

Notice is hereby given that the Adjourned 23rd Annual General Meeting of the members of S. Kumars Nationwide Limited will be held on Monday, 13th July, 2015 at 10.00 a.m. at Hall of Harmony, Nehru Centre Conference hall, Dr. Annie Besant Road, Worli, Mumbai 400 018.

Members are informed that due to change in circumstances subsequent to 28th April, 2014, certain items of business set out in the earlier Notice dated 3rd April, 2014 have been withdrawn as they have become irrelevant / infructuous or unwarranted keeping in view the financial position of the Company.

Accordingly, the items now proposed to be transacted at the adjourned Meeting are set out hereunder :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2013 and the Audited Statement of Profit and Loss for the year ended as on that date together with the reports of the Auditors and Board of Directors thereon.
2. To appoint a Director in place of Shri Vijay G. Kalantri (DIN 00019510) as a Director who retires by rotation and offers himself for re-appointment : **Withdrawn as disclosed in Note No. 3.**
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. Shyam Malpani & Associates, Chartered Accountants (Firm Registration No.120438W) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. To appoint Shri Jagadeesh S. Shetty (DIN 06417114) who was appointed as an Additional Director, as Director - Finance and Group CFO of the Company: **Withdrawn as disclosed in Note No.4.**
5. To appoint Shri Rajinder Krishan Garg (DIN 02645325) who was appointed as an Additional Director, as Director of the Company : **Withdrawn as disclosed in Note No.5.**
6. Payment of Minimum Remuneration to Shri Nitin S. Kasliwal (DIN 00022630) Chairman & Managing Director of the Company : **Withdrawn as disclosed in Note No.6.**
7. Payment of Minimum Remuneration to Shri Anil Channa (DIN 01359682) Deputy Managing Director of the Company: **Withdrawn as disclosed in Note No. 7.**
8. Payment of Minimum Remuneration to Shri Jagadeesh S. Shetty (DIN 06417114) Director - Finance & Group CFO of the Company: **Withdrawn as disclosed in Note No. 8.**
9. Issue of Equity Shares to the promoter/promoter group companies on preferential basis: **Withdrawn as disclosed in Note No. 9.**
- 10,11 & 12 – To increase the Authorized Capital and to alter the Capital clause in the Memorandum & Articles of Associations of the Company: **Withdrawn as disclosed in Note No. 10.**

NOTES:

1. **A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. Proxy forms in order to be effective should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.
3. Subsequent to offering himself for re-appointment Shri Vijay G. Kalantri has resigned as Director of the Company with effect from 19th May, 2014. Accordingly, proposal of his reappointment is withdrawn.
4. Shri Jagadeesh S. Shetty has ceased to be a Director of the Company pursuant to section 164 (2) (b) of the Companies Act, 2013 with effect from 27th December, 2013. Accordingly, proposal of his appointment as a Director by the members is withdrawn.
5. Shri Rajinder Krishan Garg has resigned as a Director of the Company with effect from 14th August, 2014. Accordingly, proposal of his appointment is withdrawn.

6. Proposal for Payment of Minimum Remuneration to Shri Nitin S. Kasliwal, Chairman & Managing Director of the Company is withdrawn considering the financial position of the Company.
7. Proposal for Payment of Minimum Remuneration to Shri Anil Channa, the former Deputy Managing Director of the Company is withdrawn since he has resigned with effect from 14th August, 2014.
8. Proposal for Payment of Minimum Remuneration to Shri Jagadeesh S. Shetty, is withdrawn since he has ceased to be a Director of the Company pursuant to Section 164(2) (b) of the Companies Act, 2013.
9. The proposal for issue of equity shares on preferential basis to promoter/promoter group companies is withdrawn since the arithmetic and basis of the preferential issue of shares has undergone changes and hence requires revision.
10. In view of the withdrawal of item for issue and allotment of equity shares on preferential basis to promoter/promoter group companies, the consequential increase in Authorized Capital of the Company and alteration in Capital clause of Memorandum & Articles of Association of the Company has become redundant.
11. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on their behalf at the Meeting.
12. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 06th July, 2015 to Monday, 13th July, 2015 (both days inclusive)
13. Members desiring any information as regards the Accounts are requested to write to the Company at least 15 days before the date of the meeting to enable the management to keep the information ready.
14. All members who have either not received or have not yet encashed their dividend warrant(s) for the financial year 2010-11, are requested to write to the Company Secretary for obtaining duplicate dividend warrant.
15. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. Members holding physical shares in single name are advised to make nomination in respect of their shareholding. The nomination form can be downloaded from the Company's website: www.sknl.co.in
17. Members who had not registered their email address so far, are requested to register their email id for receiving all communications including Annual Report, Notice etc. from the Company electronically.
18. As a measure of austerity, copies of Annual Report will not be distributed at the Adjourned AGM. Members, are therefore requested to bring their copies of Annual Report to the meeting. Annual Report of the Company may also be downloaded from the company's website: www.sknl.co.in
19. **Voting through electronic means:**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the Adjourned 23rd Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

The facility for voting through ballot paper shall also be made available at the venue of the adjourned 23rd Annual General Meeting. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the Annual General Meeting.

