KSS LIMITED

March 5, 2015

To,

The Corporate Relations Department,
Bombay Stock Exchange Limited,
PJ Tower, Dalal Street, Fort,
Mumbai-400 001.
Scrip Code: 532081.

National Stock Exchange of India Ltd,
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051.
Scrip Code: KSERASERA

Sub: Result of Postal Ballot

Dear Sir/ Madam,

This is to inform you that pursuant to the notice to Shareholders dated January 08, 2015, the Postal Ballot exercise for the approval of belowmentioned resolution (through physical as well as e-voting mode) has ended and the scrutinizer, Mr. Vishal N. Manseta, Practising Company Secretary, has submitted his report on the same.

1. Special resolution for Subdivision of One Equity Share of Face Value of Rs. 10/- to Ten Equity Shares of Face Value of Rs. 1/- each
2. Special resolution for Alteration of Capital clause of Memorandum of Association to give effect of Sub-Division.
3. Special resolution for increase in borrowing power in terms of Section 180 (1) (c) of the Companies Act, 2013
4. Special resolution for creation of charge / mortgage etc. on Company's movable or immovable properties in terms of Section 180 (1) (a) of the Companies Act, 2013
5. Special resolution for making Loans or investments and to give guarantees or to provide security in connection with the loan made under section 186 of Companies Act, 2013

Abovementioned resolutions have been passed by the shareholders with requisite majority. A copy of the Scrutinizers Report is enclosed for your reference

Kindly take the same on your records.

KSS LIMITED MUMBAI

For KSS Limited
(Formerly known as K Sera Sera Limited)

Tanu Singh
(Company Secretary)

KSS Limited
(Formerly known as K Sera Sera Ltd.)
CIN : L22100MH1995PLC092438
Unit No.101 A & 102, 1st Floor, Plot No. B-17, Morya Landmark II, Andheri (West), Mumbai - 400 053. INDIA.
Tel: 022 40427600 / 42088600 Fax: 022 40427601 Web : www.kserasera.com Email : info@kserasera.com

VISHAL N. MANSETA (B.Com, A. C. S.)

Practicing Company Secretary

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Email : vishal_manseta@rediffmail.com / vishal@vishalmanseta.com

To,
The Chairman,
KSS Limited
UNIT NO. 101A AND 102, 1ST FLOOR,PLOT NO.B-17,
MORYA LANDMARK II, ANDHERI (WEST),
MUMBAI,

Dear Sir,

Sub.: **Scrutinizer's Report E-voting conducted pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management & Administration) Rules, 2014**

I, Vishal N. Manseta, Practicing Company Secretary, having C.P. No. 8981, had been appointed as the Scrutinizer by the Board of Directors of **KSS Limited** vide resolution dated January 08, 2015, pursuant to Section 108 &110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014, to conduct the scrutiny of electronic voting process.

As required under Section 108 and 110 of the Companies Act, 2013, Postal Ballot Notice dated January 08, 2015 along with Explanatory Statement under Section 102 of the Companies Act, 2013 were sent to the Shareholders on January 31, 2015 in respect of the Special Resolutions as mentioned below:

1. Subdivision of One Equity Share of Face Value of Rs. 10/- to Ten Equity Shares of Face Value of Re. 1/- each.
2. Alteration of Capital clause of Memorandum of Association to give effect of Sub-Division.
3. Increase in borrowing power in terms of Section 180 (1) (c) of the Companies Act, 2013.
4. Creation of charge / mortgage etc. on Company's movable or immovable properties in terms of Section 180 (1) (a) of the Companies Act, 2013.
5. Making Loans or investments and to give guarantees or to provide security in connection with the loan made under section 186 of Companies Act, 2013.

passed via postal ballot, the e-voting lines and postal ballot were closed on Monday, March 02, 2015., The Company has also availed the e-voting' facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company.

The e-voting period and voting through postal ballot commenced on and from February 01, 2015 at 9:00 hours and ended on March 02, 2015 at 17:00 hours and the CDSL e-voting platform was blocked thereafter.

I have scrutinized and reviewed the voting done through electronic means and votes tendered therein and maintained a register in which necessary entries have been made in accordance with the above rules. The Company has received 13 ballot papers during the voting period.

VISHAL MANSETA * M.No.25183 C.P.No.8981 * COMPANY SECRETARY

I now submit my Report as under on the result of the voting through electronic means in respect of the said Resolutions.

Agenda –wise

Item No.	Details of the Agenda	Resolution required (~~Ordinary~~/ Special)	Mode of Voting (~~Show of hands~~/~~Poll~~/Postal Ballot/E-voting)	Remarks
1.	Subdivision of One Equity Share of Face Value of Rs. 10/- to Ten Equity Shares of Face Value of Re. 1/- each.	Special	E-Voting & Postal Ballot	The resolution was passed with the requisite majority
2.	Alteration of Capital clause of Memorandum of Association to give effect of Sub-Division.	Special	E-Voting & Postal Ballot	The resolution was passed with the requisite majority
3.	Increase in borrowing power in terms of Section 180 (1) (c) of the Companies Act, 2013.	Special	E-Voting & Postal Ballot	The resolution was passed with the requisite majority
4.	Creation of charge / mortgage etc. on Company's movable or immovable properties in terms of Section 180 (1) (a) of the Companies Act, 2013.	Special	E-Voting & Postal Ballot	The resolution was passed with the requisite majority
5.	Making Loans or investments and to give guarantees or to provide security in connection with the loan made under section 186 of Companies Act, 2013.	Special	E-Voting & Postal Ballot	The resolution was passed with the requisite majority

VISHAL MANSETA
M.No.25183
C.P.No.9981
COMPANY SECRETARY

Particulars	In favour of the ~~Ordinary~~/Special Resolution(s)			Against ~~Ordinary~~/Special Resolution(s)		
	Number of Members	Number of Shares	% of total number of votes cast	Number of Members	Number of Shares	% of total number of votes cast
Subdivision of One Equity Share of Face Value of Rs. 10/- to Ten Equity Shares of Face Value of Re. 1/- each.	76	1,74,09,504	99.32%	3	1,19,370	0.68%
Alteration of Capital clause of Memorandum of Association to give effect of Sub-Division.	72	1,73,83,344	99.31%	6	1,21,530	0.69
Increase in borrowing power in terms of Section 180 (1) (c) of the Companies Act, 2013.	75	1,75,04,408	100.00%	3	466	0.00
Creation of charge / mortgage etc. on Company's movable or immovable properties in terms of Section 180 (1) (a) of the Companies Act, 2013.	73	1,75,01,808	99.98%	5	3,066	0.02
Making Loans or investments and to give guarantees or to provide security in connection with the loan made under section 186 of Companies Act, 2013.	73	1,75,01,808	99.98%	5	3,066	0.02

The Chairman of the company may declare the results of the e-voting.

For **Vishal N. Manseta**
(Practicing Company Secretary)

VISHAL MANSETA * M.No.25183 C.P.No.8981 * COMPANY SECRETARY

Vishal N. Manseta
ACS No. : 25183
C.P. No. : 8981
Date : March 05, 2015
Place : Mumbai