

R.K. MANUFACTURING COMPANY LIMITED

Registered Office: 215-A, Manek Centre, P.N. Marg, Jamnagar - 361008

CIN: L27209GJ1984PLC098951

Email Id: info@rkmanufacturing.com, Website: www.rkmanufacturing.com

10th October, 2017

To,
The Head - Listing & Compliance
Metropolitan Stock Exchange of India Limited
Exchange Square,
Suren Road, Chakala,
Andheri (East),
Mumbai - 400093

Dear Sir/Madam,

Sub: Submission of Annual Report for FY 2016-2017

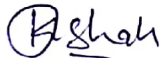
With reference to above, please find copy of Annual Report for Financial Year 2016-2017 in compliance in with Regulation 34 of SEBI (Listing obligation and Disclosure Requirement) Regulations, 2015.

Please take the same on your record and oblige.

Thanking you.

Yours faithfully,

For R K Manufacturing Co Ltd



(Kerul C Shah)
Managing Director
DIN: 06370170



Encl.: as above

CC to,
The Calcutta Stock Exchange Ltd
7, Lyons Range
Kolkata 700001

R K MANUFACTURING CO LTD

ANNUAL REPORT 2016-17

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CORPORATE INFORMATION**Board of Directors**

Kerul C. Shah <i>Managing Director</i>	Sanjay S. Bhayani <i>Director</i>	Vipulchandra S. Acharya <i>Additional Director</i>	Chintan A. Mehta <i>Independent Director</i>	Zarna P. Solanki <i>Independent Director</i>
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Audit Committee

Zarna P. Solanki <i>Chairman</i>	Chintan A. Mehta <i>Member</i>	Vipulchandra S. Acharya <i>Member</i>
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Stakeholder's Relationship Committee

Chintan A. Mehta <i>Chairman</i>	Zarna P. Solanki <i>Member</i>	Vipulchandra S. Acharya <i>Member</i>
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Nomination and Remuneration Committee

Vipulchandra S. Acharya <i>Chairman</i>	Zarna P. Solanki <i>Member</i>	Chintan A. Mehta <i>Member</i>
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Auditors**Statutory Auditor**

Rahul Kakani & Associates
Chartered Accountants

Secretarial Auditor

CS Preeti Jain
Practicing Company Secretary

Registered office

215-A, Manek Center, P.N. Marg, Jamnagar – 361008. Tel No.:- 0288-2661941
E-mail:- rkmanufacturingco@gmail.com
Website:- www.rkmanufacturing.com

Registrar & Share Transfer Agent

MCS Share Transfer Agent Ltd
101, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad, Gujarat.
E-mail:- mcsahmd@gmail.com
Website:- www.mcsregistrars.com

NOTICE

Notice is hereby given that the 33rd (Thirty third) Annual General Meeting of the Members of **R K MANUFACTURING CO LTD** ("The Company") will be held on Saturday, September 30, 2017 at 11.00 a.m. at the registered office of the Company situated at 215-A, Manek Center, P.N. Marg, Jamnagar – 361008, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2017, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on equity shares for the financial year ended March 31, 2017.
3. To appoint a Director in place of Mr. Sanjay S. Bhayani (DIN: 07256693), Director of the Company, who retires by rotation and, being eligible, offers himself for reappointment.
4. Ratification of Appointment of Auditors
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 Section 139 and any other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the members hereby ratifies the appointment of M/s. Rahul Kakani & Associates, Chartered Accountants, Ahmedabad as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of 34th Annual General Meeting to be held in the Financial Year 2018, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors ."

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr. Vipulchandra Sureshchandra Acharya (DIN:07628071) who was appointed as an Independent-cum- Additional Director of the Company under Section 161 of the Companies Act, 2013 with effect from June 26, 2017 by the Board of Directors and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director of the Company, be and is hereby regularized/appointed as an Independent Director of the Company for a period of three years with effect from June 26, 2017 and whose office shall not be liable to determination by retirement of Directors by rotation."

"RESOLVED FURTHER THAT, the Board of directors of the company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution.

6. To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. Kerul Champaklal Shah (DIN: 06370170) as Chairman and Managing Director of the Company for the period and upon the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Kerul Champaklal Shah (DIN: 06370170) in the best interests of the Company and as may be permissible at law, viz.:

A. Period:

5 years w.e.f. 21st June, 2017 with the liberty to either party to terminate the appointment on notice.

B. Remuneration:

- i. Basic Salary: Rs. 25,000/- (rupees Twenty-Five thousand only) per month with such increments as the Board may decide from time to time.

C. Perquisites:

- i. Other Allowances / benefits, perquisites - any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and / or any other allowance, perquisites as the Board may decide from time to time.

D. Subject as aforesaid, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time

E. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.

F. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Kerul Champaklal Shah (DIN: 06370170) in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.

G. The Nomination, Remuneration and Compensation Committee will review and recommend the remuneration payable to the Managing Director during the tenure of his appointment.

H. Mr. Kerul Champaklal Shah (DIN: 06370170) shall be subject to retirement by rotation during his tenure as the Managing Director of the Company.

“RESOLVED FURTHER THAT, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

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

“RESOLVED THAT, pursuant to the provisions of sections 5, 14 and 15 of the Companies Act, 2013, and Schedule I enacted thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Companies Act 2013, that a new set of Articles of Association, primarily based on Table F of Schedule I to the Companies Act 2013, be and are hereby approved and adopted as the new set of Articles of Association in substitution for, and to the exclusion of, the present Articles of Association of the company.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

By order of the Board
For, R K MANUFACTURING CO LTD

Date: September 01, 2017
Place: Jamnagar

Kerul C. Shah
Managing Director
DIN: 06370170

Chintan A. Mehta
Director
DIN: 05355776

Registered Office:

215-A, Manek Center, P.N. Marg, Jamnagar –
361008. Tel No.: - 0288-2661941

CIN: L27209GJ1984PLC098951

E-mail:- rkmanufacturingco@gmail.com

Website:- www.rkmanufacturing.com

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of all the businesses specified above is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER(S).
The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Registered Societies, etc. must be supported by an appropriate resolution / authority, as applicable.
3. During the period beginning 24 hours before the time fixed for the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than three days of prior notice in writing is given to the Company.
4. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
5. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/ Authorisation document authorising their representative to attend and vote on their behalf at the AGM.
6. In case of joint holders attending the meeting together, only holder whose name appearing first will be entitled to vote.
7. The Register of Members and Share Transfer Books will remain closed from September 21, 2017 to September 30, 2017 (both days inclusive) for the purpose of Annual General Meeting (AGM).
8. Members holding shares in the dematerialised mode 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, nomination, power of attorney, change of address, change in name etc. to their Depository Participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members. Members holding shares in physical form are requested to intimate the changes to the Registrar & Share Transfer Agents of the Company (RTA).
9. 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 DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
10. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the

prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.

11. To support the "Green Initiative", Members who have not registered their e-mail addresses so far, are requested to register their e-mail address with concerned Depository Participant and the Registrar & Share Transfer Agents of the Company for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
12. The members are requested to intimate to the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
13. Members may address their queries/communications at rkmanufacturingco@gmail.com
14. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company 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 period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
15. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2016-17 will also be available on the Company's website at www.rkmanufacturing.com
16. All documents specifically referred to in this Notice and the Explanatory Statement are open for inspection at the Registered office of the Company between 04.00 p.m. and 06.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of AGM.
17. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
18. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
19. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges. The Directors have furnished the requisite declarations for their appointment / re-appointment.
20. The route map showing directions to reach the venue of the 33rd AGM is provided at the end of the Notice.
21. **VOTING THROUGH ELECTRONIC MEANS**
 - a) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 as amended of the Companies (Management and Administration) Rules, 2014, relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted

- through such electronic voting. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') is provided by National Securities Depository Limited.
- b) The facility for voting through polling paper shall be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM.
 - c) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - d) The remote e-voting period commences at 9.00 a.m. on Wednesday, September 27, 2017 and ends at 5:00 p.m. on Friday, September 29, 2017. During this period members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. September 22, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for e-voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
 - e) The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date.

