



CIN NO.: U65990MH1994PLC084098

**Date: 12<sup>th</sup> December, 2020.**

To,  
**BSE Limited**  
The Corporate Relationship Department  
P.J. Towers, 1<sup>st</sup> Floor,  
Dalal Street,  
Mumbai - 400001.

**Dear Sirs,**

**Subject: Notice of 26<sup>th</sup> Annual General Meeting to be held through Video Conferencing and Annual Report 2019-20**  
**Ref: RAP Media Limited**  
**(Scrip Code: 531583)**

Pursuant to regulation 34(1) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 ("Listing Regulations"), please find enclosed herewith notice convening the 26<sup>th</sup> Annual General Meeting and the Annual Report of the Company for financial year 2019-20.

In compliance with General Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") the Notice convening the AGM and Annual Report of the Company for the financial year 2019-20 will be sent to all the members of the Company via email whose email addresses are registered with the Company or Depository Participant(s).

The AGM of the Company will be held on Thursday the 31<sup>st</sup> December, 2020 at 3.00 p.m. through Video Conferencing/ Other Audio Visual Means in accordance with the aforesaid circulars.

The Notice of AGM along with the Annual Report for the financial year 2019-20 is also being made available on the website of the Company at [www.rapmalls.com](http://www.rapmalls.com).

You are requested to take a note of the same and oblige.

Thanking you,

**For Rap Media Limited**

**Director**  
**Rupinder Singh Arora**  
**DIN:00043968**

**Registered Office :**

Arora House, 16 Golf Link, Union Park, Khar (West), Mumbai - 400 052.  
Tel. : 91-22-42905000 (10 Lines) / 26041313 / 14 / 15 • Fax : 91-22-26494657  
Website : [www.rapmedia.co.in](http://www.rapmedia.co.in) • Email : [info@rapmalls.com](mailto:info@rapmalls.com)



# **RAP MEDIA LTD.**

CIN: U65990MH1994PLC084098

**26<sup>th</sup> Annual Report  
2019-2020**



**BOARD OF DIRECTORS:**

|                          |  |
|--------------------------|--|
| Mr. Rupinder Singh Arora | – Managing Director                              |
| Ms. Ritika Arora         | – Non Executive Director                         |
| Mr. Chandir Gidwani      | – Independent Director                           |
| Mr. Navdeep Singh Khera  | – Independent Director<br>(upto 14th June, 2019) |
| Mr. Ravindra Joshi       | – Company Secretary                              |

**REGISTERED OFFICE:**

Arora House,  
16, Golf Link, Union Park,  
Khar (West), Mumbai – 400 052.

**AUDITORS:**

M/s. Vikrant Salunkhe & Associates,  
Chartered Accountants.  
11, Rama Pride, S.No.118A,  
Opposite Sarita Nagari, Phase 2,  
Axis Bank Lane, Off Sinhgad Road,  
Pune – 411 030.

**REGISTRAR & TRANSFER AGENTS:**

Sharex Dynamic (India) Private Limited  
Unit 1, Luthra Ind. Premises, Safed Pool,  
Andheri Kurla Road, Andheri (East),  
Mumbai – 400 072, Maharashtra, India.  
Merged with Link Intime India Private Limited  
With effect from 31st August, 2020.  
C-101, 247 Park, LBS Marg, Vikhroli West,  
Mumbai – 400 083, Maharashtra, India.

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**NOTICE OF 26th ANNUAL GENERAL MEETING**

Notice is hereby given that the **26th Annual General Meeting** of the Members of the Company **Rap Media Limited** will be held on **Thursday the 31st December, 2020**, at **03.00 p.m.** through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), to transact the following business:

**Ordinary Businesses:**

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2020, and the reports of the Board of Directors' and Auditors' thereon;
2. To appoint a Director in place of Ms. Ritika Arora (Din No.00102510), who retires by rotation and being eligible, offers herself for re-appointment;

By Order of the Board  
**For RAP MEDIA LIMITED**

Sd/  
**Ravindra Joshi**  
**Company Secretary**

Date: 8th December, 2020.  
Place: Mumbai.

**Registered Office:** 16, Arora House,  
New Gold Link, Union Park, Khar (West),  
Mumbai – 400 052.

CIN No.U65990MH1994PLC084098.

**NOTES:**

1. As you are aware of the global situation arising due to COVID-19 pandemic and the subsequent lockdown imposed by the Government of India, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and the Securities and Exchange Board of India vide its Circular dated May 12, 2020 (the "SEBI Circular"), has allowed the Companies to conduct the AGM through VC/OAVM without the physical presence of the Members at a common venue. Accordingly, as per MCA and SEBI Circular and the applicable provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ( the "SEBI Listing Regulations"), The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM only through VC/OAVM.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
3. The Explanatory Statement as required by section 102 of the companies act, 2013, is not annexed to this notice as there are no special businesses proposed to be transacted at the meeting.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.

5. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and SEBI Listing Regulations and SEBI circular dated May 12, 2020.
6. Relevant documents referred to in the accompanying Notice would be available for inspection by the members at the Registered Office of the Company on all working days, except Saturday / Sunday & Public Holidays, between **11.00 a.m. to 1.00 p.m.** up to the date of the Annual General Meeting.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from **25th December, 2020 to 31st December, 2020** (Both Days Inclusive) for the purpose of the Annual General Meeting.
8. Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID/ DP IN in all correspondence, so as to enable the Company to address any future communication at their correct address.
9. Members may please note that since the AGM of the Company will be held through VC / OAVM, the Route Map is not annexed in this Notice.
10. Members desirous of seeking any information concerning the Accounts or operations of the Company is requested to address their queries in writing to the Company at an early date, so that the requested information can be made available at the time of the meeting.
11. Members holding shares in physical forms are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Member can contact the Company or the Company's Registrar and Transfer Agent, **Shrex Dynamic (India) Private Limited**, for assistance in this regard.
12. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
13. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members holding shares in single name are advised, in their own interest to avail of the nomination facility by filling form with Depository Participants. Members holding shares in the dematerialized form may contact their depository Participant for recording nomination in form may contact their depository Participant for recording nomination in respect of their shares.
14. Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Registrar & Share Transfer Agent.
16. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports & other communications through electronic mode to those members whose email IDs are registered with the Company/Depository Participants(s). As per provisions of Section 20 of the Companies Act, 2013 read with Rules thereunder, a document may be served on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivering at his/her office/home address or by such electronic mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to his/her Depository Participants(s)/Company Share Transfer Agent from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the Company in its Annual General Meeting. For members who have not registered their email address with the Company, the

service of documents will be affected by other modes of services as provided in Section 20 of the Companies Act, 2013 read with the relevant Rules there under. Printed copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Ballot Paper and Proxy Form is being sent to all members in the permitted mode.

17. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2020 will also be available on the Company's website [www.rapmedia.co.in](http://www.rapmedia.co.in) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: [grievances@rapmalls.com](mailto:grievances@rapmalls.com).
18. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then they cannot vote by Physical Ballot or vice versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
19. The E-voting period for all items of **business contained in this Notice shall commence from Monday the 28th December, 2020 at 9.00 a.m.** and will end on **Wednesday the 30th December, 2020 at 5.00 p.m.** During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cut off date of **25th December, 2020**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.  
  
The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on **25th December, 2020**.
20. The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of Annual General Meeting.
21. The Scrutinizer shall immediately after the conclusion of voting at the meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make, not later than 3 days of conclusion of the meeting and after scrutinizing such votes received shall make a Scrutinizer's report of the votes cast in favour or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.
22. The Route Map of the venue of the Annual General Meeting forms part of this Notice and is published elsewhere in the Annual Report of the Company.
23. **Voting through electronic means:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

**The instructions for shareholders voting electronically are as under:**

The voting period begins on **Monday the 28th December, 2020 at 9.00 a.m.** and will end on **Wednesday the 30th December, 2020 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **25th December, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID.
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - d. Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login – Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

| <b>For Members holding shares in Demat Form and Physical Form</b> |   |
|---|---|
| PAN   | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>● Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul> |
| Dividend Bank Details OR Date of Birth (DOB)                      | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>   |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



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- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant RAP Media Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting” available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/ RTA email id.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
  2. Only those shareholders, who are present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
  3. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
  4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](https://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

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- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [info@rapmalls.com](mailto:info@rapmalls.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

By Order of the Board  
**For RAP MEDIA LIMITED**

Sd/  
**Ravindra Joshi**  
**Company Secretary**

Date: 8th December, 2020.  
Place: Mumbai.

**Registered Office:** 16, Arora House,  
New Gold Link, Union Park, Khar (West),  
Mumbai – 400 052.

CIN No.U65990MH1994PLC084098.

**DIRECTORS' REPORT AND MANAGEMENT DISCUSSION & ANALYSIS**

To,  
The Members,  
Rap Media Limited

Your Directors have pleasure of presenting before you the 26th Annual Report of your Company along with the Audited financial statements for the financial year ended 31st March 2020. The Management Discussion and Analysis forms an integral part of this Directors' Report.

**1. SUMMARY OF FINANCIAL RESULTS:**

The Company's financial performance, for the year ended 31st March, 2020 is summarized below:

| <b>PARTICULARS</b>                                    | <b>Year Ended<br/>31st March, 2020</b> | <b>Year ended<br/>31st March, 2019</b> |
|---|--|--|
| Revenue from Operations                               | Rs. 1,09,44,492/-                      | Rs.1,19,99,997/-                       |
| Other Incomes   |  |  |
| Comes   | Rs. 55,35,186/-                        | Rs.94,02,172/-                         |
| <b>Total Revenue</b>                                  | <b>Rs. 1,64,79,678/-</b>               | <b>Rs. 2,14,02,169/-</b>               |
| Expenses excluding Depreciation, Interest & Tax       | Rs. 1,66,93,037/-                      | Rs. 1,85,37,615/-                      |
| <b>Profit Before Interest, Depreciation &amp; Tax</b> | <b>(Rs.2,13,359/-)</b>                 | <b>Rs. 28,64,554/-</b>                 |
| Depreciation & Amortization for the year              | Rs. 26,23,353/-                        | Rs. 24,60,984/-                        |
| Interest/ Finance Cost                                | Rs. 2,77,895/-                         | Rs. 3,47,305/-                         |
| <b>Profit/(Loss) Before Taxation</b>                  | <b>(Rs.31,14,607/-)</b>                | <b>Rs. 56,265/-</b>                    |
| Provision for Income Tax                              | NIL                                    | NIL                                    |
| Provision for Deferred Tax                            | (Rs.46,53,639/-)                       | (Rs.1,24,492/-)                        |
| MAT Credit Entitlement availed                        | NIL                                    | NIL                                    |
| <b>Profit/(Loss) After Taxation</b>                   | <b>Rs. 15,39,032/-</b>                 | <b>Rs. 1,80,757/-</b>                  |

**2. OPERATIONS:****Overall Review of the Business of the Company:****Financial Performance of the Company:**

During the year the Company has achieved a total turnover of Rs.1,64,79,678/- as compared to Rs.2,14,02,169/-.

The Company has incurred loss of Rs.31,14,607/- during the financial year. However due to Deferred Tax adjustments, Profit after tax arrived at Rs.15,39,032/-

Your Director strives to achieve better performance in the future taking maximum efforts to control the costs and optimize the results in the coming years.

**Details of previous financial years' turnover:**

As the shareholders are bound to compare the figures of total turnover of last financial year with that of current year's the management is of the view to clarify the details of previous financial year's turnover.

The financial results of the Company for quarter ended 31st December, 2017, reflects the total revenue of Rs.4 Crores, which has been apportioned out of the final settlement of ongoing dispute with Carnival Cinema Private Limited.

In the recent past, the Company tried to sell off its Mall at Agra and against which it has received an advance of Rs.11 Cr. from the potential buyer. The potential buyer happened to be the Carnival Cinema Private Limited, who had also taken on the lease the mall at Meerut. The Carnival was having outstanding of around 5 Cr. against the Rent for using the property at Meerut. The same never received and the Company has appropriated the same against the advance received from them against the proposed purchase of property at Agra.

This matter went into dispute and finally after having rounds of discussions and negotiations, the Company has finally paid off Rs.2.25 Cr. to Carnival Cinema against the final settlement of dispute. Accordingly out of Rs.11 Cr., Rs.5 Cr. were apportioned against the Rents dues from Carnival Cinema for the use of Meerut mall and Rs.1.75 Cr. were paid and remaining amount has been apportioned as revenue of the Company. The final profit of Rs.3.75 Cr. in the financial results is merely an accounting treatment of the income and money already received in the past. The Company has not earned any income as such from its operations.

The profit arising is merely out of the accounting treatment of the whole settlement and hence there is no actual realization of any money or profit as such.

**Future Outlook:**

You will also appreciate the fact that the Management has no control over the market forces and all are aware of the challenging times faced by Real Estate players. Even the major players like DLF, DB Realty, Unitech etc. are highly stressed. The only silver lining in our case is that the Company is having “Zero Debt” and has been able to weather all the storms.

The Management and Board of Directors are striving and committed to bring the Company to the right track and bring back the prosperity which the Shareholders have once seen and have relied upon.

Your Director strives to achieve better performance in the future taking maximum efforts to control the costs and optimize the results in the coming years.

**3. Significant Events during the financial year:**

There are no significant events during the financial year.

**4. DIVIDEND:**

In view of strengthening its financial position and to fund its ongoing projects, the Board of Directors of the Company is of the view to plough back the profits of the Company in to the business.

**5. TRANSFER TO RESERVES:**

Your Directors do not propose to carry any amount to any reserves, during the financial year.

**6. ACCEPTANCE OF DEPOSIT:**

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

**7. DIRECTORS:**

The Board of Directors of the Company, at present, comprises in all 3 Directors, who have wide and varied experience in different disciplines of corporate functioning.

The details are as below:-

| Sr. No. | Name of the Director & DIN No.             | Designation                  |
|---------|--|------------------------------|
| 1.      | Mr. Rupinder Singh Arora DIN No. 00043968  | Chairman & Managing Director |
| 2.      | Mr. Chandir Gidwani DIN No. 00011916       | Independent Director         |
| 3.      | Ms. Ritika Rupinder Arora DIN No. 00102510 | Director                     |

All independent directors have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013.

During the financial year under review there are no changes in the composition of the Board of Directors of the Company.

Whereas Mr. Navdeep Singh Khara, Independent Director of the Company has vacated the office of the Director pursuant to provisions of section 167 after incurring the disqualification pursuant to provisions of section 164(2) of the Companies Act, 2013. He vacated the office of the Directorship with effect from 14th June, 2019.

**8. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF THE REPORT:**

There are no significant events affecting the financial position between the end of the financial year and date of the Report.

