KSS LIMITED

February 02, 2015

To,

The Corporate Relations Department,
Bombay Stock Exchange 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: Intimation with respect to the dispatch of Postal Ballot Notices and Forms

Dear Sir,

Further to our letter dated January 20, 2015 and with reference to above mentioned subject, we would like to inform that the Company has completed the dispatch of Notice under section 110 of the Companies Act, 2013 and applicable rules thereunder and clause 35B of the Listing Agreement alongwith Postal Ballot Form and a self addressed pre paid postage reply envelopes for obtaining members consent by way of Special Resolutions to be passed by postal ballot/ e-voting for the purpose of:

1. Subdivision of One Equity Share of Face Value of Rs. 10/- to Ten Equity Shares of Face Value of Re. 1/- each
2. Alteration of Capital Clause of Memorandum of Association to give effect of sub-division.
3. Increase in borrowing power in terms of Section 180 (1) (c) of the Companies Act, 2013
4. Creation of charge / mortgage etc. on Company's movable or immovable properties in terms of Section 180 (1) (a) of the Companies Act, 2013
5. Making Loans or investments and to give guarantees or to provide security in connection with the loan made under section 186 of Companies Act, 2013

Six copies of the said Notice alongwith the Postal Ballot Form is attached herewith.

The press clippings of the publication of the dispatch of Postal Ballot Notices and Forms in the English and Marathi Newspaper shall be submitted for your reference separately.

Kindly take the same on your record

Thanking You
For KSS Limited
(Formerly known as K Sera Sera Limited)

Tanu Singh
Company Secretary

KSS Limited
(Formerly known as K Sera Sera Ltd.)
CIN : L22100MH1995PLC092438
Unit No.101 A & 102, 1st Floor, Plot No. B-17, Morya Landmark II, Andheri (West), Mumbai - 400 053. INDIA.
Tel: 022 40427600 / 42088600 Fax: 022 40427601 Web : www.kserasera.com Email : info@kserasera.com

KSS LIMITED

(Formerly known as K Sera Sera Limited)

CIN No. L22100MH1995PLC092438

Unit No. 101A and 102, 1st Floor, Plot No. B-17, Morya Landmark II, Andheri (West)- 400053,Mumbai

Tel: 022 40427600/42088600 Fax: 022 40427601 Web: www. kserasera.com Email:info@kserasera.com

POSTAL BALLOT NOTICE

(Notice pursuant to section 110 of the Companies Act, 2013)

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended below are proposed to be passed by postal ballot/e-voting for the purpose of:

1. Subdivision of One Equity Share of Face Value of Rs. 10/- to Ten Equity Shares of Face Value of Re. 1/- each
2. Alteration of Capital clause of Memorandum of Association to give effect of Sub-Division.
3. Increase in borrowing power in terms of Section 180 (1) (c) of the Companies Act, 2013
4. Creation of charge / mortgage etc. on Company's movable or immovable properties in terms of Section 180 (1) (a) of the Companies Act, 2013
5. Making Loans or investments and to give guarantees or to provide security in connection with the loan made under section 186 of Companies Act, 2013

The Company seeks the consent of the Members for the aforesaid proposals through Special Resolutions as specified herein below. The proposed resolution along with Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and a Postal Ballot Form is enclosed for your consideration and the Company in compliance with Postal Ballot Rules, appointed Mr. Vishal N. Manseta, Practicing Company Secretary, Mumbai as a Scrutinizer for conducting the entire Postal Ballot process in a fair and transparent manner.

You are requested to read the instruction carefully printed on the Postal Ballot Form sent herewith and return the form duly completed in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer on or before the close of Working Hours i.e. 17:00 hours on March 02, 2015. Please note that any Postal Ballot Form received after the said date will be treated as not having been received.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Notice and instructions overleaf the Form. The Scrutinizer will submit his report addressed to the Chairman of the Company after completion of the scrutiny and the result of the Postal Ballot shall be announced at 16:00 Hours at the Registered office of the Company on March 05, 2015 by the Chairman or in his absence by any other person authorized by the Chairman. The result of the postal ballot will immediately be intimated to the concerned Stock Exchanges.

The date of Declaration of Result of the Postal Ballot shall be deemed to be the date of the General Meeting and the date of passing of the proposed Resolutions.

