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S Kumars Online Limited

TWENTIETH ANNUAL REPORT 2018-2019

S KUMARS ONLINE LIMITED

(CIN: L45400MH1999PLC119875)

ANNUAL REPORT FOR THE YEAR ENDED ON 31ST MARCH, 2019

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. Dr. Sadhana Sachin Deshmukh : Non-executive Director

Registered Office

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

Chief Financial Officer

Mr. Sameer Patil (Resigned w.e.f. 25.07.2019)
Tel No. 91-22-24914795

Bankers

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

Statutory Auditors

S K H D & Associates
Chartered Accountants
605, Kshitij Building,
Next to Garden Court Restaurant,
Veera Desai Road, Andheri (W)
Mumbai – 400058.

Secretarial Auditor

Mr. Shiv Hari Jalan
Practicing Company Secretary
1055, Level 10, Hubtown Solaris,
Andheri (east),
Mumbai-400101.

Registrar and Transfer Agent

Bigshare Services Pvt. Ltd.

1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road
Marol, Andheri (East)
Mumbai - 400059.
Phone No: 022 62638200,
Fax No: 022 62638299
Mail ID: investor@bigshareonline.com

Details of 20th Annual General Meeting

- Date : 30th September, 2019
Day : Monday
Time : 9.00 A.M.
Place : Raaj Chamber, 115, R. K. Paramhans Marg, Near Andheri Station Subway.
Andheri (East), Mumbai – 400069.
Book Closure : 23.09.2019 to 30.09.2019 (both days inclusives)

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NOTICE FOR TWENTIETH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twentieth Annual general meeting of the Members of S KUMARS ONLINE LIMITED will be held at Raaj Chamber, 115 R.K. Paramhans Marg, Near Andheri Station Subway, Andheri East, Mumbai – 400069 on Monday, 30th September 2019 at 9.00 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019, together with the Reports of the Board of Directors (Including Corporate Governance Report), the Auditors thereon and the statement of impact on modified opinion; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019, together with the Report of the Auditors thereon and the statement of impact on modified opinion.
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.

SPECIAL BUSINESS**3. RE-APPOINTMENT OF SHRI. OMPRAKASH PRAHALADRAI PACHERIA AS A WHOLE TIME DIRECTOR**

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of directors at their meeting held on 25.07.2019 and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Article 71 of Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Shri. Omprakash Prahladrai Pacheria, as Whole-time Director of the Company w.e.f. 26 July, 2019 for a period of Three Years on the remuneration @ Rs. 88,000/- p.m. and other perquisites (hereinafter referred to as “remuneration”) upon such terms and conditions as detailed in the explanatory statement attached hereto with powers to the Board of Directors to alter and vary terms and conditions including remuneration (including minimum remuneration in case of absence or inadequacy of profits) in such manner as the Board may deem fit and is acceptable to Shri. Omprakash Prahladrai Pacheria, within the limits specified in Schedule V of the Companies Act, 2013 or any amendment thereto.

RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profits for any financial year, the remuneration and perquisite as set out in draft Agreement as place at the meeting shall be paid to Shri Omprakash Prahladrai Pacheria as minimum remuneration.

RESOLVED FURTHER THAT, in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and hereby authorized to vary or increase the remuneration including salary, perquisites, allowances etc. within such prescribed limits or ceiling and the Agreement between the Company and Director Shri. Omprakash Prahladrai Pacheria be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in the General meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

4. RE-APPOINTMENT OF MR. RUDRA NARAIN JHA AS AN INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 149(10) and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), as amended from time to time, Mr. Rudra Narain Jha (DIN: 00033291), whose term is expiring on September 29, 2019, as an Independent Director, who has given his

consent for the appointment and has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and the Listing Regulations and is eligible for re-appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for appointment as a Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby re-appointed as an Independent Director for second term of five years to hold office from September 30, 2019 to September 29, 2024.”

5. RE-APPOINTMENT OF MR. RAMESH GANGWAL AS AN INDEPENDENT DIRECTOR

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149(10) and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), as amended from time to time, Mr. Ramesh Gangwal (DIN: 01281635), whose term is expiring on September 29, 2019, as an Independent Director, who has given his consent for the appointment and has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and the Listing Regulations and is eligible for re-appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for appointment as a Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby re-appointed as an Independent Director for second term of five years to hold office from September 30, 2019 to September 29, 2024.”

NOTES:

a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON APOLL, 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. 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.

Pursuant to the provisions of the Companies Act, 2013 and the underlying rules viz. Companies (Management and Administration) Rules, 2014 or any amendment thereof, 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. 3 to 5 set out in the notice is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), of the person seeking re-appointment as Director under Item No. 2 to 5 of the Notice, are also annexed.
- c) 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.
- d) 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.
- e) 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.
- f) 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.

- g) 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.
- h) The register of members & the share transfer books of company will remain closed from 23/09/2019 to 30/09/2019. (Both days inclusive).
- i) 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.
- j) 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.
- k) Members may avail of the nomination facility as provided under Section 72 of the Companies Act, 2013.
- l) The Annual Report of the Company circulated to the Members of the Company, will be made available on the Company's website at www.skumarsonline.com.
- m) 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.
- n) 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.
- o) The route map showing directions to reach the venue of the 20th AGM is annexed with this Report.
- p) **VOTING THROUGH ELECTRONIC MEANS AND RESULTS:**

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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members a facility to exercise their right to vote at the 20th 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 e-voting period begins on Friday, September 27, 2019 (9.00 a.m.) and ends on Sunday, September 29, 2019 (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 Monday, September 23, 2019, 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 Details	<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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 6th July, 2017. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian 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.

(xiii) 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

II) In case of members receiving the physical copy:

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

- a) 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 Monday September 23, 2019.
- b) 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.
- c) 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.
- d) 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.
- e) 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.
- f) 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.skumaronline.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 : 14.08.2019

CIN: L45400MH1999PLC119875
Website: www.skumarsoline.com
E-mail: skumars.support@gmail.com

By order of the Board of Directors of
S KUMARS ONLINE LIMITED

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. 3:

Subject to approval by the shareholders of the company, The Board of Directors and the Nomination and Remuneration Committee at their meeting held on 25th July, 2019, have re-appointed Shri O. P. Pacheria as a Whole-time Director of the Company for a period of three years with effect from 26th July, 2019 at the remuneration, terms and conditions as detailed hereunder with power to make such variation, or increase therein as may be thought fit from time to time, but within the ceiling laid down in Schedule V of the Companies Act, 2013 or any statutory amendment or relaxation thereto. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Shri O. P. Pacheria, who was appointed Whole Time Director by the members to hold office upto July 25, 2019 and who has attained the age of 70 years and hence re-appointment as Whole Time Director requires the approval of members by way of a special resolution.

Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall appoint a person who has attained the age of 70 years, as Managing Director or Whole time director or Manager unless it is approved by the members by passing a special resolution. Part 1 of Schedule V to the Act contains a similar relaxation.

Keeping in view that Shri O. P. Pacheria has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Shri O. P. Pacheria as Whole Time Director. Shri O. P. Pacheria is a graduate in Science, has been at the helm of Company since 2004. Shri O. P. Pacheria guided the Company through approx. two decades of diversification and growth to compete as E-Commerce and IT Management Consultancy Industry.

Remuneration payable to Shri O. P. Pacheria as a Whole- Time Director of the Company will be as follows:

CATEGORY - A

- 1) Salary : Upto Rs. 88,000/- per month.

CATEGORY - B

- 2) Provident Fund : Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- 3) Gratuity service : Gratuity payable at ½ month's salary for each completed year of service.
- 4) Medical Reimbursement : One month salary in a year.
- 5) Leave Travel Allowance : One month salary in a year.
- 6) Telephone Bill : Reimbursement on actual basis.
- 7) Period of Re-appointment : 3 years
- 8) Car : Use of Company's Car along with Driver.

Item No. 4 and 5:

Mr. Rudra Narain Jha and Mr. Ramesh Gangwal were appointed as Independent Directors on September 30, 2014 for a period of five consecutive years. The said period of five years expires on September 29, 2019. They are eligible for re-appointment as Independent Directors for another term of five consecutive years, subject to meeting criteria of independence and passing of a special resolution by the shareholders of the Company to that effect as required under the Act and the Listing Regulations.

Considering the performance evaluation of respective Directors, their consents and necessary disclosures to continue as an Independent Director of the Company and that they continue to meet criteria of Independence and based on the recommendations of Nomination and Remuneration Committee, the Board of Directors, on July 25, 2019, had approved their re-appointment as Independent Directors of the Company for the second term from September 30, 2019 to September 29, 2024, subject to approval of the shareholders. During their tenure of appointment, they shall not be liable to retire by rotation as provided under Section 152 (6) of the Act.

In the opinion of the Board, the above named persons proposed to be re-appointed as Independent Directors fulfil the conditions specified in the Companies Act, 2013 and Rules made thereunder and that the proposed Directors are

independent of the Management.

Sr. No	Name of the Director	Dr. Sadhana Sachin Deshmukh	Mr. Omprakash Prahaladrai Pacheria	Mr. Rudra Narain Jha	Mr. Ramesh Gangwal
1	DIN	02881743	00105278	00033291	01281635
2	Date of Birth	11/04/1980	18/01/1943	02/07/1939	10/08/1947
3	Age	39 Years	76 Years	80 Years	72 Years
4	PAN	AJVPD4957F	AKMPP9577H	ACCPJ7011J	ABQPG0480R
5	Date of Appointment on the Board	29/05/2015	26/07/2019	30/09/2014	30/09/2014
7	Expertise in specific functional areas	Expertise in dermatologists Laser Surgery, Cosmetologist and trichologist, and specialized in beauty aesthetic treatments since many years of experience	Specialization in several fields, particularly in legal and processing of textiles, polyester cotton & polyester viscos fabrics.	Specialization in several fields, particularly in legal and processing of textiles, polyester cotton & polyester viscos fabrics.	Specialization in several fields, particularly in processing of textiles, polyester cotton & polyester viscos fabrics
8	No. of equity shares held in the Company	Nil	5600	Nil	Nil
9	Qualification	DNB, FCPS, MD - Dermatology, MBBS(Dermatologist /Cosmetologist)	Bachelor of Science	Bachelor of Arts (Hon.)	Bachelor of Arts
10	List of other directorship	1. Forever Young Wellness Pvt. Ltd. 2. Empowering Realtors Pvt. Ltd. 3. Productive Developers Pvt. Ltd. 4. Anshika Developers Pvt. Ltd. 5. Driti Developers Pvt. Ltd. 6. Magnifier Developers Pvt. Ltd. 7. Kavach Developers Pvt. Ltd. 8. First Row Lifestyle Pvt. Ltd. 9. Nurturing Traders Pvt. Ltd. 10. Charming Realtors Pvt. Ltd. 11. Imaginative Leisure Pvt. Ltd. 12. Wholesome Developers Pvt. Ltd. 13. Determined Hospitality Pvt. Ltd. 14. Thetagamma Infrastructure Private Limited	1. S. K. M. Real infra limited 2. E-Assurance Services (India) Limited 3. Vijay Infrastructure Technologies Private Limited 4. Raghuvveer Urban Constructions Company Private Limited 5. Grahakshmi Realty Private Limited	1. Landmarc Leisure Corporation Limited 2. E-Assurance Services (India) Limited 3. Vasundhara Hospitality Private Limited 4. Raghuvveer Urban Constructions Company Private Limited 5. Shree Ram Urban Infrastructure Limited	1. E-Assurance Services (India) Limited 2. Padma Syntex Pvt Ltd
11	Membership/Chairman of Committees of the other Companies	Nil	N.A.	4 (four)	N.A.
12	Relationships, if any, between Directors inter se	N.A.	N.A.	N.A.	N.A.

Place: Mumbai
Date : 14.08.2019By order of the Board of Directors of
S KUMARS ONLINE LIMITEDCIN: L45400MH1999PLC119875
Website: www.skumarsoline.com
E-mail: skumars.support@gmail.com**RAMESH GANGWAL**
Chairman

Board's Report - Sec. 134(3)

To the Members of
S KUMARS ONLINE LIMITED

Dear Members,

Your Directors have pleasure in presenting the 20th Annual Report of the Company together with the Audited Accounts for the financial year ended on 31st March, 2019 for your perusal, consideration and adoption.

State of Affairs of the Company:

Amount INR (In Lakh)

Particular	Standalone		Consolidated	
	2018-19	2017-18	2018-19	2017-18
Total Revenue	12.87	53.60	12.87	53.60
Less :- Total expenditure	(60.45)	(76.23)	(60.60)	(76.38)
Profit (Loss) before Exceptional and Extraordinary items and Tax	(47.58)	(22.63)	(47.73)	(22.78)
Prior period adjustments	-	-	-	-
Profit (Loss) before Extraordinary items and Tax	(47.58)	(22.63)	(47.73)	(22.78)
Extraordinary items	-	-	-	-
Profit (Loss) before Tax	(47.58)	(22.63)	(47.73)	(22.78)
Tax: Current Tax	-	-	-	-
Tax Liability of Previous Years	-	-	-	-
Deferred Tax (Liability)/Assets	(2.58)	-	(2.58)	-
Profit (Loss) after Tax (PAT)	(50.16)	(22.63)	(50.31)	(22.78)
Other Comprehensive Income	-	0.74	-	0.74
Total Comprehensive Income for the year	(50.16)	(21.89)	(50.31)	(22.04)
Less:- Appropriation:				
Adjustment relating to fixed Assets	-	-	-	-
Minority interest (share of loss transferred to minority)	-	-	(0.00)	(0.00)
Balance brought forward from previous year	(3,897.03)	(3,875.15)	(3,897.96)	(3875.92)
Balance carried to balance sheet	(3,947.18)	(3,897.03)	(3948.27)	(3,897.96)

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. 12.87 lakh as compared to a total income of Rs. 53.60 lakh of the previous year and a net loss after tax of Rs.50.16 lakh as compared to net loss after tax of Rs. 22.63 lakh of the previous year.

Transfer to Reserves

In view of overall accumulated losses, the directors express their inability to transfer any amount to reserves for the financial year 2018-19.

Dividend:

In view of overall accumulated losses, the directors express their inability to recommend any dividend on Equity Shares for the financial year 2018-19.

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:

1. Industry Structure and Developments

Slothful business due to immense competition among the I. T. Management consultancy services and "Moviegear" Equipment Rental business 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 and development. However, the

Company continued with its I. T. Management consultancy services and "Moviegear" Equipment Rental business during the year.

2. Industry Outlook:

The Company 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, etc.

3. Opportunities and Threats:

The Company recognizes the need to accelerate ability to connect more deeply with our customers to enable true transformation. Increasing IT usage and adoption within the country is enhancing competitiveness of the Indian economy and the user community. Indian businesses, that are using Information Technology, 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 IT Consultancy 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 only one segment viz., I. T. Management Consultancy. Hence Segment-wise Revenue, Results and Capital Employed as required u/s 133 of the Companies Act, 2013 and under Schedule IV of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for the year ended 31st March 2019 is not applicable to your Company.

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 related 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 Internal Auditors/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 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 Kumars 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.

Annual Return

As required under Section 134(3)(a) of the Act, the Annual Return for the year 2018-19 is put up on the Company's website and can be accessed at http://www.skumaronline.com/Extract_of_Annual_Return_MGT-9_SKOL_2018-2019.pdf.

Number of Board Meetings

Four meetings of the board were held during the year. For details of the meetings of the board, please refer to the corporate governance report, which forms part of this report.

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 SEBI (LODR) Regulations, 2015 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 they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the SEBI (LODR) Regulations, 2015 are annexed in **Annexure I**, 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;
- 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; and
- 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 and Auditors Report:

Pursuant to the provisions of Section 139 of the Act and the rules framed thereunder, the Auditors M/s. SKHD & Associates, Chartered Accountants (Firm Reg. No. – 105929W) who were appointed as statutory auditors of the Company at 18th Annual General Meeting (AGM) of the Company 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. The Company has received confirmation from M/s. SKHD & Associates, Chartered Accountants that they are not disqualified from continuing as Auditors of the Company.

