

Luharuka Media & Infra Limited

(Formerly Splash Media & Infra Limited)

37th ANNUAL REPORT **Financial Year 2017 - 18**



LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra limited)

Board of Directors

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

Statutory Auditors

M/s SARA & Associates,

Chartered Accountants

A-503, Vertex Vikas Building,
Above Mitra Nursing Home,
Sir M. V. Road, Andheri (East),
Mumbai- 400069.

Tel: 022-26826081 Fax: 022-26826070

Email ID: info@sara-india.com

Internal Auditors

M/S. Siddhant Shah & Co

B/713, Mangal Aarambn Commercial Complex,
Near Kora Kendra, Opp S.V. Road.
Near M'c Donald,

Borivali (West), Mumbai - 400 092.

Tel: +91 – 22-28982963

Registrar and Share Transfer Agent

M/S. Adroit Corporate Services Pvt. Ltd

19/20 Jaferbhoy Ind. Estate, 1st floor,
Makwana Road, Marol, Andheri (E),
Mumbai – 400059.

Tel: (022) 28503748

Fax: (022) 25890942

E-mail: prafuls@adroitcorporate.com

Website: www.adroitcorporate.com

Chief Financial Officer:

Mr. Sharad Mishra

Company Secretary:

Bhavana Patel (w.e.f. 13.11.2017)

Bankers:

UNION BANK OF INDIA

IDBI BANK LTD

REGISTER OFFICE:

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

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

Email Id : splashmedia7@yahoo.in

Contact : 022-28448508

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37th Annual General Meeting

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

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NOTICE

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

ORDINARY BUSINESS

1. To receive, consider and approve the Audited Financial Statements of the company for the Financial Year ended on March 31, 2018 and the reports of the Board of Directors ("the Board) and Auditors thereon.
2. To declare final Dividend on Equity Shares for the Financial Year ended 31st March, 2018.
3. To appoint a Director in place of Ms. Deepika Agrawal (DIN: 06644785), who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint Statutory Auditor and fix their remuneration and in this regard to consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT, pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, approval of shareholders be and is hereby accorded for appointment of M/S. R D N A AND CO LLP, Chartered Accountants (Firm Registration No.004435C), as statutory auditors of the Company, in place of retiring auditors M/S. S A R A & Associates & Co., Chartered Accountants (Firm Registration No. 120927W), to hold office from the conclusion of 37th Annual General Meeting until the conclusion of the 42nd Annual General Meeting, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS

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

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

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

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

By Order of the Board

**Sd/-
Bhavana Patel
Company Secretary**

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

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Notes:

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

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

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

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

13. Payment of dividend through ECS/NECS

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

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

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

14. Unpaid/Unclaimed Dividend

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

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

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

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15. VOTING

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

16. VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 37th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The Company has signed an agreement with CDSL for facilitating such e-Voting by the Members.

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

- (i) The voting period begins on Friday, 21 September 2018 at 10.00 a.m. and ends on Sunday, September 23, 2018 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, September 17, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	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 <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)

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

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

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

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice
 - (xi) Click on the EVSN for Luharuka Media & Infra Limited on which you choose to vote
 - (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution
 - (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details
 - (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote
 - (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page
 - (xvii) If Demat account holder has forgotten the existing password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual Shareholders (i.e. other Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com 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 to 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 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

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

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

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

Place : Mumbai
Date : August 14, 2018

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

SPECIAL BUSINESS

ITEM NO 5

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

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

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

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

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

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

By Order of the Board of Directors

**Sd/-
Bhavana Patel
Company Secretary**

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