



# **RAP MEDIA LTD.**

CIN: U65990MH1994PLC084098

**24<sup>th</sup> Annual Report  
2017-2018**

**BOARD OF DIRECTORS:**

Mr. Rupinder Singh Arora - Managing Director  
Ms. Ritika Arora - Non Executive Director  
Mr. Chandir Gidwani - Independent Director  
Mr. Navdeep Singh Khara - Independent Director  
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.

**NOTICE OF 24<sup>th</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the **24<sup>th</sup> Annual General Meeting** of the Members of the Company **Rap Media Limited** will be held on **Saturday the 29<sup>th</sup> September, 2018**, at **1.30 p.m.** at the Registered Office of the Company situated at **Arora House, 16, Golf Link, Union Park, Khar (West), Mumbai - 400 052**, 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, 2018, 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: 30th August, 2018.  
Place: Mumbai.

Registered Office: Arora House,  
16, Golf Link, Union Park,  
Khar (West), Mumbai - 400 052.  
CIN No.U65990MH1994PLC084098.

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## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. A person can act as a proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of Total Paid-up Share Capital of the Company. Any Member holding more than 10% of Total Paid-up Share Capital of the Company may appoint a single person as proxy and in such case, the said person shall not act as proxy for any other person or member. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting, duly stamped.
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. Members are requested to bring their admission slip along with copy of the report and accounts to Annual General Meeting.
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 **22nd September, 2018 to 29th September, 2018** (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 attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.
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, **Sharex 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 2018 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 **Wednesday the 26th September, 2018 at 9.00 a.m.** and will end on **Friday the 28th September, 2018 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 **22nd September, 2018**, 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 **22nd September, 2018**.
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.

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### 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 **Wednesday the 26th September, 2018** at 9.00 a.m. and ends on **Friday the 28th September, 2018** at 5.00 pm. 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 **22nd September, 2018** 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.
- (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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>* 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.</p> <p>* 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.</p>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <p>* 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).</p>

- (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.
- (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 Corporates.
  - \* 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.

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(xx) In case you have any queries or issues regarding e-voting, 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).

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

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

Date: 30th August, 2018.

Place: Mumbai.

Registered Office: Arora House,  
16, Golf 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 24<sup>th</sup> Annual Report of your Company along with the Audited financial statements for the financial year ended 31<sup>st</sup> March 2018. 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 31<sup>st</sup> March, 2018 is summarized below:

*(In rupees)*

<b>PARTICULARS</b>	<b>YEAR ENDED 31/03/2018</b>	<b>YEAR ENDED 31/03/2017</b>
Revenue from Operations	Rs.4,71,39,674/-	Rs.22,00,147/-
Other Incomes	Rs.8,48,815/-	Rs.1,35,037/-
<b>Total Revenue</b>	<b>Rs.4,79,88,489/-</b>	<b>Rs.23,35,184/-</b>
Expenses excluding Depreciation, Interest & Tax	Rs.3,70,68,107/-	Rs.1,74,38,105/-
<b>Profit Before Interest, Depreciation &amp; Tax</b>	<b>Rs.1,09,20,382/-</b>	<b>(Rs.1,51,02,921/-)</b>
Depreciation & Amortization for the year	Rs.28,15,326/-	Rs.34,78,652/-
Interest Cost	Rs.89,645/-	NIL
<b>Profit/(Loss) Before Taxation</b>	<b>Rs.80,15,411/-</b>	<b>(Rs.1,85,81,573/-)</b>
Provision for Income Tax	NIL	NIL
Provision for Deferred Tax	(Rs.1,30,819/-)	NIL
MAT Credit Entitlement availed	NIL	NIL
<b>Profit/(Loss) After Taxation</b>	<b>Rs.81,46,230/-</b>	<b>(Rs.1,85,81,573/-)</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. 4,71,39,674/- as compared to Rs. 22,00,147/-.

The financial results of the Company for quarter ended 31<sup>st</sup> December, 2017 reflects the total revenue of Rs.4.04 Crores, which was due to the final settlement of ongoing dispute with Reliance Media Works Ltd (RMW) by which an amount of Rs.2.25 Crores was agreed to be refunded out of which Rs.1.75 crores has been paid and Rs.50 lacs is pending.

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.

***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

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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:**

During the year Company has passed the special resolution through Postal Ballot dated 25th March, 2018 pursuant to provisions of Section 180 (1)(a) of the Companies Act, 2013, for selling of Land of the Company situated at Hissa No.89, The & District Ludhiana.

### **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 4 Directors, who have wide and varied experience in different disciplines of corporate functioning.

The details are as below:-

<b>Sr. No.</b>	<b>Name of the Director &amp; DIN No.</b>	<b>Designation</b>
1.	<b>Mr. Rupinder Singh Arora</b> DIN No. 00043968	Chairman & Managing Director
2.	<b>Mr. Chandir Gidwani</b> DIN No. 00011916	Independent Director
3.	<b>Mr. Navdeep Singh Khara</b> DIN No. 00362310	Independent Director
4.	<b>Ms. Ritika Rupinder Arora</b> 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.

### **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;
- e) The director had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and 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.

**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.

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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 Companies (Disclosure of particulars in report of Board of Directors) Rules 1988 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 4 Directors namely Mr. Rupinder Singh Arora as Chairman and Managing Director, Mr. Chandir Gobind Gidwani as Director, Mr. Navdeep singh Khera as Director, and Ms. Ritika Arora as Director of the company.

**b) Board Meetings:**

The Board of Directors of the Company met 6 times during the year 2017-2018. The details of various Board Meetings held are on 30th May, 2017, 5th August, 2017, 11th September, 2017, 4th September, 2017, 14th November, 2017, and 14th February, 2018. 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 2017-2018.

**d) Independent Directors:**

The following independent directors are on the Board of Directors.

