

KSS LIMITED

Date: 31.08.2018

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

Subject: Notice for 23rd Annual General Meeting (AGM), Remote e-voting and Book Closure details for the year 2017-18.

Dear Sir/Madam,

In Compliance with the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Notice setting out the business to be transacted at the 23rd Annual General Meeting of the Members of the Company scheduled to be held on Saturday, 29th September, 2018 at 9.30 a.m. Kailash Parbat, KP Restaurants, 7A/8A, 'A' Wing ,Crystal Plaza, New Link Road. Andheri (West), Mumbai 400053.

We also wish to inform you that Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements)Regulations, 2015 the Company is providing Remote e-voting facility to all its members (holding shares in Physical and dematerialized form)as on the cut-off date/ record date i.e. 22nd September, 2018. The Remote E-voting commences from 26th September, 2018 at 9:00 am (IST) and ends on 28th September, 2018 at 5:00 pm (IST) to enable the members to exercise their right to vote by electronic means on the resolutions proposed at the 23rd Annual General Meeting. The Register of Members and Share Transfer Books of the Company will be closed from 23rd September, 2018 to 29th September, 2018 (Both days inclusive) for the purpose of Annual General Meeting. Kindly take the same on your records.

Thanking You,

For and On behalf of the Board
KSS Limited
(Formerly known as K Sera Sera Limited)

Ankita

Ankita Gupta
(Company Secretary)

KSS LIMITED

NOTICE

NOTICE is hereby given that the Twenty Third Annual General Meeting of the Members of KSS Limited (CIN L22100MH1995PLC092438) will be held at Kailash Parbat, K-P Restaurant, 7A/8A, 'A' A-Wing, Crystal Plaza, New Link Road, Andheri West, Mumbai 400053, Maharashtra on Saturday, September 29, 2018 at 9:30 A.M. to transact the following Business:

Ordinary Business

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. **To consider and appoint the Statutory Auditors of the Company and to authorize the Board of Directors/Audit Committee to fix their remuneration and if thought fit, to pass the following resolution as an Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Pipara & Co. LLP, Chartered Accountants (Firm Registration No. 107929W), be appointed as statutory auditors of the Company, in place of resigning auditors M/s. Agrawal Jain and Gupta., Chartered Accountants (Firm Registration No. 013538C), to hold office from the conclusion of this 23rd AGM until the conclusion of the 28th AGM, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors/Audit Committee of the Company."

Special Business

4. **Appointment of Mr. Sandip Joshi (DIN: 08053397) as an Independent Director.**

   To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under read with Schedule IV to the Act, (including any statutory modification (s) or re-enactment thereof for the time being in force), and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sandip Joshi (DIN: 08053397), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on January 23, 2018 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a notice in writing from him proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from January 23rd, 2018 to January 22nd 2023, not liable to retire by rotation"

   RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the said resolution."

5. **Appointment of Mrs. Pratima Shailendra Singh (DIN: 08065730) as an Independent Director**

   To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under read with Schedule IV to the Act, (including any statutory modification (s) or re-enactment thereof for the time being in force),

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and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Pratima Shailendra Singh (DIN: 08065730), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on February 14, 2018 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a notice in writing from her proposing her candidature for the office of Director and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from February 14, 2018 to February 13, 2023, not liable to retire by rotation."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the said resolution."

6. **Appointment of Mr. Ashok Brijmohan Kacker (DIN: 01647408) as an Independent Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under read with Schedule IV to the Act, (including any statutory modification (s) or re-enactment thereof for the time being in force), and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ashok Brijmohan Kacker (DIN: 01647408), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on March 12, 2018 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a notice in writing from him proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from March 12, 2018 to March 11, 2023, not liable to retire by rotation."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the said resolution."