A. In case of Members receiving an email [for Members whose email IDs are registered with the Company/ Depository Participant(s)]:

- i. Launch internet browser by typing the URL: <https://www.evoting.nsdl.com>. Click on "Shareholders Login".
- ii. Enter the login credentials (i.e. User ID and password mentioned in the email). Your Folio No. /DP ID – Client ID will be your User ID. However, if you are already registered with NSDL for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. If you are logging in for the first time, password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Please note the new password for all the future e-voting cycles offered on NSDL e-voting platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. Home page of "e-voting" opens. Click on "e-voting": Active Voting Cycles
- vi. Select "EVEN (E-voting Event Number)" of R K Manufacturing Co. Ltd. For an EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution or till the end of voting period i.e. upto close of 29th September, 2017 whichever is earlier.
- vii. Now you are ready for "e-voting" as "Cast Vote" page opens.
- viii. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Kindly note that vote once cast cannot be modified.
- ix. Upon confirmation, the message "Vote cast successfully" will be displayed
- x. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- xi. 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. together

with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer and cc to evoting@nsdl.co.in

B. In case of Members receiving physical copy of the Notice of AGM [for Members whose email IDs are not registered with the Company/Depository Participant or requesting physical copy] may also vote electronically through the following procedure:

- i. Launch internet browser by typing the URL: <https://www.evoting.nsdl.com>.
- ii. Initial Password is provided in the Postal Ballot Form.
- iii. Please follow all the steps from (iii) to (xi) as mentioned in (A) above, to cast your vote

General Instructions:

- Mr. Bhargav B. Gusani, Practicing Chartered Accountant (M.No.120710) has been appointed as the Scrutiniser to scrutinise the voting and remote e-voting process in a fair and transparent manner.
- The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutiniser, by use of 'Ballot Paper' for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility. E-voting facility will not be made available at the AGM venue.
- The Scrutiniser shall, immediately after the conclusion of voting at AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than 48 hours from the conclusion of meeting, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorized by him in writing shall declare the result of the voting forthwith.
- The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.rkmanufacturing.com and on the website of NSDL immediately after the result is declared by the Chairman; and results shall also be communicated to the Stock Exchanges.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

ITEM NO. 5

The Board of Directors of the Company, in their Board Meeting held on June 26, 2017 has appointed Mr. Vipulchandra Sureshchandra Acharya as an Additional (Non-Executive Independent) Director of the Company w.e.f. June 26, 2017 under Section 161 read with Section 149 of the Act and applicable Articles of the Company's Articles of Association.

The Company has received from Mr. Vipulchandra Sureshchandra Acharya, a consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Further, Mr. Vipulchandra Sureshchandra Acharya has also given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act. In the opinion of the Board, Mr. Vipulchandra Sureshchandra Acharya fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the management.

Mr. Vipulchandra Sureshchandra Acharya is a retired professional banker and possesses appropriate skills, experience and knowledge in the field of accounts. Further, keeping in view of experience and knowledge of Mr. Vipulchandra Sureshchandra Acharya, the Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Vipulchandra Sureshchandra Acharya as an Independent Director.

Further, Mr. Vipulchandra Sureshchandra Acharya was inducted as a Member of the Audit Committee, chairman of Nomination and Remuneration Committee and Member of the Stakeholders' Relationship Committee.

Save and except Mr. Vipulchandra Sureshchandra Acharya and his relatives to the extent their shareholding in the Company, if any none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out.

The resolution as set out in item no. 5 of this Notice is accordingly commended for your approval.

ITEM NO. 6

The Board of directors of the company at their meeting held on June 21, 2017 appointed Mr. Kerul Champaklal Shah (DIN: 06370170) as the Managing Director of the Company for a period of five years effective from June 21, 2017 to hold office upto the date of the Annual General Meeting on the terms of appointment and remuneration payable to Mr. Kerul Champaklal Shah (DIN: 06370170) Managing Director of the company as are specified in the draft agreement to be executed between him and the

company, a copy of which (as has also been duly approved by the Board) will be placed before the meeting and is subject to the approval of the shareholders and other approvals, if any, as may be necessary.

Mr. Kerul Champaklal Shah is associated with the Company since a year, and brings in multi business, multi-geography and multi-cultural exposure in various roles. As a qualified personnel, with around 10 years of experience, Mr. Kerul Champaklal Shah has extensive profit and cost centre experience in more than one Business. He scripted the growth of the Companies Business towards a more competitive and sustainable model, guiding greenfield and brownfield expansions in India and overseas. He has brought in strong execution rigor to his work, and has considerably strengthened the growth of Company.

The remuneration and other terms and conditions of Mr. Kerul Champaklal Shah appointment as Managing Director as set out in the resolution is subject to your approval. Mr. Kerul Champaklal Shah is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Kerul Champaklal Shah and his relatives are, in any way, concerned or interested in the said resolutions.

The resolution as set out in item no. 6 of this Notice is accordingly commended for your approval.

ITEM NO. 7

The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are no longer in full conformity with the Companies Act, 2013 ("New Act"). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

It is thus expedient to adopt the new set of Articles of Association in place of existing Articles of Association of the Company, to be consistent with the provisions of Section 5 of the Companies Act, 2013 including Rules made thereunder. Hence the Board of Directors proposed to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Sundays, between 10.00 a.m. to 5.00 p.m. upto the conclusion of the Annual General Meeting.

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

The resolution as set out in item no. 7 of this Notice is accordingly commended for your approval.

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), person seeking appointment or re-appointment as Director under Item No. 3, 5 & 6 of the Notice are provided hereunder;

Particulars	Mr. Sanjay S. Bhayani	Mr. Vipulchandra S. Acharya	Mr. Kerul C. Shah
DIN	07256693	07628071	06370170
Date of Birth	08/10/1973	27/08/1956	15/02/1973
Date of first appointment on the Board	01/02/2016	26/06/2017	01/02/2016
Qualifications	Graduation	Graduation	Graduation
Expertise	Mr. Sanjay S. Bhayani has an Approx. 5 years’ Experience in manufacturing Industry and he is associated with the Company since a year.	Mr. Vipulchandra S. Acharya is a retired professional banker and possessing a good hold in field of an Account and Finance.	Mr. Kerul C. Shah has vast Experience over a decade in manufacturing Industry.
Names of Listed Companies in which the Director holds Directorship	-	Jash Dealmark Limited	-
Names of Committees of the Companies in which the Director holds Chairmanship/ Membership	-	Audit Committee – Chairman Nomination and Remuneration Committee – Member Stakeholders’ Relationship Committee – Member	-
Number of Shares held	-	-	-
Relationships between Directors and Key Managerial Personnel of the Company	-	-	-

Route Map

to the venue of 33rd AGM

Venue: - 215-A, Manek Center, P.N. Marg, Jamnagar – 361008.



DIRECTOR'S REPORT

Dear Members,

Your Directors are pleased to present the 33rd Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2017.

Financial Highlights

The financial performance of your Company for the year ended March 31, 2017 is summarised below:

Particulars	2016-17 (in ₹)	2015-16 (in ₹)
Revenue from Operations	4,86,18,155	4,90,340
Other Income	14,18,040	3,60,018
Total Revenue	5,00,36,195	8,50,358
Less: Total expenses	4,98,59,077	8,41,848
Profit before depreciation and Taxes	1,77,119	8,510
Less: Depreciation	-	-
Profit before Tax	1,77,119	8,510
Less: Current Tax	55,000	1,500
Deferred Tax	-	-
Net Profit for the year	1,22,119	7,010
Add: Balance brought forward from previous year	(1,12,36,395)	(1,12,43,407)
Balance carried over to Balance Sheet	(1,12,29,657)	(1,12,36,395)

Overview of Company's Financial performance

Net revenue from operations increased to Rs. 4,86,18,155/- as against Rs. 4,90,340/- in the previous year – an immense growth. The Company has earned Profit before Depreciation and taxes of Rs. 1,77,119/- during the year under review compared to profit of Rs. 8,510/- during 2015-16. The above results have been achieved by increase in revenue from operation & other income as compared to previous financial year. After providing for Depreciation, Prior period adjustments and Taxation, the Net Profit for the year under review stood at Rs.1,22,119/- compared to profit of Rs. 7,010/- during 2015-16.

There are no material changes and commitments affecting the financial position of your Company which have occurred between reporting period.

Capital Structure

The Authorised Share Capital of the Company is Rs 10,00,00,000/- (Rupees ten Crores only) divided into 10000000 (One Crore) Equity shares of Rs 10/- each.

During the Financial year, the paid-up share capital of the Company is Rs. 9,58,64,010/- (Rupees Nine crore fifty-eight lakhs sixty-four thousand and ten only) divided into 9586401 (Ninety-five lakh eighty-six thousand four hundred and one) equity shares of Rs. 10/- each.

Dividend

The Board of Directors of your Company are pleased to recommend dividend @ 0.1% (i.e. Rs 0.01/-) on fully paid up equity shares of Rs. 10/- each for the financial year ended March 31, 2017, subject to approval of the shareholders at the ensuing Annual General Meeting.

Reserves

The Company does not propose to transfer any amount to general reserve due to Inadequacy of Profit.

Change in Nature of Business

There was no change in the nature of business of the Company during the Financial Year ended March 31, 2017.

Subsidiaries

Presently, there is no subsidiary of the Company.

Public Deposits

During the year under review, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or reenactment(s) for the time being in force).

Board of Directors

As on March 31, 2017, Your Company has an optimum mix of eminent personalities on the Board of Directors with members from diverse experience and expertise, out of 5 members on its Board 3 are Non-Executive Directors and 2 are Executive Directors. All 3 Non-Executive Directors are Independent Directors and out of 2 Executive Directors 1 is designated/appointed as Managing Director, subject to approval of members at ensuing Annual General Meeting.

In terms of Section 152 of the Companies Act, 2013, Mr. Sanjay S. Bhayani, Director being the longest in the office shall retire at the ensuing Annual General Meeting and being eligible for re-appointment, offers himself for reappointment.

