

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: September 04, 2019

To,
The Manager
Department of Corporate Services,
Bombay Stock Exchange Limited,
Phirozee Jeejeeboy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Dear Sir,

Sub: Annual Report 2018-19 of the Company along with the Notice convening 38th Annual General Meeting (“AGM”) and Intimation of Book Closure Date and Remote E- voting period dates.

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Report of the Company for the Financial Year 2018-19 along with the Notice convening 38th AGM to be held on Thursday, September 26, 2019 at 04.00 p.m. at Nandanvan Patel Wadi, Opp. J.J. Bus Stop, Near INS Hamla, Marve Aksha Road, Malad (West), Mumbai - 400095.

The Annual Report along with the Notice convening 38th AGM of the Company for the Financial Year 2018- 19 is being dispatched/sent to the Members both physically and through soft copies via permitted mode(s) on September 04, 2019 and the same is also being made available on the website of the Company at www.luharukamediainfra.com


Further to our intimation dated August 10, 2019, wherein we had intimated details relating to Book Closure, we once again inform you that the Company has fixed September 20, 2019 as Book Closure date for the purpose of 38th Annual General Meeting and E-voting.

We further wish to intimate you that in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration Rules), 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall provide its Members the facility to exercise the votes electronically for transacting the items of business, as per details set out in the Notice convening the ensuing 38th AGM of the Company. For the aforesaid purpose, the Company has fixed September 20, 2019 as cut-off date for the purpose of determining the eligibility of Members to vote either through Remote E-voting or voting at the AGM. The Remote E-voting period will commence on Sunday, September 22, 2019 (9.00 a.m. IST) and will end on Wednesday, September 25, 2019 (5.00 p.m. IST).

Request you to take the above on your record.

Thanking you,

FOR LUHARUKA MEDIA & INFRA LIMITED


ANKUR AGRAWAL
MANAGING DIRECTOR
DIN-06408167

Encl: As Above





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38th Annual Report 2018-19



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BOARD OF DIRECTORS

Mr. Ankur Anil Agrawal	: Managing Director;
Ms. Deepika Agrawal	: Non-Executive & Non-Independent Director;
Mr. Milin Ramani	: Non-Executive & Independent Director (w.e.f. August 14, 2018);
Mr. Devendra Lal Thakur	: Non-Executive & Independent Director;
Mrs. Suchi Bansal	: Non-Executive & Independent Director (till December 14, 2018);
Mr. Pravinkumar Premchand Gupta	: Chief Financial Officer (w.e.f. August 14, 2018);
Mr. Sharad Premshankar Mishra	: Chief Financial Officer (till August 03, 2018);
Ms. Bhavana Patel	: Company Secretary (till April 12, 2019).

CIN: L65100MH1987PLC044094

REGISTERED OFFICE

A-301, Hetal Arch, Opp. Natraj Market,
S. V. Road, Malad (West), Mumbai 400064
Tel: 91- 022-28448508
Fax: 91-22-28892527
Email: splashmedia7@yahoo.in
Website: <http://www.luharukamediainfra.com>

STATUTORY AUDITORS

M/s. R D N A AND CO. LLP, Chartered Accountants

INTERNAL AUDITORS

M/s. Siddhant Shah & Co. Chartered Accountants

REGISTRARS AND SHARE TRANSFER AGENTS

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

BANKERS

Union Bank of India
IDBI Bank Ltd

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38th ANNUAL GENERAL MEETING	
Day & Date	Thursday, September 26, 2019
Time	04.00 P.M.
Venue	Nandanvan Patel Wadi, Opp. J.J. Bus Stop, Near INS Hamla, Marve Aksa Road, Malad (West), Mumbai – 400095.

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 38TH ANNUAL GENERAL MEETING OF LUHARUKA MEDIA & INFRA LIMITED WILL BE HELD ON THURSDAY, SEPTEMBER 26, 2019 AT 04.00 P.M. AT NANDANVAN, PATEL WADI, OPP J.J. BUS STOP, NEAR INS HAMPLA, MARVE AKSA ROAD, MALAD (WEST), MUMBAI-400095, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon; and
2. To appoint a Director in place of Ms. Deepika Agrawal (DIN: 06644785), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. Ratification and Approval of Related Party Transactions:

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (“the Act”) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any amendment, modification, variation or re-enactment to any of the foregoing), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed/to be passed at their respective meetings, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to ratify/ approve all the material related party transactions (including any modifications, alterations or amendments thereto) entered into/ to be entered into by the Company during F.Y. 2018-19, FY 2019-20 and thereafter in the ordinary course of business and on arm’s length basis with related Party/ies within the meaning of the Act and SEBI Listing Regulations, as per below framework:

Name of the Related Party	Flora Fountain Properties Limited
Name of the Director or Key Managerial Personnel who is/may be related	Mr. Ankur Agrawal
Nature of Relationship	Related Directors
Nature and particulars of the contract / arrangement	Inter - Corporate loans and / or Inter - corporate deposits, availing and / or providing guarantee, providing of security(ies) in connection with any loan taken / to be taken by entities and business advances for business purpose only.
Material terms of the contract / arrangement	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arms’ length basis.
Monetary value of the contract / arrangement	
For FY 2018-19	Rs. 5 Crore
For FY 2019-20 onwards:	Rs. 5 Crore

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Name of the Related Party	Flora Fountain Properties Limited
The indicative base price or current contracted price and the formula for variation in the price, if any	Prices are basis on arm's length having reference of market price however remains static for the contracted quantity and delivery period
Any other information relevant or important for the members to take a decision on the proposed resolution	None

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board / any Committee thereof be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits and the Board / any Committee thereof is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to such payment and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board / Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any of the Board of Directors and / or Company Secretary be and are hereby authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds, matters and things, as in their absolute discretion they may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or otherwise considered by them in the best interest of the Company.”

BY ORDER OF THE BOARD OF DIRECTORS OF LUHARUKA MEDIA & INFRA LIMITED

SD/-
ANKUR ANIL AGRAWAL
MANAGING DIRECTOR
DIN: 06408167

DATE: AUGUST 08, 2019

PLACE: MUMBAI

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), setting out material facts concerning the business to be transacted at the ensuing Annual General Meeting (AGM) under item no 3 is annexed hereto.
2. A brief resume of the Director proposed to be Appointed at this AGM, nature of her expertise in specific functional areas, names of Companies in which she holds the Directorship and Membership /Chairmanships of Board, Committees, Shareholding and relationship between directors inter-se as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulation”) and other requisite information as per Secretarial Standard-2 on General Meetings, are attached herewith.
3. The Company’s Statutory Auditors, M/s. R D N A & Co. LLP., Chartered Accountants (FRN: 004435C/C400033), were appointed as Statutory Auditors of the Company for a period of 5 consecutive years till the conclusion of the 42nd AGM.

M/s. R D N A & Co. LLP., Chartered Accountants (FRN: 004435C/C400033), have given a confirmation and consent under Sections 139 and 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 to the effect that they are eligible to continue with their appointment and that they has not been disqualified in any manner from continuing as Statutory Auditors.

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4. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 38TH ANNUAL GENERAL MEETING (“MEETING”) IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
5. Pursuant to the provisions of Section 105 of the Act, a person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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 a proxy for any other person or member.
6. The Register of Members and Share Transfer Books of the Company shall remain closed on September 20, 2019 for the purpose of the Annual General Meeting and E-voting.
7. Corporate members intending to send their Authorised Representatives to attend the AGM pursuant to Section 113 of the Act are requested to send a duly certified copy of the relevant Board Resolution together with the specimen signature(s) of their representative(s) who are authorised to attend and vote on their behalf at the Meeting.
8. In case of joint holders attending the AGM, the joint holder who is highest in the order of names will be entitled to vote at the AGM.
9. Members, Proxies and Authorised Representatives are requested to bring to the AGM, the Attendance Slips enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No., along with their copy of the Annual Report at the time of attending the Meeting. Please note that Annual Report copies shall not be available / distributed at the AGM Venue.
10. SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018, amended Regulation 40 of SEBI Listing Regulations pursuant to which from April 1, 2019, onwards securities can be transferred only in dematerialized form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares. SEBI vide Press Release dated March 27, 2019 has clarified that the share transfer deed(s) once lodged prior to the deadline of March 31, 2019 and returned due to deficiency in documents submitted, may be re-lodged for transfer.
11. The Annual Report 2018–19, the Notice of the 38th AGM, along with the Attendance Slip, Proxy Form and E-Voting particulars, are being sent through the electronic mode to members whose E-mail addresses are registered with the Company / Depository Participants/ Registrar and Share Transfer Agent, unless a member has requested for a physical copy of the Annual Report. For members who have not registered their E-mail addresses, the physical copies to them are being sent by the permitted mode. Members may also note that the Annual Report for the financial year ended March 31, 2019 including the Notice of the 38th AGM will also be made available on the website of the Company at www.luharukamediainfra.com for downloading.
12. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company then dividend and the shares in respect of such unclaimed dividends are liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules. For details of Dividend, please refer to Report on Corporate Governance which is a part of this Annual Report.
13. In compliance with provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, Annual Report for Financial Year 2018- 2019 of your Company has been sent via Electronic Mode (E-mail) to the Members whose E-mail ID was made available to us by the Depositories

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Participants. We request the Members to register / update their e-mail address with their Depository Participant, in case they have not already registered/ updated the same. Members who are holding shares in physical form are requested to get their email address registered with the Registrar and Share Transfer Agents.

Members are requested to join the Company in supporting the Green Initiative taken by Ministry of Corporate Affairs ("MCA") to effect electronic delivery of documents including the Annual Report and other documents to the Members at the E-mail addresses registered for the said purpose. Members are hereby requested to register their E-mail addresses with their Depository Participant or with Adroit Corporate Services Private Limited Registrar and Share Transfer Agent (RTA) of the Company, for sending various Notices, Annual Report, Dividend intimation and other documents through Electronic Mode. Those members who have changed their E-mail Addresses are requested to register their E-mail ID / New Addresses with RTA, in case the shares are held in physical form and with the Depository Participants where shares are held in Demat mode

14. All the relevant documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company on all working days (From Monday to Friday) during the business hours up to the date of AGM.
15. The Members, desiring any information relating to the Accounts, are requested to write to the Company at the Registered Office of the Company, to enable us to keep the requisite information ready.
16. The Register of Directors, Key Managerial Personnel and their shareholding maintained under Section 170 and the Register of Contracts or Arrangements, in which the Directors are interested maintained under Section 189 of the Act, will be available for inspection at the AGM.
17. Pursuant to the SEBI Listing Regulations, the Company is required to maintain Bank details of its members for the purpose of payment of Dividends, etc. Members are requested to register / update their Bank details with the Company in case shares are held in physical form and with their Depository Participants where shares are held in dematerialised mode to enable expeditious credit of the dividend into their respective Bank accounts electronically through the Automated Clearing House (ACH) mode

18. **PROCESS AND MANNER OF E-VOTING:**

Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide the E-voting facility to members to exercise their right to vote on the resolutions proposed to be passed at the ensuing AGM by electronic means. The members, whose names appear in the Register of Members / List of Beneficial Owners as on Friday, September 20, 2019 i.e. Cut-off date are entitled to vote on the Resolutions set forth in this Notice. The members may cast their votes through electronic voting system from place other than the venue of the meeting (Remote E-voting).

The Remote E-voting period will commence on Sunday, September 22, 2019 (9.00 a.m. IST) and will end on Wednesday, September 25, 2019 (5.00 p.m. IST). In addition, the facility for voting through electronic mode, a Ballot voting system shall also be made available at the AGM venue for the members attending the AGM who have not cast their votes by Remote E-voting shall be eligible to vote at the AGM venue.

The Company has appointed Mrs. Ramadevi Satish Venigalla, Proprietor of M/s. Ramadevi Satish Venigalla and Associates, Practicing Company Secretaries, to act as a Scrutinizer, to scrutinize the entire voting process in a fair and transparent manner. The Members desiring to vote through Remote e-voting are requested to refer to the detailed procedure given hereinafter.

Procedure for Remote E-voting:

- I. In compliance with the provisions of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting

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services. The facility of casting the votes by the Members using an electronic voting system from a place other than the venue of the AGM (remote e-Voting) will be provided by National Securities Depository Limited (NSDL). Instructions for e-Voting are given herein below. Resolution(s) passed by Members through e-Voting is/are deemed to have been passed as if it/they have been passed at the AGM.

- II. Members are provided with the facility for voting through electronic voting system at the AGM and Members attending the AGM, who have not already cast their vote by remote e-Voting, are eligible to exercise their right to vote at the AGM.
- III. Members who have cast their vote by remote e-Voting prior to the AGM are also eligible to attend the AGM but shall not be entitled to cast their vote again. In case a Member votes by both the modes then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.
- IV. Members of the Company, holding shares either in physical form or in electronic form, as on the cutoff date i.e. Friday, September 20, 2019, may cast their vote by remote e-Voting. The remote e-Voting period commences on Sunday, September 22, 2019 (9.00 a.m. IST) and will end on Wednesday, September 25, 2019 (5.00 p.m. IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. The instructions for Members for e-Voting are as under: The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at www.evoting.nsdl.com

How to Log-in to NSDL e-Voting website?

- A. Visit the e-Voting website of NSDL. Open web browser by typing the following: www.evoting.nsdl.com either on a Personal Computer or on a mobile.
- B. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholders' section.
- C. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at eservices.nsdl.com with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- D. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
i) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
ii) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
iii) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example if Folio Number is 001*** and EVEN is 101456 then user ID is 101456001***

- E. Your password details are given below:
 - i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

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- ii) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- iii) How to retrieve your 'initial password'?
 - a. If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a pdf file. Open the pdf file. The password to open the pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your initial password'.
 - b. If your e-mail ID is not registered, your 'initial password' is communicated to you on your postal address.
- F. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
 - i) Click on 'Forgot User Details/Password (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - ii) Physical User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- G. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
- H. Now, you will have to click on 'Login' button.
- I. After you click on the 'Login' button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly

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authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ramavenigalla@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

The Chairman shall at the end of discussion on the AGM resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer through the Ballot facility, for all those members who are present at the AGM venue but have not cast their votes by availing the Remote e-voting facility.

4. The Scrutiniser shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through Remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and shall make, not later than 2 days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit to the Chairman or a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the e-voting forthwith.
 5. The Results declared alongwith the Report of the Scrutiniser shall be placed on the website of the Company www.luharukamediainfra.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorised by Chairman in writing. The results shall also be immediately forwarded to BSE Limited where the Company's shares are listed.
19. Member(s) can opt for only one mode of voting i.e. either through Remote e-voting or Ballot voting at the AGM. In case a member has cast multiple votes, then voting done by e-voting will be treated as valid.
 20. The resolution shall be deemed to be passed on the date of the AGM, subject to receipt of sufficient votes through a compilation of Remote e-Voting and voting through ballot held at the AGM.
 21. A Route Map showing directions to the venue of the 38th AGM is annexed to the Notice as per the requirement of the Secretarial Standard - 2 on General Meetings

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Additional information on Directors recommended for Appointment [Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings] Item No. 2:

Name of the Director	Ms. Deepika Agrawal
Director Identification Number	06644785
Date of birth	09.10.1992
Age (in years)	26 years
Date of Appointment	06.08.2016
Nationality	Indian
Qualification	Post Graduate from the Mumbai University
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 4 years of experience in the field of Commerce & Management.
No. of shares held in the Company	Nil
Directorships held in other public companies and Section 8 companies)	<ul style="list-style-type: none">• Flora Fountain Properties Limited• Luharuka Media & Infra Limited• Hubbert & Fabiola Distilleries Private Limited
Memberships/ Chairmanships of Committees of other public companies (includes only Audit Committee and Stakeholders Relationship Committee)	Luharuka Media & Infra Limited 1.Stakeholder Relationship Committee- Chairman 2.Nomination & Remuneration Committee- Membership
Inter-se relationships between Directors	Sister of Mr. Ankur Agrawal, Managing Director
No. of Board Meeting attended during the year of the Company	4 of 4
Key Terms and Conditions of the appointment	As per Item no. 2 of this Notice. Retirement by rotation.
Remuneration last drawn	As given in Corporate Governance Report.

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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. 3

Your Company generally enters into transaction with related parties as prescribed in the table of resolution no. 3 in ordinary course of business and at arm's length basis, which would fall in the definition of "Related Parties" under the Companies Act, 2013 ("the Act") and/or the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Section 188 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules') exempts a company from obtaining consent of the Board of Directors and the members in case the related party transactions entered into by the Company are in the ordinary course of business and on arm's length basis.

However, Regulation 23 of the SEBI Listing Regulations requires approval of the members through a resolution for all material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis, if the same is not exempt under Regulation 23(5) of the SEBI Listing Regulations. For this purpose, a transaction with a related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements.

Your Company had entered into related transactions falling under the category of material related party transaction requiring shareholders' approval. Further, your Company may have to enter into similar material related party transactions in future requiring shareholders' approval, the framework of which has been recommended by the Audit Committee and approved by the Board of Directors of the Company in the text of the resolution proposed in the Notice. All the material related party transactions entered/to be entered into by the Company (for which members approval is being sought) are/would be on arm's length basis and in the ordinary course of business and approval of the Audit Committee / Board is obtained/would be obtained, wherever required.

Information required to be given in the explanatory statement pursuant to Rule 15 of Rules forms part of the resolution.

Shareholders' approval by way of a Special Resolution is therefore sought for the resolution set out in this Notice in terms of Regulation 23 of the SEBI Listing Regulations.

BY ORDER OF THE BOARD OF DIRECTORS OF LUHARUKA MEDIA & INFRA LIMITED

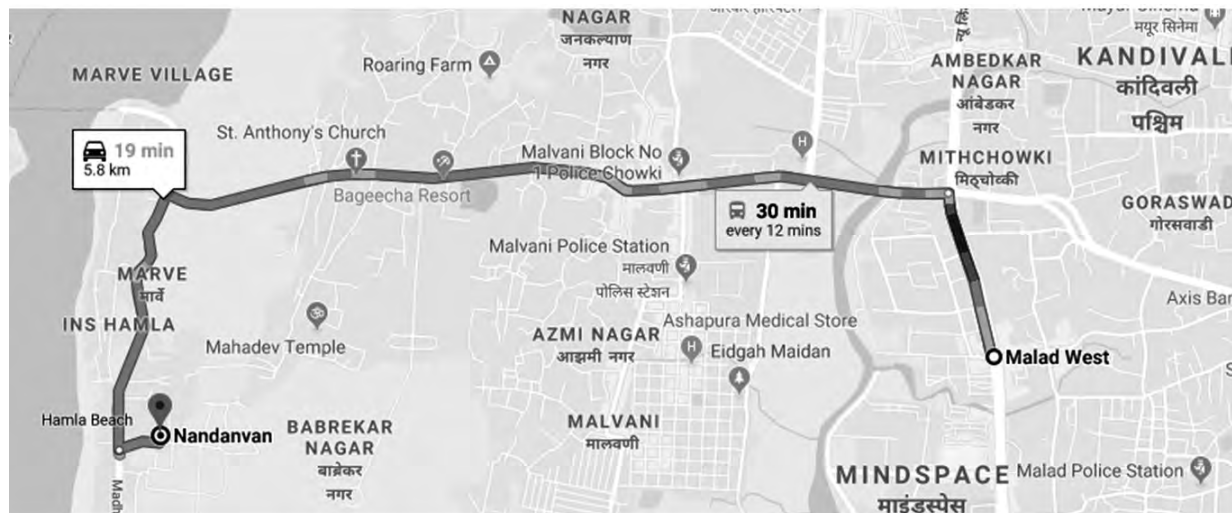
**SD/-
ANKUR ANIL AGRAWAL
MANAGING DIRECTOR
DIN: 06408167**

**DATE: AUGUST 08, 2019
PLACE: MUMBAI**

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ROUTE MAP OF THE 38TH ANNUAL GENERAL MEETING OF LUHARUKA MEDIA & INFRA LIMITED WILL BE HELD ON THURSDAY, SEPTEMBER 26, 2019 AT 04.00 P.M. AT NANDANVAN, PATEL WADI, OPP JJ BUS STOP, NEAR INS HAMLA, MARVE AKSA ROAD, MALAD (WEST), MUMBAI-400095:



E-COMMUNICATION REGISTRATION FORM (FOR PHYSICAL HOLDER OF SHARES / FOR MEMBERS NOT YET UPDATED THEIR E-MAIL ID OR BANK ACCOUNT DETAILS WITH THE COMPANY)

To,
Adroit Corporate Services Pvt. Ltd
Register and Shares transfer Agent
19, Jafer Bhay Industrial Estate, 1st Floor, Makwana Road, Marol Naka Andheri (E),
Mumbai – 400059. Tel: +91 (0)22 42270400 Email: info@adroitcorporate.com Website: www.adroitcorporate.com

Folio No. / DP ID & Client ID	
Name of the sole / first named Member	
Name of joint holder(s)	
Registered Address of Member	
E Mail ID to be registered	
Mobile No (optional)	

Bank Account Details : (for electronic credit of unpaid dividends and all future dividends)	
Name of the Bank	
Name of the Branch	
Account Number (as appearing in your cheque book)	
Account Type (Saving / Current / Cash Credit)	
MICR Number (as appearing on the MICR cheque issued by the bank) Please enclose a photocopy of a cheque for verification	
IFSC Code	

Date: __ _ _ 20__

Signature of the Member: _____

Note:

1. Members holding shares in demat form are requested to fill up prescribed registration form with their Depository Participant (DP).
2. Members are requested to keep DP / RTA / Company informed as and when there is any change in the Email address. Unless the E-mail ID given above is changed by you by sending another communication in writing / E-mail, the Company will continue to send the documents to you on the above mentioned E-mail ID.
3. Members hereby authorize Company to send all the correspondence on the above mentioned E-mail ID.
4. Please enclose a self-attested copy of PAN card of the members, original cancelled cheque leaf, Bank pass book and address proof viz., Aadhaar card as required for updating of the details along with this form.

