

R K MANUFACTURING COMPANY LIMITED

CIN: L27209GJ1984PLC098951

Registered Office: 215-A, Manek Center P.N. Marg Jamnagar Jamnagar 361 008 Gujarat India

35th Annual Report

2018-2019

Email id: rkmanufacturingco@gmail.com

Website: www.rkmanufacturing.com

Corporate Information

Board of Directors:

⇒ Kerul C Shah	–	Promoter Executive Director
⇒ Sanjay S Bhayani	–	Promoter Executive Director
⇒ Jitendra M Shah	–	Independent Non-Executive Director
⇒ Chitan A Mehta	–	Independent Non-Executive Director

Key Managerial Person:

⇒ Naina Singh	–	Company Secretary
⇒ Paras Bhojani	–	Chief Financial Officer

Committees

Audit Committee	Nomination Remuneration Committee	And Shareholders Committee	Grievance	Designation
Jitendra M Shah	Chintan A Mehta	Jitendra M Shah		Chairman
Chintan A Mehta	Jitendra M Shah	Kerul C Shah		Member
Kerul C Shah	Sanjay S Bhayani	Sanjay S Bhayani		Member

Auditors

Statutory Auditor

Rahul Kakani & Associates

Chartered Accountants

Secretarial Auditor

Mayuri Rupareliya & Associates

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 35th(Thirty Fifth) Annual General Meeting of the Members of **R K MANUFACTURING CO LTD**("The Company")will be held on Monday, September30, 2019 at 03.00 p.m. at the registered office of the Company situated at215-A, Manek Center, P.N. Marg, Jamnagar – 361008, to transact the followingbusinesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sanjay Bhayani(DIN:07256693), Director of the Company, who retires by rotation and, being eligible, offers himself for reappointment.

SPECIAL BUSINESS

3. 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. JitendraManusukhlal Shah (DIN: 08096877) who was appointed as an Independent-cum- Additional Director of the Company under Section 161 of the Companies Act, 2013 with effect from May02, 2018 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 May 02, 2018 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.

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

Date:September 02, 2019
Place: Jamnagar

Kerul C. Shah
Managing Director
DIN: 06370170

Sanjay Bhayani
Director
DIN: 07256693

Registered Office:
215-A, Manek Center, P.N. Marg, Jamnagar –
361008. Tel No.: - 0288-2661941
CIN:L27209GJ1984PLC098951
E-mail:[-rkmanufacturingco@gmail.com](mailto:rkmanufacturingco@gmail.com)
Website:[-www.rkmanufacturing.com](http://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 September24, 2019 to September30, 2019 (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 2018-19 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 2018-19 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 35thAGM is provided at the end of the Notice.

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.

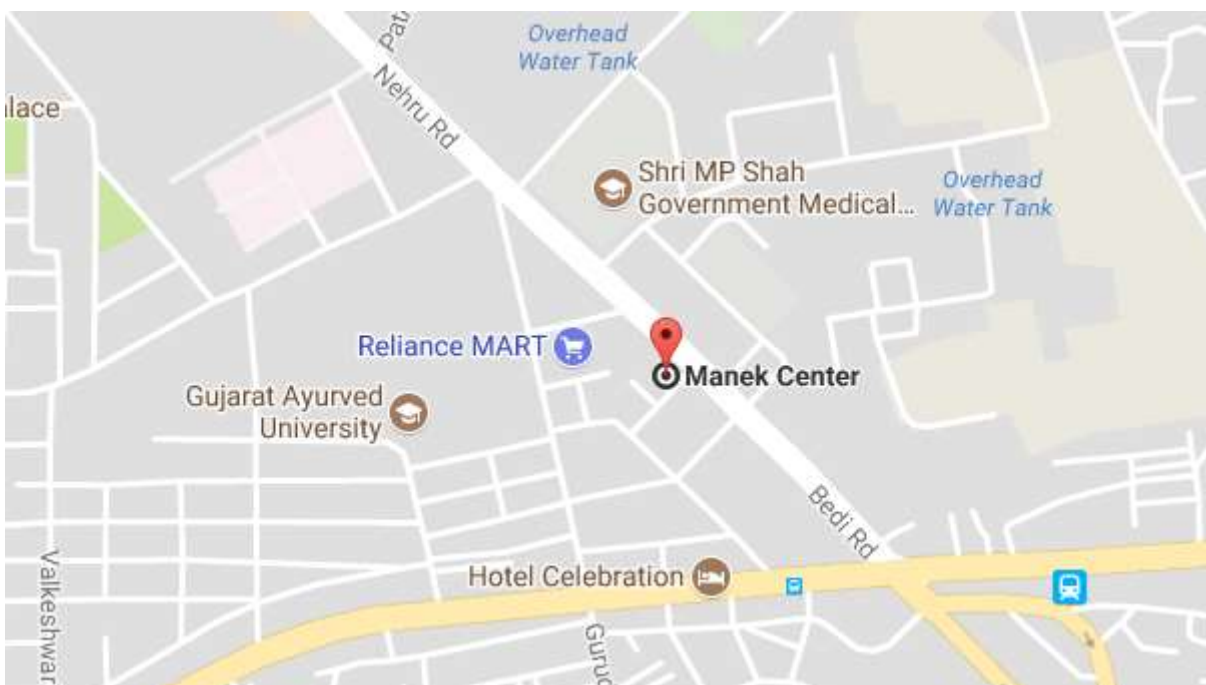
Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), person seeking appointment or re-appointment as Director under Item No. 3&4 of the Notice are provided hereunder;

Particulars	Mr. Sanjay Bhayani
DIN	07256693
Date of Birth	08.10.1973
Date of first appointment on the Board	01.02.2016
Qualifications	Graduation
Expertise	Having Experience in the Manufacturing Industry
Names of Listed Companies in which the Director holds Directorship	Nil
Names of Committees of the Companies in which the Director holds Chairmanship/ Membership	Nil
Number of Shares held	Nil
Relationships between Directors and Key Managerial Personnel of the Company	Nil

Route Map

to the venue of 35th AGM

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



DIRECTOR'S REPORT

Dear Members,

Your Directors are pleased to present the 35th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2019.

