



**R.J. SHAH & CO. LTD.**  
**ENGINEERS & CONTRACTORS**

PHONE : 2414 8082  
E-MAIL : rjshah\_191@hotmail.com  
Regd. Office :  
NEAR WADALA CONTAINER YARD,  
MAHUL ROAD, ANTOP HILL,  
MUMBAI - 400 037. (INDIA)  
CIN No.: L45202MH1957PLC010986  
GSTIN : 27AAACR2584D1ZI

Ref: No: R/194/2019

Date: 06<sup>th</sup> September, 2019

To,

The Secretary/ Corporate Relation Dept.  
The Bombay Stock Exchange Limited.  
P J Towers,  
Dalal Street,  
Fort, Mumbai -400001.

Script Code: 509845

Dear Sir/Madam

**Sub: Submission of Annual Report 2018-19.**

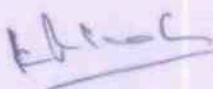
**Ref: Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.**

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, we enclose herewith the Annual Report 2018-19.

Kindly take above on record and acknowledge receipt of the same.

Thanking You,

**Yours Faithfully.**  
**For R. J. Shah & Company Limited**

  
**Ms. Kalindi R. Shah**  
**Managing Director**  
**601-B, Simla House,**  
**Neapean Sea Road,**  
**Mumbai - 400036**



ENGINEERS  
&  
CONTRACTORS

# R. J. SHAH & COMPANY LIMITED

CIN No. L45202MH1957PLC010986

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61ST ANNUAL REPORT

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2018 - 2019

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**61<sup>st</sup> ANNUAL REPORT**

**2018-2019**

**R J SHAH AND COMPANY LIMITED**

REGD. OFFICE: Mahul Road, Antop Hill, Mumbai - 400037  
CIN: L45202MH1957PLC010986  
Tel No: 91-24148081/82  
Email ID: [rjshah\\_191@hotmail.com](mailto:rjshah_191@hotmail.com)

**BOARD OF DIRECTORS:**

Ms. Kalindi Shah (DIN-00402482)	: Chairperson & Managing Director
Ms. Tejaswini Shah (DIN- 00402478)	: Joint Managing Director
Dr. Manubhai Patel (DIN- 00909485)	: Director.
Mr. Raghavendra Raichur (DIN- 06926975)	: Independent Non-Executive Director
Mrs. Swati Agrawal (DIN- 00402476)	: Independent Non-Executive Director
Mr. Sunil Masand (DIN- 00371211)	: Independent Non-Executive Director

**AUDITORS:**

**Brijesh Dutt & Associates**  
Chartered Accountants

**LISTING OF EQUITY SHARES:**

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001

**AUDIT COMMITTEE**

Mr. Sunil Masand  
Mr. Raghavendra Raichur  
Ms. Swati Agrawal

**SECTERIAL AUDITOR**

M/s Deepak Rane

**REGISTRAR & SHARE TRANSFER AGENTS**

**Satellite Corporate Services Pvt. Ltd.**  
Unit No. 49, Bldg No.13-A-B, 2nd Floor,  
Samhita Commercial Co-Op. Soc. Ltd.  
Off Andheri Kurla Road, MTNL Lane,  
Sakinaka, Mumbai - 400 072  
E-mail: [scs\\_pl@yahoo.co.in](mailto:scs_pl@yahoo.co.in)  
Alternate Email Id : [service@satellitecorporate.com](mailto:service@satellitecorporate.com)  
Tel no.28520461-62

**BANKERS:**

Union Bank of India  
State Bank of India

## NOTICE

NOTICE is hereby given that 61<sup>ST</sup> ANNUAL GENERAL MEETING of the members of R. J. SHAH & COMPANY LIMITED will be held on Monday the 30<sup>th</sup> September, 2019 at 4.00 p.m. at the Registered Office of the Company at Mahul Road, Antop Hill, Mumbai – 400 037. to transact the following business:-

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2019, and report of the Board of Directors and Auditors thereon.
2. To declare dividend on equity share capital for the financial year ended 31<sup>st</sup> March, 2019
3. To appoint a Director in place of Dr. Manubhai Patel, who retires by rotation, and being eligible offers himself for re-appointment
4. To ratify the appointment of Statutory Auditors and fix their remuneration and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

"Resolved That pursuant to Section 139, Section 142, and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the appointment of M/s. Brijesh Dutt & Associates, Chartered Accountants (Firm Registration No.104607W) as Statutory Auditors of the Company to hold office from the conclusion of the 59th Annual General Meeting of the Company to the conclusion of the 64<sup>th</sup> Annual General Meeting to be held in 2022, on a remuneration as may be agreed upon by the Board of Directors and the Auditors, be and is hereby ratified."

### SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modification the following resolution as a Special Resolution:

To re-appoint Shri Sunil Masand as an Independent Director and in this regard, pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 19th May, 2018 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Shri Sunil Masand (DIN 00371211) and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 3 (five) consecutive years on the Board of the Company for a term w.e.f. 1st April, 2019 upto 31st March, 2024."

"RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

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

To re-appoint Smt. Swati Agarwal as an Independent Director and in this regard, pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 19th May, 2018 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Listing Regulations (including any statutory modification(s)

or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Smt Swati Agarwal (DIN 00402476) and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company for a term w.e.f. 1st April, 2019 upto 31st March, 2024."

"RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

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

To re-appoint Shri R. A. Raichur. Swati Agrawal as an Independent Director and in this regard, pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 19th May, 2018 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Shri R. A. Raichur (DIN 00235556) and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company for a term w.e.f. 1st April, 2019 upto 31st March, 2024."

"RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

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

"RESOLVED THAT pursuant to Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder, as amended from time to time, a sum not exceeding 1% of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Act, be paid and distributed amongst the Directors of the Company or some or any of them in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors and such payments shall be made with respect to the profits of the Company for the year ended 31st March, 2019."

#### NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE FORM OF PROXY FOR THE ANNUAL GENERAL MEETING IS ENCLOSED. PROXY IN ORDER TO BE VALID MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Register of Members and Share Transfer Books of the Company will remain closed from the Friday 23<sup>rd</sup> September, 2019 to Friday 30<sup>th</sup> September, 2019 (both days inclusive).
3. Members/Proxy should bring their copy of the Annual Report for reference at the meeting and also the attendance slip duly filled in for attending the meeting.

4. All documents referred to in the notice are open for inspection at the registered office of the Company between 11.00 a.m. and 1.00 p.m. on all working days upto the date of Annual General Meeting.
5. Dividend @ Rs. 5.00/- per share as recommended by the Board of Directors for the year ended 31st March, 2019 and subject to the approval of the shareholders at the ensuing Annual General Meeting, is proposed to be paid or dispatched not later than 28<sup>th</sup> October, 2019 to those members whose names appear in the Register of Members of the company as of the close of business hours as on 30<sup>th</sup> September, 2019.
6. Unpaid Dividend payable to the Shareholders in respect of the 54<sup>th</sup> Dividend for the year ended 31<sup>st</sup> March, 2012 onwards shall be transferred to the Investor Education and Protection Fund under the amended provisions of the Companies Act, 2013 on the expiry of the 7<sup>th</sup> year from the date of such transfer to unpaid dividend account and hence unpaid dividend for the year 2011-2012 declared on 29<sup>th</sup> September, 2012 will be transferred to the said Account of Central Government on or before 28-12-2019.
7. The shares of the Company has been dematerialised during the financial year.
8. Members are requested to notify immediately any change in their address to the Company alongwith any change in their bank details already registered with the company.

MUMBAI  
DATED: 24/05/2019  
REGISTERED OFFICE  
Mahul Road, Antop Hill,  
Mumbai - 400 037.

By Order of the Board  
Sd/-  
K. R. SHAH  
Chairperson & Managing Director  
Din No. 0402482

#### Explanatory Statement

#### Pursuant to Section 102(1) of the Companies Act, 2013

##### Item No. 5

Mr. Sunil Masand, is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in June 29, 1996. Mr. Sunil Masand, is a Chartered Accountants by profession.

Mr. Sunil Masand, is a director whose period of office is liable to determination by retirement of directors by rotation under Section 149/152 of the Companies Act 2013, Mr. Sunil Masand, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2024. A notice has been received from a member proposing Mr. Sunil Masand, as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Sunil Masand proposed to be appointed as an Independent Director fulfils the conditions specified in the Section 149/152 of the Companies Act, 2013 and the rules made there under and that the proposed director is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Sunil Masand as an Independent Director. Accordingly, the Board recommends the resolution in relation to re-appointment of Mr. Sunil Masand Independent Director, for the approval by the shareholders of the Company.

Except Mr. Sunil Masand, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

##### Item No. 6

Mr Raghavendra A. Raichur is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on May 31, 1999. Mr. Ragnavendra A. Raichur is a gold medalist from IIT- Btech, Mumbai.

Mr. Raghavendra A. Raichur, alongwith his relatives hold shares in the Company.

Mr. Raghavendra A. Raichur, is a director whose period of office is liable to determination by retirement of directors by rotation under Section 149/152 of the Companies Act 2013, Mr. R. A. Raichur, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive

years for a term upto 31st March, 2024. A notice has been received from a member proposing Mr Raghavendra A. Raichur, as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Raghavendra A. Raichur proposed to be appointed as an Independent Director fulfils the conditions specified in the Section 149/152 of the Companies Act, 2013 and the rules made there under and that the proposed director is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Raghavendra A. Raichur as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Raghavendra A. Raichur Independent Director, for the approval by the shareholders of the Company.