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DIRECTORS' REPORT

To the Members of the Company,

Your Directors have pleasure in presenting the 38th Annual Report on the business and operations of your Company with Audited Accounts for the Financial year ended March 31, 2019. The financial results of the Company are summarized below:

FINANCIAL RESULTS

(Amount in Rupees)

PARTICULARS	For the year ended March 31, 2019	For the year ended March 31, 2018
Revenue from Operations	1,07,16,653	1,99,06,616
Other Income	61,798	-
Total Revenue from Operations	1,07,78,451	1,99,06,616
Total Expenses	71,30,619	1,45,16,235
Profit before Tax	36,47,832	53,90,381
Current Tax Expenses	9,71,500	14,21,900
Deferred Tax	(17,161)	-
Tax of earlier years	(6,830)	(2,44,314)
Profit for the Year	27,00,323	42,12,795
Earnings Per Share (EPS)	0.03	0.04

OPERATIONS

Luharuka Media & Infra Limited (LMIL) is a NBFC and infrastructure 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 NBFC it is now developing to position itself between the organized banking sector and local money lenders, offering the customers competitive, flexible and timely lending services.

FINANCIAL PERFORMANCE

The Revenue from operation stood at Rs. 1,07,16,653 compared with Rs. 1,99,06,616 in the Previous Year. The Net Profit for the year stood at Rs. 27,00,323 against Rs. 42,12,795 reported in the Previous Year.

DIVIDEND

Based on Company's Financial performance, the Shareholders, at the 37th Annual General Meeting held on September 24, 2018 had approved the payment of a Final Dividend for the financial year 2017-18 @ of Rs. 0.01 per Equity Share (face value of Re. 1/- each) i.e. @1%.

Further, based on the financial performance of the Company for the year 2018-19 and with a view to conserve financial resources, the Board of Directors have not recommended any dividend for the period under review.

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2019 remained at Rs. 9,37,20,000. During the period under review, your Company has not issued any share including Sweat Equity, ESOP and/or Convertible Debentures.

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TRANSFER OF UNCLAIMED DIVIDEND AMOUNTS AND CONCERNED SHARES TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF) AUTHORITY

Pursuant to the applicable provisions of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (including any statutory modification(s) and / or reenactment(s) thereof for the time being in force), during the year under review the unpaid/unclaimed dividend for the financial year 2010-11 and further 91,652 shares for which no dividend was claimed for seven consecutive years were transferred to the IEPF Authority established by the Central Government. The list of shareholders whose shares and dividends were transferred to IEPF Authority was made available on the website of the Company at www.luharukamediainfra.com

Further, the Members may note that the Company will be transferring unpaid/unclaimed dividend and the shares to the IEPF Authority for its Dividend Account of financial year 2011-12 which is due in October, 2019. The Company will be sending individual correspondence to respective shareholders and will be publishing newspaper advertisement for claiming the unpaid/unclaimed dividend in respect of which dividend has not been en-cashed or claimed by the members for 7 consecutive years or more. The shareholders are once again requested to claim their unpaid/unclaimed dividend to avoid the transfer to IEPF Authority.

Members who have not yet en-cashed their Final Dividends from financial year 2011-12 and thereafter are requested to make their claims to the Company / RTA. Members are requested to quote folio numbers / DP ID – Client ID in all their correspondence.

TRANSFER TO RESERVES

There was no amount from profit, which was transferred to General Reserves during the year under review.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to Financial Statements as on March 31, 2019 forming a part of this Annual Report.

DEPOSITS

During the year under review, your Company has not accepted any Deposits within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force).

PARTICULARS OF HOLDING, SUBSIDIARY, ASSOCIATE COMPANIES & JOINT VENTURE

The Company has no Holding or Subsidiary or Associates or Joint Venture Company as on 31st March, 2019. Accordingly, the Company has no material Subsidiary.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Company recognizes and embraces the importance of a diverse Board in its success. We believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical backgrounds, age and ethnicity that will help us retain our competitive advantage.

Your Company's Board comprises a mix of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director with considerable experience and expertise across a range of fields such as finance, accounts, legal, Secretarial, and strategy. Except Executive Director and Independent Directors, all other directors are liable to retire by rotation as per the provisions of the Act. It is confirmed that there is no relationship between the directors' inter-se apart from Mr. Ankur Anil Agrawal and Ms. Deepika Anil Agrawal who are related to each other.

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During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission, perquisites and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board / Committees of the Company.

The details of the Directors, their meetings held during the year and the extracts of the Nomination and Remuneration Policy has been given in the Corporate Governance Report, which forms part of this Report.

In accordance with the provisions of Section 152 of the Act, Ms. Deepika Anil Agrawal, Director, retires by rotation at the forthcoming Annual General Meeting and, being eligible offers herself for re-appointment. The Board recommends re-appointment for the consideration of the Members of the Company at the forthcoming Annual General Meeting. Brief profile of Ms. Deepika Agrawal has been given in the Notice convening the Annual General Meeting.

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.

The following are the Board of Directors of the Company:

Sr. No.	Name of the Person	DIN	Category
1	Mr. Ankur Anil Agrawal	06408167	Managing Director
2.	Ms. Deepika Anil Agrawal	06644785	Non-Executive Director
3	Mr. Devendra Lal Thakur	00392511	Independent Director
4	Mr. Milin Jagdish Ramani	07697636	Independent Director (appointed w.e.f. 14.08.2018)
5	Mrs. Suchi Bansal	02330778	Independent Director (resigned w.e.f 14.12.2018)

There was no change in the composition of Board of Directors during the year under review except Mr. Milin Ramani who was appointed as Independent Director of the Company for a period of 5 years at the 37th Annual General Meeting of the Company held on September 24, 2018. Further Mrs. Shuchi Bansal- Independent Director of the Company resigned w.e.f 14.12. 2018 due to personal reason, other personal engagement and availability of time. There was other material reason other than mentioned above.

The Company has following persons as Key Managerial Personnel under the Companies Act, 2013:

Sr. no	Name of the Person	Designation
1	Mr. Ankur Agrawal	Managing Director
2	Mr. Pravin Gupta	Chief Financial Officer (appointed w.e.f. 14.08.2018)
3	Mr. Sharad Premshankar Mishra	Chief Financial Officer (resigned w.e.f. 03.08.2018)
4	Ms. Bhavana Patel	Company Secretary (resigned w.e f .12.04.2019)

However, Company is under process to recruit a suitable candidate for the post of Company Secretary.

Remuneration and other details of the said Key Managerial Personnel for the financial year ended March 31, 2019 are provided in the Corporate Governance Report.

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Board Evaluation

The Board of Directors have carried out an annual evaluation of its own performance, Board, Committees, and Individual Directors pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations.

The performance of the Board was evaluated after seeking inputs from all the Directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the Board after seeking inputs from the Committee Members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc. The above criteria are based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, the Board as a whole and the Chairman of the Company was evaluated, taking into account the views of Executive Directors and Non-Executive Directors.

The Board and the Nomination and Remuneration Committee reviewed the performance of Individual Directors on the basis of criteria such as the contribution of the Individual Director to the Board and Committee Meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In the Board Meeting that followed the Meeting of the Independent Directors and meeting of Nomination and Remuneration Committee, the performance of the Board, its Committees, and Individual Directors was also discussed.

Number of Board Meetings

During the year 4 (Four) Board Meetings were conducted. The details of the meetings and attendance thereof has been given in Corporate Governance Report forming part of this Annual Report.

Remuneration Policy for the Directors, Key Managerial Personnel and other Employees

In terms of the provisions of Section 178(3) of the Act and Regulation 19 read with Part D of Schedule II to the SEBI Listing Regulations, the Nomination and Remuneration Committee is responsible for formulating the criteria for determining qualification, positive attributes and independence of a Director. The Nomination and Remuneration Committee is also responsible for recommending to the Board, a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees.

The Company has a Nomination and Remuneration Policy for Directors and Senior Managerial Personnel approved by the Nomination and Remuneration Committee and the Board. The policy is available at the website of the Company at www.luharukamediainfra.com

Independent Directors

In terms of Section 149 of the Companies Act, 2013 and the SEBI Listing Regulations, Mr. Devendra Lal Thakur and Mr. Milin Jagdish Ramani are the Independent Directors of the Company as on date. The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 read with rules framed there under and Regulation 16(1)(b) of the SEBI Listing Regulations.

Familiarization program for Independent Director(s)

The Company had conducted various sessions during the financial year to familiarize Independent Directors with the Company, their roles, responsibilities in the Company, nature of the industry, business model, processes & policies and the technology and the risk management systems of the Company. The details of such familiarization programmers' and conditions of their appointment are displayed on the website of the Company.

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Committees of the Board

The following statutory Committees constituted by the Board function according to their respective roles and defined scope:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee

Details of composition, terms of reference and number of meetings held for respective committees are given in the Report on Corporate Governance, which forms a part of this Annual Report. Further, during the year under review, all recommendations made by the all the Committees have been accepted by the Board.

MANAGEMENT DISCUSSION & ANALYSIS REPORT (MDAR)

As required by Regulation 34(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Management Discussion and Analysis Report is part of this Annual Report. The state of the affairs of the business along with the financial and operational developments has been discussed in detail in the Management Discussion and Analysis Report.

CASH FLOW AND CONSOLIDATED FINANCIAL STATEMENTS

As required under Regulation 34 of the SEBI Listing Regulations, a Cash Flow Statement for the year ended on March 31, 2019 is annexed hereto as a part of the Financial Statements forming a part of this Annual Report.

The Company does not have any subsidiaries and hence not required to publish Consolidated Financial Statements.

LISTING WITH THE STOCK EXCHANGES

Your Company's equity shares are listed on the BSE Limited. Annual listing fees for the Financial Year 2018-19 and 2019-20 have been paid to BSE Limited.

CORPORATE GOVERNANCE REPORT

Our Corporate Governance practices are a reflection of our value system encompassing our culture, policies, and relationships with our stakeholders. Integrity and transparency are key to our corporate governance practices to ensure that we gain and retain the trust of our stakeholders at all times. Corporate Governance is about maximizing shareholder value legally, ethically and sustainably.

Pursuant to SEBI Listing Regulations, a separate chapter titled 'Corporate Governance Report' has been included in this Annual Report, along with the report on Management Discussion and Analysis.

All Board Members and Senior Management Personnel have affirmed the compliance with the Code of Conduct for the year 2018-19. A declaration to this effect signed by the Managing Director of the Company is annexed to the Corporate Governance Report.

The Managing Director and Chief Financial Officer have certified to the Board with regard to the financial statements and other matters as required under Regulation 17(8) of the SEBI Listing Regulations. Certificate from the Secretarial Auditors regarding compliance of conditions of Corporate Governance is annexed to the Corporate Governance Report.

RELATED PARTY TRANSACTIONS

The Company has revised its Policies on determining materiality of related party transactions and also on dealing with Related Party Transactions in accordance with the amendments to the applicable SEBI Listing Regulations. The same has been posted on the website of the Company at www.luharukamediainfra.com. During the year under review, the Company

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has entered into transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 read with Companies (Specification and Definitions Details) Rules, 2014, all of the which were at arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations. Omnibus approvals are given by the Audit Committee for the transactions, which are foreseen and are repetitive in nature on yearly basis. A statement of all Related Party Transactions is presented before the Audit Committee and the Board on a quarterly basis, specifying the nature, value and terms & conditions of the transactions. The said transactions were unanimously confirmed and approved by the Audit Committee as well as by the Board.

Accordingly, particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 along with the justification for entering into such contract or arrangement in **Form AOC-2** is given as **Annexure-1** of this Report. However, the Directors draw attention of the members to the Notes of the Standalone Financial Statement, which sets out, related party transaction disclosures.

Further, the approval of the Shareholders is sought for the transactions entered/to be entered with the related party(ies), exceeding 10% of the turnover of the Company as provided under Rule 15 of the Companies (Meeting of Board and its Power) Rules, 2015, for the financial year 2018-19 and 2019-20. (Please refer to Item No. 3 of the Notice). The Board recommends the approval of the shareholders for the related party transactions.

AUDITORS

Statutory Auditor

M/s. R D N A and Co. LLP, Chartered Accountant were appointed as the Statutory Auditors of the Company at 37th Annual General Meeting ("AGM") to hold office for a period of five years commencing from the conclusion of the 37th AGM held on 24th September, 2018 till the conclusion of the 42nd AGM of the Company.

The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors.

Further, the report of the Statutory Auditors along with the notes is enclosed with the Financial Statements. The Auditors have issued modified opinion on the Financial Statements for the financial year ended March 31, 2019 as mentioned below:

The Company has done Contravention of Accounting Standard 15 on Accounting for retirement benefit of employees. As stated in Point No. 9 of Note No. 1 of significant Accounting Policies followed by the company, the company is not making any provision for the Gratuity as the same is accounted for on payment basis. This is contravention of Accounting Standard 15 on Accounting for retirement benefits of employees and Whole-Time Company Secretary resigned in April, 2019 and as on report date No Whole Time Company Secretary in Company this is contravention of Section 203 of the Act read with companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Management's Explanation:

For-payment of gratuity, it is accounted for on payment basis and the Company is under process to recruit a suitable candidate for the post of Company Secretary.

Further, the Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

Secretarial Auditor:

M/s. R M Mimani & Associates LLP, Practicing Company Secretaries were appointed as Secretarial Auditors of the Company to conduct a Secretarial Audit of records and documents of the Company for Financial Year 2018-2019. The Secretarial Audit Report for the financial year ended March 31, 2019 under Companies Act, 2013, issued by M/s R. M. Mimani & Associates LLP, Practicing Company Secretaries, in the prescribed **Form MR-3** is annexed as **Annexure-2** to this Report.

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Internal Auditor

M/s. Siddhant Shah and Associates, Practicing Chartered Accountants, Mumbai performs the duty as Internal Auditor of the Company for the Financial Year 2018-19 and their reports are reviewed by the Audit Committee on quarterly basis and recommended to the Board. Further, M/s. Siddhant Shah and Associates, Practicing Chartered Accountants, Mumbai continue to act as Internal Auditors of the Company for the Financial Year 2019-20.

Cost Auditor

The Company is not required to appoint cost auditor pursuant to provisions of Section 148 of the Companies Act, 2013 and rules made thereunder.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company as part of the 'vigil mechanism' has in place a 'Whistleblower Policy' to deal with instances of fraud and mismanagement, if any. The Whistleblower Policy has been placed on the website of the Company viz www.luharukamediainfra.com. This vigil mechanism of the Company is overseen by the Audit Committee and provides adequate safeguard against victimization of employees and also provide direct access to the Chairperson of the Audit Committee in exceptional circumstances. During the year under review, the Company has not received any complaint.

INTERNAL CONTROL SYSTEMS:

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

Internal Financial Controls over Financial Reporting (IFCoFR)

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been received from the Statutory Auditors and the Internal Auditors of the Company on the inefficiency or inadequacy of such controls apart from the observations mentioned by the Auditors, appearing elsewhere in this Report. Based on the framework of Internal Financial Controls and compliance systems established and maintained by the Company, audit and reviews performed by the Internal, Statutory and Secretarial Auditors and the reviews undertaken by the Management and the Audit Committee, the Board is of the opinion that the Company's Internal Financial Controls have been adequate and effective during the year under review.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to sub- section (5) of Section 134 of the Companies Act, 2013 and to the best of their knowledge and belief and according to the information and explanations obtained / received from the operating management, your Directors make the following statement and confirm that-

- i. In the preparation of the annual accounts for the year ended March 31, 2019, the applicable accounting standards have been followed and there are no material departures.
- ii. The Directors have 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.
- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

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- iv. The Directors have prepared the annual accounts on a going concern basis.
- v. 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.
- vi. The Directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Conservation of Energy and Technology Absorption:

The operations of the Company are entirely service based and thus essentially, the Company is non-energy intensive organization. The Company has optimization of power usage as well as higher operational efficiency. Further, the Company has reduced the power consumption during the year through monitoring energy use and installing LED lights. The Company's operations do not require significant import of technology.

Foreign Exchange Earnings and Outgo: Total Foreign Exchange used and earned by the Company is as follows:

Particulars	Year Ended 31 March, 2019	Year Ended 31 March, 2018
Foreign Exchange Used	-	-
Foreign Exchange Earned	-	-

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The Company has zero tolerance towards any action on the part of any employee which may fall under the ambit of 'Sexual Harassment' at workplace, and is fully committed to provide a safe and conducive work environment to all its employees and associates to uphold and maintain the dignity of every women employee working in the Company. The Company's Policy provides for protection against sexual harassment of women employees at workplace and for prevention and redressal of such complaints. During the year under review, the Company has not received any complaint. No cases of child labour, forced labour and involuntary labour were reported during the year.

CODE OF CONDUCT

Regulation 17(5) of the SEBI Listing Regulations requires listed companies to lay down a code of conduct for its directors and senior management, incorporating duties of directors as laid down in the Companies Act, 2013. The Company has also adopted a Code of Conduct for Directors and senior management. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts. A declaration duly signed by the Managing Director is given under Corporate Governance Report appearing elsewhere as a separate section in this Annual Report. The said code of conduct is posted on Company's website www.luharukamediainfra.com. The Board members and senior management personnel have affirmed compliance with the said code of conduct.

PREVENTION OF INSIDER TRADING

The Company has amended the Insider Trading Policy with effect from April 01, 2019 in line with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018. This policy includes policy and procedures for inquiry in case of leak of UPSI or suspected leak of UPSI. The code of conduct and code of fair disclosure framed by the Company have helped in ensuring compliance with the requirements. The amended policy is available on our website at www.luharukamediainfra.com

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RISK MANAGEMENT

Pursuant to section 134 (3) (n) of the Companies Act, 2013, the company has adequate risk management mechanism and is periodically reviewed by the Board. The major risks identified by the business are systematically addressed through mitigating actions on a continuing basis and cost-effectively risks are controlled to ensure that any residual risks are at an acceptable level. Whilst it is not possible to eliminate the risk absolutely effort is underway to actively promote and apply best practices at all levels and to all its activities including its dealing with external partners.

Further, your Company has put in place a Risk Management Policy which aims at enhancing shareholders' value and providing an optimum risk-reward trade off. The risk management approach is based on a clear understanding of the variety of risks that the organization faces, disciplined risk monitoring and measurement and continuous risk assessment and mitigation measures.

EXTRACT OF ANNUAL RETURN

As required by Section 92(3) of the Act read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of the Annual Return in **Form MGT-9** is annexed herewith as **Annexure - 3** to this Report.

SECRETARIAL STANDARDS

Your Company has complied with the applicable Secretarial Standard SS-1 and SS-2 with respect to Board Meetings and General Meetings respectively specified by the Institute of Company Secretaries of India.

CORPORATE SOCIAL RESPONSIBILITY

The Company does not come under the purview of the provisions of Section 135 of the Companies Act, 2013 read with the Rules prescribed therein, relating to Corporate Social Responsibility.

HUMAN RESOURCES (HR) AND PARTICULARS OF EMPLOYEES

As on March 31, 2019, the Company had a total head count of 5 employees. The Directors wish to place on record their appreciation and acknowledgment of the efforts and dedication and contributions made by employees at all levels during the year under review. The Company continues to focus on attracting new talent & help them to acquire new skills, explore new roles and realize their potential. The disclosure pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **Annexure - 4** to this Report.

During the year under review, there are no employees who come within the purview of Section 134 (3)(q) of the Companies Act, 2013 read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

CHANGES IN THE NATURE OF BUSINESS

There has been no change in the nature of business of the Company.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

During the year under review, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations and legal compliances apart from below:

- Ex-parte order dated December 10, 2018 of Hon'ble High Court of Delhi in matter of Tomorrowland Technologies Exports Limited through Mr. Pavan Sachdeva, the Company had paid Rs. 10 lakhs to Tomorrowland Technologies Exports Limited through Mr. Pavan Sachdeva and further the Company had received the letter dated May 14, 2019

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from SEBI for delay in the disclosure of aforesaid details as per Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

- The Company has entered into a Development Agreement with M/s. Krishna Sagar Builders Ltd. to develop a property situated at Charkop Village, Kandivali (West) admeasuring total area of 1138.78 Sq. Mtrs. The present status of the project developments is under litigation.
- The company has entered into a Joint Venture Agreement with M/s. Krishna Developers through its proprietor Mr. Rajeev Kashyap to develop the property situated at CTS No.484 at Gulmohar Road, Juhu, Mumbai. The present status of the project developments is under litigation.
- As per the SEBI vide its letter bearing no. SEBI/HO/ISD/OW/P/2017/18183 dated August 7, 2017, Luharuka Media & Infra Ltd was identified as one of shell company by Ministry of Corporate Affairs and accordingly the BSE Ltd had initiated that these company shares has been moved to GSM framework under Stage VI w.e.f August 8, 2017. Therefore as per the provisions of GSM framework the trading of the securities shall be permitted once a month. Subsequently, BSE Ltd, under directions from SEBI asked the Company to submit various documents and clarifications in this regard which were promptly submitted by the Company. BSE Ltd, after review of the documents and clarifications submitted by the Company, further issued Exchange Notice No. 20180209-22 dated 09/02/2018 wherein the trading in securities of the company was reverted to the status as it stood prior to issuance of letter dt. 07/08/2017 by SEBI with effect from 12/02/2018. Further, the promoters and directors in these Companies are permitted only to buy the securities and they are not allowed to sell their existing holding. BSE Ltd also appointed M/s. Satya Prakash Mangal & Co., Chartered Accountants ("Audit firm"), as Forensic Auditor vide its letter dated 20/02/2018 being ref. no. L/SURV/OFL/KM/2017-18/SHELL/COMP/512048/2. The forensic auditor asked for several documents and raised queries from time to time. The company has submitted the requisite information to them. The Forensic Auditor held its closure meeting on 18/04/2018 wherein they met the KMPs of the Company and asked relevant queries in person which were duly responded to by the company. No further order or direction has been received by the company from the Forensic Auditor.