7. **Appointment of Mr. Prasanna Prabhakar Jagtap (DIN:07535855) as a Managing Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 161, 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under read with Schedule V to the Act, (including any statutory modification (s) or re-enactment thereof for the time being in force), and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Prasanna Prabhakar Jagtap (DIN:07535855), who was appointed as an Additional Managing Director of the Company by the Board of Directors at its meeting held on May 10, 2018 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a notice in writing from him along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as the Managing Director of the Company to hold office for a term of 5 (five) consecutive years commencing from May 10, 2018 at a gross remuneration of Rs. 19,80,000/- (Nineteen Lakhs Eighty Thousand only) per annum as agreed between Mr. Prasanna Prabhakar Jagtap and Board."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the said resolution."

Date: 13.08.2018

By Order of the Board
For KSS Limited
(Formerly known as K Sera Sera Limited)
Sd/-
Ankita Gupta
Company Secretary (w.e.f.23.01.2018)

Regd. office:
Unit No. 101A and 102, 1st Floor,
Plot No. B-17, Morya Landmark
Andheri (West), Mumbai- 400053
CIN: L22100MH1995PTC092438

KSS LIMITED

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING OF THE COMPANY IS ENTITLED TO APPOINT ANOTHER PERSON AS PROXY/ PROXIES TO ATTEND AND VOTE AT THE MEETING (ON THE CALLING OF A POLL ONLY) INSTEAD OF HIMSELFAND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

   Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

2. The Register of Members and Share Transfer Registers of the Company will remain closed from September 23, 2018 to September 29, 2018.

3. Members are requested to sign at the place provided for the attendance slip annexed to the Proxy Form and handover the slip at the entrance to the place of the meeting.

4. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the Annual Report to the meeting.

5. Corporate Members are requested to send a duly certified copy of the board resolution authorizing their representatives to attend and vote at the Annual General Meeting.

6. Information to Shareholders in pursuance of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 with reference to Appointment of Directors in item no. 4, 5, 6 and 7 of the notice is provided in the Explanatory Statement under section 102 of the Companies Act, 2013 and for Item No. 2 for re-appointment of Director is annexed herewith the notice.

7. The Company is pleased to offer e-Voting facility for its Members to enable them to cast their votes electronically. The business as set out in the Notice may be transacted and that:

   a. The Company is providing facility for voting by electronic means in compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

   b. The Facility for voting, either through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote electronically may exercise their vote through ballot paper.

   c. The Members who have cast their vote by remote e-voting shall not be entitled to cast their vote again.

Voting through electronic means

A. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than



venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

B. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

C. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

D. The remote e-voting period commences on Wednesday, 26th September, 2018 at 9:00 am (IST)) and ends on Friday, 28th September, 2018 at 5:00 pm (IST). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 22nd, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

E. The process and manner for remote e-voting are as under:

a) Your User ID details will be as per details given below :

1. **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******).
2. **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12********** then your user ID is 12**********).

3. **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).

b) In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

i. Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

ii. Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

iii. Click on Shareholder – Login

iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination of both thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

v. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

vi. Select "EVEN" of "KSS Limited".
vii. Now you are ready for remote e-voting as Cast Vote page opens.
viii. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
ix. Upon confirmation, the message "Vote cast successfully" will be displayed.
x. Once you have voted on the resolution, you will not be allowed to modify your vote.
xi. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at**cs.sandeepdubey@gmail.com** with a copy marked to **evoting@nsdl.co.in**

c) In case a Member receives physical copy of the Notice of AGM for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy:

i. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
ii. EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN

iii. Please follow all steps from Sl. No. (ii) to Sl. No. (xi) above, to cast vote.

F. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a. Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

d. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

e. Now, you will have to click on "Login" button.

f. After you click on the "Login" button, Home page of e-Voting will open after which you will have to follow all the steps mentioned above with respect to casting vote electronically.

H. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

I. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

J. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

K. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2018.

L. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd September, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in, investor@bigshareonline.com or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.comor email evoting@nsdl.co.in (with relevant details) or contact NSDL at the following toll free no.: 1800-222-990.

M. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM

N. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

O. Mr. Sandeep A. Dubey (Mem. No. ACS 47940) Practicing Company Secretary, has been appointed as the Scrutinizer for scrutinizing the voting and remote e-voting process in a fair and transparent manner.

P. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

1. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.Kserasera.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE / NSE Limited, Mumbai.

2. All documents referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the Company on all working days between 11.00 a.m. and 1.00 p.m. except Sundays and public holidays, up to the date of the AGM.

3. The members are requested to note:

i. **Change of Address/ Bank Details:** Members holding shares in physical form are requested to inform M/s Bigshare Services Private Limited (Company's Registrar & Transfer Agent), immediately of any change in their address and bank details. Members holding shares in dematerialized form are requested to intimate all changes with respect to their address, bank details, mandate etc. to their respective Depository Participants. These changes will then be automatically reflected in the Company's records. This will help the Company to provide efficient and better service to the members. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market for transaction of transfer , transmission /transposition and deletion of name of deceased shareholder. Members holding shares in demat form are, therefore requested to update their PAN and Other necessary data to depository participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to Registrar & Share Transfer Agent M/s. Bigshare Services Private Limited accordingly for registration of transfer of shares, Demat, or transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to M/s. Bigshare Services Private Limited.

ii. Section 72 of the Companies Act, 2013, provides for Nomination by the Shareholders of the Company in the prescribed Form No. SH-13 for shares held in physical form. Blank forms will be supplied by M/s Bigshare Services Private Limited on request. Members holding shares in dematerialized form may contact their respective Depository Participants for recording of nomination.

iii. Members seeking any information with regards to the Accounts are requested to write to the Company at an early date, as to enable the Management to keep the information ready at the meeting.

iv. Members attending the Annual General Meeting are requested to bring with them the followings (as applicable):
   a. Members holding shares in dematerialized form, their DP & Client ID Numbers.
   b. Members holding shares in physical form their folio numbers.

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c. Copy of the Annual Report & Notice.
d. The Attendance slip duly completed as per the specimen signature lodged with the Company.

e. Member Companies/Institutions are requested to send a copy of the resolution of their Board/Governing Body, authorizing their representative to attend and vote at the Annual General Meeting.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("The Act")

Item No 4.

Based on the recommendation of Nomination and Remuneration Committee, Mr. Sandip Joshi was appointed as an Additional Director (Independent) on the Board with effect from January 23, 2018. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Sandip Joshi will hold office upto the conclusion of the ensuing Annual General Meeting of the Company. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from him for the office of Independent Director to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Sandip Joshi (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. The resolution seeks the approval of members for the appointment of Mr. Sandip Joshi as an Independent Director of the Company for a term of 5 consecutive years pursuant to section 149 and other applicable provisions of the Companies Act, 2013 and rules made thereunder. He will not be liable to retire by rotation.

In the opinion of the Board, Mr. Sandip Joshi, proposed to be appointed as an Independent Director of the Company, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder w.r.t to the criteria of independence as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is Independent of the Management. No Director, Key Managerial Personnel or their relatives, except Mr. Sandip Joshi, to whom the resolution relates, are interested or concerned in the resolution. The Board recommends the resolution set forth in Item No. 4 for the approval of the members. The brief profile of his is as follows:

S.No.	Name of the Director	Sandip Joshi
1.	Date of Birth	04/02/1983
2.	Nationality	Indian
3.	Date of Appointment on the Board	23/01/2018
4.	Expertise in specific functional area	Marketing, Business, Leadership
5.	Number of Shares held in the Company	Nil
6.	Directorship held in other public companies (except	K Sera Sera Miniplex Limited,

	foreign companies and Government Bodies)	Birla Gold And Precious Metals Limited and Birla Jewels Limited
7.	Chairman/ Member in the Committee's of the boards in which he/ she is Director (includes only Audit Committee, Stakeholders' Relationship Committee and Nomination and Relationship Committee)	Nil

A copy of the draft letter of re-appointment of Mr. Sandip Joshi as an Independent Director would be available for inspection to the shareholders at the registered office of the Company on all working days (except Sundays and Public Holidays) between 11:00 a.m. and 1:00 p.m. till the date of the meeting.

