

NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of the Members of KSS Limited will be held Monday, December 27, 2021 at 11.30 a.m. through video conferencing ("VC")/ other Audio Visual Means ("OVAM") to transact the following business:

Ordinary Business

- ii. 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, 2021.

"RESOLVED THAT, the Audited Standalone as well as Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 together with the reports of Board and Auditors thereon be and hereby considered and adopted."

- iii. To consider appointment of a Director in place of Mr. Harsh Upadhyay (DIN: 07263779) who retires by rotation and being eligible, offers himself for re-appointment

"RESOLVED THAT Mr. Harsh Upadhyay (DIN: 07263779) who retires by rotation and being eligible offers herself for reappointment be and hereby re-appointed as Director of the Company liable to retire by rotation

- iv. Appointment of Auditors

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution by approving the appointment of **M/s. Amit Rama Kant & Co.**, Chartered Accountants (ICAI Firm Registration No. 009184C) as Statutory Auditors of the Company who was appointed by board of directors with effect from **13th August 2021** till the conclusion of ensuing Annual General Meeting arising out of the casual vacancy caused by the resignation of **M/s. Pipara & Co LLP**, Chartered Accountants.

RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto

or re-enactment thereof for the time being in force), **M/s. Amit Rama Kant & Co.** Chartered Accountants (ICAI Firm Registration No. 009184C) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of **M/s. Pipara & Co LLP**, Chartered Accountants . (ICAI Firm Registration No.107929W).

RESOLVED FURTHER THAT **M/s. Amit Rama Kant & Co.** Chartered Accountants (ICAI Firm Registration No. 009184C) be and are hereby appointed as Statutory Auditors of the Company from this Annual General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of 31th Annual General Meeting and shall conduct the Statutory Audit for the Financial Year 2021-22 on a remuneration fixed by the board of directors of the company (including any committee thereof) payable to the statutory auditors of the

company, from time to time including the actual travelling and out of pocket expenses incurred in connection with the audit, in addition to taxes as applicable, during the appointed period.

- v. Regularization of Additional Director, Mrs. Monika Meena (DIN: 09287831) by appointing her as an Independent Director of the Company.

To consider and, if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 149,150,152 read with Schedule IV to the Companies Act,2013 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mrs. Monika Meena (DIN: 09287831) who was appointed as an Additional Director of the Company with effect from August 14, 2021in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing her candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment , be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years from the conclusion of this 26th Annual General Meeting until the conclusion of 31th Annual General Meeting .

SPECIAL BUSINESS

- vi. Regularization of Additional Director, Mrs. Monika Meena (DIN: 09287831) by appointing her as an Independent Director of the Company.

To consider and, if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 149,150,152 read with Schedule IV to the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations,2015, Mrs. Monika Meena (DIN: 09287831) who was appointed as an Additional Director of the Company with effect from August 14, 2021in terms of Section 161(1) of the Companies Act,2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing her candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment , be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years from the conclusion of this 26th Annual General Meeting until the conclusion of 31th Annual General Meeting .

- vii. To consider and approve divestment of Company's shareholding in K Sera Sera Box Office Private Limited, a material wholly owned subsidiary

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the Rules thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications, amendments or re-enactments therein for the time being in force), other applicable laws and subject to receipt of necessary approvals, if any, required from relevant regulatory/governmental authorities and the Memorandum and Articles of Association of the Company, consent of the Company be and is hereby accorded, including confirmation of actions taken hitherto, to the Board of Directors of the Company, (hereinafter referred to as Board which term shall include any Committee of Directors constituted by the Board to exercise its powers including the powers conferred by this resolution) to divest the entire equity shareholding of the Company in **K SERA SERA BOX OFFICE PRIVATE LIMITED** by way of sale to **Birla Financial Distribution Limited** (Purchaser), for an aggregate consideration of INR 50 Lakhs (Indian Rupees fifty lakhs), being discharged by way of payment of as cash consideration.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, to accept, negotiate and finalize the terms and conditions and to sign, execute, deliver and perform transaction documents including share purchase and share swap agreement and/or such other ancillary or related documents, contracts, deeds and other documents, file applications, transfer forms, demat request forms, instruments, arrangements and receipts on behalf of the Company (with such corrections, alterations or amendments, if any) and make representations in respect thereof and seek approval from relevant authorities, including Government/Semi Government/ Quasi Government authorities, lenders, financial institutions, legislative bodies, regulatory or administrative authorities, statutory bodies, in this regard, and deal with any matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to the Proposed Transaction, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any committee, Director or any other Key Managerial Personnel/Officer(s)/Authorised Representative(s) of the Company to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respects.

