

KSS LIMITED (Formerly known as K SERASERA LIMITED) CIN: L22100MH1995PLC092438 Registered Office: Unit No. 101A and 102, 1st Floor, Moriya Landmark II, Plot B-17, Andheri (W), Mumbai-400053									
STATEMENT OF AUDITED FINANCIAL RESULTS FOR THE YEAR ENDED 31ST MARCH, 2021 (₹ in Lacs)									
Sr. No.	Particulars	Quarter ended on			Year ended on				
		31.03.2021 (Unaudited)	31.12.2020 (Unaudited)	31.03.2020 (Audited)	31.03.2021 (Audited)	31.03.2020 (Audited)	31.03.2020 (Audited)		
<b>1</b>	<b>Revenue from Operations</b>								
(a)	Net Sales	-	-	-	-	-	-		
(b)	Other operating Income	26.81	20.16	-	47.31	-	38.33		
	<b>Total Income (a+b)</b>	<b>26.81</b>	<b>20.16</b>	-	<b>47.31</b>	-	<b>38.33</b>		
<b>2</b>	<b>Expenditure</b>								
(a)	Employees benefits expenses	4.77	4.76	7.60	10.52	10.52	32.83		
(b)	Finance Costs	0.01	-	-	0.01	0.01	16.17		
(c)	Depreciation, Amortization & Depletion Expenses	27.68	27.67	34.85	110.69	140.32	53.69		
	<b>Total Expenditure (a to d)</b>	<b>56.53</b>	<b>39.04</b>	<b>57.34</b>	<b>170.02</b>	<b>243.01</b>	<b>243.01</b>		
<b>3</b>	<b>Profit / (Loss) before exceptional items and tax (1-2)</b>	<b>(29.71)</b>	<b>(18.88)</b>	<b>(57.34)</b>	<b>(122.70)</b>	<b>(204.68)</b>	<b>(204.68)</b>		
<b>4</b>	<b>Exceptional items</b>	-	-	-	-	-	-		
<b>5</b>	<b>Profit / (Loss) after exceptional items and tax (3-4)</b>	<b>(29.71)</b>	<b>(18.88)</b>	<b>(57.34)</b>	<b>(122.70)</b>	<b>(204.68)</b>	<b>(204.68)</b>		
<b>6</b>	<b>Tax Expense:</b>								
(a)	Current Tax	-1.98	-	-4.96	-1.98	-	-4.96		
(b)	Deferred Tax	-1.98	-	-4.96	-1.98	-	-4.96		
<b>7</b>	<b>Profit / (Loss) for the period (5-6)</b>	<b>(27.73)</b>	<b>(18.88)</b>	<b>(52.38)</b>	<b>(120.72)</b>	<b>(199.72)</b>	<b>(199.72)</b>		
<b>8</b>	<b>Profit / (Loss) from discontinued operations</b>								
	Tax expenses of discontinued operations	0.00	0.00	(52.38)	(120.72)	(199.72)	(199.72)		
<b>10</b>	<b>Net profit (loss) from discontinued operation after tax (8-9)</b>								
<b>11</b>	<b>Profit / (Loss) for the period (7+10)</b>	<b>(27.73)</b>	<b>(18.88)</b>	<b>(52.38)</b>	<b>(120.72)</b>	<b>(199.72)</b>	<b>(199.72)</b>		
<b>8</b>	<b>Other Comprehensive Income</b>								
(a)	(i) Items that will not be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00	0.00		
(b)	(ii) Income tax relating to items that will not be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00	0.00		
	(i) Items that will be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00	0.00		
	(ii) Income tax relating to items that will be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00	0.00		
<b>9</b>	<b>Total other comprehensive income net of taxes</b>	<b>(27.73)</b>	<b>(18.88)</b>	<b>(52.38)</b>	<b>(120.72)</b>	<b>(199.72)</b>	<b>(199.72)</b>		
	<b>Total Comprehensive Income for the period/year (7+8) Comprising Profit (Loss) and Other Comprehensive Income for the period</b>								
<b>10</b>	<b>Paid up Equity Share Capital (face value Rs 1 each, fully paid)</b>	<b>21,358.75</b>	<b>21,358.75</b>	<b>21,358.75</b>	<b>21,358.75</b>	<b>21,358.75</b>	<b>21,358.75</b>		
<b>11</b>	<b>Other Equity</b>								
<b>A2</b>	<b>Earning per equity share of Rs 1/- each</b>								
	(1) Basic	(0.00)	(0.00)	(0.00)	(0.01)	(0.01)	(0.01)		
	(2) Diluted	(0.00)	(0.00)	(0.00)	(0.01)	(0.01)	(0.01)		

See accompanying note to the financial results:

Bhawik  
Madrecha  
Duly signed by  
Bhawik Madrecha  
Chartered Accountant  
No. 24649/2018



**Statement of Assets and Liabilities (Standalone- Ind AS compliant)**

Particulars	As at	As at
	March 31, 2021	March 31, 2020
	(Audited)	(Audited)
<b>ASSETS</b>		
<b>Non-Current Assets</b>		
Property, Plant and Equipment	432.53	543.21
Intangible assets	169.52	169.52
<b>Financial Assets</b>		
Investments	9,088.67	9,088.67
Loans	-	-
Deferred tax assets	363.14	361.15
Income Tax Assets	111.49	106.94
Other non-current assets	69.78	69.78
<b>Total Non Current assets</b>	<b>10,235.13</b>	<b>10,339.28</b>
<b>Current assets</b>		
Trade receivables	-	0.00
Cash and cash equivalents	0.50	0.61
Loans	1,499.35	1,494.20
Other current assets	625.42	621.49
<b>Total</b>	<b>2,125.28</b>	<b>2,116.31</b>
<b>Asset held for sale</b>	<b>375.49</b>	<b>375.49</b>
<b>TOTAL ASSETS</b>	<b>12,735.90</b>	<b>12,831.07</b>
<b>EQUITY &amp; LIABILITIES</b>		
<b>Equity</b>		
Equity Share Capital	21,358.75	21,358.75
Other equity	(11,293.49)	(11,172.77)
<b>Total</b>	<b>10,065.26</b>	<b>10,185.98</b>
<b>LIABILITIES</b>		
<b>Current Liabilities</b>		
<b>Financial liabilities</b>		
Borrowings	1,382.50	1,379.16
Trade Payable	529.63	511.03
Other financial liabilities	21.59	16.68
Other current liabilities	736.92	738.22
<b>Total</b>	<b>2,670.63</b>	<b>2,645.09</b>
<b>Total Equity and Liabilities</b>	<b>12,735.90</b>	<b>12,831.07</b>



