KSS LIMITED

Date: 30/05/2019

To,
The Corporate Relations Department,
BSE Limited,
PJ Tower, Dalal Street, Fort,
Mumbai-400 001.
Scrip Code: 532081.

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

Sub: Outcome of the board meeting held on 30/05/2019

Dear Sir/Madam,

In furtherance to our intimation dated 20.05.2019 and in terms of Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 please note that the Board of Director in their meeting held on 30.05.2019 has unanimously inter-alia:

1. Approved the Statement of Standalone and Consolidated Audited Financial Results of the Company for the Quarter and Year Ended 31st March, 2019 along with the Auditor's Report

2. Approved the appointment of CA Sonal Kanodia as Internal Auditor of the Company.

3. Approved the appointment of M/s B R Gupta& Co., Company Secretaries as Secretarial Auditor.

The meeting was started at 12.00 pm and concluded at 9:45 pm

Kindly take the same on record.

Thanking You,

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

Satish Panchariya

KSS LIMITED MUMBAI

Satish Panchariya
Director
DIN: 00042934
Enclosed: a/a

KSS LIMITED
(Formerly Known as K SERA SERA LIMITED)
CIN: L99999MH1993PLC074348
Registered Office : Unit No. 101A and 102,1st Floor, Morya Landmark II, Plot B-17, Andheri (W), Mumbai-400053

STATEMENT OF AUDITED FINANCIAL RESULTS FOR THE YEAR ENDED 31ST MARCH, 2019 (₹ in Lacs)

Sr. No.	Particulars	Quarter ended on			Year ended on	
		31.03.2019 (Unaudited)	31.12.2018 (Unaudited)	31.03.2018 (Unaudited)	31.03.2019 (Audited)	31.03.2018 (Audited)
1	Revenue from Operations	60.78	33.13	57.88	101.00	-
(a)	Net Sales	-	-	-	188.17	217.12
(b)	Other operating Income	60.78	33.13	57.88	289.17	217.12
	Total Income (a+b)					
2	Expenditure					
(a)	Employees benefits expenses	8.36	5.94	1.83	27.25	7.05
(b)	Finance Costs	-	-	55.78	64.47	55.78
(c)	Depreciation, Amortization & Depletion Expenses	43.16	43.16	53.71	172.65	216.92
(d)	Other Expenses	20.48	6.89	46.73	61.87	78.37
	Total Expenditure (a to d)	136.46	55.99	158.05	326.23	358.12
3	Profit / (Loss) before exceptional items and tax(1-2)	(75.68)	(22.86)	(100.17)	(37.06)	(141.00)
4	Exceptional items	(4,280.79)	-	(607.02)	(4,280.79)	(9,707.78)
5	Profit / (Loss) after exceptional items and tax (3-4)	(4356.48)	(22.86)	(707.19)	(4317.86)	(9848.78)
6	Tax Expense:	-7.78	-	-	-7.78	-
(a)	Current Tax	-	-	-	-	-
(b)	Deferred Tax	-7.78	-	-	-7.78	-
7	Profit / (Loss) for the period (5-6)	(4348.70)	(22.86)	(707.19)	(4310.08)	(9848.78)
8	Other Comprehensive Income					
9	Total Comprehensive Income for the period/year (7+8) Comprising Profit (Loss) and Other comprehensive income for the period	(4348.70)	(22.86)	(707.19)	(4310.08)	(9848.78)
10	Paid up Equity Share Capital (face value Rs 1 each, fully paid)	21,358.75	21,358.75	21,358.75	21,358.75	21,358.75
A2	Earning per equity share of Rs 1/- each					
	(1) Basic	(0.20)	(0.00)	(0.03)	(0.20)	(0.46)
	(2) Diluted	(0.20)	(0.00)	(0.03)	(0.20)	(0.46)

See accompanying note to the financial results:

