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**CORPORATE INFORMATION****BOARD OF DIRECTORS**

Mr. Paresh Pravinchandra Joshi  
Mr. Dharm Swetank Patel  
Mrs. Bhavna Narendra Ayer  
Mr. Hitesh Arjunbhai Aahir

Director  
Director  
Independent Director  
Independent Director

**STATUTORY AUDITORS**

M/s. V. D. Shukla & Co.  
Chartered Accountants  
B 213, Second Floor, Gopal Palace,  
Behind Better Home Furniture Show Room,  
Nr. Shiromani Flats, Opp. Ocean Park,  
Shivaranjani, Nehrunagar Road,  
Nehrunagar, Ahmedabad – 380015.

**SECRETARIAL AUDITORS**

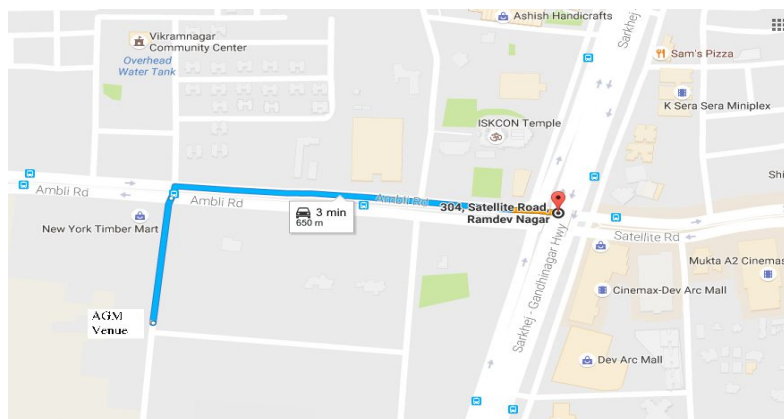
M/s. Patel & Associates  
Company Secretaries  
16, Aarasuri Society, Nava Vadaj,  
Ahmedabad-380013

**REGISTERED OFFICE**

4<sup>th</sup> Floor, “KARM” Corporate House, Opp. Vikramnagar,  
Nr. New York Timber, Ambli - Bopal Road  
Ahmadabad, Gujarat- 380059.

**REGISTRAR & SHARE TRANSFER AGENTS**

Accurate Securities Registry Private Limited  
23,3<sup>rd</sup> Floor, Sarthik Complex,  
Nr. Fun Republic, Iscon Cross Road,  
Satellite, Ahmedabad - 380015  
Phone: 079 69430070-76  
E-mail: accuratesecuritiesrta@gmail.com

**ROAD MAP TO AGM VENUE**

**NOTICE**

Notice is hereby given that **24<sup>th</sup> Annual General Meeting of Real News & Views Limited** will be held at the registered office of the Company at **4<sup>th</sup> Floor, "KARM" Corporate House, Opp. Vikramnagar, Nr. New York Timber Mart, Ambli-Bopal Road, Ahmedabad, Gujarat – 380059**, on Wednesday, 27<sup>th</sup> Day of September, 2017 at 12:00 noon to transact following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2017 including audited Balance Sheet as at 31<sup>st</sup> March, 2017 and Statement of Profit and Loss for the year ended on that date and the Reports of the Directors, Auditors and the Secretarial Auditor thereon.
2. To re-appoint Mr. Paresh Pravinchandra Joshi (DIN: 00158205), who is liable to retire by rotation and being eligible, offers himself for re-appointment.
3. To appoint 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 of the Companies Act, 2013 and the Rules made thereunder, **M/s. V. D. Shukla & Co.**, Chartered Accountants (Firm Registration No. 110240W), be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Annual General Meeting to be held in 2022 (subject to ratification of reappointment by the members at every AGM held after this AGM) of the Company, on a remuneration as may be agreed upon by the Board of Directors and the Auditors."

