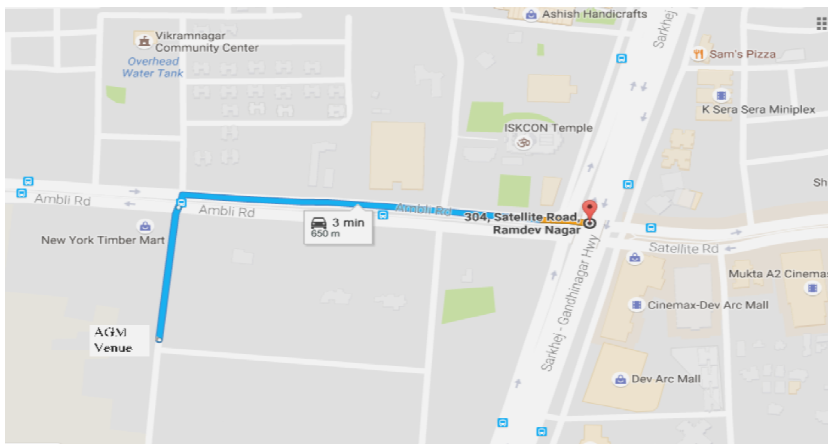


## **CONTENTS**

- ❖ Corporate Information
- ❖ Road Map for AGM Venue
- ❖ Notice
- ❖ Director's Report
- ❖ Management Discussion and Analysis Report
- ❖ Auditor's Report
- ❖ Balance Sheet
- ❖ Statement of Profit & Loss Account
- ❖ Cash Flow Statement
- ❖ Schedules & Notes Forming part of Financial Statements

### **ROAD MAP TO AGM VENUE**



### **AGM VENUE**

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

---

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

Mr. Paresh Pravinchandra Joshi (From 07/02/2013 till 02/08/2018)	Director
Mr. Dharm Swetank Patel	Managing Director
Mrs. Hina Swetank Patel (From 14/08/2018)	Director
Mrs. Bhavna Narendra Ayer	Independent Director
Mr. Hitesh Arjunbhai Aahir	Independent Director
Mr. Jayesh Jayantilal Pandya (From 14/08/2018)	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  
Ahmedabad, 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: +91 9033009602 - 05  
E-mail: accuratesecuritiesrta@gmail.com

**NOTICE**

Notice is hereby given that **25<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 Saturday, 29<sup>th</sup> Day of September, 2018 at 2:00 p.m. 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, 2018 including audited Balance Sheet as at 31<sup>st</sup> March, 2018 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 Mrs. Bhavna Narendra Ayer (DIN: 02013477), who is liable to retire by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

3. **REGULARIZATION OF MRS. HINA SWETANK PATEL AS NON - EXECUTIVE, NON - INDEPENDENT DIRECTOR.**

To consider, and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution for Regularization of Additional Director

**"RESOLVED THAT**, pursuant to the provisions of section 149, 152 and all other applicable provisions of the Companies Act, 2013, if any and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV, Mrs. Hina Swetank Patel (DIN: 01987053) who was appointed as an Additional Director in the meeting of the Board of Directors held on August 13, 2018 and whose term expires at the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from the member proposing her candidature for the office of a Non-Executive, Non-Independent Director of the Company, be and is hereby appointed as an Director of the Company."

**"RESOLVED FURTHER THAT**, Board of Directors of the Company be and are hereby authorized as to do all such acts, deeds and things incidental thereto to give effect to aforesaid resolution."

4. **REGULARIZATION OF MR. JAYESH JAYANTILAL PANDYA AS AN INDEPENDENT DIRECTOR.**

To consider, and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution for Regularization of Additional Director

**"RESOLVED THAT**, pursuant to the provisions of section 149, 152 and all other applicable provisions of the Companies Act, 2013, if any and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV, Mr. Jayesh Jayantilal Pandya (DIN: 02030546) who was appointed as an Additional Director in the meeting of the Board of Directors held on August 13, 2018 and whose term expires at the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from the member proposing his candidature for the office of a Non-Executive, Independent Director of the Company, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of 5 years from 13/08/2018 to 12/08/2023."

**“RESOLVED FURTHER THAT,** Board of Directors of the Company be and are hereby authorized as to do all such acts, deeds and things incidental thereto to give effect to aforesaid resolution.”

**5. CHANGE OF DESIGNATION OF MR. DHARM S. PATEL FROM DIRECTOR TO MANAGING DIRECTOR**

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

**“RESOLVED THAT,** pursuant to the provisions of sections 196, 197, 198 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof or any other law and subject to such consent(s), approval(s) and permission as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s), approval(s) and as are agreed to by the Board of Directors, the consent of the Company be and is hereby accorded for change of designation of Mr. Dharm S. Patel (DIN: 02013477) from Director to Managing Director of the company for a period of five years from 14/08/2018 to 13/08/2023.”

