

**36<sup>th</sup>**  
**ANNUAL REPORT**  
**Financial Year 2016-17**

# Luharuka Media & Infra Limited

(Formerly Splash Media & Infra Limited)



the 1990s, the number of people in the UK who are aged 65 and over has increased from 10.5 million to 13.5 million, and the number of people aged 75 and over has increased from 4.5 million to 6.5 million (Office for National Statistics 2000). The number of people aged 85 and over has increased from 1.5 million to 2.5 million in the same period.

There is a growing awareness of the need to address the needs of the elderly population, and the need to ensure that they are able to live independently and safely in their own homes. This has led to a number of initiatives, including the development of home care services, the provision of home care packages, and the development of home care agencies. The aim of this paper is to review the literature on home care services for the elderly, and to discuss the implications for practice.

## Home care

Home care is a term used to describe a range of services provided to elderly people in their own homes. These services can include personal care, nursing care, and social care. Home care services are provided by a range of providers, including local authorities, private care companies, and voluntary organisations.

Home care services are designed to help elderly people to live independently and safely in their own homes. They can help to meet the needs of elderly people in a number of ways, including providing personal care, nursing care, and social care. Home care services can also help to reduce the need for hospital care, and to reduce the costs of care.

Home care services are provided to elderly people in a number of ways, including through home care agencies, local authorities, and private care companies. Home care services can be provided on a one-to-one basis, or through a team of care workers. Home care services can also be provided through a range of other arrangements, including through care packages and care contracts.

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

**Board of Directors**

Mr. Ankur Agrawal : Managing Director  
Mrs. Suchi Ashish Bansal : Independent Director  
Mr. Devendra Lal Thakur : Independent Director  
Ms. Deepika Agrawal : Non-Independent Director

**CIN: L65100MH1987PLC044094**

**Registered Office:**

A-301, Hetal Arch,  
Opp. Natraj Market, S.V.Road,  
Malad (West), Mumbai 400064.  
**Tel.:** 91-22-28449765/66, **Fax :** 91-22-28892527  
**Email:** info@luharukamediainfra.com,  
splashmedia7@yahoo.in  
**Website:** www.luharukamediainfra.com

**Statutory Auditors:**

**M/s S A R A & 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

**Internal Auditors:**

**M/s Doogar & Associates**  
Chartered Accountants  
A-304, Dalamal Towers  
Nariman Point  
Mumbai 400021  
Tel: +91 - 11 - 26472557, 26218274, 41621352  
Fax: +91 - 11 - 26219491, 41326811  
Email ID: vardhmandoogar@gmail.com

**Registrar and Share Transfer Agents:**

**M/s. Adroit Corporate Services Pvt. Ltd**  
19/20, Jaferbhoy Industrial Estate, 1st Floor,  
Makwana Road, Marol Naka,  
Andheri (East), Mumbai 400059.  
**Tel.:** (022) 28503748, **Fax :** (022) 25890942  
**Email :** prafuls@adroitcorporate.com  
**Website :** www.adroitcorporate.com

**Chief Financial Officer:**

Mr. Sharad Mishra

**Bankers:**

Union Bank of India  
IDBI Bank

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36 <sup>th</sup> Annual General Meeting	
Day & Date	Friday, September 22, 2017
Time	4.00 P.M.
Venue	Hotel Landmark, Link Road, Malad (West), Mumbai 400064.

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### **NOTICE**

**NOTICE** is hereby given that the 36<sup>th</sup> Annual General Meeting of **LUHARUKA MEDIA & INFRA LIMITED** will be held on Friday, September 22, 2017 at 4.00 p.m. at Hotel Landmark, Link Road, Malad West, Mumbai- 400064, to transact the following business:

#### **ORDINARY BUSINESS**

1. To receive, consider, approve and adopt the Statement of Profit & Loss for the financial year ended March 31, 2017, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To declare Dividend on Equity Shares for the Financial Year ended March 31, 2017.
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 re-appoint Statutory Auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass, with or without modification (s), the following resolution as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to provisions of Section 139 of Companies Act, 2013 and any other applicable provisions of law for the time being in force, if any, and the rules framed thereunder, as amended from time to time, M/s S A R A & Associates., Practicing Chartered Accountants, (Firm Registration no. 120927W), be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, subject to ratification by the shareholders at every Annual General Meeting at such remuneration as shall be fixed by the Board of Directors in consultation with the Auditors.”

**By Order of the Board of Directors**

**Sd/-**

**Ankur Agrawal  
Managing Director  
DIN: 06408167**

**Place: Mumbai**

**Date : 05<sup>th</sup> August, 2017**

#### **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 FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. 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 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.

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6. The Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, September 16, 2017 to Friday, September 22, 2017 (both days inclusive) for the purpose of 36<sup>th</sup> 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 September 15, 2017 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 Record date.
8.
  - 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 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.
9. **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.
10. 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.
11. Members may also note that the Notice of this Annual General Meeting and the Annual Report for the year 2016-17 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. up to the date of Annual General Meeting.
12. 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.
13. 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, Maharashtra, 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).
14. **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.

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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.

### 15. Unpaid/Unclaimed Dividend

As per Section 125 of Companies Act, 2013 the Company has transferred the unpaid or unclaimed dividend for the Financial Year ended March 31, 2009 to the Investor Education and Protection Fund (IEPF) established by the Central Government. The unpaid or unclaimed dividend for the Financial Year ended March 31, 2010 will be transferred to IEPF within the stipulated period of time during the current Financial Year. Members are requested to verify their records and send claims, if any, for Financial Year ended March 31, 2010.

### 16. 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 September 15, 2017 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.

#### 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 36<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 Friday, September 15, 2017, 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 Tuesday, September 19, 2017 at 10.00 a.m. and ends on Thursday, September 21, 2017 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 15, 2017, 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:

	For Members holding shares in Demat Form and Physical Form
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>



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- (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 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 the relevant 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 than 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 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 (SEBI) 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 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.** 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.
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20. Route Map showing directions to reach to the venue of the 36<sup>th</sup> Annual General Meeting at Hotel Landmark, Link Road, Malad (West), Mumbai 400064 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 of Directors

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

Place: Mumbai

Date : 05<sup>th</sup> August, 2017

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

<b>Name of the Director</b>	<b>Ms. Deepika Agrawal</b>
Director Identification Number	06644785
Date of Appointment	06.08.2016
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 2 year of experience in the field of Commerce & management.
No. of shares held in the Company	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)	<ul style="list-style-type: none"><li>Flora Fountain Properties Limited</li></ul>
Inter-se relationships between Directors	Sister of Mr. Ankur Agrawal, Managing Director



# LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra Limited)

## DIRECTOR'S REPORT

### To the Members of the Company,

Your Directors have pleasure in presenting the 36<sup>th</sup> Annual Report on the business and operations of your Company with Audited Accounts for the year ended March 31, 2017. The financial results of the Company are summarized below

### FINANCIAL RESULTS

(Rs. In Lacs)

PARTICULARS	For the year ended March 31, 2017	For the year ended March 31, 2016
Revenue from Operations	149.84	79.66
Other Income	0.018	-
Profit For The Year Before Taxation	95.18	30.37
Tax Expenses		
(a) Current Tax	29.338	10.77
(b) Deferred Tax	(0.013)	(0.06)
(c) Tax of Earlier Year	(1.99)	(0.06)
<b>Profit after tax</b>	<b>67.85</b>	<b>19.71</b>

### OPERATIONS

The Company is an upcoming NBFC and infrastructure company. During the year your company has obtained the licence from Reserve Bank of India, Mumbai as Non Banking Financing Company (Non acceptance of Deposits) in the present name of your company i.e. Luharuka Media & Infra Limited vide certificate no. B-13.01559 dated 12/01/2017 in lieu of Certificate no. B-13.01559 dated 11/02/2002 which was in the name of Hindustan Stockland Ltd. one of the former name of our company. LMIL's primary focus is providing inter corporate loans, personal loans, loans against shares & securities, loans against properties, Mortgage Loans, Auto / Home Loans, trade financing, bills discounting, trading in shares & securities and arbitrage business in stock and commodity market along with development of residential, commercial and retail properties. 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

Your Directors are pleased to recommend the dividend for the Financial Year 2016 -17 on Equity Shares of Rs. 1 each at Re. 0.01 paise per equity share equivalent to 1% i.e. Rs. 0.01 paise of the paid up capital of the Company aggregating to Rs. 9,37,200/- (Rupees Nine Lakhs Thirty seven thousand two hundred only).

### FINANCIAL HIGHLIGHTS

- Revenue from operations stood at Rs.149.840 lacs for fiscal year 2017.
- Other income is Rs.0.018 lacs for fiscal year 2017.
- Profit for fiscal year 2017 is Rs.67.850 lacs.

### DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Section 152 of the Companies Act, 2013, Ms. Deepika Agrawal, retires by rotation and being eligible, offers herself for re-appointment.

All the Directors of the Company have confirmed that they are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013.

All Independent Directors have given declaration that they meet the criteria of Independence as laid down under section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015.

Ms. Radhika Tiberewala has been appointed as the Company Secretary and Compliance Officer of the Company w.e.f. 11 February, 2017. She has resigned w.e.f. 20 May, 2017.

A brief profile and other details, as stipulated under the Listing Regulations 2015 for the above Director seeking re-appointment is given as Additional Information on Directors which forms part of the Notice.

#### (i) Board Evaluation

Board Evaluation pursuant to the provisions of the Companies Act, 2013 and Regulation 27 of the Listing (Obligations and Disclosure Requirements) Regulations, 2015, a separate exercise was carried out to evaluate the performance of individual Directors, including the Executive Director who was evaluated on parameters such as, level of engagement and

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contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Executive and the Non Independent Directors was carried out by the Independent Directors. The Board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as Stakeholders Relationship Committee. The Directors expressed their satisfaction with the evaluation process.

### (ii) Details of Board Meetings held

During the year 5 (Five) Board Meetings and one Independent Directors' meeting were held. The details of the meetings and attendance thereof have been given in Corporate Governance Report forming part of the Annual Report. The provisions of Companies Act, 2013 and Listing Regulations were adhered to while considering the time gap between two meetings.

### (iii) Constitution of Committees

The Board has constituted an Audit Committee, Nomination & Remuneration Committee and a Stakeholders Relationship Committee, the details of which have been mentioned in the Corporate Governance Report.

## RESERVES

The Company has created a provision of Rs.1,751,366/- towards Special Reserve.

## LISTING

The Company's Shares are listed on BSE Limited. The Company has paid Listing fees for F.Y. 2017-18 to the BSE Limited.

## DIRECTORS' RESPONSIBILITY STATEMENT

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

1. That in the preparation of the Annual Accounts for the Financial Year ended March 31, 2017 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.
4. That the directors had prepared the accounts for the financial year ended March 31, 2017 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.

## AUDITORS

### (i) Statutory Auditor

The retiring statutory auditors, namely M/s. SARA & Associates, Chartered Accountants, Mumbai, hold office until the conclusion of the forthcoming Annual General Meeting and are seeking re-appointment. Your Company has received written consent(s) and certificate(s) of eligibility in accordance with Sections 139,141 and other applicable provisions of the Companies Act,2013 and Rules issued thereunder (including any statutory modification(s) or re-enactment(s) for the time being in force),from M/s. SARA & Associates (Firm Registration no. 120927W),Chartered Accountants. Further, they have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI) as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### (ii) Secretarial Auditor

Pursuant to the provisions of the Section 179(3) and 204 of the Companies Act, 2013 read with Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 and as a measure of good Corporate Governance practice, the Board of Directors of the Company hereby appointed M/s. R M Mimani & Associates LLP, Practicing Company Secretaries as Secretarial Auditors of the Company for the Financial Year 2016-17. The report of the Secretarial Auditors is enclosed as **Annexure-3** to this report.

### (iii) Internal Auditor

M/s Doogar & Associates, Practicing Chartered Accountant, Mumbai performs the duties of Internal Auditors of the Company and their report is reviewed by the Audit Committee from time to time.

# LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra Limited)

## COST AUDIT:

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

## COMMENTS ON AUDITOR'S REPORT

### Statutory Auditors

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

### Secretarial Auditor

No comments received from Secretarial Auditors as they give non-qualified opinion.

## VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a Vigil Mechanism named Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The Board has adopted a Whistle Blower Policy which is in compliances with the provisions of Section 177(10) of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to promote reporting of any unethical or improper practices or violation of the Company's Code of Conduct or complaints regarding accounting, auditing, internal controls or disclosures practices of the Company. It gives a platform to the Whistle Blower to report any unethical or improper practices (not necessarily violation of law) and to define processes for receiving and investigating complaints.

The Vigil Mechanism Policy has been uploaded on the website of the Company at [http://www.luharukamediainfra.com/whistle\\_blower\\_policy.php](http://www.luharukamediainfra.com/whistle_blower_policy.php).

## RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the Financial Year were at an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with promoters, directors, key managerial personnel or other designated persons which may have a potential conflict with the interest of the Company at large. All related party transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained on a quarterly basis for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted and a statement giving details of all related party transactions is placed before the Audit Committee for their approval on a quarterly basis. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website at [http://www.luharukamediainfra.com/related\\_party\\_tran\\_policy.php](http://www.luharukamediainfra.com/related_party_tran_policy.php). Related party transactions under Accounting Standard - AS18 are disclosed in the notes to the financial statements. Prescribed 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 is furnished as **Annexure - 2** to this report.

## ADOPTION OF VARIOUS POLICIES

The Board of Directors of your Company has on recommendation of the Nomination & Remuneration Committee framed and adopted a policy for selection and appointment of Directors, Senior Management and their remuneration. The contents of the policy are stated in the Corporate Governance Report.

Further the Board of Directors of your Company has approved and adopted the various policies as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## REMUNERATION RATIO OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) / EMPLOYEES

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975, in respect of employees of the Company and Directors during the year is furnished hereunder:

Sr. No	Name of the Director/ KMP	Designation	Remuneration 2016-17	Remuneration 2015-16	Increase/ Decrease	Ratio/Times per median of employee remuneration
1	*Ms. Radhika Tibrewalla	Company Secretary	Rs. 75,242/-	NA	Rs. +75,242/-	0.37
2	Mr. Sharad Mishra	Chief Financial Officer	Rs. 1,59,101/-	Rs. 1,55,452/-	Rs. +3,649/-	0.78
3	**Ms. Alka Lath	Whole Time Director	NA	Rs. 4,62,500/-	Rs. -4,62,500/-	2.28
4	***Mr. Anil Agrawal	Whole Time Director	Rs. 3,05,000	Rs. 1,85,000/-	Rs. +1,20,000/-	1.50

\* Ms. Radhika Tibrewalla was appointed as the Company Secretary of the Company w.e.f. February 11, 2017.

\*\* Ms. Alka Lath was resigned as the Whole Time Director of the Company w.e.f. June 24, 2015.

\*\*\* Mr. Anil Agrawal was appointed as the Whole Time Director of the Company w.e.f. June 24, 2015 and resigned w.e.f. June 27, 2016.

## Annual Report 2016-2017

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The provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended are not applicable to the Company, as there are no employees whose remuneration is in excess of the limits prescribed.

### **EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in Form MGT-9 is given as Annexure 5.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, as on March 31, 2017 are given in the notes to the Financial Statements.

### **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 Chief Financial Officer is given at the end of the Corporate Governance Report.

### **PREVENTION OF INSIDER TRADING**

The Company has also adopted a Code of Conduct for Prevention of Insider Trading. All the Directors, senior management employees and other employees who have access to the unpublished price sensitive information of the Company are governed by this code.

During the year under Report, there has been due compliance with the said code of conduct for prevention of insider trading.

The Board has already adopted a revised Code of Prevention of Insider Trading based on the SEBI (Prohibition of Insider Trading) Regulations, 2015. The same has been placed on the website of the Company at [www.luharukamediainfra.com](http://www.luharukamediainfra.com).

### **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).

### **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the Company checks and verifies the internal control and monitors them in accordance with policy adopted by the Company. The Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

### **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.

### **MANAGEMENT DISCUSSION AND ANALYSIS AND CORPORATE GOVERNANCE REPORT**

The Management Discussion and Analysis for the year 2016-17 and a detailed report on Corporate Governance, as required under Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given in separate sections forming part of the Annual Report.

A Certificate from Statutory Auditors of the Company M/s. S A R A & Associates., Practicing Chartered Accountants, confirming compliance with the conditions of Corporate Governance stipulated in Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the report on Corporate Governance.

### **CASH FLOW STATEMENT**

In conformity with the provisions of Regulation 34(2)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Regulations, 2015 and requirements of Companies Act, 2013, the Cash flow Statement for the year ended 31.03.2017 is annexed hereto as a part of the Financial Statements forming a part of Annual Report.

# LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra Limited)

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## POSTAL BALLOT

During the year Your Company has conducted Postal Ballot pursuant to Section 110 of the Companies Act, 2013 for passing a Special Resolution for alteration of Main Objects of the Memorandum of Association of the Company and accordingly, your company has obtained the approval of Members of the company in this regard.

## ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUT GO

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 given as *Annexure – 1* to this report.

## DISCLOSURE – ANTI SEXUAL HARASSMENT POLICY

The Company has zero tolerance towards sexual harassment at the workplace and towards this end, has adopted a policy in line 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.

## SUBSIDIARY COMPANIES:

The Company does not have any Subsidiary Company.

## PARTICULARS OF EMPLOYEES UNDER THE COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended are not applicable to the Company, as there were no employees whose remuneration was in excess of the limits prescribed.

## CORPORATE SOCIAL RESPONSIBILITY (CSR)

The implementation of CSR activities pursuant to the provisions of Section 135 and Schedule VII of the Companies Act, 2013 are not applicable to the Company.

## ACKNOWLEDGEMENT

Your directors take this opportunity to place on record their warm appreciation of 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 05, 2017

## FOR AND ON BEHALF OF THE BOARD

Sd/-  
Deepika Agrawal  
Director  
DIN: 06644785

**ANNEXURE-1 TO DIRECTORS' REPORT  
ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE:**

ENERGY CONSERVATION : NA

TECHNOLOGY OBSERVATION : NA

Foreign Exchange Earnings and out go:	Amount in Rs.
Foreign exchange used	Nil
Foreign exchange earned	Nil

**ANNEXURE-2 TO DIRECTORS' REPORT  
Form AOC-2 – RELATED PARTY DISCLOSURE**

(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 transaction under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at Arm's length basis.**

There is no such transaction which is not on arm's length basis.

**2. Details of contracts or arrangements or transactions at Arm's length basis.**

Sr. No.	Particulars	Names of Related Party	Names of Related Party
a)	Name(s) of related party	Comfort Securities Limited	Anil Agrawal HUF
b)	Nature of relationship	Demat Charges paid	Promoter
c)	Nature of contracts/arrangements/transaction	Demat Charges paid (Annual)	Rent
d)	Duration of the contracts/arrangements/transaction	Once in a year	-
e)	Salient terms of the contracts or arrangements or transaction including the value, if any	NA	Rs. 1,44,000/-
f)	Date of approval by the Board	NA	NA
g)	Amount paid as advances, if any	NA	NA

**FOR AND ON BEHALF OF THE BOARD**

Sd/-  
Ankur Agrawal  
Managing Director  
DIN: 06408167

Place: Mumbai  
Dated: August 05, 2017

**FOR AND ON BEHALF OF THE BOARD**

Sd/-  
Deepika Agrawal  
Director  
DIN: 06644785



**ANNEXURE – 3 TO DIRECTORS REPORT**  
**SECRETARIAL AUDIT REPORT**

**Form No. MR.3**

**Secretarial Audit Report for the financial year ended on March 31, 2017**

[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**

**Mumbai**

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, 2017 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, 2017 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 of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- 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;
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. 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;
- 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
- (ii) The SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015
- (iii) The listing agreement entered into by the Company with Stock Exchanges in India.

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.



## Annual Report 2016-2017

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We further report that, there was no action/event in pursuance of;

- a) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- b) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- c) The Securities and Exchange Board of India (Issue of Debt Securities) Regulations, 2008
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999

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.

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 heads/Company Secretary/CFO taken on record by the Board of Directors of the Company, in our opinion adequate system and process exists in the company commensurate with the size and operations of the Company to monitor and ensure compliance with the applicable general laws like labour laws, competition law and environmental laws.

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 not carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent generally at least seven days in advance, and in view of the non-existence formal system, we are not in position to comment on existence of system for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meeting duly recorded and signed by the Chairman, majority decision carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that during the financial year, the specific events/actions that can continue have major bearing on the company are as under:

- Securities and Exchange Board of India (SEBI) vide its interim order dated December 19, 2014 passed under section 11 and 11B has barred the one of its promoter from accessing the capital market, which was confirmed subsequently vide order dated June 02, 2016.

**For R M MIMANI & ASSOCIATES LLP**  
**[COMPANY SECRETARIES]**

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

**Place : Mumbai**  
**Date: August 05, 2017**

**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.**

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

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**Annexure – “A”**

To,  
The Members  
**Luharuka Media & Infra Limited**  
**Mumbai**

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]**

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

**Place : Mumbai**  
**Date: August 05, 2017**

**ANNEXURE 4- TO DIRECTORS' REPORT**  
**AUDITORS REPORT ON CORPORATE GOVERNANCE**

To

The Members,

**LUHARUKA MEDIA & INFRA LIMITED**

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

We have examined the compliance of conditions of Corporate Governance by LUHARUKA MEDIA & INFRA LIMITED (Formerly Splash Media & Infra Limited) for the year ended on 31<sup>st</sup> March, 2017, as stipulated in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as the SEBI Listing Regulations, 2015) of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For M/s SARA & Associates**  
**CHARTERED ACCOUNTANTS**  
**Firm Registration No. 120927W**

**Sd/-**  
**Govind Gopal Sharma**  
**Partner**  
**Membership No.: 132454**

Place: Mumbai

Date : 05<sup>th</sup> August, 2017

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

**ANNEXURE-5 TO DIRECTOR'S REPORT**

**FORM NO. MGT 9**

**EXTRACT OF ANNUAL RETURN**

**as on financial year ended on 31.03.2017**

**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	L65100MH1987PLC044094
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. Tel.: 02228449765, Fax: 02228892527 Email: info@luharukamediainfra.com / splashmedia7@yahoo.in Website: www.luharukamediainfra.com
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Adroit Corporate Services Pvt. Ltd. 19/20, Jafer Bhoy Industrial Estate, 1st floor, Makwana Road Marol, Andheri ( East), Mumbai 400059. Tel.: 022 42270400, Fax: 022 28503748 Email: info@adroitcorporate.com Website: www.adroitcorporate.com

**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. During the year the company has obtained the licence from Reserve Bank of India, Mumbai as Non Banking Financing Company (Non acceptance of Deposits) in the present name of the company i.e. Luharuka Media & Infra Limited vide certificate no. B-13.01559 dated 12/01/2017 in lieu of Certificate no. B-13.01559 dated 11/02/2002 which was in the name of Hindustan Stockland Ltd. one of the former name of our company.

**III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES**

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

## Annual Report 2016-2017

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: 01/04/2016				No. of Shares held at the end of the year: 31/03/2017				% Change during the year
		Demat	Physical	Total Shares	Total %	Demat	Physical	Total Shares	Total %	
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group2</b>									
	<b>Indian</b>									
(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
(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)</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

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(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)	BODIES CORPORATE									
	(i) Indian	17402458	0	17402458	18.57	17037291	0	17037291	18.18	(0.39)
	(i) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
(b)	INDIVIDUAL									
	(i) (CAPITAL UPTO TO Rs. 1 Lakh)	11181588	20	11181608	11.93	11435664	20	11435684	12.20	0.27
	(ii) (CAPITAL GREATER THAN Rs. 1 Lakh)	11147762	5600000	16747762	17.87	11267830	5600000	16867830	18.00	0.13
(c)	ANY OTHERS (Specify)									
	(i) TRUSTS	125409	0	125409	0.13	116358	0	116358	0.12	(0.01)
	(ii) CLEARING MEMBER	0	0	0	0.00	74	0	74	0.00	0.00
	<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>
	Total Public Shareholding									
	<b>(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)</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>									
(a)	SHARES HELD BY CUSTODIANS									
		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)(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>(C)=(C)(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>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>

**(ii) SHARE HOLDING OF PROMOTERS**

Sr. No	NAME	Shareholding at the beginning of the year 01/04/2016			Shareholding at the end of the year 31/03/2017			% 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>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>

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### (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	At the beginning of the year	COMFORT INTECH LIMITED	01/04/2016	5642660	6.02	5642660	6.02
	At the End of the year		31/03/2017	0	0	5642660	6.02
2	At the beginning of the year	COMFORT FINCAP LIMITED	01/04/2016	541000	0.58	541000	0.58
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2017	0	0	541000	0.58
3	At the beginning of the year	ANIL AGRAWAL HUF	01/04/2016	42079103	44.90	42079103	44.9
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2017	0	0	42079103	44.9

### (iv) 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	At the beginning of the year	PAVANKUMAR SANWARMAL	01/04/2016	4096000	4.37	4096000	4.37
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2017	0	0.00	4096000	4.37
2	At the beginning of the year	PADMA IMPEX PRIVATE LIMITED	01/04/2016	3747645	4.00	3747645	4.00
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2017	0	0.00	3747645	4.00
3	At the beginning of the year	JAYINE TRADECOM PRIVATE LIMITED	01/04/2016	3591357	3.83	3591357	3.83
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2017	0	0.00	3591357	3.83



