

36th
ANNUAL REPORT
Financial Year 2016-17

Luharuka Media & Infra Limited

(Formerly Splash Media & Infra Limited)



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 th 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 36th 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 : 05th 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 36th 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 or 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 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 36th 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.
- (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 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"> • 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).

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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 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.
- (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, under help section or write an email to 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 36th 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 : 05th 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) :

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 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">Flora Fountain Properties Limited
Inter-se relationships between Directors	Sister of Mr. Ankur Agrawal, Managing Director

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DIRECTOR'S REPORT

To the Members of the Company,

Your Directors have pleasure in presenting the 36th 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)
Profit after tax	67.85	19.71

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.