Mr. Vipulchandra S. Acharya holds office up to the date of ensuing Annual General Meeting of the Company. The Board of Directors of the Company recommended their Appointment on the Board of the Company and resolution to that effect has been proposed in the Notice convening the 33rd Annual General Meeting of Members of the Company.

Further, Mr. Kerul C. Shah was appointed as Managing Director of the Company to hold office for a period up to June 20, 2022. Pursuant to Section 196 of the Companies Act, 2013 the appointment of Managing Director requires the approval of members in the General Meeting and hence on the recommendation of the Board the resolution to that effect has been proposed for the approval of his appointment as a Managing Director of the Company has been proposed in the Notice convening the 33rd Annual General Meeting of Members of the Company.

Mr. Dilip Kumar Choudhary, Director of the Company absents himself from all the meetings of the Board of Directors since last twelve months commencing from May 01, 2015 and therefore Board passed a

resolution for Vacation/Cessation of office of Mr. Dilip Kumar Choudhary, Director from the Board of Directors of the Company under provision of Section 167(1)(b) of the Companies Act, 2013 and other relevant rules applicable, if any. Mr. Dilip Kumar Choudhary ceases to be a Director of the Company with effect from December 01, 2016 after providing due time period for Show cause and an opportunity.

A brief resume of directors being appointed along with the nature of their expertise, their shareholding in your Company and other details as stipulated under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is appended as an annexure to the Notice of the ensuing Annual General Meeting.

The composition of Board complies with the requirements of the Companies Act, 2013. Further, in pursuance of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is exempted from requirement of having composition of Board as per Listing Regulations.

Board Meetings

The Board met Six (6) times during the financial year ended on March 31, 2017 and as per section 173 of the Companies Act the time gap between any two Meetings has not been more than one hundred and twenty days. The dates on which the Board Meetings were held are May 23, 2016, August 12, 2016, November 14, 2016, December 01, 2016, February 02, 2017 and March 30, 2017.

The name and category of Directors on the Board, their attendance at the Board Meetings held during the year and also at the last Annual General Meeting, the number of Directorships and Committee Memberships and Chairpersonships held by them in other companies as on March 31, 2017 are given below:

Name of Directors	Category	No. of Board Meeting held and attend during the year		No. of Directorship in other Public Company	No. of Committee positions held in other Public Companies*		Attendance at last AGM held on 29/09/2016
		Held	Attend		Chairman	Member	
Dilip Kumar Choudhary#	Director	6	0	2	0	0	No
Kerul C. Shah	Managing Director	6	5	0	0	0	Yes
Sanjay Bhayani	S. Executive Director	6	5	0	0	0	Yes
Zarna Solanki	P. Non-Executive Independent Director	6	6	1	1	1	Yes
Vipulchandra S. Acharya^	Non-Executive Independent Director	6	-	2	1	1	-
Chintan Mehta	A. Non-Executive Independent Director	6	6	0	0	0	Yes

^Appointed on June 26, 2017 #Ceases from December 01, 2016

* Represents Memberships/Chairpersonships of Audit Committee & Stakeholders' Relationship Committee of public companies only.

As per the disclosure received, none of the Directors of your Company hold memberships /Chairmanships more than the prescribed limits across all companies in which he/she is a Director.

Committees

Your Company has several Committees which have been established as a part of best corporate governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

The Board has constituted following Committees:

Audit Committee

The Audit Committee comprises of 3 Non-Executive Independent Directors. Accordingly, the Company has complied with the requirements of Section 177 of the Companies Act, 2013.

The Committee met 4 times during the year on May 23, 2016, August 12, 2016, November 14, 2016 and February 02, 2017 and the attendance of Members at the Meetings were as follows:

Name of Member	Nature of Membership	No. of Meeting(s) attended/held
Zarna P. Solanki	Chairman	4/4
Chintan A. Mehta	Member	4/4
Vipulchandra S. Acharya	Member	-

The Chief Financial Officer and Statutory Auditors are the regular invitees to the Committee Meetings. Other executives are invited as and when required. The Company Secretary of the Company is the Secretary of the committee.

Whistle Blower Policy (Vigil Mechanism)

The Company established the Whistle Blower Policy (Vigil Mechanism). In line with the best Corporate Governance practices, the Company has put in place a system through which the Directors or Employees may report concerns about Unethical and Improper Practices or Alleged Wrongful Conduct, without fear of reprisal. In the event a Director wish to raise a complaint or disclosure he/she shall consult Chairman of the Company and / or Chairman of the Audit Committee. In the exceptional cases, any Employee or Director can reach to the Chairman of the Audit Committee to report any Unethical or Improper Practices. Also no Employee has been denied access to the Audit Committee. The functioning of the vigil mechanism is being monitored by the Audit Committee from time to time.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises of 3 Non-Executive Independent Directors. Accordingly, the Company has complied with the requirements of Section 178 of the Companies Act, 2013.

The Committee met 2 times during the year on May 23, 2016 and November 14, 2016 and the attendance of Members at the Meetings is as follows:

Name of Member	Nature of Membership	No. of Meeting(s) attended/held
Vipulchandra S. Acharya	Chairman	-
Zarna P. Solanki	Member	2/2
Chintan A. Mehta	Member	2/2

Nomination and Remuneration Policy

In adherence to section 178(1) of the Companies Act, 2013, the Board of Directors of the Company approved a policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided u/ s 178(3), based on the recommendations of the Nomination and Remuneration Committee. The broad parameters covered under the Policy are – Company Philosophy, Guiding Principles, Nomination of Directors, Remuneration of Directors, Nomination and Remuneration of the Key Managerial Personnel, Key-Executives and Senior Management and the Remuneration of Other Employees.

Performance Evaluation

The formal annual evaluation of the performance of the Board and that of its Committees and Individual Directors including Chairman has been carried out by Nomination and Remuneration Committee and Board of Directors of the Company at their Meeting in the manner prescribed. The criteria of the Board evaluation include Board composition, talents, experience and knowledge, presentations and discussions at the Board Meeting, frequency of the Board Meeting, feedback and suggestion given to the management, participation in the discussion etc.

Further, the Independent Directors, at their exclusive meeting held during the year reviewed and evaluated the performance of Non-Independent Directors including Chairman of the Company and the Board as a whole, after taking views of the Executive and Non-Executive Directors.

Particulars of Remuneration

The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report as

Annexure A.

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, will be available for inspection at the Registered office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary. However, this report and the accounts are being sent to the Members excluding the said information in terms of Section 136 of the Act.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee comprises of 3 Non-executive Independent Directors.

The constitution of the Stakeholders Relationship Committee of the Board of Directors of your Company along with the details of the attendance of the members at the meetings held on May 23, 2016, July 20, 2016, October 19, 2016 and January 17, 2017 during the financial year 2016-17 is detailed below:

Name of Member	Nature of Membership	No. of Meeting(s) attended/held
Chintan A. Mehta	Chairman	4/4
Zarna P. Solanki	Member	4/4
Vipulchandra S. Acharya	Member	-

The Committee constituted to hear the complaint and grievances of various securities holders so as ensure that timely relief is extended to securities holders including members in respect of their complaint. Additionally, the Committee also looks into the members' complaints, if any, related to non-receipt of balance sheet, non-receipt of declared dividend etc. and redress the same expeditiously.

Declaration by Independent Director(s) and re-appointment, if any

Your Company has received declarations from all the Independent Directors confirming that they meet with the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, pursuant to Section 164(2) of the Companies Act, 2013, all the Directors have provided declarations in Form DIR- 8 that they have not been disqualified to act as a Director.

Code of Conduct

The Board of Directors has laid down a Code of Conduct applicable to the Board of Directors and Senior Management. All the Board Members and Senior Management personnel have affirmed compliance with the code of conduct.

Directors' Responsibility Statement

Pursuant to requirement under Section 134 (5) of the Companies Act, 2013 (Act), Directors, confirm that:

- a) in the preparation of the annual accounts for the year ended on March 31, 2017, the applicable accounting standards read with requirement set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) they have selected such accounting policies 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, 2017 and of the profit or loss of the Company for that year;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they had prepared the annual accounts on a going concern basis;
- e) they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively and
- f) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Particulars of Loans, Guarantees or Investments under section 186

Particulars of loans, investments, guarantees and securities pursuant to section 186 are provided in the standalone financial statements (Please refer to Notes to the Financial Statements).

Extract of Annual Return

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the extract of the Annual Return as at March 31, 2017 forms part of this report as **Annexure B**.

Disclosure under Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Your Company has zero tolerance towards any action on the part of any executive which may fall under the ambit of 'Sexual Harassment' at workplace and is fully committed to uphold and maintain the dignity of every women executive working in your Company. The Sexual Harassment Policy provides for protection against sexual harassment of women at workplace and for prevention and redressal of such complaints.

During the year under review, there were no complaints pending as on the beginning of the financial year and no new complaints were filed during the financial year under review.