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4	<b>At the beginning of the year</b>	<b>KAVITA AGARWAL</b>	01/04/2016	2800000	2.99	2800000	2.99
	Date wise Increase / Decrease in Share holding during the year			<b>NIL</b>	<b>NIL</b>		
	<b>At the End of the year</b>		31/03/2017	0	0.00	2800000	2.99
5	<b>At the beginning of the year</b>	<b>CHANDRA SHEKHAR AGARWAL</b>	01/04/2016	2800000	2.99	2800000	2.99
	Date wise Increase / Decrease in Share holding during the year			<b>NIL</b>	<b>NIL</b>		
	<b>At the End of the year</b>		31/03/2017	0	0.00	2800000	2.99
6	<b>At the beginning of the year</b>	<b>FIRST FINANCIAL SERVICES LTD</b>	01/04/2016	1619371	1.73	1619371	1.73
	Date wise Increase / Decrease in Share holding during the year		24/03/2017	-157712	0.17	1461659	1.56
	<b>At the End of the year</b>		31/03/2017	0	0.00	1461659	1.56
7	<b>At the beginning of the year</b>	<b>ALACRITY SECURITIES LIMITED</b>	01/04/2016	1220988	1.30	1220988	1.30
	Date wise Increase / Decrease in Share holding during the year		31/12/2016	-1220988	1.30	0	0.00
	<b>At the End of the year</b>		31/03/2017	0	0.00	0	0.00
8	<b>At the beginning of the year</b>	<b>VEERAM ORNAMENTS LIMITED</b>	01/04/2016	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		31/12/2016	1220988	1.30	1220988	1.30
	<b>At the End of the year</b>		31/03/2017	0	0.00	1220988	1.30
9	<b>At the beginning of the year</b>	<b>MAMTA VYAS</b>	01/04/2016	645000	0.69	645000	0.69
	Date wise Increase / Decrease in Share holding during the year			<b>NIL</b>	<b>NIL</b>		
	<b>At the End of the year</b>		31/03/2017	0	0.00	645000	0.69
10	<b>At the beginning of the year</b>	<b>RANGAN VINCOM PRIVATE LIMITED</b>	01/04/2016	607236	0.65	607236	0.65
	Date wise Increase / Decrease in Share holding during the year			<b>NIL</b>	<b>NIL</b>		
	<b>At the End of the year</b>		31/03/2017	0	0.00	607236	0.65
11	<b>At the beginning of the year</b>	<b>LADIOS TRADING PRIVATE LIMITED</b>	01/04/2016	498000	0.53	498000	0.53
	Date wise Increase / Decrease in Share holding during the year			<b>NIL</b>	<b>NIL</b>		
	<b>At the End of the year</b>		31/03/2017	0	0.00	498000	0.53

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### 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

#### Note:

The following Directors/ Key Managerial Personnel (KMP) did not hold any shares during the Financial Year 2016-17

Mr. Ankur Agrawal -Managing Director, appointed as on 27/06/2016 .

Mrs. Suchi Bansal - Independent Director

Ms. Deepika Agrawal, Director appointed as on 06/08/2016.

Mr. Sharad Mishra -CFO of the Company does not hold any shares of the Company.

### 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	2,39,513	-	-	2,39,513
ii) Interest due but not paid	-	-	-	NIL
iii) Interest accrued but not due	-	-	-	NIL
<b>Total (i+ii+iii)</b>	2,39,513	-	-	2,39,513
<b>Change in Indebtedness during the financial year</b>				
Additions	54,08,780	-	-	54,08,780
Reduction	-	-	-	-
<b>Net Change</b>	54,08,780	-	-	54,08,780
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	56,48,293	-	-	56,48,293
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	56,48,293	-	-	56,48,293

### 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		
		*Mr. Anil Agrawal resigned w.e.f 27.06.2016	**Mr. Ankur Agrawal Appointed w.e.f 27.06.2016	Total Amount
1	<b>Gross salary</b>			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	Rs.3,05,000	Nil	Rs. 3,05,000
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	NIL	NIL	NIL
2	Stock option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission -as % of profit -others (specify)	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL
	<b>Total (A)</b>	<b>Rs.3,05,000</b>	<b>Nil</b>	<b>Rs.3,05,000</b>
	<b>Ceiling as per the Act</b>	The above is within the limits as prescribed by the Act.		

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**B. Remuneration to other directors:**

Sl. No	Particulars of Remuneration	Name of the Directors		
		Mrs. Suchi Bansal	Mr. Devendra Lal Thakur	Total
1	<b>Independent Directors</b>			
	(a) Fee for attending board committee meetings	Rs. 74,900	Rs. 80,250	Rs.1,55,150
	(b) Commission	-	-	-
	(c) Others, please specify	-	-	-
	<b>Total (1)</b>	Rs. 74,900	Rs. 80,250	Rs.1,55,150
2	<b>Other Non Executive Directors</b>	<b>Ms. Deepika Agrawal</b>	-	-
	(a) Fee for attending board committee meetings	Rs. 5,350	-	Rs.5,350
	(b) Commission	-	-	-
	(c) Others, please specify.	-	-	-
	<b>Total (2)</b>	Rs. 5,350	-	Rs.5,350
	<b>Total (B)=(1+2)</b>	Rs. 80,250	Rs. 80,250	Rs.1,60,500
	<b>Total Managerial Remuneration</b>	Rs. 80,250	Rs. 80,250	Rs.1,60,500
	<b>Overall Ceiling as per the Act.</b>	No Remuneration is paid to any of the Directors other than Managing Director & Whole Time Director.		

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		CFO	CS	Total
1	<b>Gross Salary</b>			
		<b>Sharad Mishra</b>	<b>Radhika Tibrewalla</b>	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	Rs. 1,59,101/-	Rs. 75,242/-	Rs. 2,34,343/-
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission - as % of profit - others, specify	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL
	<b>Total</b>	Rs. 1,59,101/-	Rs. 75,242/-	Rs. 2,34,343/-

\* Mr. Anil Agrawal was resigned as Whole Time Director w.e.f. 27.06.2016

\*\*Mr. Ankur Agrawal was appointed as a Managing Director w.e.f. 27.06.2016

\*\*\*Ms. Radhika Tibrewalla was appointed as the Company Secretary of the Company w.e.f. 11.02.2017

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### 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)	Appeal made if any (give details)
<b>A. COMPANY</b>					
Penalty			NONE		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			NONE		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NONE		
Punishment					
Compounding					

# LUHARUKA MEDIA & INFRA LIMITED

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## 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 processes.

#### Regulation 27

Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered between the Company and the Stock Exchange is a benchmark for the compliance practices and rules required to be followed by all listed companies. Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is the baseline for good governance standards. At Luharuka Media & Infra Limited, we not only adhere to the prescribed Corporate Governance standards and practices as given in Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 but we constantly strive to adopt the emerging best practices.

Corporate Governance has always been an integral and indispensable practice at your Company in conducting its business for more than 3 decades. We believe that Corporate Governance is a journey towards sustainable value creation and is always an upward moving target.

We follow high standards of Corporate Governance practices which inter-alia include:

- The Board of the Company comprises majority of Non executive Directors representing around 75% of the total composition of the Board
- Consistent monitoring and improvement of the human and physical resources
- Introducing regular checks and audits and continuous improvement in already well define systems and procedures
- Board/Committee meetings at regular intervals to keep the Board informed of the recent happenings.

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

#### 2.1 Composition

The Board of Directors of the Company comprises of a fair number of Independent professionally competent and acclaimed Non Executive Directors. The Board of Directors of the Company consists of Four Members. The Company has "One Executive" and three "Non-Executive Directors" as on March 31, 2017:

All the Independent Directors have confirmed to the Company that they qualify to be an Independent Director as per the definition of 'Independent Director' stipulated in Regulation 16(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is the practice of the company to place such confirmation before the Board at its meeting.

Sr. No.	Name of Directors	Designation
1.	Mr. Ankur Agrawal	Managing Director
2.	Mr. Devendra Lal Thakur	Non- Executive & Independent Director
3.	Mrs. Suchi Ashish Bansal	Non- Executive & Independent Director
4.	Ms. Deepika Agrawal	Non- Executive & Non Independent Director

#### Notes:

- Mr. Anil Agrawal, has resigned from the post of Whole Time Director of the Company with effect from 27/06/2016.
- Mr. Sunil Jain remained absent from all the meetings of the Board of Directors held during a period of twelve months from 29/05/2015 to 30/05/2016. Hence he ceased to be Independent Director of the Company with effect from 30/05/2016, as provided under Section 167(1(b)) the Companies Act, 2013.

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### 2.2 Attendance of Directors at Board Meetings, last Annual General Meeting (AGM) and number of directorships and chairmanships/memberships of committees of each Director as on March 31, 2017 are given below

The name and categories of the Directors on the Board, their attendance at Board Meetings during the years and at the last Annual General Meeting, as also the number of Directorships and committee Memberships / Chairmanships held by them in the Committees of Board namely Audit Committee, Stakeholders Relationship Committee as on March 31, 2017 are given below:

Sr. No.	Name of Director	Category of Directorship	Attendance at		No. of Directorships	Committee	
			Board Meetings	Last AGM		Positions Member	Chairman
1.	Mr. Ankur Agrawal	Managing Director	3	Yes	2	2	0
2.	Mr. Devendra Lal Thakur	Non- Executive & Independent Director	5	Yes	4	4	4
3.	Mrs. Suchi Ashish Bansal	Non- Executive & Independent Director	5	No	1	1	1
4.	Ms. Deepika Agrawal	Non- Executive & Non Independent Director	2	No	2	0	0

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

#### Notes:

- Mr. Anil Agrawal, has resigned from the post of Whole Time Director of the Company with effect from 27/06/2016.
- Mr. Sunil Jain remained absent from all the meetings of the Board of Directors held during a period of twelve months from 29/05/2015 to 30/05/2016. Hence he ceased to be Independent Director of the Company with effect from 30/05/2016, as provided under Section 167(1(b)) the Companies Act, 2013.

### 2.4. Board Meetings & Procedures

The Company has been following the practice of holding at least four Board Meetings every year. During the Financial Year 2016-17, the Company held 5 (Five) Board Meetings. The Board meets at least once in a quarter with a gap of not more than one hundred and twenty days between any two meetings.

The meetings of the Board of Directors are generally held at the registered office of the Company.

The Board periodically reviews reports confirming compliance with the laws applicable to the Company and steps taken by the Company to rectify instances of non-compliance, if any.

The following information as enumerated in Part A of Schedule II of SEBI Listing (Obligations and Disclosure Requirement) Regulations, 2015 is placed before the Board at its meetings.

- Quarterly / Yearly results of operating divisions or business segments
- Minutes of meetings of Audit Committee and other Committees of the Board of Directors
- Non compliance, if any of regulatory, statutory or listing requirements as well as investor services

During the year ended March 31, 2017, 5 (Five) Board Meetings were held on the following dates:

Sr. No.	Date of Board Meeting
1.	May 30, 2016
2.	June 27, 2016
3.	August 6, 2016
4.	November 5, 2016
5.	February 11, 2017

## 2.5. MEETING OF INDEPENDENT DIRECTORS

In terms of requirements of the Companies Act 2013, Rules framed there under and Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of Independent Directors was held on February 11, 2017.

During the year under review, the Independent Directors met on February 11, 2017 without the attendance of non-independent directors and members of the management, inter-alia, to discuss:

- Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non Executive Directors; and
- Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties

## 2.6. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

All Independent Directors inducted on the Board are given an orientation. Presentations are made by Executive Directors and senior management giving an overview of the Company's operations, products, group structure and subsidiaries, Board constitution and guidelines, matters reserved for the Board, and the major risks and risk management strategy. The details on the Company's Familiarization Programme for Independent Directors can be accessed at [www.luharukamediainfra.com](http://www.luharukamediainfra.com).

## 2.7. Code of Conduct

The Code of Conduct, which has been formulated for the Board Members and Senior Management Personnel of the Company, is posted on the website of the Company, viz. [www.luharukamediainfra.com](http://www.luharukamediainfra.com).

## 3. BOARD COMMITTEES

The Board has constituted the following committees of Directors:

### 3.1 Audit Committee

### 3.2 Nomination & Remuneration Committee

### 3.3 Stakeholders Relationship Committee

### 3.1 AUDIT COMMITTEE:

The Board has constituted a well-qualified Audit Committee. The Chairman and Members of this Committee possess sound knowledge on accounts, audit, finance, taxation, internal controls etc.

#### A. Composition:

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

Sr. No.	Names of Directors	Category	Position
1.	Mr. Devendra Lal Thakur	Non- Executive and Independent Director	Chairman
2.	Mr. Ankur Agrawal	Managing Director	Member
3.	Mrs. Suchi Bansal	Non- Executive and Independent Director	Member

#### B. Role of Audit Committee

##### (I) The Role of the Audit Committee is as follows:

- (1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) Recommending the appointment, remuneration and terms of appointment of auditors of the Company;
- (3) Approving payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:



- (a) Matters required being included in the director's 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;
  - (b) Changes, if any, in accounting policies and practices and reasons for the same;
  - (c) 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;
  - (e) Compliance with listing and other legal requirements relating to financial statements;
  - (f) Disclosure of any related party transactions;
  - (g) Modified opinion(s) in the draft audit report;
- (5) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
  - (6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
  - (7) Reviewing and monitoring the Auditor's independence and performance, and effectiveness of audit process;
  - (8) Approval or any subsequent modification of transactions of the Company with related parties;
  - (9) Scrutiny of inter-corporate loans and investments;
  - (10) Valuation of undertakings or assets of the listed entity, wherever it is necessary;
  - (11) Evaluating the internal financial controls and risk management systems;
  - (12) Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
  - (13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of Internal Audit;
  - (14) Discussing with Internal Auditors of any significant findings and follow up there on;
  - (15) 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;
  - (16) 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;
  - (17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
  - (18) To review the functioning of the Whistle Blower Mechanism;
  - (19) Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
  - (20) Carrying out any other function as is mentioned in the terms of reference of the audit committee.