**Place: Ahmedabad**  
**Date: 26<sup>th</sup> August, 2017**

**For and on behalf of the Board**

**SD/-**  
**Bhavna N. Ayer**  
**Director**  
**DIN:02013477**

**Profile of Directors**

**[Seeking Appointment/Reappointment in Annual General Meeting as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

**Brief profile of directors seeking appointment/re-appointment:**

Director's Name	Mr. Paresh Joshi
Designation	Director
Date of Birth	7 <sup>th</sup> March, 1969
Date of Appointment	7 <sup>th</sup> February, 2013
Qualification	M. Sc. (Physics)
Brief Resume & Experience in specific functional area	A master degree holder in science, Mr. Paresh Joshi is managing affairs of Company at highest level of management & instrumental in framing the strategies at Board level. Known for his management skills & prompt decision ability, Mr. Joshi has managerial skills to led the company into diversified Segments and it is Mr. Joshi, whose self-inclination helped the Company to see opportunities & growth with innovation in construction of residential flats/bungalows. Mr. Paresh Joshi had taken active initiative towards the execution of new object of news broadcasting undertaken by the Company for further growth of the business. Mr. Joshi has capability to understand the market situation and to deal accordingly.
No. of Shares held in the Company	Nil
Directorship held in other public limited Indian Companies. (Excluding Directorship in Real News & Views Limited)	Cementone (India) Limited
Membership/Chairmanship of Committees public limited Indian Companies. (Excluding Membership/Chairmanship of Committees in Real News & Views Limited)	Nil
Related to other Director	Not related to any other Director of the Company.

Place: Ahmedabad  
Date: 26<sup>th</sup> August, 2017

For and on behalf of the Board

SD/-  
Bhavna N. Ayer  
Director  
DIN:02013477

**NOTES:**

1. Shareholder is entitled to attend and vote at the meeting and is also entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Shareholder. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy provided such person shall not act as a proxy for any other person or shareholder.
2. Proxies in order to be effective must be received by the Company not less than 48 hours before the commencement of the meeting.
3. Pursuant to Section 113 of the Companies Act, 2013 and rules framed thereunder, the Corporate Members intending to send their authorized representatives to attend the AGM are requested to send to the Company, a certified copy of Board Resolution and Power of Attorney, if any, authorizing their representative (s) to attend and vote, on their behalf, at the AGM.
4. As required under SS-2 issued by the ICSI, a route map, including a prominent landmark, showing directions to reach the AGM venue is annexed to the Annual Report.
5. Members are requested to bring and produce the attendance slip duly signed as per the specimen signature recorded with the Company/ DPs for admission to the AGM Hall.
6. Shareholders or Proxy are requested to bring along with them their copy of Annual Report at the meeting as extra copies will not be distributed.
7. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42 (5) of the Listing Regulations, the Share Transfer Books and Register of Members of the Company will remain closed from 24<sup>th</sup> September, 2017 to 27<sup>th</sup> September, 2017 (Both days inclusive).
8. All documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on any working day except Saturdays and holidays up to the date of Annual General Meeting. Any Member desirous of receiving any information on the Financial Statements or Operations of the Company is requested to forward his / her queries to the Company at least seven working days prior to the AGM, so that the required information can be made available at the AGM.
9. Members holding shares in physical mode are requested to notify immediately any change in their address along with self-attested copy of address proof i.e. Aadhar Card/ Electricity Bill/Telephone Bill/Driving License/Bank Passbook particulars to the Company or RTA and in case their shares are held in dematerialized mode, this information should be passed on directly to their respective DPs.
10. In all correspondence with the Company, members holding shares in physical mode are requested to quote their account / folio numbers and in case their shares are held in dematerialized mode, members are requested to quote their DP Id and Client Id Nos.
11. In case of Joint Holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
12. Details as required in Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting are provided as above. Requisite declarations have been received from the Directors seeking appointment / re-appointment. The Independent Directors of the Company have been appointed for a term of 5 years in accordance with the relevant provisions of the Companies Act, 2013, and are not eligible to retire by rotation.
13. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN

details to Accurate Securities and Registry Private Limited / Investor Service Department of the Company.

14. The Ministry of Corporate Affairs (MCA), Government of India has introduced a 'Green initiative in Corporate Governance' by allowing paperless compliances by the Companies for service of documents to their Members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013 and Rules framed thereunder.

In case you have not registered your e-mail Id, please communicate the same to the Company or RTA at their communication address given in the Annual Report in respect of the shares held in physical mode or communicate to your DPs concerned in respect of shares held in demat / electronic mode. Although you are entitled to receive physical copy of the Notices, Annual Reports, etc. from the Company, we sincerely seek your support to enable us to forward these documents to you only by e-mail, which will help us participate in the Green Initiatives of the MCA and to protect our environment.

