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S Kumar Online Limited

SIXTEENTH ANNUAL REPORT 2014-2015

S KUMAR ONLINE LIMITED

(CIN: L45400MH1999PLC119875)

ANNUAL REPORT FOR THE YEAR ENDED ON 31ST MARCH, 2015

CORPORATE INFORMATION

BOARD OF DIRECTORS

- | | | |
|------------------------------|---|-----------------------------------|
| 1. Mr. Ramesh Gangwal | : | Chairman and Independent Director |
| 2. Mr. Omprakash P. Pacharia | : | Whole-time Director |
| 3. Mr. R. N. Jha | : | Independent Director |
| 4. Ms. Chandra Mundhra | : | Director |

Registered Office

“Avadh Bldg”, Avadesh Parisar,
G. K. Marg, Worli, Mumbai – 400 018

CFO and Compliance Officer

Mr. Sameer Patil
Tel No. 91-22-24914795

Bankers

HDFC Bank Ltd.
Oriental Bank of Commerce
IDBI Bank Ltd.

Statutory Auditors

Shyam Malpani & Associates
Chartered Accountants
307, Chartered House, 297/299
Dr. CawasjiHormasji Street,
Mumbai – 400 002.

Secretarial Auditor

Mr. Shiv Hari Jalan
Practicing Company Secretary
104, Mahavir Building, 44/46,
Popatwadi Lane, Kalbadevi,
Mumbai – 400002.

Registrar and Transfer Agent
Bigshare Services Pvt. Ltd.

E – 2/3, Ansal Industrial Estate,
Saki Vihar Road, Saki Naka,
Andheri (East), Mumbai - 400 072.
Phone No: 022-40430200,
Fax No: 022-28475207
Mail ID: investor@bigshareonline.com

Details of 16th Annual General Meeting

Date	:	30 th September, 2015
Day	:	Wednesday
Time	:	9.00 A.M.
Place	:	Victoria Memorial School, Opp. Tardeo, A.C.Market, Tardeo Road, Mumbai – 400034.
Book Closure	:	23.09.2015 to 30.09.2015 (both days inclusives)

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NOTICE FOR THE SIXTEENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixteenth Annual general meeting of the members of S KUMAR ONLINE LIMITED will be held at The Victoria Memorial School, Opp. Tardeo A.C. Market, Tardeo Road, Mumbai – 400034 on Wednesday, 30th September, 2015 at 9.00 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a) the Audited Financial Statements of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015, together with the Report of the Auditors thereon.
2. Ms. Chandra Mundhra (DIN 02636133), a Non-executive director, who retires by rotation at this Annual General Meeting and being eligible, but do not offer herself for re-appointment.
3. **RATIFICATION OF THE APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139 and other applicable provisions of the Companies Act, 2013 (“Act”), read with the Companies (Audit & Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), pursuant to the recommendations of the audit committee of the board of directors and pursuant to the resolution passed by the members at the AGM held on 30th September, 2014, the appointment of M/s. Shyam Malpani & Associates, Chartered Accountants (registration no. 120438W) as the Statutory Auditors of the Company to hold office till the conclusion of the 18th Annual General Meeting to be held in the calendar year 2017 be and is hereby ratified and that the board of directors be and is hereby authorised to fix the remuneration plus service tax, out-of pocket travelling and living expenses, etc., payable to them for the financial year ending March 31, 2016 as may be determined by the audit committee in consultation with the auditors and such remuneration as may be agreed between the auditors and Board of Directors.”

SPECIAL BUSINESS

4. **APPOINTMENT OF DR. SADHANA SACHIN DESHMUKH AS A DIRECTOR OF THE COMPANY**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Dr. Sadhana Sachin Deshmukh (DIN 02881743) who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 29, 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Non-executivedirector of the company, who is liable to retire by rotation at the Annual General Meeting.

RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby severally authorised to do all such act(s), deed(s) or thing(s) and to take all such step(s) as may be necessary, proper or expedient to give effect to this resolution.”

Notice

5. ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY CONTAINING REGULATIONS IN CONFORMITY WITH THE COMPANIES ACT, 2013

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 14 and other applicable provision, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, and any amendments or modification thereof from time to time, the new draft set of regulations as contained in the Articles of Association, be and are hereby approved and adopted in substitution, and to the entire exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby severally authorised to do all such act(s), deed(s) or thing(s) and to take all such step(s) as may be necessary, proper or expedient to give effect to this resolution.”

6. TO FIX THE LIMIT ON BORROWING POWER OF THE COMPANY

To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of all the Ordinary Resolutions, if any, passed by the shareholders at their meeting or by postal ballot, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (which term include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) under Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and any amendments or modification thereof from time to time, to borrow money(ies) for and on behalf of the Company from time to time as deemed by it to be requisite and proper for the business of the Company, but so that the money(ies) to be borrowed together with the money(ies) already borrowed by the Company shall not exceed Rs.50 Crores (Rupees Fifty Crores Only), apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or any committee or person(s) authorised by the Board, be and is / are hereby authorised to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all acts, deeds, matters and things as may in its / his / their absolute discretion deem necessary, proper or desirable and to settle any question(s), difficulty(ies) or doubt(s) that may arise in regard to creating security(ies) as aforesaid or other considered to be in the best interest of the Company.”

NOTES:

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY- EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

Pursuant to the provisions of the Companies Act, 2013 and the underlying rules viz. Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty in numbers and holding in the aggregate not more than ten per cent of the total share capital of the company carrying voting rights. A member holding more than ten per cent 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. A Proxy Form is enclosed at the end of this Report.

- b) The relative Explanatory statement pursuant to section 102 of the Companies Act, 2013, in respect of item Nos. 4 to 6 set out in the notice is annexed hereto. The relevant details as required under Clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/re-appointment as Director under Item No. 4 of the Notice, are also annexed.
- c) Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of the board resolution authorizing such a representative to attend and vote on their behalf at the meeting.
- d) Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting. An Attendance Slip is enclosed at the end of this Report.
- e) Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to please bring their folio number/demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
- f) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- g) Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s Bigshare Services Pvt. Ltd. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
- h) The Company believes in and focuses on “**Green Initiative**” and “**E-governance**”, therefore Members who have not registered their e-mail addresses are requested to register the same with M/s Bigshare Services Pvt. Ltd./Depositories.
- i) Members are requested to note that the company's equity shares are under compulsory demat trading for all investors, subject to the provisions of SEBI circular No. 21/99 dated July 8, 1999. Members are, therefore, requested to dematerialise their shareholding to avoid inconvenience.
- j) The register of members & the share transfer books of company will remain closed from 23/09/2015 to 30/09/2015. (Both days inclusive).
- k) Members holding shares in physical form are requested to immediately notify change in their address, to the Registrar & Transfer Agent of the company, Viz. Big Share Services Pvt. Ltd. quoting their Folio Numbers.
- l) Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, ECS mandates, email addresses, nominations, power of attorney, changes of address/name etc. To their Depository Participant (DP) only and not to the Company or its Registrar and Transfer Agent. Any such changes effected by the DPs will automatically reflect in the Company's subsequent records.

Notice

- m) Members may avail of the nomination facility as provided under Section 72 of the Companies Act, 2013.
- n) The annual report of the Company circulated to the Members of the Company, will be made available on the Company's website at www.skumaronline.com.
- o) Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
- p) All the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company between 11 a.m. and 1 p.m. on all working days from the date hereof up to the date of the Meeting.

q) VOTING THROUGH ELECTRONIC MEANS AND RESULTS:

- 1) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with clause 35B of the Listing Agreement, the Company is pleased to provide members a facility to exercise their right to vote at the 16th Annual General Meeting (AGM) by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services provided by Central Depository Securities (India) Limited (CDSL).

The voting period begins on Sunday, September 27, 2015 (9.00 a.m.) and ends on Tuesday, September 29, 2015 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, September 23, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Members, the Member shall not be allowed to change it subsequently.

The instructions for members for voting electronically are as under:-

Members whose shareholding is in the dematerialised form and whose email addresses are registered with the company/ depository participants(s) will receive an email from CDSL

l) In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "S KUMAR ONLINE LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar or R. Amit Kumar with Sr.No. 1 then enter RA00000001 in the PAN field.(For your password please refer to address sticker affixed on AGM report i.e. 2 character of your name and 8 digit of Sr. numbers.)
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Detail	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant S KUMAR ONLINE LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.

- . • They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- . • After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- . • The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- . • They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

II) In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

- 2) The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the relevant date (record date) (cut off date) of Wednesday September 23, 2015.
- 3) The facility for voting shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- 4) The Members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
- 5) Mr. Shiv Hari Jalan, a whole time Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- 6) The scrutinisers shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than two days of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- 7) The Results shall be declared after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.skumarsonline.com and on the website of CSDL immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE"), where the shares of the Company are listed.

Place: Mumbai
Date :12.08.2015
CIN: L45400MH1999PLC119875
Website: www.skumarsonline.com
E-mail: skumars.support@gmail.com

By order of the Board of Directors

Sd/-
RAMESH GANGWAL
Chairman

EXPLANATORY STATEMENT U/S. 102 OF THE COMPANIES ACT 2013

The Explanatory Statements of the accompanying notice set out herein above are as under:

ITEM NO. 4:

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment/re-appointment of Dr. Sadhana Sachin Deshmukh as a Non-executive director is now being placed before the members for their approval.

For Item No. 4, as per the provisions of Section 161(1) of the Act, Dr. Sadhana Sachin Deshmukh holds office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director. The Company has received a notice under Section 160 of the Act proposing her candidature for the office of Director of the Company, along with the requisite deposit from one of the members of the Company.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The details of the independent directors and retiring directors are as under:

Sr. No	Name of the Director	Dr. Sadhana Sachin Deshmukh
1	Director Identification Number	02881743
2	Date of Birth	11/04/1980
3	Age	35 Years
4	Permanent Account Number (PAN)	AJVPD4957F
5	Date of Appointment on the Board	29/05/2015
6	Expertise in specific functional areas	Expertise in dermatologists Laser Surgery, Cosmetologist and trichologist, and specialized in beauty aesthetic treatments since many years of experience
7	No. of equity shares held in the Company (as on the date of appointment)	Nil
8	Qualification	DNB, FCPS, MD - Dermatology, MBBS (Dermatologist/ Cosmetologist)
9	List of other directorship	1. Forever Yooung Wellness Private Limited 2. Empowering Realtors Private Limited 3. Productive Developers Private Limited 4. Anshika Developers Private Limited 5. Fortitude Hospitality Private Limited 6. Driti Developers Private Limited 7. Magnifier Developers Private Limited 8. Kavach Developers Private Limited 9. AkundBuildcon Private Limited 10. Sarvak Developers Private Limited 11. Mazda Developers Private Limited 12. First Row Lifestyle Private Limited 13. Nurturing Traders Private Limited 14. Charming Realtors Private Limited 15. Imaginative Leisure Private Limited 16. Wholesome Developers Private Limited 17. Determined Hospitality Private Limited
10	Membership/Chairman of Committees of the other Companies	Nil
11	Relationships, if any, between Directors inter se	N.A.

Notice

The Board recommends aforesaid resolution set out at the item no. 4 for your approval as an ordinary resolution.

Except Dr. Sadhana Sachin Deshmukh, None of the Directors and Key Managerial Personnel are concerned or interested in this resolution except to the extent of their shareholding in the Company.

ITEM NO. 5**ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY CONTAINING REGULATIONS IN CONFORMITY WITH THE COMPANIES ACT, 2013**

The Articles of Association ("AoA") of the Company is presently in force since its incorporation of the Company i.e. year 1999. The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles. It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013. Hence the Board of Directors at its meeting held on August, 12, 2015 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same. In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day between 11.00 a.m. to 1.00 p.m.

The Board recommends aforesaid resolution set out at the item no. 5 for your approval as a Special resolution.

None of the Directors and Key Managerial Personnel are concerned or interested in this resolution except to the extent of their shareholding in the Company.

ITEM NO. 6**BORROWING POWERS OF THE COMPANY**

In terms of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a Company, shall exercise the power to borrow money, where money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business only with the consent of the Company by passing a Special Resolution.

The Company shall require additional funds by way of borrowing for its future requirements. The Board of directors has already passed above resolution as required under section 179(3) of the Companies Act, 2013. After considering net worth of the Company. it is expedient to take approval of the shareholders by passing special resolution to exercise the power to borrow monies under section 180(1)(c).

The Board recommends aforesaid resolution set out at the item no. 6 for your approval as a Special resolution as specified.

None of the Directors and Key Managerial Personnel are concerned or interested in this resolution except to the extent of their shareholding in the Company.

Place: Mumbai

By order of the Board of Directors

Date :12.08.2015

CIN: L45400MH1999PLC119875

Website: www.skumarsonline.com

E-mail: skumars.support@gmail.com

Sd/-
RAMESH GANGWAL
Chairman

Board's Report- Sec. 134(3)

To the Members of

SKUMAR ONLINE LIMITED

Dear Members,

Your Directors have pleasure in presenting the 16th Annual Report of the Company together with the Audited Accounts for the financial year ended on 31st March, 2015 for your perusal, consideration and adoption.

State of Affairs of the Company:

Particular	Unconsolidated		Consolidated	
	2014-15	2013-14	2014-15	2013-14
Total Revenue	27,46,408	86,45,797	27,46,408	86,45,797
Less :- Total expenditure	(85,88,502)	(1,23,04,166)	(86,00,139)	(1,23,10,385)
Profit (Loss) before Exceptional and Extraordinary items and Tax	(58,42,094)	(36,58,369)	(58,53,731)	(36,64,587)
Exceptional item	-	-	-	-
Profit (Loss) before Extraordinary items and Tax	(58,42,094)	(36,58,369)	(58,53,731)	(36,64,587)
Extraordinary items	-	-	-	-
Profit (Loss) before Tax	(58,42,094)	(36,58,369)	(58,53,731)	(36,64,587)
Tax: Current Tax	-	-	-	-
Tax relating to Prior Years	-	-	32,699	-
Deferred Tax (Liability)/Assets	(1,35,703)	2,75,790	(1,35,703)	2,75,790
Profit (Loss) for the year before minority interest	(57,06,391)	(39,34,159)	(57,50,727)	(39,40,377)
Minority interest (share of loss transferred to minority)	-	-	53	7
Profit (Loss) after Tax (PAT)	(57,06,391)	(39,34,159)	(57,50,673)	(39,40,370)
Less:- Appropriation:				
Adjustment relating to fixed Assets	3,31,686	-	3,31,686	-
Balance brought forward from previous year	(37,56,84,534)	(37,17,50,376)	(37,56,84,099)	(37,17,43,729)
Balance carried to balance sheet	(38,17,22,611)	(37,56,84,534)	(38,17,66,458)	(37,56,84,099)

Review of operations:

There is no change in the nature of business of the company. During the year under review, your Company earned a total income of **Rs. 27,46,408/-** as compared to a total income of **Rs. 86,45,797/-** of the Previous Year and a net loss after tax of **Rs. 57,06,391/-** as compared to net loss after tax of **Rs. 39,34,159/-** of previous year.

Dividend:

In view of overall accumulated losses, the directors express their inability to recommend any dividend on Equity Shares for the current financial year.

Public Deposits:

Your company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

Management Discussion and Analysis Report:

1. Industry Structure and Developments

Slothful business due to immense competition among the e-Commerce sector forced us to keep ourselves in the back foot for considerably long span during the year. It is the snapping factor responsible for our declined business growth & development and ultimately resulted in closing the e-Commerce unit. However the Company continued with its I. T. Management consultancy services and "Moviegear" Equipment Rental business during the year.

2. Industry Outlook:

SKOL is an information technology services, consulting and business solutions related Company. The Company provides end-to-end technology and technology related, telecommunication related, communication systems, satellite and satellite related, software and software related, computer hardware and hardware related, E-commerce and E-commerce related services.

3. Opportunities and Threats:

The Company recognizes the need to accelerate ability to connect more deeply with our customers to enable true transformation. The domestic e-Commerce market too is coming into its own and witnessing a high degree of merger and acquisitions activity, involving some of the key players in the market. Increasing IT usage and adoption within the country is enhancing competitiveness of the Indian economy and the user community. Indian businesses, that are using e-Commerce, as an enabler, are becoming increasingly competitive in the global arena.

The demand environment will continue to remain buoyant in the coming fiscals due to increased e-Commerce spend by organizations as well as greater acceptance of the global delivery model. Due to immense competition the company is facing threat to its existing line of businesses.

4. Segment-wise performance:

During the year the your Company operated in three segments viz.,

1. I. T. Management Consultancy;
2. Equipment Rental;
3. Unallocated

Segment-wise Revenue, Results and Capital Employed under Clause 41 of the Listing Agreement for the year ended 31st March 2015 are as follow:

(Rs. In lacs)

Sr.No.	Particulars	Year ended 31/03/2015 (Audited)
1	Segment-wise Revenue (Net Sales / Income from each segment):	
	a) IT Management Consultancy	14.55
	b) Equipment Rental	0.72
	c) Unallocated	-
	Total	15.27
	Less: Inter Segment Revenue	-
	Total Net Sales / Income from Operations	15.27

2 Segment-wise Results	
Profit from Operations of each segment	
a) IT Management Consultancy	-26.92
b) Equipment Rental	-7.97
c) Unallocated	-35.72
Profit before Interest & Tax	-70.62
Less:	
(i) Interest	-
(ii) Other Unallocable Expenditure net off	-
(iii) Other Income (Unallocable)	12.19
Total Profit Before Tax	-58.42
3 Capital Employed	
(Segment-wise Asset – Segment-wise Liabilities)	
a) IT Management Consultancy	-20.68
b) Equipment Rental	70.57
c) Unallocated	-1,004.61
Total	-954.73

5. Research and Development:

Our Research and Development (R & D) focus is to drive innovation in all areas of our business, resulting in improvements in product quality, cost savings, higher efficiencies. We have integrated our R&D practices to operate in cope with all our businesses and various product categories. We leverage R & D activities to keep well informed of changing consumer preferences. This includes consumer studies to gauge feedback on new products, modifying products to suit consumer tastes and adding features and variants to existing products to provide alternative solutions to our consumers.