Date: 29/11/2021

By Order of the Board

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

For KSS Limited
(Formerly known as K Sera Sera Limited)
sd/-

Kartik Sharma
Company Secretary

Notes:

1. In view of the continuing COVID-19 pandemic and restrictions imposed on the movement of people and pursuant to General Circular No. 02/2021 dated 13 January, 2021 and General Circular No. 20/2020 dated 5 May 2020 read together with General Circular Nos. 14 & 17/2020 dated 8 April 2020 and 13 April 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12 May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January, 2021 issued by the Securities and Exchange Board of India ("SEBI Circulars"), the Corporation will be conducting this Annual General Meeting ("AGM") through Video Conference/ Other Audio Visual Means, without the physical presence of the Members at a common venue.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Circulars issued by MCA and SEBI, 156th AGM of the Corporation shall be conducted through VC / OAVM. Central Depositories Services (India)Limited ('CDSL') will be providing facility for remote e-voting, participation in the AGM through VC / OAVM and e-voting during the AGM.

2. The Members are requested to note that the facility for attending the AGM through Video Conferencing shall be kept open from 11 a.m. i.e. at least 30 minutes before the commencement of the meeting and 15 minutes post the conclusion of the Meeting. All the Members who join the video conferencing portal during this time shall be considered for the purpose of quorum at the meeting.
3. 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 Himself/ Herself And The Proxy Need Not Be A Member Of The Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the Members will not be available.
4. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Registers of the Company will remain closed from December 20, 2021 to December 26, 2021..
5. In accordance with the Directions issued by the Ministry of Corporate Affairs, the Meeting has a capacity to host at least 1000 Members on a First-Come, First-Serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis. The participants are allowed to pose their questions concurrently or they can submit the questions in advance on the email id cs@kserasera.com
6. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report of 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report of 2020-21 of the Company circulated to the Members of the Company, will be made available on the Company's website www.kserasera.com, website of the Stock Exchange i.e. BSE Limited www.bseindia.com, NSE Limited www.nseindia.com and on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. evoting@cdslindia.com. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting.

7. Members holding shares in Dematerialized Form are requested to intimate all changes pertaining to their Bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, M/s. Big shares Services Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Big shares Services Private Limited
8. Members holding shares in physical form are requested to convert their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or M/s. Big shares Services Private Limited for assistance in this regard.
9. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or M/s. Big shares Services Private Limited, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be issued to such Members after making requisite changes..
10. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
11. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF), Pursuant to Sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956 and Section 123 of Companies Act, 2013 all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed/unpaid for a period of seven years from the date they became due for payment, in relation to the Company have been transferred to the IEPF established by the Central Government. No claim shall lie against the Company for the amounts so transferred prior to 31st March, 2020, nor shall any payment be made in respect of such claim.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of addresses is provided in the instructions for e-voting section which forms part of this Notice.
13. Authorised Representatives of Corporate Members and Representatives appointed in pursuance of Section 112 and Section 113 of the Companies Act, 2013 intending to attend the meeting are requested to send/present to the Company a Certified Copy of the Board Resolution/Authority Letter authorizing them to attend and vote on their behalf at the meeting in electronic mode to the following email address cskserasera.com; if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer's verification;
14. Member are requested to address all correspondences, including dividend matters, to the Registrar and Share Transfer Agents, M/s. Big shares Services Private Limited, 1st Floor |Bharat Tin Works Building Opp. Vasant Oasis Makwana Road ,Marol , Andheri East , Mumbai 400059, Maharashtra Tel.: 022 2851 5606, Email/ Investor Grievance E-mail: joyv@bigshareonline.com Website: www. bigshareonline.com.
15. As per the provisions of Section 72 of the Companies Act, 2013 read with the rules made thereunder, facility for making nominations is available for Members, in respect of the shares held by them. Nomination forms can be obtained from the Registrar and Share Transfer Agents of the Company. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, M/s. Big shares Services Private Limited,, in case the shares are held in physical form.
16. Members seeking any information or clarifications on the Annual Report are requested to send in written, queries to the Company at least one week before the meeting to enable the Company