Except Mr. Raghavendra A. Raichur, being an appointee and his relative, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.6.

#### **Item No. 7**

Ms Swati Agarwal is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in November 25, 1997. Ms. Swati Agarwal is a M.S.C by thesis from the University of Mumbai.

Ms. Swati Agarwal, alongwith her relatives hold shares in the Company.

Ms. Swati Agarwal, is a director whose period of office is liable to determination by retirement of directors by rotation under Section 149 /152 of the Companies Act 2013, Ms. Swati Agarwal, being eligible and offering herself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31stMarch, 2024. A notice has been received from a member proposing Ms. Swati Agarwal, as a candidate for the office of Director of the Company.

In the opinion of the Board, Ms. Swati Agarwal proposed to be appointed as an Independent Director fulfils the conditions specified in the Section 149/152 of the Companies Act, 2013 and the rules made there under and that the proposed director is independent of the management.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Swati Agarwal as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Swati Agarwal as Independent Director, for the approval by the shareholders of the Company.

Except Ms. Swati Agarwal, being an appointee and her relative, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at at Item No.7.

#### **Item No. 8**

Section 197 of the Companies Act, 2013 permits payment of remuneration to Non-Executive Directors of a Company by way of commission, if the Company authorised such payment by way of a resolution of members also commission is being paid to executive directors

The remuneration payable to Non-Executive Directors of the Company by way of commission not exceeding one per cent of the net profits of the Company for the year ended 31st March, 2019. Considering the rich experience and expertise brought to the Board by the Executive & Non-Executive Directors, it is proposed that, commission not exceeding one per cent of the net profits of the Company calculated in accordance with provisions of the Act, be continued to be paid and distributed amongst the Executive & Non-Executive Directors of the Company in accordance with the recommendations of the Nomination and Remuneration Committee of the Board and approval by the Board of Directors of the Company, for the year ended 31st March, 2019. Such payment will be in addition to the sitting fees for attending Board/Committee meetings.

All the Directors of the company to whom the resolution relates are concerned or interested in the Resolution mentioned at Item No. 8 of the notice. The Board recommends the resolution set forth in Item No. 8 for the approval of the Members.

PLACE: MUMBAI  
DATED:24/05/2019  
REGISTERED OFFICE  
Mahul Road, Antop Hill,  
Mumbai - 400 037.

By Order of the Board  
Sd/-  
K. R. SHAH  
Chairperson & Managing Director  
Din No. 0402482

**DIRECTORS' REPORT**  
**2018-2019**

To,  
The Members,  
R. J. Shah & Co. Ltd.

The Directors have pleasure in submitting their 61<sup>st</sup> ANNUAL REPORT along with the Audited Balance Sheet and Profit & Loss Account for the year ended 31<sup>st</sup> March, 2019.

**FINANCIAL RESULTS**

	Current Year ended 31.03.2019	Previous Year ended 31.03.2018
	(Rs.)	(Rs.)
<b>Income</b>		
Revenue from operations	4,40,00,000	0
Other Income	1,22,71,401	1,23,90,104
<b>Total Revenue</b>	<b>5,62,71,401</b>	<b>1,23,90,104</b>
Less: Total Expenses (Excluding Depreciation)	1,67,18,660	60,92,273
<b>Profit Before Depreciation &amp; Taxation</b>	<b>3,95,52,741</b>	<b>62,97,831</b>
# (-) Depreciation	11,39,739	12,95,144
<b>Profit Before Taxation</b>	<b>3,84,13,002</b>	<b>50,02,687</b>
(-) Provision for Taxation		
(i) Current Tax	1,10,00,000	15,41,000
(ii) Deferred Tax	(2,37,789)	(2,92,630)
<b>Profit for the year</b>	<b>2,76,50,791</b>	<b>37,54,317</b>

**OPERATIONAL REVIEW:**

Gross revenues for the year ended 31<sup>st</sup> March, 2019 is Rs. 5,62,71,401/- as against Rs. 1, 23, 90,104/- in the previous year. Profit before depreciation and taxation is Rs 3,95,52,741/- as against Rs. 62, 97,831/- in the previous year. The net profit of the Company for the year under review was placed is Rs. 2,76,50,791/- as against 37, 54,317/- in the previous year.

**DIVIDEND**

The Board of Directors are pleased to recommend dividend @ 50% i.e. Rs.5/- per share on 2, 80,100 Equity shares of Re.10/- each for the year under review subject to the approval of members at the ensuing Annual General Meeting of the Company.

The dividend, if approved by the Shareholders at the Annual General Meeting, shall entail a payout of Rs. 14,00,500/-.

**SHARE CAPITAL**

The paid up equity capital as on March 31, 2019 was Rs.28, 01,000/-. During the year under review, the Company has not issued any shares.

**CHANGES IN THE NATURE OF BUSINESS**

There is no change in the nature of business of the Company during the year.

**MATERIAL CHANGES AND COMMITMENTS**

There have not been any material changes and commitments affecting the financial position of the Company between the end of the financial year of the Company as on March 31, 2019 and the date of this report i.e. May 24, 2019.

**GENERAL**

During the financial year 2018-19, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 and rules made there under.

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.



The Company has in place policy as per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year, no case was reported to the Committee constituted under the said Act.

#### **DIRECTOR & KMP**

Dr. Manubhai Patel (DIN 00402478) shall be the Director liable to retire by rotation at the ensuing Annual General Meeting in accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company; and being eligible, offers himself for re-appointment.

#### **DECLARATION OF INDEPENDENT DIRECTORS**

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

#### **Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit.

#### **DIRECTOR'S RESPONSIBILITY STATEMENT:**

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The directors have prepared the annual accounts on a going concern basis.
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

#### **SUBSIDIARY COMPANIES:**

The Company does not have any subsidiary.

#### **Meetings**

Minimum four prescheduled Board meetings are held every year. Additional meetings are held to address specific needs of the Company. In case of any exigency/ emergency, resolutions are passed by circulation. During the Financial Year 2018-19 the Board of Directors met four times on- 25/05/2018, 09/08/2018, 14/11/2018 and 08/02/2019. The maximum gap between any two meetings was less than one hundred and twenty days, as stipulated under Regulation 17 of the Listing Regulations and Secretarial Standards.

#### **RELATED PARTY TRANSACTIONS:**

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

The detail of the investments made by company is given in the notes to the financial statements.

#### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman & Managing Director.

The Accounts Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies.

Based on the report of internal audit function, corrective action is taken and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

#### **NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee has been constituted as per the section 178(1) of the Companies Act, 2013. One Meeting of the Nomination & Remuneration Committee Held during the Year

#### **REMUNERATION POLICY**

##### **Remuneration to Executive Directors:**

The remuneration paid to Executive Directors is recommended by the Nomination and Remuneration Committee and approved by Board in Board meeting, subject to the subsequent approval of the shareholders at the General Meeting and such other authorities, as may be required. The remuneration is decided after considering various factors such as qualification, experience, performance, responsibilities shouldered, industry standards as well as financial position of the Company.

##### **Remuneration to Non- Executive Directors:**

Remuneration by way of sitting fees for attending Board meetings, are paid to Non-executive Director per meeting Rs. 5,000/- per person commission is also being proposed to be paid subject to the shareholders approval.

#### **AUDIT COMMITTEE**

The Company's Audit Committee has been constituted as per section 177 of the Companies Act, 2013. Four meetings of the Audit Committee were held during the financial year 2018-19.

#### **STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Company's Stakeholders Relationship Committee has been constituted as per section 177 of the Companies Act, 2013. Five meeting of the Stakeholder Relationship Committee During the year

#### **VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

The Company has a vigil mechanism named Fraud and Risk Management Policy to deal with instance of fraud and mismanagement, if any.

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The Company has a Fraud Risk and Management Policy to deal with instances of fraud and mismanagement, if any.

The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board.

## **BUSINESS RISK MANAGEMENT:**

Pursuant to section 134 (3) (n) of the Companies Act, 2013 the company has constituted a business risk management committee. The details of the committee and its terms of reference are set out in the corporate governance report forming part of the Boards report.

At present the company has not identified any element of risk which may threaten the existence of the company.

## **AUDITORS & REPORT thereon**

The Auditors Report does not contain any qualification, reservation or adverse remark on the financial statements for the year ended March 31, 2019. The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

In accordance with Sec 139 of the Companies Act, 2013, M/s. Brijesh Dutt & Associates. (FRN: 144568W), were appointed by the shareholders of the Company at the Annual General Meeting held on September 26, 2017, as Statutory Auditors for a period of 5 years to hold office until the conclusion of the 64th Annual General Meeting of the Company in calendar year 2022.

## **INTERNAL AUDITOR**

As per section 138 of the Companies Act, 2013, the Company has appointed M/s. N S Bhatt & Co., internal auditors for the year to 2018-19 to conduct the internal audit and to ensure adequacy of the internal controls, adherence to Company's policies and ensure statutory and other compliance through, periodical checks and internal audit.

## **COST AUDITORS**

As per Section 148 read with Companies (Audit & Auditors) Rules, applicable to cost auditors, the company was not liable to appoint Cost auditors for the financial year 2018-19.

