

KSS LIMITED

To,

Date : 30.09.2017

BSE Ltd
P.j.Tower, Dalal Street,
Mumbai - 400 001.
Scrip Code: 532081

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

Subject: Outcome of the AGM along with the voting results and Scrutinizers report.

Dear Sir / Madam,

We are pleased to submit herewith the following with respect to the 22nd Annual General meeting of the company held on 29th September, 2017.

1. Outcome of 22nd Annual General Meeting - **Annexure 1**
2. Voting results as per regulation 44(3) of SEBI (LODR) Regulation,2015 - **Annexure 2**
3. Scrutinizer report - **Annexure 3**

Request you to kindly take the same on your records.

Thanking You,

Your's Faithfully,

For KSS Limited,
(Formerly Known as K Sera Sera Limited)

Deepak Tripathi
(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

Annexure I

To,

BSE Ltd
P.j.Tower, Dalal Street,
Mumbai - 400 001.
Scrip Code: 532081

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

Sub: Outcome of 22nd Annual General Meeting of the Company alongwith Scrutinizer Report.

Dear Sir,

The 22nd Annual General Meeting of KSS Limited was duly held on today i.e. Friday 29.09.2017 at 9:30 AM at Kailash Parbat, K-P Restaurants, 7A/ 8A, 'A' wing Crystal Plaza, New Link Road, Andheri (West),Mumbai -400053 .

Members of the Company were provided remote e-voting facility which commenced from Tuesday, September 26, 2017 (9:OO a.m. IST) and ended on Thursday, September 28, 2017 (5:OO p.m. IST) for the resolutions proposed to be transacted at the AGM. Subsequently, facility of voting by Poll was also provided to all the shareholders at the AGM, who did not exercise their right of remote e-voting.

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to intimate that the following items as stated in the notice of AGM dated August 30, 201 7 were placed for voting by poll at the AGM:-

Item No	Business	Type of Resolution
1	Considered and adopted the audited financial statement of the company for the year ended March 31st 2017 together with reports of director's and Auditor's thereon and consolidated audited financial statements of the company for the year ended March 31st, 2017	Ordinary Resolution
2	Re-appointed Mr. Harsh Upadhyay(DIN 07263779) as director who retires by rotation.	Ordinary Resolution
3	Ratification for appointment of M/s Agarwal Jain and Gupta, Chartered Accountants as auditors from the conclusion of this AGM, until the conclusion of the 23rd AGM and fixing their	Ordinary Resolution

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	remuneration	
4	Re-appointment of Mr. Satish R. Panchariya (DIN 00042934) as chairman of the Board/Company	Ordinary Resolution
5	Re-appointment of Mr. Rakesh Roopram Sharma as a Non- Executive Independent Director of the company	Ordinary Resolution

The Company had appointed Mr. Sandeep Dubey as an Scrutinizer for the purpose of e-voting as well as poll in the meeting. The report of the same is attached herewith.

Thanking You.

For KSS Limited
(Formerly Known as K Sera Sera Limited)

KSS LIMITED MUMBAI

Deepak Tripathi
(Company Secretary)

Annexure -II

In accordance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"),the details of business transacted at the 22nd Annual General Meeting of the Company are furnished below:

Date of the AGM/EGM	29.09.2017
Total number of shareholders on record date	30962
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	 0 35
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	 0 0



Agenda- wise disclosure

Resolution no.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.

Resolution required: (Ordinary/ Special)		ORDINAY RESOLUTION						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	--	--	--	--	--	--	--
	Poll	--	--	--	--	--	--	--
	Postal Ballot (if applicable)	--	--	--	--	--	--	--
	Total	--	--	--	--	--	--	--
Public Institutions (FII's)	E-Voting	917559118	391574746	42.68%	391574746	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	917559118	391574746	42.68%	391574746	0	100%	0
Public Non Institutions	E-Voting		185908733	15.26%	185653443	255290	99.8627%	0.1373
	Poll	1218315952	131191114	10.77%	131191114	0	100%	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1218315952	317099847	26.03%	316844557	255290	99.91%	0.0805
Total		2135875070	708674593	33.18%	708419303	255290	99.96%	0.0360



Resolution no.2: To appoint a director in place of Mr. Harsh Upadhyay (DIN 07263779) who retires by rotation and being eligible offers himself for reappointment.

