



RAP MEDIA LTD.

CIN: U65990MH1994PLC084098

**25th Annual Report
2018-2019**

BOARD OF DIRECTORS:

Mr. Rupinder Singh Arora	– Managing Director
Ms. Ritika Arora	– Non Executive Director
Mr. Chandir Gidwani	– Independent Director
Mr. Navdeep Singh Khera	– Independent Director (up to 14th June, 2019)
Mr. Ravindra Joshi	– Company Secretary

REGISTERED OFFICE:

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

AUDITORS:

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

REGISTRAR & TRANSFER AGENTS:

Sharex Dynamic (India) Private Limited
Unit 1, Luthra Ind. Premises, Safed Pool,
Andheri Kurla Road, Andheri (East),
Mumbai – 400 072.

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NOTICE OF 25th ANNUAL GENERAL MEETING

Notice is hereby given that the 25th Annual General Meeting of the Members of the Company **Rap Media Limited** will be held on Monday the 30th September, 2019, at 10.30 a.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, 2019, 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: 5th September, 2019.
Place: Mumbai.

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

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.

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7. The Register of Members and the Share Transfer Books of the Company will remain closed from **23rd September, 2019 to 30th September, 2019** (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.

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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 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.
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 Friday the 27th September, 2019 at 9.00 a.m. and will end on Sunday the 29th September, 2019 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 23rd September, 2019, 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 23rd September, 2019.

20. The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of Annual General Meeting.
21. The Scrutinizer shall immediately after the conclusion of voting at the meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make, not later than 3 days of conclusion of the meeting and after scrutinizing such votes received shall make a Scrutinizer's report of the votes cast in favour or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.
22. The Route Map of the venue of the Annual General Meeting forms part of this Notice and is published elsewhere in the Annual Report of the Company.

23. **Voting through electronic means:**

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

The instructions for shareholders voting electronically are as under:

The voting period begins on Friday the 27th September, 2019 at 9.00 a.m. and ends on Sunday the 29th September, 2019 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 23rd September, 2019 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.

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- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID.
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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 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:

	For Members holding shares in Demat Form and Physical Form
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> <ul style="list-style-type: none"> 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. 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.
Dividend Bank Details OR 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> <ul style="list-style-type: none"> 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).

- (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.

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- (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 and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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 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.
- (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, under help section or write an email to helpdesk.evoting@cdslindia.com.

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

Sd/
Ravindra Joshi
Company Secretary

Date: 5th September, 2019.
Place: Mumbai.

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

DIRECTORS' REPORT AND MANAGEMENT DISCUSSION & ANALYSIS

To,
The Members,
Rap Media Limited

Your Directors have pleasure of presenting before you the 25th Annual Report of your Company along with the Audited financial statements for the financial year ended 31st March 2019. The Management Discussion and Analysis forms an integral part of this Directors' Report.

1. SUMMARY OF FINANCIAL RESULTS:

The Company's financial performance, for the year ended 31st March, 2019 is summarized below:

PARTICULARS	Year Ended 31st March, 2019	Year ended 31st March, 2018.
Revenue from Operations	Rs.2,12,53,890/-	Rs.4,71,39,674/-
Other Incomes		
Comes	Rs.1,48,279/-	Rs.8,48,815/-
Total Revenue	Rs.2,14,02,169/-	Rs.4,79,88,489/-
Expenses excluding Depreciation, Interest & Tax	Rs.1,86,08,609/-	Rs.3,70,68,107/-
Profit Before Interest, Depreciation & Tax	Rs.27,93,560/-	Rs.1,09,20,382/-
Depreciation & Amortization for the year	Rs.24,60,984/-	Rs.28,15,326/-
Interest/ Finance Cost	Rs.3,47,491/-	Rs.89,645/-
Profit/(Loss) Before Taxation	(Rs.14,915/-)	Rs.80,15,411/-
Provision for Income Tax	NIL	NIL
Provision for Deferred Tax	(Rs.1,42,999/-)	(Rs.1,30,819/-)
MAT Credit Entitlement availed	NIL	NIL
Profit/(Loss) After Taxation	Rs.1,28,084/-	Rs.81,46,230/-

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.2,12,53,890/- as compared to Rs.4,71,39,674/-.

The Company has incurred loss of Rs.14,915/- during the financial year.

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

Details of previous financial year's turnover:

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

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

In the recent past, the Company tried to sell off its Mall at Agra and against which it has received an advance of Rs.11 Cr. from the potential buyer. The potential buyer happened to be the Carnival Cinema Private Limited, who had also taken on the lease the mall at Meerut. The Carnival was having outstanding

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of around 5 Cr. against the Rent for using the property at Meerut. The same never received and the Company has appropriated the same against the advance received from them against the proposed purchase of property at Agra.

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

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

Future Outlook:

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

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

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

3. Significant Events during the financial year:

There are no significant events during the financial year.

4. DIVIDEND:

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

5. TRANSFER TO RESERVES:

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

6. ACCEPTANCE OF DEPOSIT:

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

7. DIRECTORS:

The Board of Directors of the Company, at present, comprises in all 4 Directors, who have wide and varied experience in different disciplines of corporate functioning.

