name of the director / KMP	Aman Preet Kulbir Chopra Avneet Chopra	Avneet Chopra
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Aman Preet-90.09% Kulbir Chopra - 8.91%	Avneet Chopra - 100%

8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NIL	NIL
9.	Other information relevant for decision making.	N.A	N.A

Disclosure *only* in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	Rockingdeals Private Limited (RDPL)	AAA Services
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	On the basis of non-competitive and non-conflict agreement between RDPL and RDCEL.	On the basis of non-competitive and non-conflict agreement between AAA Services and RDCEL.
2.	Basis of determination of price.	On an arm's length basis, considering prevailing market prices.	On an arm's length basis, considering prevailing market prices.
3.	In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	N.A.	N.A
	a. Amount of Trade advance	N.A	N.A
	b. Tenure	N.A	N.A
	c. Whether same is self-liquidating?	N.A	N.A

The above contracts / arrangements / transactions were approved by the Audit Committee at its meeting held on September 06, 2025 and recommended by the Board of Directors to the unrelated shareholders of the Company for their approval. The Board is of the opinion that the aforesaid related party transaction is in the best interests of the Company.

The Board, therefore, recommends the Resolution set out at Item No. 03 & 04 of the Notice for the approval of the Members in terms of Regulation 23 (4) of the SEBI (LODR), Regulations, 2015.

None of the Directors or Key Managerial Personnel of the Company and their relatives except Aman Preet, Kulbir Chopra and Avneet Chopra are concerned or interested, financially or otherwise, in this resolution.

Item No. 5

In terms of the provisions of Section 204 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Board in its meeting held on 30th May, 2025 on the recommendation of the Audit Committee subject to the approval of the members in the ensuing Annual General Meeting of the Company has approved the appointment of **M/s Apoorv & Associates, (Firm Registration/Unique Number: S2018UP633000 and Peer Review Number 4064/2023)**, for conducting a secretarial audit of the Company for the period of 5 (Five) Years with effect from **01st April, 2025.**"

Accordingly, members are requested to confirm the appointment of **M/s Apoorv & Associates**, Practicing Company Secretaries as secretarial auditor for the period of **5 (Five) Years** with effect from **01st April, 2025.**

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

Item No. 6

The Non-Executive Directors (other than Independent Directors) of the Company contribute significantly towards the growth and governance of the Company by providing strategic guidance, oversight, and valuable inputs based on their rich experience. The remuneration payable to Non-Executive Directors is governed by the provisions of Section 197 of the Companies Act, 2013.

In terms of Section 197(1)(ii) of the Act, if a company has a managing director or whole-time director or manager, the remuneration payable to Non-Executive Directors (excluding Independent Directors) shall not exceed 1% of the net profits of the company unless approved by the shareholders by way of a **special resolution.**

Considering the time, effort, and expertise required from Non-Executive Directors in discharging their responsibilities and the growing scale and complexity of the Company's operations, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has proposed to enhance the overall limit of remuneration payable to the Non-Executive Directors beyond 1% of the net profits, subject to the overall limits prescribed under the Act.

The proposed resolution seeks approval of the shareholders for payment of remuneration exceeding the aforesaid limit of 1% subject to the provisions of Schedule V of the Act, with the approvals of members of the Company in general meeting by way of Special Resolution.

None of the Directors, Key Managerial Personnel, or their relatives, except the Non-Executive Directors to whom the resolution relates, are in any way concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for approval of the members as a **Special Resolution.**

**By the Order of
the Board
For Rockingdeals Circular Economy Limited**

**Date: 06.09.2025
Place: Faridabad**

**Sd/-
(Deepika Dixit)
Company Secretary & Compliance Officer**

DIRECTORS' REPORT

To,
The Members of
ROCKINGDEALS CIRCULAR ECONOMY LIMITED

Your Directors are pleased to present the 23rd Annual Report on the business and operations of Rockingdeals Circular Economy Limited (the Company or 'RDCEL') along with the Audited Financial Statements for the Financial Year ended March 31, 2025.

1. FINANCIAL SUMMARY

The Company's standalone financial performance for the year ended 31st March, 2025 is summarized as below:

(₹ In Lakhs)

Particulars	Financial Year ended 31 st March 2025		Financial Year ended 31 st March 2024	
	Standalone	Consolidated	Standalone	Consolidated
Revenue from operations	5543.51	5543.51	4956.12	4956.12
Other Income(net)	10.63	10.85	29.38	29.38
Total Income	5554.15	5554.36	4985.49	4985.49
Less:				
Operating & Administrative expenses	4493.02	4503.62	4204.27	4204.27
Profit Before Depreciation Interest & Tax	1061.13	1050.74	781.22	781.22
Less:				
Depreciation and amortization expense	254.62	254.62	26.59	26.59
Finance cost	54.28	54.28	30.60	30.60
Profit before exceptional item and tax	752.23	741.85	724.04	724.04
Exceptional item	-		-	
Profit before tax (PBT)	752.23	741.85	724.04	724.04
+/- Tax expense:				
Current Tax	234.04	234.04	188.00	188.00
Deferred Tax	(25.96)	(25.96)	15.27	15.27
Profit after tax for the year (PAT)	544.15	533.77	520.77	520.77

2. STATE OF COMPANY AFFAIRS

The Company's Revenue from Operations on a Standalone basis for FY 2024–25 was ₹ 5543.51 Lakhs as against ₹4956.12 Lakhs in the previous year. The Profit before Depreciation Interest and tax is ₹ 752.23 Lakhs as compared to ₹724.04 Lakhs in the previous year. The Net Profit for the year stood at ₹544.15 Lakhs as compared to ₹520.77 Lakhs for the previous year. The Earning per Share has declined to ₹ 9.62 as against ₹11.72 in the Previous Year.

The Company's Revenue from Operations on a Consolidated basis for FY 2024–25 was ₹ 5543.51 Lakhs as against ₹4956.12 Lakhs in the previous year. The Profit before Depreciation Interest and tax is ₹ 741.85 Lakhs as compared to ₹724.04 Lakhs in the previous year. The Net Profit for the year stood at ₹533.77 Lakhs as compared to ₹520.77 Lakhs for the previous year. The Earning per Share has also declined to ₹ 9.43 as against ₹11.72 in the Previous Year.

3. SUBSIDIARY / ASSOCIATE COMPANY / JOINT VENTURE

The Company does not have any Associate or Joint Venture Company as on 31st March, 2025.

The Company has two wholly owned subsidiary company named Rocking Deals General Trading LLC in Dubai incorporated on 09th October, 2024 and Sustainquest Private Limited incorporated as per Companies Act, 2013 on 06th September, 2024.

During the financial year and as on the date of this Report, there are no material subsidiaries of the Company.

4. DIVIDEND

Keeping in view future growth opportunities, your directors consider it prudent to plough back the profits and not to recommend any dividend for the financial year 2024-2025.

5. RESERVES

The Company has not transferred any amount to its reserves, the details in respect of which can be verified from the audited financial statement forming part of this report.

6. SHARE CAPITAL

A. Authorized Capital

During the Financial year, the Company has increased its authorized share capital from Rs. 5,73,00,000/- (Rupees Five Crores and Seventy-Three Lakhs only) divided into 57,30,000 (Fifty-Seven Lakhs and Thirty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each by the creation of additional 12,70,000 (Twelve Lakh Seventy Thousand Only) equity shares of Rs. 10/- (Rupees Ten only) each in the Extra-ordinary General Meeting 03rd February, 2025.

As on 31st march, 2025, the company has authorized share capital of Rs. 7.00 Crores, divided into 70,00,000 Equity shares of Rs. 10 each.

B. Issued/Subscribed/Paid up Capital

The issued/Subscribed/Paid Up Capital share capital of the Company is **₹ 5,65,90,000** (Rupees Five Crore Sixty-Five Lakh Ninty Thousand Only), comprising **56,59,000 equity shares** of face value **₹ 10/- each**.

7. COMPOSITION OF BOARD

The Board of Directors of the Company has an optimum composition of Executive, Non-Executive and Independent Directors in compliance with the provisions of Companies Act, 2013 and SEBI (LODR) Regulations, 2015. As on March 31, 2025, Board of Directors comprise of 5 Directors out of which 1 is Executive Director, 2 are Non-Executive Non-Independent Woman Director and 2 are Non-Executive Independent Directors which is in compliance with the provisions of Companies Act, 2013. All Independent Directors are eminent persons and bring a wide range of expertise and experience to the Board thereby ensuring the best interest of stakeholders and the Company. Following persons comprise the Board:

Category	Name of Director
Executive Directors	Mr. Aman Preet
Non-Executive Non-Independent Director	Mrs. Kulbir Chopra
	Mrs. Avneet Chopra
Non-Executive Independent Director	Mr. Ravtej Singh Teer
	Mr. Prabhkamal Singh Sahni

8. DECALARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declarations from Mr. Ravtej Singh Teer and Mr. Prabhkamal Singh Sahni, Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 (“Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and the Listing Regulations and are independent of the Management.

9. KEY MANAGERIAL PERSONNEL

Changes in KMP:

Following persons are the Key Managerial Personnel of the Company *as on March 31, 2025* pursuant to Section 2(51) and Section 203 of the Act, read with the Rules framed there under:

- i) Mr. Aman Preet - Managing Director

- ii) Mr. Jitender - Chief Financial Officer
- v) Ms. Deepika Dixit - Company Secretary and Compliance Officer

During the year, Mr. Jitender Verma, was appointed as the Chief Financial Officer of the Company w.e.f. June 01, 2024.

Further, after the financial year ending March 31, 2025 Mr. Jitender Verma, Chief Financial officer of the Company, resigned with effect from April 25, 2025. Subsequent to his resignation, Mr. Aman Preet was appointed as the Chief Financial officer of the Company with effect from June 01, 2025.

Retirement by Rotation:

Pursuant to the provisions of Section 152 of the Companies Act, 2013 read with Rules made thereunder and the Articles of Association of the Company, Mrs. Avneet Chopra (DIN: 08390596), Non-Executive Director of the Company, is liable to retire by rotation at ensuing Annual General Meeting and being eligible has offered herself for re-appointment. The Board recommends her re-appointment. Profile of the Director seeking re-appointment is given in the Statement under Section 102 of the Companies Act, 2013 to the Notice of the ensuing AGM of the Company.

10. BOARD MEETINGS

The Board of Directors met 6 times during the year i.e. on 29.05.2024, 06.09.2024, 14.11.2024, 08.01.2025, 21.03.2025 and 29.03.2025. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. The attendance of each director in the respective Board Meetings is as follows:

S.No.	Name of Director	No. of Meeting Held	No. of Meeting attended
1	Aman Preet	6	6
2	Kulbir Chopra	6	1
3	Avneet Chopra	6	1
4	Tarun Goel	6	1
5	Prabhkamal Singh Sahni	6	6
6	Ravtej Singh Teer	6	6

Further, the Independent Directors of the Company also met twice during the year on May, 29, 2024 and 21st March, 2025; without the presence of Executive Directors, to review the performance of the Executive Directors and that of the Board as a whole.

11. GENERAL MEETINGS:

During the period under review, the Annual general meeting of the company was held on 30th September, 2024. The company also had One (1) Extraordinary General Meetings on 03.02.2025.

12. COMMITTEES OF THE BOARD & THEIR MEETINGS

With a view to have more focused attention on business and for better governance and accountability; the Board has the following mandatory committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. **Stakeholders Relationship Committee**

The terms of reference of these Committees are determined by the Board and their relevance reviewed from time to time. Meetings of each of these Committees are convened by the respective Chairman of the Committee. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The minutes and proceedings of the meetings of all Committees are placed before the Board for review. The Minutes of the Committee Meetings are sent to all members of the Committee individually and tabled at the Board Meetings. Following are the details of Board Committees;

1. Audit Committee

As on the financial year ended March 31, 2025; Audit Committee of the Company comprises of two Independent Directors and one Executive Director with Chairman being an Independent Director as required under Section 177 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

During the Financial Year 2024-25, Members of Audit Committee met 5 times. Audit Committee Meetings held on 29.05.2024, 06.09.2024, 14.11.2024, 08.01.2025 and 21.03.2025. The representatives of Statutory Auditors & Internal Auditors, Executives from Accounts & Finance Department are invited to the meetings of the Committee, as and when required. The Internal Auditor reports directly to the Committee. The Company Secretary acts as the Secretary of the Committee. The composition of Audit Committee as on March 31, 2025 and the details of Members attendance at the meetings of the Committee are as under:

Name of Members	Category	Meetings attended
Mr. Ravtej Singh Teer	Chairman (Independent Director)	5
Mr. Prabhkamal Singh Sahni	Member (Independent Director)	5
Mr. Aman Preet	Member (Executive Director)	5

All the members of Audit Committee have the requisite qualification for appointment in the Committee and possess sound knowledge of finance, accounting practices and internal controls.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company comprises of two Independent Directors and an Executive Director with the Chairman being an Independent Director which meets with the requirements of Section 178 of the Act read with SEBI (LODR) Regulations, 2015. The Company Secretary of the Company acts as the Secretary of the Committee.

The members of Nomination and Remuneration Committee met 2 time during the Financial Year 2024-25 on 29.05.2024 and 06.09.2024 The composition of Nomination and Remuneration Committee as on March 31, 2024 and the details of Members attendance at the meeting of the Committee are as under:

Name of Members	Category	Meetings attended
Mr. Ravtej Singh Teer	Chairman (Independent Director)	2
Mr. Prabhkamal Singh Sahni	Member (Independent Director)	2
Mr. Aman Preet	Member (Executive Director)	2

Stakeholders Relationship Committee

The Stakeholders Relationship Committee of the Company comprises of three Members, out of which two are Independent Directors and one is Executive Director with Chairman being an Independent Director. The composition of the Committee meets with the requirements of Section 178 of the Act read with SEBI (LODR) Regulations, 2015. The Company Secretary of the Company acts as the Secretary of the Committee.

During the Financial Year 2024-25, the Committee met 2 time on 29.05.2024 and 14.11.2024 and the details of Members attendance at the meetings of the Committee are as under:

Name of Members	Category	Meetings attended
Mr. Ravtej Singh Teer	Chairman (Independent Director)	2
Mr. Prabhkamal Singh Sahni	Member (Independent Director)	2
Mr. Aman Preet	Member (Executive Director)	2

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

CSR is commitment of the Company to improve the quality of life of the community and society at large and an initiative to assess and take responsibility for the company's effects on environment and social wellbeing. The Company believes in undertaking business in such a way that it leads to overall development of all stakeholders and society.

During the Financial Year 2024-25, the Committee met 2 time on 29.05.2024 and 21.03.2025 and the details of Members attendance at the meetings of the Committee are as under:

Name of Members	Category	Meetings attended
Mr. Ravtej Singh Teer	Chairman (Independent Director)	2
Mr. Prabhkamal Singh Sahni	Member (Independent Director)	2

S

13. EVALUATION OF BOARD'S PERFORMANCE

Your Company being listed on SME Exchange – “NSE Emerge” is exempt under Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, pursuant to the provisions of section 134(3)(p) of Companies Act, 2013, the Board has carried out annual evaluation of the performance of the Board, its Committees and of individual directors based on devised criteria. Furthermore, in a separate meeting of Independent Directors performance of the Non-Independent Directors and the Board as a whole was also reviewed.

The Company has devised a policy naming (Policy on Nomination & Remuneration and Board Diversity) for performance evaluation of Independent Directors, Board, Committees and other individual directors which includes the criteria and process for the performance evaluation of the Executive/ Non-executive Directors, Committees and the board as a whole. The policy is available on the website of the Company i.e. (<https://rdcel.com/investor-relations/>).

The evaluation process inter alia considers attendance of Directors at Board and Committee Meetings, acquaintance with business, communicating inter-se Board Members, effective participation, domain knowledge, compliance with code of conduct, vision and strategy. The Directors expressed their satisfaction with the evaluation process.

14. REMUNERATION POLICY

The Company has a Policy relating to appointment of Directors, payment of Managerial Remuneration, Director’s qualification, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and is available on the Company’s Website (<https://rdcel.com/investor-relations/>).

15. RISK MANAGEMENT

The Company has business Risk Management framework to identify and evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on its business objectives and enhance its competitive advantage. It defines the risk management approach across the Company at various levels including the documentation and reporting. Audit Committee of the Company has been entrusted with responsibility to assist the Board in following matters:

- (a) Overseeing the Company’s Risk Management process and controls, risk tolerance and Capital Liquidity and funding
- (b) Setting Strategic plans and objectives for Risk Management and review of Risk Assessment of the Company
- (c) Review of the Company’s risk appetite and strategy relating to key risks, including credit risk, liquidity and funding risk, product risk and reputational risk as well as the guidelines and processes for monitoring and mitigating such risks.

During the period under review, the Company has not identified any element of risk which may threaten its existence or are very minimal.

16. WHISTLE BLOWER POLICY AND VIGIL MECHANISM

The Company has adopted a Whistle Blower Policy establishing Vigil Mechanism, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or

suspected fraud or violation of the Company's Code of Conduct. This Policy provides adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee. The Policy of Vigil Mechanism is available on the Company's Website (<https://rdcel.com/investor-relations/>).

17. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company has given its property on mortgage as a capacity in Guarantor in favour of company i.e. M/s Rockingdeals Private Limited on the terms and conditions. However, after the end of Financial Year, the loan with respect to which corporate guarantee was given is repaid now.

Further, the details of the investments made by the Company are stated in the notes to audited financial statements.

18. INTERNAL FINANCIAL CONTROLS SYSTEM

The internal control systems commensurate with the size, scale and complexity of the operations of the Company. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with the applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization, and ensuring compliance with corporate policies.

The company has appointed Internal Auditors and the scope & authority of Internal Audit Function is defined in the appointment letter issued to the Internal Auditors. In order to maintain its objectivity and Independence, the internal auditor reports directly to the Chairman of the Audit Committee. Based on the report of the Internal Audit the Company undertakes corrective action in the respective reported areas of concern thereby strengthening the Internal Controls.

The Audit Committee of the Board of Directors, comprising of Independent Directors, reviews the effectiveness of the internal control system across the Company including annual plan, significant audit findings and recommendations, adequacy of internal controls and compliance with accounting policies and regulations.

19. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Your Company did not have any funds lying unpaid or unclaimed which were required to be transferred to Investor Education and Protection Fund (IEPF) under Section 125 of Companies Act, 2013.

20. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), is presented in a separate section, forming part of the Annual Report.

21. HUMAN RESOURCES

The Company believes that people are its most valuable assets. To this extent, the Company provides a fair and inclusive environment that promotes new ideas, respect for the individual and equal opportunity to succeed. Experience, merit and performance, leadership abilities, strategic vision, collaborative mindset, teamwork and result orientation are actively promoted and rewarded through an objective appraisal process.

The number of people employed as on March 31, 2025 was 263 (March 31, 2024 was 142). Your Company wishes to put on record its deep appreciation of the co-operation extended and efforts made by all employees.

22. CORPORATE SOCIAL RESPONSIBILITY

A brief outline of the Corporate Social Responsibility ('CSR') Policy as recommended by the CSR Committee and approved by the Board of Directors of the Company, and the initiatives undertaken by the Company on CSR activities during the year are set out in **Annexure I** of this Report in the prescribed format.

The said Policy is available on the Company's website and can be accessed by weblink <https://www.rdccl.com>

23. PARTICULARS OF EMPLOYEES

Disclosure with respect to the remuneration of Directors and employees as required under Section 197 (12) of Companies Act, 2013 and Rule 5(1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been appended as '**ANNEXURE-II**' to this Report.

24. MATERIAL CHANGES BETWEEN THE DATE OF THE BOARD REPORT AND END OF FINANCIAL YEAR

The Company has changed its Registered Office from the National Capital Territory of Delhi to the State of Haryana. The Registered Office of the Company has been shifted from: **Shop Kh No 424 Basement, Ghitorni, Gadaipur New Delhi, Delhi-110030 to 12/3 Milestone, Near Sarai Metro Station, Mathura Road, Faridabad- 121003, Haryana** with effect from **21st August, 2025**.