1. Mr. Navdeep Singh Khera
2. 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.

**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.

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### 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. Navdeep Singh Khera - Chairman Ms. Ritika Arora- Member Mr. Chandir Gidwani - Member
2.	Nomination and Remuneration Committee	Mr. Navdeep Singh Khera - Chairman Ms. Ritika Arora- Member Mr. Chandir Gidwani - Member
3.	Stakeholders' Relationship Committee	Mr. Chandir Gidwani - Chairman Mr. Navdeep Singh Khera - Member Ms. Ritika 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:

The Audit committee comprises of Mr. Navdeep Singh Khera (Chairman), Mr. Chandir Gidwani (Member) both independent Directors and Ms. Ritika Arora (Member), of the Company. There were four meetings of the Audit Committee during the 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. Navdeep Singh Khera (Chairman), Mr. Chandir Gidwani (Member) both independent Directors and Ms. Ritika Arora (Member), of the Company. There was no meeting of Nomination Remuneration and Compensation Committee was conducted during the year 2017-18 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 Stakeholders Relationship Committee comprises of Mr. Chandir Gidwani (Chairman), Mr. Navdeep Singh Khera (Member) both independent Directors and Ms. Ritika Arora (Member), of the Company. The Committee met four times during the year 2017-2018. The dates of meetings of Stakeholders' Relationship Committee are 30th May, 2017, 11th August, 2017, 14th November, 2017, and 14th February, 2018.

### 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 2018.

**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

## **RAP MEDIA LTD.**

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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 2017-18. The Secretarial Audit Report is annexed to this report as Annexure "4". The Secretarial Audit Report does not contain any qualification or adverse remarks.

### **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.**

### ***Registered Office:***

Arora House,  
16, Golf Link, Union Park,  
Khar (West), Mumbai – 400 052.  
CIN: U65990MH1994PLC084098

Date: 30th August, 2018.

Place: Mumbai.



“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, 2018**

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

**I. REGISTRATION & 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 House16 Golf Link Union Park, Khar West, Mumbai – 400 052 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. Unit 1, Luthra Ind Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai, Maharashtra – 400 072.

**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 & ASSOCIATE COMPANIES:**

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

# RAP MEDIA LTD.

## 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, 2017)				No. of Shares held at the end of the year (31 <sup>st</sup> March, 2018)				% 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	0
c) Bodies Corporates	0	0	0	0	0	0	0	0	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0	0
e) Any other	0	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	0
b) Other Individuals	0	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0	0
e) Any other...	0	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>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	0
b) Banks/FI	0	0	0	0	0	0	0	0	0	0
c) Central govt	0	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0	0
g) FIS	0	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	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>	<b>0</b>
(2) Non Institutions										
a) Bodies corporate	1678360	300	1678660	28.54	1661120	300	1661420	28.25	-29	
i) Indian	0	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital up to Rs.2 lakhs	1151998	46863	1198861	20.390	1213471	46362	1259833	21.420	1.030	
ii) Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	519758	26700	546458	9.290	574398	26700	601098	10.220	0.930	
c) Others (specify)										
NRI	17226	0	17226	0.29	17988	0	17988	0.31	0.02	0
HUF	102772	0	102772	1.75		0			-1.75	
Clearing Members	4698	0	4698	0.08	7670	0	7670	0.13	0.05	0
<b>SUB TOTAL (B)(2):</b>	<b>3474947</b>	<b>73563</b>	<b>3548810</b>	<b>60.344</b>	<b>3475448</b>	<b>73062</b>	<b>3548810</b>	<b>60.344</b>	<b>0</b>	<b>0</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>3474947</b>	<b>73563</b>	<b>3548810</b>	<b>60.344</b>	<b>3475448</b>	<b>73062</b>	<b>3548810</b>	<b>60.344</b>	<b>0</b>	<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0.00	-	
<b>Grand Total (A+B+C)</b>	<b>5807109</b>	<b>73591</b>	<b>5881000</b>	<b>100</b>	<b>5807638</b>	<b>73062</b>	<b>5881000</b>	<b>100</b>		

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2017)			Shareholding at the end of the year (31.03.2018)		% 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	No. of Shares	% of total Shares of the company
1.	Chatura M Rao	90,275	1.535	01.04.2017	-	-	-	-
				15-09-2017	-3000	Sold	87275	1.484
				22-09-2017	-4000	Sold	83275	1.416
				30-09-2017	-1000	Sold	82275	1.399
				06-10-2017	2000	Sold	80275	1.365
				12-01-2018	-1275	Sold	79000	1.343
				19-01-2018	-5000	Sold	74000	1.258
				26-01-2018	-3800	Sold	70200	1.194
				02-02-2018	-2504	Sold	67696	1.151
				09-02-2018	-2696	Sold	65000	1.105
				16-02-2018	-3000	Sold	62000	1.054
				23-02-2018	-5000	Sold	57000	0.969
				02-03-2018	-4000	Sold	53000	0.901
				09-03-2018	-5000	Sold	48000	0.816
				16-03-2018	-2000	Sold	46000	0.782
				23-03-2018	-5000	Sold	41000	0.697
				31-03-2018	-3000	Sold	38000	0.646