17. Since the AGM will be held through Video Conferencing, the Route Map is not annexed to this Notice
18. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company has provided a facility to its Members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the Central Depository Services (India) Limited (CDSL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by Members holding shares in dematerialized mode, physical mode and for Members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice.

The procedure and instructions for members for voting electronically are as under:

1. The E-Voting period begins on December 24 ,2021 at 9.00 A.M. and ends on December 26, 2021, at 5.00 P.M During this period the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of December 20, 2021, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - A. **In case a Member receives an email from CDSL[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.cdsi.com/>
 - (iii) Click on "Shareholder -Login
 - (iv) "Click on "Shareholders" module.
 - (v) Now enter your User ID
 - (vi) For CDSL: 16 digits beneficiary ID
 - a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - b) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - (vii) Next enter the Image Verification as displayed and Click on Login.
 - (viii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

- (ix) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field or if the same is not updated, Member may send an e-mail to Big Share Services Private Limited at atjoyv@bishareonline.com

- (x) After entering these details appropriately, click on “SUBMIT” tab.
- (xi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant KSS Limited on which you choose to vote.
- (xiv) On the voting page, you will see “RESOLUTIONDESCRIPTION” and against the same the option “YES/NO for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xvi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xix) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xx) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

B. 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) For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested) scanned copy of PAN card),AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@kserasera.com/joyv@bigshareonline.com
- (ii) For Demat shareholders, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card)AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@kserasera.com/joyv@bigshareonline.com
- (iii) The company/RTA shall co-ordinate with CDSL and provides the login credentials to the above mentioned shareholders.

C. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC ARE AS UNDER

Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com>

- (i) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/Members login where the EVSN of Company will be displayed.
- (ii) Shareholders are encouraged to join the Meeting through Laptops / IPads with latest internet browsers for better experience.
- (iii) Further shareholders will be required to allow Camera and use Internet with a good speed (ideally broadband connectivity-512 kbps or 2 mbps and above dedicated bandwidth) to avoid any disturbance during the meeting.
- (iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (v) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 days prior to AGM mentioning their name, demat account number/folio number, email id, mobile number at cs@kserasera.com.The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@kserasera.com.These queries will be replied to by the company suitably by email.

- (vi) Those shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting on a priority basis. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.
- (vii) The Shareholders who have not registered themselves can put the question on the chat box available on the screen at the time of the Meeting.

D. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- (ii) Only those shareholders, who are present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
- (iii) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC facility, then the votes cast by such shareholders shall be considered in valid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- (iv) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Note for Non - Individual Shareholders and Custodians

- (i) Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- (ii) scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evotingcdslindia.com
- (iii) After receiving the login details a Compliance User should be created using the admin login and password The Compliance User would be able to link the account(s) for which they wish to vote on.
- (iv) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- (v) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (vi) Alternatively Non Individual shareholders Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer are required to send the relevant and to the Company at the email address viz cs@kserasera.com if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

19. Process for registration of email id for obtaining Annual Report:

Physical Holding

Send a request to the Registrar and Transfer Agents Big share services private Limited by providing Folio No., Name of shareholder, scanned copy of the share certificate(front and back)PAN(self-attested scanned copy of PAN card),AADHAR (self-attested scanned copy of Aadhar Card) for registering email address.