25. AUDITORS AND THEIR REPORT

Statutory Auditor

In terms of the provisions of Section 139 of the Companies Act, 2013, read with provisions of the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, M/s AKAR & Associates, Chartered Accountants, (FRN: 003753N) Delhi, were re-appointed as the Statutory Auditors of the Company for a term of 5 consecutive years in the 22nd Annual General Meeting held on September 30, 2024 till the conclusion of the 27th Annual General Meeting. As well as they were first appointed in the Annual General Meeting held on September 30, 2019 till the conclusion of the 22nd Annual General Meeting

Based on the recommendation of the Audit Committee, your Board at its meeting held on September 06, 2024 has proposed to reappoint M/s AKAR & Associates, Chartered Accountants, (FRN: 003753N) Delhi, as the Auditors of the Company to hold the office from the conclusion of the ensuing 22nd AGM until conclusion of the 27th AGM of your Company to be held in the year 2027.

They have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India as required under the provisions of Regulation 33 of the Listing Regulations.

Audit Report

The Auditor's Report for financial year ended 31st March 2024, does not contain any qualification, reservation or adverse remarks. All observations made in the Independent Auditors' Report and notes forming part of the Financial Statements are self-explanatory and do not call for any further comments and also, there is no incident of fraud requiring reporting by the auditors under section 143(12) of the Companies Act, 2013 during the year under review.

The Auditor's report is enclosed with the financial statements in this Director's Report.

Internal Auditor

M/s Ankur V Goel & Associates, Chartered Accountants, has been appointed as the Internal Auditors to perform the Internal Audit of the Company for the Financial Year 2024-25. The Audit Committee of the Board in consultation with the Internal Auditor formulates the scope, functioning, periodicity and methodology for conducting the internal audit.

Secretarial Auditor

The Board had appointed **M/s Apoorv & Associates, (Firm Registration/Unique Number: S2018UP633000 and Peer Review Number 4064/2023)** to undertake the Secretarial Audit of the Company for the Financial Year ended March 31, 2024.

The Secretarial Audit Report for the Financial Year ended March 31, 2025 annexed herewith is marked as **Annexure III** to this Report. Following observation has been made by the Secretarial Auditor in his report:

Observation No. 1- . During the audit period, it was observed that the Company did not file the statutory returns pertaining to Employees' State Insurance (ESI) and Provident Fund (PF) within the prescribed timelines as mandated under the Employees' State Insurance Act, 1948, and the Employees' Provident Funds and Miscellaneous Provisions Act, 1952.

Observation No. 2- As per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with NSE circular Ref. No. NSE/CML/2023/74 dated October 17, 2023, the listed entity shall submit to the stock exchange, within 2 working days of conclusion of its General Meeting or last date of voting in case of Postal Ballot, details regarding the voting results in the format specified by the Board. However, Company has convened EGM on Feb 03, 2025 but voting results submitted to Stock Exchange on 06/02/2025 at 14:43:51. Exchange has imposed a fine of Rs. 11,800/- on the Company.

Observation No. 3- During the year under review Company has borrowed money from banks as per Section 179 (3) (d) of the Companies Act, 2013 Company is required to file MGT-14 however Company has not filed MGT-14 till the signing of this Report.

Observation No. 4- During the year under review, Company has incorporated a wholly owned subsidiary company in Dubai i.e ROCKING DEALS GENERAL TRADING L.L.C however we have not received any docs which clarify that investment made through automatic route or approval route and we have not received any documents which are required to be submitted with AD Bank FC (ODI Form)

Response to Secretarial Audit Observation

1. Management's Reply to Observation No. 1- *The Company acknowledges the lapse and is taking necessary steps to rectify the error. The Board assures that adequate measures are being implemented to strengthen internal compliance mechanisms and avoid recurrence of such oversights in the future.*

Management's Reply to Observation No. 2- *The issue occurred due to a technical error, for which we had also communicated with the National Stock Exchange (NSE) via email and submitted a request for waiver of the penalty. However, the request was declined, and accordingly, the penalty amount has been duly paid to the NSE.*

Management's Reply to Observation No. 3- *The Company acknowledges the lapse and is taking necessary steps to rectify the error. The Board assures that adequate measures are being implemented to strengthen internal compliance mechanisms and avoid recurrence of such oversights in the future.*

Management's Reply to Observation No. 4- *During the year under review, the Company has proposed to make an Overseas Direct Investment (ODI). However, as the investment has not yet been executed, the filing of the prescribed ODI Forms with the Authorised Dealer Bank and the Reserve Bank of India (RBI) is currently under process and will be undertaken in compliance with applicable regulations at the appropriate stage. The Company is ensuring adherence to all procedural and regulatory requirements in this regard.*

Cost Audit

The provisions of Section 148 of the Companies Act 2013 read with the Companies (Cost and Audit) Rules, 2014 and Rule 14 of the Companies (Audit and Auditor) Rules, 2014 are not applicable to the Company.

25. CHANGE IN THE NATURE OF BUSINESS

There was no change in the nature of the business of the Company during the financial year under review.

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

Information on conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are provided hereunder:

PARTICULARS	REMARKS
A) CONSERVATION OF ENERGY: - the steps taken or impact on conservation of energy; - the capital investment on energy conservation equipments; - the steps taken by the company for utilizing alternate sources of energy;	The Corporation is taking due care for using electricity in the office and its sites. The Corporation usually takes care for optimum utilization of energy. We are trying to minimize use of energy by using good rated and energy efficient appliances in the Company.
B) TECHNOLOGY ABSORPTION: - the efforts made towards technology absorption; - the benefits derived like product improvement, cost reduction, product development or import substitution; - in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- (a) the details of technology imported; (b) the year of import; (c) whether the technology been fully absorbed; (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; Not applicable since 5 years period is over - the expenditure incurred on Research and Development	NIL NIL NIL NIL
C) FOREIGN EXCHANGE EARNINGS AND OUTGO:	

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows	NIL

27. ANNUAL RETURN

The draft Annual Return of the Company for the year ended on March 31, 2025 as approved by the Board is available on the Company's website www.rdccl.com. Please, also note that in accordance with the provisions of the Companies Act, 2013, the final annual return will be hosted on website of the Company at the given link after the conclusion of AGM and requisite certifications.

28. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts/transactions entered into by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis.

All Related Party Transactions are placed before the Audit Committee for review and approval. All Related Party Transactions are subjected to independent review by a reputed accounting firm to establish compliance with the requirements of Related Party Transactions under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details of related party transactions for the year under review are given in Form AOC-2 as **Annexure-IV** to this report.

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

The Company has zero tolerance towards any action on the part of any of its officials, which may fall under the ambit of "Sexual Harassment" at workplace. Pursuant to the provisions of Section 21 of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition, Redressal) Act, 2013, the Company formulated a Policy on Prevention of Sexual Harassment at Workplace. All employees (permanent, contractual, temporary, trainees, etc) are covered under this policy. An Internal Complaints Committee (ICC) was constituted which is responsible for redressal of complaints related to sexual harassment at the workplace.

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013 read with Rules thereunder, the Internal Complaints Committee of the Company has not received any complaint of Sexual Harassment during the year under review and no complaint was pending as of 31st March, 2025.

Pursuant to the said Act, the details regarding the number of complaints received, disposed and pending during the FY 2024-25, pertaining to incidents under the above framework/ law are as follows:

Particulars	Numbers
Number of complaints pending at the beginning of the financial year	NIL
Number of complaints received during the financial year	NIL
Number of complaints disposed off during the financial year	NIL
Number of complaints those remaining unresolved at the end of the financial year	NIL

30. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 134(3)(c) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- i) That in the preparation of the annual accounts, the applicable accounting standards read with requirements set out under Schedule III to the Companies Act, 2013 have been followed along with proper explanation relating to material departures;
- ii) That such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2025 and of the profit and loss of the company for the period ended on March 31, 2025;
- iii) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) That the annual financial statements have been prepared on a going concern basis;
- v) That the proper internal financial controls were in place and that the financial controls were adequate and were operating effectively; and
- vi) Proper systems were devised to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

31. CORPORATE GOVERNANCE

Your Company is committed to maintain good Corporate Governance practices and is committed to the highest standards of compliance. Pursuant to the Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compliance with the corporate governance provisions as specified in the Regulations 17 to 27 and clauses (b) to (i) & (t) of Regulations 46(2) and Para C, D, and E of Schedule V shall not apply to the Company, as the securities of the Company are listed on the

SME Exchange (EMERGE platform NSE). Therefore, the Corporate Governance Report is not applicable to the Company.

32. SECRETARIAL STANDARDS

The Company complies with all the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

33. GENERAL

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

- a) Details relating to deposits covered under Chapter V of the Companies Act 2013.
- b) Issue of equity shares with differential right as to dividend, voting or otherwise.
- c) Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except Employees' Stock Options Plan referred to in this Report.
- d) No significant or material orders were passed by the Regulators or Courts or tribunals which impact the going concern status and Company's operation in future.
- e) No fraud has been reported by the Auditors to the Audit Committee or the Board.

34. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

No application was made and no proceedings are pending against the company under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year under review.

35. DIFFERENCE IN VALUATION

During the year under review, no such settlement was taking place.

36. INDUSTRIAL RELATIONS

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

37. PREVENTION OF INSIDER TRADING

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has already a Code of Conduct for prevention of insider trading with a view to regulate trading in securities by the Directors and

designated persons of the Company. The details of Insider Trading Policy is available on the website of the Company at <https://rdcel.com/investor-relations/>

The code requires trading plan, pre-clearance for dealing in the Company's shares by the Directors and designated persons while in possession of UPSI in relation to the Company and during the period when the trading window is closed. However, there were no such instances in the Company during the year 2024-2025.

38. CODE OF CONDUCT

The Company has in place a comprehensive Code of Conduct and Our Code (the Codes) applicable to the Directors and employees. The Codes give guidance and support needed for ethical conduct of business and compliance of law.

The Codes reflect the core values of the Company viz. Customer Value, Ownership Mindset, Respect, Integrity, One Team and Excellence. A copy of the Code of Conduct and Our Code are available on the website of the Company at www.rdcel.com. The Codes have been circulated to the Directors and Senior Management Personnel and its compliance is affirmed by them annually.

39. POLICY FOR PRESERVATION OF DOCUMENTS

Pursuant to the Regulation 9 of SEBI (LODR), 2015 the Company has maintained the policy of preservation of documents to keep the documents preserve as per Regulation 9(a) & 9(b) of SEBI (LODR), 2015 and the same has been uploaded on the website of the Company on www.rdcel.com

40. STATEMENT ON MATERNITY BENEFIT COMPLIANCE

In accordance with the provisions of the Maternity Benefit Act, 1961, as amended by the Maternity Benefit (Amendment) Act, 2017, the Company is committed to ensuring full compliance with the applicable laws concerning maternity benefits for its women employees. During the year, no woman employee was entitled for maternity benefit

41. ACKNOWLEDGEMENT

Your Directors wish to place on record its sincere appreciation for the assistance and co-operation extended by the employees at all level, customers, vendors, bankers and other associates and look forward to continue fruitful association with all business partners of the company. Your Directors are especially grateful to the shareholders for reposing their trust and confidence in the Company. Our consistent growth is only possible because of their hard work, solidarity, co-operation and support.

**For and on behalf of the Board of Directors of
Rockingdeals Circular Economy Limited**

**Place: Delhi
Date: September 06, 2025**

**(Aman Preet)
Managing Director
DIN: 00140021**

**(Kulbir Chopra)
Director
DIN: 03193553**

ANNEXURE-I

REPORTING ON CORPORATE SOCIAL RESPONSIBILITY (CSR)

1. A brief outline of the CSR Policy of the Company:

The Corporate Social Responsibility (CSR) Policy as recommended by the CSR Committee and approved by the Board of Directors of the Company is available on the Company's website and can be accessed by weblink: <https://www.rdccl.com>

RDCEL is aware of its social responsibilities and strive hard to commit towards the society. The Company remains steady in pursuing holistic growth with responsibility towards the people and the environment.

RDCEL's CSR Policy is in compliance with the provisions of Companies Act, 2013.

2. Composition of CSR Committee for Financial year ending 2024-25:

S No.	Name and Nature of Directorship	Designation	Number of Meeting of CSR Committee held during the year	Number of Meeting of CSR Committee attended during the year
1.	Mr. Ravtej Singh Teer (Chairman & Independent Director)	Chairperson	2	2
2.	Mr. Prabhkamal Singh Sahni (Independent Director)	Member	2	2

3. Provide the web link where the Composition of the CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the Company's website:

CSR Committee:

<https://www.rdccl.com>

CSR Policy

<https://www.rdccl.com>

CSR Projects:

NIL

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.

N.A.

5. (a) Average net profit of the Company as per section 135(5): ₹ 312.01 Lakhs

(b) Two percent of average net profit of the company as per sub-section (5) of section 135. - ₹ 6.24 Lakhs

(c) Surplus arises from the CSR projects or programmes or activities of the previous financial years - Nil

(d) Amount required to be set off for the financial year- NIL

(e) Total CSR obligation for the financial year - ₹ 6.24 Lakhs

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).
₹ 7.43 Lakhs

(b) Amount spent in Administrative Overheads. - NIL

(c) Amount spent on Impact Assessment, if applicable. - NIL

(d) Total amount spent for the Financial Year [(a)+(b)+(c)] – ₹ 7.43 Lakhs

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. 2024-25 (in Lakhs)	Amount Unspent (in ₹)				
	The total amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per the second provision to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
₹ 7.43 Lakhs	0.00	NA	NA	0.00	NA

(f) Excess amount for set off, if any:

Sr. No.	Particulars	Amount (in Lakhs)
(i)	Two percent of average net profit of the Company as per section 135(5)	6.24
(ii)	Amount available for set off from preceding financial years	Nil
(iii)	Total amount spent for the Financial Year	7.43
(iv)	Excess amount spent for the financial year [(i)-(ii)-(iii)]	1.19

(v)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(vi)	Amount available for set off in succeeding financial years	1.19

7. Details of Unspent CSR amount for the preceding three financial years: Not Applicable

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: NO

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135. – N.A.

For and on behalf of Board of Directors

Sd/-

Ravtej Singh Teer

Chairman of CSR Committee

Place: New Delhi

Date:

Sd/-

Aman Preet

Managing Director & CFO

Place: Faridabad

Date:

ANNEXURE-II

DISCLOSURE OF INFORMATION UNDER SECTION 197(12) OF COMPANIES ACT 2013 READ WITH RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The information required under section 197(12) of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory amendments, modifications, if any, are given below:

- (i) **Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2024-25:**

S. No.	Name of Director	Designation	Ratio
1	Mr. Aman Preet	Managing Director	22.60:1
3	Mrs. Kulbir Chopra	Non-Executive Woman Director	-
4	Mr. Ravtej Singh Teer	Independent Director	-
5	Mr. Prabhkamal Singh Sahni	Independent Director	-
6	Mrs. Avneetkaur Prabhjotsingh Chandhok	Non-Executive Woman Director	-

- (ii) **Percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary or Manager, if any, in the financial year 2024-25:**

S. No.	Name	Designation	% Increase in remuneration
1	Mr. Aman Preet	Managing Director	33.33%
2	Mr. Jitender Verma	Chief Financial Officer	-
4	Ms. Deepika Dixit	Company Secretary	20.00%

* Mr. Jitender Verma as appointed as Chief Financial Officer of the company w.e.f. June 01st, 2024.

- (iii) The percentage increase/(decrease) in the median remuneration of employees in the financial year 2024-25: **NIL**
- (iv) Number of permanent employees on the rolls of Company at the end of the financial year 2024-25 is **263**.
- (v) Average percentage increase / decrease made in the salaries of employees other than managerial personnel in the financial year i.e. 2024-25 was **19.49%**, whereas the increase in managerial remuneration for the year was **33.33%**.
- (vi) Affirmation, that the remuneration is as per the remuneration policy of the Company.

**For and on behalf of the Board of Directors of
Rockingdeals Circular Economy Limited**

**Place: Faridabad
Date: September,06, 2025**

**(Aman Preet)
Managing Director
DIN: 00140021**

ANNEXURE -III

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2025

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

To
The Members,
ROCKINGDEALS CIRCULAR ECONOMY LIMITED
12/3 Milestone Near Sarai Metro Station, Mathura Road,
Faridabad, Haryana, India, 121003

We have conducted the secretarial audit of the compliance of applicable statutory provisions and adherence to good corporate practices by **ROCKINGDEALS CIRCULAR ECONOMY LIMITED CIN: L29305DL2002PLC116354 (“the Company”)**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our Opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2025 according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the Rules made there under;
 - ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
 - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
 - iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’)

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the audit period)**
- e) The Securities and Exchange Board of India (Issue and Listing of non-convertible Securities) Regulations, 2021; **(Not applicable to the Company during the audit period)**
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable to the Company during the audit period)**
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the audit period)**
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

vi) Other Laws

- 1) The Information Technology Act, 2000 and the rules made thereunder;
- 2) The Trade Mark Act, 1999;
- 3) The Shops and Establishment Act, 1953
- 4) The Payment of Wages Act, 1936
- 5) The Minimum Wages Act, 1948
- 6) Employees State Insurance Act, 1948
- 7) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952
- 8) The payment of Gratuity Act, 1972
- 9) The Maternity Benefit Act, 1961
- 10) The Child Labour (Prohibition and Regulation) Act, 1986
- 11) Equal Remuneration Act, 1976

We have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by the Institute of Company Secretaries of India.
- ii) The SEBI (LODR) Regulation 2015

iii) During the period under review and as per explanations and clarifications given to us and the representations made by the Management, the company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except the following observations:

- 1. During the audit period, it was observed that the Company did not file the statutory returns pertaining to Employees' State Insurance (ESI) and Provident Fund (PF) within the prescribed timelines as mandated under the Employees' State Insurance Act, 1948, and the Employees' Provident Funds and Miscellaneous Provisions Act, 1952.***
- 2. As per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with NSE circular Ref. No. NSE/CML/2023/74 dated October 17, 2023, the listed entity shall submit to the stock exchange, within 2 working days of conclusion of its General Meeting or last date of voting in case of Postal Ballot, details regarding the voting results in the format specified by the Board. However, Company has convened EGM on Feb 03, 2025 but voting results submitted to Stock Exchange on 06/02/2025 at 14:43:51. Exchange has imposed a fine of Rs. 11,800/- on the Company.***
- 3. During the year under review Company has borrowed money from banks as per Section 179 (3) (d) of the Companies Act, 2013 Company is required to file MGT-14 however Company has not filed MGT-14 till the signing of this Report.***
- 4. During the year under review, Company has incorporated a wholly owned subsidiary company in Dubai i.e ROCKING DEALS GENERAL TRADING L.L.C however we have not received any docs which clarify that investment made through automatic route or approval route and we have not received any documents which are required to be submitted with AD Bank***

We further report that:

- a.** The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The Changes in the composition of the Board of Directors that took place during the period were carried out in compliance with the provisions of the Act.
- b.** Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions were passed with unanimous majority and recorded as part of the minutes

We further report that as per explanation given to us and the representations made by the Management and relied upon by us there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company has not entered into/carried out any specific events/actions which may have a major bearing on the Company's affairs

Date: 28/08/2025

Place: Kanpur

For Apoorv & Associates
Company Secretaries

CS Apoorv Srivastava
Proprietor

M. No.: F12734, C.P. No.: 21063

Unique Code Number S2018UP633000

UDIN: F012734G001100337

Peer Review Certificate No:4064/2023

Note: This report is to be read with our letter of even date which is annexed as 'Annexure-A' and forms an integral part of this report

Annexure A

To
The Members,
ROCKINGDEALS CIRCULAR ECONOMY LIMITED
12 3 Milestone Near Sarai Metro Station, Mathura Road,
Faridabad, Haryana, India, 121003

Our report of even date is to be read along with this letter:

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provision of Corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company not of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Date: 28/08/2025

Place: Kanpur

For Apoorv & Associates
Company Secretaries

CS Apoorv Srivastava
Proprietor

M. No.: F12734, C.P. No.: 21063

Unique Code Number S2018UP633000

Peer Review Certificate No:4064/2023

UDIN: F012734G001100337

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis: Rockingdeals Circular Economy Limited has not entered into any contract/arrangement/transaction with its related parties which are not in ordinary course of business or at arm's length during FY 2024-25.

