

The cover features a teal background with white and gold wavy lines. The text is centered and uses a clean, sans-serif font.

35th

ANNUAL REPORT
Financial Year 2015-16

Luharuka Media & Infra Limited

(Formerly Splash Media & Infra Limited)

Registered Office Address : A-301, Hetal Arch, S. V. Road, Malad (West), Mumbai 400064.

LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra Limited)

Board of Directors

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

CIN: L45400MH1987PLC044094

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: splashmedia7@yahoo.in
Website: www.luharukamediainfra.com

Statutory Auditors:

M/s SARA & Associates
Chartered Accountants
A-503, Vertex Vikas Building,
Above Mitra Nursing Home,
Sir M.V. Road, Andheri (East), Mumbai 400069

Internal Auditors

M/s Doogar & Associates
Chartered Accountants
A-304, Dalamal Towers
Nariman Point
Mumbai 400021

Registrar and Share Transfer Agents:

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 : pratapp@adroitcorporate.com
Website : www.adroitcorporate.com

Bankers:

Union Bank of India
IDBI Bank

CONTENTS	PAGE NOS.
Notice	2-10
Directors' Report along & Annexures	11-30
Corporate Governance Report	31-44
CEO/ CFO Certification	45
Management Discussion & Analysis	46-48
Independent Auditor's Report	49-52
Balance Sheet	53
Profit and Loss Account	54
Cash Flow Statement	55
Significant Accounting Policies	56-57
Notes on Financial Statements	58-66

35 th Annual General Meeting	
Day & Date	Monday, September 26, 2016
Time	4.00 P.M.
Venue	Hotel Landmark, Link Road, Malad (West), Mumbai 400064.

NOTICE

NOTICE is hereby given that the 35th Annual General Meeting of **LUHARUKA MEDIA & INFRA LIMITED** will be held on Monday, September 26, 2016 at 4.00 p.m at Hotel Landmark, Link Road, Malad (West), Mumbai - 400064, to transact the following business:

ORDINARY BUSINESS

1. To consider, approve and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 together with the Director's Report and Auditor's Report thereon;
2. To declare dividend on Equity Shares for the Financial Year March 31, 2016
3. 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 the 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 SARA & Associates., Practising 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."

SPECIAL BUSINESS

4. To consider and, if thought fit, to approve with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Devendra Lal Thakur (DIN: 00392511) who was appointed as an Additional Independent Director with effect from November 24, 2015 by the Board of Directors of the Company and who in terms of Section 161 of the Companies Act, 2013 holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office upto 5 years from the date of appointment and will not be liable to retire by rotation."

5. To consider and if thought fit, pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ankur Agrawal (holding DIN: 06408167), who has been appointed as an Additional Executive Director of the Company by the Board of Directors with effect from June 27, 2016 and who in terms of Section 161 holds office until the date of the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Ankur Agrawal as a candidate for the office of a director of the Company, be and is hereby appointed as Director of the Company"

6. **Appointment of Mr. Ankur Agrawal as a Managing Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("The Act") read with Schedule V to the Act and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014 including any statutory modifications or enactments thereof from time to time, consent of the members be and is hereby accorded to appoint Mr. Ankur Agrawal (holding DIN: 06408167) as Managing Director for a period of 5 years and initialed by the Chairman for the purpose of identification."

LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra Limited)

7. To consider and, if thought fit, approve with or without modification(s) the following resolution as an **Ordinary Resolution**:
- “RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Ms. Deepika Agrawal (DIN 06644785) who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on August 6, 2016 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

By Order of the Board

Sd/-
Ankur Agrawal
Director

Place: Mumbai
Date : August 6, 2016

Notes:

- 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.
- The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice. The profile of the Directors seeking appointment/re-appointment, as required in terms of Regulation 36(3) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations, 2015) is annexed.
- 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.
- 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.
- Members / Proxies / Authorised 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.
- The Register of Members and the Share Transfer Books of the Company shall remain closed from September 22, 2016 to September 26, 2016 (both days inclusive) for the purpose of Annual General Meeting and for payment of final dividend.
- 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 19, 2016 as per the downloads furnished to the Company by Depositories for this purpose. In case of shares held in physical form, dividend will be paid to the shareholders, whose names shall appear on the Register of Members as on Book Closure date.

