



# **RAP MEDIA LTD.**

CIN: U65990MH1994PLC084098

**27<sup>th</sup> Annual Report  
2020-2021**



**BOARD OF DIRECTORS:**

Mr. Rupinder Singh Arora	– Managing Director
Ms. Ritika Arora	– Non Executive Director
Mr. Chandir Gidwani	– Independent Director
Mr. Ravindra Joshi	– Company Secretary

**REGISTERED OFFICE:**

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

**AUDITORS:**

P R U V N And Associates LLP,  
Chartered Accountants  
(Previously Known as  
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:****Link Intime India Private Limited**

C 101, 247 Park, Lal Bahadur Shastri Rd,  
Surya Nagar, Gandhi Nagar, Vikhroli West,  
Mumbai - 400 083, Maharashtra, India.

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**NOTICE OF 27th ANNUAL GENERAL MEETING**

Notice is hereby given that the **27th Annual General Meeting** of the Members of the Company **Rap Media Limited** will be held on **Thursday the 30th September, 2021, at 10.00 a.m.** at the Registered Office of the Company situated at Arora House, 16, Golf Link, Union Park, Khar (West), Mumbai – 400 052, Maharashtra, India, to transact the following business:

**Ordinary Businesses:**

1. To consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2021, 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;

**Special Businesses:**

3. **Re-appointment of Mr. Rupinder Singh Arora (Din No.00043968), as Managing Director of the Company:**

To consider and if thought fit to pass, with or without modification(s), the following resolution as Special Resolution:

**“RESOLVED THAT** pursuant to provisions of section 196, 197 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification (s) or re-enactment (s) thereof, for the time being in force) the consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Rupinder Singh Arora (Din No.00043968), who attends the age of 70 (Seventy) years on 5th September, 2021, as Managing Director of the Company for the period of five years starting from 1st August, 2021, on such term and conditions and remuneration as set out in the explanatory statement annexed to this Notice convening the AGM, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any committee of the Board constituted to exercise its powers including the powers conferred by this resolution) to alter and vary the terms and conditions of the said appointment including designation and/or remuneration subject to the same being within the limits specified in the said Schedule V of the Companies Act, 2013 or any re-enactment thereof.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to carry on the terms of this resolution, to settle any questions or doubt that may arise in relation thereto in order to give effect to the forgoing resolution and to seek such approval/ consent from the Central Government, as may be required in this regards.”

4. **Authority to Board of Directors to sell, dispose off, restructure, rehabilitate or resell or lease or otherwise deal with the properties situated in Agra and Meerut:**

To consider and if thought fit to pass, with or without modification(s), the following resolution as Special Resolution:

**“RESOLVED THAT** pursuant to provisions of section 180(1)(a) read with provisions of section 110 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Meetings of the Board and its Powers) Rules, 2014 and the Companies (Management and Administration) Rules, 2014, including any statutory modifications or re-enactments thereof, for the time being in force, if any, including any amendment, modification, variation or re-enactment thereof, as may be applicable, the consent of the members of the Company be and is hereby accorded for selling of or leasing or re-structuring or re construction or rehabilitate or otherwise deal with the assets of the Company – under construction malls at Agra and non operation mall at Meerut (hereinafter the “Asset” or “Malls”), at such price or consideration which shall not be less than the Realisation Value of the assets in case of sell or any other terms and conditions as may be mutually agreed between the Company and the potential buyer/ constructor or any other party.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby severally authorized to discuss, negotiate, finalize other terms and conditions pertaining to dealing of asset, to delegate all

or any of the powers herein conferred by this resolution to any committee of directors or any directors or any officers of the Company, as it may in its sole and absolute discretion deem necessary or desirable, to give effect to this resolution, to sign and submit all the necessary documents and papers, to enter and execute all the necessary agreements and arrangements, to take all the necessary steps and actions, for and on behalf of the Company, in the matter of sale of Ludhiana Land and to give effect to above resolution.”

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

**Sd/-  
Ravindra Joshi  
Company Secretary**

Date: 7th September, 2021.

Place: Mumbai.

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

**NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, and January 13, 2021 (collectively referred to as 'MCA Circulars') and Securities & Exchange Board of India (SEBI) vide its circular dated May 12, 2020 and January 15, 2021 permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing/Other Audio Visual Means (VC/OAVM) facility, whereas considering the relaxed restrictions in the State of Maharashtra and Mumbai, the physical gathering are allowed with strict adherence to COVID guidelines issued by the Government of Maharashtra and local authorities. Accordingly, in compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the relevant MCA Circulars, the AGM of the Company this year as well is being conducted through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Hence the Proxy Form and Attendance Slip are not annexed to this Notice. Members attending the AGM through proxy shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
3. The Explanatory Statement as required by section 102 of the Companies Act, 2013, is annexed to this notice as there are two 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. 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.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from **23rd September, 2021 to 29th September, 2021** (Both Days Inclusive) for the purpose of the Annual General Meeting.
7. 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.
8. Members may please note that since the AGM of the Company will be held physically, the Route Map is not annexed in this Notice.

9. 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.
10. 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, **Link Intime India Private Limited**, for assistance in this regard.
11. 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.
12. 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.
13. Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
14. 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.
15. 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.
16. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2021 will also be available on the Company's website [www.rapmedia.co.in](http://www.rapmedia.co.in) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: [grievances@rapmalls.com](mailto:grievances@rapmalls.com).
17. 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.
18. The E-voting period for all items of business contained in this Notice shall commence from **Monday the 27th September, 2021 at 9.00 a.m.** and will end on **Wednesday the 29th September, 2021 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 **24th September, 2021**, 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 24th September, 2021.

