



# LUHARUKA MEDIA & INFRA LIMITED

( FORMERLY SPLASH MEDIA & INFRA LIMITED )

A- 301, HETAL ARCH, OPP. NATRAJ MARKET, S.V.ROAD, MALAD (WEST), MUMBAI - 400 064

TEL NO. : 2844 9765 / 2844 9767 • FAX : 022-2889 2527

E-mail : info@luharukamediainfra.com / splashmedia7@yahoo.in URL : www.luharukamediainfra.com

CIN : L65100MH1987PLC044094

**Date: 26.09.2018**

To,  
The Manager  
Department of Corporate Services,  
BSE Limited,  
Phirozee Jeejeeboy Towers,  
Dalal Street, Fort,  
Mumbai – 400001.

**Ref.: Luharuka Media & Infra Limited**  
**Script code- 512048**

**Sub: Annual Report of Luharuka Media & Infra Limited**

Pursuant to Regulation 34(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 we enclosed herewith Annual report for the Financial Year Ended March 31, 2018.

We request you to take the same on record

Thanking You,  
Yours faithfully,

**Luharuka Media & Infra Limited**

**Bhavana Patel**  
**Company Secretary**



# **Luharuka Media & Infra Limited**

(Formerly Splash Media & Infra Limited)

## **37<sup>th</sup> ANNUAL REPORT** **Financial Year 2017 - 18**

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# LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra limited)

## Board of Directors

|                           |   |  |
|---------------------------|---|--|
| Mr. Ankur Agrawal         | : | Managing Director  |
| Mrs. Shuchi Ashish Bansal | : | Non-Executive & Independent Director                     |
| Mr. Devendra Lal Thakur   | : | Non-Executive & Independent Director                     |
| Mr. Milin Ramani          | : | Non-Executive & Independent Director (w.e.f. 14.08.2018) |
| Ms. Deepika Agrawal       | : | Non-Executive & Non-Independent Director                 |

## Statutory Auditors

### M/s SARA & Associates,

Chartered Accountants

A-503, Vertex Vikas Building,

Above Mitra Nursing Home,

Sir M. V. Road, Andheri (East),

Mumbai- 400069.

**Tel:** 022-26826081 Fax: 022-26826070

**Email ID:** [info@sara-india.com](mailto:info@sara-india.com)

## Internal Auditors

### M/S. Siddhant Shah & Co

B/713, Mangal Aarambn Commercial Complex,

Near Kora Kendra, Opp S.V. Road.

Near M'c Donald,

Borivali (West), Mumbai - 400 092.

**Tel:** +91 – 22-28982963

## Registrar and Share Transfer Agent

### M/S. Adroit Corporate Services Pvt. Ltd

19/20 Jaferbhoy Ind. Estate, 1<sup>st</sup> floor,

Makwana Road, Marol, Andheri (E),

Mumbai – 400059.

**Tel:** (022) 28503748

**Fax:** (022) 25890942

**E-mail:** [prafuls@adroitcorporate.com](mailto:prafuls@adroitcorporate.com)

**Website:** [www.adroitcorporate.com](http://www.adroitcorporate.com)

## Chief Financial Officer:

Mr. Sharad Mishra

## Company Secretary:

Bhavana Patel (w.e.f. 13.11.2017)

## Bankers:

UNION BANK OF INDIA

IDBI BANK LTD

## REGISTER OFFICE:

A-301, Hetal Arch, Natraj Market,

S.V Road, Malad (West),

Mumbai- 400064.

**Website :** <http://www.luharukamediainfra.com>

**Email Id :** [splashmedia7@yahoo.in](mailto:splashmedia7@yahoo.in)

**Contact :** 022-28448508

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## 37<sup>th</sup> Annual General Meeting

|            |   |
|------------|---|
| Day & Date | Monday, September 24, 2018  |
| Time       | 2.30 P.M.   |
| Venue      | Nandanvan, Patel Wadi, Opp JJ Bus, Stop, Near INS Hamla, Marve Aksha Road, Malad (West), Mumbai-400095. |

# Annual Report 2017-2018

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## NOTICE

**NOTICE** is hereby given that the **37<sup>th</sup> ANNUAL GENERAL MEETING** of **LUHARUKA MEDIA & INFRA LIMITED** will be held on Monday, September 24, 2018 at 2:30 p.m. at Nandanvan, Patel Wadi, Opp JJ Bus Stop, Near INS Hamla, Marve Aksha Road, Malad (West), Mumbai-400 095, to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and approve the Audited Financial Statements of the company for the Financial Year ended on March 31, 2018 and the reports of the Board of Directors ("the Board") and Auditors thereon.
2. To declare final Dividend on Equity Shares for the Financial Year ended 31<sup>st</sup> March, 2018.
3. To appoint a Director in place of Ms. Deepika Agrawal (DIN: 06644785), who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint Statutory Auditor and fix their remuneration and in this regard 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 Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, approval of shareholders be and is hereby accorded for appointment of M/S. R D N A AND CO LLP, Chartered Accountants (Firm Registration No.004435C), as statutory auditors of the Company, in place of retiring auditors M/S. S A R A & Associates & Co., Chartered Accountants (Firm Registration No. 120927W), to hold office from the conclusion of 37<sup>th</sup> Annual General Meeting until the conclusion of the 42<sup>nd</sup> Annual General Meeting, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

### SPECIAL BUSINESS

5. Appointment of Mr. Milin Jagdish Ramani (DIN: 07697636) as an Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED FURTHER THAT**, pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof] and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Milin Jagdish Ramani (DIN: 07697636), who was appointed as Additional Director with effect from August 14, 2018 by the Board of Directors on recommendation of Nomination and Remuneration Committee, and who holds office till the date of ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years commencing from 14<sup>th</sup> August, 2018."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**By Order of the Board**

**Sd/-  
Bhavana Patel  
Company Secretary**

**Place : Mumbai  
Date : August 14, 2018**

# LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra limited)

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## Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.**

**A PERSON CAN ACT AS PROXY ON BEHALF OF MAXIMUM OF 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.**

2. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice. The profile of the Directors seeking appointment/re-appointment, as required in terms of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 ("Listing Regulations, 2015) is annexed.
3. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members / Proxies / Authorized Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.
6. The Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, September 15, 2018 to Monday, September 24, 2018 (both days inclusive) for the purpose of 37th Annual General Meeting and for payment of final dividend.
7. The final dividend, as recommended by the Board, if approved at the Annual General Meeting, in respect of equity shares held in electronic form will be payable to the beneficial owners of shares as on Saturday, September 15, 2018 as per the downloads furnished to the Company by Depositories for this purpose. In case of shares held in physical form, dividend will be paid to the shareholders, whose names shall appear on the Register of Members as on Book Closure date.
  - a) Members holding the shares in electronic mode may please note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available RBI locations. The dividend would be credited to their bank account as per the mandate given by the members to their DPs. In the absence of availability of NECS/ECS facility, the dividend would be paid through warrants/DD and the Bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants/DD as per the applicable Regulations.
  - b) Members are requested to send their Bank Account particulars (viz. Account No., Name & Branch of the Bank and the MICR Code) to their DPs in case the shares are held in electronic mode or to the Registrar and Share Transfer Agents, 19/20 Jaferbhoy Ind. Estate, 1st floor, Makwana Road, Marol, Andheri (East), Mumbai – 400059 in case the shares are held in physical mode for printing on dividend warrant/DD to ensure that there is no fraudulent encashment of the warrants/DD.
8. **GREEN INITIATIVE:** - SEBI & the Ministry of Corporate Affairs encourage paperless communication as a contribution to greener environment. Members holding shares in physical mode are requested to register their e-mail IDs with Adroit Corporate Services Pvt. Ltd., the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail IDs with their respective Depository Participants (DPs) in case the same is still not registered. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to their respective Depository Participants in respect of shares held in electronic form.



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9. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made there under, the copy of the Annual Report including Financial Statements, Board's Report, etc. and this Notice are being sent by electronic mode, to those members who have registered their email ids with their respective Depository Participants or with the Registrars & Share Transfer Agents of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to [splashmedia7@yahoo.in](mailto:splashmedia7@yahoo.in) or [info@luharukamediainfra.com](mailto:info@luharukamediainfra.com) mentioning your Folio/DP ID & Client ID.
10. Members may also note that the Notice of this Annual General Meeting and the Annual Report for the year 2017-18 will also be available on the Company's website [www.luharukamediainfra.com](http://www.luharukamediainfra.com) for their download. All the documents referred to in the accompanying Notice and Explanatory Statement are available for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public holidays) between 11.00 a.m and 1.00 p.m. upto the date of Annual General Meeting.
11. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective Depository Participants.
12. Members are requested to send all communications relating to shares, bonds and unclaimed dividends, change of address, etc. to the Registrars & Share Transfer Agents at the following address: M/s. Adroit Corporate Services Pvt. Ltd, 19/20, Jaferbhoy Industrial Estate, Makwana Road, Marol Naka, Marol, Andheri (East), Mumbai-400059. Tel: (022) 28503748 , Fax: (022) 25890942. If the shares are held in electronic form, then change of address and change in the Bank Accounts, etc. should be furnished to their respective Depository Participants (DPs).

## 13. Payment of dividend through ECS/NECS

All companies are mandatorily required to use ECS/NECS facility wherever available for distributing dividends, wherein the dividend amount would be directly credited to Member's respective bank accounts.

The Members holding shares in dematerialized form are advised to intimate the bank details/change in bank details to their respective DPs. Those Members who are holding their shares in physical form are advised to send bank details/ changes therein, if any, to the RTA or to the company. In case of absence of ECS/NECS facility, the Company will send the dividend pay orders to the registered address of the Members.

To enable the Company to print the bank account details on the dividend pay orders as a security measure for the credit to the correct recipient, members are required to update their bank account details with their respective DPs, RTA or the Company.

## 14. Unpaid/Unclaimed Dividend

The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed/ claimed by the shareholders for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority.

Due dates of transferring unclaimed and unpaid dividends declared by the Company for the Financial Year 2010-11 and thereafter to IEPF:

| Equity Dividend for FY | Date of declaration of dividend  | Date by which Unclaimed dividend can be claimed |
|------------------------|----------------------------------|---|
| 2010-11                | 29 <sup>th</sup> July, 2011      | 30 <sup>th</sup> August, 2018                   |
| 2011-12                | 31 <sup>st</sup> August, 2012    | 1 <sup>st</sup> October, 2019                   |
| 2012-13                | 24 <sup>th</sup> September, 2013 | 23 <sup>rd</sup> October, 2020                  |
| 2015-16                | 20 <sup>th</sup> September, 2016 | 19 <sup>th</sup> October, 2023                  |
| 2016-17                | 14 <sup>th</sup> September, 2017 | 13 <sup>th</sup> October, 2024                  |

**15. VOTING**

All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date namely Monday, September 17, 2018 only shall be entitled to vote at the Annual General Meeting by availing the facility of remote e-voting or by voting at the Annual General Meeting.

**16. 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 37<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The Company has signed an agreement with CDSL for facilitating such e-Voting by the Members.

Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. Monday, September 17, 2018, may obtain the User ID and password in the manner as mentioned at points (ii) to (v) given below. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Friday, 21 September 2018 at 10.00 a.m. and ends on Sunday, September 23, 2018 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 of Monday, September 17, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders
- (iv) Now enter your User ID (a) For CDSL: 16 digits beneficiary ID, (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID, (c) 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:

|  | <b>For Members holding shares in Demat Form and Physical Form</b>   |
|--|---|
| PAN  | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. Sequence number is printed over on your ballot form</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</li> </ul> |
| Dividend Bank Details or Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)</li> </ul>   |

- (viii) After entering these details appropriately, click on "SUBMIT" tab

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter



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their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice
  - (xi) Click on the EVSN for Luharuka Media & Infra Limited on which you choose to vote
  - (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution
  - (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details
  - (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote
  - (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page
  - (xvii) If Demat account holder has forgotten the existing password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - (xviii) Note for Non – Individual Shareholders and Custodians
    - Non-Individual Shareholders (i.e. other Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
    - After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
    - The list of accounts 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 the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same
  - (xix) In case you have any queries or issues regarding e-voting, you may refer to 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).
- 17.** Members holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with share certificates so as to enable the Company to consolidate their holding into one folio.
- 18.** The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market for transaction of transfer, transmission/transposition and deletion of name of deceased holder. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the

## LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra limited)

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Registrar & Share Transfer Agent, Adroit Corporate Services Pvt. Ltd. Accordingly, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to Adroit.

19. SEBI vide Notification dated 8<sup>th</sup> June, 2018 amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 to state that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In view of the above and to avail various benefits of dematerialization, the Members are advised to dematerialize the shares held by them in physical form.
20. Mrs. Ramadevi Satish Venigalla, Practicing Company Secretary (Membership No. FCS 7345, COP 17889) has been appointed by the Board of Directors as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
21. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make not later than three days of conclusion of the Meeting, 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. Chairman or a person authorized by him in writing shall declare the result of the voting forthwith. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.luharukamediainfra.com](http://www.luharukamediainfra.com) and on the website of CDSL and communicated to the BSE Limited.
22. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
23. Route Map showing directions to reach to the venue of the 37<sup>th</sup> Annual General Meeting at Nandanvan, Patel wadi, Opp JJ Bus Stop, Near INS Hamla, Marve Aksa Road, Malad (West), Mumbai-400 095 is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meeting."

**By Order of the Board**  
**Sd/-**  
**Bhavana Patel**  
**Company Secretary**

**Place : Mumbai**  
**Date : August 14, 2018**

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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### SPECIAL BUSINESS

#### ITEM NO 5

Based on the recommendations of the Nomination and Remuneration Committee, Board of Directors has appointed Mr. Milin Jagdish Ramani as an Additional Director of the Company in the category of Non-Executive Independent with effect from 14<sup>th</sup> August, 2018. In terms of Section 161(1) of the Act,

Mr. Milin Jagdish Ramani holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director.

Mr. Milin Jagdish Ramani is a qualified Company Secretary. He has good amount of experience for more than 2 years in the field of secretarial and legal compliances.

Mr. Milin Jagdish Ramani has consented to act as Director of the Company and has given his declaration to the Board that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board, Mr. Milin Jagdish Ramani fulfills the conditions specified under the Act read with Rules there under and the Listing Regulations for his appointment as Non-Executive Independent of the Company. Having regard to the qualifications, experience and knowledge, the Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Milin Jagdish Ramani as an Independent Director.

Except Mr. Milin Jagdish Ramani, none of the Directors or Key Managerial Personnel of the Company is interested.

**By Order of the Board of Directors**

**Sd/-  
Bhavana Patel  
Company Secretary**

**Place : Mumbai  
Date : August 14, 2018**

## LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra limited)

**Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015:**

| Name of the Director   | Ms. Deepika Agrawal   | Mr. Milin Jagdish Ramani   |
|--|---|--|
| Director Identification Number   | 06644785  | 07697636   |
| Date of Appointment  | 06.08.2016  | 14.08.2018   |
| Brief profile of the Director including nature of expertise in specific functional areas   | Ms. Deepika Agrawal is a Post Graduate from the Mumbai University and has more than 3 year of experience in the field of Commerce & management. | Mr. Milin Jagdish Ramani is a Qualified Company Secretary from ICSI. He has good amount of experience for more than 2 years in the field of secretarial and legal compliances. |
| No. of shares held in the Company  | Nil   | Nil  |
| Directorships and Committee memberships held in other companies (Excluding alternate directorship, directorships in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013. Membership and Chairmanship of Audit Committee and Stakeholder's Relationship Committee have been included) | • Flora Fountain Properties Limited   | • Digicable Network (India) Limited  |
| Inter-se relationships between Directors   | Sister of Mr. Ankur Agrawal, Managing Director  | N.A.   |

# Annual Report 2017-2018

## DIRECTOR'S REPORT

### To The Members of the Company,

Your Directors have pleasure in presenting the 37<sup>th</sup> Annual Report on the business and operations of your Company with Audited Accounts for the year ended on March 31, 2018. The financial results of the Company are summarized below

### FINANCIAL RESULTS

| PARTICULARS                           | (Rs. In Lacs)                        |                                      |
|---------------------------------------|--------------------------------------|--------------------------------------|
|                                       | For the year ended<br>March 31, 2018 | For the year ended<br>March 31, 2017 |
| Revenue from Operations               | 199.06                               | 149.85                               |
| Other Income                          | -                                    | 0.018                                |
| Total revenue                         | 199.06                               | 149.87                               |
| Purchase of Stock-in-Trade            | 78.20                                | -                                    |
| Employee benefits expense             | 35.39                                | 9.25                                 |
| Finance costs                         | 3.90                                 | 3.12                                 |
| Depreciation and amortization expense | 0.42                                 | 0.42                                 |
| Other expenses                        | 27.25                                | 41.89                                |
| Total expenses                        | 145.16                               | 54.68                                |
| Profit For The Year Before Taxation   | 53.90                                | 95.18                                |
| Tax Expenses                          |                                      |                                      |
| (a) Current Tax                       | 14.22                                | 29.338                               |
| (b) Deferred Tax                      | -                                    | (0.013)                              |
| (c) Tax of Earlier Year               | (2.44)                               | (1.99)                               |
| Profit after tax                      | 42.13                                | 67.85                                |
| Earning Per Share (EPS) (Rs.) (Basic) | 0.04                                 | 0.07                                 |

### OPERATIONS

The Company is an upcoming NBFC and infrastructure company. LMIL's primary focus is providing inter corporate loans, personal loans, loans against shares & securities, loans against properties, mortgage loans, bills discounting, trading in shares & securities. Since the Company is an NBFC, it is now developing to position itself between the organized banking sector and local money lenders, offering the customers competitive, flexible and timely lending services.

### DIVIDEND

In terms of Dividend Policy, your Directors are pleased to recommend the dividend of Rs. 0.01 per equity share of the face value of Rs.1/- each of the Company, i.e. 1 %, payable to those shareholders whose names appear in the Register of Members as on the Book Closure Date for the Financial Year 2017-18 aggregating to Rs. 9,37,200/- (Rupees nine lakhs thirty seven thousand two hundred only).

### SHARE CAPITAL

The paid up Equity Share Capital as on 31<sup>st</sup> March, 2018 remained at Rs.9.32 Crore. During the period under report, your Company has not issued any share including Sweat Equity, ESOP and/or Convertible Debentures.

# LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra limited)

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## LISTING

The Company's Shares are listed on BSE Limited. The Company has paid Listing fees for F.Y. 2018-19 to the BSE Limited.

## PARTICULARS OF HOLDING, SUBSIDIARY, ASSOCIATE COMPANIES & JOINT VENTURE

The Company has no Holding or Subsidiary or Associates or Joint Venture Company as on 31<sup>st</sup> March, 2018.

## PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force).

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements.

## WHISTLEBLOWER POLICY / VIGIL MECHANISM

The Company has laid down a Whistleblower Policy providing a platform to all the Directors/Employees to report about unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy. The mechanism provides for adequate safeguards against victimization of employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The said Policy is posted on the website [www.luharukamediainfra.com](http://www.luharukamediainfra.com) of the Company.

## RELATED PARTY TRANSACTIONS

All the related party transactions are entered on arm's length basis, in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations. There are no materially significant related party transactions made by the Company which may have potential conflict with the interest of the Company at large or which warrants the approval of the shareholders. Particulars of contracts entered during the year as per Form AOC-2 is enclosed as **"Annexure-I"** to this Report. However, the details of the transactions with Related Party are provided in the Company's financial statements in accordance with the Accounting Standards. All Related Party Transactions are presented before the Audit Committee and the Board and requisite Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature.

## Particulars of employees and related disclosures

The information as required under the provisions of Section 197(12) of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are set out in **"Annexure II"** attached herewith and which forms part of this report. No employees were in receipt of remuneration above the limits specified in Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

There were no changes in the directors during the year, however Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 14<sup>th</sup> August, 2018, appointed Mr. Milin Jagdish Ramani (Din-07697636) as an Additional Director (Non-executive Independent) of the Company with effect from that date. Pursuant to the provisions of Section 161 of the Act, Mr. Milin Jagdish Ramani holds office till the date of the ensuing Annual General Meeting and is eligible for appointment. A resolution in this behalf is set out at Item No.5 of the Notice of Annual General Meeting, for members' approval.



# Annual Report 2017-2018

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## Retirement by Rotation

In accordance with the provisions of Section 152 of Companies Act, 2013 and the Company's Articles of Association, Ms. Deepika Agrawal (DIN 06644785) retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment.

## Meetings of the Board of Directors

During the year 2017-18, four Board Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

## Key Managerial Personnel (KMP)

The Company has following persons as Key Managerial Personnel under the Companies Act, 2013

| Sr. No. | Name of the Person            | Designation  |
|---------|-------------------------------|--|
| 1       | Mr. Ankur Agrawal             | Managing Director                                    |
| 2       | Mr. Sharad Premshankar Mishra | Chief Financial Officer (Resigned w.e.f. 03.08.2018) |
| 4       | Mr. Pravin Gupta              | Chief Financial Officer (w.e.f. 14.08.2018)          |
| 3       | Ms. Bhavana Patel             | Company Secretary (w.e.f. 13.11.2017)                |

Remuneration and other details of the said Key Managerial Personnel for the financial year ended March 31, 2018 are provided in Form No. MGT-9, Extract of the Annual Return.

## Evaluation of Board, Committees and Directors

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has carried out an annual performance evaluation of its Independent Directors and also evaluated the performance of Non-Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process. The Board of Directors also evaluated the functioning/performance of Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee and expressed satisfaction with their functioning/performance.