**9. DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to provisions of section 134(3)(c) of the Companies Act, 2013, the Directors confirm that, to the best of their knowledge and belief:

In the preparation of Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;

- a) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- b) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- c) The director had prepared the annual accounts on going concern basis; and
- d) The director had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;

**10. CORPORATE SOCIAL RESPONSIBILITY:**

The provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility (CSR) are not applicable to the Company as the Company has posted losses.

**11. DISCLOSURE AS PER THE SECTION 134 OF THE COMPANIES ACT, 2013 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014:**

**a) Extract of Annual Report:**

The extract of Annual Report in the Form MGT-9 is annexed to this report as Annexure "1".

**b) Declaration by Independent Directors:**

The Board has received the declaration from all the Independent Directors as per the Section 149(7) of the Companies Act, 2013 and the Board is satisfied that all the Independent Directors meet the criteria of independence as mentioned in Section 149(6) of the Companies Act, 2013, except Mr. Navdeep Singh Khara who was disqualified pursuant to section 164(2) of the Companies Act, 2013 with effect from 31st October, 2018 to 30th October, 2023.

**c) Company's Policy on Directors appointment and Remuneration:**

The Nomination Remuneration and Compensation Committee has put in a place the policy on board diversity for appointment of directors taking into consideration qualification and wide experience of the directors in the fields of banking, finance, regulatory, administration, legal, commercial vehicle segment apart from compliance of legal requirements of the Company.

The remuneration policy of the Company has been so structured in order to match the market trends of the Real Estate, Construction and Mall management industry. The Board in consultation with the Nomination and Remuneration & Compensation Committee decides the remuneration policy for Directors. The Company has made adequate disclosures to the members on the remuneration paid to Directors from time to time. Remuneration/ Commission payable to Directors is determined by the contributions made by the respective Directors for the growth of the Company.

The Policy of the Company on Director's appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a Director and other matters as required under Section 178 sub-section 3 of the Companies Act, 2013 is available. We affirm that the remuneration paid to the Directors is as per the terms laid out in the nomination and remuneration policy of the Company.

**d) Board Evaluation:**

As required under the provisions of Section 134(3)(p) and Regulation 27 of the Listing Regulations, the Board has carried out an annual performance evaluation of its own performance, and the manner in which such performance evaluation was carried out is as under:

The performance evaluation framework is in place and has been circulated to all the directors to seek their response on the evaluation of the entire Board and independent directors. The Nomination Remuneration and Compensation Committee have carried out evaluation of director's performance. The criteria of evaluation is exercise of responsibilities in a bona fide manner in the interest of the Company, striving to attend meetings of the Board of Directors/ Committees of which he/she is a member/ general meetings, participating constructively and actively in the meetings of the Board / committees of the Board etc.

**e) Particulars of Contracts or Arrangements with Related Parties:**

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

**f) Risk Management Policy:**

During the year, Management of the Company evaluated the existing Risk Management Policy of the Company to make it more focused in identifying and prioritizing the risks, role of various executives in monitoring & mitigation of risk and reporting process. Its aim is to enhance shareholders value and provide an optimum risk-reward tradeoff. The Risk Management Policy has been reviewed and found adequate to the requirements of the Company, and approved by the Board.

The Management evaluated various risks and that there is no element of risk identified that may threaten the existence of the Company.

**g) Whistle Blower Policy / Vigil Mechanism:**

The Company has established a whistle-blower policy and also established a mechanism for directors and employees to report their concerns.

**h) Financial Summary/ Highlights:**

The details are spread over in the Annual Report as well as are provided in the beginning of this report.

**i) Internal Financial Control System 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 reports are reviewed by Audit Committee.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

**j) Conservation Of Energy, Technology Absorption & Foreign Exchange Earning And Outgo:**

Particulars, as prescribed under section 134 (3) (m) of the Companies Act, 2013, read with the Rule 8 (3) of Companies (Accounts) Rules, 2014 or any other law as may be applicable are given in Annexure "2" enclosed.

**k) Particulars Of Loans, Guarantees And Investments U/S 186:**

There are no instances of loans, guarantees or investments under section 186 of the Companies Act, 2013. The details of the investments made by company are given in the notes to the financial statements.

**12. BOARD MEETINGS, BOARD OF DIRECTORS, KEY MANAGERIAL PERSONNEL & COMMITTEES OF DIRECTORS****a) Board of Directors:**

As members must be aware that at present the Board of Directors is consists of 3 Directors namely Mr. Rupinder Singh Arora as Chairman and Managing Director, Mr. Chandir Gobind Gidwani as Director, and Ms. Ritika Arora as Director of the company. Whereas during the financial year Mr. Navdeep Singh Khara, Independent Director of the Company has vacated the office due to he becoming disqualified under section 164(2) of the Companies Act, 2013 and being liable to vacate the office pursuant to section 167 of the Companies Act, 2013.

**b) Board Meetings:**

The Board of Directors of the Company met 6 times during the year 2019-2020. The details of various Board Meetings held are on 30th May, 2019, 14th August, 2019, 5th September, 2019, 7th October, 2019, 14th November, 2019 and 14th February, 2020. The gap intervening between two meetings of the board is as prescribed in the Companies Act, 2013.

**c) Changes in Directors & Key Managerial Personnel:**

There have been no changes in the Directors and Key Managerial Personnel during the Financial Year 2019-2020.

**d) Independent Directors:**

The following independent directors are on the Board of Directors.

1. Mr. Chandir Gidwani

The Company has received necessary declarations from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013, with effect from 31st October, 2018 to 30th October, 2023.



Whereas during the financial year Mr. Navdeep Singh Khara, Independent Director of the Company has vacated the office due to he becoming disqualified under section 164(2) of the Companies Act, 2013 and being liable to vacate the office pursuant to section 167 of the Companies Act, 2013.

**e) Details of remuneration to Directors:**

The information relating to remuneration of directors as required under Section 197(12) of the Companies Act, 2013, is provided in the report.

**f) Board Committees:**

The Company has the following Committees of the Board along with details of its compositions

| Sr. No. | Name of the Committee                 | Members of the Committee  |
|---------|---------------------------------------|---|
| 1.      | Audit Committee                       | Mr. Chandir Gidwani –Chairman<br>Ms. Ritika Arora– Member<br>Mr. Rupindersingh Arora – Member |
| 2.      | Nomination and Remuneration Committee | Mr. Chandir Gidwani –Chairman<br>Ms. Ritika Arora– Member<br>Mr. Rupindersingh Arora – Member |
| 3.      | Stakeholders' Relationship Committee  | Mr. Chandir Gidwani –Chairman<br>Ms. Ritika Arora– Member<br>Mr. Rupindersingh Arora – Member |

The further details as to number of meetings of the committees, their dates etc are provided in the Corporate Governance Report.

**13. MEETING OF BOARD OF DIRECTORS:**

There were six meetings of the Board of directors during the year. The gap intervening between two meetings of the board is as prescribed in the Companies Act, 2013.

**14. AUDIT COMMITTEE OF THE BOARD OF DIRECTORS:**

At present the Audit committee comprises of Mr. Chandir Gidwani (Chairman), Mr. Rupinder Singh Arora and Ms. Ritika Arora, Directors of the Company. There were four meetings of the Audit Committee during the year.

The Committee met 4 times on 30th May, 2019, 14th August, 2019, 14th November, 2019 and 14th February, 2020, during the financial year.

**15. AUDIT COMMITTEE RECOMMENDATION:**

During the year all the recommendations of the Audit Committee were accepted by the Board.

**16. NOMINATION REMUNERATION AND COMPENSATION COMMITTEE:**

The Nomination Remuneration and Compensation Committee comprises of Mr. Chandir Gidwani (Chairman) independent Director, Mr. Rupinder Singh Arora and Ms. Ritika Arora (Member), of the Company. There was no meeting of Nomination Remuneration and Compensation Committee was conducted during the year 2019-20 as there were no appointments, change in designation or increase or decrease in remuneration of any of the Directors of the Company.

**17. STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

The Nomination Remuneration and Compensation Committee comprises of Mr. Chandir Gidwani (Chairman) independent Director, Mr. Rupinder Singh Arora and Ms. Ritika Arora (Member), of the Company. The Committee met 4 times on 30th May, 2019, 14th August, 2019, 14th November, 2019 and 14th February, 2020, during the financial year.

**18. CORPORATE GOVERNANCE:**

Pursuant to newly applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of Corporate Governance, comprising the regulations contained in Chapter IV i.e. Regulation 15 to 27, are not applicable to the Company as the Company falls under the exemption criteria of having a paid up share capital of less than Rs.10 Crores or having net worth less than Rs.25 Cr., the Company is not required to comply with any of the provisions of the Corporate Governance Report including the various disclosures in the Annual Report.

**19. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND ("IEPF").**

As required under the provisions of Section 205A and 205C and other applicable provisions of Companies Act, 1956 (the corresponding provisions in the Companies Act, 2013 have not been notified, and hence the earlier law is still applicable in respect of these provisions), dividends that remain unpaid/unclaimed for a period of seven years, are to be transferred to the account administered by the Central Government viz: "Investor Protection and Education Fund".

During the year there were no transfer made on account of IEPF, also there were no any unclaimed dividend remained in the bank account so far.

**20. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:**

During the year there were no significant and material orders passed by the Regulators or Courts, except the information of Court Cases and orders passed by the Regulatory Authorities as disclosed in the Notes to the Accounts part of this Report.

**21. DISCLOSURE AS REQUIRED UNDER SECTION 22 OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

As per requirement of Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has already maintained internal policy to prevent women's harassment at work place and covered all employees so they could directly make complaints to the management or Managing Director and other members of the Board of Directors and Key Managerial Personals, if such situation arises. The management and Committee together with confirm total number of complaints received and resolved during the year is as follows:

- a) No. of complaints received: NIL
- b) No. of complaints disposed: NIL

**22. INDUSTRIAL RELATIONS:**

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

**23. DIRECTORS' DISQUALIFICATION:**

None of the directors of the Company is disqualified as per the provision of section 164(2) of the Companies Act, 2013 or any other law as may be applicable, as on 31st March 2020, except Mr. Navdeep Singh Khera, Independent Director of the Company has vacated the office due to he becoming disqualified under section 164(2) of the Companies Act, 2013 and being liable to vacate the office pursuant to section 167 of the Companies Act, 2013.

**24. HUMAN RESOURCES:**

None of the employees of the Company had drawn remuneration in excess of the limits prescribed in terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any other law as may be applicable.

The relation between employees and management are cordial during the year.

**25. SUBSIDIARY COMPANIES:**

The Company does not have any subsidiary during the year.

**26. AUDITORS:**

M/s. Vikrant Salunke & Associates, Chartered Accountants, Pune, having Firm Registration No.128704W who were appointed as the Statutory Auditors of the Company for a period of five years from the conclusion of 23rd Annual General Meeting till the conclusion of 28th Annual General Meeting.

Pursuant to notification issued by Ministry of Corporate Affairs on 7th May, 2018, amending section 139 of the Companies Act, 2013, the mandatory requirement for ratification of appointment of Auditors by the members at every AGM has been omitted and hence your Company has not proposed ratification of appointment of M/s. Vikrant Salunke & Associates, Chartered Accountants, Pune, at the forthcoming AGM.

**27. AUDITORS' REPORT:**

The observation made in the Auditors' Report read together with relevant notes thereon are self explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

**28. SECRETARIAL AUDIT:**

The Board had appointed M/s. DSM & Associates, Company Secretaries, to carry out Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the financial year 2019-20. The Secretarial Audit Report is annexed to this report as Annexure "4".

The Secretarial Audit Report does qualification and reply of management to that it as follows:

1. It is observed that the notices and agenda of the Board meeting was not circulated to the Board of Directors, seven days in advance, as required under the Secretarial Standards:

At present the secretarial work of the Company is handled by Company Secretary of the Company, who happens to be very old employee of the Company. Due to his ill health, he attends the office less frequently and as and when required. Hence depending upon these factors, the Company may have failed to send the notice and agenda to the Board of Directors well in advance, but the Company has always filed the necessary intimations and disclosures to the BSE.

2. The Website of the Company was not showing full disclosures as require under the SEBI LODR and other regulations.

During the year the website of the Company was under maintenance for some time. The Company has opted services of different service provider in this regards and hence the takeover of matter from previous service provider delayed the updation of website for quite some time.

3. The Shareholding pattern for quarter ended 31st December, 2018, was filed on 22nd January, 2019, instead of 21st January, 2019, hence causing the delay of 1 day in compliance of reg.31 of the SEBI LODR Regulations, 2015.

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It was a technical mistake from RTA's side as to updating its Annual Maintenance Charges for its services in its system, hence causing the delay in receipt of shareholding pattern in time.

4. Composition of the Board is not as per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence the Company did not Comply provisions of Section 177 and 178 of the Companies Act, 2013.

The vacation of office is the act needs to be initiated by the concerned director and the Company can do the necessary filing of intimation of his vacation of office only after receipt of his notice of vacation.

The Company is searching for suitably experienced person to act as an Independent Director but considering the recent dips in the operations of the Company, the Company is finding it very difficult to appoint someone as an Independent Director.

**29. ACKNOWLEDGEMENT:**

Your Directors take this opportunity to express their gratitude to all Shareholders, Investors, clients, vendors, bankers, Regulatory and Government authorities, Stock Exchanges and business associates for their cooperation, encouragement and continued support extended to the Company. Your Directors also wish to place on record their appreciation to the Associates for their continuing support and unstinting efforts in ensuring an excellent all round operational performance at all levels.

By Order of the Board  
**For Rap Media Limited**

Sd/-  
**Rupinder Singh Arora**  
Chairman & Managing Director  
DIN: 00043968.

Date: 8th December, 2020.  
Place: Mumbai.

**Registered Office:**

Arora House,  
16, Golf Link, Union Park,  
Khar (West), Mumbai – 400 052.