2. Details of material contracts or arrangement or transactions at arm's length basis:

Name of Related Party	Nature of Relationship	Nature of Contract/ Arrangement/ Transactions	Duration of Contract/ Arrangement/ Transactions	Salient Terms of the Contract or Arrangement or Transactions including the value, if any	Date(s) of approval by the Board, if any:	Amount received /paid as advance , if any (Rs In Lakhs)
Rockingdeals Pvt Ltd	a private company in which a director is a director	Sale of goods	NA	NA	29.05.2024	433.35
Rockingdeals Pvt Ltd	a private company in which a director is a director	Purchase of goods	NA	NA	29.05.2024	75.19

Harkrishanji Product Pvt Ltd	a private company in which a director is a director	Sale of goods	NA	NA	29.05.2024	49.66
Harkrishanji Product Pvt Ltd	a private company in which a director is a director	Purchase of goods	NA	NA	29.05.2024	2.68
AAA Services	Proprietorship firm of Avneet Chopra ,Director of the Company.	Sale of goods	NA	NA	06.09.2024	0.86
AAA Services	Proprietorship firm of Avneet Chopra ,Director of the Company.	Purchase of goods	NA	NA	06.09.2024	76.55
Aman Preet	Managing Director	Director Remuneration	NA	NA	01.04.2023	42.00

Note: The above-mentioned transactions were entered into by the Company in its ordinary course of business.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The management of Rockingdeals Circular Economy Limited is pleased to present its analysis report on the performance and future outlook of your company.

Global Economics Review

In 2024, the global economy experienced moderate growth while contending with persistent inflationary pressures and ongoing geopolitical instability. The year was also shaped by several major elections, whose immediate impacts are evident, though their long-term consequences remain uncertain. Monetary policy—particularly interest rate shifts in advanced economies—remained in sharp focus. Emerging markets delivered mixed results, influenced by commodity price movements and debt vulnerabilities. At the same time, trade frictions and supply chain disruptions continued to weigh on global commerce and investment, while geopolitical volatility persisted.

Technological progress, especially in artificial intelligence and renewable energy, brought both significant opportunities for productivity improvements and challenges linked to workforce transformation. Together, these forces created a dynamic yet uncertain environment for businesses and policymakers alike.

Looking ahead, global growth in 2025 is projected to slow to 2.8%. While inflation is expected to ease further, the pace of decline will likely vary across regions. Geopolitical tensions and trade-related uncertainties will continue to pose material risks. To navigate this environment, a balanced policy mix will be critical—one that not only mitigates near-term risks but also strengthens medium-term growth through structural reforms and greater multilateral cooperation.

(Source: Global Economic Outlook, IMF)

Indian Economy

India's real GDP is estimated to grow at 6.5% in FY 2024–25, reflecting a steady recovery to pre-COVID levels. Although the pace of growth fell short of earlier expectations, India remains one of the fastest-growing major economies. Retail headline inflation eased in line with global disinflationary trends, moderating from 5.4% in FY 2023–24 to 4.6% in FY 2024–25, with sharper deceleration seen in the latter part of the year. Food inflation, while still a key driver of overall price pressures, also began to soften in the final quarter, offering early signs of relief. These trends will continue to be closely monitored.

During the year, the Government allocated more than ₹11 lakh crore towards capital expenditure, amounting to 3.4% of GDP. The agriculture sector benefitted from a series of schemes and incentives, supporting a gradual recovery in FY 2024–25. Looking ahead, sustained structural reforms at the grassroots level and a continued focus on deregulation are expected to strengthen medium-term growth and enhance India's competitiveness.

INDUSTRY STRUCTURE AND DEVELOPMENT

Re-commerce

India's recommerce landscape in 2025 continues its robust growth trajectory, driven by the convergence of sustainability imperatives, consumer behavior shifts, and digital enablement. What began as a niche segment has now progressed into a mainstream consumer practice, with recommerce increasingly viewed as an integral part of the circular economy.

Environmental Influence:

Heightened awareness around sustainability, amplified by climate change discourse and policy interventions, has spurred adoption. Much like *Patagonia's Worn Wear* and *Apple's Certified Refurbished* models globally, Indian companies are incorporating recommerce to align with their ESG (Environmental, Social, Governance) commitments. The government's emphasis on sustainability under the Extended Producer Responsibility (EPR) regime further strengthens this trend domestically.

Consumer Shift:

India's Millennials and Gen Z continue to be the leading forces. In 2025, surveys indicate that nearly 70% of Gen Z Indians prefer pre-owned or refurbished options, not only for affordability but also because of perceived authenticity, uniqueness, and eco-consciousness. Thrift shopping, vintage fashion, and refurbished electronics are now aspirational categories.

Economic Drivers:

In a macroeconomic environment where affordability and value-consciousness remain critical, recommerce provides a compelling alternative to new purchases. From smartphones and laptops to furniture and automobiles, price-sensitive Indian consumers find high-quality refurbished products offering significant savings without compromising quality.

Technology as an Enabler:

India's booming digital ecosystem—comprising AI-driven pricing models, authentication tools, and logistics tech—has reduced trust gaps significantly. Platforms like Cashify, OLX Autos, Refurbo and QuikrBazaar are expanding reach, while global players such as Amazon Renewed and Flipkart's "2GUD" refurbished marketplace continue to strengthen their foothold. Blockchain-based provenance tracking is being piloted, further enhancing credibility.

Industry Outlook and Growth:

According to Boston Consulting Group (BCG) and OLX Autos 2024 report, India's recommerce sector

was valued at \$25 billion in 2024 and is projected to cross \$35–40 billion by 2025, growing at an annual rate of ~15–20%. On the global stage, the recommerce market is expected to touch \$400 billion by 2025 (source: Statista 2024), underscoring the alignment of India’s growth trend with global momentum.

Sector Expansion:

While electronics and fashion remain dominant, 2025 has seen accelerating recommerce activity in categories like furniture, luxury goods, and mobility solutions (EV batteries, used EVs, and auto parts). Start-ups and established retailers are innovating with trade-in programs, subscription-based resale models, and brand-owned recommerce ecosystems.

Conclusion:

Overall, 2025 marks a phase where recommerce in India transitions from being “alternative retail” to mainstream retail.” The steadily rising consumer trust, affordability advantage, and environmental alignment make recommerce a resilient and scalable market opportunity. The sector’s exponential growth trajectory remains intact, supported by regulatory nudges, consumer enthusiasm, and digital innovation. *Source: BCG–OLX Autos Report 2024, Statista Market Data 2024, Industry Aggregated Insights 2025.*

OPPORTUNITIES AND THREATS

Opportunities.

- Expanding Middle Class and Digital Penetration:

With India’s middle class continuing to expand and over 85.00 Lakhs internet users as of 2025, recommerce platforms have unparalleled opportunities to capture new users. The increasing trust in UPI, digital wallets, and BNPL (Buy Now, Pay Later) is further supporting growth in second-hand and refurbished retail.

- Affordability and Value-Oriented Consumption:

Price sensitivity among Indian consumers remains a strong driver. With inflationary pressures in 2025, more households are choosing pre-owned alternatives in fashion, electronics, and automobiles, making recommerce a mainstream choice rather than a fallback option.

- Employment Generation and Skill Development:

Recommerce continues to create jobs across digital marketing, last-mile logistics, quality inspection, repair/refurbishment, and customer service. In 2025, new jobs are emerging in AI-based product authentication, blockchain provenance tracking, and sustainable logistics, combining skill sets from retail and technology sectors.

- ESG Alignment and Circular Economy Potential:

Businesses are embracing recommerce to meet ESG reporting standards encouraged by SEBI and global investors. Second-hand apparel, now growing nearly 5x faster than new clothing sales globally (Statista 2025), directly supports sustainability, resource efficiency, and circular economy principles.

- Technological Advancements:

AI, ML, and AR/VR tools have revolutionized the industry. Platforms are leveraging AI-driven dynamic pricing, image-based product matching, and virtual try-ons for fashion. Reverse logistics is also becoming more sophisticated, reducing friction in supply chain operations and transforming recommerce into a formalized, trust-driven sector.

- Global Market Alignment:

The global recommerce market is expected to surpass \$400 billion in 2025, offering Indian players opportunities to scale internationally through cross-border recommerce platforms and partnerships.

Threats & challenges

- Pricing Complexities and Margin Pressure:

Thin margins remain a key hurdle. With rising operational expenses in 2025, including logistics fuel costs and compliance costs under India's EPR waste management framework, achieving profitability is challenging. The subjective nature of "used" product pricing continues to constrain scalability.

- Authentication and Consumer Trust:

Trust remains the backbone of recommerce. Authentication of electronics, luxury fashion, and refurbished auto parts is resource-intensive. While AI-driven authenticity checks are improving, they are not foolproof, and third-party authentication services add to costs and delay velocity of transactions.

- Competition Intensification:

The Indian recommerce sector is now highly competitive, with large conglomerates, e-commerce giants (Flipkart, Amazon, Reliance), and niche start-ups all encroaching on market share. This overcrowding poses survival challenges for emerging businesses, especially those lacking scale or differentiated models.

- Operational Challenges in Reverse Logistics:

Returns handling, quality checks, and cross-border logistics create inefficiencies and higher costs. Given India's fragmented logistics infrastructure, ensuring timely, consistent, and cost-effective delivery across Tier-II and Tier-III cities remains a significant challenge.

- **Regulatory Compliance and Taxation Risks:**

As the recommerce industry matures, additional scrutiny from regulators on waste management policies, GST compliance for used goods, and product warranties may increase operational burden for small players. Navigating these evolving frameworks is critical but resource-heavy.

- **Market Saturation & Brand Cannibalization:**

Brands entering recommerce to retain loyal customers sometimes risk cannibalizing sales of new products, creating strategic conflicts. Smaller players face difficulty carving a unique identity in an environment dominated by enterprise-scale recommerce initiatives.

-

RISK AND CONCERN

The Company has a robust risk management framework to identify and mitigate business challenges. Key risks are:

- **Availability of Labour:** Demand for skilled manpower in refurbishment, logistics, and AI-driven inspection is rising faster than supply. The Company addresses this through upskilling, employee engagement, and productivity enhancement.
- **Economic Uncertainty:** Sluggish global growth, inflation, and supply chain pressures could impact discretionary spending. Mitigation includes portfolio diversification, brand strengthening, and expansion into Tier-II/III markets.
- **Consumer Trust & Authenticity:** Product quality and authenticity remain critical, especially in electronics and luxury categories. The Company ensures trust through AI tools, third-party verification, warranties, and transparent policies.
- **Intensifying Competition:** Entry of large players has intensified price and customer acquisition pressures. Differentiation is pursued through partnerships, technology innovation, and customer loyalty initiatives.

OUTLOOK

The recommerce sector is transitioning from a niche to a mainstream retail segment, driven by a young consumer base, affordability, and sustainability imperatives. With India's internet penetration

crossing 85.00 Lakhs users and growing awareness of the circular economy, the Company expects robust demand across categories such as electronics, fashion, furniture, and mobility solutions.

Technology adoption — including AI-driven pricing, authentication tools, and blockchain-based tracking — will further strengthen consumer trust and operational efficiency. Expanding into Tier-II and Tier-III markets presents a significant growth opportunity as affordability continues to be a key driver. Further, our Company believes in maintain long term relationship with our customers by adding value through innovations, quality assurance and timely delivery of our products which will ultimately enhance our sales. It has been a long and motivating journey towards this pinnacle of success and no efforts are being spared to further strengthen the accomplishments of the company.

INTERNAL CONTROL SYSTEM AND ADEQUACY

Management has overall responsibility for the Company's internal control system to safeguard the assets and to ensure reliability of financial records. The Company has an adequate internal control system commensurate with its size and nature of its business. The Company has a detailed budgetary control system and the actual performance is reviewed periodically and decisions taken accordingly. The Company also conducts regular internal audits to test the adequacy and efficacy of its internal control processes and bring out any deviation to internal control procedures.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

In order to achieve operational excellence and maintain a competitive edge, the Company invests in building and nurturing a strong talented pool by instituting best practices with respect to its employees. The Company makes substantive and sustained efforts towards building an eco-system which promotes the development and advancement of all its employees and employees feel a sense of belonging to the Company and camaraderie with their team, and aspire for individual excellence while contributing to achieve departmental objectives.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The Company's Revenue from Operations on a Standalone basis for FY 2024-25 was ₹ 5543.51 Lakhs as against ₹4956.12 Lakhs in the previous year. The Profit before Depreciation Interest and tax is ₹ 1061.13 Lakhs as compared to ₹781.22 Lakhs in the previous year. The Net Profit for the year stood at ₹544.15 Lakhs as compared to ₹520.77 Lakhs for the previous year. The Earning per Share has declined to ₹ 9.43 as against ₹11.72 in the Previous Year.

The Company's Revenue from Operations on a Consolidated basis for FY 2024-25 was ₹ 5543.51 Lakhs as against ₹4956.12 Lakhs in the previous year. The Profit before Depreciation Interest and tax is ₹ 1050.74 Lakhs as compared to ₹781.22 Lakhs in the previous year. The Net Profit for the year stood at ₹533.77 Lakhs as compared to ₹520.77 Lakhs for the previous year. The Earning per Share has declined to ₹ 9.43 as against ₹11.72 in the Previous Year.

DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS ALONG WITH EXPLANATION

In compliance with the requirement of the Listing Regulations, the key financial ratios of the Company along with explanation for significant changes (i.e., for change of 25% or more as compared to the immediately previous financial year will be termed as ‘significant changes’), has been provided hereunder:

S.No.	Particulars	Units	31st March 2025	31st March 2024	% change from March 31, 2024 to Mar 31, 2025	Reason for variation of more than 25%
(i)	Current Ratio	Times	2.85	6.80	(58.14)	Decrease attributed to strategic utilisation of working capital via CC loan, aimed at supporting growth and liquidity.
(ii)	Debt-Equity Ratio	Times	0.18	0.00	7,684.06	Increase reflects prudent leveraging through CC loan to fund operations without equity dilution.
(iii)	Debt Service Coverage ratio	Times	18.77	7.74	142.53	Improved ratio indicates stronger earnings and enhanced ability to service debt, ensuring financial stability.
(iv)	Inventory Turnover ratio	Times	1.54	2.81	(45.04)	Lower ratio due to strategic inventory buildup to meet anticipated demand and avoid stockouts.
(v)	Trade Receivable Turnover Ratio	Times	7.31	12.23	(40.20)	Decline due to selective credit extension to key customers, improving overall profit margins.
(vi)	Trade Payable Turnover Ratio	Times	18.03	50.01	(63.94)	Reflects improved credit terms from suppliers, enhancing cash flow management.
(vii)	Net Capital Turnover Ratio	Times	1.93	1.72	11.85	Improved capital efficiency, indicating better utilisation of shareholder funds.
(viii)	Net Profit ratio	Percentage	9.82%	10.51%	(6.58)	Profitability decreased since increase in fixed expenses in higher proportionate than increase in Sales, which stall stabilise in next year.

(ix)	Return on Equity ratio	Percentage	14.40%	24.80%	(41.93)	Temporary dip due to reinvestment of profits for long-term growth, expected to normalise.
(x)	Return on Capital Employed	Percentage	16.77%	21.44%	(21.77)	Reflects focus on margin improvement and capital deployment efficiency.
(xi)	Return on Investment	Percentage	-	-	-	NA

CAUTIONARY STATEMENT

Statements in the Management Discussion Analysis describing the Company's objectives, projections, estimates and expectations may be considered as "forward looking statements" within the meaning of applicable securities laws and regulations. The Company cannot guarantee that these assumptions are accurate or will be realized. Actual results could differ materially from those expressed or implied. The Company assumes no responsibility in respect to the forward-looking statements herein which may undergo changes in future on the basis of subsequent developments, information or events.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF M/s **Rockingdeals Circular Economy Limited**

(Formerly Known as Technix Electronics Limited, Originally known as Technix Electronics Private Limited)

I Report on audit of the Financial Statements

1. Opinion

- A) We have audited the accompanying financial statements of M/s Rockingdeals Circular Economy Limited (“the Company”), which comprise the balance sheet as at March 31, 2025, the Statement of Profit and Loss and cash flow statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.
- B) In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (‘Act’) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its Profit and its cash flow for the year ended on that date.

2. Basis for opinion

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor’s responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

3. Emphasis of Matter

During the year, the company has capitalised the stock-in-hand valued of ₹8.58 crores into Fixed assets. This has been disclosed in Note-10 and 21 in the financial statements.

Our opinion is not modified in respect of the above matters.

4. Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters and there is no any key audit matters which need to be reported.

5. Information other than the standalone financial statements and auditors' report thereon

A) The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

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

B) In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard

6. Management's responsibility for the financial statements

A) The Company's board of directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in

accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

7. Auditor's responsibilities for the audit of the financial statements

- A) Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
- B) As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - (i) Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement

resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- (ii) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
 - (iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - (iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - (v) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation
- C) Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.
- D) We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- E) We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

II Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the **"Annexure A"** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable..
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief are necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books excepts for the matter stated in paragraph 3 (vi) below on reporting under rule 11(g) of the Companies (Audit and Auditor) Rules 2014.
 - c) The Balance Sheet, the Statement of Profit and Loss and statement of Cash flows with this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act read with relevant rules issued thereunder.
 - e) On the basis of written representations received from the directors as on 31 March, 2025, taken on record by the Board of Directors, none of the directors are disqualified as on 31 March, 2025, from being appointed as a director in terms of Section 164(2) of the Act, and
 - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B"**.
 - g) In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance

with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us

3. In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
- (i) The Company does not have any pending litigations which would impact its financial position
 - (ii) The Company did not have any long-term derivatives contracts for which there were any material foreseeable losses
 - (iii) There are no amounts which required to be transferred by the Company to the Investor Education and Protection Fund by the Company
 - (iv) a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
 - b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
 - c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (d) (i) and (d) (ii) contain any material misstatement
 - (v) The Company has not proposed any interim or final dividend during the year

(vi) Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account for the year ended 31st March, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated for the during the year for all relevant transactions recorded in the software. Further, during the course of our audit, we have did not come across any instance of the audit trail feature being tampered with after it has become operational by the Company.

For AKAR & ASSOCIATES
Chartered Accountants
(Firm Registration No.: 003753N)

RASIK MAKKAR

Partner

M. No. 086414

Firm Regd. No. 003753N

UDIN-

Date:

Place: New Delhi

ANNEXURE A TO THE AUDITOR'S REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our Report of even date to the members of M/s Rockingdeals Circular Economy Limited on the accounts of the company for the period ended 31st March, 2025]

'Report on Other Legal and Regulatory Requirements'

On the basis of such checks as we considered appropriate and according to the information and Explanations given to us during the course of our audit, we report that:

i. In respect of its fixed assets:

- a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.

(B) The Company has maintained proper records showing full particulars of Intangible assets
- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its property, plant and equipment by which all property, plant and equipment are verified in a phased manner in such a manner that every property, plant and equipment is verified at least once in a year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreement are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.

- d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment or intangible assets or both during the year.
- e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii.
 - a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by the management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.
 - b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. In our opinion, the returns or statements filed by the Company with such banks are in agreement with the books of account of the Company
- iii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has made investment in Subsidiary Companies, provided guarantee to any other parties and granted advances to any other parties in the nature of loans, unsecured.
 - a) The Company has granted loans or advances and provided guarantee to any other entity during the year. Details of which are as given below. The company has not provided any security to any other entity (ies) during the year.
 - A. The company has not provided loans or given advances in the nature of loans or provided security to any of its Subsidiaries , Joint

Ventures & Associates. Accordingly, the requirement to report on Clause 3(iii) (a)(A) of the order is not applicable.

