KSS LIMITED

(Resolution Plan approved by the Hon'ble NCLT vide order pronounced on 5th August, 2026)

CIN: L22100MH1995PLC092438
Regd. Office: Unit No. 101A, 1st Floor, Plot No. B-17, Morya Landmark II, Andheri (West), Mumbai – 400053.
Address of Erstwhile RP: Dharmendra Dhelariya, Insolvency Professional, B-605, Titanium Square, Thaltej Cross Road, Thaltej, Ahmedabad – 380 054
Email: cirp.kssltd@gmail.com

Date: November 24, 2026

To,

The Secretary Corporate Relations Department Bombay Stock Exchange Limited, PJ Tower, Dalal Street, Fort, Mumbai-400 001. **Scrip Code:** 532081	**National Stock Exchange of India Ltd,** Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051. **Symbol:** KSERASERA

Subject: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding reconstitution of the Board of Directors and appointment of Key Managerial Personnel of the Company.

Dear Sir / Madam,

As your good self is already aware, KSS Limited ("Company") was undergoing Corporate Insolvency Resolution Process ("CIRP") pursuant to the Order dated 24th January, 2023 passed by the Hon'ble National Company Law Tribunal, Mumbai Bench, in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016 ("IBC").

The Hon'ble National Company Law Appellate Tribunal ("NCLAT"), vide its common Judgment and Order dated 30th June, 2026 passed in Company Appeal (AT) (Insolvency) No. 714 of 2025 and Company Appeal (AT) (Insolvency) No. 721 of 2025, approved the Resolution Plan submitted by Micro Capitals Private Limited ("Successful Resolution Applicant" or "SRA") in respect of the Company. Consequent thereto, the Hon'ble National Company Law Tribunal, Mumbai Bench, vide its Order pronounced on 5th August, 2026 in I.A. (PLAN) No. 04 of 2024 in C.P. (IB) No. 748/MB/2022, passed the consequential order giving effect to the approval of the Resolution Plan.

Accordingly, the Resolution Plan stands approved under Section 31 of the IBC and the CIRP of the Company stands concluded. Pursuant to the implementation of the approved Resolution Plan, the affairs of the Company are being managed in accordance with the terms and conditions thereof under the supervision of the Monitoring Committee constituted thereunder.

In this regard, we wish to inform you that, pursuant to the approved Resolution Plan and the nominations made by the Successful Resolution Applicant, the Monitoring Committee of the Company, at its Second Meeting held on Monday, 23rd November, 2026, considered and approved the reconstitution of the Board of Directors of the Company and appointment of Key Managerial Personnel, with a view to ensuring effective management, governance and administration of the affairs of the Company.

Accordingly, the following persons shall constitute the reconstituted Board of Directors of the Company:

DHARMENDRA DHELARIYA
IBBI/IPA/001/IP-P00251/2017-18/10480
Insolvency Professional

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Sr. No.	Name of Director	DIN	Designation
1.	Mr. Vinay Saraf	07482070	Non-Independent Director
2.	Mr. Vikrant Anand	07384673	Non-Independent Director
3.	Mr. Amit Shah	11942723	Independent Director
4.	Mr. Syed Tabssum Ali	12012959	Woman Independent Director

Further, the Monitoring Committee has also considered and approved the appointment of the following persons as Key Managerial Personnel ("KMP") of the Company:

Sr. No.	Name	Designation
1.	Mr. Sanjay Dubey	Chief Financial Officer (CFO)
2.	Ms. Pooja Nayani	Company Secretary (CS)

Further, the Monitoring Committee has also considered and approved the appointment of the following Auditors of the Company pursuant to the implementation of the approved Resolution Plan:

Sr. No.	Name of Auditor	Auditor Type
1.	M/s. Jain Chandresh & Associates, Chartered Accountants.	Statutory Auditor
2.	M/s. A. M. Mandavkar & Co., Chartered Accountants	Internal Auditor

The aforesaid appointments shall be effective from 23.11.2026, subject to completion of applicable statutory and corporate formalities and necessary filings with the Registrar of Companies, as applicable.

The brief details and disclosures in respect of the aforesaid appointments, as required under Regulation 30 read with Schedule III of the SEBI LODR Regulations and applicable SEBI circulars, are enclosed herewith as **Annexure A, Annexure B and Annexure C**, respectively.

The Company shall undertake the necessary statutory filings and other applicable compliances in connection with the aforesaid appointments.

You are requested to kindly take the above information on record.