No Fraud has been reported by Auditors under section 143(12) of the Companies Act, 2013 for the Financial Year 2018-19.

Explanation on qualifications in Auditors' Report

Company has continued with its IT management consultancy business during the period under review. However, the

management is constantly trying to introduce new e-Commerce business model. Management is confident that in near future, Company will be in revival mode and thereby going concern will not be affected.

As far as another qualification given by Auditors for not carrying out Actuarial valuation as per the recommendations of Ind AS 19 issued by ICAI, and instead provided for Gratuity on accrual basis as per Management Estimates. This amount of shortfall in such provision is currently unascertainable since the Actuarial Valuation was not carried out. However, the management is of the opinion that the provision created in the books is sufficient considering the number of employees.

Secretarial Auditors' Report

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 except specifically highlighted by the Secretarial Auditor. The Secretarial Audit Report is annexed as **Annexure II** with this Report.

Explanation on qualifications in Secretarial Auditors' Report

Remarks/qualifications highlighted by the Secretarial Auditor are self-explanatory.

Internal Audit

The Company has appointed Internal Auditor for the Financial Year 2018-19. 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 and 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.

Policy/details 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.

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 during F.Y. 2018-19. The details of the related party transactions, if any, are disclosed in the financial section of this Annual Report and in prescribed form AOC-2 which is annexed as **Annexure III** with this 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 during F.Y. 2018-19. The particulars of loans, guarantees and investments, if any, are disclosed in the financial section of this Annual 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.

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 SEBI under SEBI (LODR) Regulations, 2015.

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/or 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.

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.

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 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, as amended from time to time, 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	-
Mr. Omprakash P. Pacheria (Whole Time Director) Executive Non-Independent Director	Not Ascertainable
Dr. Sadhana Sachin Deshmukh - Non-Executive Non-Independent Director	-

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

Name of the Directors, CFO and CS	% increase in remuneration in the financial year
Mr. Ramesh Gangwal, Non-Executive Independent Chairman	-
Mr. RudraNarain Jha, Non-Executive Independent Director	-
Mr. Omprakash P. Pacheria(Whole Time Director) Executive Non-Independent Director	-
Dr. Sadhana S.Deshmukh, Non-Executive Non-Independent Director	-
Mr. Sameer S. Patil, Chief Financial Officer (resigned w.e.f. 25.07.2019)	-
Mr. Hitendrakumar Ranka, Company Secretary & Compliance Officer (resigned w.e.f. 31.01.2019)	-

- 3) The percentage increase in the median remuneration of employees in the financial year: Nil
- 4) The number of permanent employees on the rolls of Company at 31.03.2019: 2 (Two)
- 5) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:
NOT APPLICABLE
- 6) 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.
- 7) 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 material in nature, non-listed subsidiary company as defined under the Company's Policy for determining Material Subsidiaries. Pursuant to Section 129 of the Companies Act, 2013, the Company is required to attach to its Annual Report, the Directors' Report and financial statements as well as the Company's interest in the Subsidiary Company. Accordingly, all the above details pertaining to e-Assurance Services (India) Limited have been annexed and form part of 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.

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

Your Company is committed to providing work environment that ensures every employee is treated with dignity and respect and afforded equitable treatment. The Company is also committed to creating a healthy working environment that enables employees to work without fear of prejudice, gender bias and sexual harassment. During the financial year 2018-19, there were no cases reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Corporate Governance:

The Company has taken appropriate steps and measures to comply with all the applicable provisions of Corporate Governance requirement of SEBI (LODR) Regulations, 2015. A separate report on Corporate Governance, along with a certificate of Practicing Company Secretary, is annexed with this Annual Report. A certificate from the Whole Time Director and Chief Accounts Officer of the Company confirming internal controls and checks pertaining to financial statements for the year ended March 31, 2019 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.

For and on behalf of the Board of Directors of
S KUMARS ONLINE LIMITED

Place : Mumbai
Date : 14th August, 2019

O. P. Pacheria	R. N. Jha
Whole Time Director	Director
(DIN: 00105278)	(DIN: 00033291)

Declaration of Independence

For the F.Y. 2019-2020

To,
The Board of Directors
S Kumars Online Limited
Avadh Bldg., Avadhesh Parisar,
G. K. Marg, Worli,
Mumbai – 400 018

Dear Sirs,

Sub: Declaration of Independence pursuant to Section 149 (7) of the Companies Act, 2013 for F.Y. 2019-2020.

I **Ramesh Gangwal** son of **Shri. Hukumchand Gangwal**, presently residing at Sneh, 85, A/B Scheme, No-54, Vijay Nagar, Indore, 452010, Madhya Pradesh, India intending to continue as an Independent Director in **M/s. S Kumars Online Limited** having its registered office at Avadh Bldg., Avadhesh Parisar, G. K. Marg, Worli, Mumbai – 400018 do hereby declare that I meet with all the criteria of independent Director as provided in sub-section (6) of Section 149 of the Companies Act, 2013 as following:

- (a) I Ramesh Gangwal, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- (b) (i) I am not a promoter of the company or its holding, subsidiary or associate company;
(ii) I am not related to promoters or directors in the company, its holding, subsidiary or associate company;
- (c) I had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- (d) None of my relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- (e) I neither myself nor any of my relatives—
 - (i) Holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - (ii) Is or has been an employee or proprietor or a partner, in any of the Three financial years immediately preceding the financial year in which I am proposed to be appointed, of—
 - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - (B) Any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;
 - (iii) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent. or more of the total voting power of the company.

I hereby affirm that 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 hereby affirm 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.

I hereby affirm that I am qualified to continue as Independent Director of the Company.

-sd-

RAMESH GANGWAL

(DIN : 01281635)

Date: 30/05/2019

Declaration of Independence

For the F.Y. 2019-2020

To,
The Board of Directors
S Kumars Online Limited
Avadh Bldg., Avadhesh Parisar,
G. K. Marg, Worli,
Mumbai – 400 018

Dear Sirs,

Sub: Declaration of Independence pursuant to Section 149 (7) of the Companies Act, 2013 for F.Y. 2019-2020.

I **Rudra Narain Jha**, son of **Late Shri. Chumbit Lal Jha**, presently residing at Flat No. 101B, Cottage Land Co-Operative Housing, Soc. Ltd., Plot 16A, Sector 19A, Nerul, Navi Mumbai, 400706, Maharashtra, India, intending to continue as an Independent Director in **M/s. S Kumar Online Limited** having its registered office at Avadh Bldg., Avadhesh Parisar, G. K. Marg, Worli, Mumbai – 400018 do hereby declare that I meet with all the criteria of independent Director as provided in sub-section (6) of Section 149 of the Companies Act, 2013 as following:

- (a) I Rudra Narain Jha, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- (b) (i) I am not a promoter of the company or its holding, subsidiary or associate company;
(ii) I am not related to promoters or directors in the company, its holding, subsidiary or associate company;
- (c) I had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- (d) None of my relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- (e) I neither myself nor any of my relatives—
 - (i) Holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - (ii) Is or has been an employee or proprietor or a partner, in any of the Three financial years immediately preceding the financial year in which I am proposed to be appointed, of—
 - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - (B) Any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;
 - (iii) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent. or more of the total voting power of the company.

I hereby affirm that 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 hereby affirm 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.

I hereby affirm that I am qualified to continue as Independent Director of the Company.

Sd/-
Rudra Narain Jha
(DIN : 00033291)
Date: 30/05/2019

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019
*[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 Bldg, Avadesh Parisarg 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** (here in after 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 31.03.2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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, 2019 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) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the company during the period under review)
 - (e) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;(Not applicable to the company during the period under review)
 - (g) 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)
 - (h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the company during the period under review)
 - (i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (Not applicable to the company during the period under review)
 - (j) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;(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 Secretarial Standards issued by The Institute of Company Secretaries of India.

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:

The Company has not complied the provision of Section 203 of the Companies Act, 2013 and Regulation 6(1) of SEBI (LODR) Regulations, 2015 w.r.t. Appointment of Company Secretary w.e.f. 31.01.2019.

The Company has not submitted shareholding pattern within the prescribed time limits for the quarter ended March 31, 2019 as per Regulation 31 (1) (b) of SEBI (LODR) Regulations, 2015. However the company has made the filing on 15.05.2019 i.e. delayed by 24 days.

The Company has not submitted reconciliation of share capital audit report within the prescribed time limit for the quarter ended March 31, 2019 as per Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018. However the company has made the filing on 18.05.2019 i.e. delayed by 18 days.

The Company has not submitted a certificate from the practicing Company Secretary within the prescribed time limit for the quarter ended March 31, 2019 as per Regulation 40(9) of SEBI (LODR) Regulations, 2015. However the company has made the filing on 18.05.2019 i.e. delayed by 18 days.

The Company has not complied with Regulation 14 of SEBI (LODR) Regulations, 2015 as the Company has not paid the listing fees to BSE Ltd for the financial year 2018-2019.

The Company has not updated its website as required under Regulation 46 of SEBI (LODR) Regulations, 2015.

The Company has not submitted Secretarial Compliance Report for the year ended 31st March, 2019 (Pursuant to SEBI circular CIR/CFD/CMD1/27/2019 dated 08th February, 2019).

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. During the year there was no changes in the composition of the Board of Directors that took place.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance in accordance with the provisions of Companies Act, 2013 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: 14.08.2019

**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.

**2018-2019
Board's Report**

S Kumars Online Limited

'Annexure A'

To,
The Members,
S Kumar Online Limited
Avadh Bldg, Avadesh Parisarg
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.

SHIV HARI JALAN

**Place: Mumbai
Date: 14.08.2019**

**COMPANY SECRETARY
FCS No: 5703
C.P.No: 4226**

Particulars of Contracts or arrangements with related parties for the year ended 31.03.2019

Form AOC-2

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

Details of contracts or arrangements or transactions not at arm's length basis	NIL
Name(s) of the related party and nature of relationship	
Nature of contracts/ arrangements/ transactions	
Duration of the contracts / arrangements/ transactions	
Salient terms of the contracts or arrangements or transactions including the value, if any	
Justification for entering into such contracts or arrangements or transactions	
date(s) of approval by the Board	
Amount paid as advances, if any:	
Date on which the special resolution was passed in general meeting as required under first proviso to section 188	
Details of material contracts or arrangement or transactions at arm's length basis	NIL
Name(s) of the related party and nature of relationship	
Nature of contracts/arrangements/transactions	
Duration of the contracts / arrangements/ transactions	
Salient terms of the contracts or arrangements or transactions including the value, if any:	
Date(s) of approval by the Board, if any:	
Amount paid as advances, if any:	

For and on Behalf of Board of Directors of
S Kumars Online LimitedDate: 14.08.2019
Place: MumbaiSd/-
O. P. Pacheria
Whole Time Director
DIN: 00105278Sd/-
R. N. Jha
Director
DIN: 00033291

CORPORATE GOVERNANCE REPORT

In accordance with Regulation 34(3) read with Clause C of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "SEBI Listing Regulations, 2015"), the Report containing the details of Corporate Governance systems and processes at S Kumars Online Limited are as below:

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 Stakeholder 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 Corporate Governance Requirement as required under SEBI Listing Regulations, 2015, as amended from time to time.

2. Board of Directors:

I. Composition of Board of Director:

- a) The composition of the board is in conformity with Regulation 17 of SEBI Listing Regulations, 2015. As on 31st March, 2019, 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 more than one third of the total strength of the Board as required by the SEBI Listing Regulations, 2015.
- 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 31st March, 2019 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 Regulation 16(1) (b) of the SEBI Listing Regulations, 2015. The maximum tenure of the independent directors is in compliance with the Companies Act, 2013. All the Independent Directors have confirmed that they meet the criteria as mentioned under SEBI Listing Regulations, 2015 and Section 149 of the Companies Act, 2013.

II. Board Meetings / Directors' Particulars:

During the financial year 2018-19, four (4) meetings of the Board of Directors were held on 26th May, 2018, 08th August, 2018, 13th November, 2018 and 31st January, 2019. The Company has complied with the SEBI Listing Regulations, 2015, as amended from time to time, for holding a Board Meeting at least once in each quarter and the maximum time gap between two meetings was not more than 120 days.

The Board Agenda papers are prepared by the Company Secretary (till 31.01.2019) in consultation with the Chairman/Whole Time Director. 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 / minimum information, as specified under Regulation 17(7) read with Part A of Schedule II of SEBI Listing Regulations, 2015, wherever applicable and materially significant, are made available to the Board at the meeting as well as in advance.

The draft minutes of the meetings are circulated to all the Directors within time as prescribed under the requirement of Secretarial Standard-1. After comment and observations by any of directors, the same has been approved and signed by the Chairman.

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' 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, 2019 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 of other public companies.

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	Number of shares and convertible instruments# held by non executive directors
Mr. Ramesh Gangwal	Non-Executive Independent Chairman	4	4	No	0[0]	1	Nil
Mr. R. N. Jha	Non-Executive Independent Director	4	4	Yes	0[2]	3	Nil
Mr. Omprakash P. Pacheria	Executive Whole Time Director	4	4	Yes	Nil	2	5600
Dr. Sadhana Sachin Deshmukh	Non-Executive Non-Independent Director	4	2	No	Nil	Nil	Nil

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

The Company has not issued any convertible instruments.

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

The Board periodically reviews the compliance reports of all laws applicable to the Company, prepared by the Company. 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.

IV. The details of the Familiarisation Programme imparted to the Independent Directors are available on the website of Company (<http://www.skumarsonline.com/FPI.pdf>).

1. Committees of the Board:

As on 31st March, 2019, the Company has the following Board Committees, namely:

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

A. Audit Committee:

• Brief description of terms of reference:

The audit committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations, 2015 read with Section 177 of the Act.

The terms of reference of the audit committee are broadly as under:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:
 - (a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Act.
 - (b) Changes, if any, in accounting policies and practices and reasons for the same.
 - (c) Major accounting entries involving estimates based on the exercise of judgment by management.
 - (d) Significant adjustments made in the financial statements arising out of audit findings.
 - (e) Compliance with listing and other legal requirements relating to financial statements.
 - (f) Disclosure of any related party transactions.
 - (g) Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Review and monitor the auditors' independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Examination of the financial statement and the auditors' report thereon;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed;
- The audit committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the Company;
- **Composition, Names of Members and Chairman:**

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 26th May, 2018, 08th August, 2018, 13th November, 2018 and 31st January, 2019. The time gap between the two meetings was less than 120 days.

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. Rudra Narain Jha	4	4
3.	Mr. Omprakash Prahaladrai Pacheria	4	4

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 had not attended the last Annual General Meeting of the Company held on 29th September, 2018, however Whole Time Director (Appointed as Chairman of 19th Annual General Meeting) was available to respond to the queries of the shareholders.

The Audit Committee discharges such functions and duties which are generally specified under SEBI Listing Regulations, 2015 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:

• Brief description of terms of reference:

The broad terms of reference of the nomination and remuneration committee are as under:

- Recommend to the Board the setup and composition of the Board and its committees, if think fit, including the "formulation of the criteria for determining qualifications, positive attributes and independence of a director." The committee will consider periodically reviewing the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
- Recommend to the Board the appointment or reappointment of directors.
- Devise a policy on Board diversity.
- Recommend to the Board the appointment of Key Managerial Personnel as and when think necessary to recommend.
- Carry out evaluation of every director's performance and support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual directors.
- Recommend to the Board the Remuneration Policy for directors or Key Managerial Personnel.
- On an annual basis, The Committee may recommend to the Board the remuneration payable to the directors and oversee the remuneration to executive team or Key Managerial Personnel of the Company.
- Oversee familiarization programmes for directors.
- Performing such other duties and responsibilities as may be prescribed under the law.

• Composition, Names of Members and Chairman:

The nomination and remuneration committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations, 2015 read with Section 178 of the Act. The Composition of chairman and members are as follow:

Sr. No.	Name of Director	Designation
1.	Mr. Rudra Narain Jha	Chairman
2.	Mr. Ramesh Gangwal	Member
3.	Dr. Sadhana Sachin Deshmukh	Member

• Meetings and Attendance during the year:

During the year, One Meeting of Nomination and Remuneration Committee was held on 26th May, 2018. The details of attendance of the 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. Rudra Narain Jha	1	1
2.	Mr. Ramesh Gangwal	1	1
3.	Dr. Sadhana Sachin Deshmukh	1	1

• **Performance Evaluation Criteria for Independent Directors:**

The performance evaluation criteria for independent directors is determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behaviour and judgement.

