

General information about company

Scrip code	532081
Name of the entity	KSS Limited
Date of start of financial year	01-04-2016
Date of end of financial year	31-03-2017
Reporting Quarter	Yearly
Date of Report	31-03-2017
Risk management committee	Not Applicable

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Is there any change in information of board of directors compare to previous quarter No

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Is there any change in information of committees compare to previous quarter	No
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Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	11-11-2016		
2		30-01-2017	79
3		14-02-2017	14
4		23-03-2017	36

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
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1	Audit Committee	30-01-2017	Yes	All the members of the Audit Committee were present and the quorum was met	11-11-2016	79
2	Stakeholders Relationship Committee	30-01-2017	Yes			
3	Nomination and remuneration committee	30-01-2017	Yes	All the members of the nomination and remuneration Committee were present and the quorum was met		

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Textual Information(1)

Text Block

Textual Information(1)

KSS Limited had purchased the 2095000 shares of K Sera Sera Miniplex Limited (Subsidiary of the company) in the Quarter ended on 31st March 2017 from Mr. Ashok Panchariya.

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Text Block

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://www.kserasera.com/about-us/
2	Terms and conditions of appointment of independent directors	Yes		http://www.kserasera.com/wp-content/uploads/2015/05/Letter-of-Appointment-of-ID.pdf
3	Composition of various committees of board of directors	Yes		http://www.kserasera.com/wp-content/uploads/2016/08/Committees.pdf
4	Code of conduct of board of directors and senior management personnel	Yes		http://www.kserasera.com/code-of-conduct/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.kserasera.com/wp-content/uploads/2016/08/Vigil-Mechanism-Policy.pdf
6	Criteria of making payments to non-executive directors	Yes		http://www.kserasera.com/wp-content/uploads/2016/08/Policy-on-Payment-of-Remuneration.pdf
7	Policy on dealing with related party transactions	Yes		http://www.kserasera.com/wp-content/uploads/2016/08/Policy-on-Related-party-Transaction1.pdf

8	Policy for determining 'material' subsidiaries	Yes		http://www.kserasera.com/wp-content/uploads/2016/08/Policy-on-Determination-of-Material-Subsidiaryies1.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		http://www.kserasera.com/wp-content/uploads/2016/08/Familiarization-programme-for-Independent-Director.pdf

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://www.kserasera.com/contact-us/
11	email address for grievance redressal and other relevant details	Yes		http://www.kserasera.com/contact-us/
12	Financial results	Yes		http://www.kserasera.com/financial-results/
13	Shareholding pattern	Yes		http://www.kserasera.com/shareholding-pattern/
14	Details of agreements entered into with the media companies and/or their associates	NA		

15	New name and the old name of the listed entity	Yes		http://www.kserasera.com
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Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
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21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
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1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Signatory Details

Name of signatory	Deepak Tripathi
Designation of person	Company Secretary
Place	Mumbai
Date	14-04-2017