The details are as below:-

Sr. No.	Name of the Director & DIN No.	Designation
1.	Mr. Rupinder Singh Arora - DIN No. 00043968	Chairman & Managing Director
2.	Mr. Chandir Gidwani - DIN No. 00011916	Independent Director
3.	Mr. Navdeep Singh Khera - Din No.00362310 (Up to 14th June, 2019)	Independent Director
4.	Ms. Ritika Rupinder Arora - DIN No. 00102510	Director

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

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

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

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

There are no significant events affecting the financial position between the end of the financial year and date of the Report, except vacation of office of Director by Mr. Navdeep Singh Khera, as an Independent Director of the Company, due to he being disqualified pursuant to provisions of section 164 of the Companies Act, 2013.

9. DIRECTORS' RESPONSIBILITY STATEMENT:

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

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

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

10. CORPORATE SOCIAL RESPONSIBILITY:

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

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

a) Extract of Annual Report:

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

b) Declaration by Independent Directors:

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

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

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

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

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

d) Board Evaluation:

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

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

e) Particulars of Contracts or Arrangements with Related Parties:

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

f) Risk Management Policy:

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

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

g) Whistle Blower Policy / Vigil Mechanism:

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

h) Financial Summary/ Highlights:

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

i) Internal Financial Control System and their Adequacy:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit reports are reviewed by Audit Committee.

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

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

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

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

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

12. BOARD MEETINGS, BOARD OF DIRECTORS, KEY MANAGERIAL PERSONNEL & COMMITTEES OF DIRECTORS

a) Board of Directors:

As members must be aware that at present the Board of Directors is consists of 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.

Mr. Navdeep Singh Khera, Independent Director of the Company, has vacated the office of the Independent Director on 14th June, 2019, pursuant to provisions of section 168 of the Companies Act, 2013 upon he becoming disqualified pursuant to provisions of section 164(2) of the Companies Act, 2013.

b) Board Meetings:

The Board of Directors of the Company met 6 times during the year 2018-2019. The details of various Board Meetings held are on 30th May, 2018, 25th August, 2018, 14th November, 2018, and 14th February, 2019. 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 2018-2019.

Mr. Navdeep Singh Khera, Independent Director of the Company, has vacated the office of the Independent Director on 14th June, 2019, pursuant to provisions of section 168 of the Companies Act, 2013 upon he becoming disqualified pursuant to provisions of section 164(2) of the Companies Act, 2013.

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d) Independent Directors:

The following independent directors are on the Board of Directors.

1. Mr. Navdeep Singh Khera (up to 14th June, 2019)
2. Mr. Chandir Gidwani

Mr. Navdeep Singh Khera, Independent Director of the Company, has vacated the office of the Independent Director on 14th June, 2019, pursuant to provisions of section 168 of the Companies Act, 2013 upon he becoming disqualified pursuant to provisions of section 164(2) of the Companies Act, 2013.

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, except Mr. Navdeep Singh Khera who was disqualified pursuant to section 164(2) of the Companies Act, 2013 with effect from 31st October, 2018 to 30th October, 2023..

e) Details of remuneration to Directors:

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

f) Board Committees:

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

Sr. No.	Name of the Committee	Members of the Committee
1.	Audit Committee	Mr. 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 Khara (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 2018-19 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 Khara (Member) both independent Directors and Ms. Ritika Arora (Member), of the Company. The Committee met four times during the year 2018-2019. The dates of meetings of Stakeholders' Relationship Committee are 30th May, 2018, 11th August, 2018, 14th November, 2018, and 14th February, 2019.

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.

RAP MEDIA LTD.

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 2019, except Mr. Navdeep Singh Khera who was disqualified pursuant to section 164(2) of the Companies Act, 2013 with effect from 31st October, 2018 to 30th October, 2023.

24. HUMAN RESOURCES:

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

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

25. SUBSIDIARY COMPANIES:

The Company does not have any subsidiary during the year.

26. AUDITORS:

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

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

27. AUDITORS' REPORT:

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

28. SECRETARIAL AUDIT:

The Board had appointed M/s. DSM & Associates, Company Secretaries, to carry out Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the financial year 2018-19. The Secretarial Audit Report is annexed to this report as Annexure "4".

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

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

At present the secretarial work of the Company is handled by Company Secretary of the Company, who happens to be very old employee of the Company. Due to his ill health, he attends the office less frequently and as and when required. Hence depending upon these factors, the Company may have failed to send the notice and agenda to the Board of Directors well in advance, but the Company has always filed the necessary intimations and disclosures to the BSE.
2. The Website of the Company was not showing full disclosures as require under the SEBI LODR and other regulations.

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

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

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

4. Navdeep Singh Khara who was disqualified pursuant to section 164(2) of the Companies Act, 2013 with effect from 31st October, 2018 to 30th October, 2023, has vacated the office of the Company on 14th June, 2019 and the Company is required to appoint new Independent Director to fill up the casual vacancy.