• **Remuneration of Directors:**

During the year under review, none of the Non-Executive Directors were paid by way of sitting fees, commission, or by any other way. The Company reimburses the out-of-pocket expenses incurred by the Directors for attending the meetings.

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, 2019.

Details of Remuneration paid to Whole Time Director for the year ended 31st March, 2019:

Name of Whole Time Director, details of service contracts, notice period and severance fees	Salary(In Rs.)	Perquisites & Benefits(In Rs.)	Ex-gratia (In Rs.)	Stock Options (In Rs.)	Pension (In Rs.)
Shri. Omprakash Prahladrai Pacheria (Current term expired on 26.07.2019)*	11,82,720	Nil	Nil	Nil	Nil

* Re-appointed as Whole Time Director at Board Meeting 25.07.2019 for term of 3 years and such appointment required approval by Members of the Company.

C. Stakeholders' Relationship Committee:

The Stakeholders' Relationship Committee of the Company is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with section 178 of the Act. The 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

During the year, One Meeting of the Committee was held on 31st January, 2019. The details of attendance of the 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	1	1
2.	Mr. Rudra Narain Jha	1	1
3.	Mr. Omprakash Prahaladrai Pacheria	1	1

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, 2019. Investors/Stakeholders may send their query to the Compliance Officer at the following address:

Mr. Hitendrakumar Mahendrakumar Ranka

Company Secretary & Compliance Officer
S Kumars Online Limited

Registered Office:

'Avadh' 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 Listing Regulations, 2015 regarding financial statements of the Company for the year ended 31st March, 2019 as placed before the Board of Directors of the Company at their meeting 30th May, 2019 is annexed at the end of this report.

5. General Body Meetings:**a) Annual general meeting held during the last three years:**

Year	AGM/EGM	Date	Time	Venue	Whether any Special Resolution(s) Passed
2015-16	17 th AGM	30.09.2016	9.00 a.m.	Victoria Memorial School, Opp. Tardeo A.C.Market, Tardeo Road, Mumbai – 400 034.	Yes
2016-17	18 th AGM	29.09.2017	9.00 a.m.		No
2017-18	19 th AGM	29.09.2018	10.00 a.m.		No

b) Extraordinary general meeting:

No extraordinary general meeting of the members was held during the year 2018-19.

6. Means of Communication:

The Annual and Quarterly results are submitted to the Stock Exchanges in accordance with Erstwhile Listing Agreement/ SEBI Listing Regulations, 2015 and published in Apla Mahanagar/Mumbai Lakshadweep (Vernacular Newspaper) and The Financial Express/Active Times (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. Official News, if any, are also displayed on Company's Website as and when required. During the year, no presentations were made to institutional investors/analysts.

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.

7. General Shareholders' Information:**a) Annual General Meeting**

Date and Time	: Monday 30 th September 2019, at 09.00 A.M.
Venue	: Raaj Chamber, 115 R. K. Paramhans Marg, Near Andheri Station, Subway Andheri East, Mumbai - 400069.
Book Closure Date	: 23.09.2019 to 30.09.2019 [Both days inclusive]
Dividend payment date	: Not Applicable [Due to Loss, Board has not recommend any dividend for the F. Y. 2018-2019]
Financial year	: 1 st April, 2018 to 31 st March, 2019.
Registered office	: S Kumars Online Limited Avadh Bldg., Avadhesh Parisar, G. K. Marg, Worli, Mumbai-400 018.
CIN	: L45400MH1999PLC119875
Equity Shares listed on	: The Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001.
Scrip Code No.	: 532316
ISIN No.	: INE827A01018

As required under Regulation 36(3) of the SEBI Listing Regulations, 2015, 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, 2019.

The Company confirms that the listing fees of BSE LTD. for the F.Y. 2018-2019 was being paid.

b) Financial Calendar:

Key financial reporting dates for the financial year 2018-19 (tentative)

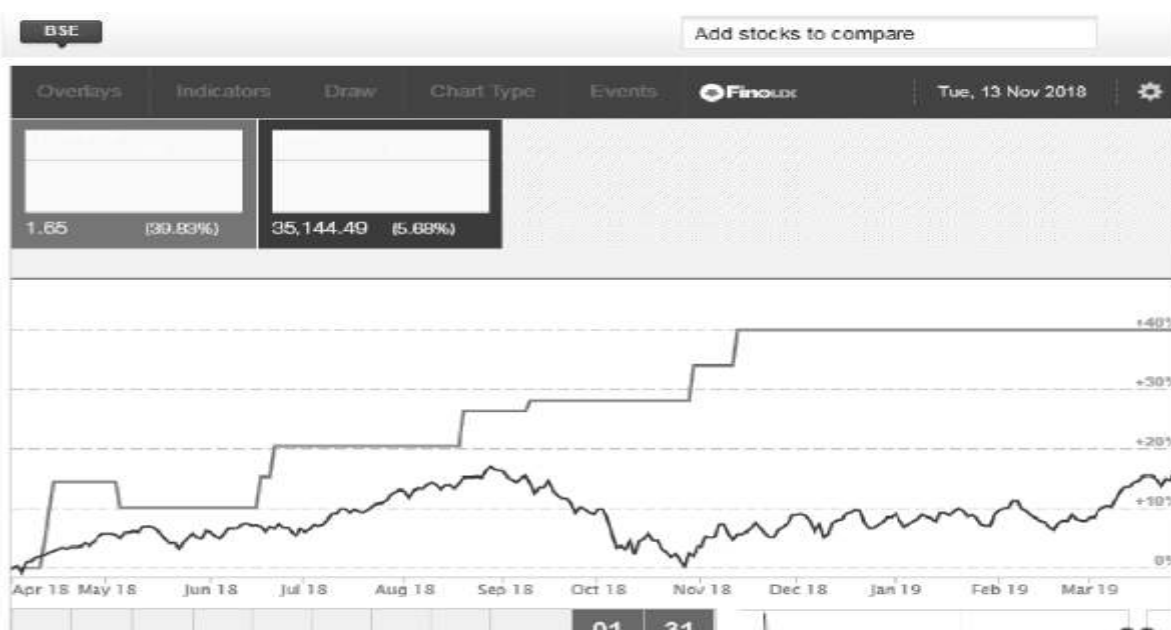
Quarter	Release Date
First Quarterly Unaudited Results	On or Before 14 th August, 2019
Half yearly Unaudited Results	On or Before 14 th November, 2019
Third Quarterly Unaudited Results	On or Before 14 th February, 2020
Annual Audited results for the year 2019-20	On or Before 30 th May, 2020

c) Market Price Data:

High, low during each month in last financial year:

Month	High (Rs.)	Low (Rs.)
April, 2018	1.35	1.16
May, 2018	1.30	1.30
June, 2018	1.42	1.36
July, 2018	1.42	1.42
August, 2018	1.49	1.42
September, 2018	1.51	1.51
October, 2018	1.58	1.51
November, 2018	1.65	1.65
December, 2018	1.65	1.65
January, 2019	1.65	1.65
February, 2019	1.65	1.65
March, 2019	1.65	1.65

d) Performance in comparison to BSE Sensex:



e) 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.

1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road
Marol, Andheri (East)
Mumbai - 400059
Tel: 022 62638200
Fax: 022 62638299
Mail ID: investor@bigshareonline.com

f) Share Transfer System:

94.95% 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 any of 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 Regulation 40(9) of SEBI Listing Regulations, 2015, the Company has obtained the half yearly certificates from a Company Secretary in Practice for due compliance of shares transfer formalities.

g) 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 2018–19, 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.

h) 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, 2019, 94.95 % of the Share Capital of the Company is held by the members in electronic form.

i) Distribution of Equity Shareholding as on 31st March, 2019:

NO. EQUITY SHARES HELD	SHAREHOLDERS		SHARES	
	Nos.	%	Nos.	%
1 – 500	3954	75.9071	721506	2.5205
501-1000	588	11.2882	516124	1,8031
1001-2000	285	5.4713	457033	1.5966
2001-3000	116	2.2269	304648	1.0643
3001-4000	45	0.8639	160250	0.5598
4001-5000	43	0.8255	207097	0.7235
5001-10000	74	1.4206	570449	1.9928
10001 – Above	104	1.9965	25687993	89.7394
Total	5209	100.0000	28625000	100.0000

j) **Categories of Equity Shareholders as on 31st March, 2019:**

Category	No. of Shares held			% of Shareholding
	Physical	Electronic	Total	
Promoters' holding	—	18484806	18484806	64.58
Directors / Relatives	1400	32303	33703	0.12
Banks FIs and Insurance Cos.	—	300	300	0.00
Clearing Members	—	2100	2100	0.00
NRIs / OCBs	—	22037	22037	0.08
Other Corporate Bodies	823600	3713021	4507068	15.75
Indian Public	620896	4953740	5574636	19.47
Others	-	350	350	0.00
Total	1447196	27177804	28625000	100.00

k) **Top ten equity shareholders of the Company as on 31st March, 2019:**

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	Rotunda Capital & Finance (India) Pvt Ltd	1433877	5.01
4	Nabeela Finvest Private Limited	978738	3.42
5	Kartikeya Finvest Private Limited	776598	2.71
6	Raj Infin Private Limited	726598	2.54
7	Vidhi Holdings Private Limited	574098	2.01
8	Rational Finvest Private Limited	434800	1.52
9	Holistic Finance Pvt Ltd	251400	0.88
10	Mahendra Nagji Shah	170419	0.60

l) **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.

m) **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. O P Pacheria, Whole-time director at the Registered Office address for any assistance.

e-mail id: cs.skumaronlinelimited@gmail.com

Investors can also send their complaints at grievance.skol@gmail.com, a special e-mail ID created for handling of Stakeholders' grievance on time. Shareholders holding shares in the electronic mode should address all their correspondence to their respective depository participants.

8. **Subsidiaries:**

'e-Assurance Service (India) Limited' a Subsidiary Company is a material unlisted Indian Subsidiary due to negative net worth of the Company ("Holding Company") whose turnover is NIL.

9. **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 etc., 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.

a) 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. 11,82,720/- p.a.	3 years w.e.f. 26 th July 2019

c) Directors liable to retire by rotation:

Dr. Sadhana Sachin Deshmukh is liable to retire by rotation at the ensuing Annual General Meeting scheduled to be held on 30st September, 2019. Dr. Sadhana Sachin Deshmukh, being eligible, and offered herself for reappointment at the ensuing Annual General Meeting. The information as required under the SEBI (LODR) Regulations, 2015 for the Directors seeking appointment/re-appointment at the ensuing Annual General Meeting is annexed to the notice of Annual General Meeting.

- b)** 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 during the financial year 2018-19.
- c)** 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.
- d)** The Company has complied with all mandatory requirements of Corporate Governance requirement of SEBI (LODR) Regulations, 2015.
- e)** 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.
- f)** Web link where the policy for determining 'material' subsidiaries : www.skumarsonline.com/PDMS.pdf
- g)** Web link where the policy on dealing with Related Party Transactions : www.skumarsonline.com/PoR.pdf

10. 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.skumarsonline.com). All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year under review.

11. 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 2018:

Name of Directors/KMPs	No. of Shares held
Mr. Ramesh Gangwal (Chairman)	—
Mr. R. N. Jha	—
Mr. O. P. Pacheria (Whole Time Director)	5600
Dr. Sadhana Sachin Deshmukh	—
Mr. Sameer Patil (CFO)	10
Mr. Hitendrakumar Ranka (CS)	—

12. Adoption of Discretionary Requirements:

The listed entity has appointed separate persons to the post of chairperson and Whole Time Director on its Board. The internal auditor report directly to the audit committee.

13. Declaration signed by the Whole Time Director stating that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management are annexed herewith this report.

14. Compliance certificate from practicing company secretary regarding compliance of conditions of corporate governance has been annexed with this Report.

For S Kumars Online Limited

**Place : Mumbai
Date : 14/08/2019**

Sd/-
Rudra Narain Jha
Director
(DIN: 00033291)

Sd/-
Omprakash Pacheria
Whole-time director
(DIN: 00105278)

**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 further confirm that the Company has in respect of the year ended 31st March, 2019, 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 31st March, 2019.

Place : Mumbai.
Date : 14th August, 2019

sd/-
O. P. Pacheria
Whole Time Director

CERTIFICATION ON CORPORATE GOVERNANCE

To,

The Members of S Kumar Online Limited

I have examined the compliance of conditions of Corporate Governance by **S Kumar Online Limited** ('the Company') for the year ended March 31, 2019 as stipulated in Regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

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

Based on my examination of the relevant records and according to the information and explanations provided to me and the representations provided by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2019.

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

Restriction on use

This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

SHIV HARI JALAN

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

**Place: Mumbai
Date: 14.08.2019**

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

To,
The Members of
S Kumar Online Limited
Avadh Bldg, Avadesh Parisarg K Marg,
Worli, Mumbai- 400018.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **S Kumar Online Limited** having CIN L45400MH1999PLC119875 and having registered office at Avadh Bldg, Avadesh Parisarg K Marg, Worli, Mumbai- 400018 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Rudra Jha	00033291	19/05/2007
2	Omprakash Pacheria	00105278	25/10/2004
3	Ramesh Gangwal	01281635	13/04/2007
4	Sadhana Deshmukh	02881743	29/05/2015

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

SHIV HARI JALAN

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

Place : Mumbai
Date : 14.08.2019

**CERTIFICATION BY WHOLE TIME DIRECTOR AND CHIEF FINANCIAL OFFICER ON FINANCIAL STATEMENTS/
RESULTS OF THE COMPANY AS ON 31.03.2019**

We, **O.P.Pacheria**, Whole Time Director and **Sameer Patil**, Chief Financial Officer of **S KUMARS ONLINE LIMITED**, certify that:

- A. We have reviewed the financial statements/results and the cash flow statement for the quarter/year and that to the best of their knowledge and belief:
- (1) These statements/results do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) These statements/results together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. These are, to the best of our knowledge and belief, no transactions entered into by the Company during the quarter, which are fraudulent, illegal or in violation of the Company's code of conduct;
- C. 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
- D. We have indicated to the auditors and the Audit Committee:
- 1) there has not been significant changes in internal control over financial reporting during the quarter/year;
 - 2) there has not been significant changes in accounting policies during the quarter/year and that the same have been disclosed in the notes to the financial statements/results; and
 - 3) there has not been instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Sd/-
(O.P. Pacheria)
Whole Time Director**

**Sd/-
(Sameer Patil)
Chief Financial Officer**

**Place: Mumbai
Date: 21st May, 2019.**

Independent Auditors' Report

To the members

S Kumars Online Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **S Kumars Online Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2019, the Statement of Profit and Loss (including other Comprehensive Income), the Statement of Changes in Equity) and the Statement of Cash Flows for the year ended on that date, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Financial Statements"), Subject to,

- (1) Refer Note No 24 to the standalone audited financial statement of the Company has been incurring constant losses and also the net worth of the Company has been fully eroded. Further, the Company has also discontinued all its major line of business and it has also been facing cash-flow mismatches and as of 31st March 2019 the Company liabilities exceeded its assets. These factors along with other matters as set forth in said note raise substantial doubt about the Company's ability to continue as a going concern in the foreseeable future. However, the Company's standalone financial statement has been prepared on going concern basis. If the management is not able to infuse adequate money on appropriate time than the going concern assumption might get impacted. However the standalone financial Statement of the Company is prepared on going concern basis.
- (2) The Company has not carried out Actuarial valuation as per the recommendations of Ind AS 15 "Employee Benefits" and instead provided for Gratuity on accrual basis as per Management Estimates. The amount of shortfall in such provision is currently unascertainable since the Actuarial Valuation was not carried out. However, the management is of the opinion that the provision created in the books is sufficient considering the number of employees.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the India Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

Key Audit Matter	Auditor's Response
<p>The Company has been incurring constant losses and also the net worth of the Company has been fully eroded. Further, the Company has also discontinued all its major line of business and it has also been facing cash-flow mismatches and as of 31st March 2019 the Company liabilities exceeded its assets. These factors along with other matters as set forth in said note raise substantial doubt about the Company's ability to continue as a going concern in the foreseeable future. However, the Company's standalone financial statement has been prepared on going concern basis. If the management is not able to infuse adequate money on appropriate time than the going concern assumption might get impacted. However the standalone financial Statement of the Company is prepared on going concern basis.</p>	<p>The Company has been incurring constant losses and the net worth of the Company has also been fully eroded. Further, the Company has also discontinued all its major line of business and it has also been facing cash-flow mismatches and as of 31st March 2019, the Company liabilities exceeded its assets. These factors along with other matters as set forth in said note raise substantial doubt about the Company's ability to continue as a going concern in the foreseeable future. The Management of the Company is looking for revival plan of the Company but there has not been any concrete strategy worked out by the management or any new/ existing business lined up by the company in near future. However, the Company's standalone financial statement has been prepared on going concern basis.</p>
<p>The Company as stated above has been facing liquidity issues as hence there has been delay's in payment of statutory liabilities of the company.</p>	<p>We have observed that there has been delay's payment of statutory liabilities filing of returns by the company in view of cash flow mismatches the same has been adequately disclosed in Companies (Auditor's Report) Order, 2016.</p>

Information Other than the standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the standalone financial statements, Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

We also:

- - Identify and assess the risk of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis of our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing an opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. 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 purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of accounts.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind As specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the Directors as on 31st March, 2019 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(6) of the Act, as amended 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 standalone financial statements.
 - ii. The Company does not have long-term contracts including derivative contracts requiring provision for material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - h) The Company's Company secretary has resigned during the year under review on 31st January 2019 thereafter the Company has not Company Secretary the same is not in line with section 203 of the Act. Further due to the reasons as stated above the said standalone financial statement are not signed by Company Secretary.