6. Risks Management and compliance:

Your Company has an elaborate risk management procedure, which is entirely based on different parameters related to business operations. Some of the risks relate to competitive intensity and cost volatility. Major risks identified by the Audit Committee are systematically addressed. These are discussed with both Board and Audit Committee. These are routinely tested and certified by Statutory Auditors and cover all offices, divisions and key areas of business. Significant audit observations and follow up actions thereon are reported to the Audit Committee. The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations, including those relating to strengthening of the Company's risk management policies and systems.

7. Internal financial control system and their adequacy:

Your Company has proper and adequate system of internal financial controls, to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorised use, executing transactions with proper authorisation and ensuring compliance of corporate policies. The internal financial control is supplemented by an extensive programme of external audits and periodic review by the management.

The system is designed to adequately ensure that financial and other records are reliable for presenting financial information and other data and maintaining accountability of assets.

8. Human Resource:

Your Company regularly organizes in-house training programmes for employees to improve operational efficiency. Company's strategy is to recruit qualified and talented employees.

Cautionary Statement:

Statement in this Management Discussion and Analysis Report deals with Company's objectives, projections, estimates, expectations and predictions. The expectations of the management are regarded as forward looking statements with meaning of applicable securities, laws and regulations. These 'forward looking statements' are inherently subject to risks and uncertainties, beyond the control of the Company or its management. Many factors could cause the actual results, performance and achievements of the Company to be materially different from any future results, performances or achievement that may be expressed or implied by such forward looking statements. S Kumar Online Limited shall not be liable for any loss which may arise as a result of any action taken on the basis of the information contained herein nor would be under any obligation to update the forward looking statements to reflect developments of events of circumstances hereafter.

Extract of Annual Return

As provided under Section 92(3) of the Act, the extract of annual return is given in **Annexure I** in the prescribed Form MGT-9, which forms part of this report.

Composition of the Board:

Name	Designation	Appointment	Cessation	% of increase/decrease in the remuneration during the financial year
1. Mr. Ramesh Gangwal	Chairman & Independent Director	13/04/2007	-	-
2. Mr. Rudra Narain Jha	Independent Director	19/05/2007	-	-
3. Mr. Omprakash P. Pacharia	Whole Time Director	25/10/2004	-	-
4. Ms. Chandra Mundhra	Non-executive Director	26/03/2009	-	-

Board Independence:

Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, the following Non-executive Directors are Independent in terms of Clause 49 of the Listing Agreement and Section 149(6) of the Companies Act, 2013:-

- 1) Mr. Ramesh Gangwal
- 2) Mr. Rudra Narain Jha

The Company has received a declaration from the Independent Director(s) that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 is annexed in **Annexure II**, which forms part of this report.

Director's Responsibility Statement:

Pursuant to Section 134(5) read with Section 134(3)(c) of the Companies Act, 2013, in best of their knowledge and belief, the Board of Directors confirm that:

- a. In preparation of the annual accounts, the applicable accounting standards had been followed along with the proper explanation relating to material departures;
- b. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to true and fair view of the affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c. The Directors had 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;
- d. The Directors had prepared the annual accounts on a going concern basis; and
- e. 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.

Explanation.—For the purposes of this clause, the term “**internal financial controls**” means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business, including adherence to 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.

- f. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Auditors:

Pursuant to the provisions of Section 139 of the Act and the rules framed thereunder, The Auditors M/s. Shyam Malpani & Associates, Chartered Accountants, who were appointed as statutory auditors of the Company from the conclusion of the Fifteenth Annual General Meeting (AGM) of the Company held on September 30, 2014 till the conclusion of the Eighteenth Annual General Meeting (AGM) of the Company subject to ratification of their appointment at every AGM at a remuneration (including term of payment) to be fixed by Board of Directors of the Company, plus service tax and such other tax(es), as may be applicable & reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company.

Explanation on qualifications in Auditors' Report

The Management is constantly trying to introduce new e-Commerce business model and revival of the IT Management Consultancy segment of the Company to eradicate cash flow mismatches and negative net worth of the Company. Management is confident that in near future, Company will be in revival mode and thereby going concern will not be affected.

Explanation on qualifications in Secretarial Auditors' Report

Company had constantly tried to hire a qualified person for the position of Company Secretary but due to adverse financial position of Company there was a delay to find suitable condidate. However, Company has appointed a Company Secretary in the current financial year w.e.f. 15.06.2015. Regarding borrowings in contravention of Section 180(1)(c), such borrowings had been made in good faith and in the interest of company. However, management is in process to take approval of the shareholders in compliance of Section 180(1)(c) at forthcoming Annual General Meeting. Company had filed e-form 20B well within time limit specified by the Act. A list of shareholders was attached with the e-form. However due to a clerical mistake while filing e-form, Company was supposed to submit a separate list of shareholders in CD with Registrar of Companies, Mumbai (Maharashtra). Company is in process to send a CD to Registrar of companies, Mumbai

(Maharashtra) for approval of E-form 20B. There were delays in filing of e-forms due to unavoidable circumstance, However Company had filed the same with Registrar of Companies, Mumbai (Maharashtra) with additional fees. Company had constantly tried for filing of E-form MGT-15 but due to some technical reason we are unable to file the same. However, Company is in process to file the said e-form with additional fees with Registrar of Companies, Mumbai (Maharashtra). Secretarial Audit Report is attached as **Annexure III**.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Secretarial Standards etc. issued by the regulatory bodies.

Internal Audit

The Company has appointed Internal Auditor. The scope and authority of the Internal Auditor is as per the terms of reference approved by the Audit Committee. To maintain its objectivity and independence, the Internal Auditor reports to the Chairman of the Audit Committee of the Board & to the Chairman & Whole Time Director.

The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company.

Based on the report of Internal Auditor, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

Board Meetings:

During the financial year there were 4 board meetings on following dates:

Sr. No.	Date
1	22.05.2014
2	04.08.2014
3	14.11.2014
4	10.02.2015

Annual Evaluation of Board's and Committee's Performance:

The board of directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Clause 49 of the Listing Agreements.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the 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 the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the 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 addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and of the Chairman was evaluated, taking into account the views of executive and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

Policy on directors' appointment and remuneration and other details

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of the directors' report.

Conservation of energy, technology absorption and Foreign Exchange Earning & Outgo:**A. Conservation of Energy:**

During the year under review the Company has not spent any amount on conservation of energy. Hence the Company has nothing to report as per the requirements of Section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rule, 2014.

B. Technology Absorption:

During the year under review the Company has not absorbed any technology and hence the Company has nothing to report as per the requirements of Section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rule, 2014.

C. Foreign Exchange Earning & Outgo:

Earning : NIL

Outgo : NIL

The Company is taking all possible and reasonable efforts to have export earnings.

Composition of Committees and other related details:

The Composition of various committees and other related details are disclosed in Corporate Governance Report forming part of this Annual Report.

Vigil Mechanism

The company has a policy on vigil mechanism and the same has been kept on the website of the company.

Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013

Our Company is committed to provide work environment that ensures every employee is treated with dignity and respect and afforded equitable treatment. The Company is also committed to create a healthy working environment that enables employees to work without fear of prejudice, gender bias and sexual harassment.

During the financial year 2014-15, there were no cases reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Corporate Social Responsibility (CSR)

The provisions relating to Corporate Social Responsibility are not applicable to the Company.

Significant and Material Orders

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

Particulars of Contracts or arrangements with related parties

Your Company has not entered into any contracts or arrangements of material nature with related parties i.e. Directors or their relatives, which may conflict with the interest of the Company at large. The details of the related party transactions, if any, are disclosed in the financial section of this Annual Report.

Particulars of loans, guarantees or investments under section 186:

Your Company has not given any loans, guarantee or made any investments in contravention of section 186 of the Companies Act, 2013. The particulars of loans, guarantees and investments, if any, are disclosed in the financial section of this Annual Report.

Particulars of Employees:

The information required under Section 197 of the Act read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

1) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Name of the Directors with Category	Ratio to median remuneration
Mr. Ramesh Gangwal - Non-Executive Independent Chairman	-
Mr. Rudra Narain Jha - Non-Executive Independent Director	-
Ms. Chandra Mundhra - Non-Executive Director	-
Mr. Omprakash P. Pacheria - Whole-Time Director	3.86

2) The percentage increase in remuneration of each director, chief financial officer, in the financial year:

There was no increment in remuneration of any director, chief financial officer in the financial year.

3) The percentage increase in the median remuneration of employees in the financial year : None

4) The number of permanent employees on the rolls of Company : 6 (Six)

5) The explanation on the relationship between average increase in remuneration and Company performance:

There was no increment in remuneration. Hence matter did not arise for giving relationship between average increase in remuneration and Company performance.

6) Comparison of the remuneration of the key managerial personnel against the performance of the Company:

Your Company incurred heavy losses for the last few years and also during the financial year 2014-2015, hence it is not justifiable to compare the remuneration of the Key Managerial Personnel against the performance of the Company:

Aggregate remuneration of key managerial personnel (KMP) in FY 2014-15(Rs. in Lacs)	13.48
Revenue (Rs. in Lacs)	27.46
Remuneration of KMPs (as % of revenue)	49.09
Profit before Tax (PBT) (Rs. in Lacs)	-58.42
Remuneration of KMP (as % of PBT)	Not ascertainable

- 7) a) Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year:

Particulars	March 31, 2015	March 31, 2014	% Change
Market Capitalisation (Rs. in crores)	6.81	1.89	260.32
Price Earnings Ratio	-11.9	-4.71	152.65

- b) Previous financial year Percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

Particulars	March 31, 2015	November 1, 1999 (IPO opening date)	% Change
Market Price (BSE)	2.38	10	-76.2

- 8) 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:

As per record of the Company, no increment is made during the financial year 2014-2015 in the salaries of employees and KMPs. Hence matter did not arise for aforesaid comparison and giving any justification thereof.

- 9) Comparison of each remuneration of the key managerial personnel against the performance of the Company:

Your Company incurred heavy losses for the last few years and also during the financial year 2014-2015, hence it is not justifiable to compare the remuneration of the Key Managerial Personnel against the performance of the Company:

Particulars / KMPs	Mr. Omprakash P. Pacheria Whole Time Director	Mr. Sameer Patil Chief Financial Officer (w.e.f. 14.11.2014)
Remuneration of KMP in FY 2014-15(Rs. in Lacs)	10.52	2.96
Revenue (Rs. in Lacs)	27.46	27.46
Remuneration of KMP (as % of revenue)	38.31	10.78
Profit before Tax (PBT) (Rs. in Lacs)	-58.42	-58.42
Remuneration of KMP (as % of PBT)	Not ascertainable	Not ascertainable

- 10) The key parameters for any variable component of remuneration availed by the directors:N.A.
- 11) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:None
- 12) Affirmation that the remuneration is as per the remuneration policy of the Company:
Your Company affirms that the remuneration is as per the remuneration policy of the Company.
- 4) There is no employee drawing remuneration covered under section 197(12) read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Subsidiaries:

During the year under review 'e-Assurance Services (India) Ltd' is the only subsidiary of the Company.

The said subsidiary is non-material, non-listed subsidiary company as defined under Clause 49 of the Listing Agreement entered into with the Bombay Stock Exchange Ltd.

Pursuant to Section 129(3) of the Companies Act, 2013, where a company has one or more subsidiaries, the Company has required to attach with its Annual Report, a consolidated financial statement of the Company and of its subsidiaries. The same has been attached with this Annual Report.

Pursuant to provisions of Section 129(3) of the Act, a statement containing salient features of the financial statements of the Company's subsidiaries in Form AOC-1 is attached to the financial statements of the Company.

Corporate Governance:

The Company has taken appropriate steps and measures to comply with all the applicable provisions of Clause 49. A separate report on Corporate Governance, along with a certificate of Statutory Auditor, is annexed with this. A certificate from the Whole Time Director and Chief Financial Officer of the Company confirming internal controls and checks pertaining to financial statements for the year ended March 31, 2015 was placed before the Board of Directors and the Board has noted the same. A list of the committees and other related information is detailed in the enclosed Corporate Governance Report.

Further there is **no revision in financial statements or board report u/s 131 of the Companies Act 2013** made by the company.

Acknowledgements:

The Directors thank the Company's customers, franchisees, contractors, vendors, bankers, Government & other authorities and the shareholders for their support to the Company. The Directors also sincerely acknowledge the contribution made by all the employees for their services to the company.

**Place : Mumbai
Date : 12th August, 2015**

For and on behalf of the Board of Directors

O. P. Pacheria
Whole Time Director

R. N. Jha
Director

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2015

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:

1	CIN	L45400MH1999PLC119875
2	Registration Date	14.05.1999
3	Name of the Company	S KUMAR ONLINE LIMITED
4	Category/Sub-category of the Company	Company Limited by Shares Indian Non-Governmental Company
5	Address of the Registered office & contact details	"Avadh Bldg." Avadesh Parisar, G. K. Marg, Worli, Mumbai, Maharashtra, India – 400 018 Mail Id: sameerpatil_203@yahoo.com Website: www.skumaronline.com
6	Whether listed company	Yes (Listed on BSE)
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Pvt. Ltd. E/2, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai - 400 072. Phone No: 022-40430200, Fax No: 022-28475207. Email ID: investor@bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Information Technologies, Consultancy, Rental and other Related activities	620	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	e-ASSURANCE SERVICES (INDIA) LIMITED" Avadh" Avadesh Parisar, G. K. Marg, Worli, Mumbai, Maharashtra, India – 400 018 Mail Id: sameerpatil_203@yahoo.com	U66010MH2002PLC137709	Subsidiary	99.88	2(87)

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	202,500	-	202,500	0.71%	202,500	-	202,500	0.71%	0.00%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	18,282,306	-	18,282,306	63.87%	18,282,306	-	18,282,306	63.87%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (1)	18,484,806	-	18,484,806	64.58%	18,484,806	-	18,484,806	64.58%	0.00%
(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	18,484,806	-	18,484,806	64.58%	18,484,806	-	18,484,806	64.58%	0.00%
B. Public Shareholding									
1 Institutions									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	300	-	300	0.00%	300	-	300	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(1):-	300	-	300	0.00%	300	-	300	0.00%	0.00%
2. Non-Institutions									
a) Bodies Corp.	3,840,842	823,600	4,664,442	16.29%	3,816,924	823,600	4,640,524	16.21%	-0.51%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2,517,658	330,246	2,847,904	9.95%	2,480,015	330,146	2,810,161	9.82%	-1.33%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2,324,034	295,900	2,619,934	9.15%	2,373,595	295,900	2,669,495	9.33%	1.89%

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Others (specify)									
Non Resident Indians	5,584	-	5,584	0.02%	17,684	0	17,684	0.06%	216.69%
Overseas Corporate Bodies	19	-	19	0.00%	19	-	19	0.00%	0.00%
Foreign Nationals				0.00%				0.00%	0.00%
Clearing Members	2,011	-	2,011	0.01%	2011	0	2,011	0.01%	0.00%
Trusts				0.00%				0.00%	0.00%
Foreign Bodies - D R				0.00%				0.00%	0.00%
Sub-total (B)(2):-	8,690,148	1,449,746	10,139,894	35.42%	8,690,248	1,449,646	10,139,894	35.42%	0.00%
Total Public (B)	8,690,448	1,449,746	10,140,194	35.42%	8,690,548	1,449,646	10,140,194	35.42%	0.00%
C. Shares held by Custodian									
for GDRs & ADRs				0.00%				0.00%	0.00%
Grand Total (A+B+C)	27,175,254	1,449,746	28,625,000	100.00%	27,175,354	1,449,646	28,625,000	100.00%	0.00%

(ii) Shareholding of Promoter

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year [As on 31-March-2014]			Shareholding at the beginning of the year [As on 31-March-2015]			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1	HANUMESH INVESTMENTS PRIVATE LIMITED	12,272,814	42.87%	0	12,272,814	42.87%	0	0.00%
2	MANDAKINI INVESTFIN PVT LTD	2,576,598	9.00%	0	2,576,598	9.00%	0	0.00%
3	YASHASWINI INVESTMENTS COMPANY PRIVATE LIMITED	2,082,198	7.27%	0	2,082,198	7.27%	0	0.00%
4	KARTIKEYA FINVEST PRIVATE LIMITED	776,598	2.71%	0	776,598	2.71%	0	0.00%
5	VIDHI HOLDINGS PVT LTD	574,098	2.01%	0	574,098	2.01%	0	0.00%
6	VIKAS SHAMBHUKUMARJI KASLIWAL	110,000	0.38%	0	110,000	0.38%	0	0.00%
7	VIKAS S KASLIWAL	92,500	0.32%	0	92,500	0.32%	0	0.00%

