



S Kumars Online Limited

TWENTY -THIRD ANNUAL REPORT 2021-22

S KUMARS ONLINE LIMITED
(CIN: L45400MH1999PLC119875)
ANNUAL REPORT FOR THE YEAR ENDED ON 31ST MARCH, 2022
CORPORATE INFORMATION

BOARD OF DIRECTORS

- | | | |
|------------------------------|---|-----------------------------------|
| 1. Mr. Ramesh Gangwal | : | Chairman and Independent Director |
| 2. Mr. Omprarash P. Pacharia | : | Whole-time Director |
| 3. Mr. R. N. Jha | : | Independent Director |
| 4. Dr. Sadhana Deshmukh | : | Non-executive Director |

Registered Office

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

Tel No. 022-24914795

Bankers

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

Statutory Auditors

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

Secretarial Auditor

Mr. Mohd Akram
Practicing Company Secretary
3A, Takwadi, 1st Floor, Near Bank of India,
Kalbadevi Road, Marine Lines (East),
Mumbai- 400002

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 23rd Annual General Meeting

Date	:	28 th June, 2025
Day	:	Saturday
Time	:	10:00 A.M.
Place	:	Video Conferencing (VC).
Book Closure	:	21.06.2025 to 28.06.2025 (both days inclusives)

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S KUMARS ONLINE LIMITED

CIN: L45400MH1999PLC119875

“Avadh Bldg.” Avadhesh Parisar, G. K. Marg, Worli, Mumbai – 400018.

NOTICE FOR 23RD ANNUAL GENERAL MEETING

Notice is hereby given that the 23rd Annual General Meeting of the Members of **S KUMARS ONLINE LIMITED** (the “Company”) will be held on Saturday, June 28, 2025 at 10:00 A.M. through video conferencing (“VC”)/ Other Audio-Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2022, 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, 2022, 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. **REAPPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION:**

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

“**RESOLVED THAT** pursuant to Section 139 and other applicable provisions of the Companies Act, 2013 (“Act”), read with the Companies (Audit & Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), pursuant to the recommendations of the audit committee and the Board of Directors at their meeting held on 30 May, 2022, M/s. S K H D & Associates, Chartered Accountants (registration no. 105929W) be and is hereby reappointed as the Statutory Auditors of the Company to hold office till the conclusion of the 28th Annual General Meeting scheduled to be held in the calendar year 2028, and that the Board of Directors be and is hereby authorised to fix the remuneration plus tax, out of pocket travelling and living expenses, etc., payable to them as may be determined by the audit committee in consultation with the auditors and such remuneration as may be agreed between the auditors and Board of Directors.”

Place: Mumbai
Date: May 24, 2025

By Order of the Board of Directors

Regd. Office:
Avadh Bldg.” Avadhesh Parisar,
G. K. Marg, Worli, Mumbai – 400018.

O. P. Pacheria
Whole Time Director

S KUMARS ONLINE LIMITED**CIN: L45400MH1999PLC119875****“Avadh Bldg.” Avadhesh Parisar, G. K. Marg, Worli, Mumbai – 400018.**

NOTES:**a) VIRTUAL MEETING:**

The Ministry of Corporate Affairs (‘MCA’), inter alia, vide its General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024, (collectively referred to as “**MCA Circulars**”), has permitted the holding of the AGM/EGM through Video Conferencing (‘VC’) or through Other Audio-Visual Means (‘OAVM’), without the physical presence of the Members at a common venue.

Further, towards this, the Securities and Exchange Board of India (‘SEBI’), vide its Circular(s) dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 6, 2023, and October 7, 2023 (collectively referred to as “**SEBI Circulars**”) and other applicable circulars issued in this regard from time to time, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In compliance with the applicable provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, MCA Circulars and SEBI Circulars, the AGM of the Company will be held through VC/OAVM on Saturday, June 28, 2025 at 10:00 a.m. (IST). The proceedings of the AGM will be deemed to be conducted at Raaj Chamber, 115 R.K. Paramhans Marg, Near Andheri Station Subway, Andheri East, Mumbai-400069.

b) ELECTRONIC COPY OF ANNUAL REPORT AND NOTICE OF ANNUAL GENERAL MEETING:

1. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories.
2. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website at www.skumarsonline.com websites of the Stock Exchange, i.e. BSE Limited at www.bseindia.com and website of Bigshare Services Pvt. Ltd. at <https://ivote.bigshareonline.com>.

c) REGISTER TO RECEIVE COMMUNICATIONS ELECTRONICALLY:

Members who have not registered / updated their e-mail address or mobile number with the Company but wish to receive all communication (including Annual Report) from the Company electronically may register / update their e-mail and mobile numbers with Bigshare Services Pvt. Ltd.

Members are also encouraged to register / update their e-mail addresses or mobile number with the relevant Depository Participants.

d) STATEMENT UNDER SECTION 102 OF THE ACT:

The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), of the persons seeking re-appointment as Directors under Item No. 2 of the Notice is also annexed.

S KUMARS ONLINE LIMITED**CIN: L45400MH1999PLC119875****“Avadh Bldg.” Avadhesh Parisar, G. K. Marg, Worli, Mumbai – 400018.****e) PROXY:**

The AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

f) AUTHORISED REPRESENTATIVE:

Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting.

The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail addressed to Mr. Jaymin Modi, Proprietor Jaymin Modi & Co Company Secretaries at info@csjmco.com with a copy marked to Company's email ID at skumars.support@gmail.com not less than 48 (forty-eight) hours before the commencement of the AGM i.e. by 9:00 a.m. on Thursday, June 26, 2025.

g) INFORMATION FOR NON-RESIDENT INDIAN SHAREHOLDERS:

Non-resident Indian shareholders are requested to immediately inform the Company/ RTA, if shares are held in physical mode or to their DP, if the holding is in electronic mode, regarding change in the residential status on return to India for permanent settlement and/or the particulars of the NRE account with a bank in India, if not furnished earlier.

h) BOOK CLOSURE PERIOD:

The Register of Members and the Share Transfer Books of the Company shall remain closed from 21/06/2025 to 28/06/2025. (Both days inclusive) for the purpose of Annual General Meeting.

i) DOCUMENTS OPEN FOR INSPECTION;

Documents required to be kept open for inspection by the Members at the AGM in terms of the applicable laws, shall be made available online.

j) 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.

k) Members are requested to note that the company's equity shares are under compulsory demat trading for all investors. Members are, therefore, requested to dematerialise their shareholding to avoid inconvenience.

l) 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.

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- m) 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.
- n) 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.
- o) 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.

(i) **VOTING THROUGH ELECTRONIC MEANS AND RESULTS:**

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on 09:00 A.M. Wednesday, June 25, 2025 and ends on 05:00 P.M. Friday, June 27, 2025. 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 June 21, 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- 1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers’ website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of

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	e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>

- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

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Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

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Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

4. Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘EVENTS’ option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on “**VC/OAVM**” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.

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- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions (‘FAQs’) available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

Place: Mumbai

Date: May 24, 2025

CIN: L45400MH1999PLC119875

Website: www.skumarsoline.com

E-mail: skumars.support@gmail.com

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

Shri O. P. Pacheria
Whole Time Director

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The details/profiles of persons seeking re-appointment as director under Item No. 2 of the Notice is as under:

Sr. No	Name of the Director	Dr. Sadhana Sachin Deshmukh
1	DIN	02881743
2	Date of Birth	11/04/1980
3	Age	42 Years
4	PAN	AJVPD4957F
5	Date of Appointment on the Board	29/05/2015
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
8	No. of equity shares held in the Company	Nil
9	Qualification	DNB, FCPS, MD - Dermatology, MBBS(Dermatologist /Cosmetologist)
10	List of other directorship in other listed Companies	Nil
11	Membership/Chairman of Committees of the other Companies	Nil
12	Relationships, if any, between Directors inter se	N.A.

Place: Mumbai

Date: May 24, 2025

CIN: L45400MH1999PLC119875

Website: www.skumarsoline.comE-mail: skumars.support@gmail.comBy order of the Board of Directors of
S KUMARS ONLINE LIMITED**Shri O. P. Pacheria**
Whole Time Director

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CIN: L45400MH1999PLC119875

"Avadh Bldg." Avadhesh Parisar, G. K. Marg, Worli, Mumbai – 400018.

Board's Report- Sec. 134(3)

To the Members of
S KUMARS ONLINE LIMITED

Dear Members,

Your Directors have pleasure in presenting the 23rd Annual Report of the Company together with the Audited Accounts for the financial year ended on 31st March, 2022 for your perusal, consideration and adoption.

State of Affairs of the Company:

Particular	Amount INR (In Lakh)			
	Standalone		Consolidated	
	2021-22	2020-21	2021-22	2020-21
Total Revenue	187.38	2.25	187.38	2.25
Less :- Total expenditure	(1833.41)	(32.06)	(1639.31)	(1031.29)
Profit (Loss) before Exceptional and Extraordinary items and Tax	(1646.03)	(29.81)	(1651.93)	(1029.02)
Prior period adjustments				
Profit (Loss) before Extraordinary items and Tax	(1646.03)	(29.81)	(1651.93)	(1029.02)
Extraordinary items				
Profit (Loss) before Tax	(1646.03)	(29.81)	(1651.93)	(1029.02)
Tax: Current Tax				
Tax Liability of Previous Years				
Deferred Tax (Liability)/Assets				
Profit (Loss) after Tax (PAT)	(1646.03)	(29.81)	(1651.93)	(1029.02)
Other Comprehensive Income				
Total Comprehensive Income for the year	(1646.03)	(29.81)	(1651.93)	(1029.02)
Less:- Appropriation:				
Adjustment relating to fixed Assets				
Minority interest (share of loss transferred to minority)				
Balance brought forward from previous year	(1646.03)	(3980.88)	(1651.93)	(3948.27)
Balance carried to balance sheet	(402714.42)	(4010.69)	(402737.87)	(4977.29)

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.187.38 lakh compared to a total income of Rs. 2.25 lakh of the previous year and a net loss after tax of Rs.1833.41 lakh as compared to net loss after tax of Rs. 32.06 lakh of the previous year.

Business Scenario:

The COVID-19 pandemic is a global humanitarian and health crisis. The COVID-19 induced lockdown/social distancing measures started in March 2020 and put 75% of the overall economic activity into standstill. Consequently, market demand and supply chains have been affected, significantly increasing the risk of a global economic recession. The pandemic has impacted, and may further impact, all of our stakeholders – employees, clients, investors and communities we operate in.

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The Company would implement a phased and safe return-to-work plan as and when lockdown restrictions are relaxed. The impact of the global health pandemic may be different from that estimated at the date of approval of the financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

Transfer to Reserves:

In view of overall accumulated losses, the directors express their inability to transfer any amount reserves for the financial Year 2021- 22.

Dividend:

In view of overall accumulated losses, the directors express their inability to recommend any dividend on Equity Shares for the financial year 2021-2022.

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**

The entire IT Management business along with other businesses has been adversely impacted because of the pandemic.

2. Industry Outlook:

Considering the pandemic and the lockdown, outlook appears to be very bleak.

3. Opportunities and Threats:

Once the pandemic and lockdown stabilize, it is expected that Opportunities will emerge. In the meantime, your Company, as all other Companies, continues to face a major challenge of survival.

4. Segment-wise performance:

During the year 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 2022 is not applicable to your Company.

5. Research and Development:

These activities are presently kept in abeyance because of the pandemic and lockdown.

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.

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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:

The normal activities of your Company in improving the quality of its personnel will be resumed after the pandemic and lockdown.

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 2021-22 is put up on the Company's website and can be accessed at www.skumarsonline.com.

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. RudraNarain 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;

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- 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 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:

As per the provisions of Section 139 of the Companies Act, 2013, M/s. SKHD & Associates, Chartered Accountants (Firm Reg. No. – 105929W) Mumbai, the Statutory Auditors, of the Company will retire at the ensuing Annual General Meeting.

The Board of Directors of the Company on the recommendation of the Audit Committee has recommended the reappointment of M/s. SKHD & Associates, Chartered Accountants (Firm Reg. No. – 105929W), Mumbai as the Statutory Auditors of the Company w.e.f. the 23rd AGM upto the Annual General Meeting to be held in the Year 2027. The Company has received letter from them to the effect that their reappointment, if made, would be within the prescribed limits under Section 141 (3) (g) of the Companies Act, 2013 and that they are not disqualified for re-appointment. The members are requested to re-appoint the Auditors and authorise the Board to fix their remuneration.

No Fraud has been reported by Auditors under section 143(12) of the Companies Act, 2013 for the Financial Year 2021- 22.

Explanation on qualifications in Standalone and Consolidated 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.