Auditors and Auditors Report**Statutory Auditor**

At the Annual General Meeting held on September 29, 2016, M/s. Rahul Kakani & Associates, Chartered Accountants, Ahmedabad, were appointed as statutory auditors of the Company to hold office till the conclusion of the thirty eighth (38th) Annual General Meeting. In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, ratification of appointment of Statutory Auditor is being sought from the Members of the Company at the ensuing AGM.

Statutory Auditor comments on your Company's accounts for year ended March 31, 2017 are self-explanatory in nature and do not require any explanation as per provisions of Section 134(3)(f) of the Companies Act, 2013. There were no qualifications, reservation or adverse remark or disclaimer made by Statutory Auditor in its report.

Secretarial Auditor

Pursuant to the Provisions of Section 204 of the Companies Act, 2013, your Company had appointed CS Preeti Jain Practicing Company Secretary, as its Secretarial Auditor to conduct the Secretarial Audit of your Company for FY 2016-17. The Report of the Secretarial Auditor for the FY 2016-17 is annexed to this report as **Annexure C**.

There were no qualifications, reservation or adverse remark or disclaimer made by Secretarial Auditor in its report.

Significant or Material Orders against Company

No significant or material orders were passed by the regulators or courts or tribunals impacting the going concern status and your Company's operation in future.

Internal financial control systems and their adequacy

Internal Financial Controls are an integrated part of the risk management process, addressing financial and financial reporting risks for ensuring the orderly and efficient conduct of business, including adherence to the Company's policies, the safeguarding of assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

Assurance on the effectiveness of internal financial controls is obtained through management reviews, control self-assessment, continuous monitoring by functional experts as well as testing of the internal financial control systems. We believe that these systems provide reasonable assurance that our internal financial controls are designed effectively and are operating as intended.

Management discussion and analysis

As per Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on Management Discussion and Analysis outlining the business of your Company forms part of this Annual Report.

Particulars of Contracts or arrangements with related parties

With reference to Section 134 (3) (h) of the Companies Act, 2013, no contracts and arrangements with related parties under Section 188(1) of the Act, entered by the Company during the Financial Year.

Corporate Governance

Report on Corporate Governance is not forming the part of this annual report as the company need not required mandatorily to comply with the provisions of Regulations 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Although relevant information is provided in this Directors report.

Conservation of Energy & Technology absorption and foreign exchange inflow & outflow

The details of conservation of Energy, technology absorption etc. are required to be given under section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, is not given as the Company has not taken any major steps to conserve the energy etc.

There was no foreign exchange earnings and outgo during the financial year 2016-17 (Previous year – Nil)

Disclosure

Your Directors state that the Company has made disclosures in this report for the items prescribed in section 134 (3) of the Act and Rule 8 of The Companies (Accounts) Rules, 2014 and other applicable provisions of the act and listing regulations, to the extent the transactions took place on those items during the year. Your Directors further state that no disclosure or reporting is required in respect of the following items as there were no transactions required on these items during the year under review;

- i. Issue of Equity Shares with differential rights as to dividend, voting or otherwise;

- ii. Issue of shares (including sweat equity shares) to employees of the Company under any scheme like ESOP and ESOS;
- iii. There is no revision in the Board Report or Financial Statement;
- iv. Annual Report and other compliances on Corporate Social Responsibility;

Acknowledgement

Your Directors take this opportunity to thank all the financial institutions, Banks, Government and Regulatory Authorities, customers, vendors and members and all other stakeholders for their continued support.

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and Commitment. The enthusiasm and unstinting efforts of the employees have enabled your Company to remain as one of the top industry leader.

For and on behalf of Board of Directors of
R K Manufacturing Co Ltd

Place: Jamnagar
Date: August 29, 2017

Kerul C. Shah
Managing Director
DIN: 00414510

Chintan A. Mehta
Director
DIN: 05355776

Management Discussion and Analysis

INDUSTRY STRUCTURE AND DEVELOPMENTS: FY 2016-17 was a year of mixed developments. There were positive indicators and partly fulfillment of expectations of recovery. Demand generated from the domestic mining segment and rose to a level of compensating slow demand from same segment abroad. The company closed turnover at an immense level, marginally lower, but the big change was higher volumes from domestic market. This resulted into higher domestic share in total turnover compared to last FY 2015-16. Construction Industry showed almost 50% rise in demands and expecting steady increase in coming year. The rise of volumes in construction was also due to new parts developed for the customer in these segments. Certain Sectors are still challenging like Steel & Cement Plants, and Locomotives etc. The company is exploring new potential segments like Indian Railways, Mining, Defense etc. The Foreign currency exchange rates for US Dollars as well as Euro were favorable till Feb 2017 and since then rupee is strong and for our company unfavorable exchange rates are a matter of concern as our imports are quite less.

OPPORTUNITIES AND THREATS

- i. **Opportunities the business environment offers:** The Indian economy has showed clear signs of recovery in FY 2016-17. The Govt. of India has centralized focus on ease of doing business. In this endeavor it has done away with various complicacies in business and taking various reforms like the biggest historical tax reform in Indirect Taxation. The GST would be game changer and promises a lot to the Indian economy. It is expected to boost Indian GDP growth by 1.5 – 2 %. The “Make in India” plan along with scheme of entry of Private Sector companies will give a major boost to the Indian Industry. Our efforts are to reach out and bringing positive results. Sample and Trial orders have started flowing in from various sectors and expect volumes on completion of successful trials. The Industry are under process of market development and would like to see some positive signs of demands raised for product development. The borrowing cost may not see rise this year owing to liquidity availability with bankers due to demonetization. Your company is clearly going to boost its sales in domestic market.
- ii. **Threats:** Your Company may face unfavorable foreign exchange rate fluctuations this year as well as increase in raw material prices thus putting a pressure on margins.

OUTLOOK: The Indian economy is most promising economy in today's global scenario and may see a growth @ 7% to 8% in FY 2017-18. With ambitious plans by the Government to increase infrastructure by building more highways, Smart Cities, Housing for All, modernizing the Railways, allowing private companies for Defense equipment's like Aircrafts, Choppers, Battle Tanks and Sub-marines production will bring good growth opportunities for Mining & Construction Equipment Industries, Locomotives and Transportation Industries & Defense Industries and increase demands from these sectors. The Govt. of India is targeting increase in employment through development of these industrial segments, indicates a positive development path.

RISKS AND CONCERNS: Your Company continuously monitors and revisits the risks associated with its business. It has institutionalized the procedure for identifying, minimizing and mitigating risks and the same are reviewed periodically. The Company's Structured Risk Management Process attempts to provide confidence to the stakeholders that the Company's risks are known and well managed. The company management has a Risk Management Team comprising of Functional heads as Champions and

accountable for risks associated in their areas. The company has review mechanism of risks at regular intervals. The management of the Company has identified some of the major areas of concern having inherent risk, viz. Foreign Currency Fluctuation, Client Concentration, Technology Risks and Credit Control. The processes relating to minimizing the above risks have already been put in place at different levels of management. The management of the Company reviews the risk management processes and implementation of risk mitigation plans. The processes are continuously improved.

Risk Management comprises three key components which are as below:

- i. Risk identification
- ii. Risk assessment and mitigation
- iii. Risk monitoring and assurance

Your Company has identified the following aspects as the major risks for its operations:

- i. Market Risk – in terms of Price increase of Raw Material

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY: Your Company has in place internal control systems and procedures commensurate with the size and nature of its operations. Internal control processes which consist of adopting appropriate management systems and implementing them are followed. These are aimed at giving the Audit Committee a reasonable assurance on the reliability of financial reporting and statutory & regulatory compliances, effectiveness and efficiency of your Company's operations. The Internal Control Systems are reviewed periodically and revised to keep in tune with the changing business environment.

FINANCIAL PERFORMANCE AND RESULTS OF OPERATIONS

Net revenue from operations increased to Rs. 4,86,18,155/- as against Rs. 4,90,340/- in the previous year – an immense growth. The Company has earned Profit before Depreciation and taxes of Rs. 1,77,119/- during the year under review compared to profit of Rs. 8,510/- during 2015-16. The above results have been achieved by increase in revenue from operation & other income as compared to previous financial year.

After providing for Depreciation, Prior period adjustments and Taxation, the Net Profit for the year under review stood at Rs.1,22,119/- compared to profit of Rs. 7,010/- during 2015-16.

DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT: The human resource philosophy and strategy of your Company have been designed to attract and retain the best talent, creating a workplace environment that keeps employees engaged, motivated and encourages innovation. Your Company has fostered a culture that rewards continuous learning, collaboration and development, making it future ready with respect to the challenges posed by ever-changing market realities. Employees are your Company's most valuable asset and your Company's processes are designed to empower employees and support creative approaches in order to create enduring value. Your Company maintains a cordial relationship with its employees. Its emphasis on safe work practices and productivity improvement is unrelenting. Your Company has more than 5 employees on its rolls as on March 31, 2017.

DISCLOSURE OF ACCOUNTING TREATMENT: The Company has followed all relevant Accounting Standards while preparing the financial statements.