## Remuneration Policy

The Board of Directors and Nomination & Remuneration Committee, follows a policy concerning remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The Policy also covers criteria for selection and appointment of Board Members and Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report and website of the Company.

## DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement Clause (c) of subsection (3) of Section 134 of the Companies Act, 2013, your Directors confirm

1. That in the preparation of the Annual Accounts for the Financial Year ended March 31, 2018 the applicable accounting standard had been followed along with proper explanation relating to material departures.
2. That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review.
3. That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

# LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra limited)

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4. That the directors had prepared the accounts for the financial year ended on March 31, 2018 on a going concern basis.
5. That the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
6. That the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## INDEPENDENT DIRECTOR'S FAMILIARISATION PROGRAMME

With a view to familiarising the independent directors with the Company's operations, as required under the Listing Regulations, the Company held programmes for independent directors for familiarising them with the Company, NBFC industry, business model of the Company, their roles, rights and responsibilities, etc. Details of such familiarization programmes are placed on the Company's website.

## DECLARATIONS BY INDEPENDENT DIRECTORS

Pursuant to the provisions of sub-section (7) of Section 149 of the Companies Act, 2013, and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 (Listing Regulations) the Company has received individual declarations from all the Independent Directors confirming that they fulfill the criteria of independence as specified in Section 149(6) of the Companies Act, 2013.

## AUDITORS AND AUDIT REPORTS

### Statutory Auditors

The term of M/S. S A R A & Associates, Chartered Accountants Statutory Auditors of the Company is expiring at the ensuing Annual General Meeting of the Company and therefore the Board has appointed M/s. R D N A AND CO LLP, Chartered Accountants, Mumbai as the Statutory Auditors of the Company to hold office from the conclusion of this 37<sup>th</sup> AGM until the conclusion of the 42<sup>nd</sup> AGM of the Company subject to the approval of the Members of the Company.

The Resolution for Auditors appointment has been mentioned in the Notice of the Annual General Meeting.

The Board placed appreciation for M/S. S A R A & Associates for their work during their tenure.

### Secretarial Auditors

The Company had appointed M/S. R M MIMANI & ASSOCIATES LLP, Mumbai, a firm of Company Secretaries in Practice, to carry out Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the Financial Year 2017 -18. The report of the Secretarial Auditor is annexed to this report as **Annexure III**.

### Internal Auditors

M/S. Siddhant Shah & Co, Chartered Accountants, Mumbai has performed their duties as Internal Auditors of the company for the F.Y. 2017-18 and their report is reviewed by the Audit Committee from time to time.

### Cost Auditors

The Company is not required to undertake the cost audit as required under Section 148 of the Companies Act, 2013

## REPORTING OF FRAUD

The Auditors of the company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013. Further, no case of Fraud has been reported to the Management from any other sources.

# Annual Report 2017-2018

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## COMMENTS ON AUDITOR'S REPORT

### Statutory Auditors

No comments received from Statutory Auditors as they gave non-qualified opinion.

### Secretarial Auditor

- With regard to point no. (i) The company is in the process of transferring its shares to IEPF as required under Section 124 of companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refunds) Rules, 2016.
- With regard to point no. (ii) Ms. Radhika Tiberewala has resigned from the post of Company Secretary & Compliance Officer w.e.f. May 20, 2017. After her resignation the company was in a process to recruit a suitable candidate for the said post. The Board has appointed Ms. Bhavana Patel as the Company Secretary, KMP and Compliance Officer of the Company w.e.f. November 13, 2017. Hence Company is in compliance with section 203 of the Companies Act, 2013.

## INTERNAL FINANCIAL CONTROLS AND ITS ADEQUACY

The Board has adopted policies and procedures for ensuring orderly and efficient conduct of its business including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial disclosures.

The Company's internal control system is commensurate with its size, scale and complexities of its operations. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control system and suggests improvements to strengthen the same. It also reviews the quarterly Internal Audit Reports.

## COMMITTEES OF THE BOARD OF DIRECTORS

Information on the Audit Committee, the Nomination and Remuneration Committee, the Stakeholders' Relationship & Grievance Committee and meetings of this committees held during the year is given in the Corporate Governance Report forming part of this Report.

## STATUTORY INFORMATION

### Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

Information in accordance with the provisions of section 134[3][m] of the Companies Act 2013 read with the Companies [Accounts] Rules, 2014, regarding conservation of energy, technology absorption and foreign exchange earnings and outgo is not applicable to the Company.

### Extract of Annual Return

The details forming part of the extract of the Annual Return in form MGT- 9 as required under Section 92 of the Companies Act, 2013 is given in **Annexure-IV**.

## MANAGEMENT DISCUSSION & ANALYSIS REPORT (MDAR)

The MDAR as required under Listing Regulation is attached hereto and forming part of this Annual Report.

## REPORT ON CORPORATE GOVERNANCE

Your Company is in compliance with all the applicable provisions of Corporate Governance as stipulated under Chapter IV of the Listing Regulations. A detailed report on Corporate Governance as required under the Listing Regulations is provided in a separate section and forms part of the Annual Report. Certificate from the Auditor regarding compliance with the conditions stipulated in the Listing Regulations forms part of the Corporate Governance Report.

**TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND**

During the year, the Company has transferred a sum of Rs. 49,126/- to the Investor Education and Protection Fund in compliance with provisions of the Companies Act, 2013 which represents unclaimed dividend.

**DISCLOSURES UNDER THE COMPANIES ACT, 2013 AND LISTING REGULATIONS:****POLICY ON PREVENTION SEXUAL HARASSMENT OF WOMEN AT WORKPLACE**

The Company has zero tolerance towards sexual harassment at the workplace and towards this end, has adopted a policy in line on Prevention, Prohibition and Redressal of Sexual Harassment with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. All employees (permanent contractual, temporary, trainees) are covered under the said policy. An Internal Complaints Committee has also been set up to redress complaints received on sexual harassment. During the financial year under review, the Company has not received any complaints of sexual harassment from any of the women employees of the Company.

**CODE OF CONDUCT**

The Board has laid down a Code of Conduct for Board Members and Senior Management Personnel of the Company. The code incorporates the duties of independent directors as laid down in the Companies Act, 2013. The said code of conduct is posted on Company's website [www.luharukamediainfra.com](http://www.luharukamediainfra.com). The Board members and senior management personnel have affirmed compliance with the said code of conduct. A declaration signed by the Managing Director is given at the end of the Corporate Governance Report.

**PROHIBITION OF INSIDER TRADING**

With a view to regulate trading in securities by the directors and designated employees, the Company has adopted a code of conduct for prohibition of insider trading.

**BUSINESS RISK MANAGEMENT**

The Company has been addressing various risks impacting the Company and the policy of the Company on Risk Management is provided elsewhere in this annual report in Management Discussion and Analysis.

**CASH FLOW STATEMENT**

In conformity with the provisions of Regulation 34(2)(c) of the Listing (Obligations and Disclosure Requirements) Regulations, 2015 and requirements of Companies Act, 2013, the Cash Flow Statement for the year ended on 31.03.2018 is annexed hereto as a part of the Financial Statements forming a part of Annual Report.

**SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS**

1. MS Shoes East Ltd claimed that Hindustan Stockland Limited (Now known as Luharuka Media & Infra Limited) failed to fulfill underwriting of debentures in year 1995. The said matter is pertaining to the period prior to takeover by current management. The matter is under litigation before the Hon'ble Delhi High Court.
2. The Company has entered into a Development Agreement with M/s. Krishna Sagar Builders Ltd. to develop a property situated at Charkop Village, Kandivali (West) admeasuring total area of 1138.78 Sq. Mtrs. The present status of the project developments is under litigation.
3. The company has entered into a Joint Venture Agreement with M/s. Krishna Developers through its proprietor Mr. Rajeev Kashyap to develop the property situated at CTS No.484 at Gulmohar Road, Juhu, Mumbai. The present status of the project developments is under litigation.
4. The Securities And Exchange Board of India (SEBI) vide its order dated November 7, 2017 imposed penalty of Rs.7,00,000/- for contravention of provisions of the Regulation 35 of SAST Regulations, 2011. The penalty is imposed for delay in disclosure

# Annual Report 2017-2018

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of open offer dated January 17, 2008 made by Mr. Arun Dagaria and Mr. Chirag Shah. The said matter is pertaining to period prior to takeover by current management. However, the Company deposited the penalty amount and complied with the said order.

5. Mrs. Kavita Agrawal one of the shareholder filed complaint against the company before the Hon'ble Delhi High Court and SCORES for non receipt of share certificate. However Mrs. Kavita Agrawal withdrew complaint from SCORES.
6. As per the SEBI vide its letter bearing no. SEBI/HO/ISD/OW/P/2017/18183 dated August 7, 2017, Luharuka Media & Infra Ltd was identified as one of shell company by Ministry of Corporate Affairs and accordingly the BSE Ltd had initiated that these company shares has been moved to GSM framework under Stage VI w.e.f August 8, 2017. Therefore as per the provisions of GSM framework the trading of the securities shall be permitted once a month.

Subsequently, BSE Ltd, under directions from SEBI asked the Company to submit various documents and clarifications in this regard which were promptly submitted by the Company.

BSE Ltd, after review of the documents and clarifications submitted by the Company, further issued Exchange Notice No. 20180209-22 dt. 09/02/2018 wherein the trading in securities of the company was reverted to the status as it stood prior to issuance of letter dt. 07/08/2017 by SEBI with effect from 12/02/2018. Further, the promoters and directors in these Companies are permitted only to buy the securities and they are not allowed to sell their existing holding.

BSE Ltd also appointed M/s. Satya Prakash Mangal & Co., Chartered Accountants ("Audit firm"), as Forensic Auditor vide its letter dated 20/02/2018 being ref. no. L/SURV/OFL/KM/2017-18/SHELL/COMP/512048/2. The forensic auditor asked for several documents and raised queries from time to time. The company has submitted the requisite information to them. The Forensic Auditor held its closure meeting on 18/04/2018 wherein they met the KMPs of the Company and asked relevant queries in person which were duly responded to by the company. No further order or direction has been received by the company from the Forensic Auditor.

Above mentioned orders are available on websites of SEBI and BSE Limited.

## ACKNOWLEDGEMENT

Your directors take this opportunity to place on record their warm appreciation for the valuable contribution, unstinted efforts and the spirit of dedication by the employees and officers at all levels in the progress of the Company during the year under review.

Your directors also express their deep gratitude for the assistance, co-operation and support extended to your company by the bankers, customers as well as the investing community and look forward to their continued support.

### FOR AND ON BEHALF OF THE BOARD

**Sd/-**  
**Ankur Agrawal**  
**Managing Director**  
**DIN: 06408167**

**Place: Mumbai**  
**Dated: August 14, 2018**

### FOR AND ON BEHALF OF THE BOARD

**Sd/-**  
**Deepika Agrawal**  
**Director**  
**DIN: 06644785**

# LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra limited)

## Annexure - I to Director's Report- Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto:

### 1. Details of material contracts or arrangement or transactions at arm's length basis

| Name(s) of the related party      | Nature of Relationship | Nature of contracts/ arrangements/ transactions | Duration of Contract           | Silent Terms                     | Date(s) of approval by the Board, if any | Amount                     |
|-----------------------------------|------------------------|---|--------------------------------|----------------------------------|--|----------------------------|
| Comfort Commotrade Limited        | Group Company          | Loan Given<br>Loan Received back                | April 1, 2017 – March 31, 2018 | In the Normal Course of Business | N.A                                      | 50,00,000<br>50,00,000     |
| Comfort Fincap Limited            | Group Company          | Loan Given<br>Loan Received back                | April 1, 2017 – March 31, 2018 | In the Normal Course of Business | N.A                                      | 2,05,00,000<br>2,05,00,000 |
| Flora Fountain Properties Limited | Group Company          | Loan Given                                      | April 1, 2017 – March 31, 2018 | In the Normal Course of Business | N.A                                      | 78,00,000                  |
| Anil Agrawal HUF                  | Promoter               | Office Rent paid                                | April 1, 2017 – March 31, 2018 | In the Normal Course of Business | 20/05/2017                               | 2,40,000                   |

**Note :** During the year Independent Director and Non - Executive Directors are paid sitting fees for attending Board & Committee Meetings of the Company.

**FOR AND ON BEHALF OF THE BOARD**

**Sd/-**

**Ankur Agrawal**  
**Managing Director**  
**DIN: 06408167**

**FOR AND ON BEHALF OF THE BOARD**

**Sd/-**

**Deepika Agrawal**  
**Director**  
**DIN: 06644785**

**Place: Mumbai**

**Dated: August 14, 2018**



# Annual Report 2017-2018

## ANNEXURE II

### Statement of Disclosure of Remuneration under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- i. Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2017-18, the percentage increase in remuneration of Chief Executive Officer, Chief Financial Officer and Company Secretary during the Financial year 2017-18:

| Sr. No. | Name of director/KMP   | Designation                              | Remuneration of Director / KMP for FY 2017-18 (Amount in Rs.) | Ratio of Remuneration of each Director to median remuneration of employees | % increase in remuneration in the Financial Year 2017-18 |
|---------|------------------------|--|---|--|--|
| 1.      | Mr. Ankur Agrawal      | Managing Director                        | NIL   | NIL  | NA   |
| 2.      | Ms. Deepika Agrawal    | Non-Executive - Non Independent Director | Rs.30,000/-   | Not Comparable   |  |
| 3.      | Mr.Devendra Lal Thakur | Independent Director                     | Rs.70,000/-   | Not Comparable   |  |
| 4.      | Mrs. Shuchi Bansal     | Independent Director                     | Rs. 55,000/-  | Not Comparable   |  |
| 5.      | Mr. Sharad Mishra      | CFO                                      | Rs. 1,85,477/-  | NA   | 16.58%   |
| 6.      | Ms. Bhavana Patel      | Company Secretary                        | Rs. 1,79,098/-  | NA   | Refer Note No. 2   |

Note:

- Details provided in the above table are pertaining to Directors on the Board as on March 31, 2018.
  - Since this information is for part of the year, the same is not comparable.
  - Non-Executive Directors are paid only sitting fees for attending Board Meetings and Committee Meetings, hence not comparable.
- ii. During the financial year ended 31<sup>st</sup> March, 2018, the median remuneration of employees decreased by 5.88 %.
- iii. As on 31<sup>st</sup> March, 2018, the Company had 7 permanent employees on its rolls.
- iv. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**
- Average percentile increase in the salaries of employees other than the managerial personnel in the last Financial Year is 44.59 % and percentile decrease in the managerial remuneration is 25.75 %.
- v. The Company affirms that the remuneration is as per the Nomination and Remuneration policy of the Company.

There is no employee covered under section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**FOR LUHARUKA MEDIA & INFRA LTD.**

**Sd/-**

**Ankur Agrawal**  
**Managing Director**  
**DIN: 06408167**  
**Place: Mumbai**  
**Dated: August 14, 2018**

**FOR LUHARUKA MEDIA & INFRA LTD.**

**Sd/-**

**Deepika Agrawal**  
**Director**  
**DIN: 06644785**

# LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra limited)

## ANNEXURE - III

### Form No. MR.3

#### Secretarial Audit Report for the financial year ended on March 31, 2018

[Pursuant to Section 204(1) of the Companies Act, 2013 and the Rule 9 of the companies (Appointment and remuneration of managerial personnel) Rule, 2014]

To,

#### The Members

#### Luharuka Media & Infra Limited

(CIN:L65100MH1987PLC044094)

A-301, Hetal Arch, Opposite Natraj Market

S.V.Road, Malad(West) Mumbai - 400064

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Luharuka Media & Infra Limited** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2018 according to the provisions of:

- I. The Companies Act, 2013 (**the Act**) and the Rules made there-under;
- II. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made there-under;
- III. The Depositories Act, 1996 and the Regulations and bye-laws framed there-under;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there-under to the extent applicable.
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) to the extent applicable to the Company;
  - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - iii. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - iv. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- VI. Other law applicable specifically to the Company, as detailed below;
  - i. The Reserve Bank of India Act, 1934
  - ii. Rules, regulation and guidelines issued by the Reserve Bank of India as are applicable to the Non-Banking Financial Company (NBFC)

We have also examined compliance with the applicable clauses of the following;

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India related to the meetings of Board of Directors and General Meetings;
- (ii) The SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and listing agreement entered into by the Company with Stock Exchanges in India.

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company and test verification on random basis carried out for compliances under other applicable Acts, Laws and Regulations to the Company

The compliance by the Company of the applicable direct tax laws, indirect tax laws and other financial laws has not been reviewed in this Audit, since the same have been subject to review by the other designated professionals and being relied on the reports given by such designated professionals.

# Annual Report 2017-2018

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We report that, during the financial year under review, the Company has complied with the provisions of the Act, rules, regulations, guidelines as mentioned above, subject to the following:

- i. *The company has not yet transferred its shares to IEPF as required under Section 124 of companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refunds) Rules, 2016*
- ii. *There was no Company Secretary as required in terms of the provisions of section 203 of the Companies Act, 2013, during the period from May 20, 2017 to November 12, 2017 of the financial year ended on March 31, 2018.*

During the financial year under review, provisions of the following regulations were not applicable to the Company;

- i. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- ii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- iii. The Securities and Exchange Board of India (Issue of Debt Securities) Regulations, 2008
- iv. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999
- v. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

## **We further report that:**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and there was no formal system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.
- Decisions at the meetings of Board of Directors of the Company and Committee thereof were carried out with requisite majority.

**We further report that** based on the information provided and representation made by the Company and also on the review of compliance reports of the respective department duly signed by the department head and Compliance Certificate(s) of the Managing Director/Company Secretary/CFO taken on record by the Board of Directors of the Company, in our opinion system and process exists in the company required to be strengthened to commensurate with the size and operations of the Company to monitor and ensure compliance with the applicable laws, rules, regulations and guidelines.

**We further report** during the financial year under review, following specific events/actions having a major bearing on the affairs of the Company in pursuance of any of the above referred laws, rules, regulations, guidelines standards etc. are occurred;

- The Company has included in the list of suspected shell Company issued by the Ministry of Corporate Affairs vide its letter F.No.03/73/2017-CL-II dated June 09, 2017 and subsequently BSE Limited has vide its letter Ref. no. L/SURV/OFL/KM/2017-18/SHELL/COMP/512048/2 dated February 20, 2018 has order forensic audit of Books of accounts and other documents of the Company.
- Securities and Exchange Board of India (SEBI) vide its interim order dated December 19, 2014 passed under section 11 and 11B has barred promoter group of the Company from accessing the capital Market, which was confirmed subsequently vide order dated April 02, 2018 and will continue to be restrained or prohibited from accessing the market or trading, as the case may be, for a further period of three years from the date of the order.

**For R M MIMANI & ASSOCIATES LLP**  
**[COMPANY SECRETARIES]**  
**[Firm Registration No. I2001MH250300]**

**RANJANA MIMANI**  
**(PARTNER)**  
**FCS No: 6271**  
**CP No : 4234**  
**Place: Mumbai**  
**Dated: August 14, 2018**

**Note: This report is to be read with our letter of even date which is annexed as “Annexure A” and forms and integral part of this report.**

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# LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra limited)

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**Annexure – “A”**

To,  
**The Members**  
**Luharuka Media & Infra Limited**  
**(CIN:L65100MH1987PLC044094)**  
A-301, Hetal Arch, Opposite Natraj Market  
S.V.Road, Malad(West) Mumbai - 400064

Our Secretarial Audit Report of even date is to be read along with this letter;

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company;
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc.;
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For R M MIMANI & ASSOCIATES LLP**  
**[COMPANY SECRETARIES]**  
**[Firm Registration No. I2001MH250300]**

**RANJANA MIMANI**  
**(PARTNER)**  
**FCS No: 6271**  
**CP No : 4234**

**Place: Mumbai**  
**Dated: August 14, 2018**

# Annual Report 2017-2018

**ANNEXURE-IV  
FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN  
as on financial year ended on 31.03.2018**

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.**

## I REGISTRATION & OTHER DETAILS:

|     |   |   |
|-----|---|---|
| i   | CIN   | L65400MH1987PLC044094   |
| ii  | Registration Date   | 17-07-1987  |
| iii | Name of the Company   | Luharuka Media & Infra Limited  |
| iv  | Category/Sub-category of the Company  | Company Limited by Shares   |
| v   | Address of the Registered office & contact details                          | A-301, Hetal Arch, Opp. Natraj Maket, S.V. Road, Malad West, Mumbai 400064.<br>Tel.: 02228449765, Fax: 02228892527<br>Email: <a href="mailto:info@luharukamediainfra.com">info@luharukamediainfra.com</a><br>Website: <a href="http://www.luharukamediainfra.com">www.luharukamediainfra.com</a>  |
| vi  | Whether listed company  | Yes   |
| vii | Name , Address & contact details of the Registrar & Transfer Agent, if any. | Adroit Corporate Services Pvt. Ltd.<br>19/20, Jafer Bhoy Industrial Estate, 1 <sup>st</sup> floor, Makwana Road Marol, Andheri ( East), Mumbai 400059.<br>Tel.: 022 42270400, Fax: 022 28503748<br>Email: <a href="mailto:info@adroitcorporate.com">info@adroitcorporate.com</a><br>Website: <a href="http://www.adroitcorporate.com">www.adroitcorporate.com</a> |

## II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

The Company is Non Banking Financing Company (Non acceptance of Deposits) registered with Reserve Bank of India engaged in Financial services – Lending, Infrastructure and Media Business.