ACKNOWLEDGEMENT

Your Directors takes this opportunity to place on record our deep appreciation to our shareholders, customers, business partners, vendors, bankers, financial institutions, regulatory and government authorities for all the support rendered during the year under review.

The Directors also thank the Government of India, Governments of various states in India and concerned Government departments and agencies for their co-operation.

The Board places on record sincere gratitude and appreciation for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year and their families for making the Company what it is.

BY ORDER OF THE BOARD OF DIRECTORS OF LUHARUKA MEDIA & INFRA LIMITED

**SD/-
ANKUR ANIL AGRAWAL
MANAGING DIRECTOR
DIN: 06408167**

**DATE: AUGUST 08, 2019
PLACE: MUMBAI**

Annual Report 2018-2019

ANNEXURE - 1

FORM AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with Related Parties referred to in sub-section (1) of section 188 of the Act including certain arm's length transactions Under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL
2. Details of material contracts or arrangement or transactions at arm's length basis:

Sr. No	Particulars	
a)	Name (s) of the related party	Flora Fountain Properties Limited
	Nature of Relationship	Related Directors
b)	Nature of contracts/arrangements/transaction	Loan given
c)	Duration of the contracts /arrangements /transaction	April 01, 2018 to March 31, 2019
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs. 2,23,00,000
e)	Date of approval by the Board	May 30, 2018
f)	Amount paid as advances, if any	None

BY ORDER OF THE BOARD OF DIRECTORS OF LUHARUKA MEDIA & INFRA LIMITED

SD/
ANKUR ANIL AGRAWAL
MANAGING DIRECTOR
DIN: 06408167

DATE: AUGUST 08, 2019
PLACE: MUMBAI

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

ANNEXURE - 2

Form No. MR.3

Secretarial Audit Report for the financial year ended on March 31, 2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and the Rule 9 of the companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014]

To,
The Members

Luharuka Media & Infra Limited

(CIN: L65100MH1987PLC044094)

A-301, Hetal Arch, Opposite Natraj Market

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

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Luharuka Media & Infra Limited** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made there-under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there-under;
- III. The Depositories Act, 1996 and the Regulations and bye-laws framed there-under;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there-under to the extent applicable.
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company;
 - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- VI. Other law applicable specifically to the Company, as detailed below;
 - i. The Reserve Bank of India Act, 1934
 - ii. Rules, regulation and guidelines issued by the Reserve Bank of India as are applicable to the Non-Banking Financial Company (NBFC)

We have also examined compliance with the applicable clauses of the following;

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India related to the meetings of Board of Directors and General Meetings;
- (ii) The SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and listing agreement entered into by the Company with Stock Exchanges in India.

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company and test verification on random basis carried out for compliances under other applicable Acts, Laws and Regulations to the Company

The compliance by the Company of the applicable direct tax laws, indirect tax laws and other financial laws has not been reviewed in this Audit, since the same have been subject to review by the other designated professionals and being relied on the reports given by such designated professionals.

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We report that, during the financial year under review, the Company has complied with the provisions of the Act, rules, regulations, guidelines as mentioned above, subject to delay in disclosure of one of the matter as required under regulation 30 of LODR, 2015

During the financial year under review, provisions of the following regulations were not applicable to the Company;

- i. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- iii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- iv. The Securities and Exchange Board of India (Issue of Debt Securities) Regulations, 2008
- v. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999
- vi. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and there was no formal system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.
- Decisions at the meetings of Board of Directors of the Company and Committee thereof were carried out with requisite majority.

We further report that based on the information provided and representation made by the Company and also on the review of compliance reports of the respective department duly signed by the department head and Compliance Certificate(s) of the Managing Director/Company Secretary/CFO taken on record by the Board of Directors of the Company, in our opinion system and process exists in the company require further strengthening to commensurate with the size and operations of the Company to monitor and ensure compliance with the applicable laws, rules, regulations and guidelines.

We further report during the financial year under review, following specific events/actions having a major bearing on the affairs of the Company in pursuance of any of the above referred laws, rules, regulations, guidelines standards etc. are occurred;

- The Company has included in the list of suspected shell Company issued by the Ministry of Corporate Affairs vide its letter F.No.03/73/2017-CL-II dated June 09, 2017 and subsequently BSE Limited has vide its letter Ref. no. L/SURV/OFL/KM/2017-18/SHELL/COMP/512048/2 dated February 20, 2018 has order forensic audit of Books of accounts and other documents of the Company, which is still under process during the audit period.
- Securities and Exchange Board of India (SEBI) vide its interim order dated December 19, 2014 passed under section 11 and 11B has barred promoter group of the Company from accessing the capital Market, which was confirmed subsequently vide order dated April 02, 2018 and will continue to be restrained or prohibited from accessing the market or trading, as the case may be, for a further period of three years from the date of the order.

For R M MIMANI & ASSOCIATES LLP
[COMPANY SECRETARIES]
[Firm Registration No. I2001MH250300]

RANJANA MIMANI
(PARTNER)
FCS No: 6271
CP No : 4234

PLACE: MUMBAI
DATE: AUGUST 08, 2019

Note: This report is to be read with our letter of even date which is annexed as “Annexure A” and forms an integral part of this report.

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

Annexure – “A”

To,
The Members
Luharuka Media & Infra Limited
(CIN: L65100MH1987PLC044094)
A-301, Hetal Arch, Opposite Natraj Market
S.V.Road, Malad (West) Mumbai - 400064

Our Secretarial Audit Report of even date is to be read along with this letter;

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company;
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc.;
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For R M MIMANI & ASSOCIATES LLP
[COMPANY SECRETARIES]
[Firm Registration No. I2001MH250300]

RANJANA MIMANI
(PARTNER)
FCS No: 6271
CP No : 4234

PLACE: MUMBAI
DATE: AUGUST 08, 2019

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ANNEXURE - 3

FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

as on financial year ended on 31.03.2019
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of
the Company (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	L45400MH1987PLC044094
ii	Registration Date	17-07-1987
iii	Name of the Company	Luharuka Media & Infra Limited
iv	Category/Sub-category of the Company	Company Limited by Shares
v	Address of the Registered office & contact details	A-301, Hetal Arch, Opp. Natraj Maket, S.V. Road, Malad West, Mumbai 400064. Tel.: 02228449765, Fax: 02228892527 Email: info@luharukamediainfra.com Website: www.luharukamediainfra.com
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Adroit Corporate Services Pvt. Ltd. 19/20, Jafer Bhoj Industrial Estate, 1st floor, Makwana Road Marol, Andheri (East), Mumbai 400059. Tel.: 022 42270400, Fax: 022 28503748 Email: info@adroitcorporate.com Website: www.adroitcorporate.com E-2/3, Ansa Industrial Estate Sakivihar Road, Sakinaka, Andheri (E), Mumbai - 400072 Phone No.022-28470652, Fax No.022-28475207, Email: info@bigshareonline.com Website: www.bigshareonline.com

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

The Company is engaged in Infrastructure & Media Industry.

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

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

LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra Limited)

IV (i) SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Sr. No.	Category of Shareholder	No. of Shares held at the beginning of the year: 01/04/2018 00:0				No. of Shares held at the end of the year : 31/03/2019				% Change
		Demat	Physical	Total Shares	Total %	Demat	Physical	Total Shares	Total %	
(A)	Shareholding of Promoter and Promoter Group2									
	Indian									
(a)	INDIVIDUAL / HUF	42079103	0	42079103	44.90	42079103	0	42079103	42079103	44.90
(b)	Central / State government(s)	0	0	0	0.00	0	0	0	0	0.00
(c)	BODIES CORPORATE	6183660	0	6183660	6.60	6183660		6183660	6183660	6.60
(d)	FINANCIAL INSTITUTIONS / BANKS	0	0	0	0.00	0	0	0	0.00	0.00
(e)	ANY OTHERS (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
(i)	GROUP COMPANIES	0	0	0	0.00	0	0	0	0.00	0.00
(ii)	TRUSTS	0	0	0	0.00	0	0	0	0.00	0.00
(iii)	DIRECTORS RELATIVES	0	0	0	0.00	0	0	0	0.00	0.00
	SUB TOTAL (A)(1) :	48262763	0	48262763	51.50	48262763	0	48262763	51.50	0.00
	Foreign									
(a)	BODIES CORPORATE	0	0	0	0.00	0	0	0	0.00	0.00
(b)	INDIVIDUAL	0	0	0	0.00	0	0	0	0.00	0.00
(c)	INSTITUTIONS	0	0	0	0.00	0	0	0	0.00	0.00
(d)	QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0.00	0.00
(e)	ANY OTHERS (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
	SUB TOTAL (A)(2) :	0	0	0	0.00	0	0	0	0.00	0.00
	Total holding for promoters									
	(A)=(A)(1) + (A)(2)	48262763	0	48262763	51.50	48262763	0	48262763	51.50	0.00
(B)	Public shareholding									
	Institutions									
(a)	Central / State government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	FINANCIAL INSTITUTIONS / BANKS	0	0	0	0.00	0	0	0	0.00	0.00
(c)	MUTUAL FUNDS / UTI	0	0	0	0.00	0	0	0	0.00	0.00
(d)	VENTURE CAPITAL FUNDS	0	0	0	0.00	0	0	0	0.00	0.00
(e)	INSURANCE COMPANIES	0	0	0	0.00	0	0	0	0.00	0.00
(f)	FII'S	0	0	0	0.00	0	0	0	0.00	0.00
(g)	FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0.00	0	0	0	0.00	0.00

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Sr. No.	Category of Shareholder	No. of Shares held at the beginning of the year: 01/04/2018 00:0				No. of Shares held at the end of the year : 31/03/2019				% Change
		Demat	Physical	Total Shares	Total %	Demat	Physical	Total Shares	Total %	
(h)	QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0.00	0.00
(i)	ANY OTHERS (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
(j)	FOREIGN PORTFOLIO INVESTOR	0	0	0	0.00	0	0	0	0.00	0.00
(k)	ALTERNATE INVESTMENT FUND	0	0	0	0.00	0	0	0	0.00	0.00
	SUB TOTAL (B)(1) :	0	0	0	0.00	0	0	0	0.00	0.00
	Non-institutions									
(a)	BODIES CORPORATE									
(i)	Indian	15736282	0	15736282	16.79	12597782	0	12597782	13.44	(0.39)
(i)	Overseas	0	0	0	0.00					0.00
(b)	INDIVIDUAL									
(i)	(CAPITAL UPTO TO Rs. 2 Lakh)	13289252	0	13289252	14.18	13070162	0	13070162	13.95	0.27
(ii)	(CAPITAL GREATER THAN Rs. 2 Lakh)	16216445	0	16216445	17.3	19292124	0	19292124	20.58	0.13
(c)	ANY OTHERS (Specify)									
(i)	TRUSTS	0	0	0	0.00					(0.01)
(ii)	CLEARING MEMBER	100000	0	100000	0.11	281344	0	281344	0.30	0.00
(iii)	INVESTOR EDUCATION AND PROTECTION FUND	0	0	0	0.00	91652	0	91652	0.10	
(v)	NON RESIDENT INDIANS (INDIVIDUAL)	115258	0	116358	0.12	112663	0	112663	0.12	
	SUB TOTAL (B)(2) :	45457237	0	45457237	48.50	45457237	0	45457237	48.50	0.00
	Total Public Shareholding									
	(B)=(B)(1) + (B)(2)	93720000	0	93720000	48.50	93720000	0	93720000	48.50	0.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued									
(a)	SHARES HELD BY CUSTODIANS	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
(ii)	Public	0	0	0	0.00	0	0	0	0.00	0.00
	SUB TOTAL (C)(1) :	0	0	0	0.00	0	0	0	0.00	0.00
	(C)=(C)(1)	0	0	0	0.00	0	0	0	0.00	0.00
	Grand Total (A) + (B) + (C)	93720000	0	93720000	100.00	93720000	0	93720000	100.00	0.00

LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra Limited)

(ii) SHARE HOLDING OF PROMOTERS

Sr. No	NAME	Shareholding at the beginning of the year 01/04/2018			Shareholding at the end of the year 31/03/2019			% Change in shareholding during the year
		Number of Shares	% Shares of the Company	% of Shares Pledged/ encumbered to total shares	Number of Shares	% Shares of the Company	% of Shares Pledged/ encumbered to total shares	
1	COMFORT INTECH LIMITED	56,42,660	6.02	0.00	56,42,660	6.02	0.00	0.00
2	ANIL AGRAWAL HUF	4,20,79,103	44.90	0.00	4,20,79,103	44.90	0.00	0.00
3	COMFORT FINCAP LIMITED	5,41,000	0.58	0.00	5,41,000	0.58	0.00	0.00
		4,82,62,763	51.50	0.00	4,82,62,763	51.50	0.00	0.00

(iii) CHANGE IN PROMOTERS' SHAREHOLDING

Sr. No.	Particulars	Name of Promoter's	As On Date	No. of Shares held at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	COMFORT INTECH LIMITED	01-04-2018	56,42,660	6.02	56,42,660	6.02
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		6.02
	At the End of the year		31-03-2019	56,42,660	6.02	56,42,660	6.02
2	At the beginning of the year	COMFORT FINCAP LIMITED	01-04-2018	5,41,000	0.58	5,41,000	0.58
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	At the End of the year		31-03-2019	5,41,000	0.58	5,41,000	0.58
3	At the beginning of the year	ANIL AGRAWAL HUF	01-04-2018	4,20,79,103	44.90	4,20,79,103	44.9
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	At the End of the year		31-03-2019	4,20,79,103	44.9	4,20,79,103	44.9

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For Each of the Top 10 Shareholders	Name of Shareholder's	As On Date	No. of Shares held at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	SURAJ JHUNJHUNWALA	01/04/2018	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		23/11/2018	5600000	5.98	5600000	5.98
			29/03/2019	-200000	0.21	5400000	5.76
	At the End of the year		30/03/2019	0	0.00	5400000	5.76

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Sr. No.	For Each of the Top 10 Shareholders	Name of Shareholder's	As On Date	No. of Shares held at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
2	At the beginning of the year	PAVANKUMAR SANWARMAL	01/04/2018	4096000	4.37	4096000	4.37
	At the End of the year		30/03/2019	0	0.00	4096000	4.37
3	At the beginning of the year	SHARAD P KEDIA HUF	01/04/2018	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		13/07/2018	2514527	2.68	2514527	2.68
			17/08/2018	1211061	1.29	3725588	3.98
			02/11/2018	43912	0.05	3769500	4.02
	At the End of the year		30/03/2019	0	0.00	3769500	4.02
4	At the beginning of the year	PADMA IMPEX PRIVATE LIMITED	01/04/2018	3747645	4.00	3747645	4.00
	Date wise Increase / Decrease in Share holding during the year		27/04/2018	-47000	0.05	3700645	3.95
			04/05/2018	-145160	0.15	3555485	3.79
			11/05/2018	-435750	0.46	3119735	3.33
			18/05/2018	-116100	0.12	3003635	3.20
			25/05/2018	-150100	0.16	2853535	3.04
			01/06/2018	-155001	0.17	2698534	2.88
			08/06/2018	-136100	0.15	2562434	2.73
			15/06/2018	-166734	0.18	2395700	2.56
			22/06/2018	-183070	0.20	2212630	2.36
			29/06/2018	-150300	0.16	2062330	2.20
			06/07/2018	-143000	0.15	1919330	2.05
			13/07/2018	-184600	0.20	1734730	1.85
			20/07/2018	-73100	0.08	1661630	1.77
			27/07/2018	-112985	0.12	1548645	1.65
			03/08/2018	-126010	0.13	1422635	1.52
			10/08/2018	-67007	0.07	1355628	1.45
			17/08/2018	-80000	0.09	1275628	1.36
			24/08/2018	-193000	0.21	1082628	1.16
			31/08/2018	-160000	0.17	922628	0.98
			07/09/2018	-195000	0.21	727628	0.78
			14/09/2018	-119983	0.13	607645	0.65
			17/09/2018	-35000	0.15	572645	2.39
			21/09/2018	-125000	0.13	447645	0.48
			28/09/2018	-85000	0.09	362645	0.39
			05/10/2018	-189000	0.20	173645	0.19
			12/10/2018	-173645	0.19	0	0.00
	At the End of the year		30/03/2019	0	0.00	0	0.00

LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra Limited)

Sr. No.	For Each of the Top 10 Shareholders	Name of Shareholder's	As On Date	No. of Shares held at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
5	At the beginning of the year	COMFORT SECURITIES LTD - CLIENT ACCOUNT	01-04-2018	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		27/04/2018	442428	0.47	442428	0.47
			04/05/2018	194345	0.21	636773	0.68
			11/05/2018	514000	0.55	1150773	1.23
			18/05/2018	412200	0.44	1562973	1.67
			25/05/2018	213423	0.23	1776396	1.90
			01/06/2018	378910	0.40	2155306	2.30
			08/06/2018	330045	0.35	2485351	2.65
			15/06/2018	205000	0.22	2690351	2.87
			22/06/2018	388685	0.41	3079036	3.29
			29/06/2018	341538	0.36	3420574	3.65
			06/07/2018	22250	0.02	3442824	3.67
			13/07/2018	-2514227	2.68	928597	0.99
			20/07/2018	490747	0.52	1419344	1.51
			27/07/2018	38050	0.04	1457394	1.56
			03/08/2018	164115	0.18	1621509	1.73
			10/08/2018	171850	0.18	1793359	1.91
			17/08/2018	-665803	0.71	1127556	1.20
			07/09/2018	43227	0.05	1170783	1.25
			14/09/2018	-39315	0.04	1131468	1.21
			21/09/2018	1300	0.00	1132768	1.21
			05/10/2018	31917	0.03	1164685	1.24
			12/10/2018	48266	0.05	1212951	1.29
			19/10/2018	500	0.00	1213451	1.29
			02/11/2018	-43912	0.05	1169539	1.25
	At the End of the year		30/03/2019	0	0.00	1169539	1.25
6	At the beginning of the year	DARSHWANA TRADING PRIVATE LIMITED	01/04/2018	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		20/04/2018	1824862	1.95	1824862	1.95
			11/05/2018	-270000	0.29	1554862	1.66
			18/05/2018	-100000	0.11	1454862	1.55
			10/08/2018	-550000	0.59	904862	0.97
	At the End of the year		30/03/2019	0	0.00	904862	0.97

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Sr. No.	For Each of the Top 10 Shareholders	Name of Shareholder's	As On Date	No. of Shares held at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
7	At the beginning of the year	JAYINE TRADECOM PRIVATE LIMITED	01/04/2018	1824862	1.95	1824862	1.95
	Date wise Increase / Decrease in Share holding during the year		20/04/2018	-1824862	1.95	0	0.00
	At the End of the year		30/03/2019	0	0.00	0	0.00
8	At the beginning of the year	FIRST FINANCIAL SERVICES LTD	01/04/2018	1461659	1.56	1461659	1.56
	At the End of the year		30/03/2019	0	0.00	1461659	1.56
9	At the beginning of the year	VEERAM ORNAMENTS LIMITED	01/04/2018	1220988	1.30	1220988	1.30
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	At the End of the year		30/03/2019	0	0.00	1220988	1.30
10	At the beginning of the year	ARTMAN DEALCOM PRIVATE LIMITED	01/04/2018	903690	0.96	903690	0.96
	Date wise Increase / Decrease in Share holding during the year		15/03/2019	1108	0.00	904798	0.97
	At the End of the year		30/03/2019	0	0.00	904798	0.97
11	At the beginning of the year	CHANDRAKANT RAMJI VAGHASIA	01/04/2018	760000	0.81	760000	0.81
	At the End of the year		30/03/2019	0	0.00	760000	0.81
12	At the beginning of the year	NEXTEL GARMENTS PRIVATE LIMITED	01/04/2018	675000	0.72	675000	0.72
	Date wise Increase / Decrease in Share holding during the year		04/05/2018	-40000	0.04	635000	0.68
			11/05/2018	-50000	0.05	585000	0.62
			18/05/2018	-47600	0.05	537400	0.57
			25/05/2018	-200000	0.21	337400	0.36
			01/06/2018	91000	0.10	428400	0.46
			08/06/2018	-94000	0.10	334400	0.36
			15/06/2018	-30000	0.03	304400	0.32
			22/06/2018	-250000	0.27	54400	0.06
			29/06/2018	-19000	0.02	35400	0.04

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Sr. No.	For Each of the Top 10 Shareholders	Name of Shareholder's	As On Date	No. of Shares held at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
			06/07/2018	74000	0.08	109400	0.12
			13/07/2018	35000	0.04	144400	0.15
			20/07/2018	-104400	0.11	40000	0.04
			03/08/2018	-4000	0.00	36000	0.04
			10/08/2018	-30000	0.03	6000	0.01
			31/08/2018	39499	0.04	45499	0.05
	At the End of the year		30/03/2019	0	0.00	45499	0.05
13	At the beginning of the year	RANGAN VINCOM PRIVATE LIMITED	01/04/2018	607236	0.65	607236	0.65
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	At the End of the year		30/03/2019	0	0.00	607236	0.65

V Shareholding of Directors and KMP

Sr. No.	Name	Designation	No. of Shares held at the Beginning of the year	% of total Shares of the company	No. of Shares held at the End of the year	% of total Shares of the company
NIL						

VI INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	59,43,921	-	-	59,43,921
ii) Interest due but not paid		-	-	
iii) Interest accrued but not due		-	-	
Total (i+ii+iii)		-	-	
Change in Indebtedness during the financial year				
Additions	27,51,234	-	-	27,51,234
Reduction	-	-	-	-
Net Change	27,51,234	-	-	27,51,234
Indebtedness at the end of the financial year				
i) Principal Amount	86,95,155	-	-	86,95,155
ii) Interest due but not paid		-	-	
iii) Interest accrued but not due		-	-	
Total (i+ii+iii)		-	-	

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VII REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

Sr. No	Particulars of Remuneration	Name of the MD/WTD/Manager
1	Gross salary	Mr. Ankur Agrawal- Managing Director
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	NIL
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	
2	Stock option	
3	Sweat Equity	
4	Commission -as % of profit -others (specify)	
5	Others, please specify	
	Total (A)	
	Ceiling as per the Act	The above is within the limits as prescribed by the Act.