19. 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.
20. 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.
21. 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.

**ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:**

22. In terms of section 101 and 136 of the Act, read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including Financial statements, Directors' Report, etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular dated May 12, 2020 and January 15, 2021, Notice of the 27th AGM along with the Annual Report for FY2021 is being sent only through electronic mode to those Members whose email addresses are registered with the RTA, the Company or the Depository Participant(s) as on **3rd September, 2021**. Members may note that the Notice and Annual Report for FY2021 will also be available on the Company's website [www.shreepushkar.com](http://www.shreepushkar.com), website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) [www.evotingindia.com](http://www.evotingindia.com).
23. To support the 'Green Initiative', members who have not registered their e-mail address so far are requested to register their e-mail their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form for receiving all communication including Annual Report, Notices and Circulars etc. from the Company electronically. Members can do this by updating their email addresses with their depository participants.
24. Members holding the shares in physical form are requested to notify immediately any update/change of address and/or details of PAN and Bank account to M/s. Bigshare Services Private Limited, the Registrar and Share Transfer Agent of the Company. In case shares held in dematerialised form, the information regarding change/update of address, details of bank and PAN should be given to their respective Depository Participant.

**25. Voting through electronic means:**

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

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

The voting period begins on **Monday the 27th September, 2021 at 9.00 a.m.** and will end on **Wednesday the 29th September, 2021 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **24th September, 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

- (iii) Click on Shareholders.
- (iv) Now Enter your User ID.
- 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.
  - Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login – Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	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"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<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"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant RAP Media Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.



- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting” available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

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

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

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

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

**Sd/  
Ravindra Joshi  
Company Secretary**

Date: 7th September, 2021.  
Place: Mumbai.

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

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**ANNEXURE TO THE NOTICE**

Explanatory Statement pursuant to Section 102 of The Companies Act, 2013.

**SPECIAL BUSINESS:****Item No.3**

Mr. Rupinder Singh Arora was appointed as Managing Director of the Company for a period of five years and his term of appointment expired on 31st July, 2021. Accordingly, the Board of Directors of the Company re appointed him as Managing Director for further period of 5 years starting from 1st August, 2021 to 31st July, 2026. It is proposed to reappoint him as Managing Director of the Company for a further period of five years from 1st August, 2021 on the following terms and conditions:

The NIL Remuneration will be paid to Managing Director.

The use of car for personnel purpose and personnel long distance calls shall be billed by the Company to the Managing Director.

The Managing Director shall be entitled to reimbursement of travelling and entertainment expenses actually incurred for the purpose of business of the Company. Subject to the aforesaid Mr. Rupinder Singh Arora will be governed by such other existing service Rules as are applicable to Senior Management personnel of the Company as may be in force from time to time.

Where in any financial year during the currency of the tenure of Mr. Rupinder Singh Arora as Managing Director, if the Company has no profits or inadequacy of profits, the remuneration payable to him by way of salary and perquisites shall be subject to maximum amount permissible pursuant to limits prescribed under table A or section II of part II of schedule V to the Companies Act, 2013 or any such modification or enactment thereof or any similar provision introduced substituting the prevalent provisions pursuant to any amendment or re-enactment of the said Act.

Except Mr. Rupinder Singh Arora and Ms. Ritika Arora, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No.3. This Explanatory Statement may also be regarded as disclosure under clause 49 of the Listing Agreement with Stock Exchange.

**Item No.4:**

As you must be aware that the Company was carrying on the business of real estate and construction, running of various malls, in the recent past and the Company was having 2 Sites located at Agra & Meerut. The members must also be aware that in past few years the Company has gone through difficult times due to adverse market conditions.

Accordingly, the necessary accounting treatment which is prescribed by Accounting Standard No.36 – Impairment of Assets, as issued by ICAI, which prescribed writing off of the impairment loss against the profits of the Company. The impairment loss is an amount by which carrying amount, i.e. amount at which the asset is shown in the balance sheet, exceeds the assets recoverable amount. In compliance with the provisions of Accounting Standard No.36, the Company had written off the non-performing assets of the Company situated at Agra.

Recently the management of the Company has assessed the possibility of probable sell off/ leasing/ restructuring/ reshaping or otherwise dealing for these properties situated at Agra and Meerut Mall. The proposal is still under discussion and negotiation stages.

As members must be aware that the pursuant to provisions of section 180(1)(a) of the Companies Act, 2013 and the Companies (Meetings of the Board and its Powers) Rules, 2014, the Company is required to accord the consent of the members of the Company by way of a Special Resolution if the asset/ undertaking which is proposed to be sold, purchased, lease or otherwise disposing off' forms a substantial part of the assets of the Company i.e. if it is more than 20% of the total net worth of the Company. Hence the above resolution is put up for the consent of the members as a special resolution.

None of the Directors, Key Managerial Personnel's of the Company or their relatives, are anyway interested and/ or concerned in the passing of said resolution. The Board recommends the resolution set forth in item no.1 for the approval of the members as a Special Resolution.

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

**Sd/  
Ravindra Joshi  
Company Secretary**

Date: 7th September, 2021.

Place: Mumbai.

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