

RAPID INVESTMENTS LTD.

107, TURF ESTATE, E.MOSES ROAD, MAHALAXMI, MUMBAI 400 011.

Tel. No. : 91-22-2495 0532 / 33 Fax : 91-22-2495 0634

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the members of RAPID INVESTMENTS LIMITED will be held at the registered office of the company at 107, Turf Estate, Off E.Moses Road, Shakti Mill Lane, Mahalaxmi, Mumbai 400 011 on Tuesday the 30th September, 2008 at 11.30 A.M. for transacting the following business.

ORDINARY BUSINESS

1. To consider and adopt the Audited Profit & Loss Account of the Company for the year ending on 31st March, 2008 and the Balance Sheet as at 31st March, 2008 together with the report of the Board of Directors and Auditors thereon.
2. To re-appoint Shri Niraj Rathod, a Director of the company, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

By Order of the Board

Place : Mumbai
Date : 31st, May, 2008

Sd/-
(Nina Ranka)
DIRECTOR

NOTE :

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote instead of himself. A proxy need not be a member of the company. A blank form of proxy is enclosed and of intended to be used. It should be returned to the company not less than forty-eight hours before the Annual General Meeting duly completed.
2. The Share Transfer Books and Register of Members of the company will remain closed from 26-09-2008 to 29-09-2008 (both days inclusive).

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DIRECTORS REPORT

To,
The Members,

The Directors of your company have pleasure in presenting to you the 30th Annual Report together with the Audited Statements of Accounts for the year ended on 31st March, 2008.

FINANCIAL RESULT

	Current Year	Previous Year
Particulars	2007-2008	2006-2007
	(Amount in Rs.)	(Amount in Rs.)
Profit before Depreciation and Taxes	467160	307673
Less : Depreciation	226659	298962
Profit for the year	240501	8711
Less : Tax Provision	24800	750
Less : FBT Provision	5155	7040
Profit after Tax	210546	921
Add : Balance brought forward	1114385	1113464
Balance carried to Balance Sheet	1324931	1114385

DIVIDEND

In view of the meagre amount of profit earned by the company, your directors have not recommended any dividend for the year.

PARTICULARS OF EMPLOYEES

There was no employee during the year, covered by section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975.

DIRECTORS

Shri Niraj Rathod retires at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

AUDITORS AND AUDIT REPORT

M/s Chaturvedi Sohan & Co., Chartered Accountants, Mumbai will cease to be Auditors of the Company at the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

Continued...2

COMPLIANCE CERTIFICATE

Your Company has complied with all the provisions of Companies Act, 1956, a certificate to this effect has been obtained from Practicing Company Secretary, Mumbai, a copy of which is enclosed.

PARICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORBTION AND FOREIGN EXCHANGE OUTGO

The Company is not covered under any of the industry specified in Schedule under rule 2(A) of the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 as such the Company is not required to submit particulars of Energy Conservation as required under Rule 2(A) and there is no activity which should be disclosed as per rule 2(B) and 2(C) about Technology Absorption and Foreign outgo.

RESPONSIBILITY STATEMENT

Your Directors confirm :

- a) That in the preparation of the Annual Accounts, the applicable accounting standards have been followed and that no material departures have been made from the same.
- b) That they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of affairs of the company at the end of the financial year and of the Profit or Loss of the Company for the period;
- c) That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) That they have prepared the Annual Accounts on a going concern basis.

FOR AND ON BEHALF OF THE BOARD

Place : Mumbai
Date : 31st May, 2008

Sd/-
(Nina Ranka)
DIRECTOR

AUDITORS REPORT

TO THE MEMBERS OF RAPID INVESTMENTS LIMITED

1. We have audited the attached Balance Sheet of RAPID INVESTMENTS LIMITED as at 31st March, 2008 and also the Profit and Loss Account for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) (Amendment) Order 2004 (together the 'order'), issued by the Government of India in terms of Section 227(4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. We have to further report that:
 - a. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books;
 - c. The balance sheet and profit and loss account dealt with by this report are in agreement with the books of account;
 - d. In our opinion, the balance sheet and profit and loss account dealt with by this report comply with the accounting standards referred to in sub section (3C) of section 211 of the Companies Act, 1956;
 - e. On the basis of written representations received from the directors, as on 31st March, 2008 and taken on record by the Boards of Directors, we report that none of the directors is disqualified as on 31st March, 2008 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
 - f. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with notes on Accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (i) In the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2008; and
 - (ii) In the case of the Profit and Loss Account, of the profit for the year ended on the date.
 - (iii) In case of Cash Flow Statement, of the cash flow for the year ended on that date.

For CHATURVEDI SOHAN & CO
Chartered Accountants
Sd/-

(Devanand Chaturvedi)
Partner
Membership No. 041898.