CAUTIONARY STATEMENT: Statement in this “Management Discussion and Analysis” describing the Company's objectives, projections, estimates, expectations or predictions may be “forward looking statements” within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand and supply conditions, finished goods prices, input materials availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries within which the Company conducts business and other factors such as litigation and labour negotiations. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent development, information or events or otherwise.

Annexure A

INFORMATION PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Sr. No.	Particulars	Details		
1.	Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year.	Name of Director	Designation	Ratio
		Kerul C. Shah	Managing Director	-
		Sanjay S. Bhayani	Director	-
2.	Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.	Name of Director/KMP	Designation	% Increase in remuneration
		Kerul C. Shah	Managing Director	-
		Sanjay S. Bhayani	Director	-
3.	Percentage increase in the median remuneration of employees in the financial year.	-		
4.	Number of permanent employees on the rolls of Company.	5 Employees		
5.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof	-		
6.	Affirmation that the remuneration is as per the remuneration policy of the company.	It is affirmed that the remuneration is as per the Remuneration Policy of the Company.		

For and on behalf of Board of Directors of
R K Manufacturing Co Ltd

Kerul C. Shah
Managing Director
DIN: 00414510

Chintan A. Mehta
Director
DIN: 05355776

Place: Jamnagar
Date: August 29, 2017

Annexure B

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2017

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and other details

i. CIN	L27209GJ1984PLC098951
ii. Registration Date	July 26, 1984
iii. Name of the Company	R K MANUFACTURING CO LTD
iv. Category/Sub-category of the Company	Company limited by shares Indian Non-Government Company
v. Address of the Registered office & contact details	215-A, Manek Center, P.N. Marg, Jamnagar – 361008.
vi. Whether listed company	Yes
vii. Name , Address & contact details of the Registrar & Transfer Agent, if any.	MCS Share Transfer Agent Ltd. 101, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad, Gujarat. Tel: 079-26582878/79/80 E-mail: mcsahmd@gmail.com Website: www.mcsregistrars.com

II. Principal Business activities of the Company

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Sr. No.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Manufacture of basic Iron and steel	241	

III. Particulars of Holding, Subsidiary & Associate Companies

Sr. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
N/A					

IV. Shareholding Pattern (Equity Share Capital Break up as % to total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on March 31, 2016)				No. of Shares held at the end of the year (As on March 31, 2017)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	-	82,500	82,500	0.86	-	82,500	82,500	0.86	-
b) Central Govt.or State Govt.	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	-	-	-	-	-	-	-	-	-
d) Bank/Fl	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
SUB TOTAL:(A)									
(1)	-	82500	82500	0.86	-	82500	82500	0.86	-
(2) Foreign									
a) NRI- Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/Fl	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-
SUB TOTAL (A)									
(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)									
	-	82500	82500	0.86	-	82500	82500	0.86	-
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/Fl	-	-	-	-	-	-	-	-	-
C) Cenntal govt	-	-	-	-	-	-	-	-	-

d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1):	-	-	-	-	-	-	-	-	-
(2) Non Institutions									
a) Bodies corporates									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	1964750	1581174	3545924	36.99	2130344	1144561	3274905	34.16	(2.83)
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	228050	4284761	4512811	47.08	1339626	4462880	5802506	60.53	13.45
c) Others (specify)									
Trust	341825	1103341	1445166	15.08	185230	241260	426490	4.45	(10.63)
SUB TOTAL (B)(2):	2534625	6969276	9503901	99.14	3655200	5848701	9503901	99.14	-
Total Public Shareholding (B)= (B)(1)+(B)(2)	2534625	6969276	9503901	99.14	3655200	5848701	9503901	99.14	-

C. Shares held
by Custodian
for
GDRs & ADRs

Grand Total (A+B+C)	2534625	7051776	9586401	100.00	3655200	5931201	9586401	100.00	-
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ii. Shareholding of Promoters

Sr. No.	Shareholders Name	Shareholding at the beginning of the year (01.04.2016)			Shareholding at the end of the year (31.03.2017)			% change in shareholding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1.	Dilip Chaudhary	82500	0.86	-	82500	0.86	-	-
	Total	82500	0.86	-	82500	0.86	-	-

iii. Change in Promoters' Shareholding (please specify, if there is no Change)

Sr. No.	Shareholder's Name	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	82500	0.86	82500	0.86
	Change in Shareholding	-	-	-	-
	At the end of the year	82500	0.86	82500	0.86

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

Sr. No.	Shareholders Name	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	BASIRBHAI BHARKHANI MOHAMAD	460570	4.80	460570	4.80
2.	VAID RAMJI VALJI	368500	3.84	368500	3.84
3.	GANESH VALJI VAID	368500	3.84	368500	3.84

4.	ARVINDA JAISWAL	213300	2.22	213300	2.22
5.	BHARTI GANESH VAID	187000	1.95	187000	1.95
6.	BHANUBHAI SOMCHAND SHAH	149200	1.56	149200	1.56
7.	MANOJ A SHAH	135450	1.41	135450	1.41
8.	VINOD P MEHTA	131082	1.37	131082	1.37
9.	KALPESH R SHAH	130350	1.36	130350	1.36
10.	DHANRAJ VASA	121500	1.27	121500	1.27

v. Shareholding of Directors & KMP – Not Applicable

V. Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
Additions	-	-	-	-
Reduction	-	-	-	-
Net Change	-	-	-	-
	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

The Company has not paid any remuneration to Managing Director, Whole-time Directors and/or Manager in the financial year 2016-17.

B. Remuneration to other directors:

Company has not paid any remuneration to other directors in the financial year 2016-17.

C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD

The Company has not paid any remuneration to Key Managerial Personnel other than MD/MANAGER/WTD in the financial year 2016-17.

VII. Penalties / Punishment/ Compounding of Offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty					
Punishment			NOT APPLICABLE		
Compounding					
B. DIRECTORS					
Penalty					
Punishment			NOT APPLICABLE		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment			NOT APPLICABLE		
Compounding					

For and on behalf of Board of Directors of
R K Manufacturing Co Ltd

Place: Jamnagar
Date: August 29, 2017

Kerul C. Shah
Managing Director
DIN: 00414510

Chintan A. Mehta
Director
DIN: 05355776

Annexure C

Secretarial Audit Report

For the financial year ended March 31, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
R K MANUFACTURING CO LTD

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **R K MANUFACTURING CO LTD** (hereinafter called the Company) for the year ended on March 31, 2017. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit; I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2017 (Audit Period) 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2017 and made available to me, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder 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, 2009;
 - (d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 (during the year under review not applicable to the Company);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (during the year under review not applicable to the Company);

- (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, 2009 (during the year under review not applicable to the Company);
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (during the year under review not applicable to the Company) and
- (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

And other applicable regulations/guidelines/circulars as may be issued by SEBI from time to time.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India; and
- (ii) Uniform Equity Listing Agreement with Metropolitan Stock Exchange of India Ltd.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except filing of few resolutions and forms under section 93 and 117(3)(g) of the act.

The management has identified and confirmed the following law as being specifically applicable to the Company.

- (i) Factories Act, 1948 and Rules made thereunder;

I further report that, The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings; agenda and detailed notes on agenda were sent 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.

As per the minutes of the Meetings duly recorded and signed by the Chairman the decisions of the board and members were unanimous and no dissenting views have been recorded.

I further report that, based on review of compliance mechanism established by the Company. I am of the opinion that the management has adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that, during the audit period of the Company there were no specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Signature:

Name of Company Secretary in practice: **CS Preeti Jain**

ACS/FCS No.: 28265

C P No.: 10118

Place: Jamnagar

Date: August 29, 2017

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

Annexure I

To,
The Members,
R K MANUFACTURING CO LTD,

My 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. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Jamnagar
Date: August 29, 2017

Signature:
Name of Company Secretary in practice: **CS Preeti Jain**
ACS/FCS No.: 28265
C P No.: 10118

Independent Auditors' Report

To the Shareholders of
R K Manufacturing Co Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **R K MANUFACTURING CO LIMITED**, which comprise the Balance Sheet as at 31st March, 2017, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the matters stated in section 134(5) of the Companies Act, 2013("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 accounting standards referred to in section 133 of the Act, read with Rule 7 of the Companies (Account) Rules, 2014. 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

- Our responsibility is to express an opinion on these financial statements based on our audit.
- We have taken into account the provisions of the Act and the Rules made there under including the accounting standards and matters which are required to be included in the audit report.
- We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
- An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements.
- 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. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the company has placed an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls.