**15. Voting through electronic means:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means. The facility of casting votes using an electronic voting system from a place other than the AGM venue ('remote e-voting') will be provided to the members by Central Depository Services (India) Limited (CDSL).

The Company is providing facility for voting by electronic means and the business may be transacted through such electronic voting. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The 'Step by Step' procedure and instructions for casting your vote electronically are as under:

- i. The e-voting period begins on 24<sup>th</sup> September, 2017 at 9:00 a.m. and end on 26<sup>th</sup> September, 2017 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as at the cut-off date of 20<sup>th</sup> September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 26<sup>th</sup> September, 2017 at 5:00 p.m.
- ii. Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii. Next click on "Shareholders" tab to cast your votes.
- 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](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:

PAN	Enter your 10 digits alpha-numeric PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders) 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. The Sequence Number is printed on address label/ sticker affixed on the back page of the Annual Report.
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	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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the date of birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format
Dividend Bank Details#	Enter your dividend bank details as recorded in your demat account or in the Company records for the said demat account or folio.

# please enter DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or member, please enter the member id/folio no. 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 reach directly to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. Kindly note that this password can be used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that such 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. Click on the EVSN for the relevant Company (**REAL NEWS & VIEWS LIMITED**) on which you choose to vote.

xi. 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.

xii. Click on the "**Resolutions File Link**" if you wish to view the entire Resolutions.

xiii. 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.

xiv. Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.

xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xvi. If Demat account holder has forgotten the password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvii. Note for Non-Individual Shareholders and Custodians.

- Non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

xviii. The voting rights of the Member shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. September 20, 2017.

- xix. A person whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through electronic means.
- xx. M/s. Patel & Associates, Company Secretaries, Ahmedabad, has been appointed by the Board of Directors of the Company as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
- xxi. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through electronic voting system provided at the AGM venue and remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make, within 48 hours of conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith. The resolution(s) shall be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes.
- xxii. The declared results along with the report of the scrutinizer shall be placed on the Company's website [www.realnewsviews.in](http://www.realnewsviews.in) and after the results are declared, the same shall be communicated by the Company to the BSE Limited.
- xix. 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. Apple 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.

**In case of members receiving the physical copy:**

- a. Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- b. The voting period begins on 24<sup>th</sup> September, 2017 at 9:00 a.m. and end on 26<sup>th</sup> September, 2017 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 20<sup>th</sup> September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- c. 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



## DIRECTORS' REPORT

To,  
The Members,

Your Directors have pleasure in presenting their **Annual Report** on the business and operations of the Company and the Audited Accounts for the Financial Year ended 31<sup>st</sup> March, 2017.

**1. FINANCIAL SUMMARY/HIGHLIGHTS OF PERFORMANCE OF THE COMPANY:**

Financial Results		(Rs. in Lacs)	
Particulars	Year ended 31-03-2017	Year ended 31-03-2016	
Revenue from Operation	365.43	445.45	
Other Income	104.52	2.04	
<b>Total Revenue</b>	<b>469.95</b>	<b>447.49</b>	
Changes in Inventories of finished goods, work-in- progress	(92.82)	733.15	
Depreciation & Amortization Exp.	133.22	54.29	
Other Expenses	599.17	98.98	
<b>Profit/(Loss) Before Tax</b>	<b>(169.62)</b>	<b>(438.93)</b>	
Current Tax	0	0.024	
Deferred Tax	73.79	(133.73)	
<b>Profit/(Loss) After Tax (PAT)</b>	<b>(243.41)</b>	<b>(305.22)</b>	

**2. STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK:**

During the fiscal under Report, the Company has earned total income of Rs. 4,69,94,893/- as compared to Rs. 4,47,49,344/- during last year. Due to increase in cost of material consumed, as well as other expenses, the Company has incurred loss of Rs. 2,43,41,454/- During the period under review, the Company has commenced the new project and therefore, management is of the view that the Company will achieve profitability in approaching fiscal.

**3. DECLARATION OF DIVIDEND & TRANSFER OF AMOUNT TO RESERVES:**

Due to loss, your Board of Directors does not recommend declaration of dividend. Moreover, the loss incurred during the year is being adjusted against the Reserves during the financial year.