## **SECRETARIAL AUDITOR:**

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has appointed M/s Deepak Rane a Practising Company Secretaries in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith

## **REPLY ON SECRETARIAL AUDITOR OBSERVATION**

(i) The company's paid up capital is only Rs. 28.01 lacs with Bombay Stock Exchange (BSE) listed and the shares are in physical mode with no trading taking place. The Company is enjoying the services of Practising Company Secretary (PCS) since last so many years for observance and compliance as per the Companies Act, 2013 & other applicable corporate laws. The Companies Act, 2013 mandates the appointment but since the company's sole purpose of continuation is to recover its outstanding and no further orders have been executed for the last few years, the appointment looks very difficult and unviable

(ii) e-voting Facility AS the Company's 100% equity shares admitted in demat and provide shareholders with demat facility and hence e-voting facility will be granted by the Company to the shareholder along with the ballot paper.

## **TRANSFER OF SHARES TO INVESTOR EDUCATION AND PROTECTION FUND**

In pursuance of the provisions of Section 124(6) of the Companies Act, 2013 and the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 notified on 7th September, 2016, in addition to the transfer of amounts of unclaimed/ unpaid dividend for the year 2011-12, the underlying shares are also due for transfer to the IEPF Authority in case the dividend remaining unclaimed for a further 7 (Seven) continuous years.

This was in pursuance of the recent enforcement of section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 which requires every Company to mandatorily transfer to IEPF, the underlying shares in respect of which unpaid/ unclaimed dividend has been transferred to IEPF and for which the dividend has still remained unpaid or unclaimed for a consecutive period of next 7 (seven) years.

## EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the extract of Annual Return of the Company for the financial year ended on March 31, 2019 in Form MGT-9 is annexed herewith.

## CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

In compliance with regulations under the Companies Act, 2013; CSR Committee has been constituted and CSR policy has been adopted by the Company.

Since the CSR criteria was not applicable for the financial year 2018-19 your Company was not required to spend statutorily on CSR activities during the year.

The brief outline of the corporate social responsibility (CSR) policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in Annexure II of this report in the format prescribed in Directors' Report I 39 the Companies (Corporate Social Responsibility Policy) Rules, 2014. For other details regarding the CSR Committee, please refer to the Corporate Governance Report, which is a part of this report.

## CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS

SEBI Circular No. SEBI/LAD-NRO/GN/2015-16/013 dated 02<sup>nd</sup> September 2015. The Company is under exempted category as the paid up equity capital of the Company is below Rs.10 Crores and Net worth is below Rs.25 Crores as on the last day of the previous financial year (audited), i.e. 31.03.2019.

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

Your Company has always believed in providing a safe and harassment free workplace for every individual working in Company's premises through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment. The Company has in place robust policy on prevention of sexual harassment at workplace which is in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Internal Complaints Committee ("ICC") has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this Policy. ICC has its presence at corporate office as well as at site locations. The Policy is gender neutral.

During the year under review, No complaint with allegation of sexual harassment was filed with ICC, as per the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

## PARTICULARS OF EMPLOYEES

Information as per Section read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is not applicable.

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

Considering the nature of activities of the company, the information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo are not applicable to the Company. However, the Company is making all efforts to conserve the same and the Company's technology being indigenous, the question of absorption by the Company does not arise. Also no foreign exchange were earned or spent.

## DETAILS OF FRAUDS REPORTED BY AUDITORS:

During the year under review, there were no frauds reported by Statutory Auditors under provision of section 143(12) of the Companies Act, 2013 and rules there under.

## ACKNOWLEDGEMENTS:

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, State Government, Local Bodies, Customers, Suppliers, Executives, Staff and workers at all levels for their continuous cooperation and assistance.

Place: Mumbai  
DATED: 24/05/2019  
REGISTERED OFFICE  
MAHUL ROAD,  
ANTOP HILL,  
MUMBAI - 400037

By Order of the Board  
Sd/-                      sd/-  
K.R. SHAH              T. R. Shah  
Din 0040248              Din. 00402478  
Managing Director     Joint Managing Director

## Secretarial Audit Report

Form No. MR-3  
FOR FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2019.

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

To,  
The Members,  
R J SHAH AND COMPANY LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by R J Shah And Company Limited (hereinafter called "The Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31<sup>st</sup> March, 2019, 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:

We have examined the books, papers and minute books, Forms and returns filed and other records maintained by R J Shah And Company Limited ("The Company"), for the year ended on 31<sup>st</sup> March, 2019, to the extent applicable to the provisions of:

- I. The Companies Act, 2013 ("The Act") and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder;
- III. 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 - **Not Applicable**
- IV. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") to the extent applicable to the Company during the year:-
  - 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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client: Not applicable
  - e. The SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, *except the Company has not maintained a functional website as per regulation 62(1)*.
- V. We have relied on the representation made by the Company and its Officers for systems and mechanism put in place by the Company for Compliances under other applicable Act, Laws and Regulations to the Company.

During the period under review the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. *The company has complied with the provisions of Section 203 of the Companies Act 2013, except for the appointment of Company Secretary.*
2. *The Company has not opted for e-voting facility with either of the two Depositories.*

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year 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 generally sent at least seven days in advance; and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Date: 24/05/2019  
Place: Mumbai

For Deepak Rane  
Company Secretary

Proprietor  
ACS: 24110  
CP: 8717

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 J Shah and Company Limited

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

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

Date: 24/05/2019  
Place: Mumbai

For Deepak Rane  
Company Secretary

Sd/-  
Proprietor  
ACS: 24110  
CP: 8717

## EXTRACT OF ANNUAL RETURNS ON THE FINANCIAL YEAR ENDED ON 31.03.2019

*(Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014)*

## I. REGISTRATION AND OTHER DETAILS

i.	CIN	L45202MH1957PLC010986
ii.	Registration Date	16/12/1957
iii.	Name of the Company	R J Shah & Company Limited
iv.	Category / Sub-Category of the Company	Company Limited By Shares Indian Non-Government Company
v.	Address of the Registered office and contact details	Near Wadala Container Yard, Mahul Road, Antop Hill, Mumbai - 400037
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Satellite Corporate Services Pvt. Ltd. Unit No. 49, Bldg No.13-A-B, 2nd Floor, Samhita Commercial Co-Op. Soc. Ltd. Off Andheri Kurta Road, MTNL Lane, Sakinaka, Mumbai - 400 072 E-mail: scs_pl@yahoo.co.in Alternate Email id : servic@satellitecorporate.com Tel no.28520461-62

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Civil Engineering works for Hydro Electric Project, Railways, Irrigation etc.	45206	NIL

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1.			N.A.		
2.					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

I. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year 31.03.2018				% Change during the year
	Demat	Physical	Total	% of Total Shares	Dem at	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>1) Indian</b>									
a) Individual/ HUF	0	144250	144250	51.50	0	144250	144250	51.50	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp	0	2850	2850	1.02	0	2850	2850	1.02	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
	0	147100	147100	52.52	0	147100	147100	52.52	0
Sub-total(A)(1):-									
<b>2) Foreign</b>	0	0	0	0	0	0	0	0	0
g) NRIs-Individuals	0	0	0	0	0	0	0	0	0
h) Other-Individuals	0	0	0	0	0	0	0	0	0
i) Bodies Corp.	0	0	0	0	0	0	0	0	0
j) Banks / FI	0	0	0	0	0	0	0	0	0
k) Any Other....	0	0	0	0	0	0	0	0	0
	0	0	0	0	0	0	0	0	0
Sub-total (A)(2):-									
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	0	147100	147100	52.52	0	147100	147100	52.52	0
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>	0								
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	5000	5000	1.79	0	5000	5000	1.79	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
	0	5000	5000	1.79	0	5000	5000	1.79	0
Sub-total (B)(1)									
<b>2. Non Institutions</b>	0								
a) Bodies Corp.	0	24900	24900	8.89	0	24900	24900	8.89	0
(i) Indian									
(ii) Overseas									
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	90750	90750	32.40	0	90750	90750	32.40	0
(ii) Individual									



shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	0	0	0	0	0
c) Others (Specify) Directors/ Relative	0	12350	12350	4.41	0	12350	12350	4.41	0
Sub-total (B)(2)	0	128000	128000	45.70	0	128000	128000	45.70	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	0	133000	133000	47.48	0	133000	133000	47.48	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	280100	280100	100	0	280100	280100	100	0

### ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of 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	% change in share holding during the year
1.	Ms. Kalindi R. Shah	74000	26.42	0	74000	26.42	0	0
2.	Ms. Tejaswini R. Shah	70250	25.08	0	70250	25.08	0	0
3.	Kalindi Engineering Industries Private Limited	2850	1.02	0	2850	1.02	0	0
	<b>Total</b>	<b>147100</b>	<b>52.52</b>	<b>0</b>	<b>147100</b>	<b>52.52</b>	<b>0</b>	<b>0</b>

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

Sr. no	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			
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):			
	There is no change in Promoter's shareholding between 01/04/2018 to 31/03/2019			
	At the End of the year			

