KSS LIMITED

KSSL/BSE-NSE/2021-22

28rd December, 2021

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 26th Annual General Meeting of the Company.**

Dear Sir,

The Company's 26th Annual General Meeting ("AGM") was held on Monday, 27th December, 2021 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. Rahul Gupta, proprietor, M/s. BR. Gupta & Co, Company Secretaries was appointed as the Scrutinizer to scrutinize the remote e-voting process and evoting at the AGM. The Scrutinizer's Report dated 28th December, 2021 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)**

**Harsh Upadhyay**
**Director**
**DIN:** 07263779

KSS LIMITED MUMBAI

B R Gupta & Co.
Company Secretaries

**Add.:** Office No. 12, 1st Floor, Poonam Cluster 2, Shanti Park Layout, Miraroad,
**City**: Thane, **Pin Code**: 401 107, **State**: Maharashtra, **Country**: India.
**Email Id**: cs.guptarahul@gmail.com | **Cont. No.:** +91 – 816 919 2320

**Report of Scrutinizer**

To,
The Chairman,
**KSS Limited,**
**CIN:** L22100MH1995PLC092438
**Unit No. 101A & 102, 1st Floor, Plot No. B - 17,**
**Morya Landmark II, Andheri West,**
**City: Mumbai, Pin Code: 400 053,**
**State: Maharashtra, Country: India.**

Dear Sir,

Sub.: **Consolidated Scrutinizer's Report on e-voting conducted for the 26th Annual General Meeting of KSS Limited held on Monday, 27th December, 2021 at 11:30 a.m. through video conferencing ('VC') / other audio visual means ('OAVM').**

I, Rahul Gupta, Company Secretary in Practice working in the name and style of B R Gupta & Co. Firm of Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of **KSS Limited** pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the **26th Annual General Meeting ("AGM")** of **KSS Limited** held on **Monday, 27th December, 2021 at 11:30 a.m.** through VC / OAVM.

I was also appointed as Scrutinizer to scrutinize the e-voting process during the said AGM.

The AGM Notice dated 29th November, 2021 was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company's RTA/ Depositories, in compliance with the MCA General Circular No. 02/2021 dated13thJanuary, 2021 read with MCA General Circular No. 20/2020 dated 05th May, 2020, MCA General Circular No. 14/2020 dated 08th April, 2020 and MCA General Circular No. 17/2020, dated 13th April, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated 12th May, 2020 and SEBI Circular dated 15thJanuary, 2021.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited ("CDSL") for conducting remote e-voting by the Shareholders of the Company.

The voting period for remote e-voting commenced on Friday, 24th December, 2021 (9:00 A.M. IST) and ended on Sunday, 26th December, 2021 (5:00 P.M. IST) and the CDSL e-voting platform was disabled thereafter.

B R Gupta & Co.
Company Secretaries

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The Company had also provided the e-voting facility offered by Central Depository Services (India) Limited ("CDSL")to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date of 20th December, 2021 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and were counted.

I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system.

I now submit my consolidated Report as under on the result of the remote e-voting prior and during the AGM in respect of the resolutions embodied in the Notice of the AGM dated 29th November, 2021.

B R Gupta & Co.
Company Secretaries
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**Resolution 1:- Ordinary Resolution**

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company together with the reports of the Directors and Auditors.

| 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 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | POSTAL BALLOT | | 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 | 200989500 | 25.72 | 200989500 | 0 | 100.00 | 0.00 |
| | POLL | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | POSTAL BALLOT | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 781338096 | 200989500 | 25.72 | 200989500 | 0 | 100.00 | 0.00 |
| Public-Non Institutions | E-VOTING | 1298048244 | 8582437 | 0.66 | 8182437 | 400000 | 95.34 | 4.66 |
| | POLL | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | POSTAL BALLOT | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 1298048244 | 8582437 | 0.66 | 8182437 | 400000 | 95.34 | 4.66 |
| TOTAL | | 2079386340 | 209571937 | 10.08 | 209171937 | 400000 | 99.81 | 0.19 |

**The aforesaid Resolution No. 1 is passed with requisite majority**

**i) Details of Invalid Votes**

| Category | Number of invalid votes |
|---|---|
| Promoter and Promoter Group | 0 |
| Public Institutions | 0 |
| Public- Non Institutions | 0 |

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**Resolution 2:- Ordinary Resolution**

To consider appointment of a Director in place of Mr. Harsh Upadhyay (DIN: 07263779) who retires by rotation and being eligible, offers himself for re-appointment.

| 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 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | POSTAL BALLOT | | 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 | 200989500 | 25.72 | 200989500 | 0 | 100.00 | 0.00 |
| | POLL | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | POSTAL BALLOT | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 781338096 | 200989500 | 25.72 | 200989500 | 0 | 100.00 | 0.00 |
| Public-Non Institutions | E-VOTING | 1298048244 | 8582437 | 0.66 | 8182437 | 400000 | 95.34 | 4.66 |
| | POLL | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | POSTAL BALLOT | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 1298048244 | 8582437 | 0.66 | 8182437 | 400000 | 95.34 | 4.66 |
| TOTAL | | 2079386340 | 209571937 | 10.08 | 209171937 | 400000 | 99.81 | 0.19 |

**The aforesaid Resolution No. 2 is passed with requisite majority**

i) **Details of Invalid Votes**

| Category | Number of invalid votes |
|---|---|
| Promoter and Promoter Group | 0 |
| Public Institutions | 0 |
| Public- Non Institutions | 0 |