B. Remuneration to other directors:

Particulars of Remuneration	Name of the Directors			
	Mrs. Suchi Bansal (till December 14, 2018)	Mr. Devendra Lal Thakur	Ms. Deepika Agrawal	Mr. Milin Ramani (w.e.f. August 14, 2018)
(a) Fee for attending board committee meetings	Rs. 50,000	Rs. 70,000	Rs. 20,000	Rs. 35,000
(b) Commission	-	-		
(c) Others, please specify	-	-		
Total Managerial Remuneration	Rs. 50,000	Rs. 70,000	Rs. 20,000	Rs. 35,000
Overall Cieling as per the Act.	No Remuneration is paid to any of the Directors other than Managing Director & Whole Time Director.			

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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Chief Financial Officer	Chief Financial Officer	Company Secretary
1	Gross Salary	Mr. Sharad Premshankar Mishra (till August 03, 2018)	Mr. Pravin Gupta (w.e.f August 14, 2018)	Ms. Bhavana Patel (till April 12, 2019)
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	NIL	Rs. 2,71,890	Rs. 4,16,771
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commission - as % of profit - others, specify			
5	Others, please specify			
	Total	NIL	Rs. 2,71,890	Rs. 4,16,771

VIII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty			None		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			None		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			None		
Punishment					
Compounding					

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ANNEXURE - 4

Statement under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

1. The ratio of the remuneration of each Director and Key Managerial Personnel (KMP) to the median remuneration of the employees of the Company for the financial year 2018–19:

Name of Directors/ KMP	Designation	Ratio of Remuneration of each Director / Employee to the median remuneration	Remuneration (in Rs.)	
			FY 2018-19	FY 2017-18
Mr. Ankur Agrawal	Managing Director	N.A	NIL	NIL
Ms. Deepika Agrawal	Non-Executive Non-Independent Director	0.03	20,000	30,000
Mr. Devendra Lal Thakur	Non-Executive Independent Director	0.10	70,000	70,000
Mr. Milin Ramani (w.e.f. August 14, 2018)	Non-Executive Independent Director	0.05	35,000	NA
Mrs. Suchi Bansal (till December 14, 2018)	Non-Executive Independent Director	0.07	50,000	55,000
Mr. Sharad Premshankar Mishra (till August 03, 2018)	Chief Financial Officer	Not Comparable	-	185477
Mr. Pravin Gupta (w.e.f August 14, 2018)	Chief Financial Officer	0.38	2,71,890	-
Ms. Bhavana Patel (till April 12, 2019)	Company Secretary	0.58	4,16,771	1,79,089

2. The percentage increase in remuneration of each Director, Group Chief Financial Officer, Company Secretary in the financial year 2018–19 as compared to financial year 2017–18:

Name of Directors/ KMP	Designation	% increase / decrease in Remuneration
Mr. Ankur Agrawal	Managing Director	NA
Ms. Deepika Agrawal	Non-Executive Non-Independent Director	-33.33
Mr. Devendra Lal Thakur	Non-Executive Independent Director	0
Mr. Milin Ramani (w.e.f. August 14, 2018)	Non-Executive Independent Director	Not Comparable
Mrs. Suchi Bansal (till December 14, 2018)	Non-Executive Independent Director	-9.09
Mr. Sharad Premshankar Mishra (till August 03, 2018)	Chief Financial Officer	Not Comparable
Mr. Pravin Gupta (w.e.f August 14, 2018)	Chief Financial Officer	Not Comparable
Ms. Bhavana Patel (till April 12, 2019)	Company Secretary	132.72

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- 3. The Percentage increase in the median remuneration of employees in the financial year 2018–19:**
The percentage increase in the median remuneration of all employees in the financial year was 04.80 %.
- 4. The number of permanent employees on the rolls of Company as on March 31, 2019:**
The number of permanent employees on the rolls of Company as on March 31, 2019 were 5.
- 5. Average percentile increase already made in the salaries of employees other than the Managerial Personnel in the last financial year and its comparison with the percentile increase in the Managerial Remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the Managerial Remuneration:**
Average percentage increase made in the salaries of the employees other than the Managerial Personnel in the financial year was 88.90% vis a vis increase of (5.26)% in the salaries of Managerial Personnel.
- 6. Affirmation that the remuneration is as per the Nomination and Remuneration Policy of the Company:**
We affirm that the remuneration is as per the Nomination and Remuneration Policy of the Company.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF LUHARUKA MEDIA & INFRA LIMITED

**SD/-
ANKUR ANIL AGRAWAL
MANAGING DIRECTOR
(DIN: 06408167)**

**DATE: AUGUST 08, 2019
PLACE: MUMBAI**

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REPORT ON CORPORATE GOVERNANCE

In accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto (SEBI Listing Regulations), given below are the Corporate Governance policies and practices of your Company for the year 2018-19.

COMPANY'S PHILOSOPHY

Our Company is committed to provide fair, transparent and equitable treatment to all its stakeholders. For us Corporate Governance is not only a set of rules that define the relationship between the stakeholders and the management of a Company, but it is the way the Company operates. Corporate Governance is both the structure and the relationship which determine corporate direction and performance.

Your Company is committed to adopt the best practices in Corporate Governance and Disclosure. It is our constant endeavor to adhere to the highest standard of integrity and to safeguard the interest of all our stakeholders. Your Company's Board has empowered key management officials to implement policies and guidelines related to the key elements of Corporate Governance - transparency, disclosure, supervision and internal controls, risk management, internal and external communications, high standards of safety, accounting fidelity, product and service quality. It also has in place a comprehensive business review process.

Company's Governance structure broadly consists of the Board of Directors and the Committees of the Board at the Apex level and the Management structure at the Operational level. This layered structure brings about a harmonious blend in Governance as the Board sets the overall Corporate Objectives and gives direction and freedom to the Management to achieve these Corporate Objectives within a given framework, thereby bringing about an enabling environment for value creation through sustainable and profitable growth.

The Company has a robust and an effective framework for monitoring compliances with the applicable laws within the organization and also to provide regular updates through Senior Management to the Board on a quarterly basis. The Audit Committee and the Board collectively reviews the status of compliances with the applicable laws and provide valuable guidance to the Management team, wherever necessary.

The requisite certificate from the Secretarial Auditor of the Company confirming compliance with the conditions of Corporate Governance is attached to this Report.

BOARD OF DIRECTORS

Size and Composition of the Board

The Board of Directors play a pivotal role in ensuring that the Company runs on sound business principles and that its resources are utilized for creating sustainable growth and societal wealth. The Board operates within the framework of a well defined responsibility matrix which enables it to discharge its fiduciary duties of safeguarding the interest of the Company, ensuring fairness in the decision making process, integrity and transparency in the Company's dealing with its Members and other stakeholders. The composition of the Board is in compliance with the requirements of the Companies Act, 2013 (Act) and Regulation 17 of the SEBI Listing Regulations.

The Board is entrusted with an ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosures.

As on March 31, 2019, the Board comprised four Directors, out of which three are Non-Executive Directors including Woman Director(s) and one Managing Director. Out of the total strength, two are Independent Directors. The composition of the Board of Directors of the Company is in conformity with the SEBI Listing Regulations. The Company currently has the right mix of Directors on the Board, who possess the requisite qualifications and experience in general corporate management,

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finance, banking, and other allied fields which enable them to contribute effectively to the Company in their capacity as Directors of the Company. Detailed profile of the Directors is given below in this Report.

A Certificate has been received from M/s R M Mimani & Associates LLP, Company Secretaries, that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority which is forms part of this Report.

Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management

Sr. No.	Name of Directors	Designation
1.	Mr. Ankur Agrawal	Managing Director
2.	Mr. Devendra Lal Thakur	Non- Executive & Independent Director
3.	Mr. Milin Jagdish Ramani	Non- Executive & Independent Director (Appointed w.e.f. 14.08.2018)
4.	Ms. Deepika Agrawal	Non-Executive & Non-Independent Director
5.	Mrs. Suchi Bansal	Non- Executive & Independent Director (resigned w.e.f. 14.12.2018)

PROFILE OF THE BOARD OF DIRECTORS

The brief profile of each Director as mentioned below gives an insight into the education, expertise, skills and experience possessed by them. None of the Directors has any inter-se relationship among themselves apart from Mr. Ankur Anil Agrawal and Ms. Deepika Agrawal who are related to each other.

A: Mr. Ankur Anil Agrawal

Mr. Ankur Agrawal (DIN: 06408167), aged 29 years is a Managing Director of the Company. He is a Fellow Member of the Institute of Chartered Accountants of India & is also a qualified Chartered Financial Analyst. He also holds degree of Family MBA from Indian School of Business. He has a remarkable post qualification work experience of more than 7 years in the field of Commerce, Finance, Audit and Accounts. As a young enthusiast he brings dynamism & exuberance in the functioning of the Company. As on the date of this report, Mr. Ankur Anil Agrawal is a Director in the following Companies:

CIN/FCRN	Company Name	ACTIVE compliance
L51311MH2007PLC175688	Comfort Commotrade Limited	ACTIVE compliant
L65100MH1987PLC044094	Luharuka Media & Infra Limited	ACTIVE compliant
L65923WB1982PLC035441	Comfort Fincap Limited	ACTIVE compliant
L74110DD1994PLC001678	Comfort Intech Limited	ACTIVE compliant
U45200MH1982PLC027753	Flora Fountain Properties Ltd	ACTIVE compliant
U51109MH2010PTC204611	Luharuka Commotrade Private Limited	ACTIVE compliant
U51900MH1993PTC070308	Luharuka Exports Private Limited	ACTIVE compliant
U51909MH2010PTC205252	Luharuka Sales & Services Private Limited	ACTIVE compliant
U67190MH1989PTC053454	Luharuka Investment And Consultants Private Limited	ACTIVE compliant
U74120MH2013PTC247701	Hubbert & Fabiola Distilleries Private Limited	ACTIVE compliant

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CIN/FCRN	Company Name	ACTIVE compliance
U74999MH1993PTC070309	Comfort Capital Private Limited	ACTIVE compliant
U99999TG1975PLC001837	Liquors India Ltd	ACTIVE Non-Compliant

B: Mr. Devendra Lal Thakur

Mr. Devendra Lal Thakur (DIN: 00392511), aged 59 years is an Independent Director of the Company. He is a fellow member of ICAI and Partner in KDA Strategic Advisors LLP. He has more than 30 years of experience in the field of Commerce, Finance, Audit and Accounts. As an Independent Director of the Company and Chartered Accountant by profession, he contributes on the financial aspect and brings value addition to the Company. As on the date of this report, Mr. Devendra Lal Thakur in a Director is the following Companies:

CIN/FCRN	Company Name	ACTIVE compliance
L51311MH2007PLC175688	Comfort Commotrade Limited	ACTIVE compliant
L65100MH1987PLC044094	Luharuka Media & Infra Limited	ACTIVE compliant
L65923WB1982PLC035441	Comfort Fincap Limited	ACTIVE compliant
L74110DD1994PLC001678	Comfort Intech Limited	ACTIVE compliant

C: Mr. Milin Jagdish Ramani

Mr. Milin Jagdish Ramani (DIN: 07697636), aged 26 years is a Non-Executive-Independent Director of the Company. He is an Associate Member of the Institute of Company Secretaries of India (ICSI) and has sound experience of more than 3 years in the field of secretarial and other regulatory compliances. As a Director of the Company Mr. Ramani contributes on the compliance aspect and brings in a value addition to the Company. As on the date of this report, Mr. Milin Jagdish Ramani is a Director in the following Company:

CIN/FCRN	Company Name	ACTIVE compliance
L51311MH2007PLC175688	Comfort Commotrade Limited	ACTIVE compliant
L65100MH1987PLC044094	Luharuka Media & Infra Limited	ACTIVE compliant
L65923WB1982PLC035441	Comfort Fincap Limited	ACTIVE compliant
L74110DD1994PLC001678	Comfort Intech Limited	ACTIVE compliant
U67190MH2000PTC123482	Avista Corporate Finance Advisory Private Limited	ACTIVE compliant
U74110MH2011PTC218072	BF Advisory Services India Private Limited	ACTIVE compliant
U74999MH2007PLC171246	Digicable Network (India) Limited	ACTIVE compliant

D: Ms. Deepika Agrawal

Ms. Deepika Agrawal (DIN: 06644785), aged 26 years is the Non-Executive Non-Independent Director of the Company. She is a Post Graduate from the Mumbai University and has more than 4 years of experience in the field of Commerce & Management. As a Director of the Company Ms. Deepika Agrawal contributes and brings value addition to the Company. As on the date of this report, Ms. Deepika Agrawal is a Director in the following Company:

CIN/FCRN	Company Name	ACTIVE compliance
U45200MH1982PLC027753	Flora Fountain Properties Ltd	ACTIVE compliant
L65100MH1987PLC044094	Luharuka Media & Infra Limited	ACTIVE compliant
U74120MH2013PTC247701	Hubbert & Fabiola Distilleries Private Limited	ACTIVE compliant

E: Mrs. Suchi Bansal

Mrs. Suchi Bansal (DIN: 02330778), aged 40 years was an Independent Director of the Company. She resigned from her post w.e.f. Demeber 14, 2018. She is a graduate from Mumbai University and has experience in the field of Commerce and Finance. She is on the Board of the Company since 2009. As an Independent Director she brought value addition to the Company. As on the date of this report, Mrs. Bansal is not associated in any of the Companies as Director.

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DIRECTORSHIPS AND COMMITTEE MEMBERSHIPS/CHAIRMANSHIPS IN OTHER COMPANIES AS ON MARCH 31, 2019 ARE GIVEN BELOW:

Sr. No.	Name of Director	Category of Directorship	Attendance at	No. of Directorships in other Public companies (Including Luharuka Media & Infra Limited)	Number of Committee positions held in other Public Companies (Including in Luharuka Media & Infra Limited)	
			Last AGM at 24 Sep,2018		Member	Chairman
1.	Mr. Ankur Agrawal	Managing Director	Yes	1	2	0
2.	Mr. Devendra Lal Thakur	Non- Executive & Independent Director	No	4	4	4
3.	Mr. Milin Jagdish Ramani*	Non- Executive & Independent Director	No	1	2	0
4.	Mrs. Shuchi Ashish Bansal@	Non- Executive & Independent Director	Yes	1	1	1
5.	Ms. Deepika Agrawal	Non- Executive & Non Independent Director	Yes	1	0	1

@Mrs. Shuchi Bansal, Independent Director of the Company, has resigned from the Directorship on December 14, 2018

* Mr. Milin Ramani was appointed as an Independent Director of the Company w.e.f. August 14, 2018 which was approved by shareholders at last AGM held on 24 September, 2018.

Further, as on the date of this Report Mr. Ankur Agrawal and Mr. Milin Ramani were appointed as Directors in some other Companies and the details of their Directorship is given in the Profile of the Directors.

- Excluding Directorships in private, foreign companies and companies which are granted license under Section 8 of the Companies Act, 2013.
- None of the Directors held directorship in more than 8 listed companies. Further, none of the Independent Director (ID) of the Company served as an ID in more than 7 listed companies
- None of the Directors is a member of more than 10 committees or chairperson of more than 5 committees across all the public limited companies in which he/she is a Director. As per Listing Regulations, only memberships of Audit Committee and Stakeholders Relationship Committee have been taken into consideration for the purpose of ascertaining the limit.
- All IDs of the Company have been appointed as per the provisions of the Companies Act, 2013 and SEBI Listing Regulations. Formal letters of appointment have been issued to the IDs. In the opinion of the Board, the IDs are independent of the management.
- No Director is related to any other Director on the Board in terms of the definition of 'Relative' given under the Companies Act, 2013, except Ms. Deepika Agrawal is the sister of Mr. Ankur Agrawal

BOARD MEETINGS

Board meets at regular intervals to review the financial performance of the Company, discuss and decide on business strategies / policies of the Company. The Board meetings are pre-scheduled and a tentative calendar of the Board meetings is circulated to the Director in advance to facilitate the Directors to plan their schedules. In case of business exigencies, the Board's approval is taken through circular resolutions. The circular resolutions are noted at subsequent Board meetings.

The notice of Board / Committee Meetings is given well in advance to all the Directors. Usually, Meetings of the Board are held in Mumbai. The Agenda of the Board / Committee Meetings is set in consultation with the Chairman of the Company. The Agenda is circulated a week prior to the date of the Meeting. The Agenda for the Board and Committee Meetings cover items set out as per the guidelines in Listing Regulations to the extent it is relevant and applicable. The Agenda for the Board and Committee Meetings include detailed notes on the items to be discussed at the Meeting to enable the Directors to take an informed decision.

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During the Financial Year 2018-19, the Company held 4 (Four) Board Meetings. The Board meets at least once in a quarter with a gap of not more than one hundred and twenty days between any two meetings. The meetings of the Board of Directors are generally held at the Registered Office of the Company. During the FY 2018-19 four Board Meetings were held on 28th May, 2018, 14th August, 2018, 13th November, 2018 and 12th February, 2019. The gap between two meetings did not exceed one hundred and twenty days.

The details of attendance of Directors at Board Meetings during the financial year 2018-19 are as reproduced below:

Sr. no	Name of the Directors	No. of Meetings Held	No. of Meetings Attended
1	Mr. Ankur Agrawal	4	3
2	Mr. Devendra Lal Thakur	4	4
3	Ms. Deepika Agrawal	4	4
4	Mr. Milin Ramani	2	2
5	Mrs. Shuchi Ashish Bansal	3	3

BOARD PROCEDURES AND FLOW OF INFORMATION

The Board meets at least once in a quarter to, inter alia, review quarterly financial results/statements, compliance report(s) of all laws applicable to the Company, regulatory developments, significant transactions and arrangements entered into by the company or any other proposal from the management, etc.

The Company provides the following information inter alia to the Board, which is given either as part of the agenda or by way of presentations during the meetings, as deemed appropriate:

- Annual operating plans and budgets, capital budgets and other updates.
- Quarterly, half-yearly and annual financial results of the Company
- Minutes of meetings of committees of the Board.
- The information on recruitment and removal and remuneration of senior officers just below the Board level, including Chief Financial Officer and Company Secretary.
- Materially important show cause, demand, prosecution and penalty notices, if any.
- Compliance and Non-compliance of any regulatory or statutory nature or listing requirements as well as shareholders' services such as non-payment of dividend or delays in share transfer, if any.

CORE SKILL/EXPERTISE/COMPETENCIES

As stipulated under Schedule V of the SEBI Listing Regulations, core skills/expertise/competencies, as required in the context of the business and sector for it to function effectively and those actually available with the Board have been identified by the Board of Directors.

List of such core skills/expertise/competencies as required and available with the Board are :

1. Corporate Governance & Ethics
2. Management & Strategy
3. Human Resource & Industrial Relation
4. Financial Services
5. Sales and Marketing
6. Law
7. Secretarial
8. Finance and Taxation

INDEPENDENT DIRECTORS

The Independent Directors meet at least once in a year without the presence of Executive Directors or Management representatives. The Independent Directors met once during the financial year ended March 31, 2019 on February 12, 2019. At the said meeting, the Independent Directors reviewed the performance of Non-Independent Directors, the Board as a whole and the Chairman after taking into account the views of the EDs and NEDs. They also assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

During the financial year under review, the Company had Three Independent Directors on the Board, out of which one was appointed by the shareholders in the 37th Annual General Meeting and one Independent Director resigned w.e.f December 14, 2018. As on the year end, only two Independent Directors were on the Board of the Company.

The Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI Listing Regulations. In the opinion of the Board, the Independent Directors, fulfill the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI Listing Regulations and are independent of the Management. A formal letter of appointment to Independent Directors as provided in Companies Act, 2013 has been issued and disclosed on website of the Company at www.luharukamediainfra.com

The Independent Directors are not to involve themselves in situations, which may, directly or indirectly conflict with the interests of the Company. It is accepted and acknowledged that they may have business interests, other than those of the Company. As a pre-condition to their Appointment / Reappointment as Independent Directors, they shall be required to declare any such conflicts to the Board, in writing at the time of their Appointment / Re-appointment and / or as and when there is any changes in the directorship and also on yearly basis.

Number of Independent Directorships

In compliance with the SEBI Listing Regulations, Directors of the Company do not serve as an Independent Director in more than seven listed companies.

Board Induction, Training and Familiarization

A letter of appointment together with an induction kit is given to the Independent Directors at the time of their appointment setting out their roles, functions, duties and responsibilities. As per Regulation 46 (2) of the SEBI Listing Regulations, the terms and conditions of appointment of Independent Directors is available on the Company's website at www.luharukamediainfra.com

The Board familiarisation program comprises of the Induction program for new Independent Directors, Immersion sessions on business and functional issues and Strategy session. All new Independent Directors are taken through a detailed induction and familiarisation program when they join the Board of your Company.

Directors are familiarised with the organisational set-up, functioning of various departments, internal control processes and relevant information pertaining to your Company. The details of the said familiarization programmes are available on your Company's website at www.luharukamediainfra.com.

Separate Meetings of the Independent Directors

During the year under review, the Independent Directors met amongst themselves without the presence of the other Directors on February 12, 2019 and discussed / assessed the following items:

- the financials of the Company;
- the quality, quantity and timelines of flow of information between the Company Management and the Board that is necessary for the Board Members to effectively and reasonably perform their duties;
- Evaluation of Performance of Non-Independent Directors and the Board as whole;

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- Evaluation of Performance of Chairperson of the Company, taking into account the views of Executive Director and Non-Executive Directors; and
- Other related matters;

All Independent Directors were present at their Meeting. They expressed satisfaction on the Board Member's freedom to express views on the business transacted at the various Board and Committee meetings and the openness with which the Management discussed various subject matters on the agenda of the meetings.

Performance evaluation criteria for Independent Directors

Each Independent Director's performance was evaluated by Schedule IV of the Companies Act, 2013 having regard to the following criteria of evaluation viz.