Shareholding pattern of Top ten share holder

Sr. no	For Each of the Top Ten Shareholders	Shareholding at the beginning / end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	
1	M/s J. B. Boda & Company pvt. Ltd. Beginning of the year	24800	8.85	24800	8.85
	M/s J. B. Boda & Company pvt. Ltd. end of the year	24800	8.85	24800	8.85
2	Mr. Sudhir M. Shah at the beginning of the year	11700	4.18	11700	4.18
	Mr. Sudhir M. Shah at the end of the year	11700	4.18	11700	4.18
3	Mr. Trikam G. Shah at the beginning of the year	9500	3.39	9500	3.39
	Mr. Trikam G. Shah at the end of the year	10200	3.64	10200	3.64
4	Mrs. Prafulla S. Shah at the beginning of the year	5400	1.93	5400	1.93
	Mrs. Prafulla S. Shah at the end of the year	5400	1.93	5400	1.93
5	M/s. Oriental Insurance Company Limited at the beginning of the year	5000	1.79	5000	1.79
	M/s. Oriental Insurance Company Limited at the end of the year	5000	1.79	5000	1.79
6	Mr. Raghavendra Raichur at the beginning of the year	3100	1.11	3100	1.11
	Mr. Raghavendra Raichur at the end of the year	3100	1.11	3100	1.11
7	Mr. Jainish Anilkumar Lalcheta at the beginning of the year	3000	1.07	3000	1.07
	Mr. Jainish Anilkumar Lalcheta at the end of the year	3000	1.07	3000	1.07
8	Mr. Anilkumar Lalcheta at the beginning of the year	2900	1.04	2900	1.04
	Mr. Anilkumar Lalcheta at the end of the year	2900	1.04	2900	1.04
9	Mr. Shashikant Patel at the beginning of the year	2800	1.00	2800	1.00
	Mr. Shashikant Patel at the end of the year	2800	1.00	2800	1.00
10	Mr. Krishnakant R. Desai at the beginning of the year	2750	0.98	2750	0.98
	Mr. Krishnakant R. Desai at the end of the year	2750	0.98	2750	0.98

Shareholding of Directors & Key Managerial Personnel:

Sr. no	For Each of the Directors & KMP	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	Ms. Kalindi R. Shah at the beginning of the year	74000	26.42	74000	26.42
	Ms. Kalindi R. Shah at the end of the year	74000	26.42	74000	26.42
2	Ms. Tejaswini R. Shah at the beginning of the year	70250	25.08	70250	25.08
	Ms. Tejaswini R. Shah at the end of the year	70250	25.08	70250	25.08
3	Mrs. Swati R. Agrawal at the beginning of the year	1000	0.36	1000	0.36
	Mrs. Swati R. Agrawal at the end of the year	1000	0.36	1000	0.36
4	Mr. Raghvendra A Raichur at the beginning of the year	3100	1.11	3100	1.11
	Mr. Raghvendra A Raichur at the end of the year	3100	1.11	3100	1.11
5	Dr. Manubhai N. Patel at the beginning of the year	1100	0.39	1100	0.39
	Dr. Manubhai N. Patel at end of the year	1100	0.39	1100	0.39
6	Mr. Sunil P. Masand at the beginning of the year	2400	0.86	2400	0.86
	Mr. Sunil P. Masand at the end of the year	2400	0.86	2400	0.86

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness in Rs.
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	0	1,22,69,411	1,22,69,411
ii) Interest due but not paid	0	0	3,37,409	3,37,409
iii) Interest accrued but not	0	0	0	0
Total (i+ii+iii)	0	0	12606820	12606820
Change in Indebtedness during the financial year				
- Addition	0	0	0	0
- Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	0	0	1,22,69,411	1,22,69,411
ii) Interest due but not paid iii) Interest	0	0	3,37,409	3,37,409

accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	12606820	12606820

**viii. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

Sl. No.	Particulars of Remuneration	Ms. Kalindi R. Shah	Ms. Tejaswini R. Shah	Total Amount in Rs.
1.	Gross salary	1500000/- P.A.	1080000/- P.A.	2580000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0
2.	Stock Option	0	0	0
3.	Sweat Equity	0	0	0
4.	Commission - as % of profit - others, specify...	4,23,731	4,23,731	8,47,462
5.	Others, please specify	0	0	0
6.	Total (A)	19,23,731	15,03,731	34,27,462
	Ceiling as per the Act	Within the prescribed limits as per companies act, 2013		

**B. Remuneration to other directors:**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount in Rs.
	<u>Independent Directors</u>	Mr. Ragahavendra Raichur	Dr. Manubhai Patel	Ms. Swati Agrawal	Mr. Sunil Masand	
	- Fee for attending board committee meetings	20000	0	20000	20000	60000
	- Commission	0	0	0	0	0
	- Others, please specify	0	0	0	0	0
	Total (1)	20000	0	20000	20000	60000
	<u>Other Non-Executive Directors</u>					
	- Fee for attending board committee meetings	0	20000	0	0	20000
	- Commission					

- Others, please specify	0	0	0	0	0
Total (2)	0	20000	0	0	0
Total (B)=(1+2)	20000	20000	20000	20000	80000
Total Managerial Remuneration	Nil	Nil	Nil	Nil	Nil
Overall ceilings as per the act	Within the prescribed limit as per Companies Act 2013.				

**C. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD**

Sl. no.	Particulars of Remuneration	Key Managerial Personnel	
		Ms. Tejaswini R. Shah CFO	Total amount in Rs.
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0
2.	Stock Option	0	0
3.	Sweat Equity	0	0
4.	Commission - as % of profit - others, specify ...	0	0
5.	Others, please specify	0	0
6.	Total	0	0

**ix. 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)
<b>A. Company</b>					
Penalty	There were no Penalties, Punishment or compounding of offences during the year ended March 31, 2019				
Punishment					
Compounding					
<b>B. Directors</b>					
Penalty	There were no Penalties, Punishment or compounding of offences during the year ended March 31, 2019				
Punishment					
Compounding					
<b>C. Other Officers in Default</b>					
Penalty	There were no Penalties, Punishment or compounding of offences during the year ended March 31, 2019				
Punishment					
Compounding					

## INDEPENDENT AUDITOR'S REPORT

### **TO THE MEMBERS OF R. J. SHAH & COMPANY LIMITED** **Report on the Audit of the Standalone Financial Statements**

#### **Opinion**

We have audited the accompanying standalone financial statements of R.J.Shah & Company Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (statement of changes in equity) and statement of Cash Flow for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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 profit, changes in equity and its cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Key Audit Matters**

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our Audit of Standalone financial statement of the current period. These matters were addressed in the context of our Audit of Standalone financial statement as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. There are no significant key audit matters observed by us except the matters reported in the notes to accounts.

#### **Information other than the Standalone Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the management discussion & analysis and director's report included in the annual report but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### **Responsibility of Management 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 of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows of the Company in accordance with the Accounting Principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate implementation and maintenance of accounting policies, making judgments and estimates that are reasonable and prudent and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

### **Auditors Responsibility for the audit of Standalone Financial Statements**

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

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

- a) Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of non detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- b) Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(l) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditors' Report to the related disclosures in the standalone financial statement or, if such disclosures are inadequate, to modify our opinion. Our conclusion are based on the audit evidence obtained upto the date of our Auditors' Report. However, future events or conditions may cause the group to cease to continue as a going concern.
- e) Evaluate the overall presentation, structure and content of the standalone financial statement, including the disclosure and whether the standalone financial statements represent the underline transactions and events in a manner that achieves fair presentation.

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

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

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

### **Report on Other Legal and Regulatory Requirements**

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 Companies Act, 2013, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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 purposes of our audit.
- b) In our opinion, proper books of accounts as required by law have been kept by the company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement 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 rule 7 of the Companies (Accounts) Rules, 2014.

- e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the board of directors, none of the directors is disqualified as on 31st March, 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 operating effectiveness of such controls, refer to our separate report in "Annexure B".
- 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:
- 1) The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements, refer to Note 27 to the Financial Statements.
  - 2) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
  - 3) There has been no delay in transferring amounts, required to be transferred, to the investor education and protection fund by the company.

For Brijesh Dutt & Associates  
Chartered Accountants  
Firm Registration No: 144568W

Sd/-  
Brijesh Dutt Chaturvedi  
Proprietor  
M. No. : 135871

Place: Mumbai  
Date: 24<sup>th</sup> May, 2019.

**Annexure A to the Independent Auditor's Report (Referred to in paragraph (1) of our report of even date)**

- I a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets except that of Furniture and Fixture and scientific Apparatus.
- b) A major portion of the fixed assets have been physically verified by the management during the year. In our opinion the frequency of verification of the fixed assets by the management is reasonable having regards to size of the company and the nature of its assets. As reported by the management no material discrepancies were noticed on such verifications.
- c) As per the information and explanations given to us, the Title Deeds of Immovable Properties are held in the name of company.
- II The Inventory has been physically verified by the management at reasonable intervals during the year and as per the information and explanations given to us and according to the records produced to us, no material discrepancies noticed on such physical verification as compared to book records.
- III As per the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to any Companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- IV As per the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 wherever is applicable.
- V The Company has not accepted any deposits from public within the meaning of section 73 and 74 of the Act and the rules framed thereunder to the extent notified.
- VI As per the information and explanations given by the management, the Central Government has not prescribed for the maintenance of Cost records under section 148(1) of the Companies Act, 2013, therefore the provision under this clause are not applicable to the Company.
- VII a) As per the information and explanations given to us and records of the company examined by us, in our opinion the Company is regular in depositing the undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Goods and Services Tax, Custom Duty and Other Statutory dues applicable to it, with the appropriate authorities.
- b) According to the information and explanations given to us there are no dues of Income Tax, Wealth Tax, Sales Tax, Service Tax, Custom Duty and Cess which has not been deposited on account of any dispute.