Further , the company has provided stood guarantee to Punjab National Bank of Rs 495.00 lakhs on behalf of Rocking deals Private Limited (a entity which director of Company have significant influence)

B. The Company has provided unsecured loans & Guarantee to parties other than subsidiaries, Joint ventures and Associates as mentioned below:

Particular	Loan (Amounts in Rs. Lakhs)
Aggregate Amount during the year	
-Other Employees (As staff Advance)	12.95
Balance outstanding as at Balance sheet date	
-Other Employees (As staff Advance)	0.09

b) The Company has made investments and provided any guarantee or provided security or granted any advances in the nature of loans during the year. And In our opinion, the terms and conditions of making investments , providing guarantee & grant of all loans during the year are, prima facie, not prejudicial to the interest of the Company.

c) In the case of loans granted by the Company, in our opinion the schedule of repayment of principal has been stipulated and in our opinion the repayments /receipts of the principal amount and the interest are regular. The Company is not charging any interest on the amount advanced to its staff.

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

e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing

loans given to the same parties. Accordingly, the provisions of clause 3(iii)(e) of the Order are not applicable.

f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment. Accordingly, the provisions of clause 3(iii)(f) of the Order are not applicable.

iv. According to the information and explanations given to us and on the basis of our examination of the records, Company has complied with the provisions of Section 185 and Section 186 of the Companies Act, 2013, with respect to the granting of loans, and the provision of guarantees or securities.

v. The Company has not accepted any deposits or amounts which are deemed to be deposits as per directives issued by RBI and provision of section 73 to 76 or any relevant provisions of the companies Act 2013, and rules made thereunder. Accordingly, clause 3(v) of the Order is not applicable.

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

vii. (a) The Company is generally regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, duty of customs, cess and other material statutory dues, as applicable, to the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable except as Follows:

Name of Statute	Nature of Dues	Period to which amount relates	Amount involved and not paid (In lakhs)	Remarks

Income tax Act , 1961	Income tax	2014-15	1.51	-
Income tax Act , 1961	Income tax	2019-20	0.12	-
Labour Welfare fund		2023-24	0.06	
Labour Welfare fund		2024-25	0.31	

(b) There are no statutory dues referred to in sub-clause (a) that have not been deposited with the appropriate authorities on account of any dispute.

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

ix. According to the information and explanations given to us and on the basis of our examination of the records of the Company,

- a) the Company has not defaulted in the repayment of any loans or other borrowings or in the payment of interest thereon to any lender
- b) The company is not declared a wilful defaulter by any bank or financial institution or other lender
- c) The term loans were applied for the purpose for which the loans were obtained
- d) The funds raised on short term basis have not been utilised for long term purposes.
- e) The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures
- f) The company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies

x.(a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and thus, clause 3(x)(b) is not applicable in the case of the Company.

xi.(a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government. Accordingly, the reporting under Clause 3(xi)(b) of the Order is not applicable to the Company

(c) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, the Company has not received whistle-blower complaints during the year, which have been considered by us for any bearing on our audit and reporting.

xii. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable;

xiii. In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, wherever applicable, and the details of the related party

transactions have been disclosed in the financial statements as required by the applicable Accounting Standards.

xiv.(a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

xv.In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi.(a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable

xvii.The Company has not incurred cash losses in the current and in the immediately preceding financial year

xviii.There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

xix.According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and

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

xx.The Company has fully spent the required amount towards Corporate Social responsibility (CSR) and there are no unspent CSR amounts for the year requiring a transfer to a fund specified in Schedule VII of the Act or special account in compliance with the provision of sub-section (6) of Section 135 of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF M/S ROCKINGDEALS CIRCULAR ECONOMY LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of M/s **Rockingdeals Circular Economy Limited** ("the Company") as of March 31, 2025, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that are operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial

controls, both applicable to an audit of Internal Financial Controls and, both issued by ICAI. Those Standards and the Guidance Note require that We comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by ICAI.

For AKAR & ASSOCIATES
Chartered Accountants
(Firm Registration No.: 003753N)

Rasik Makkar
Partner
(Membership No.: 086414)
Place: New Delhi
Date:
UDIN :

ROCKINGDEALS CIRCULAR ECONOMY LIMITED
 (Formerly Known as Technix Electronics Limited, Originally known as Technix Electronics Private Limited)
 12/3 Milestone, Near Sarai Metro Station, Mathura Road Faridabad, Faridabad, Haryana-121003
 CIN: L29305DL2002PLC116354
 Standalone Statement of balance sheet as at March 31,2025
 (All amounts in Lakhs, unless otherwise stated)

PARTICULARS	Note No.	As At 31st March 2025	As At 31st March 2024
A EQUITY AND LIABILITIES			
1 Shareholder's Funds			
(a) Share Capital	3	565.90	565.90
(b) Reserves and Surplus	4	3,483.85	2,939.71
(c) Money received against share warrants			
		4,049.75	3,505.61
2 Share application money pending allotment			
3 Non Current Liabilities			
(a) Long term Borrowings	5	3.61	6.07
(b) Deferred Tax Liabilities (Net)	12	-	-
(c) Other Long term Liabilities		-	-
(d) Long term Provisions	9	10.98	6.58
		14.59	12.65
4 Current Liabilities			
(a) Short Term borrowings	6	745.22	2.26
(b) Trade Payable	7		
(A) total outstanding dues of micro enterprises and small enterprises; and			
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		223.64	223.16
(c) Other Current Liabilities	8	178.48	87.49
(d) Short Term Provisions	9	216.93	182.50
		1,364.27	495.41
Total		5,428.61	4,013.67
B ASSETS			
1 Non-Current Assets			
(a) Property, Plant and Equipment & Intangible Assets	10	1,291.67	546.54
(i) Property, Plant and Equipment			
(ii) Intangible Assets			
(iii) Capital work in progress			
(iv) Intangible Assets under development			
(b) Non-current Investments	11	128.08	1.21
(c) Deferred Tax Assets (Net)	12	30.88	4.91
(d) Long term loans & advances	13	91.66	89.95
(e) Other non-current assets			
		1,542.29	642.62
2 Current Assets			
(a) Current Investments		-	-
(b) Inventories	14	2,568.45	2,291.37
(c) Trade Receivables	15	927.96	588.31
(d) Cash and Cash Equivalents	16	66.31	179.36
(e) Short term loans & advances		-	-
(f) Other Current Assets	17	323.59	312.02
		3,886.32	3,371.06
Total		5,428.61	4,013.67

See accompanying Notes to the Financial Statements

1 to 35

As Per our Report of Even Date
 For AKAR & Associates
 Chartered Accountants
 Firm Registration No. 003753N

For and on behalf of Board of Directors
 ROCKINGDEALS CIRCULAR ECONOMY LIMITED

Rasik Makkar
 Partner
 M.No 086414
 Place :
 Date

AMAN PREET
 (CFO & MD)
 DIN: 00140021

KULBIR CHOPRA
 (Director)
 DIN :08390596

Deepika Dixit
 Company Secretary
 M. No. A61222

ROCKINGDEALS CIRCULAR ECONOMY LIMITED

(Formerly Known as Technix Electronics Limited, Originally known as Technix Electronics Private Limited)
12/3 Milestone, Near Sarai Metro Station, Mathura Road Faridabad, Faridabad, Haryana-121003

CIN: L29305DL2002PLC116354

Standalone Statement of Profit and Loss for the year ended March 31, 2025
(All amounts in Lakhs, unless otherwise stated)

PARTICULARS	Note No.	31st March 2025	31st March 2024
I Revenue from Operations	18	5,543.51	4,956.12
II Other Income	19	10.63	29.38
III Total income (I+ II)		5,554.15	4,985.49
IV EXPENSES			
Purchase of Stock -in Trade	20	4,028.42	5,713.61
Changes in inventory of finished goods, work-in -progress, stock-in trade	21	(277.09)	(1,786.69)
Employee benefits expenses	22	316.89	100.59
Finance Costs	23	54.28	30.60
Depreciation and Amortization Expense	9	254.62	26.59
Other Expenses	24	424.80	176.76
Total Expenses (IV)		4,801.92	4,261.45
V Profit before exceptional and extraordinary items and tax (III -IV)		752.23	724.04
VI Exceptional Items		-	-
VII Profit before extraordinary items and tax (V-VI)		752.23	724.04
VIII Extraordinary Items		-	-
IX Profit before Tax (VII-VIII)		752.23	724.04
X Tax Expense :			
1) Current Tax		234.04	188.00
2) Deferred Tax		(25.96)	15.27
XI Profit (Loss) for the period from continuing operations (VII-VIII)		544.15	520.77
XII Profit/(loss) from discontinuing operations			
XIII Tax expense of discontinuing operations			
XIV Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)			
XV Profit/(loss) for the Period (XI+ XIV)		544.15	520.77
XVI Earning Per Equity Share (Rs.)			
1) Basic	25	9.62	11.72
2) Diluted		9.62	11.72

See accompanying Notes to the Financial Statements

1 to 35

As Per our Report of Even Date
For AKAR & Associates
Chartered Accountants
Firm Registration No. 003753N

For and on behalf of Board of Directors
ROCKINGDEALS CIRUCLAR ECONOMY LIMITE

Rasik Makkar
Partner
M No 086414
Place :
Date

AMAN PREET
(CFO & MD)
DIN: 00140021

KULBIR CHOPRA
(Director)
DIN :08390596

Deepika Dixit
Company Secretary
M. No. A61222

ROCKINGDEALS CIRCULAR ECONOMY LIMITED
(Formerly Known as Technix Electronics Limited, Originally known as Technix Electronics Private Limited)
12/3 Milestone, Near Sarai Metro Station, Mathura Road Faridabad, Faridabad, Haryana-121003
Audited Standalone Cash Flow Statement for the year ended March 31st, 2025
(All amounts in Lakhs, unless otherwise stated)

PARTICULARS	31st March 2025	31st March 2024
Cash Flow From Operating Activities	752.23	724.04
Net Profit Before Taxation		
<u>Adjustments For:</u>		
Depreciation on Fixed Assets	254.62	26.59
Interest Expense	54.28	30.60
<u>Deduct:</u>		
Profit on Sale of Fixed Assets	-	2.92
Interest Income	4.92	9.34
Operating Profit Before Working Capital Changes	1,056.21	768.97
<u>Adjustments For :</u>		
(Increase) /Decrease In Inventories	(277.09)	(1,786.69)
(Increase) /Decrease In Trade Receivables	(339.66)	(366.01)
(Increase) /Decrease In Loans And Advances	(1.71)	(17.20)
(Increase) /Decrease In Other Current Assets	(11.57)	(304.54)
Increase/(Decrease) In Trade Payables	0.48	217.83
Increase/(Decrease) In Current Liabilities	90.99	7.42
Increase/(Decrease) In Provisions	2.05	1.71
Cash Generated From Operations	519.69	(1,478.51)
Less Income Tax Paid	197.27	55.30
Net Cash Inflow From/(Outflow) From Operating Activities (A)	322.42	(1,533.82)
Cash Flow From Investing Activities		
(Purchase)/ Sale Of Investments	(126.87)	-
Profit on Sale of Investment	-	-
(Purchase)/ Sale Of Fixed Assets (Tangible + Intangible)	(999.75)	(178.67)
Dividend Received		
Interest Received	4.92	9.34
Net Cash Inflow From/(Outflow) From Investing Activities (B)	(1,121.70)	(169.33)
Cash Flow From Financing Activities		
Net Proceeds From Issue Of Shares (Including Premium)	-	2,580.13
Short term borrowings	742.96	(354.12)
Share issue Expenses	-	(288.60)
Long Term Borrowing	(2.45)	(30.75)
Interest Paid	(54.28)	(30.60)
Net Cash Inflow From/(Outflow) From Financing Activities (C)	686.23	1,876.05
Net Increase /(Decrease) In Cash And Cash Equivalents (A+B+C)	(113.04)	172.90
Cash And Cash Equivalents At The Beginning Of The Period	179.36	6.45
Cash And Cash Equivalents At The Closing Of The Period	66.31	179.36
	0.00	(0.00)

See accompanying Notes to the Financial Statements

1 to 35

As Per our Report of Even Date
For AKAR & Associates
Chartered Accountants
Firm Registration No. 003753N

For and on behalf of Board of Directors
ROCKINGDEALS CIRUCLAR ECONOMY LIMITED

Rasik Makkar
Partner
M No 086414
Place :
Date

AMAN PREET
(CFO & MD)
DIN: 00140021

KULBIR CHOPRA
(Director)
DIN :08390596

Deepika Dixit
Company Secretary
M. No. A61222

ROCKINGDEALS CIRCULAR ECONOMY LIMITED

Notes forming part of the Financial Statements as at and for the year ended March 31, 2025

(All amounts in Lakhs, unless otherwise stated)

NOTE 3					
SHARE CAPITAL		As At 31st March 2025		As At 31st March 2024	
		Number	(Rs. In Lakhs)	Number	(Rs. In Lakhs)
<u>Authorised Shares</u>					
Equity Shares of Rs 10 each		7,000,000	700.00	5,730,000	573.00
	Total	7,000,000	700.00	5,730,000	573.00
<u>Issued Shares</u>					
Equity Shares of Rs 10 each		5,659,000	565.90	5,659,000	565.90
	Total	5,659,000	565.90	5,659,000	565.90
<u>Subscribed & Paid up</u>					
Equity Shares of Rs 10 each fully paid up		5,659,000	565.90	5,659,000	565.90
	Total	5,659,000	565.90	5,659,000	565.90

(a) **Reconciliation of Equity shares outstanding at the beginning and at the end of the Year**

Equity Share	As At 31st March 2025		As At 31st March 2024	
	Number	(Rs. In Lakhs)	Number	(Rs. In Lakhs)
Shares outstanding at the beginning of the period	5,659,000	565.90	122,629	12.26
Bonus shares issued during the period	-	-	3,556,241	355.62
Pre-IPO Issue	-	-	480,130	48.01
Share issued in IPO	-	-	1,500,000	150.00
Shares bought back during the period	-	-	-	-
Shares outstanding at the end of the period	5,659,000	565.90	5,659,000	565.90

(b) **Details of shareholders holding more than 5% Equity shares in the company.**

Name of Shareholder	As At 31st March 2025		As At 31st March 2024		% Change in Holding
	Number	%	Number	%	
Equity Shares of Rs. 10 each					
Aman Preet	2,061,450	36.43	2,055,450	36.32	0.11
Kulbir Chopra	1,623,270	28.68	1,623,270	28.68	-
	3,684,720	65.11	3,678,720	65.01	0.11

(c) **Details of Equity Shares Held by the Promoters at the end of the year:**

Name of the Shareholder	As At 31st March 2025		As At 31st March 2024		% Change in Holding
	Number	%	Number	%	
Aman Preet	2,061,450	36.43	2,055,450	36.32	0.11
Kulbir Chopra	1,623,270	28.68	1,623,270	28.68	-
	3,684,720	65.11	3,678,720	65.01	0.11

Terms and rights attached to equity shares:

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each shareholder is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

ROCKINGDEALS CIRCULAR ECONOMY LIMITED
Notes forming part of the Financial Statements for the year ended March 31, 2025

(All amounts in Lakhs, unless otherwise stated)

NOTE 4		
Reserves And Surplus	As At 31st March 2025	As At 31st March 2024
<u>Securities Premium</u>		
Opening Balance	2,093.51	292.28
Add: Share issued premium amount	-	2,382.12
Less: IPO Expense	-	(288.60)
Less: Bonus Issue during the year	-	(292.28)
Closing Balance	2,093.51	2,093.51
<u>Surplus</u>		
Opening Balance	846.20	388.77
Add: Profit/(Loss) for the year	544.15	520.77
Less: Bonus Issue during the year	-	(63.34)
Closing Balance	1,390.34	846.20
Total Reserves and Surplus	3,483.85	2,939.71

ROCKINGDEALS CIRCULAR ECONOMY LIMITED

Notes forming part of the Financial Statements for the year ended March 31, 2025

(All amounts in Lakhs, unless otherwise stated)

NOTE 5		
Long Term Borrowings	As At 31st March 2025	As At 31st March 2024
(a) Bonds/Debentures		
(b)Term Loan:		
Secured Loan:		
from Bank*	3.60	6.06
from other parties		
Unsecured Loan:		
from Bank**	0.01	0.01
from other parties		
Total Long Term Borrowings	3.61	6.07

Terms of Repayment

a). Vehicle Loan of Rs. 11.70 lacs @ rate 8.20 (Floating rate) % p.a repayable in 60 monthly instalments of Rs. 23,836/- from August 2022. Outstanding amount of said loan as on 31st March 2025 was Rs. 6,05,556/- (31st March 2024 was Rs. 8,31,745/-)

-Guarantor of loan: Mrs. Kulbir Chopra (Director of Company)

-Security: Hypothecation against Vehical purchased

b). A loan of Rs. 25 lacs @16.25 % (Fixed rate) p.a. was taken in Month of July 2017. Oustandding amount of said loan as on 31st March 2025 was Rs.1,000/- (31st March 2024 Rs.1,000/-)

ROCKINGDEALS CIRCULAR ECONOMY LIMITED
Notes forming part of the Financial Statements for the year ended March 31, 2025

(All amounts in Lakhs, unless otherwise stated)

NOTE 6		
Short-term Borrowings	As At 31st March 2025	As At 31st March 2024
(i) Short term borrowings:-		
(a) Loans repayable on demand		
Secured:		
from Bank*	742.77	-
from other parties		
Unsecured:		
from Bank	-	-
from other parties	-	-
(b) Loans & advances from related parties		
(c) Deposits		
(d) Other loans & Advances		
	742.77	-
(ii) Current maturities of long term borrowings	2.45	2.26
Total short-term Borrowings	745.22	2.26

Terms of Repayment

a). Cash credit facility (from PNB Bank) of Rs 815 Lacs @9.00% (Repo rate+2.50%)p.a

-Guarantor of loan:

Personal guarantee of Mr. Amanpreet Singh ,Mrs. Kulbir Chopra and Mrs. Avneet Chopra (Directors of Company)

Corporate Guarantee : Rockingdeals Circular Economy Limited

-Security: Hypothecation of stocks and book debt, present and future arising out of genuine credit sale transactions.

Collateral Security : Flat No- 1702, 17th Floor, La lagune , C- Block, haider pur Viran, Sec-54 , Distt. Gurugram HR

-Margin: 25 % of Stock and BD (Book debt not more than 90 days).

b) Current maturities of Long term borrowings: Vehicle loan payable after 1 year as per payment Schedule Rs 2,45,465/- (Previous year Rs 2,26,198/-)

ROCKINGDEALS CIRCULAR ECONOMY LIMITED
Notes forming part of the Financial Statements for the year ended March 31, 2025

(All amounts in Lakhs, unless otherwise stated)

NOTE 7		
Trade Payable	As At 31st March 2025	As At 31st March 2024
(i) total outstanding dues of micro enterprises and small enterprises; and	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	223.64	223.16
Total Trade Payable	223.64	223.16

Note: There are dues to micro and small enterprises, determine to the extent such parties have been identified on the behalf of information available with the company, for Rs. NIL/- as at 31st March, 2025, which require disclosure under the micro and small enterprise development act, 2006 subject to confirmation.