The Company has appointed Shri V.V. Chakradeo of M/s. V. V. Chakradeo & Co, Practicing Company Secretaries having (Membership No. FCS 3382, COP 1705) as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

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

- (I) The voting period begins on Friday, July 10, 2015 at 10.00 a.m. and ends on Sunday, July 12, 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, 06 July, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on July 12, 2015.
- (II) Members holding shares in physical or in demat form as on July 06, 2015 shall only be eligible for e-voting.

In case of members receiving e-mail :

- (i) Log on to the e-voting website www.evotingindia.com

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

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial No. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters, eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

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

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

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. No. (i) to sl. No. (xvii) above to cast vote.
- (B) The voting period begins on 10th July, 2015 at 10.00 a.m. and ends on 12th July, 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 06th July, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting on 12th July, 2015 at 5.00 p.m.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under Help section or write an email to helpdesk.evoting@cdslindia.com.

**By order of the Board
For S. Kumars Nationwide Limited**

**Place: Mumbai
Date: 27th May, 2015.**

**Nitin S. Kasliwal
Chairman & Managing Director**

SKNL

S. Kumars Nationwide Limited

Regd. Office: B2, 5th Floor, Marathon NextGen, Off G. K. Marg, Lower Parel, Mumbai 400 013

CIN NO : L17120MH1990PLC058361

(Provisional Liquidator Appointed)

ADJOURNED 23rd ANNUAL GENERAL MEETING - MONDAY, 13TH JULY 2015 AT 10.00 A.M.

ATTENDANCE SLIP

Name and Address of the Member	
Regd. Folio No./DP ID/Client ID No.:	
No. of Shares	

I/We certify that I/We am/are Registered Shareholder/Proxy for the Registered Shareholder of the Company. I/We hereby record my/our presence at the Adjourned 23rd Annual General Meeting to be held at Hall of Harmony, Nehru Centre Conference Hall, Dr. Annie Besant Road, Worli, Mumbai 400018 on Monday, 13th July, 2015 at 10.00 a.m.

Name of the Member/Proxy in Block Letters

Member's/Proxy's Signature

Notes:

1. A member/proxy wishing to attend the meeting must complete this Attendance Slip and hand it over at the entrance.
2. If you intend to appoint a proxy, please complete the proxy form and deposit it at the Company's Registered Office atleast 48 hours before the time fixed for the meeting.

SKNL

S. Kumars Nationwide Limited

Regd. Office: B2, 5th Floor, Marathon NextGen, Off G. K. Marg, Lower Parel, Mumbai 400 013

CIN NO : L17120MH1990PLC058361

(Provisional Liquidator Appointed)

ADJOURNED 23rd ANNUAL GENERAL MEETING - MONDAY, 13TH JULY 2015 AT 10.00 A.M.

PROXY FORM

Name and Address of the Member	
Regd. Folio No./DP ID/Client ID No.:	
No. of Shares	

I/We being member(s) of S. Kumars Nationwide Limited hereby appoint

1. Name _____ Address _____
e-mail id _____ or failing him/her

2. Name _____ Address _____
e-mail id _____ as proxy to attend and vote for me/us on my/our behalf at the Adjourned 23rd Annual General Meeting to be held on Monday, 13th July, 2015, at 10.00 a.m. at Hall of Harmony, Nehru Centre Conference Hall, Dr. Annie Besant Road, Worli, Mumbai 400018 and at any adjournment thereof in respect of the following resolutions:

Ordinary Business	
1.	Adoption of Audited Balance Sheet and Audited Statement of Profit & Loss Account for the year ended 31 st March, 2013 together with the Reports of the Directors and Auditors thereon.
3.	Appointment of M/s. Shyam Malpani & Associates, Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration.

Signed this _____ day of _____ 2015.

Signature of Member _____

Signature of Proxy _____

Notes :

1. The Proxy Form duly completed, must be received at the Company's Registered Office not less than 48 hours before the commencement of the meeting.
2. For the resolutions, Explanatory Statement and notes, please refer to the Notice of the Adjourned 23rd Annual General Meeting

EVSN (Electronic Voting Sequence Number)	*Default PAN
150606003	

*Only member who have not uploaded their PAN with Company / Depository participant shall use default PAN Field.

Affix
Revenue
Stamp
Here