Bhawik  
Madrecha

Digitally signed by  
Bhawik Madrecha  
Date: 2021.07.05  
20:54:23 +05'30'



**KSS LIMITED (Formerly known as K SERA SERA LIMITED)**  
**Standalone statement of cash flows for the year ended March 31, 2021**  
(All amounts are in INR in lakhs, unless otherwise stated)

Particulars	For the year ended	
	31-Mar-21	31-Mar-20
<b>Cash flow from operating activities</b>		
Profit/(Loss) Before Tax	(122.70)	(204.68)
Adjustment for:		
Depreciation	110.69	140.32
Diminution in value of Investment	-	-
Interest Paid	0.01	16.17
Foreign Exchange Loss/(Gain)	(0.27)	0.85
<b>Operating Profit Before Working Capital changes</b>	<b>(12.28)</b>	<b>(47.34)</b>
Adjustment for:		
(Increase)/Decrease in Trade Receivable	0.00	0.07
(Increase)/Decrease in short term loans & advance	(5.15)	(393.79)
(Increase)/Decrease in other current Assets	(3.93)	(2.99)
Increase / (Decrease) in Trade Payables	18.60	2.64
Increase / (Decrease) in other financial liabilities	4.91	4.49
Increase / (Decrease) in Current Liabilities	(1.30)	(38.08)
Increase / (Decrease) in Income Tax Assets	(4.55)	(0.77)
Increase / (Decrease) in other Non-Current Assets	0.00	(33.61)
<b>Sub Total of working capital adjustments</b>	<b>8.58</b>	<b>(462.04)</b>
<b>Cash Generated from Operations</b>	<b>(3.70)</b>	<b>(509.38)</b>
Interest Paid	-	-
Exceptional Items	-	-
<b>Net cash from operating activities (A)</b>	<b>(3.70)</b>	<b>(509.38)</b>
<b>Cash flow from investing activities</b>		
Purchase of Fixed Assets	-	-
Proceeds from sale of Investment	-	463.89
Foreign Exchange Loss/(Gain)	0.27	(0.85)
Other financing activities	-	-
<b>Net cash from / (in used) in investing activities (B)</b>	<b>0.27</b>	<b>463.04</b>
<b>Cash flow from financing activities</b>		
Interest Paid	(0.01)	(16.17)
Increase / Decrease in Borrowings	3.34	63.07
<b>Net cash flow from financing activities (C)</b>	<b>3.33</b>	<b>46.90</b>
<b>Net increase in Cash and Cash equivalent (A+B+C)</b>	<b>(0.10)</b>	<b>0.56</b>
Cash & Cash equivalent at the beginning of the year	0.61	0.05
Cash & Cash equivalent at the end of the year	<b>0.51</b>	<b>0.61</b>
<b>Components of Cash and Cash equivalent</b>		
Cash on Hand	0.00	0.10
With Banks-		
On current account	0.50	0.51
On deposit account	-	-
<b>Total</b>	<b>0.50</b>	<b>0.61</b>
	(0)	0



**Notes :**

- 1 The Statement of financial result has been prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013, read with the relevant rules issued thereunder and the recognised accounting practices and policies to the extent applicable.
- 2 The above statement of financial results has been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 3rd July, 2021
- 3 As per the requirements of Ind AS-108, no disclosure is required as the Company is operating in single business segment.
- 4 The Company had advanced salary to one of its Director, Mr. Prasanna Jagtap during the previous year ended March 31, 2020. However because of the sad demise of the director, Company had evaluated the recovery of this amount and of the opinion that the same will not be recoverable and accordingly written off Rs. 6 Lacs forming a part of other expenses for the year ended 31st March 2021
- 5 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. The company is contesting the said demand and is of the view that the liability will not arise. Hence, no provision has been considered by the in this financial results.
- 6 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. The company has made a deposit of Rs. 38.07 lacs with the customs department during the FY 2019-20. Custom department freeze/attached the various assets against the said recovery. The company is contesting the said demand and is of the view that the liability will not arise. Hence, no provision has been considered in this financial results.
- 7 The 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) in the FY 2014. In the FY 2020-21, the company has filed an application for settlement with the SEBI by offering to pay a reasonable Settlement Amount of Rs. 10,23,750. The company has created a provision of Rs. 10,23,750 and the settlement application is yet to be accepted by the SEBI.
- 8 In addition to Note 5, 6 and 7 above, the Company has ongoing legal cases under Bombay High Court, Securities Appellate Tribunal and Debt Recovery Tribunal (Mumbai). The company is contesting the said demand and is of the view that the liability will not arise. Hence, no provision has been considered in this financial results.
- 9 Company has classified its subsidiary K Sera Sera Productions FZE, Kamala Landmark Infrastructure Pvt. Ltd and Joint Venture in Citygate Trade FZE as held for sale in the FY 2018-19, however till date the sale of the said subsidiary has not been materialized.
- 10 As at 31st March 2021, the Company's current liabilities exceeds the Current Assets. The management has taken initiatives in order to meet its short term liabilities in timely manner. Based on the actions taken the management is confident that it will be able to meet its current obligations as and when they fall due for payment. Accordingly the standalone financial statements have been prepared on going concern basis.
- 11 Pursuant to a letter issued by National Stock Exchange of India Limited dated 27th October 2020, the trading in the securities of the KSS Limited has been suspended w.e.f November 27th, 2020 due to non-compliance with Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 for two consecutive quarters i.e. March 31, 2020 and June 30, 2020 for the identified non-compliance. Till the date of this report, the company has not complied and thus, trading in the securities of the company is suspended.
- 12 Previous period's figures have been reclassified, wherever necessary, to correspond with those of the current period.
- 13 Investors can view the Financial Results of the Company at the Company's website [www.kserasera.com](http://www.kserasera.com) or at the websites of BSE/NSE ([www.bseindia.com](http://www.bseindia.com)).

Place: Mumbai  
Date: July 05, 2021



For and On behalf of Board  
for KSS Limited

*Harsh Upadhyay*  
Director

DIN: 07263779



Digitally signed by  
Bhawik Madrecha  
DN: cn=Bhawik Madrecha, o=PIPARA & CO LLP, email=Bhawik.Madrecha@pipara.com, c=IN, serial=95546, c=IN



## Independent Auditor's Report on Audit of Annual Financial Results

To  
The Board of Directors of  
KSS Limited

### Report on the audit of the Standalone Financial Results

#### Disclaimer of Opinion

We were engaged to review the accompanying statement of year to date standalone financial results of KSS Limited (the "Company") for the year ended March 31, 2021 ("Statement"), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

Because of significance of the matters described under Basis for Disclaimer of Opinion below, we have not been able to obtain sufficient appropriate evidence to provide a basis for our opinion as to whether the accompanying Standalone Financial Results:

- i. are prepared in accordance with the recognition and measurement principles laid down in "Indian Accounting Standard 34 - Interim Financial Reporting" specified under Section 133 of the Companies Act, 2013 and;
- ii. disclose the information required to be disclosed in terms of the Listing Regulations including the manner in which it is to be disclosed or that it contains material misstatements.