Resolution required: (Ordinary/ Special)		ORDINARY RESOLUTION						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	--	--	--	--	--	--	--
	Poll	--	--	--	--	--	--	--
	Postal Ballot (if applicable)	--	--	--	--	--	--	--
	Total	--	--	--	--	--	--	--
Public Institutions (FII's)	E-Voting	917559118	391574746	42.68%	391574746	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	917559118	391574746	42.68%	391574746	0	100%	0
Public Non Institutions	E-Voting	1218315952	185908733	15.26%	185424250	484483	99.74%	0.2606%
	Poll		131191114	10.77%	131191114	0	100%	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1218315952	317099843	26.02%	316615364	484483	99.85%	0.1528
Total		2135875070	708674593	33.18%	708190110	484483	99.93%	0.0684%



Resolution no.3: To ratify for appointment of M/s Agrawal Jain and Gupta, Chartered Accountants as Auditors from the conclusion of this meeting, until the conclusion of 23rd Annual General Meeting and fix their remuneration.

Resolution required: (Ordinary/ Special)		ORDINAY RESOLUTION						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100**	**No. of Votes – in favour (4)**	**No. of Votes – against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	**E-Voting**	--	--	--	--	--	--	--
	Poll	--	--	--	--	--	--	--
	Postal Ballot (if applicable)	--	--	--	--	--	--	--
	Total	--	--	--	--	--	--	--
Public Institutions (FII's)	**E-Voting**	917559118	391574746	42.68%	391574746	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	917559118	391574746	42.68%	391574746	0	100%	0
Public Non Institutions	**E-Voting**	1218315952	185908733	15.26%	185676240	232493	99.8749%	0.1251%
	Poll		131191114	10.77%	131191114	0	100%	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1218315952	317099847	26.08%	316867354	232493	99.9267%	0.0733
Total		2135875070	708674593	33.18%	708442100	232493	100%	0.0328

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Resolution no.4 : To consider and if thought fit, Re-appointment of Mr. Satish R. Panchariya (DIN: 00042934), as a Chairman of the Board /Company and to pass the same as a ordinary resolution.

Resolution required: (Ordinary/ Special)		ORDINAY RESOLUTION						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100**	**No. of Votes – in favour (4)**	**No. of Votes – against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]* 100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	**E-Voting**	--	--	--	--	--	--	--
	Poll	--	--	--	--	--	--	--
	Postal Ballot (if applicable)	--	--	--	--	--	--	--
	Total	--	--	--	--	--	--	--
Public Institutions (FII's)	**E-Voting**	917559118	391574746	42.68%	391574746	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	917559118	391574746	42.68%	391574746	0	100%	0
Public Non Institutions	**E-Voting**	1218315952	185908733	15.26%	185423250	485483	99.74%	0.26
	Poll		131191114	10.77%	131191114	0	100%	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1218315952	317099847	26.03%	316614364	485483	99.85%	0.1531
Total		2135875070	708674593	33.18%	708189110	485483	99.93%	0.0685



Resolution no.5 : To consider and if thought fit, Re-appointment of Mr. Rakesh R. Sharma (DIN: 06384452), as a Non Executive Independent Director of the Company and to pass the same as a ordinary resolution.

