

KSS LIMITED

Date: 29th August, 2017

To,

The National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East),
Mumbai – 400 051.
NSE Code: KSERASERA

BSE Limited,
P J Towers,
Dalal street,
Mumbai - 400001
BSE Code: 532081

Sub: Notice of 22nd Annual General Meeting of the Company for the financial year 2016-17, details of Book closure and availability of the remote e-voting facility.

This is to inform you that the 22nd Annual General Meeting of the shareholders of the Company, will be held on Friday, 29th September, 2017, 9:30AM at Kailash Parbat, K-P Restaurant, 7A/8A, 'A' A-Wing, Crystal Plaza, New Link Road, Andheri West, Mumbai 400053, Maharashtra.

Further in accordance with Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the voting rights of the shareholders shall be in proportion to the shares as on the Cut-Off date of 22nd September 2017. Further, the Register of Members and Share Transfer Books of the Company will remain closed from 22/09/2017 to 28/09/2017 for the purpose of holding 22nd Annual General Meeting of the Company.

The remote e-voting for the members will commence from Saturday 26 th September, 2017 at 9.00 a.m. and end on Monday 28 th September, 2017 at 5.00 p.m.

The notice convening the Annual General Meeting of the Company is enclosed below.
This is for your information and records.

Thanking You,

For KSS Limited,

Deepak. K. Tripathi
Company Secretary

Encl: A/a.(1)National Securities Depository Limited,(2)Bigshare Services Private Limited (RTA)

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NOTICE

NOTICE is hereby given that the Twenty Second 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 Friday, September 29, 2017 at 9:30 A.M. to transact the following Business:

Ordinary Business

1. To receive, consider and adopt the audited financial statement of the Company for the year ended March 31, 2017 together with the reports of the Directors' and Auditors' thereon and the consolidated audited financial statement of the Company for the year ended March 31, 2017.
2. To appoint a director in place of Mr. Harsh Upadhyay (DIN: 07263779), who retires by rotation and being eligible offers herself for reappointment.
3. To ratify the appointment of Auditors and in this regard to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the resolution passed by the members in the 21st Annual General Meeting of the Company held on 30th September, 2016 and pursuant to the provisions of section 139, 142 and all other applicable provisions, if any of the Companies Act, 2013, and the rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s. Agarwal Jain & Gupta (Firm Registration No.: 0135838C), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 23rd Annual General Meeting of the Company, at such remuneration as may be fixed by the Board of Directors of the Company in consultation with them."

SPECIAL BUSINESS:

4. Re- Appointment of Mr. Satish Ramswaroop Panchariya (DIN No: 00042934) as a Chairman of the Board/Company.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, and 197, and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to re-appointment of Mr. Satish Ramswaroop Panchariya (DIN: 00042934) as the Chairman of the Board / Company for a period of five years effective from November 29, 2017 on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.

"**RESOLVED FURTHER THAT** the Board of the Directors be and is hereby authorised to alter, vary and modify the terms and conditions which is hereby specifically approved, in the conformity with the requirements in such manner as may be agreed to between the Board and Mr. Satish Ramswaroop Panchariya."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts things and deeds as may be necessary to give effect to the above resolution."

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5. Re-Appointment of Mr. Rakesh Roopram Sharma (DIN.06384452) as a Non-Executive 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, 150, 152 and such other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (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. Rakesh Roopram Sharma (DIN No.: 06384452), who was appointed as an Independent Director by the Company on December 29, 2012 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 under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, 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 November 29, 2017.

Date: 14.08.2017
Regd office:
Unit No. 101A and 102, 1st Floor,
Plot No. B-17, Morya Landmark II
Andheri (West), Mumbai- 400053
CIN: L22100MH1995PTC092438

By Order of the Board
For KSS Limited

Deepak K. Tripathi
Company Secretary

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 HIMSELF/ HERSELF AND 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 22, 2017 to September 28, 2017.

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.

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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 and 5 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 electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote 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.

   The procedure and instructions for members for voting electronically are as under:

i. The voting period begins at 9:00 A.M. on September 26, 2017 and ends at 5:00 P.M. on September 28, 2017. 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 September 22, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue

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 Clause 35B of the Listing Agreement, 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.

