KSS LIMITED

Date: 13th September, 2019

To,

National Stock Exchange of India Ltd,
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051.
Scrip Code: KSERASERA

Sub: Reply to the letter: NSE/LIST-SOP/CG/FINES/89295 dated: 31.08.2019

Dear Sir/ Madam,

With regards to the query raised by the esteemed exchange via your letter dated 31.08.2019, we would like to inform you that pursuant to Regulation 33(3)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has approved its Unaudited Consolidated results for quarter ending 30th June, 2019 in its Board Meeting held on 13.09.2019 at 4.00 p.m. and same is being submitted to the Exchange.

Further the Company is in process to pay the Fine levied by the Esteemed Exchange in due course of time.

Kindly take the same on record.

Thanking You,

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

KSS LTD. MUMBAI

Poonam Maurya
Company Secretary & Compliance officer
A41916

Independent Auditor's Review Report on consolidated unaudited quarterly financial Results of KSS Limited for the quarter ended 30th June, 2019 pursuant to the Regulation 33 of the SEBI [Listing Obligation and Disclosure Requirements] Regulations, 2015

To
Board of Directors
KSS Limited.

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of KSS Limited ("the Parent") and its Subsidiary (i.e K Sera Sera Box Office Private Limited, K Sera Sera Miniplex Limited, K Sera Sera Digital Cinema Limited, 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) (the Parent and its subsidiary together referred to as 'the Group"), for the Quarter ended 30th June 2019 ("the Statement"), attached herewith, being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Attention is drawn to the fact that the consolidated figures for the corresponding quarter ended June 30, 2018 and March 31, 2019, as reported in these financial results have been approved by the Parent's Board of Directors, but have not been subjected to review.

2. This Statement is the responsibility of the Parent's Management and has been approved by the Parent's Board of Directors, has been prepared in accordance with the recognitions and measurement principal laid down in the Indian Accounting Standards 34 "Interim Financial Reporting" (IND AS-34), prescribed under section 133 of the Companies Act 2013 read with relevant rules issued there under and other accounting principal generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410 *Review of Interim Financial Information performed be the Independent Auditor of the entity issued* by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. Our view is limited primarily to inquire of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit accordingly we do not express an audit opinion.

   We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

Contd....

PIPARA & CO LLP VIII CHARTERED ACCOUNTANTS

4. Based on our view conducted as above , nothing has come to our attention that causes us to believe that the accompanying statement, prepared in accordance with recognitions and measurement principles laid down in applicable Indian Accounting Standards (IND AS) prescribed under section 133 of the Companies Act 2013, read with relevant rules issued there under and other recognized accounting practice and policies, has not disclose the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) regulations, 2015 as amended, including the manner in which it is to be disclosed or that it contains any material misstatement.

5. We draw your attention to:
   a) Note No. 6 of the statement of the unaudited financial results stating that 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.
   b) Note No. 7 of the statement of the unaudited financial results stating that 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 excluding the interest and penalty in these financial statements.

   Our conclusion is not modified in respect of these matters.

6. Incorporated in the unaudited consolidated financial results for the quarter ended on 30.06.2019 unaudited financial results of following subsidiaries named K Sera Sera Box Office Private Limited, K Sera Sera Miniplex Limited, K Sera Sera Digital Cinema Limited, 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 being reviewed by other auditors which includes Revenue of Rs. 1066.07 Lakhs, Net loss of Rs. 298.35 Lakhs and net assets of Rs. 2367.64 respectively which have been consolidated on the basis of management certification. The Group had not consolidated investments in Kamala Landmark Infrastructure Pvt. Ltd., Joint Venture in Citygate Trade FZE, K Sera Sera Productions FZE being these investments are in dispute and are classified as held for sale.

