



**LUHARUKA MEDIA
& INFRA LTD**

Postal Ballot Notice



LUHARUKA MEDIA & INFRA LIMITED

CIN: L65100MH1987PLC044094

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

Phone No.: 022-6894-8500/08/09, **Fax:** 022-2889-2527; **Email:** info@luharukamediainfra.com;

Website: www.luharukamediainfra.com.

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Remote E-voting starts on	Remote E-voting ends on
Wednesday, April 16, 2025 at 9:00 A.M. IST	Thursday, May 15, 2025 at 5:00 P.M. IST

Dear fellow member(s),

NOTICE is hereby given that the resolutions set out below are proposed to be passed by the shareholders of **Luharuka Media & Infra Limited (“the Company”)** by means of Postal Ballot, by way of remote e-voting (“e-voting”) process only, pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, Circulars and Notifications thereunder issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by The Institute of Company Secretaries of India and all other applicable laws, rules and regulations, if any, (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

The Postal Ballot Notice (“the Notice” or “the Postal Ballot Notice”) is being sent to those Members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, April 11, 2025, being the cut-off date** for the purpose of e-voting, in electronic form to those Members whose email address is registered with Adroit Corporate Services Pvt. Ltd, Registrar and Share Transfer Agent (“RTA”) of the Company or Depository Participant(s). Those Members who have not yet registered their email address are requested to register the same by following the procedure set out in the Notice. The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the agency to provide e-voting facility. The instructions for e-voting are appended to this Notice.

Pursuant to Sections 102 and 110 and other applicable provisions of the Act read with rules, the Statement setting out the material facts and the reasons / rationale pertaining to the said Resolutions are annexed to this herewith for your consideration and forms a part of this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing only e-voting facility to its Members, to enable them to cast their votes electronically and hence the Postal Ballot Form is not attached herewith. Shareholders are requested to read the instructions in this Postal Ballot Notice to cast their vote electronically, which begins on Wednesday, April 16, 2025 at 9:00 A.M. IST and ends on Thursday, May 15, 2025 at 5:00 P.M. IST (the last day to cast vote electronically) to be eligible for being considered.

The Board of Directors has appointed Mrs. Ramadevi Venigalla, Practicing Company Secretary (Membership No. FCS. 7345 and CP No. 17889), as the Scrutinizer to this Postal Ballot for scrutinizing the e-voting process in a fair and transparent manner and she has communicated her willingness for such an appointment and will be available for the said purpose.

The Scrutinizer's decision on the results of the Postal Ballot shall be final. The Scrutinizer will submit her report, after the completion of scrutiny, to the Chairperson of the Company or any other person authorized by Chairperson. The results along with the Scrutinizer's Report will be announced on or before Monday, May 19, 2025 and will be displayed on the Company's website at www.luharukamediainfra.com, website of the Stock Exchange where equity shares of the Company are listed i.e., BSE Limited at www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com.

SPECIAL BUSINESS

1. **To consider and approve change in name of the Company from “Luharuka Media & Infra Limited” to “DhanSafal Finserve Limited”, consequent thereto alteration in the Memorandum of Association and Articles of Association.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 4, 5, 13, 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Rule 29 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s), rule(s) or guideline(s), if any, the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and subject to the approval of Ministry of Corporate Affairs (“MCA”), Reserve Bank of India (“RBI”) and other regulatory authorities, as may be applicable and on the basis of recommendation of the Board of Directors of the Company, consent of the shareholders of the Company be and is hereby accorded for change in name of the Company from **“Luharuka Media & Infra Limited”** (herein after refer to as “existing name”) to **“DhanSafal Finserve Limited”** (herein after refer to as “new name”).

RESOLVED FURTHER THAT the existing Name Clause of the Memorandum of Association of the Company, i.e. Clause I, be and is hereby altered and substituted with the following Clause:

“I. The name of the Company is **“DhanSafal Finserve Limited”**.”

RESOLVED FURTHER THAT in accordance with the Section 14 of the Act, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT the existing name wherever appearing in any of the documents/ records of the Company be substituted by the new name in accordance with the provisions of applicable laws.

RESOLVED FURTHER THAT any of the Directors, Chief Executive Officer, Chief Operating Officer and Company Secretary of the Company be and are hereby singly authorized to file all the necessary forms and/ or returns and make an application to the MCA and/ or to Central Government, stock exchanges and/ or any other statutory authorities, to act, represent and/or appear before any statutory authorities for and on behalf of the Company, to delegate all or any of the aforesaid powers in favor of any person(s) / official(s) etc., to settle any question, doubt or difficulty which may arise in this regard and to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to this Resolution.”

