KSS LIMITED

01.10.2016

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

Dear Sir/Madam,

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

We are pleased to submit herewith the following with respect to the 21st Annual General meeting of the company held on 30th September, 2016.

1. Outcome of 21st 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.

Yours faithfully,

For KSS Limited

KSS LIMITED MUMBAI

Hita Vadgama

Company Secretary

KSS LIMITED

01.10.2016

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 21st Annual General Meeting of the Company alongwith Scrutinizer Report.

Dear Sir,

The Company's 21st Annual General Meeting was held on Friday, September 30, 2016. In terms of the provisions of Clause 31 (d) of the Listing Agreement, we write to inform you that the following items have been transacted at the Annual General Meeting:

Item No.	Business	Type of Resolution
1	Considered and adopted 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	Ordinary Resolution
2	Re-appointed Ms. Kunti Rattanshi (DIN: 07144769) as Director who retires by rotation.	Ordinary Resolution
3	Ratification for appointment of M/s Agrawal Jain and Gupta, Chartered Accountants as Auditors from the conclusion of this meeting, until the conclusion of 22nd Annual General Meeting and fix their remuneration.	Ordinary Resolution

4.	Appointment of Mr. Lalit Joshi (DIN: 07352528), as an Independent Director who was appointed as an Additional (Independent) Director of the Company.	Ordinary Resolution
5.	Appointment of Mr. Aditya Purohit (DIN: 07199738), as an Independent Director who was appointed as an Additional (Independent) Director of the Company.	Ordinary Resolution
6.	Considered and determined the fees for delivery of any document through a particular mode of delivery to a member.	Ordinary Resolution

The Company had appointed Mr. Vishal N Manseta as an Scrutinizer for the purpose of e-voting as well as poll in the meeting. The Report submitted by Scrutinizer is attached herewith.

Thanking You,

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

Hita Vadgama
Company Secretary

KSS LIMITED MUMBAI

KSS LIMITED

Annexure - 2

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 21st Annual General Meeting of the Company are furnished below:

Date of the AGM/EGM	30.09.2016
Total number of shareholders on record date	28670
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



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

Agenda- wise disclosure

Resolution no.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.

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	912074512	391574746	42.93%	391574746	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	912074512	391574746	42.93%	391574746	0	100%	0
Public Non Institutions	E-Voting	1223800558	340057834	27.78%	340057834	0	100%	0
	Poll		37110	0.003%	37110	0	100%	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1223800558	340094944	27.79%	340094944	0	100%	0
Total		2135875070	731669690	34.25%	731669690	0	100%	0

KSS LIMITED

Resolution no.2: To appoint a director in place of Ms. Kunti Rattanshi (DIN: 07144769), who retires by rotation and being eligible offers herself for reappointment.

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	912074512	391574746	42.93%	391574746	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	912074512	391574746	42.93%	391574746	0	100%	0
Public Non Institutions	E-Voting	1223800558	340057834	27.78%	340047824	10010	99.99%	0.0002%
	Poll		37110	0.003%	37110	0	100%	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1223800558	340094944	27.79%	340084934	0	99.99%	0
Total		2135875070	731669690	34.25%	731659680	10010	99.99%	0.0002%

KSS LIMITED MUMBAI

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 22nd 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	912074512	391574746	42.93%	391574746	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	912074512	391574746	42.93%	391574746	0	100%	0
Public Non Institutions.	E-Voting	1223800558	340057834	27.78%	340057834	0	100%	0
	Poll		37110	0.003%	37110	0	100%	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1223800558	340094944	27.79%	340094944	0	100%	0
Total		2135875070	731669690	34.25%	731669690	0	100%	0

KSS LIMITED MUMBAI

Resolution no.4 : To consider and if thought fit, appoint of Mr. Lalit Joshi (DIN: 07352528), as an Independent Director who was appointed as an Additional (Independent) Director of the Company.

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	912074512	391574746	42.93%	391574746	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	912074512	391574746	42.93%	391574746	0	100%	0
Public Non Institutions	E-Voting	1223800558	340057834	27.78%	340057824	10	99.99%	0.000%
	Poll		37110	0.003%	37110	0	100%	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1223800558	340094944	27.79%	340094934	0	99.99%	0
Total		2135875070	731669690	34.25%	731669680	10	99.99%	0.00%

KSS LIMITED MUMBAI

Resolution no.5 : To consider and if thought fit, appoint of Mr. Aditya Purohit (DIN: 07199738), as an Independent Director who was appointed as an Additional (Independent) Director of the Company.

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	912074512	391574746	42.93%	391574746	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	912074512	391574746	42.93%	391574746	0	100%	0
Public Non Institutions	E-Voting	1223800558	340057834	27.78%	340057824	10	99.99%	0.000%
	Poll		37110	0.003%	37110	0	100%	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1223800558	340094944	27.79%	340094934	0	99.99%	0
Total		2135875070	731669690	34.25%	731669680	10	99.99%	0.00%

KSS LIMITED MUMBAI

Resolution no.6 : To consider and determine the fees for delivery of any document through a particular mode of delivery to a member.