Date : 31-05-2008
Place : Mumbai

RAPID INVESTMENTS LIMITED

ANNEXTURE TO THE AUDITOR'S REPORT

Referred to in paragraph 3 of our report of even date

- i)
 - (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
 - (b) All the fixed assets have been physically verified by the management during the year and there is a regular program of verification, which, in our opinion, is reasonable, having regard to the size of the Company and the nature of assets. No material discrepancies were noticed on such verification.
 - (c) During the year, the Company has not disposed off a substantial part of its fixed assets so as to affect the going concern status of the Company.
- ii) Company does not have any inventory hence clause 4 (ii) of CARO 2003, is not applicable.
- iii) The Company has not taken / granted loans from / to companies, firms and other parties covered in the Register maintained under section 301 of the companies act 1956. Accordingly, the clauses (b), (c), (d), (e), (f) and (g) of the clause (iii) of the aforesaid order are not applicable.
- iv) In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the company and nature of its business with regard to purchases of inventory, fixed assets and with regards to the sale of inventory. During the course of our audit, no major weakness has been noticed in the internal controls system.
- v) In respect of transactions entered in the register maintained in pursuance of section 301 of the Companies Act, 1956
 - a) To the best of our knowledge and belief and according to the information and information and explanations given to us, transactions that needed to be entered into the register have been so entered.
 - b) Transactions made in pursuance of contracts or arrangements entered into the register maintained under section 301 and exceeding the value of five lac rupees in respect of any party during the year, these in our opinion and according to the information & explanations given to us, have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- vi) The company has not accepted any deposits from public within the meaning of section 58A, 58AA or any other relevant provisions of the companies act, 1956, and the rules framed there under. We have informed by the management that no order has been passed by the Company Law Board-or National Company Law Tribunal or Reserve Bank of India or any Court or any Tribunal in this regard.
- vii) The company does not have formal internal audit system during the year.
- viii) In view of nature of company's business the matter specified in paragraph 4 (viii) of the order are not applicable to the company.
- ix)
 - (a) According to the records of the company, the company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' Sate Insurance, Sales Tax, Wealth- Tax, Service Tax, Custom Duty, Excise Duty, Cess and other statutory dues applicable to it except Income Tax liability of Rs. Nil/- outstanding as at 31-03-2008 for the period of more then six months from the date of becoming payable.
 - (b) According to the information & explanation given to us there is no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Custom Duty and excise duty and cess, which have not been deposited on account of any dispute.

- x) The company has no accumulated losses. The company has not incurred cash losses during the financial year covered by our audit and there were no cash losses in the immediately preceding financial year.
- xi) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to financial institution, bank or debenture holders.
- xii) Based on our examination of documents and records, we are of the opinion that the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) The company is not a chit fund or nidhi, mutual benefit fund/society. Therefore the provision of clause 4 (xiii) of the order are not applicable to the company.
- xiv) Based on our examination of the records and evaluation of the related internal controls, we are of the opinion that proper records have been maintained of the transaction and contracts and timely entries have been made in those records. We also report that the company has held the shares, securities, debentures and other investments in it's own name.
- xv) The company has not given any guarantee for loans taken by others from bank or financial institution.
- xvi) The company has not raised term loans during the year under audit.
- xvii) According to the information & explanations given to us and on overall examination of the balance sheet of the company, we report that no funds raised on sort-term basis have been used for long-term investment.
- xviii) The company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- xix) The company has not issued any debentures during the year.
- xx) The company has not raised any money by public issue.
- xxi) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

For CHATURVEDI SOHAN & CO
Chartered Accountants

Sd/-
(Devanand Chaturvedi)
Partner
Membership No. 041898.

Date : 31-05-2008
Place : Mumbai

RAPID INVESTMENTS LIMITED

BALANCE SHEET AS AT 31ST MARCH 2008

PARTICULARS	SCHEDULE	AS AT 31/03/2008 (RUPEES)	AS AT 31/03/2007 (RUPEES)
SOURCES OF FUNDS			
<i>SHAREHOLDERS FUNDS</i>			
Share Capital	1	9596500	9596500
Reserves and Surplus	2	2044931	1834385
Total		11641431	11430885
APPLICATION OF FUND			
Fixed Assets	3		
Gross Block		1858086	2619175
Less : Depreciation		1186292	1158467
Net Fixed Assets		671794	1460708
Investments	4	2835598	132076
Current Assets, Loans and Advances	5	8251397	10246870
Less : Current Liabilities	6	117359	408769
Net Current Assets		8134038	9838101
Total		11641431	11430885

Notes forming part of accounts

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As per our report of even date attached
For CHATURVEDI SOHAN & CO.