**4. SHARE CAPITAL:**

The paid up Equity Share Capital as on March 31, 2017 was Rs. 20,00,00,000/- divided in to 2,00,00,000 Equity Shares of face value of Rs. 10/- each.

During the year under report, the Company has issued 1,51,96,820 Equity Shares of Rs. 10/- each on preferential basis to the Promoter and Non-Promoter. Subsequently the paid up capital of the Company increased from Rs. 4,80,31,800 divided in to 48,03,180 equity shares of Rs. 10/- each to Rs. 20,00,00,000/- divided in to 2,00,00,000 equity shares of Rs. 10/- each. During the financial year, the Company has not issued any convertible instruments.

Further your Company had re-classified the authorised share capital of the Company. The entire Preference Share Capital comprising of 1,000 (One Thousand) Preference Shares of Rs.100/- (Rupees Hundred) each has been re-classified in to 10,000 (Ten thousand) Equity Shares of Rs.10/- (Rupees Ten) each. Therefore the Company has only one class of Share .i.e. Equity Shares of face value of Rs. 10/- each.

During the year, the Authorised Share Capital of Company increased from Rs.10,00,00,000/- (Rupees Ten Crore), divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- (Rupees Ten) each to Rs. 25,00,00,000/- (Rupees Twenty Five Crore) divided into 2,50,00,000 (Two Crore Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each ranking pari - passu with existing equity shares of the Company.

**5. CHANGE OF REGISTERED OFFICE:**

During the financial year, the registered office of the Company was shifted from 3<sup>rd</sup> Floor, F/F Amichand Park C H Soc. Ltd., Trade Centre, Next to stadium House, Stadium Road, Ahmedabad, Gujarat – 380009 to 4<sup>th</sup> Floor, “KARM” Corporate House, Opp. Vikramnagar, Nr. New York Timber, Ambli – Bopal Road, Ahmedabad - 380006, Gujarat

**6. CHANGE OF REGISTRAR AND SHARE TRANSFER AGENT:**

During the year, the Company had executed the Tripartite Agreement to shift the activity of Share operations from “Link Intime India Private Limited” to “Accurate Securities and Registry Private Limited”.

**7. CHANGE IN DESIGNATION OF DIRECTOR:**

During the year under review, Mr. Dharm S. Patel, Mrs. Bhavna N. Ayer & Mr. Hitesh Aahir who were appointed as an additional Director on 12<sup>th</sup> March, 2016, were regularised with the approval of Members of the Company at their Annual General Meeting held on 30<sup>th</sup> September, 2016.

**8. POSTAL BALLOT**

During the year 2016-17, the Company had sought approval from the Shareholders through Postal Ballot including voting by electronic means for the following purposes:

- a) Change of name of the Company from “Real Realty Management Company Limited” to “Real News & Views Limited”.
- b) Insertion of new object of news broadcasting and digital marketing in the Memorandum of Association of the Company.
- c) Reclassification of Preference share in to equity shares and increase of Authorised capital from 10 Crore to 25 Crore.
- d) Issue of 15196820 Equity shares on preferential basis.

To carry out entire E-voting process in fair and transparent manner, the Company had appointed M/s. Patel & Associates, Company Secretaries to act as Scrutinizer. On 27<sup>th</sup> January, 2017, the result for the resolutions passed through postal ballot has been declared by the Company.

**9. DEPOSITS:**

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.

**10. ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE:**

In accordance with Section 134(3) (m) of the Companies Act, 2013 read with the Rule 8 of the Companies (Accounts) Rules, 2014, the following information is provided as under:

**A. Conservation of Energy**

Your Company is not an energy intensive unit, however regular efforts are made to conserve energy. Some of the steps taken by the Company towards energy conservation as under:

- Adoption of LED light technology in office premises to reduce the power consumption;
  - Adoption of VRV technology for air-conditioning in office areas to reduce electricity consumption;
- and

**B. Technology Absorption (Research and Development)**

The Company continuously makes efforts towards research and developmental activities whereby it can improve the quality and productivity of its programs.

**C. Foreign Exchange Earnings and Outgo**

During the period under review, foreign exchange earnings and outgo is given in **ANNEXURE – I** and forms part of this report.