KSS LIMITED

September 3, 2016

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

Dear Sir/Madam,

Sub: Updates related to the Annual General Meeting of the Company for the Financial Year 2015-16

With reference to above mentioned subject, it is hereby informed that 21st Annual General Meeting of the Company will be held on September 30, 2016, Friday at 9:30 A.M. at La Patio, 802, Morya Landmark II, Off New Link Road, Opposite Infiniti Mall, Lokhandwala, Andheri West, Mumbai, Maharashtra 400053. The Register of Members & Share Transfer Books of the Company will remain closed from September 26, 2016 to September 30, 2016.

Further the Board of Directors has fixed September 23, 2016 as the cut off date to record the entitlement of the shareholders to cast their vote electronically. The voting period begins at 9:00 A.M. on September 27, 2016 and ends at 5:00 P.M. on September 29, 2016. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form may cast their vote electronically

The Notice of the AGM is attached herewith for your kind reference.

Kindly take the same on record.

Thanking You,

For KSS Limited

KSS LIMITED MUMBAI

Tanu Singh
Company Secretary

KSS LIMITED

(Formerly known as K Sera Sera Limited)

CIN:L22100MH1995PLC092438

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

Tel : (022) 42088600 Fax: (022) 40427601 E-mail :info@kserasera.com • website :www.kserasera.com

NOTICE

NOTICE is hereby given that the Twenty First Annual General Meeting of the Members of KSS Limited (CIN L22100MH1995PLC092438) will be held at La Patio, 802, Morya Landmark II, Off New Link Road, Opposite Infiniti Mall, Lokandwala, Andheri West, Mumbai, Maharashtra 400053 on Friday, September 30, 2016 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, 2016 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, 2016

2. To appoint a director in place of Ms. Kunti Rattanshi (DIN: 07144769), who retires by rotation and being eligible offers herself for reappointment.

3. To appoint 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 provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the appointment of M/s. Agrawal Jain & Gupta, Chartered Accountants (Firm Registration No. 013538C), as Statutory Auditors of the Company for a term of four years i.e. Twenty fourth (24th) consecutive Annual General Meeting, which was subject to ratification at every Annual General Meeting, be and is hereby ratified to hold the office from the conclusion of this Annual General Meeting till the conclusion of 22nd Annual General Meeting of the Company, remuneration as may be agreed upon between the Audit Committee/ the Board of Directors of the Company and the Auditors."

Special Business

4. **Appointment of Mr. Lalit Joshi (DIN: 07352528) 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 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. Lalit Joshi (DIN: 07352528), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on November 30, 2015 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 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 September 30, 2016."

5. Appointment of Mr. Aditya Purohit (DIN: 07199738) 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 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. Aditya Purohit (DIN: 07199738), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on May 30, 2016 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 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 September 30, 2016."

6. To consider and determine the fees for delivery of any document through a particular mode of delivery to a member

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

"**RESOLVED THAT** pursuant to section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules prescribed thereunder, upon receipt of a request from a member for delivery of any document through a particular mode an amount of Rs. 50/- (Rupees Fifty Only) each such document, over and above reimbursement of actual expenses incurred by the Company, be levied as and by way of fees for sending the document to him in the desired particular mode.

RESOLVED FURTHER THAT the estimated fees for delivery of the document shall be paid by the member in advance to the Company, before dispatch of such document.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance."

Date: 12.08.2016

By Order of the Board
For KSS Limited

Regd office:
Unit No. 101A and 102, 1st Floor,
Plot No. B-17, Morya Landmark II
Andheri (West), Mumbai- 400053
CIN: L22100MH1995PLC092438

Tanu Singh
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 THECALLING 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. An Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting under item no. 4, 5 and 6 is Annexed hereto

3. The Register of Members and Share Transfer Registers of the Company will remain closed from September 26, 2016 to September 30, 2016

4. 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.

5. 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.

6. 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.

7. 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 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.

8. 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 27, 2016 and ends at 5:00 P.M. on September 29, 2016. 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 23, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

iii. The shareholders should log on to the e-voting website www.evotingindia.com

iv. Now click on "Shareholders" to cast your votes

v. Now Enter your User ID

- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Members holding shares in Physical Form should enter Folio Number registered with the Company.

vi. Next enter the Image Verification as displayed and Click on Login

vii. 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.

viii. 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 physicalshareholders)· • 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 8 digits of the sequence number in the PAN Field. • In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank DetailsOR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

ix. After entering these details appropriately, click on “SUBMIT” tab

x. Members holding shares in physical form will then directly reach 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.

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

xii. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

xiii. 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.

xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

xv. 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.

xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

xvii. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

xviii. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xiv. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xx. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for 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.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xxi. 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.

9. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on September 23, 2016

10. Mr. Vishal N. Manseta, Practising Company Secretary (Membership No. ACS-25183) Practicing Company Secretary, Mumbai has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair andtransparent manner.

11. The Results shall be declared within 48 hours after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the company's website www.kserasera.com and on the website of CDSL www.evotingindia.com and the same shall also be communicated to BSE Limited and NSE, where the shares of the Company are listed.

12. 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.