The Notice and this Statement may also be regarded as a disclosure Regulation 36 (3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

The Board recommends this Resolution for your Approval.

Item No. 5

Based on the recommendation of Nomination and Remuneration Committee, Mrs. Pratima Shailendra Singh was appointed as an Additional Director (Independent) on the Board with effect from February 14, 2018. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mrs. Pratima Shailendra Singh will hold office upto the conclusion of the ensuing Annual General Meeting of the Company. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from her for the office of Independent Director to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mrs. Pratima Shailendra Singh (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. The resolution seeks the approval of members for the appointment of Mrs. Pratima Shailendra Singh as an Independent Director of the Company for a term of 5 consecutive years pursuant to section 149 and other applicable provisions of the Companies Act, 2013 and rules made thereunder. She will not be liable to retire by rotation.

In the opinion of the Board, Mrs. Pratima Shailendra Singh, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder with respect to the criteria of independence as also the requirements as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and she is Independent of the Management. No Director, Key Managerial Personnel or their relatives, except Mrs. Pratima Shailendra Singh, to whom the resolution relates, are interested or concerned in the resolution. The Board recommends the resolution set forth in Item No. 5 for the approval of the members. The brief profile of her is as follows:

S.No	**Name of the Director**	**Mrs. Pratima Shailendra Singh**
1.	Date of Birth	02/06/1976
2.	Nationality	Indian

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3.	Date of Appointment on the Board	14/02/2018
4.	Expertise in specific functional area	Marketing, Media and Fashion Industry.
5.	Number of Shares held in the Company	Nil
6.	Directorship held in other public companies (except foreign companies and Government Bodies)	Nil
7.	Chairman/ Member in the Committee's of the boards in which he/ she is Director (includes only Audit Committee, Stakeholders' Relationship Committee and Nomination and Relationship Committee)	Nil

A copy of the draft letter of re-appointment of Mrs. Pratima Shailendra Singh as an Independent Director would be available for inspection to the shareholders at the registered office of the Company on all working days (except Sundays and Public Holidays) between 11:00 a.m. and 1:00 p.m. till the date of the meeting.

The Notice and this Statement may also be regarded as a disclosure Regulation 36 (3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

The Board recommends this Resolution for your Approval.

Item No 6.

Based on the recommendation of Nomination and Remuneration Committee, Mr. Ashok Kacker was appointed as an Additional Director (Independent) on the Board with effect from March 12, 2018. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Ashok Kacker will hold office upto the conclusion of the ensuing Annual General Meeting of the Company. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from him for the office of Independent Director to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Ashok Kacker (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. The resolution seeks the approval of members for the appointment of Mr. Ashok Kacker as an Independent Director of the Company for a term of 5 consecutive years pursuant to section 149 and other applicable provisions of the Companies Act, 2013 and rules made thereunder. He will not be liable to retire by rotation.

In the opinion of the Board, Mr. Ashok Kacker, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder with respect to the criteria of independence as also the requirements as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is Independent of the Management. No Director, Key Managerial Personnel or their relatives, except Mr. Ashok Kacker, to whom the resolution relates, are interested or concerned in the resolution. The Board recommends the resolution set forth in Item No. 6 for the approval of the members. The brief profile of his is as follows:

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S.No.	Name of the Director	Ashok Kacker
1.	Date of Birth	04/02/1983
2.	Nationality	Indian
3.	Date of Appointment on the Board	12/03/2018
4.	Expertise in specific functional area	Public administration, finance, international taxations, mergers and acquisitions, capital and financial markets
5.	Number of Shares held in the Company	Nil
6.	Directorship held in other public companies (except foreign companies and Government Bodies)	1. Max India Limited 2. Max Ventures And Industries Limited 3. Indiabulls Industrial Infrastructure Limited 4. Golden Greens Golf And Resorts Limited 5. Indiabulls Asset Management Company Limited 6. Indiabulls Venture Capital Management Company Limited
7.	Chairman/ Member in the Committees of the boards in which he/ she is Director (includes only Audit Committee, Stakeholders' Relationship Committee and Nomination and Relationship Committee)	1. Chairman of Audit Committee- Max India Limited 2. Chairman of Nomination and Remuneration Committee- Max India Limited 3. Member of Stakeholders Relationship Committee- Max India Limited 4. Member of Investment and Finance Committee- Max India Limited 5. Member of CSR Committee- Max India Limited 6. Chairman of Audit Committee- Max Ventures and Industries Limited 7. Members of Nomination and Remuneration Committee- Max Ventures and Industries Limited 8. Members of Stakeholders Relationship Committee- Max Ventures and Industries Limited

