KSS LIMITED

KSSL/BSE-NSE/2022-23

28TH September, 2022

To,
The Corporate Relations Department,
BSE Limited,
P] Tower, Dalai Street, Fort,
Mumbai- 400 001.
Scrip Code: 530889

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: Regulation 30 and 44 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 ("Listing Regulation") – Outcome of the 27th Annual General Meeting of the Company.

Dear Sir,

The Company's 27th Annual General Meeting ("AGM") was held on Tuesday, 27th September, 2022 at 11:30 a.m. (IST) through video conferencing / other audio-visual means in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India.

In terms of the provisions of the Companies Act, 2013 and Rules made thereunder and provisions of the Listing Regulations, the Company had provided remote e-voting facility and e-voting facility at the AGM. Mr. Vishal Manseta, proprietor, M/s. Vishal N. Manseta, Company Secretaries was appointed as the Scrutinizer to scrutinize the remote e-voting process and evoting at the AGM. The Scrutinizer's Report dated 27th September, 2022 is attached as Annexure-1 All resolutions as set out in the Notice of the AGM have been duly approved by the shareholders with requisite majority.

In terms of the provisions of Regulation 44 of the Listing Regulations, the details of the results of voting held through remote e-voting and e-voting at the AGM is attached as Annexure 2.

This is for your information and records, please.

Yours Faithfully,

For and on Behalf of the Board Kss Limited
(Formerly Known as K Sera Sera Limited)

Satish Panchariya

KSS LIMITED MUMBAI

Satish Panchariya
Director
DIN: 00042934

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

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SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014

To,
The Chairman of 27th Annual General Meeting of the members of
KSS Limited
Unit No. 101A &102, First Floor,
Plot No. B-17, Morya
Landmark II New Link Road,
Near Infinity Mall,
Mumbai -400053 IN

Dear Sir,

Sub: Scrutinizer's Report on remote e-voting and e-voting at the 27th Annual General Meeting held on 27th September, 2022 through Video Conferencing / Other audio visual means

1. I, Vishal N. Manseta, Practicing Company Secretary, has been appointed as the Scrutinizer by the Board of Directors of **KSS Limited** (the Company) at their meeting held on 10th August, 2022 for the purpose of scrutinizing the remote e-voting and e-voting at the 27th Annual General Meeting (AGM) of the Company held on Tuesday, 27th September, 2022 at 11:30 am (IST) through video conferencing (VC) / other audio visual means (OAVM) pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and various circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) (collectively referred to as 'applicable circulars') with respect to the resolutions set forth in the notice of 27th AGM.

2. The Management of the Company is responsible for ensuring compliance with the requirements of the Act read along with the Rules made thereunder and the Listing Regulations relating to remote e-voting and e-voting at the AGM by the members on the resolutions set forth in the notice of 27th AGM.

VISHAL MANSETA M. No. 25183 COMPANY SECRETARY

3. My responsibility as the Scrutinizer of the voting process was restricted to scrutinize the e-voting process in a fair and transparent manner and prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on the reports generated from the e-voting system provided by M/s. Central Depository Services Limited

4. The Annual Report of the Company for the financial year 2021-22 along with Notice of the 27th AGM was sent on 5th September, 2022 only to those members whose email addresses were registered with the Company / Depositories / RTA, in compliance with the applicable circulars.

5. The Company has availed the e-voting facility offered by M/s Central Depository Services Limited to enable the members to cast their votes electronically in respect of the resolutions set forth in the Notice of 27th AGM of the Company. The voting rights were reckoned on the basis of number of shares held by the members as on the cut-off date, *i.e.* 20th September, 2022.

6. The e-voting period commenced on Saturday, 24thSeptember, 2022, at 09:00 am (IST) and concluded on Monday day, 26th September , 2022 at 05:00 pm (IST) and the Central Depository Services Limited remote e-voting platform was blocked thereafter. During the AGM, after the declaration of Chairman, voting facility was provided to the members who did not cast their votes in remote e-voting module and which was enabled for 30 minutes after the conclusion of AGM.