SPECIAL RESOLUTIONS FOR POSTAL BALLOT

ITEM NO. 1: Subdivision of One Equity Share of Face Value of Rs. 10/- to Ten Equity Shares of Face Value of Re. 1/- each

To consider and if thought fit, to give assent/dissent to the following Resolution as a "Special Resolution":-

"**RESOLVED THAT** pursuant to the provisions of section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re enactment thereof for the time being in force), and the provisions of the Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and

sanctions, if any, required from any other authority and as approved by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall also include any committee thereof), consent of the Members be and is hereby accorded to subdivide each equity share of the Company having face value of Rs. 10/- each (Rupees Ten only) each as fully paid up into 10 (Ten) Equity shares of Re. 1/- (Rupee One only) each as fully paid up and all the equity shares of Rs.10/- (Rupees Ten only) each fully paid, of the Company, be subdivided accordingly, with effect from the 'Record Date' to be determined by the Board for this purpose.

RESOLVED FURTHER THAT on sub division, the 10 (Ten) Equity Shares of the face value of Re. 1/- (Rupee One only) each be issued in lieu of 1 (one) equity share of Rs. 10/- (Rupees Ten Only) each, subject to the terms of Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid Equity Shares of Rs. 10/- (Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT upon sub division of Equity Shares of the Company as aforesaid, the existing share certificate(s) in relation to the existing Equity shares of face value of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record date of sub division and the Company may, without requiring the surrender of existing share certificate(s) directly issue and dispatch the new share certificate (s) of the Company in lieu of such existing share certificate (s) within the period prescribed or that may be prescribed in this behalf from time to time and in the case shares held in dematerialized form, the number of sub-divided equity shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the equity shares before sub division.

RESOLVED FURTHER THAT the Board be and is hereby authorized to fix a Record Date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise , in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required , on behalf of the Company and generally to do all such acts, deeds matters and things and to give such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers to any committee thereof as it may deem appropriate in this regard.

ITEM NO. 2: Alteration of Capital Clause of Memorandum of Association to give effect to sub-division.
To consider and if thought fit, to give assent/dissent to the following Resolution as a "Special Resolution":-

RESOLVED THAT upon the Resolution for Subdivision being passed and pursuant to the provisions of sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, the existing clause V of the Memorandum of Association of the Company as to the Share capital be and is hereby deleted and in its place and stead the following clause V shall be substituted:

"V The Authorised Share Capital of the Company is Rs. 220,00,00,000/-(Rupees Two Hundred and Twenty Crores only) divided into 220,00,00,000/- (Two Hundred and Twenty Crores only) Equity Shares of Re. 1/- (Rupee One only) each

RESOLVED FURTHER THAT the Board of Directors or any committee thereof be and is hereby authorized to do all such acts, deeds matters and things and to give such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution

ITEM NO. 3: Increase in borrowing power in terms of Section 180 (1) (c) of the Companies Act, 2013
To consider and if thought fit, to give assent/dissent to the following Resolution as a "Special Resolution":-

"**RESOLVED THAT** in supersession of Resolution passed by the members of the Company at the Annual General Meeting held on September 30, 2014 and pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the

Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) for borrowing from time to time any sum or sums of monies which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paidup capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs. 500 crores.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds and things, to execute all such documents, instruments in writing as may be required in its absolute discretion pursuant to the above Resolution."

ITEM NO. 4: Creation of charge / mortgage etc. on Company's movable or immovable properties in terms of Section 180 (1) (a) of the Companies Act, 2013
To consider and if thought fit, to give assent/dissent to the following Resolution as a "Special Resolution":-

"RESOLVED THAT in supersession of Resolution passed by the members of the Company in the earlier meetings and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof),read with the Articles of Association of the Company and other applicable provisions, consent of the Company be and is hereby granted to the Board of Directors (hereinafter referred to as the "Board") of the Company to mortgage and / or hypothecate and / or create charge on all or any one or more of the movable and / or immovable properties or such other assets of the Company, wheresoever's situated, both present and future, on such terms and conditions and at such time or times and in such form or manner as it may deem fit, to or in favour of Banks, Financial Institutions, Non Banking Finance Companies (NBFC) or such other lenders and/or other investing agencies to secure any Asset Financing Facilities, Term Loans / Credit Facilities or otherwise, obtained / to be obtained from any of the aforesaid lenders, such security to rank in such manner as may be agreed to between the concerned parties and as may be thought expedient by the Board subject to the applicable limits pursuant to Section 180(1)(c) or such other limits as approved by the shareholders from time to time.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalize and execute with the Banks, Financial Institutions, Non Banking Finance Companies (NBFC) or such other lenders or other investing agencies, the requisite agreements, documents, deeds and writings for borrowing and / or creating the aforesaid mortgage and / or charge and to do such acts, deeds and things as may be necessary, proper or all expedient to give effect to this resolution"