A copy of the draft letter of re-appointment of Mr. Ashok Kacker as an Independent Director would be available for inspection to the shareholders at the registered office of the Company on all working days (except Sundays and Public Holidays) between 11:00 a.m. and 1:00 p.m. till the date of the meeting.

The Notice and this Statement may also be regarded as a disclosure Regulation 36 (3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

The Board recommends this Resolution for your Approval.

Item No 7.

KSS LIMITED

Based on the recommendation of Nomination and Remuneration Committee, Mr. Prasanna Prabhakar Jagtap was appointed as an Additional Managing Director of the Company in the Board of Director Meeting held on 12th March, 2018 (Date of Appointment). Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Prasanna Prabhakar Jagtap will hold office upto the conclusion of the ensuing Annual General Meeting of the Company and is eligible for being appointed as a Managing Director.

Mr. Prasanna Prabhakar Jagtap has extensive profit and cost center experience in more than one business. He scripted the growth of the Group's Business towards a more competitive and sustainable model, guiding greenfield and brownfield expansions in India. He has brought in strong execution rigor to his work, and has considerably strengthened innovation. The Company has received from Mr. Prasanna Prabhakar Jagtap(i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013,

The Company has received the notice pursuant to Section 160 of Companies Act, 2013 along with the requisite amount of deposit signifying his intention to be appointed as Managing Director of the Company. The remuneration and other terms and conditions of Mr. Prasanna Prabhakar Jagtap appointment as Managing Director as set out in the resolution is subject to your approval. The brief profile of his is as follows:

S.No.	**Name of the Director**	**Mr. Prasanna Prabhakar Jagtap**
1.	Date of Birth	30/05/1974
2.	Nationality	Indian
3.	Date of Appointment on the Board	10/05/2018
4.	Expertise in specific functional area	Strategizing Business Model, Third Party Distribution, Channel Development and Management.
5.	Number of Shares held in the Company	Nil
6.	Directorship held in other public companies (except foreign/private companies and Government Bodies)	Nil
7.	Chairman/ Member in the Committee's of the boards in which he is Director (includes only Audit Committee, Stakeholders' Relationship Committee and Nomination and Relationship Committee)	Nil

A copy of the draft letter of appointment of Mr. Prasanna Prabhakar Jagtap as a Managing Director would be available for inspection to the shareholders at the registered office of the Company on all working days (except Sundays and Public Holidays) between 11:00 a.m. and 1:00 p.m. till the date of the meeting.

The Notice and this Statement may also be regarded as a disclosure Regulation 36 (3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

KSS LIMITED

The Board recommends this Resolution for your Approval.

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement)Regulations, 2015

Names of Director	Satish Panchariya
Date of Birth	27/07/1970
Date of Appointment	20/09/2012
Expertise in functional area	Marketing, Media, Investment Advisory
List of outside directorship held, excluding Alternate Directorship, Private Companies, and Foreign Companies	Alka India Limited (resigned w.e.f. 04/07/2018) , K Sera Sera Digital Cinema Limited.
Chairman/member of the Committee of the Board of Directors of the Company	NIL
Chairman/member of the Committee of the Board of Directors of the Company other Companies in which he/she is a director: a. Audit Committee b. Investor Grievance Committee	NIL
No. of Shares held in the Company	NIL

KSS LIMITED

ROUTE MAP FOR AGM VENUE