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

NAMAN PIPARA
PARTNER
MEMBERSHIP NO: 140234
UDIN: 19140234AAAAGE7044

MUMBAI
SEPTEMBER 13, 2019

KSS LIMITED
(Formerly Known as K SERA SERA LIMITED)
CIN: L22100MH1995PLC092438
Registered Office : Unit No. 101A and 102,1st Floor, Morya Landmark II, Plot B-17, Andheri (W), Mumbai-400053
Statement of Unaudited Consolidated Results for the Quarter Ended 30/06/2019

(₹ In Lakh)

S. No.	Particulars	Quarter Ended 30/06/2019 (Unaudited)	Quarter Ended 31/03/2019 (Unaudited)	Quarter Ended 30/06/2018 (Unaudited)	Year Ended 31-03-2019 (Audited)
I	Revenue from Operations	1,041.13	1,816.99	650.62	4,453.64
II	Other income	8.89	33.12	26.42	313.99
III	**Total Income (I+II)**	**1,050.02**	**1,850.11**	**677.03**	**4,767.63**
IV	**Expenses**				
	Cost of Operation	732.75	852.11	262.47	1,095.95
	Purchase of traded goods	42.15	98.07	87.05	931.13
	Changes in inventories of finished goods, Stock-in-Trade and Work-in-progress	(28.45)	(19.69)	34.58	(52.54)
	Employee benefits expense	209.58	222.99	183.40	879.21
	Finance costs	50.94	99.42	21.82	192.93
	Depreciation and amortisation expense	184.12	170.32	92.44	671.47
	Other expenses	191.19	166.64	160.35	1,212.78
	Total Expenses (IV)	**1,382.28**	**1,589.86**	**842.11**	**4,930.93**
V	**Profit/(Loss) before exceptional items and tax (III-IV)**	(332.26)	260.24	(165.08)	(163.30)
VI	Exceptional items	-	(4,280.79)	-	(4,280.79)
VII	**Profit(Loss) after exceptions items and tax (V-VI)**	(332.26)	(4,020.55)	(165.08)	(4,444.09)
VIII	Tax expenses:	-	47.50	-	56.49
	(1) Current tax	-	-	-	-
	(2) Deferred tax	-	47.50	-	56.49
IX	**Profit (Loss) for the period**	(332.26)	(4,068.05)	(165.08)	(4,500.58)
X	**Other Comprehensive Income**	-	-	-	(10.30)
XI	**Total Comprehensive Income for the period/year (IX + X) Comprising Profit (Loss) for the period**	(332.26)	(4,068.05)	(165.08)	(4,490.27)
	Net Profit attributable to				
	Owners of Holding Company	(303.62)	(3,717.38)	(150.85)	(4,103.20)
	Non Controlling Interest	(28.64)	(350.67)	(14.23)	(387.06)
XII	Paid up Equity Share Capital (face value Rs. 10/- each, fully paid)	**21,358.75**	**21,358.75**	**21,358.75**	**21,358.75**
XIII	Earning per equity share of Rs. 10/- each				
	(1) Basic	(0.02)	(0.19)	(0.01)	(0.21)
	(1) Diluted	(0.02)	(0.19)	(0.01)	(0.21)

See accompanying note to the financial results:

Notes:

1 These Unaudited Consolidated financial results of the Company have been prepared in accordance with the Indian Accounting Standards (IND AS) as notified by Ministry of Corporate Affairs pursuant to section 133 of the Copanies Act 2013 read with rule 3 of the Companies (Indian Accounting Standard) rules 2015, Companies (Indian Accounting Standards) amendments rules 2016 and in terms of regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015, SEBI circular dated July 05, 2016 and other accounting principles generally accepted in India.

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 13th September, 2019.

3 The Consolidated results include the unaudited financial result of of its Indian Subsidiaries (i.e K Sera Sera Box Office Private Limited, K Sera Sera Miniplex Limited, K Sera Sera Digital Cinema Limited, 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).
Asset as Investment in Kamala Landmark Infrastructure Pvt. Ltd., Joint Venture in Citygate Trade FZE and K Sera Sera Production FZE are in dispute and has been classified as held for sale and hence not considered for consolidation in this result

4 The Group operate in business of Miniplexes, Digital Cinema and Online Trading in Gold & Jewellery so, as per the requirements of Ind AS-108, disclosure is required as the Company is operating in single business segment.

5 Effective 1st April, 2018, the Company has adopted Ind AS 115. The comparative information is not restated in the financials results. The adoption of this standard does not have any material impact to the financial results of the Company.