- An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.
- We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

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 Act in the manner so required, and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017;
- (ii) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date;
- (iii) Cash Flow Statement for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in **"Annexure A"** a statement on the matter specified in the paragraph 3 and 4 of the Order.
2. As required under provisions of section 143(3) of the Companies Act, 2013, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief where 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 appears from our examination of those books;
 - c. The Balance Sheet and Statement of Profit and Loss dealt with this report are in agreement with the books of account;
 - d. In our opinion, the Balance Sheet and Statement of Profit and Loss comply with the accounting standards referred to in section 133 of the Act, read with Rule 7 of the Companies (Account) Rules, 2014;
 - e. On the basis of written representations received from the directors as on March 31, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the company and operating effectiveness of such controls, referred to our separate report in **"Annexure B"**.
 - g. With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:

- (a) The Company does not have any pending litigation as at March 31, 2017 on its financial position in its financial statements Except as Follows:

Name of the statutes	Nature of Dues	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income tax	33.18 Lacs	F.Y. 2008-09	CIT Appeal

- (b) The Company did not have any long-term and derivative contracts as at March 31, 2017.
- (c) There has been no delay in transferring amounts, required to be transferred, the Investor Education and Protection Fund by the Company during the year ended March 31, 2017.
- (d) The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 23 to the financial statements.
- (e) There was an amount of Rs. 37,784.70 which was required to be transferred to the Investor Education and Protection Fund by the Company. There has been no delay in transferring amounts, required to be transferred, the Investor Education and Protection Fund by the Company during the year ended March 30, 2017.

For, Rahul Kakani & Associates
Chartered Accountants
FRN No.:130198W

Ajay D Patel
(Partner)
M. No. 163596

Place: Ahmedabad
Date: August 29, 2017

ANNEXURE “A” TO THE AUDITORS’ REPORT

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

(i) In respect of Its Fixed Assets:

- a) The company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
- b) These fixed assets were physically verified by the management during the year. We have been informed that no material discrepancies were noticed on such physical verification.
- c) According to the information and explanation given to us and in the basis of our examination of the records of the company the title deeds of immovable properties are held in the name of the company.

(ii) The stock of inventory has been physically verified during the year by the Management at reasonable intervals, except stock lying with third parties. Confirmations of such stocks with third parties have been obtained by the Company in most of the cases. The discrepancies noticed on physical verification of stocks as compared to book records were not material; however, the same have been properly dealt with the books of account.

(iii) The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, the provisions of Clause 3 (iii)(a), (iii)(b) and (iii)(c) of the said order are not applicable to the company.

(iv) In our opinion and according to the information and explanations given to us, the Company has not made any loans, guarantees and investments covered under the provisions of section 185 and 186 of the Companies Act, 2013.

(v) The company has not accepted any deposits from the public within the meaning of sections 73 to 76 or any relevant provisions of the 2013 act and the rules framed there under to the extent notified.

(vi) The Central government has not prescribed the maintenance of cost records by the company under section 148(1) of the companies Act, 2013 for any of its products.

(vii) In respect of Statutory Dues:

- a) The company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, customs duty, excise duty and cess were in arrears, as at 31.03.17 for a period of more than six months from the date they became payable.

- b) According to the information and explanations given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute Except as Follows:

Name of the statues	Nature of Dues	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income tax	33.18 Lacs	F.Y. 2008-09	CIT Appeal

- (viii) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of loans or borrowing to financial institutions, banks or Government. The company has not issued any debentures as at the balance sheet date.
- (ix) The Company has not raised any money by way of this Initial Public Offer during the year. There were no moneys raised by way of term loan or further public offer.
- (x) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the company or any fraud on the Company by its officers or employees noticed or reported during the year, nor have we been informed of such cases by the Management.
- (xi) In our opinion and according to the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the financial statements etc. as required by the applicable accounting standards;
- (xiv) According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For, Rahul Kakani & Associates
Chartered Accountants
FRN No.:130198W

Ajay D Patel
(Partner)
M. No. 163596

Place: Ahmedabad
Date: August 29, 2017

ANNEXURE “B” TO AUDITOR’S REPORT

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 **R K MANUFACTURING CO LIMITED** ('the Company') as of 31st March, 2017 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 (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (the '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 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 and the Standards on Auditing, issued by the 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 the 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 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 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 31st March 2017 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 issued by the ICAI.

For, Rahul Kakani & Associates
Chartered Accountants
FRN No.:130198W

Ajay D Patel
(Partner)
M. No. 163596

Place: Ahmedabad
Date: August 29, 2017

Balance Sheet

AS AT MARCH 31, 2017

PARTICULARS	NOTE NO.	AS AT 31 ST MARCH 2017	AS AT 31 ST MARCH 2016
EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share Capital	2	9,58,64,010.00	9,58,64,010.00
(b) Reserves and Surplus	3	1,62,13,379.84	1,62,06,641.10
Non-current liabilities			
(a) Long-term Borrowings		-	-
(b) Deferred tax liabilities (Net)		-	4,078.00
Current liabilities			
(a) Short-term Borrowings	4	1,75,00,000.00	-
(b) Trade payables	5	4,49,56,475.00	-
(c) Other Current Liabilities	6	3,01,500.00	4,43,753.35
(d) Short-term Provisions	7	1,71,880.01	3,84,128.12
Total		17,50,07,244.85	11,29,02,610.57
Assets			
Non-current assets			
(a) Fixed Assets			
i. Tangible assets		-	-
ii. Capital WIP		12,00,00,000.00	-
(b) Long-term Loans and Advances	8	57,00,000.00	11,04,44,289.64
(c) Non-current Investments	9	1,95,244.21	-
Current assets			
Inventories		-	-
Trade Receivables	10	4,24,49,062.75	16,24,389.64
Cash and Cash Equivalents	11	11,57,727.89	7,96,023.29
Short-term Loans and advances	12	55,05,210.00	37,908.00
Total		17,50,07,244.85	11,29,02,610.57
Significant Accounting Policies	1		
Notes forming part of these Financial Statements			
As per our report of even date attached.			

For, Rahul Kakani & Associates
Chartered Accountants
FRN No.:130198W

For and on behalf of the Board
R K Manufacturing Co Limited

Ajay D Patel
(Partner)
M. No. 163596

Kerul C. Shah
Managing Director
DIN: 00414510

Chintan A. Mehta
Director
DIN: 05355776

Place: Ahmedabad
Date: August 29, 2017

Place: Jamnagar
Date: August 29, 2017

Statement of Profit and Loss

For The Year Ended March 31, 2017

Particulars	Note No.	For the year ended 31 st March 2017	For the year ended 31 st March 2016
Income			
Revenue from operations	13	4,86,18,155.00	4,90,340.50
Other Income	14	14,18,040.75	3,60,018.00
Total Revenue		5,00,36,195.75	8,50,358.50
Expenses:			
Cost of materials consumed	15	4,82,88,155.00	4,84,834.75
Changes in inventories of finished goods work-in-progress and Stock-in-Trade		-	-
Employee benefits expense	16	4,98,100.00	3,16,000.00
Finance Costs		-	-
Depreciation and amortization expense		-	-
Other expenses	17	10,72,822.00	41,012.80
Total expenses		4,98,59,077.00	8,41,847.55
Profit before tax		1,77,118.75	8,510.95
Tax expense:			
Current tax		55,000.00	1,500
Deferred tax		-	-
Net profit/(loss) for the year		1,22,118.75	7,010.95
Earnings per equity share of Rs. 10/- each			
Basic		0.013	0.001
Diluted		0.013	0.001
Significant Accounting Policies	1		
Notes forming part of these Financial Statements			
As per our report of even date attached.			

For, Rahul Kakani & Associates
Chartered Accountants
FRN No.:130198W

For and on behalf of the Board
R K Manufacturing Co Limited

Ajay D Patel
(Partner)
M. No. 163596

Kerul C. Shah
Managing Director
DIN: 00414510

Chintan A. Mehta
Director
DIN: 05355776

Place: Ahmedabad
Date: August 29, 2017

Place: Jamnagar
Date: August 29, 2017

CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2017

Sr. No.	Particulars	F.Y. 2016-17		F.Y. 2015-16	
		Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)
A.	CASH FLOW FROM OPERATING ACTIVITIES				
	Net Profit Before tax as per Statement of Profit & Loss	-	1,77,118.75	-	8,510.95
	Adjustments for :				
	Loss on sale of Fixed Assets	-		-	
	Dividend Received	-		-	
	Interest Received	(27,123.00)	(27,123.00)	(3,60,018.00)	(3,60,018.00)
	Operating Profit before working capital changes		1,49,995.75		(3,51,507.05)
	Changes in Working Capital				
	Trade and other receivable	(4,08,24,673.11)		1,12,518.00	
	Other Loans and advances receivable	9,92,76,987.64		(24,57,358.00)	
	Trade Payables and other Liabilities	4,49,56,475.00		-	
	Change in Current Liabilities	(1,42,253.35)		(4,75,000.00)	
	Change in Inventories	-		-	
	Short term Provisions	(2,16,326.11)	10,30,50,210.07	-	(28,19,840.00)
	Net Income tax paid/ refund	55,000.00	55,000.00	-	-
	Net Cash Flow from Operating Activities (A)		10,31,45,205.82		(31,71,347.05)
B.	CASH FLOW FROM INVESTING ACTIVITIES				
	Change in Fixed Assets	(12,00,00,000.00)		-	
	Interest Received	27,123.00		3,60,018.00	
	Dividend Received	-		-	
	Investment Purchased	(1,95,244.21)		-	
	(Purchase)/Sale of Fixed Assets	-	(12,01,68,121.21)	-	3,60,018.00
	Net Cash Flow from Investing Activities (B)		(12,01,68,121.21)		3,60,018.00
C.	CASH FLOW FROM FINANCING ACTIVITIES				
	Short Term Borrowing (Net)	1,75,00,000.00		-	
	Dividend paid	(1,15,380.01)	1,73,84,619.99	-	-
	Net Cash Flow from Financing Activities (C)		1,73,84,619.99		-
D.	Net (Decrease)/ Increase in Cash & Cash Equivalents (A+B+C)		3,61,704.60		(28,11,329.05)
E.	Opening Cash & Cash Equivalents		7,96,023.29		36,07,352.34