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Particulars	Shareholding at the beginning of the year	Cumulative Shareholding during the year
	At the beginning of the year	There is no change in Promoters' Shareholding between 01.04.2014 to 31.03.2015	
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc):		
	At the end of the year		

2014-2015
Board's Report

S Kumar Online Limited

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

Sr. No	Name of the Shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	RATIONAL FINVEST P LTD	01.04.2014		434,800	1.52%	434,800	1.52%
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year	31.03.2015			0.00%	434,800	1.52%
2	HOLISTIC FINANCE PVT LTD	01.04.2014		251,400	0.88%	251,400	0.88%
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year	31.03.2015			0.00%	251,400	0.88%
3	INVITATION EQUIFIN PVT LTD	01.04.2014		581,244	2.03%	581,244	2.03%
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year	31.03.2015			0.00%	581,244	2.03%
4	RAJ INFIN PVT LTD	01.04.2014		726,598	2.54%	726,598	2.54%
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year	31.03.2015			0.00%	726,598	2.54%
5	CORONATION INFOTECH PVT LTD	01.04.2014		818,433	2.86%	818,433	2.86%
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year	31.03.2015			0.00%	818,433	2.86%
6	NABEELA FINVEST PRIVATE LIMITED	01.04.2014		978,738	3.42%	978,738	3.42%
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year	31.03.2015			0.00%	978,738	3.42%
7	YOGESH TALAKCHAND PAREKH	01.04.2014		126,322	0.44%	126,322	0.44%
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year	31.03.2015			0.00%	126,322	0.44%
8	MAHENDRA N SHAH	01.04.2014		170,779	0.60%	170,779	0.60%
	At the beginning of the year	16.05.2014	Transfer	(360)	0.00%	170,419	0.60%
	Changes during the year	31.03.2015			0.00%	170,419	0.60%
9	VISHAL MEHTA	01.04.2014		128,296	0.45%	128,296	0.45%
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year	31.03.2015			0.00%	128,296	0.45%
10	MR.PAL SHRENIK SHAH	01.04.2014		163,700	0.57%	163,700	0.57%
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year	31.03.2015			0.00%	163,700	0.57%

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Mr. O. P. Pacheria						
	At the beginning of the year	01.04.2014		5,600	0.02%	5,600	0.02%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2015				5,600	0.02%
2	Ms. Chandra Mundra						
	At the beginning of the year	01.04.2014		3,753	0.01%	3,753	0.01%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2015				3,753	0.01%
3	Mr. Sameer Patil						
	Date of Appointment	14.11.2014		10	0.00%	10	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2015				10	0.00%

V. INDEBTEDNESS

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

Amt. Rs. (Lacs)

Particulars	Secured Loans excluding deposits*1	Unsecured Loans*2	Deposits*3	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	534,662.00	106,244,760.00	-	106,779,422.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	534,662.00	106,244,760.00	-	106,779,422.00
Change in Indebtedness during the financial year				
* Addition	-	992,000.00		992,000.00
* Reduction	(372,450.00)	(400.00)	(372,850.00)	
Net Change	(372,450.00)	991,600.00	-	619,150.00
Indebtedness at the end of the financial year				
i) Principal Amount	162,212.00	107,236,360.00		107,398,572.00
ii) Interest due but not paid	-			-
iii) Interest accrued but not due	-			-
Total (i+ii+iii)	162,212.00	107,236,360.00	-	107,398,572.00

Notes:

1. Loan and advances from Financial Institutions which is secured against the assets of the Company.
2. Unsecured loans from Wholly Owned Subsidiary Company and other Body Corporates.
3. Company has not accepted any deposits during the current reporting period.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No.	Particulars of Remuneration		Name of MD/WTD/ Manager		Total Amount
	Name		Mr. Omprakash Pacharia		(Rs/Lac)
	Designation		WTD		
1	Gross salary				
	(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	10.52	-	10.52
	(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c)	Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option		-	-	-
3	Sweat Equity		-	-	-
4	Commission		-	-	-
	-	as % of profit	-	-	-
	-	others, specify	-	-	-
5	Others, please specify		-	-	-
	Total (A)		10.52	-	10.52
	Ceiling as per the Act as per the provisions of Part II of Schedule V_ Company having no profit or inadequate profit may pay remuneration, without Central Government approval, with the permission of the board of director on the basis of Effective capital. As per accounts of the Company as on 1st April, 2014, Company's effective capital falls between negative to 5 crores. Hence Company May pay Rs. 30 lacs as managerial remuneration.				30.00

B. Remuneration to other Directors

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount (Rs/Lac)
1	Independent Directors	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration	-	-	-	10.52
	Overall Ceiling as per the Act		-	-	30.00

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sr.No.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (Rs/Lac)
		Name	Mr. Sameer Patil		
	Designation	CEO	CFO	CS	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	2.96	-	2.96
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission		-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	2.96	-	2.96

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended March 31, 2015 under any section of the Companies Act, 2013.

Declaration of Independence
For the F.Y. 2015-2016

Date: 29.05.2015

To,
The Board of Directors,
S Kumar Online Limited

Dear Sirs,

This is to inform you that upto the date of this certificate, apart from the Director's remuneration, I did not have any pecuniary relationship of transactions with the Company, its Promoters, its Directors, its Senior Management or its holding, its Subsidiary and Associates which may affect my independence as an Independent Director on the Board of the Company.

I declare that I am not related to Promoters or persons occupying Management positions at the Board level or at one level below the Board and also have not been an executive of the Company in the immediately preceding three financial years or in the current financial year. I am neither a partner nor an executive or was also neither a partner nor an executive during the preceding three years, of any of the following:

- The Statutory Audit firm or the Internal Audit firm that is associated with the Company; and
- The Legal firm(s) and consulting firm(s) associated with the Company.

I have not been a material supplier, service provider or a customer or a lessor or a lessee of the Company, which may affect my independence; and was not a substantial shareholders of the Company i.e. owing two per cent or more of the block of voting shares.

I undertake that I shall seek prior approval of the Board if and when I have any such relationship /transactions, whether material or non-material. If I fail to do so I shall cease to be an Independent Director from the date of entering into such relationship/ transactions.

Thanking You,
Yours Faithfully,

-sd-

RUDRA NARAIN JHA
Independent Director

Declaration of Independence

For the F.Y. 2015-2016

Date: 29.05.2015

To,
The Board of Directors,
S Kumar Online Limited

Dear Sirs,

This is to inform you that upto the date of this certificate, apart from the Director's remuneration, I did not have any pecuniary relationship of transactions with the Company, its Promoters, its Directors, its Senior Management or its holding, its Subsidiary and Associates which may affect my independence as an Independent Director on the Board of the Company.

I declare that I am not related to Promoters or persons occupying Management positions at the Board level or at one level below the Board and also have not been an executive of the Company in the immediately preceding three financial years or in the current financial year. I am neither a partner nor an executive or was also neither a partner nor an executive during the preceding three years, of any of the following:

- The Statutory Audit firm or the Internal Audit firm that is associated with the Company; and
- The Legal firm(s) and consulting firm(s) associated with the Company.

I have not been a material supplier, service provider or a customer or a lessor or a lessee of the Company, which may affect my independence; and was not a substantial shareholders of the Company i.e. owing two per cent or more of the block of voting shares.

I undertake that I shall seek prior approval of the Board if and when I have any such relationship /transactions, whether material or non-material. If I fail to do so I shall cease to be an Independent Director from the date of entering into such relationship/ transactions.

Thanking You,
Yours Faithfully

-sd-

RAMESH GANGWAL
Independent Director

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2015
[Pursuant to section 204(1) of the Companies Act, 2013 and rule
No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,

S Kumar Online Limited
Avadh Building,
Avadesh Parisar G. K. Marg,
Worli, Mumbai- 400018.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **S Kumar Online Limited** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2015 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the company during the period under review)
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;/ Securities and exchange board of India (Share based employee benefits) Regulations, 2014 notified on 28.10.2014. (Not applicable to the company during the period under review)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the company during the period under review)
 - (f) 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; (Not applicable to the company during the period under review).
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (Not

applicable to the company during the period under review)

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the company during the period under review)
- (vi) The company has informed that there are no other laws which are specifically applicable to the company.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. (Not notified thus not applicable to the company during the period under review).
- (ii) The Listing Agreements entered into by the Company with BSE Limited;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

- 1) *The company has not complied the provision of section 203(1) & section 180(1)(c) of the Companies Act, 2013 w.r.t appointment of Company Secretary & borrowing in excess of prescribed ceiling respectively.*
- 2) *The company has not filed the complete list of shareholders separately in a CD with the Registrar of companies Maharashtra at Mumbai thus SRN of Form No. 20B filed remains pending for approval.*
- 3) *The company has not filed Form no. MGT-14 & MGT-15 regarding appointment of internal auditor & report on annual general meeting respectively.*
- 4) *The company has appointed chief financial officer on 14.11.2014 further the company has made delay in filing DIR-12 and MR-1 however the said e-forms are filed after 30 days with additional filing fees.*
- 5) *The company has made delay in filing MGT-14 wrt appointment of secretarial auditor and approval of annual accounts for the year ended 31st March 2014 however these e-forms are filed after 30 days with additional filing fees.*

I 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 directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views if any are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company had no specific actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Place: Mumbai
Date: 11.08.2015

SHIV HARI JALAN
COMPANY SECRETARY

FCS No: 5703
C.P.NO: 4226

This report is to be read with my letter of even date which is annexed as Annexure 'A' and forms an integral part of this report.

To,
The Members,

S Kumar Online Limited
Avadh Building,
Avadesh Parisar G. K. Marg,
Worli, Mumbai- 400018.

My Report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process 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. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Where ever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of provision of Corporate and other applicable laws, rules, regulations, standard is the responsibility of management. My 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 Company nor of the efficacy of effectiveness with which the management has conducted the affairs of the company.

**Place: Mumbai
Date: 11.08.2015**

SHIV HARI JALAN
COMPANY SECRETARY

FCS No: 5703
C.P.NO: 4226

CORPORATE GOVERNANCE REPORT

In accordance with clause 49 of the Listing Agreement, the report containing the details of governance systems and processes at S Kumar Online Limited.

1. Corporate Governance Philosophy:

The Company believes that the management is the trustee of all investors' capital and is obligated to maximize shareholders value over the long term, while preserving the interests of all its stakeholders, such as employees, customers, business partners/vendors and the society at large. It is committed to high levels of ethics and integrity in all its business dealings, which avoids all conflicts of interest. In order to conduct business with these principles, the Company creates simple corporate structures based on business needs and maintains a high degree of transparency through regular disclosures and a focus on adequate control systems. The Corporate Governance policies of the Company recognizes the accountability of the Board vis-à-vis its various constituents including Customers, Shareholders, Investors, Employees, Government and other Regulatory Authorities, with prime objective to deliver "Superior Shareholder Value". In brief, the Company's Corporate Governance philosophy is woven around its total commitment to the ethical practices in the conduct of its business.

The Company believes in adopting the best corporate governance practices and protecting rights and interest of stakeholders. We further believe that the shareholders have the right to know complete information on the Board of Directors and the management, their interest in the organization as well as governance practice to be followed by them.

Company is in compliance with the requirements stipulated under Clause 49 of the Listing Agreements entered into with the Bombay Stock Exchange Ltd. with regard to corporate governance.

2. Board of Directors:

I. Composition of Board of Director:

- a) The composition of the board is in conformity with Clause 49 of the Listing Agreement entered into with Bombay Stock Exchange Ltd. As on 31st March, 2015, out of the total strength of the Board of 4 Directors, 3 are Non-Executive Directors. The Company has a Non-Executive Independent Chairman and the number of Independent Directors is 2, which is half of the total strength of the Board as required by the provisions of the Listing Agreement.
- b) None of the directors on the board hold directorships in more than ten public companies. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a director. Necessary disclosures regarding committee positions in other public companies as on March 31, 2015 have been made by the directors. None of the directors are related to each other.
- c) Independent directors are non-executive directors as defined under Clause 49(II)(B)(1) of the Listing Agreement entered into with Bombay Stock Exchange Ltd. The maximum tenure of the independent directors is in compliance with the Companies Act, 2013 ("Act"). All the Independent Directors have confirmed that they meet the criteria as mentioned under clause 49 of the Listing Agreement and Section 149 of the Act.

II. Board Meetings / Directors' Particulars:

During the financial year 2014–15, four (4) meetings of the Board of Directors were held on 22nd May, 2014, 04th August, 2014, 14th November, 2014 and 10th February, 2015. The Company has complied with the provisions of clause 49 of the Listing Agreement for holding a Board Meeting at least once in each quarter and the maximum time gap between two meetings was not more than 4 months.

The Board Agenda papers are prepared by the Compliance Officer in consultation with the Chairman. The Directors are free to bring up any matter for discussion at the Board Meeting with the permission of the Chairman.

Agenda papers for Board Meetings containing all necessary documents / information, as specified in clause 49 of the Listing Agreement, wherever applicable and materially significant, are made available to the Board well in advance.

The draft minutes of the meetings are approved by the Chairman and thereafter circulated to all the Directors generally within three weeks after conclusion of the meeting.

The annual calendar of Board Meetings is decided by the Board of Directors in advance. The Meetings of the Board are generally held at "Avadh Bldg." Avadhesh Parisar, G. K. Marg, Worli, Mumbai - 400 018.

The names and categories of the directors on the board, their attendance at board meetings held during the year and the number of directorships and committee chairmanships / memberships held by them in other public companies as on March 31, 2015 are given herein below. Other directorships do not include directorships of private limited companies, Section 8 companies and of companies incorporated outside India. Chairmanships / memberships of board committees shall include only Audit Committee and stakeholders' Relationship Committee.

Name of the Directors	Category and Position	Board Meeting Held	Board Meeting Attended	Whether attended last AGM	Member [Chairman]* of Board Committees	Number of other Director ships held
Mr. Ramesh Gangwal	Non-Executive Independent Chairman	4	4	Yes	Nil	1
Mr. R. N. Jha	Non-Executive Independent Director	4	4	Yes	2	3
Ms. Chandra Mundhra	Non-Executive Director	4	1	No	Nil	Nil
Mr. Omprakash P. Pachheria	Executive Whole Time Director	4	4	Yes	Nil	2

*Figures in [] indicate the number of Board Committees of which Director is a Chairman, wherever applicable.

I. Review of compliance reports by the Board of Directors:

Compliance certificates confirming the due compliance with the statutory requirements are placed at the Board Meetings for review by the Directors. A system of ensuring material compliance with the laws, orders, regulations and business & affairs of the Company is in place. Instances of non-compliance, if any, are also separately reported to the Board and their due compliances are monitored.

II. Non-Executive Directors' Compensation and Disclosures:

None of the Non-Executive Directors were paid by way of sitting fees, commission, or by any other way. Apart from the above, there are no material significant related party transactions, pecuniary transaction or relationship between the Company and its Directors except those disclosed in the financial statements for the year ended on 31st March, 2015.

1. Committees of the Board:

As on 31st March, 2015, the Company has the following Board Committees, namely:

- A. Audit Committee;
- B. Nomination and Remuneration Committee; and
- C. Stakeholders' relationship committee.

A. Audit Committee:

- **Composition, Names of Members and Chairman:**

The Audit Committee was re-constituted on 22nd May, 2014 as per the provisions of Section 177 of the Companies Act, 2013 and revised Clause 49 of the Listing Agreement and Mr Omprakash Pahaladrai Pacharia was included as a member in the Audit Committee. Then the Audit Committee comprises of 2 Independent Directors and 1 Whole Time Director as its chairman and members. Mr. Ramesh Gangwal, an Independent Director is the Chairman of the Committee. All the members of the Committee have sound knowledge of accounting, finance and law.

- **Meetings and Attendance during the year:**

During the year, four (4) Audit Committee meetings were held on 22nd May, 2014, 04th August, 2014, 14th November, 2014 and 10th February, 2015. The time gap between the two meetings was less than four months.

The details of attendance of Audit Committee members at the meetings are provided in the following table:

Sr. No.	Name of Director	No. of Meetings Held	No. of Meetings Attended
1.	Mr. Ramesh Gangwal	4	4
2.	Mr. R. N. Jha	4	4
3.	Mr. Omprakash Pahaladrai Pacharia	3	3

The Statutory Auditors are invited to the meetings of the Audit Committee. The necessary quorum was present for all the meetings.

The Chairman of the Audit Committee attended the last Annual General Meeting of the Company held on 30th September, 2014 to respond to the queries of the shareholders.

The Audit Committee discharges such functions and duties which are generally specified under clause 49 of the Listing Agreement and section 177 of the Companies Act, 2013.

The management of the Company is responsible for the Company's internal controls and the financial reporting process, while the Statutory Auditors are responsible for performing independent audit of the Company's financial statements in accordance with the generally accepted auditing practices and for issuing reports based on such audits. The Audit Committee supervises these processes and thus ensures proper and timely disclosures to maintain the transparency, integrity and quality of financial control and reporting.

The Company continued to benefit from the deliberations in the Audit Committee Meetings, as members of the Audit Committee have sound knowledge of finance, accounts, taxation and corporate laws.

A. Nomination and Remuneration Committee:

The Company had a remuneration committee of directors. The nomenclature of the said committee was changed and the same was reconstituted on 22nd May, 2014 as per the provisions of Section 178 of the Companies Act, 2013 and revised Clause 49 of the Listing Agreement. Then the new Composition of chairman and members are as follow:

Sr. No.	Name of Director	Designation
1.	Mr. Ramesh Gangwal	Chairman
2.	Mr. R. N. Jha	Member
3.	Ms. Chandra Mundhra	Member

The Nomination and Remuneration Committee discharges such functions and duties which are generally specified under clause 49 of the Listing Agreement and section 178 of the Companies Act, 2013.

The Nomination and Remuneration Committee evaluates the performance, determine and propose remuneration for the Executive, Non-executive and Independent Directors and any compensation payment within the limits approved by the shareholders and as permissible under the Companies Act, 2013. One meeting of Remuneration Committee was held on 14th November, 2014.

B. Stakeholders' Relationship Committee:

The Company had a Shareholder/Investor Grievance and a Share Transfer Committee of directors. Both Committees of the Company were merged on 22nd May, 2014 as per the provisions of Section 178 of the Companies Act, 2013 and revised Clause 49 of the Listing Agreement. Then the new Composition of chairman and members are as follow:

Sr. No.	Name of Director	Designation
1.	Mr. Ramesh Gangwal	Chairman
2.	Mr. R. N. Jha	Member
3.	Mr. Omprakash Prahaladrai Pacheria	Member

Stakeholders' Relationship Committee is empowered to perform all functions of the Board in relation to attending Securities holders' grievances. The Committee primarily focuses on redressal of Securities holders' complaints received by the Company. The Committee also oversees the performance of the Registrar and Share Transfer Agent as well recommends the suggestions to improve services to the investors and other stakeholders.

The Committee ensures that the Securities holders' grievances and correspondence are attended and resolved expeditiously. During the year under review, zero (0) Complaints were received. There were no investor grievances remaining unattended and pending as on 31st March, 2015. One meeting of the Committee was held on 14th November, 2014.

Investors/Stakeholders may send their query to the Compliance Officer at the following address:

Mr. Sameer Patil,
Compliance Officer
S Kumar Online Limited

Registered Office:

"Avadh Bldg." Avadhesh Parisar, G. K. Marg, Worli, Mumbai – 400 018.
grievance.skol@gmail.com

4. Whole Time Director / Chief Financial Officer's Certification:

The requisite certification from the Whole Time Director and Chief Financial Officer required to be given under clause 49 of the Listing Agreement regarding financial statements the Company for the year ended 31st March, 2015 was placed before the Board of Directors of the Company.

5. General Body Meetings:

a) Annual general meeting held during the last three years:

Year	AGM/ EGM	Date	Time	Venue
2011-12	13 th AGM	29.09.2012	9.00 a.m.	Victoria Memorial School, Opp. Tardeo A.C. Market, Tardeo Road, Mumbai – 400 034.
2012-13	14 th AGM	30.09.2013	9.00 a.m.	
2013-14	15 th AGM	30.09.2014	9.00 a.m.	

b) Extraordinary general meeting:

No extraordinary general meeting of the members was held during the year 2014-15.

6. Subsidiaries:

'e-Assurance Service (India) Limited' a Subsidiary Company is a non-material unlisted Indian Subsidiary whose turnover is NIL.

7. Disclosures:**a) Related Party Transactions:**

The Company has not entered into any transaction of material nature with related parties i.e. Directors or their relatives, which may conflict with the interest of the Company at large. The details of related party transactions, if any, are disclosed in the financial section of this Annual Report.

b) Remuneration of Directors:

The Non-Executive Directors neither draw any remuneration nor paid any sitting fees from the Company. The details of remuneration paid to Whole Time Director are as under

Name of Director	Position	Salary & Perquisite	Service Contract
Mr. O. P. Pacheria	Whole Time Director	Rs. 10,52,160/- p.a.	3 years w.e.f. 26 th July 2013

c) Directors liable to retire by rotation:

Ms. Chandra Mundhra is liable to retire by rotation at the ensuing Annual General Meeting scheduled to be held on 30th September, 2015. Ms. Chandra Mundhra, being eligible, but does not offered herself for reappointment at the ensuing Annual General Meeting. The information as required under clause 49 of the Listing Agreement for the Directors seeking appointment/re-appointment at the ensuing Annual General Meeting is annexed to the notice of Annual General Meeting.

- d) There were no cases of non-compliance by the Company. During last three years, no penalties or Strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets.
- e) No treatment different from the Accounting Standards, prescribed by the Institute of Chartered Accountants of India, has been given in the preparation of financial statements.
- f) The Company has complied with all mandatory requirements of clause 49 of the Listing Agreement.
- g) The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behaviour. No person has been denied access to the chairman of the audit committee.

8. Code of Conduct:

The Board of Directors has adopted the Code of Conduct for Directors and Senior Management Personnel and the same has been posted on the Company's website (www.skumaronline.com). All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year under review.

9. Prohibition of Insider Trading:

In compliance with the SEBI Regulations on Prevention of Insider Trading, the Company has framed a Code of Conduct for Insider Trading, which is applicable to all Directors and Senior Officers of the Company, who are expected to have access to unpublished price sensitive information relating to the Company. The Code lays down guidelines which advise them on procedure to be followed and disclosures to be made, while dealing with the shares of the Company.

Share held by the Directors and KMPs as at 31st March, 2015:

Name of Directors/KMPs	No. of Shares held
Mr. Ramesh Gangwal	—
Mr. R. N. Jha	—
Ms. Chandra Mundhra	3753
Mr. O. P. Pacheria	5600
Mr. Sameer Patil (CFO)	10

10. Means of Communication:

The Annual and Quarterly results are submitted to the Stock Exchanges in accordance with Listing Agreement and published in Apla Mahanagar (Vernacular Newspaper) and Business Line/The Financial Express (English Newspaper). The Information is also uploaded by BSE at their website www.bseindia.com and at the website of the Company www.skumaronline.com

A separate e-mail ID grievance.skol@gmail.com has been designated for the purpose of registering complaints by shareholder. The Company also registered with the SCORES portal for the said purpose according to the SEBI Guidelines.

11 General Shareholders' Information:

a) Annual General Meeting

Date and Time : 30th September, 2015, at 9.00 A.M.
Venue : Victoria Memorial School, Opp. Tardeo A.C.
Market, Tardeo Road, Mumbai – 400034.

As required under Clause 49(VIII)(E)(1) of the Listing Agreement entered into with the Bombay Stock Exchange Ltd., particulars of directors seeking appointment/re-appointment at the forthcoming AGM are given in the Annexure to the notice of the AGM to be held on September 30, 2015.

Book Closure Date : 23.09.2015 to 30.09.2015 [Both days inclusive]
Financial year : 1st April, 2014 to 31st March, 2015.
Registered office : S Kumar Online Limited
"Avadh Bldg." Avadhesh Parisar,
G. K. Marg, Worli, Mumbai-400 018.
CIN : L45400MH1999PLC119875
Equity Shares listed on : The Bombay Stock Exchange Ltd.
Scrip Code No. : 532316
ISIN No. : INE827A01018

b) Financial Calendar:

Key financial reporting dates for the financial year 2015-16 (tentative)

Quarter	Release Date
First Quarter Results	12 th August, 2015
Half yearly Results	On or Before 14 th November, 2015
Third Quarter Results	On or Before 14 th February, 2016
Audited results for the year 2014-15	On or Before 30 th May, 2016

c) Market Price Data:

High, low during each month in last financial year:

Month	High (Rs.)	Low (Rs.)
April, 2014	0.72	0.62
May, 2014	1.58	0.74
June, 2014	2.13	1.55
July, 2014	2.42	2.1
August, 2014	2.22	1.9
September, 2014	2.53	1.81
October, 2014	2.64	2.29
November, 2014	2.97	2.63
December, 2014	3.2	2.75
January, 2015	3.34	2.78
February, 2015	3.4	2.71
March, 2015	3.4	2.38

Source: www.bseindia.com

d) Registrar and Transfer Agent:

For lodgment of transfer deeds and other documents or for any grievances / complaints, investors may contact the Company's Registrar and Transfer Agent at the following address:

Bigshare Services Pvt. Ltd.

E/2, Ansa Industrial Estate,
Sakivihar Road, Saki Naka, Andheri (East),
Mumbai - 400 072.
Phone No: 022-40430200,
Fax No: 022-28475207
Mail ID: investor@bigshareonline.com

e) Share Transfer System:

94.94% of the equity shares of the Company are in electronic form. Transfers of these shares are done through the depositories with no involvement of the Company. As regards transfer of shares held in physical form the transfer documents can be lodged with Bigshare Services Pvt. Ltd. at the above mentioned address or any other address provided by above mentioned RTA.

Transfer of shares in physical form is normally processed within ten to fifteen days from the date of receipt, if the documents are complete in all respects. The Directors and certain Company officials (including Chief Financial Officer and Company Secretary), under the authority of the board, severally approve transfers, which are noted at subsequent board meetings. The Company's Share Transfer Agent—M/s. Bigshare Services Pvt. Ltd. has adequate infrastructure to process the above matters.

As per the requirements of clause 47[c] of the Listing Agreement with the Stock Exchanges, the Company has obtained the half yearly certificates from a Company Secretary in Practice for due compliance of shares transfer formalities.

f) Reconciliation of Share Capital Audit:

The Reconciliation of Share Capital Audit was carried out by a qualified Practicing Company Secretary for each of the quarters in the financial year 2014–15, to reconcile the total admitted capital with National Securities Depository Limited [NSDL] and Central Depository Services [India] Limited [CDSL] and total issued and listed capital. The audit reports confirm that the total issued / paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with depositories.

g) Dematerialisation of Shares and Liquidity:

With effect from 26th June, 2000, trading in Equity Shares of the Company at the Stock Exchange is permitted only in dematerialised form. The Company's shares are available for trading in the depository systems with National Securities Depository Limited [NSDL] and the Central Depository Services [India] Limited [CDSL].

As on 31st March, 2015, 94.94 % of the Share Capital of the Company is held by the members in electronic form.

h) Distribution of Equity Shareholding as on 31st March, 2015:

NO. EQUITY SHARES HELD	SHAREHOLDERS		SHARES	
	Nos.	%	Nos.	%
1- 500	3979	75.73	731462	2.56
501-1000	591	11.25	520032	1.82
1001-2000	275	5.23	440071	1.54
2001-3000	130	2.47	347313	1.21
3001-4000	46	0.88	162502	0.57
4001-5000	47	0.89	225716	0.79
5001-10000	80	1.52	620560	2.17
10001 – Above	106	2.02	25577344	89.35
Total	5254	100.00	28625000	100.00

a) Categories of Equity Shareholders as on 31st March, 2015:

Category	No. of Shares held			% of Shareholding
	Physical	Electronic	Total	
Promoters' holding	—	18484806	18484806	64.58
Directors / Relatives	1400	54830	56230	0.20
Banks FIs and Insurance Cos.	—	300	300	0.00
Clearing Members	—	2011	2011	0.01
NRIs / OCBs	—	17703	17703	0.06
Other Corporate Bodies	823600	3816924	4640524	16.21
Indian Public	624646	4798780	5423426	18.95
Total	1449646	27175354	28625000	100.00

j) Top ten equity shareholders of the Company as on 31st March, 2015:

Sr. No.	Name of the shareholder	Number of equity shares held	Percentage of holding
1	Hanumesh Investments Private Limited	12272814	42.87
2	Mandakini Investfin Private Limited	2576598	9.00
3	Yashaswini Investment Company Private Limited	2082198	7.27
4	Nabeela Finvest Private Limited	978738	3.42
5	Coronation Infotech Private Limited	818433	2.86
6	Kartikeya Finvest Private Limited	776598	2.71
7	Raj Infin Private Limited	726598	2.54
8	Invitation Equifin Private Limited	581244	2.03
9	Vidhi Holdings Private Limited	574098	2.01
10	Rational Finvest Private Limited	434800	1.52

k) Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity:

The Company has not issued any GDRs/ADRs, warrants or any convertible instruments.

l) Address for correspondence:

Shareholders should send all communication to the Company's Registrar and Transfer Agent at the address mentioned in this report.

Shareholders may also contact Mr. Sameer Patil, Compliance Officer at the Registered Office address for any assistance.

e-mail id: skumars.support@gmail.com

Investors can also send their complaints at grievance.skol@gmail.com, a special e-mail ID created pursuant to clause 47[f] of the Listing Agreement.

Shareholders holding shares in the electronic mode should address all their correspondence to their respective depository participants.

As stipulated in clause 49 of the Listing Agreement, the certificate from Statutory Auditors regarding compliance of conditions of Corporate Governance is annexed herewith.

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for its Board Members and Senior Management Personnel. These Codes are available on the Company's website.

I confirm that the Company has in respect of the year ended March 31, 2015, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Chief Financial Officer, employees in the Executive capacity and the Company Secretary as on March 31, 2015.

Place : Mumbai.

Date : 02nd August, 2015

Sd/-

O. P. Pacheria

Whole Time Director

AUDITORS' CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE

To,
The Members,
S Kumar Online Limited

We have examined the compliance conditions of Corporate Governance by **S KUMAR ONLINE LIMITED** for the year ended 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement entered into by the Company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the company's management. Our examination has been limited to a review of the procedure and implementation therefore, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations, made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements. *However, the Company has not complied with the requirements of Section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, wherein the Company does not have a Whole Time Company Secretary at any time during the year.*

Except for what is stated in the preceding paragraph, in our opinion and to the best of our information and according to the explanations given to us and representation made by the Directors and the Management, in our opinion the Company has complied in all material respects with the condition of Corporate Governance as stipulated in the Clause 49 of the Listing Agreement. As required by the guidance issued by the Institute of Chartered Accountant of India, we have to state that as explained to us and as per the records made available to us by the Company, no investor grievances are pending for a period exceeding 30 days.

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

For **Shyam Malpani & Associates**
Chartered Accountants
Firm Registration No. 120438W

Shyam Malpani
Proprietor
Membership No:-F34171

Place : Mumbai
Dated : 12th August 2015

CERTIFICATION BY WHOLE TIME DIRECTOR AND CHIEF FINANCIAL OFFICER ON FINANCIAL STATEMENTS OF THE COMPANY

We, **Mr. O. P. Pacheria**, Whole Time Director and **Mr. Sameer Patil**, Chief Financial Officer of **S Kumar Online Limited**, certify that:

1. We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2015 and that to the best of our knowledge and belief:
 - these statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading, and
 - these statements together present true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or in violation of the Company's code of conduct;
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps that we have taken or propose to take to rectify the these deficiencies; and
4. We have indicated to the auditors and the Audit Committee:
 - i. that there are no significant changes in internal control over financial reporting during the year;
 - ii. that there are no significant changes in accounting policies during the year; and
 - iii. that there are no instances of fraud detected with the involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

O. P. Pacheria
Whole Time Director

Sameer Patil
Chief Financial Officer

Place: Mumbai
Date: 19th May, 2015

Independent Auditors' Report

To the members

S Kumars Online Limited

I. Report on the Financial Statements

We have audited the attached financial statements of **S Kumars Online Limited** (hereinafter referred to as the Company), comprising of the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended along with the Significant Accounting Policies and other explanatory information forming an integral part thereof.

II. Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("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 Standards referred to in Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and in accordance with the accounting principles generally accepted in India. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, 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.

III. Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a reasonable basis for our audit opinion.

Basis for Qualified Opinion

As stated in the Notes No.25.2. of the financial statements regarding;

- (i) *The Company has been incurring constant losses also the net worth of the Company has been fully eroded further the Company has also discontinued all the line of business, it has also been facing*

cash-flow mismatches if the management is not able to infuse adequate money on appropriate time than the going concern assumption might get impacted.

IV. Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, the aforesaid standalone financial statements give the information required by 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 31st March, 2015, and its loss and its cash flows for the year ended on that date:

Report on Other Legal and Regulatory Requirements

1. As required by section 143 (3) of the Act, 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 purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) Except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) The matter described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Company;
 - (f) On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164(2) of the Act.;
 - (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, 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 did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **Shyam Malpani & Associates**
Chartered Accountants
Firm Registration No. 120438 W

Shyam Malpani
Proprietor
Membership No. F- 34171

Mumbai, dated 29th May, 2015

Financial Statements with Auditors' Report**Annexure to the Auditors' Report****(Referred to in paragraph 3 of our report of even date)**

In terms of the information and explanations given to us and the books and records examined by us and on the basis of such checks, as we considered appropriate, we further report as under:

(i) Fixed Assets:

- a) In our opinion, the Company is maintaining proper records showing the relevant particulars including quantitative details of its fixed assets.
- b) The Company has conducted a physical verification of its fixed assets during the year. Further, the Company is in the process of tagging the individual fixed assets.

(ii) Inventories:

- a) We were explained that the management has conducted physical verification of inventories as at close of the year under review.
- b) Based on the explanations as above, we are of the opinion that the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
- c) In our opinion, the Company is maintaining proper records of inventory and no material discrepancies were noticed on the year end physical verification of the same and upon comparison with the said records.

(iii) Loans & Advances granted and taken:

During the year, the Company has not granted any loans and advances, secured or unsecured, to any parties covered in the register maintained under Section 189 of the Companies Act.

(iv) Internal Controls:

In our opinion, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for sale of goods/provision of services except to the extent stated in (i) above. During the course of our audit, we have not come across any major weakness in internal controls prevailing in the Company.

(v) Public Deposits:

According to the information and explanations given to us, the Company has not accepted deposits as per the directives issued by Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under.

(vi) Cost Records:

As explained to us, maintenance of cost records under of section 148(1) of the Act is not applicable to the Company during the year under review.

(vii) Statutory Dues:

- a) As per the records verified by us, the Company is generally regular in depositing the statutory dues involving Provident Fund, Profession Tax, Service Tax, Sales Tax and Income-tax with the appropriate authorities except Service tax amounting to Rs 188,738 which have remained outstanding for more than six months as at the close of the financial year.

We were explained that the statutes pertaining to Employees' State Insurance Corporation, Wealth tax, Excise Duty, Customs Duty, Investor Education and Protection Fund and Cess are not applicable to the Company during the year under review.

- b) According to the information and explanations given to us, there were no disputed dues of Sales Tax and Income Tax which have not been deposited by the Company during the year under review, except in respect of Income Tax matters as per the details given below:

Authority	Nature of Dues	Amount (Rs.)	Assessment Year	Forum
Income Tax Department	Income Tax and Interest	8,20,73,960	2002-2003	Mumbai High Court

(viii) Accumulated Losses:

The accumulated losses of the Company till the end of current financial year have exceeded the entire Net worth of the Company as on the Balance Sheet date. During the current financial year, the Company has incurred cash losses amounting to Rs. 43,33,693 (Previous Year – Rs. 24,79,371).

(ix) Dues to Financial Institutions/Banks/Debenture Holders:

As per the records verified by us and based on our audit procedures, there was no secured loans taken by the Company during the current year. The Company has not issued any debentures since its inception.

(x) Guarantees given:

As per the records verified by us, during the year, the Company has not given any guarantee for loans taken by others from banks or financial institutions.

(xi) Application of Funds raised:

- During the year, the Company has not raised any term loans.
- Based on the overall examination of the Balance Sheet of the Company, in our opinion, there are no funds raised on short-term basis, which have been used for long-term investment.

(xii) Frauds:

During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

For **Shyam Malpani & Associates**

Chartered Accountants

Firm Registration No. – 120438W

Shyam Malpani

Proprietor

Membership No. F 34171

Mumbai, dated 29th May 2015

Balance Sheet as at March 31, 2015

Particulars	Note No.	March 31, 2015	March 31, 2014
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	1	28,62,50,000	28,62,50,000
Reserves And Surplus	2	-38,17,22,611	-37,56,84,534
		<u>-9,54,72,611</u>	<u>-8,94,34,534</u>
Non-Current Liabilities			
Long-Term Borrowings	3	-	1,62,212
Long-Term Provisions	4	3,91,387	3,67,963
		<u>391,387</u>	<u>5,30,175</u>
Current Liabilities			
Short-Term Borrowings	5	10,72,36,360	10,62,44,760
Trade Payables	6	26,38,867	30,46,736
Short-Term Provisions	7	3,78,521	2,73,028
Other Current Liabilities	8	38,65,188	34,28,929
		<u>11,41,18,936</u>	<u>11,29,93,453</u>
TOTAL		<u>1,90,37,711</u>	<u>2,40,89,094</u>
ASSETS			
Non-Current Assets			
Fixed assets			
Tangible Assets	9	9,1,58,070	1,11,20,008
Non-Current Investments	10	1,99,400	1,99,400
Deferred Tax Asset	11	2,06,277	70,574
Long-Term Loans And Advances	12	3,8,29,543	36,57,901
		<u>1,33,93,290</u>	<u>1,50,47,883</u>
Current Assets			
Inventories	13	13,31,545	20,48,968
Trade Receivables	14	-	18,78,418
Cash And Cash Equivalents	15	38,92,900	37,13,916
Short-Term Loans And Advances	16	3,94,405	13,07,983
Other Current Assets	17	25,571	91,926
		<u>56,44,421</u>	<u>90,41,211</u>
TOTAL		<u>1,90,37,711</u>	<u>2,40,89,094</u>

See accompanying notes forming part of the financial statements

As per our attached report of even date

For Shyam Malpani & Associates
Chartered Accountants

For and on behalf of the Board of Directors

Shyam Malpani
Proprietor
Place : Mumbai
Date : May 29, 2015

O. P. Pacheria
Whole Time Director

R. N. Jha
Director

Sameer Patil
Chief Financial Officer

Statement of Profit and Loss for the year ended March 31, 2015

	Note No.	March 31, 2015	March 31, 2014
Revenue From Operations (Gross)	18	15,27,000	85,35,329
Other Income	19	12,19,408	1,10,468
Total Revenue		27,46,408	86,45,797
Purchases	20	1,54,807	2,48,010
Changes In Inventories	21	7,17,422	8,20,751
Employee Benefits Expense	22	29,91,688	46,54,274
Finance Costs	23	62,045	1,56,849
Depreciation and Amortisation Expense	9	15,08,401	11,78,998
Other Expenses	24	31,54,140	52,45,284
		85,88,502	1,23,04,166
Profit / (Loss) Before Exceptions! And Extraordinary Items And Tax		-58,42,094	-36,58,369
Exceptional Item		-	-
Prior Period Adjustments		-	-
Profit / (Loss) Before Extraordinary Items and Tax		-58,42,094	-36,58,369
Extraordinary Items		-	-
Profit / (Loss) Before Tax		-58,42,094	-36,58,369
Current Tax		-	-
Deferred Tax		-1,35,703	2,75,790
Total		-1,35,703	2,75,790
Profit / (Loss) after Tax From Continuing Operation		-57,06,391	-39,34,159
Profit / (Loss) For The Year		-57,06,391	-39,34,159
EPS Before Extraordinary and Exceptional Item			
Basic		-0.20	-0.13
Diluted		-0.20	-0.13
EPS After Extraordinary and Exceptional Item			
Basic		-0.20	-0.14
Diluted		-0.20	-0.14

See accompanying notes forming part of the financial statements

As per our attached report of even date

For Shyam Malpani & Associates

For and on behalf of the Board of Directors

Chartered Accountants

Shyam Malpani

O. P. Pacharia

R. N. Jha

Sameer Patil

Proprietor

Whole Time Director

Director

Chief Financial Officer

Place : Mumbai

Date : May 29, 2015

Financial Statements with Auditors' Report

Cash Flow Statement for the year ended March 31, 2015

Particulars	For the year ended March 31, 2015		For the year ended March 31, 2014	
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		-58,42,094		-36,58,369
<i>Adjustments for:</i>				
Depreciation and amortisation	15,08,401		11,78,998	
Finance costs	62,045		1,56,849	
Interest Received	-57,794		-1,10,468	
Provision for Doubtful Debts	9,89,808		13,91,085	
		<u>25,02,460</u>		<u>26,16,464</u>
Operating profit / (loss) before working capital changes		<u>-33,39,634</u>		<u>(10,41,905)</u>
<i>Changes in working capital:</i>				
<i>Adjustments for (increase) / decrease in operating assets:</i>				
Inventories	7,17,422		8,20,751	
Trade receivables	8,88,610		-9,61,466	
Short-term loans and advances	9,13,578		4,39,778	
Long-term loans and advances	-1,71,642		-7,20,042	
Other current assets	66,355		1,24,621	
<i>Adjustments for increase / (decrease) in operating liabilities:</i>				
Trade payables	-4,07,870		-2,27,832	
Other current liabilities	4,36,259		-8,72,996	
Long-term provisions	23,424		-73,555	
Short-term provisions	1,05,493		37,928	
		<u>25,71,629</u>		<u>-14,32,814</u>
Net cash flow from / (used in) operating activities (A)		<u>-7,68,005</u>		<u>-24,74,719</u>
B. Cash flow from investing activities				
Capital expenditure on fixed assets	1,21,852		-	
Income From Investment	57,794		1,10,468	
Net cash flow from / (used in) investing activities (B)		<u>1,79,646</u>		<u>1,10,468</u>
C. Cash flow from financing activities				
Repayment of Long / Short Term borrowings	8,29,388		3,62,131	
Finance cost	-62,045		-1,56,849	
		<u>7,67,343</u>		<u>2,05,282</u>
Net cash flow from / (used in) financing activities (C)		<u>7,67,343</u>		<u>2,05,282</u>
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		<u>1,78,984</u>		<u>-21,58,969</u>
Cash and cash equivalents at the beginning of the year		37,13,916		58,72,885
Cash and cash equivalents at the end of the year		38,92,900		37,13,916

See accompanying notes forming part of the financial
In terms of our report attached.

For Shyam Malpani & Associates
Chartered Accountants

For and on behalf of the Board of Directors

Shyam Malpani
Proprietor

O. P. Pacheria
Whole Time Director

R. N. Jha
Director

Sameer Patil
Chief Financial Officer

Place : Mumbai

Date : May 29, 2015

Notes forming part of the Financial Statements**1 Corporate information**

S Kumars Online Ltd. is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on Bombay Stock Exchange in India. The company is mainly engaged in E-Commerce business. The company also provides IT Management Consultancy and Equipment Rental Services.

2 Significant accounting policies

The financial statements have been prepared on an accrual basis of accounting and in accordance with the generally accepted accounting principles in India, provisions of the Companies Act, 1956 (the Act) and comply in material aspects with the accounting standards notified under the Act read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.

2.1 Basis of Accounting:

The Financial Statements are prepared in accordance with the historical cost convention.

2.2 Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) in India requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities as at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

2.3 Fixed Assets

Fixed assets includes only tangible assets and are stated at cost less accumulated depreciation. Cost of acquisition or construction is inclusive of freight, duties, taxes, incidental expenses and financing cost of borrowed funds relating to acquisition of fixed assets up to the date of commissioning/commercial exploitation of assets.

2.4 Depreciation / Amortisation

Depreciation is provided on Straight Line Method (SLM) based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

2.5 Investments

An investment in the shares of subsidiary Companies in India is stated at cost.

2.6 Valuation of Inventories:

Trading goods are valued at cost or realizable value whichever is lower.

2.7 Foreign Exchange Fluctuations :

Transactions in Foreign Currency are recorded at the exchange rate prevailing on the date of transaction. The realised gains and losses on foreign exchange transactions are recognised in the Profit and Loss account.

2.8 Revenue recognition:

Sales are recognised when goods are supplied in accordance with the terms of sale and are recorded net of trade discounts, rebates and sales tax. Income from services is accrued as per terms of relevant agreement.

Income and Expenditure are accounted on an accrual basis.

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "Other Income" in the statement of profit and loss.

Financial Statements with Auditors' Report**2.9 Retirement Benefits:**

- I. Contribution to defined contribution schemes such as Provident Fund and Employer's Pension Scheme is charged to the Profit and Loss account.
- ii. Provision for the employees' Gratuity is based on actuarial valuation carried out at the end of the year. Actuarial gains or losses arising from such valuation are charged to revenue in the year in which they arise.

2.10 Taxation :

Provision for current taxation is made in accordance with the relevant Income Tax provisions applicable.

Deferred tax is recognized, subject to the consideration of prudence, on timing differences, 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 is accounted for using the tax rates and laws that has been enacted as of the Balance Sheet date.

Deferred Tax Assets are recognized on unabsorbed depreciation and carried forward of losses based on virtual certainty that sufficient future taxable income will be available against which such Deferred Tax Assets can be realized.

2.11 Impairment of Assets:

The carrying amount of assets is reviewed periodically for any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount.

2.12 Borrowing Costs

Interest and other costs in connection with the borrowing of the funds to the extent related / attributed to the acquisition / construction of qualifying fixed assets are capitalised upto the date when such assets are ready for its intended use and other borrowing costs are charged to the Profit & Loss Account.

2.13 Provisions for Contingencies:

A provision is recognised when:

- I. The company has a present obligation as a result of a past event;
- ii. It is probable that an outflow of resources embodying economic benefits which will be required to settle the obligation; and
- iii. A reliable estimate can be made of the amount of the obligation

2.14 Segment Reporting

The Company prepares its segment information if any, in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

2.15 Earning per Share

In determining earnings per share, the Company considers the net profit/ (Loss) after tax and includes the post tax effect of any extraordinary items. The number of shares used in computing basic earnings per share is weighted average number of shares outstanding during the period.

For the purpose of computing diluted earnings per share, the net profit /(Loss) attributable to equity shareholders and the weighted average number of shares outstanding are adjusted for the effects of all dilutive potential equity shares from exercise of options on un- issued share capital.

2.16 Preoperative expenses, pending allocation

Expenses incurred by the Company on the projects under implementation and have not yet commenced operations are considered as preoperative expenses to be capitalised / amortised upon commencement of operations by the said projects.

Notes forming part of the Financial Statements

Particulars	March 31, 2015	March 31, 2014
Note 1 Share Capital		
Authorized:		
11,00,00,000 (2014: 11,00,00,000) Equity shares of ₹ 10 each with voting rights	<u>1,10,00,00,000</u>	<u>1,10,00,00,000</u>
Issued Subscribed and Paid up:		
2,86,25,000 (2014: 2,86,25,000) Equity shares of ₹ 10 each with voting right	<u>28,62,50,000</u>	<u>28,62,50,000</u>
Total	<u>28,62,50,000</u>	<u>28,62,50,000</u>

(I) No. of Equity shares and amount outstanding at the beginning and at the end of the year.

	2015		2014	
	Number	Amount	Number	Amount
Per last Balance sheet	2,86,25,000	28,62,50,000	2,86,25,000	28,62,50,000
Add: Issued during the year	-	-	-	-
Outstanding at the end of the year	<u>2,86,25,000</u>	<u>28,62,50,000</u>	<u>2,86,25,000</u>	<u>28,62,50,000</u>

Shares held by each shareholder holding more than 5% of equity share capital

	Year ended March 31, 2015		Year ended March 31, 2014	
	Nos.	Percentage	Nos.	Percentage
Hanumesh Investments Pvt. Ltd.	1,22,72,814	42.87%	1,22,72,814	42.87%
Mandakini Investfin Pvt. Ltd.	25,76,598	9.00%	25,76,598	9.00%
Yashaswini Investment Co. Pvt. Ltd.	20,82,198	7.27%	20,82,198	7.27%

Company has not issued any bonus shares during the last 5 years.

Term / Rights attached to equity shares:

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share except & otherwise stated.

Note 2 Reserves and Surplus

	March 31, 2015	March 31, 2014
(a) Surplus / (Deficit) in Statement of Profit and Loss		
As per Last Balance Sheet	-37,56,84,534	-37,17,50,376
Add: Profit / Loss for the Year	-57,06,391	-39,34,159
Less: Appropriation		
Adjustment relating to Fixed Assets (Ref. Note No. 25.12)	<u>3,31,686</u>	-
Total Appropriation	<u>3,31,686</u>	-
Net Deficit in Statement of Profit and Loss	<u>-38,17,22,611</u>	<u>-37,56,84,534</u>
Total	<u>-38,17,22,611</u>	<u>-37,56,84,534</u>

Note 3 Long Term Borrowings

Loan and advances from financial institutions (Secured against the asset financed)	-	1,62,212
Total	<u>-</u>	<u>1,62,212</u>

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Financial Statements with Auditors' Report

S Kumar Online Limited

Particulars	March 31, 2015	March 31, 2014
Note 4 Long-Term Provisions		
For Gratuity (Refer Note No. 25.5)	3,91,387	3,67,963
Total	<u>3,91,387</u>	<u>3,67,963</u>
Note 5 Short Term Borrowings		
Loan and advances from related parties		
From a wholly owned Subsidiary Company (Unsecured)	1,91,268	1,91,668
From other bodies Corporate (Unsecured)	10,70,45,092	10,60,53,092
Total	<u>10,72,36,360</u>	<u>10,62,44,760</u>
Note 6 Trade Payables		
Trade payables (including acceptances) (Refer Note No. 25.6 for details of dues to micro and small enterprises)	26,38,867	30,46,736
Total	<u>26,38,867</u>	<u>30,46,736</u>
Note 7 Short-Term Provisions		
For Gratuity (Refer Note No.25.5)	3,78,521	2,73,028
Total	<u>3,78,521</u>	<u>2,73,028</u>
Note 8 Other Current Liabilities		
Current Maturities of Long Term Debts	1,62,212	3,72,450
Other Liabilities	37,02,976	30,56,479
(*includes balances of Franchisees, SBAs,provision for expenses, statutory liabilities and salary payable)		
Total	<u>38,65,188</u>	<u>34,28,929</u>

Notes forming part of the financial statements
Note 9 Fixed assets

Particulars	Gross Block			Accumulated Depreciation				Net Block		
	As on April 1, 2014	Deductions/ Adjustments	As on March 31, 2015	Up to March 31, 2014	For the Year	Deductions/ Adjustment	Additional Depreciation	Up to March 31, 2015	As at March 31, 2015	As at March 31, 2014
<u>Tangible Asset</u>										
Furniture and Fittings	6,97,385	-	6,97,385	5,43,450	36,723	-	-	5,80,172	1,17,213	1,53,935
Office Equipments	7,49,515	-	7,49,515	1,58,233	2,94,896	-	1,65,775	6,18,904	1,30,611	5,91,282
Computer	10,13,276	-	10,13,276	7,40,172	75,132	-	1,65,910	9,81,215	32,061	2,73,104
Vehicles	16,37,927	1,70,000	14,67,927	2,52,551	1,99,684	48,148	-	4,04,086	10,63,841	13,85,376
Plant & Machinery	1,14,91,637	-	1,14,91,637	27,75,326	9,01,967	-	-	36,77,293	78,14,344	87,16,311
Total....	1,55,89,740	1,70,000	1,54,19,740	44,69,732	15,08,401	48,148	3,31,686	62,61,671	91,58,069	1,11,20,008
Previous year	2,96,69,894	1,40,80,154	1,55,89,740	1,73,70,889	11,78,998	1,40,80,155	-	44,69,732	1,11,20,008	-

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S Kumar Online Limited

Notes forming part of the Financial Statements

Particulars	March 31, 2015	March 31, 2014
Note 10 Non Current Investments (At cost) (Non Trade - Unquoted)		
Investment in Subsidiaries		
49,940 (2014: 49,940) Equity Shares having Face Value of ₹ 10 per share fully paid-up in E-Assurance Services (India) Ltd.	4,99,400	4,99,400
Less: Provision for Diminution in Value of Investment	3,00,000	3,00,000
Total	<u>1,99,400</u>	<u>1,99,400</u>
Note 11 Deferred Tax Asset		
Deferred Tax Asset		
Impact of difference between depreciation under Income Tax and Company Law	-31,625	-1,37,395
Provision of Gratuity	2,37,902	2,07,970
Total	<u>2,06,277</u>	<u>70,574</u>
Note 12 Long-Term Loans and Advances		
Unsecured, Considered Good		
Advance Income Tax (net of provision)	34,35,490	32,63,848
Security Deposits	3,94,053	3,94,053
Total	<u>38,29,543</u>	<u>36,57,901</u>
Note 13 Inventories (At lower of cost and net realizable value)		
Trading Goods		
	13,31,545	20,48,967
Total	<u>13,31,545</u>	<u>20,48,967</u>
Note 14 Trade Receivables		
Unsecured, Considered Good		
Debts outstanding for more than six months	-	2,96,951
Other Debts	-	15,81,467
Total	<u>-</u>	<u>18,78,418</u>
Unsecured, Considered Doubtful		
Debts outstanding for more than six months	21,78,593	20,88,785
Less: Provision for Doubtful Debts	21,78,593	20,88,785
Total	<u>-</u>	<u>-</u>
Note 15 Cash and Cash Equivalents		
Balances with Banks		
In Current Accounts	2,89,861	3,75,386
Cash on Hand	28,88,465	26,77,005
Other Bank Balance		
Deposit with original maturity less than 12 months	7,14,575	6,61,525
Total	<u>38,92,900</u>	<u>37,13,916</u>
Note 16 Short Term Loans and Advances		
Unsecured, Considered Good		
Advance to supplier	94,495	9,05,729
Security Deposits	2,88,910	2,88,910
Loans and advances to Employees	11,000	1,13,344
Total	<u>394,405</u>	<u>13,07,983</u>

Notes forming part of the Financial Statements

Particulars	March 31, 2015	March 31, 2014
Unsecured, Considered Doubtful Advance to supplier	9,00,000	-
Less: Provision for Doubtful Recovery	9,00,000	-
Total	-	-
Note 17 Other Current Assets Unsecured, considered good	25,571	91,926
Total	25,571	91,926
Note 18 Revenue from Operation		
Sales of Products	-	9,60,829
Sale of Services	15,27,000	75,74,500
Total	15,27,000	85,35,329
Note 19 Other Income		
Interest income		
From Banks	57,794	110,468
Other Non-Operating Income		
Sundry Balance Written back	10,83,466	-
Profit on Sale of Asset	78,148	-
Total	12,19,408	1,10,468
Note 20 Purchases		
Materials and Related Expenses	1,54,807	2,48,010
Total	1,54,807	2,48,010
Note 21 Changes in Inventories		
Inventories at the end of the year		
Finished Goods	13,31,545	20,48,967
	13,31,545	20,48,967
Inventories at the beginning of the year		
Finished Goods	20,48,967	28,69,717
	20,48,967	28,69,717
Net (increase) / decrease	7,17,422	8,20,751
Note 22 Employee Benefits Expense		
Salaries and Wages	27,62,984	43,62,027
Contribution to Provident	2,28,704	2,92,247
Total	29,91,688	46,54,274
Note 23 Finance Costs		
Interest	53,070	1,49,088
Bank Charges	8,975	7,761
Total	62,045	1,56,849

Particulars	March 31, 2015	March 31, 2014
Note 24 Other Expenses		
Auditor's Remuneration	1,68,540	1,68,540
Car Expenses	2,52,905	3,19,594
Communication	64,632	1,62,924
Electricity Expenses	-	1,31,447
Insurance	98,807	1,29,612
Legal And Professional	7,56,368	6,88,129
Lodging & Boarding Expense	5,215	15,000
Online Business Expenses	-	82,102
Office Expenses	18,271	68,231
Printing And Stationery	93,163	97,916
Rent, Rates & Taxes	-	5,35,500
Repairs And Maintenance - Others	4,940	31,511
Shipping Charges	-	2,21,851
Travelling And Conveyance	5,00,850	6,28,671
Technology & Computer Expenses	15,390	32,467
Membership & Subscription Charges	-	58,333
General Expenses	1,26,751	96,623
Postage & Courier	38,500	55,199
Doubtful Debts	9,89,808	13,91,085
Loss on Settlement	-	1,85,808
Miscellaneous Expenses	20,000	1,44,740
Total	31,54,140	52,45,284
Payments to the auditors comprises:		
For Statutory Audit	84,270	84,270
For Tax Audit	28,090	28,090
For Other Services	56,180	56,180
Total	168,540	168,540

Note 25 Additional information to the financial statements*(fig. in lacs)*

	March 31, 2015	March 31, 2014
25.1 Contingent liabilities and commitments (to the extent not provided for)		
(a) Income Tax Matters (Details given in table below)	820.74	820.74
(b) Legal cases with Franchisees and Strategic Business Associates	11.68	32.14

Authority	Nature of dues	Amount (rs.)	Assessment Year	Forum
Income Tax Department	Income Tax and Interest	820.74	2002-03	Mumbai High Court

- 25.2 The Management is constantly trying to introduce new e-Commerce business model and revival of the 'IT Management Consultancy' segment of the company to eradicate cash flow mismatches and negative net worth of the company. Management is confident that in near future Company will be in revival mode and thereby going concern will not be affected.
- 25.3 During the previous year, the Company has settled certain pending legal cases with the Franchisees and SBAs by opting for Out of Court Settlements with the said parties. This has resulted in a charge to the Profit and Loss Account by Rs. 1.86 Lacs under the head Loss on Settlement (Net).
- 25.4 In the opinion of the management, the Current Assets, Loans and Advances are realizable at the values represented in the accounts and adequate provision has been made in the accounts for all known liabilities, except to the extent wherever stated otherwise.
- 25.5 The following table summarizes the components of the net employee benefit expenses recognized in the Profit and Loss Account and in the Balance Sheet for the gratuity as per the recommendations of the Accounting Standard – 15 Employee Benefits. No provision towards leave encashment is considered in the Company's accounts.

Particulars	March 31, 2015 Gratuity	March 31, 2014 Gratuity
Amount Recognised in Statement of Profit and Loss A/c		
Actuarial losses/(gains)	1,28,917	(35,627)
Expense recognised in the Profit and Loss A/c	1,28,917	(35,627)
Net asset / (liability) recognised in the Balance Sheet		
Liability at the end of the year	7,69,908	6,40,991
Net asset / (liability) recognised in the Balance Sheet	7,69,908	6,40,991
Actuarial assumptions		
Retirement Age	60 Years	60 Years
Attrition Rate	2% p.a.	2% p.a.
Future Salary Rate	5% p.a.	5% p.a.
Rate of Discounting	7.90%	9.32%
Mortality Table	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate

The defined Gratuity benefit obligation of the Company is unfunded and hence there are no planned assets which are maintained exclusively therefore. Accordingly, the said disclosure is not given.

Financial Statements with Auditors' Report

25.6 Outstanding amounts payable to Micro, Small and Medium Enterprises included under Current Liabilities, as per the information available with the Company and relied upon by the auditors – Nil (Previous year- Nil).

25.7 Earnings Per Share (EPS): Equity Shares of Rs 10, fully paid-up

Particulars	March 31, 2015	March 31, 2014
A. Net Profit for	-57,06,391	-39,34,159
B. Weighted Average No of Equity Shares	2,86,25,000	2,86,25,000
C. Earning Per share Basic & Diluted	-0.20	-0.14

25.8 Related Party Transactions

Details of related parties:

Description of relationship	Names of related parties
Subsidiary Company	E-Assurance Services (India) Limited
Key Management Personnel (KMP)	Shri O. P. Pacheria - Whole Time Director Shri Sameer Patil - Chief Financial Officer (w.e.f.14.11.2014)

Note: Related parties have been identified by the Management.

Details of related party transactions during the year ended and balances outstanding:

	Subsidiaries	KMP
Transactions		
Remuneration Paid	-	13,48,614
		(14,10,000)
Advance for Office Expenses	-	-
		(88,000)
Unsecured Loans repaid	400	-
	(600)	-
Balances outstanding at the end of the year		
Unsecured Loans	1,91,268	
	(1,91,668)	
Investment	4,99,400	
	(4,99,400)	

Previous year's figures are given in parenthesis.

25.9 Taxation

No provision has been made towards Current taxation keeping in view the carried forward losses under the Income Tax Act, 1961.

25.10 The Company has two reportable segments i.e. IT Management Consultancy, Equipment Rental and E-Commerce. The disclosure requirements as per the recommendations of Accounting Standard – 17 Segment Reporting, during the year under review, are given as under:

Particulars	IT Consultancy	Equipment Rental	E-Commerce	Total
Revenue:				
External	14,55,000 (61,95,000)	72,000 (13,79,500)	- (9,55,781)	15,27,000 (85,30,281)
Total	14,55,000 (61,95,000)	72,000 (13,79,500)	- (9,55,781)	15,27,000 (85,30,281)
Results				
Segment results	-26,91,895 (8,48,728)	-7,97,376 (4,23,631)	- (-34,47,768)	-34,89,271 (-21,75,409)
Unallocable corporate Income/ (expenses)				-35,72,231 (-15,93,428)
Operating Profit / (Loss) (PBIT)				-70,61,502 (-37,68,837)
Interest Expenses				- -
Interest / Other Income				12,19,408 (1,10,468)
Profit / (Loss) before tax (PBT)				-58,42,094 (-36,58,369)
Provision for current tax				-
Deferred tax				1,35,703 (-2,75,790)
Prior period adjustments				- -
Profit / (Loss) After Tax				-57,06,391 (-39,34,159)
Other Information				
Segment Asset:	57,584 (18,01,600)	70,56,820 (76,00,103)	- (25,40,167)	71,14,404 (1,19,41,870)
Unallocable corporate assets				1,19,23,306 (1,21,47,222)
Total Assets	57,584 (18,01,600)	70,56,820 (76,00,103)	- (25,40,167)	1,90,37,710 (2,40,89,092)
Segment liabilities	21,25,793 (18,05,601)	- -	- (24,96,011)	21,25,793 (43,01,612)
Unallocable corporate liabilities				11,23,84,530 (10,92,22,015)
Total Liabilities	21,25,793 (18,05,601)	- -	- (24,96,011)	11,45,10,323 (11,35,23,627)
Depreciation				15,08,401 (11,78,998)

Previous year's figures are given in parenthesis.

Financial Statements with Auditors' Report

25.11 The Company is of the view that there are no indications of material impairment and the carrying amount of its fixed assets or where applicable, the cash generating unit to which these assets belong, do not exceed their recoverable amounts (i.e., the higher of the assets' net selling price and value in use). Hence, no impairment had arisen during the year as per the recommendations of AS 28 - "Impairment of Assets".

25.12 Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II. Accordingly the unamortised carrying value is being depreciated / amortised over the revised/ remaining useful lives. The written down value of Fixed Assets whose lives have expired as at 1st April 2014 have been adjusted in the opening balance of Profit and Loss Account amounting to Rs. 3,31,686.

25.13 Product wise details

Sales

	March 31, 2015	March 31, 2014
Retail Products - E-Commerce	-	9,55,781
Cans	-	5,048
Total	-	9,60,829

Inventory

	March 31, 2015	March 31, 2014
Retail Products - E-Commerce	9,29,385	14,74,854
Cans	4,02,160	5,74,113
Total	13,31,545	20,48,967

Purchase

	March 31, 2015	March 31, 2014
Retail Products - E-Commerce	-	2,48,010
Cans	-	-
Total	-	248,010

25.14 Expenditure in Foreign Currency- Rs. NIL (Previous Year - Rs. NIL)

Earnings in Foreign Currency- Rs. NIL (Previous Year – Rs. NIL).

In terms of our report attached.

For Shyam Malpani & Associates

For and on behalf of the Board of Directors

Chartered Accountants

Shyam Malpani

Proprietor

Place : Mumbai

Date : May 29, 2015

O. P. Pacharia

Whole Time Director

R. N. Jha

Director

Sameer Patil

Chief Financial Officer

Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of Subsidiary
(Information in respect of each subsidiary to be presented with amounts in Rs)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	e-ASSURANCE SERVICES (INDIA) LIMITED
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.
3.	Reporting currency	INR
4.	Share capital	5,00,000
5.	Reserves & surplus	(3,44,258)
6.	Total assets	2,32,627
7.	Total Liabilities	76,885
8.	Investments	Nil
9.	Turnover	Nil
10.	Profit before taxation	(11,636)
11.	Provision for taxation	0
12.	Profit after taxation	(44,335)
13.	Proposed Dividend	Nil
14.	% of shareholding	99.88

Independent Auditors' Report

To the members

S Kumars Online Limited

I. Report on the Financial Statements

We have audited the accompanying consolidated financial statements of S Kumars Online Limited (hereinafter referred to as "the Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group") comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

II. Management's Responsibility for the Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group 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. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

III. Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting

Consolidated Financial Statements with Auditors' Report

policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our qualified audit opinion on the consolidated financial statements.

Basis for Qualified Opinion

As stated in the Notes No.25.2. of the financial statements regarding;

- (i) *The Holding Company has been incurring constant losses also the net worth of the Holding Company has been fully eroded further the Holding Company has also discontinued all the line of business, it has also been facing cash-flow mismatches if the management is not able to infuse adequate money on appropriate time than the going concern assumption might get impacted.*

IV. Qualified Opinion

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 paragraph above, the aforesaid consolidated financial statements give the information required by 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 consolidated state of affairs of the Group, its associates and jointly controlled entities as at 31st March, 2015, and their consolidated profit/loss and their consolidated cash flows for the year ended on that date.

Other Matters

We did not audit the financial statement of the subsidiary whose financial statement reflect total assets of Rs. 2,32,627 as at 31st March, 2015, total revenues of Rs. (44,335) and net cash flows amounting to Rs. (41,359) for the year ended on that date, as considered in the consolidated financial statements. These financial statement have been audited by other auditors whose report have been furnished to us by the Management and our opinion on the consolidated financial statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiary and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the report of the other auditor.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statement certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.
 - (b) In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the

Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

- (d) In our opinion, except for the effect of the matters described in the Basis for Qualified Opinion paragraph, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) The matters described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Group.
- (f) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the reports of its subsidiary Companies incorporated in India, none of its directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (g) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 25.1 to the consolidated financial statements.
 - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies

For Shyam Malpani & Associates

Chartered Accountants

Firm Registration No. 120438 W

Shyam Malpani

Proprietor

Membership No. F- 34171

Mumbai, dated 29th May, 2015

Annexure to the Independent Auditor's Report on Consolidated Financial Statements

Our reporting on the Order includes one subsidiary company incorporated in India, to which the Order is applicable, which have been audited by other auditors and our report in respect of these companies is based solely on the reports of the other auditors, to the extent considered applicable for reporting under the Order in the case of the consolidated financial statements.

- 1) (a) The Holding Company have maintained proper records showing full particulars, including quantitative details and situation of fixed assets. There is no fixed asset in the said subsidiary company.
b) The Holding Company *has conducted a physical verification of its fixed assets during the year. Further, the Company is in the process of tagging the individual fixed assets.*
- 2) (a) The Holding Company, as explained to us by the management has conducted physical verification of inventory at reasonable intervals during the year. There is no inventory in the said subsidiary company during the year under review.
b) *Based on the explanations as above, we are of the opinion that the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.*
c) *In our opinion, the Company is maintaining proper records of inventory and no material discrepancies were noticed on the year end physical verification of the same and upon comparison with the said records.*
- 3) *During the year, the Holding Company and the said subsidiary Company has not granted any loans and advances, secured or unsecured, to any parties covered in the register maintained under Section 189 of the Companies Act.*
- 4) The Holding and the said subsidiary Company *In our opinion have adequate internal control procedures commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for sale of goods/provision of services. During the course of our audit, we have not come across any major weakness in internal controls prevailing in the Company.*
- 5) According to the information and explanations given to us, the Holding Company and the said subsidiary have not accepted deposits as per the directives issued by Reserve Bank of India and the provisions of Sections 73 and 76 of the Act and the rules framed there under.
- 6) *As explained to us, maintenance of cost records under of section 148(1) of the Act is not applicable to the Holding and the said subsidiary Company during the year under review.*
- 7) According to the information and explanations given to us, in respect of statutory dues of the Holding Company and the said subsidiaries;
a) *As per the records verified by us, the Company is generally regular in depositing the statutory dues involving Provident Fund, Profession Tax, Service Tax, Sales Tax and Income-tax with the appropriate authorities except Service tax amounting to Rs 188,738 which have remained outstanding for more than six months as at the close of the financial year however the same has been regularized before the signing date.*

We were explained that the statutes pertaining to Employees' State Insurance Corporation, Wealth tax, Excise Duty, Customs Duty are not applicable to the Company during the year under review.

Consolidated Financial Statements with Auditors' Report

- b) According to the information and explanations given to us, there were no disputed dues of Sales Tax and Income Tax which have not been deposited by the Company during the year under review, except in respect of Income Tax matters as per the details given below:

Authority	Nature of Dues	Amount (Rs.)	Assessment Year	Forum
Income Tax Department	Income Tax and Interest	8,20,73,960	2002-2003	Mumbai High Court

- 8) The accumulated losses of the Group as at the end of the financial year have exceeded its Net worth. During the current financial year, the group has incurred cash losses amounting to Rs. 43,45,330 (Previous Year – Rs.24,85,589).
- 9) As per the records verified by us and based on our audit procedures, there were no secured loans taken by the Holding or its said subsidiary Company during the current year. The Company has not issued any debentures during the year under review
- 10) As per the records verified by us, during the year, the Group has not given any guarantee for loans taken by others from banks or financial institutions.
- 11) During the year, the Group has not raised any term loans. Based on the overall examination of the Balance Sheet of the Group in our opinion, there are no funds raised on short-term basis, which have been used for long-term investment.
- 12) During the course of our examination of the books and records of the Holding Company and the said subsidiary, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the said companies, noticed or reported during the year, nor have we been informed of such case by the management in case of the Holding Company and the said subsidiaries.

For **Shyam Malpani & Associates**
Chartered Accountants
Firm Registration No. – 120438W

Shyam Malpani
Proprietor
Membership No. F 34171

Mumbai, dated 29th May, 2015

Consolidated Balance Sheet as at March 31, 2015

Particulars	Note No.	March 31, 2015	March 31, 2014
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	1	28,62,50,000	28,62,50,000
Minority Interest	2	187	240
Reserves And Surplus	3	<u>-38,17,66,458</u>	<u>-37,56,84,099</u>
		<u>-9,55,16,271</u>	<u>-8,94,33,859</u>
Non-Current Liabilities			
Long-Term Borrowings	4	-	1,62,212
Long-Term Provisions	5	<u>3,91,387</u>	<u>3,67,963</u>
		<u>3,91,387</u>	<u>5,30,175</u>
Current Liabilities			
Short-Term Borrowings	6	10,70,45,092	10,60,53,092
Trade Payables	7	26,38,867	30,46,736
Short-Term Provisions	8	3,78,521	2,73,028
Other Current Liabilities	9	<u>39,42,073</u>	<u>34,94,578</u>
		<u>11,40,04,553</u>	<u>11,28,67,434</u>
TOTAL		<u>1,88,79,669</u>	<u>2,39,63,750</u>
ASSETS			
Non-Current Assets			
Fixed assets			
Tangible Assets	10	91,58,070	1,11,20,008
Deferred Tax Asset	11	2,06,277	70,574
Long-Term Loans And Advances	12	<u>38,29,542</u>	<u>36,90,599</u>
		<u>1,31,93,889</u>	<u>1,48,81,181</u>
Current Assets			
Inventories	13	13,31,545	20,48,967
Trade Receivables	14	-	18,78,418
Cash And Cash Equivalents	15	39,34,259	37,55,275
Short-Term Loans And Advances	16	3,94,405	13,07,983
Other Current Assets	17	<u>25,571</u>	<u>91,926</u>
		<u>56,85,780</u>	<u>9,082,569</u>
TOTAL		<u>1,88,79,669</u>	<u>2,39,63,750</u>

See accompanying notes forming part of the financial statements

As per our attached report of even date

For Shyam Malpani & Associates
Chartered Accountants

For and on behalf of the Board of Directors

Shyam Malpani
Proprietor
Place : Mumbai
Date : May 29, 2015

O. P. Pacheria
Whole Time Director

R. N. Jha
Director

Sameer Patil
Chief Financial Officer

Consolidated Financial Statements with Auditors' Report

Consolidated Statement of Profit and Loss for the year ended March 31, 2015

	Note No.	March 31, 2015	March 31, 2014
Revenue From Operations (Gross)	18	15,27,000	85,35,329
Other Income	19	12,19,408	1,10,468
Total Revenue		<u>27,46,408</u>	<u>86,45,798</u>
Purchases Of Stock-In-Trade	20	1,54,807	2,48,010
Changes In Inventories	21	7,17,422	8,20,751
Employee Benefits Expense	22	29,91,688	46,54,274
Finance Costs	23	62,045	1,56,850
Depreciation and Amortisation Expense	10	15,08,401	11,78,998
Other Expenses	24	31,65,776	52,51,502
		<u>86,00,139</u>	<u>1,23,10,385</u>
Profit / (Loss) Before Exceptions! And Extraordinary Items And Tax		-58,53,731	-36,64,587
Exceptional Item		-	-
Prior Period Adjustments		-	-
Profit / (Loss) Before Extraordinary Items and Tax		-58,53,731	-36,64,587
Extraordinary Items		-	-
Profit / (Loss) Before Tax		-58,53,731	-36,64,587
Current Tax		-	-
Tax Relating to Prior Years		32,699	
Deferred Tax		-1,35,703	2,75,790
Total		-1,03,004	2,75,790
Profit / (Loss) after Tax From Continuing Operation (before adjustment of minority interest)		-57,50,727	-39,40,377
Share of Loss transferred to Minority		53	7
Profit / (Loss) For The Year		-57,50,673	-39,40,370
EPS Before Extraordinary and Exceptional Item			
Basic		-0.20	-0.13
Diluted		-0.20	-0.13
EPS After Extraordinary and Exceptional Item			
Basic		-0.20	-0.14
Diluted		-0.20	-0.14

See accompanying notes forming part of the financial statements

As per our attached report of even date

For Shyam Malpani & Associates

For and on behalf of the Board of Directors

Chartered Accountants

Shyam Malpani**O. P. Pacharia****R. N. Jha****Sameer Patil**

Proprietor

Whole Time Director

Director

Chief Financial Officer

Place : Mumbai

Date : May 29, 2015

Cash Flow Statement for the year ended March 31, 2015

Particulars	For the year ended March 31, 2015		For the year ended March 31, 2014	
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		-58,86,429		-36,64,587
<i>Adjustments for:</i>				
Depreciation and amortisation	15,08,401		11,78,998	
Finance costs	62,045		1,56,849	
Interest Received	- 57,794		- 1,10,468	
Provision for Doubtful Debts	9,89,808		13,91,085	
		<u>25,02,460</u>		<u>26,16,464</u>
Operating profit / (loss) before working capital changes		<u>- 33,83,968</u>		<u>- 10,48,123</u>
<i>Changes in working capital:</i>				
<i>Adjustments for (increase) / decrease in operating assets:</i>				
Inventories	7,17,422		8,20,751	
Trade receivables	8,88,610		- 9,61,466	
Short-term loans and advances	9,13,978		4,40,378	
Long-term loans and advances	- 1,38,943		-7,20,042	
Other current assets	66,355		1,24,621	
<i>Adjustments for increase / (decrease) in operating liabilities:</i>				
Trade payables	- 4,07,870		- 2,27,832	
Other current liabilities	4,47,493		- 8,67,378	
Long-term provisions	23,424		- 73,555	
Short-term provisions	1,05,493		37,928	
		<u>26,15,962</u>		<u>-14,26,596</u>
Net cash flow from / (used in) operating activities (A)		<u>- 7,68,007</u>		<u>- 24,74,719</u>
B. Cash flow from investing activities				
Capital expenditure on fixed assets	1,21,852		-	
Income From Investment	57,794		1,10,468	
Net cash flow from / (used in) investing activities (B)		<u>1,79,646</u>		<u>1,10,469</u>
C. Cash flow from financing activities				
Repayment of Long / Short Term borrowings	8,29,388		3,62,131	
Finance cost	- 62,045		-1,56,849	
		<u>7,67,343</u>		<u>2,05,282</u>
Net cash flow from / (used in) financing activities (C)		<u>7,67,343</u>		<u>2,05,282</u>
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		<u>1,78,982</u>		<u>- 21,58,968</u>
Cash and cash equivalents at the beginning of the year		37,55,277		59,14,245
Cash and cash equivalents at the end of the year		39,34,259		37,55,277

See accompanying notes forming part of the financial

In terms of our report attached.

For Shyam Malpani & Associates

For and on behalf of the Board of Directors

Chartered Accountants

Shyam Malpani

Proprietor

Place : Mumbai

Date : May 29, 2015

O. P. Pacharia

Whole Time Director

R. N. Jha

Director

Sameer Patil

Chief Financial Officer

Consolidated Financial Statements with Auditors' Report**S Kumars Online Limited - Consolidated****Significant Accounting Policies and Notes on Accounts: 31.03.2015****I. Background**

- a) S Kumars Online Limited (hereinafter called the Company) has controlling interest in the following entity throughout the year that ended on March 31, 2015:

Name of Subsidiary	Country of	Name of Company Incorporation	Percentage of ownership of Company in the subsidiary company (as at the close of the year)
e-Assurance Services (India) Ltd.	India	S Kumars Online Ltd.	99.88%

The Subsidiary Company is primarily engaged in the business of soliciting or procuring Life Insurance business and General Insurance Business as a Corporate Agent of Life Insurers or as otherwise permitted by Insurance Regulatory and Development Authority (IRDA) from time to time.

b) Basis of consolidation

- i. The consolidated financial statements are prepared by consolidating the accounts of S Kumars Online Limited (the Company) with those of its subsidiary, which constitute the Group, in accordance with the generally accepted accounting principles and in consonance with the Accounting Standard 21- "Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India.
- ii. The financial year of the group have been aligned with the Company and are drawn up to the same reporting date as of the Company i.e. year ended March 31, 2015.

c) Principles of Consolidation

- i. The consolidated financial statements of the Company and its subsidiaries (together the Group) have been combined on a line-by-line basis by adding together the book value of like items of assets, liabilities, income and expenses. Intra-group balances and intra-group transactions and resulting unrealized profits or losses if any have been fully eliminated.
- ii. Consolidated financial statements have been prepared using uniform accounting policies for the like transactions and other events in similar circumstances are presented, to the extent possible, in the same manner as the Company's separate financial statements. Changes have been made in the accounting policies followed by the subsidiary to the extent they were material and identifiable from their respective audited accounts to make them uniform with the accounting policies followed by the Holding Company. In case the uniform accounting policy is not followed by each company in the Group, the same, as disclosed in the audited accounts of the said company, are reproduced.

II Summary of Group's Significant Accounting Policies:**1. General**

- a) The financial statements have been prepared on accrual basis, accept wherever otherwise stated, under the historical cost convention, in accordance with the accounting principles generally accepted in India and comply with the Accounting Standards referred to in the Companies (Accounting Standards) Rules 2006 issued by the Central Government in exercise of the power conferred under sub-section (1) of Section 469 and the relevant provisions of the Companies Act, 2013.

- b) All expenses and income to the extent considered payable and receivable respectively, unless specifically stated to be otherwise, are accounted for on accrual basis except those with significant uncertainties.
2. **Use of Estimates**
The preparation of financial statements in conformity with the generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in the current and future periods.
3. **Fixed Assets**
Fixed assets of the Company are stated at cost less accumulated depreciation.
4. **Depreciation**
Depreciation is provided on Straight Line Method (SLM) based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.
5. **Investments**
Investments are carried at cost. Unless otherwise stated, all the investments are of long-term nature. Diminution, other than temporary, in the long-term investment is provided in the Profit and Loss statement.
6. **Inventories**
Inventory of the Company is carried at the lower of cost or net realizable value. Adequate provision in the accounts is made in respect of obsolescence, wherever applicable, in the inventory.
7. **Foreign Currency Transactions**
Transactions in foreign currency are accounted at the rate of exchange prevailing on the date of transaction. Current Assets and Liabilities denominated in foreign currency are translated at the exchange rates prevailing at the Balance Sheet date and the fluctuations are charged to the revenue.
8. **Retirement Benefits**
Provision for Gratuity in Company has been made in the accounts on the basis of actuarial valuation in respect of employees in service with the Company as per the recommendations of the Accounting Standard – 15, Employee Benefits, issued of The Institute of Chartered Accountants of India. In respect of the Subsidiary Company, the said Accounting Standard is not applicable.
9. **Accounting for Taxes on Income**
Provision for Current taxation is made in accordance with the relevant Income Tax provisions applicable. Deferred Taxation in Company is calculated as stipulated in Accounting Standard – 22 issued by the Institute of Chartered Accountants of India.
10. **Impairment of Assets**
The carrying amounts of the assets are reviewed at each Balance Sheet date. If any indication of impairment exists, an impairment loss is recognised to the extent of the excess of the carrying amount over the estimated accountable amount.
11. **Segment Reporting Policy:**
The Company prepares its segment information if any, in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

Consolidated Financial Statements with Auditors' Report**12. Contingent Liabilities and Provisions**

Disputed liabilities and claims against the Company including claims raised by the various venue authorities (e.g., Income Tax etc.), pending in appeal /court for which no reliable estimate can be made of the amount of the obligation or which are remotely poised for crystallization are not provided for in accounts but disclosed in notes to accounts. However, present obligation as a result of past event with possibility of outflow of resources, when reliably estimable, is recognized in accounts.

13. Earnings per Share

In determining earnings per share, the Company considers the net profit/ (Loss) after tax and includes the post tax effect of any extraordinary items. The number of shares used in computing basic earnings per share is weighted average number of shares outstanding during the period.

For the purpose of computing diluted earnings per share, the net profit /(Loss) attributable to equity shareholders and the weighted average number of shares outstanding are adjusted for the effects of all dilutive potential equity shares from exercise of options on un- issued share capital.

14. Preoperative expense

Expenses incurred by the Company on the projects under implementation and have not yet commenced operations are considered as preoperative expenses to be capitalised / amortised upon commencement of operations by the said projects.

Notes forming part of the Consolidated Financial Statements

Particulars	March 31, 2015	March 31, 2014
Note 1 Share Capital		
Authorized:		
11,00,00,000 (2014: 11,00,00,000) Equity shares of ₹ 10 each with voting rights	<u>1,10,00,00,000</u>	<u>1,10,00,00,000</u>
Issued Subscribed and Paid up:		
2,86,25,000 (2014: 2,86,25,000) Equity shares of ₹ 10 each with voting right	<u>28,62,50,000</u>	<u>28,62,50,000</u>
Total	<u>28,62,50,000</u>	<u>28,62,50,000</u>

(i) No. of Equity shares and amount outstanding at the beginning and at the end of the year.

	2015		2014	
	Number	Amount	Number	Amount
Per last Balance sheet	2,86,25,000	28,62,50,000	2,86,25,000	28,62,50,000
Add: Issued during the year	-	-	-	-
Outstanding at the end of the year	<u>2,86,25,000</u>	<u>28,62,50,000</u>	<u>2,86,25,000</u>	<u>28,62,50,000</u>

Shares held by each shareholder holding more than 5% of equity share capital

	Year ended March 31, 2015		Year ended March 31, 2014	
	Nos.	Percentage	Nos.	Percentage
Hanumesh Investments Pvt. Ltd.	1,22,72,814	42.87%	1,22,72,814	42.87%
Mandakini Investfin Pvt. Ltd.	25,76,598	9.00%	25,76,598	9.00%
Yashaswini Investment Co. Pvt. Ltd.	20,82,198	7.27%	20,82,198	7.27%

Company has not issued any bonus shares during the last 5 years.

Term / Rights attached to equity shares:

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share except & otherwise stated.

Note 2 Minority Interest

	March 31, 2015	March 31, 2014
Shares held by Minorities in e-Assurance Services (India) Ltd.	600	600
Less: Share in Loss of e-Assurance Services (India) Ltd. (current year Rs. 53/- (upto 31st March 2014 Rs. 360)	413	360
Total	<u>187</u>	<u>240</u>

Note 3 Reserves and Surplus

(a) Surplus / (Deficit) in Statement of Profit and Loss

As per Last Balance Sheet	-37,56,84,099	-37,17,43,729
Add: Profit / Loss for the Year	-57,50,673	-39,40,370
Less: Appropriation		
Adjustment relating to Fixed Assets (Ref. Note No. 25.12)	<u>3,31,686</u>	-
Total Appropriation	<u>3,31,686</u>	-
Net Deficit in Statement of Profit and Loss	<u>-38,17,66,458</u>	<u>-37,56,84,099</u>
Total	<u>-38,17,66,458</u>	<u>-37,56,84,099</u>

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Consolidated Financial Statements with Auditors' Report

S Kumar Online Limited

Particulars	March 31, 2015	March 31, 2014
Note 4 Long Term Borrowings		
Loan and advances from financial institutions (Secured against the asset financed)	-	1,62,212
Total	-	1,62,212
Note 5 Long-Term Provisions		
For Gratuity (Refer Note no. 25.5)	3,91,387	3,67,963
Total	3,91,387	3,67,963
Note 6 Short Term Borrowings		
Loan and advances from related parties From other bodies Corporate (Unsecured)	10,70,45,092	10,60,53,092
Total	10,70,45,092	10,60,53,092
Note 7 Trade Payables		
Trade payables (including acceptances) (Refer Note no. 25.6 for details of dues to micro and small enterprises)	26,38,867	30,46,737
Total	26,38,867	30,46,737
Note 8 Short-Term Provisions		
For Gratuity (Refer Note no.25.5)	3,78,521	2,73,028
Total	3,78,521	2,73,028
Note 9 Other Current Liabilities		
Current Maturities of Long Term Debts	1,62,212	3,72,450
Other Liabilities (*includes balances of Franchisees, SBAs,provision for expenses, statutory liabilities and salary payable)	37,79,861	31,22,128
Total	39,42,073	34,94,578

Notes forming part of the consolidated financial statements

Note 10 Fixed assets

Particulars	Gross Block			Accumulated Depreciation				Net Block		
	As on April 1, 2014	Deductions/ Adjustments	As on March 31, 2015	Up to March 31, 2014	For the Year	Deductions / Adjustment	Additional Depreciation	Up to March 31, 2015	As at March 31, 2015	As at March 31, 2014
<u>Tangible Asset</u>										
Furniture and Fixings	6,97,385	-	6,97,385	5,43,450	36,723	-	-	5,80,172	1,17,213	1,53,935
Office Equipments	7,49,515	-	7,49,515	1,58,233	2,94,896	-	1,65,775	6,18,904	1,30,611	5,91,282
Computer	10,13,276	-	10,13,276	7,40,172	75,132	-	1,65,910	9,81,215	32,061	2,73,104
Vehicles	16,37,927	1,70,000	14,67,927	2,52,551	1,99,684	48,148	-	4,04,086	10,63,841	13,85,376
Plant & Machinery	1,14,91,637	-	1,14,91,637	27,75,326	9,01,967	-	-	36,77,293	78,14,344	87,16,311
Total....	1,55,89,740	1,70,000	1,54,19,740	4,469,732	15,08,401	48,148	3,31,686	62,61,671	91,58,069	1,11,20,008
Previous year	2,96,69,894	1,40,80,154	1,55,89,740	17,370,889	11,78,998	1,40,80,155	-	44,69,732	1,11,20,008	

Particulars	March 31, 2015	March 31, 2014
Note 11 Deferred Tax Asset		
Deferred Tax Asset		
Impact of difference between depreciation under Income Tax and Company Law	-31,625	-1,37,395
Provision of Gratuity	2,37,902	2,07,970
Total	<u>2,06,277</u>	<u>70,574</u>
Note 12 Long-Term Loans and Advances		
Unsecured, Considered Good		
Advance Income Tax (net of provision)	34,35,490	32,96,546
Security Deposits	3,94,052	3,94,053
Total	<u>38,29,542</u>	<u>36,90,599</u>
Note 13 Inventories		
(At lower of cost and net realizable value)		
Trading Goods	13,31,545	20,48,967
Total	<u>13,31,545</u>	<u>20,48,967</u>
Note 14 Trade Receivables		
Unsecured, Considered Good		
Debts outstanding for more than six months	-	2,96,951
Other Debts		-
Total	<u>-</u>	<u>15,81,467</u>
Unsecured, Considered Doubtful		
Debts outstanding for more than six months	21,78,593	20,88,785
Less: Provision for Doubtful Debts	21,78,593	20,88,785
Total	<u>-</u>	<u>-</u>
Note 15 Cash and Cash Equivalents		
Balances with Banks		
In Current Accounts	3,31,188	4,16,713
Cash on Hand	28,88,496	26,77,037
Other Bank Balance		
Deposit with original maturity less than 12 months	7,14,575	6,61,525
Total	<u>39,34,259</u>	<u>37,55,275</u>
Note 16 Short Term Loans and Advances		
Unsecured, Considered Good		
Advance to supplier	94,495	9,05,729
Security Deposits	2,88,910	2,88,910
Loans and advances to Employees	11,000	1,13,344
Total	<u>3,94,405</u>	<u>13,07,983</u>

Particulars	March 31, 2015	March 31, 2014
Unsecured, Considered Doubtful		
Advance to supplier	9,00,000	-
Less: Provision for Doubtful Recovery	9,00,000	-
Total	-	-
Note 17 Other Current Assets		
Unsecured, considered good	25,571	91,926
Total	25,571	91,926
Note 18 Revenue from Operation		
Sales of Products	-	9,60,829
Sale of Services	15,27,000	75,74,500
Total	15,27,000	85,35,329
Note 19 Other Income		
Interest income		
From Banks	57,794	1,10,468
Other Non-Operating Income		
Sundry Balance Written back	10,83,466	-
Profit on Sale of Asset	78,148	-
	12,19,408	1,10,468
Note 20 Purchase of Stock-In-Trade		
Materials and Related Expenses	1,54,807	2,48,010
Total	1,54,807	2,48,010
Note 21 Changes in Inventories		
Inventories at the end of the year		
Finished Goods	13,31,545	20,48,967
	13,31,545	20,48,967
Inventories at the beginning of the year		
Finished Goods	20,48,967	28,69,717
	20,48,967	28,69,717
Net (increase) / decrease	7,17,422	8,20,752
Note 22 Employee Benefits Expense		
Salaries and Wages	27,62,984	43,62,027
Contribution to Provident	2,28,704	2,92,247
Total	29,91,688	46,54,274
Note 23 Finance Costs		
Interest	53,070	1,49,088
Bank Charges	8,975	7,761
Total	62,045	1,56,850

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Particulars	March 31, 2015	March 31, 2014
Note 24 Other Expenses		
Auditor's Remuneration	1,74,158	1,74,158
Car Expenses	2,52,905	3,19,594
Communication	64,632	1,62,924
Electricity Expenses	-	1,31,447
Insurance	98,807	1,29,612
Legal And Professional	7,62,386	6,88,729
Lodging & Boarding Expense	5,215	15,000
Online Business Expenses	-	82,102
Office Expenses	18,271	68,231
Printing And Stationery	93,163	97,916
Rent	-	5,35,500
Repairs And Maintenance - Others	4,940	31,511
Shipping Charges	-	2,21,851
Travelling And Conveyance	5,00,850	6,28,671
Technology & Computer Expenses	15,390	32,467
Membership & Subscription Charges	-	58,333
General Expenses	1,26,751	96,623
Postage & Courier	38,500	55,199
Doubtful Debts	9,89,808	13,91,085
Loss on Settlement	-	1,85,808
Miscellaneous Expenses	20,000	1,44,740
Total	<u>31,65,776</u>	<u>52,51,501</u>
Payments to the auditors comprises:		
For Statutory Audit	89,888	89,888
For Tax Audit	28,090	28,090
For Other Services	56,180	56,180
Total	<u>1,74,158</u>	<u>1,74,158</u>

Note 25 Additional information to the Consolidated Financial Statements*(fig. in lacs)***March 31, 2015 March 31, 2014**

25.1	Contingent liabilities and commitments (to the extent not provided for)		
(a)	Income Tax Matters (Details given in table below)	820.74	820.74
(b)	Legal cases with Franchisees and Strategic Business Associates	11.68	32.14

Authority	Nature of dues	Amount (rs.)	Assessment Year	Forum
Income Tax Department	Income Tax and Interest	820.74	2002-03	Mumbai High Court

25.2 The Management is constantly trying to introduce new e-Commerce business model and revival of the 'IT Management Consultancy' segment of the company to eradicate cash flow mismatches and negative net worth of the company. Management is confident that in near future Company will be in revival mode and thereby going concern will not be affected.

25.3 During the previous year, the Company has settled certain pending legal cases with the Franchisees and SBAs by opting for Out of Court Settlements with the said parties. This has resulted in a charge to the Profit and Loss Account by Rs. 1.86 Lacs under the head Loss on Settlement (Net).

25.4 In the opinion of the management, the Current Assets, Loans and Advances are realizable at the values represented in the accounts and adequate provision has been made in the accounts for all known liabilities, except to the extent wherever stated otherwise.

25.5 The following table summarizes the components of the net employee benefit expenses recognized in the Profit and Loss Account and in the Balance Sheet for the gratuity as per the recommendations of the Accounting Standard – 15 Employee Benefits. No provision towards leave encashment is considered in the Company's accounts.

Particulars	March 31, 2015 Gratuity	March 31, 2014 Gratuity
Amount Recognised in Statement of Profit and Loss A/c		
Actuarial losses/(gains)	1,28,917	-35,627
Expense recognised in the Profit and Loss A/c	1,28,917	-35,627
Net asset / (liability) recognised in the Balance Sheet		
Liability at the end of the year	7,69,908	6,40,991
Net asset / (liability) recognised in the Balance Sheet	7,69,908	6,40,991
Actuarial assumptions		
Retirement Age	60 Years	60 Years
Attrition Rate	2% p.a.	2% p.a.
Future Salary Rate	5% p.a.	5% p.a.
Rate of Discounting	7.90%	9.32%
Mortality Table	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate

The defined Gratuity benefit obligation of the Company is unfunded and hence there are no planned assets which are maintained exclusively therefore. Accordingly, the said disclosure is not given.

25.6 Outstanding amounts payable to Micro, Small and Medium Enterprises included under Current Liabilities, as per the information available with the Company and relied upon by the auditors – Nil (Previous year-Nil).

25.7 **Earnings Per Share (EPS): Equity Shares of Rs 10, fully paid-up**

Particulars	March 31, 2015	March 31, 2014
A. Net Profit for	-58,53,731	-36,64,587
B. Weighted Average No of Equity Shares	2,86,25,000	2,86,25,000
C. Earning Per share Basic & Diluted	-0.20	-0.13

25.8 **Related Party Transactions**

Details of related parties:

Description of relationship	Names of related parties
Key Management Personnel (KMP)	Shri O. P. Pacheria - Whole Time Director Shri Sameer Patil - Chief Financial Officer (w.e.f.14.11.2014)

Note: Related parties have been identified by the Management.

Details of related party transactions during the year ended and balances outstanding:

	Subsidiaries	KMP
Transactions		
Remuneration Paid	-	13,48,614 (14,10,000)
Advance for Office Expenses	-	- (88,000)

Previous year's figures are given in parenthesis.

25.9 **Taxation**

No provision has been made towards Current taxation keeping in view the carried forward losses under the Income Tax Act, 1961.

25.10 The Company has two reportable segments i.e. IT Management Consultancy, Equipment Rental and E-Commerce. The disclosure requirements as per the recommendations of Accounting Standard – 17 Segment Reporting, during the year under review, are given as under:

Consolidated Financial Statements with Auditors' Report

Particulars	IT Consultancy	Equipment Rental	E-Commerce	Total
Revenue:				
External	14,55,000 (61,95,000)	72,000 (13,79,500)	- (9,55,781)	15,27,000 (85,30,281)
Total	14,55,000 (61,95,000)	72,000 (13,79,500)	- (9,55,781)	15,27,000 (85,30,281)
Results				
Segment results	-26,91,895 (8,48,728)	-7,97,376 (4,23,631)	- (-34,47,768)	-34,89,271 (-21,75,409)
Unallocable corporate Income/ (expenses)				-35,72,231 (-15,93,428)
Operating Profit / (Loss) (PBIT)				-70,61,502 (-37,68,837)
Interest Expenses				- -
Interest / Other Income				12,19,408 (1,10,468)
Profit / (Loss) before tax (PBT)				-58,42,094 (-36,58,369)
Provision for current tax				-
Deferred tax				1,35,703 (-2,75,790)
Prior period adjustments				- -
Profit / (Loss) After Tax				-57,06,391 (-39,34,159)
Other Information				
Segment Asset:	57,584 (18,01,600)	70,56,820 (76,00,103)	- (25,40,167)	71,14,404 (1,19,41,870)
Unallocable corporate assets				1,19,23,306 (1,21,47,222)
Total Assets	57,584 (18,01,600)	70,56,820 (76,00,103)	- (25,40,167)	1,90,37,710 (2,40,89,092)
Segment liabilities	21,25,793 (18,05,601)	- -	- (24,96,011)	21,25,793 (43,01,612)
Unallocable corporate liabilities				11,23,84,530 (10,92,22,015)
Total Liabilities	21,25,793 (18,05,601)	- -	- (24,96,011)	11,45,10,323 (11,35,23,627)
Depreciation				15,08,401 (11,78,998)

Previous year's figures are given in parenthesis.

25.11 The Company is of the view that there are no indications of material impairment and the carrying amount of its fixed assets or where applicable, the cash generating unit to which these assets belong, do not exceed their recoverable amounts (i.e., the higher of the assets' net selling price and value in use). Hence, no impairment had arisen during the year as per the recommendations of AS 28 - "Impairment of Assets".

25.12 Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II. Accordingly the unamortised carrying value is being depreciated / amortised over the revised/ remaining useful lives. The written down value of Fixed Assets whose lives have expired as at 1st April 2014 have been adjusted in the opening balance of Profit and Loss Account amounting to Rs. 3,31,686.

25.13 Product wise details

Sales

	March 31, 2015	March 31, 2014
Retail Products - E-Commerce	-	9,55,781
Cans	-	5,048
Total	-	9,60,829

Inventory

	March 31, 2015	March 31, 2014
Retail Products - E-Commerce	9,29,385	14,74,854
Cans	4,02,160	5,74,113
Total	13,31,545	20,48,967

Purchase

	March 31, 2015	March 31, 2014
Retail Products - E-Commerce	-	2,48,010
Cans	-	-
Total	-	2,48,010

25.14 Expenditure in Foreign Currency- Rs. NIL (Previous Year - Rs. NIL)

Earnings in Foreign Currency- Rs. NIL (Previous Year – Rs. NIL).

In terms of our report attached.

For Shyam Malpani & Associates

For and on behalf of the Board of Directors

Chartered Accountants

Shyam Malpani

Proprietor

Place : Mumbai

Date : May 29, 2015

O. P. Pacharia

Whole Time Director

R. N. Jha

Director

Sameer Patil

Chief Financial Officer

S KUMAR ONLINE LIMITED

CIN: L45400MH1999PLC119875

Registered Office: 'Avadh' Bldg, Avadesh Parisar, G K Marg, Worli, Mumbai- 400 018
Tel: 24914795/24980390 Email ID: skumars.support@gmail.com Website: www.skumaronline.com

ATTENDANCE SLIP

(To be presented at the entrance)

16TH ANNUAL GENERAL MEETING ON WEDNESDAY, 30TH SEPTEMBER, 2015 AT 9.00 A.M.
at The Victoria Memorial School, Opp. Tardeo A.C. Market, Tardeo Road, Mumbai – 400034.

Folio No./Client ID No. : _____ DP ID No.: _____

Name of the Member: _____ Signature: _____

Name of the Proxy holder: _____ Signature: _____

I/We hereby record my/our presence at the 16th Annual General Meeting of the Members of S Kumar Online Limited held on Wednesday, 30th September, 2015 at 9.00 am at The Victoria Memorial School, Opp. Tardeo A.C. Market, Tardeo Road, Mumbai – 400 034.

Electronic Voting Particulars:-

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

Note: * The Member/Proxy must bring the Attendance Slip to the Meeting duly completed and signed and hand over the same at the Entrance to the Meeting Hall. Please bring your copy of the enclosed Annual Report for reference.

S KUMAR ONLINE LIMITED

CIN: L45400MH1999PLC119875

Registered Office: 'Avadh' Bldg, Avadesh Parisar, G K Marg, Worli, Mumbai- 400 018

Tel: 24914795/24980390 Email ID: skumars.support@gmail.com Website: www.skumarsonline.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 No. / Client ID No. : _____ DP ID No.: _____

I/We, being the member(s) of _____ Shares of S Kumar Online Limited, hereby appoint

1. Name: _____ E-mail Id _____
Address: _____
Signature: _____ or failing him
2. Name: _____ E-mail Id _____
Address: _____
Signature: _____ or failing him
3. Name: _____ E-mail Id _____
Address: _____
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Sixteenth Annual General Meeting of the Company to be held on Wednesday, 30th September, 2015 at 9.00 a.m. at The Victoria Memorial School, Opp. Tardeo A.C. Market, Tardeo Road, Mumbai – 400034 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	Voted For	Voted Against
1.	To receive, consider and adopt: a) the Audited Financial Statements of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015, together with the Report of the Auditors thereon.		
2.	Ms. Chandra Mundhra (DIN 02636133), a Non-executive director, who retires by rotation at this Annual General Meeting and being eligible, but do not offers herself for re-appointment.		
3.	Ratification of the appointment of statutory auditors of the company and to fix their remuneration.		
4.	Appointment of Dr. Sadhana Sachin Deshmukh as a director of the company.		
5.	Adoption of new articles of association of the company containing regulations in conformity with Companies Act, 2013		
6.	To fix the limit on borrowing power of the company.		

Signed this _____ day of September, 2015

Signature of shareholder _____ Signature of Proxy holder(s) _____

Affix
Rs. 1/-
Revenue
Stamp

NOTES:

1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at "Avadh Bldg." Avadesh Parisar, G K Marg, Worli, Mumbai- 400018, not less than 48 hours before the commencement of the Meeting.
2. Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.