

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 Young 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.skumaronline.com

E-mail: skumars.support@gmail.com

Sd/-
RAMESH GANGWAL
Chairman