Thanking You,

DHARMENDRA DHELARIYA
IBBI/IPA/001/IP-P00251/2017-18/10480
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Email: cirp.kssltd@gmail.com

For and on behalf of
KSS Limited
(Formerly known as K Sera Sera Limited)

DHARMENDRA TAKHATMAL DHELARIYA
Digitally signed by DHARMENDRA TAKHATMAL DHELARIYA
Date: 2026.11.25 16:30:40 +05'30'



Dharmendra Dhelariya
Chairman of the Monitoring Committee & Erstwhile Resolution Professional
KSS Limited
(IBBI/IPA-001/IP-P00251/2017-2018/10480)
AFA Number: AA1/10480/02/300627/109364
AFA valid upto 30/06/2027

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Annexure A

Details required under Regulation 30 of the Listing Regulations read with applicable SEBI Circular(s) in respect of appointment of Directors:

Sr. No.	Particulars	Mr. Vinay Saraf (DIN: 07482070)	Mr. Vikrant Anand (DIN: 07384673)	Mr. Amit Shah (DIN: 11942723)	Mr. Syed Tabssum Ali (DIN: 12012959)
1.	Reason for change viz. appointment, ~~re-appointment, resignation, removal, death or otherwise;~~	Appointment of Mr. Vinay Saraf as a Director in the category of Non-Independent Director of the Company pursuant to the approved Resolution Plan submitted by Micro Capitals Private Limited.	Appointment of Mr. Vikrant Anand as a Director in the category of Non-Independent Director of the Company pursuant to the approved Resolution Plan submitted by Micro Capitals Private Limited.	Appointment of Mr. Amit Shah as an Additional Director in the category of Non-Executive Independent Director of the Company pursuant to the approved Resolution Plan submitted by Micro Capitals Private Limited.	Appointment of Mr. Syed Tabssum Ali as an Additional Director in the category of Non-Executive Independent Director (Woman Independent Director) of the Company pursuant to the approved Resolution Plan submitted by Micro Capitals Private Limited.
2.	Date of appointment & term of appointment	The appointment has been made with effect from 23rd November, 2026, for a term of 5 Years, in accordance with the approved Resolution Plan and applicable provisions of law.	The appointment has been made with effect from 23rd November, 2026, for a term of 5 Years, in accordance with the approved Resolution Plan and applicable provisions of law.	The appointment has been made with effect from 23rd November, 2026, for a term of 5 Years, in accordance with the approved Resolution Plan and applicable provisions of law.	The appointment has been made with effect from 23rd November, 2026, for a term of 5 Years, in accordance with the approved Resolution Plan and applicable provisions of law.
3.	Brief profile (in case of appointment)	Mr. Vinay Saraf has approximately 12 years of professional experience in the entertainment and finance industry. He possesses knowledge and practical experience in financial management, business operations and the financial aspects of the	Mr. Vikrant Anand has has approximately 5 years of professional experience in the entertainment industry, along with experience in modelling and acting. He is an Indian actor and producer based in Mumbai. His professional	Mr. Amit Shah is a professional with extensive experience in government-related matters, social sector initiatives and the financing industry. He has approximately 57 years of professional experience and possesses knowledge and	Mrs. Tabassum Azmat Ali Syed is an experienced Science Educator with over 14 years of teaching experience at Muktangan Education Trust. She specialises in teaching Physics, Chemistry and Biology to students of Standards IX and X, with a focus on conceptual learning and academic excellence.

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		entertainment industry. His professional background and industry experience provide him with valuable insights into financial planning, business management and strategic decision-making, contributing to effective Board deliberations and the overall growth and governance of the Company.	experience in acting, modelling, film production has provided him with practical exposure to the entertainment sector, its business operations and creative activities. His industry knowledge and experience contribute to the Company's understanding of the entertainment industry and related business opportunities.	understanding of financial services, business management, institutional development and organisational administration. His professional background and experience have provided him with valuable insights into financial management, business operations, strategic planning and decision-making. He brings a combination of professional knowledge and practical understanding of the financing industry and social sector, contributing to effective Board deliberations and the overall growth and governance of the Company.	She has extensive experience in preparing students for SSC Board examinations and has also been appointed as an External Examiner for SSC Board Science Practicals. Further, she has experience in evaluating SSC Board answer scripts in accordance with prescribed assessment guidelines and marking schemes. Her professional experience in education, academic assessment and student development provides her with valuable insights into educational practices, evaluation standards and institutional development.
4.	Disclosure of relationships between directors (in case of appointment of a director)	Mr. Vinay Saraf is not related to any Director of the Company	Mr. Vikrant Anand is not related to any Director of the Company	Mr. Amit Shah is not related to any Director of the Company	Ms. Syed Tabssum Ali is not related to any Director of the Company
5.	Affirmation that the Director being appointed is	Mr. Vinay Saraf has confirmed that he is not debarred from holding the office of	Mr. Vikrant Anand has confirmed that he is not debarred from holding the	Mr. Amit Shah has confirmed that he satisfies the criteria of independence	Ms. Syed Tabssum Ali has confirmed that he satisfies the criteria of independence

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	not debarred from holding the office of Director by virtue of any SEBI order or any other such authority	Director by virtue of any order passed by the Securities and Exchange Board of India or any other authority.	office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other authority.	prescribed under the Companies Act, 2013 and SEBI LODR Regulations and is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other authority.	prescribed under the Companies Act, 2013 and SEBI LODR Regulations and is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other authority.