ITEM NO.5: To make Loans or investments and to give guarantees or to provide security in connection with the loan made under section 186 of Companies Act, 2013
To consider and if thought fit, to give assent/dissent to the following Resolution as a "Special Resolution":-

"RESOLVED THAT pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as may be amended, from time to time and Articles of Association of the Company, approval of the shareholders of the Company be and is hereby given to the Board of Directors for:

I. giving any loan to any person or other body corporate
ii. giving any guarantee or providing security in connection with a loan to any other body corporate.
iii. acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate.

up to an amount, the aggregate outstanding of which should not exceed, at any given time, Rs.500 crores which shall be over and above the limits as specified in Section 186 (2) of the Companies Act, 2013 and the aggregate outstanding amount of loans/ guarantees / securities given / provided to wholly owned subsidiary companies and / or joint venture companies and investments made in wholly owned subsidiary companies, from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decide, from time to time, terms and conditions, execute necessary documents, papers, agreements etc. for investments to be made, loans / guarantees to be given and securities to be provided to any person and / or anybody corporate, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable, settle any question, difficulty or doubt that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or Managing Director or Whole Time Director or Director or officer of the Company or any other person."

Place: Mumbai
Date: January 08, 2015

By order of the Board of Directors
For KSS Limited
(Formerly known as K Sera Sera Limited)
sd/-
Tanu Singh
Company Secretary

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

Notes:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts concerning the aforesaid business and reason thereof are annexed hereto.
2. As per requirement of the aforesaid section, resolutions in the accompanying notice require consent of the shareholders through Postal Ballot. You are, therefore, requested to communicate your assent or dissent in writing in Postal Ballot Form sent herewith in accordance with the instruction set out therein.
3. The Board of Directors at its meeting held on January 8, 2015, has appointed Mr. Vishal N. Manseta Practicing Company Secretary as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. The Company also offers e-voting facility. Please see the instructions below for details.

E-voting Facility

Pursuant to Section 110 of the Companies Act, 2013 and applicable rules thereunder and Clause 35B of the Equity Listing Agreement, the Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid. For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited ("CDSL") for facilitating e-voting.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

(i) Log on to the e-voting website www.evotingindia.com
(ii) Click on "Shareholders" tab.
(iii) Now, select the "KSS LIMITED" from the drop down menu and click on "SUBMIT"
(iv) Now Enter your User ID
    a. For CDSL: 16 digits beneficiary ID,
    b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
(v) Next enter the Image Verification as displayed and Click on Login.
(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN of "KSS LIMITED" (EVSN No.-150120003) on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.com and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer through e-mail: scrutinizerkss@gmail.com with a copy marked to grievanceredressal@kserasera.com to verify the same.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(B) The voting period begins on February 01, 2015 at 9:00 hours and ends on March 02, 2015 at 17:00 hours. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of January 23, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act 2013

ITEM NO. 1

With a view to enhance investor base of the Company by encouraging the participation of the small investors and also to increase the liquidity of the equity shares of the Company, the Board of Directors at its meeting held on January 08, 2015 has approved to sub divide the face value of the equity share capital of the Company from Rs. 10/- per share to Re 1/- per share, subject to approval of members

Accordingly each paid up equity share of nominal value of Rs. 10/- (Rupees Ten only) existing as on the Record Date as may be fixed by the Board of Directors, shall stand subdivided into 10 (ten) equity shares of Re 1/- (Rupee One only) each

The Record date for the aforesaid sub division of Equity Shares will be fixed after the approval of the Shareholders is obtained, pursuant to this Postal Ballot

The Board recommends the Resolution as set out in the Item No. 1 of the accompanying notice for the approval of Members of the Company as Special Resolution

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution except to the extent of their respective holdings in the equity shares of the Company, if any.