2. **To consider and approve borrowing power limit in compliance with Section 180(1)(c) of the Companies Act, 2013.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of all previous resolutions passed by the Company in this regards and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable regulations framed by Securities Exchange Board of India, applicable provisions of

Foreign Exchange Management Act, 1999 read with rules or regulations framed thereunder, enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable, consent of the Members of the Company be and is hereby accorded to empower Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any Committee, including the Finance and the Investment Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board or Committee to exercise the powers conferred on the Board by this Resolution) for borrowing, for and on behalf of the Company, any sum or sums of money, from time to time, as they may consider fit, in any manner, and without prejudice to the generality thereof, by way of non-fund based assistance, term loan, guarantees, working capital facilities, overdraft facilities, lines of credit, inter corporate deposits, credit facilities, external commercial borrowings or any other form of financial assistance in any form including but not limited to by way of draw-down or issue of securities (including but not limited to debentures, bonds, commercial papers etc.), in Indian rupees or any other foreign currency, from any person including but not limited to any company, individual, body corporate, banks, related parties, financial institutions or any other person, whether Indian or foreign, whether in India or outside India, upon such terms & conditions as regards to interest, repayment, tenor, security or otherwise, as the Board may determine and think fit, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and remaining undischarged at any given time, will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose so, such that the total amount up to which money may be borrowed by the Board under this resolution, at any one time or in part shall not exceed, in the aggregate, the sum of Rs. 3,00,00,00,000/- (Rupees Three Hundred Crores Only) and / or in equivalent foreign currency;

RESOLVED FURTHER THAT consent of the Members be and is hereby accorded to delegate the power to the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) to use / modify / amend / reduce / enhance the existing or new borrowing facilities interchangeably among various lenders, without any restriction on borrowing from a specific lender, subject to the overall borrowing limit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

3. Authority to raise funds by issuing securities by way of private placement basis.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42 and 71 of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions of the Act and the Rules framed thereunder, as may be applicable, and other applicable Guidelines and Regulations issued by the Securities and Exchange Board of India ("SEBI") or any other law for the time being in force (including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force) and in terms of the Articles of Association of the Company, approval 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 thereof) to borrow from time to time by issue of securities viz. Non-Convertible Debentures, Commercial Paper, Bonds and such other debt securities subject to aggregate thereof not being higher than Rs. 3,00,00,00,000/- (Rupees Three Hundred Crore only), to be issued on Private Placement basis, in domestic and/or international market, in one or more series/tranches, issuable / redeemable at discount / par / premium, provided that the said borrowing shall be within the overall borrowing limits of the Company approved pursuant to Section 180 of the Act by the members and that the mentioned borrowing limits shall be replenished on repayment.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

**By Order of the Board of Directors,
For Luharuka Media & Infra Limited,**

Sd/-

Ankur Agrawal

Managing Director

DIN: 06408167

Date: April 11, 2025

Place: Mumbai

Notes:

1. Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (the “Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, setting out material facts relating to the resolutions proposed to be passed is annexed hereto.
2. In accordance provisions of the Act read with relevant Rules and in compliance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, April 11, 2025 (“Cut-Off Date”)** received from the Adroit Corporate Services Private Limited, Registrar and Share Transfer Agent (“RTA”) of the Company and whose e-mail address are registered with the RTA/ Depositories. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The communication of the assent or dissent of the Members would only take place through the e-voting system. Accordingly, physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. Members as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the cut-off date should treat this notice for information purpose only.
3. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
4. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to info@luharukamediainfra.com.
5. This Postal Ballot Notice will also be made available on the Company's website at www.luharukamediainfra.com, website of the Stock Exchange where equity shares of the Company are listed, i.e. BSE Limited at www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com (agency for providing the Remote e-Voting facility).
6. The Company has appointed Mrs. Ramadevi Venigalla, Practicing Company Secretary (Membership No. FCS 7345 and CP No. 17889), as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit her report after completion of the scrutiny to the Chairperson or any other person authorized by him. The result of the e-voting will be announced on or before Monday, May 19, 2025 and the same will be communicated to the BSE Limited and shall also be available on the Company’s website at www.luharukamediainfra.com and on the website of NSDL i.e. www.evoting.nsdl.com.
7. The Resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting i.e. Thursday, May 15, 2025. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
8. Members who have not yet registered their email address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**How do I vote electronically using NSDL e-Voting system?**





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020, as amended from time to time, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;"><div style="text-align: center; margin-right: 20px;"> App Store</div><div style="text-align: center; margin-right: 20px;"> Google Play</div></div> <div style="display: flex; justify-content: center; align-items: center;"></div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) 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*****.
b) 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*****.
c) 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***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your ‘initial password’?
 - i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email 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’.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) 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.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) 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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. 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 all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolutions, 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 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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@luharukamediainfra.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to info@luharukamediainfra.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT UNDER SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013
READ WITH RULE 22 OF COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.

