HELD AT _____ ON _____ TIME _____

MINUTES OF THE EIGHTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF KSS LIMITED HELD AT "KAILASH PARBAT, K-P RESTAURANTS, 7A/ 8A, 'A' WING CRYSTAL PLAZA, LINK ROAD, ANDHERI (WEST), MUMBAI -400053 ON 30TH DECEMBER, 2013 AT 9.00 A.M.

QUORUM

The required quorum was present.

CHAIRMAN 'S SPEECH:

Mr. Satish Panchariya, Chairman of the Company took the Chair.

The Chairman 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 to the Annual General Meeting and introduced other members sitting on dais.

NOTICE

With the consent of members present, the notice convening the Meeting was taken as read.

Mr. Shailesh Bapat, Company Secretary read out the Auditor's Report.

The Chairman then announced that the Register of Directors Shareholding maintained under section 307 of the Companies Act, 1956 was placed before the meeting.

The Chairman then addressed the Shareholders about working of the company. All the questions of the members were answered by the Chairman.

Having provided all the shareholders present with a snapshot of the key dimensions of the company, the Chairman then referred the first resolution relating to the adopting of the Accounts and Directors Report.

1. Adoption and approval of Audited Balance Sheet as at 31st March,2013 and Profit and Loss Account for the year ended on that date, the Report of the Director's and the Auditors:

"RESOLVED THAT the Balance Sheet of the Company as at 31st March 2013 and the Profit and Loss Account for the year ended on that date together with the Directors' Report and Auditors' Report thereon, laid before the meeting be and are hereby approved and adopted."

Proposed by: Ms. Anita Wadhwani

Seconded by: Mr. Badresh Parikh

Satish Panchariya

CHAIRMAN'S INITIALS

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On vote being taken, passed by majority.

2. Re-appointment of Mr. SATISH PANCHARIYA, as Director – As an Ordinary Resolution:

For passing the below resolution, Mr. Hussain Shattaf took the Chair, as Mr. Satish Panchariya was interested in the below mentioned resolution:

"RESOLVED that Satish Panchariya, who retires from office by rotation, and being eligible for reappointment, be and is hereby re-appointed as a Director of the Company."

Proposed by: Ms. Jagruti Shah

Seconded by: Mr. Pratab Gogia

On vote being taken, passed by majority.

3. Re-appointment of Mr. RAKESH SHARMA, as Director – As an Ordinary Resolution:

Mr. Hussain Shattaf then requested Mr. Satish Panchariya to take the Chair and the Chairman put the below resolution to vote.

"RESOLVED that Mr. Rakesh Sharma, who retires from office by rotation, and being eligible for reappointment, be and is hereby re-appointed as a Director of the Company."

Proposed by: Mr. Nikunj Shah

Seconded by: Mr. Vinod Agarwal

On vote being taken, passed by majority.

4. Re-appointment of Auditors – As an Ordinary Resolution:

"RESOLVED THAT the pursuant to the provision of Section 224 and other applicable provisions, if any, of the Companies Act 1956, M/s. Agrawal Jain and Gupta (Registration No. 013538C) Chartered Accountants , Jaipur the Retiring Auditors, be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this meeting until the conclusion the Next Annual General Meeting of the Company and that the Board of Directors of the Company be and is hereby authorized to fix their remuneration for the said period and reimbursement of actual out of pocket expenses, as may be incurred in the performance of their duties."

Proposed by: Ms. Noorjahan Parkar

Seconded by: Mr. Nimesh Shah

On vote being taken, passed by majority.

CHAIRMAN'S INITIALS

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5. Acceptance of Public Deposits:

"RESOLVED THAT pursuant to applicable provisions of Companies Act, 1956 and Companies (Acceptance of Deposit) Rules, 1975, the Board is hereby authorized to accept Public Deposit upto 25% of paid-up share capital and free reserves of the Company."

Proposed by: Mr. Urvish Parikh

Seconded by: Ms. Poonam Gogia

On vote being taken, passed by majority.

There being no other business the meeting was conducted with vote of thanks to the Chair.

Place: Mumbai

Date: 30.12.2013

Satish Panchariya

(Chairman)

Satish Panchariya

CHAIRMAN'S INITIALS

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