**(II) The Audit Committee shall mandatorily review the following information:**

- (1) Management discussion and analysis of financial condition and results of operations;
  - (2) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
  - (3) Management letters / letters of internal control weaknesses issued by the statutory auditors;
-

**LUHARUKA MEDIA & INFRA LIMITED**  
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- (4) Internal audit reports relating to internal control weaknesses; and
- (5) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- (6) Statement of deviations:
  - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to Stock Exchange(s) in terms of Regulation 32(1).
  - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

**C. Audit committee Meetings and Attendance:**

The Committee has met four (4) times during the Financial Year 2016-17 i.e. on May 30, 2016, August 6, 2016, November 5, 2016 and February 11, 2017.

Details of attendance of each Member as on 31.03.2017 at the Audit Committee Meetings are given below:-

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

**Notes:**

- 1) Mr. Ankur Agrawal was appointed as Member of the Audit Committee w.e.f June 27/06/2016.
- 2) Mr. Anil Agrawal ceased to be a Member of this Committee with effect w.e.f June 27/06/2016.

**3.2. NOMINATION & REMUNERATION COMMITTEE**

**A. Composition:**

The composition of the Nomination & Remuneration Committee, category of its Members at the Committee meetings held during the year under review is given in the table below:

Name of the Member	Category	Position	Total
Mrs. Suchi Bansal	Non- Executive and Independent Director	Chairman	1
Ms. Deepika Agrawal	Non- Executive and Non Independent director	Member	0
Mr. Devendra Lal Thakur	Non- Executive and Independent director	Member	1
Mr. Ankur Agrawal	Managing Director	Member	1

**Notes:-**

- 1) With effect from June 27, 2016, Mr. Anil Agrawal has ceased to be the Member of the Committee due to his resignation. And Mr. Ankur Agrawal was appointed as member of Committee with effect from June 27, 2016.
- 2) With effect from August 6, 2016, Ms. Deepika Agrawal was appointed as member of Committee.

**B. 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.

## Annual Report 2016-2017

- (5) To check whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of Independent Directors.

### C. Nomination and Remuneration Committee Meetings and Attendance:

The Committee has met one (1) time during the Financial Year 2016-17 i.e. on August 6, 2016.

Details of attendance of each Member as on 31.03.2017 at the Nomination & Remuneration Committee Meetings which was re-constituted on August 6, 2016 is given below:-

Name of the Member	Category	Position	Total
Mrs. Suchi Bansal	Non- Executive and Independent Director	Chairman	1
Ms. Deepika Agrawal	Non- Executive and Non Independent director	Member	0
Mr. Devendra Lal Thakur	Non- Executive and Independent director	Member	1
Mr. Ankur Agrawal	Managing Director	Member	1

#### Notes:-

- 1) With effect from June 27, 2016, Mr. Anil Agrawal has ceased to be the Member of the Committee due to his resignation. And Mr. Ankur Agrawal was appointed as member of Committee with effect from June 27, 2016.
- 2) With effect from August 6, 2016, Ms. Deepika Agrawal was appointed as member of Committee.

### D. Details of Remuneration to the Directors

The remuneration policy is directed towards rewarding performances. It is aimed at attracting and retaining high potential talent. The Company does have an incentive plan which is linked to performance and achievement of the Company's objectives. No remuneration was paid to the Executive Directors of the Company for the Financial Year 2016-2017. Sitting fees were paid to Non –Executive Directors for Board Meetings and other Committee Meetings attended by them.

## 3.3. STAKEHOLDERS RELATIONSHIP COMMITTEE

### A. Composition:

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

Sr. No.	Names of the Directors	Category	Position
1	Mrs. Suchi Bansal	Non- Executive and Independent director	Chairman
2	Mr. Ankur Agrawal	Managing Director	Member
3	Mr. Devendra Lal Thakur	Non- Executive and Independent director	Member

### B. Role of Stakeholders Relationship Committee

- 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;
- 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;
- Ensure quick redressal of the complaints of all shareholders and other security holders;
- Maintain cordial relations with the shareholders and other security holders;
- 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;
- Monitor the number of grievances received, resolved or pending at the end of the quarter.

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## C. Meetings & Attendance:

The Committee has met four (4) times during the Financial Year 2016-17 i.e. on May 30, 2016, August 6, 2016, November 5, 2016 and February 11, 2017.

Details of attendance of each Member as on March 31, 2017 at the Stakeholders Relationship Committee are given below:-

Name of the Member	Category	Position	Total
Mrs. Suchi Bansal	Non- Executive and Independent director	Chairman	4
Mr. Devendra Lal Thakur	Non- Executive and Independent director	Member	4
Mr. Ankur Agarwal	Managing Director	Member	3

### Notes:-

- \* Mr. Anil Agrawal has ceased to be the Member of the Committee with effect from June 27, 2016 due to his resignation. And Mr. Ankur Agrawal was appointed as member of Committee with effect from June 27, 2016.

## D. Information on Investor Grievances for the period from April 1, 2016 to March 31, 2017

During the Financial Year 2016-17, no complaints were received from shareholders/investors. There are no outstanding complaints at the close of Financial Year. The Company has no transfers pending at the close of the Financial Year. Details of complaints are given below:

Particulars	Number
Pending at the beginning of the year under review	Nil
Received during the year under review	Nil
Resolved during the year under review	Nil
Pending at the end of the year under review	Nil

## 4. Compliance Officer

Ms. Radhika Tiberwala has been appointed as Compliance Officer w.e.f. February 11, 2017 for complying with the requirements of SEBI (Prohibition of Insider Trading) Regulation, 1992 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has resigned from the post of Company Secretary & Compliance Officer w.e.f. May 20, 2017. Hence at present there is no Company Secretary to act as a Compliance Officer of the company. However, Company is under process to recruit a suitable candidate for the post of Company Secretary.

## 5. Performance Evaluation of the Board

Pursuant to provisions of the Companies Act, 2013 and Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out a formal process of performance evaluation of the Board, Committees and individual Directors. The performance was evaluated based on the parameters such as Composition and Quality of Board Members, Effectiveness of Board/Committee process and functioning, Contribution of the Members, Board Culture and Dynamics, Fulfillment of key responsibilities, Ethics and Compliance etc. A structured questionnaire was prepared covering the above areas of competencies. All the responses were evaluated by the Nomination & Remuneration Committee as well as the Board of Directors and the results reflected high satisfactory performance.

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### 6. GENERAL BODY MEETINGS

#### 6.1. Particulars of Annual General Meetings held during last three years:

YEAR	LOCATION	DATE	TIME	SPECIAL RESOLUTION
2013-14	Hotel Landmark, Link Road, Malad (W), Mumbai - 400064	September 29, 2014	11.00 A. M.	Nil
2014-15	Hotel Landmark, Link Road, Malad (W), Mumbai - 400064	September 19, 2015	03.00 P. M.	1.Appointment of Mr. Anil Agrawal as an Executive Director 2. Change the name of the Company from Splash media & Infra Limited to Luharuka Media & Infra Limited. 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. 2. Appointment of Mr. Ankur Agrawal as a Director. 3. Appointment of Mr. Ankur Agrawal as Managing Director 4. Appointment of Ms. Deepika Agrawal as a Director

#### 6.2. Extra Ordinary General Meetings

There were no Extra Ordinary General Meetings conducted during the Financial Year 2016-17.

#### 6.3. Postal Ballot

A Postal Ballot pursuant to Section 110 of the Companies Act, 2013 was conducted by the Company in the Financial Year 2016-17. Mr. Ankur Agrawal, Managing Director of the Company was authorized to issue notice of the Postal Ballot and conduct the Postal Ballot procedure. For this, Mrs. Ramadevi Gundeti, Practicing Company Secretary, Mumbai was appointed as scrutinizer for conducting the e-voting process and postal ballot voting process in a fair and transparent manner. Based on the report of the scrutinizer dated 25th March, 2017 the Managing Director declared the results on the Voting by Postal Ballot conducted pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration Rule) 2013 and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 with respect to Special Resolution passed for Alteration of the Main Object of the Memorandum of Association of the Company. The Results of the same are displayed on the website of the Company.

#### SPECIAL RESOLUTION 1:

**To alter the Main Objects i.e Clause IIIA – “The Main Object to be pursued by the Company on its incorporation” of the Memorandum of Association of the Company:**

Particulars	No. of e-votes cast	No. of votes cast by physical ballot	Total no. of votes cast through e-voting and physical ballots	% of total no. of valid votes cast
(1) Voted in the favour of the resolution	44411568	6387640	50799208	99.99
(2) Voted against the resolution	800	Nil	800	0.01
<b>Total</b>	<b>44412368</b>	<b>6387640</b>	<b>50800008</b>	<b>100.00</b>
(3) Invalid votes	Nil	Nil	Nil	Nil

### 7. MEANS OF COMMUNICATION

#### 7.1 Quarterly Financial Results were published during the Financial year as follows

Financial Result	Un-Audited / Audited*	Newspapers
First Quarter	Un-Audited	Financial Express & Aapla Mahanagar
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

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\*The Board of Directors of the Company approved and took on record the Un-Audited / Audited financial results within 45 days of close of quarter and communicated the results to Stock Exchange where the shares of the Company are listed and published in news papers as indicated above and put on website of the Company i.e. [www.luharukamediainfra.com](http://www.luharukamediainfra.com).

**Note:** Un-audited Financial Results were intimated to Stock Exchange 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.

## 7.2. Management Discussion and Analysis Report:

This is given as separate chapter in the Annual Report.

## 7.3. Website and News Releases

In compliance with Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate dedicated section under 'Investors' on the Company's website gives information on various announcements made by the Company, Annual Report, Quarterly/ Half yearly / Nine-months and Annual Financial results along with the applicable policies of the Company. Your Company's official news releases and presentations made to the institutional investors are also available on the Company's website. However, your Company's website is currently under development & accessibility to the same will be provided shortly.

## 7.4. Stock Exchange

Your Company makes timely disclosures of necessary information to BSE Limited in terms of the Listing Regulations and other rules and regulations issued by the SEBI.

## 7.5. BSE Corporate Compliance & the Listing Centre:

BSE Listing is a web-based application designed by BSE for corporate.

All periodical compliance filings, inter alia, shareholding pattern, Corporate Governance Report, Corporate Announcements, amongst others are in accordance with the Listing Regulations filed electronically.

## 8. GENERAL SHAREHOLDER INFORMATION

### 8.1 Annual General Meeting

Scheduled to be held on Friday, September 22, 2017 at 04.00 p.m. at Hotel Landmark, Link Road, Malad (West), Mumbai 400064.

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

Tentative Calendar for the 2017- 18 is as follows:-

Results for the quarter ending June 30, 2017 : Second week of August 2017

Results for the quarter ending September 30, 2017 : Second week of November 2017

Results for the quarter ending December 31, 2017 : Second week of February 2018

Results for the year ending March 31, 2018 : Last week of May 2018

8.3. Book Closure Date : Saturday, September 16, 2017 to  
Friday, September 22, 2017 (Both the days inclusive)

8.4 Registered Office : A-301, Hetal Arch, Opposite Natraj Market,  
S.V. Road, Malad West, Mumbai 400064

### 8.5 Dividend Payment Date

For final dividend 2016-17 recommended by the Board of Directors at its meeting held on 20<sup>th</sup> May, 2017:- On or after September 22, 2017 (subject to approval of the shareholders)

### 8.6 Equity shares listed on

Stock Exchange : BSE Limited.