CIN: U65990MH1994PLC084098

"Annexure 1"

## Annual Return Extracts in MGT 9

Form No. MGT-9

## EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2020

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

## I. REGISTRATION &amp; OTHER DETAILS:

|     |  |   |
|-----|--|---|
| I   | CIN  | U65990MH1994PLC084098   |
| ii  | Registration Date  | 28/12/1994  |
| iii | Name of the Company  | Rap Media Limited   |
| iv  | Category/Sub-category of the Company                                       | Company Limited By Shares/ Indian Non Government Company  |
| V   | Address of the Registered office & contact details                         | Arora House 16 Golf Link Union Park, Khar West, Mumbai – 400 052<br>Email id: info@rapmalls.com   |
| Vi  | Whether listed Company   | Yes   |
| vii | Name, Address & contact details of the Registrar & Transfer Agent, if any. | Sharex Dynamic (India) Pvt. Ltd.<br>Unit 1, Luthra Ind Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai, Maharashtra – 400 072.<br>Merged with Link Intime India Private Limited With effect from 31st August, 2020.<br>C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai – 400 083, Maharashtra, India. |

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

| Sr. No | Name & Description of main products/services | "NIC Code of the Product /service" | "% to total turnover of the Company" |
|--------|--|------------------------------------|--------------------------------------|
| 1      | Real Estate Activities                       | 7010                               | 100                                  |

## III. PARTICULARS OF HOLDING, SUBSIDIARY &amp; ASSOCIATE COMPANIES:

| Sr. No | Name & Address of the Company | CIN/GLN | HOLDING/ SUBSIDIARY/ ASSOCIATE | % OF SHARES HELD | APPLICABLE SECTION |
|--------|-------------------------------|---------|--------------------------------|------------------|--------------------|
|        |                               |         |                                |                  |                    |
| N.A    |                               |         |                                |                  |                    |

**D. SHARE HOLDING PATTERN (Equity Share capital Break up as % to total Equity)**

**i) Category-wise Share Holding**

| Category of Shareholders  | No. of Shares held at the beginning of the year (01 <sup>st</sup> April, 2019) |              |                |                   | No. of Shares held at the end of the year (31 <sup>st</sup> March, 2020) |              |                |                   | % Change during the year |
|---|--|--------------|----------------|-------------------|--|--------------|----------------|-------------------|--------------------------|
|   | Demat  | Physical     | Total          | % of Total Shares | Demat  | Physical     | Total          | % of Total Shares |                          |
| <b>A. Promoters</b>   |  |              |                |                   |  |              |                |                   |                          |
| (1) Indian  |  |              |                |                   |  |              |                |                   |                          |
| a) Individual/HUF   | 2332162  | 28           | 2332190        | 39.660            | 2332162  | 28           | 2332190        | 39.660            |                          |
| b) Central Govt. or State Govt.   | 0  | 0            | 0              | 0                 | 0  | 0            | 0              | 0                 | 0                        |
| c) Bodies Corporates  | 0  | 0            | 0              | 0                 | 0  | 0            | 0              | 0                 | 0                        |
| d) Bank/Fl  | 0  | 0            | 0              | 0                 | 0  | 0            | 0              | 0                 | 0                        |
| e) Any other  | 0  | 0            | 0              | 0                 | 0  | 0            | 0              | 0                 | 0                        |
| <b>SUB TOTAL:(A) (1)</b>  | <b>2332162</b>   | <b>28</b>    | <b>2332190</b> | <b>39.656</b>     | <b>2332162</b>   | <b>28</b>    | <b>2332190</b> | <b>39.656</b>     | <b>0</b>                 |
| (2) Foreign   |  |              |                |                   |  |              |                |                   |                          |
| a) NRI- Individuals   | 0  | 0            | 0              | 0                 | 0  | 0            | 0              | 0                 | 0                        |
| b) Other Individuals  | 0  | 0            | 0              | 0                 | 0  | 0            | 0              | 0                 | 0                        |
| c) Bodies Corp.   | 0  | 0            | 0              | 0                 | 0  | 0            | 0              | 0                 | 0                        |
| d) Banks/Fl   | 0  | 0            | 0              | 0                 | 0  | 0            | 0              | 0                 | 0                        |
| e) Any other...   | 0  | 0            | 0              | 0                 | 0  | 0            | 0              | 0                 | 0                        |
| <b>SUB TOTAL (A) (2)</b>  | <b>0</b>   | <b>0</b>     | <b>0</b>       | <b>0</b>          | <b>0</b>   | <b>0</b>     | <b>0</b>       | <b>0</b>          | <b>0</b>                 |
| <b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>                            | <b>2332162</b>   | <b>28</b>    | <b>2332190</b> | <b>39.660</b>     | <b>2332162</b>   | <b>28</b>    | <b>2332190</b> | <b>39.660</b>     | <b>0</b>                 |
| <b>B. PUBLIC SHAREHOLDING</b>   |  |              |                |                   |  |              |                |                   |                          |
| (1) Institutions  |  |              |                |                   |  |              |                |                   |                          |
| a) Mutual Funds   | 0  | 0            | 0              | 0                 | 0  | 0            | 0              | 0                 | 0                        |
| b) Banks/Fl   | 0  | 0            | 0              | 0                 | 0  | 0            | 0              | 0                 | 0                        |
| c) Central govt   | 0  | 0            | 0              | 0                 | 0  | 0            | 0              | 0                 | 0                        |
| d) State Govt.  | 0  | 0            | 0              | 0                 | 0  | 0            | 0              | 0                 | 0                        |
| e) Venture Capital Fund   | 0  | 0            | 0              | 0                 | 0  | 0            | 0              | 0                 | 0                        |
| f) Insurance Companies  | 0  | 0            | 0              | 0                 | 0  | 0            | 0              | 0                 | 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                        |
| <b>SUB TOTAL (B)(1):</b>  | <b>0</b>   | <b>0</b>     | <b>0</b>       | <b>0</b>          | <b>0</b>   | <b>0</b>     | <b>0</b>       | <b>0</b>          | <b>0</b>                 |
| (2) Non Institutions  |  |              |                |                   |  |              |                |                   |                          |
| a) Bodies corporate   | 1637897  | 300          | 1638197        | 27.86             | 1632201  | 300          | 1632501        | 27.76             | -0.10                    |
| i) Indian   | 0  | 0            | 0              | 0                 | 0  | 0            | 0              | 0                 | 0                        |
| ii) Overseas  | 0  | 0            | 0              | 0                 | 0  | 0            | 0              | 0                 | 0                        |
| b) Individuals  | 0  | 0            | 0              | 0                 | 0  | 0            | 0              | 0                 | 0                        |
| i) Individual shareholders holding nominal share capital up to Rs.1 lakhs           | 761728   | 26700        | 788428         | 14.41             | 782403   | 26700        | 809103         | 13.76             | 0.35                     |
| ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs | 574398   | 26700        | 601098         | 10.220            | 561808   | 26700        | 588508         | 10.01             |                          |
| c) Others (specify)   |  |              |                |                   |  |              |                |                   |                          |
| NRI   | 29137  | 0            | 29137          | 0.49              | 29222  | 0            | 29222          | 0.49              | 0                        |
| HUF   | 0  | 0            | 0              | 0                 | 0  | 0            | 0              | 0                 | 0                        |
| Clearing Members  | 3434   | 0            | 3434           | 0.058             | 1413   | 0            | 1413           | 0.024             | 0                        |
| <b>SUB TOTAL (B)(2):</b>  | <b>3475797</b>   | <b>73013</b> | <b>3548810</b> | <b>60.344</b>     | <b>3475797</b>   | <b>73013</b> | <b>3548810</b> | <b>60.34</b>      | <b>0</b>                 |
| <b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>                                  | <b>3475448</b>   | <b>73062</b> | <b>3548810</b> | <b>60.344</b>     | <b>3475797</b>   | <b>73013</b> | <b>3548810</b> | <b>60.34</b>      | <b>0</b>                 |
| <b>C. Shares held by Custodian for GDRs &amp; ADRs</b>                              | <b>0</b>   | <b>0</b>     | <b>0</b>       | <b>0.00</b>       |  |              |                |                   |                          |
| <b>Grand Total (A+B+C)</b>  | <b>5807959</b>   | <b>73041</b> | <b>5881000</b> | <b>100</b>        | <b>5807959</b>   | <b>73041</b> | <b>5881000</b> | <b>100</b>        |                          |

**(ii) Shareholding of Promoters**

| Sl No. | Shareholder's Name   | Shareholding at the beginning of the year (01.04.2019) |                                  |   | Shareholding at the end of the year (31.03.2020) |                                  | % change in share holding during the year       |           |
|--------|----------------------|--|----------------------------------|---|--|----------------------------------|---|-----------|
|        |                      | No. of Shares  | % of total Shares of the company | % of Shares Pledged/ encumbered to total shares | No. of Shares                                    | % of total Shares of the company | % of Shares pledged/ encumbered to total shares |           |
| 1      | Rupinder singh Arora | 1883090  | 32.02                            | 0   | 1883090  | 32.02                            | 0   | No Change |
| 2      | Dilawar singh Arora  | 434000   | 7.38                             | 0   | 434000   | 7.38                             | 0   | No Change |
| 3      | Priyanka Arora       | 7300   | 0.124                            | 0   | 7300   | 0.12                             | 0   | No Change |
| 4      | Amrita Arora         | 7300   | 0.124                            | 0   | 7300   | 0.12                             | 0   | No Change |
| 5      | Deepi Arora          | 500  | 0.009                            | 0   | 500  | 0.009                            | 0   | No Change |
|        | <b>Total</b>         | <b>2332190</b>   | <b>39.656</b>                    | <b>0</b>  | <b>2332190</b>                                   | <b>39.641</b>                    | <b>0</b>  |           |

**(iii) Change In Promoters' Shareholding (Specify If There Is No Change)**

| Sl. No. | Share holding at the beginning of the Year  |                                  | Cumulative Share holding 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 shareholding during the year specifying the reason for increase/ decrease | No Change                        |  |                                  |
|         | At the end of the Year  |                                  |  |                                  |

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

| sr.no | Name                                      | No. of Shares at the beginning/ end of the year | % of total Shares of the company | Date                     | Increasing/ Decreasing in Shareholding | Reason      | Cumulative No. of Shares | % of total Shares of the company |
|-------|---|---|----------------------------------|--------------------------|--|-------------|--------------------------|----------------------------------|
| 1.    | Centrum Capital Limited                   | 608550  | 10.348                           | 01.04.2018<br>31.03.2019 | 0                                      | No Change   | No Change                | 10.348                           |
| 2.    | Top Class Capital Markets Private Limited | 550000  | 9.352                            | 01.04.2018<br>31.03.2019 | 0                                      | No Change   | No Change                | 9.352                            |
| 3.    | Polyfibre Industries Pvt Ltd              | 3,45,000  | 5.866                            | 01.04.2017<br>31.03.2018 | -                                      | No Transfer | 3,45,000                 | 5.866                            |

| Sr. No. | Name                 | No. of Shares at the beginning/ end of the year | % of total Shares of the company | Date       | Increasing/ Decreasing in Shareholding | Reason      | Cumulative No. of Shares | % of total Shares of the company |
|---------|----------------------|---|----------------------------------|------------|--|-------------|--------------------------|----------------------------------|
| 4.      | Dipak Kanayalal Shah | 148121  | 2.519                            | 01.04.2019 |  |             |                          |                                  |
|         |                      |   |                                  | 30.08.2019 | 879                                    | Buy         | 149000                   | 2.534                            |
|         |                      |   |                                  | 01.11.2019 | 1038                                   | Buy         | 150038                   | 2.551                            |
|         |                      |   |                                  | 08.11.2019 | 40                                     | Buy         | 150078                   | 2.552                            |
|         |                      |   |                                  | 29.11.2019 | 15                                     | Buy         | 150093                   | 2.552                            |
|         |                      |   |                                  | 31.03.2020 | 30                                     |             |                          |                                  |
| 5.      | Kishore Kumar Patni  | 132113  | 2.246                            | 01.04.2019 |  |             |                          |                                  |
|         |                      |   |                                  | 19.04.2019 | 1650                                   | Buy         | 133763                   | 2.274                            |
|         |                      |   |                                  | 17.05.2019 | 150                                    | Buy         | 133913                   | 2.277                            |
|         |                      |   |                                  | 21.06.2019 | 90                                     | Buy         | 134003                   | 2.279                            |
|         |                      |   |                                  | 31.03.2020 |  |             |                          |                                  |
| 6.      | Mammohan Shetty      | 100000  | 1.700                            | 01.04.2018 | No Change                              | No Change   | No Change                | 1.700                            |
|         |                      |   |                                  | 31.03.2019 |  |             |                          |                                  |
| 7.      | Nidhi Polyester Ltd. | 78681   | 1.338                            | 01.04.2017 | -                                      | No Transfer | -                        |                                  |
|         |                      |   |                                  | 31.03.2018 |  |             | 78681                    | 1.338                            |
| 8.      | Renu Devi Patni      | 69445   | 1.181                            | 01-04-2019 |  | -           |                          |                                  |
|         |                      |   |                                  | 05.07.2019 | 5275                                   | Buy         | 74720                    | 1.271                            |
|         |                      |   |                                  | 12.07.2019 | 805                                    | Buy         | 75525                    | 1.284                            |
|         |                      |   |                                  | 09.08.2019 | 924                                    | Buy         | 76449                    | 1.3                              |
|         |                      |   |                                  | 13.09.2019 | 100                                    | Buy         | 76549                    | 1.302                            |
|         |                      |   |                                  | 04.10.2019 | 54                                     | Buy         | 76603                    | 1.303                            |
|         |                      |   |                                  | 11.10.2019 | 200                                    | Buy         | 76802                    | 1.306                            |
|         |                      |   |                                  | 18.10.2019 | 569                                    | Buy         | 77372                    | 1.316                            |
|         |                      |   |                                  | 25.10.2019 | 7706                                   | Buy         | 85078                    | 1.447                            |
|         |                      |   |                                  | 01.11.2019 | 120                                    | Buy         | 85198                    | 1.449                            |
|         |                      |   |                                  | 06.12.2019 | 120                                    | Buy         | 85318                    | 1.451                            |
|         |                      |   |                                  | 13.12.2019 | 1300                                   | Buy         | 86618                    | 1.473                            |
|         |                      |   |                                  | 14.02.2020 | 265                                    | Buy         | 86883                    | 1.477                            |
|         |                      |   |                                  | 31.03.2020 |  |             |                          | 1.477                            |
| 9.      | Nilu Poddar          | 41404   | 0.704                            | 01.04.2018 | No Change                              | No Change   | 41404                    | 0.704                            |
|         |                      |   |                                  | 31.03.2019 |  |             |                          |                                  |
| 10.     | Praveen Gupta HUF    | 3541  | 0.060                            | 01.04.2018 | 33677                                  | Buy         |                          | 0.632                            |
|         |                      |   |                                  | 25.01.2019 |  |             | 37191                    |                                  |
|         |                      |   |                                  | 31.03.2019 |  |             | 37191                    |                                  |