Resolution required: (Ordinary/ Special)		ORDINAY RESOLUTION						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	--	--	--	--	--	--	--
	Poll	--	--	--	--	--	--	--
	Postal Ballot (if applicable)	--	--	--	--	--	--	--
	Total	--	--	--	--	--	--	--
Public Institutions (FII's)	E-Voting	917559118	391574746	42.68%	391574746	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	922618876	391574746	42.68%	391574746	0	100%	0
Public Non Institutions	E-Voting	1218315952	185898733	15.26%	185513250	385483	99.79%	0.2074
	Poll		131191114	10.77%	131191114	0	100%	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1218315952	317089847	26.03%	316704364	385483	99.8784%	0.1216
Total		2135875070	708664593	33.18%	708279110	385483	99.9456%	0.0544

Note : One shareholder having 10000 shares did not voted neither in favour nor against the resolution No. 5.

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SANDEEP DUBEY & ASSOCIATES

(COMPANY SECRETARIES)

Office Address : B-204, Rajani Park S V Road, Near Sai Mandir Bhayander East, Pincode 401105, Dist. Thane, Maharashtra

MOB. NO. 98201513552 / 9819992728 Email : cs.sandeepdubey@gmail.com

Dated: September 29, 2017

To,

The Board of Directors of KSS Limited
Unit 101A & 102, 1st Floor, Plot B-17
Morya Landmark II,
Andheri West - 400053

Dear Sir,

Sub: Sub.: **Scrutinizer's Report E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management & Administration) Rules, 2014**

I, Sandeep Dubey, Practicing Company Secretary, having C.P. No.17902, had been appointed as the Scrutinizer by the Board of Directors of KSS Limited vide resolution dated August 14, 2017, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, to conduct the scrutiny of electronic voting process.

As required under Section 101 and 108 of the Companies Act, 2013, Notice dated August 29, 2017 along with Explanatory Statement under Section 102 of the Companies Act, 2013 were sent to the Shareholders in respect of the Ordinary/Special Resolutions as mentioned below:

1. To receive, consider and adopt the Audited Balance Sheet and Profit & Loss Account for the year ended 31 st March, 2017 and the Report of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Harsh Upadhyay (DIN 07263779) who retires by rotation at this Annual General Meeting and being eligible offered himself for re-appointment.
3. To Ratification for appointment of M/s Agarwal Jain and Gupta, Chartered Accountants as auditors from the conclusion of this AGM, until the conclusion of the 23rd AGM and fixing their remuneration.
4. Re-appointment of Mr. Satish R. Panchariya (DIN: 00042934) as chairman of the Board/Company.
5. Re-appointment of Mr. Rakesh Roopram Sharma as a Non- Executive Independent Director of the company

passed at the **Annual General Meeting of the Company held on September 29, 2017.**

The Company has also availed the e-voting' facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the Shareholders of the Company.

SANDEEP DUBEY ★ COMPANY SECRETARY ★ M. No. 47948 C.P. No. 17902 MUMBAI

SANDEEP DUBEY & ASSOCIATES
(COMPANY SECRETARIES)
Office Address : B-204, Rajani Park S V Road, Near Sai Mandir Bhayander East, Pincode 401105, Dist. Thane, Maharashtra
MOB. NO. 98201513552 / 9819992728 Email : cs.sandeepdubey@gmail.com

The e-voting period commenced on Tuesday, September 26, 2017 at 9.00 a.m. and ended on Thursday, September 28, 2017 at 5.00 p.m. and the NSDL e-voting platform was blocked thereafter.

I have scrutinized and reviewed the voting done through electronic means and votes tendered therein and maintained a register in which necessary entries have been made in accordance with the above rules.

The members present at the meeting have given their consent accept to voting done through e-voting and requested to conduct the poll.

I now submit my Report as under on the result of the voting through electronic means in respect of the said Resolutions.