#### Basis for Disclaimer of Opinion

We draw your attention to:

- a. The Company has invested Rs. 89,42,39,960 in the equity shares of its 5 subsidiaries as on 31<sup>st</sup> March 2021. The company has not conducted the Fair Value assessment w.r.t the impairment of the said investment. It was noted that out of the said 5 subsidiaries, Birla Jewels Limited and Birla Gold and Precious Metals Limited are having negative networth as on 31<sup>st</sup> March 2021. Due to lack of explanation from the management and documentary evidence, we are unable to comment on the adequacy of the provision to be provided for in the books of accounts.
- b. The company had not conducted the Fair Value Assessment for the Investments held by KSS Limited of Rs. 1,46,26,796 in the shares of unlisted companies as required under Ind AS 109. Hence we are unable to comment on the realizable value of such investment.

**Mumbai Office:**  
3, 13th Floor TradeLink,  
E wing, A Block, Kamala  
Mills Compound,  
Senapati Bapat Marg,  
Lower Parel,  
Mumbai-400013,  
Maharashtra, INDIA

**Ahmedabad Office:**  
"Pipara Corporate  
House", Near Gruh  
Finance, Netaji Marg,  
Law Garden,  
Ahmedabad-380006,  
Gujarat, INDIA.

**Surat Office:**  
D-612, International  
Trade Centre,  
Majura Gate,  
Surat-395003,  
Gujarat, INDIA.

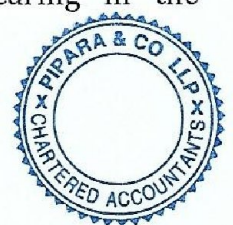
**Delhi Office:**  
1602, 16<sup>th</sup> Floor,  
Ambadeep  
Building,  
K.G. Marg  
New Delhi-110001,  
INDIA.

**Contact:**  
T: +91-022 24928898/99  
F: +91-79-40 370 376  
E: madrecha@pipara.com  
naman@pipara.com  
W: [www.pipara.com](http://www.pipara.com)





- c. The company has total outstanding loans and advances of Rs. 14,99,35,336 as on the year ended 31<sup>st</sup> March, 2021 from various companies. We have circulated the independent balance confirmation for the majority of the outstanding loans and advances, however, we have not received any confirmation independently. Further, the company has provided us the balance confirmation amounting to Rs. 11,22,63,828 as obtained by the management of KSS Limited from these companies to whom the loans have been advanced. Also, the company has not accrued any interest on the said loans & advances. Accordingly, due to lack of sufficient and appropriate audit evidence i.e. loan agreement and independent balance confirmation, we are unable to comment on the authenticity of such balances.
- d. As per Standards on Auditing (SA) – 505 External Confirmation, Independent Balance confirmation for outstanding Bank Balances as on 31.03.2021 were sought during the course of audit but the response to the said confirmations were not received by us till the date of this report. Hence, the outstanding balances appearing as on 31<sup>st</sup> March, 2021 are based on the account statement available and provided by those charge with governance.
- e. Some of the balances of Trade Receivables and Trade payable of the Company are subject to confirmation from the respective parties and consequential reconciliation/adjustment arising there from, if any.
- f. The company has given Advance for Property of Rs. 3,99,46,384 as on 31<sup>st</sup> March, 2021. The company has made available with the balance confirmation. However, the said balance is long outstanding and we are not provided with any steps taken with respect to the refund of the said amount to the Company or details of the procurement of assets against the said Advance of Property. In absence of information and sufficient documentary evidence, we are unable to comment on the authenticity of such balance or procurement of any assets by the company, if any.
- g. The company has classified its subsidiaries namely K Sera Sera Production FZE, Kamala Landmark Infrastructure Pvt. Ltd. and Joint Venture in Citygate Trade FZE under Asset Held for Sale in the FY 2018-19, having an investment amount of Rs. 3,75,48,757. The said asset has not been sold by the company till 31<sup>st</sup> March 2021. The company has not conducted any assessment for the sale and has not entered into contractual agreement for the sale of the said subsidiaries till the date of this report. Further, no financial statement/status/existence of these subsidiaries has been provided for review by the management. Thus, due to lack of information and documentary evidence, we are unable to comment on the status of the sale of the said subsidiaries and existence of the same.
- h. The company has a Gross Tax Asset of Rs. 5,33,81,517 and Net Tax Asset of Rs. 1,11,49,274 respectively as on 31<sup>st</sup> March 2021 pertaining to various years. The company has not provided with the status of the assessment/refund/appeal for the said Tax Assets and hence, due to lack of the information and documentary evidence, we are unable to comment on the tax assets appearing in the accompanying in the audited standalone financial results.





- i. The company has issued 8% Optionally Convertible Redeemable Bonds and an amount of Rs. 5,00,00,000 is outstanding as on 31<sup>st</sup> March 2021. However, the company has not accrued interest expense on the said Bonds and has also not obtained Interest Waiver Letter from the Bond Holder.

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in paragraph (a) of Auditor's Responsibilities section below. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("the ICAI") together with the ethical requirements that are relevant to our audit of the Standalone Financial Results for the year ended Month 31, 2021 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 not sufficient and appropriate to provide a basis for our audit opinion.

### **Emphasis of Matter**

We draw your attention to:

- a) Note 4 of the statement of the Standalone Financial results stating "The Company had advanced salary to one of its Director, Mr. Prasanna Jagtap during the previous year ended March 31, 2020. However, because of the sad demise of the director, Company had evaluated the recovery of this amount and of the opinion that the same will not be recoverable and accordingly written off Rs. 6 Lacs forming a part of other expenses for the period ended 31<sup>st</sup> March 2021."
- b) The Company has booked interest income of Rs. 46,92,618 during the FY 2020-21, out of which interest income of Rs. 41,40,455 belongs to period prior to FY 2020-21.
- c) The Company has outstanding payable of Rs. 5,12,30,542 as on 31<sup>st</sup> March 2021 towards ROC on account of non-compliances in previous years.
- d) Note 5 of the statement of the Standalone Financial results stating, 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. The company is contesting the said demand and is of the view that the liability will not arise. Hence, no provision has been considered by the in this financial statements.
- e) Note 6 of the statement of the Standalone Financial results stating, 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. The company has made a deposit of Rs. 38.07 lacs with the customs department during the FY 2019-20. Custom department





freeze/attached the various assets against the said recovery. The company is contesting the said demand and is of the view that the liability will not arise. Hence, no provision has been considered in this financial statements.