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

Particulars	As at March 31, 2019 (Audited)	As at March 31, 2018 (Audited)
ASSETS		
Non-Current Assets		
Property, Plant and Equipment	683.54	855.20
Intangible assets	169.52	169.51
Financial Assets		
Investments	9,088.67	13,369.47
Loans	463.89	463.90
Deferred tax assets	356.19	348.41
Income Tax Assets	106.17	92.35
Other non-current assets	31.70	31.70
Total Non Current assets	10,899.68	15,330.54
Current assets		
Trade receivables	0.07	0.07
Cash and cash equivalents	0.05	0.81
Loans	1,100.41	854.51
Other current assets	618.50	618.12
Total	1,719.03	1,473.52
Asset held for sale	375.49	375.49
TOTAL ASSETS	12994.20	17179.54
EQUITY & LIABILITIES		
Equity		
Equity Share Capital	21,358.75	21,358.75
Other equity	(10,973.05)	(6,662.98)
Total	10,385.70	14,695.77
LIABILITIES		
Current Liabilities		
Financial liabilities		
Borrowings	1,316.09	1,216.46
Trade Payable	14.04	16.82
Other financial liabilities	506.54	494.52
Other current liabilities	771.83	755.97
Total	2,608.50	2,483.77
Total Equity and Liabilities	12,994.20	17,179.54

KSS LIMITED MUMBAI

PIPARA & CO LLP CHARTERED ACCOUNTANTS

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 29th May,2019.

3 As per the requirements of Ind AS-108, no disclosure is required as the Company is operating in single business segment.

4 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

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 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.

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 . 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.

7 Exceptional item represents provision for diminution in the value of investment amounting to Rs. 1058.07 Lacs . Company had made the 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. Valuations of unquoted investment (other than subsidiaries) are subject to the valuation by independent valuer.

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

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

Place: Mumbai
Date: May 30, 2019

PIPARA & CO LLP CHARTERED ACCOUNTANTS

KSS LIMITED MUMBAI

For and On behalf of Board
For KSS Limited

Satish Pancharia
Director
DIN: 00042934

KSS Limited

Register office: Unit No. 101A and 102, First Floor, Plot No. B-17, Morya Landmark II, New Link Road, Andheri (West), Mumbai - 400 053

Statement of Consolidated Audited Results for the Year ended 31st March, 2019

(₹ In Lakh)

S. No.	Particulars	Year Ended 31/03/2019 (Audited)	Year Ended 31/03/2018 (Audited)
I	Revenue from Operations	4,453.64	4,000.86
II	Other income	313.99	182.90
III	**Total Income (I+II)**	**4,767.63**	**4,183.76**
IV	**Expenses**		
	Cost of Operation	1,609.47	1,203.61
	Purchase of traded goods	417.61	1,442.12
	Changes in inventories of finished goods, Stock-in-Trade and Work-in-progress	(52.54)	(211.21)
	Employee benefits expense	879.21	738.87
	Finance costs	192.93	88.02
	Depreciation and amortisation expense	671.47	608.98
	Other expenses	1,212.78	827.65
	Total Expenses (IV)	**4,930.93**	**4,698.04**
V	**Profit/(Loss) before exceptional items and tax (III-IV)**	(163.30)	(514.28)
VI	Exceptional items	(4,280.79)	(43,157.38)
VII	**Profit(Loss) after exceptions items and tax (V-VI)**	(4,444.09)	(43,671.66)
VIII	Tax expenses:	56.49	26.93
	(1) Current tax	-	9.80
	(2) Deferred tax	56.49	17.13
IX	**Profit (Loss) for the period**	(4,500.58)	(43,698.59)
X	**Other Comprehensive Income / (Expense)**	(10.31)	(10.06)
XI	**Total Comprehensive Income for the period/year (IX + X) Comprising Profit (Loss) for the period**	(4,490.27)	(43,688.53)
XII	Paid up Equity Share Capital (face value Rs 1 each, fully paid)	**21,358.75**	**21,358.75**
XIII	Earning per equity share of Rs 1/- each	-	
	(1) Basic	(0.21)	(2.05)
	(1) Diluted	(0.21)	(2.05)