Item No. 1

The Board of Directors of the Company at their meeting July 29, 2024 have *inter-alia* decided to change the name of the Company, subject to such receipt of statutory/regulatory approval as may be applicable and approval from Shareholders at the ensuing general meeting.

The Company submitted an application to Reserve Bank of India (“RBI”) for obtaining their No-Object Certificate for change in the name of the Company, i.e. from “**Luharuka Media & Infra Limited**” (hereinafter referred to as “**existing name**”) to “**DhanSafal Finserve Limited**” (hereinafter referred to as “**new name**”), and in response thereto, a letter dated April 02, 2025 was received from RBI stating that they have no objection to the proposed change in the name of the Company.

Annexure A includes correspondence from Mr. Ankur Agrawal, Managing Director, addressing the proposed change.

The Company has also received a name availability confirmation letter dated April 08, 2025 from Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs.

Accordingly, in terms of the provisions of Sections 4, 5, 13, 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), approval of the shareholders of the Company is sought by way of a Special Resolution for the change in name of the Company from existing name to new name and the consequent amendments to the Memorandum Articles of Association of the Company, subject to the approval of requisite statutory, regulatory or governmental authorities, as may be required under applicable laws.

The members may further note that there is no proposal to change the objects of the Company. The proposed change in terms of the Company would not result in change of the legal status, constitution, turnover, operations or activities of the Company, nor would it affect any rights or obligations of the Company or the members and stakeholders.

The Company has complied with Regulation 45 of the SEBI Listing Regulations, to the extent they are applicable, and has also obtained a certificate from a Practicing Chartered Accountant in respect of the same, copy of which is annexed herewith as **Annexure B**.

Your Board recommends and seeks your approval by way of **Special Resolution** through Postal Ballot, by voting through remote e-voting only, for the resolution as set out under item no. 1 of this Notice.

None of the Promoters, Directors or Key Managerial Personnel of the Company are in any way, concerned or interested (financially or otherwise), either directly or indirectly in passing of the said special resolution as set out under item no. 1, save and except to the extent of their respective interest as shareholders of the Company.

Item No. 2

In terms of the provisions of Section 180(1)(c) of the Act, the Board of Directors of a Company cannot, except with the consent of the Company by a special resolution, borrow monies (apart from temporary loans obtained from Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up share capital and free reserves, that is to say, reserves not set apart for any specific purpose.

Accordingly, considering the need of funds for achieving the business growth potential primarily in the present business segment, in terms of relevant provisions, of the Companies Act, 2013 ("Act") and provisions of all other applicable laws, if any, approval of the shareholders of the Company is sought by way of a Special Resolutions for enhancing the limits for borrowing up to Rs. 3,00,00,00,000/- (Rupees Three Hundred Crore only) over and above its paid-up share capital and free reserves and accordingly the resolutions at Item no. 2 is proposed.

Your Board recommends and seeks your approval by way of **Special Resolution** through Postal Ballot, by voting through remote e-voting only, for the resolution as set out under item no. 2 of this Notice.

None of the Promoters, Directors or Key Managerial Personnel of the Company are in any way, concerned or interested (financially or otherwise), either directly or indirectly in passing of the said special resolution as set out under item no. 2, save and except to the extent of their respective interest as shareholders of the Company.

Item No. 3

In terms of Section 42 of Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules"), a Company shall not make Private Placement of its Securities unless the proposed offer of Securities or invitation to subscribe to Securities has been previously approved by the Members of the Company by a Special Resolution. However, pursuant to provisos to Rule 14 Sub-rule 1, the Company may pass a Special Resolution once in a year for all the offers or invitations to be made for such securities during the year any may make an offer or invitation for offer of Non-Convertible Debentures, Commercial Paper, Bonds and/or such other securities pursuant to such special resolution.

Accordingly, approval of the shareholders of the Company is sought by way of a Special Resolution for enhancing limit to borrow funds by way of offering securities viz. Non-Convertible Debentures, Commercial Paper, Bonds and/or such other securities, subject to aggregate thereof not being higher than Rs. 3,00,00,00,000/- (Rupees Three Hundred Crore only) over and above its paid-up share capital and free reserves, to be issued on Private Placement basis as and when deemed fit by the Board within period of one year from the date of passing of special resolution proposed at the item no. 3 of this Notice.

Your Board recommends and seeks your approval by way of **Special Resolution** through Postal Ballot, by voting through remote e-voting only, for the resolution as set out under item no. 3 of this Notice.

None of the Promoters, Directors or Key Managerial Personnel of the Company are in any way, concerned or interested (financially or otherwise), either directly or indirectly in passing of the said special resolution as set out under item no. 3, save and except to the extent of their respective interest as shareholders of the Company.