Chartered Accountants

sd/-

(DEVANAND CHATURVEDI)

Partner

Place : Mumbai

Date : 31-05-2008

For and on behalf of the Board

sd/-

(Nina Ranka)

Director

sd/-

(Jitendra Nigam)

Director

RAPID INVESTMENTS LIMITED

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2008

PARTICULARS	SCHEDULE	31/03/2008 (Rupees)	31/03/2007 (Rupees)
SALES & OTHER INCOME	7	867974	436027
EXPENDITURE			
Payment and Provision for employees	8	72,000	70000
Administrative and other expenses	9	328814	58354
		400814	128354
Profit / (Loss) before depreciation		467160	307673
Less : Depreciation		226659	298962
Profit / (Loss) for the year before tax		240501	8711
Provision for Tax		24800	750
Provision for FBT		5155	7040
Profit / (Loss) after tax		210546	921
Balance brought forward		1114385	1113464
Balance carried to Balance Sheet		1324931	1114385
Note forming part of accounts	10		
Basic earnings per equity share		0.22	-
Face Value per equity share		10	10

As per our report of even date attached
For CHATURVEDI SOHAN & CO.
Chartered Accountants

sd/-
(DEVANAND CHATURVEDI)
Partner

Place : Mumbai
Date :31-05-2008

For and on behalf of the Board
sd/-
(Nina Ranka)
Director

sd/-
(Jitendra Nigam)
Director

RAPID INVESTMENTS LIMITED

SCHEDULES FORMING PART OF ACCOUNTS

PARTICULARS	31/03/2008 (Rupees)	31/03/2007 (Rupees)
<u>SCHEDULE - 1 SHARE CAPITAL</u>		
Authorised		
1000000 Equity shares of Rs.10/- each	10,000,000	10,000,000
	10,000,000	10,000,000
Issued, Subscribed & paid up		
960000 Equity shares of Rs.10/- each fully paid up	9,600,000	9,600,000
Less : Calls in arrears	3,500	3,500
	9,596,500	9,596,500
<u>SCHEDULE - 2 RESERVES AND SURPLUS</u>		
General Reserve	720,000	720,000
Profit and Loss Account	1,324,931	1,114,385
	2,044,931	1,834,385
<u>SCHEDULE - 4 INVESTMENTS</u>		
Non Trade, Long Term Investments in Mutual Funds		
Birla Bond Plus (G)(194839.541units, Prev.yr.10715.200 units)	2,835,598	132,076
(Market value of the investment (NAV) as on 31-03-08 is Rs.2932997/-, Prev.yr.Rs.148478/-)		
	2,835,598	132,076
<u>SCHEDULE - 5 CURRENT ASSETS, LOANS & ADVANCES</u>		
a) Current Assets		
Sundry Debtors		
- Due for more than 6 months	580,000	1,542,977
- Others	81,298	395,500
	661,298	1,938,477
Cash and Bank Balances		
Cash in hand	4,024	55,024
Balance in scheduled banks in current accounts	10,443	1,082
	14,467	56,106
	675,765	1,994,583
b) Loans and Advances		
<i>(unsecured, considered good)</i>		
- Advances recoverable in cash or kind or for value to be received	7,493,569	8,245,445
- Income Tax Deposits	82,063	6,842
	7,575,632	8,252,287
	8,251,397	10,246,870
<u>SCHEDULE - 6 CURRENT LIABILITIES AND PROVISIONS</u>		
Current Liabilities		
Sundry Creditors	-	252,370
Other Provisions	66,392	135,387
Provision for Income Tax	27,785	2,985
Provision for FBT	23,182	18,027
	117,359	408,769

RAPID INVESTMENTS LIMITED

SCHEDULES FORMING PART OF ACCOUNTS

PARTICULARS	31/03/2008 (Rupees)	31/03/2007 (Rupees)
<u>SCHEDULE - 7 SALES AND OTHER INCOME</u>		
Computer Hire Charges	364,500	395,500
Furniture Hire Charges	267,000	-
Profit on sale of MF Units	29,832	40,527
Profit on sale of Fixed Assets	62,745	-
Interest Recd.	117,000	-
Interest on I.T.Refund	320	-
Sundry Balance w/back	26,577	-
TOTAL	867,974	436,027
<u>SCHEDULE - 8 PAYMENT AND PROV.FOR EMPLOYEES</u>		
Salaries and Wages	72,000	70,000
<u>SCHEDULE - 9 ADMINISTRATIVE AND OTHER EXPENSES</u>		
Legal & Professional charges	3,558	3,000
Auditors remuneration	12,360	12,346
Travelling Exp.	72,220	-
Filing Fees	29,500	2,000
Listing Fees	10,600	10,000
Directors Remuneration	150,000	-
Lease Rent	10,680	-
Property Tax	25,205	-
Maintinace Charges	12,015	-
Electricity expenses	-	3,494
Bank charges	526	396
Telephone Expenses	-	17,122
Printing & Stationeries	-	700
Miscellaneous Expenses	2,150	9,296
TOTAL	328,814	58,354