- f) Note 7 of the statement of the Standalone Financial results stating, the 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) in the FY 2014. In the FY 2020-21, the company has filed an application for settlement with the SEBI by offering to pay a reasonable Settlement Amount of Rs. 10,23,750. The company has created a provision of Rs. 10,23,750 and the settlement application is yet to be accepted by the SEBI.
- g) Note 8 of the statement of the Standalone Financial results stating, the Company has ongoing legal cases under Bombay High Court, Securities Appellate Tribunal and Debt Recovery Tribunal (Mumbai). The company is contesting the said demand and is of the view that the liability will not arise. Hence, no provision has been considered in this financial statements.
- h) As at 31st March 2021, the Company's current liabilities exceeds the Current Assets.
- i) The company is having long outstanding due of a foreign trade payable which is outstanding for more than 6 months.
- j) Pursuant to a letter issued by National Stock Exchange of India Limited dated 27<sup>th</sup> October 2020, the trading in the securities of the KSS Limited has been suspended w.e.f November 27<sup>th</sup>, 2020 due to non-compliance with Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 for two consecutive quarters i.e. March 31, 2020 and June 30, 2020 for the identified non-compliance. Till the date of this report, the company has not complied and thus, trading in the securities of the company is suspended.

### **Management's Responsibilities for the Standalone Financial Results**

The Statement has been prepared on the basis of the annual standalone financial statements. The Board of Directors of the Company are responsible for the preparation and presentation of the Statement that gives a true and fair view of the net loss and other comprehensive loss of the Company and other financial information in accordance with the applicable accounting standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. 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 the 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 Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Statement, the 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

### **Auditor's Responsibilities for the Audit of the Standalone Financial Results**

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is 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 the Statement.

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

- a) Identify and assess the risks of material misstatement of the Statement, 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.
- b) Obtain an understanding of internal 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 with reference to standalone financial statements in place and the operating effectiveness of such controls.
- c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.





- d) Conclude on the appropriateness of the Board of Directors' 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 results 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.
- e) Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Annual Standalone Financial Results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Annual Standalone Financial Results 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 Annual Standalone Financial Results.

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.





## Other Matter

The Statement includes the results for the quarter ended March 31, 2021 being the balancing figure between the audited figures in respect of the full financial year ended March 31, 2021 and the published unaudited year-to-date figures up to the third quarter of the current financial year, which were subjected to a limited review by us, as required under the Listing Regulations.



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

Bhawik  
Madrecha

Digitally signed by  
Bhawik Madrecha  
Date: 2021.07.05  
20:45:01 +05'30'

**BHAWIK MADRECHA**  
**PARTNER**  
M.No. 163412

Date: 05<sup>th</sup> July 2021

Place: Mumbai

UDIN: 21163412 AAAALG18287

KSS Limited

Register office: Unit No. 102, First Floor, Morya Landmark II, New Link Road, Andheri (West), Mumbai - 400 053  
Statement of Consolidated Audited Results for the Year ended 31st March, 2021

S. No.	Particulars	Quarter Ended 31/03/2021 (Unaudited)	Quarter Ended 31/12/2020 (Unaudited)	Quarter Ended 31/03/2020 (Unaudited)	Year Ended 31/03/2021 (Audited)	Year Ended 31/03/2020 (Audited)
I	Revenue from Operations	115.77	94.54	1,461.18	290.70	4,599.53
II	Other income	20.34	41.79	77.55	70.38	119.55
III	<b>Total Income (I+II)</b>	<b>136.11</b>	<b>136.33</b>	<b>1,538.73</b>	<b>361.08</b>	<b>4,719.08</b>
IV	<b>Expenses</b>					
	Cost of Operation	24.70	18.05	966.31	94.59	1,874.19
	Purchase of traded goods	(8.05)	59.04	(608.14)	109.36	255.56
	Changes in inventories of finished goods, Stock-in-Trade and Work-in-progress	28.99	(0.98)	(3.88)	18.41	255
	Employee benefits expense	139.37	109.94	262.17	303.16	919.27
	Finance costs	1.69	41.01	69.45	126.34	192.85
	Depreciation and amortisation expense	150.77	136.98	246.74	570.14	738.02
	Other expenses	159.17	122.17	223.25	476.14	826.81
	<b>Total Expenses (IV)</b>	<b>496.63</b>	<b>486.22</b>	<b>1,155.89</b>	<b>1,698.14</b>	<b>4,809.24</b>
V	<b>Profit/(Loss) before exceptional items and tax (III-IV)</b>	<b>(360.52)</b>	<b>(349.88)</b>	<b>382.84</b>	<b>(1,337.06)</b>	<b>(90.16)</b>
VI	Exceptional items	-	-	-	-	-
VII	<b>Profit(Loss) after exceptions items and tax (V-VI)</b>	<b>(360.52)</b>	<b>(349.88)</b>	<b>382.84</b>	<b>(1,337.06)</b>	<b>(90.16)</b>
VIII	Tax expenses:	27.32	-	20.62	27.32	17.89
	(1) Current tax	-	-	33.82	-	33.82
	(2) Deferred tax	27.32	-	(13.20)	27.32	(13.20)
	(3) Mat Credit Entitlements	-	-	(2.73)	-	(2.73)
IX	<b>Profit (Loss) for the period</b>	<b>(387.84)</b>	<b>(349.88)</b>	<b>396.04</b>	<b>(1,364.38)</b>	<b>(108.05)</b>
X	<b>Other Comprehensive Income</b>	<b>(22.68)</b>	-	(3.37)	(22.68)	(3.37)
XI	<b>Total Comprehensive Income for the period/year (IX + X)</b>	<b>(365.16)</b>	<b>(349.88)</b>	<b>399.41</b>	<b>(1,341.70)</b>	<b>(104.68)</b>
	<b>Comprising Profit (Loss) for the period</b>					
	<b>Net Profit attributable to</b>					
	Owners of Holding Company				(1,314.35)	(109.10)
	Non Controlling Interest				(27.34)	(4.42)
XII	<b>Paid up Equity Share Capital (face value Rs 1 each, fully paid)</b>	<b>21,358.75</b>	<b>21,358.75</b>	<b>21,358.75</b>	<b>21,358.75</b>	<b>21,358.75</b>
XIII	<b>Earning per equity share of Rs 1/- each</b>					
	(1) Basic	(0.02)	(0.02)	0.02	(0.06)	(0.00)
	(1) Diluted	(0.02)	(0.02)	0.02	(0.06)	(0.00)