F.	Cash and cash equivalents at the end of the period		11,57,727.89		7,96,023.29

For, Rahul Kakani & Associates
Chartered Accountants
FRN No.:130198W

For and on behalf of the Board
R K Manufacturing Co Limited

Ajay D Patel
(Partner)
M. No. 163596

Kerul C. Shah
Managing Director
DIN: 00414510

Chintan A. Mehta
Director
DIN: 05355776

Place: Ahmedabad
Date: August 29, 2017

Place: Jamnagar
Date: August 29, 2017

NOTE:**1. Significant accounting policies:****a. Disclosure of accounting policies: -**

The Financial statements are prepared under the accrual basis following the historical cost convention in accordance with generally accepted accounting principles (GAAP), and pursuant to section 133 of the companies' act, 2013 read with Rule 7 of the Companies (Accounts) rules, 2014, till the standards of accounting or any addendum thereto are prescribed by central government. Existing Accounting Standards notified under the companies' act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under section 211(3C) [Companies (Accounting Standards) Rules, 2006 as amended] and other relevant provisions of the Companies Act, 2013 (the 'Act').

The presentation of financial statements requires estimates and assumption to be made that affect the reported amount of assets & Liabilities on the date of financial statements and the reported amount of revenue and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which results are known/materialized.

b. Valuation of Inventory: -

Raw Material	:	At Lower of Cost or Net realizable value.
Semi-finished goods	:	At estimated cost.
Finished goods	:	At Lower of Cost or Market Value

c. Cash Flow Statements

Cash flow statement has been prepared by indirect method as prescribed in the AS-3

d. Contingencies and Events Occurring After the Balance Sheet Date: -

Effects of, events occurred after Balance Sheet date and having material effect on financial statements are reflected in the accounts at appropriate places.

e. Net Profit or loss for the period, prior period items and changes in accounting policies: -

Material items of prior period, non-recurring and extra ordinary items are shown separately, If any.

Revenue Recognition: -

Sale of goods is recognized at the point of dispatch of goods to customers, sales are exclusive of Sales tax, Vat and Freight Charges if any. The revenue and expenditure are accounted on a going concern basis.

Interest Income is Recognized on a time proportion basis taking into account the amount outstanding and the rate applicable i.e. on the basis of matching concept.

Dividend from investments in shares / units is recognized when the company.

Other items of Income are accounted as and when the right to receive arises.

f. Accounting for effects of changes in foreign exchange rates:-

(a) Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transactions.

(b) Any income or expenses on account of exchange difference either on settlement or on Balance Sheet Valuation is recognized in the profit and loss account except in cases where they relate to acquisition of fixed assets in which case they are adjusted to the carrying cost of such assets.

(C) Foreign currency transactions accounts are given in the notes of accounts.

g. Employees Retirement Benefit Plan: -

a. Provident Fund: -

Provident fund is a defined contribution scheme as the company pays fixed contribution at pre-determined rates. The obligation of the company is limited to such fixed contribution. The contributions are charged to Profit & Loss A/c.

b. Gratuity: -

Gratuity is paid as and when employee is retired. It is not determined on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of services as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

h. Borrowing Cost: -

Borrowing costs directly attributable to the acquisition of qualifying assets are capitalized till the same is ready for its intended use. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing cost is charged to revenue.

i. Related Party Disclosure: -

The Disclosures of Transaction with the related parties as defined in the related parties as defined in the Accounting Standard are given in notes of accounts.

j. Accounting for Leases: -

The Company has not entered into any lease agreements during the year.

k. Earnings Per Share: -

Disclosure is made in the Notes of accounts as per the requirements of the standard.

I. Accounting for Taxes on Income: -**Current Tax: -**

Provision for current tax is made after taken into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

Deferred Taxes: -

Deferred Income Tax is provided using the liability method on all temporary difference at the balance sheet date between the tax basis of assets and liabilities and their carrying amount for financial reporting purposes.

1. Deferred Tax Assets are recognized for all deductible temporary differences to the extent that it is probable that taxable profit will be available in the future against which this items can be utilized.
2. Deferred Tax Assets and liabilities are measured at the tax rates that are expected to apply to the period when the assets are realized or the liability is settled, based on tax rates (and the tax) that have been enacted or enacted subsequent to the balance sheet date.

m. Discontinuing Operations: -

During the year the company has not discontinued any of its operations.

n. Provisions Contingent liabilities and contingent assets: -

- Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.
- Contingent Liabilities are not recognized but are disclosed in the notes.
- Contingent Assets are neither recognized nor disclosed in the financial statements.
- Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet Date.

2. SHARE CAPITAL

Particulars	As at 31 st March 2017		As at 31 st March 2016	
	Number	Amt. Rs.	Number	Amt. Rs.
Authorised				
Equity Shares of Rs. 10/- each	1,00,00,000	10,00,00,000	1,00,00,000	10,00,00,000
Issued				
Equity Shares of Rs. 10/- each	95,86,401	9,58,64,010	95,86,401	9,58,64,010
Subscribed & Paid up				
Equity Shares of Rs. 10/- each fully paid	95,86,401	9,58,64,010	95,86,401	9,58,64,010
Total	95,86,401	9,58,64,010	95,86,401	9,58,64,010

RECONCILIATION OF NUMBER OF SHARES

Particulars	Equity Shares		Equity Shares	
	Number	Amt. Rs.	Number	Amt. Rs.
Shares outstanding at the beginning of the year	95,86,401	9,58,64,010	95,86,401	9,58,64,010
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	95,86,401	9,58,64,010.00	95,86,401	9,58,64,010.00

3. RESERVE AND SURPLUS

Particulars	As at 31 March 2017	As at 31 March 2016
a. Securities Premium Account		
Opening Balance	33,84,810.00	33,84,810.00
Closing Balance	33,84,810.00	33,84,810.00
a. Surplus		
Opening balance	(1,12,36,395.58)	(1,12,43,406.53)
(+) Net Profit/(Net Loss) For the current year	1,22,118.75	7,010.95
Less: Dividend Proposed	(95,864.01)	
Dividend Dist. Tax	(19,516.00)	
Closing Balance	(1,12,29,656.84)	(1,12,36,395.58)
Capital Reserve	2,22,07,051.36	2,22,07,051.36
General Reserve	13,98,473.32	13,98,473.32
Special Reserve	4,52,702.00	4,52,702.00
Total	1,62,13,379.84	1,62,06,641.10

4. SHORT TERM BORROWINGS

Particulars	As at 31 March 2017	As at 31 March 2016
Unsecured Loan		
(a) Loans & Advances from others	1,75,00,000.00	-
Subtotal (b)	1,75,00,000.00	-
In case of continuing default as on the balance sheet date in repayment of loans and interest with respect to (b)		
1. Period of default		
2. Amount		
Total	1,75,00,000.00	-

5. TRADE PAYABLE

Particulars	As at 31 March 2017	As at 31 March 2016
(a) Micro, small & medium enterprise	-	-
(b) Others	4,49,56,475.00	-
Total	4,49,56,475.00	-

6. OTHER CURRENT LIABILITIES

Particulars	As at 31 March 2017	As at 31 March 2016
(i) Statutory Remittance		-
VAT Payable	16,500.00	-
(ii) Liability for expenses	-	72,006.25
Audit fee Payable	15,000.00	-
Director Remuneration Payable	2,70,000.00	-
(iii) Unclaimed Dividend	-	37,784.70
(iv) Other Advances	-	3,33,962.40
Total	3,01,500.00	4,43,753.35

7. SHORT TERM PROVISIONS

Particulars	As at 31 March 2017	As at 31 March 2016
Other Specify		
Provision For Taxation	56,500.00	3,67,479.12
Provision for FBT	-	16,649.00
Provision for Dividend	95,864.01	-
Provision for Dividend Dist. Tax	19,516.00	-
Total	1,71,880.01	3,84,128.12

8. NON-CURRENT INVESTMENT

Particulars	As at 31 March 2017	As at 31 March 2016
Non-Current Investment	1,95,244.21	-
Total	1,95,244.21	-

9. LONG TERM LOANS AND ADVANCES

Particulars	As at 31 March 2017	As at 31 March 2016
(Unsecured and Considered Good)		
a. Balance with Government Authorities	-	3,31,301.02
b. Loan & Advances		
Others Receivable	57,00,000.00	11,01,12,988.62
Total	57,00,000.00	11,04,44,289.64