## III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

| Sr No | Name & Address of the Company | CIN/GLN | HOLDING/ SUBSIDIARY/ ASSOCIATE | % OF SHARES HELD | APPLICABLE SECTION |
|-------|-------------------------------|---------|--------------------------------|------------------|--------------------|
| None  |                               |         |                                |                  |                    |

## IV (i) SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

|     | Category of Shareholder                     | No. of Shares held at the beginning of the year: 01/04/2017 |          |              |         | No. of Shares held at the end of the year :31/03/2018 |          |              |         | % of chang in shareholding during the year |
|-----|---|---|----------|--------------|---------|---|----------|--------------|---------|--|
|     |   | Demat   | Physical | Total Shares | Total % | Demat   | Physical | Total Shares | Total % |  |
| (A) | Shareholding of Promoter and Promoter Group |   |          |              |         |   |          |              |         |  |
|     | Indian                                      |   |          |              |         |   |          |              |         |  |
| (a) | INDIVIDUAL / HUF                            | 42079103  | 0        | 42079103     | 44.90   | 42079103  | 0        | 42079103     | 44.90   | 0.00                                       |
| (b) | Central / State government(s)               | 0   | 0        | 0            | 0.00    | 0   | 0        | 0            | 0.00    | 0.00                                       |
| (c) | BODIES CORPORATE                            | 6183660   | 0        | 6183660      | 6.60    | 6183660   | 0        | 6183660      | 6.60    | 0.00                                       |
| (d) | FINANCIAL INSTITUTIONS / BANKS              | 0   | 0        | 0            | 0.00    | 0   | 0        | 0            | 0.00    | 0.00                                       |
| (e) | ANY OTHERS (Specify)                        | 0   | 0        | 0            | 0.00    | 0   | 0        | 0            | 0.00    | 0.00                                       |
| (i) | GROUP COMPANIES                             | 0   | 0        | 0            | 0.00    | 0   | 0        | 0            | 0.00    | 0.00                                       |

# LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra limited)

|       | Category of Shareholder   | No. of Shares held at the beginning of the year: 01/04/2017 |                |                 |               | No. of Shares held at the end of the year :31/03/2018 |                |                 |               | % of chang in shareholding during the year |
|-------|---|---|----------------|-----------------|---------------|---|----------------|-----------------|---------------|--|
|       |   | Demat   | Physical       | Total Shares    | Total %       | Demat   | Physical       | Total Shares    | Total %       |  |
| (ii)  | TRUSTS  | 0   | 0              | 0               | 0.00          | 0   | 0              | 0               | 0.00          | 0.00                                       |
| (iii) | DIRECTORS RELATIVES   | 0   | 0              | 0               | 0.00          | 0   | 0              | 0               | 0.00          | 0.00                                       |
|       | <b>SUB TOTAL (A)(1) :</b>   | <b>48262763</b>   | <b>0</b>       | <b>48262763</b> | <b>51.50</b>  | <b>48262763</b>                                       | <b>0</b>       | <b>48262763</b> | <b>51.50</b>  | <b>0.00</b>                                |
|       | <b>Foreign</b>  |   |                |                 |               |   |                |                 |               |  |
| (a)   | BODIES CORPORATE  | 0   | 0              | 0               | 0.00          | 0   | 0              | 0               | 0.00          | 0.00                                       |
| (b)   | INDIVIDUAL  | 0   | 0              | 0               | 0.00          | 0   | 0              | 0               | 0.00          | 0.00                                       |
| (c)   | INSTITUTIONS  | 0   | 0              | 0               | 0.00          | 0   | 0              | 0               | 0.00          | 0.00                                       |
| (d)   | QUALIFIED FOREIGN INVESTOR  | 0   | 0              | 0               | 0.00          | 0   | 0              | 0               | 0.00          | 0.00                                       |
| (e)   | ANY OTHERS (Specify)  | 0   | 0              | 0               | 0.00          | 0   | 0              | 0               | 0.00          | 0.00                                       |
|       | <b>SUB TOTAL (A)(2) :</b>   | <b>0</b>  | <b>0</b>       | <b>0</b>        | <b>0.00</b>   | <b>0</b>  | <b>0</b>       | <b>0</b>        | <b>0.00</b>   | <b>0.00</b>                                |
|       | Total holding for promoters   |   |                |                 |               |   |                |                 |               |  |
|       | <b>(A)=(A)(1) + (A)(2)</b>  | <b>48262763</b>   | <b>0</b>       | <b>48262763</b> | <b>51.50</b>  | <b>48262763</b>                                       | <b>0</b>       | <b>48262763</b> | <b>51.50</b>  | <b>0.00</b>                                |
|       | <b>(B) Public shareholding</b>  |   |                |                 |               |   |                |                 |               |  |
|       | <b>Institutions</b>   |   |                |                 |               |   |                |                 |               |  |
| (a)   | Central / State government(s)   | 0   | 0              | 0               | 0.00          | 0   | 0              | 0               | 0.00          | 0.00                                       |
| (b)   | FINANCIAL INSTITUTIONS / BANKS  | 0   | 0              | 0               | 0.00          | 0   | 0              | 0               | 0.00          | 0.00                                       |
| (c)   | MUTUAL FUNDS / UTI  | 0   | 0              | 0               | 0.00          | 0   | 0              | 0               | 0.00          | 0.00                                       |
| (d)   | VENTURE CAPITAL FUNDS   | 0   | 0              | 0               | 0.00          | 0   | 0              | 0               | 0.00          | 0.00                                       |
| (e)   | INSURANCE COMPANIES   | 0   | 0              | 0               | 0.00          | 0   | 0              | 0               | 0.00          | 0.00                                       |
| (f)   | FII'S   | 0   | 0              | 0               | 0.00          | 0   | 0              | 0               | 0.00          | 0.00                                       |
| (g)   | FOREIGN VENTURE CAPITAL INVESTORS   | 0   | 0              | 0               | 0.00          | 0   | 0              | 0               | 0.00          | 0.00                                       |
| (h)   | QUALIFIED FOREIGN INVESTOR  | 0   | 0              | 0               | 0.00          | 0   | 0              | 0               | 0.00          | 0.00                                       |
| (i)   | ANY OTHERS (Specify)  | 0   | 0              | 0               | 0.00          | 0   | 0              | 0               | 0.00          | 0.00                                       |
| (j)   | FOREIGN PORTFOLIO INVESTOR  | 0   | 0              | 0               | 0.00          | 0   | 0              | 0               | 0.00          | 0.00                                       |
| (k)   | ALTERNATE INVESTMENT FUND   | 0   | 0              | 0               | 0.00          | 0   | 0              | 0               | 0.00          | 0.00                                       |
|       | <b>SUB TOTAL (B)(1) :</b>   | <b>0</b>  | <b>0</b>       | <b>0</b>        | <b>0.00</b>   | <b>0</b>  | <b>0</b>       | <b>0</b>        | <b>0.00</b>   | <b>0.00</b>                                |
|       | <b>Non-institutions</b>   |   |                |                 |               |   |                |                 |               |  |
| (a)   | <b>BODIES CORPORATE</b>   |   |                |                 |               |   |                |                 |               |  |
|       | (i) Indian  | 17037291  | 0              | 17037291        | 18.18         | 15736282  | 0              | 15736282        | 16.79         | (1.39)                                     |
|       | (i) Overseas  | 0   | 0              | 0               | 0.00          | 0   | 0              | 0               | 0.00          | 0.00                                       |
| (b)   | <b>INDIVIDUAL</b>   |   |                |                 |               |   |                |                 |               |  |
| (i)   | (CAPITAL UPTO TO Rs. 1 Lakh)  | 11435664  | 20             | 11435684        | 12.20         | 11366457  | 20             | 11366477        | 12.13         | -0.07                                      |
| (ii)  | (CAPITAL GREATER THAN Rs. 1 Lakh)   | 11267830  | 5600000        | 16867830        | 18.00         | 12539220  | 5600000        | 18139220        | 19.35         | 1.36                                       |
| (c)   | <b>ANY OTHERS (Specify)</b>   |   |                |                 |               |   |                |                 |               |  |
| (i)   | Non Resident Indians (Individuals)  | 116358  | 0              | 116358          | 0.12          | 115258  | 0              | 115258          | 0.12          | (0.00)                                     |
| (ii)  | CLEARING MEMBER   | 74  | 0              | 74              | 0.00          | 100000  | 0              | 100000          | 0.11          | 0.11                                       |
|       | <b>SUB TOTAL (B)(2) :</b>   | <b>39857217</b>   | <b>5600020</b> | <b>45457237</b> | <b>48.50</b>  | <b>39857217</b>                                       | <b>5600020</b> | <b>45457237</b> | <b>48.50</b>  | <b>0.00</b>                                |
|       | <b>Total Public Shareholding (B)=(B)(1) + (B)(2)</b>  | <b>39857217</b>   | <b>5600020</b> | <b>45457237</b> | <b>48.50</b>  | <b>39857217</b>                                       | <b>5600020</b> | <b>45457237</b> | <b>48.50</b>  | <b>0.00</b>                                |
|       | <b>(C) Shares held by Custodians and against which Depository Receipts have been issued</b> |   |                |                 |               |   |                |                 |               |  |
| (a)   | <b>SHARES HELD BY CUSTODIANS</b>  | 0   | 0              | 0               | 0.00          | 0   | 0              | 0               | 0.00          | 0.00                                       |
| (i)   | Promoter and Promoter Group   | 0   | 0              | 0               | 0.00          | 0   | 0              | 0               | 0.00          | 0.00                                       |
| (ii)  | Public  | 0   | 0              | 0               | 0.00          | 0   | 0              | 0               | 0.00          | 0.00                                       |
|       | <b>SUB TOTAL (C) :</b>  | <b>0</b>  | <b>0</b>       | <b>0</b>        | <b>0.00</b>   | <b>0</b>  | <b>0</b>       | <b>0</b>        | <b>0.00</b>   | <b>0.00</b>                                |
|       | <b>Grand Total (A) + (B) + (C)</b>  | <b>88119980</b>   | <b>5600020</b> | <b>93720000</b> | <b>100.00</b> | <b>88119980</b>                                       | <b>5600020</b> | <b>93720000</b> | <b>100.00</b> | <b>0.00</b>                                |



# Annual Report 2017-2018

## (ii) SHARE HOLDING OF PROMOTERS

| Sr. No | NAME                   | Shareholding at the beginning of the year 01/04/2017 |                         |   | Shareholding at the end of the year 31/03/2018 |                         |   | % Change in shareholding during the year |
|--------|------------------------|--|-------------------------|---|--|-------------------------|---|--|
|        |                        | Number of Shares                                     | % Shares of the Company | % of Shares Pledged/ encumbered to total shares | Number of Shares                               | % Shares of the Company | % of Shares Pledged/ encumbered to total shares |  |
| 1      | COMFORT INTECH LIMITED | 5642660  | 6.02                    | 0.00  | 5642660  | 6.02                    | 0.00  | 0.00                                     |
| 2      | ANIL AGRAWAL HUF       | 42079103   | 44.90                   | 0.00  | 42079103                                       | 44.90                   | 0.00  | 0.00                                     |
| 3      | COMFORT FINCAP LIMITED | 541000   | 0.58                    | 0.00  | 541000   | 0.58                    | 0.00  | 0.00                                     |
|        | <b>Total</b>           | <b>48262763</b>                                      | <b>51.50</b>            | <b>0.00</b>                                     | <b>48262763</b>                                | <b>51.50</b>            | <b>0.00</b>                                     | <b>0.00</b>                              |

## (iii) CHANGE IN PROMOTERS' SHAREHOLDING

| SI No. |  | Name of Promoter's     | As On Date | No. of Shares held at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|--------|--|------------------------|------------|---|----------------------------------|---|----------------------------------|
|        |  |                        |            | No. of Shares                                   | % of total shares of the company | No. of shares                           | % of total shares of the company |
| 1      | <b>At the beginning of the year</b>                                      | COMFORT INTECH LIMITED | 01-04-2017 | 5642660   | 6.02                             | 5642660                                 | 6.02                             |
|        | Date wise Increase / Decrease in Promoters Share holding during the year |                        |            | NIL   | NIL                              |   |                                  |
|        | <b>At the End of the year</b>  |                        | 31-03-2018 | 5642660   | 6.02                             | 5642660                                 | 6.02                             |
| 2      | <b>At the beginning of the year</b>                                      | COMFORT FINCAP LIMITED | 01-04-2017 | 541000  | 0.58                             | 541000                                  | 0.58                             |
|        | Date wise Increase / Decrease in Promoters Share holding during the year |                        |            | NIL   | NIL                              |   |                                  |
|        | <b>At the End of the year</b>  |                        | 31-03-2018 | 541000  | 0.58                             | 541000                                  | 0.58                             |
| 3      | <b>At the beginning of the year</b>                                      | ANIL AGRAWAL HUF       | 01-04-2017 | 42079103  | 44.90                            | 42079103                                | 44.9                             |
|        | Date wise Increase / Decrease in Promoters Share holding during the year |                        |            | NIL   | NIL                              |   |                                  |
|        | <b>At the End of the year</b>  |                        | 31-03-2018 | 0   | 0                                | 42079103                                | 44.9                             |

## Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

| SI No. | For Each of the Top 10 Shareholders                            | Name of Shareholder's       | As On Date | No. of Shares held at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|--------|--|-----------------------------|------------|---|----------------------------------|---|----------------------------------|
|        |  |                             |            | No. of Shares                                   | % of total shares of the company | No. of shares                           | % of total shares of the company |
| 1      | <b>At the beginning of the year</b>                            | PAVANKUMAR SANWARMAL        | 01-04-2017 | 4096000   | 4.37                             | 4096000                                 | 4.37                             |
|        | Date wise Increase / Decrease in Share holding during the year |                             |            | NIL   | NIL                              |   |                                  |
|        | <b>At the End of the year</b>                                  |                             | 31/03/2018 | 0   | 0.00                             | 4096000                                 | 4.37                             |
| 2      | <b>At the beginning of the year</b>                            | PADMA IMPEX PRIVATE LIMITED | 01-04-2017 | 3747645   | 4.00                             | 3747645                                 | 4.00                             |
|        | Date wise Increase / Decrease in Share holding during the year |                             |            | NIL   | NIL                              |   |                                  |
|        | <b>At the End of the year</b>                                  |                             | 31/03/2018 | 0   | 0.00                             | 3747645                                 | 4.00                             |

# LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra limited)

| SI No. | For Each of the Top 10 Shareholders                            | Name of Shareholder's                  | As On Date | No. of Shares held at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|--------|--|--|------------|---|----------------------------------|---|----------------------------------|
|        |  |  |            | No. of Shares                                   | % of total shares of the company | No. of shares                           | % of total shares of the company |
| 3      | <b>At the beginning of the year</b>                            | <b>JAYINE TRADECOM PRIVATE LIMITED</b> | 01-04-2017 | 3591357   | 3.83                             | 3591357                                 | 3.83                             |
|        | Date wise Increase / Decrease in Share holding during the year |  | 04/08/2017 | -901195   | 0.96                             | 2690162                                 | 2.87                             |
|        |  |  | 11/08/2017 | -865300   | 0.92                             | 1824862                                 | 1.95                             |
|        | <b>At the End of the year</b>                                  |  | 31/03/2018 | 0   | 0.00                             | 1824862                                 | 1.95                             |
| 4      | <b>At the beginning of the year</b>                            | <b>KAVITA AGARWAL</b>                  | 01-04-2017 | 2800000   | 2.99                             | 2800000                                 | 2.99                             |
|        | Date wise Increase / Decrease in Share holding during the year |  |            | NIL   | NIL                              |   |                                  |
|        | <b>At the End of the year</b>                                  |  | 31/03/2018 | 0   | 0.00                             | 2800000                                 | 2.99                             |
| 5      | <b>At the beginning of the year</b>                            | <b>CHANDRA SHEKHAR AGARWAL</b>         | 01-04-2017 | 2800000   | 2.99                             | 2800000                                 | 2.99                             |
|        | Date wise Increase / Decrease in Share holding during the year |  |            | NIL   | NIL                              |   |                                  |
|        | <b>At the End of the year</b>                                  |  | 31/03/2018 | 0   | 0.00                             | 2800000                                 | 2.99                             |
| 6      | <b>At the beginning of the year</b>                            | <b>FIRST FINANCIAL SERVICES LTD</b>    | 01-04-2017 | 1461659   | 1.56                             | 1461659                                 | 1.56                             |
|        | Date wise Increase / Decrease in Share holding during the year |  |            | NIL   | NIL                              |   |                                  |
|        | <b>At the End of the year</b>                                  |  | 31/03/2018 | 0   | 0.00                             | 1461659                                 | 1.56                             |
| 7      | <b>At the beginning of the year</b>                            | <b>VEERAM ORNAMENTS LIMITED</b>        | 01-04-2017 | 1220988   | 1.30                             | 1220988                                 | 1.30                             |
|        | Date wise Increase / Decrease in Share holding during the year |  |            | NIL   | NIL                              |   |                                  |
|        | <b>At the End of the year</b>                                  |  | 31/03/2018 | 0   | 0.00                             | 1220988                                 | 1.30                             |
| 8      | <b>At the beginning of the year</b>                            | <b>ARTMAN DEALCOM PRIVATE LIMITED</b>  | 01-04-2017 | 0   | 0.00                             | 0                                       | 0.00                             |
|        | Date wise Increase / Decrease in Share holding during the year |  | 23/03/2018 | 418524  | 0.45                             | 418524                                  | 0.45                             |
|        | <b>At the End of the year</b>                                  |  | 31/03/2018 | 0   | 0.00                             | 903690                                  | 0.96                             |
| 9      | <b>At the beginning of the year</b>                            | <b>CHANDRAKANT RAMJI VAGHASIA</b>      | 01-04-2017 | 0   | 0.00                             | 0                                       | 0.00                             |
|        | Date wise Increase / Decrease in Share holding during the year |  | 06/10/2017 | 760000  | 0.81                             | 760000                                  | 0.81                             |
|        | <b>At the End of the year</b>                                  |  | 31/03/2018 | 0   | 0.00                             | 760000                                  | 0.81                             |
| 10     | <b>At the beginning of the year</b>                            | <b>NEXTEL GARMENTS PRIVATE LIMITED</b> | 01-04-2017 | 0   | 0.00                             | 0                                       | 0.00                             |
|        | Date wise Increase / Decrease in Share holding during the year |  |            | NIL   | NIL                              |   |                                  |
|        | <b>At the End of the year</b>                                  |  | 31/03/2018 | 675000  | 0.72                             | 675000                                  | 0.72                             |
| 11     | <b>At the beginning of the year</b>                            | <b>MAMTA VYAS</b>                      | 01-04-2017 | 645000  | 0.69                             | 645000                                  | 0.69                             |
|        | Date wise Increase / Decrease in Share holding during the year |  | 21/07/2017 | -645000   | 0.69                             | 0                                       | 0.00                             |
|        | <b>At the End of the year</b>                                  |  | 31/03/2018 | 0   | 0.00                             | 0                                       | 0.00                             |
| 12     | <b>At the beginning of the year</b>                            | <b>RANGAN VINCOM PRIVATE LIMITED</b>   | 01-04-2017 | 607236  | 0.65                             | 607236                                  | 0.65                             |
|        | Date wise Increase / Decrease in Share holding during the year |  |            | NIL   | NIL                              |   |                                  |
|        | <b>At the End of the year</b>                                  |  | 31/03/2018 | 0   | 0.00                             | 607236                                  | 0.65                             |

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| Sl No. | For Each of the Top 10 Shareholders                            | Name of Shareholder's          | As On Date | No. of Shares held at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|--------|--|--------------------------------|------------|---|----------------------------------|---|----------------------------------|
|        |  |                                |            | No. of Shares                                   | % of total shares of the company | No. of shares                           | % of total shares of the company |
| 13     | At the beginning of the year                                   | LADIOS TRADING PRIVATE LIMITED | 01-04-2017 | 498000  | 0.53                             | 498000                                  | 0.53                             |
|        | Date wise Increase / Decrease in Share holding during the year |                                |            | NIL   | NIL                              |   |                                  |
|        | At the End of the year   |                                | 31/03/2018 | 0   | 0.00                             | 498000                                  | 0.53                             |

## V Shareholding of Directors and KMP

| SL. No. | Name                    | Designation          | No. of Shares held at the Beginning of the year | % of total Shares of the company | No. of Shares held at the End of the year | % of total Shares of the company |
|---------|-------------------------|----------------------|---|----------------------------------|---|----------------------------------|
| 1       | Mr. Devendra Lal Thakur | Independent Director | 2000  | 0.002                            | 2000                                      | 0.002                            |

## VI INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

|  | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness  |
|--|----------------------------------|-----------------|----------|---------------------|
| <b>Indebtness at the beginning of the financial year</b> |                                  |                 |          |                     |
| i) Principal Amount                                      | 56,48,293                        | -               | -        | 56,48,293.00        |
| ii) Interest due but not paid                            | -                                | -               | -        | -                   |
| iii) Interest accrued but not due                        | -                                | -               | -        | -                   |
| <b>Total (i+ii+iii)</b>                                  | <b>56,48,293</b>                 | <b>-</b>        | <b>-</b> | <b>56,48,293.00</b> |
| <b>Change in Indebtedness during the financial year</b>  |                                  |                 |          |                     |
| Additions  | 2,95,628                         | -               | -        | 2,95,628.00         |
| Reduction  | -                                | -               | -        | -                   |
| Net Change   | 2,95,628                         | -               | -        | 2,95,628.00         |
| Indebtedness at the end of the financial year            |                                  |                 |          |                     |
| i) Principal Amount                                      | 59,43,921                        | -               | -        | 59,43,921.00        |
| ii) Interest due but not paid                            | -                                | -               | -        | -                   |
| iii) Interest accrued but not due                        | -                                | -               | -        | -                   |
| <b>Total (i+ii+iii)</b>                                  | <b>59,43,921</b>                 | <b>-</b>        | <b>-</b> | <b>59,43,921.00</b> |

# LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra limited)

## VII REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole time director and/or Manager:

| Sl. No | Particulars of Remuneration  | Name of the MD/WTD/Manager                               |                     |
|--------|--|--|---------------------|
| 1      | <b>Gross salary</b>  | <b>Mr. Ankur Agrawal</b>                                 | <b>Total Amount</b> |
|        | (a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961. | Nil  | Nil                 |
|        | (b) Value of perquisites u/s 17(2) of the Income tax Act, 1961                   | NIL  | NIL                 |
|        | (c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961   | NIL  | NIL                 |
| 2      | Stock option   | NIL  | NIL                 |
| 3      | Sweat Equity   | NIL  | NIL                 |
| 4      | "Commission<br>-as % of profit<br>-others (specify)"                             | NIL  | NIL                 |
| 5      | Others, please specify   | NIL  | NIL                 |
|        | <b>Total (A)</b>   | <b>NIL</b>   | <b>NIL</b>          |
|        | Ceiling as per the Act   | The above is within the limits as prescribed by the Act. |                     |

### B. Remuneration to other directors:

| Sl. No | Particulars of Remuneration                    | Name of the Directors  |                                | Total              |
|--------|--|--|--------------------------------|--------------------|
| 1      | <b>Independent Directors</b>                   | <b>Mrs. Suchi Bansal</b>   | <b>Mr. Devendra Lal Thakur</b> |                    |
|        | (a) Fee for attending board committee meetings | Rs. 55,000   | Rs. 70,000                     | Rs.1,25,000        |
|        | (b) Commission                                 | -  | -                              | -                  |
|        | (c ) Others, please specify                    | -  | -                              | -                  |
|        | <b>Total (1)</b>                               | <b>Rs. 55,000</b>  | <b>Rs. 70,000</b>              | <b>Rs.1,25,000</b> |
| 2      | <b>Other Non Executive Directors</b>           | <b>Ms. Deepika Agrawal</b>   | -                              | -                  |
|        | (a) Fee for attending board committee meetings | Rs.30,000  |                                | Rs.30,000          |
|        | (b) Commission                                 | -  | -                              | -                  |
|        | (c ) Others, please specify.                   | -  | -                              | -                  |
|        | <b>Total (2)</b>                               | <b>-</b>   | <b>-</b>                       | <b>-</b>           |
|        | <b>Total (B)=(1+2)</b>                         | <b>Rs. 85,000</b>  | <b>Rs. 70,000</b>              | <b>Rs.1,55,000</b> |
|        | <b>Total Managerial Remuneration</b>           | <b>Rs. 85,000</b>  | <b>Rs. 70,000</b>              | <b>Rs.1,55,000</b> |
|        | <b>Overall Cieling as per the Act.</b>         | <b>No Remuneration is paid to any of the Directors other than Managing Director &amp; Whole Time Director.</b> |                                |                    |

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## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WT

| Sl. No. | Particulars of Remuneration  | Key Managerial Personnel |                       |
|---------|--|--------------------------|-----------------------|
|         |  | CFO<br>*Sharad Mishra    | CS<br>**Bhavana Patel |
| 1       | Gross Salary   |                          |                       |
|         | (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961. | Rs. 1,85,477/- p.a       | Rs.1,79,098           |
|         | (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961                       | NIL                      | NIL                   |
|         | (c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961       | NIL                      | NIL                   |
| 2       | Stock Option   | NIL                      | NIL                   |
| 3       | Sweat Equity   | NIL                      | NIL                   |
| 4       | "Commission<br>- as % of profit<br>- others, specify"                                | NIL                      | NIL                   |
| 5       | Others, please specify   |                          |                       |
|         | <b>Total</b>   | Rs. 1,85,477/- p.a       | Rs.1,79,098           |

\* Ms. Bhavana Patel has been appointed as a Company Secretary of the Company w.e.f. 13<sup>th</sup> November 2017.

## VIII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

| Type                         | Section of the Companies Act | Brief Description | Details of Penalty/ Punishment/ Compounding fees imposed | Authority (RD/ NCLT/Court) | Appeall made if any (give details) |
|------------------------------|------------------------------|-------------------|--|----------------------------|------------------------------------|
| A. COMPANY                   |                              |                   |  |                            |                                    |
| Penalty                      |                              |                   | None   |                            |                                    |
| Punishment                   |                              |                   |  |                            |                                    |
| Compounding                  |                              |                   |  |                            |                                    |
| B. DIRECTORS                 |                              |                   |  |                            |                                    |
| Penalty                      |                              |                   | None   |                            |                                    |
| Punishment                   |                              |                   |  |                            |                                    |
| Compounding                  |                              |                   |  |                            |                                    |
| C. OTHER OFFICERS IN DEFAULT |                              |                   |  |                            |                                    |
| Penalty                      |                              |                   | None   |                            |                                    |
| Punishment                   |                              |                   |  |                            |                                    |
| Compounding                  |                              |                   |  |                            |                                    |

FOR LUHARUKA MEDIA & INFRA LTD.

Sd/-

Ankur Agrawal  
Managing Director  
DIN: 06408167  
Place: Mumbai  
Dated: August 14, 2018

FOR LUHARUKA MEDIA & INFRA LTD.

Sd/-

Deepika Agrawal  
Director  
DIN: 06644785

# LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra limited)

## REPORT ON CORPORATE GOVERNANCE

### 1. COMPANY'S PHILOSOPHY

Our Company is committed to provide fair, transparent and equitable treatment to all its stakeholders. For us Corporate Governance is not only a set of rules that define the relationship between the stakeholders and the management of a company, but it is the way the company operates. Corporate Governance is both the structure and the relationship which determine corporate direction and performance.

Your Company is committed to adopt the best practices in Corporate Governance and Disclosure. It is our constant endeavor to adhere to the highest standard of integrity and to safeguard the interest of all our stakeholders.

Your Company's Board has empowered key management officials to implement policies and guidelines related to the key elements of Corporate Governance - transparency, disclosure, supervision and internal controls, risk management, internal and external communications, high standards of safety, accounting fidelity, product and service quality. It also has in place a comprehensive business review process.

### 2. BOARD OF DIRECTORS ("the Board")

#### Composition

The Board of Directors of the Company has the highest governance authority within the management structure of the Company. Further, the Board of Directors of the Company has totally committed to the best practices within the Company for effective corporate governance practices. The Board regularly reviews and updates corporate governance practices to accommodate developments within the market place in general and the business in particular.

As on March 31, 2018, the Board comprised four Directors, out of which three are Non-Executive Directors and one Managing Director. Out of the total strength, two are Independent Directors. The composition of the Board of Directors of the Company is in conformity with the Listing Regulations, 2015 and the Companies Act, 2013 ('the Act'). The Company currently has the right mix of Directors on the Board, who possess the requisite qualifications and experience in general corporate management, finance, banking and other allied fields which enable them to contribute effectively to the Company in their capacity as Directors of the Company. Detailed profile of the Directors is available on the Company's website at [www.luharukamediainfra.com](http://www.luharukamediainfra.com).

#### Board of Directors

The composition and category of Directors, attendance at the last Annual General Meeting ('AGM') for the Financial Year ('FY') 2017-18 and the number of Directorships and Committee Chairmanships/Memberships held by them as on March 31, 2018 are as follows:

| Sr. No. | Name of Director          | Category of Directorship                  | Whether attended last AGM held on 22 <sup>nd</sup> September, 2017 | No. of Directorships in other Public companies (Excluding in Luharuka Media & Infra Limited) | Number of Committee positions held in other Public Companies (Excluding in Luharuka Media & Infra Limited) |          |
|---------|---------------------------|---|--|--|--|----------|
|         |                           |   |  |  | Member   | Chairman |
| 1.      | Mr. Ankur Agrawal         | Managing Director                         | Yes  | 2  | -  | -        |
| 2.      | Mr. Devendra Lal Thakur   | Non- Executive & Independent Director     | No   | 3  | 3  | 3        |
| 3.      | Mrs. Shuchi Ashish Bansal | Non- Executive & Independent Director     | No   | 0  | -  | -        |
| 4.      | Ms. Deepika Agrawal       | Non- Executive & Non Independent Director | Yes  | 1  | -  | -        |



# Annual Report 2017-2018

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Excluding Directorships in private, foreign companies and companies which are granted license under Section 8 of the Companies Act, 2013.

For the purpose of considering the limit of Committee Memberships and Chairmanships of a Director, Audit Committee, Stakeholders Relationship Committee of Public Companies have been considered.

None of the Directors on the Board is a member of more than ten Committees or Chairman of five Committees (committees being Audit Committee and Stakeholders Relationship Committee) across all the Public Companies in which he/she is a Director. Necessary disclosures regarding their Committee positions have been made by all the Directors.

None of the Directors hold office in more than ten Public Companies. None of the Independent Directors of the Company serve as an Independent Director in more than seven listed companies. All Directors are also in compliance of the limit on Independent Directorships of listed companies as prescribed under Regulation 25(1) of the Listing Regulations.

No Director is related to any other Director on the Board in terms of the definition of 'Relative' given under the Companies Act, 2013, except Ms. Deepika Agrawal is the sister of Mr. Ankur Agrawal.

## Board Procedure

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company. The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the Meeting with the approval of the Board. The information as required under Part A of Schedule II to the Listing Regulations is also made available to the Board. The Board also reviews the declarations made by the Managing Director & the Chief Financial Officer and the Company Secretary regarding compliance with all applicable laws, on a quarterly basis.

## Details of Board Meetings

The Board meets at least once a quarter to review the quarterly financial results and operations of your Company etc. In addition, the Board also meets as and when necessary to address specific issues relating to the business of your Company. During the FY 2017-18 four Board Meetings were held on 20<sup>th</sup> May, 2017, 5<sup>th</sup> August, 2017, 13<sup>th</sup> November, 2017 and 8<sup>th</sup> February, 2018. The gap between two meetings did not exceed one hundred and twenty days.

## Attendance

| Sr No | Name of the Directors     | No. of Meetings Held | No. of Meetings Attended |
|-------|---------------------------|----------------------|--------------------------|
| 1     | Mr. Ankur Agrawal         | 4                    | 4                        |
| 2     | Mr. Devendra Lal Thakur   | 4                    | 4                        |
| 3     | Mrs. Shuchi Ashish Bansal | 4                    | 4                        |
| 4     | Ms. Deepika Agrawal       | 4                    | 4                        |

## Non-Executive Directors

The details of sitting fees paid to the Non-Executive Independent and Non-Independent Directors (except Chairman & Managing Director) for attending Board/ Committee meetings during the year are given separately in this report.

## OTHER PROVISIONS AS TO BOARD AND COMMITTEES

The Board provides direction and exercises appropriate control to ensure that your Company is managed in a manner that fulfills stakeholders' aspirations and societal expectations.

The matters placed before the Board as required under Listing Regulations interalia includes:

# LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra limited)

1. Annual operating plans, budgets and any updates;
2. Capital budgets and any updates;
3. Quarterly results of the company and its operating divisions or business segments;
4. Minutes of Board Meetings, Audit committee and other committees of the board of directors;
5. The information on recruitment and remuneration of senior officers just below the level of board of directors, including appointment or removal of Chief Financial Officer and the Company Secretary;
6. Show cause, demand, prosecution notices and penalty notices, which are materially important;
7. Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc;
8. Shareholding pattern, Internal Audit Report;
9. Approval of related party transactions;

## Code of Conduct

Board of Directors has laid down Code of Conduct for Directors and Senior Management ("the Code") for all the Board members and senior management personnel. All the Directors and senior management have affirmed compliance with the Code of Conduct as approved and adopted by the Board of Directors. The Code of Conduct has been posted on the website of the Company [www.luharukamediainfra.com](http://www.luharukamediainfra.com).

## INDEPENDENT DIRECTORS

### Meeting of Independent Directors

During the year under review, one meeting of Independent Directors of the Company without the presence of Non-Independent Directors and members of management was held on 8<sup>th</sup> February, 2018 as required under Schedule IV of the Act (Code of Independent Directors) and Regulation 25(3) of the Listing Regulations. At their meeting, the Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole, Chairman (as elected by the Board for each meeting of the Board of Directors) after taking the views of Executive Director(s) and Non-Executive Directors and also assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

### The Lead Independent Director's role is as follows:

- Review the performance of Non- Independent Directors and the Board as a whole.
- Review the performance of the Chairman and Managing Director of the Company, taking into account the views of Non-Executive Directors.
- Assess the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

### Composition and Attendance

| Name of the Director      | No. of meeting attended |
|---------------------------|-------------------------|
| Mr. Devendra Lal Thakur   | 1                       |
| Mrs. Shuchi Ashish Bansal | 1                       |

### Induction and Familiarisation Programme for Directors

The Company has a familiarization programme for its Independent Directors. The objective of the programme is to familiarise the Independent Directors to enable them to understand the Company, its operations, business, industry and environment in which it functions and the regulatory environment applicable to it. These include orientation programmes upon induction of new Directors as well as other initiatives to update the Directors on a continuing basis. An induction kit is provided to new Directors which includes the annual report, annual Board/Committee Meeting calendar, Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices, etc.

# Annual Report 2017-2018

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## Appointment / Re-appointment of Directors

As required under Regulations 26(4) and 36(3) of the Listing Regulations, particulars of the Directors seeking appointment/re-appointment are given in the Explanatory Statement to the Notice of the AGM.

## Meeting, Agenda and Proceedings of Board Meeting

All the meetings are conducted as per well designed and structured agenda and in line with the compliance requirement under the Companies Act, 2013 Rules framed thereunder and applicable Secretarial Standards prescribed by ICSI. All the agenda items are backed by necessary supporting information and documents (except for the critical price sensitive information, which is placed at the meeting) to enable the Board to take informed decisions. Agenda also includes minutes of the earlier meetings. Additional agenda items in the form of "Other Business" are included with the permission of the Chairman. Agenda papers are circulated seven days prior to the Meeting.

## 3. COMMITTEES OF BOARD

### I. AUDIT COMMITTEE

The Audit Committee's role is to assist the Board to fulfill its corporate governance and overseeing responsibilities in relation to the Company's financial reporting process carried out by the Management, internal control system, risk management system and internal and external audit functions. Accordingly, the Company has constituted its Audit Committee which is in accordance with the provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations. The Audit Committee functions according to its charter/terms of reference that defines its composition, authority, responsibilities and reporting functions. The Board has adopted a charter of the Audit Committee for its functioning. All the items listed in Section 177 of the Act and Regulation 18(3) read with Part C of Schedule II of the Listing Regulations are covered in its terms of reference.

Terms of reference of Audit Committee covers all the matters prescribed under Regulation 18 of the Listing Regulations and Section 177 of the Act which inter-alia include:

- 1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- 2) Recommending to the Board, the appointment, reappointment and, if required, the replacement or Removal of the auditors and the fixation of the audit fees;
- 3) Approval of payment to statutory auditors for any other services rendered by the Statutory Auditors;
- 4) Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
  - i) Matters required being included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
  - ii) Changes, if any, in accounting policies and practices and reasons for the same.
  - iii) Major accounting entries involving estimates based on the exercise of judgment by management.
  - d) Significant adjustments made in the financial statements arising out of audit findings.
  - iv) Compliance with listing and other legal requirements relating to financial statements.
  - v) Disclosure of any related party transactions.
  - vi) Qualifications in the draft audit report.
  - vii) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- 6) Review and monitor the auditor's independence and performance, and effectiveness of audit Process;
- 7) Approval or any subsequent modification of transactions of the company with related parties;
- 8) Scrutiny of inter-corporate loans and investments;
- 9) Discussion with internal auditors on any significant findings and follow up there on;
- 10) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- 11) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

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- 12) Approval of the appointment of CFO (i.e., the wholetime Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & Background, etc. of the candidate;
- 13) Carrying out any other function as mentioned in the terms of reference of the Audit Committee. The Committee comprises of 2 Independent Directors.

### Meetings Held

During F.Y. 2017-18, 4 (Four) meetings of the Audit Committee were held on 20<sup>th</sup> May, 2017, 5<sup>th</sup> August, 2017, 13<sup>th</sup> November, 2017 and 8<sup>th</sup> February, 2018. The gap between two meetings did not exceed one hundred and twenty days.

### Composition and attendance:

The composition of the Audit Committee, category of its Members at the Committee meetings and attendance held during the year under review is given in the table below:

| Names of Member           | Category                                | Position | Attendance |
|---------------------------|---|----------|------------|
| Mr. Devendra Lal Thakur   | Non-Executive and Independent Director  | Chairman | 4          |
| Mr. Ankur Agrawal         | Managing Director                       | Member   | 3          |
| Mrs. Shuchi Ashish Bansal | Non- Executive and Independent Director | Member   | 4          |

## II. NOMINATION AND REMUNERATION COMMITTEE

The role of the Nomination and Remuneration Committee ('NRC') is to oversee the selection of Directors and Senior Management Personnel based on criteria related to the specific requirement of expertise, independence and execution. The NRC evaluates the performance of Directors and Senior Management Personnel based on the expected performance criteria. NRC also recommends to the Board the remuneration payable to Directors and Senior Management Personnel of the Company.

### Role of Nomination and Remuneration Committee:

- (1) To formulate a criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (2) To formulate criteria for evaluation of performance of independent directors and the board of directors;
- (3) To devise a policy on diversity of board of directors;
- (4) To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.

### Meetings

During F.Y. 2017-18, 2 (Two) meetings of NRC were held on 5<sup>th</sup> August, 2017 and 13<sup>th</sup> November, 2017.

### Composition and Attendance

The composition and the terms of reference of the NRC are in compliance with the provisions of Section 178(1) of the Act and Regulation 19 of the Listing Regulations.

| Name of the Member        | Category                                   | Position    | Attendance |
|---------------------------|--|-------------|------------|
| Mrs. Shuchi Ashish Bansal | Non-Executive and Independent Director     | Chairperson | 2          |
| Ms. Deepika Agrawal       | Non-Executive and Non Independent director | Member      | 2          |
| Mr.Devendra Lal Thakur    | Non- Executive and Independent director    | Member      | 2          |
| Mr. Ankur Agrawal         | Managing Director                          | Member      | 2          |

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## Remuneration Policy

Based on the recommendations of the Nomination & Remuneration Committee, the Board has formulated Policy for Remuneration of Directors, Key Managerial Personnel (KMP) & other employees. The policy can be accessed on the following link: [www.luharukamediainfra.com](http://www.luharukamediainfra.com). No Remuneration paid to executive and non executive director apart from seating fees.

As for the Non-executive Directors, their appointment on the Board is for the benefit of the Company due to their vast professional expertise in their individual capacity. The Company suitably remunerates them by paying sitting fee for attending the meetings of the Board and various committees.

**Details of remuneration and sitting fees paid to the other Directors of the Company during the year ended on 31<sup>st</sup> March, 2018 are given below:**

| Sr. No. | Particulars of Remuneration                      | Name of the Directors       |                            | Total Amount          |
|---------|--|-----------------------------|----------------------------|-----------------------|
| 1.      | <b>Independent Directors</b>                     | <b>Shuchi Ashish Bansal</b> | <b>Devendra Lal Thakur</b> |                       |
|         | (a) Fee for attending Board / committee meetings | Rs. 55,000/-                | Rs. 70,000/-               | Rs. 1,25,000 /-       |
|         | (b) Commission                                   | -                           | -                          | NIL                   |
|         | (c ) Others, please specify                      | -                           | -                          | NIL                   |
|         | <b>Total (1)</b>                                 |                             |                            | <b>Rs.1,25,000 /-</b> |
| 2.      | <b>Other Non Executive Directors</b>             | <b>Deepika Agrawal</b>      |                            |                       |
|         | (a) Fee for attending board / committee meetings | Rs. 30,000/-                |                            | Rs. 30,000/-          |
|         | (b) Commission                                   | -                           |                            | NIL                   |
|         | (c ) Others- Remuneration                        | -                           | -                          | NIL                   |

## III. STAKEHOLDERS RELATIONSHIP COMMITTEE

### Terms of Reference

The terms of reference of the Stakeholders Relationship Committee ('SRC') are as under:

1. A Respond to the grievances in general and relating to transfer, transmission of shares, non-receipt of declared dividends, interest, non-receipt of Balance Sheet, duplicate, split, consolidation and rematerialisation of share certificate, etc. of all shareholders in a time bound manner;
2. Monitor and review the performance and service standards of the Registrar and Share Transfer Agents of the Company and provide continuous guidance to improve the service levels for shareholders and other security holders;
3. Ensure quick redressal of the complaints of all shareholders and other security holders;
4. Maintain cordial relations with the shareholders and other security holders;
5. Address such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such Committee;
6. Monitor the number of grievances received, resolved or pending at the end of the quarter.