**“RESOLVED FURTHER THAT,** his appointment as Managing Director is as per the recommendation of Nomination and Remuneration Committee in its meeting held on August 6, 2018 and that he will not draw any remuneration from the Company.”

**“RESOLVED FURTHER THAT,** any one of the Directors of the Company be and are hereby authorised to do all necessary acts, deeds and things that may be required to give effect to the above resolution.”

**6. APPROVAL OF RELATED PARTY TRANSACTIONS:**

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

**“RESOLVED THAT,** pursuant to the provisions of Section 188 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such amendments as may be made therein, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into transaction with Mena Mani Industries Limited, the related party as defined under the Act for purchase/sale of goods amounting to Rs. 100 Crores for the financial year 2018-19.”

**“RESOLVED FURTHER** that Mr. Dharm Patel, Managing Director of the Company be and is hereby authorised to negotiate and finalise other terms and conditions and to do all such acts, deeds and things including delegation of powers as may be necessary, proper or expedient to give effect to this resolution.”

**Place: Ahmedabad  
Date: 14<sup>th</sup> August, 2018**

**For and on behalf of the Board**

**SD/-  
Dharm S. Patel  
Managing Director  
DIN:07464810**

**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. Dharm S. Patel	Mrs. Bhavna N. Ayer	Mrs. Hina S. Patel	Mr. Jayesh J. Pandya
Designation	Director	Director	Director	Director
Date of Birth	18 <sup>th</sup> August, 1994	16 <sup>th</sup> October, 1972	27 <sup>th</sup> December, 1969	12 <sup>th</sup> December, 1969
Date of Appointment	12 <sup>th</sup> March, 2016	12 <sup>th</sup> March, 2016	14 <sup>th</sup> August, 2018	14 <sup>th</sup> August, 2018
Qualification	Degree in Architecture	Bachelor of Commerce	Bachelor of Commerce	Bachelor of Commerce
Brief Resume & Experience in specific functional area	Mr. Dharm Patel is the degree holder in architecture, hence his theoretical knowledge together with practical applications will enhanced the Company's' growth and widens the scope for further expansion and development. Mr. Dharm has capability to understand the market situation and to deal accordingly.	Mrs. Bhavna Ayer is has rich experience in administration and research activities that will help the Company in creating the strong base for future prospect and growth.	Mrs. Hina S. Patel has valuable experience of around 19 years in management and administration activities. She can handle the corporate affairs of the Company.	Mr. Jayesh Pandya has rich knowledge and experience in operating the business activities. His expertise in making right decision at right time will improve the Company's progress and widens the range for additional extension and development.
No. of Shares held in the Company	5050000	Nil	Nil	Nil
Directorship held in other public limited Indian Companies.  (Excluding Directorship in Real News & Views Limited)	Nil	Nil	Mena Mani Industries Limited	Mena Mani Industries Limited
Membership/Chairmanship of Committees public limited Indian Companies.  (Excluding Membership/Chairmanship of Committees public limited Indian Companies.)	Nil	Nil	Member of Audit Committee in Mena Mani Industries Limited	Nil

nship of Committees in Real News & Views Limited)				
Related to other Director	Mrs. Hina S. Patel and Mr. Dharm S. Patel, the Director of the Company are related as Mother and Son.	Not related to any other Director of the Company.	Mrs. Hina S. Patel and Mr. Dharm S. Patel, the Director of the Company are related as Mother and Son.	Not related to any other Director of the Company.

Place: Ahmedabad  
Date: 14<sup>th</sup> August, 2018

For and on behalf of the Board

SD/-  
Dharm S. Patel  
Managing Director  
DIN:07464810

### **EXPLANATORY STATEMENT AS PER SECTION 102 OF THE COMPANIES ACT, 2013**

#### **Item No.3 to the Notice**

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Mrs. Hina S. Patel (DIN: 01987053), as an Additional Director w. e. f August 14, 2018. In terms of Section 161 (1) of the Companies Act, 2013 read with Articles of Association of the Company, Mrs. Hina S. Patel holds the office as an Additional Director up to the date of the forthcoming Annual General Meeting scheduled to be held on Saturday, 29<sup>th</sup> September, 2018.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 from one of the members signifying her intention to propose the appointment of Mrs. Hina S. Patel as a Director.

