KSS LIMITED

Date : 29.09.2018

To,

The Corporate Relations Department,
BSE 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: Voting Result of 23rd Annual General Meeting of KSS Limited held on 29th September, 2018.

Dear Sir,

Pursuant to the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed in the prescribed format the Scrutinizers Report regarding the voting results of the business transacted at the 23rd Annual General Meeting held at Kailash Parbat, K-P Restaurant, 7A/8A, 'A' A-Wing, Crystal Plaza, New Link Road, Andheri West, Mumbai 400053 on Saturday, September 29, 2018 at 09:30 A.M for your reference and kind perusal.
Kindly take the above document on your record and acknowledge the receipt of the same.

Thanking You

Yours Faithfully

For & on Behalf of the Board
KSS Limited
(Formerly known as K Sera Sera Limited)

KSS LIMITED MUMBAI

Ankita

Ankita Gupta
(Company Secretary)

SANDEEP DUBEY & ASSOCIATES

(PRACTICING COMPANY SECRETARIES)

Office Address : B-204, Rajani Park S V Road, Near Sai Mandir Bhayander East, Pincode 401105, Dist. Thane, Maharashtra.

MOB. NO. 98201513552 / 9819992728 Email : cs.sandeepdubey@gmail.com

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Dated: September 29, 2018

To,

The Board of Directors of

KSS Limited
Unit 101A & 102, 1st Floor, Plot B-17
Morya Landmark II,
Andheri West - 400053

Dear Sir,

Sub: **Scrutinizer's Report E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management & Administration) Rules, 2014**

I, Sandeep Dubey, Practicing Company Secretary, having C.P. No.17902, had been appointed as the Scrutinizer by the Board of Directors of KSS Limited vide resolution dated August 13, 2018, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, to conduct the scrutiny of electronic voting process.

As required under Section 101 and 108 of the Companies Act, 2013, Notice dated August 13, 2018 along with Explanatory Statement under Section 102 of the Companies Act, 2013 were sent to the Shareholders in respect of the Ordinary/Special Resolutions as mentioned below:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company together with the reports of the Directors' and Auditors' thereon for the year ended March 31, 2018.
2. To appoint a Director in place of Mr. Satish Panchariya (DIN: 00042934), who retires by rotation and being eligible offer himself for reappointment.
3. Appointment of M/s. Pipara & Co. LLP, Chartered Accountants (Firm Registration No. 107929W) as a Statutory Auditor of the Company from the conclusion of this 23rd AGM until the conclusion of the 28th AGM.
4. Appointment of Mr. Sandip Joshi (DIN: 08053397) as an Independent Director.

Sandeep Dubey

5. Appointment of Mrs. Pratima Shailendra Singh (DIN: 08065730) as an Independent Director.
6. Appointment of Mr. Ashok Brijmohan Kacker (DIN: 01647408) as an Independent Director
7. Appointment of Mr. Prasanna Prabhakar Jagtap (DIN:07535855) as a Managing Director.

passed at the **Annual General Meeting of the Company held on Saturday, September 29, 2018.**

The Company has also availed the e-voting' facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the Shareholders of the Company.

The e-voting period commenced on Wednesday, September 26., 2018 at 9.00 a.m. (IST) and ended on Friday, September 28, 2018 at 5.00 p.m.(IST) and the NSDL 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 members present at the meeting have given their consent accept to voting done through e-voting and requested to conduct the poll.

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

Date of AGM	**September 29, 2018**
Total number of shareholders on Record Date: Cut-off date for e-voting -	**40,097 (Equity Share)** **September 28, 2018**
No. of shareholders Present in meeting either in person or through proxy: Promoters and Promoters Group: Public:	 **NIL** 37
No. of Shareholders attended the meeting through Video Conferencing:	**Not arranged**

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	To receive, consider and adopt the Audited Standalone and Consolidated Financial statements of the Company together with the reports of the Directors' and Auditors' thereon for the year ended March 31, 2018.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
2	To appoint a Director in place of Mr. Satish Panchariya (DIN: 00042934), who retires by rotation and being eligible offer himself for reappointment.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
3	Appointment of M/s. Pipara & Co. LLP, Chartered Accountants (Firm Registration No. 107929W) as a Statutory Auditor of the Company from the conclusion of this 23rd AGM until the conclusion of the 28th AGM.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
4	Appointment of Mr. Sandip Joshi (DIN: 08053397) as an Independent Director.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
5	Appointment of Mrs. Pratima Shailendra Singh (DIN: 08065730) as an Independent Director.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority

Sandeep Pipara

6.	Appointment of Mr. Ashok Brijmohan Kacker (DIN: 01647408) as an Independent Director	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
7.	Appointment of Mr. Prasanna Prabhakar Jagtap (DIN:07535855) as a Managing Director.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority

Particulars	**In favour of Ordinary Resolution(s)**			**Against Ordinary 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**
To receive, consider and adopt the Audited Standalone and Consolidated Financial statements of the Company together with the reports of the Directors' and Auditors' thereon for the year ended March 31, 2018.	68	894492305	99.96	2	306100	0.03
To appoint a Director in place of Mr. Satish Panchariya (DIN: 00042934), who retires by rotation and being eligible offer himself for reappointment.	65	894431012	99.95	5	367393	0.04
Appointment of M/s. Pipara & Co. LLP, Chartered Accountants (Firm Registration No. 107929W) as a Statutory Auditor of the Company from the conclusion of this 23rd	67	894444612	99.96	3	353793	0.03

Sandeep Pandey

AGM until the conclusion of the 28th AGM.						
Appointment of Mr. Sandip Joshi (DIN: 08053397) as an Independent Director.	65	8944310012	99.95	5	367393	0.04
Appointment of Mrs. Pratima Shailendra Singh (DIN: 08065730) as an Independent Director.	65	894431012	99.95	5	367393	0.04
Appointment of Mr. Ashok Brijmohan Kacker (DIN: 01647408) as an Independent Director	65	894431012	99.95	5	367393	0.04
Appointment of Mr. Prasanna Prabhakar Jagtap (DIN:07535855) as a Managing Director.	66	894441612	99.9	4	356793	0.03

The Chairman/Director/Company Secretary of the company may declare the results of the e-voting and Poll.

For **Sandeep Dubey & Associates**
(Practicing Company Secretary)

Sandeep Dubey

Sandeep Dubey

ACS No.: A-47940
C.P. No.: 17902
Date : September 29, 2018
Place : Mumbai

Countersigned and received the Report
For KSS Limited
Satish Panchariya
Chairman
Satish Panchariya

KSS LIMITED MUMBAI