Trade Payable ageing schedule for the year ended as on March 31, 2025:

Particulars	MSME	Other than MSME
<u>Outstanding for following periods from due date of payment</u>		
Less than 1 Year	-	223.64
1-2 Years	-	-
2-3 Years	-	-
More Than 3 Years	-	-
Total Trade Payable	-	223.64

Trade Payable ageing schedule for the year ended as on March 31, 2024:

Particulars	MSME	Other than MSME
<u>Outstanding for following periods from due date of payment</u>		
Less than 1 Year	-	222.95
1-2 Years	-	0.21
2-3 Years	-	-
More Than 3 Years	-	-
Total Trade Payable	-	223.16

ROCKINGDEALS CIRCULAR ECONOMY LIMITED
Notes forming part of the Financial Statements for the year ended March 31, 2025

(All amounts in Lakhs, unless otherwise stated)

NOTE 8		
Other Current Liabilities	As At 31st March 2025	As At 31st March 2024
TDS & TCS Payable	15.95	3.33
GST PAYABLE	6.65	5.13
PF Payable	0.16	-
ESI Payable	0.46	-
LWF Payable	0.36	-
Audit Fees Payable	3.33	1.58
Salary Payable	26.66	10.69
Advances from Customers	118.90	64.71
Security Deposits	1.80	1.80
Expenses payable	3.89	0.05
Advance - Others	0.31	0.19
Total Other Current Liabilities	178.48	87.49

NOTE 9		
Provisions	As At 31st March 2025	As At 31st March 2024
Long term Provisions		
(a) Provision for Employee benefits		
Provision for Gratuity	10.71	6.13
Provision for Earned leave	0.28	0.45
Total Long term Provisions	10.98	6.58
Short Term Provisions		
(a) Provision for Employee benefits		
Provision for Gratuity	0.15	0.15
Provision for Earned leave	0.01	0.01
(b) Others:-		
Provision for Expenses	-	0.07
Provision for Tax	216.77	182.27
Total Short term provisions	216.93	182.50

ROCKINGDEALS CIRCULAR ECONOMY LIMITED
Notes forming part of the Financial Statements for the year ended March 31, 2025

(All amounts in Lakhs, unless otherwise stated)

NOTE 11		
Non Current Investments	As At 31st March 2025	As At 31st March 2024
(a) Investment Property	-	-
(b) Investment in Equity Instruments *	23.85	-
(c) Investments in Preference shares	-	-
(d) Investments in Government or Trust securities	-	-
(e) Investment in debentures or bonds	-	-
(f) Investments in Fixed Deposits **	103.02	-
(g) Investments in Partnership firms/LLP	-	-
(h) Other Non-current Investments	-	-
(i) Investment in Gold	1.21	1.21
Total Non Current Investments	128.08	1.21

* Investment in Equity Instruments- Investment in Equity of wholly owned Subsidiary Company in India and Dubai

- Sustainquest Private Limited- 10000 Equity shares @ Rs.10/- (India)

- Rocking Deals General Trading L.L.C 10000 equity Shares @ AED 10/- (Dubai)

Note: The Company has not yet remitted the investment amount in Rocking Deals General Trading L.L.C.

The Company has not transferred its investment in the share capital of Rocking Deals General Trading L.L.C., comprising 10,000 equity shares of AED 10 each (Dubai), equivalent to Rs. 22.85.

** Investment in Fixed Deposits is made against the Overdraft facility provided by ICICI Bank

NOTE 12		
Deferred Tax Assets(Net)	As At 31st March 2025	As At 31st March 2024
Deferred Tax Asset relating to Fixed Assets		
Opening Balance	4.91	20.18
Add- DTL(Reversal) made during the year	25.96	(15.27)
Less-Reversal Made during the year	-	-
Total Deferred Tax Assets(net)	30.88	4.91

ROCKINGDEALS CIRCULAR ECONOMY LIMITED

Notes forming part of the Financial Statements for the year ended March 31, 2025

(All amounts in Lakhs, unless otherwise stated)

NOTE 13		
Long-term loans & Advances	As At 31st March 2025	As At 31st March 2024
<u>Secured, Considered good</u>		
Capital Advances	-	-
Loans & advances to related parties (giving details thereof)	-	-
Other Loans & advances (Specify Nature)	-	-
<u>UnSecured, Considered good</u>		
Capital Advances	-	-
Loans & advances to related parties	-	-
Other Loans & advances (US)	34.63	43.71
<u>Security deposit, Considered good</u>		
Other Loans & advances (SD)	57.03	46.24
<u>Doubtful</u>		
Capital Advances	-	-
Loans & advances to related parties	-	-
Other Loans & advances	-	-
Total Long term loans & advances	91.66	89.95

ROCKINGDEALS CIRCULAR ECONOMY LIMITED

Notes forming part of the Financial Statements for the year ended March 31, 2025

(All amounts in Lakhs, unless otherwise stated)

NOTE 14		
Inventories	As At 31st March 2025	As At 31st March 2024
Stock-in Trade (in respect of goods acquired for trading)	2,568.45	2,291.37
Stock-in transit	-	-
Total Inventories	2,568.45	2,291.37

ROCKINGDEALS CIRCULAR ECONOMY LIMITED

Notes forming part of the Financial Statements for the year ended March 31, 2025

(All amounts in Lakhs, unless otherwise stated)

NOTE 15		
Trade receivables	As At 31st March 2025	As At 31st March 2024
Trade Receivables(Unsecured) (Considered Good())	927.96	588.31
Total Trade receivables	927.96	588.31

Trade Receivables ageing schedule 31-03-2025

Particulars	Undisputed (Considered Good/Doubtful)	Disputed (Considered Good/Doubtful)
<u>Outstanding for following periods from due date of payment</u>		
Less than 6 Months	167.30	-
6months - 1 Year	571.72	-
1-2 Years	188.94	-
2-3 Years	-	-
More than 3 Years	-	-
Total Trade receivables	927.96	-

Trade Receivables ageing schedule 31-03-2024

Particulars	Undisputed (Considered Good/Doubtful)	Disputed (Considered Good/Doubtful)
<u>Outstanding for following periods from due date of payment</u>		
Less than 6 Months	587.92	-
6months - 1 Year	0.38	-
1-2 Years	-	-
2-3 Years	-	-
More than 3 Years	-	-
Total Trade receivables	588.31	-

ROCKINGDEALS CIRCULAR ECONOMY LIMITED
Notes forming part of the Financial Statements for the year ended March 31, 2025

(All amounts in Lakhs, unless otherwise stated)

NOTE 16		
Cash and Cash Equivalent	As At 31st March 2025	As At 31st March 2024
(i) Cash & cash Equivalents		
Balance with Banks #	52.95	171.45
Cheques, drafts on hand	-	-
Cash on Hand	13.36	7.91
Total Cash and Cash Equivalent	66.31	179.36

Particulars	As At 31st March 2025	As At 31st March 2024
Balance with Banks		
Current Accounts	0.83	5.43
Debit balance of Bank OD/ CC A/c	4.71	166.02
Deposits Accounts - with less than 12 months maturity	47.42	-
Deposits Accounts - with less than 12 months maturity	-	-
Total	52.95	171.45

NOTE 17		
Other Current Assets	As At 31st March 2025	As At 31st March 2024
Balance with Revenue Authorities	193.48	183.35
Advance to Suppliers	123.23	124.55
Prepaid expenses	5.36	3.73
Preliminary expenses	-	-
Other Current Asset	1.52	-
Recoverable in Cash or Kind	-	0.39
Total Other Current Assets	323.59	312.02

ROCKINGDEALS CIRCULAR ECONOMY LIMITED
Notes forming part of the Financial Statements for the year ended March 31, 2025

(All amounts in Lakhs, unless otherwise stated)

NOTE 18		
Revenue from Operations	31st March 2025	31st March 2024
Sale of Products	5,533.11	4,956.12
Sale of Services	-	-
Other Operating revenue	10.40	-
Total Revenue from Operations	5,543.51	4,956.12

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NOTE 19		
Other Income	31st March 2025	31st March 2024
Interest Income	4.92	9.34
Gain on Sale of Fixed asset	-	2.92
Other non-operating income	5.71	17.12
Total Other Income	10.63	29.38

NOTE 20		
Purchase of Stock -in Trade	31st March 2025	31st March 2024
Purchases	4,028.42	5,713.61
Total Cost of Purchase	4,028.42	5,713.61

NOTE 21

Change in Stock	31st March 2025	31st March 2024
Opening Stock	2,291.37	504.67
Closing Stock	2,568.45	2,291.37
Change in Stock	(277.09)	(1,786.69)

The Company has capitalised some item totalling to Rs. 8.58 Crores of stock in hand in fixed assets as the company has converted such stock as fixed assets in form of Furniture and Fixture and other fixed assets

NOTE 22

Employee Benefit Expense	31st March 2025	31st March 2024
Salary & wages	304.50	98.07
Contributions to PF	3.96	0.18
Contributions to ESI	3.29	-
Earned leave Expense (Written back)	(0.18)	0.26
Grautiy expense	4.57	1.39
Staff Welfare	0.75	0.71
Total Employee Benefit Expense	316.89	100.59

NOTE 23

Finance Cost	31st March 2025	31st March 2024
Interest Expenses	49.05	28.21
Other borrowings cost	5.22	2.38
Total Finance Cost	54.28	30.60

NOTE 24

Other Expenses	31st March 2025	31st March 2024
Payment to auditors*	3.60	1.75
Business Promotion	36.74	18.20
Repair & Maintainance	2.90	2.56
Fuel & Power Expense	35.06	4.45
Rates & Taxes	2.70	6.06
Legal & Professional expenses	29.08	4.47
Rent	181.03	113.08
Preliminary expense written off	-	-
Bank Charges	4.01	1.42
Insurance Expense	8.23	3.11
Vehical running Expenses	1.27	2.66
Tour & Travelling Expenses	10.19	6.02
Telephone & Internet Expense	0.36	0.05
Software Mainatance Expense	11.11	2.95
CSR Expense	7.43	-
Miscellaneous Office Expenses	59.90	8.70
Commission Expenses	31.19	1.28
Total Other Expenses	424.80	176.76

Payment to auditors*		
for audit fees	1.75	1.75
for taxation matters	1.15	-
for company law matters	-	-
for management services	0.60	-
for other services #	-	1.85
for reimbursement of expenses	0.10	-
	-	-
Total payment to auditors	3.60	3.60

Note 25		
Earning Per Share	31st March 2025	31st March 2024
Basic Earning Per Share		
Profit available for distribution (A)	544.15	520.77
Weighted average number of Equity shares (Adjusted average number of Equity shares) (B)	5,659,000	4,444,804
Basic Earning Per Share (A) / (B)(In Rs)	9.62	11.72
Diluted Earning Per Share		
Profit available for distribution (C)	544.15	520.77
Weighted average number of Equity shares (Adjusted average number of Equity shares) (D)	5,659,000	4,444,804
Diluted Earning Per Share (C) / (D)(In Rs)	9.62	11.72

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ROCKINGDEALS CIRCULAR ECONOMY LIMITED

Notes forming part of the Financial Statements for the year ended March 31, 2025

(All amounts in Lakhs, unless otherwise stated)

10. Property, Plant & Equipments

Block of Assets	Gross Block				Depreciation					Net Block	
	4/1/2024	Additions	Sale/Adj.	3/31/2025	4/1/2024	For the Year	Sale/Adj.	Residual Value Adjustment	3/31/2025	3/31/2025	3/31/2024
	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees
BUILDINGS	509.46	-	-	509.46	154.58	17.28	-	-	171.05	337.60	354.88
COMPUTERS AND DATA PROCESSING UNITS	182.44	1.50	-	183.75	3.32	115.31	-	-	115.62	67.12	179.13
FURNITURE AND FITTINGS	26.55	963.58	-	990.13	21.10	115.37	-	-	134.47	855.66	5.44
Office Equipment	-	34.87	-	34.87	-	8.45	-	-	8.45	26.41	-
MOTOR VEHICLES	13.54	-	-	13.54	6.45	2.21	-	-	8.69	4.88	7.09
Grand Total	732.00	999.75	-	1,731.74	185.45	254.62	-	-	440.67	1,291.67	846.54

The Company has capitalised some item totalling to Rs. 8.58 Crores of stock in hand in fixed assets as the company has converted such stock as fixed assets in form of Furniture and Fixture and other fixed assets

Block of Assets	Gross Block				Depreciation					Net Block	
	4/1/2023	Additions	Sale/Adj.	3/31/2024	4/1/2023	For the Year	Sale/Adj.	Residual Value Adjustment	3/31/2024	3/31/2024	3/31/2023
	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees
BUILDINGS	509.46	-	-	509.46	156.41	18.17	-	-	154.58	354.88	373.05
COMPUTERS AND DATA PROCESSING UNITS	-	182.44	-	182.44	-	3.32	-	-	3.32	179.13	-
FURNITURE AND FITTINGS	26.55	-	-	26.55	19.21	1.89	-	-	21.10	5.44	7.34
MOTOR VEHICLES	30.72	-	17.17	13.54	19.56	3.21	16.31	-	6.45	7.09	11.15
Grand Total	566.73	182.44	17.17	732.00	175.18	26.59	16.31	-	185.45	546.54	391.54

Note 26: Ratio

Particulars	Units	31st March 2025	31st March 2024	% change from March 31, 2024 to Mar 31, 2025
Current Ratio	Times	2.85	6.80	(58.14)
Debt-Equity Ratio	Times	0.18	0.00	7,684.06
Debt Service Coverage ratio	Times	18.77	7.74	142.53
Inventory Turnover ratio	Times	1.54	2.81	(45.04)
Trade Receivable Turnover Ratio	Times	7.31	12.23	(40.20)
Trade Payable Turnover Ratio	Times	18.03	50.01	(63.94)
Net Capital Turnover Ratio	Times	1.93	1.72	11.85
Net Profit ratio	Percentage	9.82%	10.51%	(6.58)
Return on Equity ratio	Percentage	14.40%	24.80%	(41.93)
Return on Capital Employed	Percentage	16.77%	21.44%	(21.77)
Return on Investment	Percentage	-	-	-

Note 26.2: Elements of Ratio

Ratios	31st March 2025		31st March 2024	
	Numerator	Denominator	Numerator	Denominator
Current ratio	3,886.32	1,364.27	3,371.06	495.41
Debt- Equity Ratio	748.83	4,049.75	8.33	3,505.61
Debt Service Coverage ratio	1,061.12	56.54	781.22	100.95
Inventory Turnover ratio	3,751.34	2,429.91	3,926.92	1,398.02
Trade Receivable Turnover Ratio	5,543.51	758.13	4,956.12	405.30
Trade Payable Turnover Ratio	4,028.42	223.40	5,713.61	114.25
Net Capital Turnover Ratio	5,543.51	2,875.64	4,956.12	2,875.64
Net Profit Ratio	544.15	5,543.51	520.77	4,956.12
Return on Equity ratio	544.15	3,777.68	520.77	2,099.46
Return on Capital Employed	806.50	4,809.57	754.64	3,520.52
Return on Investment	Since the Company is not involved in treasury operations, this ratio is not computed			

Note 26.3: Reasons for more than 25% increase/ (decrease) in above ratios

Particulars	% change from March 31, 2024 to Mar 31, 2025
Current Ratio	Decrease attributed to strategic utilisation of working capital via CC loan, aimed at supporting growth and liquidity.
Debt-Equity Ratio	Increase reflects prudent leveraging through CC loan to fund operations without equity dilution.
Debt Service Coverage ratio	Improved ratio indicates stronger earnings and enhanced ability to service debt, ensuring financial stability.
Inventory Turnover ratio	Lower ratio due to strategic inventory buildup to meet anticipated demand and avoid stockouts.
Trade Receivable Turnover Ratio	Decline due to selective credit extension to key customers, improving overall profit margins.
Trade Payable Turnover Ratio	Reflects improved credit terms from suppliers, enhancing cash flow management.
Net Capital Turnover Ratio	Improved capital efficiency, indicating better utilisation of shareholder funds.
Net Profit ratio	Profitability decreased since increase in fixed expenses in higher proportionate than increase in Sales, which shall stabilise in next year.
Return on Equity ratio	Temporary dip due to reinvestment of profits for long-term growth, expected to normalise.
Return on Capital Employed	Reflects focus on margin improvement and capital deployment efficiency.
Return on Investment	NA

Note 26.4: Consideration of Element of Ratio

i. Current Ratio:	Numerator= Current Assets Denominator= Current Liabilities
ii. Debt-Equity Ratio:	Numerator = Total Debt Denominator = Total Equity - Revaluation Reserve
iii. Debt Service Coverage ratio:	Numerator = Profit before Tax + Finance cost + Depreciation Denominator = Repayment of Borrowings + Interest on Borrowings
iv. Inventory Turnover ratio:	Numerator = Cost of Goods Sold Denominator = Average Inventory
v. Trade Receivable Turnover Ratio:	Numerator = Total Sales Denominator =Average Trade Receivables
vi. Trade Payable Turnover Ratio:	Numerator = Total Purchases Denominator = Average Trade Payables
vii. Net Capital Turnover Ratio:	Numerator = Revenue from operations Denominator = Working Capital (i.e. Current Assets - Current Liabilities)
viii. Net Profit ratio:	Numerator = Net Profit after tax Denominator = Revenue from operations
ix. Return on Equity ratio:	Numerator = Net Profit after tax Denominator = Average Shareholder's Equity
x. Return on Capital Employed:	Numerator = Earning before interest and taxes Denominator = Total Networth+ Total Debt+ Total Deferred Tax Liability
xi. Return on Investment:	Numerator = Earning before interest and taxes Denominator= Total Assets

27. Contingent Liabilities (Accounting Standard – 29)

Contingent Liabilities	As At 31st March 2025	As At 31st March 2024
	(Rs. In Lakhs)	(Rs. In Lakhs)
(i) Contingent liabilities		
(a) Claims against the company not acknowledged as debt	-	-
(b) Guarantees*	495.00	559.40
(c) Other money for which the company is contingently liable	2.00	1.42
(i) Commitments		
(a) Estimated amount of contracts remaining to be executed on capital account & not provided for	-	-
(b) Uncalled Liabilities on shares & other investments party paid	-	-
(c) Other commitments	-	-
Total contingent liabilities	497.00	560.80

*The company has utilized its property as collateral for credit facilities granted to its associate enterprise, M/s Rocking Deals Private Limited. These credit facilities include a cash credit limit of Rs. 495.00 Lacs (Previous year Rs. 495.00 Lacs) and Working Capital Term Loan Nil (Previous year 64.40 lacs). By offering its property as security, the company has provided a guarantee to ensure the repayment of these credit facilities. This arrangement demonstrates the interconnectedness and mutual support between the company and its associate enterprise, enabling them to access the necessary financial resources for their respective business activities. The utilization of collateral in this manner signifies a strategic financial decision aimed at facilitating the growth and operational requirements of both entities involved.

28. Commitments

Estimated amount of contracts remaining to be executed on capital account (net of advance already made) and not provided for is Rs. Nil (PY: Rs. Nil).

29. Information pursuant to para 5(viii) of the General Instructions to the Statement of Profit and Loss

(a). Value of Imports on C.I.F Basis: Rs. NIL (PY: Rs. NIL)

(b). Expenditure in foreign currency (on accrual basis): Rs. NIL (PY: Rs. NIL)

(c). Consumption of raw materials and Components and Spare Parts: Rs. NIL (PY: Rs. NIL)

(d). Earnings in foreign currency (on accrual basis): Rs. NIL (PY: Rs. NIL)

(e). Remittance made on account of dividends in foreign currency: Rs. NIL (PY: Rs. NIL)

During the year, there was no such remittance of dividends.