See accompanying note to the financial results:

KSS Limited

Register office: Unit No. 101A and 102, First Floor, Plot No. B-17, Morya Landmark II, New Link Road, Andheri (West), Mumbai - 400 053

STATEMENT OF CONSOLIDATED ASSETS AND LIABILITIES AS AT 31ST MACRH, 2019

(₹ In Lakh)

	Particulars	As at 31.03.2019 (Audited)	As at 31.03.2018 (Audited)
A.	ASSETS		
1.	**NON-CURRENT ASSETS**		
	a) Property, Plant and Equipment	2,272.70	1,671.00
	b) CWIP	32.52	-
	c) Goodwill on consolidation	6,336.00	6,114.81
	d) Investment property	1,052.02	1,052.02
	e) Intangible assets	230.94	248.25
	f) Financial Assets		
	i) Investments	914.15	5,195.06
	ii) Loans	630.32	463.90
	iii) Other Financial Assets	721.89	603.04
	g) Deferred tax assets (Gross)	568.70	625.43
	h) Income tax assets (net)	406.61	191.04
2.	**CURRENT ASSETS** Sub-total : Non-Current Assets	**13,165.93**	**16,168.38**
	a) Financial Assets		
	i) Inventory	558.90	514.24
	ii) Trade receivables	1,249.66	1,403.15
	iii) Cash and cash equivalents	255.97	75.81
	iv) Loans	896.31	887.54
	b) Other current assets	869.87	886.38
	c) Asset held for sale	375.49	375.49
	Sub-total : Current Assets	**4,206.21**	**4,142.61**
B.	**EQUITY AND LIABILITIES** TOTAL - ASSETS	**17,372.14**	**20,310.95**
1.	**SHAREHOLDERS' FUNDS:**		
	a) Equity Share Capital	21,358.75	21,358.75
	b) Other equity	-10,974.94	-6,785.23
	c) Non-Controlling Interest	29.10	26.97
2	**NON-CURRENT LIABILITIES:** Sub-total : Shareholders' Fund	**10,412.91**	**14,600.49**
	a) Financial liabilities		
	i) Borrowings	980.23	560.60
	ii) Other Financial Liability	200.65	115.00
	iii) Short Term Provision	32.70	27.67
3	**CURRENT LIABILITIES:** Sub-total : Non-Current Liability	**1,213.58**	**703.27**
	a) Financial liabilities		
	i) Borrowings	974.00	419.50
	ii) Trade Payable	734.28	743.58
	iii) Other financial liabilities	2,718.26	2,475.84
	b) Other current liabilities	1,317.36	1,366.41
	i) Short Term Provision	-	0.11
	c) Current tax liabilities (Net)	1.74	1.74
	Sub-total : Current Liabilities	**5,745.64**	**5,007.18**
	TOTAL : EQUITY AND LIABILITIES	**17,372.14**	**20,310.95**

KSS LIMITED MUMBAI

PIPARA & CO LLP CHARTERED ACCOUNTANTS

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 29th May,2019.

3 As per the requirements of Ind AS-108, no disclosure is required as the Company is operating in single business segment.

4 The Consolidated results include the 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, 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 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 Income Tax including deferred tax will be determined and provided for at the end of the financial year.

7 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.

8 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.

9 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 (other than subsidiaries) are subject to the valuation by independent valuer.

10 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

K Sera sera Digital Cinema 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	Bharti Airtel Limited	410 of 2015	Claim of Internet charges Rs. 78.89 Lacs with interest.	Matter is Pending before court
2	Krishana Prabhu Pal &ors	CP/104/2016	High Court, Bombay Claim Amount Rs. 51.60 lacs.	Matter disposed off - 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- DCAT	CARBP/935/2018	High Court, Bombay Claim Amount Rs. 281.40 lacs.	Matter is pending before Bombay High Court. We have filed appeal against DCAT

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. MGM Dental 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	Arun Kumar Dua	57/2015 consumer court Rourkela	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	Arbitration Application ARBAP/83/2013	Arbitration Application Claim Amount Rs. 112 lacs.	No Change and We are under process to get the Claim amount.