- (i) Preparedness
- (ii) Contribution by the Director
- (iii) Effective Deployment of Knowledge & Expertise
- (iv) Focus on governance
- (v) Communication and
- (vi) Integrity and maintenance of confidentiality

The Non-Executive Directors of the Company comprises of Independent Directors and are paid sitting fees for the time devoted to the Company. Apart from the sitting fees, there is no other material pecuniary relationship or transactions by the Company with the Directors.

PERFORMANCE EVALUATION OF THE BOARD

One of the key functions of the Board is to monitor and review the Board evaluation framework. The Board works with the Nomination and Remuneration Committee to lay down the evaluation criteria for the performance of the Chairman, the Board, Board committees, and executive / non-executive / independent directors through peer evaluation, excluding the director being evaluated.

The evaluation is based on criteria which include, among others, providing strategic perspective, Chairmanship of Board and Committees, attendance, time devoted and preparedness for the Meetings, quality, quantity and timeliness of the flow of information between the Board Members and the Management, contribution at the Meetings, effective decision making ability, role and effectiveness of the Committees. The Directors completed questionnaires providing feedback on functioning of the Board, Committees and Chairman of the Board.

PECUNIARY RELATIONSHIP OR TRANSACTIONS WITH NON-EXECUTIVE DIRECTORS.

During the year, there were no pecuniary relationships or transactions entered into between the Company and any of its Non-Executive / Independent Directors apart from payment of sitting fees and / or commission /perquisites as approved by the members.

Criteria of making payment of Remuneration to Non-Executive Directors

- Non-Executive Directors ("NEDs") are paid remuneration by way of Sitting Fees;
- During the financial year 2018-19, no Commission was paid to the Non-Executive Directors;
- There were no pecuniary relationship / transactions between non-executive directors and the Company;
- No amount by way of loan or advance has been given by the Company to any of its Directors;
- The sitting fees payable to the NEDs for attending the Board and Committee meetings is fixed subject to the statutory ceiling. The detail of sitting fees paid to the Non-Executive Independent Director and Non-Executive Non-Independent Directors along with their shareholding for the financial year 2018-19 are given below:

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Sr. No	Name of the Director	Sitting Fees	Number of Equity Shares held by the Directors as on 31 March, 2019
1	Mr. Devendra Lal Thakur	70,000	-
2	Mr. Milin Jagdish Ramani (w.e.f. August 14, 2018)	35,000	-
3	Ms. Deepika Agrawal	20,000	-
4	Mrs. Suchi Bansal (till December 14, 2018)	50,000	-

Details of Remuneration Paid to Executive Director:

Remuneration of Mr. Ankur Anil Agrawal – Managing Director for the financial year 2018-19:

Sr. No	Name of the Director	Salary	Number of Equity Shares held by the Directors as on 31 March, 2019
1	Mr. Ankur Anil Agrawal	NIL	-

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

The Company has prescribed a Code of Conduct for Directors and Senior Management of the Company. The said code is available on the website of the Company at www.luharukamediainfra.com. The Code lays down the Code of Conduct which is expected to be followed by the Directors and the Designated persons in their business dealings and in particular on matters relating to integrity at work place, in business practices and in dealing with Stakeholders. Managing Director declares that the members of the Board of Directors and Senior Management Personnel have affirmed Compliance with the Code during the financial year under review.

COMMITTEES OF BOARD

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities as mandated by applicable regulation; which concern the Company and need a closer review. The Board periodically reviews the composition and terms of reference of its Committees in order to comply with any amendments/modifications to the provisions relating to composition of Committees under the SEBI Listing Regulations, Companies Act, 2013 and the Rules issued thereunder.

The Committees make specific recommendations to the Board on matters in their areas or purview. All decisions and recommendations of the Committees are placed before the Board for information or for approval, as required. During the year, all recommendations of the Committees of the Board which were mandatorily required have been accepted by the Board. The minutes of the meetings of all Committees are placed before the Board for review.

The Board as on March 31, 2019 has following Statutory Committees:

1. Audit Committee
2. Stakeholders Relationship Committee and
3. Nomination and Remuneration Committee

The Committees of the Board are elaborated hereunder:

1) AUDIT COMMITTEE

Pursuant to the Companies Act, 2013 and the SEBI Listing Regulations, the Company has constituted an Audit Committee. The Board reviews the working of the Committee from time to time to bring about greater effectiveness in order to comply with the various requirements under the Companies Act, 2013 and the SEBI Listing Regulations. All

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members are financially literate and bring in expertise in the fields of finance, accounting, development, strategy and management.

The Internal Auditors and Statutory Auditors of the Company discuss their audit findings and updates with the Committee and submit their views directly to the Committee.

Terms of Reference:

The Board has included in the terms of reference of the Audit Committee the monitoring, implementing and review of risk management plan as required under Regulation 21 of the SEBI (LODR), 2015 and, therefore, a separate Risk Management Committee has not been constituted.

The extract of Terms of Reference is given below:

- Overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible.
- Reviewing and examining with management the quarterly and annual financial results and the auditors' report thereon before submission to the Board for approval;
- Evaluation of internal financial controls and risk management Systems
- Reviewing management discussion and analysis of financial condition and results of operations;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- Reviewing management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- Approve policies in relation to the implementation of the Insider Trading Code and to supervise implementation of the same.
- Reviewing approval and disclosure of all related party transactions including granting of omnibus approval for the proposed transactions,
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- approval or any subsequent modification of transactions of the listed entity with related parties;
- scrutiny of inter-corporate loans and investments;
- reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- discussion with internal auditors of any significant findings and follow up there on;
- reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- to review the functioning of the whistle blower mechanism;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.

Composition of Audit Committee and attendance record of members for 2018-19:

During the financial year under review, the Audit Committee met 4 (Four) times to deliberate on various matters. Audit Committee Meetings were held on May 28, 2018, August 14, 2018, November 13, 2018 and February 12, 2019. The gap between any two Meetings was not more than 120 (One Hundred Twenty) day and the required quorum was present in all the Meetings. Below given are the details of composition and attendance of the members during the financial year 2018-19 :

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Sr. No.	Name of Member	Category	Designation	No. of Meetings attended	
				Held During the tenure	Attended
1	Mr. Devendra Lal Thakur	Non-Executive - Independent Director	Chairperson	4	4
2	Mr. Ankur Agrawal	Managing Director	Member	4	3
3	Mr. Milin Jagdish Ramani	Non-Executive - Independent Director	Member	2	2
4	Mrs. Shuchi Bansal	Non- Executive and Independent Director	Member	3	3

Notes:-

- 1) On December 14, 2018, Mrs. Shuchi Bansal has ceased to be the Member of the Committee with Effect from December 14, 2018 due to his resignation.
- 2) On August 14, 2018, Mr. Milin Ramani was appointed as Member of Committee.

NOMINATION AND REMUNERATION COMMITTEE

The Committee is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations and Section 178 of the Act. The purpose of the committee is to screen and review individuals qualified to serve as executive directors, non-executive directors, key managerial personnel and independent directors, consistent with the criteria approved by the Board, and to recommend, for approval by the Board, nominees for election at the AGM. The committee also reviews and approves senior executive compensation to ensure that it is competitive in the global markets in which we operate, to attract and retain the best talent. Below given is the Extract of Terms of Reference of the Committee:

- Recommend to the Board the setup and composition of the Board and its committees.
- Determine / recommend the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board
- To identify the persons who are qualified to become Director, or who may be appointed in Senior Management of the Company and shall specify the manner for effective Evaluation of Performance of Board, its Committees and Individual Directors & CEO to be carried out either by the Board, by the Committee or by an independent external professional / agency and review its implementation and Compliance.
- Recommend to the Board the appointment/re-appointment of Key Managerial Personnel.
- Support the Board and Independent Directors in evaluation of the performance of the Board, its Committees and individual Directors.
- Recommend to the Board the Remuneration Policy for Directors, executive team or Key Managerial Personnel as well as the rest of employees.
- To recommend the perquisites / sitting fees for Non-Executive Directors for attending Board as well as Committee Meetings.
- Oversee familiarization programs for Directors.
- Carrying out any other function as is mentioned in the terms of reference of the Nomination & Remuneration Committee.

Composition of Nomination & Remuneration Committee and attendance record of members for 2018-19:

The Committee met 2 times during the year under review. Meetings were held on August 14, 2018, and February 12, 2019, with the requisite quorum. The attendance details of meetings of this Committee are as follows:

Name of the Member	Category	Position	Held During the tenure	Attended
Mrs. Suchi Bansal	Non- Executive and Independent Director	Chairman	1	1
Ms. Deepika Agrawal	Non- Executive and Non Independent Director	Member	2	2
Mr. Devendra Lal Thakur	Non- Executive and Independent Director	Member	2	2
Mr. Milin Ramani	Non- Executive and Independent Director	Chairman	1	1

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Notes:-

- 1) On December 14, 2018, Mrs Shuchi Bansal has ceased to be the Chairman of the Committee with Effect from December 14, 2018 due to his resignation
- 2) On August 14, 2018, Mr. Milin Ramani was appointed as Member of Committee.

Remuneration Policy

Your Company's Nomination and Remuneration Policy for Directors and Senior Managerial Personnel approved by the Nomination and Remuneration Committee and the Board is focused on recruiting, retaining and motivating high talented individuals. It is driven by the success and performance of the individual employees and the Company. Through its compensation programme, Company endeavors to attract, retain, develop and motivate a high performance workforce. Individual performance pay is determined by business performance of the Company. The purpose of the Remuneration Policy is to establish and govern the procedure applicable:

- a) To evaluate the performance of the members of the Board.
- b) To ensure remuneration payable to Directors KMP & other Senior Management strike appropriate balance and commensurate among others with the functioning of the Company and its long term objectives.
- c) To retain motivate and promote talent within the Company and to ensure long term sustainability of the managerial persons and create competitive advantage.

The policy inter-alia covers the Directors' appointment and remuneration, Key Managerial Personnel and other senior management appointment and remuneration.

Remuneration of Directors

During the year under review, there was no pecuniary relationship/transaction with any non-executive directors of the Company apart from sitting fees. The Company has not granted any stock options to any of its Non-Executive Independent Directors.

Non-executive directors of the Company play a crucial role in the independent functioning of the Board. They bring in an external perspective to decision-making and provide leadership and strategic guidance while maintaining objective judgment. They also oversee the corporate governance framework of the Company.

Based on the recommendations of the Nomination & Remuneration Committee, the Board has formulated Policy for Remuneration of Directors, Key Managerial Personnel (KMP) & other employees. The policy has been posted on the website of the Company www.luharukamediainfra.com

There were no pecuniary relationships or transactions of the Non-Executive Directors vis-à-vis the Company during the year. No stock options were granted to any Directors.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Pursuant to the Companies Act, 2013 and the SEBI Listing Regulations, the Company has constituted a Stakeholders' Relationship Committee. This Committee was constituted to specifically look into the shareholders' and investors' complaints on matters relating to transfer of shares, non-receipt of annual report, non-receipt of dividend, payment of unclaimed dividends etc. In addition, the Committee also looked into matters that can facilitate better investor services and relations. Below given is the Extract of Terms of Reference of the Committee:

- Oversight and review of all matters related to the transfer of securities of the Company.
- Resolution of the grievances of all security holders including complaints related to transfer / transmission of shares, non-receipt of Annual Report, non-receipt of declared dividends, issue of split / duplicate share certificates for shares reported lost / defaced / destroyed, as per the laid down procedure and to authorise the Company Secretary and Registrar and Share Transfer Agent to attend to such matters.

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- Reviewing statutory compliances relating to all security holders.
- Oversight of compliances in respect of dividend payments and transfer of unclaimed amounts to the Investor Education and Protection Fund (IEPF).
- To review the measures taken by the Company for effective exercise of Voting Rights by members
- To approve and monitor dematerialisation /rematerialisation of shares and all such matters incidental thereto and authorise the Company Secretary and RTA to attend to such matters
- Carrying out any other function as is mentioned in the terms of reference of the Stakeholders' Relationship Committee.

Composition of Stakeholders' Relationship Committee and attendance record of members for 2018-19:

During the financial year under review, the Stakeholders' Relationship Committee met 4 (Four) times to deliberate on various matters. Stakeholders' Relationship Committee Meetings were held on May 28, 2018, August 14, 2018, November 13, 2018 and February 12, 2019.

Below given are the details of composition and attendance of the members during the financial year 2018-19:

Sr. No.	Name of Member	Category	Designation	No. of Meetings	
				Held During the tenure	Attended
1	Mr. Ankur Agrawal	Managing Director	Member	4	3
2	Mr. Devendra Lal Thakur	Non- Executive and Independent Director	Member	4	4
3	Mr. Milin Ramani	Non-Executive Independent Director	Member	2	2
4	Mrs. Suchi Bansal	Non- Executive and Independent Director	Chairman	3	3

Notes:-

- 1) On December 14, 2018, Mrs Shuchi Bansal has ceased to be the Chairman of the Committee with effect from December 14, 2018 due to his resignation
- 2) On February 12, 2019, Ms. Deepika Agrawal was Appointed as Chairman and Member of the Committee
- 3) On August 14, 2018, Mr. Milin Ramani was appointed as Member of Committee.

Status of Transfers

There were no pending share transfers as on March 31, 2019.

Complaints

The details of shareholders' complaints received and disposed of during the year under review are as follows:

SR. NO.	STATUS OF INVESTOR COMPLAINTS	
1.	pending at the beginning of the financial year	0
2.	received during the financial year	0
3.	disposed off during the financial year	0
4.	pending at the end of the financial year	0

Prevention of Insider Trading

The Company has amended the Insider Trading Policy with effect from April 01, 2019 in line with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018. The Code aims at preserving and preventing misuse of unpublished price sensitive information. All Directors, Designated Persons and Connected Persons of your Company and its Subsidiaries (as

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defined under the Insider Code) are covered under the Insider Code, which provides inter-alia for periodical disclosures and obtaining pre-clearances for trading in the securities of your Company. The code of conduct and code of fair disclosure framed by the Company have helped in ensuring compliance with the requirements. The amended policy is available on our website at www.luharukamediainfra.com

Code of Conduct

Regulation 17(5) of the SEBI Listing Regulations, requires listed companies to lay down a code of conduct for its directors and senior management, incorporating duties of directors as laid down in the Companies Act, 2013. The Company has also adopted a Code of Conduct for Directors and senior management. The Company believes in “Zero Tolerance” against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts. A declaration duly signed by the Managing Director has been annexed to this report. The code of conduct has been posted on the website of the Company www.luharukamediainfra.com

Compliance Officer

Ms. Bhavana Patel, has been appointed as Compliance Officer for complying with the requirements of SEBI (Prohibition of Insider Trading) Regulation, 1992 and the SEBI Listing (Obligations and Disclosure Requirement) Regulations, 2015. She has resigned from the post of Company Secretary & Compliance Officer w.e.f. 12th April, 2019. Hence at present there is no Company Secretary to act as a Compliance Officer of the company. However, Company is under process to recruit a suitable candidate for the post of Company Secretary.

GENERAL BODY MEETINGS

Particulars of Annual General Meetings held during last three years:

YEAR	LOCATION	DATE	TIME	SPECIAL RESOLUTION
2015-16	Hotel Landmark, Link Road, Malad (W), Mumbai - 400064	September 26, 2016	4.00 p.m	1.Appointment of Mr. Devendra Lal Thakur as an Independent Director. 2.Appointment of Mr. Ankur Agrawal as a Director. 3.Appointment of Mr. Ankur Agrawal as Managing Director 4. Appointment of Ms. Deepika Agrawal as a Director
2016-17	Hotel Landmark, Link Road, Malad (W), Mumbai – 400064.	September 22, 2017	4:00 P.M	There was no matter that required passing of Special Resolution
2017-2018	Nandanvan, Patel Wadi, Opp JJ Bus, Stop, Near INS Hamla, Marve Aksa Road, Malad (West), Mumbai-400095.	September 24, 2018	2.30 P.M.	Appointment of Mr. Milin Jagdish Ramani (DIN: 07697636) as an Independent Director of the Company.

Extra Ordinary General Meetings

There were no Extra Ordinary General Meetings conducted during the Financial Year 2018-19.

Postal Ballot

There was no postal ballot conducted during the Financial Year 2018-2019.

MEANS OF COMMUNICATION

Website: Your Company maintains a website www.luharukamediainfra.com, wherein there is a dedicated section ‘Investor Relation’. The website provides details, inter-alia, about the Company, its performance including quarterly financial results,

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annual reports, press release, investor presentation, share price data, unpaid dividend details, shareholding pattern, contact details, etc.

Quarterly/Annual Financial Results: The quarterly, half-yearly and annual financial results of the Company are published in Active Times and Mumbai Lakshdeep. The results are also uploaded by BSE Limited on its website www.bseindia.com.

Stock Exchanges: BSE Listing is a web-based application designed by BSE for corporates. All periodical compliance filings, including the statutory filings and disclosures, are filed with BSE Limited. The filings required to be made under the Listing Regulations, inter alia, shareholding pattern, Corporate Governance Report, corporate announcements, amongst others are in accordance with the Listing Regulations filed electronically.

Investor Servicing: E-mail ID: splashmedia7@yahoo.in has been designated for the purpose of registering complaints by shareholders or investors.

GENERAL SHAREHOLDER INFORMATION

CIN: L65100MH1987PLC044094.

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

Annual General Meeting (“AGM”) for the F.Y. 2018-19

Day and Date	Thursday, September 26, 2019
Time	04.00 p.m.
Venue	Nandanvan Patel wadi, Opp. JJ Bus Stop, Near INS Hamla, Marve Road, Malad West, Mumbai - 400095
Financial Year	The financial year of the Company commences on April 1 and ends on March 31 of subsequent year
Book Closure Dates	Friday, September 20, 2019

Financial Calendar

Financial Year : April 01, 2019 to March 31, 2020. Tentative schedule for declaration of financial results during the financial year 2019-20

Quarter ending June 30, 2019	Second week of August 2019
Quarter ending September 30, 2019	Second week of November 2019
Quarter ending December 31, 2019	Second week of February 2020
Financial year ending March 31, 2020	Fourth week of May 2020

Listing details

Name of Stock Exchange	BSE Limited
Address	BSE Limited, Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400001
Stock Code	534691
ISIN	INE456N01019

Annual Listing Fees for the F.Y. 2018-19 and 2019-20, has been paid to the above Stock Exchange.

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GDR/ADR/WARRANT ETC.,

The Company does not have any outstanding GDRs/ ADRs/ Warrants/Convertible Instruments as on March 31, 2019

Suspension of Trading In Securities

There was no suspension of trading in securities of the Company during the year under review.

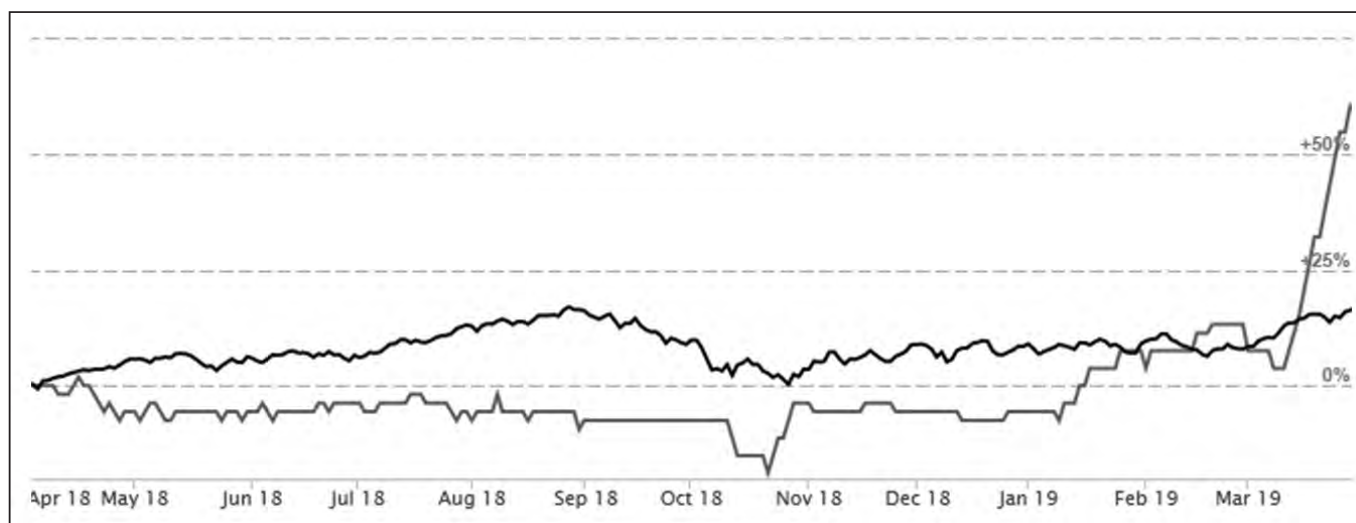
Plant Locations: The Company does not have any plants.

