KSS LIMITED

Date: 05.09.2018

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

Subject: Notice for 24th Annual General Meeting (AGM), Remote e-voting and Book Closure details for the year 2018-19.

Dear Sir/Madam,

In Compliance with the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Notice setting out the business to be transacted at the 24th Annual General Meeting of the Members of the Company scheduled to be held on Friday, 27th September, 2019 at 10.00 a.m. Kailash Parbat, KP Restaurants, 7A/8A, 'A' Wing ,Crystal Plaza, New Link Road. Andheri (West), Mumbai 400053.

We also wish to inform you that Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015 the Company is providing Remote e-voting facility to all its members (holding shares in Physical and dematerialized form)as on the cut-off date/ record date i.e. 20th September, 2019. The Remote E-voting commences from 24th September, 2019 at 9:00 am (IST) and ends on 26th September, 2019 at 5:00 pm (IST) to enable the members to exercise their right to vote by electronic means on the resolutions proposed at the 24th Annual General Meeting. The Register of Members and Share Transfer Books of the Company will be closed from 21st September, 2019 to 27th September, 2019 (Both days inclusive)for the purpose ofAnnual General Meeting.
Kindly take the same on your records.

Thanking You,

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

KSS LIMITED MUMBAI

Poonam Maurya
Company Secretary & Compliance Officer

KSS LIMITED

NOTICE

NOTICE is hereby given that the Twenty Fourth 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 27, 2019 at 10.00 A.M. to transact the following Business:

Ordinary Business

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company together with the reports of the Directors' and Auditors' thereon for the year ended March 31, 2019.

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

Date: 13.08.2019

By Order of the Board
For KSS Limited
(Formerly known as K Sera Sera Limited)
sd/-

Poonam Maurya
Company Secretary

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

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 HIMSELFAND 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 21, 2019 to September 27, 2019.

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.

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

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 Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, 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.

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 Tuesday, 24th September, 2019 at 9:00 am (IST)) and ends on Thursday, 26th September, 2019 at 5:00 pm (IST). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 20th, 2019, 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) Your User ID details will be as per details given below :

1. **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******).
2. **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12********** then your user ID is 12**********).
3. **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 111977 then user ID is 111977001***).

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

c) 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.

F. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a. Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
   d. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
   e. Now, you will have to click on "Login" button.
   f. After you click on the "Login" button, Home page of e-Voting will open after which you will have to follow all the steps mentioned above with respect to casting vote electronically.

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 20th September, 2019.

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. 20th September, 2019, 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.comor email evoting@nsdl.co.in (with relevant details) 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. B R Gupta & Co (Mem. No. ACS 43021) Practicing Company Secretary, has been appointed as the Scrutinizer for scrutinizing the voting and remote e-voting process in a fair and transparent manner.

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 "Polling 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 48 hours 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.

1. The Results declared along with 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.

2. 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.

3. 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 in their address and bank details. Members holding shares in dematerialized form are requested to intimate all changes 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 to provide efficient and better service to the members. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market for transaction of transfer , transmission /transposition and deletion of name of deceased shareholder. Members holding shares in demat form are, therefore requested to update their PAN and Other necessary data to depository participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to Registrar & Share Transfer Agent M/s. Bigshare Services Private Limited accordingly for registration of transfer of shares, Demat, or transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to M/s. Bigshare Services Private Limited.

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 General Meeting.

KSS LIMITED

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

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

Names of Director	Kunti Rattanshi
DIN	07144769
Designation	Non-Executive Director
Date of Appointment	31/03/2015
Date of Birth	12/06/1964
Expertise in functional area	Ms. Kunti Rattanshi is a Non-Executive Director of KSS Limited. She holds a Master's Degree in Business Administration and has excellent communication and organizational skills. She has over 25 years of experience in administration management. She has expertise in Planning and coordinating administrative procedures and systems and devising ways to streamline processes
List of outside directorship held, excluding Alternate Directorship, Private Companies, and Foreign Companies	K Sera Sera Miniplex Limited
Chairman/member of the Committee of the Board of Directors of the Company	Member- Audit Committee Member- Stakeholder Relationship Committee Member- Nomination and Remuneration Committee
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
Relationship with other Directors and Key Managerial Personnel of the Company	Not related to any Director/Key Managerial Personnel
The number of meetings of the Board attended during the Financial Year 2018-19	6 out of 6
Remuneration last drawn	No remuneration had been paid, by the Company, during FY 2018-19.

KSS LIMITED

ROUTE MAP FOR AGM VENUE