7. After the completion of remote e-voting and e-voting during the AGM by the members, the voting facility has been unblocked. I have scrutinized and reviewed the remote e-voting and e-voting done at the AGM and votes tendered therein based on the data downloaded from Central Depository Services Limited e-voting system. The e-voting reports was unblocked in presence of two witnesses

8. I now submit my consolidated report on the result of remote e-voting and e-voting done at the AGM in respect of the resolutions proposed as under:

Date of AGM	27th September, 2022
Total number of shareholders on Cut-off Date	54325
Cut-off date for e-voting	20th September,2022
No. of shareholders attended through Video Conference	63
No. of shareholders cast their vote through remote e-voting	202

No. of shareholders cast their vote through e-voting at the AGM	8

Item No.	Details of the Agenda	Resolution required (Ordinary/ Special)	Mode of Voting (~~Show of hands/Poll/Postal Ballot~~/ Remote E-voting and E-voting during the AGM)	Remarks
1.	To receive, consider and adopt: (a) the audited standalone financial statements of the Company for the financial year ended 31st March, 2022 and the reports of Board of Directors and Auditors thereon; (b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2022 and the report of auditors thereon;	Ordinary	Remote e-voting and e-voting at the AGM	The resolution was passed with the requisite majority.
2.	To Appoint a Director in place of Mr.Satish Ramswroop Panchariya who retire by rotation and being eligible offers himself for Re- appointment.	Ordinary	Remote e-voting and e-voting at the AGM	The resolution was passed with the requisite majority.

9. The e-voting details on the resolutions set forth in the Notice of 27th AGM is enclosed herewith as ***Annexure I***.

10. The relevant records of e-voting shall be in my safe custody until the Chairman of the Company considers, approves and signs the minutes of 27th AGM and same shall be handed over to the Company Secretary for safe keeping.

VISHAL MANSETA M. No. 25183 COMPANY SECRETARY

11. The consolidated results of the remote e-voting and e-voting done at the AGM may be declared, accordingly.

Thanking you,

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

Vishal N. Manseta

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

ACS No. : 25183
C.P. No. : 8981
PRC No. : 1584/2021
Date : 27th Sep,2022
Place : Mumbai
UDIN : A025183D001058490

Annexure I

The e-voting details on the resolutions set forth in the Notice of 27th AGM are as under:

Sr. No.	Particulars	Type of Resolution	Votes cast in favour			Votes cast Against			Abstained from voting		
			Number of Members	Number of Shares	% of total number of votes cast	Number of Members	Number of Shares	% of total number of votes cast	Number of Members	Number of Shares	% of total number of votes cast
1.	To receive, consider and adopt: (a) the audited standalone financial statements of the Company for the financial year ended 31st March, 2022 and the reports of Board of Directors and Auditors thereon; (b) the audited	Ordinary	192	22,59,75,131	97.38%	10	60,83,598	2.62%	0.00	0.00	0.00%

VISHAL N. MANSETA
Practicing Company Secretary

Sr. No.	Particulars	Type of Resolution	Votes cast in favour			Votes cast Against			Abstained from voting		
			Number of Members	Number of Shares	% of total number of votes cast	Number of Members	Number of Shares	% of total number of votes cast	Number of Members	Number of Shares	% of total number of votes cast
	consolidated financial statements of the Company for the financial year ended 31st March, 2022 and the report of auditors thereon.										
2.	To Appoint a Director in place of Mr. Satish Ramswroop Panchariya who retire by rotation and being eligible offers himself for Re- appointment.	Ordinary	180	2,25,22,0,421	97.05%	22	68,38,308	2.95%	0.00	0.00	0.00%

VISHAL N. MANSETA
Practicing Company Secretary

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

KSS LIMITED

Date of the AGM/EGM	28/09/2022
Total number of shareholders on record date	54325
No. of shareholders present in the meeting either in person or throught proxy:	0
Promoters and promoter Group:	0
Public:	0
No. of shareholders attended the meeting throught Video Conferencing:	NOT ARRANGED
Promoters and promoter Group:	
Public:	

Resolution 1 :To receive, consider and adopt the Audited Standalone and Consolidated Financial

Resolution required :(Ordinary / Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	0	0	0.00	0	0	0.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	0	0	0.00	0	0	0.00	0.00
Public - Institutions	E-VOTING	781338096	0	0.00	0	0	0.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	781338096	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	1298048244	232058729	17.88	225975131	6083598	97.38	2.62
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	1298048244	232058729	17.88	225975131	6083598	97.38	2.62
TOTAL		2079386340	232058729	11.16	225975131	6083598	97.38	2.62

Resolution 2 To consider appointment of a Director in place of Mr. Satish Ramswroop Panchariya

Resolution required :(Ordinary / Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	0	0	0.00	0	0	0.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	0	0	0.00	0	0	0.00	0.00
Public - Institutions	E-VOTING	781338096	0	0.00	0	0	0.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	781338096	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	1298048244	232058729	17.88	225220421	6838308	97.05	2.95
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	1298048244	232058729	17.88	225220421	6838308	97.05	2.95
TOTAL		2079386340	232058729	11.16	225220421	6838308	97.05	2.95

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

VISHAL N. MANSETA
Practicing Company Secretary