For **S K H D & Associates**
Chartered Accountants
Firm Registration No. 105929 W

Sd/-
Krunal Furia
Partner
Membership No. - 151805

Mumbai, 30th May 2019

Annexure A to the Independent Auditors' Report
(Referred to in 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 asset during the year. Further, the Company is in process of tagging individual fixed assets. There were no discrepancies noticed on such verification.
- c) In our opinion and according to information and explanations given to us and on the basis of an examination of the records of the Company, the company does not have any immovable properties.

(ii) **Inventories:**

As explained to us, the management has conducted physical verification of inventory as at the close of the year despite of the fact that Company has written off the said inventory in its books as the same is old and does not have any realizable value.

The discrepancies noticed on such verification between physical inventories and the book records which were material in relation to the operations of the Company have been properly dealt with in the Company's books of account.

(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) **Compliance of Sec 185 and 186 of Companies Act, 2013**

In our opinion, in respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

(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 and 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, there had been delays/defaults in depositing the statutory dues involving Provident Fund, Profession Tax, Income-tax (TDS) with the appropriate authorities dues outstanding for a period exceeding six months is on account of profession Tax of Rs 7,200.

We were explained that the statutes pertaining to Employees' State Insurance Corporation, Excise Duty, Customs Duty 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) Dues to Financial Institutions/Banks/Debenture Holders:

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

(ix) Utilization of funds raised:

As per the records verified by us and based on our audit procedures, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and no term loans were taken by the Company during the current year.

(x) Frauds:

To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud on or by the Company by its officers or employees during the year was noticed or reported, nor have we been informed of such case by the management.

(xi) Managerial remunerations:

As per the Company's records, managerial remuneration paid by the Company is in accordance with section 197 of the Act read with schedule V.

(xii) Nidhi Company

According to the information and explanation given to us, the Company is not a Nidhi Company as prescribed under Section 406 of the Act. Accordingly paragraph 3(xii) of the order is not applicable to the Company.

(xiii) Related Party Transaction

According to the information and explanation given to us, all the transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013, where applicable and the details have been disclosed in the standalone Financial Statements as required by the applicable accounting standards;

(xiv) Preferential or private allotment

According to the information and explanation given to us and based on our examination of records of the Company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review

(xv) Non cash transaction with Directors

According to the information and explanation given to us and based on our examination of records of the Company, the company has not entered into non-cash transactions with directors or persons connected with him

(xvi) Non Banking Financial Institution

According to the information and explanation given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) is not applicable.

For **S K H D & Associates**
Chartered Accountants
Firm Registration No. 105929W

Sd/-
Krunal Furia
Partner
Membership No. 151805

Mumbai, 30th May 2019

Annexure B to the Independent Auditors' Report
(Referred to in our report of even date)

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

We have audited the attached standalone financial statements of **S Kumars Online Limited** (hereinafter referred to as "the Company") as at 31st March 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls :

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

Auditor's Responsibility :

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") and the Standards on Auditing issued by the ICAI deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those standards and the Guidance Note that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting :

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting :

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

Opinion :

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

For **S K H D & Associates**
Chartered Accountants
Firm Registration No. 105929W

Sd/-
Krunal Furia
Partner
Membership No. 151805

Mumbai, 30th May 2019

Balance Sheet as at March 31, 2019

(All amounts in INR thousands, unless otherwise stated)

Particulars	Note	As at March 31, 2019	As at March 31, 2018
I. ASSETS			
(1) Non-current Assets			
(a) Property, Plant and Equipment	3	4,506.30	5,608.80
(b) Investments	4	199.40	199.40
(c) Other financial assets	5	561.46	606.98
(d) Deferred tax assets (net)	6	-	257.88
(e) Income tax assets	7	5,195.33	5,066.52
Total Non-current Assets		10,462.48	11,739.58
(2) Current assets			
(a) Inventories	8	-	-
(b) Financial assets			
(i) Trade receivables	9	653.16	1,489.57
(ii) Cash and cash equivalents	10	918.30	852.25
(iii) Other financial assets	11	37.64	39.13
Total Current Assets		1,609.10	2,380.95
TOTAL ASSETS		12,071.58	14,120.53
II. EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital		286,250.00	286,250.00
(b) Other equity	12	(394,718.49)	(389,702.66)
Total Equity		(108,468.49)	(103,452.66)
Liabilities			
(1) Non-current liabilities			
(a) Employee benefit obligations	13	397.91	397.91
Total Non-current Liabilities		397.91	397.91
(2) Current liabilities			
Financial liabilities			
(i) Borrowings	14	112,465.50	110,541.51
(ii) Trade payables	15	3,634.27	3,077.17
Employee benefit obligations	16	762.50	705.46
Other current liabilities	17	3,279.89	2,851.15
Total Current Liabilities		120,142.16	117,175.28
TOTAL EQUITY AND LIABILITIES		12,071.58	14,120.53

Significant accounting policies

1

The accompanying notes are an integral part of these financial statements.

For S K H D & Associates

Chartered Accountants

Sd/-

Krunal Furia

Partner

Membership No. - 151805

For and on behalf of the Board of Directors

Sd/-

O. P. Pacheria

Whole Time Director

DIN: 00105278

Sd/-

R. N. Jha

Director

DIN: 00033291

Sd/-

Sameer Patil

Chief Financial Officer

Place : Mumbai

Date : 30th May 2019

Statement of Profit and Loss for the year ended March 31, 2019

(All amounts in INR thousands, unless otherwise stated)

Particulars	Note	Year ended March 31, 2019	Year ended March 31, 2018
Income			
I. Revenue from operations	18	1,275.00	5,100.00
II. Other Income	19	12.03	260.17
III. Total Revenue (I+II)		1,287.03	5,360.17
IV. Expenses			
Changes in inventories	20	-	119.84
Employee benefit expenses	21	3,567.40	4,137.89
Finance Cost		-	-
Depreciation and amortization	3	1,102.50	1,119.52
Other expenses	22	1,375.07	2,244.51
Total Expenses (IV)		6,044.98	7,621.76
V. Profit/(Loss) before exceptional and extraordinary items and tax	(III - IV)	(4,757.95)	(2,261.59)
VI. Exceptional & Extraordinary Items		-	-
VII. Profit/(Loss) before tax (III - IV)		(4,757.95)	(2,261.59)
VIII. Tax expense:			
1. Current Tax		-	-
2. Deferred Tax		257.88	-
IX. Profit/(Loss) for the period (VII - VIII)		(5,015.83)	(2,261.59)
X. Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss			
(a) Remeasurements of defined benefit plans		-	74.09
(b) Equity instruments through Other Comprehensive Income		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss			
(a) Remeasurements of net defined benefit plans		-	-
(b) Equity instruments through Other Comprehensive Income		-	-
(iii) Items that will be reclassified to profit or loss			
(a) Debt instruments through Other Comprehensive Income		-	-
(b) Income tax relating to items that will be reclassified to profit or loss		-	-
Other Comprehensive Income for the year (X)		-	74.09
XI. Total Comprehensive Income for the year (IX+X)		(5,015.83)	(2,187.50)
XII. Earning per Equity Share (in `)			
(1) Basic		(0.18)	(0.08)
(2) Diluted		(0.18)	(0.08)

Significant accounting policies

1

The accompanying notes are an integral part of these financial statements.

For S K H D & Associates

Chartered Accountants

Sd/-

Krunal Furia

Partner

Membership No. - 151805

For and on behalf of the Board of Directors

Sd/-

O. P. Pacheria

Whole Time Director

DIN: 00105278

Sd/-

R. N. Jha

Director

DIN: 00033291

Sd/-

Sameer Patil

Chief Financial Officer

Place : Mumbai

Date : 30th May 2019

(All amounts in INR thousands, unless otherwise stated)

Statement of Changes in Equity for the year ended 31st March 2019

	As at 31.03.2019		As at 31.03.2018		Total
	No. of shares	Amount (Rs.)	No. of shares	Amount (Rs.)	
(A) Equity Share Capital					
Balance at the beginning of the reporting period	28,625.00	286,250.00	28,625.00	286,250.00	
Add: Forfeited Shares	-	-	-	-	
Less: Investments in Shares	-	-	-	-	
Balance at the end of the reporting period	28,625.00	286,250.00	28,625.00	286,250.00	
(B) Other Equity					
Balance as at 31st March 2017	-	(387,515.17)	-	(387,515.17)	
Profit for the year	-	(2,261.59)	-	(2,261.59)	
Other Comprehensive Income for the year	-	74.09	-	74.09	
Issue of Bonus Shares	-	-	-	-	
Dividends	-	-	-	-	
Dividend to Trust for Investment in Shares	-	-	-	-	
Corporate Dividend Tax on Dividends	-	-	-	-	
Transfer to Debenture Redemption reserve	-	-	-	-	
Transfer to General Reserve	-	-	-	-	
Transfer to General Reserve on redemption of debentures	-	-	-	-	
Additions/(deletions) during the year - FCMITDA	-	-	-	-	
Amortisation during the year - FCMITDA	-	-	-	-	
Balance as at 31st March 2018	-	(389,702.66)	-	(389,702.66)	
Balance as at 31st March 2018	-	(389,702.66)	-	(389,702.66)	
Profit for the year	-	(5,015.83)	-	(5,015.83)	
Other Comprehensive Income for the year	-	-	-	-	
Issue of Bonus Shares	-	-	-	-	
Dividends	-	-	-	-	
Dividend to Trust for Investment in Shares	-	-	-	-	
Corporate Dividend Tax on Dividends	-	-	-	-	
Transfer to Debenture Redemption reserve	-	-	-	-	
Transfer to General Reserve	-	-	-	-	
Transfer to General Reserve on redemption of debentures	-	-	-	-	
Additions/(deletions) during the year - FCMITDA	-	-	-	-	
Amortisation during the year - FCMITDA	-	-	-	-	
Balance as at 31st March 2019	-	(394,718.49)	-	(394,718.49)	
Significant accounting policies					

1

The accompanying notes are an integral part of these financial statements.

For S K H D & Associates
Chartered Accountants

Sd/-
Krunal Furia
Partner
Membership No. - 151805
Mumbai, 30th May 2019

For and on behalf of the Board of Directors

Sd/-
O. P. Pacharia
Whole Time Director
DIN: 00105278

Sd/-
R. N. Jha
Director
DIN: 00033291

Sd/-
Sameer Patil
Chief Financial Officer

Cash Flow Statement for the year ended March 31, 2019

(All amounts in INR thousands, unless otherwise stated)

Particulars	For the year ended March 31, 2019		For the year ended March 31, 2018	
	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit/(Loss) before Tax		(4,757.95)		(2,261.59)
Adjusted for:				
a) Depreciation and Amortisation	1,102.50		1,119.52	
b) Provision for Tax	-		-	
c) Deferred Tax	257.88		-	
d) Dividend Received	-		-	
e) Extra Ordinary Expenses	-		-	
f) Interest Income	(12.03)		(229.50)	
g) Interest Expenses	-		-	
h) Provision for Doubtful Debts	-	1,348.35	-	890.02
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		(3,409.59)		(1,371.57)
a) Inventories	-		119.84	
b) Other Current Assets	45.53		15.87	
c) Other Financial Assets	837.90		(307.39)	
d) Other Current Liabilities	-		-	
e) Current Liabilities	1,042.89		162.06	
		1,926.31		(9.62)
CASH GENERATED FROM OPERATIONS		(1,483.28)		(1,381.19)
Less: a) Direct Taxes Paid/Adjustments (Deferred Tax)		(128.81)		(555.15)
Cash inflow before prior period adjustment		(1,612.09)		(1,936.35)
Less: Prior Period Adjustment		-		-
NET CASH GENERATED FROM OPERATING ACTIVITIES: (A)		(1,612.09)		(1,936.35)
B. CASH FLOW FROM INVESTING ACTIVITIES				
a) (Purchase)/Sale of Investments	-		-	
b) Dividend Received	-		-	
c) Long/Short Term Profit on Mutual Fund	-		-	
d) Proceed from Long Term loan and Advances	-		-	
e) Purchase of Fixed Assets (Computer)	-		-	
NET CASH USED IN INVESTING ACTIVITIES: (B)		-		-
C. CASH FLOW FROM FINANCING ACTIVITIES				
a) Proceeds / (Repayment) from Unsecured Borrowings	1,923.99		(2,301.10)	
b) Transfer to Other Comprehensive Income	-		74.09	
c) Preference Dividend paid including Tax	-		-	
d) Interest on Fixed Deposits	12.03		229.50	
e) Interest Expenses	-		-	
f) Deferred tax	(257.88)		-	
NET CASH USED IN FINANCING ACTIVITIES: (C)		1,678.14		(1,997.51)
	(A)+(B)+(C)	66.05	(A)+(B)+(C)	(3,933.85)
Opening Balance of Cash & Cash Equivalents		852.25		4,786.11
Closing Balance of Cash & Cash Equivalents		918.30		852.25

Significant accounting policies

1

The accompanying notes are an integral part of these financial statements.

For S K H D & Associates

Chartered Accountants

Sd/-

Krunal Furia

Partner

Membership No. - 151805

For and on behalf of the Board of Directors

Sd/-

O. P. Pacheria

Whole Time Director

DIN: 00105278

Sd/-

R. N. Jha

Director

DIN: 00033291

Sd/-

Sameer Patil

Chief Financial Officer

Place : Mumbai

Date : 30th May 2019

Note 1: Significant Accounting Policies and Notes on Accounts – 31st March 2019

1. **Significant Accounting Policies:**

1.1 **Basis of preparation, measurement and significant accounting policies**

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

a. **Basis of Preparation**

Statement of Compliance

The Ind AS financial statements of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and relevant provisions of the Companies Act, 2013 ("the Act").

The Ind AS financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the Ind AS financial statements.

The Ind AS financial statements of the Company for the year ended 31 March, 2019 were approved for issue in accordance with the resolution of the Board of Directors on 30.05.2019.

The financial statements are presented in 'Indian Rupees', which is also the Company's functional currency.