- VIII In our opinion and according to information and explanations given to us, the company has not defaulted in the repayment of dues to financial institutions, banks and debentures holders at the balance sheet date.
- IX The Company has not raised any money by way of Initial Public Offer or Further Public Offer (including debt instruments) and term loans during the year.
- X To the best of our knowledge and beliefs and according to the information and explanations given to us, no fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the year under review.
- XI To the best of our knowledge and beliefs and according to the information and explanations given to us, 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, 2013.
- XII The Company is not a Nidhi Company as per the provisions of section 406 of the Companies Act, 2013.
- XIII As per the information and explanations given to us all the transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 and the details have been disclosed in the note no.32 on financial statements as required by the applicable accounting standards.
- XIV The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- XV As per the information and explanations given to us the company has not entered into any non-cash transactions with directors or person connected with him.
- XVI As per the information and the examination of the financial statements, the company is not required to be register under section 45-1A of the Reserve Bank of India Act, 1934.

**For Brijesh Dutt & Associates**  
Chartered Accountants  
Firm Registration No:144568W

Sd/-

**Brijesh Dutt Chaturvedi**  
Proprietor  
Membership No. : 135871  
Place: Mumbai  
Date: 24th May, 2019

#### **Annexure - B to the Independent 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.J.Shah & Company Limited ("the Company") as of 31 March 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that 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 on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 statement of the standalone Ind AS 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 standalone Ind AS 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 standalone Ind AS 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 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Brijesh Dutt & Associates**  
Chartered Accountants  
Firm Registration No:144568W

Sd/-

**Brijesh Dutt Chaturvedi**  
Proprietor  
Membership No. : 135871

Place: Mumbai  
Date: 24th May, 2019

R. J. Shah & Company Limited  
Balance sheet as at 31 March 2019

(Amount in Rupees)

PARTICULARS	Note No.	As at	
		31 March 2019	31 March 2018
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant and Equipment	2	10,747,747	12,064,238
<b>Financial Assets</b>			
- Investments	3	182,200	181,680
- Long-term loans and advances	4		
- Others	4	7,366,484	8,938,363
Deferred tax assets (Net)	xx		
Other Non-Current Assets	6		
Deferred Tax Assets (Net)	13	64,277	
<b>Current Assets</b>			
Inventories	5	58,639,100	58,865,375
<b>Financial Assets</b>			
- Trade and Other Receivables	6	-	-
- Cash and Cash Equivalents	7	186,439,912	199,754,383
- Other Financial Assets	8	1,584,246	1,313,134
Assets for current tax (net)	9	933,974	380,149
Other Current Assets	10	956,485	1,010,341
<b>TOTAL ASSETS</b>		<b>266,814,425</b>	<b>242,647,863</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	11A	2,801,000	2,801,000
Other Equity	11B	240,528,494	212,560,989
<b>Total Equity</b>		<b>243,329,494</b>	<b>215,361,989</b>
<b>Non-Current Liabilities</b>			
<b>Financial Liabilities</b>			
- Long term borrowings	10		
- Other Financial Liabilities	12	-	196,931
Long term provisions	xx		
Deferred Tax Liabilities (Net)	13	-	173,512
Other non-current liabilities	xx		
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
- Short Term Borrowings	14	12,269,411	12,269,411
- Trade and Other Payables	15	377,301	722,636
- Other Financial Liabilities	16	10,748,716	12,824,456
Other Current Liabilities	17	89,303	98,888
Short-term provisions	18		
Liabilities for Current Tax (Net)	19		
<b>Total Liabilities</b>		<b>23,484,931</b>	<b>26,285,874</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>266,814,425</b>	<b>242,647,863</b>
The accompanying notes are an integral part of these financial statements.	1 to 34		

As per Report of even date attached  
For Brijesh Dutt & Associates  
Chartered Accountants  
Firm Registration No: 144568W

Sd/-  
Brijesh Dutt Chaturvedi  
Proprietor  
Membership No. 135871  
Date: 24/05/2019

For and on behalf of the Board  
K R. SHAH  
Din : 00403482  
Chairperson & Managing Director  
T. R. SHAH  
Joint Managing Director  
Din : 00402478  
Directors 1. M. N. Patel  
Din : 00929485  
2. S.P. Masand  
Din : 371231  
3. S. A. Agrawal  
Din : 00403476  
4. R.A. Raichur  
Din : 00235556

**R. J. Shah & Company Limited**  
Statement of Profit and Loss for the year ended on 31 March 2019

(Amount in Rupees)

Particulars	Note No.	For the year ended 31 March 2019	For the year ended 31 March 2018
Revenue from Operations	18	44,000,000	-
Other Income	19	12,271,401	12,390,104
<b>Total Revenue</b>		<b>56,271,401</b>	<b>12,390,104</b>
<b>Expenses</b>			
Cost of Materials Consumed		-	-
Purchase of Stock-in-Trade		-	-
Changes in Inventories of Finished Goods, Work in Progress and Stock-in-Trade	20	-	(7,008,753)
Employee Benefit Expense	21	4,741,507	3,488,054
Finance Cost	22	1,375,141	1,378,603
Depreciation and Amortisation Expense	2	1,139,739	1,295,144
Other Expense	23	10,602,012	8,234,369
<b>Total Expenses</b>		<b>17,858,399</b>	<b>7,387,417</b>
<b>Profit/ (Loss) before Exceptional Items and Tax</b>		<b>38,413,002</b>	<b>5,002,687</b>
Exceptional Items		-	-
<b>Profit/ (Loss) before Tax</b>		<b>38,413,002</b>	<b>5,002,687</b>
<b>Tax Expense</b>			
a) Current Tax		11,000,000	1,541,000
b) Deferred Tax	31	(237,789)	(292,630)
<b>Profit/ (Loss) for the Period</b>		<b>27,650,791</b>	<b>3,754,317</b>
<b>Other Comprehensive Income</b>			
- Items that will not be reclassified to profit or loss	xx	-	-
- Items that will be reclassified to profit or loss	xx	-	-
- Income tax relating to items that will be reclassified to profit or loss		-	-
<b>Total Comprehensive Income for the period</b> <i>(Profit/ loss + other comprehensive income)</i>		<b>27,650,791</b>	<b>3,754,317</b>
<b>Earnings per Equity Share</b>	26		
a) Basic		98.72	13.40
b) Diluted			

As per Report of even date attached  
For Brijesh Dutt & Associates  
Chartered Accountants  
Firm Registration No: 144568W

Sd/-  
Brijesh Dutt Chaturvedi  
Proprietor  
Membership No, 135871  
Place: Mumbai  
Date: 24/05/2019

For and on behalf of the Board  
K. R. SHAH  
Din : 00402482  
Chairperson & Managing Director  
T. R. SHAH  
Joint Managing Director  
Din : 00402478  
Directors 1. M. N. Patel  
Din: 00929485  
2. S. P. MASAND  
Din : 371211  
3. S. A. Agrawal  
Din : 00402476  
4. R. A. Raichur  
Din : 00235556

**R. J. Shah & Company Limited**  
Statement of Cash Flow for the year ended 31 March 2019

		(Amount in Rupees)	
Particulars		For the Year Ended	
		31-03-19	31-03-18
<b>A</b>	<b>Cash flows from operating activities:</b>		
	Profit for the year before tax and other comprehensive income after interest, depreciation and Exceptional items	-	-
	<b>Adjustments:</b>		
	Loss/ (gain) on sale of property, plant and equipment, net	-	-
	Depreciation and amortisation expense	10,602,012	8,234,369
	Rent expense	-	-
	Interest income	(11,947,102)	(12,275,370)
	Dividend Income	-	-
	Revaluation Reserve transfer (recognized in earlier year)	-	-
	Gain on Investments	(311,971)	(127,246)
	Gain on sale of Fixed asset, net	-	(24,320)
	Impairment loss (net)	-	-
	Interest expense	25,505	28,967
	<b>Changes in operating assets and liabilities:</b>		
	Trade receivables	26,685,529	(4,420,277)
	Inventories	-	-
	Other assets	-	-
	Trade payables, other liabilities and provisions	(2,075,740)	1,196,333
	Other current liabilities	(9,385)	(23,179)
	Other Non Current Liabilities	-	-
	Cash generated from operating activities before taxes	22,968,848	(7,410,723)
	Income taxes paid, net	40,817	(1,541,000)
	<b>Net cash generated from operating activities</b>	<b>23,009,665</b>	<b>(8,951,723)</b>
<b>B</b>	<b>Cash flows from investing activities:</b>		
	Purchase of property, plant and equipment	-	(19,210)
	Proceeds from sale of property, plant and equipment	-	-
	Reduction in Investment	-	-
	Dividend received	-	-
	Interest received	11,947,102	12,275,370
	<b>Net cash used in investing activities</b>	<b>11,947,102</b>	<b>12,256,160</b>
<b>C</b>	<b>Cash flows from financing activities:</b>		
	Repayment of loans and borrowings	-	-
	Proceeds from loans and borrowings	-	-
	Dividend paid during the year	(1,000,000)	(3,380,284)
	Interest paid on loans and borrowings	(25,505)	(28,967)
	<b>Net cash used in financing activities</b>	<b>(1,025,505)</b>	<b>(3,409,251)</b>
	<b>Net decrease in cash and cash equivalents during the year</b>	<b>33,931,262</b>	<b>(104,814)</b>
	Effect of exchange rate changes on cash and cash equivalents	-	-
	Cash and cash equivalents at the beginning of the year	1,513,134	1,612,410
	Cash and cash equivalents at the end of the year (Note 7)	35,444,396	1,507,596

As per Report of even date attached  
For Brijesh Dutt & Associates  
Chartered Accountants  
Firm Registration No: 144588W

Sd/-  
Brijesh Dutt Chaturvedi  
Proprietor  
Membership No: 135871  
Date: 24/05/2019

For and on behalf of the Board  
K R. SHAH  
Din : 00402482  
Chairperson & Managing Director  
T. R. SHAH  
Joint Managing Director  
Din :00402478  
Directors 1. M. N. Patel  
Din: 00929485  
2. S.P. Nandan  
Din : 371211  
3. S. A. Agrawal  
Din :00402475  
4. B.A. Raichor  
Din : 00235556

## **I. Corporate Information and Significant Accounting Policies**

### **A. General Information**

R J Shah & Company Ltd is a Public Company in India and incorporated under the provisions of the Companies Act, 1956. It's shares are listed on Bombay Stock exchange in India. The company is engaged in construction of small and medium size Hydroelectric Project with EPC contract or civil work with Hydro Mechanical works since last several years. Company is specialized in underground works of tunnels, cavern shafts, inclined tunnels with government and semi governments or various Electricity Boards, Railways, Atomic power Station, Irrigation etc, and work receipts is mainly for these works.