30. Auditor Remuneration

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
As Auditor	1.75	1.75
for taxation matters	1.15	-
For Other services (Certification)	0.70	1.85*
TOTAL	3.60	3.60

31. Related Party disclosures (Accounting Standard – 18)

a) List of related parties

Names of related parties

Name of the Party	Relationship
Aman Preet	Managing Director / CFO
Avneet Kaur	Director
Kulbir Chopra	Director
Prabhkamal Singh Sahni	Director
Ravtej Singh Teer	Director
Tarun Goel	Director till 06-11-2024
Preeti Singh	Relative of Director
Gaurav Gupta	Key Managerial Personnel Till 29-05-2024
Deepika Dixit	Key Managerial Personnel
Jitender Verma	Key Managerial Personnel
Finity India	Proprietorship of Director
AAA Services	Proprietorship of Director
HK Enterprises	Entity in Which director has significant influence
Karma Enterprises	Entity in Which director has significant influence
Rocking Deals Pvt Ltd.	Entity in Which director has significant influence

Name of the Party	Relationship
Rocking Deals (Hyd) Pvt Ltd.	Entity in Which director has significant influence
Harkrishanji Products Pvt Ltd	Entity in Which director has significant influence
Rocking Deals General Tradng LLC	Subsidiary company
Sustainquest Pvt Ltd	Subsidiary company

b) Transactions with Related Parties:

FY 2024-25						
Sr. No.	Nature of Transactions	Subsidiaries	Entity in Which director has significant influence	Key Managerial Personnel	Others	Total
1.	Turnover (Sales)	Nil	483.01	Nil	0.86	483.86
2.	Purchase	Nil	77.87	Nil	76.55	154.42
3.	Salary	Nil	Nil	68.60	Nil	68.60
4.	Proffesional fee	Nil	Nil	0.25	Nil	0.25
5.	Loan Taken	Nil	Nil	Nil	Nil	NIL
6.	Loan Repaid	Nil	Nil	Nil	Nil	NIL
7.	Investments	23.85	Nil	Nil	Nil	23.85

Disclosure in respect of Material Related Party Transactions during the period: Apart from the above, (Amount in Lakhs and transactions are reported without taxes)

1. Salary paid to Mr. Aman Preet Rs. 42.00, to Gaurav Gupta Rs. 6.00, Jitender Rs. 13.22 , Tarun Rs. 0.75 and Deepika Dixit Rs. 6.63.
2. Sale made to Rocking Deals Private Limited Rs.433.35, Harkrishan Product Private Limited Rs.49.66 and to AAA Associates Rs 0.86 .
3. Purchased made from AAA Services Rs.76.55 , Harkrishan Product Private Limited Rs.2.68 and from Rocking Deals Private Limited Rs.75.19.
4. Director sitting fee paid to Mr. tarun Rs. 0.25
5. Investment in equity shares in Sustainquest pvt ltd Rs 1.00 and in Rocking deals general Tradng LLC (In Dubai) Rs 22.85 .

Apart from the above, The Company has undertaken the reimbursement of various expenses incurred by its Directors and related parties on behalf of the Company and its associated entities. These expenses have been facilitated through Imprest Accounts.

Balance Outstanding of Related Parties :

Name of Party	Receivable/Payable	As at March 31, 2025	As at March 31, 2024
Rocking Deals Pvt Ltd.	Receivable/ (Payable)	838.68	580.61
Harkrishanji Products Pvt Ltd (HR)	Receivable/ (Payable)	NIL	(2.26)
Rocking deals general Tradng LLC	Receivable/ (Payable)	12.42	NIL
AAA Services	Receivable/ (Payable)	NIL	0.06

Name of Party	Receivable/Payable	As at March 31, 2025	As at March 31, 2024
Salary & remuneration payable	Receivable/ (Payable)	(5.33)	(-4.23)
Investment in equity shares of Subsidiary	Receivable/ (Payable)	(22.85)	NIL

32. Disclosure pursuant to Accounting Standard – 15 ‘Employee Benefits’

General Description

i. Contribution to Provident Fund (Defined Contribution)

The Company's provident fund scheme (including pension fund scheme for eligible employees) is a defined contribution plan. The expenses charged to the Statement of Profit and Loss under the head Contribution to Provident Fund is (31-03-2025 Rs 3.96) (31-03-2024 Rs. 0.18)

ii. Gratuity (Defined benefit plan)

The Company has a defined benefit gratuity plan. Every employee who has completed service of five years or more with the Company, is entitled to receive gratuity on retirement / Resignation / Death, @15 days salary (last drawn basic salary) for each completed year of service with the Company. During the year the Company has provided Rs. 4.57 lakhs (PY 1.39 Lakhs) towards gratuity, on the basis of actuarial valuation by a registered valuer.

iii. Leave salary (short term compensated absences)

Leave salary is payable at the time of retirement or resignation of an employee. During the year the Company has paid/provided Rs -0.18 lakhs (PY 0.26 Lakhs) , towards leave salary, on the basis of actuarial valuation by a registered valuer.

b. The following tables set out disclosures prescribed by AS 15 in respect of company's unfunded gratuity plan.

- (i) Changes in the present value of defined benefit obligation representing reconciliation of opening and closing balances thereof:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Present value of obligation as at the beginning of the year:	6.28	4.90
Interest cost	0.45	0.36
Current service cost	5.63	2.11
Past Service Cost	-	-
Benefits paid	-	-
Actuarial (gain) / loss on obligation	(1.51)	(1.09)
Closing Present value of obligation	10.86	6.28

(ii) Actuarial gain/ loss recognized in the Statement of Profit and Loss:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Actuarial gain/ (loss) for the year obligation	(1.51)	(1.09)
Total (gain)/ loss for the year	(1.51)	(1.09)
Actuarial (gain)/ loss recognized during the year.	(1.51)	(1.09)

(iii) The amounts recognized in the Balance Sheet are as follows:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Present value of obligation as at the end of the year	10.86	6.28
Funded value of assets (unfunded)	-	-
Net assets / (liability) recognized in balance sheet	(10.86)	(6.28)

(iv) The amounts recognized in the Statement of Profit and Loss are as follows:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Current service cost	5.63	2.11
Past service cost	-	-
Interest cost	0.45	0.36
Expected return on plan assets	-	-
Net actuarial (gain) / loss recognized in the year	(1.51)	(1.08)
Expenses recognised in the statement of profit and loss	4.57	1.39

(v). Actuarial assumption (for both Gratuity and Leave Encashment):

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Salary Growth *	6%	6%
Discount Rate	7.04%	7.22%
Up to 30 Years	5%	5%

From 31 to 44 years	3%	3%
Above 44 years	2%	2%
Mortality Table	IALM (2012 - 14)	IALM (2012 - 14)
Retirement Age (in years)	60	60

33. Deferred Taxes (AS – 22)

In compliance with Accounting Standard – 22 on “Accounting for taxes on Income” issued by the Institute of Chartered Accountant of India, Deferred Tax Assets for the period ended 31.03.2025 has been recognized.

34. Appointment of Company Secretary

The Company has a whole time Company Secretary appointed a whole time Company Secretary in Month of July 2023

35. Prior period comparatives

The company has reclassified and regrouped its prior period profit and loss and balance sheet items to confirm to this year’s classification.

In term of our report of even date attached

For Akar & Associates

Chartered Accountants

Firm Registration No: 003753N

For & on behalf of the Board of Directors

For Rockingdeals Circular Economy Limited

(Formerly Known as Technix Electronics Limited

Rasik Makkar

CFO & MD

Director

Partner

Aman Preet

Kulbir Chopra

Membership No. 086414

DIN: 00140021

DIN:03193553

Place: Delhi

Date:

Deepika Dixit

Company Secretary

M.No. A61222

1. Corporate information

Rockingdeals Circular Economy Limited was incorporated on July 29, 2002, with the purpose of engaging in the trading of mobile phones, electronics, home appliances, apparels, and various household-related items.

2. Summary of Significant accounting policies

a) Basis of Preparation of Financial Statements

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on an accrual basis, under the historical cost convention and on the accounting principles of a going concern.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year. The financial statements are presented in Indian rupees unless otherwise stated.

b) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities on the date of the financial statements. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of financial statements which in management's opinion are prudent and reasonable. Actual results may differ from the estimates used in preparing the accompanying financial statements. Any revision to accounting estimates is recognised prospectively in current and future periods.

c) Property, Plant & Equipment

Tangible assets are stated at cost less accumulated depreciation. The total cost of assets comprises its purchase price, freight, duties, taxes and any other incidental expenses directly attributable to bringing the asset to the working condition for its intended use.

Intangible assets are recognized if it is probable that the future economic benefits that are attributable to the assets will flow to the Company and cost of the assets can be measured reliably.

d) Depreciation

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written Down value (WDV). Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013

e) Inventories

The Company makes valuation of inventory on the basis of cost or net realizable value whichever is lower.

f) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

- *Sales of goods*

Revenue from sale of goods is recognised on transfer of all significant risks and rewards of ownership to the buyer. Sales are stated net of trade discount, duties, sales tax and GST.

- *Service Income*

Service income is recognised as per the terms of the contract when the related services are rendered. It is stated net of GST.

- *Interest income*

Interest income is recognized on time proportion basis.

g) Taxation

Income-tax expense comprises current tax, deferred tax charge or credit,

Current tax

Provision for current tax is made for the tax liability payable on taxable income after considering tax allowances, deductions and exemptions determined in accordance with the prevailing tax laws.

Deferred tax

Deferred tax liability or asset is recognized for timing differences between the profits/losses offered for income tax and profits/losses as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date.

Deferred tax asset is recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax asset is recognized only if there is a virtual certainty of realization of such asset. Deferred tax asset is reviewed as at each Balance Sheet date and written down or written up to reflect the amount that is reasonably/virtually certain to be realized.

h) Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period.

The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

i) Provisions and Contingencies

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

Contingent liabilities are disclosed in respect of possible obligations that have arisen from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of future events not wholly within the control of the Company.

When there is an obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

For Akar & Associates

For & on behalf of the Board of Directors

Chartered Accountants

For Rockingdeals Circular Economy Limited

FRN: 003753N

(Formerly Known as Technix Electronics Limited, originally known as Technix Electronics Private Limited)

Rasik Makkar

Managing Director

Director

Partner

Aman Preet

Kulbir Chopra

DIN: 00140021

DIN:03193553

Membership No. 086414

Place: Delhi

Date:

Deepika Dixit

Company Secretary

M.No. A61222

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF M/s **Rockingdeals Circular Economy Limited**

(Formerly Known as Technix Electronics Limited, Originally known as Technix Electronics Private Limited)

Report on audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of M/s Rockingdeals Circular Economy Limited ("the Holding Company"), which includes its subsidiary (the Holding Company and its subsidiary together referred to as "the Group") comprising of the consolidated balance sheet as at March 31, 2025, and the consolidated Statement of Profit and Loss and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information(hereinafter referred to as "the Consolidated Financial Statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2025, their consolidated profit and consolidated cash flows for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information other than the consolidated financial statements and auditors' report thereon

The Holding Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's responsibility for the consolidated financial statements

The Holding Company's board of directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and cash flows of the Group in accordance with the accounting principles generally accepted in India,

including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the Holding company included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's responsibilities for the audit of the consolidated financial statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the

result of our work and (ii) to evaluate the effect of any identified misstatements in the financial statements

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

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

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

Other Matters

We did not audit the financial statements / financial information of M/s Rocking Deals General Trading L.L.C subsidiary Incorporated in Dubai, whose financial statements / financial information reflect total assets of Rs.23.26 Lakhs as at 31st March, 2025, total revenues of Rs. NIL and net cash flows amounting to Rs.NIL for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss of Rs. 10.34 Lakhs for the year ended 31st March, 2025, as considered in the consolidated financial statements, in respect of above mention subsidiary, whose financial statements / financial information have not been audited by us. These financial statements / financial information are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, jointly controlled entities and associates, is based solely on such unaudited financial statements / financial information. In our

opinion, and based on the information and explanations provided by the Management, these financial statements/financial information are not subject to audit under UAE Law. Further, since the subsidiary was incorporated during the current financial year, its operations are not material to the Group.”

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on other Legal and Regulatory Requirements

4. As required by the Companies (Auditor’s Report) Order, 2020 (“the Order”), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the auditors on separate financial statements and the other financial information of the subsidiary company, as noted in the ‘Other Matter’ paragraph we give in the **Annexure A**” a statement on the matters specified in paragraph 3(xxi) of the Order.
5. (A). As required by section 143(3) of the Act, we report that:
 - h) We have sought and obtained all the information and explanations which to the best of our knowledge and belief are necessary for the purposes of our audit.
 - i) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and review reports of the Board of Director of Holding Company.
 - j) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated statement of cash flows with this Report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated Financial Statements
 - k) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act read with relevant rules issued thereunder.

- l) On the basis of written representations received from the directors as on 31 March, 2025, taken on record by the Board of Directors, none of the directors are disqualified as on 31 March, 2025, from being appointed as a director in terms of Section 164(2) of the Act, and
 - m) With respect to the adequacy of the internal financial controls with reference to Consolidated Financial Statements of the Holding Company and its subsidiary company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B” to this report;
 - n) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197(16) of the Act.
- (B) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
- a) The Group do not have any pending litigations which would impact its financial position
 - b) The Group do not have any long-term derivatives contracts for which there were any material foreseeable losses
 - c) There are no amounts which required to be transferred by the Holding Company including its subsidiary company to the Investor Education and Protection Fund
 - d) i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Holding Company or its subsidiary company or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
 - ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Holding Company or its subsidiary company from any persons or

entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Party or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and

(iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (d) (i) and (d) (ii) contain any material misstatement

- e) The dividend is not declared or paid during the year by the Holding Company is in compliance with Section 123 of the Act
- f) Based on our examination which included test checks, the company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.

Based on our examination which included test checks, the subsidiary company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.

For AKAR & ASSOCIATES
Chartered Accountants
(Firm Registration No.: 003753N)

Rasik Makkar
Partner

(Membership No.: 086414)

UDIN:

Place: New Delhi

Date:

ANNEXURE A TO THE AUDITOR'S REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our Report of even date to the members of M/s Rockingdeals Circular Economy Limited on the consolidated accounts of the company for the period ended 31st March, 2025]

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

(xxi) There are no qualifications or adverse remarks by us, the auditors, in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements. Accordingly, the requirement to report on clause 3(xxi) of the Order is not applicable to the Holding Company.

For AKAR & ASSOCIATES
Chartered Accountants
(Firm Registration No.: 003753N)

Rasik Makkar
Partner
(Membership No.: 086414)
UDIN:
Place: New Delhi
Date:

ANNEXURE B

TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF M/s ROCKINGDEALS CIRCULAR ECONOMY LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the Consolidated Financial Statements of M/S Rockingdeals Circular Economy Limited which includes joint operations (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2025, we have audited the internal financial controls with reference to Consolidated Financial Statements of the Holding Company and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group") as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the companies included in the Group are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013

Auditors' Responsibility

Our responsibility is to express an opinion on the Holding Company's, its subsidiary internal financial controls with reference to Consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. Those

Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Consolidated Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to Consolidated Financial Statements.

Meaning of Internal Financial Controls with reference to Consolidated Financial Statements

A company's internal financial control with reference to Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Consolidated Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements

Inherent Limitations of Internal Financial Controls With Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to Consolidated Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Group have, maintained in all material respects, adequate internal financial controls with reference to Consolidated Financial Statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to Consolidated Financial Statements of the Holding Company, in so far as it relates to this One subsidiaries, is based on the review report by the board of Director of Holding company of such subsidiary.

Our opinion is not modified in respect of the above matters

For AKAR & ASSOCIATES

Chartered Accountants

(Firm Registration No.: 003753N)

Rasik Makkar

Partner

(Membership No.: 086414)

UDIN:

Place: New Delhi

Date:

ROCKINGDEALS CIRCULAR ECONOMY LIMITED
(Formerly Known as Technix Electronics Limited, Originally known as Technix Electronics Private Limited)
12/3 Milestone, Near Sarai Metro Station, Mathura Road Faridabad, Faridabad, Haryana 121003
CIN: L29305DL2002PLC116354
Consolidated Statement of balance sheet as at March 31,2025
(All amounts in Lakhs, unless otherwise stated)

		(Rs. In Lakhs)	
PARTICULARS	Note No.	As At 31st March 2025	As At 31st March 2024
A EQUITY AND LIABILITIES			
1 Shareholder's Funds			
(a) Share Capital	3	565.90	565.90
(b) Reserves and Surplus	4	3,473.48	2,939.71
(c) Money received against share warrants			
		4,039.38	3,505.61
2 Share application money pending allotment			
3 Non Current Liabilities			
(a) Long term Borrowings	5	3.61	6.07
(b) Deferred Tax Liabilities (Net)	12	-	-
(c) Other Long term Liabilities		-	-
(d) Long term Provisions	9	10.98	6.58
		14.59	12.65
4 Current Liabilities			
(a) Short Term borrowings	6	745.22	2.26
(b) Trade Payable	7		
(A) total outstanding dues of micro enterprises and small enterprises; and			
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		200.38	223.16
(c) Other Current Liabilities	8	178.73	87.49
(d) Short Term Provisions	9	216.93	182.50
		1,341.26	495.41
Total		5,395.23	4,013.67
B ASSETS			
1 Non-Current Assets			
(a) Property, Plant and Equipment & Intangible Assets	10		
(i) Property, Plant and Equipment		1,291.67	546.54
(ii) Intangible Assets			
(iii) Capital work in progress			
(iv) Intangible Assets under development			
(b) Non-current Investments	11	104.23	1.21
(c) Deferred Tax Assets (Net)	12	30.88	4.91
(d) Long term loans & advances	13	91.66	89.95
(e) Other non-current assets			
		1,518.44	642.62
2 Current Assets			
(a) Current Investments		-	-
(b) Inventories	14	2,568.45	2,291.37
(c) Trade Receivables	15	917.44	588.31
(d) Cash and Cash Equivalents	16	67.30	179.36
(e) Short term loans & advances		-	-
(f) Other Current Assets	17	323.59	312.02
		3,876.79	3,371.06
Total		5,395.23	4,013.67

See accompanying Notes to the Financial Statements

1 to 35

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As Per our Report of Even Date
For AKAR & Associates
Chartered Accountants
Firm Registration No. 003753N

For and on behalf of Board of Directors
ROCKINGDEALS CIRUCLAR ECONOMY LIMITED

Rasik Makkar
Partner
M No 086414
Place :
Date

AMAN PREET
(CFO & MD)
DIN: 00140021

KULBIR CHOPRA
(Director)
DIN :08390596

Deepika Dixit
Company Secretary
M. No. A61222

ROCKINGDEALS CIRCULAR ECONOMY LIMITED

(Formerly Known as Technix Electronics Limited, Originally known as Technix Electronics Private Limited)

12/3 Milestone, Near Sarai Metro Station, Mathura Road Faridabad, Faridabad, Faridabad, Haryana 121003

CIN: L29305DL2002PLC116354

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

(All amounts in Lakhs, unless otherwise stated)

PARTICULARS		Note No.	31st March 2025	31st March 2024
			Audited	Audited
I	Revenue from Operations	18	5,543.51	4,956.12
II	Other Income	19	10.85	29.38
III	Total income (I+ II)		5,554.37	4,985.49
IV	EXPENSES			
	Purchase of Stock -in Trade	20	4,028.42	5,713.61
	Changes in inventory of finished goods, work-in -progress, stock-in trade	21	(277.09)	(1,786.69)
	Employee benefits expenses	22	316.89	100.59
	Finance Costs	23	54.28	30.60
	Depreciation and Amortization Expense	9	254.62	26.59
	Other Expenses	24	435.40	176.76
	Total Expenses (IV)		4,812.52	4,261.45
V	Profit before exceptional and extraordinary items and tax (III -IV)		741.85	724.04
VI	Exceptional Items		-	-
VII	Profit before extraordinary items and tax (V-VI)		741.85	724.04
VIII	Extraordinary Items		-	-
IX	Profit before Tax (VII-VIII)		741.85	724.04
X	Tax Expense :			
	1) Current Tax		234.04	188.00
	2) Deferred Tax		(25.96)	15.27
XI	Profit (Loss) for the period from continuing operations (VII-VIII)		533.77	520.77
XII	Profit/(loss) from discontinuing operations			
XIII	Tax expense of discontinuing operations			
XIV	Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)			
XV	Profit/(loss) for the Period (XI+ XIV)		533.77	520.77
XVI	Earning Per Equity Share (Rs.)			
	1) Basic	25	9.43	11.72
	2) Diluted		9.43	11.72

See accompanying Notes to the Financial Statements

1 to 35

As Per our Report of Even Date

For AKAR & Associates

Chartered Accountants

Firm Registration No. 003753N

For and on behalf of Board of Directors

ROCKINGDEALS CIRUCLAR ECONOMY LIMITED

Rasik Makkar

Partner

M No 086414

Place :

Date

AMAN PREET

(CFO & MD)

DIN: 00140021

KULBIR CHOPRA

(Director)

DIN :08390596

Deepika Dixit

Company Secretary

M. No. A61222

ROCKINGDEALS CIRCULAR ECONOMY LIMITED
(Formerly Known as Technix Electronics Limited, Originally known as Technix Electronics Private Limited)
12/3 Milestone, Near Sarai Metro Station, Mathura Road Faridabad, Faridabad, Faridabad, Haryana 121003