BSE Stock Market Data (in Rs. / per share) as on March 31, 2019:

Month	High	Low	No. of
Apr-18	0.54	0.49	7,33,103
May-18	0.52	0.49	26,69,684
Jun-18	0.52	0.49	18,86,882
Jul-18	0.52	0.49	12,78,855
Aug-18	0.52	0.48	13,75,319
Sep-18	0.51	0.48	7,13,171
Oct-18	0.51	0.43	6,17,592
Nov-18	0.51	0.5	5,409
Dec-18	0.5	0.49	31,526
Jan-19	0.57	0.49	29,375
Feb-19	0.6	0.55	19,391
Mar-19	0.86	0.55	2,34,836

Performance of the Company's Share price in comparison to BSE Sensex:

The Chart below shows the comparison of your Company's share price movement on BSE for the year 2018-19 (based on month end closing):



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Distribution of Shareholdings as on March 31, 2019

Range of Shareholding (Rs)	No. of Shareholders	% of Total	Share Amount Rs.	% of Total
1-500	900	37.25	185166	0.20
501-1000	305	12.62	275058	0.29
10001-2000	273	11.30	448907	0.48
2001-3000	172	7.12	455308	0.49
3001-4000	65	2.69	238284	0.25
4001-5000	147	6.08	725258	0.77
5001-10000	207	8.57	1661868	1.77
10001	347	14.35	89730151	95.74
Total	2416	100	93720000	100

Share Holding Pattern (category wise) as on March 31, 2019:

Category	No. of Shares	Percentage
Promoters	4,82,62,763	51.50
Bodies Corporate	1,29,71,459	13.84
Resident Individuals	3,22,76,463	34.43
Clearing member	5,000	0.01
NRIs / FIIs	1,12,663	0.12
IEPF	91,652	0.10
Total :	9,37,20,000	100.00

List of the Top 10 Shareholders of the Company (Excluding Promoter group as on March 31, 2019)

Sr. No.	Name of Shareholder	No. of Shares	Shares as % of total no. of shares
1.	Suraj Jhunjunwala	54,00,000	5.76
2.	Pavan Kumar Sanwormal	40,96,000	4.37
3.	Sharad P Kedia HUF	37,69,500	4.02
4.	First Financial Services Ltd	14,61,659	1.56
5.	Veeram Ornaments Limited	12,20,988	1.30
6.	Comfort Securities Ltd - Client Account	11,69,539	1.25
7.	Darshwana Trading Private Limited	9,04,862	0.97
8.	Darshwana Trading Private Limited	9,04,862	0.97
9.	Artman Dealcom Private Limited	9,04,798	0.97
10.	Chandrakant Ramji Vaghasia	7,60,000	0.81

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Dematerialization of shares and liquidity 2018-19

Break-up of shares in physical & electronic mode as on March 31, 2019.

Mode	No of shareholders	% of total shareholders	No of shares	% of total shares
Physical	1	0.00	20	0.00
Electronic	2417	100	9,37,19,980	100
Total	2418	100	9,37,20,000	100

Share Transfer System

SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, amended Regulation 40 of Listing Regulations pursuant to which from 1st April, 2019, onwards securities can be transferred only in dematerialized form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors. Presently, the Share Transfers in physical form are processed and the Share Certificates returned within a period of 15 days from the date of receipt of the document, subject to the documents being clear in all respects. The Board has delegated the authority for approving the transfers to the RTA subject to approval by Stakeholder Relationship Committee.

Shareholders grievances and other miscellaneous correspondence on change of address, mandates etc., received from members are generally processed by RTA of the company within 15 days.

The Company obtains from a Company Secretary in practice half yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the SEBI Listing Regulations and files a copy of the certificate with the Stock Exchange.

Details of Unclaimed Dividend

Pursuant to provisions of Section 125 of the Companies Act, 2013 the amount of Dividend which has remained unclaimed / unpaid for a consecutive period of 7 years from the date of transfer of such amount to unpaid dividend account is required to be transferred to Investors Education and Protection Fund (IEPF) Authority established by Central Government. Accordingly, all the members who have not encashed the dividend warrants since financial year 2011-12 and thereafter are requested to take steps to contact the RTA of the Company.

Financial year	Date of Declaration	Tentative dates for transfer of shares and dividend to IEPF
2011-12	08-09-2012	15-10-2019
2015-16	26-09-2016	02-10-2023
2016-17	22-09-2017	29-09-2024
2017-18	24-09-2018	01-10-2025

Payment of Dividend through Automated Clearing House (ACH)

The Company provides the facility for direct credit of the dividend to the members Bank Account. The SEBI Listing Regulations also mandate Companies to credit the dividend to the members electronically. Members are therefore urged to avail of this facility to ensure safe and speedy credit of their dividend into their Bank account through the Banks' "Automated Clearing House" mode. Members who hold shares in demat mode should inform their Depository Participant, whereas Members holding shares in physical form should inform the Company about of the core banking account details allotted to them by their bankers. In cases where the core banking details are not available with the Company, then the Company will issue physical warrant / demand draft to the Members.

LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra Limited)

Green Initiatives for Sending Communication

Company has sent correspondence to the physical shareholders requesting them to give their E-mail ID's to the Company / RTA (for physical shares held) and their Depository Participants (DPs), so that Annual report and other communications can be sent electronically to all the members. Members, who have so far not informed the E-mail ID's to their DP's, are requested to do the same in the interest of environment. The page of the same available in this Annual Report.

COMPLIANCES WITH CORPORATE GOVERNANCE DISCLOSURE REQUIREMENTS AS SPECIFIED IN THE SEBI LISTING REGULATIONS

The Company complies with all mandatory requirements as per Regulation 17 to 27 and sub-regulation (2) of Regulation 46 of the SEBI Listing Regulation. Further, as required by Schedule V of the SEBI Listing Regulations; the Certificate on Corporate Governance received from M/s R M Mimani & Associates LLP, Company Secretaries is annexed to this Report.

MANAGEMENT DISCUSSION & ANALYSIS

Management Discussion & Analysis forms part of the Annual Report

VIGIL MECHANISM / WHISTLEBLOWER POLICY

In compliance with the requirements of the Companies Act, 2013 and the SEBI Listing Regulations, the Company has established a Whistleblower Policy and the same is placed on the website of the Company at www.luharukamediainfra.com. The Company has a Whistleblower Policy for Directors and Employees to report their concerns about unethical behavior, leakage of unpublished price sensitive information, actual or suspected fraud or violation of the Company's Code of Conduct. The mechanism provides for adequate safeguards against victimization of Director(s) and / or Employee(s) who avail the mechanism.

PREVENTION OF INSIDER TRADING

Pursuant to amendments to SEBI PIT Regulations, the Company has revised its "Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders" and the "Code of Practices and Procedures for Fair Disclosure of UPSI" (PIT Code) and the same have been posted on the website of the Company at website of the company at www.luharukamediainfra.com. All the Directors, concerned Senior employees, third parties such as Statutory Auditors, Investor Relation Agency, Consultants, etc. who could have access to the (UPSI) of the Company are governed by this Code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the Code.

During the year under review, there has been due Compliance with the said code. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the Designated Employees while in possession of UPSI in relation to the Company and during the period when the Trading Window is closed. All Promoters / Promoter group, Directors, Key Managerial Personnel, Senior Management and concerned third parties such as Statutory Auditors & Investor Relation Agency and other concerned personnel and Connected Employees who may be in possession of price sensitive information are made aware through-mail about trading window closure. The Board of Directors, Designated Employees and Connected Persons have affirmed compliance with the PIT Code during the year under review. In line with the amendments introduced recently by SEBI, the above Code is amended suitably to align it with the amendments, which are effective from 1 April, 2019.

WEBSITE

In Compliance with SEBI Listing Regulations, the Company has its own functional website www.luharukamediainfra.com. The information about the Company, quarterly and Annual Audited Financial Results, Annual Reports, distribution of shareholding at the end of each quarter, official press releases, and information required to be disclosed under Regulation 30(8) and 46 of the SEBI Listing Regulations, etc. are regularly updated on the website. Further, all the updated policies of the Company are available at the website of the Company.

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DISCLOSURE RELATING TO SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance towards any action on the part of any employee which may fall under the ambit of 'Sexual Harassment' at workplace, and is fully committed to provide a safe and conducive work environment to all its employees and associates to uphold and maintain the dignity of every women employee working in the Company. The Company's Policy provides for protection against sexual harassment of women employees at workplace and for prevention and redressal of such complaints. During the year under review, the Company has not received any complaint. No cases of child labour, forced labour and involuntary labour were reported during the year.

CODES AND POLICIES

The Board has adopted all applicable Codes and Policies in terms of the requirements of the Companies Act, 2013, the SEBI Listing Regulations and also under SEBI (Prohibition of Insider Trading) Amendment, Regulations, 2018. The requisite Codes and / or Policies are posted on the Company's website at www.luharukamediainfra.com, and references to these codes and policies have been given at relevant sections in this report

ADDRESS FOR INVESTOR CORRESPONDENCE:

REGISTRAR TO AN ISSUE AND SHARE TRANSFER AGENTS

Adroit Corporate Services Pvt. Ltd

19, Jafer Bhay Industrial Estate,
1st Floor, Makwana Road, Marol Naka
Andheri (E), Mumbai – 400059.
Tel: +91 (0)22 42270400
Email : info@adroitcorporate.com Website : www.adroitcorporate.com

DEPOSITORY FOR EQUITY SHARES

National Securities Depository Limited:

Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound Senapati Bapat Marg, Lower Parel, Mumbai 400 013, Tel : 91 22 2499 4200 Fax : 91 22 2497 6351

Central Depository Services (India) Limited:

Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Mumbai - 4000 083 Lower Parel, Mumbai – 400013 Lower Parel, Mumbai 400013

CORRESPONDENCE ADDRESS:

Luharuka Media & Infra Limited

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

LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra Limited)

DECLARATION PURSUANT TO SCHEDULE V OF THE SEBI LISTING REGULATIONS

In accordance with Regulation 26 (3) and Schedule V of the SEBI Listing Regulations, I hereby declare that the Directors and Senior Management of the Company have affirmed compliance with the Code of Conduct as applicable to them for the year ended March 31, 2019.

FOR LUHARUKA MEDIA & INFRA LIMITED

SD/-

ANKUR ANIL AGRAWAL

MANAGING DIRECTOR

DIN: 06408167

PLACE: MUMBAI

DATE: AUGUST 08, 2019

MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER CERTIFICATION

We, Mr. Ankur Anil Agrawal - Managing Director and Mr. Pravin Gupta - Chief Financial Officer hereby certify for the Financial Year ended March 31, 2019 that: -

We the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of Luharuka Media & Infra Limited ("the Company") and to the best of our knowledge and belief, certify that:

- 1) We have reviewed Financial Statements and the Cash Flow statement for the financial year ended March 31, 2019 and that to the best of our knowledge and belief, we state that:
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, laws and regulations.
- 2) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year which are fraudulent, illegal or which violate the Company's Code of Conduct.
- 3) We hereby declare that, all Board Members and Senior Managerial Personnel have confirmed compliance with the Code of Conduct as adopted by the Company.
- 4) We are responsible for establishing and maintaining Internal Controls for financial reporting and that we have evaluated the effectiveness of Internal Control Systems of the Company pertaining to Financial Reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- 5) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee:
 - a) significant changes, if any, in internal controls over financial reporting during the year;
 - b) significant changes, if any, in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - c) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

FOR LUHARUKA MEDIA & INFRA LIMITED

SD/-

ANKUR ANIL AGRAWAL

MANAGING DIRECTOR

DIN: 06408167

FOR LUHARUKA MEDIA & INFRA LIMITED

SD/-

PRAVIN GUPTA

CHIEF FINANCIAL OFFICER

PLACE: MUMBAI

DATE: AUGUST 08, 2019

Annual Report 2018-2019

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

Corporate Identity Number: L65100MH1987PLC044094
Nominal Capital: Rs. 200,000,000

To the Members of
Luharuka Media & Infra Limited
A-301, Hetal Arch, Opposite Natraj Market
S.V.Road, Malad (West) Mumbai - 400064

We have examined the compliance of conditions of Corporate Governance by **Luharuka Media & Infra Limited** ("the Company") for the financial year ended on March 31, 2019, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR").

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the LODR.

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the aforesaid provisions of LODR during the financial year ended March 31, 2019, except that of delay in reporting of one matter as required under regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR")

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

FOR R M MIMANI & ASSOCIATES LLP
[COMPANY SECRETARIES]
[FIRM REGISTRATION NO. I2001MH250300]

RANJANA MIMANI
(PARTNER)
FCS NO: 6271
CP NO: 4234

PLACE: MUMBAI
DATE: AUGUST 08, 2019

LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra Limited)

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To the Members of

Luharuka Media & Infra Limited

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

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Luharuka Media & Infra Limited** (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on March 31, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

DIN	Full Name	Designation	Date of Appointment
06408167	Mr. Ankur Agrawal	Managing Director	27/06/2016
00392511	Mr. Devendra Lal Thakur	Independent Director	24/11/2015
07697636	Mr. Milin Jagdish Ramani	Independent Director	14/08/2018
02330778	Mrs. Shuchi Ashish Bansal	Independent Director	26/09/2009
06644785	Ms. Deepika Agrawal	Non- Executive Director	06/08/2016

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

FOR R M MIMANI & ASSOCIATES LLP
[COMPANY SECRETARIES]
[FIRM REGISTRATION NO. I2001MH250300]

RANJANA MIMANI
(PARTNER)
FCS NO: 6271
CP NO: 4234

PLACE: MUMBAI
DATE: AUGUST 08, 2019

MANAGEMENT DISCUSSION & ANALYSIS REPORT

MACROECONOMIC OVERVIEW

Financial Year 2018-19 (FY 2019) began with an expectation of higher growth as the economy seemed to have overcome the teething troubles of the nation-wide roll out of the Goods and Services Tax (GST). However, a rise in the current account deficit (CAD), concerns relating to rising non-performing assets (NPAs) and decline in liquidity coupled with hardening interest rates contributed to uncertainties around a higher GDP growth rate.

The second advance estimates of national income for FY2019 released by the Central Statistics Office (CSO) on 28 February 2019 showed that the economy could not continue the expected growth momentum. GDP growth in the third quarter of FY2019 reduced to 6.6% after clocking 8% and 7% growth in the first and second quarter of FY2019 respectively. The CSO estimates GDP growth in FY2019 at 7% compared to 7.2% in FY2018.

Gross fixed capital formation (GFCF) provided a pleasant surprise, with the share of GFCF to GDP growing to 32.3% in FY2019 (second advance estimates) versus 31.4% in FY2018 (first revised estimates). However, it is perhaps too early to expect this recent uptick in the share of GFCF to GDP to provide a definite impetus to growth.

On the back of a widening trade deficit, the CAD increased to 2.6% of GDP during April-December 2018- up from 1.8% in April-December 2017. There was a net outflow of USD 17.5 billion of foreign currency reserves in April-December 2018 versus a net inflow of USD 30.3 billion over the same period a year earlier.

The good news was inflation. During the second half of FY2019, the consumer price index (CPI) steadfastly remained below the RBI's medium-term target of 4%, reaching a 19-month low of 1.9% in January 2019. It picked up marginally in February to 2.6%, albeit supported by a weak base and uptick in prices of some food categories. The RBI has projected headline inflation to remain soft in the near term: 2.4% in Q4 FY2019, 2.9% to 3% in H1 FY2020, and 3.5% to 3.8% in H2 FY2020. It did, however, acknowledge the monsoon risk from El Niño conditions and highlighted uncertainties in oil price movement.

Clearly, at this point, the RBI does not see inflation as a material risk. This has been underscored by the majority of the members of the RBI's Monetary Policy Committee (MPC)- when they recommended two successive cuts of 25 bps each in the policy rates and also maintained a neutral monetary stance.

While gross NPAs of scheduled commercial banks declined from 11.5% in March 2018 to 10.8% in September 2018, thus putting out hope of an orderly resolution, the Supreme Court intervened and created uncertainties. Its recent decision, setting aside the RBI's circular of 12 February 2018 to replace several existing restructuring schemes by a formal process under the Indian Bankruptcy Code, has resulted in considerable ambiguity regarding NPA resolutions. The RBI has issued a statement that it will take necessary steps, including issuing a revised circular, as may be necessary, for expeditious and effective resolution of stressed assets. Until such a circular is issued, the classification of NPAs and provisioning requirements would be left to individual banks — thus accentuating an already deep malaise.

Systemic liquidity swung between surplus and deficit during FY2019, with the RBI needing to intervene to smoothen liquidity flows. This liquidity stress was compounded thanks to major debt defaults of a systemically important NBFC. The default resulted in a virtual drying up of the money markets; and access to funds for borrowers such as NBFCs and HFCs were deeply impacted. The consequent increase in interest rates for fresh borrowings in Q3 FY2019 resulted in business disruptions. While H2 FY2019 has been an extremely challenging period for both NBFCs and HFCs, these disruptions have not yet completely settled.

Banking credit continued to post double-digit growth, registering 14.1% increase on-year as of 15 March 2019. However, this growth was still not broad-based. Industrial credit growth continued to remain anaemic, while the service sector and the retail segment saw fairly strong growth in bank credit. However, the healthy credit growth from banks to non-banks was largely nullified by money markets refraining from lending to NBFCs and HFCs during Q3 FY2019.

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NBFCs IN INDIA

Non-banking finance companies (NBFCs) are a vital part of India's financial system. Their role in nation-building and financial inclusion complement the banking sector in taking credit to the unbanked segments of society. NBFCs play a critical role in providing financial support for the economically weaker sections.

The scope of NBFCs is expanding with the Government of India (GoI) focusing prominently on promoting entrepreneurship and innovation, especially in the micro, small and medium enterprises (MSMEs) segment. NBFCs enjoy the advantages of better product lines, lower cost, wider and effective reach, robust risk management capabilities to check and control bad debts and understanding of their customer segments vis-à-vis the traditional banks. Additionally, NBFC's credit growth is likely to remain healthy owing to improving macroeconomic conditions, higher credit penetration, increased consumption and disruptive digital trends. NBFCs' ground-level understanding of their customers' profile and their credit needs gives them an edge, as does their ability to innovate and customize products as per their clients' needs. Moreover, with the banking system clearly constrained in terms of expanding their lending activities, the role of NBFCs becomes even more important now.

The NBFCs are also expected to focus more on collections than on incremental business. Competitive pressure for retail-focused NBFCs is likely to intensify as banks are increasingly focusing on retail segment to offset weak corporate credit growth. Further, increase in bank deposit base post demonetization and steep reduction in lending rates is expected to result in migration of some large-ticket and relatively better quality NBFC borrowers to banks. NBFC's business has also been affected by the moderation in disbursements with limited cash availability, especially microfinance and gold-backed lending. The extent of recovery in the borrower businesses and income levels and their ability to contribute margins for asset purchase and business funding, would be the key drivers of growth in the near to medium term.

NBFCs continued to grow their share in the financial services industry. Data published by the RBI in its Financial Stability Report dated 31 December 2018 show that NBFCs have outperformed scheduled commercial banks (SCBs) on growth in advances, asset quality and profitability. This growth momentum of NBFCs should result in their share in the financial services sector increasing in the near future

INFRASTRUCTURE & REAL ESTATE IN INDIA

India continues to retain its position as the world's fastest growing major economy on the back of improved investor confidence and better policy reforms. The IMF's database also suggested that India's contribution to world growth has increased from 7.6% during 2000-2008 to 14.5% in 2018. The CBRE report highlights 2019 trends and dynamics across various segments in the real estate sector in India.

The current government's pro-reform policies have yielded positive news for the equity market and investment inflows, thereby positioning India as an attractive business destination. The growth of the Indian Real Estate market in 2019 will be driven by numerous factors including technology, demand-supply dynamics, improved ease of doing business rankings, and the dust settling post the implementation of reforms such as GST and RERA, among others.

Technologies such as Artificial Intelligence, Augmented Reality, Internet of Things, Robotic Process Automation and Blockchain are trends that are reshaping how the Real Estate sector works. For instance, AI is allowing for more productive location decision making, predictive maintenance of assets, easing portfolio planning, reconfiguring workspaces, automating FM processes and making spaces smarter. Similarly, IoT is allowing for the construction of smart buildings and smart cities, while creating more data for analytics also across portfolios, fine-tuning portfolio management decisions, and enabling more accurate valuations.

ABOUT THE LUHARUKA MEDIA & INFRA LIMITED

Luharuka Media & Infra Limited (Formerly known as Splash Media and Infra Limited) was originally incorporated as "Indus Commercials Limited" on July 07, 1981 under the Companies Act, 1956 in the State of West Bengal. Thereafter the name has been changed from Indus Commercials Limited to Hindustan Stockland Limited and received a fresh certificate of incorporation consequent to change of name from Registrar of Mumbai, Maharashtra on September 19, 1991. Thereafter, the Company name has been further changed to Splash Mediaworks Ltd and a fresh certificate of incorporation was received from Registrar of Mumbai, Maharashtra on May 08, 2002. Further, the name of the Company was changed to Splash Media & Infra Limited on November 09, 2009 & thereafter to the present name i.e. Luharuka Media & Infra Limited ("LMIL") on October 15, 2015.

Annual Report 2018-2019

The Company was taken over by the present promoters in the year 2015. The Company had a Certificate of Registration from Reserve Bank of India as a Non Banking Financial Company ("NBFC") vide certificate no. B-13.01559 in the name of the "Hindustan Stockland Limited". Thereafter, the company obtained a fresh Certificate of Registration from Reserve Bank of India in the present name of the company i.e. Luharuka Media & Infra Limited vide certificate no. B-13.01559 dated January 12, 2017.

The Company is a NBFC and infrastructure company. LMIL's primary focus is providing inter corporate loans, personal loans, loans against shares & securities, loans against properties, Mortgage Loans, Auto / Home Loans, trade financing, bills discounting, trading in shares & securities and arbitrage business in stock and commodity market along with development of residential, commercial and retail properties. Since the Company is an NBFC it is now developing to position itself between the organized banking sector and local money lenders, offering the customers competitive, flexible and timely lending services

FINANCIAL PERFORMANCE

The Revenue from operation stood at Rs. 1,07,16,653 compared with Rs. 1,99,06,616 in the Previous Year. The Net Profit for the year stood at Rs. 27,00,323 against Rs. 42,12,795 reported in the Previous Year.

HUMAN RESOURCES

As on March 31, 2019, the Company had a total head count of 5 employees. The Directors wish to place on record their appreciation and acknowledgment of the efforts and dedication and contributions made by employees at all levels during the year under review. The Company continues to focus on attracting new talent & help them to acquire new skills, explore new roles and realize their potential.

STRENGTHS

- Promoted and managed by qualified & experienced professionals: The Board of the Company comprises of Chartered Accountants & other highly qualified & experienced Directors.
- Profit making: During the year company has earned profits.
- Simplified and prompt loan request appraisal and disbursements.
- Prudent fund management practices.

WEAKNESS

- Branding: Our Company is not a well established brand among large NBFC players who have access to larger financial
- Regulatory Hurdles: Unfavourable changes in government policies and the regulatory environment can adversely impact the performance of the sector.
- Uncertain economic and political environment.