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

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

29. ACKNOWLEDGEMENT:

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

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

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

Date: 5th September, 2019.
Place: Mumbai.

Registered Office:

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

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“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, 2019

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

I. REGISTRATION & 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					

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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 st April, 2018)				No. of Shares held at the end of the year (31 st March, 2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	2332162	28	2332190	39.660	2332162	28	2332190	39.660	
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	0	0	0	0	0	0	0	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
SUB TOTAL: (A) (1)	2332162	28	2332190	39.656	2332162	28	2332190	39.656	0
(2) Foreign									
a) NRI- Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other...	0	0	0	0	0	0	0	0	0
SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	2332162	28	2332190	39.660	2332162	28	2332190	39.660	0
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
c) Central govt	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FII	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(1):	0	0	0	0	0	0	0	0	0
(2) Non Institutions									
a) Bodies corporate	1661120	300	1661420	28.25	1637897	300	1638197	27.86	
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital up to Rs.2 lakhs	1213471	46362	1259833	21.420	1104919	46013	1150932	19.57	
ii) Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	574398	26700	601098	10.220	561808	26700	588508	10.01	
d) Others (specify)									
NRI	17988	0	17988	0.31	29137	0	29137	0.50	0
HUF	138602	0	138602	2.36	138602	0	138602	2.36	
Clearing Members	7670	0	7670	0.13	3434	0	3434	0.06	0
SUB TOTAL (B)(2):	3475448	73062	3548810	60.344	3475797	73013	3548810	60.34	0
Total Public Shareholding (B) = (B)(1)+(B)(2)	3475448	73062	3548810	60.344	3475797	73013	3548810	60.34	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00					
Grand Total (A+B+C)	5807638	73062	5881000	100	5807959	73041	5881000	100	

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(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2018)			Shareholding at the end of the year (31.03.2019)		% 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	i
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
	Total	2332190	39.656	0	2332190	39.641	0	

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

Sl. No.	Share holding at the beginning of the Year		Cumulative Share holding during the year	
	No. of Shares	% of total shares of the Company	No of shares	% of total shares of the Company
At the beginning of the Year				
Date wise Increase/ Decrease in Promoters shareholding during the year specifying the reason for increase/ decrease	No Change			
At the end of the Year				

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

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

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Sr.No	Name	No. of Shares at the beginning/ end of the year	% of total Shares of the company	Date	Increasing/ Decreasing in Shareholding	Reason	Cumulative No. of Shares	% of total Shares of the company
4.	Dipak Kanayalal Shah	145000	2.466	01.04.2018 27.04.2018 12.10.2018 09.11.2018 16.11.2018 23.11.2018 30.11.2018 28.12.2018 18.01.2019 22.02.2019 29.03.2019 31.03.2019	 322 546 97 30 70 350 410 146 450 700	 Buy Buy Buy Buy Buy Buy Buy Buy Buy Buy Buy	 145322 145868 145965 145995 146065 146415 146825 146971 147421 148121 148121	
5.	Kishore Kumar Patni	104984	1.785	01.04.2018 13.04.2018 20.04.2018 25.05.2018 01.06.2018 22.06.2018 06.07.2018 09.11.2018 16.11.2018 23.11.2018 14.12.2018 21.12.2018 28.12.2018 31.03.2019	 5577 5250 3141 1695 2433 5029 201 1099 1000 80 574 1050	 Buy Buy Buy Buy Buy Buy Buy Buy Buy Buy Buy Buy	 110561 115811 118952 120647 123080 128109 128310 129409 130409 130489 131063 132113 132113	2.246
6.	Mammohan Shetty	100000	1.700	01.04.2018 31.03.2019	No Change	No Change	No Change	1.700
7.	Nidhi Polyster Ltd.	78681	1.338	01.04.2017 31.03.2018	-	No Transfer	- 78681	 1.338
8.	Renu Devi Patni	36663	0.623	01-04-2018 06.04.2018 13.04.2018 04.05.2018 11.05.2018 18.05.2018 22.06.2018 20.07.2018 27.07.2018 10.08.2018 15.02.2019 29.03.2019 31-03-2019 31.03.2019	 - 2100 3000 273 4614 3000 7081 5173 5120 1256 825 250 90	 1.181 Buy Buy Buy Buy Buy Buy Buy Buy Buy Buy Buy Buy	 38763 41763 42036 46650 49650 56731 61904 67024 68280 69105 69355 69445	

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Sr.No	Name	No. of Shares at the beginning/end of the year	% of total Shares of the company	Date	Increasing/Decreasing in Shareholding	Reason	Cumulative No. of Shares	% of total Shares of the company
9.	Nilu Poddar	41404	0.704	01.04.2018 31.03.2019	No Change	No Change	41404	0.704
10.	Praveen Gupta HUF	3541	0.060	01.04.2018 25.01.2019 31.03.2019	33677 37191 37191	Buy		0.632
11.	Chatura M Rao	38000	0.646	01.04.2018 06.04.2018 13.04.2018 20.04.2018 27.04.2018 04.05.2018 11.05.2018 18.05.2018 25.05.2018 01.06.2018 22.06.2018 03.08.2018 10.08.2018 23.11.2018 28.12.2018 31.03.2019	0.202 -2000 -5000 -811 -2180 -2000 -5000 -1096 -1000 -3000 -20 -1000 -1000 -1000 -1000 -1000	Sold Sold Sold Sold Sold Sold Sold Sold Sold Sold Sold Sold Sold Sold Sold Sold	36000 31000 30189 28009 26009 21009 19913 18913 15913 15893 14893 13893 12893 11893 11893	