10. TRADE RECEIVABLES

Particulars	As at 31 March 2017	As at 31 March 2016
(Unsecured and Considered Good)		
Over the Six Month	-	16,24,389.64
Less Than Six Month	4,24,49,062.75	-
Total	4,24,49,062.75	16,24,389.64

11. CASH AND CASH EQUIVALENTS

Particulars	As at 31 March 2017	As at 31 March 2016
a. Balances with banks		
Schedule Bank (in Current account)		
Allahabad Bank	-	6,258.00
Corporation Bank	-	3,233.20
IDBI Bank (Jamnagar)	11,04,478.00	4,34,699.00
IDBI Bank Ltd.	12,149.23	12,149.23
IDBI Bank (E)	-	3,197.98
State Bank of Travancore	-	3,394.00
T.M. Bank	-	3,033.22
IDBI in unclaimed Dividend account	37,784.70	37,784.70
b. Cash on hand*	3,315.96	2,92,273.96
Total	11,57,727.89	7,96,023.29

12. SHORT TERM LOANS AND ADVANCES

Particulars	As at 31 March 2017	As at 31 March 2016
(Unsecured and Considered Good)		
a. Balance with Government Deposits	-	37,908.00
b. Other Advances	55,05,210.00	-
Total	55,05,210.00	37,908.00

13. REVENUE FROM OPERATIONS

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
Sale of Products	4,86,18,155.00	4,90,340.50
Total	4,86,18,155.00	4,90,340.50

PARTICULARS OF SALE OF PRODUCTS

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
MANUFACTURING GOODS		
Engineering Goods	97,48,155.00	4,90,340.50
Cable Parts	3,88,70,000.00	
Total	4,86,18,155.00	4,90,340.50

14. OTHER INCOME

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
Interest Income		
Interest on Loan	-	3,60,018.00
Interest on FD	27,123.00	-
Indenting Agent Commission	4,87,407.75	-
IT Refund	1,620.00	-
Misc. Income	9,01,890.00	-
Total	14,18,040.75	3,60,018.00

15. PARTICULARS OF COST OF RAW MATERIAL CONSUMED

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
Opening Stock of Raw Material	-	-
Add :Purchase of Raw Material	4,82,88,155.00	4,84,834.75
Less : Closing Stock of Raw Material	-	-
Total	4,82,88,155.00	4,84,834.75

PARTICULARS OF COST OF MATERIAL CONSUMED

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
Casting Material , Instrument & Tools	52,78,369.50	4,84,834.75
Cable & Cable Parts	2,78,30,060.00	
Other Material Purchases	1,51,79,725.50	
Total	4,82,88,155.00	4,84,834.75

16. EMPLOYEE BENEFITS EXPENSES

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
(a) Salaries and Wages	4,98,100.00	3,16,000.00
Total	4,98,100.00	3,16,000.00

17. OTHER EXPENSES

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
Operating, Administrative & Other Expenses		
Advertisement Exp.	18,978.00	-
Legal & Professional Fees	5,59,238.00	-
Listing Fees Exp.	4,29,375.00	-
Accounting Charges	25,000.00	-
Payment To auditor	15,000.00	30,000.00
Printing & Stationery	13,500.00	-
Telephone Expenses	-	5,021.80
Mis. Exp	11,731.00	5,991.00
Total	10,72,822.00	41,012.80

PAYMENT TO AUDITORS AS:

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
a. auditor	15,000.00	30,000.00
b. for taxation matters	-	-
c. for company law matters	-	-
d. for management services	-	-
e. for other services	-	-
f. for reimbursement of expenses	-	-
Total	15,000.00	30,000.00

18. The previous year's figures have been reworked, regrouped, and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

19. Managerial Remuneration paid or payable:

Sr. No.	Particulars	Year ended 31 st March, 2017	Year ended 31 st March, 2016
i)	Remuneration to Directors	2,70,000/-	1,80,000/-

20. Earnings Per Share

Particulars	Year Ended on 31 st March, 2017 (Rs.)	Year Ended on 31 st March, 2016 (Rs.)
Profit / (Loss) after tax attributable to Equity Shareholders (A)	1,22,118.75	7,010.95
Weighted Number of Equity Share outstanding During the year (B) (In Nos.)	95,86,401	95,86,401
Basic Earnings Per Share for each Share of Rs.10/- (A) / (B)	0.013	0.001

21. Notes forming part of accounts in relation to Micro and small enterprise

Based on information available with the company, on the status of the suppliers being Micro or small enterprises, on which the auditors have relied, the disclosure requirements of Schedule III to the Companies Act, 2013 with regard to the payments made/due to Micro and small Enterprises are given below:

Sr. No.	Particulars	Year Ended 31.03.2017		Year Ended 31.03.2016	
		Principal	Interest	Principal	Interest
i	Amount due as at the date of Balance sheet	Nil	Nil	Nil	Nil
ii	Amount paid beyond the appointed date during the year	Nil	Nil	Nil	Nil
iii	Amount of interest due and payable for the period of delay in making payments of principal during the year beyond the appointed date	Nil	Nil	Nil	Nil
iv	The amount of interest accrued and remaining unpaid as at the date of Balance sheet	Nil	Nil	Nil	Nil

22. Credit and Debit balances of unsecured loans, sundry creditors, sundry Debtors, loans and Advances are subject to confirmation and therefore the effect of the same on profit could not be ascertained.

23. There is following Contingent Liabilities of company:

Name of the statutes	Nature of Dues	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income tax	33.18 Lacs	F.Y. 2008-09	CIT Appeal

24. Disclosure On Specified Bank Notes (SBNs)

During the Year, the company has specified Bank notes or other denomination notes in the MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination wise SBN and other notes as per the notification is given below:

Particulars	SBNs	Other Denomination notes	Total
Closing cash in hand as on November 8, 2016	9,39,000.00	56,063.96	9,95,063.96
(+) Permitted Receipts	-	-	-
(-) Permitted Payments	-	-	-
(-) Amount Deposited in banks	9,39,000.00	-	9,39,000.00
Closing cash in hand as on December 30, 2016	-	56,063.96	56,063.96

For the purpose of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government India, in the Ministry of Finance, Department of Economic Affairs S.O.3407(E), dated the 8th November, 2016.

R K MANUFACTURING CO LTD

[CIN: L27209GJ1984PLC098951]

Regd. office: 215-A, Manek Center, P.N. Marg, Jamnagar – 361008

Email: rkmanufacturingco@gmail.com

Website: www.rkmanufacturing.com

FORM MGT-11

PROXY FORM

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

Name of the member (s):

Email Id:

Registered Address:

Folio No./ DPID-Client ID :

I/We, being the member (s) ofshares of the above named company, hereby appoint:

1. Name:
 Address:
 Email Id.....Signature.....or failing him

2. Name:
 Address:
 Email Id.....Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual general meeting of the company, to be held on Saturday, September 30, 2017 at 215-A, Manek Center, P.N. Marg, Jamnagar – 361008 at 11.00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	For	Against
Ordinary Business			
1.	Adoption of audited Balance Sheet as at March 31, 2017, and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.		
2.	To declare dividend on equity shares for the year ended 31 March, 2017.		
3.	Appointment of Mr. Sanjay S. Bhayani (DIN: 07256693), liable to retire by rotation and being eligible, offers himself for re-appointment.		
4.	Ratification of Appointment of Statutory Auditors of the Company.		
Special Business			
5.	Regularization/appointment of Mr. Vipulchandra Sureshchandra Acharya as an Independent Director		
6.	Appointment of Mr. Kerul Champaklal Shah (DIN: 06370170) as Chairman and Managing Director		
7.	Adoption of New set of Articles of Association		

Signed this.....day of.....2017

Affix Revenue Stamp of Rs. 1 here
--

.....
Signature of Shareholder

.....
Signature of Proxy holder(s)

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

If you wish to vote for a Resolution, place a tick in the corresponding box under column marked "For". If you wish to vote against a Resolution, place a tick in the corresponding box under the column marked "Against". If no direction is given, your Proxy may vote or abstain as he/she thinks fit.

R K MANUFACTURING CO LTD

[CIN: L27209GJ1984PLC098951]

Regd. office: 215-A, Manek Center, P.N. Marg, Jamnagar – 361008

Email: rkmanufacturingco@gmail.com

Website: www.rkmanufacturing.com

ATTENDANCE SLIP

[PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING AND HAND IT OVER AT THE ENTRANCE DULY FILLED IN]

Folio No./ DPID-Client ID*:

Name of the member (s):

Registered Address:

No. of Shares held:

I hereby record my presence at the 33rd Annual General Meeting of the Company held on Saturday, September 30, 2017 at 11.00 a.m. at 215-A, Manek Center, P.N. Marg, Jamnagar – 361008.

.....
Full name of Member's /Proxy (in Block Letters)

.....
Signature of Member's /Proxy

*Applicable for investors holding shares in electronic form.