Mrs. Hina S. Patel is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent in writing to act as Director. Moreover, Copy of the draft formal letter for appointment of Mrs. Hina S. Patel as a Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

The Board of Directors is of the opinion that her valuable experience in management and administration will be of great significance to the Company and hence recommends the Resolution at Item No. 3 of this Notice for your approval. Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered Office of the Company during the business hours on any working day up to the date of the Annual General Meeting.

Except Mrs. Hina Patel none of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution.

#### **Item No. 4 to the Notice**

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Mr. Jayesh Jayantilal Pandya (DIN: 02030546), as an Additional Director w. e. f. August 14, 2018. In terms of Section 161 (1) of the Companies Act, 2013 read with Articles of Association of the Company, Mr. Jayesh Pandya holds the office as an Additional Director up to the date of the forthcoming Annual General Meeting scheduled to be held on Saturday, 29<sup>th</sup> September, 2018.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 from one of the members signifying his intention to propose the appointment of Mr. Jayesh Pandya as a Director.

Mr. Jayesh Pandya is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent in writing to act as Director. Moreover, Copy of the draft formal letter for appointment of Mr. Jayesh Pandya as a Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

The Board of Directors is of the opinion that his rich knowledge in managing and regulating the Organizational affairs will be of great significance to the Company and hence recommends the Resolution at Item No. 4 of this Notice for your approval. Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered Office of the Company during the business hours on any working day up to the date of the Annual General Meeting.

None of the Directors, Key Managerial Personnel and relatives thereof is concerned or interested in the Resolution at Item No. 4 of the Notice.

#### **Item No. 5 to the Notice**

Mr. Dharm S. Patel was appointed as Director of the Company on 12<sup>th</sup> March, 2016. It is proposed to change his designation to Managing Director of the Company.

The Nomination and Remuneration Committee of the company in their meeting held on 06/08/2018, taking into consideration Mr. Dharm Patel's rich knowledge and novel thoughts recommended him to assume the position of Managing Director of the company for a term of five years from 14/08/2018 till 13/08/2023. Mr. Dharm S. Patel will not draw any remuneration as Managing Director of the Company.

As per provisions of the Act, his change of designation is subject to ratification by members of the Company. Accordingly, approval of the members is being sought in the Resolution set out at item no. 5 of the Notice. The draft Agreement between the Company and the Managing Director is available for inspection by the members at the company's Registered office between 10:00 a.m. to 1:00 p.m. on all working day's up to the date of Annual General Meeting.

Your Directors recommend the above resolution for approval of the Shareholders as a Special Resolution.

Except Mrs. Hina Patel none of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution.

This may also be treated as a written memorandum setting out the terms of appointment of Mr. Dharm S. Patel, pursuant to section 190 of the Companies Act, 2013.

#### **Item No.6 to the Notice**

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on 24<sup>th</sup> May, 2018 has approved a proposal for entering into following related party transactions:

Name of Related Party	Mena Mani Industries Limited
Name of Related Director or KMP	Mr. Dharm S. Patel
Nature of relationship	Mr. Swetank M. Patel, Director of Mena Mani Industries Limited is the relative (Father) of Mr. Dharm S. Patel and Mrs. Hina S. Patel, Director of Mena Mani Industries Limited is the relative (Mother) of Mr. Dharm S. Patel as well as Director of Real News & Views Limited.
Material terms, monetary value and particulars of the contract or arrangement;	The transaction between the parties will be in the nature of purchase and/or sale of goods/products. The amount of the transaction shall be up to Rs. 100 Crores and the same has to be paid as per the terms agreed by both the parties.
The Manner of determining the pricing and other commercial terms, both	The pricing is commensurate with the market value of the goods and shall be at arm's length.

included as part of contract and not considered as part of the contract	
Any other information relevant or important for the members to take a decision on the proposed resolution	N.A.

The transaction is Related Party Transaction and in terms of Section 188 of the Companies Act, 2013 and regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable rules there under requires prior approval of the Shareholders by way of Special Resolution.

Except Mrs. Hina Patel none of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution.

**Place: Ahmedabad**  
**Date: 14<sup>th</sup> August, 2018**

**For and on behalf of the Board**

**SD/-**  
**Dharm S. Patel**  
**Managing Director**  
**DIN:07464810**



**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 26<sup>th</sup> September, 2018 to 29<sup>th</sup> September, 2018 (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. As per Regulation 40(7) of the Listing Regulations read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax Permanent Account Number (PAN) Card. Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company / RTA for registration of such transfer of

shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s).

14. 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.
15. 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.

#### **16. 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 26<sup>th</sup> September, 2018 at 9:00 a.m. and end on 28<sup>th</sup> September, 2018 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 22<sup>nd</sup> September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 28<sup>th</sup> September, 2018 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