Consolidated Cash Flow Statement for the year ended March 31st, 2025

(Rs. In Lakhs)

PARTICULARS	31st March 2025	31st March 2024
	Audited	Audited
Cash Flow From Operating Activities	741.85	724.04
Net Profit Before Taxation		
<u>Adjustments For:</u>		
Depreciation on Fixed Assets	254.62	26.59
Interest Expense	54.28	30.60
<u>Deduct:</u>		
Profit on Sale of Fixed Assets	-	2.92
Interest Income	4.92	9.34
Operating Profit Before Working Capital Changes	1,045.83	768.97
<u>Adjustments For :</u>		
(Increase) /Decrease In Inventories	(277.09)	(1,786.69)
(Increase) /Decrease In Trade Receivables	(329.14)	(366.01)
(Increase) /Decrease In Loans And Advances	(1.71)	(17.20)
(Increase) /Decrease In Other Current Assets	(11.57)	(304.54)
Increase/(Decrease) In Trade Payables	(22.78)	217.83
Increase/(Decrease) In Current Liabilities	91.24	7.42
Increase/(Decrease) In Provisions	2.05	1.71
Cash Generated From Operations	496.83	(1,478.51)
Less Income Tax Paid	197.27	55.30
Net Cash Inflow From/(Outflow) From Operating Activities (A)	299.56	(1,533.82)
Cash Flow From Investing Activities		
(Purchase)/ Sale Of Investments	(103.02)	-
Profit on Sale of Investment	-	-
(Purchase)/ Sale Of Fixed Assets (Tangible + Intangible)	(999.75)	(178.67)
Dividend Received		
Interest Received	4.92	9.34
Net Cash Inflow From/(Outflow) From Investing Activities (B)	(1,097.85)	(169.33)
Cash Flow From Financing Activities		
Net Proceeds From Issue Of Shares (Including Premium)	-	2,580.13
Short term borrowings	742.96	(354.12)
Share issue Expenses	-	(288.60)
Long Term Borrowing	(2.45)	(30.75)
Interest Paid	(54.28)	(30.60)
Net Cash Inflow From/(Outflow) From Financing Activities (C)	686.23	1,876.05
Net Increase /(Decrease) In Cash And Cash Equivalents (A+B+C)	(112.05)	172.90
Cash And Cash Equivalents At The Beginning Of The Period	179.36	6.45
Cash And Cash Equivalents At The Closing Of The Period	67.30	179.36
	0.00	(0.00)

See accompanying Notes to the Financial Statements

1 to 35

As Per our Report of Even Date
For AKAR & Associates
Chartered Accountants
Firm Registration No. 003753N

For and on behalf of Board of Directors
ROCKINGDEALS CIRUCLAR ECONOMY LIMITED

Rasik Makkar
Partner
M No 086414
Place :
Date

AMAN PREET
(Director)
DIN: 00140021

KULBIR CHOPRA
(Director)
DIN :08390596

Deepika Dixit
Company Secretary
M. No. A61222

ROCKINGDEALS CIRCULAR ECONOMY LIMITED
Notes forming part of the Financial Statements as at and for the year ended March 31, 2025
(All amounts in Lakhs, unless otherwise stated)

NOTE 3					
SHARE CAPITAL		As At 31st March 2025		As At 31st March 2024	
		Number	(Rs. In Lakhs)	Number	(Rs. In Lakhs)
<u>Authorised Shares</u>					
Equity Shares of Rs 10 each		7,000,000	700.00	5,730,000	573.00
	Total	7,000,000	700.00	5,730,000	573.00
<u>Issued Shares</u>					
Equity Shares of Rs 10 each		5,659,000	565.90	5,659,000	565.90
	Total	5,659,000	565.90	5,659,000	565.90
<u>Subscribed & Paid up</u>					
Equity Shares of Rs 10 each fully paid up		5,659,000	565.90	5,659,000	565.90
	Total	5,659,000	565.90	5,659,000	565.90

Reconciliation of Equity shares outstanding at the beginning and at the end of the Year

Equity Share	As At 31st March 2025		As At 31st March 2024	
	Number	(Rs. In Lakhs)	Number	(Rs. In Lakhs)
Shares outstanding at the beginning of the period	5,659,000	565.90	122,629	12.26
Bonus shares issued during the period	-	-	3,556,241	355.62
Pre-IPO Issue	-	-	480,130	48.01
Share issued in IPO	-	-	1,500,000	150.00
Shares bought back during the period	-	-	-	-
Shares outstanding at the end of the period	5,659,000	565.90	5,659,000	565.90

Details of shareholders holding more than 5% Equity shares in the company.

Name of Shareholder	As At 31st March 2025		As At 31st March 2024		% Change in Holding
	Number	%	Number	%	
Equity Shares of Rs. 10 each					
Aman Preet	2,061,450	36.43	2,055,450	36.32	0.11
Kulbir Chopra	1,623,270	28.68	1,623,270	28.68	-
	3,684,720	65.11	3,678,720	65.01	0.11

Details of Equity Shares Held by the Promoters at the end of the year:

Name of the Shareholder	As At 31st March 2025		As At 31st March 2024		% Change in Holding
	Number	%	Number	%	
Aman Preet	2,061,450	36.43	2,055,450	36.32	0.11
Kulbir Chopra	1,623,270	28.68	1,623,270	28.68	-
	3,684,720	65.11	3,678,720	65.01	0.11

Terms and rights attached to equity shares:

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each shareholder is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

ROCKINGDEALS CIRCULAR ECONOMY LIMITED
Notes forming part of the Financial Statements for the year ended March 31, 2025

(All amounts in Lakhs, unless otherwise stated)

NOTE 4		
Reserves And Surplus	As At 31st March 2025	As At 31st March 2024
<u>Securities Premium</u>		
Opening Balance	2,093.51	292.28
Add: Share issued premium amount	-	2,382.12
Less: IPO Expense	-	(288.60)
Less: Bonus Issue during the year	-	(292.28)
Closing Balance	2,093.51	2,093.51
<u>Surplus</u>		
Opening Balance	846.20	388.77
Add: Profit/(Loss) for the year	533.77	520.77
Less: Bonus Issue during the year	-	(63.34)
Closing Balance	1,379.96	846.20
Total Reserves and Surplus	3,473.48	2,939.71

NOTE 5		
Long Term Borrowings	As At 31st March 2025	As At 31st March 2024
(a) Bonds/Debentures		
(b)Term Loan:		
Secured Loan:		
from Bank*	3.60	6.06
from other parties		
Unsecured Loan:		
from Bank**	0.01	0.01
from other parties		
Total Long Term Borrowings	3.61	6.07

ROCKINGDEALS CIRCULAR ECONOMY LIMITED**Notes forming part of the Financial Statements for the year ended March 31, 2025**

(All amounts in Lakhs, unless otherwise stated)

Terms of Repayment

a). Vehicle Loan of Rs. 11.70 lacs @ rate 8.20 (Floating rate) % p.a repayable in 60 monthly instalments of Rs. 23,836/- from August 2022. Outstanding amount of said loan as on 31st March 2025 was Rs. 6,05,556/- (31st March 2024 was Rs. 8,31,745/-)

-Guarantor of loan: Mrs. Kulbir Chopra (Director of Company)

-Security: Hypothecation against Vehical purchased

b). A loan of Rs. 25 lacs @16.25 % (Fixed rate) p.a. was taken in Month of July 2017. Oustandding amount of said loan as on 31st March 2025 was Rs.1,000/- (31st March 2024 Rs.1,000/-)

ROCKINGDEALS CIRCULAR ECONOMY LIMITED
Notes forming part of the Financial Statements for the year ended March 31, 2025

(All amounts in Lakhs, unless otherwise stated)

NOTE 6		
Short-term Borrowings	As At 31st March 2025	As At 31st March 2024
(i) Short term borrowings:-		
(a) Loans repayable on demand		
Secured:		
from Bank*	742.77	-
from other parties		
Unsecured:		
from Bank	-	-
from other parties	-	-
(b) Loans & advances from related parties		
(c) Deposits		
(d) Other loans & Advances		
	742.77	-
(ii) Current maturities of long term borrowings	2.45	2.26
Total short-term Borrowings	745.22	2.26

Terms of Repayment

a). Cash credit facility (from PNB Bank) of Rs 815 Lacs @9.00% (Repo rate+2.50%)p.a

-Guarantor of loan:

Personal guarantee of Mr. Amanpreet Singh ,Mrs. Kulbir Chopra and Mrs. Avneet Chopra (Directors of Company)

Corporate Guarantee : Rockingdeals Circular Economy Limited

-Security: Hypothecation of stocks and book debt, present and future arising out of genuine credit sale transactions.

Collateral Security : Flat No- 1702, 17th Floor, La lagune , C- Block, haider pur Viran, Sec-54 , Distt. Gurugram HR

-Margin: 25 % of Stock and BD (Book debt not more than 90 days).

b) Current maturities of Long term borrowings: Vehicle loan payable after 1 year as per payment Schedule Rs 2,45,465/- (Previous year Rs 2,26,198/-)

ROCKINGDEALS CIRCULAR ECONOMY LIMITED
Notes forming part of the Financial Statements for the year ended March 31, 2025

(All amounts in Lakhs, unless otherwise stated)

NOTE 7		
Trade Payable	As At 31st March 2025	As At 31st March 2024
(i) total outstanding dues of micro enterprises and small enterprises; and	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	200.38	223.16
Total Trade Payable	200.38	223.16

Note: There are dues to micro and small enterprises, determine to the extent such parties have been identified on the behalf of information available with the company, for Rs. NIL- as at 31st March, 2025, which require disclosure under the micro and small enterprise development act, 2006 subject to confirmation.

Trade Payable ageing schedule for the year ended as on March 31, 2025:

Particulars	MSME	Other than MSME
<u>Outstanding for following periods from due date of payment</u>		
Less than 1 Year	-	200.38
1-2 Years	-	-
2-3 Years	-	-
More Than 3 Years	-	-
Total Trade Payable	-	200.38

Trade Payable ageing schedule for the year ended as on March 31, 2024:

Particulars	MSME	Other than MSME
<u>Outstanding for following periods from due date of payment</u>		
Less than 1 Year	-	222.95
1-2 Years	-	0.21
2-3 Years	-	-
More Than 3 Years	-	-
Total Trade Payable	-	223.16

ROCKINGDEALS CIRCULAR ECONOMY LIMITED
Notes forming part of the Financial Statements for the year ended March 31, 2025

(All amounts in Lakhs, unless otherwise stated)

NOTE 8		
Other Current Liabilities	As At 31st March 2025	As At 31st March 2024
TDS & TCS Payable	15.95	3.33
PF Payable	0.16	-
ESI Payable	0.46	-
LWF Payable	0.36	-
Audit Fees Payable	3.33	1.58
Salary Payable	26.66	10.69
Advances from Customers	118.90	64.71
Security Deposits	1.80	1.80
Expenses payable	4.14	0.05
GST PAYABLE	6.65	5.13
Advance - Others	0.31	0.19
Total Other Current Liabilities	178.73	87.49

NOTE 9		
Provisions	As At 31st March 2025	As At 31st March 2024
Long term Provisions		
(a) Provision for Employee benefits		
Provision for Gratuity	10.71	6.13
Provision for Earned leave	0.28	0.45
Total Long term Provisions	10.98	6.58
Short Term Provisions		
(a) Provision for Employee benefits		
Provision for Gratuity	0.15	0.15
Provision for Earned leave	0.01	0.01
(b) Others:-		
Provision for Expenses	-	0.07
Provision for Tax	216.77	182.27
Total Short term provisions	216.93	182.50

ROCKINGDEALS CIRCULAR ECONOMY LIMITED
Notes forming part of the Financial Statements for the year ended March 31, 2025

(All amounts in Lakhs, unless otherwise stated)

NOTE 11		
Non Current Investments	As At 31st March 2025	As At 31st March 2024
(a) Investment Property	-	-
(b) Investment in Equity Instruments *	-	-
(c) Investments in Preference shares	-	-
(d) Investments in Government or Trust securities	-	-
(e) Investment in debentures or bonds	-	-
(f) Investments in Fixed Deposits **	103.02	-
(g) Investments in Partnership firms/LLP	-	-
(h) Other Non-current Investments	-	-
(i) Investment in Gold	1.21	1.21
Total Non Current Investments	104.23	1.21

NOTE 12		
Deferred Tax Assets(Net)	As At 31st March 2025	As At 31st March 2024
Deferred Tax Asset relating to Fixed Assets		
Opening Balance	4.91	20.18
Add- DTL(Reversal) made during the year	25.96	(15.27)
Less-Reversal Made during the year	-	-
Total Deferred Tax Assets(net)	30.88	4.91

ROCKINGDEALS CIRCULAR ECONOMY LIMITED
Notes forming part of the Financial Statements for the year ended March 31, 2025

(All amounts in Lakhs, unless otherwise stated)

NOTE 13		
Long-term loans & Advances	As At 31st March 2025	As At 31st March 2024
<u>Secured, Considered good</u>		
Capital Advances	-	-
Loans & advances to related parties (giving details thereof)	-	-
Other Loans & advances (Specify Nature)	-	-
<u>UnSecured, Considered good</u>		
Capital Advances	-	-
Loans & advances to related parties	-	-
Other Loans & advances (US)	34.63	43.71
<u>Security deposit, Considered good</u>		
Other Loans & advances (SD)	57.03	46.24
<u>Doubtful</u>		
Capital Advances	-	-
Loans & advances to related parties	-	-
Other Loans & advances	-	-
Total Long term loans & advances	91.66	89.95

ROCKINGDEALS CIRCULAR ECONOMY LIMITED**Notes forming part of the Financial Statements for the year ended March 31, 2025**

(All amounts in Lakhs, unless otherwise stated)

NOTE 14		
Inventories	As At 31st March 2025	As At 31st March 2024
Stock-in Trade (in respect of goods acquired for trading)	2,568.45	2,291.37
Stock-in transit	-	-
Total Inventories	2,568.45	2,291.37

ROCKINGDEALS CIRCULAR ECONOMY LIMITED
Notes forming part of the Financial Statements for the year ended March 31, 2025

(All amounts in Lakhs, unless otherwise stated)

NOTE 15		
Trade receivables	As At 31st March 2025	As At 31st March 2024
Trade Receivables(Unsecured) (Considered Good)	917.44	588.31
Total Trade receivables	917.44	588.31

Trade Receivables ageing schedule 31-03-2025

Particulars	Undisputed (Considered Good/Doubtful)	Disputed (Considered Good/Doubtful)
Outstanding for following periods from due date of payment		
Less than 6 Months	146.26	-
6months - 1 Year	571.72	-
1-2 Years	188.94	-
2-3 Years	-	-
More than 3 Years	-	-
Total Trade receivables	906.92	-

(10.52)

Trade Receivables ageing schedule 31-03-2024

Particulars	Undisputed (Considered Good/Doubtful)	Disputed (Considered Good/Doubtful)
Outstanding for following periods from due date of payment		
Less than 6 Months	587.92	-
6months - 1 Year	0.38	-
1-2 Years	-	-
2-3 Years	-	-
More than 3 Years	-	-
Total Trade receivables	588.31	-

ROCKINGDEALS CIRCULAR ECONOMY LIMITED
Notes forming part of the Financial Statements for the year ended March 31, 2025

(All amounts in Lakhs, unless otherwise stated)

NOTE 16		
Cash and Cash Equivalent	As At 31st March 2025	As At 31st March 2024
(i) Cash & cash Equivalents		
Balance with Banks #	53.94	171.45
Cheques, drafts on hand	-	-
Cash on Hand	13.36	7.91
Total Cash and Cash Equivalent	67.30	179.36

Particulars	As At 31st March 2025	As At 31st March 2024
Balance with Banks		
Current Accounts	1.82	5.43
Debit balance of Bank OD/ CC A/c	4.71	166.02
Deposits Accounts - with less than 12 months maturity	47.42	-
Deposits Accounts - with less than 12 months maturity	-	-
Total	53.94	171.45

NOTE 17		
Other Current Assets	As At 31st March 2025	As At 31st March 2024
Balance with Revenue Authorities	193.48	183.35
Advance to Suppliers	123.23	124.55
Prepaid expenses	5.36	3.73
Preliminary expenses	-	-
Other Current Asset	1.52	-
Recoverable in Cash or Kind	-	0.39
Total Other Current Assets	323.59	312.02

ROCKINGDEALS CIRCULAR ECONOMY LIMITED
Notes forming part of the Financial Statements for the year ended March 31, 2025

(All amounts in Lakhs, unless otherwise stated)

NOTE 18		
Revenue from Operations	31st March 2025	31st March 2024
Sale of Products	5,533.11	4,956.12
Sale of Services	-	-
Other Operating revenue	10.40	-
Total Revenue from Operations	5,543.51	4,956.12

NOTE 19		
Other Income	31st March 2025	31st March 2024
Interest Income	4.92	9.34
Gain on Sale of Fixed asset	-	2.92
Foreign exchange fluctuation	0.22	-
Other non-operating income	5.71	17.12
Total Other Income	10.85	29.38

NOTE 20		
Purchase of Stock -in Trade	31st March 2025	31st March 2024
Purchases	4,028.42	5,713.61
Total Cost of Purchase	4,028.42	5,713.61

NOTE 21		
Change in Stock	31st March 2025	31st March 2024
Opening Stock	2,291	504.67
Closing Stock	2,568	2,291.37
Change in Stock	(277.09)	(1,786.69)

NOTE 22

Employee Benefit Expense	31st March 2025	31st March 2024
Salary & wages	304.50	98.07
Contributions to PF	3.96	0.18
Contributions to ESI	3.29	-
Earned leave Expense (Written back)	(0.18)	0.26
Grautiy expense	4.57	1.39
Staff Welfare	0.75	0.71
Total Employee Benefit Expense	316.89	100.59

NOTE 23

Finance Cost	31st March 2025	31st March 2024
Interest Expenses	49.05	28.21
Other borrowings cost	5.22	2.38
Total Finance Cost	54.28	30.60

NOTE 24

Other Expenses	31st March 2025	31st March 2024
Payment to auditors*	3.85	1.75
Business Promotion	36.74	18.20
Repair & Maintainance	2.90	2.56
Fuel & Power Expense	35.06	4.45
Rates & Taxes	2.70	6.06
Legal & Professional expenses	29.08	4.47
Rent	181.03	113.08
Preliminary expense written off	-	-
Bank Charges	4.02	1.42
Insurance Expense	8.23	3.11
Vehical running Expenses	1.27	2.66
Tour & Travelling Expenses	10.19	6.02
Telephone & Internet Expense	0.36	0.05
Software Mainatance Expense	11.11	2.95
CSR Expense	7.43	-
Miscellaneous Office Expenses	70.24	8.70
Commission Expenses	31.19	1.28
Total Other Expenses	435.40	176.76

Payment to auditors*		
for audit fees	2.00	1.75
for taxation matters	1.15	-
for company law matters	-	-
for management services	0.60	-
for other services #	-	1.85
for reimbursement of expenses	0.10	-
	-	-
Total payment to auditors	3.85	3.60

Note 25		
Earning Per Share	31st March 2025	31st March 2024
Basic Earning Per Share		
Profit available for distribution (A)	533.77	520.77
Weighted average number of Equity shares (Adjusted average number of Equity shares) (B)	5,659,000	4,444,804
Basic Earning Per Share (A) / (B)(In Rs)	9.43	11.72
Diluted Earning Per Share		
Profit available for distribution (C)	533.77	520.77
Weighted average number of Equity shares (Adjusted average number of Equity shares) (D)	5,659,000	4,444,804
Diluted Earning Per Share (C) / (D)(In Rs)	9.43	11.72

ROCKINGDEALS CIRCULAR ECONOMY LIMITED
Notes forming part of the Financial Statements for the year ended March 31, 2025
(All amounts in Lakhs, unless otherwise stated)

