

**RAP MEDIA LIMITED**

CIN: U65990MH1994PLC084098

**28<sup>th</sup> ANNUAL REPORT**

**2021 - 22**

**BOARD OF DIRECTORS:**

Mr. Rupinder Singh Arora – Managing Director

Ms. Ritika Arora – Non-Executive Director

Mr. Chandir Gidwani – Independent Director

Mr. Deepa Lakhwani -Independent Director

Mr. Akash Bhandari – Company Secretary

**REGISTERED OFFICE:**

Arora House,  
16, Golf Link, Union Park,  
Khar (West), Mumbai – 400052.

**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 28<sup>th</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the **28<sup>th</sup> Annual General Meeting** of the Members of the Company **Rap Media Limited** will be held on **Friday the 30<sup>th</sup> September, 2022, 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:

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### **Ordinary Businesses:**

1. To consider and adopt the audited financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2022, and the reports of the Board of Directors' and Auditors' thereon;
2. To appoint Jain Vinay & Associates, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.

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

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, as may be amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the proposal of audit committee and further recommendation of Board of Directors of the Company, Jain Vinay & Associates, Chartered Accountants, Mumbai be and are hereby appointed as Statutory Auditors of the Company in place of M/S PRUVN & Associated Chartered Accountants, Firm Registration No. 128704W, for a term of Three Consecutive Years from the conclusion of 28th Annual General Meeting till the conclusion of the 31<sup>st</sup> Annual General Meeting (AGM) of the Company to be held in the year 2025, to examine and audit the accounts of the Company on such remuneration plus reimbursement of out-of-pocket expense, as may be mutually agreed between the Board of Directors/Audit Committee of the Company and the Statutory Auditors."

3. 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:**

4. **To regularize the appointment of Ms. Deepa Lakhwani (DIN: 09698600) as an independent Non- Executive Director:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the rules made there under (including any statutory modification(s) or re-enactment thereof and any rules made there under, for the time being in force) and Regulation 16(1)(b) of the Listing Regulation and pursuant to provisions of Articles of Associations of the Company and subject to such other approvals as may be required, **Ms. Deepa Lakhwani (DIN: 09698600)** who was appointed as an Additional Director (Independent Women Director) of the Company by the Board in its meeting held on 12<sup>th</sup> August, 2022 in terms of Section 161(1) of the Act and whose term of office expires at the ensuing annual general meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director to appoint as Independent Women Director for a term of 5 years in this AGM, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years i.e. up to 33<sup>rd</sup> Annual General Meeting of the Company will be held in Calendar, Year 2027". Ms. Deepa Lakhwani (DIN: 09698600) has given a declaration under Section 149(7) of the Companies Act, 2013 that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. Further, in the opinion of the Board also, she fulfils the conditions specified in the Companies Act, 2013 for such an appointment.

None of the other Directors (other than Ms. Deepa Lakhwani (DIN: 09698600)) /Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions."

***By Order of the Board***

***For RAP MEDIA LIMITED***

***Sd/-***

***Rupindersingh Dilawarsingh Arora***

***Managing Director***

Date: 2<sup>nd</sup> September, 2022.

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 **24<sup>th</sup> September, 2022 to 30<sup>th</sup> September, 2022** (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 2022 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 **Tuesday the 27<sup>th</sup> September, 2022 at 9.00 a.m.** and will end on **Thursday the 29<sup>th</sup> September, 2022 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 **24<sup>th</sup> September, 2022**, may cast their vote electronically. The e-voting module

shall be disabled by NSDL 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 **24<sup>th</sup> September, 2022**.

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 28<sup>th</sup> AGM along with the Annual Report for FY 2022 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 4<sup>th</sup> **September, 2022**. Members may note that the Notice and Annual Report for FY2022 will also be available on the Company's website [www.rapmedialtd.co.in](http://www.rapmedialtd.co.in), 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 NSDL (agency for providing the Remote e-Voting facility) [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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. Linkin Time, 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 NSDL:

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

**The remote e-voting period begins on Tuesday, 27<sup>th</sup> Sep. 2022 at 09:00 A.M. and ends on Thursday, 29<sup>th</sup> Sep 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday 23<sup>rd</sup> Sep. 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23<sup>rd</sup> Sep. 2022,.**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

A) Login method for e-Voting for Individual shareholders holding securities in demat mode  
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| <b>Type of shareholders</b>   | <b>Login Method</b>  |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " |

which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
3. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also