OPPORTUNITIES

- Untapped use of digital solutions for business/ collections.
- Large Market: The players in the NBFC sector still have a lot of scope to cover larger market and the rural markets.

THREATS

While the management of your Company is confident of creating and exploiting the opportunities, it also finds the following challenges:

- Shortage of Manpower & Technology: The sector is heavily dependent on manual labor which increases the timelines for construction companies and results in supply getting deferred.
- Rising cost of construction: Growth in auxiliary infrastructure facilities
- Real-estate is an interest sensitive sector hence any increases in interest rates will adversely impact the revival of the sector.
- Competition: Banks which have significant cost of funds advantage can grow their gold loan business by offering lower interest rates than NBFCs, thereby imposing threat to the NBFC gold loan business. Besides, the unorganized

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sector caters to a large customer segment even today and retain their niche customer segment limiting the growth opportunities of NBFCs

- NPAs.
- Adverse regulatory changes: Though adequate regulations have been framed for regulating the sector, any future changes in the regulatory environment have the potential to affect the gold loan NBFC industry. In the face of adverse regulations, the industry players may find the business less profitable, which may affect their sustainability.

INTERNAL CONTROL SYSTEMS:

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

Internal Financial Controls over Financial Reporting (IFCoFR)

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been received from the Statutory Auditors and the Internal Auditors of the Company on the inefficiency or inadequacy of such controls apart from the observations mentioned by the Auditors, appearing elsewhere in this Report. Based on the framework of Internal Financial Controls and compliance systems established and maintained by the Company, audit and reviews performed by the Internal, Statutory and Secretarial Auditors and the reviews undertaken by the Management and the Audit Committee, the Board is of the opinion that the Company's Internal Financial Controls have been adequate and effective during the year under review

OUR STRATEGY

- Expansion of existing activities;
- Financial Management/Advisory Services;
- Brand recognition;
- Retention of customer base with a holistic association approach;
- Constant strengthening of risk framework.

RISKS & CONCERNS

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

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

CAUTIONARY

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

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF LUHARUKA MEDIA & INFRA LIMITED (Formerly Known as Splash Media & Infra Limited)

Report on the Audit of the Financial Statements Opinion

Qualified Opinion

We have audited the accompanying financial statements of LUHARUKA MEDIA & INFRA LIMITED (Formerly Known as Splash Media & Infra Limited) ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "financial statements").

In our opinion and to the best of our information and according to the explanations given to us except for the effects of the matter described in the basis for qualified opinion section of our report, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and its cash flows for the year ended on that date.

Basis for Qualified Opinion

The Company's done Contravention of Accounting Standard 15 On Accounting for retirement benefit of employees. As stated in Point No. 9 of Note No. 1 of significant Accounting Policies followed by the company, the company is not making any provision for the Gratuity as the same is accounted for on payment basis. This is contravention of Accounting Standard 15 on Accounting for retirement benefits of employees and Whole-Time Company Secretary resigned in April, 2019 and As on report date No Whole Time Company Secretary in Company this is contravention of section 203 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined following the key audit matters in our report.

LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra Limited)

Sr. No.	Key Audit Matter	Auditor Response
1.	Company has entered into a Development Agreement with M/s. Krishna Sagar Builders Ltd. to develop a property situated at Charkop Village, Kandivali (West) admeasuring total area of 1138.78 Sq. Mtrs (Develop-able Area: 984.90 Sq Mtrs) the total amount incurred on the said project is Rs. 446.62 Lacs as on 31st March, 2019 which is under Legal Dispute And The company has entered in to a Joint Venture Agreement with M/s. Krishna Developers through its proprietor Mr. Rajiv Kashyap to develop property situated at CTS No. 484 at Gulmohar Road, Juhu, Mumbai the total amount incurred on the said project is Rs. 147.45 Lacs as on 31st March, 2013, which is also under Dispute but the company has made a recovery of Rs. 50.70 Lacs in the year 2013 so the net amount incurred on the said project is Rs.90.50 Lacs as on 31st March 2019.	Company showing Project under development Amount Rs. 5,37,12,067 in Other Non-Current Assets. The matter is in legal Dispute from long period and final result still pending so not comment on the same.
2.	Under the Head Long Term loan & Advances Company gave Advance against Contract to AMR India Limited. As on 31st March, 2019 Amount is Rs. 1,94,00,000 which is under legal dispute.	The Matter is in Dispute in Telangana high court and final result still pending so no comment for the same.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than

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for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

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

- d) In our opinion, the aforesaid financial statements comply with the mandatory Accounting Standards referred to in section 133 of Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For R D N A AND CO LLP
Chartered Accountants
(FRN.004435C/C400033)

Ajay Sundaria
Partner
(M. No.181133)

Place: Mumbai
Date : 18th May, 2019

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of LUHARUKA MEDIA & INFRA LIMITED (Formerly Known as Splash Media & Infra Limited)

i. In respect of the Company's fixed assets:

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) All the assets have been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable; no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us, the records examined by us we report that, the title deeds of immovable properties are held in the name of the Company as at the balance sheet date.
- ii. The Company does not have any inventories. Accordingly, reporting under clause 3 (ii) of the Order is not applicable to the Company.
 - iii. The Company has not granted any loans covered in the register maintained under section 189 of the Companies Act,2013 ('the Act').
 - iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act with respect to the loans and investments made.
 - v. The Company has not accepted any deposits from the public.
 - vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Act for the business activities carried out by the Company.
 - vii. According to the information and explanations given to us, in respect of statutory dues:
 - (a) The Company has been regular in depositing undisputed statutory dues,including Provident Fund, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of Provident Fund,Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.
 - (c) There are no material dues duty of customs which have not been deposited with the appropriate authorities on account of any dispute.
 - viii. According to the information and explanations given to us, the Company has not taken any loans or borrowings from any financial institutions, banks and government or debenture holder during the year. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company.
 - ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
 - x. According to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the course of our audit.
 - xi. According to the information and explanations given to us,The Company has given remuneration to the directors in accordance with the requisite approvals and accordance the provisions of section 197 of the Act.
-

LUHARUKA MEDIA & INFRA LIMITED
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- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xvi. The Company is registered under section 45-IA of the Reserve Bank of India Act, 1934.

For R D N A AND CO LLP
Chartered Accountants
(FRN. 004435C/C400033)

Ajay Sundaria
Partner
(M..No.181133)

Place: Mumbai
Date: 18th May 2019

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ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Luharuka Media & Infra Limited (Formerly Known as Splash Media & Infra Limited) of even date)

Report on the Internal Financial Controls under Clause(i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Luharuka Media & Infra Limited (Formerly Known as Splash Media & Infra Limited) (“the Company”) as of March 31, 2019 in conjunction with our audit of financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide an opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection

LUHARUKA MEDIA & INFRA LIMITED

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of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For R D N A AND CO LLP
Chartered Accountants
(FRN. 004435C/C400033)

Ajay Sundaria
Partner
(M. No.181133)

Place: Mumbai
Date : 18th May, 2019

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BALANCE SHEET AS AT MARCH 31, 2019

(Amount in INR)

Particulars	Note No.	As at March 31, 2019		As at March 31, 2018
I Equity & Liabilities				
1. Shareholders' funds				
(a) Share Capital	2	9,37,20,000		9,37,20,000
(b) Reserves and Surplus	3	<u>4,12,61,833</u>		<u>3,96,89,502</u>
		13,49,81,833		13,34,09,502
2. Non - Current Liabilities				
(a) Long -Term Borrowings		-		-
(b) Deferred Tax Liabilities		-		-
(c) Other Long - Term Liabilities		-		-
(d) Long - Term Provisions		-		-
3. Current Liabilities				
(a) Short - Term Borrowings	4	86,95,155		59,43,921
(b) Trade Payables				
(i) total outstanding dues of micro enterprises and small enterprises; and		-		-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	5	3,09,301		-
(c) Other Current Liabilities	6	12,97,996		36,60,761
(d) Short - Term Provisions	7	<u>6,91,819</u>		<u>2,99,050</u>
		1,09,94,271		99,03,732
TOTAL		14,59,76,104		14,33,13,234
II Assets				
1. Non - Current Assets				
(a) Fixed Assets				
(i) Tangible Assets	8	84,855		1,27,933
(ii) Intangible Assets		-		-
(b) Non - Current Investments	9	1,75,95,508		95,508
(c) Long - Term Loans and Advances	10	1,94,00,000		1,94,00,000
(b) Deferred Tax Asset	11	17,161		-
(e) Other Non - Current Assets	12	<u>5,37,12,067</u>		<u>5,37,12,067</u>
		9,08,09,591		7,33,35,508
2. Current Assets				
(a) Trade Receivables	13	62,15,423		594
(b) Cash and Cash equivalents	14	1,28,91,403		70,62,684
(c) Short - Term Loans and Advances	15	3,60,18,578		6,28,82,378
(d) Other Current Assets	16	<u>41,110</u>		<u>32,071</u>
		5,51,66,514		6,99,77,727
TOTAL		14,59,76,104		14,33,13,234
Significant Accounting Policies	1			

As per our report of even date

For & On Behalf of Board

For R D N A AND CO LLP

Chartered Accountants
FRN : 004435C/C400033

Ajay Sundaria

Partner
M. No. 181133

Mumbai, May 18, 2019

Ankur Agrawal

Managing Director
DIN : 06408167

Deepika Agrawal

Director
DIN : 06644785

Pravin Gupta

Chief Financial Officer

Mumbai, May 18, 2019

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

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019

(Amount in INR)

Particulars	Note No.	For the year ended March 31, 2019	For the year ended March 31, 2018
I Revenue from Operations	17	1,07,16,653	1,99,06,616
II Other Income	18	61,798	-
III Total Revenue (I + II)		1,07,78,451	1,99,06,616
IV Expenses			
Purchases of Stock-in-trade	19	-	78,20,000
Employee Benefits Expenses	20	37,35,796	35,39,086
Finance Costs	21	2,30,595	3,90,891
Depreciation and Amortization Expense	9	43,078	41,681
Other Expenses	22	31,21,150	27,24,577
Total Expense		71,30,619	1,45,16,235
V Profit before Exceptional and Extraordinary Items and Tax (III-IV)		36,47,832	53,90,381
VI Exceptional Items		-	-
VII Profit before Extraordinary Items and Tax (V-VI)		36,47,832	53,90,381
VIII Extraordinary Items		-	-
IX Profit Before Tax (VII-VIII)		36,47,832	53,90,381
X Tax Expense:			
(a) Current Tax		9,71,500	14,21,900
(b) Deferred Tax		(17,161)	-
(c) Income Tax of Earlier years written off (Back)		(6,830)	(2,44,314)
		9,47,509	11,77,586
XI Profit for the Period from Continuing Operations (IX - X)		27,00,323	42,12,795
XII Profit/(Loss) for the Period from Discontinuing Operations		-	-
XIII Tax Expense of Discontinuing Operations		-	-
XIV Profit/(Loss) from Discontinuing Operations (After Tax) (XII-XIII)		-	-
XV Profit for the Period (XI + XIV)		27,00,323	42,12,795
XVI "Earnings Per Equity Share (Face Value Re. 1/- Per Share):"	23		
Basic (Rs.)		0.03	0.04
Diluted (Rs.)		0.03	0.04
Significant Accounting Policies	1		

As per our report of even date

For R D N A AND CO LLP
Chartered Accountants
FRN : 004435C/C400033

Ajay Sundaria
Partner
M. No. 181133

Mumbai, May 18, 2019

For & On Behalf of Board

Ankur Agrawal
Managing Director
DIN : 06408167

Deepika Agrawal
Director
DIN : 06644785

Pravin Gupta
Chief Financial Officer

Mumbai, May 18, 2019

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CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

(Amount in INR)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax for the year	36,47,832	53,90,381
Adjustments for :		
Interest Paid	2,30,595	3,90,891
Interest received	(1,01,14,157)	(76,11,817)
Depreciation	43,078	41,681
Profit from sale of Investments	(980)	(85,651)
Provision for Advances	62,520	1,08,670
Operating Profit before Working Capital change	(61,31,112)	(17,65,845)
Adjustments for :		
Adjustments for (increase) / decrease in operating assets:		
Trade receivables	(62,14,829)	5,99,854
Short-term loans and advances	2,68,01,280	(3,11,22,768)
Long-term loans and advances	-	2,42,75,000
Other current assets	(9,040)	68,450
Other non-current assets	-	-
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	3,09,301	(4,75,000)
Other current liabilities	(23,62,765)	31,17,578
Other long-term liabilities	-	-
Short-term provisions	62,520	1,08,670
Long-term provisions	-	(19,90,944)
Cash Generated From Operations	1,24,55,356	(51,94,062)
Income Tax paid	6,34,421	13,95,320
NET CASH FROM OPERATING ACTIVITIES Total (A)	1,18,20,935	(65,89,382)
CASH FLOW FROM INVESTING ACTIVITIES		
Investments (Purchased)/Sold	(1,74,99,020)	(9,857)
Fixed Assets (Purchased)/Sold	-	-
NET CASH USED IN INVESTING ACTIVITIES Total (B)	(1,74,99,020)	(9,857)
CASH FLOW FROM FINANCING ACTIVITIES		
Issue of Equity Capital	-	-
Dividend Paid	(11,27,992)	(11,27,991)
Loan taken / (Repaid) in Secured Loan	27,51,234	2,95,628
Interest received	1,01,14,157	76,11,817
Interest paid	(2,30,595)	(3,90,891)
NET CASH FROM FINANCING ACTIVITIES Total (C)	1,15,06,803	63,88,563
Net Increase/(Decrease) in Cash and Cash Equivalents Total (A+B+C)	58,28,718	(2,10,676)
Cash and Cash Equivalents -- Opening Balance	70,62,685	72,73,360
Cash and Cash Equivalents -- Closing Balance	<u>1,28,91,403</u>	<u>70,62,685</u>
Note: Previous year's figures have been regrouped/rearranged wherever considered necessary.		

As per our report of even date

For R D N A AND CO LLP
Chartered Accountants
FRN : 004435C/C400033

Ajay Sundaria
Partner
M. No. 181133

Mumbai, May 18, 2019

For & On Behalf of Board

Ankur Agrawal
Managing Director
DIN : 06408167

Deepika Agrawal
Director
DIN : 06644785

Pravin Gupta
Chief Financial Officer

Mumbai, May 18, 2019

LUHARUKA MEDIA & INFRA LIMITED

(Formerly Splash Media & Infra Limited)

NOTE-'1'

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2019:

A. SIGNIFICANT ACCOUNTING POLICIES:

1. Basis of Preparation of Financial Statements:

The financial statements have been prepared under the historical cost convention on accrual basis and are in accordance with requirements of the Companies Act, 2013 read with the Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI), to the extent applicable.

Accounting policies not specifically referred to are, otherwise in consistent and in consonance with the generally accepted accounting principles.

2. Change in Accounting Policy:

The Accounting Policies adopted in the preparation of financial statements are consistent with those of previous year.

3. Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principle requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

4. Revenue Recognition :

All income and expenditure items having a material bearing on the financial statements are recognised on accrual basis except in the case of dividend income, debenture interest and interest on fixed deposits with non-banking companies & interest receivable from / payable to government on tax refunds / late payment of taxes, duties / levies which are accounted for on cash basis.

As per prudential norms prescribed by Reserve Bank of India, interest income has been recognized only on standard advances given by the Company.

5. Investments:

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments. Current investments are carried at lower of cost and fair value. Long term investments are carried at cost.

6. Stock in Trade:

Closing stock in case of quoted shares has been valued at lower of cost and fair market value. Wherever quotations are not available as on 31 March 2019, inventory has been valued at lower of last traded price and cost. Wherever quotations are not available due to scrip has been suspended / delisted for a considerable period of time by stock exchanges has been valued at nil rate.

7. Fixed Assets/Depreciation:

- i) Fixed assets are shown at historical cost inclusive of incidental expenses less accumulated depreciation.
- ii) Depreciation on fixed assets is provided as per part "C" of Schedule II of the Companies Act, 2013.

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iii) Depreciation on Fixed Assets added or sold during the year, is provided on pro-rata basis with reference to the date of addition/deletion.

8. Impairment of Assets:

The Company assesses at each Balance sheet date whether there is any indication that an asset may be impaired based on internal/ external factors. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs, is less than its carrying amount, the carrying amount is reduced to its recoverable amount.

9. Retirement Benefits :

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

10. Foreign Exchange Transactions

Foreign Currency transactions are accounted for at the exchange rates prevailing at the time of recognition of income/expenditure and difference if any, resulting in income or expenses dealt with in profit & loss account under the head Foreign Exchange Fluctuation Gain.

Foreign currency monetary items are reported using the closing rates. Exchange difference arising on reporting them at closing rate i.e. at the rate different from those at which they were initially recorded, are recognized as income or expenses as the case may be.

11. Taxes on Income

Current tax is determined as the amount of tax payable in respect of taxable income for the year.

Deferred tax is recognised, subject to consideration of prudence, on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods and measured using relevant enacted tax rates. Deferred tax Assets arising from timing differences are recognised to the extent there is a reasonable certainty that these would be realised in future.

12. Earnings Per Share

In determining earning per share, the Company considers the net profit after tax and includes the post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earning per share is the weighted average number of shares outstanding during the year. The number of shares used in computing diluted earning per share comprises the weighted average shares considered for deriving basic earning per share, and also the weighted average number of shares that could have been issued on the conversion of all diluted potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable, had the shares been actually issued at fair value (i.e. the average market value of the shares outstanding). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. The number of shares and potentially dilutive equity shares adjusted for any stock splits and issues of bonus shares effected prior to the approval of the financial statements by the Board of Directors.

13. Provisions and Contingent Liabilities

Provisions are recognized when the Company has legal and constructive obligations as a result of a past event, for which it is probable that a cash outflow will be required and a reliable estimate can be made of the amount of the obligation.

Contingent Liabilities are disclosed when the Company has a possible obligation or a present obligation and it is probable that a cash outflow will not be required to settle the obligation.

LUHARUKA MEDIA & INFRA LIMITED

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

Note 2 - Share Capital

(Amount in INR)

(a)	Particulars	As at March 31, 2019	As at March 31, 2018
	Authorised :		
	20,00,00,000 Equity Shares (Previous Year 20,00,00,000) of Re. 1/- each	20,00,00,000	20,00,00,000
	TOTAL	20,00,00,000	20,00,00,000
	Issued and Subscribed :		
	9,37,20,000 Equity Shares (Previous Year 9,37,20,000) of Re. 1/- each	9,37,20,000	9,37,20,000
	TOTAL	9,37,20,000	9,37,20,000
	Subscribed and Paid-up :		
	9,37,20,000 Equity Shares (Previous Year 9,37,20,000) of Re. 1/- each	9,37,20,000	9,37,20,000
	TOTAL	9,37,20,000	9,37,20,000

(b) Rights, preferences and restrictions attached to shares

The Company has only one class of Equity Shares having a par value of Re. 1/- per share. Each holder of Equity Share is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the holders of Equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity shares held by the shareholders.