## RAP MEDIA LTD.

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	No. of Shares	% of total Shares of the company				
2.	Dipak Kanayalal Shah	1,31,776	2.231	01.04.2017	0	-	0	0				
				07.07.2017	80	Buy	131256	2.232				
				28.07.2017	100	Buy	131356	2.234				
				01.09.2017	2473	Buy	133829	2.276				
				22.09.2017	2400	Buy	136229	2.316				
				01.12.2017	60	Buy	136289	2.317				
				26.01.2018	2480	Buy	138769	2.36				
				23.02.2018	1984	Buy	140753	2.393				
				02.03.2018	1478	Buy	142231	2.418				
				09.03.2018	2680	Buy	144911	2.464				
				23.03.2018	89	-	145000	2.466				
				31.03.2018	-	-	145000	2.466				
				3.	Manmohan Shetty	1,00,000	1.7	01.04.2017	-	No Transfer	1,00,000	1.7
								31.03.2018	-	-	-	-
4.	Polyfibre Industries Pvt Ltd	3,45,000	5.866	01.04.2017	-	No Transfer	3,45,000	5.866				
				31.03.2018	-	-	-	-				
5.	Nidhi Polyester Ltd.	78681	1.338	01.04.2017	-	No Transfer	-	-				
				31-03-2018	-	-	78681	1.338				
6.	Centrum Capital Limited	6,08,550	10.348	01-04-2017	-	No Transfer	6,08,550	10.348				
				31-03-2018	-	-	-	-				
7.	Top Class Capital Markets Private Limited	5,50,000	9.352	01-04-2017	-	No Transfer	5,50,000	9.352				
				31-03-2018	-	-	-	-				
8.	Kadayam Ramanathan Bharat	33677	0.573	01.04.2017	-	No Transfer	33677	0.573				
				31.03.2018	-	-	-	-				
9.	Kishor Kumar Patni	50299	0.855	01.04.2017	0	-	0	0.000				
				07.04.2017	575	Buy	50874	0.865				
				14.04.2017	200	Buy	51074	0.868				
				21.04.2017	400	Buy	51474	0.875				
				27.05.2017	25	Buy	51874	0.882				
				02.06.2017	8791	Buy	51899	0.882				
				16.06.2017	2000	Buy	52099	0.886				
				21.07.2017	4293	Buy	52812	0.898				
				11.08.2017	300	Buy	53112	0.903				
				18.08.2017	2447	Buy	55559	0.945				
				25.08.2017	800	Buy	56359	0.958				
				01.09.2017	700	Buy	57059	0.97				
				08.09.2017	2281	Buy	59340	1.009				
				15.09.2017	4273	Buy	63613	1.082				
				22.09.2017	10110	Buy	73723	94139				
				30.09.2017	520	Buy	74243	99129				
				24.11.2017	1715	Buy	75958	99229				
				01.12.2017	326	Buy	76284	100254				
				08.12.2017	175	Buy	76459	1.3				
				15.12.2017	385	Buy	76844	1.307				
				29.12.2017	160	Buy	77004	1.309				
				12.01.2018	175	Buy	77179	1.312				
				19.01.2018	2858	Buy	80037	1.361				
				26.01.2018	11431	Buy	91468	1.555				
				02.02.2018	2671	Buy	94139	1.601				
				16.02.2018	4990	Buy	99129	1.686				

## 24<sup>th</sup> Annual Report 2017-2018

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	No. of Shares	% of total Shares of the company
10.	Nilu Poddar	41404	0.704	23.02.2018	100	Buy	99229	1.687
				09.03.2018	1025	Buy	100254	1.705
				16.03.2018	1630	Buy	101884	1.732
				23.03.2018	1110	Buy	102994	1.751
				31.03.2018	1990	-	104984	1.785
				01.04.2017	-	No Transfer	41404	0.704
11.	Renu Devi Patni	15979	0.272	01.04.2017	-	-	-	-
				30.09.2017	6923	Buy	22902	0.389
				13-10-2017	5241	Buy	28143	0.479
				20-10-2017	990	Buy	29133	0.495
				03-11-2017	288	Buy	29421	0.500
				10-11-2017	750	Buy	30171	0.513
				17-11-2017	2400	Buy	32571	0.554
				24-11-2017	1500	Buy	34071	0.579
				12-01-2018	200	Buy	34271	0.583
				02-03-2018	1392	Buy	35663	0.606
				31-03-2018	1000	Buy	36663	0.623

### (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 Khera</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

# RAP MEDIA LTD.

## (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	0	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>	0	0	0	0
<b>Change in Indebtedness during the financial year</b>				
● Addition	0	0	0	0
● Reduction	0	0	0	0
<b>Net Change</b>	0	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/ Manager	Total Amount
		Managing Director 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 - as % of profit - others, specify.		0 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	Navdeep singh Khera	Chandir Gidwani	Ritika Arora	
	(a) Fee for attending board committee meetings	12,500	12,500	12,500	37,500
	(b) Commission	NIL	NIL	NIL	NIL
	(c) Others, please specify	NIL	NIL	NIL	NIL
	<b>Total (1)</b>			NIL	
2	Other Non Executive Directors			NIL	
	(a) Fee for attending board committee meetings	NIL	NIL	NIL	NIL
	(b) Commission	NIL	NIL	NIL	NIL
	(c) Others, please specify	NIL	NIL	NIL	NIL
	Professional service	NIL	NIL	NIL	NIL
	<b>Total (2)</b>	NIL	NIL	NIL	NIL
	<b>Total B = (1+2)</b>	12,500	12,500	12,500	37,500
	<b>Total Managerial Remuneration</b>				
	<b>Overall Ceiling as per the Act.</b>				

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

By Order of the Board  
For Rap Media Limited

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

Date: 30th August, 2018.  
Place: Mumbai.

# RAP MEDIA LTD.

## “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)	
	2017-18	2016-17
a) Foreign Exchange earnings: FOB Value of export	Nil	Nil
b) Foreign Earning outgo: 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: 30th August, 2018.

Place: Mumbai.

## “Annexure 3”

### TO THE DIRECTOR'S REPORT FOR THE YEAR ENDED 31ST MARCH, 2018

#### 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, 2018, 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
Dilawar Singh Arora	Father of Director	NA	Office rent	Ongoing basis	7,80,000
Chandir Gidwani	Director	NA	Sitting Fees	Ongoing	12,500
Navdeep Singh Khera	Director	NA	Sitting Fees	Ongoing	12,500
Ritika Arora	Director	NA	Sitting Fees	Ongoing	12,500

By Order of the Board  
For Rap Media Limited

Sd/-  
Rupinder Singh Arora  
Chairman  
DIN: 00043968.

Date: 30th August, 2018.

Place: Mumbai.



“Annexure 4”

**SECRETARIAL AUDIT REPORT**

**For The Financial Year Ended 31st March, 2018**

[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, 2018, 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, 2018 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;

## **RAP MEDIA LTD.**

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(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) Service Tax;
- (viii) Provident Fund;
- (ix) Professional Tax;
- (x) Tax Deducted at Source;
- (xi) Value Added Tax(VAT) & Central Sales Tax(CST);

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 Listing Regulations, 2015 issued by SEBI.

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 consists of 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 to of schedule of the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through majority members while the dissenting members' views were captured and recorded as part of the minutes.

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

**For DSM & Associates,**  
Company Secretaries  
Sd/-  
**CS Sanam Umbargikar**  
Partner  
M.No.26141.  
COP No.9394.

Date: 30th August, 2018.  
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: 30th August, 2018..  
Place: Mumbai.

# **RAP MEDIA LTD.**

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## **INDEPENDENT AUDITOR'S REPORT**

To  
The members of  
**RAP MEDIA LIMITED**

### **Report on Financial Statements**

We have audited the accompanying financial statements of **RAP MEDIA LTD.** ("The Company") which comprise of the Balance Sheet as at 31st March 2018, the statement of the Profit and Loss, Cash Flow for the year ended 31st March 2018 and a summary of the significant accounting policies and other explanatory information.