(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	Chandir Gobind Gidwani				
	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	Rupinder Singh Arora				
	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	Ritika Rupinder Arora				
	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	Navdeep Singh Khara				
	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

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(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
Indebtedness at the beginning of the financial year				
i) Principal Amount	40,00,088	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	40,00,088	0	0	0
Change in Indebtedness during the financial year				
• Addition	0	0	0	0
• Reduction	9,31,945	0	0	0
Net Change	9,31,945	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/WT/ 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		0
	- as % of profit		0
	- others, specify.		0
5	Others, please specify		0
	Total (A)	6,00,000	6,00,000
	Ceiling as per the Act		

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	35,400	35,400	35,400	1,06,200
	(b) Commission	NIL	NIL	NIL	NIL
	(c) Others, please specify	NIL	NIL	NIL	NIL
	Total (1)			NIL	
2	Other Non Executive Directors				
	(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
	Total (2)	NIL	NIL	NIL	NIL
	Total B = (1+2)	35,400	35,400	35,400	1,06,200
	Total Managerial Remuneration				
	Overall Ceiling as per the Act.				

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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)
A. COMPAN: Penalty Punishment Compounding			NONE		
B. DIRECTORS: Penalty Punishment Compounding			NONE		
C. OTHER OFFICERS IN DEFAULT: Penalty Punishment Compounding			NONE		

By Order of the Board
For Rap Media Limited

Sd/-
Rupinder Singh Arora
Chairman
DIN: 00043968.

Date: 5th September, 2019.
Place: Mumbai.

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“Annexure – 2”

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

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

Foreign Exchange earnings and outgo:

	Amount (Rs. Lacs)	
	2018-19	2017-18
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: 5th September, 2019.
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, 2019, which were not at arm's length basis.

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

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

By Order of the Board
For Rap Media Limited

Sd/-
Rupinder Singh Arora
Chairman
DIN: 00043968.

Date: 5th September, 2019.
Place: Mumbai.

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“Annexure 4”

SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2019

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

To,
The Members,
Rap Media Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Rap Media Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **Rap Media Limited**, books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-Processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Rap Media Limited** (“the Company”) for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under
- (iii) The Securities Contracts (Regulation)(Stock Exchanges and Clearing Corporations) Regulations, 2012 and Circular dated December 13, 2012 (CIR/MRD/DSA/33/2012) and other Circulars
- (iv) Listing Regulations, 2015
- (v) The Depositories Act, 1996 and the regulations and bye laws framed there under
- (vi) The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Director Investment and External Commercial Borrowings, as applicable;
- (vii) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act)
 - a) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) SEBI (Prohibition of Insider Trading) Regulations, 1992;
 - c) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

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

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

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

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

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

We further report that

The Board of Directors of the Company consists of sufficient number of Independent Directors, Managing Director etc. as required under the Act and Regulations, except Mr. Navdeep Singh Khara has disqualification under section 164(2) of the Companies Act, 2013 with effect from 31st October, 2018. There are no changes in the composition of the Board of Directors of the Company during the financial year under review.

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

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

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

We further report that during the audit period:

- a. It is observed that the notices and agenda of the Board meeting was not circulated to the Board of Directors, seven days in advance, as required under the Secretarial Standards:
- b. The Website of the Company was not showing full disclosures as require under the SEBI LODR and other regulations.

RAP MEDIA LTD.

- c. The Shareholding pattern for quarter ended 31st December, 2018, was filed on 22nd January, 2019, instead of 21st January, 2019, hence causing the delay of 1 day in compliance of reg.31 of the SEBI LODR Regulations, 2015.
- d. Navdeep Singh Khera who was disqualified pursuant to section 164(2) of the Companies Act, 2013 with effect from 31st October, 2018 to 30th October, 2023, has vacated the office of the Company on 14th June, 2019 and the Company is required to appoint new Independent Director to fill up the casual vacancy.
- e. CS Ravindra Joshi, Company Secretary and Compliance officer of the Company, is not reflected as Compliance Officer on the Corporate Information on www.bseindia.com. The same needs to be changed.
- f. Company is exempt, pursuant to provisions of Regulation 15(2), to comply with provisions of Reg.17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and Clause (b) to (i) of sub regulation 2 of regulation 46 and para C, D and E of Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- g. The Company has not issued notice of meetings of board of directors in any of the newspapers.

For DSM & Associates,
Company Secretaries

Sd/-
CS Sanam Umbargikar
Partner
M.No.26141.
COP No.9394.