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

Satish Panchariya

Satish Panchariya
Director
DIN: 00042934

Place: Mumbai
Date: May 30, 2019

PIPARA & CO LLP CHARTERED ACCOUNTANTS

KSS LIMITED MUMBAI

PIPARA & CO LLP
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

TO THE BOARD OF DIRECTORS OF

KSS LIMITED

1. We have audited the accompanying Statement of Standalone Financial Results of **KSS LIMITED** ("the Company"), for the year ended March 31, 2019 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

2. This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been compiled from the related Ind AS financial statements which has been prepared in accordance with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder ('Ind AS') and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement based on our audit of such financial statements.

3. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

   An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the Statement.

   We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.

PIPARA & CO LLP CHARTERED ACCOUNTANTS

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

Mumbai Office: #3, 13th Floor, 'Trade Link', 'E' Wing, A Block, Kamala Mills, Senapati Bapat Marg, Lower Parel, Mumbai-400013, Maharashtra, INDIA.

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

Delhi Office: G-36, One Internet, Connaught Place, New Delhi-110001, INDIA.

Contact: T: +91-79-40 370 370 to 374 F: +91-79-40 370 376 E: pipara@pipara.com info@pipara.com **www.pipara.com**

4. **Emphasis of Matter**

We draw your attention to:

a) Note 5 of the statement of the audited Standalone financial results stating 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 6 of the statement of the audited Standalone financial results 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.

c) Note 7 of the statement of the audited Standalone financial results 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.

Our conclusion is not modified in respect of these matters.

5. In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis of qualified opinion and Emphasis of Matter Paragraph above, the Statement:

(i) is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016; and

(ii) subject to the comments mentioned in point no. 4 and 5 above, gives a true and fair view in conformity with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India of the net profit and Total comprehensive income and other financial information of the Company for the year ended March 31, 2019.



6. The Statement includes the results for the Quarter ended March 31, 2019 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

7. The financial statements of the Company for the year ended March 31, 2018 prepared in accordance with the Companies (Indian Accounting Standard) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013, were audited by another firm of chartered accountants under the Companies Act, 2013 who vide their report dated June 5th, 2018, expressed a unmodified opinion on those financial statements.

For Pipara & Co LLP

FRN: 107929W/W100219



Namann Pipara

M.No.: 140234

Partner

May 30, 2019

Mumbai

PIPARA & CO LLP
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

TO THE BOARD OF DIRECTORS OF

KSS LIMITED

1. We have audited the accompanying Statement containing the annual audited Consolidated Financial Results of **KSS Limited** ("hereinafter referred as the Holding Company") and 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)for the year ended 31stMarch, 2019 (the "Statement") being submitted by the Holding Company pursuant to the requirements of Regulation 33 read with Regulation 63 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as modified by Circular No. CIR/ CFD/FAC/62/2016.

2. This statement, which is responsibility of the Management of the Holding Company and approved by the Board of Directors, has been complied from the related consolidated financial statements which has been prepared in accordance with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder ("Ind AS") and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement based on our audit of such consolidated financial results.

3. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

   An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Holding Company's preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Holding Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the Statement.

   We believe that the audit evidence obtained by us and other auditors in terms of their reports, is sufficient and appropriate to provide a basis for our audit opinion.

PIPARA & CO LLP CHARTERED ACCOUNTANTS

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

Mumbai Office: #3, 13th Floor, 'Trade Link', 'E' Wing, A Block, Kamala Mills, Senapati Bapat Marg, Lower Parel, **Mumbai**-400013, Maharashtra, INDIA.

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

Delhi Office: G-36, One Internet, Connaught Place, **New Delhi**-110001, INDIA.

