KSS LIMITED

Date: 30.09.2019

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: Minutes of 24th Annual General Meeting

Dear Sir,

In furtherance of our intimation dated 27th September, 2019 with respect to Disclosure of Voting Results at the Annual General Meeting (AGM') along with the Scrutinizer's Report and Outcome of AGM; we are pleased to enclose herewith copy of Minutes of Annual General Meeting held on 27th September, 2019. Kindly take the above information on record.

Thanking You

Yours Faithfully

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

KSS LTD. MUMBAI

Poonam Maurya
(Company Secretary)

MINUTES OF THE TWENTY FOURTH ANNUAL GENERAL MEETING OF KSS LIMITED HELD AT KAILASH PARBAT, KP RESTAURANTS, 7A/8A, 'A' WING ,CRYSTAL PLAZA, NEW LINK ROAD. ANDHERI (WEST), MUMBAI 400053 ON FRIDAY, SEPTEMBER 27, 2019 AT 10:00 A.M. AND CONCLUDED AT 11:00 A.M.

Director Present

Mr. Satish Ramswaroop Panchariya	- Director- Chairperson
Mr. Prasanna Jagtap	- Managing Director
Mr. Harsh Upadhyay	- Director
Mr. Sandip Joshi	- Independent Director & Chairman of Audit Committee
Mrs. Pratima Shailendra Singh	- Independent Director
Mrs. Kunti Rattanshi	- Director

In Attendance

Ms. Poonam Maurya	- Company Secretary
Mr. Shamrao Daulat Ingulkar	- Chief Financial Officer
Mr. Bhawik Madrecha	- Partner M/s Pipara & Co. LLP, Statutory Auditors
Mr. Rahul Gupta	-Practicing Company Secretary, Scrutinizer & Secretarial Auditor

Chairman

Mr. Satish R. Panchariya, Executive Chairman of the company took the chair and after ascertaining that the requisite quorum for the meeting was present, called the meeting to order. He then extended a very warm welcome to the shareholders of the Annual General Meeting and introduced all the directors sitting on the dais. He also informed that Ashok Kacker, Independent Director of the company conveyed their inability to attend the meeting owing to preoccupation.

Members Present

In aggregate, 33 (Thirty Three) Member including corporate representatives were present in person and no member was present through proxy as per the attendance register.

Quorum

The chairman, having ascertained that the requisite quorum as per section 103 of the companies' act 2013 was present, called the meeting in order.

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The Register of Director and Key Managerial Person and their shareholding maintained under section 170 of the companies act 2013 & Register of contract and arrangements in which directors are interested maintained under section 189 of companies' act 2013 along with statutory Auditor's Report and Secretarial audit report were produced at the commencement of the meeting and were kept open and accessible during the continuance of the meeting to the persons having right to attend the meeting.

Notice convening the meeting having been circulated to the members was taken as read, with the permission of the members present.

The chairman intimated the members present that the statutory Auditor's Report did not contain any qualification, observation or comments or any financial transaction or matter which have any adverse effect on the functioning of the company. The same was taken as read with the consent of the members present.

The chairman informed about the Business affairs of the company and recent developments in the business segments of the subsidiaries. It was also informed that the company had filed audited financial statements for the quarter & year ended 31/03/2019. The Major queries were raised by regarding share price of the company and the same were answered to their satisfaction by the chairman.

Thereafter, the chairman stated that the company had provided remote e-voting facility (vote by electronic means) to all the members to enable them to cast their vote electronically in respect of all the businesses to be transacted at 24th Annual General Meeting in accordance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the companies (Management and Administration) rules, 2015 and applicable provisions of the listing agreements with the stock exchange. The facility to vote by electronic means was kept open from 9:00 AM on September 24, 2019 and ended at 5:00 PM on September 26, 2019.

He further stated that, Mr. Rahul Gupta of B R Gupta & Co., Practicing Company Secretary was appointed as the scrutinizer for conducting the e-voting process.

A poll was taken in respect of all the businesses contained in notice. He further informed to members who have not casted their vote electronically, can exercise their voting rights at the meeting through ballot paper. He therefore will be ordering voting through ballot paper

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to be taken on all the resolutions set out in the notice after all the resolutions were moved.

He then moved the following resolutions which were duly proposed and seconded and were then put to vote through ballot paper (to be voted by only those shareholders who have not voted earlier through e-voting.) Thereafter he appointed Mr. Rahul Gupta of B R Gupta & Co., Practicing Company Secretary as Scrutinizer to scrutinize the poll process and votes given on the poll and give a report within prescribed time.

The chairman invited members present in person to ask questions and offer their comments if any on the annual report or notice to the annual general meeting. There was no question on specific agenda(s), however certain general queries relating to performance of company were raised by some members and that were addressed by chairman. He informed the meeting that the result of the voting would be declared within two days from the conclusion of the meeting and that he has authorized Ms. Poonam Maurya, Company Secretary to announce the result in his absence. He further informed that the result will be posted on the website of the company and the NDSL. The result will also be informed to the stock exchanges viz. BSE, NSE where the shares of the company are listed after conclusion of the voting process meeting ended with a vote of thanks to chair.

The chairman also stated that the result of the remote e-voting process and poll will be announced on receipt of the scrutinizer' s report and scrutinizer's report will be placed on the company's website and sent to the stock exchanges, NDSL the agency which provided the platform for e-voting.

The chairman thereafter took up the items of Business set out in the notice of the meeting.

ORDINARY BUSINESS:

ITEM No. 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' thereon for the year ended March 31, 2019.

"**RESOLVED THAT** the Audited Financial statements of the company for the financial year ended March 31, 2019 together with the reports of



the Board of Directors and auditors thereon, and the consolidated audited financial statements of the company for the year ended March 31, 2019 thereon along with all annexures as laid before this annual general meeting be and are hereby received, considered and adopted.

The Resolution was proposed by Ms. Nikita Rattanshi and seconded by Mr. Shambhu Jha.

ITEM No. 2
(Ordinary Resolution): To appoint a Director in place of Mrs. Kunti Rattanshi (DIN: 07144769), who retires by rotation and being eligible offer herself for reappointment

"**RESOLVED THAT** Mrs. **Kunti Rattanshi (DIN: 07144769)** who retires by rotation at this Annual General Meeting be and is hereby re-appointed as a director of the company. And that her period of office be liable to determination by retirements of directors by rotation.

The Resolution was proposed by Mr. Vinay Saraff and seconded by Mr. Subrahmanyam Thammana.

All the items of the agenda having been transacted, the chairman concluded the meeting by expressing special thanks to all the shareholders of the company for attending the meeting and participating in the deliberations and also expressed his gratitude to the shareholders for their continuous support extended to the company.

There being no other business remaining to be transacted, chairman announced the commencement of voting through poll on above mentioned resolutions. At the request of the chairman, Mr. Rahul Gupta, Scrutinizer appointed for the poll, locked and sealed the empty polling box in the presence of the members. Scrutinizer thereafter conducted the poll for all the resolutions set out in the notice and after ensuing that members participating in the poll had casted their votes, the Scrutinizer closed the poll and took custody of the polling box. The chairman thereby announced the formal closure of the 24th Annual General Meeting of the company.

Place: Mumbai
Date : 30.09.2019

Satish Panchariya
Sd/-
(Chairman)
DIN : 00042934