See accompanying note to the financial results:



Digitally signed by  
Bhawik Madrecha  
Date: 2021.07.05  
20:47:45 +05'30'



Register office: Unit No. 102, First Floor, Morya Landmark II, New Link Road, Andheri (West), Mumbai - 400 053

STATEMENT OF CONSOLIDATED ASSETS AND LIABILITIES AS AT 31ST MARCH, 2021

	Particulars	As at 31.03.2021 (Audited)	As at 31.03.2020 (Audited)
<b>A.</b>	<b>ASSETS</b>		
1.	<b>NON-CURRENT ASSETS</b>		
	a) Property, Plant and Equipment	1,888.05	2,237.95
	b) CWIP	554.06	542.77
	c) Goodwill	52.12	52.12
	d) Investment property	905.68	952.04
	e) Intangible assets	217.55	221.75
	f) Financial Assets	-	915.36
	g) Investments	914.36	243.27
	h) Loans	443.97	581.58
	i) Other	136.01	61.58
	j) Deferred tax assets (Gross)	554.47	111.49
	k) Income tax assets (net)	111.49	5,808.41
2.	<b>CURRENT ASSETS</b>		
	a) Financial Assets	537.94	556.34
	b) Inventory	439.70	711.57
	c) Trade receivables	1,933.29	2,082.98
	d) Cash and cash equivalents	1,969.73	1,540.14
	e) Loans	375.49	375.49
	f) Other current assets	5,289.90	5,604.60
	g) Asset held for sale	-	-
	<b>Sub-total : Non-Current Assets</b>	<b>5,777.76</b>	<b>5,808.41</b>
	<b>Sub-total : Current Assets</b>	<b>5,289.90</b>	<b>5,604.60</b>
	<b>TOTAL - ASSETS</b>	<b>11,067.66</b>	<b>11,413.01</b>
<b>B.</b>	<b>EQUITY AND LIABILITIES</b>		
1.	<b>SHAREHOLDERS' FUNDS:</b>		
	a) Equity Share Capital	21,358.75	21,358.75
	b) Other equity	(18,683.35)	(17,369.05)
	c) Non-Controlling Interest	6.18	33.52
	<b>Sub-total : Shareholders' Fund</b>	<b>2,681.58</b>	<b>4,023.22</b>
2.	<b>NON-CURRENT LIABILITIES:</b>		
	a) Financial liabilities	1,639.71	1,029.74
	b) Borrowings	197.80	283.85
	c) Other Financial liability	38.76	46.29
	d) Short Term Provision	-	-
	<b>Sub-total : Non-Current Liability</b>	<b>1,876.27</b>	<b>1,359.88</b>
3.	<b>CURRENT LIABILITIES:</b>		
	a) Financial liabilities	630.35	920.16
	b) Trade Payable	1,709.17	1,647.75
	c) Other financial liabilities	804.68	878.32
	d) Short Term Provision	3,365.61	2,583.68
	<b>Sub-total : Current Liabilities</b>	<b>6,509.81</b>	<b>6,029.91</b>
	<b>TOTAL : EQUITY AND LIABILITIES</b>	<b>11,067.66</b>	<b>11,413.01</b>



Bhavik  
Bhavik Madrecha  
Date: 2021.05.20  
Digitally signed by  
Madrecha

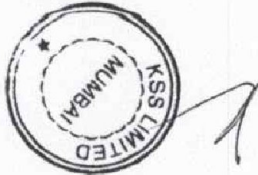




**KSS LIMITED (Formerly known as K SERA SERA LIMITED)**  
**Consolidated statement of cash flows for the year ended March 31, 2021**

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

Particulars	31-Mar-21	31-Mar-20
<b>Cash flow from operating activities</b>		
Profit/(Loss) Before Tax	(1,337.06)	(90.16)
Adjustment for:		
Depreciation	570.14	0.21
Foreign Exchange Loss/(Gain)	(51.19)	(1.49)
Interest Income	123.52	(20.29)
Minority Interest (Profit and Loss)		189.44
Operating Profit Before Working Capital changes	(694.38)	819.94
Adjustment for:		
(Increase)/Decrease in Inventories	18.40	2.56
(Increase)/Decrease in Trade Receivable	271.87	538.09
(Increase)/Decrease in short term loans & advance	149.69	(1,186.67)
(Increase)/Decrease in other current Assets	(429.56)	(670.27)
(Increase) / (Decrease) in Trade Payables	(289.81)	185.88
(Increase) / (Decrease) in Short term Borrowings	61.42	673.76
Increase / (Decrease) in other financial liabilities	(73.64)	(790.22)
Increase / (Decrease) in Current Tax Liabilities	781.93	226.49
Sub Total of working capital adjustments	490.31	(1,031.93)
Cash Generated from Operations	(204.07)	(211.99)
Provision for Tax	-	-
Exceptional Items	-	-
<b>Net cash from operating activities (A)</b>	<b>(204.07)</b>	<b>(211.99)</b>
<b>Cash flow from investing activities</b>		
Purchase of Fixed Assets	(168.25)	(946.17)
Sale of Fixed Assets	9.77	2.54
Goodwill on Consolidation	1.00	(1.21)
Investment made	(443.98)	630.33
Loan & Advances		
Foreign Exchange Loss/(Gain)	(0.21)	1.49
Interest income	51.19	20.29
Other Non-current Financial Assets	107.26	478.62
Other Non-current Tax Assets	(49.91)	345.03
<b>Net cash from / (in used) in investing activities (B)</b>	<b>(493.13)</b>	<b>530.92</b>
<b>Cash flow from financing activities</b>		
Borrowings made	609.97	49.40
Interest Paid	(123.52)	(189.44)
Other Non-current Financial Liabilities	(93.58)	(96.79)
<b>Net cash flow from financing activities (C)</b>	<b>392.87</b>	<b>(236.83)</b>
<b>Net increase in Cash and Cash equivalent (A+B+C)</b>	<b>(304.33)</b>	<b>82.11</b>
Cash & Cash equivalent at the beginning of the year	338.07	255.97
Cash & Cash equivalent at the end of the year	33.74	338.08
<b>Components of Cash and Cash equivalent</b>		
Cash on Hand	6.58	110.80
With Banks-		
On current account	27.17	227.27
On deposit account	33.75	338.07
<b>Total</b>	<b>(0.00)</b>	<b>(0.00)</b>



Bhawik  
 Digitally signed by  
 Bhawik Madrecha  
 Date: 2021.07.05  
 20:50:56 +05'30'



## Notes :

- 1 The Statement of financial result has been prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013, read with the relevant rules issued thereunder and the recognised accounting practices and policies to the extent applicable.
- 2 The above statement of financial results has been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 3rd June, 2021.
- 3 As per the requirements of Ind AS-108, disclosure is required as the Group is operating in multiple business segment and the same has also been provided.
- 4 The Consolidated results include the financial result of its Indian Subsidiaries (i.e. K Sera Sera Box Office Private Limited, K Sera Sera Miniplex Limited, K Sera Sera Digital Cinema Limited, K Sera Sera Production FZE, Birla Jewels Limited, Birla Gold and precious Metal Ltd and step down subsidiaries (i.e. KSS Speed Technology Private Limited, Cherish Gold Private Limited, K Sera Sera Holding PTY Limited).
- 5 The Parent Company had advanced salary to one of its Director, Mr. Prasanna Jagtap during the previous year ended March 31, 2020. However because of the sad demise of the director, Company had evaluated the recovery of this amount and of the opinion that the same will not be recoverable and accordingly written off Rs. 6 Lacs forming a part of other expenses for the year ended 31st March 2021.
- 6 The Parent 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. The Parent company is contesting the said demand and is of the view that the liability will not arise. Hence, no provision has been considered by the company in this financial results.
- 7 The Parent 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. The Parent Company has made a deposit of Rs. 38.07 lacs with the customs department during the FY 2019-20. Custom department freeze/attached the various assets against the said recovery. The Parent company is contesting the said demand and is of the view that the liability will not arise. Hence, no provision has been considered by the company in this financial results.
- 8 The 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) in the FY 2014. In the FY 2020-21, the company has filed an application for settlement with the SEBI by offering to pay a reasonable Settlement Amount of Rs. 10,23,750. The company has created a provision of Rs. 10,23,750 and the settlement application is yet to be accepted by the SEBI.
- 9 In addition to Note 6, 7 and 8 above, the Parent Company has ongoing legal cases under Bombay High Court, Securities Appellate Tribunal and Debt Recovery Tribunal (Mumbai). The Parent company is contesting the said demand and is of the view that the liability will not arise. Hence, no provision has been considered by the company in this financial results.
- 10 The Parent Company has classified its subsidiary K Sera Sera Productions FZE, Kamala Landmark Infrastructure Pvt. Ltd. and Joint Venture in Citygate Trade FZE, as held for sale in the FY 2018-19, however till date the sale of the said subsidiary has not been materialized. The Company is certain that the said sale shall take place during the FY 2020-21.
- 11 Pursuant to a letter issued by National Stock Exchange of India Limited dated 27th October 2020, the trading in the securities of the KSS Limited (Parent Company) has been suspended w.e.f November 27th, 2020 due to non-compliance with Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 for two consecutive quarters i.e. March 31, 2020 and June 30, 2020 for the identified non-compliance. Till the date of this report, the Parent Company has not complied and thus, trading in the securities of the Parent Company is suspended.



Bhawik  
Madrec  
ha

Digitally signed  
by Bhawik  
Madrec  
Date: 2021.07.05  
20:52:42 +0530





12 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 of some appeals and legal matters filed by the company as well as against the Company as mentioned below:

**K Sera sera Digital Cinema Ltd**

The details of the suit filed against the company pending for disposal is as

Sr.no.	Name of Parties	Case No.	Particulars	Current status
1	Bharti Airtel Limited	410 of 2015	Claim of Internet charges Rs 78.89 lacs with interest.	Matter is Pending before court
2	Krishanarajulu Pal & Sons	CP/104/2016	High Court, Bombay Claim Amount Rs. 51.60 lacs.	Matter disposed off in order passed in our favour

The details of the suit filed by the company pending for disposal is as under

Sr. no.	Name of Parties	Case No.	Particulars	Current Status
1	Digital Cinema and Technology Private Limited- DCCAT	CARB/935/2018	High Court, Bombay Claim Amount Rs. 281.40 lacs.	Matter is pending before Bombay High Court. We have filed appeal against DCCAT

**K sera Sera Miniplex Ltd.**

The details of the suit filed against the company pending for disposal is as under :

Sr. no.	Name of Parties	Case No.	Particulars	Current Status
1	M/s. MCM Dermal Clinic	11012/533 of 2012	Complaint Claiming Rs. 5,00,000/- with 12% interest till repayment.	No Change and no action is taken by the Complainant.
2	Siddharth Jain	110 of 2013 Jabalpur (Sagar) MP	Consumer Complaint claiming for refund of Rs. 5 lacs with interest.	No Change and no action is taken by the Complainant.
3	Arum Kumar Dua	57/2015 consumer court Roorkha	Consumer Complaint claiming for refund of Rs. 3 lacs with interest.	No Change and no action is taken by the Complainant.

The details of the suit filed by the company pending for disposal is as under

Sr. no.	Name of Parties	Case No.	Particulars	Current Status
1	M/s. Anil Enterprises - Indore	ARBAP/83/2013	Arbitration Application Claim Amount Rs. 112 lacs.	No Change and No Arbitration Application are under process to get the Claim amount.

13 Previous period's figures have been reclassified, wherever necessary, to correspond with those of the current period.

14 Investors can view the Financial Results of the Company at the Company's website [www.kseraseracra.com](http://www.kseraseracra.com) or at the websites of BSE/NSE ([www.bseindia.com](http://www.bseindia.com)).

Place: Mumbai  
Date: July 05, 2021

Bhavik  
Suman Mahesh  
Maddhwa  
2015-07-05

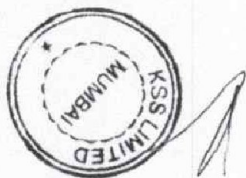


For and On behalf of Board  
For KSS Limited  
Harsh Upadhyay  
Director  
DIN: 07263779





S. No.	Particulars	31/03/2021 (Audited)	31/12/2020 (Unaudited)	31/03/2020 (Audited)	31/03/2021 (Audited)	Year Ended
1	SEGMENT REVENUE					
	Movie Digitization	45.99	15.85	530.76	68.58	1,992.43
2	SEGMENT RESULTS					
	Movie Digitization	-166.41	-193.93	(249.47)	-667.48	203.94
3	SEGMENT ASSETS					
	Movie Digitization	3,668.00	3,449.68	4,559.50	3,668.00	4,559.50
4	SEGMENT LIABILITIES					
	Movie Digitization	2,540.55	2,585.00	2,918.60	2,540.55	2,918.60
5	Total	19,402.46	20,088.83	22,421.16	19,402.46	22,421.16
6	Unallocated	-	-	581.80	-	581.80
	Film Production & Distribution	13,205.91	14,138.53	14,435.08	13,205.91	14,435.08
7	Retail Gold Jewellery	1,767.03	1,737.06	2,116.86	1,767.03	2,116.86
	Miniplex Theater	761.53	763.56	727.92	761.53	727.92
8	Profit before Tax	(360.61)	(349.88)	(633.83)	(1,337.06)	(90.16)
	Less: Exceptional Items	-	-	-	-	-
9	Profit before Tax & Exceptional Items	(360.61)	(349.88)	(633.83)	(1,337.06)	(90.16)
	Less: Other Unallocable Income Net of Exp.	1.69	41.01	53.32	126.34	192.84
10	Less: Finance Cost	-358.92	-308.87	-580.51	-1,210.72	102.68
	Total	-151.26	-101.63	(456.93)	-431.56	-139.53
11	Others	-0.04	-	-	-	-
	Film Production & Distribution	-9.81	-4.92	80.84	-21.75	17.40
12	Retail Gold Jewellery	-31.40	-8.39	45.05	-89.93	20.87
	Miniplex Theater	-166.41	-193.93	(249.47)	-667.48	203.94
13	Revenue from operations	136.10	136.29	1,542.40	361.08	4,680.75
	Less: Inter Segment Revenue	136.10	136.29	1,142.91	361.08	4,719.08
14	Total	85.22	50.78	17.82	160.60	539.32
	Film Production & Distribution	4.19	54.52	326.95	114.13	1,088.96
15	Retail Gold Jewellery	0.70	15.14	267.38	17.76	1,098.37
	Miniplex Theater	45.99	15.85	530.76	68.58	1,992.43



Bhawik  
Digitally signed by  
Bhawik Madrecha  
Date: 2021.07.05  
20:51:55 +05'30'



## Independent Auditor's Report on Audit of Annual Financial Results

To  
The Board of Directors of  
KSS Limited

### Report on the audit of the Consolidated Financial Results

#### Disclaimer of Opinion

We were engaged to review the accompanying statement of year to date consolidated financial results of KSS Limited (the "Company") its Subsidiaries, hereinafter referred as (the "group") for the year ended March 31, 2021 ("Statement"), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

Because of significance of the matters described under Basis for Disclaimer of Opinion below, we have not been able to obtain sufficient appropriate evidence to provide a basis for our opinion as to whether the accompanying Consolidated Financial Results:

- i. are prepared in accordance with the recognition and measurement principles laid down in "Indian Accounting Standard 34 - Interim Financial Reporting" specified under Section 133 of the Companies Act, 2013 and;
- ii. disclose the information required to be disclosed in terms of the Listing Regulations including the manner in which it is to be disclosed or that it contains material misstatements.

#### Basis for Disclaimer of Opinion

We draw your attention to:

- a. The Parent Company has invested Rs. 89,42,39,960 in the equity shares of its 5 subsidiaries as on 31<sup>st</sup> March 2021. The Parent company has not conducted the Fair Value assessment w.r.t the impairment of the said investment. It was noted that out of the said 5 subsidiaries, Birla Jewels Limited and Birla Gold and Precious Metals Limited are having negative networth as on 31<sup>st</sup> March 2021. Due to lack of explanation from the management and documentary evidence, we are unable to comment on the adequacy of the provision to be provided for in the books of accounts.
- b. The Parent company had not conducted the Fair Value Assessment of the Investments held by KSS Limited of Rs. 1,46,26,796 in the shares of



**Mumbai Office:**  
3, 13th Floor TradeLink,  
E wing, A Block, Kamala  
Mills Compound,  
Senapati Bapat Marg,  
Lower Parel,  
Mumbai-400013,  
Maharashtra, INDIA

**Ahmedabad Office:**  
"Pipara Corporate  
House", Near Gruh  
Finance, Netaji Marg,  
Law Garden,  
Ahmedabad-380006,  
Gujarat, INDIA.

**Surat Office:**  
D-612, International  
Trade Centre,  
Majura Gate,  
Surat-395003,  
Gujarat, INDIA.

**Delhi Office:**  
1602, 16<sup>th</sup> Floor,  
Ambadeep  
Building,  
K.G. Marg  
New Delhi-110001,  
INDIA.

**Contact:**  
T: +91-022 24928898/99  
F: +91-79-40 370 376  
E: madrecha@pipara.com  
naman@pipara.com  
W: [www.pipara.com](http://www.pipara.com)



companies as required under Ind AS 109. Hence we are unable to comment on the realizable value of such investment.

- c. The Parent company has total outstanding loans and advances of Rs. 14,99,35,336 as on the year ended 31<sup>st</sup> March, 2021 from various companies. We have circulated the independent balance confirmation for the majority of the outstanding loans and advances, however, we have not received any confirmation independently. Further, the Parent company has provided us the balance confirmation amounting to Rs. 11,22,63,828 as obtained by the management of KSS Limited from these companies to whom the loans have been advanced. Also, the Parent company has not accrued any interest on the said loans & advances. Accordingly, due to lack of sufficient and appropriate audit evidence i.e. loan agreement and independent balance confirmation, we are unable to comment on the authenticity of such balances.
- d. As per Standards on Auditing (SA) – 505 External Confirmation, Independent Balance confirmation for outstanding Bank Balances as on 31.03.2021 were sought during the course of audit but the response to the said confirmations were not received by us till the date of this report. Hence, the outstanding balances appearing as on 31<sup>st</sup> March, 2021 are based on the account statement available and provided by those charge with governance.
- e. Some of the balances of Trade Receivables and Trade payable of the Parent Company are subject to confirmation from the respective parties and consequential reconciliation/adjustment arising there from, if any.
- f. The Parent company has given Advance for Property of Rs. 3,99,46,384 as on 31<sup>st</sup> March, 2021. The Parent company has made available with the balance confirmation. However, said balance is long outstanding and we are not provided with any details with respect to the refund of the said amount to the Parent Company or details of the procurement of assets against the said Advance of Property. In absence of information and sufficient documentary evidence, we are unable to comment on the authenticity of the balance or procurement of any assets by the Parent company, if any.
- g. The Parent company has classified its subsidiaries namely K Sera Sera Production FZE, Kamala Landmark Infrastructure Pvt. Ltd and Joint Venture in Citygate Trade FZE under Asset Held for Sale in the FY 2018-19, having an investment amount of Rs. 3,75,48,757. The said asset has not been sold by the Parent company till 31<sup>st</sup> March 2021. The Parent company has not conducted any assessment for the sale and has not entered into contractual agreement for the sale of the said subsidiary. Further, no financial statement/status/existence of these subsidiaries has been provided for review by the management. Thus, due to lack of information and documentary evidence, we are unable to comment on the status of the sale of the said subsidiary and existence of the same.
- h. Since, the Parent Company has classified the above subsidiaries as held for Sale, the said subsidiaries have not been considered for the purpose of consolidation in the accompanying audited consolidated financial results.