Qualified Opinion:

- a) Refer Note No.20 to the standalone audited financial statement of the Company. 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 the Company liabilities exceeded its assets as of 31st March 2022. 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. If the management is not able to infuse adequate money on appropriate time than the going concern assumption might get impacted. However, the Company's standalone financial statement has been prepared on going concern basis.
- b) Refer Note No. 37 to the standalone audited financial statement of the Company. The Company has not complied with the provisions of Listing Obligations and Disclosure Requirements (LODR) of Stock Exchange Board of India (SEBI) as well as requirement of Exchange as regards to quarterly compliance of Submission of corporate governance report, Submission of shareholding pattern, Submission of statement giving number of investor complaints at the beginning, received, disposed of and remaining unsolved during the quarter, Submission of report for the purpose of reconciliation of share capital held in depositories and in

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physical form with the issued / listed capital etc. since the quarter ended March 2021 and thereafter. Further, trading of the Company also stands suspended due to the said non compliances. The Company has also not filed its Annual Goods and Service Tax (GST) Return for the two financial years i.e. for FY 2019-20 and FY 2020-21, also the Company has not filed its Monthly/ Quarterly GST return for the three years i.e. from FY 2019-20 onwards and based on the same GST number of the Company has been cancelled by the GST Department. Further, the Company has not held its Annual General Meeting since last two years i.e. from FY 2019-20 onwards. The said non compliances will lead to penalties with SEBI, GST Department, Ministry of Corporate Affairs as well as Exchange, impact of such penalty in the financial statements has not been taken into account by the Company as it is presently unascertainable.

- c) Attention is invited to Note No. 38 of Audited Financial statements of the Company regarding balances appearing under the head Other Financial Assets, Cash and Cash Equivalent amounting to Rs. 254.06 Lakhs, Trade Payable and Other Current Liability are subject to Confirmation and Reconciliation thereby having consequential impact which is presently unascertainable.

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

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:

Due financial crunches and size of the Company, the Company has not appointed internal auditor for the financial year 2021-22.

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. 2023- 24. 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. 2021-22. The particulars of loans, guarantees and investments, if any, are disclosed in the financial section of this Annual Report.

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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. However pursuant to non-payment of annual listing fees the securities of the Company have been suspended for trading in BSE Ltd.

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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. RudraNarain 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	-

- 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 31.03.2022:** 1 (One)

- 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.

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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.

Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015, Material unlisted subsidiary i.e. e--Assurance Services (India) Ltd has undertaken secretarial audit and shall annex with its annual report.

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 2023- 24, there were no cases reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Corporate Governance:

The Company has been taking steps and measures to comply with 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 of the Company confirming internal controls and checks pertaining to financial statements for the year ended March 31, 2021 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 : May 24, 2025**

**O. P. Pacheria
Whole Time Director
(DIN: 00105278)**

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

[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** (hereinafter called the “Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

I have conducted Audit through documents provided on email for 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 31.03.2022 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, 2022 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 and amendments from time to time;
 - (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 in Annexure 'B' to this report.*

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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.

As per the minutes, the decisions at the Board Meetings were taken unanimously.

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: 14.04.2025
UDIN: A022589G000102768

For Mohd Akram.
Company Secretaries

(Mohd Akram)
Proprietor
ACS No: 22589
C.P.NO: 9411

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.

‘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.

Place: Mumbai

Date: 14.04.2025

UDIN: A022589G000102768

For Mohd Akram.

Company Secretaries

(Mohd Akram)

Proprietor

ACS No: 22589

C.P.NO: 9411

List of Non compliances by the Company

1. *The Company has not complied with 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.*
2. *The Company has not appointed Chief Financial Officer as required under Section 203 of the Companies Act, 2013 since 25.07.2019 i.e. post cessation of existing CFO.*
3. *The Company has not appointed Internal Auditor for Financial Year 2019-20 as required under Section 138 of the Companies Act, 2013.*
4. *The Company has not filed Form DIR-12 for intimation of Resignation of CFO within the prescribed time limit as per provisions of Companies Act, 2013. However the company had made the filing on 18.11.2019 i.e. delayed by 87 days.*
5. *The Company has not filed Form MGT-14 for approval of Directors Report for the year ended March 31, 2019 and Appointment of Internal Auditor for Financial year 2019-20 within the prescribed time limit as per Section 179 of Companies Act, 2013. However the company had made the filing on 11.09.2019 i.e. delayed by 60 days.*
6. *The Company has not filed Form MGT-14 for re-appointment of Shri. Omprakash Pacheria as a Whole-time Director of the Company within the prescribed time limit as per Section 117 of Companies Act, 2013. However the company had made the filing on 13.09.2019 i.e. delayed by 60 days.*
7. *The Company has not filed Form MR-1 for re-appointment of Shri. Omprakash Pacheria as a Whole-time Director of the Company.*
8. *The Company has not filed Form AOC-4 XBRL in respect of Standalone and Consolidated financial statement for the year ended 31.03.2019.*
9. *The Company has not filed Form MGT-7 in respect of Annual Return for the year ended 31.03.2019 as required under Section 92 of the Companies Act, 2013.*
10. *The Company has not files Form MGT-15 for Annual General Meeting held on 30.09.2019 as required under Section 121 of the Companies Act, 2013.*
11. *The Company has not filed Form MGT-14 for special resolution passed at the Annual General Meeting.*

12. *The Company has not submitted Corporate Governance Report within the prescribed time limits for the quarter ended September 30, 2019 as per Regulation 27 (2) of SEBI (LODR) Regulations, 2015. However the company has made the filing on 01.11.2019 i.e. delayed by 17 days.*
13. *The Company has not submitted Corporate Governance Report within the prescribed time limits for the quarter ended December 31, 2019 as per Regulation 27 (2) of SEBI (LODR) Regulations, 2015. However the company has made the filing on 20.08.2020 i.e. delayed by 218 days.*
14. *The Company has not submitted Certificate under Regulation 74(5) of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 for the quarter ended March 31, 2019.*
15. *The Company has not submitted Certificate under Regulation 74(5) of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 for the quarter ended June 30, 2019.*
16. *The Company has not submitted Certificate under Regulation 74(5) of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 within the prescribed time limits for the quarter ended September 30, 2019. However the company has made the filing on 23.10.2019 i.e. delayed by 8 days.*
17. *The Company has not submitted Certificate under Regulation 74(5) of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 within the prescribed time limits for the quarter ended December 31, 2019. However the company has made the filing on 23.06.2020 i.e. delayed by 160 days.*
18. *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 14.05.2019 i.e. delayed by 23 days.*
19. *The Company has not submitted shareholding pattern within the prescribed time limits for the quarter ended June 30, 2019 as per Regulation 31 (1) (b) of SEBI (LODR) Regulations, 2015. However the company has made the filing on 18.09.2019 i.e. delayed by 59 days.*
20. *The Company has not submitted shareholding pattern within the prescribed time limits for the quarter ended December 31, 2019 as per Regulation 31 (1) (b) of SEBI (LODR) Regulations, 2015. However the company has made the filing on 20.08.2020 i.e. delayed by 212 days.*
21. *The Company has not submitted statement on investor complaints within the prescribed time limits for the quarter ended June 30, 2019 as per Regulation 13 (3) of SEBI (LODR) Regulations, 2015. However the company has made the filing on 10.09.2019 i.e. delayed by 51 days.*

22. *The Company has not submitted statement on investor complaints within the prescribed time limits for the quarter ended December 31, 2019 as per Regulation 13 (3) of SEBI (LODR) Regulations, 2015. However the company has made the filing on 19.06.2020 i.e. delayed by 150 days.*
23. *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.*
24. *The Company has not submitted reconciliation of share capital audit report within the prescribed time limit for the quarter ended June 30, 2019 as per Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018. However the company has made the filing on 17.09.2019 i.e. delayed by 49 days.*
25. *The Company has not submitted reconciliation of share capital audit report within the prescribed time limit for the quarter ended December 31, 2019 as per Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018. However the company has made the filing on 23.06.2020 i.e. delayed by 145 days.*
26. *The Company has not submitted a certificate from the practicing Company Secretary within the prescribed time limit for the half year 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.*
27. *The Company has not submitted a statement on related party transactions within the prescribed time limit for the half year ended March 31, 2019 as per Regulation 23(9) of SEBI (LODR) Regulations, 2015.*
28. *The Company has not submitted a statement on related party transactions within the prescribed time limit for the half year ended September 30, 2019 as per Regulation 23(9) of SEBI (LODR) Regulations, 2015. However the company has made the filing on 19.08.2020 i.e. delayed by 250 days.*
29. *The Company has not submitted Standalone and Consolidated XBRL Financial Result within the prescribed time limit for the quarter ended December 31, 2019 (Pursuant to SEBI circular DCS/COMP/28/2016-17 dated March 30, 2017). However the company has made the filing on 01.08.2020 i.e. delayed by 213 days.*
30. *I am unable to comment whether the Company has published advertisement in newspaper for notice of Board Meeting held on 30.05.2019 for approval of audited standalone and consolidated financial result for year ended March 31, 2019 as the Copy of same is not produced to me for by the management.*
31. *I am unable to comment whether the Company has published advertisement in newspaper for unaudited standalone and consolidated financial for year ended March 31, 2019 as the Copy of same is not produced to me for by the management.*

32. *I am unable to comment whether the Company has published advertisement in newspaper for notice of Board Meeting held on 14.08.2019 for approval of unaudited standalone and consolidated financial result for quarter ended June 30, 2019 as the Copy of same is not produced to me for by the management.*
33. *I am unable to comment whether the Company has published advertisement in newspaper for unaudited standalone and consolidated financial result for quarter ended June 30, 2019 as the Copy of same is not produced to me for by the management.*
34. *As informed by the Management the Company has not published advertisement in newspaper for notice of Board Meeting held on 14.02.2020 for approval of unaudited standalone and consolidated financial result for quarter ended December 31, 2019 as required under Regulation 47 (1) (a) of SEBI (LODR) Regulations, 2015.*
35. *I am unable to comment whether Company has published advertisement in newspaper for unaudited standalone and consolidated financial result for quarter ended December 31, 2019 as the Copy of same is not produced to me for by the management.*
36. *As informed by the Management the Company has not published advertisement in newspaper for 20th Annual General Meeting held on 30.09.2019.*
37. *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 2018-19 and 2019-20.*
38. *The Company has not updated its website as required under Regulation 46 of SEBI (LODR) Regulations, 2015.*
39. *The Company has not intimated to stock exchange for closure of Trading Window for the quarter ended June 30, 2019 as required under Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015.*
40. *The Company has not intimated to stock exchange within the prescribed time limit for closure of Trading Window for the quarter ended September 30, 2019 as required under Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015. However Company has intimated to stock exchange trading window closure on 16.10.2019 i.e. delayed by 16 days.*
41. *The Company has not intimated to stock exchange for closure Trading Window for the quarter ended December 31, 2019 as required under Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015.*
42. *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.*
43. *The Company has submitted 20th Annual General Meeting Notice intimation to BSE Limited with delay of 18 days.*

44. *The Company has submitted Annual Report for the year ended 31.03.2019 to BSE Limited as required under Regulation 34 (1) of SEBI (LODR) Regulations, 2015 with delay of 18 days.*
45. *The Company has submitted Book closure and record date intimation for 20th Annual General Meeting to BSE Limited as required under Regulation 42 of SEBI (LODR) Regulations, 2015 with delay of 6 days.*
46. *The Company has not submitted voting result to CDSL as required as required under Rule 20 (4) (xvi) of The Companies (Management and Administration) Rules, 2014.*
47. *The Company has not paid annual fees to Depositories.*

Place: Mumbai
Date: 14.04.2025
UDIN: A022589G000102768

For Mohd Akram.
Company Secretaries

(Mohd Akram)
Proprietor
ACS No: 22589
C.P.NO: 9411

S KUMARS ONLINE LIMITED**CIN: L45400MH1999PLC119875****“Avadh Bldg.” Avadhesh Parisar, G. K. Marg, Worli, Mumbai – 400018.****ANNEXURE III****Particulars of contracts or arrangements with related parties for the year ended 31.03.2022****Form No. 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 Limited	
O. P. Pacheria Whole Time Director DIN: 00105278	R. N. Jha Director DIN: 00033291
Date:30.05.2022 Place: Mumbai	

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, 2022, 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, 2022 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.

S KUMARS ONLINE LIMITED**CIN: L45400MH1999PLC119875****“Avadh Bldg.” Avadhesh Parisar, G. K. Marg, Worli, Mumbai – 400018.****II. Board Meetings / Directors’ Particulars:**

During the financial year 2021–22, Four (4) meetings of the Board of Directors were held on 30th June, 2021, 14th August, 2021, 13th November, 2021 and 14th February, 2022. 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 Whole Time Director of the Company in consultation with the Chairman. The Directors are free to bring up any matter for discussion at the Board Meeting with the permission of the Chairman.

Agenda papers for Board Meetings containing all necessary documents / 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 Raaj Chamber, 115 R.K. Paramhans Marg, Near Andheri Station Subway, Andheri East, Mumbai- 400069.

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, 2022 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 Directorships held ^s	Number of shares and convertible instruments [#] held by non-executive directors
Mr. Ramesh Gangwal	Non-Executive Independent Chairman	4	4	No	1[2]	1	Nil
Mr. R. N. Jha	Non-Executive Independent Director	4	4	Yes	4[2]	3	Nil
Mr. Omprakash P. Pacheria	Executive Whole Time Director	4	4	Yes	2[0]	2	5600
Dr. Sadhana Sachin Deshmukh	Non-Executive Non-Independent Director	4	4	No	1[0]	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.

S KUMARS ONLINE LIMITED**CIN: L45400MH1999PLC119875****“Avadh Bldg.” Avadhesh Parisar, G. K. Marg, Worli, Mumbai – 400018.****Certification from The Company Secretary in Practice:**

M/s Mohd Akram, Practicing Company Secretary, has issued a certificate as required under the SEBI Listing Regulations that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as a Director of Companies by SEBI / Ministry of Corporate Affairs or any such statutory authority. The Certificate is enclosed as an Annexure to this report.