Contact: T: +91-79-40 370 370 to 374 F: +91-79-40 370 376 E: pipara@pipara.com info@pipara.com **www.pipara.com**

4. **Emphasis of Matter:**

We draw your attention to;

a) Note no. 7 of the statement of the consolidated audited financial 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) Note no. 8 of the statement of the consolidated audited financial results 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) Note no. 9 of the statement of the audited consolidated financial results 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) Note no. 10 of the statement of the audited consolidated financial results 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.

5. 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 other auditors on separate financial statements and on other financial information of the subsidiary, except for the effects of the matter described in the Emphasis of Matter Paragraph above, the Statement:

a) is presented in accordance with the requirements of Regulation 33 read with Regulation 63 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated 5th July, 2016; and

b) gives a true and fair view in conformity with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India of the net Loss, Total comprehensive income and other financial information of the Group for the year ended March 31st, 2019.



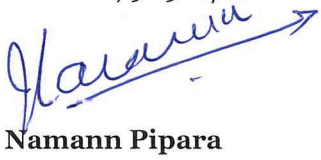
6. We did not audit the financial statements of six subsidiaries whose financial statement reflects total assets of Rs.7762.40 Lacs and net assets of Rs. 3010.8 Lacs as at March 31, 2019, total revenue of Rs. 4352.64 and total comprehensive loss of Rs. 221.97 Lacs for the year ended on that date, as considered in the consolidated financial statement. These financial statements have been audited by other auditor whose report has 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 this subsidiary, is based solely on the report of the other auditor.

7. The Group had not consolidated investments in Kamala Landmark Infrastructure Pvt. Ltd. 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 audited financial result.

8. The financial statements of the Company for the year ended March 31, 2018 prepared in accordance with the Companies (Indian Accounting Standard) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013, were audited by another firm of chartered accountants under the Companies Act, 2013 who vide their report dated May 30th, 2018, expressed a unmodified opinion on those financial statements.

For Pipara & Co LLP

FRN: 107929W/W100219





Namann Pipara

M.No.: 140234

Partner

May 30, 2019

Mumbai

KSS LIMITED

Date: 30/05/2019

To,
The Corporate Relations Department,
BSE Limited,
PJ Tower, Dalal Street, Fort,
Mumbai-400 001.
Scrip Code: 532081.

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

Sub.: Intimation of amendment to code of practices and procedures for fair disclosures of unpublished price sensitive information

Dear Sir/Madam,

With reference to above, we would like to inform that the Board of Directors of the Company has approved and adopted the revised "Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information" to be effective from 1st April, 2019, in compliance with SEBI [Prohibition of Insider Trading) (Amendment) Regulations, 2018.

A Copy of the revised code is enclosed herewith for your records.

Kindly take the above information on your records and oblige.

Thanking You,

Yours Faithfully,

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

Satish Panchariya

KSS LIMITED MUMBAI

Satish Panchariya
Director
DIN:
Enclosed: a/a

KSS LIMITED

KSS LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Pursuant to SEBI] (Prohibition of Insider Trading) Regulations,

2015 as amended from time to time.

KSS LIMITED MUMBAI

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

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Under Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

(Effective from 1st April, 2019)

Preamble

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of the investors in general, has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('PIT Regulations') under the powers conferred on it under the SEBI Act, 1992. These regulations were notified on 15th January, 2015 and came into force with effect from 15th May, 2015 and are, inter alia, applicable to all listed companies on the Indian Stock Exchanges. These PIT Regulations have been amended from time to time.

As per Regulation 8 of the PIT Regulations, every listed company/entity is required to formulate and publish on its website a Code of Fair Disclosure of Unpublished Price Sensitive Information and submit the same to the Stock Exchanges, where securities of the Company are listed.

This document embodies the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information to be adopted by the Company and followed by its Directors, Officers, Designated Persons and Connected Persons. The Code seeks to ensure timely, fair and adequate disclosure of price sensitive information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company's securities.

1. Definitions

1.1 "Act" means the Securities and Exchange Board of India Act, 1992.

1.2 "Board" means the Board of Directors of the Company.

1.3 "Chief Investor Relations Officer" means the Compliance Officer of the Company.