Annual Report 2015-2016

8. **GREEN INITIATIVE:** - SEBI & the Ministry of Corporate Affairs encourage paperless communication as a contribution to greener environment. Members holding shares in physical mode are requested to register their e-mail IDs with Adroit Corporate Services Pvt. Ltd., the Registrar & 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 Registrar & 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.
9. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, 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 mentioning your Folio/DP ID & Client ID.
10. Members may also note that the Notice of this Annual General Meeting and the Annual Report for the year 2015-16 will also be available on the Company's website 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.
11. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective Depository Participants.
12. Members are requested to send all communications relating to shares, bonds and unclaimed dividends, change of address, etc. to the Registrar & Share Transfer Agents at the following address: 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).
13. **Payment of dividend through ECS/NECS**

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

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

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

14. Unpaid/Unclaimed Dividend

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, 2009 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, 2009.

15. VOTING

All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date namely September 19, 2016 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.

(I) VOTING THROUGH ELECTRONIC MEANS

1. Pursuant to Section 108 and Rule 20 of the Companies (Management & Administration) Rules, 2014 the Company has provided e-voting facility to the members using the Central Depository Services India Ltd. (CDSL) platform. All business to

LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra Limited)

be transacted at the Annual General Meeting can be transacted through the electronic voting system. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting").

2. A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting or by ballot. If a member casts votes by all the three modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.
3. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
4. The Company will take the Scrutinizer's Report to scrutinize the physical poll as well as further remote e-voting process in a fair and transparent manner from practicing professional (Scrutinizer) who (he/she) has been appointed for this purpose.
5. The Results shall be declared within 48 hours after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the company's website www.comfortintech.com and on the website of CDSL at www.evotingindia.com and the same shall also be communicated to BSE Limited, where the shares of the Company are listed.
6. **The instructions for the members for voting electronically are as under**

(A) In case of members receiving e-mail

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 September 19, 2016 , 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 September 23, 2016 at 10.00 a.m. and ends on September 25, 2016 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 19, 2016 may cast their vote electronically The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The Shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) 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">• 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.• 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.
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">• 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).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding

Annual Report 2015-2016

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.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) Note for Non – Individual Shareholders and Custodians
 - Non-Individual Shareholders (i.e. Individuals, HUF, NRI etc.) and Custodian are required to log on to 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.
 - 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 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.
- (xxi) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

(B) In case of members receiving the physical copy

- (i) Please follow all steps from sl. no. (i) to sl. no. (xxi) above to cast vote.
- (ii) The voting period begins on September 23, 2016 at 10.00 a.m. and ends on September 25, 2016 at 05.00 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 19, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(II) VOTING AT AGM

The members who have not casted their votes electronically can exercise their voting rights at the AGM through ballot paper.

LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra Limited)

16. 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.
17. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market for transaction of transfer, transmission/transposition and deletion of name of deceased holder. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar & Share Transfer Agents, 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.
18. 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.
19. Route Map showing directions to reach to the venue of the 35th Annual General Meeting at Hotel Landmark, Link Road, Malad (West), Mumbai 400064 is given at the end of this Annual Report as per the requirement of the Secretarial Standards-2 on "General Meeting."
20. Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting (Pursuant to Regulation 36(3) of the Listing Regulations, 2015):