The Board comprises qualified personnel who have the key skills, competencies and expertise required for the Board members' effective contribution to the Board & its Committees and also for the Board to function effectively. Following is the chart / matrix setting out the requisite skills/competencies/expertise of the Board of Directors of the Company:

Experience in the industry	The experience in the business / industry is seen as most critical considering the nature of business of the Company.
Leadership	Extensive leadership experience of an organization for practical understanding of the organization, its processes, strategic planning, risk management for driving change and long-term growth
Finance and Legal	Finance field skills/competencies/expertise is seen as important for intricate and high quality financial management and financial reporting processes and In order to strengthen and maintain the governance levels & practices in the organization.
Understanding of Global Business	Owing to presence across the globe, the understanding of global business & markets is seen as pivotal.

The aforementioned skills are only indicative and not possessing any skill/competency/expertise is not seen as a disqualifying ability. The nominations to the Board are made on the recommendations of the Nomination and Remuneration Committee which considers various other factors.

Following is the chart/matrix setting out the Names of the Directors of the Company possessing the requisite skills/competencies/expertise (draft):

Skills	Directors
Experience in the business / industry	Mr. Omprarash P. Pacheria
Leadership	Mr. Omprarash P. Pacheria and Mr. Ramesh Gangwal
Finance and Legal	Mr. Omprarash P. Pacheria and Mr. R. N. Jha
Understanding of Global Business	Mr. Omprarash P. Pacheria and Dr. Sadhana Sachin Deshmukh

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>).**3. Committees of the Board:**

As on 31st March, 2022, the Company has the following Board Committees, namely:

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

S KUMARS ONLINE LIMITED**CIN: L45400MH1999PLC119875****"Avadh Bldg." Avadhesh Parisar, G. K. Marg, Worli, Mumbai - 400018.**

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;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter
- 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 30th June, 2021, 14th August, 2021, 13th November, 2021 and 14th February, 2022. 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:

S KUMARS ONLINE LIMITED**CIN: L45400MH1999PLC119875****“Avadh Bldg.” Avadhesh Parisar, G. K. Marg, Worli, Mumbai – 400018.**

Sr. No.	Name	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 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.

B. 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

S KUMARS ONLINE LIMITED

CIN: L45400MH1999PLC119875

"Avadh Bldg." Avadhesh Parisar, G. K. Marg, Worli, Mumbai – 400018.

- Meetings and Attendance during the year:**

During the year, One (1) Nomination and remuneration committee meetings were held on 30th June, 2022. 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 Board and Individual 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.

A structured performance evaluation exercise was carried out based on criteria such as Board / Committee compositions, dynamics and functioning of the Board, Business Strategy, Governance & Monitoring role, Financial reporting, Internal Controls and Advisory role etc.

- Remuneration of Directors:**

The Company has formulated a Nomination and Remuneration Policy which indicates criteria for making payment to Non-Executive Directors. The said Policy is available on the Company's website.

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. The said Policy is available on the Company's website.

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, 2022.

Details of Remuneration paid to Whole Time Director for the year ended 31st March, 2022:

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*	3,00,000	Nil	Nil	Nil	Nil

* Re-appointed as Whole Time Director at Board Meeting held on 30.06.2021 for term of 3 years subject to the approval by the Members of the Company at Annual General Meeting.

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:

S KUMARS ONLINE LIMITED**CIN: L45400MH1999PLC119875****“Avadh Bldg.” Avadhesh Parisar, G. K. Marg, Worli, Mumbai – 400018.**

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

During the year, Four (4) Stakeholders’ Relationship Committee meetings were held on 30th June, 2021, 14th August, 2021, 13th November, 2021 and 14th February, 2022. 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	4	4
2.	Mr. Rudra Narain Jha	4	4
3.	Mr. Omprakash Prahaladrai Pacheria	4	4

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, 2022. Investors/Stakeholders may send their query to the Whole-Time Director at the following address:

Mr. Omprakash Prahaladrai Pacheria

Whole-Time Director

S Kumars Online Limited

Registered Office:

‘Avadh’ Avadhesh Parisar, G. K. Marg, Worli, Mumbai – 400 018.

skumars.support@gmail.com**4. Whole Time Director Certification:**

The requisite certification from the Whole Time Director required to be given under Listing Regulations, 2015 regarding financial statements of the Company for the year ended 31st March, 2022 as placed before the Board of Directors of the Company at their meeting 30th June, 2022 is annexed at the end of this report.

5. General Body Meetings:**a) Annual General Meeting**

b) No Annual general meeting held during the last three years.

c) Extraordinary general meeting:

No extraordinary general meeting of the members was held during the year 2021-22.

c) Resolutions passed through postal ballot & details of voting pattern:

During the year under review, no resolution was passed through postal ballot.

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

S KUMARS ONLINE LIMITED**CIN: L45400MH1999PLC119875****“Avadh Bldg.” Avadhesh Parisar, G. K. Marg, Worli, Mumbai – 400018.**

Company www.skumarsonline.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 skumars.support@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	:	Saturday, 28 th June 2025, at 10:00 A.M.
Venue	:	Through video conferencing (“VC”)
Book Closure Date	:	21.06.2025 to 28.06.2025 [Both days inclusive]
Dividend payment date	:	Not Applicable
[Due to Loss, Board has not recommend any dividend for the F. Y. 2021-2022]		
Financial year	:	1 st April, 2021 to 31 st March, 2022.
Registered office	:	S Kumars Online Limited Avadh Bldg., Avadhesh Parisar, G. K. Marg, Worli, Mumbai-400 018.
CIN	:	L45400MH1999PLC119875
Equity Shares listed on	:	BSE 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 June 28, 2025.

The listing fees of BSE LTD. for the F.Y. 2018-2019, 2019-20, 2020-21 and 2021-22 are outstanding on the date of this report.

b) Financial Calendar:

Key financial reporting dates for the financial year 2022-23

Quarter	Release Date
First Quarterly Unaudited Results	On or Before 14 th August, 2022
Half yearly Unaudited Results	On or Before 14 th November, 2022
Third Quarterly Unaudited Results	On or Before 14 th February, 2022
Annual Audited results for the year 2022-23	On or Before 30 th May, 2023

c) Market Price Data:

High, low during each month in last financial year:

Month	High (Rs.)	Low (Rs.)
April, 2021	0.90	0.90
May, 2021	0.90	0.90
June, 2021	0.90	0.90
July, 2021	0.90	0.90
August, 2021	0.90	0.90
September, 2021	0.90	0.90
October, 2021	0.90	0.90
November, 2021	0.90	0.90
December, 2021	0.90	0.90

S KUMARS ONLINE LIMITED**CIN: L45400MH1999PLC119875****“Avadh Bldg.” Avadhesh Parisar, G. K. Marg, Worli, Mumbai – 400018.**

January, 2021	0.90	0.90
February, 2021	0.90	0.90
March, 2021	0.90	0.90

Source: www.bseindia.com

d) Registrar and Transfer Agent:

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

Bigshare Services Pvt Ltd.

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**e) 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.

f) Reconciliation of Share Capital Audit:

The Reconciliation of Share Capital Audit was carried out by a qualified Practicing Company Secretary for each of the quarters in the financial year 2021–22, to reconcile the total admitted capital with National Securities Depository Limited [NSDL] and Central Depository Services [India] Limited [CDSL] and total issued and listed capital. The audit reports confirm that the total issued / paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with depositories.

g) Dematerialisation of Shares and Liquidity:

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, 2022, 94.95 % of the Share Capital of the Company is held by the members in electronic form.

S KUMARS ONLINE LIMITED**CIN: L45400MH1999PLC119875****“Avadh Bldg.” Avadhesh Parisar, G. K. Marg, Worli, Mumbai – 400018.****h) Distribution of Equity Shareholding as on 31st March 2022:**

NO. EQUITY SHARES HELD	SHAREHOLDERS		SHARES	
	Nos.	%	Nos.	%
1 – 500	3961	76.0853	721323	2.5199
501-1000	588	11.2947	516046	1.8028
1001-2000	283	5.4360	454939	1.5893
2001-3000	113	2.1706	297323	1.0387
3001-4000	46	0.8836	163757	0.5721
4001-5000	44	0.8452	212097	0.7410
5001-10000	71	1.3638	553153	1.9324
10001 – Above	100	1.9209	25706362	89.8039
Total	5206	100.0000	28625000	100.0000

i) Categories of Equity Shareholders as on 31st March 2022:

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	--	7381	7381	0.03
NRIs / OCBs	--	22037	22037	0.07
Other Corporate Bodies	823600	3671198	4494798	15.70
Indian Public	620896	4960729	5581625	19.50
Others	-	350	350	0.00
Total	1445896	27179104	28625000	100.00

j) Top ten equity shareholders of the Company as on 31st March 2022:

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	Shakuntala Jain	200589	0.70

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

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

l) Address for correspondence:

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

Shareholders may also contact Mr. O P Pacharia, Whole-time director at the Registered Office address for any assistance.

S KUMARS ONLINE LIMITED**CIN: L45400MH1999PLC119875****“Avadh Bldg.” Avadhesh Parisar, G. K. Marg, Worli, Mumbai – 400018.**

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

Investors can also send their complaints at skumars.support@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.

b) Remuneration of Directors:

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

Name of Director	Position	Salary & Perquisite	Service Contract
Mr. O. P. Pacheria	Whole Time Director	Rs. 3,00,000/- p.a.	3 years w.e.f. 26 th July 2022

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 18th June, 2025. 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.

d) The Details of Non Compliances and penalty Imposed by the BSE Ltd during the financial year 2020-21 enclosed as Annexure – 1 to this report.

e) No treatment different from the Accounting Standards, prescribed by the Institute of Chartered Accountants of India, has been given in the preparation of financial statements.

f) The Company has complied with all mandatory requirements of Corporate Governance requirement of SEBI (LODR) Regulations, 2015.

g) The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behaviour. No person has been denied access to the chairman of the audit committee.

h) Web link where the policy for determining ‘material’ subsidiaries : www.skumarsonline.com/PDMS.pdf

i) Due financial crunches the Company unable to pay listing fees to BSE Ltd thus the securities are suspended from trading;

j) Web link where the policy on dealing with Related Party Transactions : www.skumarsonline.com/PoR.pdf

S KUMARS ONLINE LIMITED**CIN: L45400MH1999PLC119875****“Avadh Bldg.” Avadhesh Parisar, G. K. Marg, Worli, Mumbai – 400018.****k) Details of total fees paid to the Statutory Auditors:**

The details of total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the Statutory Auditor and all entities in the network firm/network entity of which the Statutory Auditor is a part, are as follows:

Particulars	Year ended March 31, 2021
Company to Statutory Auditors:	
Statutory Audit	1,15,000
Limited review	57,500
Certification work	-
Transfer pricing	-
Reimbursement of expenses	-
Total	1,72,500
Company to network entity of Statutory Auditors:	
Issuing Form 3CEB	-
Transfer Pricing Report for FY 21-22	-
Reimbursement of expenses	-
Total	-
Subsidiaries	5,900

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.skumaronline.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 2022:

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	--

12. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Number of Complaints filed during the Financial Year NIL
Number of Complaints disposed of during the Financial year NA
Number of complaints pending as on the end of the Financial year NA

13. 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.

S KUMARS ONLINE LIMITED

CIN: L45400MH1999PLC119875

"Avadh Bldg." Avadhesh Parisar, G. K. Marg, Worli, Mumbai – 400018.

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

Place: Mumbai
Date: 24.05.2025

For S Kumars Online Limited

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

XXXXXX

**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, 2022, 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, 2022.

Place : Mumbai
Date : 24.05.2025

SD/-
O. P. Pacheria
Whole Time Director

Annexure 1

A. List of Non Compliances

1. The Company has not submitted Corporate Governance Report within the prescribed time limits for the quarter ended June 30, 2020, September 30, 2020, December 31, 2020 and March 31, 2021 as per Regulation 27 (2) of SEBI (LODR) Regulations, 2015.
2. The Company has not submitted Certificate under Regulation 74(5) of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 for the quarter ended June 30, 2020, September 30, 2020, December 31, 2020 and March 31, 2021.
3. The Company has not submitted shareholding pattern within the prescribed time limits for the quarter ended June 30, 2020, September 30, 2020, December 31, 2020 and March 31, 2021 as per Regulation 31 (1) (b) of SEBI (LODR) Regulations, 2015.
4. The Company has not submitted statement on investor complaints within the prescribed time limits for the quarter ended June 30, 2020, September 30, 2020, December 31, 2020 and March 31, 2021 as per Regulation 13 (3) of SEBI (LODR) Regulations, 2015.

S KUMARS ONLINE LIMITED

CIN: L45400MH1999PLC119875

"Avadh Bldg." Avadhesh Parisar, G. K. Marg, Worli, Mumbai – 400018.