### Meetings

During FY 2017-18, 4 (Four) meetings of the Stakeholders Relationship Committee were held on 20<sup>th</sup> May, 2017, 5<sup>th</sup> August, 2017, 13<sup>th</sup> November, 2017 and 8<sup>th</sup> February, 2018.

### Composition and Attendance

| Name of the Member        | Category                                | Position    | Total |
|---------------------------|---|-------------|-------|
| Mrs. Shuchi Ashish Bansal | Non- Executive and Independent Director | Chairperson | 4     |
| Mr. Devendra Lal Thakur   | Non- Executive and Independent Director | Member      | 4     |
| Mr. Ankur Agarwal         | Managing Director                       | Member      | 3     |

## LUHARUKA MEDIA & INFRA LIMITED

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**Status of Investor Complaints as on 31 March, 2018 and reported under Regulation 13(3) of the Listing Regulations is as under:**

| Sr. No. | Particulars                                       | Number |
|---------|---|--------|
| 1       | Pending at the beginning of the year under review | Nil    |
| 2       | Received during the year under review             | 4      |
| 3       | Resolved during the year under review             | 4      |
| 4       | Pending at the end of the year under review       | Nil    |

The complaints have been solved to the satisfaction of the shareholders. The correspondence identified as investor complaints are letters received through statutory/regulatory bodies and letters pertaining to fraudulent encashment.

#### 4. GENERAL BODY MEETINGS

**Particulars of Annual General Meetings held during last three years:**

| YEAR    | LOCATION   | DATE               | TIME        | SPECIAL RESOLUTION   |
|---------|--|--------------------|-------------|--|
| 2014-15 | Hotel Landmark, Link Road, Malad (W), Mumbai – 400064. | September 19, 2015 | 03.00 P. M. | 1. Appointment of Mr. Anil Agrawal as Executive Director.<br>2. Change the name of the Company from Splash Media & Infra Limited to Luharuka Media & Infra Limited.<br>3. Adoption of new set of Articles of Association.                        |
| 2015-16 | Hotel Landmark, Link Road, Malad (W), Mumbai – 400064. | September 26, 2016 | 4.00 P.M    | 1. Appointment of Mr. Devendra Lal Thakur as an Independent Director.<br>2. Appointment of Mr. Ankur Agrawal as a Director.<br>3. Appointment of Mr. Ankur Agrawal as Managing Director.<br>4. Appointment of Ms. Deepika Agrawal as a Director. |
| 2016-17 | Hotel Landmark, Link Road, Malad (W), Mumbai – 400064. | September 22, 2017 | 4:00 P.M    | There was no matter that required passing of Special Resolution.   |

#### POSTAL BALLOT

During the year, the Company has not passed any resolution through Postal Ballot.

#### EXTRA ORDINARY GENERAL MEETINGS

There were no Extra Ordinary General Meetings conducted during the Financial Year 2017-18.

# Annual Report 2017-2018

## 5. MEANS OF COMMUNICATION

All price-sensitive information and matters that are material to shareholders are disclosed to the respective Stock Exchanges, where the securities of the Company are listed. All submissions to the Exchanges are made through the respective electronic filing systems.

**Quarterly Financial Results were published during the Financial Year as follows:**

| Financial Result           | Un-audited / Audited* | Newspapers                        |
|----------------------------|-----------------------|-----------------------------------|
| First Quarter              | Un-audited            | Active Times & Mumbai Lakshadweep |
| Second Quarter             | Un-audited            | Active Times & Mumbai Lakshadweep |
| Third Quarter              | Un-audited            | Active Times & Mumbai Lakshadweep |
| Fourth Quarter / Full year | Audited               | Active Times & Mumbai Lakshadweep |

\* The Board of Directors of the Company approved and took on record the Un-Audited / Audited Financial Results within 45 days/60 days and communicated the result to the BSE Limited where the shares of the Company are listed and published in newspapers as indicated above and also uploaded on Company's website i.e. [www.luharukamediainfra.com](http://www.luharukamediainfra.com)

Note: Un-audited Financial Results were intimated to Stock Exchanges within 45 days of first three quarters and Audited Financial Results for the last quarter /financial year ending within 60 days of close of financial year.

## 6. GENERAL SHAREHOLDER INFORMATION

The Company is registered with the Registrar of Companies, Maharashtra, Mumbai.

**CIN number: L65100MH1987PLC044094.**

### Annual General Meeting

| Date and Time                           | Venue  |
|---|--|
| Monday, September 24, 2018 at 2.30 p.m. | Nandanvan, Patel Wadi, Opp JJ Bus Stop, Near INS Hamla, Marve Road, Malad (West), Mumbai-400095. |

**The Financial Year of the Company is from 1<sup>st</sup> April to 31<sup>st</sup> March.**

Tentative Calendar for the 2018-19 is as follows:-

|   |                               |
|---|-------------------------------|
| Results for the quarter ending June 30, 2018      | Second week of August, 2018   |
| Results for the quarter ending September 30, 2018 | Second week of November, 2018 |
| Results for the quarter ending December 31, 2018  | Second week of February, 2019 |
| Results for the year ending March 31, 2019        | Last week of May, 2019        |

### Book Closure Date

Saturday, September 15, 2018 to Friday, September 24, 2018 (Both the days inclusive)

### Registered Office

A-301, Hetal Arch, Opposite Natraj Market, S.V. Road, Malad (West), Mumbai-400064.

### Rate of Dividend:

Rs. 0.01 per equity shares i.e. 1% dividend as recommended by board is subject to approval of shareholder at Annual general Meeting.

### Dividend Payment Date

For final dividend 2017-18 as recommended by the Board of Directors at its meeting held on 28<sup>th</sup> May, 2018 Will be paid to the members whose names appear on the Register of Members as on cut-off date, subject to approval of shareholders.



# LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra limited)

## Stock Code:

Trading Symbol at:

BSE Limited (Physical Segment)-512048

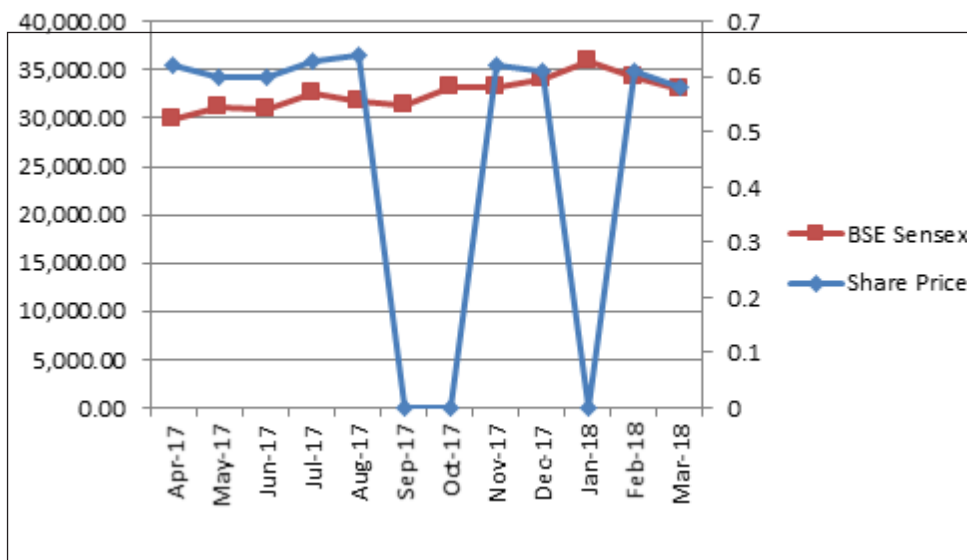
Demat ISIN Number in NSDL & CDSL:

INE195E01020

## BSE Stock Market Data (in Rs. / per share) as on March 31, 2018

| Period     | High (Rs.) | Low (Rs.) |
|------------|------------|-----------|
| April 2017 | 0.62       | 0.59      |
| May 2017   | 0.60       | 0.58      |
| June 2017  | 0.60       | 0.58      |
| July 2017  | 0.63       | 0.60      |
| Aug 2017   | 0.64       | 0.64      |
| Sep 2017*  | NA         | NA        |
| Oct 2017*  | NA         | NA        |
| Nov 2017   | 0.62       | 0.62      |
| Dec 2017   | 0.61       | 0.61      |
| Jan 2018*  | NA         | NA        |
| Feb 2018   | 0.61       | 0.59      |
| Mar 2018   | 0.58       | 0.52      |

## Performance of Luharuka Media & Infra Limited Share Price in Comparison to BSE Sensex



\* Kindly note that trading in security was suspended for the month September, 2017 October, 2017 and January, 2018. The explanation of the same is given in Director's Report.

## Share Transfer Process

Presently, the Share Transfers in physical form are processed and the Share Certificates returned within a period of 15 days from the date of receipt of the document, subject to the documents being clear in all respects. The Board has delegated the authority for approving the transfers to the RTA subject to approval by Shareholders / Investors Relations and Grievance Committee. Shareholders grievances and other miscellaneous correspondence on change of address, mandates etc., received from

# Annual Report 2017-2018

members are generally processed by RTA of the company within 15 days.

## Certificate from Practicing Company Secretary.

Pursuant to Regulation 40(9) of the Listing Regulations, certificates have been issued, on a half-yearly basis, by a Company Secretary in practice, certifying due compliance of share transfer formalities by the Company and files a copy of the certificate with the Stock Exchange.

- A Company Secretary in practice carries out a quarterly Reconciliation of Share Capital Audit, to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialised form (held with NSDL and CDSL).

## Distribution of Shareholding as on 31<sup>st</sup> March, 2018

| Range of Shareholding (Rs) | Shareholders | % of Total | Total Shares       | Share Amount Rs.   |
|----------------------------|--------------|------------|--------------------|--------------------|
| UPTO - 5000                | 1,909        | 77.13      | 24,00,679          | 24,00,679          |
| 5001 - 10000               | 213          | 8.61       | 17,12,263          | 17,12,263          |
| 10001 - 20000              | 142          | 5.74       | 21,81,639          | 21,81,639          |
| 20001 - 30000              | 64           | 2.59       | 16,76,168          | 16,76,168          |
| 30001 - 40000              | 18           | 0.73       | 6,50,040           | 6,50,040           |
| 40001 - 50000              | 20           | 0.81       | 9,70,625           | 9,70,625           |
| 50001 -100000              | 44           | 1.78       | 34,57,081          | 34,57,081          |
| 100001 & Above             | 65           | 2.63       | 8,06,71,505        | 8,06,71,505        |
| <b>Total:</b>              | <b>2475</b>  | <b>100</b> | <b>9,37,20,000</b> | <b>9,37,20,000</b> |

## Share Holding Pattern (category wise) as on March 31<sup>st</sup> 2018

| Category                   | No. of Shares      | Percentage    |
|----------------------------|--------------------|---------------|
| Promoters                  | 4,82,62,763        | 51.50         |
| Mutual Funds / UTI & Banks | --                 | --            |
| Bodies Corporate           | 1,57,24,772        | 16.78         |
| Resident Individuals       | 2,95,05,697        | 31.48         |
| Clearing member            | 1,00,000           | 0.11          |
| NRIs / FIIs                | 1,15,258           | 0.12          |
| Other                      | 11,510             | 11510         |
| <b>Total :</b>             | <b>9,37,20,000</b> | <b>100.00</b> |

# LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra limited)

## List of the Top 10 Shareholders of the Company (Excluding Promoter group as on March 31<sup>st</sup>, 2018)

| Sr. No. | Name of Shareholder             | No. of Shares | Shares as % of total no. of shares |
|---------|---------------------------------|---------------|------------------------------------|
| 1.      | Pavan Kumar Sanwarmal           | 40,96,000     | 4.37                               |
| 2.      | Padma Impex Private Limited     | 37,47,645     | 3.99                               |
| 3.      | Jayine Tradecom Private Limited | 18,24,862     | 1.95                               |
| 4.      | Kavita Agarwal                  | 28,00,000     | 2.98                               |
| 5.      | Chandra Shekhar Agarwal         | 28,00,000     | 2.98                               |
| 6.      | First Financial Services Ltd    | 14,61,659     | 1.56                               |
| 7.      | Veeram Ornaments Limited        | 12,20,988     | 1.30                               |
| 8.      | Artman Dealcom Private Limited  | 9,03,690      | 0.96                               |
| 9.      | Chandrakant Ramji Vaghasia      | 7,60,000      | 0.81                               |
| 10.     | Nextel Garments Private Limited | 6,75,000      | 0.72                               |

## Dematerialisation of shares and liquidity 2017-18

Number of Shares held in Physical form 56,00,020

Electronic form with NSDL 6,79,05,264

Electronic form with CDSL 2,02,14,716

## Outstanding GDRs/ADRs/Warrants, etc.

The Company did not issue any GDRs/ADRs/Warrants or any convertible instruments. Hence, there were no outstanding GDRs/ADRs/Warrants etc. or any convertible instruments at the end of the March 31, 2018.

## ADDRESS FOR CORRESPONDENCE

### Adroit Corporate Services Pvt. Ltd

Register and Shares transfer Agent

19, Jafer Bhay Industrial Estate,  
1<sup>st</sup> Floor, Makwana Road, Marol Naka  
Andheri (E), Mumbai – 400059.

Tel: +91 (0)22 42270400

**Email** : [info@adroitcorporate.com](mailto:info@adroitcorporate.com)

**Website** : [www.adroitcorporate.com](http://www.adroitcorporate.com)

### Luharuka Media & Infra Limited

A-301, Hetal Arch, Natraj Market,  
S.V Road, Malad (West),  
Mumbai- 400064.

Tel: 91-22-28449765/66

Fax: 91-22-28892527

**Email ID** : [info@luharukamediainfra.com](mailto:info@luharukamediainfra.com)  
[splashmedia7@yahoo.in](mailto:splashmedia7@yahoo.in)

**Website** : [www.luharukamediainfra.com](http://www.luharukamediainfra.com)

Other Mandatory requirements are not applicable to the Company.

FOR AND ON BEHALF OF THE BOARD

Sd/-

Ankur Agrawal  
Managing Director  
DIN: 00014413

Place: Mumbai

Date: 14.08.2018

# Annual Report 2017-2018

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## DECLARATION PURSUANT TO SCHEDULE V OF THE LISTING REGULATIONS

In accordance with Regulation 26 (3) and Schedule V of the Listing Regulations with the Stock Exchanges, I hereby declare that the Directors and Senior Management of the Company have affirmed compliance with the Code of Conduct as applicable to them for the year ended March 31, 2018.

**Place: Mumbai**  
**Date: 14.08.2018**

**Ankur Agrawal**  
**Managing Director**  
**DIN: 00014413**

## CERTIFICATE PURSUANT TO REGULATION 17(8) OF THE LISTING REGULATIONS

This is to certify that:

- A. We have reviewed the financial statements for the financial year ended on 31<sup>st</sup> March, 2018 and that to the best of our knowledge and belief:
  - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended on 31<sup>st</sup> March, 2018 are fraudulent, illegal or in violation of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps have been taken to rectify these deficiencies.
- D. We further certify that we have indicated to the auditors and the Audit Committee that;
  - i. There have been any significant changes in internal control over financial reporting during the year under reference;
  - ii. There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and
  - iii. We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

**For Luharuka Media & Infra Limited For Luharuka Media & Infra Limited**

**Ankur Agrawal**  
**Managing Director**  
**DIN: 06408167**

**Sharad Premshankar Mishra**  
**Chief Financial Officer**

**Place : Mumbai**  
**Date : 31.03.2018**

# LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra limited)

## CERTIFICATE ON CORPORATE GOVERNANCE

### Corporate Governance Compliance Certificate

Corporate Identity Number: L65100MH1987PLC044094

Nominal Capital: Rs. 200,000,000/-

To the Members of

**Luharuka Media & Infra Limited**

A-301, Hetal Arch, Opposite Natraj Market

S.V.Road, Malad(West) Mumbai - 400064

We have examined all the relevant records of **Luharuka Media & Infra Limited** for the purpose of certifying compliance of the conditions of the Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2018.

We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to the procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of the corporate governance.

This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

In our opinion and to the best of our information and according to the explanations and information furnished to us, we certify that the Company has complied with all the mandatory requirements of Corporate Governance as stipulated in Schedule II of the said Regulations.

**For R M MIMANI & ASSOCIATES LLP**

**[COMPANY SECRETARIES]**

**[Firm Registration No. I2001MH250300]**

**RANJANA MIMANI**

**(PARTNER)**

**FCS No : 6271**

**CP No : 4234**

**Place: Mumbai**

**Date: August 14, 2018**

## MANAGEMENT DISCUSSION & ANALYSIS

### ECONOMIC REVIEW

#### Global Economy

World growth strengthened in 2017 to 3.8%, with a notable rebound in global trade. It was driven by an investment recovery in advanced economies, continued strong growth in emerging Asia, a notable upswing in emerging Europe, and signs of recovery in several commodity exporters. At 3.8%, global growth in 2017 was the fastest since 2011. The US economy grew at 2.3%, accelerating from 1.5% in the preceding year. Labour market conditions improved further with the unemployment rate falling to a low of 4.1%. Industrial production also registered a robust growth driven largely by mining activity. These developments in conjunction with rising consumer confidence and higher disposable incomes due to tax rationalisation are expected to support growth. However, the impact of the tax justification on the fiscal balance and the ramifications of a potential trade war remain major risks to the outlook.

#### Indian Economy

According to Central Statistics Office (CSO), the Indian economy posted a growth rate of 7.7% during Q4 – January – March 2018, enabling the country to retain its position as the fastest growing major economy. This was on account of robust performance by manufacturing and service sectors as well as good farm output. India has positioned itself as the most dynamic emerging economy among the largest countries and is expected to remain the fastest growing on the back of robust private consumption and noteworthy domestic reforms gradually being implemented by the Government.

#### A) NBFC Industry

Non-Banking Financial Companies (NBFC) are an integral part of the Indian Financial system, augmenting competition and diversification in the financial sector and complementing the banking system. The Indian NBFC sector has been providing credit to customers in the underserved and unbanked areas. Their channeling the savings and investments of customers and the subsequent capital formation is necessary for India's economic growth and development. Their ability to innovate products in conformity with the needs of their clients is well established.

The NBFCs' market share in the wholesale finance business is expected to increase from 12% in 2014 to 19% in 2020. With regulatory guidelines and government policy driving developers to focus on the affordable housing market, there lies huge opportunity for growth by investing and financing these properties. Since the Pradhan Mantri Awas Yojana provides home buyers with a Credit Linked Subsidy Scheme, the effective rate of interest payment falls below rental yields. This, in turn, improves the conditions for buying affordable housing property, empowering Housing Finance Companies (HFCs) and NBFCs to invest more in this segment.

#### B) INFRASTRUCTURE & REAL ESTATE

##### About the Industry:

The infrastructure sector is at the heart of growth of India. Estimates suggest that the country needs close to Rs. 31,000 billion (US \$455 billion) to be spent on infrastructure development over the next five years, with 70% of funds needed for power, roads and urban infrastructure segments. Notwithstanding an enormous demand for physical infrastructure, the sector is facing significant challenges, as the developers, the financial community and the government grapple with stalled projects, non-performing loans and widening gap between performance and targets. Consequently, India's construction growth in GDP terms has tapered off substantially since 2011-12. The worrying factor is that growth in overall Gross Fixed Capital Formation (GFCF) has also reduced significantly from 6.1% in 2015-2016 to 0.6% in 2016-2017. The slowdown in construction activities has adversely affected Engineering, Procurement and Construction (EPC) companies across India. Several unforeseen issues impacted projects at various stages of their lifecycle from planning to operations, which have made several of them unviable. The sector is plagued with significant cost overruns, regulatory bottlenecks and aggressive bidding positions taken by a few market players resulting in financial losses. Another important element is the massive build-up of claims that are receivable from various government entities. These are on account of several factors, such as change of scope of work (quantity variation or extra items), idling of resources like manpower and overheads, compensation beyond the original stipulated contract period, change in statute and loss of opportunity.

# LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra limited)

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## ABOUT SPLASH MEDIA & INFRA LIMITED

### Business Overview

Luharuka Media & Infra Limited (LMIL) was originally incorporated in the name and style of 'Indus Commercials Limited' on July 7, 1981 as a Limited Company.

The company has a unique business model with earnings arising from development and rentals. Being a RBI registered NBFC, it provides inter corporate loans, personal loans, loans against shares & securities, loans against properties, mortgage loans, bills discounting.

### FINANCIAL HIGHLIGHTS

- Total Income stood at Rs. 1,99,06,616/- for fiscal 2018
- Profit before Taxes of fiscal 2018 was Rs. 53,90,381/-
- Profit After Taxes of fiscal 2018 was Rs. 42,12,795/-
- Basic Earnings per share for fiscal 2018 was Rs. 0.04 per share

### SWOT ANALYSIS

#### Strengths

- Promoted and managed by qualified & experienced professionals: The Board of the Company comprises of Chartered Accountants & other highly qualified & experienced Directors.
- Profit making & dividend paying company: During the year company has earned profits & also declared dividend to its shareholders.
- Simplified and prompt loan request appraisal and disbursements.
- Prudent fund management practices.

#### Weakness

- Branding: Our Company is not a well established brand among large NBFC players who have access to larger financial
- Regulatory Hurdles: Unfavourable changes in government policies and the regulatory environment can adversely impact the performance of the sector. Retrospective policy changes attractiveness of the sector and companies operating within the sector.
- Uncertain economic and political environment.

#### Opportunities

- Untapped use of digital solutions for business/ collections.
- Large Market: The players in the NBFC sector still have a lot of scope to cover larger market and the rural markets

#### Threats:-

While the management of your Company is confident of creating and exploiting the opportunities, it also finds the following challenges:

- Shortage of Manpower & Technology: The sector is heavily dependent on manual labor which increases the timelines for construction companies and results in supply getting deferred.
- Rising cost of construction
- Growth in auxiliary infrastructure facilities
- Real-estate is an interest sensitive sector; hence any increases in interest rates will adversely impact the revival of the sector.
- Competition from other NBFCs and banks
- NPAs.



# Annual Report 2017-2018

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## **INTERNAL CONTROL SYSTEM AND ADEQUACY**

The Company has put in place an adequate internal control system to safeguard all its assets and ensure operational excellence. The system also meticulously records all transaction details and ensures regulatory compliance. The reports are reviewed by the Audit Committee of the Board. Wherever necessary, internal control systems are strengthened, and corrective actions initiated.

## **HUMAN RESOURCES POLICIES**

It is your company's belief that people are at the heart of corporate & constitute the primary source of sustainable competitive advantage. The trust of your company's human resource development efforts therefore is to create a responsive and market driven organization. Your company continues its focus on strengthening competitiveness in all its business. Your directors look forward to the future with confidence. The company has followed a conscious policy of providing training to Management Staff through in-house and external programmes, for upgrading personal and technical skills in relevant areas of functional disciplines.

## **CAUTIONARY:**

Statement in the Management Discussion & Analysis, describing the company's objectives, projections and estimates are forward looking statements and progressive within the meaning of applicable laws & regulations. Actual result may vary from those expressed or implied. Important developments that could affect the company's operations are significant changes in political and economic environment in India, tax laws, RBI regulations, exchange rate fluctuation and other incidental factors.

# LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra limited)

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## INDEPENDENT AUDITOR'S REPORT

To,

The Members of **LUHARUKA MEDIA & INFRA LIMITED (Formerly known as Splash Media & Infra Limited)**

### REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying standalone financial statements of **LUHARUKA MEDIA & INFRA LIMITED (Formerly known as Splash Media & Infra Limited)** ("the Company") which comprise the Balance Sheet as at 31<sup>st</sup> March, 2018, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and a summary of Significant Accounting Policies and other explanatory information.

### MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation and of the financial statements, that give true and fair view, in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on financial statements.

### MATTER OF EMPHASIS PARAGRAPH

We draw your attention to:

Contravention of Accounting Standard 15 on Accounting for retirement benefit of employees.

*As stated in Point No. 8 of Note No.1 of Significant Accounting Policies followed by the company, the Company is not making any provision for the Gratuity and leave encashment as the same is accounted for on payment basis. This is in Contravention of Accounting Standard 15 on Accounting for retirement benefits of employees.*

# Annual Report 2017-2018

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Contravention of provisions relating to availment of ITC under Central Goods& Service Tax Act, 2017

*As stated in note no. 31 of Notes to Accounts, the Company, being a NBFC, is allowed to claim 50% of Input Tax credit on the Input Goods/ Services availed during the year however the Company has claimed full Input Tax Credit of INR 14,07,600 on purchase of goods without applying the provision to claim 50% credit of the total Input Tax Credit. This is in contravention of CGST Act, 2017 [Section 17 (4)] and SGST Act, 2017 [Section 17 (4)].*

Our opinion is not qualified in respect of this matter.

## OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act 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 the Balance Sheet; of the State of affairs of the company as at **31<sup>st</sup> March, 2018**;
- (ii) In the case of the Statement of Profit and Loss; of the **PROFIT** for the year ended on that date;
- (iii) In the case of the Cash Flow Statement, of the **Cash Flows** for the year ended on that date.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the companies (Auditors Report) Order, 2016 issued by the Central Government of India in terms of section 143 (11) of the Act. We give in **Annexure A**, a statement on matters specified in paragraph 3 and 4 of the said order.
2. As required by section 143(3) of the Act, we report that:
  - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of the audit;
  - b. In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books;
  - c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of accounts;
  - d. In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the mandatory Accounting Standards referred to in section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of the written representation received from the Directors as on 31st March, 2018 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2018, from being appointed as a Director in terms of Sub-section (2) of section 164 of the Act, 2013.
  - f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **"Annexure B"**;
  - g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact, if any, of pending litigations on its financial position in its financial statements.

## **LUHARUKA MEDIA & INFRA LIMITED**

(Formerly Splash Media & Infra limited)

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- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, if any, to the Investor Education and Protection Fund by the Company.

**For S A R A & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**FIRM REGN NO.: 120927W**

**Govind Gopal Sharma**  
**(PARTNER)**  
**M. No. 132454**

**Place : Mumbai**  
**Date : 28<sup>th</sup> May, 2018**

# Annual Report 2017-2018

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## ANNEXURE 'A' TO THE AUDITORS' REPORT

Referred to in paragraph 1 of our report of even date on the accounts for the year ended 31st March, 2018 of LUHARUKA MEDIA & INFRA LIMITED (Formerly known as Splash Media & Infra Limited). On the basis of such checks as we considered appropriate and in terms of information and explanations provided to us we state that:

- 1) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
b) All the assets have been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable; no material discrepancies were noticed on such verification.  
c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- 2) The Company does not have any inventory. Therefore the provision of clause 3 (ii) (a), (b), (c) of Companies (Auditor's Report) Order, 2016 are not applicable to the Company
- 3) The Company has not granted any loans covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
- 4) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- 5) The Company has not accepted any deposits from the public.
- 6) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- 7) a) According to the information and explanations given to us and on the basis of our examination of the records of the company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise  
  
According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2018 for a period of more than six months from the date they became payable.  
b) According to the information and explanations given to us, there are no material dues of duty of customs which have not been deposited with the appropriate authorities on account of any dispute.
- 8) According to the information and explanations given to us, the Company has not taken any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- 9) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- 10) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- 11) The company has given remuneration to the directors in accordance with the requisite approvals and in accordance with the provisions of section 197 of the companies act 2013

## LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra limited)

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- 12) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- 13) According to the information and explanations given to us and based on our examination of the records of the company, company has disclosed all the related party transactions entered during the year in the financial statements and are in compliance with the section 177 and 188 of the Companies Act, 2013.
- 14) According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- 15) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- 16) The Company is registered under section 45-IA of the Reserve Bank of India Act 1934

**For S A R A & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**Firm Registration No. 120927W**

**Govind Gopal Sharma**  
**Partner**  
**Membership No. 132454**

**Place : Mumbai**  
**Date : 28<sup>th</sup> May, 2018**

## ANNEXURE - B TO THE AUDITORS' REPORT

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Luharuka Media & Infra Limited (Formerly known as Splash Media & Infra Limited) ("the Company") as of 31 March, 2018 in conjunction with our audit of financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

# **LUHARUKA MEDIA & INFRA LIMITED**

(Formerly Splash Media & Infra limited)

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## **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For S A R A & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**Firm's Registration No.: 120927W**

**Govind Gopal Sharma**  
**Partner**  
**Membership No.: 132454**

**Place: Mumbai**  
**Date: 28<sup>th</sup> May, 2018**



# Annual Report 2017-2018

## BALANCE SHEET AS AT MARCH 31, 2018

(Amount in INR)

| Particulars                               | Note No. | As at March 31, 2018 | As at March 31, 2017 |
|---|----------|----------------------|----------------------|
| <b>I Equity &amp; Liabilities</b>         |          |                      |                      |
| 1. Shareholders' funds                    |          |                      |                      |
| (a) Share Capital                         | 2        | 9,37,20,000          | 9,37,20,000          |
| (b) Reserves and Surplus                  | 3        | 3,96,89,503          | 3,54,76,708          |
| (c) Money received against share warrants |          | -                    | -                    |
|   |          | <b>13,34,09,503</b>  | <b>12,91,96,708</b>  |
| 2. Non - Current Liabilities              |          |                      |                      |
| (a) Long -Term Borrowings                 |          | -                    | -                    |
| (b) Deferred Tax Liabilities (Net)        | 4        | -                    | -                    |
| (c) Other Long - Term Liabilities         |          | -                    | -                    |
| (d) Long - Term Provisions                |          | -                    | -                    |
|   |          | -                    | -                    |
| 3. Current Liabilities                    |          |                      |                      |
| (a) Short - Term Borrowings               | 5        | 59,43,921            | 56,48,293            |
| (b) Trade Payables                        | 6        | -                    | 4,75,000             |
| (c) Other Current Liabilities             | 7        | 36,60,761            | 5,43,183             |
| (d) Short - Term Provisions               | 8        | 2,99,050             | 15,36,105            |
|   |          | <b>99,03,732</b>     | <b>82,02,581</b>     |
| <b>TOTAL</b>                              |          | <b>14,33,13,235</b>  | <b>13,73,99,289</b>  |
| <b>II Assets</b>                          |          |                      |                      |
| 1. Non - Current Assets                   |          |                      |                      |
| (a) Fixed Assets                          |          |                      |                      |
| (i) Tangible Assets                       | 9        | 1,27,933             | 1,69,614             |
| (ii) Intangible Assets                    |          | -                    | -                    |
| (b) Non - Current Investments             | 10       | 95,508               | -                    |
| (c) Long - Term Loans and Advances        | 11       | 1,94,00,000          | 4,36,75,000          |
| (d) Other Non - Current Assets            | 12       | 5,37,12,067          | 5,37,12,067          |
|   |          | <b>7,33,35,508</b>   | <b>9,75,56,681</b>   |
| 2. Current Assets                         |          |                      |                      |
| (a) Inventories                           |          | -                    | -                    |
| (b) Trade Receivables                     | 13       | 594                  | 6,00,448             |
| (c) Cash and Cash equivalents             | 14       | 70,62,684            | 72,73,360            |
| (d) Short - Term Loans and Advances       | 15       | 6,28,82,378          | 3,18,68,280          |
| (e) Other Current Assets                  | 16       | 32,071               | 1,00,520             |
|   |          | <b>6,99,77,727</b>   | <b>3,98,42,608</b>   |
| <b>TOTAL</b>                              |          | <b>14,33,13,235</b>  | <b>13,73,99,289</b>  |

### Significant Accounting Policies

1

As per our report of even date

FOR & ON BEHALF OF THE BOARD

### For S A R A & ASSOCIATES

Chartered Accountants

FRN : 120927W

Govind Gopal Sharma

Partner

M. No. 132454

Mumbai , 28<sup>th</sup> May, 2018

Ankur Agrawal

Managing Director

DIN : 06408167

Sharad Mishra

Chief Financial Officer

Mumbai , 28<sup>th</sup> May, 2018

Deepika Agrawal

Director

DIN : 06644785

Bhavana Patel

Company Secretary

# LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra limited)

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018

|   |           | (Amount in INR)                   |                                   |
|---|-----------|-----------------------------------|-----------------------------------|
| Particulars   | Note No.  | For the year ended March 31, 2018 | For the year ended March 31, 2017 |
| I Revenue from Operations   | 17        | 1,99,06,616                       | 1,49,84,702                       |
| II Other Income   | 18        | -                                 | 1,810                             |
| <b>III Total Revenue (I + II)</b>   |           | <b>1,99,06,616</b>                | <b>1,49,86,512</b>                |
| <b>IV Expenses</b>  |           |                                   |                                   |
| Purchases of Stock-in-trade   | 19        | 78,20,000                         | -                                 |
| Employee Benefits Expenses  | 20        | 35,39,086                         | 9,25,351                          |
| Finance Costs   | 21        | 3,90,891                          | 3,12,273                          |
| Depreciation and Amortization Expense   | 9         | 41,681                            | 41,680                            |
| Other Expenses  | 22        | 27,24,577                         | 41,89,102                         |
| <b>Total Expense</b>  |           | <b>1,45,16,235</b>                | <b>54,68,406</b>                  |
| <b>V Profit before Exceptional and Extraordinary Items and Tax (III-IV)</b>   |           | <b>53,90,381</b>                  | <b>95,18,106</b>                  |
| VI Exceptional Items  |           | -                                 | -                                 |
| <b>VII Profit before Extraordinary Items and Tax (V-VI)</b>                   |           | <b>53,90,381</b>                  | <b>95,18,106</b>                  |
| VIII Extraordinary Items  |           | -                                 | -                                 |
| <b>IX Profit Before Tax (VII-VIII)</b>  |           | <b>53,90,381</b>                  | <b>95,18,106</b>                  |
| <b>X Tax Expense:</b>   |           |                                   |                                   |
| (a) Current Tax   |           | 14,21,900                         | 29,33,800                         |
| (b) Deferred Tax  |           | -                                 | (1,333)                           |
| (c) IncomeTax of Earlier years written off (Back)                             |           | (2,44,314)                        | (1,99,822)                        |
|   |           | <b>11,77,586</b>                  | <b>27,32,645</b>                  |
| <b>XI Profit for the Period from Continuing Operations (IX - X)</b>           |           | <b>42,12,795</b>                  | <b>67,85,461</b>                  |
| XII Profit/(Loss) for the Period from Discontinuing Operations                |           | -                                 | -                                 |
| XIII Tax Expense of Discontinuing Operations                                  |           | -                                 | -                                 |
| <b>XIV Profit/(Loss) from Discontinuing Operations (After Tax) (XII-XIII)</b> |           | <b>-</b>                          | <b>-</b>                          |
| <b>XV Profit for the Period (XI + XIV)</b>                                    |           | <b>42,12,795</b>                  | <b>67,85,461</b>                  |
| <b>XVI Earnings Per Equity Share (Face Value Re. 1/- Per Share):</b>          | <b>23</b> |                                   |                                   |
| Basic (Rs.)   |           | 0.04                              | 0.07                              |
| <b>Significant Accounting Policies</b>  | <b>1</b>  |                                   |                                   |

As per our report of even date

### For S A R A & ASSOCIATES

Chartered Accountants  
FRN : 120927W

Govind Gopal Sharma

Partner

M. No. 132454

Mumbai , 28<sup>th</sup> May, 2018

### FOR & ON BEHALF OF THE BOARD

Ankur Agrawal

Managing Director

DIN : 06408167

Sharad Mishra

Chief Financial Officer

Mumbai , 28<sup>th</sup> May, 2018

Deepika Agrawal

Director

DIN : 06644785

Bhavana Patel

Company Secretary

# Annual Report 2017-2018

## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

(Amount in INR)

| Particulars  | For the year ended<br>March 31, 2018 | For the year ended<br>March 31, 2017 |
|--|--------------------------------------|--------------------------------------|
| <b>CASH FLOW FROM OPERATING ACTIVITIES</b>                             |                                      |                                      |
| Net Profit before Tax for the year                                     | 53,90,381                            | 95,18,106                            |
| <b>Adjustments for :</b>   |                                      |                                      |
| Interest Paid  | 3,90,891                             | 3,12,273                             |
| Interest received  | (76,11,817)                          | (52,78,093)                          |
| Depreciation   | 41,681                               | 41,680                               |
| Profit from sale of Investments  | (85,651)                             | (2,59,364)                           |
| Provision for Advances   | 1,08,670                             | 76,310                               |
| <b>Operating Profit before Working Capital change</b>                  | <b>(17,65,845)</b>                   | <b>44,10,912</b>                     |
| <b>Adjustments for :</b>   |                                      |                                      |
| <u>Adjustments for (increase) / decrease in operating assets:</u>      |                                      |                                      |
| Inventories  | -                                    | -                                    |
| Trade receivables  | 5,99,854                             | (6,00,448)                           |
| Short-term loans and advances  | (3,11,22,768)                        | (1,99,86,975)                        |
| Long-term loans and advances   | 2,42,75,000                          | -                                    |
| Other current assets   | 68,450                               | 4,50,107                             |
| Other non-current assets   | -                                    | 6,25,000                             |
| <u>Adjustments for increase / (decrease) in operating liabilities:</u> |                                      |                                      |
| Trade payables   | (4,75,000)                           | 4,75,000                             |
| Other current liabilities  | 31,17,578                            | (31,82,527)                          |
| Other long-term liabilities  | -                                    | -                                    |
| Short-term provisions  | 1,08,670                             | 76,310                               |
| Long-term provisions   | -                                    | 27,51,248                            |
| <b>Cash Generated From Operations</b>                                  | <b>(51,94,062)</b>                   | <b>(1,77,32,621)</b>                 |
| Income Tax paid  | 13,95,320                            | 25,74,592                            |
| <b>NET CASH FROM OPERATING ACTIVITIES Total (A)</b>                    | <b>(65,89,382)</b>                   | <b>(2,03,07,213)</b>                 |
| <b>CASH FLOW FROM INVESTING ACTIVITIES</b>                             |                                      |                                      |
| Investments (Purchased)/Sold   | (9,857)                              | 1,02,59,364                          |
| Fixed Assets (Purchased)/Sold  | -                                    | -                                    |
| <b>NET CASH USED IN INVESTING ACTIVITIES Total (B)</b>                 | <b>(9,857)</b>                       | <b>1,02,59,364</b>                   |
| <b>CASH FLOW FROM FINANCING ACTIVITIES</b>                             |                                      |                                      |
| Issue of Equity Capital  | -                                    | -                                    |
| Dividend Paid  | (11,27,991)                          | (11,24,616)                          |
| Loan taken / (Repaid) in Secured Loan                                  | 2,95,628                             | 54,08,780                            |
| Interest received  | 76,11,817                            | 52,78,093                            |
| Interest paid  | (3,90,891)                           | (3,12,273)                           |
| <b>NET CASH FROM FINANCING ACTIVITIES Total (C)</b>                    | <b>63,88,563</b>                     | <b>92,49,984</b>                     |
| Net Increase/(Decrease) in Cash and Cash Equivalents Total (A+B+C)     | (2,10,676)                           | (7,97,865)                           |
| Cash and Cash Equivalents -- Opening Balance                           | 72,73,361                            | 80,71,225                            |
| Cash and Cash Equivalents -- Closing Balance                           | 70,62,685                            | 72,73,361                            |
|  | 0                                    | 0                                    |

Note: Previous year's figures have been regrouped/rearranged wherever considered necessary.

As per our report of even date

**FOR & ON BEHALF OF THE BOARD**

**For S A R A & ASSOCIATES**

Chartered Accountants

FRN : 120927W

**Govind Gopal Sharma**

Partner

M. No. 132454

Mumbai , 28<sup>th</sup> May, 2018

**Ankur Agrawal**

Managing Director

DIN : 06408167

**Sharad Mishra**

Chief Financial Officer

Mumbai , 28<sup>th</sup> May, 2018

**Deepika Agrawal**

Director

DIN : 06644785

**Bhavana Patel**

Company Secretary

**NOTE-‘1’****SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018:****A. SIGNIFICANT ACCOUNTING POLICIES:****1. Basis of Preparation of Financial Statements:**

The financial statements have been prepared under the historical cost convention on accrual basis and are in accordance with requirements of the Companies Act, 2013 read with the Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI), to the extent applicable.

Accounting policies not specifically referred to are, otherwise in consistent and in consonance with the generally accepted accounting principles.

**2. Change in Accounting Policy:**

Accounting for Proposed Dividend: As per the requirements of AS 4 (Revised), proposed final dividend including Dividend Distribution Tax are recognised as a liability in the period in which they are approved by Shareholders unlike earlier requirement of recognising a liability in the period to which it relates. Had the Company continued with earlier practice, surplus in the statement of profit and loss would have been lower by 11.28 Lacs with a corresponding increase in current provision [Note 8].

**3. Use of Estimates:**

The preparation of financial statements in conformity with generally accepted accounting principle requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

**4. Revenue Recognition :**

All income and expenditure items having a material bearing on the financial statements are recognised on accrual basis except in the case of dividend income, debenture interest and interest on fixed deposits with non-banking companies & interest receivable from / payable to government on tax refunds / late payment of taxes, duties / levies which are accounted for on cash basis.

As per prudential norms prescribed by Reserve Bank of India, interest income has been recognized only on standard advances given by the Company.

**5. Investments:**

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments. Current investments are carried at lower of cost and fair value. Long term investments are carried at cost.

**6. Stock in Trade:**

Closing stock in case of quoted shares has been valued at lower of cost and fair market value. Wherever quotations are not available as on 31st March 2018, inventory has been valued at lower of last traded price and cost. Wherever quotations are not available due to scrip has been suspended / delisted for a considerable period of time by stock exchanges has been valued at nil rate.

**7. Fixed Assets/Depreciation:**

- i) Fixed assets are shown at historical cost inclusive of incidental expenses less accumulated depreciation.

# Annual Report 2017-2018

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- ii) Depreciation on fixed assets is provided as per part “C” of Schedule II of the Companies Act, 2013.
- iii) Depreciation on Fixed Assets added or sold during the year, is provided on pro-rata basis with reference to the date of addition/deletion.

## 8. Retirement Benefits :

Gratuity and Leave encashment payments will be accounted for on Payment basis.

## 9. Impairment of Assets:

The Company assesses at each Balance sheet date whether there is any indication that an asset may be impaired based on internal/ external factors. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs, is less than its carrying amount, the carrying amount is reduced to its recoverable amount.

## 10. Taxes on Income

- a) Current tax is determined as the amount of tax payable in respect of taxable income for the year.
- b) Deferred tax is recognised, subject to consideration of prudence, on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods and measured using relevant enacted tax rates. Deferred tax Assets arising from timing differences are recognised to the extent there is a reasonable certainty that these would be realised in future.