1.4 "Code" or "Code of Conduct" shall mean the Code of Practices and Procedures for fair disclosure of Disclosure of Unpublished Price Sensitive Information of KSS Limited, as amended from time to time.

1.5 "Company" means KSS Limited.

1.6 "Compliance Officer" means Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price



sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.

Explanation- for the purpose of this regulation, "financially literate" shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, Profit and Loss account and Statement of Cash Flows.

1.7. "Connected Person" means:

(i) any person who is or has during the six months prior to the concerned act been associated with a Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a Director, Officer or an Employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,

a) an immediate relative of connected persons specified in clause (i); or

b) a Holding Company or Associate Company or Subsidiary Company; or

c) an intermediary as specified in Section 12 of the Act or an Employee or Director thereof; or

d) an Investment Company, Trustee Company, Asset Management Company or an Employee or Director thereof; or

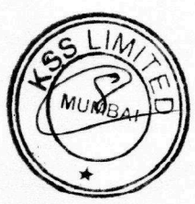
e) an official of a Stock Exchange or of Clearing House or Corporation; or

f) a Member of Board of Trustees of a Mutual Fund or a Member of the Board of Directors of the Asset Management Company of a Mutual Fund or is an employee thereof; or

g) a member of the Board of Directors or an employee, of a Public Financial Institution as defined in Section 2 (72) of the Companies Act, 2013; or

h) an official or an Employee of a Self-regulatory Organization Recognised or Authorized by the Board; or

(i) a Banker of the Company; or



j) a concern, firm, trust, Hindu Undivided Family, Company or association of persons wherein a Director of the Company or his immediate relative or banker of the Company, has more than TEN PER CENT, of the holding or interest.

1.8 Designated Persons shall include:

(i) Promoters of the Company;

(ii) Director(s), Managing Director(s), Chief Executive Officer(s), Key Managerial Personnel and employees upto two levels below Chief Executive Officer/Managing Director of the Company;

(iii) Every employee in the Finance, Accounts, Secretarial, IT and legal department

(iv) any other employee of the Company as may be determined by the Board of Directors in consultation with the Compliance Officer from time to time; and

(iv) Employees of Material Subsidiaries of the Company designated on the basis of their Functional role or access to unpublished price sensitive information in the company.

1.9 "Director" means a member of the Board of Directors of the Company.

1.10 "Employee" means every employee of the Company including the Directors in the employment of the Company.

1.11 "Generally available Information" means information that is accessible to the public on a non-discriminatory basis.

1.12 "Immediate Relative" means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

1.13 "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

1.14 "Unpublished Price Sensitive Information" ("UPSI") means: means any information, relating to a Company or its Securities, Directly or Indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

(i) financial results;
(ii) dividends;

(iii)change in capital structure;

(iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and

KSS LIMITED MUMBAI

(v) changes in key managerial personnel

1.15 "Regulations" shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

Words and expressions used and not defined in this Code but defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015, Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 7956 (42 of 1956), the Depositories Act, 1,996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

2. Preservation of "Unpublished Price Sensitive Information" (UPSI)

2.1 All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated without giving any due notice to maintain confidentiality of such UPSI to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company; or

- not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the sharing of such information being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purposes as allowed under the Regulations and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

2.2 Need to Know:

(i) "need to know" basis means that Unpublished Price Sensitive Information should be disclosed only to those who needs the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information and due notice to be given to maintain confidentiality of such UPSI.



(ii) All non-public information directly received by any employee should immediately be reported to the head of the department and such head of the department should report the same to the Compliance Officer of the Company.

2.3 Limited access to confidential information Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

3. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

A code of practices and procedures for fair disclosure of unpublished price sensitive Information for adhering each of the principles is set out below:

I. Prompt public disclosure of unpublished price sensitive information: Unpublished Price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being shall be given by company to stock exchange(s) promptly and also the said information shall be uploaded to the Company's official website www.kserasera.com in order to be accessed by the investors and members of the company i.e., to make the information generally available.