5. The Company has not submitted reconciliation of share capital audit report within the prescribed time limit for the quarter ended June 30, 2020, September 30, 2020, December 31, 2020 and March 31, 2021 as per Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018.
6. The Company has not submitted a certificate from the practicing Company Secretary within the prescribed time limit for the half year ended March 31, 2020 and September 30, 2021 as per Regulation 40(9) of SEBI (LODR) Regulations, 2015.
7. The Company has not submitted a statement on related party transactions within the prescribed time limit for the half year ended March 31, 2020 and September 30, 2021 as per Regulation 23(9) of SEBI (LODR) Regulations, 2015.
8. The Company has not submitted Standalone and Consolidated XBRL Financial Result within the prescribed time limit for the quarter ended June 30, 2020, September 30, 2020, December 31, 2020 and March 31, 2021 (Pursuant to SEBI circular DCS/COMP/28/2016-17 dated March 30, 2017).
9. The Company is failed to published the advertisement in newspaper for notice of Board Meeting for approval of audited standalone and consolidated financial result and publication of Results.
10. As informed by the Management the Company has not published advertisement in newspaper for 21st Annual General Meeting held on 30.09.2020.
11. 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 2018-19 to 2020-21.
12. The Company has not updated its website as required under Regulation 46 of SEBI (LODR) Regulations, 2015.
13. The Company has not intimated to stock exchange for closure of Trading Window for the quarter ended June 30, 2020, September 30, 2020, December 31, 2020 and March 31, 2021 as required under Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015.
14. The Company has submitted 20th Annual General Meeting Notice intimation to BSE Limited with delay of 18 days.
15. The Company has submitted Annual Report for the year ended 31.03.2019 to BSE Limited as required under Regulation 34 (1) of SEBI (LODR) Regulations, 2015 with delay of 18 days.
16. The Company has not submitted voting result to CDSL as required as required under Rule 20 (4) (xvi) of The Companies (Management and Administration) Rules, 2014.
17. The Company has not paid annual fees to Depositories.

For S. Kumars Online Limited

Place: Mumbai
Date: 24.05.2025

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

S KUMARS ONLINE LIMITED

CIN: L45400MH1999PLC119875

"Avadh Bldg." Avadhesh Parisar, G. K. Marg, Worli, Mumbai – 400018.

Annexure I

Declaration of Independence
For the F. Y. 2022-2023

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. 2022-2023.

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 and Regulation 16 (1) (b) of SEBI (LODR) Regulations, 2015.

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: 30.05.2022

Declaration of Independence
For the F. Y. 2022-2023

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. 2022-2023.

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 and Regulation 16 (1) (b) of SEBI (LODR) Regulations, 2015.

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: 30.05.2022

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, 2022 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, 2022 except to the extent as mentioned in Annexure 'A' to this report..

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.

**Place: Mumbai
Date: 14.04.2025
UDIN: A022589G000102416**

**For Mohd Akram.
Company Secretaries**

**(Mohd Akram)
Proprietor
ACS No: 22589
C.P.NO: 9411**

Annexure A

A. List of Non Compliances and penalty Imposed by the BSE Ltd

- 1. The Company has not submitted Corporate Governance Report within the prescribed time limits for the quarter ended September 30, 2019 as per Regulation 27 (2) of SEBI (LODR) Regulations, 2015. However the company has made the filing on 01.11.2019 i.e. delayed by 17 days.*
- 2. The Company has not submitted Corporate Governance Report within the prescribed time limits for the quarter ended December 31, 2019 as per Regulation 27 (2) of SEBI (LODR) Regulations, 2015. However the company has made the filing on 20.08.2020 i.e. delayed by 218 days.*

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

Place: Mumbai

Date: 14.04.2025

UDIN: A022589G000102416

For Mohd Akram.

Company Secretaries

(Mohd Akram)

Proprietor

ACS No: 22589

C.P.NO: 9411

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 relevant 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 us 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 our opinion and to the best of our 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 us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 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	Mr. RudraNarainJha	00033291	19/05/2007
2	Mr. OmprakashPrahладraiPacheria	00105278	25/10/2004
3	Mr. Ramesh Gangwal	01281635	13/04/2007
4	Mrs. Sadhana Sachin Deshmukh	02881743	29/05/2015

*the date of appointment is as per the MCA Portal

Ensuring the eligibility 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.

Place: Mumbai
Date: 14.04.2025
UDIN: A022589G000102438

For Mohd Akram.
Company Secretaries

(Mohd Akram)
Proprietor
ACS No: 22589
C.P.NO: 9411

CERTIFICATION BY WHOLE TIME DIRECTOR ON FINANCIAL STATEMENTS/RESULTS OF THE COMPANY AS ON 31.03.2022

I, **O. P. Pacheria**, Whole Time Director of **S KUMARS ONLINE LIMITED**, certify that:

A. I 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. I 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. I 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

Place: Mumbai
Date: 30.05.2022

Independent Auditor's Report

To the Members of S Kumars Online Limited

Report on the Audit of the Standalone Financial Statements

Qualified Opinion

We have audited the standalone financial statements of **S Kumars Online Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2022, 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 Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the effect of the matters described in the Basis of Qualified Section of our report, 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, 2022, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Our Qualified Opinion

- (1) Refer Note No.20 to the standalone audited financial statement of the Company. 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 the Company liabilities exceeded its assets as of 31st March 2022. 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. If the management is not able to infuse adequate money on appropriate time than the going concern assumption might get impacted. However, the Company's standalone financial statement has been prepared on going concern basis.
- (2) Refer Note No. 37 to the standalone audited financial statement of the Company. The Company has not complied with the provisions of Listing Obligations and Disclosure Requirements (LODR) of Stock Exchange Board of India (SEBI) as well as requirement of Exchange as regards to quarterly compliance of Submission of corporate governance report, Submission of shareholding pattern, Submission of statement giving number of investor complaints at the beginning, received, disposed of and remaining unsolved during the quarter, Submission of report for the purpose of reconciliation of share capital held in depositories and in physical form with the issued / listed capital etc. since the quarter ended March 2021 and thereafter. Further, trading of the Company also stands suspended due to the said non-compliances. The Company has also not filed its Annual Goods and Service Tax (GST) Return for the two financial years i.e. for FY 2019-20 and FY 2020-21, also the Company has not filed its Monthly/ Quarterly GST return for the three

years i.e. from FY 2019-20 onwards and based on the same GST number of the Company has been cancelled by the GST Department. Further, the Company has not held its Annual General Meeting since last two years i.e. from FY 2019-20 onwards. The said non-compliances will lead to penalties with SEBI, GST Department, Ministry of Corporate Affairs as well as Exchange, impact of such penalty in the financial statements has not been taken into account by the Company as it is presently unascertainable.

- (3) Attention is invited to Note No. 38 of Audited Financial statements of the Company regarding balances appearing under the head Other Financial Assets, Cash and Cash Equivalent amounting to Rs. 254.06 Lakhs, Trade Payable and Other Current Liability are subject to Confirmation and Reconciliation thereby having consequential impact which is presently unascertainable.

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 (ICAI) 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
The Company as stated above has been facing liquidity issues and hence there have been delays in payment of statutory liabilities of the Company. Refer Note No. 36 of the Standalone Financial Statement	There have been delayed payment of statutory liabilities and filing of returns by the Company in view of cash flow mismatches. The same has been adequately disclosed in Companies (Auditor's Report) Order, 2020. The management of the Company is making efforts to bring new business in the Company and overcome the liquidity issues.

Key Audit Matter	Auditor's Response
The Company did not have any Whole Time Company Secretary as well as Chief Financial Officer as required by the Companies Act, 2013. Refer Note No. 35 of the Standalone Financial Statement.	The Company has not been successful in appointing a Whole Time Company Secretary and Chief Financial Officer inspite of efforts made by the management of the Company. The management continues its efforts to appoint Whole Time Company Secretary and Chief Financial Officer to ensure compliance of the Companies Act, 2013.

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 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 except that stated in Basis of Qualified Opinion and Key Audit Matter above.

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.

Other Matters:

Refer to Note No. 9 of the Audited Standalone Financial Statement of the Company wherein disclosure of shareholders holding greater than 5% of the equity share capital of the Company and details of shareholding of promoters is made. The same is provided by the Company to the extent of information available with the management. However, the same could not be verified with the records maintained by Right and Transfer Agent (RTA) due to non payment of RTA fees. Further, we were not being provided with the Minutes of Board meetings, Annual General Meeting, Secretarial registers and other related records for our verification in the absence of which, we cannot comment on the compliance by the Company with the relevant provisions of the Act in the said regard.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("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) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, 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) We have not received any written representations from any of the directors as on March 31, 2022, hence we cannot comment whether any of the directors are disqualified as on March 31, 2022, 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 a qualified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the matter to be included in the Auditor's Report under Section 97(16) of the Act, in our opinion and according to the information and explanations given to us, as per the information and explanation provided to us and on the basis of records verified by us the Company has not paid any remuneration to its directors during the current year under the provisions of Section 197 of the Act.
- h) 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.
 - iv. (a) As per the information and explanations given to us by the management, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or

provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- (b) As per the information and explanations given to us by the management, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (c) On the basis of above representations, nothing has come to our notice that has caused us to believe that the above representations contained any material mis-statement.
- v. The Company has not declared or paid any dividend during the year.
 - vi. Pursuant to Ministry of Corporate Affairs notification dated 24th March 2021 read with notification dated 31st March 2022, the requirement of reporting by the Auditor on use of accounting software for maintaining its books of account with audit trail (edit log) facility has been deferred till 1st April 2023.

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

Hemanshu Solanki
Partner
Membership No. 132835
UDIN: 22132835AJXWHS2325

Mumbai, dated 30th May 2022

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. **Property, Plant and Equipment:**

- a. A. The Company has updated records showing full particulars including quantitative details and situation of Property, Plant and Equipment on the basis of available information.
- B. The Company does not have Intangible asset during the current as well as previous year.
- b. As explained to us, the plant and equipment have not been physically verified by the management during the year. However, certain Property, Plant and equipment is fully depreciated in the financial statements and the discrepancies, if any, noticed on such verification will not be material. Further since the physical verification was not carried out we are unable to comment on the reasonableness of the frequency of physical verification.
- c. According to the information and explanation given to us and on the basis of our examination of the records of the Company, there is no immovable property held by the Company during the year under review.
- d. The Company has not revalued any of its Property, Plant and Equipment. The Company does not have any intangible assets during the year.
- e. No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii. **Inventories:**

- a. As per the information and explanation given to us by the management, the Company does not hold any inventories and hence provisions of Clause 3(ii)(a) of the Order are not applicable to the Company;
- b. The Company has not been sanctioned working capital limits, at any point of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

iii. **Loans and Advance in the nature of loans granted by the Company**

According to the information and explanations given to us and on the basis of records verified by us during the year, the Company has not provided any guarantee or security or granted any loan or advances in the nature of loans, secured or unsecured,

to companies, firms, Limited Liability Partnership or any other parties during the year, and hence sub-clauses iii (a) to (f) under clause (iii) of the order are not applicable.

iv. **Loans/Guarantees/Investments in / Provision of Security to certain parties**

During the year under review, the Company has not given loans which fall within the purview of Section 185 of the Act as well as not made investments or issued guarantees / security which fall within the purview of Section 186 of the Act. Thus, paragraph (iv) of the Order is not applicable to the Company.

v. **Acceptance of Deposits**

According to the information and explanations given to us, the Company has not accepted deposits as per the directives issued by Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, the provisions of paragraph 3 (v) of the order are not applicable to the Company.

vi. **Maintenance of Cost Records**

As explained to us, maintenance of cost records has not been prescribed by the Central Government for the Company under Section 148(1) of the Act. Accordingly, the provisions of clause 3(vi) of the order are not applicable to the Company during the year under review.

vii. **Undisputed & Disputed Statutory Dues**

a. According to the information and explanations given to us and based on the records examined by us, the Company is irregular in depositing various undisputed material statutory dues with the authorities of respective statutes. Details of various statutory dues as on the balance sheet date which are outstanding for more than six months are given in the table below:

Name of the Statute	Nature of the dues	Amount Rs. in Thousands	Period for which it pertains to
The Employees' Provident Funds & Miscellaneous Provisions Act, 1952	Employees Contribution to PF	68.57	May 2019 to September 2019
Income Tax Act, 1961	TDS Payable	152.02	FY 2019-20 and FY 2020-21
Total		220.59	

b. As per the records provided to us, the details of disputed statutory dues which were lying pending with the Company as on March 31, 2022 are given below:

Name of the Statute	Nature of the dues	Amount (Rs. in Thousands)	Amount paid under protest (Rs. in Thousands)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	48,957.24	NIL	AY 2002-03	Mumbai High Court
The above amount of Income Tax is excluding interest.					

viii. **Undisclosed Income under Income Tax Act**

According to the information and explanations given to us and as per the records examined by us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) as Income during the year.

ix. **Loans from Banks/Financial Institutions/ Government/Debentures**

- a. As per the records verified by us, the Company does not have any loans or borrowings payable to any banks or financial institutions or government during the year under review. Accordingly, the provisions of clause 3(ix) (a) and (c) to (f) of the order are not applicable to the Company.
- b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or any government authority.

x. **Initial public offer, further public offer**

- a. In our opinion and according to the information and explanations given to us and to the best of our knowledge and belief, the Company did not raise money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause 3(x)(a) of the Order is not applicable.
- b. According to the information and explanations given to us and on the basis of our examination of the records, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting on clause 3(x)(b) of the Order is not applicable.

xi. **Frauds on or by the Company**

- a. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company or its officers or employees, noticed or reported during the year, nor have we been informed of such case by the management.
- b. According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c. According to the information and explanations given to us, the Company has not established a vigil mechanism and hence we are unable to check whether any whistle blower complaints were received by the Company during the year.

xii. **Nidhi companies**

The Company is not a Nidhi company during the year under review and hence, the criteria as stipulated under Nidhi Rules 2014 are not applicable to the Company.

xiii. **Related Party Transactions**

According to the information and explanations given by the management, transactions with the related parties are in compliance 188 of the Act where applicable and the details have been disclosed in the notes to the IND AS financial statements, as required by the applicable Indian accounting standards. Further, the Company was unable to establish an Audit Committee and hence the provisions of Section 177 of the Act, has not been complied to this extent.

xiv. **Internal Audit**

In our opinion and based on the examination of the records, though the Company is required to have an internal audit system under section 138 of the Act and the Company did not have an internal audit system for the period under audit.

xv. **Non-cash Transactions with Directors**

As per the information and explanations provided to us, during the year, the Company has not entered into any non-cash transactions with directors or persons connected with the directors within the purview of Section 192 of the Act are not applicable. Accordingly, provisions of clause 3(xv) of the Order are not applicable to the Company.

xvi. **Provisions of 45-IA of the Reserve Bank of India Act, 1934**

- a. As per the information and explanations provided to us and based on the overall operations of the Company, the Company is not required to obtain registration under Section 45-IA of the Reserve Bank of India Act 1934. Accordingly, clauses 3(xvi)(a) and (b) of the Order are not applicable.
- b. The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India and accordingly reporting under clause 3(xvi)(c) of the order is not applicable.
- c. According to the information and explanations provided to us, there are no Core Investment Companies (CICs) within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the order is not applicable.

xvii. **Cash Losses**

The Company has incurred cash losses amounting to Rs. 740.36 thousands during the financial year covered by our audit. The Company has also incurred cash losses during the immediate preceding year amounting to Rs 1,978.47 thousands.

xviii. **Auditor's Resignation**

There has been no resignation of the Statutory Auditors of the Company during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

xix. **Material uncertainty in payment of Liabilities**

According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, material uncertainty exists as on the date of the audit report indicating that the Company is not capable of meeting its liabilities existing at the date of the balance sheet as and when they fall due within a period of one year from the balance sheet date as stated in Para 1 of the basis of qualified opinion above.

xx. **Corporate Social Responsibility**

According to the information and explanations given to us, the provisions of Section 135 of the Act in respect of contribution towards Corporate Social Responsibility is not applicable to the Company during the year. Accordingly, reporting under clause 3(xx)(a) & (b) of the Order is not applicable.

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

Hemanshu Solanki
Partner
Membership No. 132835

UDIN: 22132835AJXWHS2325

Mumbai, dated 30th May 2022

Annexure B to the Auditor's Report of even date on the standalone financial statement- Annexure B

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

We have audited the internal financial controls over financial reporting of **S Kumars Online Limited** ("the Company") as of 31st March, 2022 in conjunction with our audit of the standalone financial statements of the Company comprising of the Balance Sheet as at 31st March 2022, the Statement of Profit and Loss including Comprehensive Income, Statement of Changes in Equity and Cash Flow Statement for the period then ended.

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 (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.

Auditors' 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 and the Standards on Auditing, issued by the ICAI deemed to be prescribed under section 143(10) of the Companies Act, 2013, 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.

Qualified Opinion on adequacy and operative effectiveness of Internal Financial Controls Over Financial Reporting:

According to the information and explanations given to us, and based on our audit, the following material weakness has been identified as at March 31, 2022.

The Company did not have an appropriate internal control system for ensuring compliance to the provision of Stock Exchange Board of India (SEBI) Listing Obligations and Disclosure Requirements (LODR) regulations and certain provisions of the Companies Act, 2013, obtaining confirmations of items appearing under the head Cash and Cash Equivalents, Other Financial Assets, Trade Payables and Other Current Liability.

Qualified Opinion:

According to the information and explanations given to us, except for the possible effects of the material weakness described above on the achievement of the objectives of control criteria, the Company has, in all material respects, an internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, 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. 105929 W

Hemanshu Solanki
Partner
Membership No. 132835
UDIN: 22132835AJXWHS2325

Mumbai, dated 30th May 2022

S Kumars Online Limited

Balance Sheet as at March 31, 2022

(All amounts in INR thousands, unless otherwise stated)

Particulars	Note	As at March 31, 2022	As at March 31, 2021
<u>I. ASSETS</u>			
(1) Non-current Assets			
(a) Property, Plant and Equipment	2	1,496.36	2,402.03
(b) Investments	3	50.00	50.00
(c) Other financial assets	4	14.15	159.94
(d) Income tax assets	5	5,195.33	5,195.33
Total Non-current Assets		6,755.85	7,807.30
(2) Current assets			
(a) Financial assets			
(i) Trade receivables	6	-	-
(ii) Cash and cash equivalents	7	281.83	281.24
(iii) Other financial assets	8	34.85	292.86
Total Current Assets		316.68	574.10
TOTAL ASSETS		7,072.53	8,381.41
<u>II. EQUITY AND LIABILITIES</u>			
Equity			
(a) Equity share capital	9	2,86,250.00	2,86,250.00
(b) Other equity	10	(4,02,714.42)	(4,01,068.39)
Total Equity		(1,16,464.42)	(1,14,818.39)
Liabilities			
(1) Non-current liabilities			
(a) Employee benefit obligations		-	-
Total Non-current Liabilities		-	-
(1) Current liabilities			
Financial liabilities			
(i) Borrowings	11	1,15,038.99	1,14,416.99
(ii) Trade payables	12		
- Due of micro, small and medium enterprises		2,669.25	2,514.00
- Other than micro, small and medium enterprises		1,822.18	1,388.63
Employee benefit obligations	13	-	398.68
Other current liabilities	14	4,006.52	4,481.51
Total Current Liabilities		1,23,536.95	1,23,199.79
TOTAL EQUITY AND LIABILITIES		7,072.53	8,381.41

Significant accounting policies

1

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

For **S K H D & Associates**

For and on behalf of the Board of Directors

Chartered Accountants

Firm Registration No. 105929 W

Hemanshu Solanki

Partner

Membership No. 132835

Mumbai, dated 30th May 2022

O. P. Pacharia

Whole Time Director

DIN: 00105278

Dr. Sadhana Deshmukh

Director

DIN: 02881743

S Kumars Online Limited

Statement of Profit and Loss for the Year Ended 31st March, 2022

(All amounts in INR thousands, unless otherwise stated)

Particulars	Notes	Year ended 31st March 2022 (Rs.)	Year ended 31st March 2021 (Rs.)
Income			
I. Revenue from operations	15	-	-
II. Other Income	16	187.38	225.36
III. Total Revenue (I+II)		187.38	225.36
IV. Expenses			
Changes in inventories		-	-
Employee benefit expenses		-	-
Finance Cost		-	-
Depreciation and amortization	2	905.67	1,002.14
Other expenses	17	927.74	2,203.83
Total Expenses (IV)		1,833.41	3,205.97
V. Profit/(Loss) before exceptional and extraordinary items and tax	(III - IV)	(1,646.03)	(2,980.60)
VI. Exceptional & Extraordinary Items		-	-
VII. Profit/(Loss) before tax (III - IV)		(1,646.03)	(2,980.60)
VIII. Tax expense:			
1. Current Tax		-	-
2. Deferred Tax		-	-
IX. Profit/(Loss) for the period (VII - VIII)		(1,646.03)	(2,980.60)
X. Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss			
(a) Remeasurements of defined benefit plans		-	-
(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)		-	-
XI. Total Comprehensive Income for the year (IX+X)		(1,646.03)	(2,980.60)
XII. Earning per Equity Share (in Rs.)			
(1) Basic		(0.06)	(0.10)
(2) Diluted		(0.06)	(0.10)

Significant accounting policies

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

1

For **S K H D & Associates**

Chartered Accountants

Firm Registration No. 105929 W

For and on behalf of the Board of Directors

Hemanshu Solanki

Partner

Membership No. 132835

Mumbai, dated 30th May 2022

O. P. Pacheria

Whole Time Director

DIN: 00105278

Dr. Sadhana Deshmukh

Director

DIN: 02881743

S Kumars Online Limited

Statement of Changes in Equity for the year ended 31st March 2022

(All amounts in INR thousands, unless otherwise stated)

(A) Equity Share Capital	As at 31.03.2022		As at 31.03.2021	
	No. of shares (in thousands)	Amount (Rs. in thousands)	No. of shares (in thousands)	Amount (Rs. in thousands)
Balance at the beginning of the reporting period	28,625.00	2,86,250.00	28,625.00	2,86,250.00
Add: Forfeited Shares	-	-	-	-
Less: Investments in Shares	-	-	-	-
Balance at the end of the reporting period	28,625.00	2,86,250.00	28,625.00	2,86,250.00

(All amounts in INR thousands, unless otherwise stated)

(B) Other Equity	Reserves & Surplus					Equity Instruments through Other Comprehensive Income	Trust for Investment in Shares	Total
	Capital Reserve	Debenture Redemption Reserve	General Reserve	Retained Earnings	Foreign Currency Monetary Item Translation Difference Account (FCMITDA)			
Balance as at 31st March 2020	-	-	-	(3,98,087.79)	-	-	-	(3,98,087.79)
Profit for the year	-	-	-	(2,980.60)	-	-	-	(2,980.60)
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 2021	-	-	-	(4,01,068.39)	-	-	-	(4,01,068.39)
Balance as at 31st March 2021	-	-	-	(4,01,068.39)	-	-	-	(4,01,068.39)
Profit for the year	-	-	-	(1,646.03)	-	-	-	(1,646.03)
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 2022	-	-	-	(4,02,714.42)	-	-	-	(4,02,714.42)

Significant accounting policies

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

1

For **S K H D & Associates**

Chartered Accountants

Firm Registration No. 105929 W

For and on behalf of the Board of Directors

Hemanshu Solanki

Partner

Membership No. 132835

Mumbai, dated 30th May 2022

O. P. Pacheria

Whole Time Director

DIN: 00105278

Dr. Sadhana Deshmukh

Director

DIN: 02881743

S Kumars Online Limited

Cash Flow Statement For The Year Ended 31st March, 2022

(All amounts in INR thousands, unless otherwise stated)

PARTICULARS	For the Year Ended 31.03.22		For the Year Ended 31.03.21	
	AMOUNT (Rs.)	AMOUNT (Rs.)	AMOUNT (Rs.)	AMOUNT (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit/(Loss) before Tax		(1,646.03)		(2,980.60)
Adjusted for:				
a) Depreciation and Amortisation	905.67		1,002.14	
b) Provision for Tax	-		-	
c) Deferred Tax	-		-	
d) Dividend Received	-		-	
e) Extra Ordinary Expenses	-		-	-
f) Interest Income	(7.21)		(8.06)	
g) Interest Expenses	-		-	
h) Provision for diminution in investment	-		-	
		898.46		994.08
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		(747.57)		(1,986.52)
a) Inventories	-		-	
b) Other Current Assets	145.79		433.52	
c) Other Financial Assets	258.01		916.49	
d) Other Current Liabilities	-		-	
e) Current Liabilities	(284.86)		(220.10)	
		118.94		1,129.91
CASH GENERATED FROM OPERATIONS		(628.63)		(856.62)
Less:				
a) Direct Taxes Paid/Adjustments(Deferred Tax)		-		-
Cash inflow before prior period adjustment		(628.63)		(856.62)
Less: Prior Period Adjustment		-		-
NET CASH GENERATED FROM OPERATING ACTIVITIES: (A)		(628.63)		(856.62)
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	622.00		756.30	
b) Transfer to Other Comprehensive Income	-		-	
c) Preference Dividend paid including Tax	-		-	
d) Interest on Fixed Deposits	7.21		8.06	
e) Interest Expenses	-		-	
f) Deferred tax	-		-	
		629.21		764.36
NET CASH USED IN FINANCING ACTIVITIES: (C)		629.21		764.36
	(A)+(B)+(C)	0.58	(A)+(B)+(C)	(92.26)
Opening Balance of Cash & Cash Equivalents		281.24		373.50
Closing Balance of Cash & Cash Equivalents		281.82		281.24

Significant accounting policies

1

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

For **S K H D & Associates**

Chartered Accountants

Firm Registration No. 105929 W

For and on behalf of the Board of Directors

Hemanshu Solanki

Partner

Membership No. 132835

Mumbai, dated 30th May 2022

O. P. Pacharia

Whole Time Director

DIN: 00105278

Dr. Sadhana Deshmukh

Director

DIN: 02881743

S Kumars Online Limited

Note 1: Significant Accounting Policies and Notes on Accounts – 31st March 2022

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

Compliance with Accounting Standards

The 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”). These are the Company’s first Ind AS financial statements and accordingly, Ind AS 101, ‘First-time Adoption of Indian Accounting Standards’ has been applied. The policies set out below have been consistently applied during the year presented.

The financial statements up to year ended March 31, 2017, were prepared in accordance with the Accounting Standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act (“Previous GAAP”).

The financial statements for the year ended March 31, 2018 were for the first time the Company has prepared in accordance with Ind AS. An explanation of how the transition from previous GAAP to Ind AS has affected the Company’s financial position, financial performance and cash flows including reconciliations and descriptions of the effect of the transition are provided in 2.2 below (Reconciliation between previous GAAP and Ind AS).

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

❖ **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 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. Historical cost convention

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

c. 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.

d. 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

e. 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 ad 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.

f. **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.

g. **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.

(h) **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 on Accounts to the Standalone Financial Statements for the Year Ended 31st March 2022

19. Contingent liabilities and commitments (to the extent not provided for)
- a) Income Tax Matters (Details given in table below) - Rs. 4,8957.24 thousand, excluding interest (Previous Year - Rs. 4,8957.24 thousand, excluding interest)

Authority	Nature of dues	Amount (Rs. in Thousands)	Assessment Year	Forum
Income Tax Department	Income Tax	48,957.24	2002-03	Mumbai High Court
The above amount of Income Tax is excluding interest.				

- b) Legal cases with Franchisees and Strategic Business Associates - Rs. 1,168 thousand (Previous Year - Rs. 1,168 thousand)
20. 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, the Company will be in revival mode and thereby going concern will not be affected.
21. 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.
22. 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. Accordingly, the said disclosure is not given.
23. 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 -

(Rs. In '000s)

Sr. No.	Particulars	As on March 31, 2022	As on March 31, 2021
1	Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end.	2,669.25	2,514.00
2	Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end.	--	--
3	Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year.	--	--
4	Interest paid , other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year.	--	--
5	Interest paid , under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	--	--

Sr. No.	Particulars	As on March 31, 2022	As on March 31, 2021
6	<u>Interest due and payable</u> towards suppliers registered under MSMED Act, for payments already made	--	--
7	Further <u>interest remaining due and payable</u> for earlier years	--	--

24. Basic & Diluted Earnings per Share:

Basic and Diluted earnings per share is calculated as under:

Particulars	2021-22	2020-21
Numerator - Profit / (Loss) as per the Statement of Profit & Loss (Rs. In '000s)	(1,646.03)	(2,980.60)
Denominator- No. of Equity Share outstanding (Numbers in '000s)	28625	28625
Nominal value of share (In Rs.)	10	10
Basic & Diluted Earnings per Share (In Rs.)	(0.06)	(0.10)

25. 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. Pacharia - Whole Time Director

Note: Related parties have been identified by the Management.

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

		(Rs. in '000s)	
<u>Transactions</u>		Subsidiaries	KMP
Remuneration Paid	Current Year	--	--
	Previous Year	--	--
Unsecured Loans repaid	Current Year	--	--
	Previous Year	(1.20)	--
<u>Balances outstanding at the end of the year</u>			
Unsecured Loans	Current Year	150.89	--
	Previous Year	(150.89)	--
Investment	Current Year	499.40	--
	Previous Year	(499.40)	--

26. Taxation

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

27. 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".
28. The Company has made a provision in respect of erosion in the book value of unquoted Investments. As on the date of this Financial Statement the amount of Investment is Rs. 499.40 thousand and the amount of total provision made is Rs. 449.40 thousand.
29. There is no inventory with the Company at the beginning and at the closing of the year.
30. Expenditure in Foreign Currency - Rs. NIL (Previous Year - Rs. NIL)
Earnings in Foreign Currency - Rs. NIL (Previous Year - Rs. NIL)
31. 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	2021-22	2020-21
Financial assets		
<u>Non-current</u>		
Other financial assets	14.15	159.94
<u>Current</u>		
Trade receivables	--	--
Cash and cash equivalents	281.83	281.24
Other financial assets	34.85	292.86
Total financial assets	330.83	734.04
Financial liabilities		
Borrowings	1,15,038.99	1,14,416.99
Trade payables	4,491.44	3,902.63
Total financial liabilities	1,19,530.43	1,18,319.62

(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.

There were no transfers between any levels during the year.

32. 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 amortized 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.

(Rs. in '000s)

March 31, 2022	Less than 1 years	Between 1 year and 5 years	More than 5 years	Total
Financial liabilities				
Loans from related parties	1,15,038.99	--	--	1,15,038.99
Dues to Related Party	--	--	--	--
Creditors for supplies and services	4,491.44	--	--	4,491.44
Other financial liabilities	--	--	--	--
Total financial liabilities				1,19,530.43

March 31, 2021	Less than 1 years	Between 1 year and 5 years	More than 5 years	Total
Financial liabilities				
Loans from related parties	1,14,416.99	--	--	1,14,416.99
Dues to Related Party	--	--	--	--
Creditors for supplies and services	3,790.89	111.74	--	3,902.63
Other financial liabilities	--	--	--	--
Total financial liabilities				1,18,319.62

33. 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, 2022	March 31, 2021
Equity	(1,16,464.42)	(1,14,818.39)

40. **Trade Receivable ageing**

As at 31st March 2022

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	TOTAL
(i) Undisputed Trade receivables - considered good						930.16	930.16
(ii) Undisputed Trade Receivables - considered doubtful						-	-
(iii) Disputed Trade Receivables considered good						-	-
(iv) Disputed Trade Receivables considered doubtful						-	-

As at 31st March 2021

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	TOTAL
(i) Undisputed Trade receivables - considered good						930.16	930.16
(ii) Undisputed Trade Receivables - considered doubtful						-	-
(iii) Disputed Trade Receivables considered good						-	-
(iv) Disputed Trade Receivables considered doubtful						-	-

41. The Company has not traded in crypto currency or virtual currency during the year.
42. The Company is not required to spend any amount in terms of provisions of Section 135 of the Act on Corporate Social Responsibility.
43. The Company is not declared a willful defaulter by any bank or financial institution or other lenders.
44. No proceedings were initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988.
45. Payment to Auditors

Particulars	Year Ended 31.03.2022	Year Ended 31.03.2021
i) Towards Statutory Audit Fee	115.00	115.00
ii) Tax Audit Fee	-	-
iii) Towards Certification Fee	110.00	110.00
Total	225.00	225.00

46. The Company has complied with the number of layers prescribed under clause (87) of Section 2 of the Companies Act read with the Companies (Restriction on number of Layers) Rules, 2017.

47. Since the Company has no borrowings from banks or financial institutions on the basis of security of current assets, disclosure of the following is not applicable:
- i. Quarterly returns or statements of current assets filed by the Company with banks or financial institutions whether are in agreement with the books of accounts.
 - ii. Summary of reconciliation and reasons of material discrepancies.
48. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
49. The Company does not have any unutilised amounts in respect of any issue of securities. The company does not have long-term borrowings from banks and financial institutions.
50. Previous year's figures have been regrouped / reclassified wherever considered necessary.

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

For and on behalf of the Board of Directors

Hemanshu Solanki
Partner
Membership No. - 132835

O. P. Pacheria
Whole Time Director
DIN: 00105278

Dr. Sadhana Deshmukh
Director
DIN: 02881743

Mumbai, dated 30th May 2022

S Kumars Online Limited

CIN: L45400MH1999PLC119875

Reg. Office: "Avadh", Avadhesh Parisar, G. K. Marg, Worli, Mumbai - 400013.

Statement on Impact of Audit Qualifications on Standalone Financial Statements for the Financial Year ended March 31, 2022 [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	1,87,378	1,87,378
	2.	Total Expenditure	18,33,405	18,33,405
	3.	Net Profit/(Loss)	-16,46,027	-16,46,027
	4.	Earnings Per Share	-0.06	-0.06
	5.	Total Assets	70,72,531	70,72,531
	6.	Total Liabilities	12,35,36,945	12,35,36,945
	7.	Net Worth	-11,64,64,415	-11,64,64,415
	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 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 2021 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.				
2. the Company has not filed its Goods & Service Tax (GST) return for over six months and based on it Company GST number has been cancelled by the department.				
3. The Company has not complied with compliance of Listing Obligations and Disclosure Requirements (LODR) of Stock Exchange Board of India (SEBI) as well as requirement of Exchange as regards to quarterly compliance of Submission of corporate governance report, Submission of shareholding pattern, Submission of statement giving number of investor complaints at the beginning, received, disposed off and remaining unsolved during the quarter, Submission of report for the purpose of reconciliation of share capital held in depositories and in physical form with the issued / listed capital etc. Further, trading of the Company also stands suspended the said non compliance. The Company has not filed its annual return also for the previous year.				
b. Type of Audit Qualification : Qualified Opinion				
c. Frequency of qualification: Continuing for 7 years including current year for qualification No. 1 and for 1 years including current year for qualification No. 2 and 3.				
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. Due to the pendamic situation since March 2020 and financial position of the company, management was not able to retain any employee in the company. As a result company has not filed GST returns and has not complied with compliance of Listing Obligations and Disclosure Requirements (LODR) of Stock Exchange Board of India (SEBI) during the quarter. Management is continuously trying to appoint the skilled employee and further to comply with all the compliances as required.				

(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.

The Company is in planning to initiate process with the department to reactive its GST number and do necessary compliance, the consequential impact of the said GST input credit in Standalone Financial Results disclosed under the head Other financial assets amounting to Rs 258.21 thousand is presently unascertainable.

The said non compliance will lead to penalties with SEBI, Ministry of Corporate Affair as well as Exchange impact of such penalty in the financial has not been taken into account by the Company as is presently unascertainable.

III. Signatories:	
Mr. O. P. Pacharia Whole Time Director	Sd/-
Mr. Ramesh Gangwal Audit Committee Chairman	Sd/-
Mr. Hemanshu Solanki Partner, S K H D & Associates	Sd/-
Place: Mumbai	
Date: 30/05/2022	

S KUMARS ONLINE LIMITED

CIN: L45400MH1999PLC119875

“Avadh Bldg.” Avadhesh Parisar, G. K. Marg, Worli, Mumbai – 400018.

Form AOC-I

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

Statement containing salient features of the financial statement of Subsidiaries/
Associates Companies/ Joint Ventures as at 31.03.2022
(Information in respect of each subsidiary to be presented with amounts in INR Thousand)

Part “A” Subsidiaries

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 Thousands
4.	Share capital	500.00
5.	Reserves & surplus	(460.42)
6.	Total assets	152.15
7.	Total Liabilities	112.56
8.	Investments	Nil
9.	Turnover	Nil
10.	Profit before taxation	(51.74)
11.	Provision for taxation	0
12.	Profit after taxation	(51.74)
13.	Proposed Dividend	Nil
14.	% of share holding	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

S KUMARS ONLINE LIMITED

CIN: L45400MH1999PLC119875

“Avadh Bldg.” Avadhesh Parisar, G. K. Marg, Worli, Mumbai – 400018.

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 there is significant influence			
5. Reason why the associate/joint venture is not consolidated			
6. Net worth 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.

O. P. Pacheria
Whole Time Director
(DIN: 00105278)

R. N. Jha
Director
(DIN: 00033291)

Date : 30.05.2022

Place: Mumbai

Independent Auditor's Report

To the Members of S Kumars Online Limited

Report on the Audit of the Consolidated Financial Statements

Qualified 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 Consolidated Balance Sheet as at 31st March 2022, the Consolidated Statement of Profit and Loss (including other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Ind AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the aforesaid Consolidated Ind AS Financial Statements 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, 2022, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

- (1) Refer Note No. 19 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 2022 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. 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 is prepared on going concern basis.
- (2) Refer Note No. 36 to the Consolidated audited financial statement of the Group. The holding Company has not complied with provisions of Listing Obligations and Disclosure Requirements (LODR) of Stock Exchange Board of India (SEBI) as well as requirement of Exchange as regards to quarterly compliance of Submission of corporate governance report, Submission of shareholding pattern, Submission of statement giving number of investor complaints at the beginning, received, disposed of and remaining unsolved during the quarter, Submission of report for the purpose of reconciliation of share capital held in depositories and in physical form with the issued / listed capital etc. since the quarter ended March 2021 and thereafter. Further, trading of the holding Company also stands suspended the said noncompliance. The holding Company has not filed its Annual Goods and Service Tax (GST) Return for

the two financial years i.e. FY 2019-20 and FY 2020-21, also the holding Company has not filed its Monthly/ Quarterly GST return for the three years i.e. from FY 2019-20 onwards and based on the same GST number of the company has been cancelled by the GST Department. Further, the Company has not held its Annual General Meeting since last two years i.e. from FY 2019-20 onwards. The said non compliances will lead to penalties with SEBI, Ministry of Corporate Affairs as well as Exchange impact of such penalty in the financial statements has not been taken into account by the holding Company as it is presently unascertainable.

- (3) Attention is invited to Note No. 37 of Consolidated Audited Financial Results of the Group regarding balances in books of Holding Company appearing under the head Other Financial Assets, Cash and Cash Equivalent amounting to Rs. 254.06 Lakhs, Trade Payable and Other Current Liability are subject to Confirmation and Reconciliation thereby having consequential impact which is presently unascertained.

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 Ind AS 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 (ICAI) together with the ethical requirements that are relevant to our audit of the Consolidated Ind AS 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 qualified opinion on the Consolidated Ind AS 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 Ind AS Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Ind AS Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Basis for Qualified Opinion section we have determined the following matter to be the Key audit matter to be communicated in our Report.