Applicability of new and revised Ind AS

All the Indian Accounting Standards issued and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the financial statements are authorized have been considered in preparing these financial statements. There are no other Indian Accounting Standards that have been issued as at 31 March 2019, but were not mandatorily effective except as stated below:

Recent Accounting Pronouncements effective for the periods beginning on or after 1st April 2019

1. Ind AS 116, Leases

On March 30, 2019, the Ministry of Corporate affairs notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of Profit & Loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The effective date for adoption of Ind AS 116 is accounting periods beginning on or after April 1, 2019. The standard permits two possible methods of transition:

Full retrospective – Retrospectively to each prior period presented applying Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors.

Modified retrospective – Retrospectively, with the cumulative effect of initially applying the Standard recognized at the date of initial application. Under modified retrospective approach, the lessee records the lease liability as the present value of the remaining lease payments, discounted at the incremental borrowing rate and the right of use asset either as:

- Its carrying amount as if the standard had been applied since the commencement date, but discounted at lessee's incremental borrowing rate at the date of initial application.

OR

- An amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments related to the lease recognized under Ind AS 17 immediately before the date of initial application.

Certain practical expedients are available under both the methods.

The Company is assessing the impact of Ind AS 116 and will adopt the standard from April 01, 2019, being its effective date.

2. Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The standard permits two possible methods of transition-

- (i) Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 –Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and
- (ii) Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives.

The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 1, 2019. The Company will adopt the standard on April 1, 2019 and has decided to adjust the cumulative effect, if any, in equity on the date of initial application i.e. April 1, 2019 without adjusting comparatives

The Company is assessing the impact of Ind AS 12 Appendix C in the financial statements.

Amendment to Ind AS 12 – Income taxes

On March 30, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes.

The amendment clarifies that an entity shall recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognized those past transactions or events.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company is assessing the impact of this amendment in the financial statements.

3. Amendment to Ind AS 19 – plan amendment, curtailment or settlement

On March 30, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements.

The amendments require an entity:

to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and

to recognize in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognized because of the impact of the asset ceiling.

Effective date for application of this amendment is annual period beginning on or after 1 April 2019. The Company is assessing the impact of this amendment in the financial statements.

• **Summary of Significant Accounting Policies:**

i) Current vs Non Current Classification

The company presents assets & liabilities in the balance sheet based on current/non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading.

- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being unexchanged or used to settle a liability for atleast twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle.
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for atleast twelve months after the reporting period.

All other liabilities are considered as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Based on the nature of products and services offered by the company, operating cycle determined is 12 months for the purpose of current and non-current classification of assets and liabilities.

b. Revenue recognition

Ind AS 115 - Revenue from Contracts with Customers

The Company has adopted Ind AS 115 Revenue from contracts with Customers with effect from April 01, 2018 which outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. The standard replaces most of the current revenue recognition guidance. The core principle of the new standard is for companies to recognize revenue when the control of the goods and services is transferred to the customer as against the transfer of risk and rewards. As per the Company's current revenue recognition practices, transfer of control happens at the same point as transfer of risk and rewards thus not effecting the revenue recognition.

The amount of revenue recognised reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

As per the result of evaluation of contracts of the relevant revenue streams, it is concluded that the impact of this change is immaterial to the Company and hence no accounting changes have been done.

The Company has adopted the modified transitional approach as permitted by the standard under which the comparative financial information is not restated. The accounting changes required by the standard are not having material effect on the Company's financial statements and no transitional adjustment is recognised in retained earnings at April 01, 2018.

c. Historical cost convention

The financial statements have been prepared under the historical cost convention.

d. Recent accounting pronouncements

The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective. The amendments do not have any material impact on the financial statements of the Company.

e. Foreign currency translation:

Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The financial statements are presented in 'Indian Rupees' (INR), which is the Company's functional and the Company's presentation currency

f. Property, plant and equipment

All items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Transition to Ind AS:

On transition to Ind AS, the Company has elected to avail fair value of all of its property, plant and equipment recognized as at April 1, 2016 as deemed cost.

Depreciation methods, estimated useful lives and residual value:

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

Estimated useful lives, residual values and depreciation methods are reviewed annually, taking into account commercial and technological obsolescence as well as normal wear and tear and adjusted prospectively, if appropriate.

g. Impairment of non-financial assets

Assets that are subject to depreciation or amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's or cash generating unit's carrying amount exceeds its recoverable amount and is recognized in the Statement of Profit and Loss.

h. Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, demand deposits with banks, short-term balances (with an original maturity of three months or less from date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

i. Investments and other financial assets**i. Classification**

The Company classifies its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- Those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income.

ii. Measurement

At initial recognition, the Company measures a financial asset at its fair value, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

iii. Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

iv. Derecognition of financial assets

A financial asset is derecognized only when:

- I. The rights to receive cash flows from the asset have expired, or
- II. The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows to one or more recipient

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the company has not retained control of the financial asset. Where the company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

v. Income recognition

Interest income

Interest income from debt instruments/deposits is recognized using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

vi. Financial liabilities

I. Classification as debt or equity

Debt and equity instruments issued by the company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definition of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

II. Initial recognition and measurement

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liability doesn't include borrowings, dues to holding company and creditors for capital expenditure.

III. Subsequent measurement

The measurement of financial liabilities depends on their classification.

IV. Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

j. Provisions, Contingent Liabilities and Contingent Assets:

Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense.

Contingent liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or reliable estimate of the amount cannot be made, is termed as contingent liability.

Contingent Assets:

A contingent asset is disclosed, where an inflow of economic benefits is probable.

k. Income tax

Income tax expense comprises current and deferred taxes. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

l. Earnings per share

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

m. Cash flow statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

n. Use of Estimates

The presentation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that may affect the reported amount of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimated.

1.2 Critical accounting estimates and judgments

Preparing the consolidated financial statements under Ind AS requires management to take decisions and make estimates and assumptions that may impact the value of revenues, costs, assets and liabilities and the related disclosures concerning the items involved as well as contingent assets and liabilities at the balance sheet date.

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

(a) Income taxes

There are transactions and calculations for which the ultimate tax determination is uncertain and would get finalized on completion of assessment by tax authorities. Where the final tax outcome is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Notes Forming Part of the Balance Sheet as at 31st March, 2019

Note 3 : Property, Plant and Equipment

(All amounts in INR thousands, unless otherwise stated)

Sr. No.	Particulars	Gross Block			Depreciation			Net Block	
		As at 01.04.2018	Additions during the year	As at 31.03.19	Value at the beginning (upto 01.04.18)	Provident for the year	Value at the end (upto 31.03.19)	WDV as on 31.03.2019	WDV as on 31.03.2018
1.	Furniture & Fittings	697.39	-	697.39	676.58	6.77	683.35	14.03	20.80
2	Office Equipments	749.52	-	749.52	749.52	-	749.52	-	-
3	Computer	1,013.28	-	1,013.28	1,013.28	-	1,013.28	-	-
4	Vehicles	1,467.93	-	1,467.93	985.91	193.76	1,179.67	288.26	482.02
5	Plant & Machinery	11,491.64	-	11,491.64	6,385.66	901.97	7,287.63	4,204.01	5,105.97
	Total	15,419.74	-	15,419.74	9,810.94	1,102.50	10,913.44	4,506.30	5,608.80
		15,419.74	-	15,419.74	8,691.43	1,119.52	9,810.94	5,608.80	

2018-2019
Standalone Financial Statements with Auditors' Report

S Kumars Online Limited

(All amounts in INR thousands, unless otherwise stated)

Particulars	As at March 31, 2019	As at March 31, 2018
4 Non-Current Investments		
(At cost) (Non Trade - Unquoted)		
Investment in Subsidiaries		
49,940 (2018: 49,940) Equity Shares having Face Value of Rs. 10 per share fully paid-up in E-Assurance Services (India) Ltd.	499.40	499.40
	499.40	499.40
Less: Provision for Diminution in Value of Investment	300.00	300.00
Total	199.40	199.40
5 Other financial assets		
Advances Recoverable	1,067.40	1,112.93
Deposits	687.65	687.65
	1,755.05	1,800.58
Less: Provision for Doubtful Recovery	1,193.60	1,193.60
Total	561.46	606.98
6 Deferred tax assets		
Impact of difference between depreciation under Income Tax and Company Law	-	(57.98)
Provision of Gratuity	-	315.87
Total	-	257.88
7 Income Tax Assets		
Unsecured Taxes Paid	5,195.33	5,066.52
Total	5,195.33	5,066.52
8 Inventories		
Trading goods (Values at lower of cost or NRV)	-	-
Note: Entire inventory was recognised as expense carried at net realisable value.		
Total	-	-
9 Trade receivables		
Trade receivables	2,831.75	3,668.16
Receivables from related parties	-	-
Less: Allowance for doubtful debts	2,178.59	2,178.59
	653.16	1,489.57
<u>More than 6 months</u>		
Secured, considered good	-	-
Unsecured, considered good	-	-
Doubtful	2,178.59	2,178.59
	2,178.59	2,178.59
Allowance for doubtful debts	2,178.59	2,178.59
Total trade receivables	-	-
<u>Less than 6 months</u>		
Secured, considered good	-	-
Unsecured, considered good	653.16	1,489.57
Doubtful	-	-
	653.16	1,489.57
Allowance for doubtful debts	-	-
Total trade receivables	653.16	1,489.57

Standalone Financial Statements with Auditors' Report
(All amounts in INR thousands, unless otherwise stated)

Particulars	As at March 31, 2019	As at April 01, 2018
10 Cash and cash Equivalents		
Balances with Banks		
In Current Accounts	425.99	268.62
Other Bank Balance		
Deposit with original maturity less than 12 months	218.28	207.47
Cash on Hand	274.04	376.16
Total	918.30	852.25
11 Other financial assets		
Unsecured, considered good		
Other financial assets	28.44	28.53
Prepaid Expenses	9.20	10.60
Total	37.64	39.13
12 Other Equity		
Retained Earnings	(394,718.49)	(389,702.66)
	(394,718.49)	(389,702.66)
Retained Earnings:		
Opening Balance	(389,702.66)	(387,515.17)
Add : Profit/(Loss) for the year	(5,015.83)	(2,187.50)
Closing Balance		
Total	(394,718.49)	(389,702.66)
13 Non-current employee benefit obligations		
Provision for Gratuity	397.91	397.91
	397.91	397.91
14 Current Borrowings		
Unsecured		
From a wholly owned Subsidiary Company	156.61	165.42
Maturity date : Payable on demand		
Terms of repayment : Payable on demand		
Interest rate : Interest free		
From other bodies Corporate	112,308.89	110,376.09
Maturity date : Payable on demand		
Terms of repayment : Payable on demand		
Interest rate : Interest free		
Total	112,465.50	110,541.51
15 Trade payables		
Trade payables	3,634.27	3,077.17
	3,634.27	3,077.17
16 Current employee benefit obligations		
Provision for Gratuity	762.50	705.46
	762.50	705.46
17 Other Current Liabilities		
Franchisees	127.60	127.60
Strategic Business Associates (SBA)	61.65	61.65
Statutory liabilities	33.63	321.77
Employees due payable	2,567.64	1,648.92
Provision for expenses	489.37	691.21
Total	3,279.89	2,851.15

2018-2019
Standalone Financial Statements with Auditors' Report

S Kumars Online Limited

(All amounts in INR thousands, unless otherwise stated)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Note 18: Revenue from operations		
Sale of Services	1,275.00	5,100.00
Total	<u>1,275.00</u>	<u>5,100.00</u>
Note 19: Other Income		
Interest Income from banks	12.03	229.50
Interest on income tax refund	-	25.67
Miscellaneous Income	-	5.00
Total	<u>12.03</u>	<u>260.17</u>
Note 20: Changes in inventories		
Opening balance		
Traded goods	-	119.84
	-	119.84
Closing balance		
Traded goods	-	-
	-	-
Net (increase) / decrease	<u>-</u>	<u>119.84</u>
Note 21: Employee Benefit Expenses		
Salaries and Incentives	3,259.26	3,851.55
Contributions to Provident Fund	308.14	286.34
Total	<u>3,567.40</u>	<u>4,137.89</u>
Note 22: Other expenses		
Auditor's Remuneration	172.50	172.50
Legal & Professional Charges	667.38	789.15
Printing & Stationery Charges	80.55	106.24
Car Expenses	11.00	311.23
Travelling & Conveyance Expenses	317.03	506.93
Miscellaneous Expenses	126.62	358.45
Total	<u>1,375.07</u>	<u>2,244.51</u>

23. Contingent liabilities and commitments (to the extent not provided for)

- a) Income Tax Matters (Details given in table below) – 820.74 Lacs (Previous Year – 820.74 Lacs)
 b) Legal cases with Franchisees and Strategic Business Associates – 11.68 Lacs (Previous Year – 11.68 Lacs)

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

24. The management is constantly trying to introduce new e-Commerce business model 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. 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.
26. The Gratuity is provided on accrual basis as per the management estimates. The 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.
27. 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).

28. Basic & Diluted Earnings per Share:

Basic and Diluted earnings per share is calculated as under (Rs. In '000s):

Particulars	2018-19	2017-18
Numerator – Profit as per the Statement of Profit & Loss	5,015.83	2,187.50
Denominator- No. of Equity Share outstanding	28625	28625
Nominal value of share	10	10
Basic & Diluted Earnings per Share (In Rs.)	(0.18)	(0.08)

29. Related Party Disclosure

As per Ind accounting standard - 24 Related Party Disclosures as prescribed under Companies (Accounting Standard) Rules, 2006, the Company's related parties and transactions are disclosed below:

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
	Shri Hitendra kumar Ranka - Company Secretary (Resigned w.e.f. 31/01/2019)

Note: Related parties have been identified by the Management.

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

(Rs. in '000s)

Transactions	Subsidiaries	KMP
Remuneration Paid		2,66.72
		(2,915.22)
Unsecured Loans repaid	8.81	
	(10.10)	
Balances outstanding at the end of the year Unsecured Loans	156.61	
	(165.42)	
Investment	499.40	
	(499.40)	

30. **Taxation**

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

31. 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 Ind AS 36 - "Impairment of Assets".

32. No provision in respect of appreciation/erosion in the book value of unquoted Investments has been made in the current year, since the management is of the opinion that the diminution, if any, in the said category of investments is purely temporary in nature (Previous year – Nil).

33. The Company has valued its inventories as per Ind AS -2 "Inventories" on account of the some dead inventories as well as non moving stock has been valued at net releasable value by the management. This has not resulted in a charge to the Profit and Loss Account under the head 'Change in Inventories is NIL (Previous Year Rs. 119.84 Lacs).

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

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

35. **Fair value measurements**

(a) Financial instruments by category

The Company does not have any financial assets or liabilities which are measured at FVTPL or FVOCI they are measured at amortized cost

(Rs. in '000s)

Particulars	2018-19	2017-18	2016-17
Financial assets			
<u>Non-current</u>			
Other financial assets	561.46	606.98	622.85
<u>Current</u>			
Trade receivables	653.16	1,489.57	1,025.15
Cash and cash equivalents	918.30	852.25	4,786.11
Other financial assets	37.64	39.13	196.16
Total financial assets	2,170.56	2,987.93	6,630.27
Financial liabilities			
Borrowings	1,12,465.50	1,10,541.51	1,12,842.61
Trade payables	3,634.27	3,077.17	2,823.32
Total financial liabilities	1,16,099.77	1,13,618.68	1,15,665.93

(b) Fair value hierarchy

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are (a) recognized and measured at fair value and (b) measured at amortized cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

(c) Valuation technique used to determine fair values

The carrying amount of current financial assets and liabilities are considered to be the same as their fair values, due to their short term nature.

The fair value of security deposits and borrowings has been considered same as carrying value since there have not been any material changes in the prevailing interest rates. Impact on account of changes in interest rates, if any has been considered immaterial.

Note

- Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.
- Level 2: The fair value of financial instruments that are not traded in an active market (for example over-the-counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.
- Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities which are included in level 3.
- There were no transfers between any levels during the year.

36. Financial risk management

The Company's business activities expose it to a variety of financial risks, namely liquidity risk, market risks and credit risk.