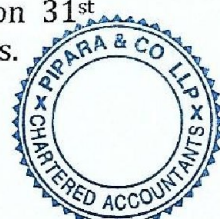
- i. The Parent company has a Gross Tax Asset of Rs. 5,33,81,517 and Net Tax Asset of Rs 1,11,49,274 respectively as on 31<sup>st</sup> March 2021 pertaining to various years. The Parent company has not provided with the status of the assessment/refund/appeal for the said Tax Assets and hence, due to lack of the information and documentary evidence, we are unable to comment on the tax assets appearing in the accompanying in the audited consolidated financial results.
- j. The Parent company has issued 8% Optionally Convertible Redeemable Bonds and an amount of Rs. 5,00,00,000 is outstanding as on 31<sup>st</sup> March 2021. However, the Parent company has not accrued interest expense on the said Bond and has also not obtained Interest Waiver Letter from the Bond Holder.
- k. With respect to the requirement under "Standards of Auditing 600 - Using the Work of Another Auditor", we have sent the Group Audit Instructions to the Auditor's of the subsidiary companies of KSS Limited, however, we are not in receipt of any response from the auditor till the date of this report and hence we are unable to comment on any material aspect of the Subsidiaries.

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in paragraph (a) of Auditor's Responsibilities section below. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("the ICAI") together with the ethical requirements that are relevant to our audit of the Consolidated Financial Results for the year ended Month 31, 2021 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 not sufficient and appropriate to provide a basis for our audit opinion.

### **Emphasis of Matter**

We draw your attention to:

- a) Note 5 of the statement of the Consolidated Financial results stating "The Parent Company had advanced salary to one of its Director, Mr. Prasanna Jagtap during the previous year ended March 31, 2020. However, because of the sad demise of the director, Parent Company had evaluated the recovery of this amount and of the opinion that the same will not be recoverable and accordingly written off Rs. 6 Lacs forming a part of other expenses for the period ended 31<sup>st</sup> March 2021."
- b) The Parent Company has booked interest income of Rs. 46,92,618 during the FY 2020-21, out of which interest income of Rs. 41,40,455 belongs to period prior to FY 2020-21.
- c) The Parent Company has outstanding payable of Rs. 5,12,30,542 as on 31<sup>st</sup> March 2021 towards ROC on account of non-compliances in previous years.





- d) Note 6 of the statement of the Consolidated Financial results stating, Parent 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 Parent Company is of the opinion that there are no grounds for levying VAT. The Parent company is contesting the said demand and is of the view that the liability will not arise. Hence, no provision has been considered by the Parent company in this financial results.
- e) Note 7 of the statement of the Consolidated Financial results stating, Parent 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. The Parent company has made a deposit of Rs. 38.07 lacs with the customs department during the FY 2019-20. Custom department freeze/attached the various assets against the said recovery. The Parent company is contesting the said demand and is of the view that the liability will not arise. Hence, no provision has been considered by the Parent company in this financial results.
- f) Note 8 of the statement of the Consolidated Financial results stating, the 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) in the FY 2014. In the FY 2020-21, the Parent company has filed an application for settlement with the SEBI by offering to pay a reasonable Settlement Amount of Rs. 10,23,750. The Parent company has created a provision of Rs. 10,23,750 and the settlement application is yet to be accepted by the SEBI.
- g) Note 9 of the statement of the Consolidated Financial results stating, the Parent Company has ongoing legal cases under Bombay High Court, Securities Appellate Tribunal and Debt Recovery Tribunal (Mumbai). The Parent company is contesting the said demand and is of the view that the liability will not arise. Hence, no provision has been considered by the Parent company in this financial results.
- h) The Parent Company is having long outstanding due of a foreign trade payable which is outstanding for more than 6 months.
- i) Pursuant to a letter issued by National Stock Exchange of India Limited dated 27<sup>th</sup> October 2020, the trading in the securities of the KSS Limited (Parent Company) has been suspended w.e.f November 27<sup>th</sup>, 2020 due to non-compliance with Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 for two consecutive quarters i.e. March 31, 2020 and June 30, 2020 for the identified non-compliance. Till the date of this report, the Parent





Company has not complied and thus, trading in the securities of the Parent Company is suspended.

### **Management's Responsibilities for the Consolidated Financial Results**

The Statement has been prepared on the basis of the annual Consolidated financial statements. The Board of Directors of the Company are responsible for the preparation and presentation of the Statement that gives a true and fair view of the net loss and other comprehensive loss of the Company and other financial information in accordance with the applicable accounting standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. 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 the 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 Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Statement, the 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Results**

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is 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 the Statement.

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





- a) Identify and assess the risks of material misstatement of the Statement, 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.
- b) Obtain an understanding of internal 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 with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- d) Conclude on the appropriateness of the Board of Directors' 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 consolidated financial results 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.
- e) Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Annual Consolidated Financial Results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Annual Consolidated Financial Results 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 Annual Consolidated Financial Results.

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.

## Other Matter

The Statement includes the results for the quarter ended March 31, 2021 being the balancing figure between the audited figures in respect of the full financial year ended March 31, 2021 and the published unaudited year-to-date figures up to the third quarter of the current financial year, which were subjected to a limited review by us, as required under the Listing Regulations.

We did not audit the financial statements/consolidated financial information of 5 subsidiaries, whose financial statements reflect total assets of 9,463.56 Lakhs as at 31st March, 2021 and total revenues of 4,671.77 for the year ended on that date, as considered in the Consolidated Financial Statements. These financial statements have been audited by other auditors 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 disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

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



Bhawik  
Madrecha

Digitally signed by  
Bhawik Madrecha  
Date: 2021.07.05  
20:42:09 +05'30'

**BHAWIK MADRECHA**  
**PARTNER**  
M.No. 163412

Date: 05-07-2021

Place: Mumbai

UDIN: 21163412 AAAALH7169