



03.10.2015

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

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

**Sub: Outcome of 20<sup>th</sup> Annual General Meeting of the Company alongwith  
Scrutinizer Report.**

Dear Sir,

The Company's 20<sup>th</sup> Annual General Meeting was held on Wednesday, September 30, 2015. 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:

<b>Item No.</b>	<b>Business</b>	<b>Type of Resolution</b>
1	Considered and adopted the audited financial statement of the Company for the year ended March 31, 2015 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, 2015	Ordinary Resolution
2	Re-appointed Mr. Satish Panchariya (DIN: 00042934) as Director who retires by rotation.	Ordinary Resolution
3	Appointed M/s Agrawal Jain and Gupta, Chartered Accountants as Auditors from the conclusion of this meeting, until the conclusion of Twenty fourth Annual General Meeting and fix their remuneration.	Ordinary Resolution

**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

Item No.	Business	Type of Resolution
4.	Approved appointment of Ms. Kunti Rattanshi (DIN: 07144769) as an Independent Director for a period of 5 consecutive years commencing from September 30, 2015.	Ordinary Resolution
5.	Approved appointment of Mr. Harsh Upadhyay (DIN: 07263779) as an Independent Director for a period of 5 consecutive years commencing from September 30, 2015.	Ordinary Resolution
6.	Adopted new set of Articles of Association of the company containing Articles in conformity with the Companies Act, 2013	Special Resolution
7.	Approved increase in Authorised Share Capital of the Company	Ordinary Resolution
8.	Approved ratification for conversion of Optionally Convertible Redeemable Bonds (OCRBs) into Equity shares	Special 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)

*Tanu*

**Tanu Singh**  
Company Secretary





**VISHAL N. MANSETA** (B.Com, A. C. S.)  
Practicing Company Secretary

Office : 110, 1st Floor, Nikisha Arcade, Goddev Phatak Rd., Bhayander (East), Thane - 401 105.  
Mob. : 9987066314, 9321799780 Web : www.vishalmanseta.com  
Email : vishal\_manseta@rediffmail.com / vishal@vishalmanseta.com

To,  
**The Chairman,**  
**KSS Limited ,**  
(Formerly known as K Sera Sera Limited)  
Unit No. 101A and 102,  
1<sup>st</sup> Floor, Plot No. B-17,  
Morya Landmark II,  
Andheri (West),  
Mumbai- 400053

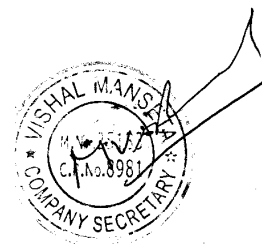
Dear Sir,

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

I, Vishal N. Manseta, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of KSS Limited vide resolution dated August 14, 2015. pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rule, 2014, to conduct the scrutiny of electronic voting process and scrutinizer of poll.

As required under Section 101 and 108 of the Companies Act, 2013, Notice dated August 14, 2015 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. Consider and adopt the audited financial statement of the Company for the year ended March 31, 2015 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, 2015.
2. Re-appointment of Mr. Satish Panchariya (DIN:00042934), who retires by rotation.
3. Appointment of Statutory Auditors and fixation of their remuneration.
4. Appointment of Ms. Kunti Rattanshi (DIN: 07144769) as an Independent Director.
5. Appointment of Mr. Harsh Upadhyay (DIN: 07263779) as an Independent Director
6. Adoption of new set of Articles of Association of the company containing Articles in conformity with the Companies Act, 2013.



**VISHAL N. MANSETA**  
**Practicing Company Secretary**

7. Increase in Authorised Share Capital of the Company
8. Ratification for Conversion of Optionally Convertible Redeemable Bonds (OCRBs) into Equity shares

Which were passed at the **Annual General Meeting of the Company held on September 30, 2015.**

The Company has also availed the e-voting' facility offered by CDSL for conducting e-voting by the Shareholders of the Company.

The e-voting period commenced on Sunday, September 27, 2015 at 9.00 a.m. and ended on Tuesday, September 29, 2015 at 5.00 p.m. and the CDSL e-voting platform was blocked thereafter.

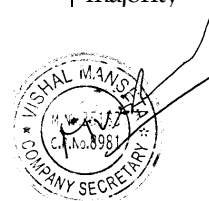
I have scrutinized and reviewed the voting done through electronic means and votes tendered therein and maintained a register in which necessary entries have been made in accordance with the above rules. I have also scrutinized the ballot papers submitted by the members at the meeting.

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

<b>Date of AGM</b>	<b>September 30, 2015</b>
<b>Total number of shareholders on Record Date:</b>	<b>27423</b>
Cut-off date for e-voting -	<b>September 23, 2015</b>
<b>No. of shareholders Present in meeting either in person or through proxy:</b>	
Promoters and Promoters Group:	<b>0</b>
Public:	<b>34</b>
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>	<b>Not arranged</b>

**Agenda -wise**

<b>Item No.</b>	<b>Details of the Agenda</b>	<b>Resolution required (Ordinary/Special)</b>	<b>Mode of Voting (Show of hands/Poll/Pastel Ballot/E-voting)</b>	<b>Remarks</b>
1.	Consider and adopt the audited financial statement of the Company for the year ended March 31, 2015 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, 2015	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
2.	Re-appointment of Mr. Satish Panchariya (DIN:00042934), who retires by rotation	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority

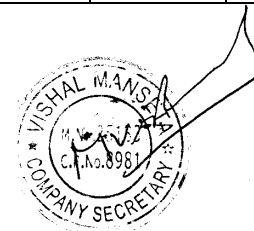


**VISHAL N. MANSETA**  
**Practicing Company Secretary**

3.	Appointment of Statutory Auditors and fixation of their remuneration	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
4.	Appointment of Ms. Kunti Rattanshi (DIN: 07144769) as an Independent Director	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
5.	Appointment of Mr. Harsh Upadhyay (DIN: 07263779) as an Independent Director	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
6.	Adoption of new set of Articles of Association of the company containing Articles in conformity with the Companies Act, 2013	Special	E-Voting and Poll	The resolution was passed with the requisite majority
7.	Increase in Authorised Share Capital of the Company	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
8.	Ratification for Conversion of Optionally Convertible Redeemable Bonds (OCRBs) into Equity shares	Special	E-Voting and Poll	The resolution was passed with the requisite majority

**The voting details of the resolutions passed at the meeting are as under:**

Sr. No.	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
1	Consider and adopt the audited financial statement of the Company for the year ended March 31, 2015 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, 2015	49	779530794	100.00	2	7000	0.00



**VISHAL N. MANSETA**  
**Practicing Company Secretary**

2	Re-appointment of Mr. Satish Panchariya (DIN:00042934), who retires by rotation	45	779190439	99.96	6	347355	0.04
3	Appointment of Statutory Auditors and fixation of their remuneration	49	779530794	100.00	2	7000	0.00
4	Appointment of Ms. Kunti Rattanshi (DIN: 07144769) as an Independent Director	49	779530794	100.00	2	7000	0.00
5	Appointment of Mr. Harsh Upadhyay (DIN: 07263779) as an Independent Director	49	779530794	100.00	2	7000	0.00
6	Adoption of new set of Articles of Association of the company containing Articles in conformity with the Companies Act, 2013	49	779530794	100.00	2	7000	0.00
7	Increase in Authorised Share Capital of the Company	48	779530294	100.00	3	7500	0.00
8	Ratification for Conversion of Optionally Convertible Redeemable Bonds (OCRBs) into Equity shares	48	779530694	100.00	3	7100	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 3, 2015**

**Place : Mumbai**