By Order of the Board of Directors
For Luharuka Media & Infra Limited
Sd/-
Ankur Agrawal
Managing Director
DIN: 06408167

Date: April 11, 2025
Place: Mumbai

Annexure A



**LUHARUKA MEDIA
& INFRA LTD**

Dear Valued Shareholders,

I write to you today with both pride and purpose as we announce a meaningful shift in the identity of our company — a shift that reflects not just where we are today, but where we are headed.

Over the years, Luharuka Media & Infra Limited has grown from a modest enterprise into a diversified financial services organization with a deep commitment to creating long-term value for all its stakeholders. Today, I am pleased to share with you that our Board of Directors has approved a proposal to change the name of the company from Luharuka Media & Infra Limited to DhanSafal Finserve Limited.

This isn't merely a cosmetic or administrative change — it marks a new chapter in our journey, driven by a renewed sense of clarity, vision, and identity.

DhanSafal is not just a name. It is a brand, born out of the legacy of Luharuka Media & Infra Limited, representing a well-established and growing financial services institution. It reflects both our aspirations and our values — “Dhan” meaning wealth, and “Safal” signifying success. Together, DhanSafal symbolizes our mission: to empower people with successful financial journeys.

As we step into this new identity, we are also signalling our transition into a focused, forward-looking financial services company. The name DhanSafal Finserve Limited captures this spirit. The term “Finserve” shorthand for financial services — particularly those that are digital-first, technology-led, and designed to meet the evolving needs of modern customers.

With this change, we are embracing our role as a comprehensive financial solutions provider, while staying rooted in the values that have brought us here.

Our work is guided by the belief that financial empowerment can unlock opportunity — for individuals, for families, and for communities. Through responsible and accessible financial products, we aim to build a future where success isn't reserved for the few, but made possible for many.

This transition is more than a name change; it's a re-commitment to our customers, partners, investors, and the country we serve.

Upon approval by our shareholders and regulatory authorities, our corporate identity will officially change to DhanSafal Finserve Limited. We will transition our digital assets — including our website, communications, and future stock ticker — in line with this change.

We're excited to build the future under the banner of DhanSafal, and we are grateful to have your support as we take this important step forward. With this transformation, we reaffirm our mission — to be a partner in your financial success, every step of the way.

On behalf of the Board and our entire team, thank you for your continued trust.



DhanSafal

By Luharuka Media & Infra Ltd.

Annexure B



RSRV & ASSOCIATES

CHARTERED ACCOUNTANTS

301/302/303, Apollo Arcade, R K Singh Marg, Near Sona Udyog, Off. Old Nagardas Road, Andheri (E), Mumbai - 400069. Tel No.: 02268027900 Email ID: -sharmaca34@yahoo.com

To,
Board of Directors,
Luharuka Media & Infra Limited
A-301, Hetal Arch, S.V.Road,
Malad(West), opp. Nataraj Mkt,
Mumbai, Maharashtra – 400 064

Practicing Chartered Accountant's Certificate pursuant to Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

1. This report is issued in accordance with the terms of our engagement.
2. We have been requested by the management of the Luharuka Media & Infra Limited ('the Company'), to issue a certificate certifying the compliance of with conditions prescribed under Sub-Regulation (1) of Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 ('Regulation') for change of the name of the Company from "Luharuka Media & Infra Limited to " Dhansafal Finserve Limited".

Management responsibility

3. The management of the Company is responsible for the preparation and maintenance of all accounting and other records and documents supporting the particulars as mentioned in this certificate. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

4. The management is also responsible for ensuring that the Company complies with the requirements of the Regulation.

Practitioner's responsibility

5. Our responsibility is to provide a reasonable assurance, based on the procedures performed and evidence obtained, as to whether anything has come to our attention that causes to believe that the particulars as mentioned in this certificate is not in accordance with the underlying supporting documents maintained by the Company.

6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC)1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.



Opinion

8. Based on the procedures performed as outlined above and the representation provided to us, and on the basis of information and explanations provided to us by the management, we confirm that:

Regulation	Particulars	Our opinion
45(1)(a)	Time period of at least one year has elapsed From the last name change.	The Company has not changed its name since at least last one year period.
45(1)(b)	At least fifty percent, of the total revenue in the Preceding one year period has been accounted for by the new activity suggested by the new name.	The Company has not changed its main activity in the preceding one year period.
45(1)(c)	The amount invested in the new activity/project is at least fifty percent of the assets of the listed entity.	The Company has not changed its main activity nor invested in new activity/project.

Restrictions on use

9. The certificate is addressed to and provided to the management of the Company and they can include it in explanatory statement of the Notice of the General Meeting and any intimation to the Stock Exchange and should not be used by any other person. Accordingly, we do not accept or assume any liability or any duty of care for any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For RSRV & Associates
(Chartered Accountant)
FRN: 115691W

Ajay Sundaria

Ajay Sundaria
(Partner)
M. NO: 181133
UDIN: 25181133BMJAQS6859
Place: Mumbai
Date: 14/04/2025