The documents referred to in this notice and explanatory statement are available for inspection during business hours on all working days (except Saturdays, Sundays and holidays) at the Registered Office of the Company until the date of the declaration of Postal Ballot Results.

ITEM NO. 2

The proposed sub division of the Equity Shares of the company from Rs. 10/- each to Re 1/- each requires amendment to the Memorandum of Association of the Company.

Accordingly Clause V of the Memorandum of Association as set out in Item No. 2 of the accompanying Notice reflecting the corresponding changes in the Authorised Share Capital of the Company consequent to the proposed sub division i.e. from Rs. 220,00,00,000 /- (Rupees Two Hundred and Twenty Crores only) divided into 22,00,00,000/- (Twenty Two Crores only) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 220,00,00,000/- (Rupees Two Hundred and Twenty Crores only) divided into 220,00,00,000 (Two Hundred and Twenty Crores only) Equity Shares of Re. 1/- (Rupee One only) each.

The Board recommends the Resolution as set out in the Item No. 2 of the accompanying notice for the approval of Members of the Company as Special Resolution

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution except to the extent of their respective holdings in the equity shares of the Company, if any.

The documents referred to in this notice and explanatory statement are available for inspection during business hours on all working days (except Saturdays, Sundays and holidays) at the Registered Office of the Company until the date of the declaration of Postal Ballot Results.

ITEM NO. 3

In terms of the resolution passed by the Shareholders at the Annual General Meeting held on September 30, 2014 and pursuant to Section 180(1)(c)of the Companies Act, 2013, the Board of Directors of the Company is authorised to borrow upto a sum of Rs. 100 Crores over and above the paid-up share capital and free reserves of the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) and thereafter the Board has decided to increase the limit to Rs. 500 crores. Accordingly, the consent of the Shareholders at the General Meeting is sought under Section 180 (1) (c) of the Companies Act, 2013.

The Board recommends the Resolution as set out in the Item No. 3 of the accompanying notice for the approval of Members of the Company as Special Resolution

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution except to the extent of their respective holdings in the equity shares of the Company, if any.

The documents referred to in this notice and explanatory statement are available for inspection during business hours on all working days (except Saturdays, Sundays and holidays) at the Registered Office of the Company until the date of the declaration of Postal Ballot Results.

ITEM NO. 4

In terms of the resolution passed by the Shareholders in the earlier meetings under section 293(1)(a) of Companies Act,1956 and pursuant to section 180(1)(a) of the Companies Act, 2013 the consent of the shareholders is required for creation of a mortgage or charge for the said borrowings, as security by way of mortgage / hypothecation on the Company's assets in favour of lending agencies and trustees for the amounts borrowed, including interest, charges, etc. payable thereon, as the documents for the said purpose could contain the power to take over the management of the Company, in certain events.

Accordingly, the consent of the Shareholders at the General Meeting is sought under Section 180 (1) (a) of the Companies Act, 2013 and as per Section 110 of the companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, the said resolution to be passed through postal ballot process.

The Board recommends the Resolution as set out in the Item No. 4 of the accompanying notice for the approval of Members of the Company as Special Resolution

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution except to the extent of their respective holdings in the equity shares of the Company, if any.

The documents referred to in this notice and explanatory statement are available for inspection during business hours on all working days (except Saturdays, Sundays and holidays) at the Registered Office of the Company until the date of the declaration of Postal Ballot Results.

ITEM NO. 5

As per the provisions of Section 186 of the Companies Act, 2013, No company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Where such giving of any loan or guarantee or providing any security or the acquisition exceeds the limits specified, under Section 186 of the Companies Act, 2013 prior approval by means of a special resolution passed at a general meeting is necessary. As per Section 110 of the companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, the said resolution to be passed through postal ballot process.

The Board recommends the Resolution as set out in the Item No. 5 of the accompanying notice for the approval of Members of the Company as Special Resolution

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution except to the extent of their respective holdings in the equity shares of the Company, if any.

The documents referred to in this notice and explanatory statement are available for inspection during business hours on all working days (except Saturdays, Sundays and holidays) at the Registered Office of the Company until the date of the declaration of Postal Ballot Results.