Date: 5th September, 2019.
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: 5th September, 2019.
Place: Mumbai.

RAP MEDIA LTD.

INDEPENDENT AUDITOR'S REPORT

To
The members of
RAP MEDIA LIMITED.

Report on the 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 2019, the statement of the Profit and Loss, Cash Flow for the year ended 31st March 2019 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.

Auditors 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, 2019;
- 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, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) 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)

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

Place : Pune
Date: 30th May 2019

RAP MEDIA LTD.

ANNEXURE A:

REFERRED TO IN PARAGRAPH 3 OF THE INDEPENDENT AUDITOR'S REPORT ON THE ACCOUNTS OF RAP MEDIA LIMITED FOR THE YEAR ENDING 31st March 2019

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

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

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

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

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

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

Place : Pune
Date : 30th May 2019

RAP MEDIA LTD.

Annexure B:

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, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting 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, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

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

Place : Pune
Date : 30th May 2019

RAP MEDIA LTD.

Balance Sheet as at 31st March 2019

(Amount in Rs.)

Particulars	Note No	As at 31st March 2019	As at 31st March 2018
1 EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	1	58,810,000	58,810,000
Reserves and surplus	2	54,536,766	54,408,681
Non-current liabilities			
Deferred tax liabilities (Net)	3	5,397,340	5,540,339
Long-term borrowings	4	3,068,143	4,000,088
Other Long Term Liabilities	5	12,200,000	10,000,000
Long term provisions	6	1,520,055	1,184,532
Current liabilities			
Other current liabilities	7	1,171,518	1,250,948
Trade payables	8	4,070,417	7,897,299
Short-term provisions	9	718,005	590,523
TOTAL		141,492,244	143,682,411
2 ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	10	82,903,077	85,069,521
Capital work-in-progress		10,000,000	10,000,000
Long term loans & advances	11	1,649,963	1,649,963
Other non-current assets	12	275,000	285,178
Current assets			
Investments	13	-	33,000,000
Trade Receivables	14	7,302,504	-
Cash and cash equivalents	15	36,237,593	11,810,661
Other current assets	16	3,124,106	1,867,088
TOTAL		141,492,244	143,682,411

Notes forming part of financial statements

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As per our report of even date
For Vikrant Salunke & Associates
Chartered Accountants (FRN 128704W)

Sd/-
Vikrant Salunke
Partner
Membership No. 128114

Place : Pune
Date : 30th May 2019

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

Sd/-
Rupinder Singh Arora
Chairman & M Director

Sd/-
Chandir Gidwani
Director

Sd/-
Ritika Arora
Director

Sd/-
Navdeep Singh Khara
Director

Sd/-
Ravindra Joshi
Company Secretary

Date: 30th May 2019

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Profit and loss statement for the year ended 31st March 2019

Amount in Rupees

Particulars	Note No	31 March 2019	31 March 2018
I. Revenue from operations	17	21,253,890	47,139,674
II. Other income	18	148,279	848,815
III. Total Revenue (I + II)		21,402,169	47,988,489
IV. Expenses:			
Employee benefits expense	19	7,952,821	6,643,000
Finance costs	20	347,491	89,645
Depreciation and amortization expense	10	2,460,984	2,460,984
Other expenses	21	10,655,788	30,425,106
Total expenses		21,417,084	39,618,736
V. Profit before exceptional and extraordinary items and tax (III-IV)		-14,914	8,369,753
VI. Exceptional items		-	-
VII. Profit before extraordinary items and tax (V - VI)		-14,914	8,369,753
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII- VIII)		-14,914	8,369,753
X Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		-142,999	-130,819
XI Profit (Loss) for the period from continuing operations (VII-VIII)		128,085	8,500,572
XII Profit/(loss) from discontinuing operations		-	-
XIII Tax expense of discontinuing operations		-	-
XIV Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)	-	-	-
XV Profit (Loss) for the period (XI + XIV)		128,085	8,500,572
XVI Earnings per equity share:			
(1) Basic		0.02	1.45
(2) Diluted		0.02	1.45

As per our report of even date
For Vikrant Salunke & Associates
Chartered Accountants (FRN 128704W)

Sd/-
Vikrant Salunke
Partner
Membership No. 128114

Place : Pune
Date : 30th May 2019

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

Sd/-
Rupinder Singh Arora
Chairman & M Director

Sd/-
Ritika Arora
Director

Sd/-
Ravindra Joshi
Company Secretary

Sd/-
Chandir Gidwani
Director

Sd/-
Navdeep Singh Khara
Director

Date: 30th May 2019

RAP MEDIA LTD.

