

**SHIV HARI JALAN
B.COM., F.C.A., F.C.S.
COMPANY SECRETARY**

**104, MAHAVIR BUILDING, 44/46, POPATWADI LANE, KALBADEVI, MUMBAI-400002
Telephone: 22075834, 22075835, Mobile: 9869035834, email: shivharijalancs@gmail.com**

**FORM NO.MGT-13
SCRUTINIZER'S REPORT**

(Pursuant to section 109 of the companies ACT, 2013 and rule 21(2) of the companies (Management and administration) Rules, 2014

To
The Chairman
17th Annual General Meeting of the Equity Shareholders
Of S KUMAR ONLINE LIMITED
held on 30th September 2016 At 09:00 A.M. at
The Victoria Memorial School, Opp. Tardeo A.C. Market,
Tardeo Road, Mumbai – 400034.

Dear Sir,

I, Shiv Hari Jalan, Company Secretary in whole time Practice, appointed as Scrutinizer(s) by the Board of Directors of S Kumar Online Limited for the purpose of scrutinizing the poll process under the provision of section 109 of the Act read with Rule 21 of the companies (Management and administration) Rules, 2014, on the resolutions contained in the notice to the 17th Annual General Meeting of the Equity Shareholders of S Kumar Online Limited held on 30th September 2016 At 09.00 A.M. at The Victoria Memorial School, Opp. Tardeo A.C. Market, Tardeo Road, Mumbai - 400034, submit my report as under:

1. After the time fixed for closing of the poll by the chairman, The ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the registrar and share transfer agents of the company, M/s Bigshare Services Pvt. Ltd., Mumbai and the authorizations/proxies lodged with the company.
3. The polling papers, which were incomplete and/or which were otherwise defective have been treated as invalid and kept separately. The same were not considered in calculation.
4. The result of the poll is attached herewith as **Annexure "A"**.
5. Compilation of data containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.




6. The Poll papers and all other relevant records were sealed and handed over to the company secretary for safe keeping.

Thanking You,

Place: Mumbai

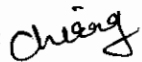
Date: 30.09.2016

Witness-1:

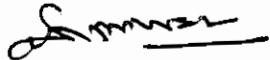
Signature: 

Name: Prasad N. Utakar

Witness -2

Signature: 

Name: Chirag Dhuptani


SHIV HARI JALAN
COMPANY SECRETARY
C.P.NO. : 4226
FCS : 5703



S Kumar Online Limited - 17th Annual General Meeting held on 30th September, 2016.

RUSULTS OF POLL

Annexure-A

Ordinary Resolution: Item no.1 - To receive, consider and adopt

- a) the Audited Financial Statements of the Company for the financial year ended 31 March, 2016, 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 31 March, 2016, together with the Report of the Auditors thereon

Particulars		Number of members present and voting (in person or by proxy)	Number of vote cast by them.	% of total number of valid votes cast
(i)	Voted in favour of the resolution	31	353595	99.60479
(ii)	Voted against the resolution	3	3	0.00085
(iii)	Invalid Votes	Total number of member (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		1	1400	0.39437

Ordinary Resolution: Item no. 2 - Dr. Sadhana Sachin Deshmukh (DIN 02881743), a Non-executive director, who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment:

Particulars		Number of members present and voting (in person or by proxy)	Number of vote cast by them.	% of total number of valid votes cast
(i)	Voted in favour of the resolution	31	353595	99.60479
(ii)	Voted against the resolution	3	3	0.00085
(iii)	Invalid Votes	Total number of member (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		1	1400	0.39437



Ordinary Resolution: Item no. 3 - To ratify the appointment of M/s S M M P and Associates, Chartered Accountants (registration no. 120438W) [Earlier known as M/s Shyam Malpani & Associates, Chartered Accountants (registration no. 120438W)] as the Statutory Auditors of company:

Particulars	Number of members present and voting (in person or by proxy)	Number of vote cast by them.	% of total number of valid votes cast
(i) Voted in favour of the resolution	31	353595	99.60479
(ii) Voted against the resolution	3	3	0.00085
(iii) Invalid Votes	Total number of member (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
	1	1400	0.39437

Special Resolution: Item no. 4: To-reappoint Shri. Omprakash Prahladrai Pachheria (DIN: 00150278) as a Whole Time Director of the Company:

Particulars	Number of members present and voting (in person or by proxy)	Number of vote cast by them.	% of total number of valid votes cast
(i) Voted in favour of the resolution	30	347995	98.02731
(ii) Voted against the resolution	3	3	0.00085
(iii) Invalid Votes	Total number of member (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
	2	7000	1.97184

Special Resolution: Item no. 5: To Authorise Board of Directors to Levy Charge for Delivery of Documents to Shareholders through a Particular Mode on their Request:

Particulars	Number of members present and voting (in person or by proxy)	Number of vote cast by them.	% of total number of valid votes cast
(i) Voted in favour of the resolution	31	353595	99.60479
(ii) Voted against the resolution	3	3	0.00085
(iii) Invalid Votes	Total number of member (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
	1	1400	0.39437



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CONSOLIDATED SCRUTINIZER'S REPORT ON E-VOTING AND POLL

[Pursuant to Section 108 and Section 109 of the Companies Act, 2013 and Rule 21 (2) of the Companies (Management and Administration) Rules, 2014 and Rule 20 (3) (xii) of the Companies (Management and Administration) Amendment Rules, 2015]

To
The Chairman
17th Annual General Meeting of the Equity Shareholders
Of S KUMAR ONLINE LIMITED
held on 30th September 2016 At 09:00 A.M. at
The Victoria Memorial School, Opp. Tardeo A.C. Market,
Tardeo Road, Mumbai - 400034

Dear Sir,

I, **Shiv Hari Jalan**, Company Secretary in whole- time Practice appointed as Scrutinizer by the Board of Directors of **S Kumar Online Limited**, ("the Company") for the purpose of scrutinizing the e-voting process (remote e-voting) under the provision of section 108 of the Companies Act, 2013 (Act) read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, as amended and poll process under the provision of section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the resolution(s) set out in the Notice to the 17th Annual General Meeting of the Equity Shareholders of S Kumar Online Limited held on 30th September 2016 At 09.00 A.M. at The Victoria Memorial School, Opp. Tardeo A.C. Market, Tardeo Road, Mumbai - 400034, submit my Report as under:

1. The management of the Company is responsible to ensure the compliance with the requirement of The Companies Act, 2013 and the Rules framed thereunder relating to Remote e-voting and voting through poll for the resolutions contained in the Notice of the company. My responsibility as a scrutinizer for the voting process is restricted to make a scrutinizer's report of the votes cast "in favour" or "against" the resolution stated above, based on the report generated from the e-voting system provided by CDSL, authorised under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means and based on the Polling Papers received from the shareholders of the Company.
2. In accordance with the Notice of 17th Annual General Meeting sent to the Shareholders, the voting through electronic means / remote e-voting period remained open from 27th September, 2016 (9.00 AM) to 29th September, 2016 (5.00 P.M).
3. The shareholders holding shares as on the "cut-off" date i.e. 23rd September, 2016 were entitled to vote through e-voting on the proposed resolution(s) as set out in the Notice of 17th Annual General Meeting sent to the Shareholders.




4. After the close of period for remote e-voting and before the start of annual general meeting, the details of members, such as their names, folio Nos, Number of shares held, who has casted votes through e-voting, were accessed from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>) for the purpose of ensuing that members who have casted their votes through remote e-voting do not vote again at the 17th AGM.
5. After the time fixed for closing of the poll by the chairman, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
6. The locked ballot box was subsequently opened in my presence and in presence of two witnesses who are not in the employment of the company. The witnesses have signed below in confirmation of the Ballot Box being unlocked in their presence. The polling papers were reconciled with the records maintained by M/s Bigshare Services Pvt. Ltd. the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
7. The polling papers, which were incomplete and/or which were otherwise defective have been treated as invalid and kept separately. The same were not considered in calculation.
8. The votes for remote e-voting process were unblocked on 30th September, 2016 in the presence of two witnesses who are not in the employment of the company. Thereafter, the details containing, inter alia list of equity shareholders, who voted "for" and "against" were downloaded from the e-voting website of CDSL (<https://www.evotingindia.com>).
9. The Consolidated result of Remote e-voting and the poll is as under as per annexure 1:

Place: Mumbai

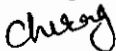
Date: 30.09.2016

Witness-1:

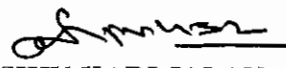
Signature: 

Name: Prasad N. Utakar

Witness -2

Signature: 

Name: Chiny Bhuptani


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COMPANY SECRETARY
C.P.NO. : 4226
FCS : 5703



S Kumar Online Limited - 17th Annual General Meeting held on 30th September, 2016.

Combined Results (E-voting and poll)

Annexure 1

Ordinary Resolution: Item no.1 - To receive, consider and adopt

- a) the Audited Financial Statements of the Company for the financial year ended 31 March, 2016, 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 31 March, 2016, together with the Report of the Auditors thereon

Particulars of Business	Total No. of Votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		No's	%age	No's	%age	No's	%age
E-voting	19008904	19008904	100	0	0	0	0
Poll	354998	353595	99.60479	3	0.00085	1400	0.39437
Total	19363902	19362499	99.99275	3	0.00002	1400	0.00723

Ordinary Resolution: Item no. 2 - Dr. Sadhana Sachin Deshmukh (DIN 02881743), a Non-executive director, who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment:

Particulars of Business	Total No. of Votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		No's	%age	No's	%age	No's	%age
E-voting	19008904	19008904	100	0	0	0	0
Poll	354998	353595	99.60479	3	0.00085	1400	0.39437
Total	19363902	19362499	99.99275	3	0.00002	1400	0.00723

Ordinary Resolution: Item no. 3 – To ratify the appointment of M/s S M M P and Associates, Chartered Accountants (registration no. 120438W) [Earlier known as M/s Shyam Malpani & Associates, Chartered Accountants (registration no. 120438W)] as the Statutory Auditors of company:

Particulars of Business	Total No. of Votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		No's	%age	No's	%age	No's	%age
E-voting	19008904	19008904	100	0	0	0	0
Poll	354998	353595	99.60479	3	0.00085	1400	0.39437
Total	19363902	19362499	99.99275	3	0.00002	1400	0.00723



Special Resolution: Item no. 4: To-reappoint Shri. Omprakash Prahladrai Pacheria (DIN: 00150278) as a Whole Time Director of the Company:

Particulars of Business	Total No. of Votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		No's	%age	No's	%age	No's	%age
E-voting	19008904	19008904	100	0	0	0	0
Poll	354998	347995	98.02731	3	0.00085	7000	1.97184
Total	19363902	19356899	99.96383	3	0.00002	7000	0.03615

Special Resolution: Item no. 5: To Authorise Board of Directors to Levy Charge for Delivery of Documents to Shareholders through a Particular Mode on their Request:

Particulars of Business	Total No. of Votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		No's	%age	No's	%age	No's	%age
E-voting	19008904	19008904	100	0	0	0	0
Poll	354998	353595	99.60479	3	0.00085	1400	0.39437
Total	19363902	19362499	99.99275	3	0.00002	1400	0.00723