Date of AGM	**September 29, 2017**
Total number of shareholders on Record Date: Cut-off date for e-voting -	**30,962** **September 22, 2017**
No. of shareholders Present in meeting either in person or through proxy: Promoters and Promoters Group: Public:	 **NIL** **35**
No. of Shareholders attended the meeting through Video Conferencing:	**Not arranged**

SANDEEP DUBEY ★ COMPANY SECRETARY ★ M. No. 47940 CP No. 17982 MUMBAI

SANDEEP DUBEY & ASSOCIATES

(COMPANY SECRETARIES)

Office Address : B-204, Rajani Park S V Road, Near Sai Mandir Bhayander East, Pincode 401105, Dist. Thane, Maharashtra

MOB. NO. 98201513552 / 9819992728 Email : cs.sandeepdubey@gmail.com

Agenda –wise

Item No.	Details of the Agenda	Resolution required (Ordinary/ Special)	Mode of Voting (~~Show of hands~~/ Poll/~~Postal Ballot~~/ E-voting)	Remarks
1	To receive, consider and adopt the Audited Balance Sheet and Profit & Loss Account for the year ended 31st March, 2017 and the Report of Directors and Auditors thereon	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
2	To appoint a Director in place of Mr. Harsh Upadhyay (DIN 07263779) who retires by rotation at this Annual General Meeting and being eligible offered himself for re-appointment.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
3	To Ratification for appointment of M/s Agarwal Jain and Gupta, Chartered Accountants as auditors from the conclusion of this AGM, until the conclusion of the 23rd AGM and fixing their remuneration.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
4	Re-appointment of Mr. Satish R. Panchariya (DIN: 00042934) as chairman of the Board/Company.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
5	Re-appointment of Mr. Rakesh Roopram Sharma as a Non-Executive Independent Director of the company	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority

SANDEEP DUBEY ★ M. No. 47940 CP No. 17902 MUMBAI ★ COMPANY SECRETARY

SANDEEP DUBEY & ASSOCIATES

(COMPANY SECRETARIES)

Office Address : B-204, Rajani Park S V Road, Near Sai Mandir Bhayander East, Pincode 401105, Dist. Thane, Maharashtra

MOB. NO. 98201513552 / 9819992728 Email : cs.sandeepdubey@gmail.com

Particulars	In favour of the Ordinary Resolution(s)			Against Ordinary Resolution(s)		
	Number of Members	Number of Shares	% of total number of votes cast	Number of Members	Number of Shares	% of total number of votes cast
To receive, consider and adopt the Audited Balance Sheet and Profit & Loss Account for the year ended 31st March, 2017 and the Report of Directors and Auditors thereon	67	708419303	99.96	3	255290	0.004
To appoint a Director in place of Mr. Harsh Upadhyay (DIN 07263779) who retires by rotation at this Annual General Meeting and being eligible offered himself for re-appointment.	63	708190110	99.93	7	484483	0.07
To Ratification for appointment of M/s Agarwal Jain and Gupta, Chartered Accountants as auditors from the conclusion of this AGM, until the conclusion of the 23rd AGM and fixing their remuneration.	63	708442100	99.97	7	232493	0.03

SANDEEP DUBEY ★ COMPANY SECRETARY ★ M. No. 47940 CP No. 17902 MUMBAI

SANDEEP DUBEY & ASSOCIATES

(COMPANY SECRETARIES)

Office Address : B-204, Rajani Park S V Road, Near Sai Mandir Bhayander East, Pincode 401105, Dist. Thane, Maharashtra

MOB. NO. 98201513552 / 9819992728 Email : cs.sandeepdubey@gmail.com

Re-appointment of Mr. Satish R. Panchariya (DIN: 00042934) as chairman of the Board/Company.	62	708189110	99.93	8	485483	0.07
Re-appointment of Mr. Rakesh Roopram Sharma as a Non- Executive Independent Director of the company	62	708279110	99.94	7	385483	0.06

One Shareholder having 10000 shares did not voted neither in favour nor against the resolution no. 5.

The Chairman of the company may declare the results of the e-voting and Poll.

For **Sandeep Dubey & Associates**
(Practicing Company Secretary)

SANDEEP DUBEY ★ M. No. 47940 CP No. 17902 MUMBAI ★ COMPANY SECRETARY

Sandeep Dubey

ACS No.: A-47940
C.P. No.: 17902
Date : September 29, 2017
Place : Mumbai