Notes forming part of Financial Statements

Particulars	As at 31st March,2019 Rupees	As at 31st March,2018 Rupees
NOTE 1: Share Capital		
Authorised		
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
Issued, Subscribed and paid up		
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
	58,810,000	58,810,000

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 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 2019 (Amount in Rs.) Equity Shares		As at 31st March 2018 (Amount in Rs.) Equity Shares	
	Number	Amount	Number	Amount
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 2019 (Amount in Rs.)		As at 31st March 2018 (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

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Particulars	As at 31st March, 2019	As at 31st March, 2018
NOTE 2 : Reserves & Surplus		
Securities Premium Account	332,137,000	332,137,000
Reserves & Surplus		
Opening Balance	(277,728,319)	(285,874,549)
Add : Profit for the year	128,085	8,146,230
Less : Transferred to reserves	-	-
Closing Balance	(277,600,235)	(277,728,319)
Total	54,536,766	54,408,681
NOTE 3 : Deferred Tax Liability		
Relating to fixed assets	5,540,339	5,671,158
Disallowances under Income tax act 1961	-142,999	-130,819
Total	5,397,340	5,540,339
NOTE 4 : Long Term Borrowings		
Secured		
Loan From HDFC Bank	3,068,143	4,000,088
(Secured against Vehicle , Interest @7.50% for the period of 60 months)		
Total	3,068,143	4,000,088
NOTE 5 : Other Long Term Liabilities		
Advance Received	5,000,000	10,000,000
Deposit	7,200,000	-
Total	12,200,000	10,000,000
NOTE 6 : Long Term Provisions		
Provision for Gratuity	1,520,055	1,184,532
Total	1,520,055	1,184,532
NOTE 7 : Other Current Liabilities		
Current maturities of Long term borrowings	931,945	862,535
Other Liabilities	26,568	-
Duties & taxes payable	213,005	388,413
Total	1,171,518	1,250,948
NOTE 8 : Trade Payables		
Trade Payables	4,070,417	7,897,299
Total	4,070,417	7,897,299
NOTE 9 : Short Term Provisions		
Provision for Expenses	331,200	255,000
Provision for Gratuity	386,805	335,523
Total	718,005	590,523

NOTE 10 : FIXED ASSETS

(Amount in Rupees)

Particulars of Assets	Gross Block			Depreciation				Net Block		
	As on 01/04/2018	Additions	Deletion	As on 31.03.2019	As on 31.03.2018	Depreciation for the year	Deletion	As on 31.03.2019	As on 31.03.2019	As on 31.03.2018
Land	48,860,787	-	-	48,860,787	-	-	-	-	48,860,787	48,860,787
Buildings	51,013,304	-	-	51,013,304	20,308,648	1,700,443	-	22,009,091	29,004,213	30,704,656
Plant & Machinery	-	-	-	-	-	-	-	-	-	-
Office Equipments	73,400	222,540	-	295,940	3,487	32,935	-	36,422	259,518	69,913
Furniture & Fixtures	-	-	-	-	-	-	-	-	-	-
Computers	57,900	72,000	-	129,900	14,047	33,240	-	47,287	82,613	43,853
Vehicles	5,554,927	-	-	5,554,927	164,615	694,366	-	858,981	4,695,946	5,390,312
Capital WIP	10,000,000	-	-	10,000,000	-	-	-	-	10,000,000	10,000,000
Total	115,560,318	294,540	-	115,854,858	20,490,797	2,460,984		22,951,781	92,903,077	95,069,521
Previous Year	174,137,531	5,686,227	55,433,763	115,560,318	39,671,744	2,815,326	21,996,273	20,490,797	95,069,521	

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Particulars	As at 31st March,2019	As at 31st March,2018
NOTE 11 : Long Term loans & Advances		
Loan To Ebixcash World Money Ltd	649,963	659,006
Deposit - Court Case	1,000,000	1,000,000
Total	1,649,963	1,659,006
NOTE 12 : Other Non Current Assets		
Deposits	275,000	285,178
Total	275,000	285,178
NOTE 13 : Current Investments		
Mutual Fund (held for sale)	-	33,000,000
Total	-	33,000,000
NOTE 14 : Trade Receivable		
(Unsecured and considered goods)	7,302,504	
Over six months	-	-
Total	7,302,504	-
NOTE 15 : Cash & Cash Equivalent		
Cash on hand	20,539	4,589
Balance with Scheduled Bank	36,217,054	306,072
Deposit with Scheduled Bank (maturing within 12 months)	-	11,500,000
Total	36,237,593	11,810,661
NOTE 16 : Other Current Assets		
Employee Advance	606,170	-
Prepaid Expenses	121,759	58,656
TDS Receivable	1,004,494	1,324,185
Advance to Supplier	25,000	221,475
Balance with revenue authorities	1,366,683	262,772
Total	3,124,106	1,867,088

RAP MEDIA LTD.