### **B. Basis of preparation of financial statement**

#### **I. Compliance with Ind AS**

Financial statements have been prepared in accordance with the Indian Accounting Standards (hereafter referred to as the "Ind AS") as notified by the Ministry of Corporate Affairs pursuant to Section 133 of Companies Act, 2013 (the "Act") read with the Companies (Indian Accounting Standards (Ind AS) Rules, 2015 as amended and other relevant provisions of the Act and rules framed thereunder.

#### **II Historical cost convention:**

The financial statements have been prepared on a historical cost basis.

#### **III Rounding of amounts:**

All the amounts disclosed in the financial statements and notes are presented in Indian Rupees and have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise states.

#### **IV Current and Non-current classification:**

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the schedule III to the act.

### **C. Property, Plant and Equipment**

Freehold land is carried at historical cost. Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost includes purchase price and expenditures directly attributable to bringing them into working condition for its intended use. Freehold land are carried at cost, less accumulated impairment losses, if any are not depreciated.

Depreciation on property, plant and equipments is provided under the straight line method over the useful lives of assets as prescribed in Schedule II to the Companies Act 2013 ("Act"), and management believes that useful life of assets are same as those prescribed in Schedule II to the Act except the useful life of the building at wadala, based on terms of the lease deed signed as per orders of High Court of Judicature at Mumbai has been estimated as 13 years. The residual values are not more than 5% of the Original cost of the asset. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. Gain or losses arising from derecognition of property, plant and equipment are measured as difference between the net disposal proceeds and the carrying amount of the assets and are recognized in the statement of profit and loss when the asset is derecognised.

### **D. Inventories:**

Inventories are valued at lower of cost computed on weighted average basis or net realisable value after providing cost of obsolescence, if any. The cost of inventories comprises cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is estimated selling price in ordinary course of business less the estimated cost necessary to make the sale.

### **E. Revenue Recognition**

Revenue from sale of products is recognised when the property in the goods, or all significant risks and rewards of ownership of the products have been transferred to the buyer, and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of products as well as regarding its collection. Revenues include excise duty and are shown net of sales tax, value added tax, and applicable discounts and allowances if any. Revenue includes only those sales for which the Company has acted as a principal in the transaction, takes title to the products, and has the risks and rewards of ownership, including the risk of loss for collection, delivery and returns. The Company uses the percentage of completion method using the input (cost expended) method to measure progress towards completion in respect of fixed price contracts. Percentage of completion method accounting relies on

### **F. Employee Benefits**

As per the past practices and as per the understanding between the Company and the employees, the monthly salary is inclusive of leave salary, gratuity and bonus and the salary is paid inclusive of these benefits to employee every month.

## G. Income tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received after considering uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date. Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

## H. Earnings per share

### Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares

(ii) Diluted earnings per share Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares

## K. Use of estimates and Judgements

The estimates and judgements used in the preparation of financial statements are continuously evaluated by the management and are based on historical experience and various other assumptions and factors that the management believes to be reasonable under existing circumstances. Difference between actual results and estimates are recognized in the period in which the results are known/materialized. The said estimates are based on the facts and the events, that existed as at the reporting date, or that date but provide additional evidence about conditions existing on the reporting date.

### I. Impairment of non financial asset:

Assessment is done at each Balance Sheet date to evaluate whether there is any indication that a nonfinancial asset may be impaired. An asset's recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

### II. Depreciation/amortization and useful lives of property, plant and equipment/intangible assets:

Property, plant and equipment are depreciated over the estimated useful lives of the assets, after taking into account their estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation for future periods is adjusted if there are significant changes from previous estimates.

### III. Recoverability of trade receivables:

Judgments are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counter party, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

### IV. Provisions and contingent liabilities:

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources

## L. Dividend and Interest Income

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably.

## M. Investments

Investments are measured at fair value, with value changes recognised in Statement of Profit and Loss as per the business model of the Company.

## N. Functional and Presentation currency

These financial statements are prepared in Indian rupees; the national currency of India, which is functional currency of the company.

**R J Shah & Company Limited**  
**Statement of Changes in Equity**

**A. Equity Share Capital**

Balance as at April 1, 2018	Changes during the year	Balance as of March 31, 2019
2,801,000	-	2,801,000

Balance as at April 1, 2017	Changes during the year	Balance as of March 31, 2018
2,801,000	-	2,801,000

**B. Other Equity**

Particulars	Capital reserve	Retained earning	Revaluation reserve	General reserve	Total Other Equity
Balance as at April 1, 2017	16,369,730	78,618,454	1,763,637	116,611,888	213,363,709
Total Comprehensive income for the period					-
Profit for the period		3,754,317			3,754,317
Other Comprehensive income for the period		-			-
Total Comprehensive income for the period		3,754,317			3,754,317
Transfer to Profit and loss account on recoupment			(176,753)	100,000	(76,753)
Transfer to General reserve		(3,380,284)	-		(3,380,284)
Dividend including corporate dividend tax for the FY 2016-17		(100,000)			(100,000)
					-
Balance as at March 31, 2018	16,369,730	78,892,487	1,586,884	116,711,888	213,560,989

**B. Other Equity**

Particulars	Capital reserve	Retained earnings	evaluation reserv	General reserve	total Other Equity
Balance as at April 1, 2018	16,369,730	78,892,487	1,586,884	116,711,888	213,560,989
Total Comprehensive income for the period					-
Profit for the period		27,650,791			27,650,791
Other Comprehensive income for the period		-			-
Total Comprehensive income for the period		27,650,791			27,650,791
Transfer to Profit and loss account on recoupment			(176,753)	1,000,000	823,247
Dividend including corporate dividend tax for the FY 2017-18		(506,533)			(506,533)
Transfer to General reserve		(1,000,000)			(1,000,000)
					-
Balance as at March 31, 2019	16,369,730	105,036,745	1,410,131	117,711,888	240,528,494

As per Report of even date attached  
For Brijesh Dutt & Associates  
Chartered Accountants  
Firm Registration No: 144568W

Sd/-  
Brijesh Dutt Chaturvedi  
Proprietor  
Membership No. 135871  
Date: 24/05/2019

For and on behalf of the Board  
K R .SHAH  
Din : 00402482  
Chairperson & Managing Director  
T. R. SHAH  
Joint Managing Director  
Din :00402478  
Directors 1. M. N. Patel  
Din : 00929485  
2. S.P. Masand  
Din : 371211  
3. S. A. Agrawal  
Din :00402476  
4. R.A.Rajchur  
Din : 00235556



Note 2  
Property, Plant and Equipments

Particulars	Land	Building and Shed	Plant and Machinery	Traxcavators and Loaders	Dumpers	Furniture and Fixtures	Vehicles	Sci Apparatus	TOTAL
<b>Gross block</b>									
As at 1st April 2017	609,609	28,437,673	15,472,805	8,189,193	5,820,356	925,396	3,986,616	514,542	63,956,190
Additions/Revaluation surplus	-	-	4,000	-	-	15,210	-	-	19,210
Disposals/Adjustments	609,609	28,437,673	15,476,805	8,189,193	5,820,356	940,606	3,986,616	514,542	63,975,400
As at 31st March 2018	609,609	28,437,673	13,470,805	8,189,193	5,820,356	940,606	3,986,616	514,542	63,975,400
Additions/Revaluation surplus	-	-	-	-	-	-	-	-	-
Disposals/Adjustments	609,609	28,437,673	15,476,805	8,189,193	5,820,356	940,606	3,986,616	514,542	63,975,400
As at 31st March 2019	-	-	13,834,243	7,779,733	5,529,338	879,909	3,714,738	493,823	53,227,653
<b>Accumulated Depreciation</b>									
As at 1st April 2017	-	19,443,334	12,895,409	7,729,648	5,529,338	868,964	3,516,038	456,513	50,439,264
Charge for the year	-	687,891	557,184	40,090	-	6,195	143,227	37,310	1,471,897
Disposals/Adjustments	-	-	-	-	-	-	-	-	-
As at 31st March 2018	-	20,131,225	13,452,593	7,769,738	5,529,338	875,159	3,659,285	493,823	51,911,161
As at 1st April 2018	-	20,131,225	13,452,593	7,769,738	5,529,338	875,159	3,659,285	493,823	51,911,161
Charge for the year	-	864,644	381,650	9,995	-	4,750	55,453	-	1,316,492
Disposals/Adjustments	-	-	-	-	-	-	-	-	-
As at 31st March 2019	-	20,995,869	13,834,243	7,779,733	5,529,338	879,909	3,714,738	493,823	53,227,653
<b>Net Block</b>									
As at 31st March 2018	609,609	8,306,448	2,024,212	419,455	291,018	65,447	327,331	20,718	12,064,238
As at 31st March 2019	609,609	7,441,804	1,642,562	409,460	291,018	60,697	271,878	20,719	10,747,747

(Amount in Rupees)

2.1 The Company's Building at Wadala is on land which is on lease with BPT. Lease Agreement is signed as per Order dated 20th June, 1992 of the High Court of Judicature at Bombay on 11.03.1993 with lease period of 30 years from 25.01.1968, i.e. till 24.01.1998. As per Clause 3 of the lease deed signed by Prothonotary and Senior Master of the High Court of Judicature at Bombay on behalf of BPT the lease term is renewable for a further period of 30 years i.e. till 24.01.2028. And on the completion of the lease term the building is to be demolished and the land to be returned to BPT. Accordingly, life of the Building though it is 60 years as per Company's Act, 2013 Schedule II Part C 5 (6a) the Company has restricted the life till 2027 only assuming one year for demolition and clearance and accordingly the depreciation has been provided keeping the revised residual life of the Building.