(i) Mr. Devendra Lal Thakur

Name of the Director	Mr. Devendra Lal Thakur
Director Identification Number	00392511
Date of Appointment	24.11.2015
Brief profile of the Director including nature of expertise in specific functional areas	Mr. Devendra Lal Thakur is a fellow member of ICAI. He is a Practising Chartered Accountant in M P Reddy & Associates, Mumbai. He has more than 30 years of experience in the field of Commerce, Finance, Audit and Accounts. Further he also has experience of 11 years in Engineering Construction Industry.
No. of shares held in the Company	2000 equity shares of Re. 1/- each i.e 0.002%
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"> Comfort Intech Limited Comfort Fincap Limited Comfort Commotrade Limited
Inter-se relationships between Directors	Nil

(ii) Mr. Ankur Agrawal

Name of the Director	Mr. Ankur Agrawal
Director Identification Number	06408167
Date of Appointment	27.06.2016
Brief profile of the Director including nature of expertise in specific functional areas	Mr. Ankur Agrawal is a fellow member of ICAI and CFA. He has more than 3 years of experience in the field of Commerce, Finance, Audit and Accounts.
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"> Liquors India Limited Flora Fountain Properties Limited
Inter-se relationships between Directors	Brother of Ms. Deepika Agrawal

Annual Report 2015-2016

(iii) Ms. Deepika Agrawal

Name of the Director	Ms. Deepika Agrawal
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 Graduate from Mumbai University. She has more than one year of experience in the field of Commerce.
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">• Flora Fountain Properties Limited
Inter-se relationships between Directors	Sister of Mr. Ankur Agrawal

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out the material facts relating to the Special Business mentioned in the accompanying Notice

ITEM NO. 4

The Board of Directors at their meeting held on November 24, 2015 appointed Mr. Devendra Lal Thakur as an Additional Independent Director in terms of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 to hold office up to the date of the ensuing Annual General Meeting of the Company. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Devendra Lal Thakur for the office of Independent Director of the Company. Mr. Devendra Lal Thakur is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as an Independent Director

The Board of Directors propose the appointment of Mr. Devendra Lal Thakur as an Independent Director of the Company to hold office upto 5 years from the date of appointment and will not be liable to retire by rotation and recommend the Ordinary Resolution as set out in Item No. 4 of the Notice for the approval of the members at the ensuing Annual General Meeting.

Mr. Devendra Lal Thakur is interested in the resolution as it relates to his appointment. None of the other Directors of the Company are, in any way, concerned or interested in the resolution.

Item No. 5

The Board, at its meeting held on June 27, 2016 appointed Mr. Ankur Agrawal as an Additional Executive Director of the Company, pursuant to Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 Mr. Ankur Agrawal will hold office up to the date of ensuing Annual General Meeting of the Company. The Company has received valid Notice in writing under the provisions of Section 160 of the Companies Act, 2013 from members along with requisite deposit proposing the candidature of Mr. Ankur Agrawal for the office of Director to be appointed as such under the provision of Section 152 of the Companies Act, 2013.

Mr. Ankur Agrawal is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given his consent to act as Director. The resolution seeks the approval of members for the appointment of Mr. Ankur Agrawal as a Director of the Company pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the rules made there under.

Mr. Ankur Agrawal is interested in the resolution set out at Item No. 5 of the Notice with regard to his appointment. The relatives of Mr. Ankur Agrawal may be deemed to be interested in the resolutions set out respectively at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company. Ms. Deepika Agrawal is interested in the resolution since she is the sister of Mr. Ankur Agrawal and none of their relative is, in anyway, concerned or interested, financially or otherwise, in this resolution. The Board commends the Ordinary Resolutions set out at Item No. 5 of the Notice for approval by the shareholders.

Item No. 6

Mr. Ankur Agrawal was appointed as a Managing Director of the company with effect from June 27, 2016 and with the recommendation of the Nomination & Remuneration Committee. The duties of the Managing Director shall be discharged subject to the superintendence, control and direction of the Board and he shall perform on behalf of the company in the ordinary course of business all such acts, deeds and things, which in the ordinary course of business, he may consider necessary or proper or in the interest of the company. The resolution seeks the approval of members for the appointment of Mr. Ankur Agrawal as a Managing Director of the Company for a term of 5 years pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("The Act") read with Schedule V to the Act and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014.