Risk	Exposure arising from	Measurement	Management
Credit Risk	Cash and cash equivalents, financial assets measured at amortised cost.	Aging analysis	Diversification of bank deposits
Liquidity Risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities

(a) Credit risk

The company is exposed to credit risk, which is the risk that counterparty will default on its contractual obligation resulting in a financial loss to the company. Credit risk arises from cash and cash equivalents and financial assets carried at amortized cost

Credit risk management

Credit risk is managed at company level depending on the policy surrounding credit risk management. For banks and financial institutions, only high rated banks/institutions are accepted. Generally all policies surrounding credit risk have been managed at company level.

(b) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, company treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the company's liquidity position and cash and cash equivalents on the basis of expected cash flows. This is generally carried out at local level in the operation of the company in accordance with practice and limits set by the company.

Maturities of financial liabilities

The amounts disclosed in the below are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

March 31, 2019	Less than 1 years	Between 1 year and 5 years	More than 5 years	Total
Financial liabilities				
Loans from related parties	1,12,465.50	-	-	1,12,465.50
Dues to Related Party	-	-	-	-
Creditors for supplies and services	3,522.53	111.74	-	3,634.27
Other financial liabilities	-	-	-	-
Total financial liabilities				1,16,099.77

March 31, 2018	Less than 1 years	Between 1 year and 5 years	More than 5 years	Total
Financial liabilities				
Loans from related parties	1,10,541.51	-	-	1,10,541.51
Dues to Related Party	-	-	-	-
Creditors for supplies and services	2,965.42	111.74	-	3,077.16
Other financial liabilities	-	-	-	-
Total financial liabilities				1,13,618.67

March 31, 2017	Less than 1 years	Between 1 year and 5 years	More than 5 years	Total
Financial liabilities				
Loans from related parties	1,12,842.61	-	-	1,12,842.61
Dues to Related Party	-	-	-	-
Creditors for supplies and services	2,711.58	111.74	-	2,823.32
Other financial liabilities	-	-	-	-
Total financial liabilities				1,15,665.93

37. Capital Management

(a) Risk Management

The company's objectives when managing capital are to safeguard the company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Company monitors capital on basis of total equity on a periodic basis. Equity comprises all components of equity includes the fair value impact. The following table summarizes the capital of the Company:

(Rs. In '000s)

Particulars	March 31, 2019	March 31, 2018	April 1, 2017
Equity	(1,08,210.61)	(1,03,452.66)	(1,01,265.17)

38. There are no reportable segments during the year, as per the recommendations of Accounting Standard-17 (AS 17) 'Segment Reporting'.

39. Previous year's figures have been regrouped / reclassified wherever considered necessary.

For S K H D & Associates
Chartered Accountants

Sd/-
Krunal Furia
Partner
Membership No. - 151805

Place : Mumbai
Date : 30th May 2019

For and on behalf of the Board of Directors

Sd/-
O. P. Pacheria
Whole Time Director
DIN: 00105278

Sd/-
R. N. Jha
Director
DIN: 00033291

Sd/-
Sameer Patil
Chief Financial Officer

Statement on Impact of Audit Qualifications on standalone Financial Statements for the Financial Year ended March 31, 2019[See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1.	Turnover / Total income	1,287,029	1,287,029
	2.	Total Expenditure	6,044,976	6,044,976
	3.	Net Profit/(Loss)	-4,757,947	-4,757,947
	4.	Earnings Per Share	-0.18	-0.18
	5.	Total Assets	12,071,584	12,071,584
	6.	Total Liabilities	120,540,075	120,540,075
	7.	Net Worth	-108,468,490	-108,468,490
	8.	Any other financial item(s) (as felt appropriate by the management)	-	-
II. Audit Qualification (each audit qualification separately):				
a. Details of Audit Qualification:				
	1.	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 its major 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. However the financial statement of the Company are prepared on going concern basis.		
	2.	The Company has during the year, not carried out Actuarial valuation as per the recommendations of Accounting Standard 15 "Employee Benefits" issued by the Institute of Chartered Accountants of India and instead provided for Gratuity on accrual basis as per Management Estimates. The amount of shortfall in such provision is currently unascertainable since the Actuarial Valuation was not carried out. However, the management is of the opinion that the provision created in the books is sufficient considering the number of employees.		
	b.	Type of Audit Qualification : Qualified Opinion		
	c.	Frequency of qualification: Continuing for 5 years including current year for qualification No. 1 and for 2 years including current year for qualification No. 2.		
	d.	For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: NIL		
	e.	For Audit Qualification(s) where the impact is not quantified by the auditor:		
	(i)	Management's estimation on the impact of audit qualification: NIL		
	(ii)	If management is unable to estimate the impact, reasons for the same: As the qualification of auditor is on going concern of the Company. However, the financial statement of the Company are prepared on going concern basis. The amount of shortfall in Gratuity provision is currently unascertainable since the Actuarial Valuation was not carried out as per the recommendations of Accounting Standard 15 "Employee Benefits" issued by the Institute of Chartered Accountants of India and instead provided for Gratuity on accrual basis as per Management Estimates. However, the management is of the opinion that the provision created in the books is sufficient considering the number of employees.		

	<p>(iii) Auditors' Comments on (i) or (ii) above: We have qualified on the going concern of the Company as 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 its major 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. And the amount of shortfall in Gratuity provision is currently unascertainable since the Actuarial Valuation was not carried out as per the recommendations of Accounting Standard 15 "Employee Benefits" issued by the Institute of Chartered Accountants of India and instead provided for Gratuity on accrual basis as per Management Estimates.</p>
<p>III. Signatories:</p>	
<p>Mr. O. P. Pacheria Whole Time Director</p>	<p>Sd/-</p>
<p>Mr. Sameer Patil CFO</p>	<p>Sd/-</p>
<p>Mr. Ramesh Gangwal Audit Committee Chairman</p>	<p>Sd/-</p>
<p>Mr. Krunal Furia Partner, S K H D & Associates</p>	<p>Sd/-</p>

Place: Mumbai
Date: 30/05/2019

Form AOC-1

(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 Subsidiaries /
Associates Companies /Joint Ventures
(Information in respect of each subsidiary to be presented with amounts INR Thousand)

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	500.00
5.	Reserves & surplus	(408.68)
6.	Total assets	197.98
7.	Total Liabilities	106.66
8.	Investments	Nil
9.	Turnover	Nil
10.	Profit before taxation	(14.53)
11.	Provision for taxation	0
12.	Profit after taxation	(14.53)
13.	Proposed Dividend	Nil
14.	% of shareholding	99.88

Notes:

1. Name of subsidiaries which are yet to commence operations : Nil
2. Name of subsidiaries which have been liquidated or sold during the year : Nil

Part "B" Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates or Joint Ventures			
1. Latest audited Balance Sheet Date			
2. Date on which the Associate or Joint Venture was associated or acquired			
3. Shares of Associate or Joint Venture sold by the company on the year end			
No.			
Amount of Investment in Associates or Joint Venture			
Extent of Holding (in percentage)			
4. Description of how the reis significant influence			
5. Reason why the associate / joint venture is not consolidated			
6. Networth attributable to shareholding as per latest audited Balance Sheet			
7. Profit or Loss for the year			
i. Considered in Consolidation			
ii. Not Considered in Consolidation			

- Names of associates or joint ventures which are yet to commence operations.
- Names of associates or joint ventures which have been liquidated or sold during the year.

Note: Company does not have any associates/Joint Ventures, Hence the Part "B" of this statement not applicable to the Company.

This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

Sd/-
O. P. Pacheria
Whole Time Director

Sd/-
R. N. Jha
Director

Sd/-
Sameer Patil
Chief Financial Officer

Date : 30/05/2019.

Place: Mumbai

Independent Auditors' Report

To the Members of

S Kumars Online Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of **S Kumars Online Limited** (hereinafter referred to as "the Holding Company") and its subsidiary (collectively referred to as "the Group"), which comprise the Balance Sheet as at 31st March 2019, the Statement of Profit and Loss (including other Comprehensive Income), the Statement of Changes in Equity) and the Statement of Cash Flows for the year ended on that date, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Financial Statements"), Subject to,

(1) Refer Note No 24 to the audited Consolidated financial statement of the Group has been incurring constant losses and also the net worth of the Group has been fully eroded. Further, the Group has also discontinued all its major line of business and it has also been facing cash-flow mismatches and as of 31st March 2019 the Group liabilities exceeded its assets. These factors along with other matters as set forth in said note raise substantial doubt about the Group's ability to continue as a going concern in the foreseeable future. However, the Group's financial statement has been prepared on going concern basis. If the management is not able to infuse adequate money on appropriate time than the going concern assumption might get impacted. However the financial Statement of the Group are prepared on going concern basis.

(2) The Holding Company has not carried out Actuarial valuation as per the recommendations of Ind AS 15 "Employee Benefits" and instead provided for Gratuity on accrual basis as per Management Estimates. The amount of shortfall in such provision is currently unascertainable since the Actuarial Valuation was not carried out. However, the management is of the opinion that the provision created in the books is sufficient considering the number of employees.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the India Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Group as at March 31, 2019, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

Key Audit Matter	Auditor's Response
<p>The Group has been incurring constant losses and also the net worth of the Group has been fully eroded. Further, the Group has also discontinued all its major line of business and it has also been facing cash-flow mismatches and as of 31st March 2019 the Group liabilities exceeded its assets. These factors along with other matters as set forth in said note raise substantial doubt about the Group's ability to continue as a going concern in the foreseeable future. However, the Group's financial statement has been prepared on going concern basis. If the management is not able to infuse adequate money on appropriate time than the going concern assumption might get impacted. However the financial Statement of the Group are prepared on going concern basis.</p>	<p>The Group has been incurring constant losses and the net worth of the Group has also been fully eroded. Further, the Group has also discontinued all its major line of business and it has also been facing cash-flow mismatches and as of 31st March 2019, the Group liabilities exceeded its assets. These factors along with other matters as set forth in said note raise substantial doubt about the Group's ability to continue as a going concern in the foreseeable future. The Management of the Group is looking for revival plan of the Group but there has not been any concrete strategy worked out by the management or any new/ existing business lined up by the Group in near future. However, the Group's financial statement has been prepared on going concern basis.</p>
<p>The Holding Company have been facing liquidity issues as hence there has been delay's in payment of statutory liabilities of the company.</p>	<p>We have observed that there has been delay's payment of statutory liabilities filing of returns by the Holding company in view of cash flow mismatches the same has been adequately disclosed in Companies (Auditor's Report) Order, 2016.</p>

Information Other than the consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the consolidated financial statements, Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance, total Comprehensive Income, changes in equity and cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements. As a part of an audit in accordance with the SAs, we exercise professional judgment and maintain professional scepticism throughout the Audit.

We also:

- Identify and assess the risk of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis of our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing an opinion on whether the Group has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by 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 purposes of our audit.

- b) In our opinion, proper books of account as required by law have been kept by the Group so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of accounts.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Ind As specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the Directors as on 31st March, 2019 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Group's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(6) of the Act, as amended 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 Group has disclosed the impact of pending litigations on its financial position in its consolidated financial statements.
 - ii. The Group does not have long-term contracts including derivative contracts requiring provision for material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group.
- h) The Holding Company's Company secretary has resigned during the year under review on 31st January 2019 thereafter the Holding Company has not Company Secretary the same is not in line with section 203 of the Act. Further due to the reasons as stated above the said financial statement of the Group are not signed by Company Secretary.

Other Matters

We did not audit the financial statements of the Subsidiary Company , whose financial statements reflect total assets of Rs1,97,979as at 31st March, 2019 total (Loss)of Rs. (4,08,678) and Net cash flows amounting to Rs. Nil for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors for which whose reports have been furnished to us by the Management and our opinion is based solely on the reports of the other auditors.

For **S K H D & Associates**
Chartered Accountants
Firm Registration No. 105929W

Sd/-
Krunal Furia
Partner
Membership No. 151805

Mumbai, 30th May 2019.

Annexure A to the Independent Auditors' Report**(Referred to in our report of even date)****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")****Annexure A to the Independent Auditors' Report****(Referred to in our report of even date)****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the attached Consolidated financial statements of **S Kumars Online Limited** and its subsidiary (collectively referred to as "the Group"), as at 31st March 2019 in conjunction with our audit of the Consolidated financial statements of the Group for the year ended on that date.

Management's Responsibility for Internal Financial Controls :

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

Auditor's Responsibility :

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") and the Standards on Auditing issued by the ICAI deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those standards and the Guidance Note that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Group's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting :

A Group's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A Group's internal financial control over financial reporting includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Group;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that

receipts and expenditures of the Group are being made only in accordance with authorizations of management and directors of the Group; and

- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting :

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

Opinion :

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

For **S K H D & Associates**
Chartered Accountants
Firm Registration No. 105929W

Sd/-
Krunal Furia
Partner
Membership No. 151805

Mumbai, 30th May 2019.

Balance Sheet as at March 31, 2019

(All amounts in INR thousands, unless otherwise stated)

Particulars	Note	As at March 31, 2019	As at March 31, 2018
I. ASSETS			
(1) Non-current Assets			
(a) Property, Plant and Equipment	3	4,506.30	5,608.80
(c) Other financial assets	4	561.46	606.98
(d) Deferred tax assets (net)	5	-	257.88
(e) Income tax assets	6	5,195.33	5,066.52
Total Non-current Assets		10,263.08	11,540.18
(2) Current assets			
(a) Inventories	7	-	-
(b) Financial assets			
(i) Trade receivables	8	653.16	1,489.57
(ii) Cash and cash equivalents	9	959.66	893.61
(iii) Other financial assets	10	37.64	39.13
Total Current Assets		1,650.46	2,422.31
TOTAL ASSETS		11,913.54	13,962.49
II. EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital		286,250.00	286,250.00
(b) Other equity	11	(394,826.68)	(389,796.35)
Equity attributable to owners		(108,576.68)	(103,546.35)
Non-controlling interests	12	0.11	0.13
Total Equity		(108,576.58)	(103,546.22)
Liabilities			
(1) Non-current liabilities			
(a) Employee benefit obligations	13	397.91	397.91
Total Non-current Liabilities		397.91	397.91
(2) Current liabilities			
Financial liabilities			
(i) Borrowings	14	112,308.89	110,376.09
(ii) Trade payables	15	3,646.76	3,089.65
Employee benefit obligations	16	762.50	705.46
Other current liabilities	17	3,374.05	2,939.59
Total Non-current Liabilities		120,092.21	117,110.80
TOTAL EQUITY AND LIABILITIES		11,913.54	13,962.49

Significant accounting policies

1

The accompanying notes are an integral part of these financial statements.

For S K H D & Associates

Chartered Accountants

Sd/-

Krunal Furia

Partner

Membership No. - 151805

For and on behalf of the Board of Directors

Sd/-

O. P. Pacheria

Whole Time Director

DIN: 00105278

Sd/-

R. N. Jha

Director

DIN: 00033291

Sd/-

Sameer Patil

Chief Financial Officer

Place : Mumbai

Date : 30th May 2019

2018-2019

S Kumars Online Limited

Consolidated Financial Statements with Auditors' Report

Statement of Profit and Loss for the year ended March 31, 2019

(All amounts in INR thousands, unless otherwise stated)

Particulars	Note	Year ended March 31, 2019	Year ended March 31, 2018
Income			
I. Revenue from operations	18	1,275.00	5,100.00
II. Other Income	19	12.03	260.17
III. Total Revenue (I+II)		1,287.03	5,360.17
IV. Expenses			
Changes in inventories	20	-	119.84
Employee benefit expenses	21	3,567.40	4,137.89
Finance Cost		-	-
Depreciation and amortization	3	1,102.50	1,119.52
Other expenses	22	1,389.60	2,260.33
Total Expenses (IV)		6,059.50	7,637.59
V. Profit/(Loss) before exceptional and extraordinary items and tax	(III - IV)	(4,772.47)	(2,277.42)
VI. Exceptional & Extraordinary Items		-	-
VII. Profit/(Loss) before tax (III - IV)		(4,772.47)	(2,277.42)
VIII. Tax expense:			
1. Current Tax		-	-
2. Deferred Tax		257.88	-
IX. Profit/(Loss) for the period (VII - VIII)		(5,030.35)	(2,277.42)
X. Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss			
(a) Remeasurements of defined benefit plans		-	74.09
(b) Equity instruments through Other Comprehensive Income		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss			
(a) Remeasurements of net defined benefit plans		-	-
(b) Equity instruments through Other Comprehensive Income		-	-
(iii) Items that will be reclassified to profit or loss			
(a) Debt instruments through Other Comprehensive Income		-	-
(b) Income tax relating to items that will be reclassified to profit or loss		-	-
Other Comprehensive Income for the year (X)		-	74.09
XI. Total Comprehensive Income for the year (IX+X)		(5,030.35)	(2,203.32)
Loss is attributable to:			
Owners of S Kumars Online Limited		(5,030.34)	(2,277.40)
Non-controlling interests		(0.02)	(0.02)
Other comprehensive income is attributable to:			
Owners of S Kumars Online Limited		-	74.09
Non-controlling interests		-	-
Total comprehensive income is attributable to:			
Owners of S Kumars Online Limited		(5,030.34)	(2,203.30)
Non-controlling interests		(0.02)	(0.02)
Earning per Equity Share			
(1) Basic		(0.18)	(0.08)
(2) Diluted		(0.18)	(0.08)

Significant accounting policies

1

The accompanying notes are an integral part of these financial statements.

