



LUHARUKA MEDIA & INFRA LIMITED

(FORMERLY SPLASH MEDIA & INFRA LIMITED)

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

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

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

CIN NO.: L65100MH1987PLC044094

Date: July 31, 2020

To,
The Manager,
Department of Corporate Services,
BSE Limited,
Phirozee Jeejeeboy Towers, Dalal Street, Fort,
Mumbai – 400 001
Scrip Code: 512048

Subject: Annual Secretarial Compliance Report for the year ended March 31, 2020

Ref: Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Ma'am,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed Annual Secretarial Compliance Report of Luharuka Media & Infra Limited for the year ended March 31, 2020 issued by M/S. R M Mimani & Associates LLP, Company Secretaries.

Please take the above information on your record.

FOR LUHARUKA MEDIA & INFRA LIMITED



ANKUR AGRAWAL
MANAGING DIRECTOR
DIN: 06408167

Encl: As Above

R M MIMANI & ASSOCIATES LLP
COMPANY SECRETARIES

To,

The Board of Directors

Luharuka Media & Infra Limited

(CIN: L65100MH1987PLC044094)

A-301, Hetal Arch, Opposite Natraj Market

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

We have been engaged by **Luharuka Media & Infra Limited** (hereinafter referred to as 'the Company') whose equity shares are listed with BSE Limited (Security Code: 512048) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 and to issue Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance of the provisions Securities and Exchange Board of India Act, 1992 ("SEBI Act"), the Securities Contracts (Regulation) Act, 1956 ("SCRA"), and all applicable Rules, Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all SEBI Act, SCRA and all applicable Rules, Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose, subject to the limitation that due to lockdown and social distancing guidelines issued by the Ministry of Home Affairs for containment of spread of Covid-19, the Company has provided registers, minute books, forms, returns and other records maintained by it by electronic means for our verification as required for the purpose of issuance of this report and have not been physically verified by us. However, the management of the Company has confirmed that all documents provided by electronic means are true and correct copies of original documents.

Annual Secretarial Compliance Report in the format prescribed is enclosed herewith.

For **R M MIMANI & ASSOCIATES LLP**

[Company Secretaries]

[Firm Registration No.: I2001MH250300]




Ranjana Mimani

(Partner)

FCS : 6271

CP No.: 4234

Place: Mumbai

Dated: July 31, 2020

UDIN: F006271B000537054

R M MIMANI & ASSOCIATES LLP

COMPANY SECRETARIES

Secretarial Compliance report
of
Luharuka Media & Infra Limited for the year ended March 31, 2020
[Under regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We have examined:

- (a) all the documents and records made available to us and explanation provided by **Luharuka Media & Infra Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on March 31, 2020 ("Review Period") in respect of compliance with the provisions of:

- a. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there-under; and
- b. the Securities Contracts (Regulations) Act, 1956 ("SCRA"), rules made there-under and the Regulations, circulars, guidelines issued there-under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there-under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **[Not applicable as there was no reportable event during the review period]**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **[Not applicable as there was no reportable event during the review period]**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **[Not applicable as there was no reportable event during the review period]**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **[Not applicable as there was no reportable event during the review period]**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/guidelines issued there under and based on the above examination, we hereby report that, during the Review Period;

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there-under, *except in respect of the matter specified below;*

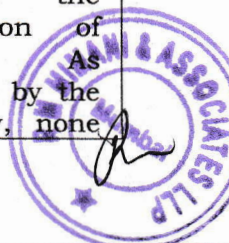
Sr. No.	Compliance Requirements (Regulation/ Circular / Guidelines including specific clause)	Deviation	Observation/ Remarks
1.	In terms of regulation 6(1) of the SEBI (LODR), Regulations 2015, the listed entity shall appoint a qualified company secretary as compliance officer	During the period from April 20, 2019 to March 31, 2020, the Company had no Compliance Officer as required in accordance with	Nil