SCHEDULE – 10 ACCOUNTING POLICIES AND NOTES FORMING PART OF ACCOUNTS

A) Significant Accounting Policies :

1. Basis of Accounting :
The financial statements are prepared in accordance with the requirement of the Companies Act, 1956, and applicable Accounting Standards.
2. Recognition of Income and Expenditure :
Income and Expenditure are recognised on accrual basis.
3. Fixed assets :
Fixed assets are valued at cost less depreciation.
4. Depreciation :
Depreciation is provided on Straight Line Method at the rates and manner specified in Schedule XIV of the Companies Act, 1956.
5. Investments :
Investments held for long term are stated at cost.
6. Taxes on Income :
Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.
Deferred tax resulting from timing difference between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the date of the Balance Sheet.

B) Notes forming Part of Accounts

1. In the opinion of the Board of Directors the current Assets, Loans and Advances have a value on realisation in the ordinary course of business, at least equal to the amount at which they are stated in the foregoing Balance Sheet and adequate provision for all known liabilities of the company have been made.
2. Current Taxes : The Company has made provision for current tax in accordance with prevailing tax laws.
Deferred Taxes: In accordance with Accounting Standard 22 "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, the company has accounted for deferred tax during the year. The Company has significant unabsorbed depreciation under the Income Tax Act, 1961. As a matter of prudence, deferred tax asset has not been recognized.

3. EPS is calculated as under:	Year Ended	Year Ended
	<u>31-03-2008</u>	<u>31-03-2007</u>
i) Numerator – Net Profit/(Loss) disclosed in P & L A/c.	210546	921
ii) Denominator – No. of Equity Shares	960000	960000
iii) Basic & Diluted (Rs.)	0.22	0.00
iv) Nominal Value of Shares(Rs.)	10.00	10.00

4. Related Parties Disclosures :
a) List of Related Parties and relationship

Party	Relation
- Ken Software Technolog Ltd.	Associate
- Ken Technologies Ltd.	Associate
- Kanishk Ranka	Director's son

b) Disclosures required for related parties transaction :

Type of Related Parties	Nature of Transactions	Volume of Transaction		Outstanding as on 31-03-2008		Outstanding as on 31-03-2007	
		2007-08	2006-07	Receivable	Payable	Receivable	Payable
1. Associates	Advances given	3857692	3856192	3857692	-	3856192	-
2. Associates	Debtors	230000	230000	230000	-	230000	-
3. Director's son	Deposits	3900000	3900000	3900000	-	3900000	-

5. a) Previous year figures have been regrouped and rearranged wherever necessary to make them comparable with current year's figures.
 b) Figures have been rounded off to nearest rupee.
 c) Figures of Sundry Creditors, Sundry Debtors and Loans and Advances are subject to confirmation.
 d) Motor Car stands in the name of one of Directors of the Company.

6. The Balance Sheet abstract and Company's general business profile :

i) Registration Details :		
Registration No.	:	020387
State Code	:	11
Balance Sheet Date	:	31-03-2008
ii) Capital raised during the year (Amount in Rs. thousands)		
Public Issue	:	Nil
Right Issue	:	Nil
Bonus Issue	:	Nil
Private Placement	:	Nil
iii) Payment of funds(Amount in Rs. thousands)		
Total Liabilities	:	11641
Total Assets	:	11641
Source of Funds:		
Paid up Capital	:	9597
Reserves and Surplus	:	2045
Secured Loans	:	-
Unsecured Loans	:	-
Deferred Tax Liability	:	-
Application of Funds:		
Net Fixed Assets	:	672
Investments	:	2836
Net Current Assets	:	8134
Miscellaneous Expenditure	:	-
Accumulated Losses	:	-
Deferred Tax Assets	:	-
iv) Performance of Company (Amount in Rs. thousands)		
Turnover / Income	:	868
Total Expenditure	:	627
Profit / (Loss) before Tax	:	241
Deferred Tax	:	-
Profit / (Loss) after Tax	:	241
Earnings per share (Rs.)	:	0.22
Dividend Rate (Rs.)	:	Nil
v) Generic Names of principal products / services of the Company		
Item Code No. (ITC No.)	:	N.A.
Product Description	:	Shares & Securities and Software development

(Signatures to Schedules 1 To 10)

AS PER OUR REPORT OF EVEN DATE ATTACHED
 FOR CHATURVEDI SOHAN & CO.
 Chartered Accountants

For and on behalf of the Board

sd/-
 (Nina Ranka)
 (Director)

Sd/-
 (Devanand Chaturvedi)
 Partner

sd/-
 (Jitendra Nigam)
 (Director)

Date:31.05-2008
 Place:Mumbai