For S K H D & Associates

Chartered Accountants

Sd/-

Krunal Furia

Partner

Membership No. - 151805

For and on behalf of the Board of Directors

Sd/-

O. P. Pacheria

Whole Time Director

DIN: 00105278

Sd/-

R. N. Jha

Director

DIN: 00033291

Sd/-

Sameer Patil

Chief Financial Officer

Place : Mumbai

Date : 30th May 2019

Consolidated Statement of Changes in Equity for the year ended 31st March 2019 (All amounts in INR thousands, unless otherwise stated)

	As at 31.03.2019		As at 31.03.2018	
	No. of shares	Amount (Rs.)	No. of shares	Amount (Rs.)
(A) Equity Share Capital				
Balance at the beginning of the reporting period	28,625.00	286,250.00	28,625.00	286,250.00
Add: Forfeited Shares	-	-	-	-
Less: Investments in Shares	-	-	-	-
Balance at the end of the reporting period	28,625.00	286,250.00	28,625.00	286,250.00
(B) Other Equity				
Balance as at 31st March 2017	-	(387,593.04)	-	(387,593.04)
Profit for the year	-	(2,277.40)	-	(2,277.40)
Other Comprehensive Income for the year	-	74.09	-	74.09
Issue of Bonus Shares	-	-	-	-
Dividends	-	-	-	-
Dividend to Trust for Investment in Shares	-	-	-	-
Corporate Dividend Tax on Dividends	-	-	-	-
Transfer to Debenture Redemption reserve	-	-	-	-
Transfer to General Reserve	-	-	-	-
Transfer to General Reserve on redemption of debentures	-	-	-	-
Additions/(deletions) during the year - FC/MITDA	-	-	-	-
Amortisation during the year - FC/MITDA	-	-	-	-
Balance as at 31st March 2018	-	(389,796.35)	-	(389,796.35)
Balance as at 31st March 2018	-	(389,796.35)	-	(389,796.35)
Profit for the year	-	(5,030.34)	-	(5,030.34)
Other Comprehensive Income for the year	-	-	-	-
Issue of Bonus Shares	-	-	-	-
Dividends	-	-	-	-
Dividend to Trust for Investment in Shares	-	-	-	-
Corporate Dividend Tax on Dividends	-	-	-	-
Transfer to Debenture Redemption reserve	-	-	-	-
Transfer to General Reserve	-	-	-	-
Transfer to General Reserve on redemption of debentures	-	-	-	-
Additions/(deletions) during the year - FC/MITDA	-	-	-	-
Amortisation during the year - FC/MITDA	-	-	-	-
Balance as at 31st March 2019	-	(394,826.68)	-	(394,826.68)
Significant accounting policies				
The accompanying notes are an integral part of these financial statements.				
For S K H D & Associates				
Chartered Accountants				
Sd/- Krunal Furia Partner Membership No. - 151805 Mumbai, 30th May 2019				
Sd/- O. P. Pachheria Whole Time Director DIN: 00105278				
Sd/- R. N. Jha Director DIN: 00033291				
Sd/- Sameer Patil Chief Financial Officer				

1
The accompanying notes are an integral part of these financial statements.
For S K H D & Associates
Chartered Accountants

For and on behalf of the Board of Directors

Consolidated Cash Flow Statement for the year ended March 31, 2019

(All amounts in INR thousands, unless otherwise stated)

Particulars	For the year ended March 31, 2019		For the year ended March 31, 2018	
	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit/(Loss) before Tax		(4,772.47)		(2,277.42)
Adjusted for:				
a) Depreciation and Amortisation	1,102.50		1,119.52	
b) Provision for Tax	-		-	
c) Deferred Tax	257.88		-	
d) Dividend Received	-		-	
e) Extra Ordinary Expenses	-		-	
f) Interest Income	(12.03)		(229.50)	
g) Interest Expenses	-		-	
h) Provision for Doubtful Debts	-		-	
		1,348.35		890.02
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		(3,424.12)		(1,387.40)
a) Inventories	-		119.84	
b) Other Current Assets	45.53		15.87	
c) Other Financial Assets	837.90		(307.39)	
d) Other Current Liabilities	-		-	
e) Current Liabilities	1,048.61		167.79	
		1,932.04		(3.90)
CASH GENERATED FROM OPERATIONS		(1,492.08)		(1,391.29)
Less: a) Direct Taxes Paid/Adjustments(Deferred Tax)		(128.81)		(555.15)
Cash inflow before prior period adjustment		(1,620.89)		(1,946.45)
Less: Prior Period Adjustment		-		-
NET CASH GENERATED FROM OPERATING ACTIVITIES: (A)		(1,620.89)		(1,946.45)
B. CASH FLOW FROM INVESTING ACTIVITIES				
a) (Purchase)/Sale of Investments	-		-	
b) Dividend Received	-		-	
c) Long/Short Term Profit on Mutual Fund	-		-	
d) Proceed from Long Term loan and Advances	-		-	
e) Purchase of Fixed Assets	-		-	
NET CASH USED IN INVESTING ACTIVITIES: (B)		-		-
C. CASH FLOW FROM FINANCING ACTIVITIES				
a) Proceeds / (Repayment) from Unsecured Borrowings	1,932.80		(2,291.00)	
b) Transfer to Other Comprehensive Income	-		74.09	
c) Preference Dividend paid including Tax	-		-	
d) Interest on Fixed Deposits	12.03		229.50	
e) Interest Expenses	-		-	
f) Deferred tax	(257.88)		-	
NET CASH USED IN FINANCING ACTIVITIES: (C)		1,686.95		(1,987.41)
	(A)+(B)+(C)	66.06	(A)+(B)+(C)	(3,933.85)
Opening Balance of Cash & Cash Equivalents		893.61		4,827.47
Closing Balance of Cash & Cash Equivalents		959.66		893.61

Significant accounting policies

1

The accompanying notes are an integral part of these financial statements.

For S K H D & Associates

Chartered Accountants

Sd/-

Krunal Furia

Partner

Membership No. - 151805

For and on behalf of the Board of Directors

Sd/-

O. P. Pacheria

Whole Time Director

DIN: 00105278

Sd/-

R. N. Jha

Director

DIN: 00033291

Sd/-

Sameer Patil

Chief Financial Officer

Place : Mumbai

Date : 30th May 2019

1. Significant Accounting Policies:

1.1 Basis of preparation, measurement and significant accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

a. Basis of Preparation

Statement of Compliance

The Consolidated Ind AS financial statements of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and relevant provisions of the Companies Act, 2013 ("the Act").

The Consolidated Ind AS financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the Ind AS financial statements.

The Consolidated Ind AS financial statements of the Company for the year ended 31 March, 2019 were approved for issue in accordance with the resolution of the Board of Directors on 30.05.2019.

The financial statements are presented in 'Indian Rupees', which is also the Company's functional currency.

Applicability of new and revised Ind AS

All the Indian Accounting Standards issued and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the financial statements are authorized have been considered in preparing these financial statements. There are no other Indian Accounting Standards that have been issued as at 31 March 2019, but were not mandatorily effective except as stated below:

Recent Accounting Pronouncements effective for the periods beginning on or after 1st April 2019

1. Ind AS 116, Leases

On March 30, 2019, the Ministry of Corporate affairs notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of Profit & Loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The effective date for adoption of Ind AS 116 is accounting periods beginning on or after April 1, 2019. The standard permits two possible methods of transition:

- Full retrospective – Retrospectively to each prior period presented applying Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors.
 - Modified retrospective – Retrospectively, with the cumulative effect of initially applying the Standard recognized at the date of initial application. Under modified retrospective approach, the lessee records the lease liability as the present value of the remaining lease payments, discounted at the incremental borrowing rate and the right of use asset either as:
 - Its carrying amount as if the standard had been applied since the commencement date, but discounted at lessee's incremental borrowing rate at the date of initial application.
- Or
- An amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments related to the lease recognized under Ind AS 17 immediately before the date of initial application.

Certain practical expedients are available under both the methods.

The Company is assessing the impact of Ind AS 116 and will adopt the standard from April 01, 2019, being its effective date.

2. Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The standard permits two possible methods of transition-

- (i) Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 –Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and
- (ii) Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives.

The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 1, 2019. The Company will adopt the standard on April 1, 2019 and has decided to adjust the cumulative effect, if any, in equity on the date of initial application i.e. April 1, 2019 without adjusting comparatives

The Company is assessing the impact of Ind AS 12 Appendix C in the financial statements.

Amendment to Ind AS 12 – Income taxes

On March 30, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes.

The amendment clarifies that an entity shall recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognized those past transactions or events.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company is assessing the impact of this amendment in the financial statements.

3. Amendment to Ind AS 19 – plan amendment, curtailment or settlement

On March 30, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements.

The amendments require an entity:

- to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and
- to recognize in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognized because of the impact of the asset ceiling.

Effective date for application of this amendment is annual period beginning on or after 1 April 2019. The Company is assessing the impact of this amendment in the financial statements.

Summary of Significant Accounting Policies:

i) Current vs Non Current Classification

The company presents assets & liabilities in the balance sheet based on current/non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading.
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being unexchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle.
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are considered as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Based on the nature of products and services offered by the company, operating cycle determined is 12 months for the purpose of current and non-current classification of assets and liabilities.

b. Principles of consolidation

Subsidiary is an entities (including structures entity) over which the group has control. The group controls an entity when the group is exposed to, or has right to, variable return from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiary is fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the group.

The group combines the financial statements of the parent and its subsidiary line by line adding together like items of assets, liabilities, equity, income and expenses. Inter company transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidences of an impairment of the transferred asset. Accounting policies of subsidiary have been changed where necessary to ensure consistency with the policies adopted by the group.

Non-controlling interests in the result and equity of subsidiary are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

c. Historical cost convention

The financial statements have been prepared under the historical cost convention.

d. Recent accounting pronouncements

The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective. The amendments do not have any material impact on the financial statements of the Company.

e. Foreign currency translation:

Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The financial statements are presented in 'Indian Rupees' (INR), which is the Company's functional and the Company's presentation currency

f. Property, plant and equipment

All items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Transition to Ind AS:

On transition to Ind AS, the Company has elected to avail fair value of all of its property, plant and equipment recognized as at April 1, 2016 as deemed cost.

Depreciation methods, estimated useful lives and residual value:

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

Estimated useful lives, residual values and depreciation methods are reviewed annually, taking into account commercial and technological obsolescence as well as normal wear and tear and adjusted prospectively, if appropriate.

g. **Impairment of non-financial assets**

Assets that are subject to depreciation or amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's or cash generating unit's carrying amount exceeds its recoverable amount and is recognized in the Statement of Profit and Loss.

h. **Cash and cash equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, demand deposits with banks, short-term balances (with an original maturity of three months or less from date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

(i) **Investments and other financial assets**

i. Classification

The Company classifies its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- Those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income.

ii. Measurement

At initial recognition, the Company measures a financial asset at its fair value, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

iii. Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

iv. Derecognition of financial assets

A financial asset is derecognized only when:

- I. the rights to receive cash flows from the asset have expired, or
- II. the company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows to one or more recipient

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the company has not retained control of the financial asset. Where the company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

v. Income recognition

Interest income

Interest income from debt instruments/deposits is recognized using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

vi. Financial liabilities

I. Classification as debt or equity

Debt and equity instruments issued by the company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definition of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

II. Initial recognition and measurement

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liability doesn't include borrowings, dues to holding company and creditors for capital expenditure.

III. Subsequent measurement

The measurement of financial liabilities depends on their classification.

IV. Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

(j) **Provisions, Contingent Liabilities and Contingent Assets:**Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense.

Contingent liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or reliable estimate of the amount cannot be made, is termed as contingent liability.

Contingent Assets:

A contingent asset is disclosed, where an inflow of economic benefits is probable.

(k) **Income tax**

Income tax expense comprises current and deferred taxes. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

(l) **Earnings per share**

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

(m) **Cash flow statement**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

(n) **Use of Estimates**

The presentation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that may affect the reported amount of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimated.

1.2 Critical accounting estimates and judgments

Preparing the consolidated financial statements under Ind AS requires management to take decisions and make estimates and assumptions that may impact the value of revenues, costs, assets and liabilities and the related disclosures concerning the items involved as well as contingent assets and liabilities at the balance sheet date. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Company make estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

(a) **Income taxes**

There are transactions and calculations for which the ultimate tax determination is uncertain and would get finalized on completion of assessment by tax authorities. Where the final tax outcome is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Notes Forming Part of the Consolidated Balance Sheet as at 31st March, 2019

Note 3 : Property, Plant and Equipment

(All amounts in INR thousands, unless otherwise stated)

Sr. No.	Particulars	Gross Block			Depreciation			Net Block	
		As at 01.04.2018	Additions during the year	As at 31.03.19	Value at the beginning (upto 01.04.18)	Provident for the year	Value at the end (upto 31.03.19)	WDV as on 31.03.2019	WDV as on 31.03.2018
1	Furniture & Fittings	697.39	-	697.39	676.58	6.77	683.35	14.03	20.80
2	Office Equipments	749.52	-	749.52	749.52	-	749.52	-	0.00
3	Computer	1,013.28	-	1,013.28	1,013.28	-	1,013.28	-	-
4	Vehicles	1,467.93	-	1,467.93	985.91	193.76	1,179.67	288.26	482.02
5	Plant & Machinery	11,491.64	-	11,491.64	6,385.66	901.97	7,287.63	4,204.01	5,105.97
	Total	15,419.74	-	15,419.74	9,810.94	1,102.50	10,913.44	4,506.30	5,608.80
		15,419.74	-	15,419.74	8,691.43	1,119.52	9,810.94	5,608.80	

2018-2019
Consolidated Financial Statements with Auditors' Report

S Kumars Online Limited

(All amounts in INR thousands, unless otherwise stated)