Demat Holding

Please contact your Depository Participant(DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

20. In case you have any queries or issues regarding e-voting you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.
21. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi ,Manager, (CDSL) Central Depository Services (India)Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai- 400 013 or send an email to helpdesk.evoting@cdslindiacom or call 1800225533
22. Mr. Rahul Gupta (ICSI Membership No. ACS-43021), of M/s B R Gupta & Company, Practising Company Secretaries has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witness not in the employment of the Company and make a Scrutinizer’s report of the votes cast in favour or against, if any, forthwith to the Chairperson of the Company.
23. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer’s report shall be placed on the Company’s website www.kserasera.com and on the website of CDSL immediately after the result is declared by the Chairperson The Company shall simultaneously forward the results to BSE Limited and NSE Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to certain ordinary business and the special businesses mentioned in the accompanying Notice:

Item No 5.

The Board of Directors of the Company at its meeting held on August 13, 2021, appointed Mrs. Monika Meena (DIN: 09287831) as an Additional Independent Director of the Company in the capacity of Independent Director for a term of 5 years with effect from August 13, 2021 subject to the approval of the Members of the Company. In terms of section 160 of the Companies Act, 2013, the Board Governance, Nomination and Compensation Committee and the Board have recommended the appointment of Monika Meena (DIN: 09287831) as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013. The Company has also received a notice in writing from a member proposing the candidature of Mrs. Monika Meena (to be appointed as Director of the Company). The Company has received a declaration from Mrs. Monika Meena (confirming that she meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mrs. Monika Meena (consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In the opinion of the Board, Mrs. Monika Meena (fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for her appointment as an Independent Director of the Company and she is independent of the management. Considering Mrs. Monika Meena (deep repository of knowledge and experience in the legal services , sharp business acumen, understanding of law and as a strong votary of the highest standards of corporate governance, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint her as an Independent Director for a period of five years with effect from August 13, 2021. Additional information in respect of Mrs. Monika Meena, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice. Brief profile of Mrs. Monika Meena (is given at Annexure B to this Notice. Except d Mrs. Monika Meena, being the appointee, or her relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 5. The Board of Directors recommends the resolution in relation to appointment of Mrs. Monika Meena as an Independent Director of the Company, as set out in Item No. 5 for approval of the members by way of a Special Resolution.

Item No6.

The Company holds the entire equity shareholding, consisting of 3,00,00,000 (three crore) equity shares of face value of Rs. 10/- (Rupees ten) each of **K SERA SERA BOX OFFICE PRIVATE LIMITED**, a material wholly owned subsidiary of the Company.

With an objective to enable the Company to enhance value of the shareholders, the Company is considering a proposal to divest the Company's entire investment in **K SERA SERA BOX OFFICE PRIVATE LIMITED** which is loss making company and its net worth has been fully eroded.

The Board has, at its meeting held on 29th November 2021, approved to divest the entire equity shareholding held by the Company in **K SERA SERA BOX OFFICE PRIVATE LIMITED**. to **Birla Financial Distribution Limited (Purchaser)**, for an aggregate consideration of INR 50,00,000 (Indian Rupees fifty lakhs), being discharged by way of payment of INR ,50,00,000 (Indian Rupees fifty lakhs) as cash consideration,

The Company had appointed Mr. CA Sumit Dhadda, (IBBI Registration No - IBBI/RV/06/2018/10160) (**Registered Valuer**), (collectively referred as "**Valuers**") to provide a fairness opinion on the valuations carried out by the valuers. The consideration for the Proposed Transaction has been determined based on the (i) valuation report in relation to the shares of the Purchaser and **K SERA SERA BOX OFFICE PRIVATE LIMITED** prepared by Mr. CA Sumit Dhadda. Appointed by the Purchaser and Company,.

The valuations and the fairness report were reviewed by the Audit Committee, and the Audit Committee confirmed that the consideration for the Proposed Transaction is fair and recommended the same to the Board.

Pursuant to Regulation 24(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed company can dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the subsidiary without passing a special resolution in its general meeting. K SERA SERA BOX OFFICE PRIVATE LIMITED as a material subsidiary of the Company, and therefore the proposed sale of its equity shares will require prior approval of the shareholders of the Company by way of a special resolution.

The Board is of the opinion that the Proposed Transaction is in the best interest of the Company and recommends the passing of the special resolution for business mentioned in the Notice. The proposed special resolution provides adequate flexibility and discretion to the Board to finalise the terms of the Proposed Transaction in consultation with advisors, experts or other authorities as may be required.