Place: Mumbai
Date: January 08, 2015

By order of the Board of Directors
For KSS Limited
(Formerly known as K Sera Sera Limited)
sd/-
Tanu Singh
Company Secretary

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

Encl.

a) **Postal Ballot Form**
b) **Self addressed postage prepaid envelope**

KSS LIMITED

(Formerly known as K Sera Sera Limited)

CIN No. L22100MH1995PLC092438

Unit No. 101A and 102, 1st Floor, Plot No. B-17, Morya Landmark II, Andheri (West)- 400053,Mumbai
Tel: 022 40427600/42088600 Fax: 022 40427601 Web: www. kserasera.com Email:info@kserasera.com

POSTAL BALLOT FORM

Name and Registered Address of the Sole/first named shareholder : Sr. No.

Name(s) of the joint holder (s) (if any) :

Registered Folio No / Client ID/ DP ID No :

Number of shares held :

I/We hereby exercise my/our votes in respect of the Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated January 08, 2015 by sending my/our assent or dissent to the said resolution by placing the stick (√) mark at the appropriate box below:

Item No	Description	No of Shares	(For) I/We assent to The Resolution	(Against) I/We dissent to the Resolution
1.	Subdivision of One Equity Share of the Company of Face Value of Rs. 10/- each to Ten Equity Shares of Face Value of Re. 1/- each			
2.	Alteration of Capital clause of Memorandum of Association to give effect of Sub-Division			
3	Increase in borrowing power in terms of Section 180 (1) (c) of the Companies Act, 2013			
4.	Creation of charge / mortgage etc. on Company's movable or immovable properties in terms of Section 180 (1) (a) of the Companies Act, 2013			
5.	Making Loans or investments and to give guarantees or to provide security in connection with the loan made under section 186 of Companies Act, 2013			

Place :
Date :

Signature of the Shareholder

For E-voting

Electronic Voting Sequence Number (EVSN)-150120003

Note: Please read the instructions printed overleaf

INSTRUCTIONS

1. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders/beneficial owners
2. Voting by Postal Ballot, in the physical form or e-Voting, can be exercised only by the shareholder or his/her duly constituted attorney or in case of bodies corporate the duly authorised person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
3. Voting period commences on and from February 01, 2015 at 9:00 hours and ends on March 02, 2015 at 17:00 hours
4. The result of the voting on the resolutions will be declared at the Registered Office of the Company, on March 05, 2015 at 16:00 hrs.
5. A member need not use all his/her votes.
6. Shareholders can opt only one mode for voting i.e. either by physical Ballot or e-voting. In case the member has exercised the vote in physical as well as electronic mode, the vote by physical mode only will be considered. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through form can download the Postal Ballot Form from the company's website www.kserasera.com (Investor Relations>Updates> Postal Ballot Notice& Form 2014-15).
7. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
8. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be sent to grievanceredressal@kserasera.com
9. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respect and send it after signature to the Scrutinizer in the attached self-addressed postal pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted. Members are requested to convey their assent or dissent in this postal ballot form only. The assent or dissent received in any other form or manner shall be considered as invalid.
10. The self addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
11. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar/Depository. In case shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Registrar/ Depository) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal ballot Form will be rejected.
12. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 17:00 hrs on March 02, 2015. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before the last date, providing sufficient time for postal transit.
13. Voting rights of the Members shall be in proportion to the equity shares held by them in the paid equity share capital of the Company as on the specified date, being January 23, 2015.
14. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/Authority and preferably with attested specimen signature(s) of the duly authorised signatory (ies) giving requisite authority to the person voting on the Postal Ballot Form. Where the form has been signed by a representative of the President of India or of Governor of a state, a certified copy of the nomination should accompany the Postal Ballot Form.
15. Shareholders are requested not to send any paper (other than the resolution/authority as mentioned under instruction no 2 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
16. There will be only one Postal Ballot Form for every folio/client ID irrespective of the number of Joint Member(s). On receipt of the duplicate Postal Ballot Form the original will be rejected.
17. A member may request for a duplicate Postal Ballot Form, if so required and the same duly completed should reach the scrutinizer not later than the last date for voting.
18. Incomplete, improperly or incorrectly tick marked Postal Ballot Form will be rejected.

Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolutions.