



KSS LIMITED

Date : 05/09/2019

To,

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

Sub: Submission of Annual Report for the financial year 2018-19

Dear Sir/Madam,

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are enclosing herewith Annual Report of the Company for the Financial Year 2018-19 for your records.

Kindly take the same on record.

Thanking You,

For KSS Limited
(Formerly known as K Sera Sera Limited)


Poonam Maurya
Company Secretary & Compliance Officer



Encl : Annual report for Financial year 2018-19

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



KSS LIMITED
(Formerly Known as K Sera Sera Limited)
CIN : L22100MH1995PLC092438

Regd: Office : Unit No. 101A/102, 1st Floor, Morya Landmark II, Andheri (w) Mumbai - 400053 Tel No. 022-42088600 Fax. 022-40427601 Email: Info@kserasera.com, Website: www.kserasera.com

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COMPANY INFORMATION

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Satish Ramswaroop Panchariya	- Executive Chairman & Director
Mr. Prasanna Prabhakar Jagtap	- Additional Managing Director
Mr. Harsh Upadhyay	- Executive Director
Mr. Rakesh Roopram Sharma	- Independent Director (Resigned w.e.f. 17/07/2019)
Mrs. Kunti Rattanshi	- Non Executive Non Independent Women Director
Mr. Ashok Kacker	- Independent Director
Mr. Sandip Joshi	- Independent Director
Mrs. Pratima Shailendra Singh	- Independent Director
Mr. ShamraoDaulat Ingulkar	- Chief Financial Officer
Ms. Ankita Gupta	- Company Secretary (Resigned w.e.f.25/03/2019)
Mrs. Poonam Maurya	- Company Secretary (Appointed w.e.f.01/04/2019)

AUDITORS:

Statutory Auditor

M/s. Pipara & Co. LLP,
Chartered Accountants
FRN- 107929W
Pipara Corporate House,
Near Gruh Finance, Netaji
Marg, Law Garden,
Ahmedabad- 380006.

Internal Auditor

Mr. Sunil Sureka
Chartered Accountants
M. No.- 139836
202/93 Poonam
complex, Shanti Park,
Mira Road East -401107

Secretarial Auditor

B R Gupta & Co.
Practicing Company Secretary
M.No. 43021
B-204, 2nd Floor, Rajani Park,
SV Road, Near Sai Mandir,
Bhayander (East)-401105

BANKERS:

Kotak Mahindra Bank Limited

(ING Vysya Bank Limited)
Aditya Tower, Chandrawalkar
Road, Borivali (W)
Mumbai – 400092

ICICI Bank Limited

Grd. Floor, Holar Arcade
Basement & Ground
Floor, Four Bungalows,
Andheri (w) Mumbai –
400053

Axis Bank Limited

Laxmi Mall, Building No.
5, Laxmi Industrial Estate,
New
Link Road, Andheri
(W), Mumbai-
400053

REGISTERED OFFICE:

KSS Limited

(Formerly known as K Sera Sera
Limited) CIN:L22100MH1995PLC092438

Unit No. 101A and 102, 1st Floor,
Plot No. B-17, Morya Landmark II,
Andheri (West), Mumbai – 400053.
Tel: (022) 42088600
Fax: (022) 40427601
E-mail :info@kserasera.com
website :www.kserasera.com

REGISTRAR AND SHARE TRANSFER AGENTS:

Bigshare Services Private Limited

1st Floor, Bharat Tin Works Building,
Opp.Vasant Oasis, Makwana Road,
Marol, Andheri I, Mumbai – 400 059.
Tel: 91-22-62638200|91-22- 40430200|91-22-
28470653
Fax: 91-22-62638299
E-mail :investor@bigshareonline.com
website: www.bigshareonline.com



NOTICE

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the Members of KSS Limited (CIN L22100MH1995PLC092438) will be held at Kailash Parbat, K-P Restaurant, 7A/8A, 'A' A-Wing, Crystal Plaza, New Link Road, Andheri West, Mumbai 400053, Maharashtra on Friday, September 27, 2019 at 10.00 A.M. to transact the following Business:

Ordinary Business

1. 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, 2019.
2. To appoint a Director in place of Mrs. Kunti Rattanshi (DIN: 07144769), who retires by rotation and being eligible offer herself for reappointment.

Date: 13.08.2019

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

**By Order of the Board
For KSS Limited
(Formerly known as K Sera Sera Limited)
sd/-**

**Poonam Maurya
Company Secretary**

Notes:

1. **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 AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

2. The Register of Members and Share Transfer Registers of the Company will remain closed from September 21, 2019 to September 27, 2019.
3. Members are requested to sign at the place provided for the attendance slip annexed to the Proxy Form and handover the slip at the entrance to the place of the meeting.



4. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the Annual Report to the meeting.
5. Corporate Members are requested to send a duly certified copy of the board resolution authorizing their representatives to attend and vote at the Annual General Meeting.
6. Information to Shareholders in pursuance of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 with reference to Item No. 2 for re-appointment of Director is annexed herewith the notice.
7. The Company is pleased to offer e-Voting facility for its Members to enable them to cast their votes electronically. The business as set out in the Notice may be transacted and that:
 - a. The Company is providing facility for voting by electronic means in compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.
 - b. The Facility for voting, either through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote electronically may exercise their vote through ballot paper.
 - c. The Members who have cast their vote by remote e-voting shall not be entitled to cast their vote again.

Voting through electronic means

- A. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- B. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- C. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- D. The remote e-voting period commences on Tuesday, 24th September, 2019 at 9:00 am (IST) and ends on Thursday, 26th September, 2019 at 5:00 pm (IST). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 20th, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- E. The process and manner for remote e-voting are as under:
 - a) Your User ID details will be as per details given below :



1. **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 2. **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 3. **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 111977 then user ID is 111977001***).
- b) In case a Member receives an email from NSDL [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.nsdl.com/>
 - iii. Click on Shareholder – Login
 - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination of both thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - v. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - vi. Select “EVEN” of “KSS Limited”.
 - vii. Now you are ready for remote e-voting as Cast Vote page opens.
 - viii. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - ix. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - x. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xi. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at cs.guptarahul@gmail.com with a copy marked to **evoting@nsdl.co.in**
- c) 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. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
 - ii. EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
 - iii. Please follow all steps from Sl. No. (ii) to Sl. No. (xi) above, to cast vote.
- F. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:



- a. Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 - e. Now, you will have to click on “Login” button.
 - f. After you click on the “Login” button, Home page of e-Voting will open after which you will have to follow all the steps mentioned above with respect to casting vote electronically.
- H. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- I. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- J. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- K. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20th September, 2019.
- L. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20th September, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in, investor@bigshareonline.com or Issuer/RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or email evoting@nsdl.co.in (with relevant details) or contact NSDL at the following toll free no.: 1800-222-990.
- M. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM
- N. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- O. B R Gupta & Co, Practicing Company Secretary (Mem. No. ACS 43021), has been appointed as the Scrutinizer for scrutinizing the voting and remote e-voting process in a fair and transparent manner.



- P. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “remote e-voting” or “Ballot Paper” or “Polling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

1. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.Kserasera.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE / NSE Limited, Mumbai.
2. All documents referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the Company on all working days between 11.00 a.m. and 1.00 p.m. except Sundays and public holidays, up to the date of the AGM.
3. The members are requested to note:
 - i. **Change of Address/ Bank Details:** Members holding shares in physical form are requested to inform M/s Bigshare Services Private Limited (Company’s Registrar & Transfer Agent), immediately of any change in their address and bank details. Members holding shares in dematerialized form are requested to intimate all changes with respect to their address, bank details, mandate etc. to their respective Depository Participants. These changes will then be automatically reflected in the Company’s records. This will help the Company to provide efficient and better service to the members. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market for transaction of transfer , transmission /transposition and deletion of name of deceased shareholder. Members holding shares in demat form are, therefore requested to update their PAN and Other necessary data to depository participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to Registrar & Share Transfer Agent M/s. Bigshare Services Private Limited accordingly for registration of transfer of shares, Demat, or transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to M/s. Bigshare Services Private Limited.
 - ii. Section 72 of the Companies Act, 2013, provides for Nomination by the Shareholders of the Company in the prescribed Form No. SH-13 for shares held in physical form. Blank forms will be supplied by M/s Bigshare Services Private Limited on request. Members holding shares in dematerialized form may contact their respective Depository Participants for recording of nomination.
 - iii. Members seeking any information with regards to the Accounts are requested to write to the Company at an early date, as to enable the Management to keep the information ready at the meeting.
 - iv. Members attending the Annual General Meeting are requested to bring with them the followings (as applicable):
 - a. Members holding shares in dematerialized form, their DP & Client ID Numbers.
 - b. Members holding shares in physical form their folio numbers.
 - c. Copy of the Annual Report & Notice.



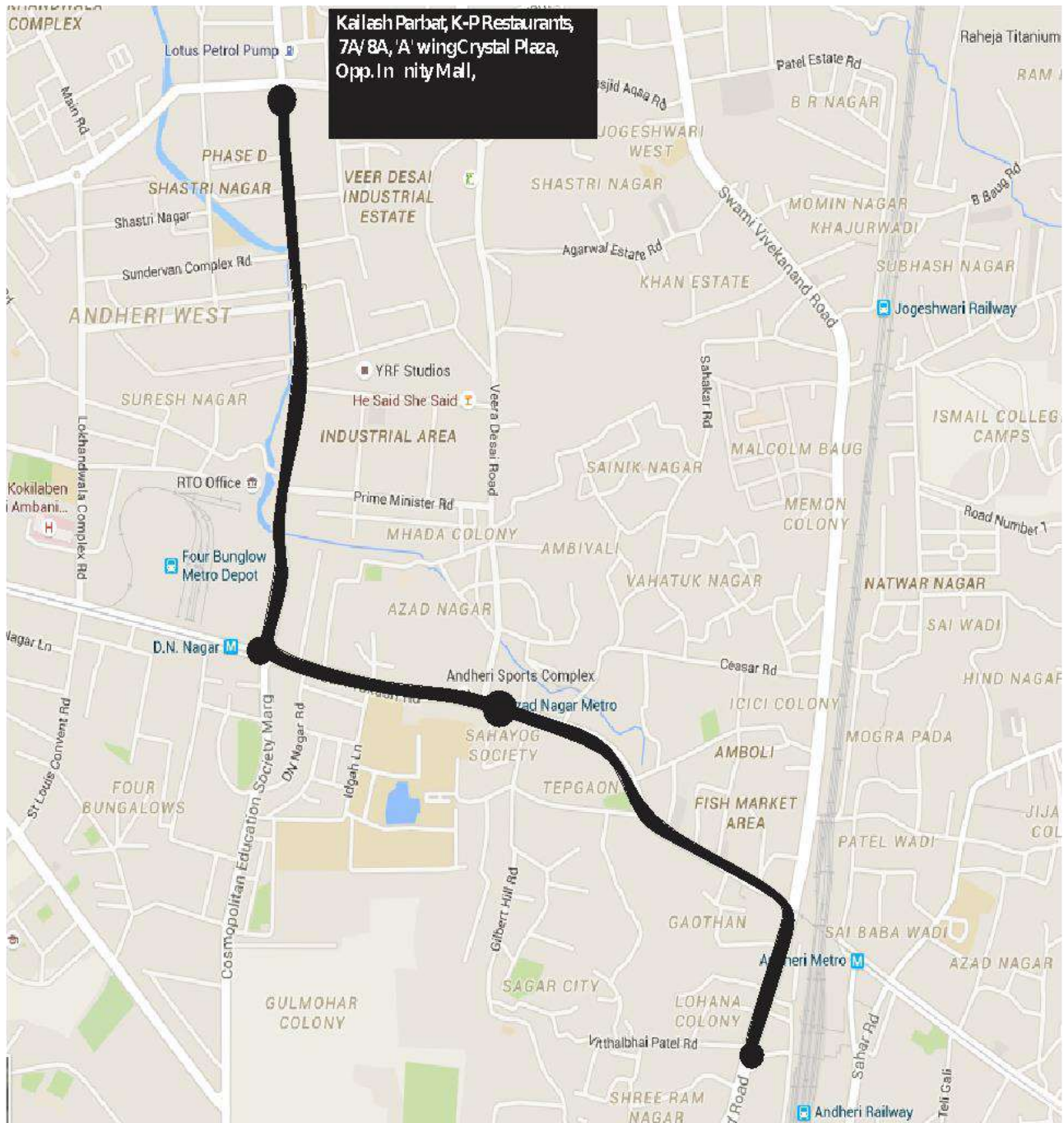
ANNEXURE TO THE NOTICE

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

Names of Director	Kunti Rattanshi
DIN	07144769
Designation	Non-Executive Director
Date of Appointment	31/03/2015
Date of Birth	12/06/1964
Expertise in functional area	Ms. Kunti Rattanshi is a Non-Executive Director of KSS Limited. She holds a Master's Degree in Business Administration and has excellent communication and organizational skills. She has over 25 years of experience in administration management. She has expertise in Planning and coordinating administrative procedures and systems and devising ways to streamline processes
List of outside directorship held, excluding Alternate Directorship, Private Companies, and Foreign Companies	K Sera Sera Miniplex Limited
Chairman/member of the Committee of the Board of Directors of the Company	Member- Audit Committee Member- Stakeholder Relationship Committee Member- Nomination and Remuneration Committee
Chairman/member of the Committee of the Board of Directors of the Company other Companies in which he/she is a director.	NIL
No. of Shares held in the Company	NIL
Relationship with other Directors and Key Managerial Personnel of the Company	Not related to any Director/Key Managerial Personnel
The number of meetings of the Board attended during the Financial Year 2018-19	6 out of 6
Remuneration last drawn	No remuneration had been paid, by the Company, during FY 2018-19.

ROUTE MAP FOR AGM VENUE





BOARD'S REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 24th Annual Report together with the Audited Financial Statements of KSS Limited for the year ended March 31, 2019.

1. Summarized Financial Highlights

Particulars	Standalone		Consolidated	
	2018-19	2017-18	2018-19	2017-18
Revenue from operations & other operating income	188.17	217.12	4,767.63	4,183.77
Profit/ (Loss) Before taxation & Exceptional Items	(37.06)	(141.00)	(163.30)	(514.30)
Add: Exceptional Items	(4,280.79)	(9,707.98)	(4,280.79)	(43,157.38)
Profit/ (Loss) before Tax	(4,317.86)	(9,848.98)	(4,444.09)	(43,671.68)
Less: Tax expenses	(7.78)	-	56.49	26.93
Profit/ (Loss) after Taxation	(4,310.08)	(9,848.98)	(4500.58)	(43,698.61)
Other comprehensive Income	-	-	(10.31)	(10.06)
Total Comprehensive Income for the Period	(4,310.08)	(9,848.98)	(4490.27)	(43,688.55)
Balance brought forward from the previous year	(16,737.45)	(6,888.48)	(23,406.65)	20,281.90
Balance carried forward to next year	(21,047.53)	(16,737.45)	(27,896.92)	(23,406.65)

2. Highlights of the Performance of Company and its Subsidiaries

On standalone basis total revenue of the Company stood at Rs. 188.17 Lacs during the period under review as compared to the total revenue of Rs. 217.12 Lacs in the previous financial year. The post tax profit / (loss) for the financial year 2018-19 and 2017-18 is Rs. (4,310.08) and Rs. (9,848.98) Lacs respectively.

The Company has Six (6) Subsidiaries as on date, the financial highlights of the said subsidiaries are as follows:

- K Sera Sera Digital Cinema Limited – The total revenue of the Company stood at Rs. 2,254.98 Lacs during the period under review as compared to the total revenue of Rs. 2,146.82 Lacs in



the previous financial year. The post tax profit for the financial year 2018-19 and 2017-18 is Rs. 126.49 Lacs and Rs. 130.08 Lacs respectively.

- b) K Sera SeraMiniplex Limited- The total revenue of the Company stood at Rs. 1042.72Lacs during the period under review as compared to the total revenue of Rs. 714.80 Lacs in the previous financial year. The post tax profit / (loss) for the financial year 2018-19 and 2017-18 is Rs. 26.48 and Rs. 10.27 Lacs respectively.
- c) K Sera Sera Box Office Private Limited- The total revenue of the Company stood is Rs. 341.89 Lacs during the period under review and Rs. 19.76 Lacs during the corresponding previous financial year. The post taxprofit/ (loss) for the financial year 2018-19 and 2017-18 is Rs.23.54 Lacs and Rs. (0.10) Lacs respectively.
- d) Birla Jewels Limited – The total revenue of the Company stood at Rs. 501.21 Lacs during the period under review as compared to the total revenue of Rs. 918.12 Lacs in the previous financial year. The post tax profit for the financial year 2018-19 and 2017-18 is Rs. (94.91)Lacs and Rs. (81.52) Lacs respectively
- e) Birla Gold and Precious Metals Limited – The total revenue of the Company stood at Rs. 337.66 Lacs during the period under review as compared to the total revenue of Rs. 484.41 Lacs in the previous financial year. The post tax profit for the financial year 2018-19 and 2017-18 is Rs.(302.58) Lacs and Rs. (397.87) Lacs respectively

Considering the performance of the above mentioned subsidiaries during the financial year ended 31st March 2019, the total revenue on a consolidated basis was Rs. 4,767.63 Lacs as compared to the total revenue of Rs. 4,183.77 Lacs in the previous financial year. The Company has incurred post tax profit/(loss) of Rs. (4500.58) Lacs in the financial year 2018-19 as compared to the post tax profit/(loss) of Rs. (43,688.55) Lacs in the previous financial year.

3. Transfer to reserves;

No amount is being transferred to the reserves during the Financial Year 2018-19.

4. Dividend:

The Board of Directors do not recommended any dividend for the year ended March 31, 2019

5. Management Discussion And Analysis Report

The Management Discussion and Analysis of financial condition, including the results of operations of the Company for the year under review as required under Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, is provided as a separate section forming part of the Annual Report.

6. Consolidated Financial Statements

The audited consolidated financial statement of the Company prepared in accordance with applicable Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 is provided in the Annual Report.

7. Subsidiaries:

The Company has following subsidiaries:



K Sera Sera Digital Cinema Limited - India
K Sera Sera Box Office Private Limited-India
K Sera Sera Miniplex Limited- India
K Sera Sera Productions FZE- UAE
Birla Gold and Precious Metals Limited- India
Birla Jewels Limited – India

The Company has following step-down subsidiaries:

Cherish Gold Private Limited - India
KSS Speed Technology Private Limited-India
Chhotumaharaj Food & Hospitality Private Limited –India
K Sera Sera Holdings Pty Limited- Australia

The Company's Policy for determining material subsidiaries is available on the Company's website at www.kserasera.com under Investor Relations>Code of conduct> Policy on Determination of Material Subsidiary(ies).

The financial statements of all the subsidiary companies as on March 31, 2019, forms part of consolidated financial statements in compliance with Section 129 and other applicable provisions, if any, of the Companies Act, 2013 and the same are prepared in accordance with applicable accounting standards. The financial statements, both standalone and consolidated, are prepared in accordance with applicable accounting standards and as per Schedule III of the Companies Act, 2013 and applicable rules thereto.

A detailed statement containing the salient features of the financial statement of each of the subsidiary companies as on March 31, 2019 is annexed herewith as **Annexure –I (AOC 1) and forms part of this Report.**

8. Directors Responsibility Statement :

Pursuant to Section 134(5) of the Companies Act, 2013, Directors of your Company hereby state and confirm that:

- a. in the preparation of the annual accounts for the year ended March 31, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the statement of profit and loss and cash flow of the Company for the same period;
- c. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts have been prepared on a going concern basis;
- e. they have laid down internal financial controls in the company that are adequate and were operating effectively.
- f. they have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively



9. Corporate Social Responsibility

The provisions of the Companies Act, 2013 regarding Corporate Social Responsibility are not attracted to the Company yet.

10. Insurance:

The Company's property, equipment's and stocks are adequately insured against major risks after taking into account all the relevant factors.

11. Internal Control Systems and their Adequacy

The Company has in place adequate internal controls commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Auditors submits report to the Chairman of the Audit Committee of the Board. Internal Auditors monitor and evaluate the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries.

Based on the report of Internal Auditors, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

Directors and Key Managerial Personnel

The company appointed Mr. Prasanna Prabhakar Jagtap(DIN: 07535855) pursuant to section 161, 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 as an Additional Managing Director of the Company by the Board of Directors at its meeting held on May 10, 2018 of the company, who got regularized as the Managing Director in the previous General Meeting.

In accordance with the Section 152 and other applicable provisions, if any, of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of Association of the Company, Mrs. Kunti Rattanshi, (DIN: 07144769) retires from office by rotation, and being eligible, offers herself for re-appointment at the forthcoming AGM of the Company.

The brief resume of Mrs. Kunti Rattanshi as required, *inter-alia*, in terms of Regulation 36 of the Listing Regulations and the required proposal for re-appointment of the above Director is included in the Notice of the ensuing AGM. Mrs. Kunti Rattanshi is not a Key Managerial Personnel pursuant to the provisions of the Act.

Ms. Ankita Gupta, Company Secretary & Compliance officer of the Company resigned from the Company with effect from 25.03.2019 and thereafter pursuant to the provisions of Section 203 of Companies Act, 2013 the Company appointed Mrs. Poonam Maurya holding the prescribed qualification under section 2(24) of the Companies Act, 2013 read with rule 2(1) of the Companies (Appointment and Qualification of Secretary) rules, 1988 as Company Secretary & Compliance officer of the Company with effect from 01.04.2019.



Declaration by Independent Director(s)

All Independent Directors have given declarations that they meet the criteria of independence as laid down under section 149 (6) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 read with Rule 8 (4) of the Companies (Accounts) Rules, 2014 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board has carried out an annual performance evaluation of the directors individually as well as the evaluation of the working of its Committees including the Chairman of the Board.

The board's performance for the current year was assessed on the basis of participation of directors, quality of information provided/available, quality of discussion and contribution etc. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering the aforesaid aspects of the Board's functioning. The overall performance of the Board and Committee's of the Board was found satisfactory.

The overall performance of Chairman, Executive Directors and the Non-executive Directors of the Company is satisfactory. The review of performance was based on the criteria of performance, knowledge, analysis, quality of decision making etc.

Familiarisation programme for Independent Directors

The Familiarisation Programme is formulated with the aim to make the Independent Directors of KSS Limited aware about their role, responsibilities and liabilities in the Company and to learn about the nature of the industry in which the company operates business model of the Company, etc. The policy on Company's familiarization programme for Independent Director has been uploaded on the website of the Company at www.kserasera.com under Investor Relations> Code of Conduct>Familiarization Programme for Independent Directors.

Nomination and Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration. The summary of Remuneration Policy is stated in the Corporate Governance Report.

12. Auditors & Auditors' Report

Statutory Auditor

M/s. Pipara & Co. LLP, Chartered Accountants (Firm Registration No. 107929W), were appointed as the Statutory Auditor for the term of 5 years in 23rd AGM of the Company and are the Statutory Auditor during the year under review i.e. For the FY 18-19.



The Auditors' Report on standalone and consolidated financial statements forms part of the Annual Report. The Auditors' Report does not contain any qualifications, reservations, adverse remarks and it is not affecting Company's profit materially. Notes to the Financial Statements are self-explanatory and do not call for any further comments. The Statutory Auditors of the Company have not reported any fraud as specified under the second proviso of Section 143(12) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment for the time being in force).

Internal Auditor:

During the year under review Mr. Sunil Sureka (Membership No. 139836) Chartered Accountant is appointed as internal auditor of the company to conduct the internal audit of the company.

Secretarial Auditor:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed M/s B R Gupta & Co., Company Secretaries, to undertake the Secretarial Audit of the Company for the financial year 2018-19. The Secretarial Audit Report is annexed herewith marked as Annexure II (Form MR-3) to this Report. The Secretarial Audit Report does not contain any qualification, reservations or adverse remark.

13. Disclosures

Audit Committee

The Audit Committee as on March 31, 2019 comprises of the members namely, Mr. Rakesh Roopram Sharma (Chairman, Non Executive Independent Director), Mrs. Kunti Rattanshi (Non Executive Non Independent Director) and Mrs. Pratima Shailendra Singh (Non Executive Independent Director). The Audit Committee played an important role during the year. It coordinated with the Statutory Auditors, Internal Auditors and other key personnel of the Company and has rendered guidance in the areas of internal audit and control, finance and accounts. All the recommendations made by the Audit Committee were accepted by the Board.

Four (4) meetings of the Audit Committee were held during the year.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee as on March 31, 2019 comprises of the members namely, Mrs. Kunti Rattanshi (Chairman, Non Executive Non Independent Director) Mr. Rakesh Roopram Sharma (Non Executive Independent Director), and Mrs. Pratima Shailendra Singh (Non Executive Independent Director). With the compulsory dematerialization of the Company's shares and electronic mode of transfers, postal dispatches which led to usual complaints, have been minimized. At the year end, 97.35% of the total shares were dematerialized with no unresolved pending investor grievances and intimation for compulsory dematerialization of shares (as per SEBI Circular) is also given to the physical shareholders of the Company.



Two (2) meetings of the Stakeholders' Relationship Committee were held during the year.

Nomination & Remuneration Committee

The Nomination & Remuneration Committee as on March 31, 2019 comprises of the members namely, Mr. Rakesh Roopram Sharma (Chairman, Non Executive Independent Director), Mrs. Kunti Rattanshi (Non Executive Non Independent Director) and Mrs. Pratima Shailendra Singh (Non Executive Independent Director). The purpose of the Nomination and Remuneration Committee is to recommends to the Board the suitability of candidates for appointment as Key Managerial Personnel, Directors and the remuneration packages payable to them and other employees.

Three (3) meetings of the Nomination & Remuneration Committee were held during the year

Vigil Mechanism / Whistle Blower Policy

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established.

The Vigil Mechanism Policy has been uploaded on the website of the Company at www.kserasera.com under Investor Relations> Code of Conduct>Vigil Mechanism Policy

Meetings of Board

The Board of Directors duly met 6 times during the financial year from April 01, 2018 to March 31, 2019. The dates on which meetings were held are as follows:

(i) 19.05.2018 (ii) 05.06.2018 (iii) 13.08.2018 (iv) 14.11.2018 (v) 14.02.2019 (vi) 30.03.2019

Particulars of Loans, Investments, Guarantees by the Company

The detailed particulars of loans, guarantees and investments made/given by the Company in the year 2018 -2019 as per Section 186 of the Companies Act, 2013 and Schedule V of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 is stated in the Notes to Account which forms part of this Annual Report.

Particulars of Contracts or Arrangements with Related Parties

None of the transactions with related parties falls under the scope of Section 188 (1) of the Companies Act, 2013. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8 (2) of the Companies (Accounts) Rules, 2014 are given in **Annexure -III in Form AOC-2** and the same forms part of this report.

Public Deposits

During the period under review Your Company has not accepted any Public Deposits falling within the purview of section 73 of the Companies Act, 2013. As such, no amount on account of principal or interests on public deposits was outstanding, as on March 31, 2019.

Policy on Related Party Transactions:



The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules thereunder and the Regulation 23 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

This Policy was considered and approved by the Board has been uploaded on the website of the Company at www.kserasera.com under Investor Relations> Code of Conduct>Policy on Related party Transaction.

Prevention, Prohibition and Redressal of Sexual Harassment at Workplace

Your Company strongly believes in providing a safe and harassment-free workplace for each and every individual working for the Company through various interventions and practices. It is the continuous effort of the Management of the Company to create and provide an environment to all its employees that is free from discrimination and harassment, including sexual harassment. Company has Sexual Harassment Policy in place and available on Company's website. During the year under review, there were no complaints from any of the employee

15. Extract of Annual Return

The details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as Annexure-IV.

16. Conservation of Energy, Technology Absorption, Foreign Exchange

The provisions of Section 134(3)(m) of the Companies Act, 2013, relating to conservation of energy and technology absorption are not applicable to the Company. However, the Company has been continuously and extensively using technology in its operations.

There were no foreign exchange earnings and foreign exchange outgo during the year and in previous year.

17. Particulars of Employees and Directors

The information required pursuant to Section 197 read with Rule, 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any re-enactment/modification thereof) in respect of employees of the Company is as follows:

During the period under review the company had two Executive Director, one Non Executive Non Independent Director and Four Non Executive Independent Director and they were not paid any remuneration except executive directors etc. Further, no sitting fees has been paid to any director during the year.

The particulars of the employees who are covered by the provisions contained in Rule 5(2) and rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are:

- a. Employed throughout the year Nil



b. Employed for part of the year Nil

The remuneration paid to all Key Management Personnel was in accordance with remuneration policy adopted by the company.

The information required pursuant to section 197(12) read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect to remuneration to the Whole time directors and Key managerial Personnel, is prepared separately forming part of this report.

Having regard to the first proviso of section 136 (1) of the Companies Act, 2013 the Annual Report is being sent to the members of the Company excluding the aforesaid information. However the said information is available for inspection at the Registered Office of the Company before 21 days of the ensuing Annual General Meeting during business hours on working days.

18. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future

The Company has received demand notice raised by SEBI in May, 2018 of Rs. 1,000,000/- under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 1992. Whereas the Company had filed appeal before the SAT and the matter is sub judice.

The company has received Order from Custom department for outstanding demand of Rs. 15,33,67,556 under section 142 of customs Act 1962 in the FY 2015-16.

19. Share Capital

The paid up Equity Share Capital as on March 31, 2019 is Rs. 2,135,875,070/-.The Company had allotted 56,48,873 equity shares (pursuant to subdivision 5,64,88,730 equity shares of Re.1/- each) of face value of Rs. 10/- each at the rate of Rs. 14.16/- per share on preferential basis pursuant to the conversion of Optionally Convertible Redeemable Bonds (OCRBs) as on November 14, 2014. However the listing permission from the NSE and BSE for the aforesaid issue of equity shares is awaited.

20. Unclaimed Shares

During the last financial year the Company had transferred 4,340 unclaimed equity shares of Re. 1/- each to the Demat Suspense Account belonging to 3 shareholders on November 07, 2015. The said amount is lying at the end of the year as none of the shareholders approached for transfer of shares from suspense account during the year. Company is holding these shares in a 'Demat Suspense Account' with DP- Nirmal Bang Sec. Pvt Ltd. on behalf of the allottees of these shares.

The voting rights in respect of these shares would remain frozen till the rightful owner claims it as per the procedure laid down under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

21. Corporate Governance and Shareholders Information



Your Company has taken adequate steps to adhere to all the stipulations laid down in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A report on Corporate Governance is included as a part of this Annual report. Certificate from the Practicing Company Secretary, confirming the compliance with the conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is included as a part of this report.

22. Secretarial Standards

The Institute of Company Secretaries of India had revised the Secretarial Standards on Meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2) with effect from 1st October.2017. The Company is in compliance with the revised secretarial standards to the extent applicable.

23. Listing with Stock Exchanges

The Company confirms that it has paid the Annual Listing Fees for the financial year 2019-20 to NSE and BSE where the Company's shares are listed

24. Appreciation and Acknowledgements:

Your Directors wish to place on record their appreciation and sincere gratitude to the various Departments of the Central and State Government, Company's Bankers, clients, media and business constituents for their valuable assistance and support. The Directors also acknowledge the continued support received from investors and shareholders and the confidence reposed by them. The Directors place on record their appreciation for the sincere and dedicated services rendered by all the employees of the Company at all levels.

For and on behalf of Board of directors

Place: Mumbai
Date: August 13, 2019

Satish Panchariya
Executive Chairman & Director
DIN: 00042934

Harsh Upadhyay
Director
DIN: 7263779

ANNEXURE –I

FORM AOC-1

(Pursuant to first proviso to sub- section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/ associate companies/joint ventures

Part “A”: Subsidiaries

	Indian Subsidiary				
Particulars	K Sera Sera Digital Cinema Limited	K Sera Sera Miniplex Limited	K Sera Sera Box Office Private Limited	Birla Gold and Precious Metals Ltd	Birla Jewels Ltd
Date of Acquisition of Subsidiary	June 04, 2009	9 Feb 02, 2010	Dec 06,2009	March 14, 2016	March 16, 2016
Reporting Period for the subsidiary	March 31, 2019	March 31, 2019	March 31, 2019	March 31, 2019	March 31, 2019
Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	INR	INR	INR	INR	INR
Share Capital	3,000.00	3,000.00	3,000.00	100	100
Reserves & Surplus	(1341.22)	(1,463.74)	(2,662.28)	(848.34)	(250.30)
Total Assets	4,864.44	1,864.71	888.24	268.27	587.97
Total Liabilities	2,207.68	659.05	529.89	1,012.57	617.90
Investments	-	339.14	358.35	-	-
Turnover	2,254.98	1,042.72	341.89	337.66	501.21
Profit before Taxation	159.40	31.15	23.54	(302.58)	(70.24)
Provision for Taxation	32.90	4.67	-	-	26.70



Profit after Taxation	126.49	26.48	23.54	(302.58)	(94.91)
Proposed Dividend	-	-	-	-	-
% of shareholding	100%	100%	91.42%	100%	100%

Part “B”: Associates and Joint Ventures- Nil

For and on behalf of Board of directors

Place: Mumbai
Date: August 13, 2019

Sd/-
Satish Panchariya
Executive Chairman & Director
DIN: 00042934

Sd/-
Harsh Upadhyay
Director
DIN: 07263779



ANNEXURE –II

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED March 31, 2019

Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
KSS Limited
(Formerly known as K SERA SERA LIMITED)

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **KSS Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **KSS Limited** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by “the Company” for the financial year ended on March 31, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;

As per information and explanation given to me and documents provided for inspection, the Company has maintained minutes book, statutory registers as required by the Act. The Company has filed various E-Forms during the year as a part of Compliance with the Act. The requisite forms were filed with appropriate authority/(ies) as and when required although there is a variation in Authorized Share Capital and Paid up share capital of the Company. All the Related Party transactions were carried out at Arm's Length Price.

- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
As per information provided the Company has complied with the stated rules.

- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

As the shares of the Company are listed on BSE and NSE as per compliance requirement the shares of the Company are in De-mat form except 56656500 shares as on March 31,



2019 and Company complies with the Depositories Act. The REGISTRAR AND TRANSFER AGENT of the Company is Big Share Services Private Limited.

- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

As per information and explanation given, the Company does not have any transaction attracting FEMA provisions during the year.

The Company, having IEC number 0306007649, export rights of several films produced by them and/or for which, the distribution rights were purchased/ acquired by them in the past. By exporting distribution rights of the films in the territories abroad, KSS did import of various capital goods including 400 digital cinematographic projectors under EPCG Scheme – concessional rate of duty 3% with the proper compliances. Under EPCG Scheme Company have to export eight times (approx. 4500.00 lacs) of duty saved within eight years, but till date Company did not export under the said obligation and accordingly the Company had received notice from Custom Department for payment of dues of Rs. 15,33,67,556/- (approx.) under Section 142 of Customs Act 1962.

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) **The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011:** intimations were given to exchanges as and when applicability was identified.

- (b) **The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992:**

The notice for the closure of trading window was given to the persons identified to be possessing the price sensitive information.

The said regulations has Complied with as the insider trading notice is issued to the persons possessing price sensitive information before every Board or Members meeting and in case of any Corporate Action or announcements made to Stock Exchanges as the case may be. However there is a demand notice raised by SEBI in regards of However there is a demand notice raised by SEBI in May, 2018 of Rs. 1,000,000/- under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 1992. Whereas the Company had filed appeal before the SAT and the matter is sub judice.

- (c) **The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009:**

The Company had converted 800 bonds into 56,48,873 equity shares in the year 2009 for which requisite forms were filed and intimations were given to the regulators. The listing procedure for the said equity shares is in process, the said equity shares are



pari-passu with existing equity shares of the Company.

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; → Not Applicable
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; → Not Applicable
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

The Bigshare Services Private Limited is Registrar and Transfer Agent of the Company and is compliant with the said regulations.

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; → Not Applicable
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; → Not Applicable
- (iv) The list of other acts applicable is as under:

- Provident Fund and other Employee Benefit related Statutes

The EPF is not applicable to the Company during the financial year under review, however, the Company has complied with other applicable Employee Benefit statutes as and when applicable.

- TDS and Service Tax related statutes
As per the information and explanation given, the Company has been generally regular in depositing the applicable statutory dues (taxes) except delay in some cases which were then deposited with due late payment and interest as may be applicable.
- The Maharashtra Shops and Establishment Act, 1948.
- Prevention of Money Laundering Act.
- The Information Technology Act, 2000.
- The Indian Stamp Act, 1899/Bombay Stamp Act.
- Negotiable Instruments Act, 1881.
- Registration of any property purchase/sale/long lease.
- Wealth Tax Act, 1957.
- Maharashtra Profession Tax under various state level legislations.
- Indian Contract Act, 1872.
- Details of pending cases in various regulatory authorities are as below and the details of various cases pertaining to Subsidiary Companies are disclosed in the Statutory Auditor's Report.

Sr No	Name of Authorities /Parties	Case No.
1	Maharashtra Stage & Cultural Development	290/SS/03
2	GO Bananas Entertainment Pvt. Ltd. & Others	C.C. no. 2517/SS/11
3	Hydrocarbon Development Company Pvt. Ltd.	1720/SS/2011



As per information and explanation given, the Company has obtained various licenses as may be applicable during the year.

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

As per the information and explanation given by the Company and its officials during the period under review (F.Y. 2018-19) the secretarial standards were complied with as may be applicable.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, along with detailed agenda, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through as there were no dissenting views by the members.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For **B R Gupta & Co.**
(Practicing Company Secretary)

Rahul Gupta
Place: Mumbai
Date: 13.08.2019

ANNEXURE -III

FORM AOC-2

Form for disclosure of particulars of contracts/ arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2019, which were not at arm's length basis.

2. Details of material contracts or arrangements or transactions at arm's length basis

SI.No.	Particulars	Details
A	Name (s) of the related party &	K Sera Sera Digital Cinema Ltd. (KSSDCL)
B	Nature of relationship	Subsidiary
C	Nature of contracts/ arrangements/ transactions	Holding company Assets used by KSSDCL
D	Duration of the contracts/ arrangements/ transactions	Life of projector
E	Salient terms of the contracts or arrangements or transaction including the value, if any	Holding company Assets used by KSSDCL
F	Amount paid as advances, if any	Nil
G	Date of Approval by the Board	08.11.2010
H	Amounts incurred during the year (Rs. In Lakhs)	186.23

For and on behalf of Board of directors

Place: Mumbai
Date: August 13, 2019

Sd/-
Satish Panchariya
Executive Chairman & Director
DIN: 00042934

Sd/-
Harsh Upadhyay
Director
DIN: 07263779



ANNEXURE –IV

EXTRACT OF ANNUAL RETURN FORM MGT-9

(Pursuant to section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of the Company
(Management & Administration) Rules, 2014
Financial Year ended 31.03.2019

I. REGISTRATION & OTHER DETAILS		
1.	CIN	L22100MH1995PLC092438
2.	Registration Date	06/09/1995
3.	Name of the Company	KSS Limited (Formerly known as K Sera Sera Limited)
4.	Category/ Sub- Category of the Company	Company having Share Capital
5.	Address of the Registered Office & contact details	Unit No. 101A and 102, 1st Floor, Plot No. B-17, Morya Landmark II, Andheri (West), Mumbai-400053 Tel : (022) 42088600 Fax: (022) 40427601 E-mail :info@kserasera.com website :www.kserasera.com
6.	Whether listed Company	Yes (NSE & BSE)
7.	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Private Limited E 2/3 Ansa Industrial Estate Saki Vihar Road, Saki Naka, Andheri(East) Mumbai 400 072. Tel : (022) 42088600 Fax: (022) 40427601 E-mail :info@bigshareonline.com website: www.bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

S.No.	Name & Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the Company
1	Movies Distribution	59131	100 %

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES:

No.	Name & Address of the Company	CIN / Registration No.	HOLDING/SUBSIDIARY/ ASSOCIATE
-----	-------------------------------	------------------------	-------------------------------

1.	K Sera Sera Box Office Private Limited Unit No. 101A and 102, 1st Floor, Plot No. B-17, Morya Landmark-II, Andheri (West), Mumbai- 400053	U22130MH2009PTC193284	Indian Subsidiary
2.	K Sera Sera Digital Cinema Limited Unit No. 101A and 102, 1st Floor, Plot No. B-17, Morya Landmark-II, Andheri (West), Mumbai- 400053	U72900MH2009PLC192998	Indian Subsidiary
3.	K Sera SeraMiniplex Limited Unit No. 101A and 102, 1st Floor, Plot No. B-17, Morya Landmark-II, Andheri (West), Mumbai- 400053	U93090MH2010PLC199549	Indian Subsidiary
4.	Birla Gold and Precious Metals Limited Unit No. 101A and 102, 1st Floor, Plot No. B-17, Morya Landmark-II, Andheri (West), Mumbai- 400053	U51900MH2001PLC133454	Indian Subsidiary
5.	Birla Jewels Limited (formerly known as K Bazaar Online Trading Private Limited) Unit No. 101A and 102, 1st Floor, Plot No. B-17, Morya Landmark-II, Andheri (West), Mumbai- 400053	U74999MH2011PLC217746	Indian Subsidiary
6.	K Sera Sera Productions FZE-UAE P.O. Box 51822, ELOB Office No. E2- 105F-63 Hamriyah Free Zone, Sharjah, UAE	5205	Foreign Subsidiary
7.	Cherish Gold Private Limited (formerly Known as K Kampus Education Private Limited) Unit No. 101A and 102, 1st Floor, Plot No. B-17, Morya Landmark-II, Andheri (West), Mumbai- 400053	U74110MH2010PTC210556	Indian Step down Subsidiary
8.	KSS Speed Technology Private Limited (formerly known as K Sera Sera Consultancy Private Limited) Unit No. 101A and 102, 1st Floor, Plot No. B-17, Morya Landmark-II, Andheri (West), Mumbai- 400053	U93000MH2011PTC211848	Indian Step down Subsidiary

Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
Any Others (Specify)	-	-	-	-	-	-	-	-	-
Foreign Portfolio Investor	49,100,000	-	49,100,000	2.30	5,000,000	-	5,000,000	0.24	- 2.06
Alternate Investment Fund	-	-	-	-	-	-	-	-	-
Sub Total (B)(1) :	825,438,096	-	825,438,096	38.65	781,338,096	-	781,338,096	37.58	- 1.07
Non-institutions									
Bodies Corporate	279,331,607	56,488,730	335,820,337	15.72	272,499,792	-	272,499,792	13.10	- 2.62
Individual	348,165,049	167,770	348,332,819	16.31	385,591,380	167,770	385,759,150	18.55	2.24
(Capital Upto To Rs. 1 Lakh)	546,964,574	-	546,964,574	25.61	562,614,094	-	562,614,094	27.06	1.45
(Capital Greater Than Rs. 1 Lakh)									
Any Others (Specify)									
Trusts	10,000.00	-	10,000.00	0.00	10,000.00	-	10,000.00	0.00	0.00
Clearing Member	63,527,081	-	63,527,081	2.97	59,562,113	-	59,562,113	2.86	- 0.11
Non Resident Indians (Nri)	108,280	-	108,280	0.01	991,715	-	991,715	0.05	0.04
Non Resident Indians (Repat)	12,663,546	-	12,663,546	0.59	13,234,956	-	13,234,956	0.64	0.04
Non Resident Indians (Non Repat)	2,685,997	-	2,685,997	0.13	3,052,084	-	3,052,084	0.15	0.02

Directors Relatives	-	-	-	-	-	-	-	-	-
Employee	-	-	-	-	-	-	-	-	-
Overseas Bodies Corporate s	-	-	-	-	-	-	-	-	-
Unclaimed Suspense Account	4,340	-	4,340	0.00	4,340	-	4,340	0.00	0.00
Iepf	-	-	-	-	-	-	-	-	-
Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
Corporat e Body Nbfc	320,000	-	320,000	0.01	320,000	-	320,000	0.02	0.00
Sub Total (B)(2) :	1,253,780,474	56,656,500	1,310,436,974	61.35	1,297,880,474	167,770	1,298,048,244	62.42	1.07
Total Public Sharehol ding									
(B)=(B)(1) + (B)(2)	2,079,218,570	56,656,500	2,135,875,070	100	2,079,218,570	167,770	2,079,386,340	100	-0.00
(C) Shares held by Custodi ans and against which Deposit ory Receipts have been issued	-	-	-	-	-	-	-	-	-
Grand Total (A) + (B) + (C)	2,079,218,570	56,656,500	2,135,875,070	100	2,079,218,570	167,770	2,079,386,340	100	-0.00

ii. Shareholding of Promoters:



SI. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			change in shareholding during the year
		No. of Shares	% of total shares of the Company	% of shares pledged encumbered to total shares				
NIL								

iii. Changes in Promoters' Shareholding (Specify if there is no change)

S.No.	Particulars	Shareholding at the beginning of the year	Cumulative Shareholding during the year
1.	At the beginning of the year	Nil	
2.	Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons No changes in Promoters shareholding during the year for increase/decrease (e.g. allotment /transfer/bonus/ sweat equity etc.)	No changes in Promoters shareholding during the year	
3.	At the end of the year	Nil	

iv. Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters, & Holders of GDRs & ADRs)

	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total share the Company
1	Aspire Emerging Fund	205800000	9.64	205800000	9.90
2	Auctor Investments Ltd	200989500	9.41	200989500	9.67
3	Emerging Market opportunity Fund	185774746	8.7	185774746	8.93
4	India Focus Cardinal Fund	97100000	4.55	97100000	4.67



5	KII Limited	81707340	3.83	81707340	3.93
6	Darpad Trading Private Limited	69618680	3.26	69618680	3.35
7	Birla Financial Distribution Limited	56488730	2.64	56488730	2.64
8	Basmati Securities Pvt Ltd	47291590	2.21	47291590	2.27
9	Maars Infratech Private Limited	43257445	2.03	43257445	2.08
10	Sunita Sarwan kumar Saraf	27401070	1.08	27401070	1.32

Note: The change in the shareholding in the above shareholders (pt. 1 to pt. 12) was due to buying/ selling of shares by the shareholders on various dates. The shareholding of Birla Financial Distribution Limited in pt. 13 represents the allotment of 56,48,873 equity shares of face value of Rs. 10/- each at the rate of Rs. 14.16/- issued on a preferential basis pursuant to the conversion of Optionally Convertible Redeemable Bonds (OCRBs) in the financial year 2014-15.

v. Shareholding of Directors and Key Managerial Personnel as on March 31, 2019 :

During the period under review none of the Directors or KMPs holds shares in the Company

vi. Indebtness :

Indebtness of the Company including interest outstanding / accrued but not due for repayment.

Rs. In Lakhs

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	171.46	-	171.46
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	171.46	-	171.46
Change in Indebtedness during the financial year	-			
* Addition	-	54.04	-	54.04
* Reduction	-	-	-	-



Net Change	-	54.04	-	54.04
Indebtedness at the end of the financial year	-			
i) Principal Amount	-	225.50	-	225.50
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	225.50	-	225.50

vii. Remuneration of Directors and Key Managerial Personnel:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Amounts in Lakhs

Sl, No	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
		Mr. Prasanna Jagtap (MD)	
1.	Gross Salary Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 Value of perquisites u/s 17(2)Income Tax Act, 1961 Profits in lieu of salary under section 17(3) Income Tax Act, 1961	19.00	19.00
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission As % of profit Others, specify	-	-
5.	Others, please specify	-	-
	Total (A)	19.02	19.02
	Ceiling as per the Act		-

B. Remuneration to other directors :nil

S. No.	Particulars of Remuneration	Name of Directors				Total Amount
1.	Independent Directors <ul style="list-style-type: none"> • Fee for attending board / committee meetings • Commission • Others, please specify 	-	-	-	-	-
	Total (1)	-	-	-	-	-
2.	Other Non-Executive Directors <ul style="list-style-type: none"> • Fee for attending board / committee meetings • Commission • Others, please specify 	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)= (1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall ceiling as per the Act	-	-	-	-	-

C. Remuneration to Key Managerial Personnel other than MD/ Manager/ WTD

S.No.	Particulars of Remuneration	Company Secretary	Total Amount
1.	Gross Salary <ul style="list-style-type: none"> a. Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 b. Value of perquisites u/s 17(2)Income Tax Act, 1961 c. Profits in lieu of salary under section 17(3) Income Tax Act, 1961 	3.71	3.71
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission <ul style="list-style-type: none"> • As % of profit • Others, specify 	-	-
5.	Others, please specify	-	-
	Total (C)	3.71	3.71

viii. Penalties / Punishment / Compounding of Offences

SI, No	Type	Sections of the Companies Act	Brief Description	Details of Penalty Authority Appeal made, Companies Act / Punishment	Authority (RD/NCLT / Court)	Total Amount
A. COMPANY		-	-	-	-	-
	Penalty	-	-	-	-	-
	Punishment	-	-	-	-	-
	Compounding	-	-	-	-	-
B. DIRECTORS		-	-	-	-	-
	Penalty	-	-	-	-	-
	Punishment	-	-	-	-	-
	Compounding	-	-	-	-	-

For and on behalf of Board of directors

Place: Mumbai
Date: August 13, 2019

Sd/-
Satish Panchariya
Executive Chairman & Director
DIN: 00042934

Sd/-
Harsh Upadhyay
Director
DIN: 07263779



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

MACRO ECONOMIC ENVIRONMENT IN INDIA

Media and Entertainment Industry

The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making high growth strides. Proving its resilience to the world, the Indian M&E industry is on the cusp of a strong phase of growth, backed by rising consumer demand and improving advertising revenues. The industry has been largely driven by increasing digitization and higher internet usage over the last decade. Internet has almost become a mainstream media for entertainment for most of the people.

The Indian advertising industry is projected to be the second fastest growing advertising market in Asia after China. At present, advertising revenue accounts for around 0.38 per cent of India's gross domestic product.

Recent development/Investments

The media and entertainment industry in India is on the fast track to growth, according to a report by EY and FICCI (Federation of Indian Chambers of Commerce and Industry) released on Tuesday March 12, 2019.

The report, 'A billion screens of opportunity', says the sector is poised to cross \$33.6 billion by 2021 at a compounded annual growth rate of 11.6%. The sector was worth \$23.9 billion in 2018, growing 13.4% from 2017.

The report said growth in the industry will be driven by digital media, which will overtake filmed entertainment in 2019 and print by 2021.

"India has the second highest number of Internet users after China with 570 million Internet subscribers growing at 13% annually. The report estimates that approximately 2.5 million consumers in India today are digital only and would not normally use traditional media. It is expected that this customer base will grow to 5 million by 2021".

Growth in digital consumption will spur media companies to innovate new monetisation avenues and service new customer segments. "Telco bundling will drive consumption for a majority of Indian OTT audience. Advertising growth outpaced subscription growth and is expected to comprise 52% of the total pie by 2021,".

India's TV industry grew from \$9.47 billion (₹66,000 crore) in 2017 to \$10.62 billion (₹74,000 crore) in 2018, registering a growth of 12%. TV advertising grew 14% to touch ₹30,500 crore while subscription grew 11% to ₹43,500 crore. There was a 7.5% rise in TV viewing households.

Government Initiatives

The Telecom Regulatory Authority of India (TRAI) is set to approach the Ministry of Information and Broadcasting, Government of India, with a request to fast track the recommendations on broadcasting, in an attempt to boost reforms in the broadcasting sector. The Government of India has agreed to set up the National Centre of Excellence for Animation, Gaming, Visual Effects and



Comics industry in Mumbai. The Indian and Canadian Government have signed an audio visual co-production deal to enable producers from both the countries exchange and explore their culture and creativity, respectively.

The Government of India has supported Media and Entertainment industry's growth by taking various initiatives such as digitising the cable distribution sector to attract greater institutional funding, increasing FDI limit from 74 per cent to 100 per cent in cable and DTH satellite platforms, and granting industry status to the film industry for easy access to institutional finance.

Road Ahead

The Indian Media and Entertainment industry is on an impressive growth path. The industry is expected to grow at a much faster rate than the global average rate.

Telecom Regulatory Authority of India (TRAI) plans to introduce a policy for broadcasting sector with a vision of 2020. The policy aims to usher a new era in the broadcasting sector where MRP of the TV channel will be declared by broadcasters directly to the consumers, and will bring more transparency and choices to the consumers.

Animation and VFX industry in India reached Rs 73.90 billion (US\$ 1.15 billion) in FY18 from Rs 62.30 billion (US\$ 928.60 million) in FY17, growing at a CAGR of 18.60 per cent.

During 2018-2023, the segment is expected to grow at a higher CAGR of 15.50 per cent, largely led by the continued growth in outsourced services and the swelling use of animation and VFX services in the domestic television and film space, respectively.

Digitalisation has played the major role in the growth of Indian film industry. The Indian film industry is expected to grow at a rate of 11.9 per cent by 2020.

By 2019, cinema exhibition industry in India is expected to have over 3,000 multiplex screens.

Total subscriber base for Indian television industry is expected to increase to 195 million by 2019 from 183 million in 2017.

References: Media Reports, Press Releases, Press Information Bureau, Department of Industrial Policy and promotion (DIP), KPMG – FICCI Report 2019, IBEF Report-2019

Gems and Jewellery Sector

India's gems and jewellery sector is one of the largest in the world contributing 29 per cent to the global jewellery consumption. The market size of the sector is about US\$ 75 billion as of 2018 and is estimated to reach US\$ 100 billion by 2025. The sector is home to more than 300,000 gems and jewellery players, contributes about 7 per cent to India's Gross Domestic Product (GDP) and employs over 4.64 million employees.

India's gems and jewellery sector contributes about 15 per cent to India's total merchandise exports. The overall net exports of gems and jewellery stood at US\$ 32.71 billion during FY18



registering a compound annual growth rate (CAGR) of 5.83 per cent over FY05; whereas gems and jewellery imports increased at a CAGR of 7.97 per cent from US\$ 11.63 billion in FY05 to US\$ 31.52 billion in FY18.

India is the world's largest centre for cut and polished diamonds in the world and exports 75 per cent of the world's polished diamonds. Today, 14 out of 15 diamonds sold in the world are either polished or cut in India. India exported US\$ 3.52 billion worth of cut and polished diamonds in FY20P (As of May 19 Provisional). It contributed 73.42 per cent of the total gems and jewellery exports.

Company Overview:

Your Company is engaged in the business of content distribution and exhibition of feature films and other activities through its subsidiaries viz., K Sera Sera Digital Cinema Ltd- handling the Digital Cinema Roll Out and K Sera Sera Miniplex Ltd- specializing in the Exhibition Business building Cinema Halls across India. The Company has also diversified in the jewellery business by acquiring two new subsidiaries namely, Birla Gold and Precious Metals Limited and Birla Jewels Limited. Both the companies are the wholly owned subsidiaries of KSS Limited.

State of Art Theatres- “K Sera Sera Miniplex Limited”

K Sera Sera Miniplex Limited is continuing its growth adding new partners and new screens to its portfolio. We continue to provide top quality entertainment to our audience. The Company has started making Multiplexes with four screens.

It has also started its own Food and beverages Café in the name of CINE CAFÉ. The Company plans to extend the catering services in to cinema which are owned or operated by the Company. With this expansion plan the Company is also expecting a quantum jump in its revenue.

K Sera Sera Miniplex Limited is also in the process of launching ticketing application so that the patrons can book tickets from the comfort of their home without paying any internet handling charges.

The Company has installed its first 2K format projector in Nagpur and the Company expects a good jump in the revenue with this investment.

Our Miniplex will be located across India in approximately 527 districts. KSSML has already finalised over 120 plus locations, which are at various stages.

K Sera Sera Digital Cinema Limited

K Sera Sera has launched high definition Cinema Projection Technology, under Sky CinexPrime. The revised technology enables to download high quality “Digitally Mastered Content” via various electronic medium. The company has heavily invested in Research and Development of this technology. K Sera Sera Digital Cinema currently has now approx. 700 Screens under its umbrella and has grown its presence in the Hindi film market with growing reach in Delhi, UP, Punjab, Uttarakhand, Gujarat, Maharashtra, Himachal Pradesh, Chattisgarh, Madhya Pradesh, Andhra Pradesh Karnataka, West Bengal, Tamil Nadu, Bihar, Assam.



KSSDCL released all Hindi (Bollywood) films as well as Bhojpuri, Gujarati, Telugu, Kannada, Bengali and other regional language to a huge success. KSS Digital Cinema provides state-of-the-art Projection Technology to E-Cinema across India and is known for its Service and Efficiency and therefore obtained the ISO 9001:2008 Certificate.

KSSDCL has established “State of the Art” Digital Lab and Mastering Unit at Hyderabad, as part of expansion plan for the State of Andhra Pradesh and Telangana. The Company had signed an MOU with Tamil Nadu Film Chamber for establishing Mastering Unit & Digital Lab for the State of Tamil Nadu, Karnataka and Kerala and same has been implemented and more than 100 screens have been added to these states.

In Order to bring in Technological Upgradation the Company through its high tech Mastering facilities, we have Mastered 2K movies at our Hitech Labs at Hyderabad, Chennai and Mumbai. More than 1000 screens overseas have used our 2K Mastered KDM's for 2K Movies. The Company has also invested in acquisition of 2k Equipments and have provided to theatres. The Company has been delivering 2K Mastered Content at cities like, Batala, Patiala, Surat, Kolkata, Ahmedabad, Veerabal, Beed, Champa, Raipur and Nagpur, where we have our own Miniplex under brand name of KSS Miniplex.

Skycinex Prime Technology Upgradation

- Remote Access Management of our entire network of server widely spread in India.
- Support and Trouble shooting is managed electronically with our Prime Technology.
- Exceptional feature of One Time Password (OTP) for critical & sensitive situations
- Online down load of movies content and advertisement content.
- Online down load of Govt directed advertisement of mass education and information.
- Playlist acknowledgements on the KDMST from the playback server
- Enhanced the Push feature from the playback server
- Enhancement on the watermark
- Added stop feature on the download dialog
- Added additional meta data on the content encrypted on the EMT
- Created mono audio solution for the DOME
- Faster processing for the PINK content on EMT
- Interface enhancements on the KDMST

K Sera Sera Box Office Private Limited

K Sera Sera Box Office Pvt Ltd. Has its two brands under its name: CHHOTU MAHARAJ - Cine Restaurant

i) CHHOTU MAHARAJ - Cine Restaurant & Cine Café

Chhotu Maharaj - Cine Restaurant is a very unique concept, which offers a combination of 7 Course dining with theatrical entertainment. Chhotu Maharaj is world's First ever “Dine in



Theater”. This innovative idea evolved considering the current Indian scope of family entertainment.

Where an Indian consumer mostly prefers to spend their leisure time and weekends or any special occasion like anniversary’s and birthdays at restaurant and watch a movie . This generally becomes a very costly affair for most as they end up spending huge cost on dining and purchasing costly movie tickets at various multiplexes.

A New revolutionary service from Chhotu Maharaj - Cine Restaurant shall offer world class 7-course dining with latest cinema entertainment where you have to only pay for what you eat and latest cinema viewing shall be combined along with cost by bringing in the Best of the Two Worlds - A Restaurant and Cine Screening - rolled into one.

Now our customers can book a table or entire Chhotu Maharaj - Cine Restaurant at their door step for any events or special occasion. Be it the last-minute concept plan, or any romantic dinner date, along with any special movie screening.

Chhotu Maharaj - Cine Cafe offers 3 course meal with theatrical entertainment at very affordable price, we want viewers to enjoy latest cinema complementary while enjoying their meal along with their family and friends in a luxurious environment. Chhotu Maharaj - Cine Cafe aims to reach at actual grass root level of Tier 2, Tier 3 Cities, Tehsils & Gram Panchayats across the country.

ii) Filmy Carvan

Filmy carvan is concept of movable theatre and aims to showcase latest bollywood and regional movies every month at Grampanchayat and village level.

Filmy carvan showcases movies along with added benefits like food, clothing and exhibitions at village grampanchayat level.

In a month one filmy carvan vehicle will cover 30 grampanchayat and nearly 400 plus villages. We have 2 filmy carvan vehicles operational at Rajasthan (Nagaur District) and we aim at opening 300 plus vehicles in upcoming years.

Birla Gold and Precious Metals Limited

Birla Gold and Precious Metals Limited is a service provider and retailer for all kinds of goods and merchandise including precious and semi-precious metals, stones, gold, silver, diamonds, Jewellery and all such other commodities.

Birla Gold and Precious Metals Limited has launched a Jewellery Purchase Product named “Cherish Gold Plan-CGP” – A Smart Savings Plan through which it aims to present to end customers the flexibility to purchase and accumulate fractional amount of 22 karat gold, rather than spending large sums of money to purchase it in one go. Participation of Individuals under this product is voluntary and individuals are free to purchase as much as jewellery at any time. “Cherish gold” is a product and brand/trade name owned by BGPML.

Cherishgold.com is an e-commerce portal/virtual Jewellery Mall wherein the largest collection of Gold, Diamond and Gemstone Jewellery, in the country, is made available. Cherish Gold would help customers to shop from anywhere, any time and offers door-step delivery. The products meet the stringent quality standards of purity, weight, shape, size and aesthetic look.



Birla Jewels Limited

Birla Jewels carries on business as Service provider for all kinds of goods and merchandise including gold, diamonds, jewellery and such other products. It is engaged in distribution and retail of branded jewellery, jewellery products and life style products from its current set of retail outlets, and through their franchisee model under the brand name “BJewelz”. It provides services to equip a jewellery retail outlet through franchisees to successfully run exclusive jewellery retail business under the banner of “BJewelz”, a brand owned by Birla Jewels Limited.

The Company is currently focussing on the launching of “BJewelz” retail outlet through franchisee model in various states and down the year is planning to open the Company owned and Company operated retail store of its own.

Financial Overview

Revenue of the group stood at Rs. 4,767.63 Lacs and profit/ (loss) after tax and exceptional item stood at Rs. (4,500.58) Lacs. Reduction in revenue is mainly on account of paradigm shift in Company’s focus and diversification. The diversifications of the business are yet to bear fruit.

Outlook, Opportunities and Threats Outlook:

The Company envisages a huge potential in motion picture production, distribution and television content production activities. The Company also proposes to expand its activities into overseas market. The Company is working towards diversification on and intends to de risk the business.

Exhibition Miniplex:

The Company aims at opening Miniplex as compared to multiplexes as not many are block buster and facility of 4-5 screens with the capacity of 200-250 may not be viable for tier 2 and tier 3 cities as the population is not much. Hence a miniplex format theatre serves better. Hence a Miniplex format theatre serves better. The Company has also started building multiplexes whenever the space and opportunity arises. Miniplexes should have a positive impact on the profitability of the group.

Exhibition Digital Cinema:

As briefed earlier that digitisation has seen good progress in digital cinema as they are going to play a crucial role in the future of film industry and there is huge potential for conversion of earlier movies in analogue to digital format with its State Of Art Technology, “Skycinex Prime” which should provide greater returns in the future. As a long term vision, the company is focusing on development of DCI approved technology so that it can release the Hollywood movies. In the interim, the company has progressed in developing its proprietary Server, in order to deliver 2 K DCP to theatre, which would be rolled out shortly.

Jewellery Market- Retailer

- With a market size of almost INR 4,54,100 crore, the sector has a sizeable share of the GDP at 5.9 percent, apart from large-scale employment generation and foreign exchange earnings.



- A share of wallet analysis reveals that jewellery accounts for more than a fourth of the discretionary spending by consumers in India. This coupled with rising income levels in India is a major growth driver
- India has an estimated 229 million women aged 20–49. The number of women, the key customer category for jewellery, who are employed in professional sectors is rising very fast
- With more than 300 million people in the 25–29 age group in the period 2011–21, 150 million weddings are expected to take place in this period
- Tier-III inclusion. With landlords and money lenders being the primary source of financial credit in such areas, jewellers have emerged as an alternative, providing investment options through gold jewellery.

Threats:

Market competition, regulatory approvals and fast technological advancement remain a major threat. Piracy continues to dampen the growth, measures taken by the Company to go digital is helping reduce its extent. High Entertainment tax affects revenue to some extent. Film distribution is relatively risky business due to issue of under reporting by exhibitors.

RISK MANAGEMENT:

Some of the key strategic risks the Company faces, their impact and corresponding risk mitigation actions undertaken by the Company are discussed in the table:

KEY RISKS	IMPACT ON THE COMPANY	MITIGATION
Technology	Inability to cope with swift technological developments can impact business	The company has expertise technical support staff who update the management regarding new impact business
Liquidity	Non availability of timely funds may affect our ability to operate and also delay our implementation plans for growth and expansion.	The Company has good Financial support of Banks and Financial Institutions helps the company to reduce its risks.
Regulatory	Unprecedented changes in government policies may impact business operations.	The company is suitably positioned to counter risks, posed by change in government policies.



Delay, cost overruns cancellation abandonment	Such risks can significantly impact completion and release of films.	Enhanced industry corporatization enables the company to mitigate this risk. This is carried out by entering into specific agreements, fixing the responsibilities of the co-producers, better planning and execution.
-----------------------------------------------	----------------------------------------------------------------------	------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

Internal Control System and their Adequacy:

Adequate systems of internal controls that commensurate with the size of operation and the nature of business of the Company have been implemented. The Internal control systems are implemented to safeguard company's assets from unauthorized use or disposition, to provide constant check on cost structure, to provide adequate financial and accounting controls and implement accounting standards.

Human Resource Management:

The Company places major emphasis on providing a safe & a healthy working environment to all its employees. We encourage our employees to balance their work and personal relation. The field being one which requires absolute creativity, the performance of its employees is reviewed so as to provide them job enrichment opportunities.

The Directors recognize that continued and sustained improvement in the performance of the Company depends on its ability to attract, motivate and retain employees of the highest calibre. We are committed to the principle of equal employment opportunities.

Further we endeavor to create an environment where employee can use their capabilities in support of the business.

Cautionary Statement: Statement in this Management Discussion and Analysis Report, describing the Company's Objectives, projections, estimates, expectation may be forward looking statements' with the meaning of applicable laws and regulations, Actual results could differ materially from those expressed or implied.

Place: Mumbai
Date: August 13, 2019

For and on behalf of Board of directors

Sd/-
Satish Panchariya
Chairman & Director
DIN: 00042934
7263779

Sd/-
Harsh Upadhyay
Director
DIN:



CORPORATE GOVERNANCE REPORT

Introduction Colleague

Corporate governance is about commitment to values and ethical business conduct. It is a set of laws, regulations, processes and customs affecting the way a company is directed, administered, controlled or managed. Effective corporate governance practices constitute the strong foundations on which commercial enterprises are built to last. These practices are categorized through a framework enforced by regulation. It develops through adoption of ethical practices in all of its dealings with a wide group of stakeholders encompassing regulators, employees, shareholders, customers and vendors. This includes its corporate and other structures, culture, policies and the manner in which it deals with various stakeholders. Some of the important best practices of corporate governance framework are timely and accurate disclosure of information regarding the financial situation, performance, ownership and governance of the Company. It has become an integral part of the business aligning the organizations to the best practices of good governance.

The detailed report on compliance by the Company of the Corporate Governance Code as incorporated in regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out below:

1. Company's Philosophy on code of Corporate Governance

Corporate Governance encompasses the value systems of integrity, transparency and adoption of high ethical standards.

KSS's philosophy on Corporate Governance is to enhance the long term economic value of the Company and its Stakeholders including shareholders and society at large through attainment of highest levels of transparency, accountability, professionalism and equity in all facets of its operations.

The Company envisions being a globally preferred business associates with responsible concern for society and stakeholders value. The Company is committed to ethical values and self-discipline through standards of good governance based on transparency, fairness, purposefulness, trust, responsibility, checks and balances directed at sustaining shareholders interest and overall organizational goals.

The Company makes best endeavors to uphold and nurture these core values in all facets of its operations and aims to increase and sustain its corporate value through growth and innovation.

The Company is fully committed to and continues to follow procedures and practices in conformity with the Code of Corporate Governance enshrined in the Listing Regulations.

2. Board of Directors

As on March 31, 2019 the Board of Directors comprises of two Executive Directors including Chairman of the Company, one non-executive non independent director and four non-executive independent directors.

a. Disclosure of relationship between Directors



None of the Directors are related to each other in accordance with the section 2 (77) read with rule 4 of the Companies (Specification of Definition Details) Rules, 2014 of the Companies Act, 2013

b. Composition and category of Directors as of March 31, 2019

Name of the Director	Category	No. of board meeting attended	Attendance at the last AGM	No. of Equity Shares held as on 31.03.19
Mr. Satish Ramswaroop Panchariya	Executive Chairman & Director	6	Attended	Nil
Mr. Harsh Upadhyay	Executive Director	6	Attended	Nil
Mr. Rakesh Roopram Sharma	Non-Executive Independent Director	6	Attended	Nil
Mrs. Kunti Rattanshi	Non Executive Non Independent Director	6	Attended	Nil
Mr. Sandip Joshi	Independent Director	6	Not Applicable	Nil
Mrs. Pratima Shailendra Singh	Independent Director	6	Not Applicable	Nil
Mr. Ashok Kacker	Independent Director	6	Not Applicable	Nil
Mr. Prasanna Jagtap	Managing Director	6	Attended	Nil

c. No. of Board meetings & date of holding the meeting:

(i) 19.05.2018 (ii) 05.06.2018 (iii) 13.08.2018 (iv) 14.11.2018 (v) 14.02.2019 (vi) 30.03.2019

The Company has held at least one meeting in every three (3) months and the maximum time gap between two meetings was not more than 120 days.

d. Particulars of Directorship of Directors in other Companies as on March 31, 2019

Name and Designation of the Director	Name of the Company	Position
Mr. Satish Panchariya (Executive	Alka India Limited	Director

Chairman & Director)	K SeraSera Digital Cinema Limited	Director
	K SeraSera Box Office Private Limited	Director
	KSS Speed Technology Private Limited (Formerly known as K Sera Sera Consultancy Private Limited)	Director
Mr. Harsh Upadhyay (Executive Director)	K Sera Sera Box Office Private Limited	Director
	K Sera Sera Miniplex Limited	Director
	KSS Speed Technology Private Limited (Formerly known as K Sera Sera Consultancy Private Limited)	Director
	Cherish Gold Private Limited (formerly Known as K Kampus Education Private Limited)	Director
	K Sera Sera Digital Cinema Limited	Director
Mr. Rakesh Roopram Sharma (Independent Director)	K Sera Sera Digital Cinema Limited	Director
	K Sera Sera Miniplex Limited	
Ms. Kunti Rattanshi (Non Executive Non Independent Women Director)	K Sera SeraMiniplex Limited	Director
Sandip Joshi	K Sera SeraMiniplex Limited	
	Birla Jewels Limited	
	Birla Gold and Precious Metals Limited	
	Alka Pharmacy Private Limited	
Mrs. Pratima Shailendra Singh	Nil	NIL
Mr. Prasanna Jagtap	Adee Nutrition Private Limited	Director
	Adidee Insurance Web Aggregators	Director

	Private Limited	
Mr. Ashok Kacker	Max India Limited	Director
	Max Ventures And Industries Limited	Director
	Golden Greens Golf And Resorts Limited	Director
	Salins Commodities Private Limited	Director
	Inventive Green Technology Solutions Private Limited	Director
	INB Services Private Limited	Director
	Water Systems & Infrastructure development Services Private Limited	Director

e. No. of other Board Committees they are Members/ Chairman as on March 31, 2019

Audit Committee	Stakeholder Relationship Committee	Nomination and Remuneration Committee
Mr. Rakesh Roopram Sharma	Mrs. Kunti Rattanshi	Mr. Rakesh Roopram Sharma
Mrs. Kunti Rattanshi	Mr. Rakesh Roopram Sharma	Mrs. Pratima Shailendra Singh
Mrs. Pratima Shailendra Singh	Mrs. Pratima Shailendra Singh	Mrs. Kunti Rattanshi

3. Independent Directors

The Company has complied with the definition of Independence as per regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and according to the provisions of section 149 (6) of the Companies Act, 2013. The Company has also obtained declarations from all the Independent Directors pursuant to section 149 (7) of the Companies Act, 2013

Training of Independent Directors



Whenever new Non Executive and Independent Directors are inducted in the Board they are introduced to the Company's culture through appropriate orientation session and they are also introduced to our organization structure, our business, constitution, board procedures, our major risks, and management strategy.

The appointment letters of Independent Director has been placed on the Company's website at www.kserasera.com under Investor Relations>Code of conduct>letter of appointment of ID

Separate meeting of the Independent Directors

The Independent Directors held one separate meeting without the attendance of the Non-Independent Directors and members of management. All the Independent directors were present at the meeting held on 12.03.2019. The following issues were discussed in detail:

- i. Reviewed the performance of the Non Independent Directors and the Board as a whole
- ii. Reviewed the performance of the Chairperson of the Company, taking into account the views of Executive and non-executive directors
- iii. Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties

4. Audit Committee

a. Terms of Reference

The Audit Committee reviews the audit reports submitted by the Internal Auditors and Statutory Auditor, financial results, effectiveness of internal audit processes and the Company's risk management strategy. It reviews the Company's established systems and the Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Regulation 18 read with part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b. Composition

During the period under review the Audit committee comprises of two (2) independent and one (1) non- executive directors non independent director. All these directors possess knowledge of corporate finance, accounts and company law. Company Secretary acts as secretary to the committee.

c. No. of Meetings held during the year

During the period under review, Four(4) Audit Committee meetings were held on (i) 05.06.2018 (ii) 13.08.2018 (iv) 14.11.2018 (v) 14.02.2019

d. Composition, name of Members and Attendance during the year



Name of Member	Position	No. of meetings held	No. of Meetings Attended
Mr. Rakesh Roopram Sharma	Chairman	4	4
Mrs. Kunti Rattanshi	Member	4	4
Mrs. Pratima Shailendra Singh	Member	4	4

5. Nomination and Remuneration Committee

a. Terms of Reference:

This Committee was constituted as on November 14, 2014 in compliance with the section 178 read with rule 6 of the Companies (Meeting of Board and its Powers) Rules, 2014. This Committee shall identify the persons, who are qualified to become Directors of the Company / who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.

The Remuneration policy as adopted by the Company envisages payment of remuneration according to qualification, experience and performance at different levels of the organization. The employees in the Company including those rendering clerical, administrative and professional service are suitably remunerated according to Industry norms. During the period under review the Company has not paid remuneration/sitting fees to any of its Directors.

b. Composition:

During the period under review the Nomination and Remuneration Committee of the Company consists of two (2) independent and one (1) non-executive director.

c. No. of meetings held during the year:

During the year Company had Three(3) meetings i.e. on (i) 10.05.2018 (ii) 13.08.2018 (iii) 14.02.2019

d. Composition, name of members and attendance of during the year:

Name of the Director	Position	No. of Meetings held	No. of meetings Attended
Mr. Rakesh R Sharma	Chairman	3	3
Mrs. Kunti Rattanshi	Member	3	3
Mrs. Pratima Shailendra Singh	Member	3	3

6. Stakeholder Relationship Committee:



a. Terms of Reference:

The Company had constituted transfer cum shareholders grievance committee in 2002. The Committee normally meets as and when required. The nomenclature of the said committee was changed to Stakeholder Relationship Committee as on March 31, 2016. The Committee looks into redressal of shareholders complaints like non transfer of shares, non-receipt of balance sheet etc. Further, the committee reviews the cases of transfer, issue of duplicate share certificates, dematerialized shares received by the registrar and transfer agents.

b. Composition of the Committee

During the period under review the Committee consisted of 1 Non – executive and 2 Independent Directors.

c. No. of meetings held during the year:

During the period under review Two (2) Stakeholder Relationship Committee Meetings were held i.e. on 13.08.2018 and 14.02.2019

d. Composition, name of members and attendance of during the year:

Name of the Director	Position	No. of Meetings held	No. of meetings Attended
Mrs. Kunti Rattanshi	Chairman	2	2
Mr. Rakesh R Sharma	Member	2	2
Mrs. Pratima Shailendra Singh	Member	2	2

7. Name and Designation of Compliance Officer

Mrs. Poonam Maurya

Company Secretary and Compliance Officer (w.e.f. 01.04.2019)

8. Details of Shareholders Complaints / queries:

There were only three shareholders complaint /queries received during the period under review and the same was resolved to the satisfaction of the shareholder during the year ended March 31, 2019, and thus there were no outstanding complaints as on March 31, 2019.

9. Subsidiary Companies:

As on March 31, 2019 the Company has 10 subsidiaries (including 6 direct subsidiaries and 4 step down subsidiaries). Out of 6 direct subsidiaries 5 are Indian and 1 is foreign subsidiary. The Board of Directors of the Company have also formulated a policy for determining 'material' subsidiaries and the same is being displayed on the website of the Company at www.kserasera.com under Investor Relations>Code of conduct>Policy on Determination of Material Subsidiary(ies).

Financial Statements in particular the investments made by the unlisted subsidiaries, statement containing all significant transactions and arrangements entered into by the unlisted subsidiaries forming part of the financials are being reviewed by the Audit Committee of your Company on a quarterly basis. Also statements of all significant



transactions and arrangements entered into by the unlisted subsidiary companies, if any, are periodically brought to the attention of the Board by the management.

10. **Related Party Transaction**

A policy on materiality of Related Parties and dealings with Related Party Transactions has been formulated by the Board of Directors and has also been uploaded on the website of the Company at www.kserasera.com under Investor Relations>Code of conduct>Policy on Related party Transaction.

The objective of the Policy is to ensure due and timely identification, approval, disclosure reporting and transparency of transactions between Company and any of its Related Parties in compliance with the applicable laws and regulations, as may be amended from time to time.

11. **General Body Meetings:**

a. Location and Time when last Three (3) Annual General Meetings were held:

The details of the Annual General Meetings held in last three years are as under:

Financial Year	Day	Date	Time	Venue
2017-18	Saturday	29.09.2018	9:30A.M.	Kailash Parbat, K-P Restaurant, 7A/8A, 'A' Wing, Crystal Plaza, Link Road, Andheri (West), Mumbai – 400053.
2016-17	Friday	30.09.2017	9:30A.M.	Kailash Parbat, K-P Restaurant, 7A/8A, 'A' Wing, Crystal Plaza, Link Road, Andheri (West), Mumbai – 400053.
2015-16	Wednesday	30.09.2016	9:30A.M.	La Patio, 802, Morya Landmark II, Off New Link Road, Opposite Infiniti Mall, Lokandwala, Andheri West, Mumbai, Maharashtra 400053

No Extra Ordinary General Meeting was held during the period under review.

b. Special Resolutions passed at last Three (3) Annual General Meetings:

Annual General Meeting Held On	Special Resolution Passed For
29.09.2018	NIL
30.09.2017	NIL
30.09.2016	1. To consider and determine the fees for delivery of any document through a particular mode of delivery to a member

c. Passing of resolution by postal ballot: During the period under review, your



Company has not passed any resolution through Postal Ballot process.

12. Disclosures:

a. Disclosures on materially significant related party transactions that may have Potential conflict with the interest of the Company at large :

During the year, there were no transactions of materially significant nature with the Promoters or Directors or the Management or the subsidiaries or relatives etc. that had potential conflict with the interests of the Company at large. However a statement of summary of related party transactions is duly disclosed in the Notes to accounts.

b. Disclosure of Accounting treatment:

No treatment different from the Indian accounting standards (Ind. AS), prescribed by the Institute of Chartered Accountants of India, has been followed in the preparation of financial statements.

c. Disclosure for Risk Management:

The Company has laid down procedures to inform the Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that the executive management controls risk through means of properly defined framework.

d. Proceeds from public issues, rights issue, preferential issues, etc.

During the period under review, the Company has not made any public issues, rights issue, preferential issues.

e. Details of non compliance by the Company, penalties, and restrictions imposed on the Company by stock exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years :

The Company has complied with all requirements of Listing Agreement/ SEBI LODR with the Stock Exchange & SEBI Regulations and Guidelines. Further, no penalty was imposed by SEBI, Stock Exchange or any statutory Authority on any matter related to capital markets during the last three years. However SEBI vide its interim ex-parte order dated September 21, 2011 pending investigation directed under sections 11(1), 11(4) and 11 b of the SEBI Act, 1992 in the matter of market manipulation using GDR issues directed to the company not to issue equity shares or any other instrument convertible into shares or alter their capital structure in any manner till further direction in this regard and SEBI has confirmed this ad interim ex-party order on December 30, 2011.

The Company has received an Order from SEBI imposing penalty for Rs.10,00,000/- for violating Regulations 8A(4)SEBI(SAST Reg. 2009, Clause 36(7) of Listing Agreement r/w Section 21 of SCRA 1956 & Clause 2.1 of Schedule II of Reg12(2) of SEBI (PIT) Reg. 1992

f. Details of compliance with mandatory requirements:

The Company is fully compliant with the applicable mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, relating to Corporate Governance.

g. Whistle Blower Policy:

The Company has laid down the Whistle Blower mechanism for employees and stakeholders of the Company to report to the management about any instances of unethical behaviour, actual or suspected fraud, illegal or unethical practices in the

Company.

h. Code of Conduct:

The company has adopted a code of Code of Business Conduct and Ethics for Directors, Key Managerial Personnel & Senior Management Personnel of the company. The code of conduct has already been posted on the website of the company for general viewing. All Board Members, Key Managerial Personnel and Senior Management Personnel have affirmed compliance with the code on annual basis The Annual Report contains a declaration to this effect signed by the Chairman of the Company.

i. Code of Conduct for Prevention of Insider Trading:

The company has adopted a Code of conduct for Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 for directors, Key Managerial Personnel, Designated Employees of the Company and their dependants along with the Indian Subsidiary of the Company. The Code is uploaded on the Company's website at www.kserasera.com under Investor Relations>Code of conduct>Code of Conduct for Insider Trading and fair disclosure of UPSI.

13. Secretarial Audit

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the concerned stock exchanges. This audit report states that total listed and paid up capital differs due to the allotment of 5,64,88,730 equity shares of the face value of Re. 1/- each at the rate of Rs. 14.16/- per share on a preferential basis whose listing approval is awaited from the concerned stock exchanges pursuant to the conversion of Optionally Convertible Redeemable Bonds (OCRBs)

Further the Annual Secretarial Audit as required under Section 204 of the Companies Act, 2013 & applicable rules thereto is duly carried out

14. Certificate on Compliance of Conditions of Corporate Governance

In accordance with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate from Practicing Company Secretary confirming the compliance of conditions of Corporate Governance as stipulated in the said clause has been obtained by the Company and the same forms a part of this Report.

15. Executive Chairman & Director and CFO Certification:

As required under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 the Executive Chairman & Director and Chief Financial Officer have submitted a certificate to the Board of Directors in the prescribed format for the financial year ended March 31, 2019.

16. Green Initiative in Corporate Governance

The Company has undertaken a Green Initiative in Corporate Governance whereby the companies are allowed to send notices, documents and other communication(s) to the shareholders in electronic mode.



Your Company encourages its shareholders to support the “Green Initiative” by registering their e-mail addresses with the Company/Registrar & Transfer Agent/ respective Depository Participants (DP’s) by specifying their Client Id and DP Id and intimating changes in the email id from time to time.

Discretionary Requirements under Regulation 27 of Listing Regulation

The status of compliance with discretionary recommendations of the Regulation 27 of the Listing Regulations with Stock Exchanges is provided below:

1. Non-Executive Chairman’s Office: The Chairperson of the Company is Executive at present.
2. Shareholders’ Rights: As the quarterly and half yearly financial performance along with significant events are published in the newspapers and are also posted on the Company’s website, the same are not being sent to the shareholders.
3. Modified Opinion in Auditors Report: The Company’s financial statement for the financial year 2018-2019 does not contain any modified audit opinion.
4. Separate posts of Chairman and CEO: The Company only have Chairman, no CEO of the Company is appointed as on 31st March, 2019
5. Reporting of Internal Auditor: The Internal Auditor reports to the Audit Committee.

17. General Shareholder Information:

a. Annual General Meeting - Date &Time : September 27, 2019 at 10.00 A.M. Venue : Kailash Parbat, K-P Restaurant, 7A/8A, ‘A’ A-Wing, Crystal Plaza, New Link Road, Andheri West, Mumbai 400053, Maharashtra.

b. Date of Book Closure:

From September 21, 2019 to September 27, 2019 (Both days Inclusive)

c. Dividend payment :Since no dividend is recommended, this is not applicable

d. Listing on Stock Exchanges:

Equity Shares	
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.	National Stock Exchange of India Limited “Exchange Plaza”, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051.

e. Stock Code :



Stock Exchange	Scrip code
BSE Limited National Stock Exchange of India Limited	532081 KSERASERA
ISIN	INE216D01026

f. Market Price Data :

	NSE Limited			Bombay Stock Exchange of India Limited (BSE Limited)		
Month	High (In Rs.)	Low (In Rs.)	Volume	High (In Rs.)	Low (In Rs.)	Volume
April 2018	0.25	0.20	12,68,218	0.30	0.19	70,26,927
May 2018	0.25	0.20	18,73,289	0.24	0.19	67,82,076
June 2018	0.20	0.15	8,24,254	0.24	0.19	72,18,267
July 2018	0.20	5.15	5,68,506	0.20	0.19	35,47,745
August 2018	0.25	0.15	83,79,906	0.26	0.19	86,08,590
September 2018	0.20	0.15	31,95,345	0.21	0.19	88,11,987
October 2018	0.20	0.10	16,69,200	0.19	0.19	10,35,311
November 2018	0.20	0.15	27,85,102	0.19	0.19	36,92,788
December 2018	0.20	0.10	19,46,767	0.19	0.19	32,03,055
January 2019	0.15	0.10	7,83,884	0.19	0.19	8,47,764
February 2019	0.15	0.10	4,98,523	0.19	0.19	7,00,785
March 2019	0.15	0.10	9,83,525	0.19	0.19	8,22,947



Distribution of Shareholding as on March 31, 2019:

No of Equity Shares held	No. of Share Holders	% of Share holders	Total No of Shares held	% of Share holding
1-5000	27059	63.3671	49923889	2.4009
5001-10000	6064	14.2007	53866258	2.5905
10001-20000	3547	8.3064	57883728	2.7837
20001-30000	1590	3.7235	41568632	1.9991
30001-40000	716	1.6767	26416868	1.2704
40001-50000	973	2.2786	47208344	2.2703
50001-100000	1492	3.4940	119310527	5.7378
100001-9999999999	1261	2.9530	1683208094	80.9473
GRAND TOTAL	42702	100.00	2079386340	100.00

Categories of Shareholders as on March 31, 2019

Sr. No	Category	No. of Shares Held	% of Share Capital
1.	Promoter holding	0	0
2.	Clearing Members	59562113	2.79
3.	Bodies Corporate	272499792	15.40
4.	Foreign Company	5000000	0.23
5.	FII's	776337556	36.35
6.	Non Nationalised Banks	540	0.00
7.	Non Resident Indians	17278755	0.81
8.	Public	948373244	44.40
9.	Unclaimed Suspense Account	4,340	0.00
10.	Body Corporate NBFC	320,000	0.01
11.	Trusts	10000	0.00
12	Shares held by Custodians and against which Depository Receipts have been issued	0	0
	GRAND TOTAL	2,135,875,070	100.0



Dematerialization of Shares and Liquidity as on March 31, 2019:

The securities of the Company are compulsory traded in dematerialized form and are available for trading on both the depositories in India viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Equity Shares of the Company representing 97.35% of the Company's Equity Share Capital are in dematerialized form as on March 31, 2019.

Outstanding GDRs/Warrants/Convertible Instruments: None

Means of Communication:

- a. The Board of Directors of the Company approves and takes on record quarterly, yearly & financial results in the prescribed format by Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. The Company has always promptly reported to BSE Limited and National Stock Exchange of India Limited declaration of quarterly and yearly financial results within the stipulated time prescribed as per Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.
- b. The approved Financial results are forthwith sent to the Stock exchanges and are published in one English daily newspaper (Financial Express) and one Regional language daily newspaper (Apale Mahanagar or Mumbai Lakshadeep).
- c. The Company's Financial Results, Annual Reports, and official news releases are displayed on the Company's website www.kserasera.com
- d. The Company has formed grievance redressal@kserasera.com exclusively for the purpose of redressal of investor's complaints.
- e. Management Discussion and Analysis Report (MDA) forms part of the Annual Report, which is posted to the shareholders of the Company.

Address for Investor Correspondence

The Company has appointed M/s. Bigshare Services Private Limited as Registrar and Share Transfer Agents for physical and demat segment. The address for correspondence is as under:

Bigshare Services Private Limited

Bharat Tin Works Building, 1st Floor

Opp. Vasant Oasis, Makwana Road,

Marol, Andheri East, Mumbai 400059.

Tel: 91-22-2862638200 | 91-22- 40430200 | 91-22-2847 0653

Fax: 91-22-2847 5207

E-mail : investor@bigshareonline.com website: www.bigshareonline.com



Plant Locations:

Since the Company is engaged in service industry, there are no plants or manufacturing units.

Address for Correspondence:

KSS Limited

Regd Office:

Unit No. 101A and 102, 1st Floor,

Plot No. B-17, Morya Landmark II,

Andheri (West), Mumbai – 400053.

Tel : (022) 42088600 Fax: (022) 40427601

E-mail :info@kserasera.com website :www.kserasera.com

For and on behalf of Board of directors

Place: Mumbai

Date: August 13, 2019

Sd/-

Satish Panchariya

Executive Chairman &

Director

DIN: 00042934

07263779

Sd/-

Harsh Upadhyay

Director

DIN:



EXECUTIVE CHAIRMAN & DIRECTOR AND CFO CERTIFICATIONS

The Board of Directors
KSS Limited

Dear Sirs,

- A. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief :
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. there are, to the best of their knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- C. We accept the responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee:
1. significant changes in internal control over financial reporting during the year;
 2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the Financial statements; and
 3. instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Yours sincerely,

Place: Mumbai
Date: August 13, 2019

Sd/-
Shamrao Daulat Ingulkar
Chief Financial Officer

Sd/-
Satish Panchariya
Executive Chairman & Director



DECLARATION BY THE CHAIRMAN REGARDING ADHERENCE TO THE CODE OF CONDUCT

In accordance with Regulation 17 (5), 34(3) & 53(F) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015/clause 49 of the Listing Agreement with the Stock Exchange, the Company has obtained affirmation from all the Directors and the Senior Management that they have complied with the Code of Business Conduct and ethics and posted on the website of the company, as applicable to them for the Financial Year ended March 31, 2019.

Date: August 13, 2019

Place: Mumbai

Sd/-
Satish Panchariya
Executive Chairman &
Director DIN: 00042934



INDEPENDENT AUDITOR'S REPORT

**To the Members of
KSS LIMITED
(CIN: L22100MH1995PLC092438)**

Opinion

We have audited the accompanying standalone financial statements of **KSS Limited** ("the Company"), which comprise the Balance Sheet as at **31st March, 2019**, the Statement of Profit and Loss and the Statement of Cash Flow for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Accounting Standards and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2019, and its profit and its cash flows for the year ended on that date.

Basis of Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Emphasis of Matters

- a) We draw attention to the Note 30 to the financial statement for a demand of Rs 734.06 Lacs excluding interest and penalty under section 142 of the Custom Act 1962. Custom department freeze/attached the various assets and bank accounts against the said recovery. Based on legal Opinion obtained, the company is of the view that said demand contesting. Provision has been considered by the management in these financial statements. Our opinion is not qualified in respect of this matter.
- b) We draw attention to the Note 30 to the financial statement for a demand of Rs 1035.05 Lacs including the interest and penalty under MVAT. In line with film industry consensus, the Company is of the opinion that there are no grounds for levying VAT Based on legal Opinion obtained; the company is of the view that said demand contesting. Hence, no provision has been considered by the management in these financial statements. Our opinion is not qualified in respect of this matter.
- c) Notes to the financial statements which describe the uncertainty related to the outcome of the pendency's of appeals and legal matters filed by the company as well as against the company.



Our opinion is not modified in respect of these matters.

Managements Responsibility for the Standalone Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit / loss (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of

accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give in the 'Annexure A' statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. Further to our comments in Annexure A, as required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the company so far as appears from our examination of those books;
 - c) The Balance sheet, statement of profit & loss (including other comprehensive income), the statement of changes in Equity and statement of cash flows dealt with by this report are in agreement with the books of account;



- d) In our opinion, the aforesaid standalone financial statements comply with IndAS Specified under section 133 of the Act;
- e) In our opinion, the matter described under the Emphasis of Matter Para above may have an adverse effect on the functioning of the Company;
- f) Taken on record by the board of directors, none of the directors is disqualified as on 31st March 2019, from being appointed as a director in terms of section 164(2) of the act;
- g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule 2014 in our opinion best of our Information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigation on its financial position in its financial statements Refer to Note No. 30;
- ii. The Company does not have any long-term contracts including derivatives contracts for which any provision is required;
- iii. The Company is not required to transfer amounts to the Investor Education and Protection Fund.

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of section 143(11) of the Act we give in "Annexure A" a statement on the matters specified in paragraph 3 and 4 of the order, to the extent applicable.

FOR, PIPARA & CO LLP
CHARTERED ACCOUNTANTS
(FRN No. 107929W/W100219)

Sd/-

NAMAN PIPARA
PARTNER
M.No. 140234

Date: 30th May, 2019
Place: Mumbai



Annexure A to Independent Auditors' Report

Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' of the Independent Auditors' Report of even date to the members of KSS Limited on the financial statements for the year ended March 31, 2019

- i. In respect of the company's fixed assets:
 - a) The company has maintains proper records showing full particulars including quantitative details and situation of the fixed assets
 - b) The Company has regular programme of physical verification of its fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. The Company is a service company. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the company.
- iii. According to the information and explanations given to us, The Company has granted loans to corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').

(Amount in Lakhs)

S.No.	Name of Company	Opening Balance	Loan given	Repay/ Adjusted	Closing Balance
1.	Birla Gold and Precious Metals Limited	738.68	6.00	0.17	744.51
2.	K Sera Sera Digital Cinema Limited	0.84	319.05	79.58	240.30

- a) The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the company's interest.
 - b) The Schedule of repayment of principal and payment of interest has been stipulated and repayments of principal amounts and interest have been regular as per the stipulations.
 - c) There are no overdue amounts remaining outstanding as at the year end.
- iv. In our opinion and according to the information and explanations given to us, provisions of section 186 of the Act in respect of loans and advances given, investments made and, guarantees given has been complied with by the Company. The provisions of section 185 in respect of loans to directors including entities in which they are interested and provisions of section 186 with respect to securities given are not applicable to the Company and hence not commented upon
 - v. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
 - vi. Maintenance of cost recordshas not prescribed by the Central Government the maintenance under section 148(1) of the Act, for business activities carried out by the Company. Thus,



reporting under the said clause is not applicable to the company

vii. (a) According to the information and explanation given to us and records examined by us, the company is generally regular in depositing undisputed statutory dues including provident fund, employees' state , income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.

(b) According to the information and explanation given to us, there were no undisputed amounts payable in respect of Income Tax and any other statutory dues outstanding as on 31st March, 2019 for a period more than six months from the date they became payable.

(c) According to the information and explanations given to us, the dues in respect of Income Tax, Sales Tax, wealth Tax, Value Added Tax, Service tax customs duty, have not been deposited with the appropriate authorities on account of dispute and the forum where the disputes are pending are as given below:

(Amount in Lacs)

Nature of Statues	Nature of Dues	Amount	Period for which amount related	Forum where dispute is pending
MVAT- 2002	VAT	1,035.05	F.Y. 2005-06 to 2010-11	Joint Commissioner of Sales Tax, Mumbai
Income tax Act- 1961	Income tax	692.95	A.Y. 2006-07 to A.Y. 2013-14	ITAT Mumbai
Custom Act 1962	Custom duty	734.06	2009-10 to 2010-11	Writ petition filed in Hon'ble high Court Mumbai Demand U/s 114A of Customs Act,

viii. The Company has not taken any loans or borrowings from any financial institution, banks, government or has not issued any debentures during the year. Accordingly, paragraph 3(viii) of the Order is notapplicable.

ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is notapplicable.

x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of ouraudit.

xi. According to the information and explanations given to us and based on our examination of our records of the Company, the Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with schedule V to theAct.

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or



private placement of shares or fully or partly convertible debentures during the year.

- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or person connected with him as referred to in section 192 of the Act.
- xv. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

FOR, PIPARA & CO LLP
CHARTERED ACCOUNTANTS
FRN No. 107929W/W100219

Sd/-

NAMAN PIPARA
PARTNER
M.No. 140234

Date: 13th August, 2019
Place: Mumbai



Annexure B to the Independent Auditors' Report

Referred to in paragraph 1(f) under the heading 'Report on other Legal and Regulatory Requirements' of the Independent Auditors' Report of even date to the members of KSS Limited on the financial statements for the year ended March 31, 2019:

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **KSS LIMITED** as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI).

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013; to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and the operating effectiveness. Our audit of internal financial control over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”.

FOR, PIPARA & CO LLP
CHARTERED ACCOUNTANTS
FRN No. 107929W/W100219

Date: 30th May, 2019
Place: Mumbai

Sd/-
NAMAN PIPARA
PARTNER
M.No. 140234

KSS LIMITED (Formerly known as K SERA SERA LIMITED)**Standalone Balance Sheet as at March 31, 2019***(All amounts are in INR in lakhs, unless otherwise stated)*

Particulars	Notes	As at 31st March, 2019	As at 31st March, 2018
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	3	683.54	855.20
Intangible Assets	4	169.52	169.51
Financial Assets			
Investments	5	9,088.67	13,369.47
Loans Receivables	6	463.89	463.90
Deferred Tax Assets (Net)		356.19	348.41
Income Tax Assets		106.17	92.35
Other Non-Current Assets	7	31.70	31.70
Total Non-Current Assets		10,899.68	15,330.54
Current Assets			
Financial Assets			
Trade Receivables	8	0.07	0.07
Cash and Cash equivalents	9	0.05	0.81
Loans Receivables	10	1,100.41	854.51
Other Current Assets	11	618.50	618.12
Total Current Assets		1,719.03	1,473.52
Asset classified as held for sale	12	375.49	375.49
Total Assets		12,994.20	17,179.54
EQUITY & LIABILITIES			
Equity			
Equity Share Capital	13	21,358.75	21,358.75
Other equity	14	(10,973.05)	(6,662.97)
Total		10,385.70	14,695.78
Liabilities			
Current Liabilities			
Financial liabilities			
Borrowings	15	1,316.09	1,216.46
Trade Payable	16	14.04	16.82
Other financial liabilities	17	506.54	494.52
Other current liabilities	18	771.83	755.96
Total Current Liabilities		2,608.50	2,483.76
Total Equity and Liabilities		12,994.20	17,179.54

Significant accounting policies

1 & 2

See the accompanying Notes to the Financial Statements

As per our Report of even date

For and on behalf of the Board of Directors of
KSS Limited**FOR PIPARA & CO LLP**

CHARTERED ACCOUNTANTS

FRN: 107929W/W100219

sd/-

CA Naman Pipara
Partner

M. No. : 140234

sd/-

Satish Panchariya
Director

sd/-

Harsh Upadhyay
Director

sd/-

Poonam Maurya
Company Secretary

sd/-

Shamrao Ingulkar
Chief Financial Officer**PLACE: MUMBAI****Date:30.05.2019**

KSS LIMITED (Formerly known as K SERA SERA LIMITED)**Standalone Statement of Profit and Loss for year ended 31 March 2019***(All amounts are in INR in lakhs, unless otherwise stated)*

Particulars	Notes	For the year ending 31st March, 2019	For the year ending 31st March, 2018
Income			
Revenue from operations	19	101.00	-
Other income	20	188.17	217.12
Total Income		289.17	217.12
Expenses			
Employee benefits expense	21	27.25	7.05
Finance costs	22	64.47	55.78
Depreciation and amortisation expense	23	172.65	216.92
Other expenses	24	61.87	78.37
Total Expenses		326.23	358.12
(Loss)/ Profit before Exceptional Item and Tax		(37.06)	(141.00)
Exceptional Items	25	(4,280.79)	(9,707.98)
(Loss)/ Profit before tax		(4,317.86)	(9,848.98)
Tax expense:	26		
Current tax		-	-
Deferred tax charge/ (credit)		(7.78)	-
Profit for the Year		(4,310.08)	(9,848.98)
Other Comprehensive Income			
Items that will not be reclassified to profit or loss		-	-
Items that will be reclassified to profit or loss		-	-
Total Comprehensive loss for the year		(4,310.08)	(9,848.98)
Earnings per equity share of face value of Re.1 each		(0.20)	(0.46)
-Basic & diluted		(0.20)	(0.46)

Corporate information and summary of significant accounting policies **1 & 2**

See the accompanying Notes to the Financial Statements

As per our report of even date

FOR PIPARA & CO LLP**CHARTERED ACCOUNTANTS****FRN: 107929W/W100219**For and on behalf of the Board of Directors of
KSS Limited

sd/-

CA Naman Pipara
Partner

M. No. : 140234

sd/-

Satish Panchariya
Director

sd/-

Harsh Upadhyay
Director

sd/-

Poonam Maurya
Company Secretary

sd/-

Shamrao Ingulkar
Chief Financial Officer**PLACE: MUMBAI**
Date:30.05.2019

KSS LIMITED (Formerly known as K SERA SERA LIMITED)
Standalone statement of cash flows for the year ended March 31, 2019
(All amounts are in INR in lakhs, unless otherwise stated)

Particulars	For the year ended	
	31-Mar-19	31-Mar-18
Cash flow from operating activities		
Profit/(Loss) Before Tax	(4,317.86)	(141.00)
Adjustment for:		
Depreciation	172.65	216.92
Diminution in value of Investment	-	-
Interst Paid	64.47	-
Foreign Exchange Loss/(Gain)	0.65	(4.85)
Operating Profit Before Working Capital changes	(4,080.10)	71.08
Adjustment for:		
(Increase)/Decrease in Trade Receivable	0.00	(0.07)
(Increase)/Decrease in short term loans & advance	-	(44.07)
(Increase)/Decrease in other current Assets	(14.21)	(9.19)
Increase / (Decrease) in Trade Payables	(2.78)	(4.68)
Increase / (Decrease) in other financial liabilities	12.02	39.04
Increase / (Decrease) in Current Liabilities	15.87	11.89
Sub Total of working capital adjustments	10.90	(7.09)
Cash Generated from Operations	(4,069.19)	63.98
Interst Paid	64.47	
Exceptional Items	(4,280.79)	69.70
Net cash from operating activities (A)	147.13	(5.72)
Cash flow from investing activities		
Purchase of Fixed Assets	(0.98)	
Proceeds from sale of Investment	0.01	
Foreign Exchange Loss/(Gain)	(0.65)	4.85
Net cash from /(in used) in investing activities(B)	(1.62)	4.85
Cash flow from financing activities		
Increase / Decrease in Borrowings	(146.28)	
Net cash flow from financing activities (C)	(146.28)	-
Net increase in Cash and Cash equivalent (A+B+C)	(0.76)	(0.87)
Cash & Cash equivalent at the beginning of the year	0.81	0.84
Cash & Cash equivalent at the end of the year	0.05	(0.03)
Components of Cash and Cash equivalent		
Cash on Hand	0.00	0.81
With Banks-		
On current account	0.05	0.00
On deposit account		
Total	0.05	0.81

Significant accounting policies

1 & 2

See the accompanying Notes to the Financial Statements

As per our Report of even date

For and on behalf of the Board of Directors of
KSS Limited

FOR PIPARA & CO LLP
CHARTERED ACCOUNTANTS
FRN: 107929W/W100219

sd/-
CA Naman Pipara
Partner
M. No. : 140234

sd/-
Satish Panchariya
Director

sd/-
Harsh Upadhyay
Director

PLACE: MUMBAI
Date:30.05.2019

sd/-
Poonam Maurya
Company Secretary

sd/-
Shamrao Ingulkar
Chief Financial Officer

KSS LIMITED (Formerly known as K SERA SERA LIMITED)
Standalone statement of changes in equity for the year ended 31st March 2019
(All amounts are in INR in lakhs, unless otherwise stated)

A Equity Share Capital

Particulars	Number	Amount
Balance at the beginning of the year - As at 1st April 2017	2,135,875,070	21,358.75
Changes in equity share capital during the F.Y. 2017-18	-	-
Balance at the end of the year 31st March 2018	2,135,875,070	21,358.75
Changes in equity share capital during the F.Y. 2018-19	-	-
Balance at the end of the year 31st March 2019	2,135,875,070	21,358.75

B Other Equity

Particulars	Reserves & Surplus		Total other equity
	Securities premium reserve	Retained Earnings	
Balance at the beginning of the reporting period - 01 April 2017	10,074.48	(6,888.47)	3,186.01
Profit for the financial year 2017-18		(9,848.98)	(9,848.98)
Balance at the end of the reporting period 31st March 2018	10,074.48	(16,737.45)	(6,662.97)
Profit for the financial year 2018-19		(4,310.08)	(4,310.08)
Balance at the end of the reporting period 31st March 2019	10,074.48	(21,047.53)	(10,973.04)

Corporate information and significant accounting policies

1&2

See the accompanying Notes to the Financial Statements

As per our report of even date

For and on behalf of the Board of Directors of
KSS Limited

FOR PIPARA & CO LLP
CHARTERED ACCOUNTANTS
FRN: 107929W/W100219

sd/-
CA Naman Pipara
Partner
M. No. : 140234

sd/-
Satish Panchariya
Director

sd/-
Harsh Upadhyay
Director

PLACE: MUMBAI
Date:30.05.2019

sd/-
Poonam Maurya
Company Secretary

sd/-
Shamrao Ingulkar
Chief Financial Officer

KSS LIMITED (Formerly known as K SERA SERA LIMITED)**Notes to the standalone financial statements for the year ended March 31, 2019***(All amounts are in INR in lakhs, unless otherwise stated)***Note 3: Property, plant & equipment**

Particulars	Computer & Peripherals	Office Equipment	Motor Vehicles	Digital Technology Assets	Total
Balance as at 31 March 2018	5.02	0.63	12.03	1,322.67	1,340.35
Addition	0.98	-	-	-	0.98
Less: Adjustments/ disposals	-	-	-	-	-
Balance as at 31 March 2019	6.00	0.63	12.03	1,322.67	1,341.33
<u>Accumulated Depreciation</u>					
Balance as at 31 March 2018	3.28	0.28	5.42	476.16	485.14
Depreciation charge	1.64	-	1.71	169.30	172.65
Adjustments/ disposals	-	-	-	-	-
Balance as at 31 March 2019	4.92	0.28	7.13	645.46	657.79
<u>Net block</u>					
Balance as at 31 March 2019	1.08	0.35	4.90	677.21	683.54

Note 4: Intangible assets

Particulars	Motion Picture Rights	Trade Marks	Total
Gross block			
Balance as at 31 March 2018	770.5	6.2	776.7
Addition	-	-	-
Adjustments/ disposals	-	-	-
Balance as at 31 March 2019	770.5	6.2	776.7
Accumulated Depreciation			
Balance as at 31 March 2018	607.2	-	-
Depreciation charge	-	-	-
Adjustments/ disposals	-	-	-
Balance as at 31 March 2019	607.2	-	607.2
Net block			
Balance as at 31 March 2019	163.3	6.2	169.5

KSS LIMITED (Formerly known as K SERA SERA LIMITED)
Notes to the standalone financial statements for the year ended March 31, 2019
(All amounts are in INR in lakhs, unless otherwise stated)

Note No.	Particulars	As at 31st March 2019	As at 31st March 2018
5	Investment in subsidiaries		
	Fully Paid Equity Shares (Unquoted)		
	K Sera Sera Box Office Private Limited 2,74,24,999 (31st March 2018: 2,74,24,999) Equity shares of Rs.10 each fully paid	2,742.50	2,742.50
	K Sera Sera Miniplex Limited 2,99,99,999 (31st March 2018: 2,99,99,999) Equity shares of Rs.10 each fully paid in	3,000.00	3,000.00
	K Sera Sera Technologies Private Limited 2,99,99,998 (31st March 2018: 2,99,99,998) Equity shares of Rs.10 each fully paid in	3,000.00	3,000.00
	Birla Jewels Ltd 9,99,000 (31st March 2018: 9,99,000) Equity shares of Rs. 10 each fully paid	99.90	99.90
	Birla Gold & Precious Metals Ltd 10,00,000 (31st March 2018: 10,00,000) Equity shares of Rs. 10 each fully paid	100.00	100.00
	Kamla Landmark Infrastructure Private Limited 2,64,00,000 (31st March 2018: 2,64,00,000) Equity shares of Rs. 10 each fully	-	2,640.00
	Investment in Joint-venture (measured at cost)		
	Citigate Trade FZE	-	582.72
6	Investment in equity shares of unlisted entities (measured at fair value)		
	Investment in equity instruments	146.27	1,204.35
		9,088.67	13,369.47
6	Loans Receivables		
	Unsecured, Considered Good	463.89	463.90
		463.89	463.90
7	Other non-current asset		
	Unsecured, Considered Good		
	Security deposit - Sales tax	31.70	31.70
8		31.70	31.70
	Financial asset -Current (measured at amortized cost)		
	Trade receivables		
	Doubtful-More than 6 Months	0.07	0.07

KSS LIMITED (Formerly known as K SERA SERA LIMITED)**Notes to the standalone financial statements for the year ended March 31, 2019***(All amounts are in INR in lakhs, unless otherwise stated)*

		0.07	0.07
9	Cash and Cash Equivalent		
	Balances with Banks in Current Account	0.05	0.00
	Cash on hand	0.00	0.81
		0.05	0.81
10	Loans Receivables		
	Unsecured, considered good		
	Advances given to subsidiary	1,100.41	854.51
		1,100.41	854.51
11	Other Current Assets		
	Advance for properties	399.46	399.46
	Advance to Suppliers	28.94	28.56
	Asset held under government custody	190.10	190.10
		618.50	618.12
12	Asset held for sale		
	Investmenet in Subsidiary- K Sera Sera Productions FZE	375.49	4,994.63
	Advance given to subsidiary	-	443.76
	Less: Impairment provision	-	(5,062.90)
	Total	375.49	375.49
As at reporting date, management has classified investment in overseas subsidiary i.e. K Sera Sera Productions FZE including advance given to the subsidiary as asset held for sale, being the management is committed for sale in near future. Asset held for sale has been stated at cost impairment and management believes that the fair value less costs to sell is higher than their carrying value.			
13	Equity share capital		
	Authorised capital		
	23,000,000,000 (March 31, 2018 : 23,000,000,000) Equity Shares of Rs. 10/- each	230,000.00	230,000.00
		230,000.00	230,000.00
	Issued & Subscribed & Paid Up Capital		
	2,135,875,070 (March 31, 2018 : 2,135,875,070) Equity Shares of Rs. 10/- each	21,358.75	21,358.75
		21,358.75	21,358.75
Details of shareholders holding more than 5% shares in the company			
	Name of share holders	Number & % of holding	Number & % of holding
	Aspire Emerging Fund	205,800,000 (9.64%)	205,800,000 (9.64%)
	Auctor Investment Limited	200,989,500 (9.41%)	200,989,500 (9.41%)
	Emerging Market Opportunities Fund	185,774,746 (8.70%)	185,774,746 (8.70%)
Terms & Conditions attached to equity shares:			

KSS LIMITED (Formerly known as K SERA SERA LIMITED)**Notes to the standalone financial statements for the year ended March 31, 2019***(All amounts are in INR in lakhs, unless otherwise stated)*

The Company has only one class of equity shares having per value of Rs 10/- per share. Each holder of equity shares having par value of Rs 10/- per equity share is entitled to one vote per equity share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

14 Other Equity

a) Securities Premium reserve

10,074.48

10,074.48

10,074.48**10,074.48**

b) Retained earning -opening

(16,737.45)

(6,888.47)

Addition during the year

(4,310.08)

(9,848.98)

Closing Balance

(21,047.53)**(16,737.45)****Total (a) +(b)****(10,973.05)****(6,662.97)****Non-Current****Financial liabilities (measured at amortized cost)****15 Short term borrowings**

- from related party

816.09

716.46

- from others (8% Optionally convertible redeemable Bonds) Refer note below

500.00

500.00

1,316.09**1,216.46**

Company issued 2,300 (Two Thousand three Hundred sixty seven) Optionally Convertible Redeemable Bond of Rs 1,00,000/- each. out of them 800 OCRBs converted into 56,48,873 fully paid equity shares allotted in Financial Year 2014-15. And remaining 1500 (One Thousand Five Hundred) Optionally Convertible Redeemable Bond not converted till the reporting date.

16 Other financial liabilities

Salary payable

2.98

0.32

Other liabilities

503.56

494.20

506.54**494.52****17 Trade Payables**

Payable for expenses

14.04

16.82

14.04**16.82****18 Other current liabilities**

Statutory and other liabilities

37.77

21.90

Government Grant- Deferred Income

734.06

734.06

771.83**755.96**

KSS LIMITED (Formerly known as K SERA SERA LIMITED)**Notes to the standalone financial statements for the year ended March 31, 2019**

(All amounts are in INR in lakhs, unless otherwise stated)

Notes	Particulars	For the year ending 31st March, 2019	For the year ending 31st March, 2018
19	Income from operation		
	Income from operation	101.00	-
		101.00	-
20	Other income		
	Foreign Exchange gain	0.44	4.85
	Hire charges income	186.23	211.63
	Fair value gain on equity instruments measured through profit	-	0.58
	Royalty Income	-	0.07
	Other income	1.50	-
		188.17	217.12
21	Employee benefit expense		
	Salaries and wages	27.23	7.04
	Staff welfare	0.02	0.00
		27.25	7.05
22	Finance cost		
	Interest paid	64.47	55.78
		64.47	55.78
23	Depreciation and amortisation expense		
	Depreciation & amortisation expense	172.65	216.92
		172.65	216.92
24	Other expenses		
	Rent Rates and taxes	1.07	1.41
	Communication costs	3.10	2.01
	Brokerage & Commission	6.00	-
	Printing & Stationery Expenses	0.35	0.19
	Advertisement & Publicity	0.47	2.97
	Foreign Exchange Revaluation Loss	1.09	-
	Travelling and conveyance	1.09	0.76
	Legal and professional fees	33.67	26.39
	Auditors Remuneration		
	Statutory Audit Fees	2.50	2.00
	Internal Audit Fees	0.10	0.20
	Interest & Penalties Paid	11.59	38.19
	Postage & Telegrams Expenses	0.00	-
	Swachh Bharat Cess	-	0.05
	Other expenses	0.84	4.22
		61.87	78.37
25	Exceptional items		
	Provision towards Impairment loss of subsidiary investments (refer to Note No. 12)	4,280.79	5,062.90
	Provision towards Trade Advances	-	4,037.85
	Impairment provision of Intangible assets	-	607.22
		4,280.79	9,707.98

KSS LIMITED (Formerly known as K SERA SERA LIMITED)
Notes to the standalone financial statements for the year ended March 31, 2019
(All amounts are in INR in lakhs, unless otherwise stated)

26

Income tax

Income tax expense in the statement of profit and loss consists of:

Statement of profit or loss	For the year ended	
	March 31, 2019	March 31, 2018
Current income tax:		
In respect of the current period	-	-
Deferred tax		
In respect of the current period (credit)	(7.78)	-
Income tax expense reported in the statement of profit or loss	(7.78)	-
Income tax recognised in other comprehensive income		
- Deferred tax arising on income and expense recognised in other comprehensive income	-	-
Total	(7.78)	-

The reconciliation between the provision of income tax of the Company and amounts computed by applying the Indian statutory income tax rate to profit before taxes is as follows:

	For the year ended	
	March 31, 2019	March 31, 2018
Loss before tax	(4,317.86)	(9,848.98)
Enacted income tax rate in India	26.00%	25.75%
Computed expected tax expense	(1,122.64)	(2,536.11)
Effect of:		
Loss on which deferred tax asset not recognized	1,122.64	2,536.11
Expenses disallowed for tax purpose		
Others		
Total income tax expense (credit)	-	-

Deferred tax

Deferred tax relates to the following:

	Balance sheet		Statement of profit and loss	
	As at		For the year ended	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Property, plant and equipment	356.19	348.41	7.8	-
Net deferred tax (charge)			7.8	-
Net deferred tax assets/ (liabilities)	356.19	348.41		

27 Financial instruments

The carrying value and fair value of financial instruments by categories are as below:

Financial assets	Carrying value	
	March 31, 2019	March 31, 2018
Fair value through profit and loss		
Investment in equity shares (*)	146.27	1,204.35
Amortised cost		
Loans and advances (^)	31.70	31.70
Security deposit (^)	463.89	463.90
Trade receivable (^)	0.07	0.07
Cash and cash equivalents (^)	0.05	0.81
Advances given to related parties (^)	1,100.41	854.51
Others advances (^)	-	-
Total assets	1,742.39	2,555.34
Financial liabilities		
Amortised cost		
Borrowings (^)	1,316.09	1,216.46
Trade and other payables (^)	14.04	16.82
Other financial liabilities (^)	506.54	494.52
Total liabilities	1,836.67	1,727.80

Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or

Level 2 - Inputs other than quoted prices included within Level 1 that are observable

Level 3 - Inputs for the assets or liabilities that are not based on observable market

(*) The fair value of these investment in equity shares are calculated based on

(^) The carrying value of these accounts are considered to be the same as their fair

KSS LIMITED (Formerly known as K SERA SERA LIMITED)

Notes to the standalone financial statements for the year ended March 31, 2019

(All amounts in INR lakhs, unless otherwise stated)

28 Financial risk management

The Company has exposure to following risks arising from financial instruments-

- credit risk
- market risk
- liquidity risk

(a) Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

(b) Credit risk

Credit risk is the risk that counter party will not meet its obligations under a financial instruments or customer contract leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) from its financing activities including deposits with banks and investment in quoted and un-quoted equity instruments.

i) Trade and other receivables:

Credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored.

The impairment analysis is performed at each reporting date on an individual basis for major customers. In addition, a large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company does not hold collateral as security.

Expected credit loss (ECL) assessment for corporate customers as at 31 March 2019

The Company allocates each exposure to a credit risk grade based on a variety of data that is determined to be predictive of the risk of loss (including but not limited to past payment history, security by way of deposits, external ratings, audited financial statements, management accounts and cash flow projections and available press information about customers) and applying experienced credit judgement.

ii) Other financial assets and deposits with banks:

Credit risk on cash and cash equivalent is limited as (including bank balances, fixed deposits and margin money with banks) the Company generally transacts with banks with high credit ratings assigned by international and domestic credit rating agencies.

(c) Market Risk**Equity price risk**

The Company is exposed to equity price risk from investments in equity securities measured at fair value through profit and loss. The Management monitors the proportion of equity securities in its investment portfolio based on market indices and based on company performance for un-quoted equity instruments. Material investments within the portfolio are managed on an individual basis and all buy and sell decisions are approved by the Board of Directors. Further, major investments in un-quoted equity instruments

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to its short term borrowings in nature of working capital loans, which carry floating interest rates. Accordingly, the Company's risk of changes in interest rates relates primarily to the Company's debt obligations with floating interest rates.

(d) Liquidity Risk

Liquidity is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing the liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company believes that the cash and cash equivalents is sufficient to meet its current requirements. Accordingly no liquidity risk is perceived.

Exposure to liquidity risk

The table below details the Company's remaining contractual maturity for its non-derivative financial liabilities. The contractual cash flows reflect the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay.

Particulars	Carrying value	Contractual cash flows			
		Total	On demand	< 1 Yr.	>1 Yr.
31st March 2019					
Borrowings	1,316.09	1,316.09		1,316.09	
Trade and other payables	14.04	14.04	14.04	-	-
Other financial liabilities	506.54	506.54	506.54	-	-
	520.58	520.58	520.58	-	-
31st March 2018					
Borrowings	1,216.46	1,216.46		1,216.46	-
Trade and other payables	16.82	16.82	16.82	-	-
Other financial liabilities	494.52	494.52	494.52	-	-
	511.35	1,727.80	511.34	1,216.46	-

KSS LIMITED (Formerly known as K SERA SERA LIMITED)

Notes to the standalone financial statements for the year ended March 31, 2019

(All amounts in INR lakhs, unless otherwise stated)

29 Capital management

The Company's objective is to maintain a strong capital base to ensure sustained growth in business and to maximise the shareholders value. The Capital Management focusses to maintain an optimal structure that balances growth and maximizes shareholder value.

The Company's adjusted net debt to equity ratio is analysed as follows:

Particulars	31st March 2019	31st March 2018
Total equity (A)	10,385.70	14,695.78
Total borrowings (B)	1,316.09	1,216.46
Total capital (C)= (A) +(B)	11,701.79	15,912.24
Total loans and borrowings as a percentage of total capital (B/C)	11.25%	7.64%
Total equity as a percentage of total capital (A/C)	88.75%	92.36%



OVERVIEW AND NOTES TO FINANCIAL STATEMENTS

1. OVERVIEW

KSS Limited (BSE Scrip Code: 532071; NSE Scrip Code KSERASERA) is a global player within the Indian media and entertainment.

KSS Limited ('K Sera Sera Limited' or 'the Company') along with its wholly owned subsidiaries K Sera Sera Miniplex Limited ("KSS Miniplex"), K Sera Sera Digital Cinema Limited ("KSS Digital"), K Sera Sera Box Office Private Limited ("KSS Box Office") Birla Gold and Precious Metals Ltd, Birla Jewels Ltd., and step down subsidiaries Cherish Gold Private Limited, KSS Speed Technology Private Limited, is the most diversified media company. The Company through its subsidiaries and step- down subsidiaries is into the business of Miniplexes, Digital Cinema and Online Trading in Gold & Jewellery, Project Consultancy and General Trading (UAE).

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements of the company have been prepared in accordance with the applicable requirements of the Companies Act 2013 and comply in all material aspects with the Indian Accounting Standards (hereinafter referred to as 'IND AS') as notified by ministry of corporate affairs in pursuance of section 133 of Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules 2016, The Companies (Indian Accounting Standards) Rules, 2017 and other relevant provisions of the Companies Act, 2013.

Accounting policy have been consistently applied except where a newly – issued accounting standard is initially adopted or a revision to an existing accounting Standard requires a change in the Accounting Policy hitherto in use.

The standalone financial statements are presented in INR (₹) and all the values are rounded off to the nearest lakhs (INR100,000) except when otherwise indicated.

2.01 Summary of significant accounting policies

(A)Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (not exceeding twelve months) and other criteria set out in the Schedule III to the Act.

(B)Significant accounting, judgments, estimates and assumptions

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialized. The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.



Investment in equity shares:

The Company is exposed to equity price risk from investments in equity securities measured at fair value through profit and loss. The Management monitors the proportion of equity securities in its investment portfolio based on market indices. Material investments within the portfolio are managed on an individual basis and all buy and sell decisions are approved by the Board of Directors.

Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit ("CGU") exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow ("DCF") model. The cash flows are derived from the budget for future years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

Impairment of financial assets

The Company assesses impairment of financial assets ('Financial instruments') and recognises expected credit losses in accordance with Ind AS 109. The Company provides for impairment of trade receivables and unbilled revenue outstanding for more than 1 year from the date they are due for payment and billing respectively. The Company also assesses for impairment of financial assets on specific identification basis at each period end.

The Company provides for impairment of investment in subsidiaries. Impairment exists when there is a diminution in value of the investment and the recoverable value of such investment is lower than the carrying value of such investment.

(C) Property plant and Equipment's

Property, Plant and Equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises of purchase price inclusive of taxes etc. up to the date the asset is ready for its intended use. Depreciation is provided under written down value method at the rates and in the manner prescribed under Schedule II to the Companies Act, 2013.

(D) Depreciation Tangible Fixed Assets.

Depreciation on fixed assets is calculated on a written down value method at based on the useful lives estimated by the management, or those prescribed under the Schedule II of the Companies Act, 2013, The company has used the following rates to provide depreciation on its fixed assets.

Particulars	Usefullife
Office Equipment	5 Years



Computers and laptops	6 Years
Vehicles	10 Years
Digital asset	13 Years

Company has provided depreciation on Digital technology assets @20% (13 years) on WDV basis. Income from use of such assets is booked in K Sera Sera Digital Cinema Private Limited.

A digital technology asset is used by K Sera Sera Digital Cinema Limited ("KSS Digital") a WOS company of KSS Limited. Deprecation on the above assets is cross charge to K Sera Sera Digital Cinema Limited ("KSS Digital") without transferring the assets. KSS limited is sole owner of the said equipments shall cross charge the amount of depreciation / normal charge of wear and tear to KSS Digital at cost and same shall be recouped by KSS in agreed manner.

(E) Intangible Assets

Intangible Assets acquired by the Company are stated are cost less accumulates amortization less impairment loss if any (film production cost and content advances are transferred to the film and content rights at the point at which content is first exploited).

Investments in films and associated rights, including acquired rights and distribution advances in respect of completed films, are stated at cost less amortization less provision for impairment. Costs include production costs, overhead and Capitalized interest costs net of any amounts received from third party investors. A charge is made to write down the cost of completed rights over the estimated useful lives, writing off more in year one which recognizes initial income flows and then the balance over a period of up to nine years, except where the asset is not yet available for exploitation. The average life of the assets is the lesser of 10 years or the remaining life of the content rights. The amortization charge is recognized in the Statement of profit and loss within Film right costs including amortisation costs. The determination of useful life is based upon Management's judgment and includes assumptions on the timing and future estimated revenues to be generated by these assets.

Intangible assets comprising film scripts and related costs are stated at cost less amortisation less provision for impairment. The script costs are amortized over a period of 3 years on a straight-line basis and the amortisation charge is recognized in the Statement of profit and loss within Film right costs including amortisation costs. The determination of useful life is based upon Management's estimate of the period over which the Company explores the possibility of making films using the script.

Other intangible assets, which comprise internally generated and acquired software used within the Entity's digital, home entertainment and internal accounting activities, are stated at cost less amortisation less provision for impairment. A charge is made to write down the cost of completed rights over the estimated useful lives except where the asset is not yet available for exploitation. The average life of the assets is the lesser of 3 years or the remaining life of the asset. The amortisation charge is recognized in the Statement of profit and loss.

(F) Borrowing Costs



Borrowings cost includes interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings and exchange difference arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

(G) Impairment of non-financial assets

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units). As a result, some assets are tested individually for impairment and some are tested at the cash generating unit level. All individual assets or cash generating units are tested for impairment whenever events or change in circumstances indicate that the carrying amount may not be recoverable.

The carrying amounts of assets are reviewed at each balance sheet date to determine if there is any indication of impairment based on external or internal factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount which represents the greater of the net selling price of assets and their 'value in use' in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

Life time ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of profit and loss. This amount is reflected under the head 'other expenses' in the Statement of profit and loss.



For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis

(H) Impairment of financial assets

In accordance with Ind. AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on risk exposure arising from financial assets like debt instruments measured at amortised cost e.g., trade receivables and deposits.

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables or contract revenue receivables. The application of simplified approach does not require the Company to track changes Purchase price is assigned using a weighted average basis. Net realizable value is defined as anticipated selling price or anticipated revenue less cost to completion.

(I) Investments in subsidiaries, Associates and Joint Ventures:

Investments in subsidiaries, associates and joint ventures are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, associates and joint venture, the difference between net disposal proceeds and the carrying amounts are recognized in the statement of profit and loss.

(J) Inventories

Inventories comprise of traded goods, stores and spares are valued at cost or at net realizable value whichever is lower. Cost of traded goods, stores and spares is determined on weighted average basis. Stores and spares, which do not meet the definition of property, plant and equipment, are accounted as inventories. Net realizable value is the estimated selling price in the ordinary course of business and estimated costs necessary to make the sale.

(K) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

i. In house production of motion pictures

Revenue on assignment of distribution rights of motion pictures to third parties is recognized on the date of

Release/exhibition of the motion picture. Overflow from the distributors is accounted for as and when due or on receipt basis in case of uncertainty in collection. Revenue from outright sale of motion pictures is recognized on the date of agreement to sell the rights.

ii. Other rights



Revenue from other rights of motion pictures such as satellite rights, overseas rights, music rights, video rights, etc. is recognized on the date of execution of the agreement to assign these rights for exploitation or the release of the movie whichever is earlier.

iii. Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head “other income” in the statement of profit and loss.

(L) Taxes

Tax expense comprises of current and deferred tax.

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit and loss is recognised outside profit and loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. Tax liability under Minimum Alternate Tax (“MAT”) is considered as current tax. MAT entitlement is considered as deferred tax.

Minimum Alternative Tax (“MAT”) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

When the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

In respect of taxable temporary differences associated with investments in subsidiaries when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.



Deferred tax assets are recognised for all deductible temporary differences and the carry forward of any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax losses can be utilized, except:

When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

In respect of deductible temporary differences associated with investments in subsidiaries deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit and loss is recognised outside profit and loss (either in OCI or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly inequity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(M) Foreign Currency Translation

Transactions in foreign currencies are translated at the rates of exchange prevailing on the dates of the transactions. Monetary assets and liabilities in foreign currencies are translated at the prevailing rates of exchange at the balance sheet date. Non-monetary items that are measured at historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Any exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were initially recorded are recognized in the Statement of profit and loss in the period in which they arise. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.



The Company's functional currency and the presentation currency is same i.e. Indian Rupees

(N) Retirement and Other Employee Benefits

Company doesn't have any employee who has completed 5 year of continues services for provision for gratuity and other benefits. And Contributions payable by the Company to the concerned government authorities in respect of provident fund, family pension fund and employee state insurance are charged to the profit and loss account if any.

(O) Segment reporting

The company's business activity falls within a single primary segment the disclosure requirements of Indian Accounting Standard ('Ind AS-108') "Operating segment is not applicable.

(P) Provisions

Recognition of Provision:

A provision is recognized when the company has i) a present obligation as a result of past event, ii) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and iii) a reliable estimate can be made of the amount of the obligation. Where the effect of the time value of money is material, the amount of provision shall be the present value of the expenditures expected to be required to settle the obligation. Provisions shall be reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation, the provision shall be reversed.

Where the company expects some or all of a provision to be reimbursed, for example under insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit and loss net of any Reimbursement .

(Q) Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

(R) Earnings per share

The basic earnings per equity share are computed by dividing the net profit attributable to the equity shareholders for the reporting period by the weighted average number of equity shares outstanding during the reporting period.

The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share and also the weighted average number of equity shares, which may be issued on the conversion of all dilutive potential shares, unless the results would be anti-dilutive.

The earnings per share are calculated as under:



Particulars	31-Mar-19	31-Mar-18
Net profit/(loss) after tax for the year	(4,310.08)	(9,848.98)
Equity shares outstanding as the year end	21,358.75	21,358.75
Nominal value per share (Rs.)	1	1
Earnings per share		
- Basic	(0.20)	(0.46)
- Diluted	(0.20)	(0.46)

(S) Leases

Where the Company is the lessee

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Where the Company is the lessor

Assets subject to operating leases are included in property plant and equipment. Lease income on an operating income is recognized in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation are recognized as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.

(T) Related Party Transaction

As per Indian accounting standard on Related Party Disclosure (IND AS-24) as notified by the Companies (Indian Accounting Standard) Rules, 2015 the names of the related parties of the Company are as follows:

Subsidiaries

K Sera Sera Box Office Private Limited

K Sera Sera Miniplex Limited

K Sera Sera Digital Cinema Limited

K Sera Sera Productions FZE

Birla Jewels Limited

Birla Gold and Precious Metals Ltd

Step down subsidiaries/Limited Liability Partnerships

KSS Speed Technology Private Limited Cherish Gold Private Limited



K Sera Sera Holding PTY Limited

Key Managerial Personnel

Satish Panchariya, Chairman & Director

Ankita Gupta, Company Secretary

Related parties with whom transactions have taken place during the year:

Nature of transaction	2019	2018
<u>a. Transactions during the year</u>		
Depreciation Cross Charged K Sera Sera Digital Cinema Limited	186.23	211.63
<u>Advances/ loan repayment paid</u>		
K Sera Sera Productions FZE-Foreign exchange Gain/Loss	Nil	4.87
Birla Jewels Limited	Nil	Nil
Birla Gold and Precious Metals Limited	6.00	419.54
K Sera SeraMiniplex Limited	13.03	Nil
K Sera Sera Digital Cinema Limited	319.05	1377.63
<u>Advances/ loan repayment received</u>		
K Sera Sera Digital Cinema Limited	120.59	873.00
K Sera SeraMiniplex Limited	Nil	115.94
Birla Jewels Limited	Nil	128.00
Birla Gold and Precious Metal Limited	0.17	Nil
<u>b. Closing balance</u>		
<u>Short term borrowings</u>		
K Sera Sera Digital Cinema Limited	Nil	26.72
K Sera SeraMiniplex Limited	157.76	144.69
<u>Loans and advances</u>		
K Sera Sera Productions FZE	Nil	448.63
K Sera Sera Box Office Private Limited	79.64	79.64



Birla Jewels Limited	30.49	30.49
Birla Gold and Precious Metals Limited	744.52	768.69

(Amount in Lacs)

Remuneration to key managerial personal		
Prasannna Jagtap	19.02	3.34
Ankita Gupta (Resigned wef. 25/03/2019)	3.71	0.875

(U)Fair value measurement

The company measures financial instrument such as investments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability- or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1- Quoted (unadjusted) market price in active markets for identical assets or liabilities
- Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

Currently company carries those instruments in level 1 inputs of the above mentioned fair value hierarchy.



For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

(V) Financial instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i. Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit and loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three broad categories:

- Debt instruments assets at amortised cost
- Equity instruments measured at fair value through profit or loss (FVTPL)

When assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss (i.e. fair value through profit and loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

Debt instruments at amortised cost

A debt instrument is measured at amortised cost (net of any write down for impairment) if both the following conditions are met:

- the asset is held to collect the contractual cash flows (rather than to sell the instrument prior to its

Contractual maturity to realize its fair value changes), and

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

Such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit and loss. The losses arising from impairment are recognised statement of profit and loss. This category generally applies to trade and other receivables

Financial assets at fair value through OCI (FVTOCI)



A financial asset that meets the following two conditions is measured at fair value through OCI unless the asset is designated at fair value through profit and loss under fair value option.

- The financial asset is held both to collect contractual cash flows and to sell.
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in OCI. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Financial assets at fair value through profit and loss

FVTPL is a residual category for company's investment instruments. Any instruments which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

All investments included within the FVTPL category are measured at fair value with all changes recognized in the Profit and Loss

In addition, the company may elect to designate an instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company has not made any such election. This classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the

Instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment; However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Derecognition

When the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a



‘pass-through’ arrangement; It evaluates if and to what extent it has retained the risks and rewards of ownership.

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- Based on above evaluation, either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company’s continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflect the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. IND AS 109 (‘financial instruments’) requires expected credit losses to be measured through a loss allowance. The Company recognizes lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

ii. Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition as financial liabilities at fair value through profit and loss or at amortised cost, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The Company’s financial liabilities include trade payables, lease obligations, and other payables.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at amortised cost

After initial recognition, interest-bearing loans and borrowings and other payable are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised



in profit and loss when the liabilities are derecognized as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit & loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

iii. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

iv. Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to

External parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

(W) Recent accounting pronouncements

Appendix B to IND AS 21, Foreign currency transactions and advance consideration: On **March 28, 2018**, the Ministry of Corporate Affairs ('the MCA') notified the Companies (Indian Accounting Standards) Amendment Rule, 2018 containing Appendix B to IND AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, which an entity has received or paid advance consideration in foreign currency.



The amendment will come into force from April 1, 2018, The Company has evaluated the effect of this on the financial statements and the same is not applicable to the Company.

IND AS 115, Revenue from Contract with Customers: On March 28, 2018, the MCA notified the IND AS 115.

The core principle of the new standard is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further, the new standard requires enhanced disclosures about the nature, amount, timing, and uncertainty of revenue and cash flows arising from the entity's contracts with customers.

The standard permits two possible methods of transaction:

- Retrospective approach: Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8, Accounting, Policies, Changes in Accounting Estimates and Errors.
- Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (cumulative catch-up approach)

The effective date for adoption of Ind AS 115 is financial period beginning on or after April, 1, 2018. The company will adopt the standard on April 1, 2018 by using the cumulative catch-up transaction method and accordingly, comparatives for the year ending March 31, 2018 will not be retrospectively adjusted. The effect on adoption of Ind AS 115 is expected to be very insignificant.

30. CONTINGENT LIABILITIES

a) A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

The Maharashtra Government had issued a notification on August 30, 2005, as per which entities leasing copyrights of cinematographic films are required to pay value added tax (VAT) @ 4% retrospectively wef. May 1, 2000. Subsequently, upon the representation of 'The Cinematograph Exhibitor's Association of India' ('The Association'), the levy of the said tax was waived for the period May 1, 2000 to March 31, 2005. The revised notification extending similar relief up to the period commencing from April 1, 2005 is being pursued by the association. The Company, in line with the view taken by the Industry, is of the opinion that VAT is not applicable to the activities carried by the Company and has also taken a legal opinion in this regard. The Company has also not received any demand notice from the VAT authorities. As a matter of prudence, the Company has made ad hoc payments of Rs 15.00 Lacs under protest, and 16.70 lacs against the demand which is disclosed under 'Loans and Advances'.

Demand of Rs 1035.05 Lacs including the interest and penalty under MVAT. In line with film industry consensus, the Company is of the opinion that there are no grounds for levying VAT. Based on legal Opinion obtained; the company is of the view that said demand is contesting. Hence,



no provision has been considered by the management in these financial statements. Our opinion is not qualified in respect of this matter

Having regard to the above facts, the Company does not expect any liability on this account. In line with film industry consensus, the Company is of the opinion that there are no grounds for levying VAT on film distribution activity and hence no provision is made in the books of accounts for these years. The same is disclosed as contingent liability under Notes toAccounts.

b) The company, having IEC number 0306007649, export rights of several films produced by them and/or for which, the distribution rights were purchased/ acquired by them in the past. By exporting distribution rights of the films in the territories abroad, KSS did import of various capital goods including 400 digital cinematographic projectors under EPCG Scheme – concessional rate of duty 3% with the proper compliances. Under EPCG Scheme company have to export eight times (Approx. 4,500.00 lacs) of duty saved within eight years, but till date company did not export under the said obligation. Company imports various digital cinema equipments under the 9(nine) licenses and duty saved 550.81 Lacs and expiry of said license between September 2018 to August2019.

Demand of Rs 734.06 Lacs excluding interest and penalty under section 142 of the Custom Act 1962. Custom department freeze/attached the various assets and bank accounts against the said recovery. Based on legalOpinion obtained, the company is of the view that said demand contesting. Hence, no provision has been considered by the management in these financial statements. Our opinion is not qualified in respect of this matter. The security deposit (Custom) Rs 190.10 Lacs shown total cost of the assets and account freeze by the custom department, against the Recovery of Government dues under section 142 of the Custom Act 1962 Rs

734.06 Lacs excluding interest and penalties. Custom department freeze/attached the various assets and bank account of KSS Group against the said recovery.

c) The Company has cases pending at the Securities Exchange Board of India. The departments are yet to pass final order hence the liability for the same is currently unascertainable

i. Contingent liabilities not provided for in respect of:

Particulars	(Amount in Lacs)	
	March 2019	March 2018
Guarantees issued by bank		
In respect of the company	NIL	NIL
In respect of a wholly owned subsidiary	160.39	160.39
Income tax demands not acknowledged as debts and contested by the company	404.19	404.19
MVAT not acknowledged as debts and contested by the company	1,035.05	1,035.05
Total	1,599.63	1,599.63



ii. The details of the suits filed by the company pending for disposal are as under:

S. No.	Name of the Parties	Suit No.	Particulars
1.	Percept	Before Arbitrator	Arbitration
2.	Eros	2356/2009	Suit for Damages for Rs.960.00 lacs
3.	AmitMehrotra& Others	C.C. 2184/SS/11	The company has filed a lawsuit and initiated action under section 138 of the Negotiable Instruments Act, for recovery of its claim of Rs 2.5 Lacs
4.	Joint Commissioner of Sales Tax, Mumbai		For F.Y. 2005-06, 2007-08, 2008-09 and 2010-11 Amount Rs 1,035.05 Lacs
5.	Income Tax Appellate Mumbai		Income Tax Appellate Tribunal (Mumbai) For A.Y. 2006- 07 Rs. 366.63, A.Y. 2007-08Rs. 19.45 Lacs, A.Y. 2008-09 Rs 120.67lacs, and 2011-12 Rs 186.19 Lacs
6.	Union of India	Custom	For Restoration
7.	Standard	Appeal 93 2016 298 OF 2016	Filed Appeal before DRAT against the order for recovery of Rs. 181.77 Lacs together with 12% Interest.
8.	Custom Duty, The Custom Act 1962 CBEC		Writ petition filed in Hon'ble high Court Mumbai Demand Rs 734.06 Lacs U/s 114A of Customs Act, 1962.

31. Auditors' Remuneration (Excluding GST)

(Amount in Lacs.)

Particulars	31-Mar-19	31-Mar-18
Statutory audit	2.50	2.00
Limited review and other certifications	Nil	Nil
Other Services	0.10	0.20
Total	2.60	2.20

32. Un-Hedged Foreign Currency Exposure

The following is the details of un-hedged foreign currency exposure:



Particulars	Amount
Receivables	
US\$ @ closing of 1 USD Rs69.32 (Previous year US \$ @ closing rate of 1 USD = Rs. 65.044)	USD \$8.40lacs
AED @ closing of 1 AED Rs18.893 (Previous year AED @ closing rate of 1 AED = Rs. 17.6488)	AED 19.87Lacs
Payables	
US\$ @ closing of 1 USD Rs. 69.32 (Previous year US \$ @ closing rate of 1 USD = Rs. 65.044)	USD \$0.15 Lacs

For and on behalf of the board of directors

For Pipara& Co LLP
Chartered Accountants
FRN: 107929W/W100219

Sd/-
Satish Panchariya
Director
DIN 00042934

sd/-
Harsh Upadhyay
Director
DIN 07263779

sd/-
NamanPipara
Partner
Membership No.:140234

Place: Mumbai
Date: 30.05.2019



INDEPENDENT AUDITOR'S REPORT

To
The Members of
KSS LIMITED
(CIN:L22100MH1995PLC092438)

Opinion

We have audited the accompanying Consolidated financial statements of **KSS Limited** ("the Holding Company") and its Subsidiaries (the Holding Company and its Subsidiaries together referred to as "the Group") which comprise the Consolidated Balance Sheet as at March 31, 2019, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements / consolidated financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the consolidated state of affairs (consolidated financial position) of the Group as at 31 March 2019, and its consolidated profit (consolidated financial performance including other comprehensive income), its consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis of Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Emphasis of Matters

We draw your attention to:

- a) We draw your attention to Note no. 7 of the consolidated financial statement stating that Company had received a notice of Demand of Rs 1035.05 Lacs including the interest and penalty under MVAT on account of VAT liability on the leasing of Cinematographic films. In line with film industry consensus, the Company is of the opinion that there are no grounds for levying VAT Based on legal Opinion obtained; the company is of the view that said demand contesting. Hence, no provision has been considered by the in these financial statements.

- b) We draw your attention to Note no. 8 of the consolidated financial statement stating that Company had received a demand of Rs 734.06 Lacs excluding interest and penalty under section 142 of the Custom Act 1962 on account of non-adherence of EPCG Scheme as company is not able to export the goods/services as required under the EPCG Scheme. Custom department freeze/attached the various assets and bank accounts against the said recovery. Based on legal Opinion obtained, the company is of the view that said demand contesting. Hence, no provision has been considered by the management in these financial statements.
- c) We draw your attention to Note no. 33 of the consolidated financial statement stating that the Exceptional item represents impairment of unquoted investment amounting to Rs. 1058.07 Lacs and provision for the diminution in the value of investment of subsidiary and joint venture amounting to Rs. 3222.72 Lacs. Company had made the impairment/provision for the diminution in the value of investment based on the book value per share derived on the basis of the latest available financial statements and dispute with the companies. Valuations of unquoted investment are subject to the valuation by independent valuer.
- d) We draw your attention to Note no. 10 of the consolidated financial statement stating that the auditor of the subsidiaries had drawn the attention to Notes to the financial statements of subsidiaries which describe the uncertainty related to the outcome of the pendency's of some appeals and legal matters filed by the company as well as against the Company.

Our conclusion is not modified in respect of these matters.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information compared with the financial statement of the subsidiary audited by the other auditor and, in doing so, we place reliance on the work of the other auditor and considered whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far it relates to the subsidiary is traced from their financial statement audited by the other auditor.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to preparation of these consolidated financial statements that give a true



and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Accounting Standard and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary company which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.



- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance of the holding company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matter

We did not audit the financials statement of six subsidiaries reflect total assets of Rs.7762.40 Lacs and net assets of Rs. 3010.8 Lacs as at March 31, 2019, total revenue of Rs. 4352.64 and total comprehensive loss of Rs. 221.97 Lacs for the year ended on that date, as considered in the consolidated financial statement. These financial statement have been audited by the another auditor whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosure included in respect of this subsidiary is based solely on the report of other auditors.

The Group had not consolidated investments in Kamala Landmark Infrastructure Private Limited and Joint Venture in Citygate Trade FZE, being these investments are in dispute and the provision for the diminution in the value of investment has been made and disclosed as exceptional item in the consolidated financial statement.



Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, based on our audit and on the consideration of the report of the other auditor referred to in the other matters section above we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors of the Company as on March 31, 2019 taken on record by the Board of Directors of the Holding company and its subsidiaries and the reports of the statutory auditors of its subsidiaries company, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls; refer to our separate Report in “Annexure A” which is based on the auditor’s reports of the Company and its subsidiary company. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control over financial reporting of those companies, for reasons stated therein.
 - g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group in the financial statements. Refer note 1.3 to the consolidated financial statement
 - ii. The Group did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred, to the Investor Education



and Protection Fund by the holding company and its subsidiary.

FOR, PIPARA & CO LLP
CHARTERED ACCOUNTANTS
(FRN No. 107929W/W100219)

Sd/-

Date: 30th May, 2019
Place: Mumbai

NAMAN PIPARA
PARTNER
M.No. 140234



Referred to in paragraph 1(f) under the heading ‘Report on other Legal and Regulatory Requirements’ of the Independent Auditors’ Report of even date to the members of KSS Limited on the consolidated financial statements for the year ended March 31, 2019:

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013(“the Act”)

We have audited the internal financial controls over financial reporting of **KSS India Limited** (“the Company”) and its subsidiaries company as of March 31, 2019 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Holding Company and its subsidiaries company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (“the ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company and its subsidiaries company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Holding Company and its subsidiaries company.

Meaning of Internal Financial Controls over Financial Reporting



A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Holding Company and its subsidiaries companies have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR, PIPARA & CO LLP
CHARTERED ACCOUNTANTS
FRN No. 107929W/W100219

Date: 30th May, 2019
Place: Mumbai

Sd/-
NAMAN PIPARA
PARTNER
M.No. 140234

KSS LIMITED (Formerly known as K SERA SERA LIMITED)
CIN: L22100MH1995PLC092438
CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2019
(All amounts are in INR in lakhs, unless otherwise stated)

Particulars	Note No.	As at 31st March, 2019	As at 31st March, 2018
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	3	2,272.78	1,674.80
Capital WIP		32.52	-
Goodwill		6,336.00	6,114.81
Investment property	3	1,052.02	1,052.02
Intangible assets	4	230.94	248.25
Financial Assets			
Investments	5	914.15	5,195.06
Loans	6	630.32	463.90
Other Financial Assets	7	721.89	603.04
Deferred Tax Assets (Gross)		568.70	625.43
Current Tax Asset (Net)		406.61	191.04
Total Non-Current Assets		13,165.93	16,168.35
Current assets			
Inventories	8	558.90	514.24
Financial assets			
Trade receivables	9	1,249.66	1,403.15
Cash and cash equivalents	10	255.97	75.81
Loans	11	896.31	887.54
Other current assets	12	869.87	886.38
Total Current Assets		3,830.72	3,767.12
Asset classified as held for sale	13	375.49	375.49
TOTAL ASSETS		17,372.14	20,310.95
EQUITY & LIABILITIES			
Equity			
Equity Share Capital	14	21,358.75	21,358.75
Other equity	15	(10,974.93)	(6,785.23)
Equity attributable to Owners		10,383.82	14,573.52
Non-Controlling Interests		29.10	26.97
Total Equity		10,412.92	14,600.49
LIABILITIES			
Non-current Liabilities			
Financial liabilities			
Borrowings	16	980.23	560.60
Other financial liabilities	17	200.65	115.00
Provisions	19	32.70	27.67
Total Non-current Liabilities		1,213.58	703.27
Current Liabilities			
Financial liabilities			
Borrowings	20	734.28	419.50
Trade Payables	21	974.00	743.58
Other financial liabilities	22	2,718.26	2,475.84
Other current liabilities	23	1,317.36	1,366.41
Provisions		-	0.11
Current tax liabilities (Net)		1.74	1.74
Total Current Liabilities		5,745.64	5,007.18
TOTAL EQUITY & LIABILITIES		17,372.14	20,310.95

Summary of significant accounting policies

The accompanying notes form an integral part of the financial statements

As per our report of even date

For PIPARA & CO LLP
Chartered Accountants
FRN: 107929W/W100219

sd/-
(CA Naman Pipara)
Partner
Membership No. : 140234

PLACE: Mumbai
Date: 30.05.2019

For and on behalf of the Board of Directors
For K Sera Sera Limited

sd/-
Satish Panchariya
Director
DIN: 00042934

sd/-
Harsh Upadhyay
Director
DIN: 07263779

sd/-
Poonam Maurya
Company Secretary

sd/-
Shamrao Ingulkar
Chief Financial Officer

M/S KSS LIMITED (Formerly known as K SERA SERA LIMITED)

CIN: L22100MH1995PLC092438

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR YEAR ENDED MARCH 31, 2019

(All amounts are in INR in lakhs, unless otherwise stated)

Particulars	Note No.	For the year ending 31st March, 2019	For the year ending 31st March, 2018
Income			
Revenue from operations	24	4,453.64	4,000.86
Other income	21	313.99	182.90
Total Income		4,767.63	4,183.76
Expenses			
Cost of operations		1,095.95	1,203.61
Purchases of traded goods		931.13	1,442.12
Changes in inventories of finished goods, work-in-progress and traded goods		(52.54)	(211.21)
Employee benefits	22	879.21	738.87
Finance costs	23	192.93	88.02
Depreciation and Amortisation expense	24	671.47	608.98
Other expenses	25	1,212.78	827.65
Total Expenses		4,930.93	4,698.06
(Loss)/ Profit before Exceptional Item and Tax		(163.30)	(514.30)
Exceptional Items	26	(4,280.79)	(43,157.38)
(Loss)/ Profit before tax		(4,444.09)	(43,671.68)
Tax expense:	27		
Current tax		-	9.80
Deferred tax charge/ (credit)		56.49	17.13
Profit for the Year		(4,500.58)	(43,698.61)
Other Comprehensive Income			
Items that will not be reclassified to profit or loss		(10.31)	(10.06)
Items that will be reclassified to profit or loss		-	-
Total Comprehensive loss for the year		(4,490.27)	(43,688.55)
Earnings per equity share of face value of Re. 1/- each		(0.21)	(2.05)
-Basic & diluted		(0.21)	(2.05)

Summary of significant accounting policies

The accompanying notes form an integral part of the financial statements

As per our report of even date

For PIPARA & CO LLP
Chartered Accountants
FRN: 107929W/W100219

sd/-
(CA Naman Pipara)
Partner
Membership No. : 140234

For and on behalf of the Board of Directors
For K Sera Sera Limited

sd/-
Satish Panchariya
Director
DIN: 00042934

sd/-
Harsh Upadhyay
Director
DIN: 07263779

PLACE: Mumbai
Date: 30.05.2019

sd/-
Poonam Maurya
Company Secretary

sd/-
Shamrao Ingulkar
Chief Financial Officer

KSS LIMITED (Formerly known as K SERA SERA LIMITED) Consolidated statement of cash flows for the year ended March 31, 2019 (All amounts are in INR in lakhs, unless otherwise stated)		
Particulars	For the year ended	
	31-Mar-19	31-Mar-18
Cash flow from operating activities		
Profit/(Loss) Before Tax	(4,444.09)	(395.46)
Adjustment for:		
Depreciation	-	608.98
Foreign Exchange Loss/(Gain)	-	(4.85)
Interest income	-	(6.04)
Minority Interest (Profit and loss)	2.13	-
Operating Profit Before Working Capital changes	(4,441.96)	202.64
Adjustment for:		
(Increase)/Decrease in Inventories	(44.66)	(236.11)
(Increase)/Decrease in Trade Receivable	153.49	(376.91)
(Increase)/Decrease in short term loans & advance	(8.77)	1,203.43
(Increase)/Decrease in other current Assets	16.51	(574.84)
Increase / (Decrease) in Trade Payables	230.42	114.34
Increase / (Decrease) in other financial liabilities	328.07	138.41
Increase / (Decrease) in Current Liabilities	(44.13)	109.77
Sub Total of working capital adjustments	630.92	378.09
Cash Generated from Operations	(3,811.03)	580.73
Direct Taxes paid	-	-
Exceptional Items	-	-
Net cash from operating activities (A)	(3,811.03)	580.73
Cash flow from investing activities		
Purchase of Fixed Assets	(834.38)	(272.08)
Investment made	4,280.91	-
Foreign Exchange Loss/(Gain)	-	4.85
Interest income	-	6.04
Financial Assets from Others Activity	(285.27)	-
Net cash from /(in used) in investing activities(B)	3,161.26	(261.19)
Cash flow from financing activities		
Borrowings made	734.41	-
Repayment of Borrowings	-	(523.34)
Net cash flow from financing activities (C)	734.41	(523.34)
Net increase in Cash and Cash equivalent (A+B+C)	84.63	(203.81)
Cash & Cash equivalent at the beginning of the year	75.81	139.81
Cash & Cash equivalent at the end of the year	160.44	(64.00)
Components of Cash and Cash equivalent	236.25	75.81
Cash on Hand	-	49.61
With Banks-		
On current account	-	26.20
On deposit account	-	-
Total	-	75.81
As per our report of even date		
FOR AGRAWAL JAIN & GUPTA	For KSS Limited	
CHARTERED ACCOUNTANTS		
sd/-	sd/-	sd/-
(CA Narayan Swami)	Satish Panchariya	Harsh Upadhyay
Partner	Director	Director
Membership No. : 409759	DIN: 00042934	DIN: 07263779
Firm Reg. No.: 013538C		
	sd/-	sd/-
PLACE: MUMBAI	Poonam Maurya	Shamrao Ingulkar
Date:30.05.2019	Company Secretary	Chief Financial Officer

KSS LIMITED (Formerly known as K SERA SERA LIMITED)**Note 3: Property, Plant & equipments**

Particulars	Computer & Peripherals	Office Equipment	Furniture & Fixtures	Motor Vehicles	Digital Technology Assets	Plant and Machinery	Dome Threater	Total	Investment property
Tangible Fixed Assets									
Gross block									
Balance as at 1 April 2017	71.05	135.33	289.14	113.09	2,602.84	-	-	3,211.45	1,162.49
Addition	26.22	9.59	12.53	-	223.74	-	-	272.08	-
Adjustments/ disposals	8.93	0.14	-	-	-	-	-	9.07	-
Balance as at 31 March 2018	88.34	144.78	301.67	113.09	2,826.58	-	-	3,474.46	1,162.49
Addition	98.23	8.65	2.89	7.70	623.57	26.22	180.62	947.88	-
Adjustments/ disposals	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2019	186.57	153.43	304.56	120.79	3,450.15	26.22	180.62	4,422.34	1,162.49
Accumulated Depreciation									
Balance as at 1 April 2017	37.85	98.89	85.45	75.34	852.55	-	-	1,150.08	56.61
Depreciation charge	23.64	15.72	44.93	3.79	358.19	-	-	446.27	122.70
Adjustments/ disposals	3.14	2.57	-	(23.13)	(64.89)	-	-	(82.31)	68.84
Balance as at 31 March 2018	58.35	112.04	130.38	102.26	1,275.63	-	-	1,678.66	110.47
Depreciation charged	55.51	9.67	36.00	5.39	364.99	0.77	-	472.34	-
Adjustments/ disposals	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2019	113.86	121.71	166.38	107.65	1,640.62	0.77	-	2,151.00	110.47
Net block	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2018	29.99	32.74	171.29	10.83	1,550.95	-	-	1,795.80	1,052.02
Balance as at 31 March 2019	72.71	31.72	138.18	13.13	1,809.53	25.45	180.62	2,271.34	1,052.02

Note 4: Intangible Fixed Assets

Particulars	Motion Picture Rights	Trade Marks	Research & Developments	Computer Software	Total
Intangible Fixed Assets					
Gross block					
Balance as at 1 April 2017	805.42	6.32	45.36	8.93	866.03
Addition	-	0.18	-	45.30	45.48
Adjustments/ disposals	-	-	-	-	-
Balance as at 31 March 2018	805.42	6.50	45.36	54.23	911.51
Addition	-	-	-	1.45	1.45
Adjustments/ disposals	-	-	-	-	-
Balance as at 31 March 2019	805.42	6.50	45.36	55.68	912.96
Accumulated Depreciation					
Balance as at 1 April 2017	-	-	11.31	4.71	16.02
Depreciation charge	-	0.30	8.49	31.23	40.02
Adjustments/ disposals	(607.22)	-	-	-	(607.22)
Balance as at 31 March 2018	607.22	0.30	19.80	35.94	663.26
Depreciation charge	-	-	6.37	12.41	18.78
Adjustments/ disposals	-	-	-	-	-
Balance as at 31 March 2019	607.22	0.30	26.17	48.35	682.04
Net block	-	-	-	-	-
Balance as at 31 March 2018	198.20	6.20	25.56	18.29	248.25
Balance as at 31 March 2019	198.20	6.20	19.19	7.33	230.92

KSS LIMITED (Formerly known as K SERA SERA LIMITED)
Notes to the Consolidated Financial Statements for the year ended March 31, 2019

(All amounts are in INR in lakhs, unless otherwise stated)

Note No.	Particulars	As at 31st March, 2019	As at 31st March, 2018
	FINANCIAL ASSETS - NON CURRENT		
5	Investment in Joint-venture		
	Citigate Trade FZE	-	582.72
	Investment in equity shares of unlisted entities		
	Investment in equity instruments	914.15	4,612.34
		914.15	5,195.06
6	Loans and Advances		
	Unsecured, Considered good		
	Others	630.32	463.90
		630.32	463.90
7	Other Financial Assets		
	Unsecured, Considered good		
	Security Deposits	721.89	603.04
		721.89	603.04
8	Inventories		
	Finished Stock	558.90	514.24
		558.90	514.24
	FINANCIAL ASSETS - CURRENT		
9	Trade receivables		
	Unsecured, Considered good		
	Unsecured, Considered Good	1,249.66	1,403.15
	Total	1,249.66	1,403.15
10	Cash and Cash Equivalent		
	Balances with Banks in Current Account	222.38	26.20
	Cash on hand	33.60	49.61
		255.97	75.81
11	Loans		
	Unsecured, considered good		
	Short Term Loans and Advances	896.31	887.54
		896.31	887.54
12	Other Current Assets		
	Advance for properties	399.46	399.46
	Advance to creditors and Staff	56.93	107.07
	Asset held under government custody (custom dept)	190.10	190.10
	Balance with Government Authorities	47.02	-
	Provision for income accrued	-	146.18
	Prepaid Expenses	43.75	43.57
	Advance and Deposit Recoverable	122.24	
	Others	10.37	
		869.87	886.38
13	Asset held for sale		
	Investment in Subsidiary- K Sera Sera Productions FZE	375.49	4,994.63
	Advance given to subsidiary	-	443.76
	Less: Impairment provision	-	(5,062.90)
	Total	375.49	375.49

14	Equity share capital		
	Authorised capital		
	23,000,000,000 (March 31, 2018 : 23,000,000,000) Equity Shares of Rs. 1/- each	230,000.00	230,000.00
		230,000.00	230,000.00
	Issued & Subscribed & Paid Up Capital		
	2,135,875,070 (March 31, 2018 : 2,135,875,070) Equity Shares of Rs. 1/- each	21,358.75	21,358.75
		21,358.75	21,358.75
	Details of shareholders holding more than 5% shares in the company		
	Name of share holders	Number & % of holding	Number & % of holding
	Aspire Emerging Fund	205,800,000 (9.64%)	205,800,000 (9.64%)
15	Auctor Investement Limited	200,989,500 (9.41%)	200,989,500 (9.41%)
	Emerging Market Opportunities Fund	185,774,746 (8.70%)	189,100,000 (8.85%)
	Terms & Conditions attached to equity shares:		
	The Company has only one class of equity shares having per value of Rs 1/- per share. Each holder of equity shares having par value of Rs 1/- per equity share is entitled to one vote per equity share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.		
	Other Equity		
	a) Security premium reserve	10,074.48	9,882.68
	Other comprehensive income - employee benefits		
		10,074.48	9,882.68
	b) Retained earning -opening	(23,406.65)	20,281.90
	Addition during the year	(4,490.27)	(43,688.55)
16	Closing	(27,896.92)	(23,406.65)
	Less Deduction		
	Minority Interest	29.10	26.97
	Capital reserve and goodwill	6,336.00	6,062.88
	Foreign Currency Translation reserve	482.39	649.07
	Total (a) +(b)	(10,974.93)	(6,785.04)
	FINANCIAL LIABILITIES - NON CURRENT		
	Borrowings		
	Secured Vehicle Loan - SBI	6.41	2.23
17	Rupee loan from banks (secured against Maruti Celerio ZXI-MH-02 EE-7244 of the Company)		
	Loan having interest rate 9.75% p.a. is repayable in 36 monthly installments of Rs 15,658/- each including interest start from 04 Aug.2016.		
	Term Loan	334.99	379.61
	Rupee Term Loan from Banks (Secured against Fixed Asset of Company)		
	Term loan having interest of 6M MCLR+3.15% i.e @ 11% p.a. and is repayable in 120 monthly installments of Rs. 400000/- each excluding interest		
	Term Loan -2 From Axis Bank	218.90	178.75
	Rupee term loan from banks for purchase of Equipment / Projectors		
	Term Loan -3 From Axis Bank	419.94	-
	Rupee loan from banks for purchase of equipments/Projector		
	Term loan having interest rate 6 M MCLR+2.60% i.e. @ 10.75% p.a.(MCLR for 6 month is 8.15%) is repayable in 84 monthly installments.		
18		980.23	560.60
	Other financial liabilities		
	Franchisee Security Deposit	118.00	115.00
	Security Deposit	82.65	-
		200.65	115.00
	Provisions		
	Employee Benefit Obligation	32.70	27.67
		32.70	27.67

	FINANCIAL LIABILITY - CURRENT		
19	Trade Payables		
	Due to creditors other than micro and small enterprises	734.28	743.58
		734.28	743.58
20	Borrowing		
	Secured		
	Cash Credit Loan facility	353.05	141.24
	Cash credit loan having interest of 3 M MCLR+ 2.50% i.e. @10.50% p.a.(MCLR for 3 months is 8.00%) is repayable on demand/Annual Review.(the stock and book debt statement is to be submitted as quarterly interval by the 15th of month following that quarter)		
	From Others	620.95	278.26
		974.00	419.50
21	Other Financial liabilities		
	Deposits	510.58	487.21
	Advances Received	588.88	293.74
	Provision for Expenses	318.76	504.24
	TDS Payable	24.74	-
	Other Statutory Payables	117.35	-
	Other current Liabilities -Property	1,096.92	1,133.92
	Salary Payable	61.04	56.73
		2,718.26	2,475.84
22	Other current liabilities		
	GST Payables	31.03	52.35
	TDS Payable	20.34	36.93
	Other Statutory dues payable	12.80	74.67
	Employee Benefit Obligation	-	0.11
	Provision for Distributor's Share	13.18	-
	Provision for Expenses	14.64	7.35
	Provision for Income Tax	9.80	9.80
	Provision for Audit Fees	3.50	-
	Other Advances	477.91	451.25
	Government grant- deferred income	734.06	734.06
	Current Tax Liabilities	1.74	1.74
		1,317.36	1,368.26

KSS LIMITED (Formerly known as K SERA SERA LIMITED)**Notes to the Consolidated Financial Statements for the year ended March 31, 2019**

(All amounts are in INR in lakhs, unless otherwise stated)

Notes	Particulars	For the year ending 31 March, 2019	For the year ending 31 March, 2018
23	Income from operation		
	Income from operation	4,453.64	4,000.86
		4,453.64	4,000.86
24	Other income		
	Foreign Exchange gain	0.44	4.85
	Interest Received	2.30	1.95
	Interest on IT Refund	-	4.09
	Other income	271.75	140.93
	Food court Collection	13.80	17.82
	Income from Advertising	4.75	2.79
	Making Charges - CGP	20.96	10.42
	Royalty Income	-	0.07
		314.00	182.90
25	Cost of Operation		
	Content Delivery Exp.	63.30	50.24
	Installation & Survey Expenses	1.34	1.62
	Material Delivery Exp.	38.66	27.42
	Packing Expense	1.23	1.97
	Transportation & Octroi Charges	0.97	19.26
	Technical Support	15.85	7.01
	Consumables	40.99	468.22
	Commission on advertisement sales	13.27	21.58
	Custom Duty	8.38	-
	Distributors Share	387.99	198.26
	Rent for Miniplex	36.67	22.59
	Electricity Charges - Miniplex	89.55	66.56
	Miniplex Operation expenses	116.31	256.12
	Franchise Share's	197.21	32.83
	Direct Expense	84.22	29.93
		1,095.95	1,203.61
26	Purchase in Stock		
	Purchase	931.13	1,442.12
27	Change in Inventory		
	Opening Stock	485.48	274.28
	Less : Closing Stock	538.02	(485.48)
		(52.54)	(211.20)
28	Employee Benefit Expense		
	Salaries and Wages	814.56	734.94
	Staff Welfare	64.65	3.93
		879.21	738.87

29	Finance cost		
	Interest paid	177.44	78.31
	Loan Processing Fees	10.29	8.01
	Bank charges	5.20	1.71
		192.93	88.02
30	Depreciation and amortisation expense		
	Depreciation & amortisation expense	671.47	608.98
		671.47	608.98
31	Other expenses		
	Rent Rates and taxes	147.22	172.84
	Power and fuel	40.19	44.50
	Communication costs	15.55	16.81
	Brokerage & Commission	41.68	25.50
	Printing & Stationery Expenses	9.32	9.26
	Advertisement & Publicity	541.59	143.07
	Foreign Exchange Revaluation Loss	1.57	-
	Travelling and conveyance	69.60	34.57
	Office Expense	11.29	16.77
	Repairs and Maintainance	22.51	23.12
	Legal and professional fees	172.69	176.76
	Security Charges	6.26	8.49
	Warehouse Expenses	3.51	0.65
	Auditors Remuneration		
	Statutory Audit Fees	3.50	6.10
	Other professional fees	1.00	1.00
	Internal Audit Fees	0.10	0.20
	Interest & Penalties Paid	52.76	48.82
	Postage & Telegrams Expenses	4.04	3.81
	Internet and website expense	-	12.36
	Insurance Charges	9.03	7.15
	Membership and subscription	1.75	4.45
	Hotels and Hospitality Expenses	3.07	10.08
	Swachh Bharat Cess	0.00	1.10
	Business Promotion Expense	7.65	21.15
	Sundry Expense written off	1.82	-
	Hallmark Charges	0.27	-
	Other expenses	27.23	39.12
	Books and Periodicals	0.12	-
	Donations	1.36	-
	Loss due to fire	1.53	-
	Bad Debts	0.05	-
	Filmy Caravan - Indirect	14.52	-
		1,212.78	827.65
32	Exceptional items		
	Provision towards Impairment loss of subsidiary investements (refer to Note No. 12)	-	5,062.90
	Provision towards Trade Advances	-	37,487.26
	Impairment provision of Intangible assets	-	607.22
		-	43,157.38

KSS LIMITED (Formerly known as K SERA SERA LIMITED)**Notes to the consolidated financial statements for the year ended March 31, 2019***(All amounts are in INR in lakhs, unless otherwise stated)***33 Income tax**

Income tax expense in the statement of profit and loss consists of:

Statement of profit or loss	For the year ended	
	March 31, 2019	March 31, 2018
Current income tax:		
In respect of the current period	-	9.80
Deferred tax		
In respect of the current period (credit)	56.49	17.13
Income tax expense reported in the statement of profit or loss	56.49	26.93
Income tax recognised in other comprehensive income		
- Deferred tax arising on income and expense recognised in other comprehensive income	-	-
Total	56.49	26.93

The reconciliation between the provision of income tax of the Company and amounts computed by applying the Indian statutory income tax rate to profit before taxes is as follows:

	For the year ended	
	March 31, 2019	March 31, 2018
Loss before tax	(4,444.09)	(43,671.68)
Enacted income tax rate in India	26.00%	25.75%
Computed expected tax expense	(1,155.46)	(11,245.46)
Effect of:		
Loss on which deferred tax asset not recognized	1,155.46	11,245.46
Expenses disallowed for tax purpose		
Others		
Total income tax expense (credit)	-	-

Deferred tax

Deferred tax relates to the following:

	Balance sheet		Statement of profit and loss	
	As at		For the year ended	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Property, plant and equipment	568.70	625.43	(56.73)	(16.85)
Net deferred tax (charge)			(56.73)	(16.85)
Net deferred tax assets/ (liabilities)	568.70	625.43		

34 Financial instruments

The carrying value and fair value of financial instruments by categories are as below:

	Carrying value	
	March 31, 2019	March 31, 2018
Financial assets		
Fair value through profit and loss		
Investment in equity shares (*)	914.15	4,612.34
Amortised cost		
Loans and advances (^)	630.32	463.90
Security deposit (^)	603.04	603.04
Trade receivable (^)	1,249.66	1,403.15
Cash and cash equivalents (^)	255.97	75.81
Others advances (^)	896.31	887.54
Total assets	4,549.46	8,045.78
Financial liabilities		
Amortised cost		
Borrowings (^)	1,714.51	980.10
Trade and other payables (^)	974.00	743.58
Other financial liabilities (^)	2,718.26	2,475.84
Total liabilities	5,406.77	4,199.52

Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

(*) The fair value of these investment in equity shares are calculated based on discounted cash flow approach for un-

(^) The carrying value of these accounts are considered to be the same as their fair value, due to their short term

KSS LIMITED (Formerly known as K SERA SERA LIMITED)**Notes to the consolidated financial statements for the year ended March 31, 2019**

(All amounts in INR lakhs, unless otherwise stated)

35 Financial risk management

The Company has exposure to following risks arising from financial instruments-

- credit risk
- market risk
- liquidity risk

(a) Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

(b) Credit risk

Credit risk is the risk that counter party will not meet its obligations under a financial instruments or customer contract leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) from its financing activities including deposits with banks and investment in quoted and un-quoted equity instruments.

i) Trade and other receivables:

Credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored.

The impairment analysis is performed at each reporting date on an individual basis for major customers. In addition, a large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company does not hold collateral as security.

Expected credit loss (ECL) assessment for corporate customers as at 31 March 2019

The Company allocates each exposure to a credit risk grade based on a variety of data that is determined to be predictive of the risk of loss (including but not limited to past payment history, security by way of deposits, external ratings, audited financial statements, management accounts and cash flow projections and available press information about customers) and applying experienced credit judgement.

ii) Other financial assets and deposits with banks:

Credit risk on cash and cash equivalent is limited as (including bank balances, fixed deposits and margin money with banks) the Company generally transacts with banks with high credit ratings assigned by international and domestic credit rating agencies.

(c) Market Risk**Equity price risk**

The Company is exposed to equity price risk from investments in equity securities measured at fair value through profit and loss. The Management monitors the proportion of equity securities in its investment portfolio based on market indices and based on company performance for un-quoted equity instruments. Material investments within the portfolio are managed on an individual basis and all buy and sell decisions are approved by the Board of Directors. Further, major investments in un-quoted equity instruments are strategic in nature and hence invested for long-term purpose.

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to its short term borrowings in nature of working capital loans, which carry floating interest rates. Accordingly, the Company's risk of changes in interest rates relates primarily to the Company's debt obligations with floating interest rates.

KSS LIMITED (Formerly known as K SERA SERA LIMITED)**Notes to the consolidated financial statements for the year ended March 31, 2019**

(All amounts in INR lakhs, unless otherwise stated)

(d) Liquidity Risk

Liquidity is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing the liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company believes that the cash and cash equivalents is sufficient to meet its current requirements. Accordingly no liquidity risk is perceived.

Exposure to liquidity risk

The table below details the Company's remaining contractual maturity for its non-derivative financial liabilities. The contractual cash flows reflect the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay.

Particulars	Carrying value	Contractual cash flows			
		Total	On demand	< 1 Yr	>1 Yr
31 March 2019					
Borrowings	1,714.51	1,714.51		1,714.51	
Trade and other payables	974.00	974.00	974.00	-	-
Other financial liabilities	2,718.26	2,718.26	2,718.26	-	-
	5,406.77	5,406.77	3,692.26	1,714.51	-
31 March 2018					
Borrowings	980.10	980.10		980.10	-
Trade and other payables	743.58	743.58	743.58	-	-
Other financial liabilities	2,475.84	2,475.84	2,475.84		
	4,199.52	4,199.52	3,219.42	980.10	-

36 Capital management

The Company's objective is to maintain a strong capital base to ensure sustained growth in business and to maximise the shareholders value. The Capital Management focusses to maintain an optimal structure that balances growth and maximizes shareholder value.

The Company's adjusted net debt to equity ratio is analysed as follows:

Particulars	31 March 2019	31 March 2018
Total equity (A)	10,412.92	8,458.71
Total borrowings (B)	1,714.51	980.10
Total capital (C)= (A) +(B)	12,127.42	9,438.81
Total loans and borrowings as a percentage of total capital (B/C)	14.14%	10.38%
Total equity as a percentage of total capital (A/C)	85.86%	89.62%



OVERVIEW AND NOTES TO FINANCIAL STATEMENTS

1. OVERVIEW

KSS Limited (BSE Scrip Code: 532071; NSE Scrip Code KSERASERA) is a global player within the Indian media and entertainment.

KSS Limited ('K Sera Sera Limited' or 'the Company') along with its wholly owned subsidiaries K Sera Sera Miniplex Limited ("KSS Miniplex"), K Sera Sera Digital Cinema Limited ("KSS Digital"), K Sera Sera Box Office Private Limited ("KSS Box Office") Birla Gold and Precious Metals Ltd, Birla Jewels Ltd., and step down subsidiaries Cherish Gold Private Limited, KSS Speed Technology Private Limited, is the most diversified media company. The Company through its subsidiaries and step- down subsidiaries is into the business of Miniplexes, Digital Cinema and Online Trading in Gold & Jewellery, Project Consultancy and General Trading (UAE).

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements of the company have been prepared in accordance with the applicable requirements of the Companies Act 2013 and comply in all material aspects with the Indian Accounting Standards (hereinafter referred to as 'IND AS') as notified by ministry of corporate affairs in pursuant to section 133 of Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules 2016, The Companies (Indian Accounting Standards) Rules, 2017 and other relevant provisions of the Companies Act, 2013.

Accounting policy have been consistently applied except where a newly – issued accounting standard is initially adopted or a revision to an existing accounting Standard requires a change in the Accounting Policy hitherto in use.

The standalone financial statements are presented in INR (₹) and all the values are rounded off to the nearest lakhs (INR100,000) except when otherwise indicated.

2.01 Summary of significant accounting policies

(A)Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (not exceeding twelve months) and other criteria set out in the Schedule III to the Act.

(B)Significant accounting, judgments, estimates and assumptions

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialized. The said estimates are based on the facts and events, that



existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

Investment in equity shares:

The Company is exposed to equity price risk from investments in equity securities measured at fair value through profit and loss. The Management monitors the proportion of equity securities in its investment portfolio based on market indices. Material investments within the portfolio are managed on an individual basis and all buy and sell decisions are approved by the Board of Directors.

Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit (“CGU”) exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm’s length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow (“DCF”) model. The cash flows are derived from the budget for future years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset’s performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

Impairment of financial assets

The Company assesses impairment of financial assets (‘Financial instruments’) and recognises expected credit losses in accordance with Ind AS 109. The Company provides for impairment of trade receivables and unbilled revenue outstanding for more than 1 year from the date they are due for payment and billing respectively. The Company also assesses for impairment of financial assets on specific identification basis at each period end.

The Company provides for impairment of investment in subsidiaries. Impairment exists when there is a diminution in value of the investment and the recoverable value of such investment is lower than the carrying value of such investment.

(C) Principles of Consolidation

The consolidated financial statements relate to KSS Ltd. (‘the Parent’ or ‘the company’) and its subsidiaries K Sera Sera Productions FZE, K Sera Sera Box Office Private Limited, K Sera Sera Digital Cinema Limited, K Sera SeraMiniplex Limited, Birla Gold and Precious Metals Ltd, & Birla Jewels Ltd together referred to as ‘the Group’. The consolidated financial statements have been prepared in accordance with the principles and procedures required for the preparation and presentation of financial statements as laid down under the accounting standards issued by the Institute of financial statements of the company and its subsidiary have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after fully



eliminating intra-group balances and transactions and resulting unrealized gain/losses. The Group accounts for investments by the equity method of accounting where it is able to exercise significant influence over the operating and financial policies of the investee. The Group's share of profit/loss of associate firms is included in the profit and loss account. Inter company profits and losses have been proportionately eliminated until realized by the investor or investee.

CFS comprises the financial statements of KSS Limited and its subsidiaries as below:

Sr. No.	Name of the Company	Date of Incorporation	% of holding	Amount Invested
1.	K Sera Sera Productions FZE	19.11.2009	100%	4,994.63
2.	K Sera Sera Digital Cinema Ltd	04.06.2009	100%	2999.99
3.	K Sera Sera Box Office Pvt. Ltd.	12.06.2009	91.42%	2742.49
4.	K Sera SeraMiniplex Ltd.	02.02.2010	99.99%	2999.90
5.	Birla Gold & Precious Metals Ltd.	24.09.2001	100%	100.00
6.	Birla Jewels Ltd.	23.05.2011	100%	99.90

(C) Property plant and Equipment's

Property, Plant and Equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises of purchase price inclusive of taxes etc. up to the date the asset is ready for its intended use. Depreciation is provided under written down value method at the rates and in the manner prescribed under Schedule II to the Companies Act, 2013.

(D) Depreciation Tangible Fixed Assets.

Depreciation on fixed assets is calculated on a written down value method at based on the useful lives estimated by the management, or those prescribed under the Schedule II of the Companies Act, 2013, The company has used the following rates to provide depreciation on its fixed assets.

Particulars	Usefullife
Office Equipment	5 Years
Computers and laptops	6 Years
Vehicles	10 Years
Digital asset	13 Years



(E) Intangible Assets

Intangible Assets acquired by the Company are stated at cost less accumulated amortization less impairment loss if any (film production cost and content advances are transferred to the film and content rights at the point at which content is first exploited).

Investments in films and associated rights, including acquired rights and distribution advances in respect of completed films, are stated at cost less amortization less provision for impairment. Costs include production costs, overhead and capitalized interest costs net of any amounts received from third party investors. A charge is made to write down the cost of completed rights over the estimated useful lives, writing off more in year one which recognizes initial income flows and then the balance over a period of up to nine years, except where the asset is not yet available for exploitation. The average life of the assets is the lesser of 10 years or the remaining life of the content rights. The amortization charge is recognized in the Statement of profit and loss within Film right costs including amortisation costs. The determination of useful life is based upon Management's judgment and includes assumptions on the timing and future estimated revenues to be generated by these assets.

Intangible assets comprising film scripts and related costs are stated at cost less amortisation less provision for impairment. The script costs are amortized over a period of 3 years on a straight-line basis and the amortisation charge is recognized in the Statement of profit and loss within Film right costs including amortisation costs. The determination of useful life is based upon Management's estimate of the period over which the Company explores the possibility of making films using the script.

Other intangible assets, which comprise internally generated and acquired software used within the Entity's digital, home entertainment and internal accounting activities, are stated at cost less amortisation less provision for impairment. A charge is made to write down the cost of completed rights over the estimated useful lives except where the asset is not yet available for exploitation. The average life of the assets is the lesser of 3 years or the remaining life of the asset. The amortisation charge is recognized in the Statement of profit and loss.

The company has used the following rates to provide depreciation on its fixed assets.

Particulars	Rates of Depreciation
--------------------	------------------------------

Research & Development	10 years
------------------------	----------

(F) Borrowing Costs

Borrowings cost includes interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings and exchange difference arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.



Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

(G) Impairment of non-financial assets

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units). As a result, some assets are tested individually for impairment and some are tested at the cash generating unit level. All individual assets or cash generating units are tested for impairment whenever events or change in circumstances indicate that the carrying amount may not be recoverable.

The carrying amounts of assets are reviewed at each balance sheet date to determine if there is any indication of impairment based on external or internal factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount which represents the greater of the net selling price of assets and their 'value in use' in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

Life time ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of profit and loss. This amount is reflected under the head 'other expenses' in the Statement of profit and loss.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis



(H) Impairment of financial assets

In accordance with Ind. AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on risk exposure arising from financial assets like debt instruments measured at amortised cost e.g., trade receivables and deposits.

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables or contract revenue receivables. The application of simplified approach does not require the Company to track changes Purchase price is assigned using a weighted average basis. Net realizable value is defined as anticipated selling price or anticipated revenue less cost to completion.

(I) Investments in subsidiaries, Associates and Joint Ventures:

Investments in subsidiaries, associates and joint ventures are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, associates and joint venture, the difference between net disposal proceeds and the carrying amounts are recognized in the statement of profit and loss.

(J) Inventories

Inventories comprise of traded goods, stores and spares are valued at cost or at net realizable value whichever is lower. Cost of traded goods, stores and spares is determined on weighted average basis. Stores and spares, which do not meet the definition of property, plant and equipment, are accounted as inventories. Net realizable value is the estimated selling price in the ordinary course of business and estimated costs necessary to make the sale.

(K) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

i. In house production of motion pictures

Revenue on assignment of distribution rights of motion pictures to third parties is recognized on the date of Release/exhibition of the motion picture. Overflow from the distributors is accounted for as and when due or on receipt basis in case of uncertainty in collection. Revenue from outright sale of motion pictures is recognized on the date of agreement to sell the rights.

ii. Distribution of motion pictures produced by third parties

Revenue is recognized based on ticket sales on exhibition of the motion pictures at the exhibition centers.

iii. Other rights

Revenue from other rights of motion pictures such as satellite rights, overseas rights, music rights, video rights, etc. is recognized on the date of execution of the agreement to assign these rights for exploitation or the release of the movie whichever is earlier.



iv. Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head “other income” in the statement of profit and loss.

v. Digital Cinema:

- Virtual print fees (VPF) received from distributors of the films from D-Cinema and E-Cinema is recognized in the period in which the services are rendered
- Advertisement income is recognized in the period during which advertisement is displayed.
- Income from digitization charges is recognized on rendering of services.
- Revenue from sale of goods is recognized when the significant risks and rewards of ownership of the goods have been passed to the buyer. Sales are recorded net of returns, trade discounts, and value added tax. The Group recognizes revenue from sales of equipment, traded goods and spares as and when these are dispatched/issued to customers

vi. Miniplex:

- Income from ticket collection
- Revenue from ticket collection is recognized as per DCR (daily collection Report) of all screens available. Revenue from ticket sale is recognized on receipts basis

Other Incomes

Revenue from Advertisement is recognized as and when such advertisement shown on screen. And revenue from food court collection is recognized as and when food and beverages are sold.

vii. Birla Jewels:

i. Income from sale of Gold/Jewelry

Revenue from sale of gold/jewelry is recognized when significant risk and reward incidental of the goods is transferred to the customers, It can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operations includes sale of goods, services adjusted for discounts net of taxes and goods return.

ii. Other Incomes

Revenue from Advertisement is recognized as and when such advertisement shown on screen. And revenue from food court collection is recognized as and when food and beverages are sold.

Dividend income is accounted for on receipt basis.

viii. Birla Gold and Precious Metals:

Company business modal and revenue recognition policies are briefly described as under as per explanation and information given by the management:

The company proposes to present to end customers the flexibility to purchase and accumulate fractional amount of gold, rather than spending large sums of money to purchase it in one go, hence it introduced a physically backed Gold purchase plan named “Cherish Gold Plan-(CGP)” (formerly known as “Birla Gold Savings Plan”). With this plan, the company shall entail the



purchase of gold based on the daily averaging methodology through payment in installments, which shall give an opportunity to the general public to buy and accumulate gold. The Gold shall be sold to the customer on an outright basis and daily sales basis.

Customer is free to purchase as much as gold, at any time as he may so desire. The Customer shall purchase the gold with a plan of 11 Months and shall have the option to close the account subject to the pre-maturity charges levied as per the terms and conditions of the plan. The Customer has full access to their account detailing daily gold accumulations, price at which gold is purchased daily, total gold gram accumulated, money yet remaining to be utilized in gold purchase etc.

So as per the business modal and nature of business plan revenue is recognized on daily basis even though the reasonable risks and rewards incidental to the ownership are not transferred to the customer. Revenue from operations includes sale of goods, services adjusted for discounts net of taxes and goods return

(L) Taxes

Tax expense comprises of current and deferred tax.

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit and loss is recognised outside profit and loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. Tax liability under Minimum Alternate Tax ("MAT") is considered as current tax. MAT entitlement is considered as deferred tax.

Minimum Alternative Tax ("MAT") credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:



When the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

In respect of taxable temporary differences associated with investments in subsidiaries when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences and the carry forward of any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax losses can be utilized, except:

When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

In respect of deductible temporary differences associated with investments in subsidiaries deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit and loss is recognised outside profit and loss (either in OCI or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(M) Foreign Currency Translation

Transactions in foreign currencies are translated at the rates of exchange prevailing on the dates of the transactions. Monetary assets and liabilities in foreign currencies are translated at the prevailing rates of exchange at the balance sheet date. Non-monetary items that are measured at historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.



Any exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were initially recorded are recognized in the Statement of profit and loss in the period in which they arise. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

The Company's functional currency and the presentation currency is same i.e. Indian Rupees

(N) Retirement and Other Employee Benefits

Company doesn't have any employee who has completed 5 year of continues services for provision for gratuity and other benefits. And Contributions payable by the Company to the concerned government authorities in respect of provident fund, family pension fund and employee state insurance are charged to the profit and loss account if any.

Table 1 : Amounts in Balance Sheet	31-Mar-19
Defined Benefit Obligation (DBO)	32.66
Fair Value of Plan Assets	-
Funded Status - (Surplus)/Deficit	32.66
Unrecognized Past Service Cost / (Credit)	-
Unrecognised Asset due to Limit in Para 59(B)	-
Liability/(Asset) recognised in the Balance Sheet	32.66

Table 2 : Amount Recognised in the Statement of Profit & Loss	31-Mar-19
Current Service Cost	13.85
Interest Cost	1.92
Expected Return on Plan Assets	-
Past Service Cost	-
Net Actuarial Losses/(Gains)	-
(Gain)/Loss due to Settlements/	-
Curtailments/Acquisitions/Divestitures	-
Unrecognised Asset due to Limit in Para 59(B)	-
Total Expense/(Income) included in "Employee Benefit Expense"	15.77

Table 3 : Change in Present Value of Benefit Obligation during the Period	31-Mar-19
Defined Benefit Obligation, Beginning of Period	25.80
Current Service Cost	13.85
Interest Cost	1.92
Actual Plan Participants' Contributions	-
Actuarial (Gains)/Losses	(8.90)

Acquisition/Business Combination/Divestiture	-
Actual Benefits Paid	-
Past Service Cost	-
Changes in Foreign Currency Exchange Rates	-
Loss / (Gains) on Curtailments	-
Liabilities Extinguished on Settlements	-
Defined Benefit Obligation, End of Period	32.66

Reconciliation of Amounts in Balance Sheet	31-Mar-19
Opening Balance Sheet (Asset)/Liability	25.01
Total Expense/(Income) Recognised in P&L	15
Actual Benefits Paid	-
Total Re-measurements Recognised in Other Comprehensive (Income)/Loss	(9.42)
Acquisition/Business Combination/Divestiture	-
Closing Balance Sheet (Asset)/Liability	30.58

(O) Segment reporting

a) Identification of segments

The company's consolidated business activity falls four primaries segment the disclosure requirements of Indian Accounting Standard (Ind AS-108). The company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the company operate.

Inter-segment transfers the company generally accounts for intersegment sales and transfers at cost plus appropriate margins.

Allocation of common costs

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Unallocated items

Unallocated items include general corporate income and expense items which are not allocated to any business segment.

Segment accounting policies

The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.

S. No.	SEGMENT INFORMATION	Year Ended 31.03.2019	Year Ended 31.03.2018
1.	SEGMENT REVENUE		

	Movie Digitization	2,202.67	2,086.42
	Miniplex Theater	1,042.72	714.80
	Retail Gold Jewellery	838.87	1,402.53
	Film Production & Distribution	817.29	239.91
	Others	52.31	60.40
	Total	4953.86	4,504.06
	Less :Inter Segment Revenue	186.23	320.29
	Revenue From operations	4,767.63	4,183.77
2.	SEGMENT RESULTS		
	Movie Digitization	283.72	178.10
	Miniplex Theater	34.83	40.47
	Retail Gold Jewellery	(380.74)	(506.17)
	Film Production & Distribution	51.01	(138.07)
	Others	-	(0.61)
	Total	(11.18)	(426.28)
	Less: Finance Cost	192.93	88.02
	Less: Other Unallowable Income Net of Exp.	-	-
	Profit before Tax & Exceptional Items	(163.30)	(514.30)
	Less: Exceptional Items	4,280.79	43,157.38
	Profit /(loss) before Tax	(4444.09)	(43,671.68)
3.	SEGMENT ASSETS		
	Movie Digitization	3920.60	3,461.74
	Miniplex Theater	1692.74	881.56
	Retail Gold Jewellery	832.74	854.47
	Film Production & Distribution	3,207.72	2,271.81
	Others	-	0.58
	Unallocated	1382.24	6,725.97
	Total	11,036.14	14,196.13

4.	SEGMENT LIABILITIES		
	Movie Digitization	912.67	2,702.28
	Miniplex Theater	124.65	725.77
	Retail Gold Jewellery	628.29	586.46
	Film Production & Distribution	2,197.15	16.82
	Others	-	5.26
	Unallocated	3096.47	1,673.85
	Total	6,959.23	5,710.45

(P) Provisions

Recognition of Provision:

A provision is recognized when the company has i) a present obligation as a result of past event, ii) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and iii) a reliable estimate can be made of the amount of the obligation. Where the effect of the time value of money is material, the amount of provision shall be the present value of the expenditures expected to be required to settle the obligation. Provisions shall be reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation, the provision shall be reversed.

Where the company expects some or all of a provision to be reimbursed, for example under insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit and loss net of any Reimbursement .

(Q) Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

(R) Earnings per share

The basic earnings per equity share are computed by dividing the net profit attributable to the equity shareholders for the reporting period by the weighted average number of equity shares outstanding during the reporting period.

The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share and also the weighted average number of equity shares, which may be issued on the conversion of all dilutive potential shares, unless the results would be anti-dilutive.

The earnings per share are calculated as under:



Particulars	31-Mar-19	31-Mar-18
Net profit/(loss) after tax for the year	(4,490.27)	(43,688.55)
Equity shares outstanding as the year end	21,358.75	21,358.75
Nominal value per share (Rs.)	1	1
Earnings per share		
- Basic	(0.21)	(2.05)
- Diluted	(0.21)	(2.05)

(S) Leases

Where the Company is the lessee

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Where the Company is the lessor

Assets subject to operating leases are included in property plant and equipment. Lease income on an operating income is recognized in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation are recognized as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.

(T) Related Party Transaction

As per Indian accounting standard on Related Party Disclosure (IND AS-24) as notified by the Companies (Indian Accounting Standard) Rules, 2015 the names of the related parties of the Company are as follows:

Step down subsidiaries/Limited Liability Partnerships

KSS Speed Technology Private Limited

Cherish Gold Private Limited

K Sera Sera Holding PTY Limited

K Kampus Education Pvt. Ltd.

Chhotu Maharaj Food And Hospitality Pvt. Ltd.

Key Managerial Personnel

Satish Panchariya, Chairman & Director

Harsh Upadhyay-Director

Nikita Rattanshi-Director



Siddharth kumar-Director

Zubin Pravez Garda

Yogesh Jagjivan das Salla

Ankita Gupta, Company Secretary (Resigned wef. 25/03/2019)

Related parties with whom transactions have taken place during the year:

(Amount in Lacs)

Nature of transaction	2019	2018
<u>Advances/ loan repayment paid</u>		
ChhotuMaharaj Food And Hospitality Pvt. Ltd.	0.03	NIL
Cherrish Gold Pvt Ltd	0.11	0.001
Satish Panchariya	94.40	71.17
<u>Advances/ loan repayment received</u>		
Satish Panchariya	92.14	73.44
<u>Closing balance</u>		
<u>Loans and advances</u>		
Satish Panchariya	NIL	(2.26)
Cherish Gold Pvt. Ltd.	NIL	NIL
ChhotuMaharaj Food And Hospitality Pvt. Ltd.	NIL	NIL
<u>Remuneration to key managerial personal</u>		
Prasannna Jagtap	19.02	3.34
Ankita Gupta (Resigned wef. 25/03/2019)	3.71	0.875
Siddharth Kumar	14.90	16.00
Nikita Rattanshi	12.00	12.00
Zubin Parvez Garda	5.40	12.00
Satish Panchariya	12.00	12.00
Harsh Upadhyay	9.75	3.03
Rahul Kanani (Resigned wef. 22/12/2017)	NIL	16.10
Deepak Tripathi (Resigned wef. 23/01/2018)	NIL	3.52

(U)Fair value measurement



The company measures financial instrument such as investments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability- or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1- Quoted (unadjusted) market price in active markets for identical assets or liabilities
- Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

Currently company carries those instruments in level 1 inputs of the above mentioned fair value hierarchy.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

(V) Financial instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i. Financial assets

Initial recognition and measurement



All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit and loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three broad categories:

- Debt instruments assets at amortised cost
 - Equity instruments measured at fair value through profit or loss (FVTPL)
- When assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss (i.e. fair value through profit and loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

Debt instruments at amortised cost

A debt instrument is measured at amortised cost (net of any write down for impairment) if both the following conditions are met:

- the asset is held to collect the contractual cash flows (rather than to sell the instrument prior to its Contractual maturity to realize its fair value changes), and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

Such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables.

Financial assets at fair value through OCI (FVTOCI)

A financial asset that meets the following two conditions is measured at fair value through OCI unless the asset is designated at fair value through profit and loss under fair value option.

- The financial asset is held both to collect contractual cash flows and to sell.
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in OCI. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Financial assets at fair value through profit and loss



FVTPL is a residual category for company's investment instruments. Any instruments which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

All investments included within the FVTPL category are measured at fair value with all changes recognized in the Profit and Loss

In addition, the company may elect to designate an instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The

Company has not made any such election. This classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the

Instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment; However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Derecognition

When the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; It evaluates if and to what extent it has retained the risks and rewards of ownership.

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- Based on above evaluation, either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an



associated liability. The transferred asset and the associated liability are measured on a bases that reflect the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. IND AS 109 (‘financial instruments’) requires expected credit losses to be measured through a loss allowance. The Company recognizes lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

ii. Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition as financial liabilities at fair value through profit and loss or at amortised cost, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The Company’s financial liabilities include trade payables, lease obligations, and other payables.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at amortised cost

After initial recognition, interest-bearing loans and borrowings and other payable are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit and loss when the liabilities are derecognized as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fess or cost that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit & loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability



and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

iii. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

iv. Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

(W) Recent accounting pronouncements

Appendix B to IND AS 21, Foreign currency transactions and advance consideration: On March 28, 2018, the Ministry of Corporate Affairs ('the MCA') notified the Companies (Indian Accounting Standards) Amendment Rule, 2018 containing Appendix B to IND AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, which an entity has received or paid advance consideration in foreign currency.

The amendment will come into force from April 1, 2018, The Company has evaluated the effect of this on the financial statements and the same is not applicable to the Company.

IND AS 115, Revenue from Contract with Customers: On March 28, 2018, the MCA notified the IND AS 115.

The core principle of the new standard is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further, the new standard requires enhanced disclosures about the nature, amount, timing, and uncertainty of revenue and cash flows arising from the entity's contracts with customers.

The standard permits two possible methods of transaction:



- Retrospective approach: Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8, Accounting, Policies, Changes in Accounting Estimates and Errors.
- Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (cumulative catch-up approach)

The effective date for adoption of Ind AS 115 is financial period beginning on or after April, 1, 2018. The company will adopt the standard on April 1, 2018 by using the cumulative catch-up transaction method and accordingly, comparatives for the year ending March 31, 2018 will not be retrospectively adjusted. The effect on adoption of Ind AS 115 is expected to be very insignificant.

30. CONTINGENT LIABILITIES

d) A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

The Maharashtra Government had issued a notification on August 30, 2005, as per which entities leasing copyrights of cinematographic films are required to pay value added tax (VAT) @ 4% retrospectively wef. May 1, 2000. Subsequently, upon the representation of 'The Cinematograph Exhibitor's Association of India' ('The Association'), the levy of the said tax was waived for the period May 1, 2000 to March 31, 2005. The revised notification extending similar relief up to the period commencing from April 1, 2005 is being pursued by the association. The Company, in line with the view taken by the Industry, is of the opinion that VAT is not applicable to the activities carried by the Company and has also taken a legal opinion in this regard. The Company has also not received any demand notice from the VAT authorities. As a matter of prudence, the Company has made ad hoc payments of Rs 15.00 Lacs under protest, and 16.70 lacs against the demand which is disclosed under 'Loans and Advances'.

Demand of Rs 1035.05 Lacs including the interest and penalty under MVAT. In line with film industry consensus, the Company is of the opinion that there are no grounds for levying VAT. Based on legal Opinion obtained; the company is of the view that said demand contesting. Hence, no provision has been considered by the management in these financial statements. Our opinion is not qualified in respect of this matter.

Having regard to the above facts, the Company does not expect any liability on this account. In line with film industry consensus, the Company is of the opinion that there are no grounds for levying VAT on film distribution activity and hence no provision is made in the books of accounts for these years. The same is disclosed as contingent liability under Notes to Accounts.

e) The company, having IEC number 0306007649, export rights of several films produced by them and/or for which, the distribution rights were purchased/ acquired by them in the past. By exporting distribution rights of the films in the territories abroad, KSS did import of various capital goods including 400 digital cinematographic projectors under EPCG Scheme – concessional rate of duty 3% with the proper compliances. Under EPCG Scheme company have to export eight times (Approx. 4,500.00 lacs) of duty saved within eight years, but till date company did not export under the said obligation. Company imports various digital cinema equipments



under the 9(nine) licenses and duty saved 550.81 Lacs and expiry of said license between September 2018 to August 2019.

Demand of Rs 734.06 Lacs excluding interest and penalty under section 142 of the Custom Act 1962. Custom department freeze/attached the various assets and bank accounts against the said recovery. Based on legal opinion obtained, the company is of the view that said demand is contesting. Hence, no provision has been considered by the management in these financial statements. Our opinion is not qualified in respect of this matter. The security deposit (Custom) Rs 190.10 Lacs shown total cost of the assets and account freeze by the custom department, against the Recovery of Government dues under section 142 of the Custom Act 1962 Rs. 734.06 Lacs excluding interest and penalties. Custom department freeze/attached the various assets and bank account of KSS Group against the said recovery.

f) The Company has cases pending at the Securities Exchange Board of India. The departments are yet to pass final order hence the liability for the same is currently unascertainable

iii. Contingent liabilities not provided for in respect of:

Particulars	(Amount in Lacs)	
	March 31, 2019	March 31, 2018
Guarantees issued by bank		
In respect of the company	NIL	NIL
In respect of a wholly owned subsidiary		
Income tax demands not acknowledged as debts and contested by the company	160.39	160.39
MVAT not acknowledged as debts and contested by the company	404.19	404.19
	1,035.05	1,035.05
Total	1,599.63	1,599.63

i. The details of the suit filed against the company pending for disposal is as under:

S.No.	Name of the Parties	Suit No.	Particulars
1	M/s MGM Dental Clinic	11012/533 of 2012	Consumer Complaint claiming for refund of Rs. 5 lacs with interest
2	Siddharth Jain	110 of 2013 Jabalpur (sagar) MP	Consumer Complaint claiming for refund of Rs. 5 lacs with interest

3	Arun Kumar Dua	57/2015 consumer court Rourkela	Consumer Complaint claiming for refund of Rs. 3 lacs with interest
4	Bhartiairtel Limited	410 of 2015 & 409 of 2015	Claim of Internet charges Rs. 78.89 Lacs with interest.
5	Narendra Hirawat and Company	Notice of Motion 152 of 2017	High Court, Suit for perpetual Injunction SARKAR 3

iv. **The details of the suits filed by the company pending for disposal are as under:**

S.No.	Name of the Parties	Suit No.	Particulars
1	Percept Picture Company	Before Arbitrator	Arbitration proceedings initiated for recovery of Rs.80.00 lacs plus 12% Interest thereon.
2	Maharashtra Stage & Cultural Development	290/SS/03	The Company has filed a suit and initiated action under section 138 of the Negotiable Instruments Act, against the said Corporation for recovery of its claim of Rs.108.76 lacs advance against the content of television serials which were not completed.
3	Eros Multimedia limited	2356/2009 N/M 1718NMS 1657 of 2016	Suit for Damages for Rs.960.00 lacs
4	GO Bananas Entertainment Pvt. Ltd. & Others	C.C.no.2517/SS/11	The Company has filed a suit and initiated action under section 138 of the Negotiable Instruments Act, for recovery of its claim of Rs.14.12 lacs
5	Amit Mehrotra & Others	C.C.No.2184/SS/11	The Company has filed a suit and initiated action under section 138 of the Negotiable Instruments Act, for recovery of its claim of Rs.2.5 lacs
6.	Hydrocarbon Development Company Pvt. Ltd.	1720/SS/2011	138 under N.I. Act – Cheque Bouncing case Amount of cheque Rs. 500.00 lacs.
7.	Joint Commissioner of Sales Tax, Mumbai	ITAT Mumbai Bench	For F.Y. 2005-06, 2007-08, 2008-09 and 2010-11 Amount Rs 1052.82 lacs
8.	Income Tax Appellate Mumbai	ITAT Mumbai Bench	For A.Y. 2006-07 Rs. 366.63, A.Y. 2007-08 Rs. 19.45 Lacs, A.Y. 2008-09 Rs 120.67 lacs, and 2011-12 Rs 186.19 Lacs

9.	A.O./CIT	Appeal Against Penalty Order u/s 271(1)(c)	For A.Y. 2006-07 of Rs. 30.85
10.	Custom Duty, The Custom Act 1962 CBEC		Writ petition filed in Hon'ble high Court Mumbai Demand Rs. 734.06 Lacs U/s 114A of Customs Act, 1962
11.	M/s. Anil Enterprises - Indore	ARBAP/83/2013	Arbitration Application Claim Amount Rs. 112 lacs.
12.	Digital Cinema and technology Private Limited- DCAT	ARBAPL/1966/2016	High Court, Bombay Claim Amount Rs. 281.40 lacs.
13.	Standard Chartered Bank	Appeal 93 of 2016 & MA 298 of 2016	Against outstanding Bank Guarantee given to Twenty Twenty Television Company Ltd. Of Rs. 181.77 Lacs in DRAT at Mumbai.

31. Auditors' Remuneration (Excluding GST)

(Amount in Lacs.)		
Particulars	31-Mar-19	31-Mar-18
Statutory audit, Limited Review and Other Services	3.60	7.30
Total	3.60	7.30

32. Un-Hedged Foreign Currency Exposure

The following is the details of un-hedged foreign currency exposure:

Particulars	Amount
Receivables	
US\$ @ closing of 1 USD Rs 69.32 (Previous year US \$ @ closing rate of 1 USD = Rs. 65.044)	USD \$8.40 lacs
AED @ closing of 1 AED Rs 18.893 (Previous year AED @ closing rate of 1 AED = Rs. 17.6488)	AED 19.87 Lacs
Payables	
US\$ @ closing of 1 USD Rs. 69.32 (Previous year US \$ @ closing rate of 1 USD = Rs. 65.044)	USD \$0.26 Lacs

33. Earning and expenditure in foreign currency (on accrual basis)

Particulars	31-Mar-19	31-Mar-18
Earning:	NIL	NIL
Outgo:	NIL	
Expenditure/Capital expenditure for assets Foreign Travelling & Hotels	12.26	22.50
		0.78

34. Statutory group information under Schedule III to the Companies Act, 2013, of entities consolidated as subsidiary :

Name of the Company	Net Assets		Share in Profit/loss	
	Amount	%	Amount	%
<u>Parent Company :</u>				
KSS Limited	10,385.70	78%	(4,310.07)	95%
<u>Subsidiaries :</u>				
K Sera Sera Box Office Private Limited	337.72	3%	23.54	-1%
K Sera SeraMiniplex Limited	1,536.26	11%	26.48	-1%
K Sera Sera Digital Cinema Limited	1,658.78	12%	126.50	-3%
K Sera Sera Productions FZE	374.47	3%	-	0%
Birla Jewels Limited	-150.30	-1%	(94.91)	2%
Birla Gold and Precious Metals Ltd	-748.33	-6%	(302.58)	7%
Total	13,394.31	100%	(4,531.03)	100%

35. Balances in respect of certain sundry debtors, sundry creditors and loans and advances are taken as shown by the books of account and are subject to confirmation and consequent adjustments and reconciliation, if any.

As per Management opinion Current assets, loans and advances have a value on realization which in the ordinary course of the business would not be less than the amount at which they are stated in the balance sheet and the provisions for all known and determined liabilities are adequate and not in excess of the amount reasonably required.

36. **Details of dues to micro and small enterprises as defined under the MSMED Act,2006:**
There are no micros, small and medium enterprises, to which the Company owes dues, which are outstanding for more than 45 days as at March 31, 2015. This information as



required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

37. Figures in brackets represent those of the previous year.

38. Figures for the previous year have been regrouped / amended wherever necessary.

For and on behalf of the board of directors

**For Pipara& Co LLP
Chartered Accountants
FRN: 107929W/W100219**

**Sd/-
Satish Panchariya
Director
DIN 00042934**

**Sd/-
Harsh Upadhyay
Director
DIN 07263779**

**Sd/-
NamanPipara
Partner
Membership No.:140234**

**Place: Mumbai
Date: 30.05.2019**



KSS LIMITED
(Formerly Known as K Sera Sera Limited)
CIN : L22100MH1995PLC092438

Regd: Office : Unit No. 101A/102, 1st Floor, Morya Landmark II, Andheri (w) Mumbai - 400053 Tel No. 022-42088600 Fax. 022-40427601 Email: Info@kserasera.com, Website: www.kserasera.com

ATTENDENCE SLIP

(To be handed over at the entrance of the meeting Venue)

Ledger Folio No. /Client ID No. _____

No. of Shares held _____

DP ID No. _____

I certify that I am a member /proxy / for the meeting of the company.

I / We record my / our presence at the Twenty Second Annual General Meeting held at Kailash Parbat, K-P Restaurant , 7A / 8A, 'A' Wing Crystal Plaza, New Link Road, Andheri (west), Mumbai - 400053 on Friday September 27, 2019 at 10:00 A.M.

Member's /Proxy Name in Block Letters

Signature of Member /Proxy

Note : Please fill up this attendance slip and hand it over at the entrance of the venue for the meeting. Members are requested to bring their copies of Annual report at the meeting.



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Proxy Form
FORM NO. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):	
Registered Address:	
E-mail Id:	
*DP Id	
Regd. Folio No. / *Client Id.	

(*Applicable for Members holding Shares in electronic form)

I/ We, being the member(s) of _____ shares of the above named company, hereby appoint:

- (1) Name: _____ Address: _____
E-mail id: _____ Signature: _____ or failing him;
- (2) Name: _____ Address: _____
E-mail id: _____ Signature: _____ or failing him;
- (3) Name: _____ Address: _____
E-mail id: _____ Signature: _____ or failing him;

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 24th Annual General Meeting of the KSS Limited, to be held on Friday, September 27, 2019 at 10.00 a.m., at Kailash Parbat, K-P Restaurant, 7A/8A, 'A' A-Wing, Crystal Plaza, New Link Road, Andheri West, Mumbai 400053, Maharashtra and at any adjournment thereof in respect of such resolution as are indicated below:

** I wish my above proxy to vote in the manner as indicated in the box below:

Sr. No.	Resolution	For	Against
1.	Consider and adopt the Audited Consolidated and Standalone Financial Statements of the Company for the Year ended 31 st March, 2019 together with the reports of the Directors' and Auditors thereon.		
2.	Re-appointment of Mrs. Kunti Rattanshi (DIN: 07144769), who retires by rotation, and being eligible offer herself for reappointment.		

*Applicable for investors holding shares in electronic form

Signed this _____ day of _____ 2019

Affix Revenue Stamp

Signature Shareholder _____

Signature of Proxy holder(s) _____
(First proxy holder)

(Second proxy holder)

(Third proxy holder)

Notes:

1. This Form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting
2. A proxy need not be member of the Company
3. This is only optional. Please put X in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the said resolutions, your proxy will be entitled to vote in the manner as/she thinks appropriate.