## 11. Earnings Per Share

In determining earning per share, the Company considers the net profit after tax and includes the post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earning per share is the weighted average number of shares outstanding during the year. The number of shares used in computing diluted earning per share comprises the weighted average shares considered for deriving basic earning per share, and also the weighted average number of shares that could have been issued on the conversion of all diluted potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable, had the shares been actually issued at fair value (i.e. the average market value of the shares outstanding). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. The number of shares and potentially dilutive equity shares adjusted for any stock splits and issues of bonus shares effected prior to the approval of the financial statements by the Board of Directors.

## 12. Foreign Exchange Transactions

Foreign Currency transactions are accounted for at the exchange rates prevailing at the time of recognition of income/ expenditure and difference if any, resulting in income or expenses dealt with in profit & loss account under the head Foreign Exchange Fluctuation Gain.

Foreign currency monetary items are reported using the closing rates. Exchange difference arising on reporting them at closing rate i.e. at the rate different from those at which they were initially recorded, are recognized as income or expenses as the case may be.

## 13. Provisions and Contingent Liabilities

Provisions are recognized when the Company has legal and constructive obligations as a result of a past event, for which it is probable that a cash outflow will be required and a reliable estimate can be made of the amount of the obligation.

Contingent Liabilities are disclosed when the Company has a possible obligation or a present obligation and it is probable that a cash outflow will not be required to settle the obligation.

# LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra limited)

## Notes to financial statements for the year ended March 31, 2018

### 2 - Share Capital

(Amount in INR)

| (a)  | Particulars   | As at March 31, 2018 | As at March 31, 2017 |
|------|---|----------------------|----------------------|
|      | <b>Authorised :</b>   |                      |                      |
|      | 20,00,00,000 Equity Shares (Previous Year 20,00,00,000) of Re. 1/- each   | 20,00,00,000         | 20,00,00,000         |
|      | <b>TOTAL</b>  | <b>20,00,00,000</b>  | <b>20,00,00,000</b>  |
|      | <b>Issued and Subscribed :</b>  |                      |                      |
|      | 9,37,20,000 Equity Shares (Previous Year 9,37,20,000) of Re. 1/- each   | 9,37,20,000          | 9,37,20,000          |
|      | <b>TOTAL</b>  | <b>9,37,20,000</b>   | <b>9,37,20,000</b>   |
|      | <b>Subscribed and Paid-up :</b>   |                      |                      |
|      | 9,37,20,000 Equity Shares (Previous Year 9,37,20,000) of Re. 1/- each   | 9,37,20,000          | 9,37,20,000          |
|      | <b>TOTAL</b>  | <b>9,37,20,000</b>   | <b>9,37,20,000</b>   |
| (b)  | <b>Detailed note on the terms of the rights, preferences and restrictions relating to each class of shares including restrictions on the distribution of dividends and repayment of capital.</b>  |                      |                      |
| i)   | The Company has only one class of Equity Shares having a par value of Rs. 1/- per share. Each holder of Equity Share is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees.  |                      |                      |
| ii)  | During the year ended 31st March 2018, the amount of per share dividend recognized as distribution to shareholders was Rs. Nil (Re 0.01) per share. The Board of Directors at its meeting held on 28th May, 2018, have proposed a final dividend of Re 0.01/- per equity share for the financial year ended 31st March, 2018. The proposal is subject to the approval at the forthcoming Annual General Meeting. Total Cash out flow would be Rs. 11.28 Lacs including corporate dividend tax and the same will be accounted for in the financial year 2018-19 in terms of Revised Accounting Standard-4 notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014 and Companies (Accounting Standards) Amendment Rules 2016. |                      |                      |
| iii) | In the event of liquidation of the Company, the holders of Equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity shares held by the shareholders.   |                      |                      |

### (c) Reconciliation of number of equity shares outstanding at the beginning and at the end of the year :

| Particulars  | As at March 31, 2018 | As at March 31, 2017 |
|--|----------------------|----------------------|
| <b>Number of shares at the beginning of the year</b>       | <b>9,37,20,000</b>   | <b>9,37,20,000</b>   |
| <b>Add: Issue of Shares during the year</b>                |                      |                      |
| Number of shares allotted as fully paid-up during the year | -                    | -                    |
|  | -                    | -                    |
| No. of shares at the end of the year                       | <b>9,37,20,000</b>   | <b>9,37,20,000</b>   |

### (d) Details of shareholders holding more than 5% shares in the company

| No. of Shares held by  | As at March 31, 2018 |        | As at March 31, 2017 |        |
|------------------------|----------------------|--------|----------------------|--------|
|                        | Nos.                 | %      | Nos.                 | %      |
| Anil Agarwal HUF       | 4,20,79,103          | 44.90% | 4,20,79,103          | 44.90% |
| Comfort Intech Limited | 56,42,660            | 6.02%  | 56,42,660            | 6.02%  |

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## 3 - Reserves & Surplus

| Particulars  | (Amount in INR)      |                    |                      |                    |
|--|----------------------|--------------------|----------------------|--------------------|
|  | As at March 31, 2018 |                    | As at March 31, 2017 |                    |
| <b>(a) Securities Premium Reserve</b>                      |                      |                    |                      |                    |
| As per last Balance Sheet                                  | 97,54,500            |                    | 97,54,500            |                    |
| Add: On issue of shares                                    | -                    | 97,54,500          | -                    | 97,54,500          |
|  |                      |                    |                      |                    |
| <b>(b) Special Reserve</b>                                 |                      |                    |                      |                    |
| As per last Balance Sheet                                  | 17,51,366            |                    | 3,94,274             |                    |
| Add: Transfer from Profit and Loss Account during the year | 8,42,559             | 25,93,925          | 13,57,092            | 17,51,366          |
|  |                      |                    |                      |                    |
| <b>(c) General Reserve</b>                                 |                      |                    |                      |                    |
| As per last Balance Sheet                                  | 20,000               |                    | 20,000               |                    |
| Add: Transfer from Profit and Loss Account during the year | -                    | 20,000             | -                    | 20,000             |
|  |                      |                    |                      |                    |
| <b>(d) Surplus in the Profit &amp; Loss Account</b>        |                      |                    |                      |                    |
| As per last Balance Sheet                                  | 2,39,50,842          |                    | 1,96,50,464          |                    |
| Add: Profit / (Loss) for the year                          | 42,12,795            |                    | 67,85,461            |                    |
| Amount available for appropriations                        | <b>2,81,63,637</b>   |                    | <b>2,64,35,925</b>   |                    |
| <b>Appropriations:</b>                                     |                      |                    |                      |                    |
| Add: Transferred from reserves                             | -                    |                    | -                    |                    |
| Less: Transferred to Special reserve                       | (8,42,559)           |                    | (13,57,092)          |                    |
| Proposed Equity Dividend                                   | -                    |                    | (9,37,200)           |                    |
| Tax on Proposed Dividend                                   | -                    |                    | (1,90,791)           |                    |
|  | (8,42,559)           | 2,73,21,078        | (24,85,083)          | 2,39,50,842        |
| <b>TOTAL</b>   |                      | <b>3,96,89,503</b> |                      | <b>3,54,76,708</b> |

## 4 - Deferred Tax Liabilities

| Particulars                 | (Amount in INR)      |                      |
|-----------------------------|----------------------|----------------------|
|                             | As at March 31, 2018 | As at March 31, 2017 |
| Deferred Tax Liabilities    | -                    | 1,333                |
| Add / Less: During the Year | -                    | (1,333)              |
| <b>TOTAL</b>                | <b>-</b>             | <b>-</b>             |

## 5 - Short Term Borrowings

| Particulars               | (Amount in INR)      |                      |
|---------------------------|----------------------|----------------------|
|                           | As at March 31, 2018 | As at March 31, 2017 |
| Loans repayable on demand |                      |                      |
| From banks                |                      |                      |
| Secured*                  | 59,43,921            | 56,48,293            |
| Unsecured                 | -                    | -                    |
|                           | 59,43,921            | 56,48,293            |
| <b>TOTAL</b>              | <b>59,43,921</b>     | <b>56,48,293</b>     |

\* All secured loans are secured by lien on FDR's kept with bank

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## 6 - Trade Payables

(Amount in INR)

| Particulars    | As at March 31, 2018 | As at March 31, 2017 |
|----------------|----------------------|----------------------|
| Trade Payables | -                    | 4,75,000             |
| <b>TOTAL</b>   | <b>-</b>             | <b>4,75,000</b>      |

## 7 - Other Current Liabilities

(Amount in INR)

| Particulars    | As at March 31, 2018 | As at March 31, 2017 |
|----------------|----------------------|----------------------|
| Other Payables | 36,60,761            | 5,43,183             |
| <b>TOTAL</b>   | <b>36,60,761</b>     | <b>5,43,183</b>      |

## 8 - Short-Term Provisions

(Amount in INR)

| Particulars                                       | As at March 31, 2018 | As at March 31, 2017 |
|---|----------------------|----------------------|
| Provision for Advances                            | 2,19,980             | 1,11,310             |
| Provision for Proposed Dividend                   | -                    | 9,37,200             |
| Provision for Tax on Proposed Dividend            | -                    | 1,90,791             |
| Provision for Taxation (Net of Advance Tax & TDS) | 79,070               | 2,96,804             |
| <b>TOTAL</b>                                      | <b>2,99,050</b>      | <b>15,36,105</b>     |

## 9 - Fixed assets

(Amount in INR)

| Tangible assets                      | Gross block                 |           |           |                              | Accumulated depreciation and impairment |  |                   |                              | Net block                    |                              |
|--------------------------------------|-----------------------------|-----------|-----------|------------------------------|---|--|-------------------|------------------------------|------------------------------|------------------------------|
|                                      | Balance as at 1 April, 2017 | Additions | Disposals | Balance as at 31 March, 2018 | Balance as at 1 April, 2017             | Depreciation / amortisation expense for the year | Other adjustments | Balance as at 31 March, 2018 | Balance as at 31 March, 2018 | Balance as at 31 March, 2017 |
|                                      | (Rs.)                       | (Rs.)     | (Rs.)     | (Rs.)                        | (Rs.)                                   | (Rs.)  | (Rs.)             | (Rs.)                        | (Rs.)                        | (Rs.)                        |
| (a) Computer & Data processing units | 27,950                      | -         | -         | 27,950                       | 26,553                                  | -  | -                 | 26,553                       | 1,397                        | 1,397                        |
| (b) Furniture and Fittings           | 374,312                     | -         | -         | 374,312                      | 206,095                                 | 41,681   | -                 | 247,776                      | 126,536                      | 168,217                      |
| <b>Total</b>                         | <b>402,262</b>              | <b>-</b>  | <b>-</b>  | <b>402,262</b>               | <b>232,648</b>                          | <b>41,681</b>                                    | <b>-</b>          | <b>274,329</b>               | <b>127,933</b>               | <b>169,614</b>               |
| <b>Previous year</b>                 | <b>402,262</b>              |           |           | <b>402,262</b>               | <b>190,968</b>                          | <b>41,680</b>                                    | <b>-</b>          | <b>232,648</b>               | <b>169,614</b>               | <b>211,294</b>               |

## 10 - Non- Current Investments

(Amount in INR)

| Particulars  | Nos.       | Cost As on 31.03.2018 | FMV As on 31.03.2018 | Nos.     | Cost As on 31.03.2017 | FMV As on 31.03.2017 |
|--|------------|-----------------------|----------------------|----------|-----------------------|----------------------|
| <b>In Equity Shares of Others- Quoted Fully paid-up</b>            |            |                       |                      |          |                       |                      |
| Reliance Nippon Life Asset Management Ltd (Sh) (F.V. Re. 1/- each) | 379        | 95,508                | 93,518               |          |                       |                      |
| <b>TOTAL</b>   | <b>379</b> | <b>95,508</b>         | <b>93,518</b>        | <b>-</b> | <b>-</b>              | <b>-</b>             |

### Notes

Current Year Previous Year

- Aggregate amount of Quoted Investment 95,508 -
- Aggregate Market Value of Quoted Investment 93,518 -



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## 11 - Long Term Loans & Advances

| (Amount in INR)  |                      |                      |
|--|----------------------|----------------------|
| Particulars  | As at March 31, 2018 | As at March 31, 2017 |
| (i) Security Deposit                                       | -                    | 25,000               |
| (ii) Advances against contracts (Secured, considered good) | 1,94,00,000          | 4,36,50,000          |
| <b>TOTAL</b>   | <b>1,94,00,000</b>   | <b>4,36,75,000</b>   |

## 12 - Other Non-Current Assets

| (Amount in INR)           |                      |                      |
|---------------------------|----------------------|----------------------|
| Particulars               | As at March 31, 2018 | As at March 31, 2017 |
| Project under development | 5,37,12,067          | 5,37,12,067          |
| <b>TOTAL</b>              | <b>5,37,12,067</b>   | <b>5,37,12,067</b>   |

## 13 - Trade Receivables

| (Amount in INR)                                  |                      |                      |
|--|----------------------|----------------------|
| Particulars                                      | As at March 31, 2018 | As at March 31, 2017 |
| <b>(i) Due for a period exceeding six months</b> |                      |                      |
| - Unsecured, considered good                     | -                    | -                    |
| - Doubtful                                       | -                    | -                    |
| Less: Provision for Doubtful Debts               | -                    | -                    |
| <b>(ii) Others</b>                               |                      |                      |
| - Unsecured, considered good                     | 594                  | 6,00,448             |
| - Doubtful                                       | -                    | -                    |
| Less: Provision for Doubtful Debts               | -                    | 6,00,448             |
| <b>TOTAL</b>                                     | <b>594</b>           | <b>6,00,448</b>      |

## 14 - Cash & Cash equivalents

| (Amount in INR)                    |                      |                      |
|------------------------------------|----------------------|----------------------|
| Particulars                        | As at March 31, 2018 | As at March 31, 2017 |
| <b>Cash &amp; Cash Equivalents</b> |                      |                      |
| (i) Balances with Banks :          |                      |                      |
| - Current Accounts                 | 38,694               | 2,32,539             |
| - Deposits (under lien with banks) | 70,00,000            | 70,00,000            |
| (ii) Cash-in-hand                  | 23,990               | 40,822               |
| <b>TOTAL</b>                       | <b>70,62,684</b>     | <b>72,73,360</b>     |

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## 15 - Short Term Loans & Advances

| (Amount in INR)   |                      |                      |
|---|----------------------|----------------------|
| Particulars   | As at March 31, 2018 | As at March 31, 2017 |
| <b>(i) Advances recoverable in cash or in kind for value to be received</b>                   |                      |                      |
| i) Advances Considered good & in respect of which Company is fully secured                    | 5,00,16,598          | 2,68,02,500          |
| ii) Advances Considered good for which Company holds no Security other than personal security | 1,28,00,000          | 50,00,000            |
| iii) Sub-Standard Advances in respect of which Company is;                                    |                      |                      |
| (a) Secured   | -                    | -                    |
| (b) Unsecured   | -                    | -                    |
| Doubtful (Secured)  | - 6,28,16,598        | - 3,18,02,500        |
| (ii) Income Tax Refund  | 65,780               | 65,780               |
| <b>TOTAL</b>  | <b>6,28,82,378</b>   | <b>3,18,68,280</b>   |

## 16 - Other Current Assets

| (Amount in INR)    |                      |                      |
|--------------------|----------------------|----------------------|
| Particulars        | As at March 31, 2018 | As at March 31, 2017 |
| Service Tax Credit | -                    | 1,00,520             |
| GST Credit         | 32,071               | -                    |
| <b>TOTAL</b>       | <b>32,071</b>        | <b>1,00,520</b>      |

## 17 - Revenue from Operations

| (Amount in INR)   |                                   |           |                                   |
|---|-----------------------------------|-----------|-----------------------------------|
| Particulars   | For the year ended March 31, 2018 |           | For the year ended March 31, 2017 |
| <b>(a) Income from Operations</b>                         |                                   |           |                                   |
| Sales   | 8,211,000                         | -         | -                                 |
| Profit from F&O Trading & Non Delivery Transactions (net) | - 8,211,000                       | 1,188,969 | 1,188,969                         |
| Contract Income   | 3,296,253                         |           | 7,964,776                         |
| Interest Income   |                                   |           |                                   |
| From Loans & Advances                                     | 7,086,817                         | 4,782,079 |                                   |
| From Term deposits  | 525,000 7,611,817                 | 496,014   | 5,278,093                         |
|   | <b>(A) 19,119,070</b>             |           | <b>14,431,838</b>                 |
| <b>(b) Other operating Income</b>                         |                                   |           |                                   |
| Loan Processing Fee received                              | 700,000                           |           | 293,500                           |
| Income from Investment in Mutual Fund                     | 85,651                            |           | 259,364                           |
| Dividend Income   | 1,895                             |           | -                                 |
|   | <b>(B) 787,546</b>                |           | <b>552,864</b>                    |
| <b>TOTAL (A+B)</b>  | <b>19,906,616</b>                 |           | <b>14,984,702</b>                 |

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## 18 - Other Income

| (Amount in INR)    |                                      |                                      |
|--------------------|--------------------------------------|--------------------------------------|
| Particulars        | For the year ended<br>March 31, 2018 | For the year ended<br>March 31, 2017 |
| Other Misc. Income | -                                    | 1,810                                |
| <b>TOTAL</b>       | <b>-</b>                             | <b>1,810</b>                         |

## 19 - Purchases

| (Amount in INR) |                                      |                                      |
|-----------------|--------------------------------------|--------------------------------------|
| Particulars     | For the year ended<br>March 31, 2018 | For the year ended<br>March 31, 2017 |
| Goods           | 7,820,000                            | -                                    |
| <b>TOTAL</b>    | <b>7,820,000</b>                     | <b>-</b>                             |

## 20 - Employment Benefit Expenses

| (Amount in INR)               |                                      |                                      |
|-------------------------------|--------------------------------------|--------------------------------------|
| Particulars                   | For the year ended<br>March 31, 2018 | For the year ended<br>March 31, 2017 |
| Salaries , Bonus & Allowances | 3,410,270                            | 907,245                              |
| Staff Welfare Expenses        | 113,878                              | 18,106                               |
| Staff insurance               | 14,938                               | -                                    |
| <b>TOTAL</b>                  | <b>3,539,086</b>                     | <b>925,351</b>                       |

## 21 - Financial Costs

| (Amount in INR)   |                                      |                                      |
|-------------------|--------------------------------------|--------------------------------------|
| Particulars       | For the year ended<br>March 31, 2018 | For the year ended<br>March 31, 2017 |
| Interest Expenses | 390,891                              | 312,273                              |
| <b>TOTAL</b>      | <b>390,891</b>                       | <b>312,273</b>                       |

## 22 - Other Expenses

| (Amount in INR)                         |                                      |                                      |
|---|--------------------------------------|--------------------------------------|
| Particulars                             | For the year ended<br>March 31, 2018 | For the year ended<br>March 31, 2017 |
| Advertisement Expenses                  | 19,841                               | 26,405                               |
| Annual Listing fees                     | 2,80,326                             | 2,01,050                             |
| Bank Charges                            | 26,561                               | 1,140                                |
| Businees Promotion Expenses             | -                                    | 4,85,733                             |
| Conveyance Expenses                     | 70,825                               | 96,142                               |
| Custodial Fees                          | 35,325                               | 37,500                               |
| Commission Paid                         | 2,45,250                             | 5,00,000                             |
| Director's Sitting Fees                 | 1,63,700                             | 1,60,500                             |
| Filing Expenses                         | 12,700                               | 25,850                               |
| Legal & Professional Fees               | 4,65,108                             | 9,44,567                             |
| Miscellaneous Expenses                  | 6,66,962                             | 2,71,136                             |
| Printing, Postage & Stationery Expenses | 1,36,904                             | 1,54,418                             |

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|                                |                  |                  |
|--------------------------------|------------------|------------------|
| Professional Tax               | 2,500            | -                |
| Payments to Auditors :         |                  |                  |
| - Audit & Tax Audit fees       | 50,000           | 50,000           |
| - For Other Services           | -                | 50,000           |
| Travelling Expenses            | 1,43,682         | 1,48,271         |
| Telephone Expenses             | 31,223           | 1,09,436         |
| Repairs & Maintenance Expenses | -                | 1,02,930         |
| Office Rent Expenses           | 2,40,000         | 1,44,000         |
| Sundry Balance w/off           | 25,000           | 6,25,000         |
| Share Trading Expenses         | -                | 16,864           |
| Provision for Advances         | 1,08,670         | 76,310           |
| Website Expenses               | -                | 11,850           |
| <b>TOTAL</b>                   | <b>2,724,577</b> | <b>4,189,102</b> |

## 23 - Earnings Per Equity Share

| (Amount in INR)   |                                      |                                      |
|---|--------------------------------------|--------------------------------------|
| Particulars   | For the year ended<br>March 31, 2018 | For the year ended<br>March 31, 2017 |
| (a) Net profit after tax attributable to equity shareholders for      |                                      |                                      |
| Basic EPS   | 42,12,795                            | 67,85,461                            |
| Add/Less: Adjustment relating to potential equity shares              | -                                    | -                                    |
| Net profit after tax attributable to equity shareholders for          | 42,12,795                            | 67,85,461                            |
| Diluted EPS   |                                      |                                      |
| (b) Weighted average no. of equity shares outstanding during the year |                                      |                                      |
| For Basic EPS   | 9,37,20,000                          | 9,37,20,000                          |
| (c) Face Value per Equity Share (Rs.)                                 | 1.00                                 | 1.00                                 |
| Basic EPS   | 0.04                                 | 0.07                                 |

## 24. Contingent liabilities & Commitments:

| Particulars  | 2017-2018 (Rs.) | 2016-2017 (Rs.) |
|--|-----------------|-----------------|
| i) Claims against the Company / Disputed Liabilities, not acknowledged as Debt | -               | -               |

## 25. Legal Disputes in Projects undertaken by the company:

- Company has entered into a Development Agreement with M/s. Krishna Sagar Builders Ltd. to develop a property situated at Charkop Village, Kandivali (West) admeasuring total area of 1138.78 Sq. Mtrs (Developable Area: 984.90 Sq Mtrs) the total amount incurred on the said project is Rs. 446.62 Lacs as on 31<sup>st</sup> March, 2018 which is under Legal Dispute.
- The company has entered into a Joint Venture Agreement with M/s. Krishna Developers through its proprietor Mr. Rajiv Kashyap to develop the property situated at CTS No.484 at Gulmohar Road, Juhu, Mumbai the total amount incurred

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on the said project is Rs. 147.45 Lacs as on 31<sup>st</sup> March, 2017, which is also under Dispute but the company has made a recovery of Rs. 50.70 Lacs in the year 2013 so the net amount incurred on the said project is Rs.90.50 Lacs as on 31<sup>st</sup> March 2018.

26. Profit / loss from F&O and Non Delivery transactions are accounted net of brokerage paid.

| 27. Auditors' Remuneration | 2017-2018  | 2016-2017  |
|----------------------------|------------|------------|
| For Audit Fees             | Rs. 50,000 | Rs 50,000  |
|                            | -----      | -----      |
|                            | Rs. 50,000 | Rs. 50,000 |
|                            | =====      | =====      |

28. Advances recoverable in cash or in kind or for value to be received in respect of which company is fully secured includes:-

| Particulars                        | 2017-2018 (Rs.) | 2016-2017 (Rs.) |
|------------------------------------|-----------------|-----------------|
| Secured against Immovable Property | -               | 50,00,000       |
| Secured against Shares             | 2,18,02,500     | 4,20,54,632     |
| Secured against bill discounting   | 53,77,374       | -               |

| 29. Earnings per Share: | 2017-2018 | 2016-2017 |
|-------------------------|-----------|-----------|
| Basic & Diluted         | Rs. 0.04  | Rs. 0.07  |

30. In accordance with Accounting standard 'AS -18' relating to Related Party Disclosures, information pertinent to related party transaction is given as under:-

**Parties where control exists:** Nil

**Parties with whom transaction have taken place during the year.**

A. Name of the related parties & description of relationship

|    |                               |   |   |
|----|-------------------------------|---|---|
| a) | Key Managerial Personnel      | : | Mr. Ankur Agrawal (Managing Director)   |
| b) | Promoters and their relatives | : | Mrs. Annu Agrawal (Relative)<br>Miss. Deepika Agrawal (Relative)<br>Mrs. Aayushi Agrawal (Relative)<br>Anil Agrawal –HUF (Promoter)<br>Comfort Intech Ltd. (Promoter)<br>Comfort Fincap Ltd. (Promoter) |
| c) | Group Company                 | : | Comfort Securities Ltd.<br>Flora Fountain Properties Ltd.   |

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A. Transactions during the year with related parties:-

| Sr. No.  | Particulars                    | Key Managerial Personnel | Promoter & their Relatives | Group Company    |
|----------|--------------------------------|--------------------------|----------------------------|------------------|
| <b>A</b> | <b>i) Loan Given</b>           |                          |                            |                  |
|          | <b>Comfort Commotrade Ltd.</b> | -                        | -                          | <b>50,00,000</b> |
|          |                                | -                        | -                          | -                |
|          | Comfort Fincap Ltd.            | -                        | -                          | 2,05,00,000      |
|          |                                | -                        | -                          | -                |
|          | Flora Fountain Properties Ltd. | -                        | -                          | 78,00,000        |
|          |                                | -                        | -                          | -                |
|          | <b>ii) Loan Received Back</b>  |                          |                            |                  |
|          | Comfort Commotrade Ltd.        | -                        | -                          | 50,00,000        |
|          |                                | -                        | -                          | -                |
|          | Comfort Fincap Ltd.            | -                        | -                          | 2,05,00,000      |
|          |                                | -                        | -                          | -                |
|          | Expenses                       | -                        | -                          |                  |
|          |                                | -                        | -                          |                  |
| <b>B</b> | <b>Demat Charges Paid</b>      |                          |                            | -                |
|          |                                |                          |                            | <b>(5,109)</b>   |
|          | Comfort Securities Ltd.        |                          |                            | -                |
|          |                                |                          |                            | (5,109)          |
| <b>C</b> | <b>Rent</b>                    | -                        | <b>2,40,000</b>            | -                |
|          |                                | -                        | <b>(1,44,000)</b>          | -                |
|          | Anil Agrawal HUF               | -                        | 2,40,000                   | -                |
|          |                                | -                        | (1,44,000)                 | -                |

Figure in bracket relates to previous year.

**31.** The Company is providing Non-Banking financial services, and hence the Company has claim 50% of Input Tax credit on the financial services availed during the year. Since the Company had establish direct relationship between sales and purchase of goods made during the year, the company has claimed full GST input tax credit paid of Rs. 14,07,600/- on purchase of goods against GST paid on sale of goods made during the year.

**32. Foreign Currency Transactions:**

Earning / Expenditure in foreign currency Rs. Nil (P.Y. Rs. Nil)

**33.** Balances of the Sundry Debtors, Loans and Advances and Sundry Creditors are subject to confirmation and resultant reconciliation, if any.

**34.** There are no dues to Micro and Small Enterprises as at 31st March, 2018. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company

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35. In accordance with Accounting standard AS -22 relating to "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, the Company has recognized a net deferred tax asset of Rs. Nil/- as on 31<sup>ST</sup> March, 2018. (Previous Year Rs. 1,333/-).

| A | LIABILITY                                | Current Year | Previous Year |
|---|--|--------------|---------------|
|   | WDV as per companies Act : Rs. 1,27,933  | Nil          | 1,333         |
|   | WDV as per Income Tax Act : Rs. 1,67,624 |              |               |
| B | ASSETS                                   | Nil          | Nil           |
|   | <b>Net Deferred Tax Liability (A-B)</b>  | <b>Nil</b>   | <b>1,333</b>  |

36. Segment Reporting: In the opinion of the Management, the Company is operating in a single segment only as per the provisions of the accounting standard AS-17, issued by the Institute of Chartered Accountants of India.
37. The Previous year's figures have been regrouped / rearranged / reclassified wherever necessary. Amounts and other disclosures for the preceding financial year are included as an integral part of current year's financial statements

As per our report of even date

### FOR & ON BEHALF OF THE BOARD

#### For S A R A & ASSOCIATES

Chartered Accountants

FRN : 120927W

**Govind Gopal Sharma**

Partner

M. No. 132454

Mumbai , 28<sup>th</sup> May, 2018

**Ankur Agrawal**

Managing Director

DIN : 06408167

**Sharad Mishra**

Chief Financial Officer

Mumbai , 28<sup>th</sup> May, 2018

**Deepika Agrawal**

Director

DIN : 06644785

**Bhavana Patel**

Company Secretary

# LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra limited)

## LUHARUKA MEDIA & INFRA LIMITED (Formerly Splash Media & infra Limited)

### Schedule appended to the Balance Sheet of a Non-Banking Financial Company

[as required in terms of Paragraph 9BB of Non-Banking Financial Companies Prudential Norms  
(Reserve Bank) Directions, 1998]

(Rs. in Lacs)

2017-18

2016-17

#### Liabilities Side:

#### (1) Loans and advances availed by the NBFCs

#### Inclusive of interest accrued thereon but not paid: outstanding overdue

(a) Debentures : Secured

: Unsecured (Other than falling within the meaning of public deposits)

(b) Deferred Credits

(c) Term Loans

(d) Inter-Corporate loans and borrowing

(e) Commercial Paper

(f) Public Deposits

(g) Other Loans

Bank Overdrafts

#### (2) Break-up of (1)(f) above (Outstanding public deposits

#### Inclusive of interest accrued thereon but not paid):

(a) In the form of Unsecured debentures

(b) In the form of partly secured debentures

(c) other public deposits

2017-18

2016-17

#### Assets Side:

#### (3). Break-up of Loans and advances including bills

#### Receivables [other than those included in (4) below]:

(a) Secured

(b) Unsecured

#### (4) Break up of Leased Assets and stock on hire and

#### Hypothecation loans counting towards EL/HP activities

i. Lease assets including lease rentals under sundry debtors:

(a). Financial lease

(b). Operating lease

ii. Stock on hire including hire charges under sundry debtors:

(a). Assets on hire

(b). Repossessed Assets

iii. Hypothecation loans counting towards EL/HP activities

(a). loans where assets have been repossessed

(b). Loans other than (a) above



# Annual Report 2017-2018

| (5). Break-up of investment: (net of provision for diminution)  |                              | 2017-18       | 2016-17       |               |              |               |
|---|------------------------------|---------------|---------------|---------------|--------------|---------------|
| <b>Current investment:</b>  |                              | —             | —             |               |              |               |
| <b>1. Quoted:</b>   |                              | —             | —             |               |              |               |
| i.  | Shares: (a) Equity           | —             | —             |               |              |               |
|   | (b) Preference               | —             | —             |               |              |               |
| ii.   | Debentures and Bonds         | —             | —             |               |              |               |
| iii.  | Units of mutual funds        | —             | —             |               |              |               |
| iv.   | Government Securities        | —             | —             |               |              |               |
| v.  | Others                       | —             | —             |               |              |               |
| <b>2. Unquoted :</b>  |                              | —             | —             |               |              |               |
| i.  | Shares: (a) Equity           | 0.96          | —             |               |              |               |
|   | (b) Preference               | —             | —             |               |              |               |
| ii.   | Debentures and Bonds         | —             | —             |               |              |               |
| iii.  | Units of mutual funds        | —             | —             |               |              |               |
| iv.   | Government Securities        | —             | —             |               |              |               |
| v.  | Others                       | —             | —             |               |              |               |
| <b>Long Term Investment:</b>  |                              | —             | —             |               |              |               |
| 1) Quoted:  |                              | —             | —             |               |              |               |
| i)  | Share: (a) Equity            | —             | —             |               |              |               |
|   | (b) Preference               | —             | —             |               |              |               |
| ii)   | Debentures and Bonds         | —             | —             |               |              |               |
| iii)  | Units of mutual funds        | —             | —             |               |              |               |
| iv)   | Government Securities        | —             | —             |               |              |               |
| v)  | Others – Trade able Warrants | —             | —             |               |              |               |
| 2) Unquoted:  |                              | —             | —             |               |              |               |
| i)  | Shares: (a) Equity           | —             | —             |               |              |               |
|   | (b) Preference               | —             | —             |               |              |               |
| ii).  | Debentures and Bonds         | —             | —             |               |              |               |
| iii).   | Units of mutual funds        | —             | —             |               |              |               |
| iv).  | Government Securities        | —             | —             |               |              |               |
| v).   | Others---Application Money   | —             | —             |               |              |               |
| <b>TOTAL</b>  |                              | <b>0.96</b>   | —             |               |              |               |
| (6). Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances (including other current Assets(Amount Net of provisions)) |                              |               |               |               |              |               |
|   | 2017-18                      |               |               | 2016-17       |              |               |
|   | Secured                      | Unsecured     | Total         | Secured       | Unsecured    | Total         |
| 1) Related parties  |                              |               |               |               |              |               |
| a) Subsidiaries   | —                            | —             | —             | —             | —            | —             |
| b) Companies in the same group  | —                            | —             | —             | —             | —            | —             |
| c) Other related parties  | —                            | —             | —             | —             | —            | —             |
| 2) Other than related parties   | 694.17                       | 128.00        | 822.17        | 704.53        | 50.00        | 754.53        |
| <b>Total</b>  | <b>694.17</b>                | <b>128.00</b> | <b>822.17</b> | <b>704.53</b> | <b>50.00</b> | <b>754.53</b> |

# LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra limited)

(7). Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and Unquoted):

| Category                       | 2017-18  |                                       | 2016-17  |                                      |
|--------------------------------|--|---------------------------------------|--|--------------------------------------|
|                                | Market value/<br>break up<br>or fair value or<br>NAV | Book Value<br>or fair value or<br>NAV | Market<br>value/break<br>up (Net of<br>provisions) | Book value<br>(Net of<br>Provisions) |
| 1. Related parties             | —  | —                                     | —  | —                                    |
| a. Subsidiaries                | —  | —                                     | —  | —                                    |
| b. Companies in the same group | —  | —                                     | —  | —                                    |
| c. Other related parties       | —  | —                                     | —  | —                                    |
| 2. Other than related parties  | 0.93   | 0.96                                  | —  | —                                    |
| <b>TOTAL</b>                   | <b>0.93</b>  | <b>0.96</b>                           | —  | —                                    |

## (8). Other information

|  | 2017-18 |   | 2016-17 |   |
|--|---------|---|---------|---|
| i) Gross Non-Performing Assets               | —       | — | —       | — |
| (a) Related parties                          | —       | — | —       | — |
| (b) Other than related parties               | —       | — | —       | — |
| ii) Net Non-Performing Assets                | —       | — | —       | — |
| (a) Related parties                          | —       | — | —       | — |
| Other than related parties                   | —       | — | —       | — |
| iii) Assets acquired in satisfaction of debt | —       | — | —       | — |

For and on behalf of the Board

Sd/-  
**ANKUR AGRAWAL**  
Managing Director

Sd/-  
**DEEPIKA AGRAWAL**  
Director

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# LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra limited)

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**LUHARUKA MEDIA & INFRA LIMITED**  
**Formerly Splash Media & Infra Limited**

**CIN:** L65100MH1987PLC044094

**Registered office:** A-301 Hetal Arch, Opp. Natraj Market, S.V. Road, Malad (West), Mumbai – 400064.

**Contact no.** 022-28449765/28449767; **Email ID:** info@luharukamediainfra.com

**Website:** www.luharukamediainfra.com

**ATTENDANCE SLIP**  
**THIRTY-SEVENTH ANNUAL GENERAL MEETING**  
**(To be handed over at the entrance of the Meeting Hall)**

I, hereby record my presence at the THIRTY- SEVENTH ANNUAL GENERAL MEETING of the Company held at at Nandanvan, Patel Wadi, Opp JJ Bus Stop, Near INS Hamla, Marve Road, Malad (West), Mumbai-400 095 on Monday, September 24, 2018 at 2:30 P.M.

Full Name of the Member (IN BLOCK LETTERS) \_\_\_\_\_

DP ID: \_\_\_\_\_ Client ID: \_\_\_\_\_ Folio No. \_\_\_\_\_ No. of shares held \_\_\_\_\_

Full Name of Proxy (in BLOCK LETTERS) \_\_\_\_\_

Member's or / Proxy Signature \_\_\_\_\_

1. Only Member or / Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

# LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra limited)

## LUHARUKA MEDIA & INFRA LIMITED Formerly Splash Media & Infra Limited

**CIN:** L65100MH1987PLC044094

**Registered office:** A-301 Hetal Arch, Opp. Natraj Market, S.V. Road, Malad (West), Mumbai – 400 064

**Contact no.** 022-28449765/28449767; **Email ID:** info@luharukamediainfra.com

**Website:** www.luharukamediainfra.com

### THIRTY- SEVENTH ANNUAL GENERAL MEETING PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014)

Name of the member: \_\_\_\_\_

Registered Address : \_\_\_\_\_

Email: \_\_\_\_\_ DP ID: \_\_\_\_\_ Client ID: \_\_\_\_\_ Folio No. \_\_\_\_\_

No. of shares held. \_\_\_\_\_

I/We being member(s) of \_\_\_\_\_ Shares of LUHARUKA MEDIA & INFRA LIMITED, hereby appoint

1. Name : \_\_\_\_\_  
Email ID : \_\_\_\_\_  
Address : \_\_\_\_\_  
Signature: \_\_\_\_\_

Or failing him

2. Name : \_\_\_\_\_  
Email ID : \_\_\_\_\_  
Address : \_\_\_\_\_  
Signature: \_\_\_\_\_

3. Name : \_\_\_\_\_  
Email ID : \_\_\_\_\_  
Address : \_\_\_\_\_  
Signature: \_\_\_\_\_

As my/our proxy to vote for me /us on my/our behalf at the Thirty- Seventh Annual General Meeting of the Company to be held on Monday at 2:30 p.m at Nandanvan, Patel Wadi, Opp JJ Bus Stop, Near INS Hamla, Marve Road, Malad (West), Mumbai-400 095 or at any adjournment thereof in respect of such resolution as are indicated below:

| Resolution no. | Resolution  | Optional |         |
|----------------|---|----------|---------|
|                |   | For      | Against |
|                | <b>Ordinary Business</b>  |          |         |
| 1.             | To receive, consider, received and adopt the Audited Accounts for the financial year ended 31 <sup>st</sup> March, 2018 along with the Reports of the Directors and Auditors thereon. |          |         |
| 2.             | To declare the dividend on Equity Shares  |          |         |
| 3.             | To appoint a Director in place of Ms. Deepika Agrawal (DIN: 06644785), who retires by rotation and being eligible, offers herself for re-appointment.                                 |          |         |
| 4.             | To Appoint M/S. R D N A AND CO LLP, Practicing Chartered Accountants, (Firm Registration no. 004435C) as Statutory auditors and fix their remuneration                                |          |         |
|                | <b>Special Business</b>   |          |         |
| 5.             | To Appoint Mr. Milin Jagdish Ramani (DIN: 07697636) as Director of the Company (category non-executive independent director)  |          |         |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of Member: \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix Rupee  
One  
revenue  
Stamp

Notes:

1. This proxy form in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the resolutions, Explanatory Statement and Notes, please refer to the notice of Annual General Meeting.
3. It is optional to put (✓) in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entered to vote in the manner as he/ she think appropriate.
4. Those Members who have multiple folios with different joint holders may use copies of this attendance slip/ proxy.

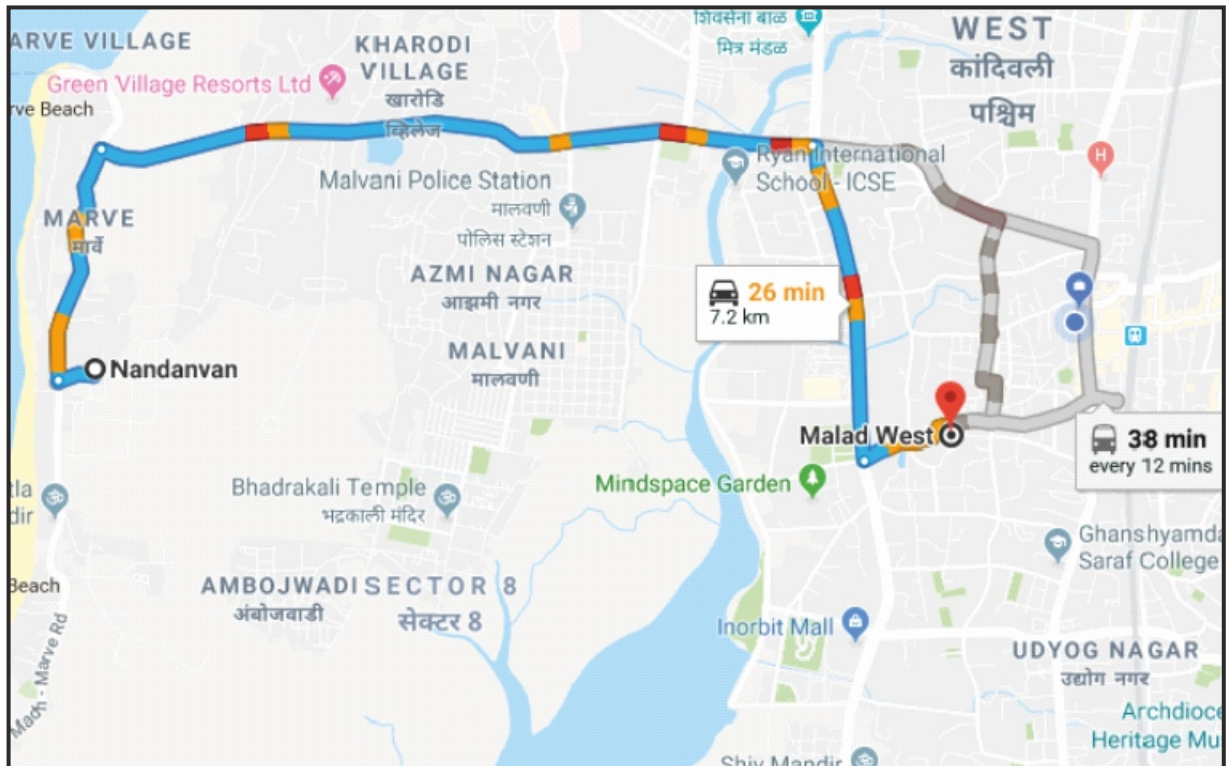
# Notes





## Route Map for Venue of 37<sup>th</sup> Annual General Meeting

**NANDANVAN, PATEL WADI, OPP JJ BUS STOP, NEAR INS HAMLA,  
MARVE AKSA ROAD, MALAD (WEST), MUMBAI-400095.**



If undelivered Please return to:

**Luharuka Media & Infra Limited**  
(Formerly Splash Media & Infra Limited)

A-301, Hetal Arch, S. V. Road, Malad (West),  
Mumbai - 400 064.