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**Resolution 3:- Ordinary Resolution**
Appointment of Auditors.

| 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 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | POSTAL BALLOT | | 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 | 200989500 | 25.72 | 200989500 | 0 | 100.00 | 0.00 |
| | POLL | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | POSTAL BALLOT | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 781338096 | 200989500 | 25.72 | 200989500 | 0 | 100.00 | 0.00 |
| Public-Non Institutions | E-VOTING | 1298048244 | 8582437 | 0.66 | 8182437 | 400000 | 95.34 | 4.66 |
| | POLL | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | POSTAL BALLOT | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 1298048244 | 8582437 | 0.66 | 8182437 | 400000 | 95.34 | 4.66 |
| TOTAL | | 2079386340 | 209571937 | 10.08 | 209171937 | 400000 | 99.81 | 0.19 |

**The aforesaid Resolution No. 3 is passed with requisite majority**

i) **Details of Invalid Votes**

| Category | Number of invalid votes |
|---|---|
| Promoter and Promoter Group | 0 |
| Public Institutions | 0 |
| Public- Non Institutions | 0 |

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**Resolution 4:- Ordinary Resolution**

Regularization of Additional Director, Mrs. Monika Meena (DIN: 09287831) by appointing her as an Independent Director of the Company.

| 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 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | POSTAL BALLOT | | 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 | 200989500 | 25.72 | 200989500 | 0 | 100.00 | 0.00 |
| | POLL | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | POSTAL BALLOT | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 781338096 | 200989500 | 25.72 | 200989500 | 0 | 100.00 | 0.00 |
| Public-Non Institutions | E-VOTING | 1298048244 | 8282437 | 0.64 | 7882437 | 400000 | 95.17 | 4.83 |
| | POLL | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | POSTAL BALLOT | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 1298048244 | 8282437 | 0.64 | 7882437 | 400000 | 95.17 | 4.83 |
| TOTAL | | 2079386340 | 209271937 | 10.06 | 208871937 | 400000 | 99.81 | 0.19 |

**The aforesaid Resolution No. 4 is passed with requisite majority**

**ii) Details of Invalid Votes**

| Category | Number of invalid votes |
|---|---|
| Promoter and Promoter Group | 0 |
| Public Institutions | 0 |
| Public- Non Institutions | 0 |

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Company Secretaries
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**Email Id**: cs.guptarahul@gmail.com | **Cont. No.:** +91 – 816 919 2320

**Resolution 5:- Ordinary Resolution**
Regularization of Additional Director, Mrs. Monika Meena (DIN: 09287831) by appointing her as an Independent Director of the Company.

| 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 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | POSTAL BALLOT | | 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 | 200989500 | 25.72 | 200989500 | 0 | 100.00 | 0.00 |
| | POLL | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | POSTAL BALLOT | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 781338096 | 200989500 | 25.72 | 200989500 | 0 | 100.00 | 0.00 |
| Public-Non Institutions | E-VOTING | 1298048244 | 8582437 | 0.66 | 8182437 | 400000 | 95.34 | 4.66 |
| | POLL | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | POSTAL BALLOT | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 1298048244 | 8582437 | 0.66 | 8182437 | 400000 | 95.34 | 4.66 |
| TOTAL | | 2079386340 | 209271937 | 10.08 | 208871937 | 400000 | 99.81 | 0.19 |

**The aforesaid Resolution No. 5 is passed with requisite majority**

**iii) Details of Invalid Votes**

| Category | Number of invalid votes |
|---|---|
| Promoter and Promoter Group | 0 |
| Public Institutions | 0 |
| Public- Non Institutions | 0 |

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**Resolution 6:- Special Resolution**

To consider and approve divestment of Company's shareholding in K Sera Sera Box Office Private Limited, a material wholly owned subsidiary.

| 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 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | POSTAL BALLOT | | 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 | 200989500 | 25.72 | 200989500 | 0 | 100.00 | 0.00 |
| | POLL | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | POSTAL BALLOT | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 781338096 | 200989500 | 25.72 | 200989500 | 0 | 100.00 | 0.00 |
| Public-Non Institutions | E-VOTING | 1298048244 | 8582437 | 0.66 | 8182437 | 400000 | 95.34 | 4.66 |
| | POLL | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | POSTAL BALLOT | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 1298048244 | 8582437 | 0.66 | 8182437 | 400000 | 95.34 | 4.66 |
| TOTAL | | 2079386340 | 209271937 | 10.08 | 208871937 | 400000 | 99.81 | 0.19 |

**The aforesaid Resolution No. 6 is passed with requisite majority**

**iv) Details of Invalid Votes**

| Category | Number of invalid votes |
|---|---|
| Promoter and Promoter Group | 0 |
| Public Institutions | 0 |
| Public- Non Institutions | 0 |

**B R Gupta & Co.**
**Company Secretaries**

**Add.:** Office No. 12, 1st Floor, Poonam Cluster 2, Shanti Park Layout, Miraroad,
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**Email Id**: cs.guptarahul@gmail.com | **Cont. No.:** +91 – 816 919 2320

This report along with the necessary papers and all other relevant records were given to Shri Satish Panchariya, Chairman of the Company.

Thanking you,

Yours Faithfully,

**For B R Gupta & Co.**
**Practicing Company Secretary**




**Rahul Gupta**
**Company Secretary**
**ACS:** 43021 **& COP:** 20863
**UDIN:** A043021C001966261
**Place:** Thane & **Date:** 28/12/2021