Notes forming part of Financial Statements

Particulars	As at 31st March,2019	As at 31st March,2018
NOTE 17 : Revenue From Operations		
Rent Received	11,999,997	9,347,820
Other Income- Sundry Creditors written off	9,253,893	-
Forefeited Sale		37,791,854
Total	21,253,890	47,139,674
NOTE 18 : Other Income		
Interest Income	54,341	57,682
Short Term Capital Gain on sale of mutual fund	93,938	100,000
Profit on sale of Land		691,133
Total	148,279	848,815
NOTE 19 : Employee Benefits Expense		
Salaries and incentives	6,966,016	5,707,477
Gratuity	386,805	335,523
Directors Remuneration	600,000	600,000
Total	7,952,821	6,643,000
NOTE 20 : Finance Cost		
Interest on Vehicle Loan	347,305	87,772
Bank Charges	186	1,873
Total	347,491	89,645
NOTE 21 : Other expenses		
Rates & Taxes	784,099	500,352
Auditors Remuneration		
Audit Fees	200,000	200,000
Tax Audit	50,000	50,000
Taxes of earlier years written off	-	2,655,980
Insurance	130,876	109,165
Legal & Professional Fees	3,578,235	3,944,229
Misc. Expenses	2,454,746	2,809,405
Motor Car Expenses	185,856	955,871
Project Cost Expenses	-	9,896,196
Rent Paid (Office Rent)	150,000	1,800,000
Repairs & Maintenance	521,641	4,638,856
Security Charges	786,000	884,402
Travelling & Hotel Expenses	1,814,335	1,980,650
Total	10,655,788	30,425,106

Notes forming part of financial statements of Rap Media Limited as on 31st March 2019

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.

Currently companies has entered into the business of renting a property.

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.

a) Property, plant & Equipment:

Property, plant and equipment are stated at historical cost less accumulated depreciation and impairment losses, if any. Cost comprises of purchase price net of trade discounts and rebates, and includes non-refundable duties, taxes, and any directly attributable cost of bringing the asset to its working condition for its intended use.

Subsequent expenditure on property, plant and equipment is capitalized only if such expenditure results into an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Profit or loss on property, plant and equipment disposed/discarded is recognized in the Statement of Profit and Loss.

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.

RAP MEDIA LTD.

c. 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 to the date of sale of assets.

d. 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, 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.

e. 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.

f. 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 within the control of the Company.

g. 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.

h. 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.

i. 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.

j. 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.

k. 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. Contingent liabilities and commitments

The Company does not have any contingent liability.

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

3. 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.

4. REMUNERATION TO DIRECTORS:

Particulars	Year ended 31.03.2019 Amount (Rs.)	Year ended 31.03.2018 Amount (Rs.)
Salaries & Allowance	6,00,000/-	6,00,000/-
Sitting Fees	1,06,200/-	37,500/-
Total	7,06,200/-	6,37,500/-

5. REMUNERATION TO AUDITORS:

Particulars	Year ended 31.03.2019 Amount (Rs.)	Year ended 31.03.2018 Amount (Rs.)
Audit Fees	2,00,000/-	2,00,000/-
Tax Audit Fees	50,000/-	50,000/-
Total	2,50,000/-	2,50,000/-

RAP MEDIA LTD.

6. 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 Khera	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 2019	Received during the year	Paid during the year	Balance as on 31st March, 2019
1	Rupinder Singh Arora	Unsecured loan	-	13,05,000 (1,43,39,000)	13,05,000 (1,43,39,000)	-
2	Rupinder Singh Arora	Directors Remuneration	-	6,00,000 (6,00,000)	-	-
3	Chandir G. Gidwani	Directors Sitting Fees	-	-	35,400 (12,500)	-
4	Ms.Ritika Arora	Directors Sitting Fees	-	-	35,400 (12,500)	-
5	Navdeep Singh Khera	Directors Sitting Fees	-	-	35,400 (12,500)	-
6	Dilawar Singh Arora	Office Rent	-	-	1,50,000 (18,00,000)	-

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

7. 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 WIP. The amount required to complete the projects is not estimated.

8. Capital Commitments :

Capital commitments as on 31st March 2019 are 'Nil. (P.Y. Rs. Nil).

9. Un-hedged Foreign Currency Exposures

The un-hedged foreign currency exposure is Nil as on 31.03.2019 (P.Y.is Nil.)

10. Income / Expenditure in Foreign Currency:

For the year ending as on 31.03.2019, Income or expenditure incurred in foreign currency in Nil.

25th Annual Report 2018-2019

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

12. 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, 2019, 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, 2019 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.

As per our report of even date

For Vikrant Salunke & Associates

Chartered Accountants (FRN 128704W)

Sd/-

Vikrant Salunke

Partner

Membership No. 128114

Place : Pune

Date : 30th May 2019

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

Sd/-

Rupinder Singh Arora

Chairman & M. Director

Sd/-

Chandir Gidwani

Director

Sd/-

Ritika Arora

Director

Sd/-

Navdeep Singh Khera

Director

Sd/-

Ravindra Joshi

Company Secretary

Date: 30th May 2019

RAP MEDIA LTD.