Financial Highlights

The financial performance of your Company for the year ended March 31, 2019 is summarised below:

Particulars	2018-19 (in Rs.)	2017-18 (in Rs.)
Revenue from Operations	3,52,06,053	29,71,450
Other Income	1,62,65,095	2,71,82,006
Total Revenue	5,14,71,148	3,01,53,456
Less: Total expenses	5,13,85,252	3,00,14,496
Profit before depreciation and Taxes	85,896	1,38,961
Less: Depreciation	-	-
Profit before Tax	85,896	1,38,961
Less: Current Tax	35,000	35,750
Deferred Tax	-	-
Net Profit for the year	50,896	1,03,211
Add: Balance brought forward from previous year	(1,07,76,469)	(1,12,29,657)
Balance carried over to Balance Sheet	(1,07,25,573)	(1,11,25,026)

Overview of Company's Financial performance

Total revenue is Rs. 3,52,06,053/- as against Rs. 3,01,53,456/- in the previous year. The Company has earned Profit before Depreciation and taxes of Rs. 85,896/- during the year under review compared to profit of Rs. 1,38,961/- during 2017-18. After providing for Depreciation, Prior period adjustments and Taxation, the Net Profit for the year under review stood at Rs. 50,896/- compared to profit of Rs. 1,03,211/- during 2017-18.

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 were not recommend dividend during the year under review.

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, 2019.

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, 2019, Your Company has an optimum mix of eminent personalities on the Board of Directors with members from diverse experience and expertise, out of 4 members on its Board 2 are Non-Executive Directors and 2 are Executive Directors. All 2 Non-Executive Directors are Independent Directors and out of 2 Executive Directors 1 is designated/appointed as Managing Director.

Board Meetings

The Board met Six (7) times during the financial year ended on March 31, 2019 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 31, 2018, July 16, 2018, August 14, 2018, October 11, 2018, November 05, 2018, January 12, 2019 and February 15, 2019.

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 31, 2018, August 14, 2018, November 05, 2018 and February 15, 2019.

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 31, 2018 and November 05, 2018.

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 2 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 31, 2018, July 16, 2018, October 11, 2018 and January 12, 2019 during the financial year 2018-19.

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, 2019, 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, 2019 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, 2019 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 30, 2017, 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, 2019 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 MayuriRupareliya Practicing Company Secretary, Rajkot, as its Secretarial Auditor to conduct the Secretarial Audit of your Company for FY 2018-19. The Report of the Secretarial Auditor for the FY 2018-19 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 2018-19 (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: September02, 2019

Kerul C. Shah
Managing Director
DIN:06370170

Sanjay Bhayani
Director
DIN: 07256693

Management Discussion and Analysis

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: Total Revenue is Rs. 5,14,71,148/- as against Rs. 3,01,53,456/- in the previous year. The Company has earned Profit before Depreciation and taxes of Rs. 85,296/- during the year under review compared to profit of Rs. 1,38,961/- during 2017-18. After providing for Depreciation, Prior period adjustments and Taxation, the Net Profit for the year under review stood at Rs. 50,896/- compared to profit of Rs. 1,03,211 /- during 2016-17.

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, 2019.

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

Place: Jamnagar
Date: September 02, 2019

Kerul C. Shah
Managing Director
DIN:06370170

Sanjay Bhayani
Director
DIN: 07256693

(2) Non Institutions

a) Bodies corporate									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.2 lakhs	149859	120917			149937	114346			
	4	4	2707768	28.25	7	4	2642841	27.57	0.68
ii) Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	209510	370207			120161	345198			
	0	9	5797179	60.47	2	9	4653601	48.54	11.93
c) Others (specify)	356026	642928	998954	10.42	158433	623128	2207459	23.03	(12.61)
					1)
Trust									
SUB TOTAL (B)(2):	394972	555418			428532	521858			
	0	1	9503901	99.14	0	1	9503901	99.14	-
Total Public Shareholding (B)= (B)(1)+(B)(2)	394972	555418			428532	521858			
	0	1	9503901	99.14	0	1	9503901	99.14	-
C. Shares held by Custodian for GDRs & ADRs									
	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	394972	563668		100.0	428532	530108		100.0	
	0	1	9586401	0	0	1	9586401	0	-

ii. Shareholding of Promoters

Sr. No.	Shareholders Name	Shareholding at the beginning of the year (01.04.2017)			Shareholding at the end of the year (31.03.2018)			% 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.	NNM Securities	1261729	13.16	1261729	13.16
2.	BasirbhaiBharkhaniMohamad	460570	4.80	460570	4.80
3.	VaidRamjiValji	368500	3.84	368500	3.84
4.	Ganesh ValjiVaid	368500	3.84	368500	3.84
5.	Mahesh PrabhudasParmar	240750	2.51	240750	2.51
6.	Bharti Ganesh Vaid	187000	1.95	187000	1.95
7.	Hetal Doshi	161310	1.68	161310	1.68
8.	Manoj A Shah	135450	1.41	135450	1.41
9.	ParthBhanubhai Shah	135450	1.41	135450	1.41
10.	Kalpesh Shah	130350	1.36	130350	1.36

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 2018-19.