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COMPANY SECRETARIES

		provisions of regulation 6(1) of the SEBI (LODR), Regulations 2015	
2	In term of BSE Circular 57/2019-20 dated January 27, 2020, the entity has to provide the Information of its Statutory Auditor, Secretarial Auditor to update in the Management Details section (Tab 3 and 4) under BSE Listing Centre	The Company has not updated the details of Statutory Auditor as required during the review period.	The Company has submitted the information on listing centre of BSE.
3	SEBI Circular No. SEBI/HO/CFD/DCR1/CIR/P/2018/85 dated May 28, 2018 relating to system driven disclosure in Securities Market, any subsequent changes in the directors/employees of the listed Company, the Company shall provide the information of the changes to the depositories within two working days.	The information of changes took place during the review period in the Directors and KMP has not been intimated to depositories with in the time limit specified in the circular.	The Company has submitted the information of changes in Directors and KMP to depositories.
4.	In terms of regulation 27 (2) (c), of the SEBI (LODR), Regulations 2015 quarterly compliance report on Corporate Governance shall be signed by the Compliance Officer or Chief Executive Officer of the entity.	Quarterly compliance reports on Corporate Governance filed by the Company during the review period has not been signed by the Compliance Officer or Chief Executive Officer of the entity	The quarterly compliance reports on corporate governance have been signed by the Director, authorized by the Board for the purpose.
5	In terms of the regulation 3(5) of the PIT Regulations, 2015 "Board of Directors" is required to maintain a structured digital database containing the details of the person with whom unpublished price sensitive information (UPSI) is shared	The Company has maintained the data in normal excel file during the period under review.	The Company has started the process of maintaining the data in a structured digital database.
6.	In terms of clause 4 of the Schedule B of PIT Regulations, 2015 read with circular No. LIST/ COMP/ 01/ 2019-20 dated April 2, 2019 of BSE, the trading restriction period is required to commence not later than the end of every quarter till 48 hours after the declaration or financial result. clause 4 of the Schedule B of PIT Regulations, 2015	The Company has not closed its trading window at the end of quarter ended on June30, 2019 and September 30, 2019 quarter during the review period. as required under clause 4 of the Schedule B of PIT Regulations, 2015	The Company has closed its trading window for these two quarters from the date of the notice of the Board Meeting till 48 hours after the declaration of results. As informed by the Company, none



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COMPANY SECRETARIES

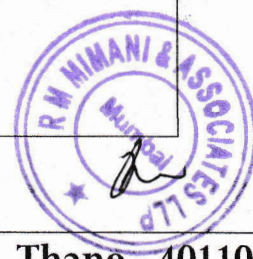
			of its designated or connected person has traded in the securities of the Company during the review period.
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- (b) The listed entity has generally maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there-under insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there-under:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter	Observations/ Remarks of the Practicing Company Secretary
1.	SEBI vide its letter dated May 14, 2019	Delayed disclosure under Regulation 30 of the SEBI(LODR) Regulations, 2015	Warning letter to ensure timely compliance	Nil
2.	BSE Limited	Regulation 6(1) of SEBI (LODR) Regulations, 2015, Non-compliance with requirement to appoint a qualified Company Secretary as the Compliance Officer	The Company was charged with a fine of Rs. 81,000 (Rupees Eight one thousand only)	The Company has paid the fine imposed

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports

Sr. No.	Observation of the Practicing Company Secretary in the previous reports	Observation made in the Secretarial compliance report for the year ended on March 31, 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the action taken by listed entity
2	In terms of regulation 30 of the SEBI (LODR) Regulations 2015, the Company has delayed in disclosing order dated December 10,	Nil	The Company has submitted the copy of the said order of dated December 10,	Nil



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COMPANY SECRETARIES

	2018 of Hon'ble High Court of Delhi, passed in the matter of Mr. Pawan Sachdeva on behalf of MS Shoes Limited		2018 on December 14, 2018	
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- (e) The listed entity has complied with the provisions of SEBI circular CIR/CFD/CMD1/114/2019 dated October 18, 2019, in terms of para 6(A) and 6(B) of the said circular to modify the terms of appointment of statutory auditor.

For **R M MIMANI & ASSOCIATES LLP**
[Company Secretaries]
[Firm Registration No.: I2001MH250300]

Ranjana Mimani

Ranjana Mimani
(Partner)

FCS : 6271
CP No.: 4234



Place: Mumbai
Dated: July 31, 2020

UDIN:F006271B000537054