Cash Flow Statement for the period from 01.04.2018 to 31.03.2019

Amount in Rupees

PARTICULARS	March 2019	March 2018
1 (a) Cash flow from operating activities		
Profit/(Loss) before tax	(14,914)	8,015,411
Depreciation and amortisation expenses	2,460,984	2,815,326
Profit on sale of car	-	-100,000
Profit on sale of land	-	-691,133
Interest Income	(54,341)	-57,682
Profit on sale of mutual fund	(93,938)	
Operating profit/(loss) before working capital changes	2,297,790	9,981,922
(b) Adjustment for (increase)/decrease in operating assets:		
Loans & advances	-	9,043
Trade receivables	(7,302,504)	51,308,146
Other current assets	(1,246,840)	902,500
	(8,549,344)	52,219,689
(c) Adjustment for increase/(decrease) in operating liabilities:		
Trade payables	(3,826,882)	80,236
Other current liabilities	2,120,570	(105,375,452)
Provisions	463,005	553,023
	(1,243,307)	(104,742,193)
Cash generated from operations	(7,494,861)	(42,540,582)
Direct Taxes Paid	-	-
(a+b+c) Net cash flow from operating activities	(7,494,861)	(42,540,582)
2 Cash flow from investing activities		
Sale of fixed assets	33,093,937	43,058,296
Interest Received	54,341	57,682
Investment in Mutual Fund		(33,000,000)
Purchase of Fixed assets	(294,540)	(5,686,227)
Net cash flow from investing activities	32,853,738	4,429,751
3 Cash flow from financing activities		
Secured Loan from Bank	-931,945	4,000,088
Net cash flow from financing activities	(931,945)	4,000,088
(1+2+3) Net increase or decrease in Cash and Cash Equivalents	24,426,932	(34,110,743)
Cash and Cash Equivalents at the beginning of the year	11,810,661	45,921,404
Cash and Cash Equivalents at the end of the year	36,237,593	11,810,661
	24,426,932	(34,110,743)

As per our report of even date
For Vikrant Salunke & Associates
Chartered Accountants (FRN 128704W)

Sd/-
Vikrant Salunke
Partner
Membership No. 128114

Place : Pune
Date : 30th May 2019

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

Sd/-
Rupinder Singh Arora
Chairman & M. Director

Sd/-
Ritika Arora
Director

Sd/-
Ravindra Joshi
Company Secretary

Sd/-
Chandir Gidwani
Director

Sd/-
Navdeep Singh Khara
Director

Date: 30th May 2019

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	

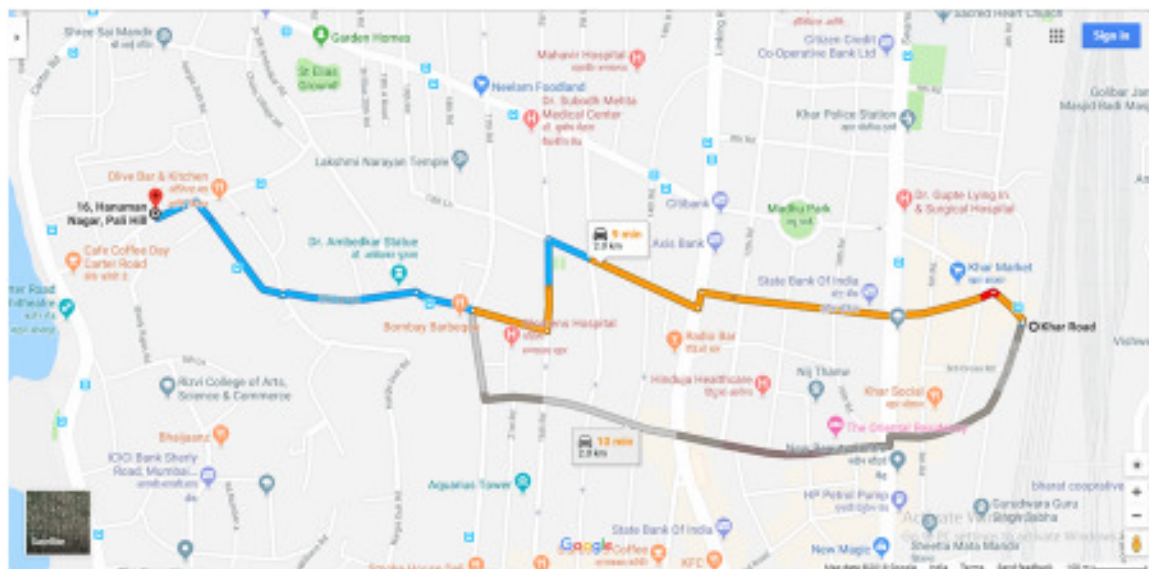
I hereby record my presence at the 25th Annual General Meeting of the Company at Arora House 16 Golf Link, Union Park, Khar (West) , Mumbai – 400 052, Monday 30th September, 2019 at 10.30 a.m.

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

RAP MEDIA LIMITED

(CIN : U65990MH1994PLC084098)

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 25th Annual General Meeting of Rap Media Limited to be held on Monday the 30th September, 2019 at 10.30 a.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
Ordinary Business:	
1.	Adoption of Audited Financial Statements for the year ended 31st March, 2019.
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 _____ 2019

Signature of shareholder _____

Signature of Proxy holder(s) _____

Revenue
Stamp of
Rs. 1/

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.

BOOK-POST

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To.

If undelivered please return to :

RAP MEDIA LIMITED

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