10. Property, Plant & Equipments

Block of Assets	Gross Block				Depreciation				Net Block		
	4/1/2024	Additions	Sale/Adj.	3/31/2025	4/1/2024	For the Year	Sale/Adj.	Residual Value Adjustment	3/31/2025	3/31/2025	3/31/2024
	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees
BUILDINGS	509.48	-	-	509.48	154.58	17.28	-	-	171.88	337.80	354.88
COMPUTERS AND DATA PROCESSING UNITS	182.44	1.30	-	183.75	3.32	113.31	-	-	116.82	67.12	179.13
FURNITURE AND FITTINGS	28.55	983.58	-	990.13	21.10	113.37	-	-	134.47	855.88	5.44
Office Equipments	-	34.87	-	34.87	-	8.48	-	-	8.48	28.41	-
MOTOR VEHICLES	13.54	-	-	13.54	8.48	2.21	-	-	8.88	4.88	7.09
Grand Total	732.00	998.75	-	1,751.74	185.45	234.63	-	-	440.07	1,231.67	546.54

Block of Assets	Gross Block				Depreciation				Net Block		
	4/1/2023	Additions	Sale/Adj.	3/31/2024	4/1/2023	For the Year	Sale/Adj.	Residual Value Adjustment	3/31/2024	3/31/2024	3/31/2023
	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees
BUILDINGS	509.48	-	-	509.48	136.41	18.17	-	-	154.58	354.88	373.05
COMPUTERS AND DATA PROCESSING UNITS	-	182.44	-	182.44	-	3.32	-	-	3.32	179.13	-
FURNITURE AND FITTINGS	28.55	-	-	28.55	19.21	1.89	-	-	21.10	5.44	7.34
MOTOR VEHICLES	30.72	-	17.17	13.54	19.58	3.21	16.31	-	8.45	7.09	11.15
Grand Total	566.72	182.44	17.17	732.00	175.18	26.59	16.31	-	185.45	546.54	391.54

Note 26: Ratio

Particulars	Units	31st March 2025	31st March 2024	% change from March 31, 2024 to Mar 31, 2025
Current Ratio	Times	2.89	6.80	(57.52)
Debt-Equity Ratio	Times	0.19	0.00	7,704.06
Debt Service Coverage ratio	Times	18.59	7.74	140.16
Inventory Turnover ratio	Times	1.54	2.81	(45.04)
Trade Receivable Turnover Ratio	Times	7.36	12.23	(39.79)
Trade Payable Turnover Ratio	Times	19.02	2,142.85	(99.11)
Net Capital Turnover Ratio	Times	1.93	1.72	11.85
Net Profit ratio	Percentage	9.63%	10.51%	(8.36)
Return on Equity ratio	Percentage	14.15%	24.80%	(42.96)
Return on Capital Employed	Percentage	16.59%	21.44%	(22.61)
Return on Investment	Percentage	-	-	-

Note 26.2: Elements of Ratio

Ratios	31st March 2025		31st March 2024	
	Numerator	Denominator	Numerator	Denominator
Current ratio	3,876.79	1,341.26	3,371.06	495.41
Debt- Equity Ratio	748.83	4,039.38	8.33	3,505.61
Debt Service Coverage ratio	1,050.75	56.54	781.22	100.95
Inventory Turnover ratio	3,751.34	2,429.91	3,926.92	1,398.02
Trade Receivable Turnover Ratio	5,543.51	752.87	4,956.12	405.30
Trade Payable Turnover Ratio	4,028.42	211.77	5,713.61	2.67
Net Capital Turnover Ratio	5,543.51	2,875.64	4,956.12	2,875.64
Net Profit Ratio	533.77	5,543.51	520.77	4,956.12
Return on Equity ratio	533.77	3,772.49	520.77	2,099.46
Return on Capital Employed	796.12	4,799.19	754.64	3,520.52
Return on Investment	Since the Company is not involved in treasury operations, this ratio is not computed			

Note 26.3: Reasons for more than 25% increase/ (decrease) in above ratios

Particulars	% change from March 31, 2024 to Mar 31, 2025
Current Ratio	
Debt-Equity Ratio	
Debt Service Coverage ratio	
Inventory Turnover ratio	
Trade Receivable Turnover Ratio	
Trade Payable Turnover Ratio	
Net Capital Turnover Ratio	
Net Profit ratio	
Return on Equity ratio	
Return on Capital Employed	
Return on Investment	NA

Note 26: Ratio

Particulars	Units	31st March 2025	31st March 2024	% change from March 31, 2024 to Mar 31, 2025
Current Ratio	Times	2.88	6.80	(57.74)
Debt-Equity Ratio	Times	0.19	0.00	7,704.06
Debt Service Coverage ratio	Times	18.59	7.74	140.16
Inventory Turnover ratio	Times	1.54	2.81	(45.04)
Trade Receivable Turnover Ratio	Times	7.31	12.23	(40.20)
Trade Payable Turnover Ratio	Times	18.55	2,142.85	(99.13)
Net Capital Turnover Ratio	Times	1.93	1.72	11.85
Net Profit ratio	Percentage	9.63%	10.51%	(8.36)
Return on Equity ratio	Percentage	14.15%	24.80%	(42.96)
Return on Capital Employed	Percentage	16.59%	21.44%	(22.61)
Return on Investment	Percentage	-	-	-

Note 26.2: Elements of Ratio

Ratios	31st March 2025		31st March 2024	
	Numerator	Denominator	Numerator	Denominator
Current ratio	3,887.31	1,351.78	3,371.06	495.41
Debt- Equity Ratio	748.83	4,039.38	8.33	3,505.61
Debt Service Coverage ratio	1,050.75	56.54	781.22	100.95
Inventory Turnover ratio	3,751.34	2,429.91	3,926.92	1,398.02
Trade Receivable Turnover Ratio	5,543.51	758.13	4,956.12	405.30
Trade Payable Turnover Ratio	4,028.42	217.16	5,713.61	2.67
Net Capital Turnover Ratio	5,543.51	2,875.64	4,956.12	2,875.64
Net Profit Ratio	533.77	5,543.51	520.77	4,956.12
Return on Equity ratio	533.77	3,772.49	520.77	2,099.46
Return on Capital Employed	796.12	4,799.19	754.64	3,520.52
Return on Investment	Since the Company is not involved in treasury operations, this ratio is not computed			

Note 26.3: Reasons for more than 25% increase/ (decrease) in above ratios

Particulars	% change from March 31, 2024 to Mar 31, 2025
Current Ratio	Decrease attributed to strategic utilisation of working capital via CC loan, aimed at supporting growth and liquidity.
Debt-Equity Ratio	Increase reflects prudent leveraging through CC loan to fund operations without equity dilution.
Debt Service Coverage ratio	Improved ratio indicates stronger earnings and enhanced ability to service debt, ensuring financial stability.
Inventory Turnover ratio	Lower ratio due to strategic inventory buildup to meet anticipated demand and avoid stockouts.
Trade Receivable Turnover Ratio	Decline due to selective credit extension to key customers, improving overall profit margins.
Trade Payable Turnover Ratio	Reflects improved credit terms from suppliers, enhancing cash flow management.
Net Capital Turnover Ratio	Improved capital efficiency, indicating better utilisation of shareholder funds.
Net Profit ratio	Profitability decreased since increase in fixed expenses in higher proportionate than increase in Sales, which shall stabilise in next year.
Return on Equity ratio	Temporary dip due to reinvestment of profits for long-term growth, expected to normalise.
Return on Capital Employed	Reflects focus on margin improvement and capital deployment efficiency.
Return on Investment	NA

Note 26.4: Consideration of Element of Ratio

i. Current Ratio:	Numerator= Current Assets Denominator= Current Liabilities
ii. Debt-Equity Ratio:	Numerator = Total Debt Denominator = Total Equity - Revaluation Reserve
iii. Debt Service Coverage ratio:	Numerator = Profit before Tax + Finance cost + Depreciation Denominator = Repayment of Borrowings + Interest on Borrowings
iv. Inventory Turnover ratio:	Numerator = Cost of Goods Sold Denominator = Average Inventory
v. Trade Receivable Turnover Ratio:	Numerator = Total Sales Denominator =Average Trade Receivables
vi. Trade Payable Turnover Ratio:	Numerator = Total Purchases Denominator = Average Trade Payables
vii. Net Capital Turnover Ratio:	Numerator = Revenue from operations Denominator = Working Capital (i.e. Current Assets - Current Liabilities)
viii. Net Profit ratio:	Numerator = Net Profit after tax Denominator = Revenue from operations
ix. Return on Equity ratio:	Numerator = Net Profit after tax Denominator = Average Shareholder's Equity
x. Return on Capital Employed:	Numerator = Earning before interest and taxes Denominator = Total Networth+ Total Debt+ Total Deferred Tax Liability
xi. Return on Investment:	Numerator = Earning before interest and taxes Denominator= Total Assets

36. Contingent Liabilities (Accounting Standard – 29)

Contingent Liabilities	As At 31st March 2025	As At 31st March 2024
	(Rs. In Lakhs)	(Rs. In Lakhs)
(i) Contingent liabilities		
(a) Claims against the company not acknowledged as debt	-	-
(b) Guarantees*	495.00	559.40
(c) Other money for which the company is contingently liable	2.00	1.42
(i) Commitments		
(a) Estimated amount of contracts remaining to be executed on capital account & not provided for	-	-
(b) Uncalled Liabilities on shares & other investments party paid	-	-
(c) Other commitments	-	-
Total contingent liabilities	497.00	560.80

*The company has utilized its property as collateral for credit facilities granted to its associate enterprise, M/s Rocking Deals Private Limited. These credit facilities include a cash credit limit of Rs. 495.00 Lacs (Previous year Rs. 495.00 Lacs) and Working Capital Term Loan Nil (Previous year 64.40 lacs). By offering its property as security, the company has provided a guarantee to ensure the repayment of these credit facilities. This arrangement demonstrates the interconnectedness and mutual support between the company and its associate enterprise, enabling them to access the necessary financial resources for their respective business activities. The

utilization of collateral in this manner signifies a strategic financial decision aimed at facilitating the growth and operational requirements of both entities involved.

37. Commitments

Estimated amount of contracts remaining to be executed on capital account (net of advance already made) and not provided for is Rs. Nil (PY: Rs. Nil).

38. Information pursuant to para 5(viii) of the General Instructions to the Statement of Profit and Loss

(a). Value of Imports on C.I.F Basis: Rs. NIL (PY: Rs. NIL)

(b). Expenditure in foreign currency (on accrual basis): Rs. NIL (PY: Rs. NIL)

(c). Consumption of raw materials and Components and Spare Parts: Rs. NIL (PY: Rs. NIL)

(d). Earnings in foreign currency (on accrual basis): Rs. NIL (PY: Rs. NIL)

(e). Remittance made on account of dividends in foreign currency: Rs. NIL (PY: Rs. NIL)

During the year, there was no such remittance of dividends.

39. Auditor Remuneration

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
As Auditor	2.00	1.75
for taxation matters	1.15	-
For Other services (Certification)	0.70	1.85*
TOTAL	3.85	3.60

40. Related Party disclosures (Accounting Standard – 18)

c) List of related parties

Names of related parties

Name of the Party	Relationship
Aman Preet	Managing Director / CFO
Avneet Kaur	Director
Kulbir Chopra	Director
Prabhkamal Singh Sahni	Director
Ravtej Singh Teer	Director
Tarun Goel	Director till 06-11-2024
Preeti Singh	Relative of Director
Gaurav Gupta	Key Managerial Personnel Till 29-05-2024
Deepika Dixit	Key Managerial Personnel

Name of the Party	Relationship
Jitender Verma	Key Managerial Personnel
Finity India	Proprietorship of Director
AAA Services	Proprietorship of Director
HK Enterprises	Entity in Which director has significant influence
Karma Enterprises	Entity in Which director has significant influence
Rocking Deals Pvt Ltd.	Entity in Which director has significant influence
Rocking Deals (Hyd) Pvt Ltd.	Entity in Which director has significant influence
Harkrishanji Products Pvt Ltd	Entity in Which director has significant influence
Rocking Deals General Trading LLC	Subsidiary company
Sustainquest Pvt Ltd	Subsidiary company

d) Transactions with Related Parties:

FY 2024-25						
Sr. No.	Nature of Transactions	Subsidiaries	Entity in Which director has significant influence	Key Managerial Personnel	Others	Total

1.	Turnover (Sales)	Nil	483.01	Nil	0.86	483.86
2.	Purchase	Nil	77.87	Nil	76.55	154.42
3.	Salary	Nil	Nil	68.60	Nil	68.60
4.	Proffesional fee	Nil	Nil	0.25	Nil	0.25
5.	Loan Taken	Nil	Nil	Nil	Nil	NIL
6.	Loan Repaid	Nil	Nil	Nil	Nil	NIL

Disclosure in respect of Material Related Party Transactions during the period: Apart from the above, (Amount in Lakhs and transactions are reported without taxes)

6. Salary paid to Mr. Aman Preet Rs. 42.00, to Gaurav Gupta Rs. 6.00, Jitender Rs. 13.22 , Tarun Rs. 0.75 and Deepika Dixit Rs. 6.63.
7. Sale made to Rocking Deals Private Limited Rs.433.35, Harkrishan Product Private Limited Rs.49.66 and to AAA Associates Rs 0.86 .
8. Purchased made from AAA Services Rs.76.55 , Harkrishan Product Private Limited Rs.2.68 and from Rocking Deals Private Limited Rs.75.19.
9. Director sitting fee paid to Mr. tarun Rs. 0.25

Apart from the above, The Company has undertaken the reimbursement of various expenses incurred by its Directors and related parties on behalf of the Company and its associated entities. These expenses have been facilitated through Imprest Accounts.

Balance Outstanding of Related Parties :

41. Disclosure pursuant to Accounting Standard – 15 ‘Employee Benefits’

General Description

i. Contribution to Provident Fund (Defined Contribution)

The Company's provident fund scheme (including pension fund scheme for eligible employees) is a defined contribution plan. The expenses charged to the Statement of Profit and Loss under the head Contribution to Provident Fund is (31-03-2025 Rs 3.96) (31-03-2024 Rs. 0.18)

ii. Gratuity (Defined benefit plan)

The Company has a defined benefit gratuity plan. Every employee who has completed service of five years or more with the Company, is entitled to receive gratuity on retirement / Resignation / Death, @15 days salary (last drawn basic salary) for each completed year of service with the Company. During the year the Company has provided Rs. 4.57 lakhs (PY 1.39 Lakhs) towards gratuity, on the basis of actuarial valuation by a registered valuer.

iii. Leave salary (short term compensated absences)

Leave salary is payable at the time of retirement or resignation of an employee. During the year the Company has paid/provided Rs -0.18 lakhs (PY 0.26 Lakhs) , towards leave salary, on the basis of actuarial valuation by a registered valuer.

b. The following tables set out disclosures prescribed by AS 15 in respect of company's unfunded gratuity plan.

- (v) Changes in the present value of defined benefit obligation representing reconciliation of opening and closing balances thereof:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Present value of obligation as at the beginning of the year:	6.28	4.90
Interest cost	0.45	0.36
Current service cost	5.63	2.11
Past Service Cost	-	-
Benefits paid	-	-
Actuarial (gain) / loss on obligation	(1.51)	(1.09)
Closing Present value of obligation	10.86	6.28

(vi) Actuarial gain/ loss recognized in the Statement of Profit and Loss:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Actuarial gain/ (loss) for the year obligation	(1.51)	(1.09)
Total (gain)/ loss for the year	(1.51)	(1.09)
Actuarial (gain)/ loss recognized during the year.	(1.51)	(1.09)

(i) The amounts recognized in the Balance Sheet are as follows:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Present value of obligation as at the end of the year	10.86	6.28
Funded value of assets (unfunded)	-	-
Net assets / (liability) recognized in balance sheet	(10.86)	(6.28)

(ii) The amounts recognized in the Statement of Profit and Loss are as follows:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Current service cost	5.63	2.11
Past service cost	-	-
Interest cost	0.45	0.36
Expected return on plan assets	-	-
Net actuarial (gain) / loss recognized in the year	(1.51)	(1.08)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Expenses recognised in the statement of profit and loss	4.57	1.39

(v). Actuarial assumption (for both Gratuity and Leave Encashment):

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Salary Growth *	6%	6%
Discount Rate	7.04%	7.22%
Up to 30 Years	5%	5%

From 31 to 44 years	3%	3%
Above 44 years	2%	2%
Mortality Table	IALM (2012 - 14)	IALM (2012 - 14)
Retirement Age (in years)	60	60

42. Deferred Taxes (AS – 22)

In compliance with Accounting Standard – 22 on “Accounting for taxes on Income” issued by the Institute of Chartered Accountant of India, Deferred Tax Assets for the period ended 31.03.2025 has been recognized.

43. Appointment of Company Secretary

The Company has a whole time Company Secretary appointed a whole time Company Secretary in Month of July 2023

44. Prior period comparatives

The company has reclassified and regrouped its prior period profit and loss and balance sheet items to confirm to this year’s classification.

In term of our report of even date attached



For Akar & Associates
Chartered Accountants
FRN: 003753N

For & on behalf of the Board of Directors
For Rockingdeals Circular Economy Limited
(Formerly Known as Technix Electronics Limited, originally
known as Technix Electronics Private Limited)

Rasik Makkar
Partner
Membership No. 086414

Managing Director
Aman Preet
DIN: 00140021

Director
Kulbir Chopra
DIN:03193553

Place: Delhi
Date:

Deepika Dixit
Company Secretary
M.No. A61222

Notes to the financial statements for the year ended March 31, 2025.

Currency: Indian rupees in lakhs)

Significant Accounting Policies

I. Corporate information

Rockingdeals Circular Economy Limited was incorporated on July 29, 2002, with the purpose of engaging in the trading of mobile phones, electronics, home appliances, apparels, and various household-related items.

The Company has incorporated a wholly-owned subsidiary, M/s Sustainquest Private Limited, on September 6, 2024. In this subsidiary, the Company holds 100 equity shares, in addition to six nominal shares held by individuals on behalf of the Holding Company to meet statutory requirements.

The Company has also established an overseas subsidiary, Rocking Deals General Trading L.L.C, incorporated in Dubai on December 20, 2024. In this entity as well, the Company holds 100 equity shares.

3. Summary of Significant accounting policies – Principles of consolidation

The consolidated financial statements relate to M/s Rockingdeals Circular Economy Limited its subsidiary company M/s Sustainquest Private Limited, wherein the Company is holding 100% Equity Stake along with share holder of Holding company and Rocking Deals General Trading L.L.C. wherein the Company is holding 100% Equity Stake along with share holder of Holding company

The consolidated financial statements of the Company have been prepared on the following basis:

- j) The consolidated financial statements of the Company with its subsidiary have been prepared by way of line-by-line addition of the book values of assets, liabilities, incomes and expenses after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting Standard (AS) 21 - “Consolidated Financial Statements”.

- k) Minority Interest's share in net profit for the year is identified and adjusted against the income of the group to arrive at the net income attributable to shareholders of the Company.
- l) Minority Interest's share of net assets is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Company's shareholders.
- m) Interest in Joint Ventures have been accounted by using the proportionate consolidation method as per Accounting Standard (AS) 27 - "Financial Reporting of Interest in Joint Ventures". Under proportionate consolidation, the Company has included separate line items for its share of the assets, liabilities, income and expenses of the jointly controlled entity in its consolidated financial statements and has eliminated the Company's share of transactions between JV entities and the Company in order to present a true and fair view of the consolidated financial statements of the Company.

As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements. The significant accounting policies are set out under "Significant Accounting Policies" as given in the Company's separate/ standalone financial statements

For Akar & Associates
Chartered Accountants
FRN: 003753N

For & on behalf of the Board of Directors
For Rockingdeals Circular Economy Limited
(Formerly Known as Technix Electronics Limited, originally known
as Technix Electronics Private Limited)

Rasik Makkar
Partner
Membership No. 086414

Managing Director
Aman Preet
DIN: 00140021

Director
Kulbir Chopra
DIN:03193553

Place: Delhi
Date:

Deepika Dixit
Company Secretary
M.No. A61222



Thank You