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	912074512	391574746	42.93%	391574746	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	912074512	391574746	42.93%	391574746	0	100%	0
Public Non Institutions	E-Voting	1223800558	340057834	27.78%	340047824	10010	99.99%	0.0002%
	Poll		37110	0.003%	37110	0	100%	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1223800558	340094944	27.79%	340084934	0	99.99%	0
Total		2135875070	731669690	34.25%	731659680	10010	99.99%	0.0002%

KSS LIMITED

VISHAL N. MANSETA (B.Com, A. C. S.)

Practicing Company Secretary

Off. : 65/642, Gr. Flr., Shiv Sahkari C.H.S., MHB Colony, Mahavir Nagar, Nr. Link Rd., Kandivali (W), Mumbai - 67.
Tel. : 022 - 28696314 Mob. : 09987066314, 09321799780 Web : www.vishalmanseta.com
Email : vishal_manseta@rediffmail.com / vishal@vishalmanseta.com

To,
The Chairman,
KSS Limited
UNIT NO. 101A AND 102,
1ST FLOOR,
PLOT NO.B-17
MORYA LANDMARK II,
ANDHERI (WEST)
Mumbai – 400 053
Maharshtra

Dear Sir,

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, Vishal N. Manseta, Practicing Company Secretary, having C.P. No. 8981, had been appointed as the Scrutinizer by the Board of Directors of KSS Limited vide resolution dated August 12, 2016, 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 12, 2016 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 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 ratify appointment of M/s. Agrawal Jain & Gupta, Chartered Accountants (Firm Registration No. 013538C), as Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of 22nd Annual General Meeting of the Company.

4. To appoint Mr. Lalit Joshi (DIN: 07352528), as an Independent Director who was appointed as an Additional (Independent) Director of the Company.

5. To appoint Mr. Aditya Purohit (DIN: 07199738), as an Independent Director who was appointed as an Additional (Independent) Director of the Company.

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

passed at the **Annual General Meeting of the Company held on September 30, 2016.**

VISHAL MANSETA ★ M.No. 21187 C.P.No. 8981 ★ COMPANY SECRETARY

The Company has also availed the e-voting' facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company.

The e-voting period commenced on Tuesday, September 27, 2016 at 9.00 a.m. and ended on Thursday, September 29, 2016 at 5.00 p.m. and the CDSL 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.

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. I have also scrutinized the ballot papers submitted by the members at the meeting.

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 30, 2016**
Total number of shareholders on Record Date: Cut-off date for e-voting -	**28670** **September 23, 2016**
No. of shareholders Present in meeting either in person or through proxy: Promoters and Promoters Group: Public:	 **0** **36**
No. of Shareholders attended the meeting through Video Conferencing:	**Not arranged**

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 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.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
2.	To appoint a director in place of Ms. Kunti Rattanshi (DIN: 07144769), who retires by rotation and being eligible offers herself for reappointment.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
3.	To ratify appointment of M/s. Agrawal Jain & Gupta, Chartered Accountants (Firm Registration No. 013538C), as Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of 22nd Annual General Meeting of the Company.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
4.	To appoint Mr. Lalit Joshi (DIN:	Ordinary	E-Voting	The resolution was

VISHAL MANSETA ★ COMPANY SECRETARY ★ M.No. 45193 C.P.No. 8981

	07352528), as an Independent Director who was appointed as an Additional (Independent) Director of the Company.		and Poll	passed with the requisite majority
5.	To appoint Mr. Aditya Purohit (DIN: 07199738), as an Independent Director who was appointed as an Additional (Independent) Director of the Company.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
6.	To consider and determine the fees for delivery of any document through a particular mode of delivery to a member.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority

Particulars	In favour of the Ordinary/Special Resolution(s)			Against Ordinary/Special 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 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.	43	731669690	100.00%	-	-	-
To appoint a director in place of Ms. Kunti Rattanshi (DIN: 07144769), who retires by rotation and being eligible offers herself for reappointment.	41	731659680	100.00%	2	10010	0.00
To ratify appointment of M/s. Agrawal Jain & Gupta, Chartered Accountants (Firm Registration No. 013538C), as Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of 22nd Annual General Meeting of the Company.	43	731669690	100.00%	-	-	-
To appoint Mr. Lalit Joshi (DIN: 07352528), as an Independent Director who was appointed as an Additional (Independent) Director of the Company.	42	731669680	100.00%	1	10	0.00%
To appoint Mr. Aditya Purohit (DIN: 07199738),	42	731669680	100.00%	1	10	0.00%

VISHAL MANSETA M.No. 25183 C.P.No. 8981 COMPANY SECRETARY

as an Independent Director who was appointed as an Additional (Independent) Director of the Company.						
To consider and determine the fees for delivery of any document through a particular mode of delivery to a member.	41	731659680	100.00%	2	10010	0.00

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

For **Vishal N. Manseta**
(Practicing Company Secretary)



Vishal N. Manseta
ACS No. : 25183
C.P. No. :8981
Date : October 1, 2016
Place : Mumbai