**Note:** The Annual listing fees as prescribed have been already paid to the BSE Limited for the year 2017-18.

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### 8.7 Stock Code

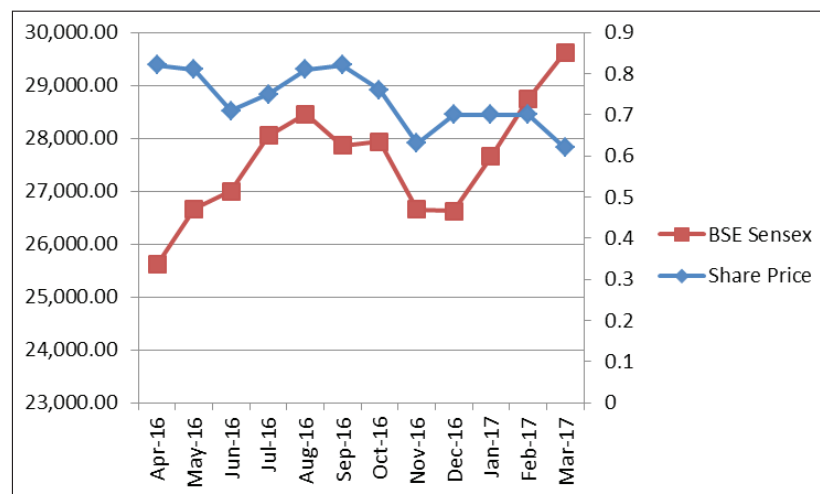
Trading Symbol at	:	BSE Limited (Physical Segment)
		512048
Demat ISIN Number in	:	INE195E01020
		NSDL & CDSL

### 8.8 BSE Stock Market Data (in Rs. / per share) as on March 31, 2017

Period	High (Rs.)	Low (Rs.)
April 2016	0.83	0.82
May 2016	0.87	0.81
June 2016	0.82	0.71
July 2016	0.75	0.69
Aug 2016	0.81	0.75
Sep 2016	0.84	0.82
Oct 2016	0.82	0.75
Nov 2016	0.75	0.63
Dec 2016	0.7	0.63
Jan 2017	0.72	0.69
Feb 2017	0.71	0.69
Mar 2017	0.71	0.62

### 8.9 Performance in comparison to broad-based Indices

The Chart below shows the comparison of your Company's share price movement on BSE for the year 2016-17 (based on month end closing):



### 8.10 Registrar and Transfer Agents:

(Share transfer and communication regarding share certificates, dividends and change of address)

### Adroit Corporate Services Pvt. Ltd.

19, Jafer Bhoy Industrial Estate, 1<sup>st</sup> floor,  
Makwana Road, Marol Naka, Andheri (E),  
Mumbai - 400059

# LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra Limited)

## 8.11 Share Transfer System

Presently, the share transfers in physical form are processed and the share certificates returned within a period of 15 from the date of receipt, subject to the documents being clear in all respects. The Company has, as per SEBI guidelines with effect from February 11, 2004 discontinued the facility of transfer cum demat, so company dispatches the share certificates to transferee. In case the transferee wishes to dematerialize the share he can approach a Depository Participant (DP) with the share certificate. The D.P. will based on Demat Request Form (DRF) & Certificate generate a Demat request, which they will send to Company's Registrar along with DRF & share certificate on receipt of the same Company's Registrar will dematerialize the shares within 21 days of Demat request Received.

## 8.12 Distribution of Shareholdings as on March 31, 2017

Shares or Debentures Holding of nominal value Rs.	Share Holders		No. of Share	
	Number	% total	(In Rs.)	% of total
Upto 100	420	17.03	20709.00	0.02
101 - 500	495	20.07	171156.00	0.18
501 - 1000	317	12.85	287256.00	0.31
1001 - 2000	270	10.95	443182.00	0.47
2001 - 3000	174	7.06	461326.00	0.49
3001 - 4000	65	2.64	239895.00	0.26
4001 - 5000	151	6.12	743679.00	0.79
5001 - 10000	227	9.21	1826142.00	1.95
10001 - 20000	132	5.35	2030888.00	2.17
20001 - 50000	110	4.46	3462911.00	3.69
50000 and above	105	4.26	84032856.00	89.66
<b>Total</b>	<b>2466</b>	<b>100.00%</b>	<b>93720000.00</b>	<b>100.00%</b>

## 8.13 Share Holding Pattern (category wise) as on March 31, 2017

Category	No. of Shares	Percentage
Promoters	4,82,62,763	51.50
Mutual Funds / UTI & Banks	--	--
Bodies Corporate	1,61,81,470	17.26
Resident Individuals	2,79,29,370	29.8
Clearing member	12,20,988	1.30
NRIs / FIIs	1,25,409	0.13
Other	--	--
<b>Total :</b>	<b>9,37,20,000</b>	<b>100.00</b>

## 8.14 List of the Top 10 Shareholders of the Company (Excluding Promoter group as on March 31, 2017)

Sr.No.	Name of Shareholder	No. of Shares	Shares as % of total no. of shares
1.	Pavankumar Sanwormal	4096000	4.37
2.	Padma Impex Private Limited	3747645	3.99
3.	Jayine Tradecom Private Limited	3591357	3.83
4.	Kavita Agarwal	2800000	2.98
5.	Chandra Shekhar Agarwal	2800000	2.98
6.	First Financial Services Ltd	1619371	1.72
7.	Alacrity Securities Ltd	1220988	1.30
8.	Mamta Vyas	645000	0.68
9.	Rangan Vincom Private Limited	607236	0.64
10.	Ladios Trading Private Limited	498000	0.53



## Annual Report 2016-2017

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### 8.15 Dematerialization of Shares:

Approximately 94.02% of the Equity Shares have been dematerialized up to March 31, 2017.

Trading in Equity shares of the Company is permitted only in dematerialized form w.e.f. June 26, 2000 as per notification issued by the Securities and Exchange Board of India (SEBI).

### 8.16 Liquidity:

Relevant data of the average daily working days turnover for the Financial Year 2016-17 is given below:

#### **BSE Limited**

Shares (in lakhs) : 0.23

Amount (in Rs. lakhs) : 0.20

### 8.17 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, 2017.

### 8.18 Address for investor correspondence for transfer / dematerialization of shares and any other query relating to the shares of the company:

For any assistance regarding dematerialization of shares, share transfers, transmissions, change of address, non-receipt of dividend or any other query relating to shares, please write to:

**For shares held in Physical form : For Shares held in Demat Form:**

**Adroit Corporate Services Pvt. Ltd To the Depository Participant**

19/20, Jaferbhoy Industrial Estate, 1st Floor,  
Makwana Road, Marol Naka,  
Andheri (East), Mumbai 400059.

## 9. OTHER DISCLOSURES:

### A. Disclosure on materially significant Related Party Transactions.

There are no materially significant Related Party Transactions i.e transactions of the Company of material nature with its Promoters, the directors or the managements their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large.

### B. Whistle blower policy:

Pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Whistle Blower Policy for directors and employees to report genuine concerns has been established. The Whistle Blower Policy has been uploaded on the website of the Company at [www.luharukamediainfra.com](http://www.luharukamediainfra.com).

C. There is no reported case of non-compliance by the Company and/or levy of any penalties, imposition of strictures on the Company by the Stock Exchanges or SEBI or any other statutory or other authority on any matter related to capital markets during the last three years under report.

D. Adoption of non-mandatory requirements under Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is being reviewed by the Board when called for.

E. Related Party Transactions policy has been framed by the Company, which is available on the website of the Company under weblink i.e [www.luharukamediainfra.com](http://www.luharukamediainfra.com).

### 10. Auditors' certificate on Corporate Governance

The Company has obtained the certificate from its statutory auditors regarding compliance with the provisions relating to Corporate Governance laid down in Part E of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This certificate is annexed to the Directors' Report and will be sent to the stock exchanges, along with the Annual Report to be filed by the Company.

**Any query on Annual Report:**

**LUHARUKA MEDIA & INFRA LTD.  
A-301, Hetal Arch,  
Opposite Natraj Market,  
S.V.Road, Malad West,  
Mumbai 400064**

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

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**CEO/CFO CERTIFICATION**

To,  
The Board of Directors  
**Luharuka Media & Infra Limited**  
**(Formerly Splash Media & Infra Limited)**

Dear Sir,

We have reviewed financial statements and the cash flow statement for the year 31<sup>st</sup> March 2017 and to the best of our knowledge and belief that:

- 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 company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- iii. No transactions entered into by the company during the above said periods which are fraudulent, illegal or violative of the company's code of conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and they 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 they have taken or propose to take to rectify these deficiencies.

We have indicated to the auditors and the Audit committee that:

- iv. Significant changes in internal control over financial reporting during the year.
- v. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements.

Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**Place: Mumbai**  
**Date: August 05, 2017**

**For Luharuka Media & Infra Limited**  
**Sd-**  
**Sharad Mishra**  
**Chief Financial Officer**

## **MANAGEMENT DISCUSSION & ANALYSIS**

### **NBFC SECTOR:**

The NBFC sector in India has undergone transformation in the past few years and has emerged as a recognized and systematic component of the Indian financial system. The NBFC segment has witnessed consolidation over the recent past (especially in the NBFC-ND-SI segment) as indicated by the total number of registered NBFCs with the RBI, witnessing a consistent year on year decline against the overall growth in their assets over the same period. NBFCs have steadily grown in number and market share, indicating the success of their business models and the opportunities/potential in their target markets. The share of NBFCs has steadily grown from 10.7% of banking assets in 2009 to 14.3% of banking assets in 2014, thus gaining systematic importance.

Non-Banking Financial Companies (NBFCs) have rapidly emerged as an important segment of the Indian financial systems. NBFCs assumes significance in the small business segment as they primarily cater to the credit requirements of the unorganized sector such as wholesale & retail traders, small-scale industries and small borrowers at the local level. The segment is now being recognized as complementary to the banking sector due to implementation of innovative marketing strategies, introduction of tailor-made products, customer-oriented services, attractive rates of return on deposits and simplified procedures, etc.

Further, NBFCs also often take lead role in providing innovative financial services to Micro, Small, and Medium Enterprises (MSME) most suitable to their business requirements. By all objective measures, this sector has made rapid strides in recent years and led the way forward in delivering innovation and outstanding value to stakeholders. Moreover, it plays a critical part in filling the many gaps left by the banking sector. The performance of the NBFCs has been particularly impressive in areas that are national priorities, like infrastructure finance, SME finance, housing finance, micro finance and financial inclusion.

NBFCs' niche positioning, good market knowledge and large customer outreach (will) continue to support their access to customers. Further, the Reserve Bank's regulations permitting non-deposit accepting NBFCs to act as business correspondents could enhance NBFCs' position as a conduit for banks to meet priority sector lending requirements and support the non interest income of NBFCs.

NBFCs typically have several advantages over banks due to their focus on niche segment, expertise in the specific asset classes, and deeper penetration in the rural and unbanked markets. The growing asset size of the NBFC sector has increased the need for risk management in the sector due to growing interconnectedness of NBFCs with other financial sector intermediaries. The Reserve Bank of India (RBI) has been in the recent past trying to strengthen the risk management framework in the sector, simplify the regulations and plug regulatory gaps so as to prevent regulatory arbitrage between banks and NBFCs.

### **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. Despite this need, India's rank on infrastructure development in the Global Competitive Index was at 68 in 2016-2017 — an improvement of only 19 places compared to 2014-2015. 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. Chart C shows that after an impressive 10.8% growth in 2011-12, the sector has seen much lower activity since and grew by only 3.1% in 2016-2017. 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.

The entire claims resolution mechanism has been substantially delayed and, consequently, blocked up large amounts of cash severely affecting liquidity across the value chain. The Government of India has two very different challenges. First, it has to deal with and resolve several of these legacy issues that plague the infrastructure and construction sector. Second, it has to provide a new round of growth impetus to the sector. On both these fronts, the government has made some headway in 2016-2017. However, these are initial steps and much of the developments on the ground are expected in the next few year. In an important development, the central government has finally managed to break the choke-hold of stalled projects, by giving faster clearances

# LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra Limited)

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and closely monitoring these at the highest levels. According to data released by the Centre for Monitoring of the Indian Economy, only 24 projects that were under some stage of implementation were stalled during the quarter ended March, 2017. This is the lowest number of stalled projects under implementation in any quarter since December 2008.

Investment in such stalled projects has reduced from Rs. 92,000 crore in the quarter ended March, 2016 to Rs. 25,700 crore in the quarter ended March, 2017. According to this data, projects worth only Rs. 4,400 crore were abandoned during the March, 2017 quarter. This was the lowest number of abandoned projects in a given quarter over the past eight years. Their total value is just a tenth of the average value of abandoned witnessed over the past eight years.

## **ABOUT LUHARUKA MEDIA & INFRA LIMITED (FORMERLY 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. LMIL was engaged in the business of Media Software and its related activities. Presently Luharuka Media & Infra Limited is engaged in the business of Financial , Real Estate & Construction and Media Advertising.

The Company is an upcoming NBFC and infrastructure company. During the year your company has obtained the licence from Reserve Bank of India, Mumbai as Non Banking Financing Company (Non acceptance of Deposits) in the present name of your company i.e. Luharuka Media & Infra Limited vide certificate no. B-13.01559 dated 12/01/2017 in lieu of Certificate no. B-13.01559 dated 11/02/2002 which was in the name of Hindustan Stockland Ltd. one of the former name of our company. LMIL's primary focus is providing inter corporate loans, personal loans, loans against shares & securities, loans against properties, Mortgage Loans, Auto / Home Loans, trade financing, bills discounting, trading in shares & securities and arbitrage business in stock and commodity market along with development of residential, commercial and retail properties. 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.