Key Audit Matter	Auditor's Response
The Holding Company have been facing liquidity issues as hence there has been delays in payment of statutory liabilities of the company. Refer Note No. 35 of the Consolidated Financial Statement	We have observed that there has been delays payment of statutory liabilities filing of returns by the Holding company in view of cash flow mismatches the same has been adequately disclosed in Holding Companies (Auditor's Report) Order, 2020. The management of the Company is making efforts to bring new business in the Company and overcome the liquidity issues.

Key Audit Matter	Auditor's Response
The Holding Company did not have any Whole time Company Secretary as well as Chief Financial Officer as required by the Companies Act, 2013. Refer Note No. 34 of the Consolidated Financial Statement	The Holding Company has not been successful in appointing a Whole Time Company Secretary and Chief Financial Officer inspite of efforts made by the management of the Holding Company. The Holding Company's management continues its efforts to appoint Whole Time Company Secretary and Chief Financial Officer to ensure compliance of the Companies Act, 2013.

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 Board's Report including Annexures to Board's Report but does not include the Consolidated Ind AS Financial Statements and our auditor's report thereon. Our opinion on the Consolidated Ind AS 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 Ind AS 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 Ind AS 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 except that stated in Basis for Qualified Opinion above.

Management's Responsibility for the Consolidated Ind AS 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 Ind AS Financial Statements that give a true and fair view of the Consolidated financial position, Consolidated financial performance, Consolidated total Comprehensive Income, Consolidated changes in equity and Consolidated 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 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 Ind AS 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 Ind AS Financial Statements, the respective management of the Companies included in "the Group" 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 of the Holding Company or its subsidiaries either intends to liquidate the Holding Company or its subsidiaries or to cease operations, or has no realistic alternative but to do so. The Holding Company's Board of Directors is also responsible for overseeing "the Group's" financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Ind AS 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 Ind AS Financial Statements. As a part of an audit in accordance with the SAs, we exercise professional judgment and maintain professional skepticism throughout the Audit.

We also:

- Identify and assess the risk of material misstatement of the Consolidated Ind AS 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 of the Companies included in "the Group".
- 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 Ind AS 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 Ind AS Financial Statements, including the disclosures, and whether the Consolidated Ind

ASFinancial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Consolidated Ind ASFinancial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Ind ASFinancial 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 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 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.

Other Matters:

- a) Refer to Note No. 8 of the Audited Consolidated Financial Statement of the Group wherein disclosure of shareholders holding greater than 5% of the equity share capital of the Holding Company and details of shareholding of promoters is made. The same is provided by the Company to the extent of information available with the management. However, the same could not be verified with the records maintained by Right and Transfer Agent (RTA) due to non payment of RTA fees. Further, we were not being provided with the Minutes of Board meetings, Annual General Meeting, Secretarial registers and other related records for our verification in the absence of which, we cannot comment on the compliance by the Group with the relevant provisions of the Act in the said regard.
- b) We did not audit the financial statements of the Subsidiary Company, whose financial statements reflect total assets of Rs. 150.94 thousand as at 31st March, 2022 total Loss of Rs. 5.90 thousands 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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, 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 Group" so far as it appears from our examination of those books.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including other Comprehensive Income, Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of accounts.
 - d) Except for the effects of the matters described in the Basis for Qualified Opinion paragraph above, in our opinion the aforesaid Consolidated IND AS 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) We have not received any written representations from any of the Directors of the Holding and Subsidiary Companies as on March 31, 2022, hence we cannot comment whether any of the directors are disqualified as on March 31, 2022, 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 Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses a qualified opinion on the adequacy and operating effectiveness of "the Group's" internal financial controls over financial reporting.
 - g) With respect to the matter to be included in the Auditor's Report under Section 97(16) of the Act, in our opinion and according to the information and explanations given to us, as per the information and explanation provided to us and on the basis of records verified by us the Group has not paid any remuneration to its directors during the current year under the provisions of Section 197 of the Act.
 - h) 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.
 - a. As per the information and explanations given to us by the management, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (b) As per the information and explanations given to us by the management, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (c) On the basis of above representations, nothing has come to our notice that has caused us to believe that the above representations contained any material mis-statement.
- iv. The Company has not declared or paid any dividend during the year.
- v. Pursuant to Ministry of Corporate Affairs notification dated 24th March 2021 read with notification dated 31st March 2022, the requirement of reporting by the Auditor on use of accounting software for maintaining its books of account with audit trail (edit log) facility has been deferred till 1st April 2023.

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

Hemanshu Solanki
Partner
Membership No. 132835
UDIN: 22132835AJXWMA9317

Mumbai, dated 30th May 2022

Annexure -A to the Independent Auditors' Report for year ended on 31st March 2022

(Referred to in paragraph V(1) of our report of even date)

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

- xxi. With respect to the matters specified in clause (xxi) of paragraph (3) and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of respective companies included in the Consolidated Financial Statements to which reporting under CARO is applicable, as provided to us by the Management of the Parent, we report that in respect of those companies where audits have been completed under section 143 of the Act, there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said companies included in the Consolidated Financial Statements except for the following:

Sr.	Name of the entities	CIN	Holding Company/ Subsidiary/ JV/ Associate / Joint operation	Clause number of the CARO report which is unfavourable or qualified or adverse
1	S Kumar Online Limited	L45400MH1999PLC119875	Holding	i(b), vii(a), xi (c), xiii, xiv, xix
2	E-Assurance Services (India) Limited	U66010MH2002PLC137709	Subsidiary	xix

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

Hemanshu Solanki
Partner
Membership No. 132835

UDIN: 22132835AJXWMA9317

Mumbai, dated 30th May 2022

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 Consolidated financial statements of **S Kumars Online Limited**(hereinafter referred to as "the Holding Company") and its subsidiary (collectively referred to as "the Group")as at 31st March 2022 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.

Qualified Opinion on adequacy and operative effectiveness of Internal Financial Controls Over Financial Reporting:

According to the information and explanations given to us, and based on our audit, the following material weakness has been identified as at March 31, 2022.

The Holding Company did not have an appropriate internal control system for ensuring compliance to the provision of Stock Exchange Board of India (SEBI) Listing Obligations and Disclosure Requirements (LODR) regulations and certain provisions of the Companies Act, 2013, obtaining confirmations of items appearing under the head Cash and Cash Equivalents, Other Financial Assets, Trade Payables and Other Current Liability. Further, the subsidiary Company did not have an appropriate internal control system for ensuring compliance to the provisions of the Companies Act, 2013 with respect to the Minutes of Board meetings, Secretarial registers and other related records for our verification in the absence of

which, we cannot comment on the compliance by the Company with the relevant provisions of the Act in the said regard.

Qualified Opinion:

According to the information and explanations given to us, except for the possible effects of the material weakness described above on the achievement of the objectives of control criteria, the Group has, in all material respects, an internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, 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. 105929 W

Hemanshu Solanki
Partner
Membership No. 132835

UDIN: 22132835AJXWMA9317

Mumbai, dated 30th May 2022

S Kumars Online Limited

Consolidated Balance Sheet as at March 31, 2022

(All amounts in INR thousands, unless otherwise stated)

Particulars	Note	As at March 31, 2022	As at March 31, 2021
<u>I. ASSETS</u>			
(1) Non-current Assets			
(a) Property, Plant and Equipment	2	1,496.37	2,402.03
(b) Other financial assets	3	14.15	159.94
(c) Income tax assets	4	5,195.33	5,195.33
Total Non-current Assets		6,705.85	7,757.31
(2) Current assets			
(a) Financial assets			
(i) Trade receivables	5	-	-
(ii) Cash and cash equivalents	6	281.87	281.27
(iii) Other financial assets	7	34.85	292.86
Total Current Assets		316.72	574.13
TOTAL ASSETS		7,022.56	8,331.44
<u>II. EQUITY AND LIABILITIES</u>			
Equity			
(a) Equity share capital	8	2,86,250.00	2,86,250.00
(b) Other equity	9	(4,02,737.87)	(4,01,085.95)
Equity attributable to owners		(1,16,487.87)	(1,14,835.95)
Non-controlling interests	10	0.03	0.04
Total Equity		(1,16,487.84)	(1,14,835.91)
Liabilities			
(1) Non-current liabilities			
(a) Employee benefit obligations		-	-
Total Non-current Liabilities		-	-
(2) Current liabilities			
Financial liabilities			
(i) Borrowings	11	1,14,888.09	1,14,266.09
(ii) Trade payables	12		
-Due of micro, small and medium enterprises		2,669.25	2,514.00
-Other than micro, small and medium enterprises		1,834.67	1,401.12
Employee benefit obligations	13	-	398.68
Other current liabilities	14	4,118.38	4,587.46
Total Current Liabilities		1,23,510.39	1,23,167.35
TOTAL EQUITY AND LIABILITIES		7,022.55	8,331.44

Significant accounting policies

1

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

For **S K H D & Associates**

For and on behalf of the Board of Directors

Chartered Accountants

Firm Registration No. 105929 W

Hemanshu Solanki

Partner

Membership No. 132835

Mumbai, dated 30th May 2022

O. P. Pacharia

Whole Time Director

DIN: 00105278

Dr. Sadhana Deshmukh

Director

DIN: 02881743

S Kumars Online Limited

Consolidated Statement of Profit and Loss for the Year Ended 31st March, 2022

(All amounts in INR thousands, unless otherwise stated)

Particulars	Notes	Year ended 31st March 2022 (Rs.)	Year ended 31st March 2021 (Rs.)
Income			
I. Revenue from operations		-	-
II. Other Income	15	187.38	225.36
III. Total Revenue (I+II)		187.38	225.36
IV. Expenses			
Changes in inventories		-	-
Employee benefit expenses		-	-
Finance Cost		-	-
Depreciation and amortization	2	905.67	1,002.14
Other expenses	16	933.66	2,210.95
Total Expenses (IV)		1,839.31	3,213.08
V. Profit/(Loss) before exceptional and extraordinary items and tax	(III - IV)	(1,651.93)	(2,987.70)
VI. Exceptional & Extraordinary Items		-	-
VII. Profit/(Loss) before tax (III - IV)		(1,651.93)	(2,987.70)
VIII. Tax expense:			
1. Current Tax		-	-
2. Deferred Tax		-	-
IX. Profit/(Loss) for the period (VII - VIII)		(1,651.93)	(2,987.70)
X. Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss			
(a) Remeasurements of defined benefit plans		-	-
(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)		-	-
XI. Total Comprehensive Income for the year (IX+X)		(1,651.93)	(2,987.70)
Loss is attributable to:			
Owners of Skumars Online Limited		(1,651.92)	(2,987.70)
Non-controlling interests		(0.01)	(0.01)
Other comprehensive income is attributable to:			
Owners of Skumars Online Limited		-	-
Non-controlling interests		-	-
Total comprehensive income is attributable to:			
Owners of Skumars Online Limited		(1,651.92)	(2,987.70)
Non-controlling interests		(0.01)	(0.01)
Earning per Equity Share			
(1) Basic		(0.06)	(0.10)
(2) Diluted		(0.06)	(0.10)

Significant accounting policies

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

1

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

For and on behalf of the Board of Directors

Hemanshu Solanki
Partner
Membership No. 132835

O. P. Pacharia
Whole Time Director
DIN: 00105278

Dr. Sadhana Deshmukh
Director
DIN: 02881743

Mumbai, dated 30th May 2022

S Kumars Online Limited

Consolidated Statement of Changes in Equity for the year ended 31st March 2022

(All amounts in INR thousands, unless otherwise stated)

(A) Equity Share Capital	As at 31.03.2022		As at 31.03.2021	
	No. of shares (in thousands)	Amount (Rs. in thousands)	No. of shares (in thousands)	Amount (Rs. in thousands)
Balance at the beginning of the reporting period	28,625.00	2,86,250.00	28,625.00	2,86,250.00
Add: Forfeited Shares	-	-	-	-
Less: Investments in Shares	-	-	-	-
Balance at the end of the reporting period	28,625.00	2,86,250.00	28,625.00	2,86,250.00

(All amounts in INR thousands, unless otherwise stated)

(B) Other Equity	Reserves & Surplus					Equity Instruments through Other Comprehensive Income	Trust for Investment in Shares	Total
	Capital Reserve	Debenture Redemption Reserve	General Reserve	Retained Earnings	Foreign Currency Monetary Item Translation Difference Account (FCMITDA)			
Balance as at 31st March 2020	-	-	-	(3,98,098.26)	-	-	-	(3,98,098.26)
Profit for the year	-	-	-	(2,987.70)	-	-	-	(2,987.70)
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 2021	-	-	-	(4,01,085.95)	-	-	-	(4,01,085.95)
Balance as at 31st March 2021	-	-	-	(4,01,085.95)	-	-	-	(4,01,085.95)
Profit for the year	-	-	-	(1,651.92)	-	-	-	(1,651.92)
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 2022	-	-	-	(4,02,737.87)	-	-	-	(4,02,737.87)

Significant accounting policies

1

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

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

For and on behalf of the Board of Directors

Hemanshu Solanki
Partner
Membership No. - 132835

O. P. Pacheria
Whole Time Director
DIN: 00105278

Dr. Sadhana Deshmukh
Director
DIN: 02881743

Mumbai, dated 30th May 2022

S Kumars Online Limited

Consolidated Cash Flow Statement For The Year Ended 31st March, 2022

(All amounts in INR thousands, unless otherwise stated)

