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

Practicing Company Secretary

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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 September 05, 2014, 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 September 05, 2014 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 Statements of the Company, for the financial year ended 31st March, 2014 including the Balance Sheet as at 31st March, 2014, the Statement of Profit & Loss for the financial year ended on that date, and the Reports of the Auditors and Directors thereon.

2. To appoint a Director in place of Mr. Brigadier Vinod Ahuja (DIN:05214206), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

3. Appointment of Agrawal Jain & Gupta, Chartered Accountants as Statutory Auditors of the Company and fix their remuneration.

4. Appointment of Mr. Hussain Shattaf (DIN : 02321306) as an Independent Director.

5. Appointment of Mr. Dushyant Kumar (DIN : 03097822) as an Independent Director.

6. Appointment of Mr. Rakesh Sharma (DIN : 06384452) as Independent Director.

7. To accept Deposits from Public and Members of the Company.

8. To authorize Board of Directors to borrow money not exceeding Rs. 100 crores.

VISHAL MANSETA M.No. 25 C.P.No. 8981 COMPANY SECRETARY

passed at the **Annual General Meeting of the Company held on September 30, 2014.**

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 Wednesday, September 24, 2014 at 5.00 p.m. and ended on Friday, September 26, 2014 at 6.00 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.

The members present at the meeting have given their consent accept to voting done through e-voting as conclusive and requested not to conduct 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 30, 2014**
Total number of shareholders on Record Date: Cut-off date for e-voting -	**23456** **September 26, 2014**
No. of shareholders Present in meeting either in person or through proxy: Promoters and Promoters Group: Public:	 **0** **35**
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 Statements of the Company, for the financial year ended 31st March, 2014 including the Balance Sheet as at 31st March, 2014, the Statement of Profit & Loss for the financial year ended on that date, and the Reports of the Auditors and Directors thereon.	Ordinary	E-Voting	The resolution was passed with the requisite majority
2.	To appoint a Director in place of Mr. Brigadier Vinod Ahuja (DIN:05214206), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.	Ordinary	E-Voting	The resolution was passed with the requisite majority
3.	Appointment of Mr. Hussain Shattaf (DIN : 02321306) as an Independent Director.	Ordinary	E-Voting	The resolution was passed with the requisite majority
4.	Appointment of Mr. Dushyant Kumar (DIN : 03097822) as an Independent Director.	Ordinary	E-Voting	The resolution was passed with the requisite majority

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5.	Appointment of Mr. Rakesh Sharma (DIN : 06384452) as Independent Director.	Ordinary	E-Voting	The resolution was passed with the requisite majority
6.	Appointment of Mr. Rakesh Sharma (DIN : 06384452) as Independent Director.	Ordinary	E-Voting	The resolution was passed with the requisite majority
7.	To accept Deposits from Public and Members of the Company.	Special	E-Voting	The resolution was passed with the requisite majority
8.	To authorize Board of Directors to borrow money not exceeding Rs. 100 crores.	Special	E-Voting	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 Statements of the Company, for the financial year ended 31st March, 2014 including the Balance Sheet as at 31st March, 2014, the Statement of Profit & Loss for the financial year ended on that date, and the Reports of the Auditors and Directors thereon.	13	54,75,415	99.99%	1	500	0.01%
To appoint a Director in place of Mr. Brigadier Vinod Ahuja (DIN:05214206), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.	12	53,15,641	97.07%	2	160274	2.93%
Appointment of Mr. Hussain Shattaf (DIN : 02321306) as an Independent Director.	13	54,75,415	99.99%	1	500	0.01%
Appointment of Mr. Dushyant Kumar (DIN : 03097822) as an Independent Director.	13	54,75,415	99.99%	1	500	0.01%
Appointment of Mr. Rakesh Sharma (DIN : 06384452) as Independent Director.	13	54,75,415	99.99%	1	500	0.01%
To accept Deposits from Public and Members of the Company.	13	54,75,415	99.99%	1	500	0.01%
To authorize Board of Directors to borrow money not exceeding Rs. 100 crores.	13	54,75,415	99.99%	1	500	0.01%

VISHAL MANSETA
M.No. 25[illegible]
C.P.No. [illegible]
COMPANY SECRETARY

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 : August 26, 2014
Place : Mumbai