(c) Reconciliation of number of equity shares outstanding at the beginning and at the end of the year :

Particulars	As at March 31, 2019	As at March 31, 2018
Number of shares at the beginning of the year	9,37,20,000	9,37,20,000
Add: Issue of Shares during the year		
Number of shares allotted as fully paid-up during the year		
No. of shares at the end of the year	9,37,20,000	9,37,20,000

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

No. of Shares held by	As at March 31, 2019		As at March 31, 2018	
	Nos.	%	Nos.	%
Anil Agarwal HUF	4,20,79,103	44.90%	4,20,79,103	44.90%
Comfort Intech Limited	56,42,660	6.02%	56,42,660	6.02%

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Note 3 - Reserves & Surplus

(Amount in INR)

Particulars		As at March 31, 2019		As at March 31, 2018	
(a)	Securities Premium Reserve				
	As per last Balance Sheet	97,54,500		97,54,500	
	Add: On issue of shares	-	97,54,500	-	97,54,500
(b)	Special Reserve				
	As per last Balance Sheet	25,93,925		17,51,366	
	Add: Transfer from Profit and Loss Account during the year	5,40,065	31,33,990	8,42,559	25,93,925
(c)	General Reserve				
	As per last Balance Sheet	20,000		20,000	
	Add: Transfer from Profit and Loss Account during the year	-	20,000	-	20,000
(d)	Surplus in the Profit & Loss Account				
	As per last Balance Sheet	2,73,21,077		2,39,50,841	
	Add: Profit / (Loss) for the year	27,00,323		42,12,795	
	Amount available for appropriations	3,00,21,400		2,81,63,636	
	Appropriations:				
	Add: Transferred from reserves	-		-	
	Less: Transferred to Special reserve	(5,40,065)		(8,42,559)	
	Equity Dividend	(9,37,200)		-	
	Tax on Dividend	(1,90,792)		-	
		(16,68,057)	2,83,53,343	(8,42,559)	2,73,21,077
	TOTAL		4,12,61,833		3,96,89,502

Note 4 - Short Term Borrowings

(Amount in INR)

Particulars		As at March 31, 2019		As at March 31, 2018	
Loans repayable on demand					
From banks					
	Secured*	86,95,155		59,43,921	
	Unsecured	-	86,95,155	-	59,43,921
	TOTAL		86,95,155		59,43,921

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

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Note 5 - Trade Payables

(Amount in INR)

Particulars	As at March 31, 2019	As at March 31, 2018
Trade Payables	3,09,301	-
TOTAL	3,09,301	-

Note 6 - Other Current Liabilities

(Amount in INR)

Particulars	As at March 31, 2019	As at March 31, 2018
Other Payables	5,78,502	36,60,761
Un-paid dividend	7,19,494	-
TOTAL	12,97,996	36,60,761

Note 7 - Short-Term Provisions

(Amount in INR)

Particulars	As at March 31, 2019		As at March 31, 2018	
Provision for Advances	2,82,500		2,19,980	
Provision for Taxation (Net of Advance Tax & TDS)	4,09,319	6,91,819	79,070	2,99,050
TOTAL		6,91,819		2,99,050

Note : 8 Fixed assets

(Amount in INR)

Tangible assets	Gross block				Accumulated depreciation and impairment				Net block	
	Balance as at 1 April, 2018	Additions	Disposals	Balance as at 31 March, 2019	Balance as at 1 April, 2018	Depreciation / amortisation expense for the year	Other adjustments	Balance as at 31 March, 2019	Balance as at 31 March, 2019	Balance as at 31 March, 2018
	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)
(a) Computer & Data processing units	27,950	-	-	27,950	26,553	1,397	-	27,950	-	1,397
(b) Furniture and Fittings	3,74,312	-	-	3,74,312	2,47,776	41,681	-	2,89,457	84,855	1,26,536
Total	4,02,262	-	-	4,02,262	2,74,329	43,078	-	3,17,407	84,855	1,27,933
Previous year	4,02,262		-	4,02,262	2,32,648	41,681	-	2,74,329	1,27,933	1,69,614

Note - 9 - Non- Current Investments

(Amount in INR)

Particulars	Nos. / Units	Cost as on 31.03.2019	FMV as on 31.03.2019	Nos. / Units	Cost as on 31.03.2018	FMV as on 31.03.2018
In Equity Shares of Others- Quoted Fully paid-up						
Reliance Nippon Life Asset Management Ltd (Sh) (F.V. Re. 1/- each)	379	95,508	79,609	379	95,508	93,518
TOTAL (A)	379	95,508	79,609	379	95,508	93,518
In Mutual Fund of Others - Quoted Fully paid-up						
UTI Money Market Fund	8,384	1,75,00,000	1,77,11,019	-	-	-
TOTAL (B)	8,384	1,75,00,000	1,77,11,019	-	-	-
TOTAL (A+B)	8,763	1,75,95,508	1,77,90,628	379	95,508	93,518

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Note 10 - Long Term Loans & Advances

(Amount in INR)

Particulars	As at March 31, 2019	As at March 31, 2018
Advances against contracts (Secured, considered good)	1,94,00,000	1,94,00,000
TOTAL	1,94,00,000	1,94,00,000

Note 11 - Deferred Tax Asset

(Amount in INR)

Particulars	As at March 31, 2019	As at March 31, 2018
Deferred Tax Asset	-	-
Add / Less: During the Year	17,161	-
TOTAL	17,161	-

Note 12 - Other Non-Current Assets

(Amount in INR)

Particulars	As at March 31, 2019	As at March 31, 2018
Project under development	5,37,12,067	5,37,12,067
TOTAL	5,37,12,067	5,37,12,067

Note 13 - Trade Receivables

(Amount in INR)

	Particulars	As at March 31, 2019		As at March 31, 2018	
(a)	Due for a period exceeding six months				
	- Unsecured, considered good		-		-
	- Doubtful		-		-
	Less: Provision for Doubtful Debts		-		-
			-		-
(b)	Others				
	- Unsecured, considered good	62,15,423		594	
	- Doubtful		-		-
	Less: Provision for Doubtful Debts		-		-
	TOTAL		62,15,423		594

Note 14 - Cash & Cash equivalents

(Amount in INR)

	Particulars	As at March 31, 2019		As at March 31, 2018	
	Cash & Cash Equivalents				
(a)	Balances with Banks :				
	- Current Accounts	58,23,471		38,694	
	- Deposits (under lien with banks)*	70,00,000	1,28,23,471	70,00,000	70,38,694
(b)	Cash-in-hand		67,932		23,990
	TOTAL		1,28,91,403		70,62,684

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Note 15 - Short Term Loans & Advances

(Amount in INR)

Particulars		As at March 31, 2019		As at March 31, 2018	
(a)	Advances recoverable in cash or in kind for value to be received				
(i)	Advances Considered good & in respect of which Company is fully secured	3,27,18,578		5,00,16,598	
(ii)	Advances Considered good for which Company holds no Security other than personal security	-		1,28,00,000	
(iii)	Sub-Standard Advances in respect of which Company is				
	Secured	15,00,000			
	Unsecured	-		-	
	Doubtful (Secured)	-	3,42,18,578	-	6,28,16,598
(b)	Security Deposit paid		18,00,000		-
(c)	Income Tax Refund		-		65,780
	TOTAL		3,60,18,578		6,28,82,378

Note 16 - Other Current Assets

(Amount in INR)

Particulars	As at March 31, 2019	As at March 31, 2018
GST Credit	10,960	32,071
FDR interest receivable	30,150	-
TOTAL	41,110	32,071

Note 17 - Revenue from Operations

(Amount in INR)

Particulars		For the year ended March 31, 2019		For the year ended March 31, 2018	
(A)	Income from Operations				
	Sales		-		82,11,000
	Contract Income		-		32,96,253
	Interest Income				
	From Loans & Advances	96,33,013		70,86,817	
	From Term deposits	4,81,144	1,01,14,157	5,25,000	76,11,817
		(A)	1,01,14,157		1,91,19,070
(B)	Other operating Income				
	Loan Processing Fee received		6,00,000		7,00,000
	Income from Investment in Mutual Fund		980		85,651
	Dividend Income		1,516		1,895
		(B)	6,02,496		7,87,546
	TOTAL (A+B)		1,07,16,653		1,99,06,616

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Note 18 - Other Income

(Amount in INR)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Other Misc. Income	61,798	-
TOTAL	61,798	-

Note 19 - Purchases

(Amount in INR)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Goods	-	78,20,000
TOTAL	-	78,20,000

Note 20 - Employment Benefit Expenses

(Amount in INR)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Salaries , Bonus & Allowances	35,73,993	34,10,270
Staff Welfare Expenses	1,57,752	1,13,878
Staff insurance	4,051	14,938
TOTAL	37,35,796	35,39,086

Note 21 - Financial Costs

(Amount in INR)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Interest Expenses	2,30,595	3,90,891
TOTAL	2,30,595	3,90,891

Note 22 - Other Expenses

(Amount in INR)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Advertisement Expenses	22,763	19,841
Annual Listing & Custodial fees	3,41,172	3,15,651
Bank Charges	19,937	26,561
Conveyance Expenses	1,24,178	70,825
Commission Paid	-	2,45,250
Director's Sitting Fees	1,90,750	1,63,700
Demat Expenses	10,137	-
Filing Expenses	6,200	12,700
Legal & Professional Fees	3,86,466	4,65,108
Miscellaneous Expenses	10,05,592	6,66,962
Printing, Postage & Stationery Expenses	1,46,352	1,36,904
Professional Tax	2,500	2,500

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Particulars	For the year ended March 31, 2019		For the year ended March 31, 2018	
Payments to Auditors :				
- Audit & Tax Audit fees	50,000		50,000	
- For Other Services	-	50,000	-	50,000
Travelling Expenses		1,82,836		1,43,682
Telephone Expenses		41,747		31,223
Office Rent Expenses		5,28,000		2,40,000
Sundry Balance w/off		-		25,000
Provision for Advances		62,520		1,08,670
TOTAL		31,21,150		27,24,577

*An order has been passed during the year by Delhi High Court for dispute with Tomorrowland Technologies Exports Limited related to previous management and as a final settlement, Company paid Rs. 10,00,000/- and the same has been claimed to the Profit & Loss account in Miscellaneous Expenses.

Note 23 - Earnings Per Equity Share

(Amount in INR)

Particulars	For the year ended March 31, 2019		For the year ended March 31, 2018	
(a) Net profit after tax attributable to equity shareholders for				
Basic EPS	27,00,323		42,12,795	
Add/Less: Adjustment relating to potential equity shares	-	27,00,323	-	42,12,795
Net profit after tax attributable to equity shareholders for		27,00,323		42,12,795
Diluted EPS				
(b) Weighted average no. of equity shares outstanding during the year				
For Basic EPS		9,37,20,000		9,37,20,000
(c) Face Value per Equity Share (Rs.)		1.00		1.00
Basic EPS		0.03		0.04

24. Contingent liabilities & Commitments:

Particulars	2018-2019 (Rs.)	2017-2018 (Rs.)
i) Claims against the Company / Disputed Liabilities, not acknowledged as Debt	-	-

25. Legal Disputes in Projects undertaken by the company:

- Company has entered into a Development Agreement with M/s. Krishna Sagar Builders Ltd. to develop a property situated at Charkop Village, Kandivali (West) admeasuring total area of 1138.78 Sq. Mtrs (Developable Area: 984.90 Sq Mtrs) the total amount incurred on the said project is Rs. 446.62 Lacs as on 31st March, 2019 which is under Legal Dispute.
- The company has entered into a Joint Venture Agreement with M/s. Krishna Developers through its proprietor Mr. Rajiv Kashyap to develop the property situated at CTS No.484 at Gulmohar Road, Juhu, Mumbai the total amount incurred on the said project is Rs. 147.45 Lacs as on 31st March, 2013, which is also under Dispute but the company has made a recovery of Rs. 50.70 Lacs in the year 2013 so the net amount incurred on the said project is Rs.90.50 Lacs as on 31st March 2019.

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26. Profit / loss from F&O and Non Delivery transactions are accounted net of brokerage paid.

27. Auditors' Remuneration	2018-2019	2017-2018
For Audit Fees	Rs. 50,000	Rs 50,000
	Rs. 50,000	Rs. 50,000

28. Advances recoverable in cash or in kind or for value to be received in respect of which company is fully secured includes:-

Particulars	2018-2019 (Rs.)	2017-2018 (Rs.)
Secured against Shares	3,42,18,578	4,46,39,224
Secured against bill discounting	-	53,77,374

29 Foreign Currency Transactions: Earning / Expenditure in foreign currency Rs. Nil (P.Y. Rs. Nil)

30. Balances of the Sundry Debtors, Loans and Advances and Sundry Creditors are subject to confirmation and resultant reconciliation, if any.

31. There are no dues to Micro and Small Enterprises as at 31st March, 2019. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company

32. In accordance with Accounting standard 'AS -18' relating to Related Party Disclosures, information pertinent to related party transaction is given as under:-

Parties where control exists: Nil

Parties with whom transaction have taken place during the year.

A. Name of the related parties & description of relationship

- a) Key Managerial Personnel : Mr. Ankur Agrawal (Managing Director)
- b) Promoters and their relatives : Mrs. Annu Agrawal (Relative)
Miss. Deepika Agrawal (Relative)
Mrs. Aayushi Agrawal (Relative)
Anil Agrawal –HUF (Promoter)
Comfort Intech Ltd. (Promoter)
Comfort Fincap Ltd. (Promoter)
- c) Group Company : Comfort Securities Ltd.
Flora Fountain Properties Ltd.

A. Transactions during the year with related parties:-

Sr. No.	Particulars	Key Managerial Personnel	Promoter & their Relatives	Group Company
A	Loan Given			
	Comfort Commotrade Ltd.	-	-	- (50,00,000)
	Comfort Fincap Ltd.	-	-	- (2,05,00,000)

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Sr. No.	Particulars	Key Managerial Personnel	Promoter & their Relatives	Group Company
	Flora Fountain Properties Ltd.	-	-	1,45,00,000 (78,00,000)
	Loan Received Back			
	Comfort Commotrade Ltd.	-	-	-
	Comfort Fincap Ltd.	-	-	(50,00,000)
	Flora Fountain Properties Ltd.	-	-	-
	Flora Fountain Properties Ltd.	-	-	2,23,00,000
	Flora Fountain Properties Ltd.	-	-	-
B	Security deposit paid			
	Annu Agrawal	-	10,00,000	-
	Annu Agrawal	-	-	-
	Anil Agrawal –HUF	-	10,00,000	-
	Anil Agrawal –HUF	-	-	-
	Security deposit received back			
	Annu Agrawal	-	1,00,000	-
	Annu Agrawal	-	-	-
	Anil Agrawal –HUF	-	1,00,000	-
	Anil Agrawal –HUF	-	-	-
C	Expenses			
1	Demat Charges Paid			
	Comfort Securities Ltd.			6,597
	Comfort Securities Ltd.			-
2	Rent			
	Anil Agrawal HUF	-	2,64,000	-
	Anil Agrawal HUF	-	(2,40,000)	-
	Annu Agrawal	-	2,64,000	-
	Annu Agrawal	-	-	-
3	Director Sitting Fee			
	Deepika Agrawal	-	20,000	-
	Deepika Agrawal	-	(30,000)	-
D	Income			
	Flora Fountain properties Ltd.	-	-	4,51,350
	Flora Fountain properties Ltd.	-	-	-

Figure in bracket relates to previous year.

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33. In accordance with Accounting standard AS -22 relating to "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, the Company has recognized a net deferred tax asset of Rs. 17,161/- as on 31st March, 2019. (Previous Year Rs. Nil).

	PARTICULARS	Current Year	Previous Year
A	LIABILITY	Nil	Nil
B	ASSETS		
	WDV as per companies Act : Rs. 84,855		
	WDV as per Income Tax Act : Rs. 1,50,860	17,161	Nil
	Net Deferred Tax Liability (A-B)	(17,161)	-

34. Segment Reporting: In the opinion of the Management, the Company is operating in a single segment only as per the provisions of the accounting standard AS-17, issued by the Institute of Chartered Accountants Of India.
35. The Previous year's figures have been regrouped / rearranged / reclassified wherever necessary. Amounts and other disclosures for the preceding financial year are included as an integral part of current year's financial statements.

As per our report of even date

For R D N A AND CO LLP

Chartered Accountants
FRN : 004435C/C400033

Ajay Sundaria

Partner
M. No. 181133

Mumbai, May 18, 2019

For & On Behalf of Board

Ankur Agrawal
Managing Director
DIN : 06408167

Deepika Agrawal
Director
DIN : 06644785

Pravin Gupta
Chief Financial Officer

Mumbai, May 18, 2019

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Disclosure of details as required in terms of paragraph 18 of Non-Banking Financial Company- Non- Systematically Important Non- Deposit taking Company (Reserve Bank) Directions, 2016.

Particulars		Amount in Rupees	
Liabilities Side :		Amount	
1	Loans and advances availed by the NBFC inclusive of interest accrued thereon but not paid	Amount	Amount
		outstanding	overdue
	(a) Debenture : Secured	Nil	Nil
	: Unsecured	Nil	Nil
	(other than falling within the meaning of public deposits*)		
	(b) Deferred Credits	Nil	Nil
	(c) Term Loans	Nil	Nil
	(d) Inter -corporate loans and borrowing	Nil	Nil
	(e) Commercial Papers	Nil	Nil
	(f) Public Deposits *	Nil	Nil
	(g) Other Loans (specify nature)		
	Loan from Shareholders, Directors, Relatives	Nil	Nil
	Bank overdraft	86,95,155	Nil
	* Please see Note 1 below		
Assets Side :		Amount in Rupees	
		Amount outstanding	
2	Break-up of Loans and Advances including bills receivables [other than those included in 4 below] :		
	(a) Secured	5,36,18,578	Nil
	(a) Unsecured	Nil	Nil
3	Break up of Leased Assets and Stock on hire and hypothecation loans counting towards EL/HP activities		
	(i) Lease assets including lease rentals under sundry debtors :		
	(a) Financial lease	Nil	Nil
	(b) Operating lease	Nil	Nil
	(ii) Stock on hire including hire charges under sundry debtors		
	(a) Assets on hire	Nil	Nil
	(b) Repossessed Assets	Nil	Nil
	(iii) Hypothecation loans counting towards		
	EL/HP activities		
	(a) Loans where assets have been repossessed	Nil	Nil
	(b) Loans other than (a) above	Nil	Nil

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4	Break-up of Investments :		
	Currents Investments :		
	(1) Quoted :		
	(i) Shares : (a) Equity	Nil	Nil
	(b) Preference	Nil	Nil
	(ii) Debenture and Bonds	Nil	Nil
	(iii) Units of mutual funds	Nil	Nil
	(iv) Government Securities	Nil	Nil
	(v) Other (please specify)	Nil	Nil
	(2) Unquoted :		
	(i) Shares : (a) Equity	Nil	Nil
	(b) Preference	Nil	Nil
	(ii) Debentures and Bonds	Nil	Nil
	(iii) Units of mutual funds	Nil	Nil
	(iv) Government Securities	Nil	Nil
	(v) Others (Please specify)	Nil	Nil
	Long Term Investments :		
	(1) Quoted :		
	(i) Shares : (a) Equity	95,508	Nil
	(b) Preference	Nil	Nil
	(ii) Debenture and Bonds	Nil	Nil
	(iii) Units of mutual funds	1,75,00,000	Nil
	(iv) Government Securities	Nil	Nil
	(v) Other (please specify)		
	(2) Unquoted :		
	(i) Shares : (a) Equity	Nil	Nil
	(b) Preference	Nil	Nil
	(ii) Debentures and Bonds	Nil	Nil
	(iii) Units of mutual funds	Nil	Nil
	(iv) Government Securities	Nil	Nil
	(v) Other (please specify)	Nil	Nil
5	Borrowers group-wise classification of all leased assets, stock-on-hire and loans and advances :		
	Please see Note 2 below		
	Category	Amount net of provisions	
		Secured	Unsecured
			Total
	1. Related Parties **		
	(a) Subsidiaries	Nil	Nil
	(b) Companies in the same group	Nil	Nil
	(c) Other related parties	Nil	Nil
	2. Other than related parties	5,33,36,078	Nil
	Total	5,33,36,078	-
			5,33,36,078

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6 Investor group-wise classifications of all investments (current and long term) in shares and securities (both quoted and unquoted) :		
Please see note 3 below		
Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provision)
1.) Related Parties **	Nil	Nil
(a) Subsidiaries	Nil	Nil
(b) Companies in the same group	Nil	Nil
(c) Other Related Parties	Nil	Nil
2.) Other than related Parties	Nil	Nil
Total	Nil	-
7 Other Information		
Particulars	Amount	
(i) Gross Non-Performing Assets		
(a) Related parties	Nil	
(b) Other than related parties	Nil	
(ii) Net Non-Performing Assets		
(a) Related parties	Nil	
(b) Other than related parties	Nil	
(iii) Assets acquired in satisfaction of debt	Nil	

Notes :

- As defined in Paragraph 2(1) (xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions 1998.
- Provisioning norms shall be applicable as prescribed in the Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998
- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of dept. However, marked value in respect of quoted investments and break up/fair value in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in column (5) above.

As per our report of even date

For R D N A AND CO LLP
Chartered Accountants
FRN : 004435C/C400033

Ajay Sundaria
Partner
M. No. 181133

Mumbai, May 18, 2019

For & On Behalf of Board

Ankur Agrawal
Managing Director
DIN : 06408167

Deepika Agrawal
Director
DIN : 06644785

Pravin Gupta
Chief Financial Officer

Mumbai, May 18, 2019

LUHARUKA MEDIA & INFRA LTD

CIN:L65100MH1987PLC044094

Registered Office: A/301, Hetal Arch, Opp. Natraj Market, S.V. Road, Malad (West), Mumbai - 400 064,

Tel: 022-2844-9765/ 66/ 67; **Fax:** 022-2889-2527;

E-mail: splashmedia7@yahoo.in ; **Website:** www.luharukamediainfra.com

ATTENDANCE SLIP

THIRTY EIGHTH ANNUAL GENERAL MEETING

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

I hereby record my presence at the 38th Annual General Meeting (AGM) of the Shareholders of the Company will be held on Thursday, September 26, 2019 at 04.00 P.M. at Nandanvan Patel Wadi, Opp. J.J. Bus Stop, Near INS Hamla, Marve Aksa Road, Malad (West), Mumbai - 400095.

Full Name of the Member (IN BLOCK LETTERS) _____

DP ID: _____ Client ID: _____ Folio No. _____ No. of shares held _____

Full Name of Proxy (in BLOCK LETTERS) _____

Member's Proxy Signature _____

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

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E-mail: splashmedia7@yahoo.in ; **Website:** www.luharukamediainfra.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address:	
E-mail ID:	
Folio/ DP ID- Client ID	

I/We, being the member (s) holding shares of Comfort Commotrade Limited, hereby appoint:

1. Name :
Address :
E-mail ID : Signature : or failing him/her
2. Name :
Address :
E-mail ID : Signature : or failing him/her
3. Name :
Address :
E-mail ID : Signature : or failing him/her

as my/our proxy to attend and vote for me/us and on my/our behalf at the 38th Annual General Meeting of the Members of Luharuka Media & Infra Ltd Comfort to be held on Thursday, September 26, 2019 at 04.00 P.M at Nandanvan Patel Wadi, Opp. J.J Bus Stop, Near INS Hamla, Marve Aksa Road, Malad (West), Mumbai – 400095 and/or at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Vote(s) given	
		For	Against
Ordinary Business: Ordinary Resolution			
1	To receive, consider and adopt:		
	a. the Audited Standalone Financial Statements of the Company for the financial year ended 31 March, 2019, together with the Reports of the Board of Directors' and Auditor's thereon; and		
	b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March, 2019 and the Report of the Auditors' thereon.		
2	To appoint a Director in place of Ms. Deepika Agrawal (DIN: 06644785), who retires by rotation and being eligible, offers herself for re-appointment.		
Special Business: Special Resolution			
3	To Ratify and Approve the Related Party Transactions.		

Signed this _____ day of ____ 2019

Signature of Member _____ Signature of Proxy Holder(s) _____

Affix
Revenue
Stamp

Notes:

1. This form in order to be effective should be duly completed and deposited at the Corporate Office of the company, not less than 48 hours before the commencement of the meeting
2. For the Notes, resolutions and Explanatory Statement, please refer to the Notice of the 38th Annual General Meeting.
3. It is optional to put number of votes in the appropriate column against the Resolutions indicated in the Box, so that the Proxy should vote accordingly. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate. Please note that the total number of votes given cannot exceed the number of shares held for each and every resolution.
4. Please complete all details of member(s) in the above box before submission



If undelivered, please return to:

LUHARUKA MEDIA & INFRA LIMITED

(Formaly Splash Media & Infra Limited)

Corporate Office: A-301, Hetal Arch, Opp Nataraj Market,
S.V. Road, Malad (West) Mumbai - 400 064.