PARTICULARS	For the Year Ended 31.03.22		For the Year Ended 31.03.21	
	AMOUNT (Rs.)	AMOUNT (Rs.)	AMOUNT (Rs.)	AMOUNT (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit/(Loss) before Tax		(1,651.93)		(2,987.70)
Adjusted for:				
a) Depreciation and Amortisation	905.67		1,002.14	
b) Provision for Tax	-		-	
c) Deferred Tax	-		-	
d) Dividend Received	-		-	
e) Extra Ordinary Expenses	-		-	-
f) Interest Income	(7.21)		(8.06)	
g) Interest Expenses	-		-	
h) Provision for Doubtful Debts	-		-	
		898.46		994.08
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		(753.47)		(1,993.62)
a) Inventories	-		-	
b) Other Current Assets	145.79		433.52	
c) Other Financial Assets	258.01		916.49	
d) Other Non Current Liabilities	-		-	
e) Current Liabilities	(278.96)		(214.20)	
		124.84		1,135.81
CASH GENERATED FROM OPERATIONS		(628.63)		(857.82)
Less:				
a) Direct Taxes Paid/Adjustments(Deferred Tax)		-		-
Cash inflow before prior period adjustment		(628.63)		(857.82)
Less: Prior Period Adjustment		-		-
NET CASH GENERATED FROM OPERATING ACTIVITIES: (A)		(628.63)		(857.82)
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	622.00		757.50	
b) Transfer to Other Comprehensive Income	-		-	
c) Preference Dividend paid including Tax	-		-	
d) Interest on Fixed Deposits	7.21		8.06	
e) Interest Expenses	-		-	
f) Deferred tax	-		-	
NET CASH USED IN FINANCING ACTIVITIES: (C)		629.21		765.56
	(A)+(B)+(C)	0.58	(A)+(B)+(C)	(92.26)
Opening Balance of Cash & Cash Equivalents		281.27		373.53
Closing Balance of Cash & Cash Equivalents		281.86		281.27

Significant accounting policies

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

1

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

For and on behalf of the Board of Directors

Hemanshu Solanki
Partner
Membership No. - 132835

O. P. Pacharia
Whole Time Director
DIN: 00105278

Dr. Sadhana Deshmukh
Director
DIN: 02881743

Mumbai, dated 30th May 2022

S Kumars Online Limited - Consolidated

Note 1: Significant Accounting Policies and Notes on Consolidated Accounts - 31st March 2022

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

Compliance with Accounting Standards

The consolidated 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"). These are the Company's first Ind AS financial statements and accordingly, Ind AS 101, 'First-time Adoption of Indian Accounting Standards' has been applied. The policies set out below have been consistently applied during the year presented.

The financial statements up to year ended March 31, 2017, were prepared in accordance with the Accounting Standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act ("Previous GAAP").

The financial statements for the year ended March 31, 2018 were for the first time the Company has prepared in accordance with Ind AS. An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows including reconciliations and descriptions of the effect of the transition are provided in 2.2 below (Reconciliation between previous GAAP and Ind AS).

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

❖ **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 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. Intercompany 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 on Accounts to the Consolidated Financial Statements for the Year Ended 31st March 2022

18. Contingent liabilities and commitments (to the extent not provided for)
- a) Income Tax Matters (Details given in table below) - Rs. 4,8957.24 thousand, excluding interest (Previous Year - Rs. 4,8957.24 thousand, excluding interest)

Authority	Nature of dues	Amount (Rs. in Thousands)	Assessment Year	Forum
Income Tax Department	Income Tax	48,957.24	2002-03	Mumbai High Court
The above amount of Income Tax is excluding interest.				

- b) Legal cases with Franchisees and Strategic Business Associates - Rs. 1,168 thousand (Previous Year - Rs. 1,168 thousand)
19. The management of holding Company is constantly trying to introduce new E-Commerce business model to eradicate cash flow mismatches and negative net worth of the Holding Company. Management is confident that in near future Holding Company will be in revival mode and thereby going concern will not be affected.
20. 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.
21. 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.
22. 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 -

(Rs. In '000s)

Sl. No.	Particulars	As on March 31, 2022	As on March 31, 2021
1	Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	2,681.74	2526.49
2	Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	--	--
3	Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	--	--
4	Interest paid , other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	--	--

Sl. No.	Particulars	As on March 31, 2022	As on March 31,2021
5	Interest paid , under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	--	--
6	Interest due and payable towards suppliers registered under MSMED Act, for payments already made	--	--
7	Further interest remaining due and payable for earlier years	--	--

23. Basic & Diluted Earnings per Share:

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

Particulars	2021-22	2020-21
Numerator - Profit / (Loss) as per the Statement of Profit & Loss	(1,651.93)	(2,987.70)
Denominator- No. of Equity Share outstanding	28625	28625
Nominal value of share	10	10
Basic & Diluted Earnings per Share (In Rs.)	(0.06)	(0.10)

24. Related Party Disclosure

As per Indian Accounting Standards - 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

Note: Related parties have been identified by the Management.

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

Transactions	(Rs. in '000s)	
	Subsidiaries	KMP
Remuneration Paid	Current Year	--
	Previous Year	--

25. Taxation

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

26. 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".

27. 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).

28. There is no inventory with the Company at the beginning and at the closing of the year.

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

30. 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	2021-22	2020-21
Financial assets		
<u>Non-current</u>		
Other financial assets	14.15	159.94
<u>Current</u>		
Trade receivables	--	--
Cash and cash equivalents	281.87	281.27
Other financial assets	34.85	292.86
Total financial assets	330.87	734.08
Financial liabilities		
Borrowings	1,14,888.09	1,14,266.09
Trade payables	4,503.92	3,915.12
Total financial liabilities	1,19,392.01	1,18,181.21

(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.

There were no transfers between any levels during the year.

31. 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.

(Rs. in

'000s)

March 31, 2022	Less than 1 years	Between 1 year and 5 years	More than 5 years	Total
Financial liabilities				
Loans from related parties	1,14,888.09	--	--	1,14,888.09
Dues to Related Party	--	--	--	--
Creditors for supplies and services	4,503.92	--	--	4,503.92
Other financial liabilities	--	--	--	--
Total financial liabilities				1,19,392.01

March 31, 2021	Less than 1 years	Between 1 year and 5 years	More than 5 years	Total
Financial liabilities				
Loans from related parties	1,14,266.09	--	--	1,14,266.09
Dues to Related Party	--	--	--	--
Creditors for supplies and services	3,803.38	111.74	--	3,915.12
Other financial liabilities	--	--	--	--
Total financial liabilities				1,18,181.21

32. 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, 2022	March 31, 2021
Equity	(1,16,487.84)	(1,14,835.91)

33. The Holding Company's primary business is 'E-Commerce'. The Director of the Company is responsible for taking decisions in respect of allocation of resources and assessing the Company's performance and is thus considered to be Chief Operating Decision Maker ('CODM') in terms of Ind AS 108. The CODM reviews the company's performance on the analysis of profit before tax at overall level. Accordingly, the Company is considered to have a single operating segment, namely, E-Commerce.
34. The Holding Company did not have Whole Time Company Secretary and Chief Financial Officer for whole year. The management is constantly making effort to appoint a whole time Company Secretary and a Chief Financial Officer and the same will be appointed once suitable candidates are available.
35. There has been delay's in payment of statutory liabilities of the holding company due to liquidity issues. Management is making effort to bring new business in the company and overcome the liquidity issues.
36. Due to the pandemic situation since March 2020 and financial position of the Group, management was not able to retain any employee in the Group. As a result, Holding Company has not filed GST returns, has not complied with compliance of Listing Obligations and Disclosure Requirements (LODR) of Securities Exchange Board of India (SEBI) and the Group has not filed its annual return with Ministry of Corporate Affairs. Management is continuously trying to appoint the skilled employees and further to comply with all the compliances as required.
37. Balances in books of Holding Company appearing under the head Cash and Cash Equivalent amounting to Rs. 254.06 Lakhs, Trade Payable and Other Current Liability are subject to Confirmation and Reconciliation thereby having consequential impact which is presently unascertained.

38. Trade Payable ageing

As at 31st March 2022

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	TOTAL
(i) MSME	-	-	172.50	206.25	2,290.50	2,669.25
(ii) Others		96.05	337.50	367.50	1,033.62	1834.67

(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-

As at 31st March 2021

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	TOTAL
(i) MSME	-	-	223.50	-	2,290.50	2,514.00
(ii) Others	-	-	-	604.14	796.98	1,401.12
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-

39. Trade Receivable ageing

As at 31st March 2022

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	TOTAL
(i) Undisputed Trade receivables - considered good						930.16	930.16
(ii) Undisputed Trade Receivables - considered doubtful						-	-
(iii) Disputed Trade Receivables considered good						-	-
(iv) Disputed Trade Receivables considered doubtful						-	-

As at 31st March 2021

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	TOTAL
(i) Undisputed Trade receivables - considered good						930.16	930.16
(ii) Undisputed Trade Receivables - considered doubtful						-	-
(iii) Disputed Trade Receivables considered good						-	-
(iv) Disputed Trade Receivables considered doubtful						-	-

40. The Group has not traded in crypto currency or virtual currency during the year.

41. The Group is not required to spend any amount in terms of provisions of Section 135 of the Act on Corporate Social Responsibility.

42. The Group is not declared a willful defaulter by any bank or financial institution or other lenders.

43. No proceedings were initiated or pending against The Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988.

44. Payment to Auditors

Particulars	Year Ended 31.03.2022	Year Ended 31.03.2021
i) Towards Statutory Audit Fee	126.80	120.90
ii) Tax Audit Fee	-	-
iii) Towards Certification Fee	110.00	57.50
Total	236.80	178.40

45. The Group has complied with the number of layers prescribed under clause (87) of Section 2 of the Companies Act read with the Companies (Restriction on number of Layers) Rules, 2017.

46. Since The Group has no borrowings from banks or financial institutions on the basis of security of current assets, disclosure of the following is not applicable:

- i. Quarterly returns or statements of current assets filed by the Company with banks or financial institutions whether are in agreement with the books of accounts.
- ii. Summary of reconciliation and reasons of material discrepancies.

47. The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

48. The Group does not have any unutilised amounts in respect of any issue of securities. The company does not have long-term borrowings from banks and financial institutions.

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

For S K H D & Associates
Chartered Accountants

Hemanshu Solanki
Partner
Membership No. - 132835

For and on behalf of the Board of Directors

O. P. Pacheria
Whole Time Director
DIN: 00105278

Dr. Sadhana Deshmukh
Director
DIN: 02881743

Mumbai, 30th May 2022

S Kumars Online Limited

CIN: L45400MH1999PLC119875

Reg. Office: "Avadh", Avadhesh Parisar, G. K. Marg, Worli, Mumbai - 400013.

Statement on Impact of Audit Qualifications on Consolidated Financial Statements for the Financial Year ended March 31, 2022 [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	1,87,378	1,87,378
	2.	Total Expenditure	18,39,314	18,39,314
	3.	Net Profit/(Loss)	-16,51,926	-16,51,926
	4.	Earnings Per Share	-0.06	-0.06
	5.	Total Assets	70,22,564	70,22,564
	6.	Total Liabilities	12,35,10,388	12,35,10,388
	7.	Net Worth	-11,64,87,823	-11,64,87,823
	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 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 2021 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.				
2. The Holding Company has not filed its Goods & Service Tax (GST) return for over six months and based on it Company GST number has been cancelled by the department.				
3. The Holding Company has not complied with compliance of Listing Obligations and Disclosure Requirements (LODR) of Stock Exchange Board of India (SEBI) as well as requirement of Exchange as regards to quarterly compliance of Submission of corporate governance report, Submission of shareholding pattern, Submission of statement giving number of investor complaints at the beginning, received, disposed off and remaining unsolved during the quarter, Submission of report for the purpose of reconciliation of share capital held in depositories and in physical form with the issued / listed capital etc. Further, trading of the Holding Company also stands suspended the said non compliance. The Group has not filed its annual return also for the previous year.				
b. Type of Audit Qualification : Qualified Opinion				
c. Frequency of qualification: Continuing for 7 years including current year for qualification No. 1 and for 1 years including current year for qualification No. 2 and 3.				
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. Due to the pandemic situation since March 2020 and financial position of the company, management was not able to retain any employee in the company. As a result company has not filed GST returns and has not complied with compliance of Listing Obligations and Disclosure Requirements (LODR) of Stock Exchange Board of India (SEBI) during the quarter. Management is continuously trying to appoint the skilled employee and further to comply with all the compliances as required.				

(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.

The Holding Company is in planning to initiate process with the department to reactive its GST number and do necessary compliance, the consequential impact of the said GST input credit in Standalone Financial Results disclosed under the head Other financial assets amounting to Rs 258.21 thousand is presently unascertainable.

The said non compliance of the Holding Company will lead to penalties with SEBI, Ministry of Corporate Affair as well as Exchange impact of such penalty in the financial has not been taken into account by the Company as is presently unascertainable.

III. Signatories:	
Mr. O. P. Pacheria Whole Time Director	Sd/-
Mr. Ramesh Gangwal Audit Committee Chairman	Sd/-
Mr. Hemanshu Solanki Partner, S K H D & Associates	Sd/-
Place: Mumbai	
Date: 30/05/2022	