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

The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Company's Act 2013 ("The Act") with respect to the preparation of these statements that give true and fair view of the financial position and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards 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 judgements and estimates that are reasonable and prudent; and design implementation and maintenance of adequate financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give true and fair view and are free from material misstatement whether, due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act, Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2018;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date.
- c) In case of Cash flow statement for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. The requirement of reporting on the matters specified in paragraph 3 & 4 of Companies (Auditor's Report) Order, 2016 (the Order) issued by the Central Government in terms of Section 143 (11) of the Act is attached herewith as Annexure A.
2. As required by Section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which is 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 dealt with by this Report are in agreement with the books of account
  - d) In our opinion, the aforesaid 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, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) Report on the Internal Financial Controls under Clause (1) of Sub-section 3 of section 143 of the companies Act, 2013 ("the Act") is attached as Annexure B.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the details of 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)

**Vikrant Salunke**

Partner.

M.No. 128114

Place : Pune

Date: 30<sup>th</sup> May 2018

# RAP MEDIA LTD.

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## Annexure A:

### **Annexure to the Independent Auditor's Report on the Financial Statements of RAP MEDIA LIMITED Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of RAP MEDIA LIMITED. ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

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

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts

and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Vikrant Salunke & Associates**  
Chartered Accountants (FRN 128704W)  
Vikrant Salunke  
Partner.  
M.No. 128114

Place : Pune  
Date : 30<sup>th</sup> May 2018

# RAP MEDIA LTD.

## Balance Sheet as at 31<sup>st</sup> March 2018

Particulars	Note No	As at 31st March 2018	As at 31st March 2017
<b>1 EQUITY AND LIABILITIES</b>			
<b>Shareholder's Funds</b>			
Share Capital	1	58,810,000	58,810,000
Reserves and Surplus	2	54,408,681	46,262,451
<b>Non-Current Liabilities</b>			
(Deferred tax liabilities (Net)	3	5,540,339	5,671,158
Long-term borrowings	4	4,000,088	-
Other Long Term Liabilities	5	10,000,000	116,600,000
Long term provisions	6	1,184,532	1,003,427
<b>Current Liabilities</b>			
Other current liabilities	7	1,250,948	26,400
Trade payables	8	7,897,299	7,817,063
Short-term provisions	9	590,523	218,605
<b>Total</b>		<b>143,682,411</b>	<b>236,409,104</b>
<b>2 Assets</b>			
<b>Non-current assets</b>			
Fixed assets			
Tangible assets	10	85,069,521	122,043,282
Capital work-in-progress		10,000,000	12,422,500
Long term loans and advances	11	1,649,963	1,659,006
Other non-current assets	12	285,178	285,178
<b>Current assets</b>			
Investments	13	33,000,000	-
Trade Receivables	14	-	51,308,146
Cash and cash equivalents	15	11,810,661	45,921,404
Other current assets	16	1,867,088	2,769,588
<b>Total</b>		<b>143,682,411</b>	<b>236,409,104</b>

Notes forming part of financial statements 22-24

As per our report of even date

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

**Vikrant Salunke**  
Partner  
Membership No. 128114

Place : Pune  
Dated :30<sup>th</sup> May 2018

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

**Rupinder Singh Arora**  
Chairman & M Director

**Ritika Arora**  
Director

**Ravindra Joshi**  
Company Secretary

**Chandir Gidwani**  
Director

**Navdeep Singh Khera**  
Director



**Profit and loss statement for the year ended 31st March 2018**

Amount in Rupees

Particulars	Note No	31 March 2018	31 March 2017
I. Revenue from operations	17	47,139,674	2,200,147
II. Other Income	18	848,815	135,037
<b>III. Total Revenue (I +II)</b>		<b>47,988,489</b>	<b>2,335,184</b>
IV. Expenses:			
Employee Benefit Expenses	19	6,643,000	3,425,806
Finance costs	20	89,645	-
Depreciation and amortization expense	10	2,815,326	3,478,652
Other expenses	21	30,425,106	14,012,299
<b>Total Expenses</b>		<b>39,973,078</b>	<b>20,916,757</b>
<b>V. Profit before exceptional and extraordinary items and tax (III-IV)</b>		<b>8,015,411</b>	<b>-18,581,573</b>
VI. Exceptional items		-	-
<b>VII. Profit before extraordinary items and tax (V - VI)</b>		<b>8,015,411</b>	<b>-18,581,573</b>
VIII. Extraordinary Items		-	-
<b>IX. Profit before tax (VII- VIII)</b>		<b>8,015,411</b>	<b>-18,581,573</b>
X Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		-130,819	-
<b>XI Profit (Loss) for the period from continuing operations (VII-VIII)</b>		<b>8,146,230</b>	<b>-18,581,573</b>
XII Profit/(loss) from discontinuing operations		-	-
XIII Tax expense of discontinuing operations		-	-
<b>XIV Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)</b>		<b>-</b>	<b>-</b>
<b>XV Profit (Loss) for the period (XI + XIV)</b>		<b>8,146,230</b>	<b>-18,581,573</b>
XVI Earnings per equity share:			
(1) Basic		1.39	(3.16)
(2) Diluted		1.39	(3.16)

As per our report of even date

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

**Vikrant Salunke**  
Partner  
Membership No. 128114

Place : Pune  
Dated :30<sup>th</sup> May 2018

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

**Rupinder Singh Arora**  
Chairman & M Director

**Chandir Gidwani**  
Director

**Ritika Arora**  
Director

**Navdeep Singh Khara**  
Director

**Ravindra Joshi**  
Company Secretary

## RAP MEDIA LTD.

### NOTES Forming Part of the Balance Sheet as at and the Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2018

#### NOTE 1:

Share Capital	As at 31st March,2018	As at 31st March,2017
	Rupees	Rupees
<b>Authorised</b>		
1,20,00,000 Equity Shares of Rs.10 each. (Previous Year 1,20,00,000 Equity Shares of Rs.10/- each)	120,000,000	120,000,000
<b>Issued, Subscribed and paid up</b>		
58,81,000 Equity Shares of Rs.10/- each (Previous Year 58,81,000 Equity Shares of Rs.10 each)	58,810,000	58,810,000
	<b>58,810,000</b>	<b>58,810,000</b>

The Company has only one class of equity shares. Each shareholder is eligible for one vote per share. The dividend proposed by the Board is subject to approval of shareholders except in case of interim dividend. In the event of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts in proportion to their shareholding.