### **FINANCIAL HIGHLIGHTS:**

- Total Income stood for fiscal 2017 was Rs. 149.84 lacs
- Profit before Taxes of fiscal 2017 was Rs. 95.18 lacs
- Profit After Taxes of fiscal 2017 was Rs. 67.85 lacs
- Basic Earnings per share for fiscal 2017 was Rs. 0.07 per share
- Dividend 1% i.e 0.01 paise per equity share equivalent to 9,37,200/-

### **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 in comparison to previous year when the company suffered losses.
- **Support of Group Entity:** Our Company is promoted by Mr. Anil Agrawal, HUF who is also one of the promoters of Comfort Group which is in the business of capital market services.

#### **Weakness:-**

- **Branding:** Our Company is not a well established brand among large NBFC players who have access to larger financial resources.
- **Accessibility:** We do not have branches so we are unable to explore the business opportunities in other areas.

#### **Opportunities:-**

- **Large Market:** The players in the NBFC sector still have a lot of scope to cover larger market and the rural markets are still untapped.
- **Desire for Status:** With increased desire of individuals to improve their standard of living, the NBFC industry is getting exposed to new category of Client (Individuals) in a big way with large share of business coming from this segment apart from corporate clients.

#### **Threats:-**

- **Economic Downturn:** If the Economic downturn is prolonged it can reduce the financing need of people due to shrinking business opportunities.

## Annual Report 2016-2017

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- Private Banks: Private Banks are also working on the similar business model as the NBFCs do, thereby giving a very strong competitions to the NBFC's.
- RBI and Government restrictions: With more stringent norms governing the functioning of NBFC and certain government restrictions act as a hindrance in smooth functioning of NBFC.

### **FUTURE STRATEGY:**

- **Expansion of existing activities:** - The Company is taken over by new management in the year 2015 and as a step towards diversification the company's management started the Non Banking Financial activities. The Company had earlier registered as an NBFC vide registration certificate no. B-13.01559 which is in the name of Hindustan Stock Land Ltd (former name of Luharuka Media & Infra Limited). During the year the Company has obtained a fresh certificate in the name of "Luharuka Media & Infra Limited" from RBI, Mumbai
- Financial Management/Advisory Services
- Differentiated Services
- Brand recognition

### **Regulatory**

As Being a Non-Banking Finance Company, is regulated by Department of Non-Banking Supervision of Reserve Bank of India. Company is currently under category of Non-Deposit accepting company so company is not within purview of various guidelines applicable. However, RBI has issued several guidelines applicable to Non-Deposit accepting companies, notable among which are:

- Submission of Financial
- Submission of Business-Continuity Certificate
- To exercise the Fair Practice Code
- Compliance with Prudential Norms

Company is complying with various statutory provisions such as Companies Act, Income tax, Stock Exchanges Listing compliances and other applicable laws and regulations applicable to the company.

### **Risks & Concerns**

Risk management involves identification of risk, assessing the impact on business if a security incident occurs, and making the right financial decision about how to deal with the results of one's assessment. It also includes the implementation of a programme to continually measure and assess the effectiveness of existing safeguards in protecting one's critical assets. Thus, managing risks is not a one-time activity; it's an ongoing process. It is also critical to recognize that certain business risks are unavoidable, and have to be dealt with as they arise.

Your Company has directed its effort towards risk management by employing the expertise people and technology to mitigate the risks affecting the growth and profitability of the Company. The Company is constantly engaged in innovating its methods and procedures of risk management.

### **Internal Control system and adequacy**

Internal Control measures and systems are established to ensure the correctness of the transactions and safe guarding of the assets. An effective system of internal control allows the NBFCs to assume additional risks in a calculated manner while minimizing financial surprises and protecting itself from significant financial loss. Thus, internal control is an integral component of risk management. The Internal control checks and internal audit programmes adopted by our Company plays an important role in the risk management feedback loop, in which the information generated in the internal control process is reported back to the Board and Management. The internal control systems are modified continuously to meet the dynamic change.

### **Cautionary**

Statements in this report pertaining to the Company's objectives, projections, estimates, exceptions and predictions are forward-looking statements subject to the applicable laws and regulations. These statements may be subject to certain risks and uncertainties. The Company's operations are affected by many external and internal factors which are beyond the control of the management. Therefore, the actual position may differ from those expressed or implied. Important factors that could influence the Company's operations include global and domestic financial conditions, changes in government regulations, tax laws, RBI regulations, exchange rate fluctuation, economic developments within the country and other factors such as litigation and industrial relations.

**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 31st March, 2017, 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.

**EMPHASIS OF MATTER PARAGRAPH**

We draw your attention to:

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

*As stated in Point No. 9 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.*

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:



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- (i) In the case of the Balance Sheet; of the State of affairs of the company as at **31st March, 2017**;
- (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 31<sup>st</sup> March, 2017 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31<sup>st</sup> March, 2017, 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.
    - 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.
    - iv. The company has provided requisite disclosures in its standalone financial statements so as to holdings as well as dealing in Specified Bank Notes during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note ‘30’ to the standalone financial statements.

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

Sd/-

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

Place : Mumbai  
Date : 20<sup>th</sup> May, 2017

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

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**ANNEXURE “A” TO THE AUDITORS’ REPORT**

Referred to in paragraph 3 of our report of even date on the accounts for the year ended 31<sup>st</sup> March, 2017 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 2017 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.



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- 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
- 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 not entered in any related party transaction during the year. Accordingly, paragraph 3(xiii) of the Order is not applicable.
- 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**

**Sd/-**  
**Govind Gopal Sharma**  
**Partner**  
**Membership No. 132454**

**Place : Mumbai**  
**Date : 20<sup>th</sup> May, 2017**

## **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, 2017 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

## Annual Report 2016-2017

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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.

### **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 2017, 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**

**Sd/-**

**Govind Gopal Sharma**

**(Partner)**

**Membership No.: 132454**

**Place:** Mumbai

**Date:** 20<sup>th</sup> May, 2017

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

**BALANCE SHEET AS AT MARCH 31, 2017**

(Amount in INR)

Particulars	Note No.	As at March 31, 2017	As at March 31, 2016
<b>I Equity &amp; Liabilities</b>			
<b>1. Shareholders' funds</b>			
(a) Share Capital	2	9,37,20,000	9,37,20,000
(b) Reserves and Surplus	3	3,54,76,708	2,98,19,238
(c) Money received against share warrants		-	-
		<u>12,91,96,708</u>	<u>12,35,39,238</u>
<b>2. Non - Current Liabilities</b>			
(a) Long - Term Borrowings		-	-
(b) Deferred Tax Liabilities (Net)	4	-	1,333
(c) Other Long - Term Liabilities		-	-
(d) Long - Term Provisions		-	-
		-	<u>1,333</u>
<b>3. Current Liabilities</b>			
(a) Short - Term Borrowings	5	56,48,293	2,39,513
(b) Trade Payables	6	4,75,000	-
(c) Other Current Liabilities	7	5,43,183	37,25,710
(d) Short - Term Provisions	8	15,36,105	12,97,034
		<u>82,02,581</u>	<u>52,62,257</u>
<b>TOTAL</b>		<u><b>13,73,99,289</b></u>	<u><b>12,88,02,828</b></u>
<b>II Assets</b>			
<b>1. Non - Current Assets</b>			
(a) Fixed Assets			
(i) Tangible Assets	9	1,69,614	2,11,294
(ii) Intangible Assets		-	-
(b) Non - Current Investments	10	-	1,00,00,000
(c) Long - Term Loans and Advances	11	4,36,75,000	4,36,75,000
(d) Other Non - Current Assets	12	5,37,12,067	5,43,37,067
		<u>9,75,56,681</u>	<u>10,82,23,361</u>
<b>2. Current Assets</b>			
(a) Inventories		-	-
(b) Trade Receivables	13	6,00,448	-
(c) Cash and Cash equivalents	14	72,73,360	80,71,225
(d) Short - Term Loans and Advances	15	3,18,68,280	1,19,57,615
(e) Other Current Assets	16	1,00,520	5,50,627
		<u>3,98,42,608</u>	<u>2,05,79,467</u>
<b>TOTAL</b>		<u><b>13,73,99,289</b></u>	<u><b>12,88,02,828</b></u>
<b>Significant Accounting Policies</b>	1		

As per our report of even date

**FOR & ON BEHALF OF THE BOARD**

**For S A R A & ASSOCIATES**

Chartered Accountants  
FRN : 120927W

Sd/-

**Govind Gopal Sharma**

Partner  
M. No. 132454

Mumbai , 20th May, 2017

Sd/-

**Ankur Agrawal**  
Managing Director  
DIN : 06408167

Sd/-

**Sharad Mishra**  
Chief Financial Officer

Mumbai , 20th May, 2017

Sd/-

**Deepika Agrawal**  
Director  
DIN : 06644785

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## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2017

(Amount in INR)

Particulars	Note No.	For the year ended March 31, 2017	For the year ended March 31, 2016
I Revenue from Operations	17	1,49,84,702	79,65,912
II Other Income	18	1,810	-
<b>III Total Revenue (I + II)</b>		<b>1,49,86,512</b>	<b>79,65,912</b>
<b>IV Expenses</b>			
Employee Benefits Expenses	19	9,25,351	12,51,861
Finance Costs	20	3,12,273	3,52,420
Depreciation and Amortization Expense	9	41,680	41,680
Other Expenses	21	41,89,102	32,83,317
<b>Total Expense</b>		<b>54,68,406</b>	<b>49,29,278</b>
<b>V Profit before Exceptional and Extraordinary Items and Tax (III-IV)</b>		<b>95,18,106</b>	<b>30,36,634</b>
VI Exceptional Items		-	-
<b>VII Profit before Extraordinary Items and Tax (V-VI)</b>		<b>95,18,106</b>	<b>30,36,634</b>
VIII Extraordinary Items		-	-
<b>IX Profit Before Tax (VII-VIII)</b>		<b>95,18,106</b>	<b>30,36,634</b>
<b>X Tax Expense:</b>			
(a) Current Tax		29,33,800	10,77,120
(b) Deferred Tax		(1,333)	(5,754)
(c) Income Tax of Earlier years written off (Back)		(1,99,822)	(6,103)
		<b>27,32,645</b>	<b>10,65,263</b>
<b>XI Profit for the Period from Continuing Operations (IX - X)</b>		<b>67,85,461</b>	<b>19,71,370</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>67,85,461</b>	<b>19,71,370</b>
<b>XVI Earnings Per Equity Share (Face Value Rs. 1/- Per Share):</b>	22		
Basic (Rs.)		0.07	0.02
<b>Significant Accounting Policies</b>	1		

As per our report of even date

**For S A R A & ASSOCIATES**

Chartered Accountants  
FRN : 120927W

Sd/-

**Govind Gopal Sharma**

Partner  
M. No. 132454

Mumbai , 20th May, 2017

**FOR & ON BEHALF OF THE BOARD**

Sd/-

**Ankur Agrawal**  
Managing Director  
DIN : 06408167

Sd/-

**Sharad Mishra**  
Chief Financial Officer

Mumbai , 20th May, 2017

Sd/-

**Deepika Agrawal**  
Director  
DIN : 06644785

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

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017**

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
	(Amount in INR)	
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax for the year	95,18,106	30,36,634
<b>Adjustments for :</b>		
Interest Paid	3,12,273	3,52,420
Interest received	(52,78,093)	(35,48,149)
Depreciation	41,680	41,680
Profit from sale of Investments	(2,59,364)	-
Provision for Advances	76,310	35,000
Misc. Expenses w/off	-	8,81,805
	(51,07,194)	(22,37,244)
<b>Operating Profit before Working Capital change</b>	44,10,912	7,99,390
<b>Adjustments for :</b>		
<i>Adjustments for (increase) / decrease in operating assets:</i>		
Inventories	-	-
Trade receivables	(6,00,448)	-
Short-term loans and advances	(1,99,86,975)	(1,20,12,667)
Long-term loans and advances	-	1,98,15,020
Other current assets	4,50,107	(1,77,587)
Other non-current assets	6,25,000	-
	(1,95,12,316)	76,24,766
<i>Adjustments for increase / (decrease) in operating liabilities:</i>		
Trade payables	4,75,000	-
Other current liabilities	(31,82,527)	28,67,239
Other long-term liabilities	-	(1,05,500)
Short-term provisions	76,310	35,000
Long-term provisions	-	-
	(26,31,217)	27,96,739
<b>Cash Generated From Operations</b>	(1,77,32,621)	1,12,20,895
Income Tax paid	25,74,592	14,73,902
<b>NET CASH FROM OPERATING ACTIVITIES Total (A)</b>	<b>(2,03,07,213)</b>	<b>97,46,993</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Investments (Purchased)/Sold	1,02,59,364	(1,00,00,000)
Fixed Assets (Purchased)/Sold	-	-
<b>NET CASH USED IN INVESTING ACTIVITIES Total (B)</b>	<b>1,02,59,364</b>	<b>(1,00,00,000)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Issue of Equity Capital	-	-
Share Premium	-	-
Dividend Paid	(11,24,616)	-
Loan taken / (Repaid) in Secured Loan	54,08,780	(49,92,297)
Interest received	52,78,093	35,48,149
Interest paid	(3,12,273)	(3,52,420)
<b>NET CASH FROM FINANCING ACTIVITIES Total (C)</b>	<b>92,49,984</b>	<b>(17,96,568)</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>	<b>(7,97,865)</b>	<b>(20,49,575)</b>
<b>Total (A+B+C)</b>		
Cash and Cash Equivalents -- Opening Balance	80,71,225	1,01,20,801
Cash and Cash Equivalents -- Closing Balance	72,73,361	80,71,225
	<b>0</b>	<b>0</b>

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

Sd/-

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

Mumbai , 20th May, 2017

Sd/-

**Ankur Agrawal**  
Managing Director  
DIN : 06408167

Sd/-

**Sharad Mishra**  
Chief Financial Officer

Mumbai , 20th May, 2017

Sd/-

**Deepika Agrawal**  
Director  
DIN : 06644785

### NOTE-'1'

#### **SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017:**

##### **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. 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.

##### **3. 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.

##### **4. 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.

##### **5. 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 31 March 2017, 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.

##### **6. Fixed Assets/Depreciation:**

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

##### **7. 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.

##### **8. Retirement Benefits :**

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

# LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra Limited)

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## 9. 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.

## 10. 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.

## 11. 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.

## 12. 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.



## Annual Report 2016-2017

Notes to financial statements for the year ended March 31, 2017

(Amount in INR)

### Note 2 - Share Capital

(a)	Particulars	As at March 31, 2017	As at March 31, 2016
	<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><u>20,00,00,000</u></b>	<b><u>20,00,00,000</u></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><u>9,37,20,000</u></b>	<b><u>9,37,20,000</u></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><u>9,37,20,000</u></b>	<b><u>9,37,20,000</u></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.**

- 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. During the year ended 31st March 2017, amount of Dividend recognised as distribution to Equity Shareholders was Rs. 9,37,200/- (31st March, 2016 was Rs. 9,37,200/-).
- ii) 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, 2017	As at March 31, 2016
Number of shares at the beginning of the year	9,37,20,000	9,37,20,000
Add: Issue of Shares during the year		
Number of shares allotted as fully paid-up during the year	-	-
	-	-
No. of shares at the end of the year	<b><u>9,37,20,000</u></b>	<b><u>9,37,20,000</u></b>

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

No. of Shares held by	As at March 31, 2017		As at March 31, 2016	
	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%

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

**Note 3 - Reserves & Surplus**

(Amount in INR)

Particulars	As at March 31, 2017	As at March 31, 2016
<b>(a) Securities Premium Reserve</b>		
As per last Balance Sheet	97,54,500	97,54,500
Add: On issue of shares	-	-
	<u>97,54,500</u>	<u>97,54,500</u>
<b>(b) Special Reserve</b>		
As per last Balance Sheet	3,94,274	-
Add: Transfer from Profit and Loss Account during the year	13,57,092	3,94,274
	<u>17,51,366</u>	<u>3,94,274</u>
<b>(c) General Reserve</b>		
As per last Balance Sheet	20,000	20,000
Add: Transfer from Profit and Loss Account during the year	-	-
	<u>20,000</u>	<u>20,000</u>
<b>(d) Surplus in the Profit &amp; Loss Account</b>		
As per last Balance Sheet	1,96,50,464	1,91,97,984
Add: Profit / (Loss) for the year	67,85,461	19,71,370
Amount available for appropriations	<u>2,64,35,925</u>	<u>2,11,69,354</u>
<b>Appropriations:</b>		
Add: Transferred from reserves	-	-
Less: Transferred to Special reserve	(13,57,092)	(3,94,274)
Proposed dividend on Equity Shares	(9,37,200)	(9,37,200)
[Dividend per share Re 0.01/- (Previous year Re.0.01/-)]		
Tax on Dividend	<u>(1,90,791)</u>	<u>(1,87,416)</u>
	<u>(24,85,083)</u>	<u>(15,18,890)</u>
<b>TOTAL</b>	<u><u>3,54,76,708</u></u>	<u><u>2,98,19,238</u></u>

**Note 4 - Deferred Tax Liabilities**

(Amount in INR)

Particulars	As at March 31, 2017	As at March 31, 2016
Deferred Tax Liabilities	1,333	7,087
Add / Less: During the Year	(1,333)	(5,754)
<b>TOTAL</b>	<u><u>0</u></u>	<u><u>1,333</u></u>

**Note 5 - Short Term Borrowings**

(Amount in INR)

Particulars	As at March 31, 2017	As at March 31, 2016
Loans repayable on demand		
From banks		
Secured*	56,48,293	2,39,513
Unsecured	-	-
	<u>56,48,293</u>	<u>2,39,513</u>
<b>TOTAL</b>	<u><u>56,48,293</u></u>	<u><u>2,39,513</u></u>

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

## Annual Report 2016-2017

Notes to financial statements for the year ended March 31, 2017

### Note 6 - Trade Payables

(Amount in INR)

Particulars	As at March 31, 2017	As at March 31, 2016
Trade Payables	4,75,000	-
<b>TOTAL</b>	<b>4,75,000</b>	<b>-</b>

### Note 7 - Other Current Liabilities

(Amount in INR)

Particulars	As at March 31, 2017	As at March 31, 2016
Other Payables	5,43,183	37,25,710
<b>TOTAL</b>	<b>5,43,183</b>	<b>37,25,710</b>

### Note 8 - Short-Term Provisions

(Amount in INR)

Particulars	As at March 31, 2017	As at March 31, 2016
Provision for Advances	1,11,310	35,000
Provision for Proposed Dividend	9,37,200	9,37,200
Provision for Tax on Proposed Dividend	1,90,791	1,87,416
Provision for Taxation (Net of Advance Tax & TDS)	2,96,804	15,36,105
<b>TOTAL</b>	<b>15,36,105</b>	<b>12,97,034</b>

Notes to financial statements for the year ended March 31, 2017

**Note : 9 Fixed assets**

(Amount in INR)

Tangible assets	Gross block			Accumulated depreciation and impairment				Net block	
	Balance as at 1 April, 2016	Additions	Disposals	Balance as at 31 March, 2017	Balance as at 1 April, 2016	Depreciation / amortisation expense for the year	Other adjustments	Balance as at 31 March, 2017	Balance as at 31 March, 2016
	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)
(a) Computer & Data processing units	27,950	-	-	27,950	26,553	-	-	26,553	1,397
(b) Furniture and Fixings	3,74,312	-	-	3,74,312	1,64,415	41,680	-	2,06,095	2,09,897
<b>Total</b>	<b>4,02,262</b>	<b>-</b>	<b>-</b>	<b>4,02,262</b>	<b>1,90,968</b>	<b>41,680</b>	<b>-</b>	<b>2,32,648</b>	<b>2,11,294</b>
Previous year	4,02,262	-	-	4,02,262	1,49,288	41,680	-	1,90,968	2,11,294

**Note - 10 - Non- Current Investments**

(Amount in INR)

Particulars	Nos.	Cost As on 31.03.2017	FMV As on 31.03.2017	Nos.	Cost As on 31.03.2016	FMV As on 31.03.2016
<b>In Mutual Fund of Others - Quoted Fully paid-up</b>						
UTI Fund - Cash Plan	-	-	-	5,952.1270	1,00,00,000	1,01,11,279
<b>TOTAL</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5,952.127</b>	<b>1,00,00,000</b>	<b>1,01,11,279</b>
<b>Notes</b>		<b>Current Year</b>	<b>Previous Year</b>			
1. Aggregate amount of Quoted Investment		-	1,00,00,000			
2. Aggregate Market Value of Quoted Investment		-	1,01,11,279			

## Annual Report 2016-2017

Notes to financial statements for the year ended March 31, 2017

### Note 11 - Long Term Loans & Advances

(Amount in INR)			
Particulars	As at March 31, 2017	As at March 31, 2016	
(i) Security Deposit	25,000	25,000	
(ii) Advances against contracts (Secured, considered good)	4,36,50,000	4,36,50,000	
<b>TOTAL</b>	<b><u>4,36,75,000</u></b>	<b><u>4,36,75,000</u></b>	

### Note 12 - Other Non-Current Assets

(Amount in INR)			
Particulars	As at March 31, 2017	As at March 31, 2016	
Miscellaneous Expenditure to the extent not w/off / adjusted	-	8,81,805	
Add: During the year	-	-	
Less: W/off during the year	-	8,81,805	
Project under development	5,37,12,067	5,43,37,067	
<b>TOTAL</b>	<b><u>5,37,12,067</u></b>	<b><u>5,43,37,067</u></b>	

### Note 13 - Trade Receivables

(Amount in INR)			
Particulars	As at March 31, 2017	As at March 31, 2016	
<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	6,00,448	-	
- Doubtful	-	-	
Less: Provision for Doubtful Debts	-	6,00,448	
<b>TOTAL</b>	<b><u>6,00,448</u></b>	<b><u>-</u></b>	

### Note 14 - Cash & Cash equivalents

(Amount in INR)			
Particulars	As at March 31, 2017	As at March 31, 2016	
<b>Cash &amp; Cash Equivalents</b>			
(i) Balances with Banks :			
- Current Accounts	2,32,539	47,554	
- Deposits (under lien with banks)*	70,00,000	72,32,539	80,00,000
(ii) Cash-in-hand	40,822	23,672	
<b>TOTAL</b>	<b><u>72,73,360</u></b>	<b><u>80,71,225</u></b>	

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

Notes to financial statements for the year ended March 31, 2017

**Note 15 - Short Term Loans & Advances**

				(Amount in INR)	
Particulars	As at March 31, 2017		As at March 31, 2016		
<b>(i) Advances recoverable in cash or in kind for value to be received</b>	11,639,725				-
i) Advances Considered good & in respect of which Company is fully secured	2,68,02,500		1,16,39,725		
ii) Advances Considered good for which Company holds no Security other than personal security	<u>50,00,000</u>	3,18,02,500	-	1,16,39,725	
<b>(ii) Other Advances</b>					3,17,890
<b>(iii) Advance Income Tax and TDS</b>	65,780				-
<b>TOTAL</b>	<u><u>3,18,68,280</u></u>				<u><u>1,19,57,615</u></u>

**Note 16 - Other Current Assets**

				(Amount in INR)	
Particulars	As at March 31, 2017		As at March 31, 2016		
Interest accrued on Fixed Deposits	-				5,19,074
Service Tax Credit	1,00,520				31,553
<b>TOTAL</b>	<u><u>1,00,520</u></u>				<u><u>5,50,627</u></u>

**Note 17 - Revenue from Operations**

				(Amount in INR)	
Particulars	For the year ended March 31, 2017		For the year ended March 31, 2016		
<b>(a) Income from Operations</b>					
Sales of Shares	-	-	-	-	
Profit from F&O Trading and Non Delivery Transactions	<u>11,88,969</u>	11,88,969	<u>(22,70,096)</u>	(22,70,096)	
Contract Income	79,64,776				60,98,575
Brokerage Income	-				5,00,000
Interest Income	59,283				-
From Loans & Advances	47,82,079		18,79,786		
From Term deposits	<u>4,96,014</u>	52,78,093	<u>16,68,363</u>	35,48,149	
	<b>(A)</b>	<u><u>1,44,31,838</u></u>			<u><u>78,76,629</u></u>
<b>(b) Other operating Income</b>					
Dividend Income	-				59,283
Loan Processing Fee received	2,93,500				30,000
Income from Investment in Mutual Fund	2,59,364				-
	<b>(B)</b>	<u><u>5,52,864</u></u>			<u><u>89,283</u></u>
<b>TOTAL (A+B)</b>	<u><u>1,49,84,702</u></u>				<u><u>79,65,912</u></u>

**Note 18 - Other Income**

				(Amount in INR)	
Particulars	For the year ended March 31, 2017		For the year ended March 31, 2016		
Other Misc. income	1,810				-
<b>TOTAL</b>	<u><u>1,810</u></u>				<u><u>-</u></u>

## Annual Report 2016-2017

Notes to financial statements for the year ended March 31, 2017

### Note 19 - Employment Benefit Expenses

(Amount in INR)		
Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Salaries , Bonus & Allowances	9,07,245	11,98,234
Staff Welfare Expenses	18,106	53,627
<b>TOTAL</b>	<b><u>9,25,351</u></b>	<b><u>12,51,861</u></b>

### Note 20 - Financial Costs

(Amount in INR)		
Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Interest Expenses	3,12,273	3,52,420
<b>TOTAL</b>	<b><u>3,12,273</u></b>	<b><u>3,52,420</u></b>

### Note 21 - Other Expenses

(Amount in INR)		
Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Advertisement Expenses	26,405	63,378
Annual Listing fees	2,01,050	2,24,720
Bank Charges	1,140	5,567
Business Promotion Expenses	4,85,733	-
Conveyance Expenses	96,142	74,959
Custodial Fees	37,500	22,500
Commission Paid	5,00,000	-
Director's Sitting Fees	1,60,500	35,000
Filing Expenses	25,850	17,820
Legal & Professional Fees	9,44,567	2,00,900
Miscellaneous Expenses	2,71,136	1,62,613
Printing, Postage & Stationery Expenses	1,54,418	1,69,339
Payments to Auditors :		
- Audit & Tax Audit fees	50,000	50,000
- For Other Services	-	-
Travelling Expenses	1,48,271	1,08,060
Telephone Expenses	1,09,436	68,618
Repairs & Maintenance Expenses	1,02,930	61,355
Office Rent Expenses	1,44,000	80,000
Sundry Balance w/off	6,25,000	9,82,970
Share Trading Expenses	16,864	33,213
Preliminary Expenditure W/off	-	8,81,805
Provision for Advances	76,310	35,000
Website Expenses	11,850	5,500
<b>TOTAL</b>	<b><u>41,89,102</u></b>	<b><u>32,83,317</u></b>

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

Notes to financial statements for the year ended March 31, 2017

**Note 22 - Earnings Per Equity Share**

		(Amount in INR)	
Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016	
(a) Net profit after tax attributable to equity shareholders for			
Basic EPS	67,85,461	19,71,370	
Add/Less: Adjustment relating to potential equity shares	-	-	19,71,370
Net profit after tax attributable to equity shareholders for	67,85,461	19,71,370	
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	0.07	0.02	

**23. Contingent liabilities & Commitments:**

Particulars	2016-2017 (Rs.)	2015-2016 (Rs.)
i) Claims against the Company / Disputed Liabilities, not acknowledged as Debt	-	-

**24. Legal Disputes in Projects undertaken by the company:**

- (i) 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, 2017 which is under Legal Dispute.
- (ii) 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 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 2017.

**25. Auditors' Remuneration**

	2016-2017	2015-2016
For Audit Fees	Rs. 50,000 -----	Rs 50,000 -----
	Rs. 50,000 =====	Rs. 50,000 =====

**26. Foreign Currency Transactions:**

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

27. Balances of the Sundry Debtors, Loans and Advances and Sundry Creditors are subject to confirmation and resultant reconciliation, if any.
28. There are no dues to Micro and Small Enterprises as at 31<sup>st</sup> March, 2017. 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



## Annual Report 2016-2017

29. 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. Anil Agrawal (Whole time Director)  
(resigned as on 27.06.2016)  
Mr. Ankur Agrawal (Managing Director)  
(appointed w.e.f 27.06.2016)
- b) Promoters and their relatives : Mrs. Annu Agrawal (Relative)  
Miss. Deepika Agrawal (Director)  
Anil Agrawal –HUF (Promoter)  
Comfort Intech Ltd. (Promoter)  
Comfort Fincap Ltd. (Promoter)
- c) Group Company : Comfort Securities Limited

**A. Transactions during the year with related parties:-**

Sr. No.	Particulars	Key Managerial Personnel	Promoter & their Relatives	Group Company
	<b>Expenses</b>			
1	<b>Demat Charges Paid</b>	-	-	5,109
		-	-	(3,580)
	Comfort Securities Ltd.			5,109
				(3,580)
2	<b>Remuneration</b>	-	-	-
		(3,05,000)	-	-
	Anil Agrawal	-		
		(3,05,000)		
3	<b>Rent</b>	-	1,44,000	-
		-	-	-
	Anil Agrawal HUF	-	1,44,000	-
		-	-	-

*Figure in bracket relates to previous year.*

30. 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. 1,333/- as on 31<sup>st</sup> March, 2017. (Previous Year Rs. 5,754/-).

A	LIABILITY	Current Year	Previous Year
	WDV as per companies Act : Rs. 1,69,614	Nil	1,333
	WDV as per Income Tax Act : Rs. 1,86,258		
B	ASSETS	Nil	Nil
	<b>Net Deferred Tax Liability (A-B)</b>	Nil	1,333

# LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra Limited)

Notes to financial statements for the year ended March 31, 2017

## 31. Disclosure on Specified Bank Notes (SBNs)

During the year, the Company had specified bank notes (i.e. as provided in the notification no. S.O. 3407(E), dated 8th Nov, 2016 issued by the Government of India) or other denomination note as defined in the MCA notification G.S.R. 308 (E) dated 31st March, 2017, on the details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016, the denomination wise SBNs and other notes as per the notification is given below:

Particulars	Specified Bank Notes (SBN)	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	2,00,000	4,538	2,04,538
(+) Permitted receipts	-	2,00,000	2,00,000
(-) Permitted payments	-	1,09,667	1,09,667
(-) Amount deposited in banks	2,00,000	-	2,00,000
Closing cash in hand as on 30.12.2016	-	94,871	94,871

## 32. 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.

33. 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

Sd/-

**Govind Gopal Sharma**

Partner  
M. No. 132454

Mumbai , 20th May, 2017

Sd/-

**Ankur Agrawal**  
Managing Director  
DIN : 06408167

Sd/-

**Sharad Mishra**  
Chief Financial Officer

Mumbai , 20th May, 2017

Sd/-

**Deepika Agrawal**  
Director  
DIN : 06644785

# Annual Report 2016-2017

Notes to financial statements for the year ended March 31, 2017

## 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)			
	2016-17		2015-16	
<b>Liabilities Side:</b>				
(1) Loans and advances availed by the NBFCs	Amount	Amount	Amount	Amount
Inclusive of interest accrued thereon but not paid:	outstanding	overdue	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.....	56.48	—	2.40	—
(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.....	—	—	—	—
	<b>2016-17</b>		<b>2015-16</b>	
<b>Assets Side:</b>	<b>Amount outstanding</b>		<b>Amount outstanding</b>	
(3). Break-up of Loans and advances including bills				
Receivables [other than those included in (4) below]:				
(a) Secured.....	704.53		552.90	
(b) Unsecured.....	50.00		—	
(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:				

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

(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.....	---	---
<b>(5). Break-up of investment: (net of provision for diminution)</b>	<b>2016-17</b>	<b>2015-16</b>
<u>Current investment:</u>		
1. Quoted:		
i. Shares: (a) Equity.....	---	---
(b) Preference.....	---	---
ii. Debentures and Bonds.....	---	---
iii. Units of mutual funds.....	---	---
iv. Government Securities.....	---	---
v. Others .....	---	---
2. Unquoted :		
i. Shares: (a) Equity.....	---	---
(b) Preference.....	---	---
ii. Debentures and Bonds.....	---	---
iii. Units of mutual funds.....	---	---
iv. Government Securities.....	---	---
v. Others.....	---	---
<u>Long Term Investment:</u>		
1) Quoted:		
i) Share: (a) Equity.....	---	---
(b) Preference.....	---	---
ii) Debentures and Bonds.....	---	---
iii) Units of mutual funds.....	---	100.00
iv) Government Securities.....	---	---
v) Others – Trade able Warrants .....	---	---
1) 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>---</b>	<b>100.00</b>

## Annual Report 2016-2017

### (6). Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances (including other current Assets(Amount Net of provisions))

	2016-17			2015-16		
	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 .....	704.53	50.00	754.53	552.90	—	552.90
<b>Total</b>	<b>704.53</b>	<b>50.00</b>	<b>754.53</b>	<b>552.90</b>	<b>—</b>	<b>552.90</b>

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

Category	2016-2017	2015-2016	Market value/break up or fair value or NAV	Book value (Net of Provisions)
	Market value/break up or fair value or NAV	Book Value (Net of provisions)		
1. Related parties				
a. Subsidiaries	—	—	—	—
b. Companies in the same group	—	—	—	—
c. Other related parties.....	—	—	—	—
2. Other than related parties.....	—	—	101.11	100.00
<b>TOTAL</b>	<b>—</b>	<b>—</b>	<b>101.11</b>	<b>100.00</b>

### (8). Other information

#### 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

**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

**Phone no.** 022-28449765/28449767; **Fax no:** 022-28892527,

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

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

**ATTENDANCE SLIP**

**THIRTY- SIXTH ANNUAL GENERAL MEETING**

(To be handed over at the entrance of the Meeting Hall)

I hereby record my presence at the THIRTY-SIXTH ANNUAL GENERAL MEETING of the Company held at Hotel Landmark, Link Road, Malad (W), Mumbai - 400064 on Friday, September 22, 2017 at 04.00 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 Proxy Signature \_\_\_\_\_

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

**NOTES**

**LUHARUKA MEDIA & INFRA LIMITED**

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

**Phone no.** 022-28449765/28449767; **Fax no:** 022-28892527,

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

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

**THIRTY-SIXTH 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 Office: \_\_\_\_\_

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 : \_\_\_\_\_

Or failing him

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



## Annual Report 2016-2017

as my/our proxy to vote for me /us on my/our behalf at the Thirty-Sixth Annual General Meeting of the Company to be held at Hotel Landmark, Link Road, Malad (W), Mumbai - 400064 on Friday, September 22, 2017 at 04.00 p.m. 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, and adopt the Audited Accounts for the financial year ended 31 <sup>st</sup> March, 2017 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 re-appoint M/s. S A R A & Associates, Practicing Chartered Accountants, (Firm Registration no. 120927W) as Statutory auditors and fix their remuneration		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

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 "X" 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

## Route Map for Venue of 36th Annual General Meeting

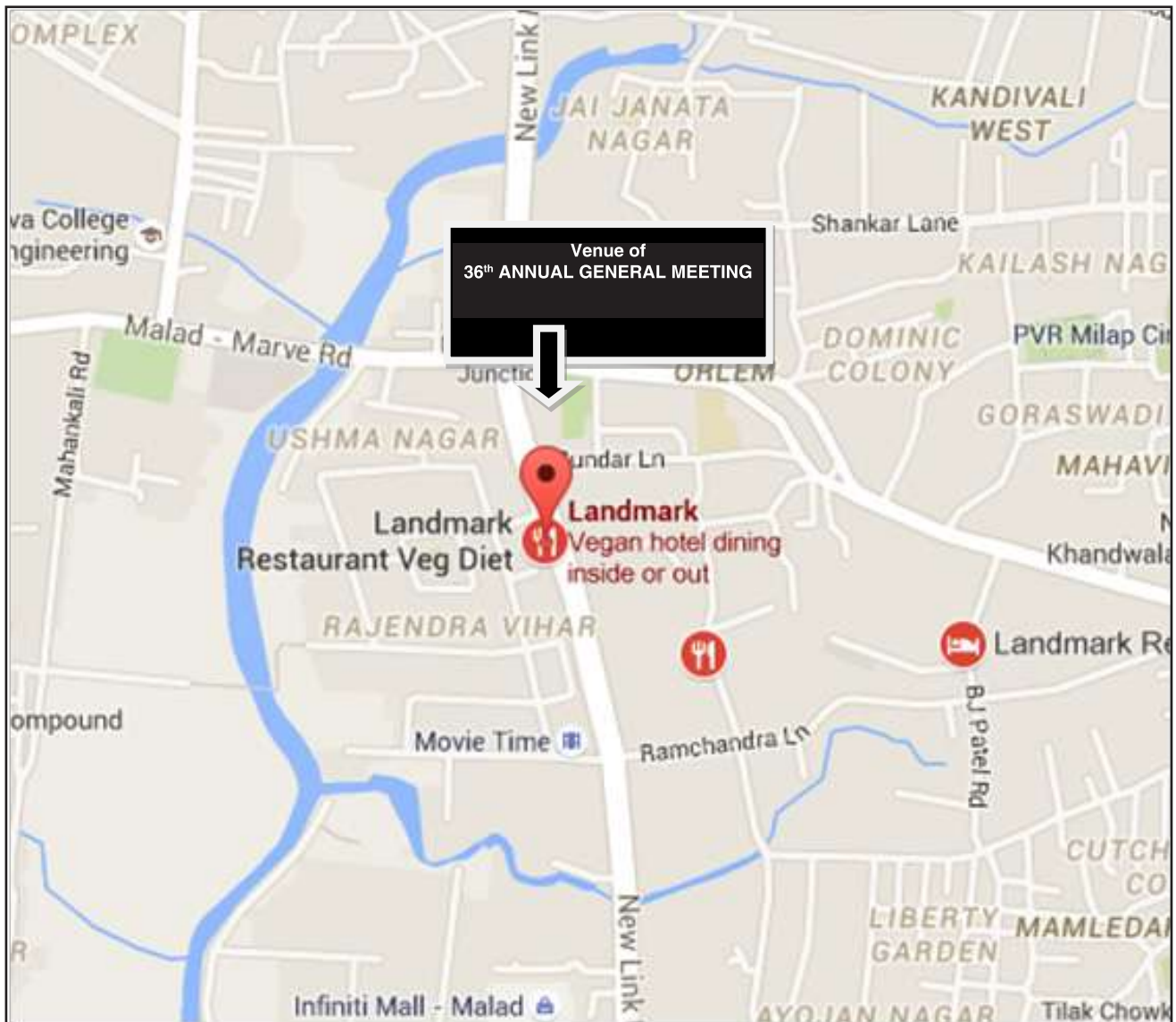
Luharuka Media & Infra Limited

Hotel Landmark

Link Road,

Malad (West)

Mumbai 400064



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.