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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 26th September, 2017 (9:00 am) and ends on 28th September, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2017, 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) 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.

F. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination 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 to **cs.sandeepdubey@gmail.com** with a copy marked to evoting@nsdl.co.in

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G. 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.

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, 2017.

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, 2017, 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.com 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 for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

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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 "Poling 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 three days 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.

The Results declared alongwith 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

Item No 4. Re-appointment of Mr Satish Ramswaroop Panchariya (DIN No: 00042934) as a Chairman of the Board / Company.

Mr. Satish Ramswaroop Panchariya was appointed as the Chairman of the Company by the Shareholders at the 17th Annual General Meeting of the Company held on 29th December, 2012 for a period of 5 years. . In view of appreciable performance of Mr. Satish Ramswaroop Panchariya as the Chairman of the Company, the Board of Directors of the Company are of the opinion that it is in the interest of the Company to re-appoint Mr. Satish Ramswaroop Panchariya as the Chairman of the Company to manage the day to day affairs of the Company and have therefore recommended the re-appointment of Mr. Satish Ramswaroop Panchariya as the Chairman of the Company and the Remuneration Committee have recommended the re-appointment of Mr. Satish Ramswaroop Panchariya for a period of 5 (Five) years effective from November, 29th 2017 with revised remuneration of Rs. 1,25,000 / month and on the terms and conditions agreed and accepted between Mr. Satish Ramswaroop Panchariya and the Company.

Item No. 5 Re-Appointment of Mr. Rakesh Roopram Sharma (DIN.06384452) as a Non-Executive Independent Director.

Mr. Rakesh Roopram Sharma (DIN.06384452) was appointed as an Independent Director in the Annual General Meeting held on December 29, 2012. The Board of Directors has proposed the candidature of Mr. Rakesh Roopram Sharma as an Independent Director to be appointed under

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the provisions of Section 149 and 152 of the Companies Act, 2013. The Company has received from Mr. Rakesh Roopram Sharma 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 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.

In the opinion of the Board of Directors, Mr. Rakesh Roopram Sharma proposed to be appointed, as an Independent Director, fulfills the conditions specified in the Companies Act, 2013 and the Rules made hereunder and also the provisions as laid down in listing regulation and he is independent.

The Notice and this Statement may also be regarded as a disclosure under SEBI regulations of the Listing Regulations. None of the Directors of the Company in anyway, except Mr. Rakesh Roopram Sharma in his personal capacity for whom the Resolution relates, are interested or concerned in the Resolution.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING
(Information pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015)

For Item No. 2

Names of Directors	**Harsh Upadhyay**
Date of Birth	30/10/1993
Date of Appointment	30/11/2015
Expertise in functional area	Civil Engineering, Marketing
List of outside directorship held ,excluding Alternate Directorship, Private Companies, and Foreign Companies	K Sera Sera Digital Miniplex 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:	Nil
No. of Shares held in the Company	Nil

For Item No. 4

Names of Directors	**Satish Ramswaroop 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, K Sera Sera Digital Cinema Limited,
Chairman/member of the Committee of the Board of Directors of the Company	Chairman & Managing Director KSS Limited
Chairman/member of the Committee of the Board of Directors of the Company other Companies in which he/she is a director:	Nil
No. of Shares held in the Company	Nil

For Item No. 5

Names of Directors	**Rakesh Roopram Sharma**
Date of Birth	16/03/1968
Date of Appointment	20/09/2012
Expertise in functional area	Marketing , Production Planning, Investment & Legal Advisory
List of outside directorship held ,excluding Alternate Directorship, Private Companies, and Foreign Companies	K Sera Sera Digital Cinema Limited,
Chairman/member of the Committee of the Board of Directors of the Company	Chairman of Audit Committee, Member of Stakeholder Relationship Committee & Nomination & Remuneration committee
Chairman/member of the Committee of the Board of Directors of the Company other Companies in which he/she is a director:	Chairman of Audit Committee and Nomination and Remuneration Committee in K sera Sera Digital Cinema Limited (A Wholly owned Subsidiary of KSS Limited)
No. of Shares held in the Company	Nil

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Route Map for AGM Venue