#### NOTE 1 A

	As at 31st March 2018 (Amount in Rs.) Equity Shares		As at 31st March 2017 (Amount in Rs.) Equity Shares	
	Number	Percentage	Number	Percentage
Shares outstanding at the beginning of the year	5,881,000	58,810,000	5,881,000	58,810,000
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	5,881,000	58,810,000	5,881,000	58,810,000

#### NOTE 1 B

SR NO	Name of Shareholder	As at 31st March 2018 (Amount in Rs.)		As at 31st March 2017 (Amount in Rs.)	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Mr. Rupinder Singh Arora	1,883,090	32.02	1,883,090	32.02
2	Mr. Dilawar Singh Arora	434,000	7.38	434,000	7.38
3	Centrum Capital Limited	608,550	10.35	608,550	10.35
4	Polifiber Industries Pvt Ltd	345,000	5.87	345,000	5.87
5	Top Class Capital Market Pvt Ltd	550,000	9.35	550,000	9.35

NOTE 2

RESERVE & SURPLUS

	As at 31st March,2018	As at 31st March,2017
<b>Securities Premium Account Reserves &amp; Surplus</b>	332,137,000	332,137,000
Opening Balance	(285,874,549)	(267,292,976)
Add : Profit for the year	8,146,230	(18,581,573)
Less : Transferred to reserves	-	-
Closing Balance	(277,728,319)	(285,874,549)
<b>Total</b>	<b>54,408,681</b>	<b>46,262,451</b>
<b>NOTE 3 : Deferred Tax Liability</b>		
Relating to fixed assets	5,671,158	5,671,158
Deferred Tax asset	-	-
Disallowances under Income tax act 1961	-130,819	-
Carry Forward Losses	-	-
<b>Total</b>	<b>5,540,339</b>	<b>5,671,158</b>
<b>NOTE 4 : Long Term Borrowings</b>		
<b>Secured Loan From HDFC Bank</b> (Secured against Vehicle, Interest 7.50 @ % for the period of 60 months)	4,000,088	-
<b>Total</b>	<b>4,000,088</b>	<b>-</b>
<b>NOTE 5 : Other Long Term Liabilities</b>		
Advance Received	10,000,000	116,600,000
<b>Total</b>	<b>10,000,000</b>	<b>116,600,000</b>
<b>NOTE 6 : Long Term Provisions</b>		
Provision for Gratuity	1,184,532	1,003,427
<b>Total</b>	<b>1,184,532</b>	<b>1,003,427</b>
<b>NOTE 7 : Other Current Liabilities</b>		
Current maturities of Long term borrowings	862,535	-
Other Liabilities	-	26,400
Duties & taxes payable	388,413	-
<b>Total</b>	<b>1,250,948</b>	<b>26,400</b>
<b>NOTE 8 : Trade Payables</b>		
Trade Payables	7,897,299	7,817,063
<b>Total</b>	<b>7,897,299</b>	<b>7,817,063</b>
<b>NOTE 9 : Short Term Provisions</b>		
Provision for Expenses	255,000	37,500
Provision for Gratuity	335,523	181,105
<b>Total</b>	<b>590,523</b>	<b>218,605</b>

# RAP MEDIA LTD.

(Amount in Rupees)

## NOTE 10 : FIXED ASSETS

Particulars of Assets	Gross Block			Depreciation			Net Block		
	As on 01.04.2017	As on 31.03.2018	As on 31.03.2017	Deletion	As on 31.03.2018	As on 31.03.2018	Deletion	As on 31.03.2018	As on 31.03.2017
Land	81,269,654	48,860,787	-	32,408,867	-	-	32,408,867	-	81,269,654
Buildings	51,013,304	51,013,304	18,691,529	-	1,617,120	-	-	20,308,649	32,321,775
Plant & Machinery	16,213,773	-	9,240,228	16,213,773	1,026,336	-	5,947,209	-	6,973,545
Office Equipments	3,774,668	73,400	2,441,560	3,774,668	3,487	-	1,333,108	3,487	1,333,108
Furniture & Fixtures	4,908,762	4,908,762	4,907,175	-	602	-	-	-	1,587
Fire Fighting	657,897	0	333,290	0	657,897	-	41,645	374,935	28,262
Computers	613,955	57,900	470,337	613,955	3,167	-	132,738	14,047	43,853
Vehicles	3,920,915	9,475,842	3,920,915	-	164,614	-	-	164,614	5,390,313
Capital WIP	12,422,500	10,000,000	-	2,422,500	-	-	2,422,500	-	10,000,000
<b>TOTAL</b>	<b>174,137,531</b>	<b>124,389,995</b>	<b>39,671,744</b>	<b>55,433,763</b>	<b>2,815,326</b>	<b>42,244,422</b>	<b>20,490,797</b>	<b>95,069,521</b>	<b>134,465,787</b>
Previous Year	173,921,843	174,137,531	36,193,092	-	3,478,652	-	39,671,744	134,465,787	-

**NOTE 11 Long Term loans & Advances**

<b>RESERVE &amp; SURPLUS</b>	<b>As at 31st March,2018</b>	<b>As at 31st March,2017</b>
Loan To Centrum Direct Limited	649,963	659,006
Deposit - Court Case	1,000,000	1,000,000
<b>Total</b>	<b>1,649,963</b>	<b>1,659,006</b>

**NOTE 12 Other Non Current Assets**

Deposits	285,178	285,178
<b>Total</b>	<b>285,178</b>	<b>285,178</b>

**NOTE 13 Current Investments**

Mutual Fund (held for sale)	33,000,000	-
<b>Total</b>	<b>33,000,000</b>	<b>-</b>

**NOTE 14 Trade Receivable**

(Unsecured and considered goods) Over six months	-	51,308,146
<b>Total</b>	<b>-</b>	<b>51,308,146</b>

**NOTE 15 Cash & Cash Equivalent**

Cash on hand	4,589	557
Balance with Scheduled Bank	306,072	45,920,847
Deposit with Scheduled Bank (maturing within 12 months)	11,500,000	-
<b>Total</b>	<b>11,810,661</b>	<b>45,921,404</b>

**NOTE 16 Other Current Assets**

Prepaid Expenses	58,656	113,608
TDS Receivable	1,324,185	2,655,980
Advance to Supplier	221,475	-
Balance with revenue authorities	262,772	-
<b>Total</b>	<b>1,867,088</b>	<b>2,769,588</b>

**NOTE 17 Revenue From Operations**

Rent Received	9,347,820	-
Other Income	-	2,200,147
Forefeited Sale	37,791,854	-
<b>Total</b>	<b>47,139,674</b>	<b>2,200,147</b>

## RAP MEDIA LTD.

### NOTE 18 Other Income

Interest Income	57,682	135,037
Profit on sale of Car	100,000	-
Profit on sale of Land	691,133	-

<b>Total</b>	<b>848,815</b>	<b>135,037</b>
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### NOTE 19 Employee Benefits Expense

Salaries and incentives	5,707,477	3,244,701
Gratuity	335,523	181,105
Directors Remuneration	600,000	-

<b>Total</b>	<b>6,643,000</b>	<b>3,425,806</b>
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### NOTE 20 Finance Cost

Interest on Vehicle Loan	87,772	-
Bank Charges	1,873	-

<b>Total</b>	<b>89,645</b>	<b>-</b>
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### NOTE 21 Other expenses

Rates & Taxes	500,352	461,063
Auditors Remuneration		
Audit Fees	200,000	100,000
Tax Audit	50,000	50,000
Taxes of earlier years written off	2,655,980	-
Insurance	109,165	500,566
Legal & Professional Fees	3,944,229	2,418,085
Misc. Expenses	2,809,405	5,886,119
Motor Car Expenses	955,871	509,053
Project Cost Expenses	9,896,196	-
Rent Paid (Office Rent)	1,800,000	780,000
Repairs & Maintenance	4,638,856	503,657
Security Charges	884,402	733,759
Travelling & Hotel Expenses	1,980,650	2,069,997

<b>Total</b>	<b>30,425,106</b>	<b>14,012,299</b>
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**NOTES**

**Note 22: Nature of Operations**

Rap Media Limited is a public limited Company domiciled in India. The Company has its primary listing on the BSE Limited in India. Company was incorporated on December 28, 1994 and registered under Indian Companies Act, 1956. The company is in the business of construction of malls and multiplexes.

**Note 23 : Statement of Significant Accounting Policies**

**a. Basis of preparation**

The Company maintains its accounts on accrual basis under historical cost convention, except for the revaluation of certain fixed assets, in accordance with generally accepted accounting principles (GAAP) in compliance with the provisions of the Companies Act 2013 and the Accounting Standards as specified in the Companies (Accounting Standard) Rules 2006 read with Rule 7(1) of the Companies (Accounts) Rules, 2013. 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 over ride the same requiring a different treatment.

The Balance Sheet and the Statement of Profit & Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 ("the Act"). The Cash Flow Statement has been prepared and presented as per the requirements of Accounting Standard (AS)3 " Cash Flow Statements.

**b. Use of estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

**c. Fixed Assets**

Fixed assets are stated at cost, less accumulated depreciation 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. Any subsidy/ reimbursement/ contribution received for installation and acquisition of any fixed assets is shown as deduction in the year of receipt.

When an asset is scrapped or otherwise disposed off the cost and related depreciation are removed from the books of accounts and resultant profit (including capital profit) or loss, if any is reflected in Profit & Loss Account.

Items of fixed assets that have been retired from active use and held for disposal are stated at the lower of their net book value and estimated net realizable value and are disclosed separately in the financial statements.

Capital work in progress includes the cost of assets that are not ready for the intended use at the Balance sheet date and advances paid to acquire capital assets before the Balance Sheet date.

**d. Depreciation**

Depreciation is provided using the straight line method over the period of assets keeping 5% of cost as residual value in the manner prescribed in the Companies Act 2013. Depreciation on assets purchased/acquired during the year is charged from the date of purchase of the assets. Similarly depreciation on assets sold / discarded during the year is charged up the date of sale of assets.

**e. Investment**

All investments are initially recorded at cost. The cost of an investment includes purchase price, directly attributable acquisition charges and reduced by recovery of costs, if any. On disposal of an investment,

## **RAP MEDIA LTD.**

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the difference between its carrying amount and the net disposal proceeds is charged or credited to the Statement of Profit and Loss. Current investments are individually carried at the lower of cost and fair value / market value.

### **f. Leases**

#### **Where the Company is the lessee**

Operating lease payments are recognized as an expense in the Profit and Loss account on a straight-line basis over the lease term.

#### **Operating Lease :**

- (i) The Company has taken Office premises under temporary operating lease arrangement.
- (ii) Lease rentals are charged to profit and loss account for the period.
- (iii) There are no sub-leases.

### **g. Provisions**

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

### **h. Contingent Liabilities and Commitments**

Contingent liabilities are disclosed in respect of possible obligation that arise from past events but their existence is confirmed only by the occurrence or non- occurrence of one or more uncertain future events not wholly with the control of the Company.

### **i. Impairment of assets**

Management periodically assesses using external and internal indications whether there is an indication that an asset may be impaired. Impairment occurs where the carrying amount exceeds the present value of future cash flows expected to arise from the continuing use of the asset or its eventual disposal. The impairment loss to be expensed is determined as the excess of the carrying amount over the higher of the assets net sale price or present value as determined above.

### **j. Borrowing Costs**

Borrowing costs directly attributable to acquisitions, construction and production of qualifying assets are capitalized as a part of the cost of such amounts up to the date of completion. Other borrowing costs are charged to the statement of profit and loss.

### **k. Income taxes**

Tax expense comprises of current and deferred tax.

Current tax on income for the current period is determined on the basis of the taxable income and tax credits computed for the year in accordance with the provisions of the Income Tax Act, 1961, and based on expected outcome of assessment / appeals.

Deferred tax is recognized on timing differences between the accounting income and the taxable income for the year, and quantified using the tax rates and laws enacted or substantively enacted as on the balance sheet date.

Deferred tax assets are recognized and carried forward to the extent there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

### **l. Revenue recognition**

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



Interest is recognized on time proportion basis.

**m. Employee benefits**

No provision is made for short term compensated absences.

Defined Benefit Plan : Company's liabilities towards gratuity being post employment benefit are determined actuarially using the projected unit credit method which considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately build up the final obligation. Past service costs are recognized on straight line basis over the average residual period until the amended benefits become vested . Actuarial gain and losses are recognized immediately in the Statement of Profit and loss as income or expenses. Obligation is measured at the present value of estimated future cash flows.

**n. Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the total number of equity shares outstanding during the period.

**Note 24 : Notes to Accounts**

1. Balances of debtors, Creditors, Loans & Advances (Debit/Credit) are subject to confirmation.

**2. SEGMENT REPORTING**

The company is operating in single business segment i.e. Development of multiplex theaters and malls and also in single geographical segment i.e. in India. Hence, reporting in accordance with Accounting Standards (AS) 17 of is not applicable.

**3. REMUNERATION TO DIRECTORS**

<b>Particulars</b>	<b>Year ended 31.03.2018 Amount (Rs.)</b>	<b>Year ended 31.03.2017 Amount (Rs.)</b>
Salaries & Allowance	6,00,000/-	6,00,000/-
Sitting Fees	37,500/-	37,500/-
<b>Total</b>	<b>6,37,500/-</b>	<b>6,37,500/-</b>

**4. REMUNERATION TO AUDITORS:**

<b>Particulars</b>	<b>Year ended 31.03.2018 Amount (Rs.)</b>	<b>Year ended 31.03.2017 Amount (Rs.)</b>
Audit Fees	2,00,000/-	1,00,000/-
Tax Audit Fees	50,000/-	50,000/-
<b>Total</b>	<b>2,50,000/-</b>	<b>1,50,000/-</b>

## RAP MEDIA LTD.

### 5. RELATED PARTIES DISCLOSURES:

- a) List of related parties when control exists and related parties with whom transaction have taken place and relationships:

Sr. No.	Name of the Related Party	Relationship	Nature of transaction
1	Shri Rupinder Singh Arora	Managing Director	Directors Remuneration and unsecured loan
2	Shri Chandir G. Gidwani	Director	Directors Sitting Fees
3	Ms. Ritika Arora	Director	Directors Sitting Fees
4	Shri.Navdeep Singh Khara	Director	Directors Sitting Fees
5	Shri Dilawar Singh Arora	Relative of Director	Rent

- b) Transactions during the year with related parties:

Sr. No.	Name of the Related Party	Nature of Transactions	Balance as on 1st April 2017	Received during the year	Paid during the year	Balance as on 31st March, 2018
1	Rupinder Singh Arora	Unsecured loan	-	1,43,39,000	1,43,39,000	-
2	Rupinder Singh Arora	Directors Remuneration	-	-	600,000 (600,000)	-
3	Chandir G. Gidwani	Directors Sitting Fee	-	-	12,500 (12,500)	-
4	Ms. Ritika Arora	Director Sitting Fee	-	-	12,500 (12,500)	-
5	Navdeep Singh Khara	Director Sitting Fee	-	-	12,500 (12,500)	-
6	Dilawar Singh Arora	Office Rent	-	-	18,00,000 (7,80,000)	-

NOTE: Figures in bracket represents previous year's amount.

6. The following project of the company is on hold due to the adverse market conditions in the real estate market.

Multiplex Project in Agra hence the amount spend has been shown under land and WIP. The amount required to complete the projects is not estimated.

### 7. Capital Commitments :

Capital commitments as on 31st March 2017 are 'Nil. (P.Y. Rs. Nil).

### 8. Un-hedged Foreign Currency Exposures

The un-hedged foreign currency exposure is Nil as on 31.03.2018 (P.Y.is Nil.)

### 9. Income / Expenditure in Foreign Currency:

For the year ending as on 31.03.2018 ,Income or expenditure incurred in foreign currency in Nil.

**10. Details of dues to Micro and Small Enterprises as per MSMED Act, 2006**

As per the Act, the Company is required to identify the Micro, Small and Medium suppliers and pay interest to micro and small enterprises on overdue beyond the specified period irrespective of the terms agreed with the suppliers. As at March 31, 2017, no supplier has intimated the Company about their status as Micro, Small Enterprises or their registration with its appropriate authority under the Micro, Small and Medium Enterprises Act, 2006. Based on the information received as of March 31, 2017 and the supplier profile available with the Company, the management believes that there are no dues to such suppliers. Consequently, information pursuant to principal amount and interest thereon is not required to be provided.

11. Previous year's figures have been regrouped / rearranged wherever necessary.

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As per our report of even date