2.2 The machineries of the value approximately 18.49 lakhs are in possession of the Executive Engineer, Kakkad Hydro Electric Project under Kerala State Electricity Board. The Company's claim in respect of these Machineries is pending with Authority.

2.3 Depreciation on Building and Sheds includes depreciation on revaluation of Rs. 1,76,563 has been transferred to Revaluation Reserve Account in Other Equity.

3. Non Current Investments

Particulars	As at	
	31-03-19	31-03-18
<b>Non Trade Investments</b>		
In Equity Shares (400 shares of Union Bank of India of Rs. 10 each)	38,200	37,680
In Bonds (144 8.2% Tax Free bonds of Power Finance Corporation Limited of Rs. 1000 each)	144,000	144,000
<b>Total</b>	<b>182,200</b>	<b>181,680</b>

4. Other Financial Assets

Particulars	As at	
	31-03-19	31-03-18
Deposits	5,362,918	7,034,797
Other Advances	1,903,566	1,903,566
<b>Total</b>	<b>7,266,484</b>	<b>8,938,363</b>

5. Inventories

Particulars	As at	
	31-03-19	31-03-18
Consumable Stores	2,004,093	2,170,568
Work-in-progress	56,635,007	56,635,007
<b>Total</b>	<b>58,639,100</b>	<b>58,805,575</b>

6. Trade and Other receivables

Particulars	As at	
	31-03-19	31-03-18
Trade receivables outstanding for a period exceeding six months		
Unsecured, considered good	-	-
Unsecured, considered doubtful	-	-
Trade receivables outstanding for a period less than six months		
Unsecured, considered good	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

7. Cash and Cash Equivalents

Particulars	As at	
	31-03-19	31-03-18
a. Cash on hand	1,905	10,088
b. Balances with banks in current account	929,152	507,923
c. Fixed Deposits	185,203,753	198,850,000
d. Unclaimed dividend	301,102	377,372
<b>Total</b>	<b>186,439,912</b>	<b>199,754,383</b>

12. Other Financial Liabilities

Particulars	As at	
	31-03-19	31-03-18
Advance and Deposits from Customers	-	196,971
<b>Total</b>	-	<b>196,971</b>

13. Deferred Tax

Particulars	As at	
	31-03-19	31-03-18
Property, Plant and Equipment (Depreciation)	(64,277)	173,512
<b>Net Deferred tax liability</b>	<b>(64,277)</b>	<b>173,512</b>

14. Short Term Borrowings

Particulars	As at	
	31-03-19	31-03-18
From Directors	12,269,411	12,269,411
<b>Total</b>	<b>12,269,411</b>	<b>12,269,411</b>

Fixed Deposits are repayable within one year. The rate of interest 11% per annum.

15. Trade and other payables

Particulars	As at	
	31-03-19	31-03-18
Trade Payables	377,301	722,636
<b>Total</b>	<b>377,301</b>	<b>722,636</b>

No amount and interest due as per the Interest on Delayed payment is payable to Micro, Small and Medium Enterprises (Development) Act, 2006.

16. Other current financial liabilities

Particulars	As at	
	31-03-19	31-03-18
Advance & deposits from Customers (refer Note)	5,800,340	5,963,133
Unclaimed dividend	301,445	375,715
Managerial remuneration payable	1,611,222	3,535,278
Other liability	2,945,700	2,950,310
<b>Total</b>	<b>10,748,716</b>	<b>12,824,456</b>

17. Other Current Liabilities

Particulars	As at	
	31-03-19	31-03-18
Statutory Dues	89,503	98,888
<b>Total</b>	<b>89,503</b>	<b>98,888</b>

**R J Shah & Company Limited**  
**Notes to Profit and loss**  
(Amount in Rupees)

**18. Revenue from operations**

Particulars	Year Ended	
	31-03-19	31-03-18
Contract receipts	41,500,000	-
Other Work Receipts	2,500,000	-
<b>Total</b>	<b>44,000,000</b>	<b>-</b>

**19. Other Income**

Particulars	Year Ended	
	31-03-19	31-03-18
Interest Income		
- Long term investments <sup>1</sup>	11,808	11,808
- Fixed Deposits	11,947,102	12,275,370
Dividend on long term investments		-
Profit on sale of fixed assets		-
Gain/(loss) on long term investments	520	(24,320)
Other income	311,971	127,246
<b>Total</b>	<b>12,271,401</b>	<b>12,390,104</b>

**20. Changes in inventories**

Particulars	Year Ended	
	31-03-19	31-03-18
Opening WIP	56,635,007	49,626,254
(-) Closing stock	(56,635,007)	(56,635,007)
<b>Total</b>	<b>-</b>	<b>(7,008,753)</b>

**21. Employee Benefit expense**

Particulars	Year Ended	
	31-03-19	31-03-18
Salaries, Wages and Bonus	4,574,623	3,309,100
Contribution to Provident and Other Funds	70,277	76,893
Staff Welfare Expenses	96,607	102,061
<b>Total</b>	<b>4,741,507</b>	<b>3,488,054</b>

1. The Company's Provident Fund is exempted under Section 17 of Employee's
2. Eligible Employees receive benefits from provident fund which is a defined benefit

**22. Finance Cost**

Particulars	Year Ended	
	31-03-19	31-03-18
Interest on Deposits	1,349,636	1,349,636
Bank charges	25,505	28,967
<b>Total</b>	<b>1,375,141</b>	<b>1,378,603</b>

23. Other Expense

Particulars	Year Ended	
	31-03-19	31-03-18
Consumption of Stores and spares (Indegen)	166,475	85,950
Payment to sub-contractors	848,448	913,691
Electricity charges	171,663	187,308
Freight & cartage	(0,930)	14,783
Legal & Professional charges	3,118,945	1,575,363
Rent, rates & taxes	486,049	622,300
Insurance	204,780	196,560
Repairs & maintenance:-		
Machinery	33,504	37,470
Building	788,442	1,749,164
Conveyance Expenses	158,803	142,718
Travelling expenses	312,333	130,516
Telephone expenses	59,845	68,778
Printing & stationery	78,707	126,084
Office expenses	729,193	492,462
Motor car expenses	194,329	141,356
General expenses	36,835	64,053
Service Tax	-	22,500
Kitchen charges	2,096,027	1,483,574
Director's meeting fees	80,000	70,000
Payment to Auditors	123,000	117,500
Donations	615,000	-
Bad debts	-	-
Sundry balance written off	790,808	-
Income Tax of earlier years	(722,104)	(7,961)
<b>Total</b>	<b>10,602,012</b>	<b>8,234,369</b>

24. Value of Stores and Spares Consumed

Particulars	Year Ended 31 March 2019		Year Ended 31 March 2018	
	Value	% of Consumption	Value	% of Consumption
Imported	Nil	Nil	Nil	Nil
Indigenous	-	100%	1,325,864	100%
<b>Total</b>	<b>-</b>	<b>100%</b>	<b>1,325,864</b>	<b>100%</b>

25. Payment to Auditors

Particulars	Year Ended	
	31-03-19	31-03-18
Statutory Audit fees	72,000	72,000
Tax Audit Fees	25,000	29,500
Other Capacity	26,000	16,000
<b>Total</b>	<b>123,000</b>	<b>117,500</b>

26. Basic and Diluted Earnings per Share

Particulars	31-03-19	31-03-18
Net Profit/(loss) for the year (face)	27,650,791	3,754,317
Weighted average number of equity shares of Rs. 10/- each (Nos.)	280,100	280,100
Basic and Diluted earning per share (Rs.)	98.72	13.40

27. Contingent Liabilities and Capital Commitments

Particulars	31-03-19	31-03-18
Claims against company not acknowledged as debt		
BMC Property Tax	17,631,438	2,896,272
BPT Rent	13,927,210	12,983,999
<b>Total</b>	<b>31,558,648</b>	<b>15,880,271</b>

## 28. Related Party Disclosure

### 1. Key Managerial Personnel and Relatives

K. R. Shah	-Key Managerial Personnel
T. R. Shah	-Key Managerial Personnel
KEI (P) Ltd	- Company in which director is director
R.S.P.L	- Company in which director is director

2. The Following transactions were carried out with the related parties in ordinary course of business:

Transaction	31-03-19	31-03-18
<b>(a) Remuneration</b>		
K. R. Shah	1,500,000	1,500,000
T. R. Shah	1,080,000	1,080,000
<b>(b) Commission</b>		
K. R. Shah	423,731	-
T. R. Shah	423,731	-
<b>(c) Interest paid paid</b>		
K. R. Shah	844,828	844,828
T. R. Shah	504,808	504,808
<b>(d) Loans received</b>		
K. R. Shah	100,000	300,000
T. R. Shah	100,000	200,000
<b>(e) Loans Repaid</b>		
K. R. Shah	100,000	300,000
T. R. Shah	100,000	200,000
<b>(f) Deposits</b>		
K. R. Shah	7,680,261	7,680,261
T. R. Shah	4,589,150	4,589,150
<b>(g) Non-executive directors</b>		
Stipend Fee	80,000	70,000
Commission	400,000	-
<b>(h) Company in which director is a director</b>		
Service/Labour Charges		
KEI (P) Ltd	671,384	680,000
Rajendra Shipping Pvt Ltd.	25,215	35,000
Balance receivable/(Payable)		
KEI (P) Ltd	-	(345,746)
Rajendra Shipping Pvt Ltd.	(96,191)	(95,780)

## 29. Segment Reporting

The Company has a single segment namely "Engineering and Construction". Hence

30. In the opinion of the Management, current assets, loans and advances have a

## 31. Deferred Tax liability

Particulars	Year Ended	
	31-03-19	31-03-18
Opening balance	173,512	466,142
Add: charge for the year	(237,789)	(292,630)
Net Deferred tax liability	(64,278)	173,512

## 32. Corporate Social Responsibility

The amount of Rs.3,14,674 need to be spent on CSR Activities by the company for the

## 33. Events occurring after Balance sheet date

The Board of directors has recommended equity dividend of Rs. 5 per share i

34. The figures for previous year have been regrouped/rearranged wherever

As per Report of even date attached  
For Brijesh Dutt & Associates  
Chartered Accountants  
Firm Registration No: 144568W

Sd/-  
Brijesh Dutt Chaturvedi  
Proprietor  
Membership No. 135871  
Date: 24/05/2019

For and on behalf of the Board  
K. R. SHAH  
Din : 00402482  
Chairperson & Managing Director  
T. R. SHAH  
Joint Managing Director  
Din :00402478  
Directors 1. M. N. Patel  
Din : 00929485  
2. S.P. Masand  
Din : 371211  
3. S. A. Agrawal  
Din : 00402476  
4. R A Raichur  
Din : 00235556

R J SHAH & COMPANY LIMITED

CIN No: L45202MH1957PLC010986

Near Wadala Container Yard, Mahul Road, Antop Hill, Wadala (E), Mumbai - 400 037

Email: rjshah\_191@hotmail.com Tel: 022-24148081

FORM NO. MGT11

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

PROXY FORM

Name of the Members	
Registered Address	
E-mail ID	
Folio No.	

I / we, being the member(s) of ..... shares of the above named company, hereby appoint:

1	Name	
	Address	
	E-mail ID	
	Signature	

Or failing him/her

2	Name	
	Address	
	E-mail ID	
	Signature	

Or failing him/her

3	Name	
	Address	
	E-mail ID	
	Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 61<sup>st</sup> Annual General Meeting of the company, to be held on Monday the 30th September, 2019 at 4.00 pm at the registered office of the company and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution No.	Resolutions	Optional*	
		For	Against
1	Audited financial Statements of the Company as at 31 <sup>st</sup> March, 2019, together with the Profit & Loss Account for the year ended on that date and report of the Directors and Auditors thereon		
2	Declaration of Dividend for the year ended 31 <sup>st</sup> March, 2019		
3	Re-appointment of Dr Manubhai Patel, who retires by rotation		
4	Ratification of appointment of Statutory Auditors and fixing their remuneration.		
5	Re-appoint Shri Sunil Masand as an Independent Director		
6	Re-appoint Smt. Swati Agarwal as an Independent Director.		
7	Re-appoint Shri R. A. Raichur. as an Independent Director		
8	Commission to Executive & Non-Executive Directors		

Signed this ..... day of ..... 2019.

Signature of shareholder :

Signature of Proxy holder(s) :

Affix  
Revenue  
Stamp  
Rs. 1

Note:

1. 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.
2. A Proxy need not be a Member of the Company.
3. For the Resolutions and Explanatory Statement, please refer to the Notice of the 61<sup>st</sup> Annual General Meeting.

=====

R.J. SHAH & COMPANY LIMITED  
Cin No. L45202MH1957PLC010986  
Registered Office : Near Wadala Container Yard, Mahul Road, Antop Hill, Wadala (E), Mumbai – 400 037

**ATTENDANCE SLIP**

Serial No.

Name & Address of the Shareholder

Folio No.

No. of Shares

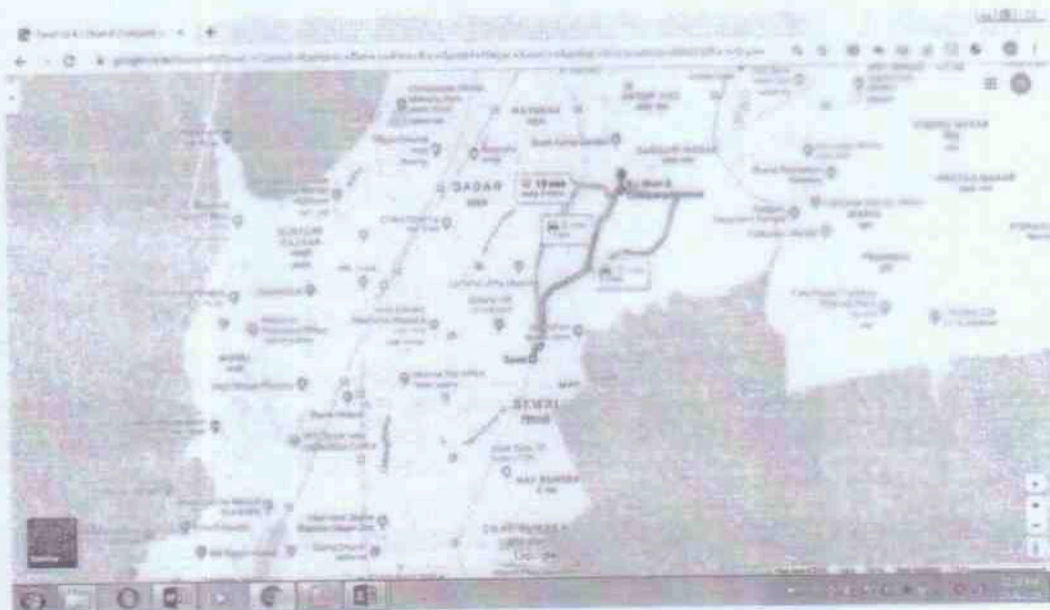
I hereby record my presence at the 61<sup>st</sup> ANNUAL GENERAL MEETING of the Company being held on Monday the 30<sup>th</sup> September, 2019 at 4.00 PM. at \* Near Wadala Container Yard, Mahul Road, Antop Hill, Wadala (E), Mumbai – 400 037.

Signature of the Member or Proxy

No. of Shares held

**Note:** PLEASE BRING THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF 'NEAR WADALA CONTAINER YARD, MAHUL ROAD, ANTOP HILL, WADALA (E), MUMBAI – 400 037

**Route Map to the venue of the AGM**





**Polling Paper**  
[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: <b>R.J. SHAH &amp; COMPANY LIMITED</b> Registered Office: Near Wadala Container Yard, Mahul Road, Antop Hill, Wadala (E), Mumbai – 400 037. CIN: L45202MH1957PLC010986 Email Id: <a href="mailto:rjshah_191@hotmail.com">rjshah_191@hotmail.com</a> Telephone No.022-24148082				
<b>BALLOT PAPER</b>				
<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>		
1.	Name of the first named Shareholder (in Block Letters)			
2	Postal address			
3	Registered Folio No.			
4	Class of Share	Equity Shares		
	Ordinary Business			
<b>No.</b>	<b>Item No.</b>	<b>No. of Shares held by me</b>	<b>I assent to the resolution</b>	<b>I dissent from the resolution</b>
1	Audited financial Statements of the Company as at 31 <sup>st</sup> March, 2019, together with the Profit & Loss Account for the year ended on that date and report of the Directors and Auditors thereon			
2	Declaration of Dividend for the year ended 31 <sup>st</sup> March, 2019			
3	Re-appointment of Dr Manubhai Patel, who retires by rotation			
4	Ratification of appointment of Statutory Auditors and fixing their remuneration.			
5	Re-appoint Shri Sunil Masand as an Independent Director			
6	Re-appoint Smt. Swati Agarwal as an Independent Director.			
7	Re-appoint Shri R. A. Raichur, as an Independent Director			
8	Commission to Executives & Non-Executive Directors			
Place: Date: <span style="float: right;">(Signature of the shareholder*)</span>				

(\*as per Company records)

Five  
Rupees  
Postal  
Stamp

BOOK POST

TO,  
R J SHAH & COMPANY LIMITED  
MAHUL ROAD, ANTOP HILL,  
WADALA (E),  
MUMBAI - 400037