**(v) Shareholding of Directors & KMP :**

| Sr .No |                               | 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      | <b>Chandir Gobind Gidwani</b> |                                     |                                  |   |                                  |
|        | At the beginning of the year  | 0                                   | 0                                | 0                                       | 0                                |
|        | No change during the year     | 0                                   | 0                                | 0                                       | 0                                |
|        | At the end of the year        | 0                                   | 0                                | 0                                       | 0                                |
| 2      | <b>Rupinder Singh Arora</b>   |                                     |                                  |   |                                  |
|        | At the beginning of the year  | 18,83,090                           | 0                                | 0                                       | 0                                |
|        | No change during the year     | 0                                   | 0                                | 0                                       | 0                                |
|        | At the end of the year        | 18,83,090                           | 0                                | 0                                       | 0                                |
| 3      | <b>Ritika Rupinder Arora</b>  |                                     |                                  |   |                                  |
|        | At the beginning of the year  | 0                                   | 0                                | 0                                       | 0                                |
|        | No change during the year     | 0                                   | 0                                | 0                                       | 0                                |
|        | At the end of the year        | 0                                   | 0                                | 0                                       | 0                                |
| 4      | <b>Navdeep Singh Khara</b>    |                                     |                                  |   |                                  |
|        | At the beginning of the year  | 0                                   | 0                                | 0                                       | 0                                |
|        | No change during the year     | 0                                   | 0                                | 0                                       | 0                                |
|        | At the end of the year        | 0                                   | 0                                | 0                                       | 0                                |

**(vi) Indebtedness:**

Indebtedness of the Company including interest outstanding /accrued but not due for payment, are as follows:

|  | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|----------|--------------------|
| <b>Indebtedness at the beginning of the financial year</b> |                                  |                 |          |                    |
| i) Principal Amount  | 40,00,088                        | 0               | 0        | 0                  |
| ii) Interest due but not paid                              | 0                                | 0               | 0        | 0                  |
| iii) Interest accrued but not due                          | 0                                | 0               | 0        | 0                  |
| <b>Total (i+ii+iii)</b>                                    | 40,00,088                        | 0               | 0        | 0                  |
| <b>Change in Indebtedness during the financial year</b>    |                                  |                 |          |                    |
| ● Addition   | 0                                | 0               | 0        | 0                  |
| ● Reduction  | 9,31,945                         | 0               | 0        | 0                  |
| <b>Net Change</b>  | 30,68,143                        | 0               | 0        | 0                  |

## VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

| Sl.no. | Particulars of Remuneration   | Name of MD/WTD/<br>Manager                     | Total Amount |
|--------|---|--|--------------|
|        |   | Managing Director<br>Shri Rupinder Singh Arora |              |
| 1      | Gross salary  | 6,00,000                                       | 6,00,000     |
|        | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 |  | 0            |
|        | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             |  | 0            |
|        | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961              |  | 0            |
| 2      | Stock Option  |  | 0            |
| 3      | Sweat Equity  |  | 0            |
| 4      | Commission  |  | 0            |
|        | - as % of profit  |  | 0            |
|        | - others, specify.  |  | 0            |
| 5      | Others, please specify  |  | 0            |
|        | <b>Total (A)</b>  | 6,00,000                                       | 6,00,000     |
|        | <b>Ceiling as per the Act</b>   |  |              |

## B. Remuneration to other Directors:

| Sr. No | Particulars of Remuneration                    | Name of Director   |              | Total Amount |
|--------|--|--------------------|--------------|--------------|
| 1      | Independent Directors                          | Chandir<br>Gidwani | Ritika Arora |              |
|        | (a) Fee for attending board committee meetings | NIL                | NIL          | NIL          |
|        | (b) Commission                                 | NIL                | NIL          | NIL          |
|        | (c) Others, please specify                     | NIL                | NIL          | NIL          |
|        | Total (1)                                      |                    | NIL          |              |
| 2      | Other Non Executive Directors                  |                    | NIL          |              |
|        | (a) Fee for attending board committee meetings | NIL                | NIL          | NIL          |
|        | (b) Commission                                 | NIL                | NIL          | NIL          |
|        | (c) Others, please specify                     | NIL                | NIL          | NIL          |
|        | Professional service                           | NIL                | NIL          | NIL          |
|        | Total (2)                                      | NIL                | NIL          | NIL          |
|        | Total B = (1+2)                                | NIL                | NIL          | NIL          |
|        | Total Managerial Remuneration                  |                    |              |              |
|        | Overall Ceiling as per the Act.                |                    |              |              |

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

|    | Particulars of Remuneration   | Key Managerial Personnel |                   |     |              |
|----|---|--------------------------|-------------------|-----|--------------|
|    |   | CEO                      | Company Secretary | CFO | Total        |
| 1  | Gross salary  | N.A.                     | Rs. 90,000/-      | -   | Rs. 90,000/- |
|    | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | N.A.                     | Rs. 90,000/-      | -   | Rs. 90,000/- |
|    | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | -                        | -                 | -   | -            |
|    | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961             | -                        | -                 | -   | -            |
| 2  | Stock Option  | -                        | -                 | -   | -            |
| 3  | Sweat Equity  | -                        | -                 | -   | -            |
| 4  | Commission  | -                        | -                 | -   | -            |
|    | - as % of profit  | -                        | -                 | -   | -            |
|    | - others, specify.  | -                        | -                 | -   | -            |
| 5. | Others, please specify  | -                        | -                 | -   | -            |

**VIII. 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. COMPAN:</b><br>Penalty<br>Punishment<br>Compounding                    |                              |                   | <b>NONE</b>   |                              |                                   |
| <b>B. DIRECTORS:</b><br>Penalty<br>Punishment<br>Compounding                 |                              |                   | <b>NONE</b>   |                              |                                   |
| <b>C. OTHER OFFICERS IN DEFAULT:</b><br>Penalty<br>Punishment<br>Compounding |                              |                   | <b>NONE</b>   |                              |                                   |

By Order of the Board  
For Rap Media Limited

Sd/-  
**Rupinder Singh Arora**  
Chairman  
DIN: 00043968.

Date: 8th December, 2020.  
Place: Mumbai.

**“Annexure – 2”**

**RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO.**

Since the Company is not carrying on any manufacturing activity as such, provision of Section 134(3)(m) of the Company Act, 2013, read with the Rule 3 of Companies (Account) Rules, 2014 regarding conservation of energy, technology absorption and foreign exchange earnings and outgo is not applicable.

**Foreign Exchange earnings and outgo:**

|  | Amount (Rs. Lacs) |         |
|--|-------------------|---------|
|  | 2018-19           | 2019-20 |
| a) Foreign Exchange earnings:<br>FOB Value of export | Nil               | Nil     |
| b) Foreign Earning outgo:<br>CIF Value of Import     | Nil               | Nil     |
| Traveling Expenses                                   | Nil               | Nil     |

By Order of the Board  
**For Rap Media Limited**

Sd/-  
**Rupinder Singh Arora**

Chairman

DIN: 00043968.

Date: 8th December, 2020.

Place: Mumbai.

**“Annexure 3”**

**TO THE DIRECTOR’S REPORT FOR THE YEAR ENDED 31ST MARCH, 2020.**

**FORM AOC-2**

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

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

**Details of Contracts or arrangement or transactions not at arm’s length basis**

There were no contracts or arrangements or transactions entered into during the year end 31st March, 2019, which were not at arm’s length basis.

**Details of Contracts or arrangement or transactions at arm’s length basis:**

| Name of the parties  | Nature of Relationship | Silent Terms of Transactions | Nature of Transaction | During of Transactions                    | Amount (Rs. in Lacs)                      |
|----------------------|------------------------|------------------------------|-----------------------|---|---|
| Rupinder Singh Arora | Managing Director      | NA                           | Salary                | Ongoing basis                             | 6,00,000                                  |
| Rupinder Singh Arora | Managing Director      | NA                           | Unsecured Loan        | Loan availed and paid back by the Company | During year 13,05,000<br>O/s. 1,43,39,000 |
| Dilawar Singh Arora  | Father of Director     | NA                           | Office rent           | Repaid during the year                    | Repaid Rs.1,50,000<br>O/s. 18,00,000      |
| Chandir Gidwani      | Director               | NA                           | Sitting Fees          | Repaid during the year                    | 35,400                                    |
| Ritika Arora         | Director               | NA                           | Sitting Fees          | Repaid during the year                    | 35,400                                    |

By Order of the Board  
**For Rap Media Limited**

Sd/-  
**Rupinder Singh Arora**

Chairman

DIN: 00043968.

Date: 8th December, 2020.

Place: Mumbai.

“Annexure 4”

**SECRETARIAL AUDIT REPORT****For The Financial Year Ended 31st March, 2020**

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

**To,  
The Members,  
Rap Media Limited**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Rap Media 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 my opinion thereon.

Based on our verification of the Rap Media Limited, books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 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, minute books, forms and returns filed and other records maintained by Rap Media Limited (“the Company”) for the financial year ended on 31st March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under
- (iii) The Securities Contracts (Regulation)(Stock Exchanges and Clearing Corporations) Regulations, 2012 and Circular dated December 13, 2012 (CIR/MRD/DSA/33/2012) and other Circulars
- (iv) Listing Regulations, 2015
- (v) The Depositories Act, 1996 and the regulations and bye laws framed there under
- (vi) The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Director Investment and External Commercial Borrowings, as applicable;
- (vii) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act)
  - a) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) SEBI (Prohibition of Insider Trading) Regulations, 1992;
  - c) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - e) 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;

(vii) Other specifically applicable laws to the Company during the period under review;

- (i) Income Tax Act, 1961;
- (ii) Chapter V of the Finance Act, 1994 (Service Tax);
- (iii) Indian Stamp Act, 1899;
- (iv) Indian Contract Act, 1872;
- (v) Negotiable Instrument Act, 1881;
- (vi) Information Technology Act, 2000;
- (vii) Provident Fund;
- (viii) Professional Tax;
- (ix) Tax Deducted at Source;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) The SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 issued by SEBI and Listing Agreement entered by the Company with Bombay Stock Exchange Limited (hereinafter the "BSE");

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that**

The Board of Directors of the Company is not having sufficient number of Independent Directors, Managing Director etc. as required under the Act and Regulations. There are no changes in the composition of the Board of Directors of the Company during the financial year under review.

Adequate notice is given to all directors of schedule of the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance except on few occasions where agenda for the Board meeting was circulated to the members of the Board with less than seven days in advance.

All decisions at Board Meetings, Committee Meetings and Independent Directors' Meeting were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board or Independent Directors meetings as the case may be.

We further report that, based on the information provided and the representation made by the Company, in our opinion there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period:

- a. It is observed that the notices and agenda of the Board meeting was not circulated to the Board of Directors, seven days in advance, as required under the Secretarial Standards:
- b. The Website of the Company was not showing full disclosures as require under the SEBI LODR and other regulations.
- c. The Shareholding pattern for quarter ended 31st December, 2018, was filed on 22nd January, 2019, instead of 21st January, 2019, hence causing the delay of 1 day in compliance of reg.31 of the SEBI LODR Regulations, 2015.
- d. CS Ravindra Joshi, Company Secretary and Compliance officer of the Company, is not reflected as Compliance Officer on the Corporate Information on [www.bseindia.com](http://www.bseindia.com). The same needs to be changed.
- e. Company is exempt, pursuant to provisions of Regulation 15(2), to comply with provisions of Reg.17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and Clause (b) to (i) of sub regulation 2 of regulation 46

and para C, D and E of Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

- f. The Company has not issued notice of meetings of board of directors in any of the newspapers.
- g. Composition of the Board is not as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**For DSM & Associates,**  
Company Secretaries

Sd/-

**CS Sanam Umbargikar**  
Partner

M.No.26141.

COP No.9394.

UDIN No. A026141B001466901

Date: 8th December, 2020.

Place: Mumbai.

**Annexure to Secretarial Audit Report:**

**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 check 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 check basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For DSM & Associates,**  
Company Secretaries

Sd/-

**CS Sanam Umbargikar**  
Partner

M.No.26141.

COP No.9394.

Date: 8th December, 2020.

Place: Mumbai.

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**INDEPENDENT AUDITOR'S REPORT****To the Members of Rap Media Limited****Report on the Audit of the Standalone Financial Statements**

We have audited the standalone financial statements of Rap Media Limited ("the Company"), which comprise the balance sheet as at March 31, 2020, and the statement of Profit and Loss, and statement of cash flows for the year then ended, attached herewith and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements

- (i) Are presented in accordance with requirements of Regulation 33 of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 in this regard, and
- (ii) give a true and fair view in conformity with the accounting principles generally accepted in India including the Accounting Standards prescribed under Section 133 and 134 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014 (as amended), of the state of affairs of the Company as at March 31, 2020, and profit/loss, 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 and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. 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 auditors 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.

**Emphasis of Matter**

We draw your attention to Note 4 to the financial results, which describes the management's assessment of the impact of the outbreak of Coronavirus (Covid-19) pandemic on the business operations of the Company. The management believes that no adjustments, other than those already made, are required in the financial results as it does not impact the current financial year, however, in view of the various preventive measures taken (such as complete lock-down restrictions by the Government of India, travel restrictions etc.) and highly uncertain economic environment, a definitive assessment of the impact on the subsequent periods is highly dependent upon circumstances as they evolve. Our opinion is not modified in respect of this matter.

**Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial



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controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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.

**Auditor's Responsibilities for the Audit of the 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:

- i. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ii. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- iii. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- iv. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- v. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

**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 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 account 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, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has no pending litigations which would impact its financial position in its financial statements under the head Contingent Liability;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For Vikrant Salunke & Associates**  
Chartered Accountants (FRN 128704W)

Sd/-  
**Vikrant Salunke**  
Partner (M.No. 128114)

Place: Pune  
Date: 31st July 2020

**UDIN: 20128114AAAAEB2702**

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**Annexure ‘A’ to the Independent Auditor’s Report**

(Referred to in paragraph 3 (f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Rap Media Limited of even date).

**Report on the Internal Financial Controls under Clause (i) of Subsection 3 of Section 143 of the Companies Act, 2013 (“the Act”).**

We have audited the internal financial controls over financial reporting of Rap Media Limited (“the Company”) as of March 31, 2020 in conjunction with our audit of the Financial Statements of the Company for the financial 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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.

**Auditor’s 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 as specified 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained 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;

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- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, 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 Vikrant Salunke & Associates**  
Chartered Accountants (FRN 128704W)

Sd/-  
**Vikrant Salunke**  
Partner (M.No. 128114)

Place : Pune  
Date : 31st July 2020

**UDIN : 20128114AAAAEB2702**

**ANNEXURE B:****REFERRED TO IN PARAGRAPH 3 OF THE INDEPENDENT AUDITOR'S REPORT ON THE ACCOUNTS OF RAP MEDIA LIMITED FOR THE YEAR ENDING 31st March 2020**

As required by the Companies (Auditor's report) Order, 2016 issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013, we report that:

- i) In respect of fixed assets:
  - a. In our opinion and according to the information and explanations given to us, the company has maintained proper register for fixed assets showing full particulars, including quantitative details and situation of fixed assets.
  - b. In our opinion and according to the information and explanations given to us the management has physically verified the fixed assets at regular intervals, which in our opinion, is reasonable having regard to the size of the company and nature of its assets. No material discrepancies have been noticed on such verification.
  - c. In our opinion and according to the information and explanations given to us, the title deeds of immovable properties are held in the name of the company.
- ii) In respect of Inventories :

The company does not have any inventory, hence this clause is not applicable to the company.
- iii) According to the information and explanations given to us and on the basis of our examination of the books of account the company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 hence this clause is not applicable to the company.
- iv) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the company has not granted loans, given guarantees and securities in connection with a loan to any other body corporate. Also it has not acquired by way of subscription the securities of any other body corporate, therefore clause (iv) of paragraph 3 of CARO 2016 are not applicable to the company. The Company has complied with the provisions of Section 186 of the Companies Act 2013 in respect of investments made.
- v) According to the information and explanations given to us and on the basis of our examination of the books of account, the company has not accepted deposits from the public, hence this Clause is not applicable to the Company.
- vi) According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records to the Company under section 148 (1) of the Companies Act, 2013.
- vii) In respect of statutory dues:
  - a. According to the information and explanations given to us, the company was generally regular in depositing undisputed statutory dues, Income Tax, cess and other statutory dues with the appropriate authority during the year.
  - b. According to the records examined by us and the information and explanations given to us, there are no disputed amounts due in respect of income tax at the end of the year.
- viii) On the basis of information and explanations given by the management, the Company has not defaulted in repayment of dues to a financial institution and banks or Government. There are no debenture holders in the company.

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- ix) On the information and explanation given by the management, the Company has not raised money by way of initial public offer or further public offer. The Company has applied term loans for the purpose for which the loans were obtained.
- x) In our opinion and according to the information and explanations given to us no fraud on or by the Company has been noticed or reported during the year that causes the financial statements to be materially misstated.
- xi) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has paid managerial remuneration to directors which is within the limits specified by provisions of Section 197 read with Schedule V of Companies Act 2013.
- xii) The Company is not Nidhi Company, hence this clause is not applicable to company.
- xiii) In our opinion and according to the information and explanations given to us, the transactions entered into by the Company with related parties are in compliance with Section 177 and 188 of the Companies Act, 2013. These are in the ordinary course of business and are at arm's length price. Also company has disclosed the details in the financial statements as required by the applicable Accounting Standards.
- xiv) In our opinion and according to the information and explanations given to us, the company has not made preferential allotment of shares or fully or partly convertible debentures, hence this clause is not applicable to company.
- xv) In our opinion and according to the information and explanations given to us and, the company has not entered into any non cash transactions with directors or any persons connected with him, hence this clause is not applicable to company.
- xvi) In our opinion and according to the information and explanations given to us the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, this clause is not applicable to the company.

**For Vikrant Salunke & Associates**  
Chartered Accountants (FRN 128704W)

Sd/-  
**Vikrant Salunke**  
Partner (M.No. 128114)

Place: Pune  
Date: 31st July 2020

UDIN: 20128114AAAAEB2702

**BALANCE SHEET AS AT MARCH 31, 2020**

(Amount Rs.)

| Particulars Notes   | As at | As at<br>31-Mar-20 | 31-Mar-19          |
|---|-------|--------------------|--------------------|
| <b>Assets</b>   |       |                    |                    |
| <b>Non-current assets</b>   |       |                    |                    |
| Property, plant and equipment   | 5.1   | 82,065,308         | 82,903,078         |
| Capital work-in-progress  |       | 10,000,000         | 10,000,000         |
| <b>Total non-current assets</b>   |       | <b>92,065,308</b>  | <b>92,903,078</b>  |
| <b>Current assets</b>   |       |                    |                    |
| <b>Financial assets</b>   |       |                    |                    |
| i. Trade receivables  | 6     | 6,857,769          | 7,302,504          |
| ii. Cash and cash equivalents   | 7     | 27,205             | 36,237,593         |
| iii. Loans  | 8     | 3,389,909          | 674,963            |
| iv. Other current financial assets                                      | 9     | 1,275,000          | 1,275,000          |
| Current tax assets  |       | 3,068,122          | 2,328,679          |
| Other current assets  | 10    | 26,640,210         | 745,307            |
| <b>Total current assets</b>   |       | <b>41,258,215</b>  | <b>48,564,046</b>  |
| <b>Total assets</b>   |       | <b>133,323,523</b> | <b>141,467,124</b> |
| <b>Equity and liabilities</b>   |       |                    |                    |
| <b>Equity</b>   |       |                    |                    |
| Equity share capital  | 4.1   | 58,810,000         | 58,810,000         |
| Other equity 4.2  |       | 56,157,753         | 54,536,765         |
|   |       | <b>114,967,753</b> | <b>113,346,765</b> |
| <b>LIABILITIES</b>  |       |                    |                    |
| <b>Non-current liabilities</b>  |       |                    |                    |
| <b>Financial liabilities</b>  |       |                    |                    |
| i. Borrowings   | 11.1  | 2,061,203          | 3,068,143          |
| Provisions  | 12.1  | 366,099            | 1,520,055          |
| Deferred tax liabilities  | 13    | 772,497            | 5,397,340          |
| <b>Total non-current liabilities</b>                                    |       | <b>3,199,799</b>   | <b>9,985,538</b>   |
| <b>Current liabilities</b>  |       |                    |                    |
| <b>Financial liabilities</b>  |       |                    |                    |
| i. Borrowings   | 11.2  | 1,006,940          | 931,945            |
| ii. Trade payables  | 14    | 1,299,081          | 4,401,618          |
| iii. Other current financial liabilities                                | 15    | 3,712,826          | 3,134,694          |
| Provisions  | 12.2  | 91,495             | 386,805            |
| Other current liabilities   | 16    | 9,045,629          | 9,279,759          |
|   |       | <b>15,155,971</b>  | <b>18,134,821</b>  |
| Liabilities directly associated with assets classified as held for sale |       | -                  | -                  |
| <b>Total current liabilities</b>  |       | <b>15,155,971</b>  | <b>18,134,821</b>  |
| <b>Total liabilities</b>  |       | <b>18,355,770</b>  | <b>28,120,359</b>  |
| <b>Total equity and liabilities</b>                                     |       | <b>133,323,523</b> | <b>141,467,124</b> |
| Summary of significant accounting policies                              | 3     |                    |                    |

The accompanying notes form an integral part of the financial statements

As per our report of even date

**For Vikrant Salunke & Associates**  
Chartered Accountants (FRN 128704W)

**For and on behalf of the Board of directors of**  
**RAP MEDIA LIMITED**

Sd/-  
**Vikrant Salunke**  
Partner  
Membership No. 128114

Sd/-  
**Rupinder Singh Arora**  
Managing Director  
DIN:- 0043968

Sd/-  
**Ritika Arora**  
Director  
DIN:- 0043968

Sd/-  
**Ravindra Joshi**  
Company Secretary

Place : Pune  
Date: July 31, 2020

Date: July 31, 2020

UDIN: 20128114AAAAEB2702

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020**

|   |      | Amount Rs.         |                   |
|---|------|--------------------|-------------------|
| Particulars   | Note | 31-Mar-20          | 31-Mar-19         |
| Revenue from operations   | 17   | 10,944,492         | 11,999,997        |
| Other income  | 18   | 5,535,186          | 9,402,172         |
| Total income (A)  |      | <u>16,479,678</u>  | <u>21,402,169</u> |
| <b>Expenses</b>   |      |                    |                   |
| Purchase of stock-in-trade  |      | -                  | -                 |
| Employee benefit expense  | 19   | 5,246,860          | 7,370,612         |
| Depreciation and amortisation expense                                     | 5.1  | 2,623,353          | 2,460,984         |
| Other expenses  | 20   | 11,446,177         | 11,167,003        |
| Finance costs   |      | 277,895            | 347,305           |
| Total expenses (B)  |      | <u>19,594,285</u>  | <u>21,345,904</u> |
| Profit before tax (A-B)   |      | <u>(3,114,607)</u> | <u>56,265</u>     |
| Tax expense (refer note 30)   |      |                    |                   |
| Current tax   | -    | -                  | -                 |
| Deferred tax charge / (credit)  |      | (4,653,639)        | (124,492)         |
| Total tax expense   |      | <u>(4,653,639)</u> | <u>(124,492)</u>  |
| Net profit for the year (C)   |      | <u>1,539,032</u>   | <u>180,757</u>    |
| <b>Other comprehensive income</b>   |      |                    |                   |
| <b>Items that will not be reclassified to profit and loss (D)</b>         |      |                    |                   |
| Remeasurements of post employment benefit obligations                     |      | 110,752            | (71,179)          |
| Tax effect on remeasurements of the defined benefit liabilities / (asset) |      | (28,796)           | 18,507            |
|   |      | <u>81,956</u>      | <u>(52,672)</u>   |
| Total other comprehensive income for the period / year (D) + (E)          |      | -                  | -                 |
| Total comprehensive income for the year (C) + (D)                         |      | <u>1,620,988</u>   | <u>128,085</u>    |
| <b>Earnings per equity share</b>  |      |                    |                   |
|   | 21   |                    |                   |
| Basic (In ₹)  |      | 0.26               | 0.03              |
| Diluted (In ₹)  |      | 0.26               | 0.03              |
| Summary of significant accounting policies                                | 3    |                    |                   |

The accompanying notes form an integral part of the financial statements

As per our report of even date

**For Vikrant Salunke & Associates**  
Chartered Accountants (FRN 128704W)

Sd/-  
**Vikrant Salunke**  
Partner  
Membership No. 128114

Place : Pune  
Date: July 31, 2020

UDIN: 20128114AAAAEB2702

**For and on behalf of the Board of directors of  
RAP MEDIA LIMITED**

Sd/-  
**Rupinder Singh Arora**  
Managing Director  
DIN:- 0043968

Sd/-  
**Ritika Arora**  
Director  
DIN:- 0043968

Sd/-  
**Ravindra Joshi**  
Company Secretary

Date: July 31, 2020



**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2020**

|  | Amount Rs.          |                    |
|--|---------------------|--------------------|
|  | 31-Mar-20           | 31-Mar-19          |
| <b>Profit before tax</b>   | (3,114,607)         | 56,265             |
| Depreciation and amortisation expense  | 2,623,353           | 2,460,984          |
| Interest income  | (1,149,864)         | (54,341)           |
| Profit on sale of investment   | -                   | (93,938)           |
| Sundry creditors written back  | (2,865,007)         | (9,253,893)        |
| Excess Gratuity provision written back   | (1,520,055)         | -                  |
| Remeasurements of post employment benefit obligations                            | 110,752             | (71,179)           |
| Finance costs  | 277,895.00          | 347,305.00         |
| <b>Operating profit before working capital changes</b>                           | <b>(5,637,533)</b>  | <b>(6,608,797)</b> |
| (Increase)/Decrease in trade receivables   | 1,594,599           | (7,302,504)        |
| Increase in trade payables   | (237,530)           | 880,657            |
| (Increase) in other financial assets   | -                   | 10,178             |
| (Increase)/decrease in Loans   | (2,714,946)         | (25,001)           |
| (Increase)/decrease in other current assets                                      | (25,894,903)        | (694,849)          |
| Increase/(decrease) in provisions  | 70,789              | 386,804            |
| Increase/(decrease) in other current liabilities                                 | (234,130)           | 4,006,346          |
| Increase in other financial liabilities  | 578,132             | 3,134,694          |
| <b>Cash generated from operations</b>  | <b>(32,475,522)</b> | <b>(6,212,472)</b> |
| Taxes paid (net of refunds)  | (739,443)           | (1,004,494)        |
| <b>Net cash flows by operating activities</b>                                    | <b>(33,214,965)</b> | <b>(7,216,966)</b> |
| <b>Cash flows from investing activities</b>                                      |                     |                    |
| Payments for property, plant and equipment                                       | (1,785,583)         | (294,540)          |
| Proceeds from sale of property, plant and equipment                              | -                   | 33,093,937         |
| Interest received  | -                   | 54,341             |
| <b>Net cash provided by / (used in) investing activities</b>                     | <b>(1,785,583)</b>  | <b>32,853,738</b>  |
| <b>Cash flows from financing activities</b>                                      |                     |                    |
| Repayment of borrowings  | (931,945)           | (862,535)          |
| Interest paid  | (277,895)           | (347,305)          |
| <b>Net cash provided by / (used in) financing activities</b>                     | <b>(1,209,840)</b>  | <b>(1,209,840)</b> |
| <b>Net change in cash and cash equivalents</b>                                   | <b>(36,210,388)</b> | <b>24,426,932</b>  |
| Cash and cash equivalents at the beginning of the year                           | 36,237,593          | 11,810,661         |
| Exchange difference on translation of foreign currency cash and cash equivalents | -                   | -                  |
| <b>Cash and cash equivalents at the end of the year</b>                          | <b>27,205</b>       | <b>36,237,593</b>  |

Summary of significant accounting policies - Refer note 3

The accompanying notes form an integral part of the financial statements

As per our report of even date

**For Vikrant Salunke & Associates**  
Chartered Accountants (FRN 128704W)

Sd/-  
**Vikrant Salunke**  
Partner  
Membership No. 128114

Place : Pune  
Date: July 31, 2020

UDIN: 20128114AAAAEB2702

**For and on behalf of the Board of directors of**  
**RAP MEDIA LIMITED**

Sd/-  
**Rupinder Singh Arora**  
Managing Director  
DIN:- 0043968

Sd/-  
**Ritika Arora**  
Director  
DIN:- 0043968

Sd/-  
**Ravindra Joshi**  
Company Secretary

Date: July 31, 2020

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**Notes forming part of financial statements****1. Nature of Operations:**

**RAP Media Limited** is a public limited Company domiciled in India. The Company is listed on the BSE Limited in India. The Company is in the business of construction of malls and multiplexes. The Company is also into the business of renting a property.

**2. Basis of preparation**

The financial statements of the Company have been prepared on an accrual basis and under the historical cost convention except for certain financial instruments which have been measured at fair value. Historical cost is generally based on the fair value of consideration given in exchange of goods and services. The accounting policies are consistently applied by the Company during the period and are consistent with those used in previous year except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

Further, the guidance notes /announcements issued by the Institute of Chartered Accountants of India (ICAI) are also considered, wherever applicable except to the extent where compliance with other statutory promulgations override the same requiring a different treatment.

**3. Significant accounting policies:****a. Statement of compliance**

These separate financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended thereafter. The Company prepared its financial statements in accordance with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

**b. Use of estimates and judgement**

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of revenues and expenses for the year. These estimates and underlying assumptions are reviewed on an ongoing basis.

Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these estimates, judgements and assumptions may result in the outcome that may require material adjustment in the carrying amounts of assets and liabilities in future period.

Estimations which may cause material adjustment to the carrying amounts of assets and liabilities within next financial year is in respect of useful lives of property, plant and equipment, valuation of deferred tax assets, provisions and contingent liabilities and fair value measurement of financial instruments have been discussed below.

**c. Estimation of uncertainties relating to Covid-19 pandemic**

The Company has considered the possible effect of Covid-19 pandemic on the carrying amounts of receivables, property, plant and equipment, advances etc. In ascertaining the effect of the pandemic, the Company has used internal and external sources of information including economic forecasts by national and international organizations and has accordingly made necessary adjustments in the carrying amounts of assets. The Company has also made provision in respect of onerous contracts. Considering the nature of pandemic, its impact cannot be reliably ascertainable. As a result, the Company's financial statements may differ from the estimates considered.

**Notes forming part of financial statements****d. Property, plant and equipment**

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment loss, if any. The cost comprises the purchase price and any attributable costs of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as capital advances under other non-current assets and the cost of assets not ready to use before such date are disclosed under 'Capital work-in-progress'.

Subsequent expenditure related to property, plant and equipment is capitalized only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs of an items of property, plant and equipment are recognized in the statement of profit and loss when incurred.

Gains or losses arising from of fixed assets are measured as the difference between the net proceeds and carrying amount of the asset and are recognized in the statement of profit and loss when the asset is recognized.

**e. Intangible Assets**

Intangible assets including software licenses of enduring nature and acquired contractual rights separately are measured on initial recognition, at cost. Intangible assets are carried at cost less accumulated amortization and impairment losses, if any.

Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Cost of internally generated intangible assets comprises all directly attributable costs necessary to create, produce, and prepare the asset to be capable of operating in the manner intended by management.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is recognized .

Capitalized development cost is carried at cost less accumulated amortization and impairment losses, if any.

Intangibles under development include cost of intangibles that are not ready to be put to use.

**f. Depreciation and amortization**

Depreciation has been provided on Written Down Value method on all assets as per Useful lives prescribed under Schedule II of Companies Act 2013. Depreciation on assets added during the year has been provided on pro-rata basis from the date of addition. Depreciation on deductions during the year is provided on pro-rata basis up to the date of sale. Individual assets whose cost does not exceed 5,000 are depreciated at 100%.

| Asset               | Useful lives |
|---------------------|--------------|
| Computers           | 3 years      |
| Servers             | 6 years      |
| Software            | 3 years      |
| Office equipment    | 5 years      |
| Furniture & Fixture | 10 years     |
| Building            | 30 years     |

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**Notes forming part of financial statements****g. Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**(i) Financial assets****(a) Initial recognition and measurement**

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

**(b) Subsequent measurement**

For purposes of subsequent measurement, financial assets are classified in three categories:

- Financial assets at amortized cost
- Financial assets at fair value through other comprehensive income (FVTOCI)
- Financial assets at fair value through profit or loss (FVTPL)

**(c) Financial assets at amortized cost:**

A financial asset is measured at amortized cost if both following conditions are met:

- The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in other income in the statement of profit and loss. The losses arising from impairment are recognized in the statement of profit and loss.

Financial assets at fair value through other comprehensive income

A financial asset is measured at fair value through other comprehensive income if both of the following criteria are met:

- The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets, and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets, until they are recognized or reclassified, are subsequently measured at fair value and recognized in other comprehensive income except for interest income, gain/loss on impairment, gain/loss on foreign exchange which is recognized in the statement of profit and loss.

**(d) Financial assets at fair value through profit or loss**

A financial asset is measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income.

In addition, the Company may elect to classify a financial asset, which otherwise meets amortized cost or fair value through other comprehensive income criteria, as at fair value through profit or loss. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

**Notes forming part of financial statements**

After initial measurement, such financial assets are subsequently measured at fair value in the statement of profit and loss.

**(e) De-recognition of financial assets**

A financial asset is recognized when:

- The contractual rights to receive cash flows from the financial asset have expired, or
- The Company has transferred its contractual rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a pass-through arrangement and either
  - (a) The Company has transferred substantially all the risks and rewards of the asset or
  - (b) The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

**h. Impairment****(i) Financial assets (other than at fair value)**

The Company assesses at each reporting date whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company has used practical expedients in calculating expected credit losses on trade receivables using a provision matrix. The provision matrix takes into account historical credit loss experience for trade receivables to estimate the 12-month expected credit losses. The expected credit loss allowance is based on the ageing of the receivables that are due and allowance rates used in the provision matrix. For all other financial assets, expected credit losses are measured at an amount equal to the 12-months expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

**(ii) Non-financial assets****Tangible and intangible assets**

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount for the individual asset is estimated by the Company. If, however, it is not possible to estimate the recoverable amount of the individual asset then the Company determines the recoverable amount of the cash-generating unit (CGU) to which the asset belongs (the asset's cash-generating unit). An impairment loss is recognized in the statement of profit and loss when the recoverable amount of the asset or CGU is less than the carrying amount of the asset or CGU.

Previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was Recognized Limited. If this is the case then the carrying amount of asset is increased to its recoverable amount. Such reversal is Recognized Limited in statement of profit and loss.

**i. Revenue recognition**

Revenue is Recognized Limited to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured and it is reasonable to expect ultimate collection.

Dividend is recognized only when the right to receive is established. Interest income is Recognized Limited on a time proportion basis taking into account the amount outstanding and the applicable rate of interest.

**Notes forming part of financial statements**

The Company mainly derives its revenues from leasing activity.

Revenue is recognized upon satisfying the performance obligation by transferring promised goods or services to customers for a consideration which the Company expects to receive in exchange for those goods or services.

When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved.

Revenue is measured based on the transaction price being the consideration received from the customer, adjusted for volume discounts, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Unbilled revenue represents excess of revenue earned over billings on contracts. Unbilled revenue is recognized when there is unconditional right to receive cash and there is no uncertainty of ultimate collection

Unearned or deferred revenue is recognized when there is billings in excess of revenue.

**j. Cash and cash equivalents**

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consists of cash and short-term deposits, as defined above, net of outstanding bank overdrafts and cash credit facilities as they are considered an integral part of the Company's cash management.

**k. Employee benefits****(i) Gratuity**

The Company provides for Gratuity, a defined benefit obligation plan, covering eligible employees under Company Gratuity Scheme. At each reporting date, liabilities with respect to gratuity plan are determined by actuarial valuation performed by independent actuary. The Company uses the projected unit credit method to determine the present value of its defined benefit obligations and the related current service cost and, where applicable, past service cost. The Company recognizes the net obligation of a defined benefit plan in its Balance Sheet as an asset or liability. Premeasurements of the net defined benefit liability/ asset is recognized in other comprehensive Income and are not reclassified to profit or loss in a subsequent period.

**(ii) Short-term Employee Benefits**

All employee benefits payable within twelve months of rendering the service are classified as short-term benefits. Such benefits include salaries, wages, bonus, short term compensated absences, awards, ex-gratia, performance pay etc in the period in which the employee renders the related service. A liability is recognized for the amount expected to be paid when there is a present obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

**(iii) Compensated absences**

The Company provides accumulating and non-accumulating paid absences such as annual leave, sick leave and casual leave. Accumulating paid absences are partly vesting and non-vesting. The Company recognizes the expected cost of accumulating paid absences as the additional amount that the entity expects to pay as a result of the unused entitlement. Non-accumulating paid absences do not carry forward and are lapsed if the current period's

**Notes forming part of financial statements**

entitlement is not used in full and do not entitle employees to a cash payment for unused entitlement on leaving the Company. The Company does not recognize any liability or expense until the time of the absence.

Compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as undiscounted liability at the balance sheet date. Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date.

**I. Borrowing costs**

Borrowing costs are capitalized that are directly attributable to the acquisition, construction or production of a qualifying asset as part of the cost of that asset. Other borrowing costs are recognized as an expense in the period in which it is incurred.

**m. Leases****Company as a lessee**

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Company recognizes right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any premeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognized in the statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

The lease liability is subsequently premeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and premeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

**Notes forming part of financial statements**

The Company recognizes the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognizes any remaining amount of the re-measurement in statement of profit and loss.

**Company as a lessor**

At the inception of the lease the Company recognise lease payments from operating leases as income on either a straight-line basis.

The Company recognises costs incurred in earning the lease income as an expense. The Company also recognises Initial direct costs incurred in obtaining an operating lease to the carrying amount of the underlying asset and recognise those costs as an expense over the lease term on the same basis as the lease income

**Transition to Ind AS 116**

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 leases and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

The effective date for adoption of Ind AS 116 is annual periods beginning on or after April 1, 2019. The Company has applied the standard to its leases, retrospectively with the cumulative effect of initially applying the Standard recognized on the date of initial application (April 1, 2019). Accordingly, the Company has not restated comparative information. As the Company is not a lessee, the Company has not made any adjustment to the opening balance of the retained earnings at the date of initial application.

**n. Foreign currency translation****(i) Functional and presentation currency**

Items included in the separate financial statements of the company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The separate financial statements are presented in Indian rupee (INR), which is the Company's functional and presentation currency.

**(ii) Initial Recognition**

Foreign currency transactions are recorded in Indian currency, by applying the exchange rate between the Indian currency and the foreign currency as at the date of transaction.

**(iii) Conversion**

Monetary items, designated in foreign currencies are revalued at the rate prevailing on the date of Balance Sheet.

**(iv) Exchange Differences**

Exchange differences arising on the settlement and conversion of foreign currency transactions are recognized as income or as expenses in the year in which they arise, except in cases where they relate to the acquisition of qualifying assets, in which cases they were adjusted in the cost of the corresponding asset.

**o. Income Taxes****(i) Current tax:**

Current tax is the amount of tax payable based on the taxable profit for the year as determined in accordance with the applicable tax rates and the provisions of the Income tax Act, 1961.



**Notes forming part of financial statements**

Current tax assets and current tax liabilities are presented on the net basis in the balance sheet after off-setting current tax paid against income tax provision only if the Company has a legally enforceable right to set off the recognized amounts and it intends either to settle on a net basis.

Minimum alternate tax (MAT) paid in a period / year is charged to the statement of profit and loss as current tax. MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

**(ii) Deferred Tax:**

Deferred tax is provided using the balance sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized, except:

- When the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Recognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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**Notes forming part of financial statements**

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Current and deferred taxes are in the statement of profit and loss, except to the extent that it relates to items in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

**p. Provisions and contingent liabilities**

Provisions are recognized when the Company has a present, legal or constructive obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. Provisions are determined based on the best estimate required to settle the obligation at the Balance Sheet date. Provisions are reviewed at each Balance Sheet date and adjusted to reflect current best estimates.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements. A disclosure for a contingent liability is made where there is a possible obligation arising out of past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation arising out of a past event where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

**q. Earnings per share****a. Basic Earnings per Share**

Basic earnings per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the financial year. Earnings considered in ascertaining the company's earnings per share is the net profit for the period after deducting any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

**b. Diluted Earnings per Share**

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

**Notes forming part of financial statements**

**Equity**

**4.1 Equity share capital**

Amount Rs.

| Balance as at April 1, 2019 | Changes in equity share capital during the year | Balance as at March 31, 2020 |
|-----------------------------|---|------------------------------|
| 58,810,000                  | -   | 58,810,000                   |
| <b>58,810,000</b>           | <b>-</b>  | <b>58,810,000</b>            |

Amount Rs.

| Balance as at April 1, 2018 | Changes in equity share capital during the year | Balance as at March 31, 2019 |
|-----------------------------|---|------------------------------|
| 58,810,000                  | -   | 58,810,000                   |
| <b>58,810,000</b>           | <b>-</b>  | <b>58,810,000</b>            |

Amount Rs.

| Particulars   | 31-Mar-20          | 31-Mar-19          |
|---|--------------------|--------------------|
| <b>Authorised</b>   |                    |                    |
| 12,000,000 (Previous year 12,000,000)<br>Equity shares, Rs. 10/- par value        | <b>120,000,000</b> | <b>120,000,000</b> |
| <b>Issued, Subscribed and Paid-Up</b>   |                    |                    |
| 58,81,000 (Previous year 58,81,000)<br>equity shares of Rs. 10 each fully paid-up | 58,810,000         | 58,810,000         |
| <b>Issued, subscribed and fully paid-up share capital</b>                         | <b>58,810,000</b>  | <b>58,810,000</b>  |

The reconciliation of the number of shares outstanding and the amount of share capital as at March 31, 2020 and March 31, 2019 is set out below:

| Particulars                                   | As at March 31, 2020 |            | As at March 31, 2019 |            |
|---|----------------------|------------|----------------------|------------|
|   | Number of shares     | Amount Rs. | Number of shares     | Amount Rs. |
| Number of shares at the beginning of the year | 5,881,000            | 58,810,000 | 5,881,000            | 58,810,000 |
| Add: Shares issued                            | -                    | -          | -                    | -          |
| Number of shares at the end of the year       | 5,881,000            | 58,810,000 | 5,881,000            | 58,810,000 |

**Details of shareholders holding more than 5% shares**

| Name of the Party                | As at March 31, 2020 |               | As at March 31, 2019 |               |
|----------------------------------|----------------------|---------------|----------------------|---------------|
|                                  | %                    | No. of shares | %                    | No. of shares |
| Mr. Rupinder Singh Arora         | 32.02%               | 1,883,090     | 32.02%               | 1,883,090     |
| Mr. Dilawar Singh Arora          | 7.38%                | 434,000       | 7.38%                | 434,000       |
| Centrum Capital Limited          | 10.35%               | 608,550       | 10.35%               | 608,550       |
| Polifiber Industries Pvt Ltd     | 5.87%                | 345,000       | 5.87%                | 345,000       |
| Top Class Capital Market Pvt Ltd | 9.35%                | 550,000       | 9.35%                | 550,000       |

**Notes forming part of financial statements****Terms/ rights attached to equity shares**

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2020****4.2 Other equity**

Amount Rs.

|  | Notes | Reserves and surplus |                      |   | Total             |
|--|-------|----------------------|----------------------|---|-------------------|
|  |       | Security premium     | Retained earnings    | Remeasurements of the defined benefit liabilities / asset |                   |
| Balance at 1 April 2019                            |       | 332,137,000          | (277,547,563)        | (52,672)  | 54,536,765        |
| Profit for the year                                |       | -                    | 1,539,032            | -   | 1,539,032         |
| Other Comprehensive income                         |       | -                    | -                    | 110,752   | 110,752           |
| Deferred tax on defined benefit liabilities/ asset |       |                      |                      | (28,796)  | (28,796)          |
| <b>Balance as at March 31, 2020</b>                |       | <b>332,137,000</b>   | <b>(276,008,531)</b> | <b>29,284</b>   | <b>56,157,753</b> |
| Balance at 1 April 2018                            |       | 332,137,000          | (277,728,320)        | -   | 54,408,680        |
| Profit for the year                                |       | -                    | 180,757              | -   | 180,757           |
| Other Comprehensive income                         |       | -                    | -                    | (71,179)  | (71,179)          |
| Deferred tax on defined benefit liabilities/ asset |       |                      |                      | 18,507  | 18,507            |
| <b>Balance as at March 31, 2019</b>                |       | <b>332,137,000</b>   | <b>(277,547,563)</b> | <b>(52,672)</b>   | <b>54,536,765</b> |

Summary of significant accounting policies - Refer note 3

The accompanying notes form an integral part of the financial statements

As per our report of even date

**For Vikrant Salunke & Associates**  
Chartered Accountants (FRN 128704W)

Sd/-

**Vikrant Salunke**

Partner

Membership No. 128114

Place : Pune

Date: July 31, 2020

UDIN: 20128114AAAAEB2702

**For and on behalf of the Board of directors of  
RAP MEDIA LIMITED**

Sd/-

**Rupinder Singh Arora**

Managing Director

DIN:- 0043968

Sd/-

**Ritika Arora**

Director

DIN:-00102510

Sd/-

**Ravindra Joshi**

Company Secretary

Date: July 31, 2020

Notes forming part of financial statements

5.1 Property, plant and equipment

Amount Rs.

| Particulars   | Land - Freehold   | Buildings - Freehold* | Computers      | Office equipment | Vehicles         | Total              |
|---|-------------------|-----------------------|----------------|------------------|------------------|--------------------|
| <b>Gross block (At cost)</b>  |                   |                       |                |                  |                  |                    |
| As at April 1, 2019   | 48,860,787        | 51,013,304            | 129,900        | 295,940          | 5,554,927        | 105,854,858        |
| Additions   | -                 | 1,670,900             | -              | 114,683          | -                | 1,785,583          |
| Disposals   | -                 | -                     | -              | -                | -                | -                  |
| Effect of foreign currency translation from functional currency to reporting currency | -                 | -                     | -              | -                | -                | -                  |
| <b>Gross carrying amount as at March 31, 2020</b>                                     | <b>48,860,787</b> | <b>52,684,204</b>     | <b>129,900</b> | <b>410,623</b>   | <b>5,554,927</b> | <b>107,640,441</b> |
| <b>Depreciation and impairment</b>  |                   |                       |                |                  |                  |                    |
| As at April 1, 2019   | -                 | 22,009,091            | 47,287         | 36,422           | 858,980          | 22,951,780         |
| Charge for the period   | -                 | 1,811,836             | 57,965         | 59,188           | 694,364          | 2,623,353          |
| Disposals   | -                 | -                     | -              | -                | -                | -                  |
| Effect of foreign currency translation from functional currency to reporting currency | -                 | -                     | -              | -                | -                | -                  |
| <b>Accumulated depreciation as at March 31, 2019</b>                                  | <b>-</b>          | <b>23,820,927</b>     | <b>105,252</b> | <b>95,610</b>    | <b>1,553,344</b> | <b>25,575,133</b>  |
| <b>Net carrying amount as at March 31, 2019</b>                                       | <b>48,860,787</b> | <b>28,863,277</b>     | <b>24,648</b>  | <b>315,013</b>   | <b>4,001,583</b> | <b>82,065,308</b>  |
| <b>Gross block (At cost)</b>  |                   |                       |                |                  |                  |                    |
| As at April 1, 2018   | 48,860,787        | 51,013,304            | 57,900         | 73,400           | 5,554,927        | 105,560,318        |
| Additions   | -                 | -                     | 72,000         | 222,540          | -                | 294,540            |
| Disposals   | -                 | -                     | -              | -                | -                | -                  |
| Effect of foreign currency translation from functional currency to reporting currency | -                 | -                     | -              | -                | -                | -                  |
| <b>Gross carrying amount as at March 31, 2019</b>                                     | <b>48,860,787</b> | <b>51,013,304</b>     | <b>129,900</b> | <b>295,940</b>   | <b>5,554,927</b> | <b>105,854,858</b> |
| <b>Depreciation and impairment</b>  |                   |                       |                |                  |                  |                    |
| As at April 1, 2018   | -                 | 20,308,648            | 14,047         | 3,487            | 164,614          | 20,490,796         |
| Charge for the period   | -                 | 1,700,443             | 33,240         | 32,935           | 694,366          | 2,460,984          |
| Disposals   | -                 | -                     | -              | -                | -                | -                  |
| <b>Accumulated depreciation as at March 31, 2019</b>                                  | <b>-</b>          | <b>22,009,091</b>     | <b>47,287</b>  | <b>36,422</b>    | <b>858,980</b>   | <b>22,951,780</b>  |
| <b>Net carrying amount as at March 31, 2019</b>                                       | <b>48,860,787</b> | <b>29,004,213</b>     | <b>82,613</b>  | <b>259,518</b>   | <b>4,695,947</b> | <b>82,903,078</b>  |

**Notes forming part of financial statements**

| Particulars                               | Amount Rs.        |                   |
|---|-------------------|-------------------|
|   | 31-Mar-20         | 31-Mar-19         |
| <b>6 Trade receivables</b>                |                   |                   |
| <b>Current</b>                            |                   |                   |
| Secured - considered good                 | -                 | -                 |
| Unsecured - considered good               | 6,857,769         | 7,302,504         |
| Unsecured - considered doubtful           | -                 | -                 |
|   | <u>6,857,769</u>  | <u>7,302,504</u>  |
| Less: Allowance for credit losses         | -                 | -                 |
|   | <u>6,857,769</u>  | <u>7,302,504</u>  |
| <b>Total trade receivables</b>            | <b>6,857,769</b>  | <b>7,302,504</b>  |
| Trade receivables                         | 6,857,769         | 7,302,504         |
| Less: Allowance for doubtful debts        | -                 | -                 |
|   | <u>6,857,769</u>  | <u>7,302,504</u>  |
| <b>Total receivables</b>                  | <b>6,857,769</b>  | <b>7,302,504</b>  |
| <b>7 Cash and cash equivalents</b>        |                   |                   |
| <b>Balance with banks</b>                 |                   |                   |
| - in current accounts                     | 14,381            | 36,217,054        |
| Cash on hand                              | 12,824            | 20,539            |
|   | <u>27,205</u>     | <u>36,237,593</u> |
| <b>Total cash and cash equivalents</b>    | <b>27,205</b>     | <b>36,237,593</b> |
| <b>8 Current Loans</b>                    |                   |                   |
| <b>Unsecured - considered good</b>        |                   |                   |
| Loan to others                            | 3,389,909         | 674,963           |
|   | <u>3,389,909</u>  | <u>674,963</u>    |
| <b>Total non-current loans</b>            | <b>3,389,909</b>  | <b>674,963</b>    |
| <b>9 Other current financial assets</b>   |                   |                   |
| <b>(i) Others</b>                         |                   |                   |
| Deposits                                  | 1,275,000         | 1,275,000         |
|   | <u>1,275,000</u>  | <u>1,275,000</u>  |
| <b>Total her current financial assets</b> | <b>1,275,000</b>  | <b>1,275,000</b>  |
| <b>10 Other current assets</b>            |                   |                   |
| Prepaid expenses                          | 142,086           | 121,759           |
| Advance to employees                      | 461,000           | 606,170           |
| Advances to suppliers                     | 2,121,250         | -                 |
| VAT/GST/Service tax recoverable           | 543,874           | 17,378            |
| Other advances                            | 21,700,000        | -                 |
| Unbilled revenue                          | 1,672,000         | -                 |
|   | <u>26,640,210</u> | <u>745,307</u>    |
| <b>Total ther current assets</b>          | <b>26,640,210</b> | <b>745,307</b>    |

## Notes forming part of financial statements

| Particulars   | Amount Rs.       |                  |
|---|------------------|------------------|
|   | 31-Mar-20        | 31-Mar-19        |
| <b>Financial liabilities</b>  |                  |                  |
| <b>11.1 Non-current Borrowings</b>                                      |                  |                  |
| <b>Secured</b>  |                  |                  |
| <b>Term loans</b>   |                  |                  |
| From banks*   | 3,068,143        | 4,000,088        |
| <b>Total non-current borrowings</b>                                     | <b>3,068,143</b> | <b>4,000,088</b> |
| Less: Current maturities of long term borrowings                        | 1,006,940        | 931,945          |
| <b>Non-current borrowings</b>   | <b>2,061,203</b> | <b>3,068,143</b> |
|   |                  |                  |
| (Secured against Vehicle , Interest @7.50% for the period of 60 months) |                  |                  |
| <b>11.2 Current Borrowings</b>  |                  |                  |
| <b>Secured</b>  |                  |                  |
| <b>Term loans</b>   |                  |                  |
| From banks*   | 1,006,940        | 931,945          |
| <b>Total current borrowings</b>   | <b>1,006,940</b> | <b>931,945</b>   |
|   |                  |                  |
| (Secured against Vehicle , Interest @7.50% for the period of 60 months) |                  |                  |
| <b>12.1 Provisions</b>  |                  |                  |
| <b>Non-current</b>  |                  |                  |
| Gratuity (Refer note 22)  | 366,099          | 1,520,055        |
| <b>Total provisions</b>   | <b>366,099</b>   | <b>1,520,055</b> |
|   |                  |                  |
| <b>12.2 Provisions</b>  |                  |                  |
| <b>Current</b>  |                  |                  |
| Leave obligations   | -                | -                |
| Gratuity (Refer note 22)  | 91,495           | 386,805          |
| <b>Total provisions</b>   | <b>91,495</b>    | <b>386,805</b>   |

## Notes forming part of financial statements

| Particulars  | Amount Rs.       |                  |
|--|------------------|------------------|
|  | 31-Mar-20        | 31-Mar-19        |
| <b>13 Deferred tax liabilities</b>   |                  |                  |
| The balance comprises temporary differences attributable to Differences in depreciation and amortization and other differences in a block of tangible and intangible assets as per the tax books and financial books | 4,139,553        | 5,540,339        |
| Unbilled revenue   | 434,720          | -                |
| Tax losses   | (3,682,802)      | -                |
| Defined benefit obligations  | (118,974)        | (142,999)        |
| <b>Total deferred tax liabilities</b>  | <b>772,497</b>   | <b>5,397,340</b> |
| <b>14 Trade payables</b>   |                  |                  |
| Current  |                  |                  |
| Trade payables   | -                | -                |
| (A) total outstanding dues of micro enterprises and small enterprises  | -                | -                |
| (B) total outstanding dues of creditors other than micro enterprises and small enterprises.”;  | 1,299,081        | 4,401,618        |
| Trade payables to related parties (Refer note 27)  | -                | -                |
| <b>Total trade payables</b>  | <b>1,299,081</b> | <b>4,401,618</b> |
| <b>15 Other current financial liabilities</b>  |                  |                  |
| Accrued compensation to employees  | 421,225          | 22,069           |
| Deposits received  | 3,291,601        | 3,112,625        |
| <b>Total other current financial liabilities</b>   | <b>3,712,826</b> | <b>3,134,694</b> |
| <b>16 Other current liabilities</b>  |                  |                  |
| Unearned revenue   | 3,814,883        | 4,087,375        |
| Advance from customers   | 5,000,000        | 5,000,000        |
| Withholding tax and other statutory liabilities  | 230,746          | 192,384          |
| <b>Total other current liabilities</b>   | <b>9,045,629</b> | <b>9,279,759</b> |



**Notes forming part of financial statements**

| <b>Particulars</b>   | <b>Amount Rs.</b> |                   |
|--|-------------------|-------------------|
|  | <b>31-Mar-20</b>  | <b>31-Mar-19</b>  |
| <b>17 Revenue from operations</b>  |                   |                   |
| Sale of services   | 10,944,492        | 11,999,997        |
| <b>Total revenue from operations</b>   | <b>10,944,492</b> | <b>11,999,997</b> |
| <p>The Company operates only in India hence revenue disaggregation by geography is not provided. The duration the contracts are usually for a long term.</p> <p>The Company has applied the practical expedient in Ind AS 115 while disclosing the aggregate amount of transaction price yet to be recognised as revenue towards unsatisfied (or partially) satisfied performance obligations, along with the broad time band for the expected time to recognise those revenues.</p> |                   |                   |
| <b>18 Other income</b>   |                   |                   |
| interest   | 1,149,864         | 54,341            |
| Profit on sale of investments  | -                 | 93,938            |
| Sundry creditors written back  | 2,865,007         | 9,253,893         |
| Excess Gratuity provision written back   | 1,520,055         | -                 |
| Miscellaneous income   | 260               | -                 |
| <b>Total other income</b>  | <b>5,535,186</b>  | <b>9,402,172</b>  |
| <b>19 Employee benefit expense</b>   |                   |                   |
| Salaries   | 4,736,295         | 6,902,428         |
| Gratuity (Refer note 22)   | 181,541           | 315,626           |
| Staff welfare expenses   | 329,024           | 152,558           |
| <b>Total employee benefit expense</b>  | <b>5,246,860</b>  | <b>7,370,612</b>  |
| <b>20 Other expenses</b>   |                   |                   |
| Payment to statutory auditors (refer note 24)  | 250,000           | 250,000           |
| Office rent  | -                 | 150,000           |
| Electricity expenses   | 673,677           | 689,107           |
| Travelling and conveyance expenses   | 1,587,928         | 2,099,889         |
| Office expenses  | 14,499            | 18,904            |
| Professional fees  | 2,057,265         | 3,840,033         |
| Printing & stationery  | 82,731            | 86,195            |
| Postage and telephone expenses   | 400,968           | 297,280           |
| Sales promotion and advertisement expenses   | 3,593,500         | 47,519            |
| Insurance charges  | 208,452           | 130,876           |
| computers  | 96,720            | 108,179           |
| Vehicles   | 132,552           | 185,856           |
| others   | 422,606           | 541,641           |

## Notes forming part of financial statements

| Particulars                                  | Amount Rs.        |                   |
|--|-------------------|-------------------|
|  | 31-Mar-20         | 31-Mar-19         |
| <b>20 Other expenses (Contd.)</b>            |                   |                   |
| Security charges                             | 786,912           | 786,000           |
| Rates & taxes (refer note 28)                | -                 | 765,338           |
| Miscellaneous expenses                       | 134,195           | 154,184           |
| Interest & penalty for late payment of taxes | 260               | 4,499             |
| Software charges                             | 18,000            | -                 |
| Director remuneration                        | 600,000           | 600,000           |
| Director's sitting fees                      | -                 | 106,200           |
| Listing charges                              | 385,912           | 305,303           |
|  | <b>11,446,177</b> | <b>11,167,003</b> |

## 21 Earnings per equity share

|   |              | 31-Mar-20   | 31-Mar-19   |
|---|--------------|-------------|-------------|
| <b><u>Numerator for Basic and Diluted EPS</u></b>   |              |             |             |
| Net Profit after tax (Amount Rs.)   | (A)          | 1,539,032   | 180,757     |
| <b><u>Denominator for Basic EPS</u></b>   |              |             |             |
| Weighted average number of equity shares  | (B)          | 5,881,000   | 5,881,000   |
| <b><u>Denominator for Diluted EPS</u></b>   |              |             |             |
| Number of equity shares   | (C)          | 5,881,000   | 5,881,000   |
| <b>Basic Earnings per share of face value of ₹10 each (In ₹)</b><br>(After exceptional items) | <b>(A/B)</b> | <b>0.26</b> | <b>0.03</b> |
| <b>Diluted Earnings per share of face value of ₹10 each (In ₹)</b>                            | <b>(A/C)</b> | <b>0.26</b> | <b>0.03</b> |

|  |  | 31-Mar-20        | 31-Mar-19        |
|--|--|------------------|------------------|
| Number of shares considered as basic weighted average shares outstanding                       |  | 5,881,000        | 5,881,000        |
| Add: Effect of dilutive issues of stock options  |  | -                | -                |
| <b>Number of shares considered as weighted average shares and potential shares outstanding</b> |  | <b>5,881,000</b> | <b>5,881,000</b> |

## Notes forming part of financial statements

## 22. Employee benefit plans

**Compensated absences**

As per the Company's policy, unused leave entitlement gets lapsed and are not carried forward. As a result, there is no liability towards compensated absences as at March 31, 2020 (March 31, 2019 – Rs. Nil).

**Gratuity**

The Company operates a scheme of gratuity which is a defined benefit plan. The gratuity plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days' salary payable for each completed year of service. Vesting occurs upon completion of continuous service for five years. The scheme is funded with an insurance Company in the form of a qualifying insurance policy.

The following tables summarize the components of net benefit expense in the statement of profit and loss and the funded status and amounts in the Balance Sheet for the respective plans.

| Particulars                             | 31-Mar-20 | 31-Mar-19 |
|---|-----------|-----------|
| Discount rate                           | 6.75%     | 7.50%     |
| Rate of increase in compensation levels | 6.50%     | 6.50%     |
| Expected rate of return on plan assets  | -         | -         |

**Changes in present value of obligations****Amount Rs**

| Particulars                         | 31-Mar-20   | 31-Mar-19 |
|-------------------------------------|-------------|-----------|
| PVO at beginning of period          | 1,906,860   | 1,520,055 |
| Interest cost                       | 29,010      | 114,003   |
| Current Service Cost                | 152,531     | 201,623   |
| Curtailement Cost / (Credit)        | -           | -         |
| Settlement Cost / (Credit)          | (1,520,055) | -         |
| Benefits Paid                       | -           | -         |
| Actuarial (Gain)/Loss on obligation | (110,752)   | 71,179    |
| PVO at end of period                | 457,594     | 1,906,860 |

**Break up of service cost****Amount Rs**

| Particulars                                     | 31-Mar-20      | 31-Mar-19      |
|---|----------------|----------------|
| Past Service Cost                               | -              | -              |
| Current Service Cost                            | 152,531        | 201,623        |
| Curtailement Cost / (Credit) on plan amendments | -              | -              |
| Settlement Cost / (Credit) on plan amendments   | -              | -              |
| <b>Total</b>                                    | <b>152,531</b> | <b>201,623</b> |

**Net Interest (Income)/Expense****Amount Rs**

| Particulars                                  | 31-Mar-20 | 31-Mar-19 |
|--|-----------|-----------|
| Interest (Income) / Expense – Obligation     | 29,010    | 114,003   |
| Interest (Income) / Expense – Plan assets    | -         | -         |
| Net interest (Income) / Expense for the year | 29,010    | 114,003   |

## Notes forming part of financial statements

## Amounts recognized in statement of Other Comprehensive Income (OCI)

Amount Rs

| Particulars  | 31-Mar-20        | 31-Mar-19     |
|--|------------------|---------------|
| Opening amount recognized in OCI outside profit and loss account | 71,179           | -             |
| Re-measurement for the year - obligation (Gain) / Loss           | (181,931)        | 71,179        |
| Re-measurement for the year - plan asset (gain) / loss           | -                | -             |
| <b>Closing amount recognized in OCI (Gain)/ loss</b>             | <b>(110,752)</b> | <b>71,179</b> |

## Expense in the statement of profit and loss account

Amount Rs

| Particulars  | 31-Mar-20      | 31-Mar-19      |
|--|----------------|----------------|
| Current Service Cost   | 152,531        | 201,623        |
| Acquisition (Gain) / Loss  | -              | -              |
| Past service cost  | -              | -              |
| Net interest ( Income)/ Expense  | 29,010         | 114,003        |
| Curtailement (Gain) / Loss   | -              | -              |
| Settlement (Gain) / Loss   | -              | -              |
| <b>Net periodic benefit cost recognized in the statement of profit &amp; loss at the end of period</b> | <b>181,541</b> | <b>315,626</b> |

## The amounts to be recognized in the Balance Sheet:

Amount Rs

| Particulars   | 31-Mar-20 | 31-Mar-19   |
|---|-----------|-------------|
| Present value of obligation at the end of period    | 457,594   | 19,06,860   |
| Fair value of the plan assets at the end of period  | -         | -           |
| Surplus / (Deficit)                                 | (457,594) | (1,906,860) |
| Current liability                                   | 91,494    | -           |
| Non-current liability                               | 3,66,099  | -           |
| Amount not recognized due to asset ceiling          | -         | -           |
| Net asset / (liability) recognized in balance sheet | 4,57,494  | 19,06,860   |

## 23. Related Party Transactions:

## (i) Names of related parties and nature of related party relationship

## Key management personnel

- 1 Rupinder Singh Arora
- 2 Chandir Gidwani
- 3 Ritika Arora
- 4 Navdeep Singh Khara (Vacated the office from 14th June 2019)

## Relatives of key management personnel

- 1 Dilawar Singh Arora

## Notes forming part of financial statements

(ii) Related party transactions Amount (Rs.)

| Nature of Transaction   | Name of the Related Party | 31-Mar-20 | 31-Mar-19      |
|-------------------------|---------------------------|-----------|----------------|
| Director's sitting fees | Navdeep Singh Khera       | -         | 35,400         |
|                         | Ritika Arora              | -         | 35,400         |
|                         | Chandir G. Gidwani        | -         | 35,400         |
|                         | <b>Total</b>              | -         | <b>106,200</b> |
| Rent                    | Dilawar Singh Arora       | -         | 150,000        |
|                         | <b>Total</b>              | -         | <b>150,000</b> |

24. Auditors remuneration Amount (Rs.)

| Particulars                    | For the year    |                 |
|--------------------------------|-----------------|-----------------|
|                                | 31-Mar -20      | 31-Mar-19       |
| Services as statutory auditors | 2,00,000        | 2,00,000        |
| Tax audit                      | 50,000          | 50,000          |
|                                | <b>2,50,000</b> | <b>2,50,000</b> |

## 25. Income taxes

The income tax expense consists of the following:

Amount (Rs.)

| Particulars  | For the year       |                  |
|--|--------------------|------------------|
|  | 31-Mar-20          | 31-Mar-19        |
| Current tax expense for current year                       | -                  | -                |
| Deferred tax (benefit) / expense for current year          | (4,653,639)        | (124,492)        |
| <b>Total income tax expense recognized in current year</b> | <b>(4,653,639)</b> | <b>(124,492)</b> |

The reconciliation of estimated income tax expense at statutory income tax rate to income tax expense reported in statement of profit and loss is as follows:

Amount (Rs.)

| Particulars  | For the year       |                  |
|--|--------------------|------------------|
|  | 31-Mar-20          | 31-Mar-19        |
| <b>Profit before tax</b>   | (31,14,607)        | 56,265           |
| Indian statutory income tax rate   | 26.00%             | 26.00%           |
| Expected income tax expense  | (809,798)          | 14,629           |
| <b>Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense</b> |                    |                  |
| Effect of previously unrecognized and unused tax losses now recognized as deferred tax                   | (2,200,364)        | -                |
| Tax losses   |                    | (142,999)        |
| Other (Net)  | (1,643,477)        | 3,878            |
| <b>Total income tax expense recognized in current year</b>   | <b>(4,653,639)</b> | <b>(124,492)</b> |

**Notes forming part of financial statements****26. Operating Lease**

The Company has given premises on lease under operating lease arrangements. The future minimum lease payments from operating lease as income under non-cancellable operating leases for each of the following periods are as follows:

| Particulars                                       | Amount (Rs.)       |                    |
|---|--------------------|--------------------|
|   | 31-Mar-20          | 31-Mar-19          |
| Not later than one year                           | 14,400,000         | 13,200,000         |
| Later than one year and not later than five years | 57,600,000         | 57,600,000         |
| Later than five years                             | 146,880,000        | 161,280,000        |
|   | <b>218,880,000</b> | <b>232,080,000</b> |

The income from operating lease does not include any income relating to variable lease payments that do not depend on an index or a rate.

**27. Fair value measurements****Financial instruments by category**

Amount (Rs.)

| Particular                                     | 31-Mar-20        |     |                  | 31-Mar-19        |     |                   | Fair value hierarchy |
|--|------------------|-----|------------------|------------------|-----|-------------------|----------------------|
|  | FVPL             | OCI | Amortized cost   | FVPL             | OCI | Amortized cost    |                      |
| Financial assets                               |                  |     |                  |                  |     |                   |                      |
| Trade receivables                              | 6,857,769        | -   | -                | 7,302,504        | -   | -                 | Level 3              |
| Cash and cash equivalents                      | -                | -   | 27,205           | -                | -   | 36,237,593        |                      |
| Other balances with banks                      | -                | -   | -                | -                | -   | -                 |                      |
| Loans  | -                | -   | 3,389,909        | -                | -   | 6,74,963          |                      |
| Other non-current and current financial assets | -                | -   | 1,275,000        | -                | -   | 1,275,000         |                      |
|  | <b>6,857,769</b> |     | <b>4,692,114</b> | <b>73,02,504</b> |     | <b>38,187,556</b> |                      |
| Financial liabilities                          |                  |     |                  |                  |     |                   |                      |
| Borrowings                                     | -                | -   | 3,068,143        | -                | -   | 4,000,088         |                      |
| Trade payables                                 | -                | -   | 12,99,081        | -                | -   | 4,401,618         |                      |
| Other financial liabilities                    | -                | -   | 3,712,826        | -                | -   | 3,134,694         |                      |
|  | -                | -   | <b>8,080,050</b> | -                | -   | <b>11,536,400</b> |                      |

**Fair value hierarchy:**

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 — Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2— Inputs are other than quoted prices included within Level1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3—Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

**Notes forming part of financial statements****28. Financial risk management**

The Company is exposed to various risks such as credit risk, liquidity risk and market risk.

**i. Credit risk**

Credit risk arises due to customer's failure to repay the debts according to the contractual terms and conditions. It consists of two elements viz. risk of default in payment and decrease in the creditworthiness of the customers. Credit risk is controlled by analyzing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

**Ageing of trade receivables****Amount (Rs.)**

| <b>Particulars</b>         | <b>As at<br/>Mar 31, 2020</b> | <b>As at<br/>Mar 31, 2019</b> |
|----------------------------|-------------------------------|-------------------------------|
| Within 30 days             | -                             | -                             |
| 30 to 60 days              | 1,275,165                     | 6,122,504                     |
| 60 to 90 days              | -                             | 1,180,000                     |
| 90 to 120 days             | -                             | -                             |
| 121 days and above         | 5,582,604                     | -                             |
| Less: Expected credit loss | -                             | -                             |
| <b>Closing balance</b>     | <b>6,857,769</b>              | <b>7,302,504</b>              |

The maximum exposure to the credit risk is as follows:

**Amount (Rs.)**

| <b>Particulars</b>                             | <b>As at<br/>Mar 31, 2020</b> | <b>As at<br/>March 31, 2019</b> |
|--|-------------------------------|---------------------------------|
| Trade receivables                              | 6,857,769                     | 7,302,504                       |
| Cash and cash equivalents                      | 27,205                        | 36,237,593                      |
| Other balances with banks                      |                               |                                 |
| Loans  | 3,389,909                     | 674,963                         |
| Other current and non-current financial assets | 27,915,210                    | 2,020,307                       |
|  | <b>38,190,093</b>             | <b>46,235,367</b>               |

Since the Company is not engaged in Exports, it is not exposed to risk associated with other geographies.

**ii. Market risk**

The risk that the fair value of the financial instrument may fluctuate because of change in market conditions. Such changes in the values of financial instruments may result from changes in the interest rates, credit, liquidity and other market changes.

Since most of the liquid funds are parked as deposits with maturity of less than three months, the Company is exposed to the interest risk.

**Notes forming part of financial statements****iii. Liquidity risk**

Maintaining enough balance of cash and marketable securities is essential to meet the obligation when due. Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The Company consistently generated sufficient cash flows from operations to meet its financial obligations as and when they fall due. However, the Company is exposed to liquidity risk as its current financial liabilities are significantly higher than the current financial assets (excluding current tax assets). The details are as follows:

| Particulars   | Amount (Rs.)       |                    |
|---|--------------------|--------------------|
|   | As at<br>31-Mar-20 | As at<br>31-Mar-19 |
| Current financial assets  | 11,549,883         | 45,490,060         |
| Current financial liabilities (includes provisions and other current liabilities) | (15,155,971)       | (18,134,821)       |
|   | <b>(3,606,088)</b> | <b>27,355,239</b>  |

**29. Foreign exchange earnings and outgo:**

The earnings and outgo in foreign currency is Rs. Nil for March 31, 2020 (March 31, 2019 – Rs. Nil).

**30. Contingent liability:**

The Contingent liability as at March 31, 2020 is Rs. Nil (March 31, 2019 – Rs. Nil).

**31. Details of dues to micro and small enterprises as defined under MSMED Act, 2006**

There are no defaults and overdue amounts payable to suppliers, who have intimated about their status as Micro and Small Enterprises as per the provisions of Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006).

**32. Capital commitments:**

The capital commitment as at March 31, 2020 is Rs. Nil (March 31, 2019 – Rs. Nil).

**33. Previous period's / year's figures have been regrouped where necessary to conform to current period's classification.**

**For Vikrant Salunke & Associates**  
Chartered Accountants (FRN 128704W)

Sd/-  
**Vikrant Salunke**  
Partner  
Membership No. 128114

Place : Pune  
Date: July 31, 2020

UDIN: 20128114AAAAEB2702

**For and on behalf of the Board of directors of  
RAP MEDIA LIMITED**

Sd/-  
**Rupinder Singh Arora**  
Managing Director  
DIN:- 0043968

Sd/-  
**Ritika Arora**  
Director  
DIN:- 0043968

Sd/-  
**Ravindra Joshi**  
Company Secretary

Date: July 31, 2020