13. 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 intheir address and bank details. Members holding shares in dematerialized form are requested to intimate allchanges 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 toprovide efficient and better service to the members.

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.

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 GeneralMeeting.

ANNEXURE TO THE NOTICE

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

Item No. 4 Appointment of Mr. Lalit Joshi (DIN: 07352528) as an Independent Director

Mr. Lalit Joshi (DIN: 07352528) was appointed as an Additional (Independent) Director with effect from 30.11.2015. In terms of section 161 (1) Mr. Lalit Joshi holds office up to the date of this Annual General Meeting but is eligible for appointment as a Director. The Company has received a notice from him in writing along with the requisite deposit under section 160 of the Act, proposing his candidature for the office of Director.

The Company has received from Mr. Lalit Joshi (i) consent in writing to act as Independent Director in Form DIR-2 pursuant to Rule 8 of the 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. Lalit 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 the Rules made hereunder. He is not liable to retire by rotation. The brief of his profile is as follows :

S. No.	Name of the Director	Mr. Lalit Joshi
1.	Date of Birth	03.01.1993
2.	Nationality	Indian
3.	Date of Appointment on the Board	30.11.2015
4.	Qualifcation	Professional
5.	Expertise in specific functional area	Professional
6.	Number of Shares held in the Company	Nil
7.	Number of Board Meetings attended	2
8.	Directorship held in other public companies (except foreign companies and Government Bodies)	K Sera Sera Miniplex Limited Alka India Limited
9.	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)	Member of Audit Committee- K Sera Sera Miniplex Limited, KSS Limited, Alka India Limited Member of Nomination and Remuneration Committee- K Sera Sera Miniplex Limited, KSS Limited, Alka India Limited Stakeholders' Relationship Committee- KSS Limited, Alka India Limited

A copy of the draft letter of appointment of Mr. Lalit 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 under Regulation 36 (3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

Other than Mr. Lalit Joshi and except to the extent of their respective holdings in the equity shares of the Company, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution.

The Board recommends this Resolution for your Approval.

Item No. 5 Appointment of Mr. Aditya Purohit (DIN: 07199738) as an Independent Director

Mr. Aditya Purohit (DIN: 07199738) was appointed as an Additional (Independent) Director with effect from 30.05.2016. In terms of section 161 (1) Mr. Aditya Purohit holds office upto the date of this Annual General Meeting but is eligible for appointment as a Director. The Company has received a notice from him in writing along with the requisite deposit under section 160 of the Act, proposing his candidature for the office of Director.

The Company has received from Mr. Aditya Purohit (i) consent in writing to act as an Independent Director in Form DIR-2 pursuant to Rule 8 of the 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.

Mr. Aditya Purohit is MBA in Finance and presently associated with Kotak Mahindra Bank as a Deputy Manager.

The resolution seeks the approval of members for the appointment of Mr. Aditya Purohit 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 the Rules made hereunder. He is not liable to retire by rotation. The brief of his profile is as follows:

S.No.	Name of the Director	Mr. Aditya Purohit
1.	Date of Birth	24.12.1993
2.	Nationality	Indian
3.	Date of Appointment on the Board	30.05.2016
4.	Qualification	MBA in Finance
5.	Expertise in specific functional area	Finance & Marketing
6.	Number of Shares held in the Company	Nil
7.	Number of Board Meetings attended	Nil
8.	Directorship held in other public companies (except foreign companies and Government Bodies)	Nil

9.	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	Member of Audit Committee- Nil Member of Nomination and Remuneration Committee- Nil Stakeholders' Relationship Committee-Nil

A copy of the draft letter of appointment of Mr. Aditya Purohit 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 under Regulation 36 (3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

Other than Mr. Aditya Purohit and except to the extent of their respective holdings in the equity shares of the Company, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution.

The Board recommends this Resolution for your Approval.

Item No. 6 **To consider and determine the fees for delivery of any document through a particular mode of delivery to a member**

As per the provisions of section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the company in its Annual General Meeting.

Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Directors accordingly recommend the Ordinary Resolution at item no. 6 of the accompanying notice, for the approval of the members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no.6 of the accompanying Notice.

Date: 12.08.2016

By Order of the Board
For KSS Limited

Regd office:
Unit No. 101A and 102, 1st Floor,
Plot No. B-17, Morya Landmark II
Andheri (West), Mumbai- 400053
CIN: L22100MH1995PLC092438

Tanu Singh
Company Secretary

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

S.No.	Name of the Director	Ms. Kunti Rattanshi
1.	Date of Birth	12.06.1964
2.	Nationality	Indian
3.	Date of Appointment on the Board	31.03.2015
4.	Qualification	M.Com
5.	Expertise in specific functional area	Media Relations, Marketing skills
6.	Number of Shares held in the Company	Nil
7.	Number of Board Meetings attended	7
8.	Directorship held in other public companies (except foreign companies and Government Bodies)	K Sera Sera Miniplex Limited
9.	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)	Member of Audit Committee- K Sera Sera Miniplex Limited, KSS Limited Member of Nomination and Remuneration Committee- K Sera Sera Miniplex Limited, KSS Limited Stakeholders' Relationship Committee- KSS Limited (Chairman)

ROUTE MAP FOR AGM VENUE