B. Remuneration to other directors:

Company has not paid any remuneration to other directors in the financial year 2018-19.

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 2018-19.

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	NOT APPLICABLE				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NOT APPLICABLE				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NOT APPLICABLE				
Punishment					
Compounding					
			For and on behalf of Board of Directors of R K Manufacturing Co Ltd		
Place: Jamnagar Date: September 02, 2019			Kerul C. Shah Managing Director DIN:06370170	Sanjay Bhayani Director DIN: 07256	

Annexure C

Secretarial Audit Report

For the financial year ended March 31, 2019

[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, 2019. 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, 2019 (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, 2019 and made available to me, according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

As per the records provide by company and data on the portal of Ministry of Corporate Office (MCA) I conclude that company has filed all applicable forms within time limit except MGT – 7 Annual Return for FY 2017-2018.

Company has full time company secretary during the reporting period but after reporting period and signing of secretarial audit report there was resignation of full time company secretary, and company was unable to appoint company secretary;

(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. ***Company has full time company secretary during the reporting period but after reporting period and signing of secretarial audit report there was resignation of full time company secretary, and company was unable to appoint company secretary;***

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 Stock Exchange(s)

I have relied upon the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under applicable Acts, Laws and Regulations to the Company, as identified and confirmed by the management of the Company. According to Representation letter, acts applicable to the Company are all General Laws such Direct and Indirect Taxation related, and other incidental laws of respective states.

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.

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.

For, M RUPARELIYA & ASSOCIATES
Practicing Company Secretary

Mayuri Rupareliya
M. No. A51422
CP No. 18634

Place: Rajkot
Date: September 02, 2019

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.

For, M RUPARELIYA & ASSOCIATES
Practicing Company Secretary

Place: Rajkot
Date: September 02, 2019

Mayuri Rupareliya
M. No. A51422
CP No. 18634

Independent Auditor's Report

To
The Members of
R K MANUFACTURING CO LIMITED

Report on the Standalone Financial Statements:

We have audited the accompanying Standalone Financial Statements of **R K MANUFACTURING CO LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2019 the Statement of Profit and Loss, including statement of other Comprehensive income, Cash Flow Statement and Statement of changes in Equity for the year ended March 31, 2019, and a summary of significant accounting policies and other explanatory information for the year ended as on 31st March, 2019.

Management's Responsibility for the Standalone Financial Statements:

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance and cash flow of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under Section 133 of the Act, as applicable. This responsibility also includes 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 frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are responsible 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.

Auditors' Responsibility:

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by company's directors 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 on the standalone financial statements.

Opinion:

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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; of the state of affairs of the company as at 31st March 2019 and its profit and loss including other comprehensive income, its cash flow statement and changes in Equity 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 sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:

- a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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, the Statement of Profit and Loss including other comprehensive income, Cash Flow Statement and Statement of Change in Equity dealt with by this Report are in agreement with the books of account.
- d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rule issued thereunder;
- e) on the basis of written representations received from the directors as on March 31, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, 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 the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**” and
- g) with respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position. Except, as provided in Annexure-A clause (vii) Sub clause (b).
 - ii. The Company did not have any long-term contract including derivative contracts for which there were any material foreseeable losses; hence the company need not make any provision.
 - iii. There has been no delay in transferring amounts or no amount is required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2019.

For Rahul Kakani & Associates
Chartered Accountants
FRN: 130198W

Ajay D Patel
Partner
M.No. 163596

Place: Ahmedabad
Date: May 29, 2019

ANNEXURE “A” TO AUDITOR’S REPORT

The Annexure referred to in Independent Auditors’ Report to the members of the company on the standalone financial statements for the year ended 31st March, 2019, we report that:

- (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, the company does not own any immovable property. Hence paragraph 3(i)(c) of the Order is not applicable.
- (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 Act. Thus, paragraph 3(iii) of the order is not applicable to the company.
- (iv)** In our opinion and according to the information and explanation given to us, the Company has not provided any loans and advances to related party under section 185 but company has not complied with section 186 of the Companies Act, 2013.
- (v)** The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2014 with regard to the deposits accepted from the public are not applicable.
- (vi)** As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- (vii) In respect of Statutory Dues:**
- a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employees state insurance, income tax, sales-tax, value added tax, duty of customs, duty of excise, service tax, cess and other material statutory dues as applicable have been regularly deposited during the year by the company with the appropriate authorities except for Rs. 59,61,905.00 on account of Service Tax Which has been outstanding for a period exceeding six months.
 - b. According to the information and explanations given to us, there are no dues of Income tax, sales-tax, duty of excise, duty of customs, service tax and value added tax which have not been deposited with the appropriate on account of any dispute.

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

- (viii)** The company does not have any default in repayment of dues of loans or borrowings from any financial institution, banks, government or debenture holders during the year.
- (ix)** During the year the company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans. Accordingly, paragraph 3 (ix) of the order is not applicable.
- (x)** According to the information and explanation given to us, no material fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our audit.

- (xi) Based upon the audit procedures performed and the information and explanations given by the management, the 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 the Act where applicable and details of such transactions have been disclosed in the financial statements 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.
- (xv) According to the information and explanation 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, the 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: 130198W

Place: Ahmedabad
Date: May 29, 2019

Ajay D Patel
Partner
M.No. 163596

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, 2019 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 2019 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: 130198W

Place: Ahmedabad
Date: May 29, 2019

Ajay D Patel
Partner
M.No. 163596

BALANCE SHEET AS AT 31ST MARCH, 2019

Particulars		Note No.	As At 31st March 2019	As At 31st March 2018
ASSETS				
Non-Current Assets				
(a)	Property, Plant & Equipment		-	-
(b)	Capital Work -In-Progress	2	8,14,00,000.00	8,14,00,000.00
(c)	Investment Properties		-	-
(d)	Goodwill		-	-
(e)	Other Intangible Assets		-	-
(f)	Intangible Assets under development		-	-
(g)	Biological Assets other than Bearer plants		-	-
(h) Financial Assets				
	i. Investments	3	2,50,83,210.00	1,44,58,050.00
	ii. Trade Receivables		-	-
	iii. Loan	4	1,59,40,739.00	80,21,940.00
	iv. Other Financial Assets			
(i)	Deferred tax Assets (net)		-	-
(k)	Other Non-Currenet Assets		-	-
Total Non-Current Assets			12,24,23,949.00	10,38,79,990.00
Current assets				
(a)	Inventories	5	3,47,765.92	-
(b) Financial Assets				
	i. Investments		-	-
	ii. Trade Receivables	6	1,21,77,569.26	21,13,424.98
	iii. Cash and cash Equivalents	7	4,13,972.42	1,81,015.20
	iv. Bank balance other than(iii) above		-	-
	v. Loan	8	13,79,85,295.00	2,22,02,894.21
	vi. Others		-	-

(c) Income/Current tax assets (net)	9	-	-	
(d) Other Current Assets	10	1,83,840.43	2,43,512.85	
Total Current Assets		15,11,08,443.03	2,47,40,847.24	
Total Assets(1+2)		27,35,32,392.03	12,86,20,837.24	
EQUITY AND LIABILITIES				
Equity				
(a) Equity Share Capital	11	9,58,64,010.00	9,58,64,010.00	
(b) Other equity	12	1,67,17,464.00	1,63,18,010.98	
Total Equity		11,25,81,474.00	11,21,82,020.98	
Liabilities				
Non Current Liabilities				
(a) Financial liabilities				
	i. Borrowings	13	13,08,48,377.79	21,34,790.00
	ii. Trade Payables		-	-
	iii. Other Financial Liabilities (other than specified in items(b), to be specified)		-	-
(b) Provision				
(b) Deferred tax liabilities (net)				
(c) Other Non-Current liabilities				
Total Non-Current Liabilities				
Current Liabilities				
(a) Financial liabilities				
	i. Borrowings	14	-	32,48,348.00
	i.Trade (Financial) payable	15	2,96,36,936.23	1,06,24,594.25
	ii. Other Financial liabilities		-	-
(b)Provisions				
(c)Income/Current tax liabilities (net)				

(d) Other Current Liabilities	17	2,70,000.00	2,70,000.00
Total Current Liabilities		3,01,02,540.24	1,43,04,026.26
Total Liabilities		16,09,50,918.03	1,64,38,816.26
Total Equity and Liabilities		27,35,32,392.03	12,86,20,837.24

Significant Accounting Policies

1

See Accompanying Notes to Financial Statements

For Rahul Kakani & Associates
Chartered Accountants
FRN: 130198W

For and on behalf of the Board
R K MANUFACTURING CO LTD

Ajay D Patel
Partner
M.No. 163596

Kerul Shah
Managing Director
DIN: 06370170

Sanjay Bhayani
Director
DIN: 07256693

Place: Ahmedabad
Date: May 29, 2019

Place: Jamnagar
Date: September 02, 2019

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED
31ST, MARCH 2019**

Particulars		Notes	For the year ended 31 March 2019	For the year ended 31 March 2018
	Income			
I.	Revenue from operations	18	3,52,06,052.85	29,71,450.00
II.	Other income	19	1,62,65,095.31	2,71,82,006.31
III.	Total Revenue (I + II)		5,14,71,148.16	3,01,53,456.31
IV.	Expenses:			
	Cost of materials consumed	20	3,59,85,075.72	51,46,450.00
	Purchases of Stock-in-Trade		-	-
	Changes in inventories of finished goods work-in-progress and Stock-in-Trade		-	-
	Employee benefits expense	21	64,500.00	72,000.00
	Finance costs		-	-
	Depreciation and amortization expense		-	-
	Other expenses	22	1,53,35,676.52	2,47,96,045.67
V.	Total Expenses		5,13,85,252.24	3,00,14,495.67
VI.	Profit/(Loss) before Exceptional items & Tax (III-V)		85,895.92	1,38,960.64
VII	Exceptional Items		-	-
VIII	Profit/(Loss) Before tax		85,895.92	1,38,960.64
IX	Tax expense:			
	(1) Current tax		35,000.00	35,750.00
	(2) Deferred tax		-	-
X	Profit/ (Loss) for the year		50,895.92	1,03,210.64
	Other Comprehensive Income			
	A.(i) Items that will not reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-

	B.(i) Items that will be reclassified to profit or loss		-	-
	(ii) income tax relating to items that will be reclassified to profit or loss		-	-
	Total of Comprehensive income		-	-
XI	Profit/(Loss) After Other Comprehensive Income		50,895.92	1,03,210.64
XII	Earnings per equity share:(Continuing operation)			
	(1) Basic(in Rs.)		-	-

For Rahul Kakani& Associates
Chartered Accountants
FRN: 130198W

For and on behalf of the Board
R K MANUFACTURING CO LTD

Ajay D Patel
Partner
M.No. 163596

Kerul Shah
Managing Director
DIN: 06370170

Sanjay Bhayani
Director
DIN: 07256693

Place: Ahmedabad
Date: May 29, 2019

Place: Jamnagar
Date: September 02, 2019

**STATEMENT OF CASH FLOW FOR THE YEAR ENDED
31ST, MARCH 2019**

Sr. No.	Particular	For the year ended 31 March 2019		For the year ended 31 March 2018	
		Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)
	CASHFLOW STATEMENT				
A.	Cash flow from Operating Activities				
	Net Profit Before tax as per Statement of Profit & Loss		85,895.92		1,38,960.64
	Adjustments for :				
	Interest Income	-		-	
	Finance Cost		-		-
	Operating Profit before working capital changes		85,895.92		1,38,960.64
	Changes in Working Capital				
	Trade receivable	- 1,00,64,144. 28		4,03,35,638. 27	
	Other Loans and advances receivable	- 12,37,01,199 .79		- 1,90,23,250. 21	
	Trade Payables	1,90,12,341. 98		- 3,43,31,880. 75	
	Other Current Liabilities	-		- 16,500.00	
	Other Current Assets	59,672.42		- 2,43,512.85	
	Short Tem Provisions	- 750.00		-20,750.00	
		-	- 11,46,94,079 .67		- 1,33,00,255. 54
	Less : Income Tax Provision		35,000.00		35,750.00
	Net Cash Flow from Operating Activities (A)		-		-

			11,46,43,183 .75		1,31,97,044. 90
B.	Cash flow from investing Activities				
	Purchase of Fixed Asset	-		3,86,00,000. 00	
	Interest Income	-		-	
			-		3,86,00,000. 00
	Net Cash Flow from Investing Activities (B)		-		3,86,00,000. 00
C.	Cash Flow From Financing Activities				
	Proceeds From long Term Borrowing (Net)				
	Short Term Borrowing (Net)	12,54,65,239 .79		- 1,21,16,862. 00	
	Interest Paid	-		-	
	Investment Purchased	- 1,06,25,160. 00		- 1,42,62,805. 79	
	Dividend paid (Including DDT)	-		-	
			11,48,40,079 .79		- 2,63,79,667. 79
	Net Cash Flow from Financing Activities (C)		11,48,40,079 .79		- 2,63,79,667. 79
D.	Net (Decrease)/ Increase in Cash & Cash Equivalents (A+B+C)		1,96,896.04		- 9,76,712.69
	Opening Cash & Cash Equivalents		1,81,015.20		11,57,727.89
F.	Cash and cash equivalents at the end of the period		3,77,911.24		1,81,015.20

G.	Cash And Cash Equivalents Comprise :				
	Cash		2,24,019.96		97,999.96
	Bank Balance :				
	Current Account		1,89,952.46		83,015.24
	Deposit Account				
	Total		4,13,972.42		1,81,015.20

For Rahul Kakani& Associates
Chartered Accountants
FRN: 130198W

For and on behalf of the Board
R K MANUFACTURING CO LTD

Ajay D Patel
Partner
M.No. 163596

Kerul Shah
Managing Director
DIN: 06370170

Sanjay Bhayani
Director
DIN: 07256693

Place: Ahmedabad
Date: May 29, 2019

Place: Jamnagar
Date: September 02, 2019

Particulars	As at 31st March, 2019	As at 31st March, 2018
NOTE : 3 NON CURRENT INVESTMENTS		
(a) Investments in Equity Instruments	2,50,83,210.00	1,44,58,050.00
(b) Investment in Preference Shares		
(C) Investments in Government or trust securities		
(d) Investments in debentures or bonds		
(e) Investments in Mutual Funds		
(f) Investments in partnership firms		
(g) Other investments		
Sub- Total (a)	2,50,83,210.00	1,44,58,050.00
Futher Classified		
(A) Aggregate amount of quoted investments and market value thereof	-	-
(B) Aggregate amount of unquoted investments		
(C) Aggregate amount of impairment in value of investments	-	-
Total	2,50,83,210.00	1,44,58,050.00
Particulars	As at 31st March, 2019	As at 31st March, 2018
NOTE: 4 NON CURRENT LOANS		
Secured, considered good	-	-
(a) Security Deposits	-	-
(c) Loan by Pramoter/ Directors/Associates Company/Subsidiary Company/Group Company	-	-
(d) Other		
Unsecured, considered good	-	-
(a) Security Deposits		
(c) Loan by Pramoter/ Directors/Associates Company/Subsidiary Company/Group Company		
(d) Other advances	1,59,40,739.00	80,21,940.00
	1,59,40,739.00	80,21,940.00

Total	1,59,40,739.00	80,21,940.00
Particulars	As at 31st March, 2019	As at 31st March, 2018
NOTE: 5 INVENTORIES		
Raw materials	3,47,765.92	-
Work-in-progress	-	-
Finished goods	-	-
Stock-in-trade	-	-
Stores and spares		
Loose tools		
Total	3,47,765.92	-
Particulars	As at 31st March, 2019	As at 31st March, 2018
NOTE: 6 CURRENT TRADE RECEIVABLES		
(a) Secured, Considered good	-	-
(b) Unsecured, Considered good	1,21,77,569.26	21,13,424.98
(c) Doubtful	-	-
Less: Allowance for bad and doubtful debts	-	-
	1,21,77,569.26	21,13,424.98
Futher Classified		
(A) Allowance for doubtful Debts	-	-
(B) Debts Due by Directors or other officers or Group company/Associates Company/Subsidiary Company	-	-
Total	1,21,77,569.26	21,13,424.98
Particulars	As at 31st March, 2019	As at 31st March, 2018
NOTE: 7 CASH AND BANK BALANCES		
Balance with Banks		
Schedule Bank (in Current account)		
allahbad Bank		
Corporation Bank		
IDBI Bank (Jamnagar)	1,40,018.53	33,081.31

IDBI Bank	12,149.23	12,149.23
IDBI in unclaimed Dividend account	37,784.70	37,784.70
Cash on hand	2,24,019.96	97,999.96
Total	4,13,972.42	1,81,015.20
Particulars	As at 31st March, 2019	As at 31st March, 2018
NOTE:8 CURRENT LOANS		
Secured, considered good		
(a) Security Deposits		
(c) Loan by Pramoter/ Directors/Associates Company/Subsidiary Company/Group Company	-	-
(d) Other advances	-	-
Unsecured, considered good		
(a) Security Deposits		
(c) Loan by Pramoter/ Directors/Associates Company/Subsidiary Company/Group Company		
(d) Other advances	13,79,85,295.00	2,22,02,894.21
	13,79,85,295.00	2,22,02,894.21
Total	13,79,85,295.00	2,22,02,894.21
Particulars	As at 31st March, 2019	As at 31st March, 2018
NOTE: 9 INCOME/CUIRRENT TAX ASSETS (NET)		
Openinig Balance	(35,750.00)	(56,500.00)
Charge for the year	35,000.00	35,750.00
Others	(28,250.00)	(49,000.00)
Tax Paid	7,500.00	7,500.00
Total	(35,000.00)	(35,750.00)
Particulars	As at 31st March, 2019	As at 31st March, 2018
NOTE: 10 OTHER CURRENT ASSETS		
Secured, considered good	-	-
(a) Security Deposits	-	-

(c) Loan by Pramoter/ Directors/Associates Company/Subsidiary Company/Group Company		
(d) Other advances		
Unsecured, considered good		
(a) Security Deposits		
(c) Loan by Pramoter/ Directors/Associates Company/Subsidiary Company/Group Company		
(d) Balance with Government Authorities	1,83,840.43	2,43,512.85
(d) Other advances		
	1,83,840.43	2,43,512.85
Total	1,83,840.43	2,43,512.85

	As at 31st March 2019		As at 31st March 2018	
	Units	Amt. Rs.	Units	Amt. Rs.
NOTE: 11 SHARE CAPITAL				
Authorised Share Capital				
Equity Shares of ` 10 each	1,00,00,000.00	10,00,00,000.00	1,00,00,000.00	10,00,00,000.00
Issued				
Equity Shares of ` 10 each	95,86,401.00	9,58,64,010.00	95,86,401.00	9,58,64,010.00
Subscribed & Paid up				
Equity Shares of ` 10 each fully paid	95,86,401.00	9,58,64,010.00	95,86,401.00	9,58,64,010.00
Total	95,86,401.00	9,58,64,010.00	95,86,401.00	9,58,64,010.00
	As at 31st March 2019		As at 31st March 2018	
	No. of Shares		No. of Shares	
NOTE: 11.1 RECONCILIATION OF NUMBER OF SHARES				
Shares outstanding at the beginning of the year	95,86,401.00	9,58,64,010.00	95,86,401.00	9,58,64,010.00
Shares Issued during the year	-	-	-	-
Shares bought back during the				

year	-	-	-	-
Shares outstanding at the end of the year	95,86,401.00	9,58,64,010.00	95,86,401.00	9,58,64,010.00

Particulars	As at 31st March, 2019	As at 31st March, 2018
NOTE: 12 OTHER EQUITY		
Securities Premium Reserve		
As per last Balance Sheet	33,84,810.00	33,84,810.00
Add : On issue of shares		
Less: Calls in arrears - by others		
	33,84,810.00	33,84,810.00
Reserve & Surplus		
As per last Balance Sheet	- 1,07,76,468.60	- 1,12,29,656.34
Add: Profit for the year	50,895.92	1,03,210.64
Less:Dividend Proposed	-	1,420.00
Less: Dividend distribution Tax		
	- 1,07,25,572.68	- 1,11,25,025.70
Other Reserves		
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
	2,40,58,226.68	2,40,58,226.68
Total	1,67,17,464.00	1,63,18,010.98

Particulars	As at 31st March, 2019	As at 31st March, 2018
NOTE: 13 NON-CURRENT BORROWINGS		
Secured		
(a) Bonds or debentures	-	-
(b) Term Loans		
(i) From Banks		
(ii) Form other Parties		
(c) Other loans		
Unsecured		
(a) Loans from related parties		
(b) Other loans	13,08,48,377.79	21,34,790.00
	13,08,48,377.79	21,34,790.00
Total	13,08,48,377.79	21,34,790.00
Particulars	As at 31st March, 2019	As at 31st March, 2018
NOTE: 14 CURRENT BORROWINGS		
Secured		
(a) Bonds or debentures		
(b) Term Loans		
(i) From Banks	-	-
(ii) Form other Parties	-	-
(c) Other loans	-	32,48,348.00
	-	32,48,348.00
Unsecured		
(a) Loans and advances from others		
(b) Other loans	-	-
Total	-	32,48,348.00
Particulars	As at 31st March, 2019	As at 31st March, 2018
NOTE: 15 CURRENT TRADE PAYABLE		
Due Form:		

Micro, Small and Medium Enterprises		
Others	2,96,36,455.32	1,06,24,594.25
Total	2,96,36,455.32	1,06,24,594.25
Particulars	As at 31st March, 2019	As at 31st March, 2018
NOTE: 16 CURRENT PROVISION		
(a) Provision for Employee Benefit		
(b) Provision for Dividend	95,864.01	95,864.01
(c) Provision for dividend dist.Tax		
(b) Others		
For Audit Fees		
Income Tax	64,740.00	29,470.00
Total	1,60,604.01	1,25,334.01
Particulars	As at 31st March, 2019	As at 31st March, 2018
NOTE: 17 OTHER CURRENT LIABILITIES		
(a) revenue received in advance		
(b) Statutory Remittance		
Vat Payable		
(c) Liability for expenses		
(d) others		
Director Remunration Payable	2,70,000.00	2,70,000.00
Unclaimed Dividend		
Other Payable		
Total	2,70,000.00	2,70,000.00

Particulars	As at 31st March, 2019	As at 31st March, 2018
NOTE: 18 REVENUE FROM OPERATIONS		
Sale of products	3,52,06,052.85	29,71,450.00
Sale of services	-	-
Other operating revenues	-	-
Total	3,52,06,052.85	29,71,450.00
Particulars	As at 31st March, 2019	As at 31st March, 2018
NOTE: 18.1 PARTICULARS OF SALE OF PRODUCTS & SERVICES		
Sales of Products		
Enginerring Goods	-	-
Cable Parts		
Agriculture Finished goods	-	21,25,000.00
Other	3,52,06,052.85	
Brass Scrap	-	8,46,450.00
	3,52,06,052.85	29,71,450.00
Total	3,52,06,052.85	29,71,450.00
Particulars	As at 31st March, 2019	As at 31st March, 2018
NOTE: 19 OTHER INCOME		
Interest Income		
Interest on FD	-	-
Indenting Agent Commission	-	-
IT Refund	-	-
Misc Income	-	1,08,950.00
Interest Received	2,72,220.00	
Dividend Income	-	50.00
Other Non-operating revenues	-	-
Short Term Gain On Investment	8,98,750.00	23,99,217.00

Speculation Profit (net)	1,50,94,125.31	2,46,73,789.31
Total	1,62,65,095.31	2,71,82,006.31
Particulars	As at 31st March, 2019	As at 31st March, 2018
NOTE: 20 COST OF MATERIAL CONSUMED		
Opening Stock Raw Materials	-	-
Add:- Purchase of Raw Materials	3,59,85,075.72	51,46,450.00
Closing Stock of Raw Materials	-	-
Cost of Raw Material Consumed	3,59,85,075.72	51,46,450.00
Particulars	As at 31st March, 2019	As at 31st March, 2018
NOTE: 20.1 PARTICULARS OF COST OF MATERIAL CONSUMED		
Agri Raw Material Purchases	-	43,00,000.00
Brass Scrap	-	8,46,450.00
Casting Material, Instrument & Tools	-	-
Cable & Cable Parts		
Other Material Purchases	-	-
Total	-	51,46,450.00
Particulars	As at 31st March, 2019	As at 31st March, 2018
NOTE: 21 EMPLOYEE BENEFITS EXPENSES		
(a) Salaries and Wages	64,500.00	72,000.00
(b) Contributions to Provident Fund & Other Fund		
Provident fund		
ESIC		
(c) Staff welfare expenses		
(d) Provision for Gratuity		
(e) Termination Benefits		
Total	64,500.00	72,000.00
Particulars	As at 31st March, 2019	As at 31st March, 2018

NOTE: 22 OTHER EXPENSES		
Operating Expenses		
Manufacturing Exp.	57,980.00	60,860.00
Selling & Distribution Expenses		
Advertisement Exp	-	22,496.00
Establishment Expenses		
Legal & Professional Fees	98,624.00	2,89,205.00
Speculation Loss	1,50,38,715.66	2,43,48,826.97
Accounting Charges	-	-
Payment To auditor	-	38,000.00
Mis Expenses.	1,40,356.86	36,657.70
Total	1,53,35,676.52	2,47,96,045.67
Particulars	As at 31st March, 2019	As at 31st March, 2018
NOTE: 22.1 PAYMENT TO AUDITORS AS:		
As Auditor		
Statutory Audit	-	38,000.00
Tax Audit		
Limited Review of Quarterly Results		
In other Capacity		
Taxation matters		
Company law matters		
For management services		
For other services		
For reimbursement of expenses		
Total	-	38,000.00

R K MANUFACTURING LIMITED**For Year ended on 31st March 2019****NOTES FORMING PART OF THE FINANCIAL STATEMENTS****Company's Overview:**

R K MANUFACTURING CO LIMITED ("The Company") was incorporated on 26/04/1984 vide Certificate of incorporation No. L27209GJ1984PLC098951 under the Companies Act, 1956. The Company is a public limited company and is listed on the MSEI, Mumbai & Calcutta Stock Exchange.

Note:-A Significant accounting policies:**(A) Statement of Compliance**

These financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 as applicable. Up to the year ended March 31, 2017, the Company prepared its financial statements in accordance with the requirements of previous GAAP, which includes Standards notified under the Companies (Accounting Standards) Rules, 2006. These are the company's first Ind AS financial statements. The date of transition to Ind AS is April 1st, 2016. Refer Note 22 for the details of first-time adoption exemptions availed by the Company. In accordance with Ind AS 101 First-time Adoption of Indian Accounting Standard, the Company has presented a reconciliation under Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP" or "Indian GAAP") to Ind AS.

(B) Basis of Preparation

These financial statements are prepared on historical cost basis, except for certain financial instruments which are measured at fair values as explained in the accounting policies below.

(C) Property, plant and equipment

Tangible assets are stated at acquisition cost, net of accumulated depreciation and accumulated impairment losses, if any.

Subsequent expenditures related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Items of Property, plant and equipment that have been retired from active use and are held for disposal are stated at the lower of their net book value and net realisable value and are shown separately in the financial statements. Any expected loss is recognised immediately in the Statement of Profit and Loss.

Losses arising from the retirement of, and gains or losses arising from disposal of Property, plant and equipment which are carried at cost are recognised in the Statement of Profit and Loss.

Freehold land is not depreciated.

Depreciation is provided on a pro-rata basis on the straight-line method over the estimated useful lives of the assets or the rates prescribed under Schedule II of the Companies Act, 2013, whichever is higher.

Assets installed in leased premises are depreciated over lease period or useful life of assets whichever is lower.

For transition to Ind AS, the company has elected to continue with the carrying value of all of its property, plant and equipment recognised as of April 01, 2016 measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

(D) Finance Cost

Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the

cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

(E) Inventories

Inventory cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

(F) Revenue recognition

Revenue from sales of products and services are recognized when all the revenue recognition criteria as per Ind AS 18 are met. Revenue is recognised when the significant risk and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing effective control over, or managerial involvement with, the goods, and the amount of revenue can be measured reliably. Timing of transfer of risk and rewards varies depending on the individual term of sale.

Revenue from services rendered is recognised in profit or loss in proportion to the stage of completion of the transaction at the reporting date. The stage of completion is assessed by reference to surveys of work performed.

Interest Income – Interest income from Financial Asset is recognised using effective interest method.

Dividend Income – Dividend income is recognize when the Company's right to receive the amount has been established

(G) Foreign Currency Transactions

i) Functional currency

The functional currency of the company is the Indian rupee. These financial statements are presented in Indian rupees.

ii) Initial Recognition

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

iii) Subsequent Recognition

As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

All monetary assets and liabilities in foreign currency are restated at the end of accounting period. Exchange differences on restatement of all other monetary items are recognised in the Statement of Profit and Loss.

(I) Income Tax

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period.

I. Current tax: -

Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions. Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

II. Deferred tax: -

Deferred tax is recognized using the balance sheet approach. Deferred tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial

statements.

Deferred tax asset is recognized to the extent that it is probable that taxable profit will be available against which such deferred tax assets can be realised. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

(J) Provisions and Contingencies

Provisions:

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are discounted to its present value as appropriate.

Contingent Liabilities:

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is termed as a contingent liability.

(K) Leases:

Leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of the lease, whichever is lower.

Lease payments under operating leases are recognised as an expense on a straight line basis in the statement of profit and loss over the lease term except where the lease payments are structured to increase in line with expected general inflation.

(L) Financial Instruments:

Financial assets and financial liabilities are recognised when a company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

22. First Time Adoption of Ind As

These are Company's second financial statements prepared in accordance with Ind AS. The accounting policies have been applied in preparing these financial statements for the year ended March 31, 2019 comparative financial statements for the year ended March 31, 2018 and opening Ind AS balance sheet at April 01, 2017 (the date of transition). In preparing its opening balance sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the Previous GAAP. An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows is set out in the following tables and notes: -

- **Exemptions Availed**

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has availed the following material exemptions:

- (a) On transition to Ind AS, the Company has elected to continue with the carrying value of all its property, plant and equipment and intangible assets recognized as at April 1, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of property, plant and equipment and intangible assets.

23. Managerial Remuneration paid on Payable:

Sr. No.	Particular	Year Ended 31 st March, 2019	Year Ended 31 st March, 2018
1.	Remuneration to Directors	2,70,000/-	2,70,000/-

24. Foreign Currency Transactions: -

Expenditure in Foreign Currency: - Nil

Earnings in Foreign Currency: - Nil

25. Earnings Per Share

Particulars	Year Ended on 31 st March, 2019 (Rs.)	Year Ended on 31 st March, 2018 (Rs.)
Profit / (Loss) after tax attributable to Equity Shareholders (A)	50,895.92	1,03,210.64
Weighted Number of Equity Share outstanding During the year (B) (In Nos.)	95,86,401.00	95,86,401.00
Basic Earnings Per Share for each Share of Rs.10/- (A) / (B)	0.00	0.01

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 35th Annual general meeting of the company, to be held on Monday, September30, 2019 at 215-A, Manek Center, P.N. Marg, Jamnagar – 361008 at 03.00 p.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, 2019, 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.	Appointment of Mr. Sanjay Bhayani, liable to retire by rotation and being eligible, offers himself for re-appointment.		
Special Business			
3.	Regularization/appointment of Mr. Jitendra M Shah as an Independent Director		

Signed this.....day of.....2019	Affix
.....	Revenue
Signature of Shareholder	Stamp of
.....	Rs. 1 here
.....	
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.

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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 35thAnnual General Meeting of the Company held on Monday, September30, 2019 at 03.00 p.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.