6 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 this financial statements.

7 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 in this financial statements.

8 Income Tax including deferred tax will be determined and provided for at the end of the financial year.

9 Financial results pertaining to the quarter ended on 30.06.2018 were not reviewed and as such based on management submission'

10 Status of investors complaints for the quarter ended June 30, 2019:
Pending at the beginning :Nil Received: Nil Resolved: Nil Pending: Nil

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

12 Investors can view the Financial Results of the Company at the Company's website www.kserasera.com or at the websites of BSE/NSE (www.bseindia.com).

For and On behalf of Board
For KSS Limited

Prasanna Jagtap
Managing Director
DIN: 07535855

Place: Mumbai
Date: September 13, 2019

PIPARA & CO LLP CHARTERED ACCOUNTANTS

KSS LIMITED
(Formerly Known as K SERA SERA LIMITED)
CIN: L22100MH1995PLC092438
Registered Office : Unit No. 101A and 102,1st Floor, Morya Landmark II, Plot B-17, Andheri (W), Mumbai-400053
Statementwise Revenue, Results, Assets and Liabilities for the quarter ended June 30, 2019

(₹ In Lakh)

S. No.	Particulars	Quarter Ended 30/06/2019 (Unaudited)	Quarter Ended 31/03/2019 (Unaudited)	Quarter Ended 30/06/2018 (Unaudited)	Year Ended 31/03/2019 (Audited)
1	**SEGMENT REVENUE**				
	Movie Digitization	306.22	1,166.26	214.65	2,202.67
	Miniplex Theater	264.43	633.03	117.43	1,042.72
	Retail Gold Jewellery	452.52	189.12	217.53	838.87
	Film Production & Distribution	17.96	328.58	101.00	817.29
	Others	63.34	156.85	59.12	52.31
	Total	**1,104.47**	**2,473.84**	**709.73**	**4,953.86**
	Less :Inter Segment Revenue	54.45	623.72	32.43	186.23
	Revenue From operations	**1,050.02**	**1,850.12**	**677.30**	**4,767.63**
2	**SEGMENT RESULTS**				
	Movie Digitization	139.71	957.33	52.73	932.67
	Miniplex Theater	33.90	36.05	18.55	29.43
	Retail Gold Jewellery	(6.79)	(35.82)	(56.63)	(222.51)
	Film Production & Distribution	(18.38)	362.79	127.59	133.82
	Others	-	-	-	-
	Total	**148.45**	**1,320.35**	**142.24**	**873.41**
	Less: Finance Cost	50.94	99.43	21.82	192.93
	Less: Other Unallowable Income Net of Exp.	429.76	960.69	285.50	843.78
	Profit before Tax & Exceptional Items	(332.26)	260.23	(165.09)	(163.30)
	Less: Exceptional Items	-	4,280.79	-	4,280.79
	Profit /(loss) before Tax	**(332.26)**	**(4,020.56)**	**(165.09)**	**(4,444.09)**
3	**SEGMENT ASSETS**				
	Movie Digitization	3,833.19	3,920.60	3,385.33	3,920.60
	Miniplex Theater	2,299.75	1,692.74	1,860.91	1,692.74
	Retail Gold Jewellery	925.37	832.74	935.05	832.74
	Film Production & Distribution	775.87	3,207.72	49.33	3,207.72
	Others	-	-	-	-
	Unallocated	1,980.88	1,382.24	1,621.29	1,382.24
	Total	**9,815.06**	**11,036.14**	**7,851.92**	**11,036.14**
4	**SEGMENT LIABILITIES**				
	Movie Digitization	1,196.36	912.67	737.97	912.67
	Miniplex Theater	727.05	124.65	358.28	124.65
	Retail Gold Jewellery	819.45	628.29	948.65	628.29
	Film Production & Distribution	150.37	2,197.15	100.22	2,197.15
	Others	-	-	-	-
	Unallocated	3,593.28	3,096.47	2,432.50	3,096.47
	Total	6,486.52	6,959.23	4,577.61	6,959.23