The Proposed Transaction is not a related party transaction under Section 188 of the Act or the Listing Regulations.

None of the Directors, the Key Managerial Personnel of the Company and their respective relatives have any interest, financially or otherwise, in the passing of the said resolution except to the extent of equity shares held by them as nominees in K SERA SERA BOX OFFICE PRIVATE LIMITED

Annexure-A

Details of Directors seeking appointment/re-appointment at the 74th Annual General Meeting to be held on July 13, 2020

[Pursuant to Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Harsh Upadhyay	Monika Meena
Date of Birth	30/10/1993	04/12/1985
Age	28	36
Date of Appointment	30/11/2015	13/08/2021
Relationship with Directors and Key Managerial Personnel	None	None
Expertise in specific functional Area	Wide managerial experience in digital cinema	LLM in cyber laws & Intellectual property rights
Qualification(s)	BE /B Tech from Rajasthan Technical University	B.A. LLB (Hons),NLU JODHPUR
Board Membership of other listed Companies as on March 31, 2021	1	NIL
a. Audit Committee	Nil	Nil
b. Stakeholders' Grievance Committee	Nil	Nil
c. Nomination and Remuneration Committee	Nil	Nil
d. CSR Committee	Nil	Nil
e. Other Committee(s)	Nil	Nil

Number of equity
shares held in the
Company as at March
31,2021

Nil

Nil

Notes:

1. The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies, unlisted companies and private companies, position as an advisory board member and position in companies under Section 8 of the Companies Act, 2013.
2. Information pertaining to remuneration paid to the Directors who are being appointed/re-appointed and the number of Board Meetings attended by them during the year 2019-20 have been provided in the Corporate Governance Report forming part of the Annual Report.
3. The proposal for appointment/re-appointment of Directors has been approved by the Board pursuant to the recommendation of the Board Governance, Nomination and Compensation Committee considering their skills, experience and knowledge and positive outcome of performance evaluation, wherever applicable.

Annexure-B

Brief profile of Directors seeking appointment/re-appointment at the 26 th Annual General Meeting to be held on December 27, 2021

1. Mr. Harsh Upadhyay joined KSS Limited in the year 2015 as an Additional Director and currently holds the position of a Director. Mr. Harsh Upadhyay currently looks after Miniplex Cinemas across India and has a strong vision to reach 527 districts with a Miniplex soon. KSS Miniplex, a division of KSS Ltd., was set up in 2010 with the objective of offering consultancy services to define the miniplex business model; including planning, setup, screening, operations and marketing. He has completed his B.Tech/B.E from Rajasthan Technical University and has an explicit knowledge in Digital Technology. As a director, he is well focused with his roles and responsibilities and makes sure of a good progress of the company. Clearly, Mr. Upadhyay transformed the way Indians consume entertainment content with his skills. His contributions to the company have been remarkable and hence there are 21 miniplexes and 3 single screen cinemas all over India. His cinema exhibition stretches the full spectrum of the company's business, propelling KSS Limited to greater heights.
2. Mrs Monika Meena, aged 36 years was selected as 'Mrs India Worldwide' at haute Monde 2018.
A multitalented personality, having achieved laurels in a variety of fields. An advocate and professor with the centre for gender studies at NLU Jodhpur, she is also an active social worker associated with the schools located in tribal areas. Her subject knowledge outstanding brilliance was applauded at the INTERNATIONAL SEMINAR organized by law mantra in collaboration with INTERNATIONAL COUNCIL OF JURISTS, LONDON when she presented her paper there.
Monika Meena was the face for JAWED HABIB, Nandurbar, Maharashtra the 'face for REBOOT the fitness hub in Rajasthan'. She also promoted Dr. Rambhosle's (Gandhi ji's doctor) "SAMVAHAN CHIKITSA" in association with Michael Trembeth in 2018.
She was awarded for her career and contribution to the society under the UDAAN project, the biggest yearly political and administrative yearly tribal meet of the year 2018 held at New Delhi. She has also supported NIFD kota for providing better carrier opportunities to the students and to expand globally. She has worked with "AKSHAM "for bringing awareness in the areas of Eye donation and Menstrual hygiene.