Particulars	As at March 31, 2019	As at March 31, 2018
4 Other financial assets		
Advances Recoverable	1,067.40	1,112.93
Deposits	<u>687.65</u>	<u>687.65</u>
	1,755.05	1,800.58
Less: Provision for Doubtful Recovery	<u>1,193.60</u>	<u>1,193.60</u>
Total	<u>561.46</u>	<u>606.98</u>
5 Deferred tax assets		
Impact of difference between depreciation under Income Tax and Company Law	-	(57.98)
Provision of Gratuity	-	315.87
Total	<u>-</u>	<u>257.88</u>
6 Income Tax Assets		
Unsecured		
Taxes Paid	5,195.33	5,066.52
Total	<u>5,195.33</u>	<u>5,066.52</u>
7 Inventories		
Trading goods (Values at lower of cost or NRV)	-	-
Note: Entire inventory was recognised as expense carried at net realisable value.		
Total	<u>-</u>	<u>-</u>
8 Trade receivables		
Trade receivables	2,831.75	3,668.16
Receivables from related parties	<u>-</u>	<u>-</u>
Less: Allowance for doubtful debts	<u>2,178.59</u>	<u>2,178.59</u>
	<u>653.16</u>	<u>1,489.57</u>
<u>More than 6 months</u>		
Secured, considered good	-	-
Unsecured, considered good	-	-
Doubtful	<u>2,178.59</u>	<u>2,178.59</u>
	<u>2,178.59</u>	<u>2,178.59</u>
Allowance for doubtful debts	<u>2,178.59</u>	<u>2,178.59</u>
Total trade receivables	<u>-</u>	<u>-</u>
<u>Less than 6 months</u>		
Secured, considered good	-	-
Unsecured, considered good	653.16	1,489.57
Doubtful	<u>-</u>	<u>-</u>
	<u>653.16</u>	<u>1,489.57</u>
Allowance for doubtful debts	<u>-</u>	<u>-</u>
Total trade receivables	<u>653.16</u>	<u>1,489.57</u>
9 Cash and cash Equivalents		
Balances with Banks		
In Current Accounts	467.31	309.95
Other Bank Balance		
Deposit with original maturity less than 12 months	218.28	207.47
Cash on Hand	<u>274.07</u>	<u>376.20</u>
Total	<u>959.66</u>	<u>893.61</u>
10 Other financial assets		
Unsecured, considered good		
Other financial assets	28.44	28.53
Prepaid Expenses	<u>9.20</u>	<u>10.60</u>
Total	<u>37.64</u>	<u>39.13</u>

Consolidated Financial Statements with Auditors' Report

(All amounts in INR thousands, unless otherwise stated)

Particulars	As at March 31, 2019	As at April 01, 2018
11 Other Equity		
Retained Earnings	(394,826.68)	(389,796.35)
	<u>(394,826.68)</u>	<u>(389,796.35)</u>
Retained Earnings:		
Opening Balance	(389,796.35)	(387,593.04)
Add : Profit/(Loss) for the year	(5,030.34)	(2,203.30)
Closing Balance		
Total	<u>(394,826.68)</u>	<u>(389,796.35)</u>
12 Non-controlling interests		
Shares held by non-controlling entities	0.60	0.60
Less: Share in Loss of e-Assurance Services (India) Ltd.	0.49	0.47
Total	<u>0.11</u>	<u>0.13</u>
13 Non-current employee benefit obligations		
Provision for Gratuity	397.91	397.91
	<u>397.91</u>	<u>397.91</u>
14 Borrowings		
Unsecured		
From other bodies Corporate	112,308.89	110,376.09
Maturity date : Payable on demand		
Terms of repayment : Payable on demand		
Interest rate : Interest free		
Total	<u>112,308.89</u>	<u>110,376.09</u>
15 Trade payables		
Trade payables	3,646.76	3,089.65
	<u>3,646.76</u>	<u>3,089.65</u>
16 Current employee benefit obligations		
Provision for Gratuity	762.50	705.46
	<u>762.50</u>	<u>705.46</u>
17 Other Current Liabilities		
Franchisees	127.60	127.60
Strategic Business Associates (SBA)	61.65	61.65
Statutory liabilities	33.63	321.77
Employees due payable	2,661.80	1,737.36
Provision for expenses	489.37	691.21
Total	<u>3,374.05</u>	<u>2,939.59</u>

2018-2019
Consolidated Financial Statements with Auditors' Report

S Kumars Online Limited

(All amounts in INR thousands, unless otherwise stated)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Note 18: Revenue from operations		
Sale of Services	1,275.00	5,100.00
Total	1,275.00	5,100.00
Note 19: Other Income		
Interest Income from banks	12.03	229.50
Interest on income tax refund	-	25.67
Miscellaneous Income	-	5.00
Total	12.03	260.17
Note 20: Changes in inventories		
Opening balance		
Traded goods	-	119.84
	-	119.84
Closing balance		
Traded goods	-	-
	-	-
Net (increase) / decrease	-	119.84
Note 21: Employee Benefit Expenses		
Salaries and Incentives	3,259.26	3,851.55
Contributions to Provident Fund	308.14	286.34
Total	3,567.40	4,137.89
Note 22: Other expenses		
Auditor's Remuneration	178.23	178.23
Legal & Professional Charges	675.38	797.65
Printing & Stationery Charges	80.55	106.24
Car Expenses	11.00	311.23
Travelling & Conveyance Expenses	317.03	506.93
Miscellaneous Expenses	127.42	360.05
Total	1,389.60	2,260.33

Note 23 Additional information to the financial statements

23. Contingent liabilities and commitments (to the extent not provided for)

- a) Income Tax Matters (Details given in table below) – 820.74 Lacs (Previous Year – 820.74 Lacs)
 b) Legal cases with Franchisees and Strategic Business Associates - 11.68 Lacs (Previous Year -11.68 Lacs)

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

24. The year management is constantly trying to introduce new e-Commerce business model 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. 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.
26. The Gratuity is provided on accrual basis as per the management estimates. The 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.
27. 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).

28. **Basic & Diluted Earnings per Share:**

Basic and Diluted earnings per share is calculated as under (Rs. in '000s):

Particulars	2018-19	2017-18
Numerator – Profit as per the Statement of Profit & Loss	5,030.35	2,203.32
Denominator- No. of Equity Share outstanding	28625	28625
Nominal value of share	10	10
Basic & Diluted Earnings per Share (In Rs.)	(0.18)	(0.08)

29. **Related Party Disclosure**

As per Ind Accounting Standard - 24 Related Party Disclosures as prescribed under Companies (Accounting Standard) Rules, 2006, the Company's related parties and transactions are disclosed below:

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
	Shri Hitendra kumar Ranka - Company Secretary (Resigned w.e.f. 31/01/2019)

Note: Related parties have been identified by the Management.

Details of related party transactions during the year ended and balances outstanding: (Rs. in '000s)

Transactions	Subsidiaries	KMP
Remuneration Paid		2,661.72
		(2,915.22)

30. **Taxation**

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

31. 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 Ind AS 36 - "Impairment of Assets".

32. No provision in respect of appreciation/erosion in the book value of unquoted Investments has been made in the current year, since the management is of the opinion that the diminution, if any, in the said category of investments is purely temporary in nature (Previous year – Nil).
33. The Company has valued its inventories as per Ind AS -2 "Inventories" on account of the some dead inventories as well as non moving stock has been valued at net releasable value by the management. This has not resulted in a charge to the Profit and Loss Account under the head 'Change in Inventories is NIL (Previous Year Rs. 119.84 Lacs).
34. Expenditure in Foreign Currency - Rs. NIL (Previous Year - Rs. NIL)
 Earnings in Foreign Currency - Rs. NIL (Previous Year – Rs. NIL).

35. Fair value measurements

(a) Financial instruments by category

(Rs. in '000s)

Particulars	2018-19	2017-18	2016-17
Financial assets			
Non-current			
Other financial assets	561.46	606.98	622.85
Current			
Trade receivables	653.16	1,489.57	1,025.15
Cash and cash equivalents	959.66	893.61	4,827.47
Other financial assets	37.64	39.13	196.16
Total financial assets	2,211.92	3,029.29	6,671.63
Financial liabilities			
Borrowings	1,12,308.89	1,10,376.09	1,12,667.09
Trade payables	3,646.76	3,089.65	2,835.81
Total financial liabilities	1,15,955.65	1,13,465.74	1,15,502.90

(b) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

(c) Valuation technique used to determine fair values

The carrying amount of current financial assets and liabilities are considered to be the same as their fair values, due to their short term nature.

The fair value of security deposits and borrowings has been considered same as carrying value since there have not been any material changes in the prevailing interest rates. Impact on account of changes in interest rates, if any has been considered immaterial.

Note

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market (for example over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

This is the case for unlisted equity securities which are included in level.

36. Financial risk management

The Company's business activities expose it to a variety of financial risks, namely liquidity risk, market risks and credit risk.

Risk	Exposure arising from	Measurement	Management
Credit Risk	Cash and cash equivalents, financial assets measured at amortised cost.	Aging analysis	Diversification of bank deposits
Liquidity Risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities

(a) Credit risk

The company is exposed to credit risk, which is the risk that counterparty will default on its contractual obligation resulting in a financial loss to the company. Credit risk arises from cash and cash equivalents and financial assets carried at amortised cost

Credit risk management

Credit risk is managed at company level depending on the policy surrounding credit risk management. For banks and financial institutions, only high rated banks/institutions are accepted. Generally all policies surrounding credit risk have been managed at company level.

(b) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, company treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the company's liquidity position and cash and cash equivalents on the basis of expected cash flows. This is generally carried out at local level in the operation of the company in accordance with practice and limits set by the company.

Maturities of financial liabilities

The amounts disclosed in the below are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

March 31, 2019	Less than 1 years	Between 1 year and 5 years	More than 5 years	Total
Financial liabilities				
Loans from related parties	1,12,308.89	-	-	1,10,376.09
Dues to Related Party	-	-	-	-
Creditors for supplies and services	3,535.02	111.74	-	3,646.76
Other financial liabilities	-	-	-	-
Total financial liabilities				1,15,955.65
March 31, 2018	Less than 1 years	Between 1 year and 5 years	More than 5 years	Total
Financial liabilities				
Loans from related parties	1,10,376.09	-	-	1,10,376.09
Dues to Related Party	-	-	-	-
Creditors for supplies and services	2,977.91	111.74	-	3,089.65
Other financial liabilities	-	-	-	-
Total financial liabilities				1,13,465.74

March 31, 2017	Less than 1 years	Between 1 year and 5 years	More than 5 years	Total
Financial liabilities				
Loans from related parties	1,12,667.09	-	-	1,12,667.09
Dues to Related Party	-	-	-	-
Creditors for supplies and services	2,724.07	111.74	-	2,835.81
Other financial liabilities	-	-	-	-
Total financial liabilities				1,15,502.90

37. Capital Management

(a) Risk Management

The company's objectives when managing capital are to safeguard the company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Company monitors capital on basis of total equity on a periodic basis. Equity comprises all components of equity includes the fair value impact. The following table summarizes the capital of the Company:

(Rs. In '000s)

Particulars	March 31, 2019	March 31, 2018	April 1, 2017
Equity	(1,08,576.57)	(1,03,546.22)	(1,01,342.90)

38. There are no reportable segments during the year, as per the recommendations of Accounting Standard-17 (AS 17) 'Segment Reporting'.

39. Previous year's figures have been regrouped / reclassified wherever considered necessary.

Significant accounting policies

1

The accompanying notes are an integral part of these financial statements.

For S K H D & Associates

Chartered Accountants

Sd/-

Krunal Furia

Partner

Membership No. - 151805

For and on behalf of the Board of Directors

Sd/-

O. P. Pacheria

Whole Time Director

DIN: 00105278

Sd/-

R. N. Jha

Director

DIN: 00033291

Sd/-

Sameer Patil

Chief Financial Officer

Place : Mumbai

Date : 30th May 2019

Statement on Impact of Audit Qualifications on Consolidated Financial Statements for the Financial Year ended March 31, 2019 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1.	Turnover / Total income	1,287,029	1,287,029
	2.	Total Expenditure	6,059,499	6,059,499
	3.	Net Profit/(Loss)	-4,772,470	-4,772,470
	4.	Earnings Per Share	-0.18	-0.18
	5.	Total Assets	11,913,544	11,913,544
	6.	Total Liabilities	120,490,121	120,490,121
	7.	Net Worth	-108,576,577	-108,576,577
	8.	Any other financial item(s) (as felt appropriate by the management)	-	-
II. Audit Qualification (each audit qualification separately):				
a. Details of Audit Qualification:				
	1.	The Holding Company has been incurring constant losses and also the net worth of the Holding Company has been fully eroded. Further, the Holding Company has also discontinued all its major line of business and 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. In case of the Subsidiary Company, it has not identified any line of business and further, more than 50% of its net worth has already eroded. If the said subsidiary Company is not able to identify and commence business in near future than the going concern assumption will get impacted. However the financial statements of the Group are prepared on going concern basis.		
	2.	The Holding Company has during the year, not carried out Actuarial valuation as per the recommendations of Accounting Standard 15 "Employee Benefits" issued by the Institute of Chartered Accountants of India and instead provided for Gratuity on accrual basis as per Management Estimates. The amount of shortfall in such provision is currently unascertainable since the Actuarial Valuation was not carried out. However, the management is of the opinion that the provision created in the books is sufficient considering the number of employees.		
	b.	Type of Audit Qualification : Qualified Opinion		
	c.	Frequency of qualification: Continuing for 5 years including current year for qualification No. 1 and for 2 years including current year for qualification No. 2.		
	d.	For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: NIL		
	e.	For Audit Qualification(s) where the impact is not quantified by the auditor:		
	(i)	Management's estimation on the impact of audit qualification: NIL		
	(ii)	If management is unable to estimate the impact, reasons for the same: As the qualification of auditor is on going concern of Group Company. However, the financial statement of the Group Company are prepared on going concern basis. The amount of shortfall in Gratuity provision of Holding Company is currently unascertainable since the Actuarial Valuation was not carried out as per the recommendations of Accounting Standard 15 "Employee Benefits" issued by the Institute of Chartered Accountants of India and instead provided for Gratuity on accrual basis as per Management Estimates. However, the management is of the opinion that the provision created in the books is sufficient considering the number of employees.		

	<p>(iii) Auditors' Comments on (i) or (ii) above: We have qualified on the going concern of the Group Company as 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 its major 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 and the Subsidiary Company has not identified any line of business and further, more than 50% of its net worth has already eroded, if the said subsidiary Company is not able to identify and commence business in near future than the going concern assumption will get impacted. And the amount of shortfall in Gratuity provision is currently unascertainable since the Actuarial Valuation was not carried out as per the recommendations of Accounting Standard 15 "Employee Benefits" issued by the Institute of Chartered Accountants of India and instead provided for Gratuity on accrual basis as per Management Estimates.</p>	
<p>III.</p>	<p><u>Signatories:</u></p>	
	<p>Mr. O. P. Pacheria Whole Time Director</p>	<p>Sd/-</p>
	<p>Mr. Sameer Patil CFO</p>	<p>Sd/-</p>
	<p>Mr. Ramesh Gangwal Audit Committee Chairman</p>	<p>Sd/-</p>
	<p>Mr. Krunal Furia Partner, S K H D & Associates</p>	<p>Sd/-</p>

Place: Mumbai
Date: 30/05/2019

S KUMARS 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)

20TH ANNUAL GENERAL MEETING ON MONDAY, 30TH SEPTEMBER, 2019 AT 09.00 A.M.

at Raaj Chamber, 115 R.K. Paramhans Marg, Near Andheri Station Subway,
Andheri East, Mumbai - 400069

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 Twentieth Annual General Meeting of the Company to be held on Saturday, 30th September, 2019 at 09.00 a.m. at Raaj Chamber, 115 R.K. Paramhans Marg, Near Andheri Station Subway, Andheri East, Mumbai - 400069.

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.

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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 Kumars 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 Twentieth Annual General Meeting of the Company to be held on Saturday, 30th September, 2019 at 9.00 a.m. at Raaj Chamber, 115 R.K. Paramhans Marg, Near Andheri Station Subway, Andheri East, Mumbai - 400069. and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019, together with the Reports of the Board of Directors (Including Corporate Governance Report), the Auditors thereon and the statement of impact on modified opinion; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019, together with the Report of the Auditors thereon and the statement of impact on modified opinion.
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.
3. Re-Appointment of Shri. Omprakash Prahaladrai Pacharia as a Whole Time Director.
4. Re-appointment of Mr. Rudra Narain Jha as an Independent Director
5. Re-appointment of Mr. Ramesh Gangwal as an Independent Director

Signed this day of September, 2019

Affix
Rs. 1/-
Revenue
Stamp

Signature of shareholder Signature of Proxy holder(s)

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.

Route Map to the AGM Venue

Venue : Raaj Chamber, 115 R.K. Paramhans Marg, Near Andheri Station Subway, Andheri East, Mumbai - 400069.



Landmark: Above State Bank of India

Distance from Andheri Local Station – 850 Mts.

by Book-Post / by Courier

To,

If undelivered, return to :

S Kumars Online Limited
"Avadh Bldg.", Avadhesh Parisar
G. K. Marg, Worli,
Mumbai - 400 018.

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