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Annexure B

Details required under Regulation 30 of the Listing Regulations read with applicable SEBI Circular(s) in respect of appointment of Directors:

Sr. No.	Particulars	Mr. Sanjay Dubey (PAN: ALVPD6558N)	Ms. Pooja Nayani
1.	Reason for change viz. appointment, ~~re-appointment, resignation, removal, death or otherwise;~~	Appointment of Mr. Sanjay Dubey as the Chief Financial Officer (CFO) and Key Managerial Personnel of the Company pursuant to the approved Resolution Plan submitted by Micro Capitals Private Limited.	Appointment of Ms. Pooja Nayani as the Company Secretary and Key Managerial Personnel of the Company pursuant to the approved Resolution Plan submitted by Micro Capitals Private Limited.
2.	Date of appointment & term of appointment	The appointment has been made with effect from 23rd November, 2026, in accordance with the approved Resolution Plan and applicable provisions of law.	The appointment has been made with effect from 23rd November, 2026, in accordance with the approved Resolution Plan and applicable provisions of law.
3.	Brief profile (in case of appointment)	Mr. Sanjay Dubey is an experienced professional in the entertainment industry, with expertise in operations management, business administration, operational planning and execution. He possesses experience in managing operational activities in the entertainment sector, with a focus on business processes, coordination, resource management, operational efficiency and execution of business strategies. His professional exposure includes overseeing day-to-day operations, streamlining workflows, coordinating with internal and external stakeholders, and supporting organisational growth and business objectives.	A qualified Company Secretary and corporate governance professional with comprehensive knowledge and experience in managing corporate legal, secretarial and regulatory compliances of listed companies. Proficient in the Companies Act, 2013, SEBI Listing Obligations and Disclosure Requirements Regulations, SEBI Insider Trading Regulations and other applicable securities laws. Experienced in handling Board and Committee meetings, Annual General Meetings, stock exchange disclosures, statutory filings, corporate actions, annual reports, investor relations and corporate governance requirements. Capable of advising the Board of Directors and Senior Management on regulatory developments, governance practices, compliance risks and strategic corporate matters. Committed to maintaining the highest standards of corporate governance, transparency, accountability and regulatory compliance.

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4.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable	Not Applicable

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Annexure C

Details required under Regulation 30 of the Listing Regulations read with applicable SEBI Circular(s) in respect of appointment of Directors:

Sr. No.	Particulars	M/s. Jain Chandresh & Associates, Chartered Accountants	M/s. A. M. Mandavkar & Co., Chartered Accountants
1.	Reason for change viz. appointment, ~~re-appointment, resignation, removal, death or otherwise;~~	Appointment of M/s. Jain Chandresh & Associates, Chartered Accountants, as the Statutory Auditors of KSS Limited pursuant to the implementation of the approved Resolution Plan submitted by Micro Capitals Private Limited and the proposed reconstitution of the Board of Directors of the Company, to ensure proper audit of the financial statements and compliance with applicable statutory and regulatory requirements.	Appointment of M/s. A. M. Mandavkar & Co., Chartered Accountants, as the Internal Auditors of KSS Limited pursuant to the implementation of the approved Resolution Plan submitted by Micro Capitals Private Limited and the proposed reconstitution of the Board of Directors of the Company, to strengthen the internal audit framework, internal controls and compliance mechanism of the Company..
2.	Date of appointment & term of appointment	The Monitoring Committee, at its Second Meeting held on November 23, 2026, accorded its consent to the proposed appointment of M/s. Jain Chandresh & Associates, Chartered Accountants, as the Statutory Auditors of the Company, subject to approval of the members of the Company under Section 139 of the Companies Act, 2013. The appointment shall be effective from 23.11.2026 for a term of 5 Years, subject to completion of applicable statutory formalities.	The Monitoring Committee, at its Second Meeting held on November 23, 2026, accorded its consent to the proposed appointment of M/s. Jain Chandresh & Associates, Chartered Accountants, as the Statutory Auditors of the Company, subject to approval of the members of the Company under Section 139 of the Companies Act, 2013. The appointment shall be effective from 23.11.2026 for a term of 5 Years, subject to completion of applicable statutory formalities.
3.	Brief profile (in case of appointment)	The Statutory Auditor shall be an independent practising Chartered Accountant or eligible audit firm registered with the Institute of Chartered Accountants of India, possessing requisite professional qualifications, experience and statutory eligibility to conduct the audit of a listed company. The Statutory Auditor shall conduct independent audits of financial	The Internal Auditor shall be a qualified and experienced professional having expertise in internal audit, risk management, internal financial controls, operational audit, financial processes and regulatory compliance. The Internal Auditor shall independently evaluate the adequacy and effectiveness of internal control systems, identify business and

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		statements in accordance with the Companies Act, 2013, applicable Indian Accounting Standards, Standards on Auditing and SEBI regulations. The auditor shall express an independent opinion on the financial statements, review quarterly financial results as applicable, evaluate internal financial controls where required, and report significant audit matters to the Audit Committee and shareholders in accordance with applicable statutory requirements.	financial risks, assess compliance with applicable laws and regulations, and recommend improvements in operational efficiency and corporate governance. The Internal Auditor shall periodically submit audit reports and significant observations to the Audit Committee and monitor implementation of corrective actions by management.
4.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable	Not Applicable

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