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

**Vikrant Salunke**  
Partner  
Membership No. 128114

Place : Pune  
Dated :30<sup>th</sup> May 2018

For and on behalf of the Board of directors of

**RAP MEDIA LIMITED**

**Rupinder Singh Arora**  
Chairman & M Director

**Ritika Arora**  
Director

**Ravindra Joshi**  
Company Secretary

**Chandir Gidwani**  
Director

**Navdeep Singh Khera**  
Director

# RAP MEDIA LTD.

## Cash Flow Statement for the period from 01.04.2017 to 31.03.2018

Amount in Rupees

PARTICULARS	March 2018	March 2017
<b>1 (a) Cash flow from operating activities</b>		
Profit/(Loss) before tax	8,015,411	(18,581,573)
Depreciation and amortisation expenses	2,815,326	3,478,652
Profit on sale of car	-100,000	
Profit on sale of land	-691,133	
Interest Income	-57,682	-135,037
	<u>33.44</u>	<u>3070.87</u>
<b>Operating profit/(loss) before working capital changes</b>	<b>9,981,922</b>	<b>(15,237,958)</b>
<b>(b) Adjustment for (increase)/decrease in operating assets:</b>		
Loans & advances	9,043	6,792,618
Trade receivables	51,308,146	-
Other current assets	902,500	(5,178)
	<u>52,219,689</u>	<u>6,787,440</u>
<b>(c) Adjustment for increase/(decrease) in operating liabilities:</b>		
Trade payables	80,236	(314,000)
Other current liabilities	(105,375,452)	-
Provisions	553,023	(2,067,135)
	<u>(104,742,193)</u>	<u>(2,381,135)</u>
<b>Cash generated from operations</b>	<b>(42,540,581)</b>	<b>(10,831,653)</b>
Direct Taxes Paid		-
<b>(a+b+c) Net cash flow from operating activities</b>	<b>(42,540,581)</b>	<b>(10,831,653)</b>
<b>2 Cash flow from investing activities</b>		
Sale of fixed assets	43,058,296	56,302,690
Interest Received	57,682	-135,037
Investment in Mutual Fund	(33,000,000)	
Purchase of Fixed assets	(5,686,227)	
<b>Net cash flow from investing activities</b>	<b>4,429,751</b>	<b>56,167,653</b>
<b>3 Cash flow from financing activities</b>		
Secured Loan from Bank	4,000,088	-
<b>Net cash flow from financing activities</b>	<b>4,000,088</b>	<b>0</b>
<b>(1+2+3) Net increase or decrease in Cash and Cash Equivalents</b>	<b>(34,110,742)</b>	<b>45,336,000</b>
Cash and Cash Equivalents at the beginning of the year	45,921,404	585,000
Cash and Cash Equivalents at the end of the year	11,810,661	45,921,000
	<u>(34,110,743)</u>	<u>45,336,000</u>

As per our report of even date

**For Vikrant Salunke & Associates**  
Chartered Accountants (FRN 128704W)  
**Vikrant Salunke**  
Partner  
Membership No. 128114  
Place : Pune  
Dated :30<sup>th</sup> May 2018

For and on behalf of the Board of directors of

**RAP MEDIA LIMITED**  
**Rupinder Singh Arora**  
Chairman & M Director

**Chandir Gidwani**  
Director

**Ritika Arora**  
Director

**Navdeep Singh Khara**  
Director

**Ravindra Joshi**  
Company Secretary

# RAP MEDIA LIMITED

(CIN : U65990MH1994PLC084098)

Regd. Office: Regd. Office: Arora House, 16, Golf Link, Union Park, Khar(West), Mumbai-400 052.

Tel: 022-26041313, 26041314, Email: grievances@rapmalls.com

## PROXY FORM

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

Name of the (Member's)		
Registered Address:		
Email -id:		
Folio No. Client ID:	DP ID:	

I/We, being the member (s) of \_\_\_\_\_ shares of the above named Company, hereby appoint

1.Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email Id: \_\_\_\_\_

Signature: \_\_\_\_\_

\_\_\_\_\_ or failing him

2.Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of Rap Media Limited to be held on Saturday the 29th September, 2018 at 1.30 p.m. at Arora House, 16, Golf Link, Union Park, Khar (West), Mumbai - 400 052 \_\_\_\_\_ and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.	Resolution
<b>Ordinary Business:</b>	
1.	Adoption of Audited Financial Statements for the year ended 31st March, 2018.
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

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

### Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Please complete all details including details of member(s) before submission.

Revenue Stamp of Rs. 1/
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# RAP MEDIA LIMITED

**Regd Office:** Arora House 16 Golf Link, Union Park, Khar (West), Mumbai - 400 052.  
CIN: U65990MH1994PLC084098

## ATTENDANCE SLIP

*(Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.)*

Name and Address of Shareholder	
No. of Shares	
Folio No.	
Client ID	
Signature	

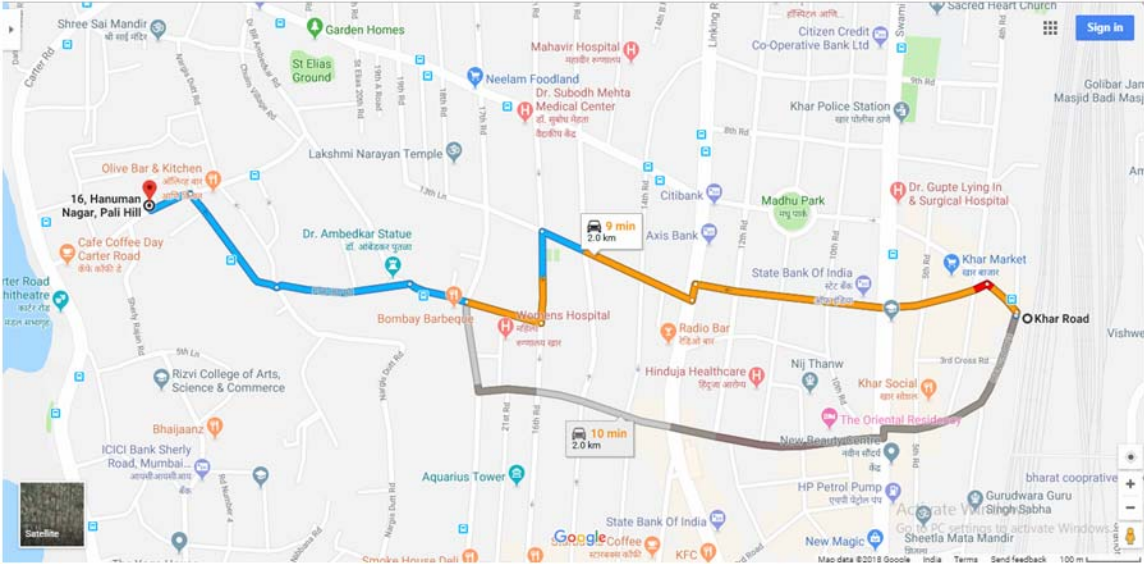
I hereby record my presence at the 24th Annual General Meeting of the Company at **Arora House 16 Golf Link, Union Park, Khar (West) , Mumbai - 400 052**, Saturday 29th September, 2018 at 1.30 p.m.

-----  
Email Address:

\_\_\_\_\_  
Signature of the Shareholder or Proxy

**Note:** No Duplicate Attendance Slip will be issued at the meeting hall. You are requested to bring your copy of Annual Report to the Meeting.

**ROUTE MAP OF THE VENUE OF THE AGM  
Arora House, 16, Golf Link, Union Park, Khar (West), Mumbai - 400 052.**



**Route Map from Khar Road, Railway Station**

**BOOK-POST**

To.

*If undelivered please return to :*

**RAP MEDIA LIMITED**

*Arora House, 16, Golf Link,*

*Union Park, Khar(West),*

*Mumbai-400 052.*