Its Uniform and Universal dissemination of unpublished price sensitive Information:
The disclosure of unpublished price sensitive information shall be on a continuous, immediate, uniform basis and will be universally disseminated.
The company may consider other ways of supplementing information released to stock exchange(s) by improving investor access to their public announcements.

Ill. Designation of a senior officer as a Chief Investor Relations Officer:
A Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements on uniform basis and overseeing and coordinating disclosure of unpublished price sensitive Information to stock exchange(s), on the website of the company and media. If information is accidentally disclosed without prior approval of the Chief Investor Relations Officer, the person responsible may inform the Chief Investor Relations Officer immediately, even if the information is not considered unpublished price sensitive. In such event of inadvertent, selective disclosure of unpublished price sensitive information, the Chief Investor Relations Officer shall take prompt action to ensure such information is generally available to deal with dissemination of information and disclosure of unpublished price sensitive information in compliance with this code.

IV. Prompt dissemination of unpublished price sensitive information:
The Chief Investor Relations Officer shall be responsible for prompt disclosure that UPSI gets disclosed selectively, inadvertently or otherwise to make such information generally available.

V. Appropriate and fair response to queries:
The Chief Investor Relations Officer shall promptly respond to queries on news reports and requests for verification of market rumors by regulatory authorities.



VI. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information:
No information shall be passed by any person by way of making a Recommendation for the purchase or sale of securities of the Company.

Disclosure/dissemination of Price Sensitive Information with special reference to analysts, research personnel, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts, research personnel, media persons and institutional investors:
a. Only public information to be provided.
b. At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
c. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
d. Simultaneous release of information after every such meet.

VII. Proceedings of meetings with analysts and other investor relations Conferences:
The Company shall develop its best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made. The transcripts of the meetings with analyst/research persons/large investors like institutions will be posted on the website of the Company www.kserasera.com.

VIII. Handling of all unpublished price sensitive information on a need-to know basis:
Unpublished Price Sensitive Information shall be handled on a "need to know" basis i.e. Unpublished Price Sensitive Information shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

4. Determination of 'legitimate purposes'

Any UPSI shared for following purposes shall be deemed to be for 'legitimate purposes':

(a) Sharing of UPSI in the ordinary course of business by any Insider, Designated Person, or by any Authorized person with existing or proposed partners, collaborators, lenders, customers, suppliers;
(b) Sharing of UPSI for discharge of legal obligation(s);
(c) Sharing information with merchant bankers for any proposed corporate actions;
(d) Sharing information with auditors for carrying out audit;
(e) Sharing information with other advisors, consultants, lawyers or any other persons for seeking advice or consultancy on any matter;
(f) Sharing information with insolvency professional or any other person appointed by appropriate authority for carrying out his official duty;

KSS LIMITED MUMBAI

Provided that sharing of information for 'legitimate purposes' shall be genuine and on need to know basis only.

5. Penalty for contravention of the code of conduct Any person who contravenes the provisions of this Code shall liable to such actions as may be provided in the SEBI Act, 1992 in this regard.

6. Communication of this Code This Code or any amendment therein shall be promptly intimated to the stock exchanges where securities of the company are listed and will be posted on the website of the Company.

7. Amendments: Any statutory amendment in SEBI (Prohibition of Insider Trading) Regulations, 2015/ other applicable Regulations, if any, shall be deemed to be included in the Code and the participants shall be governed by it. Pursuant to such amendment, the Compliance Officer may carry out the necessary changes to this Code, as may be required.





KSS LIMITED

Date: 30/05/2019

To,
The Corporate Relations Department,
BSE Limited,
PJ Tower, Dalal Street, Fort,
Mumbai-400 001.
Scrip Code: 532081.

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

Sub.: Intimation of amendment to code of practices and procedures for fair disclosures of unpublished price sensitive information

Dear Sir/Madam,

With reference to above, we would like to inform that the Board of Directors of the Company has approved and adopted the revised "Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information" to be effective from 1st April, 2019, in compliance with SEBl [Prohibition of lnsider Trading) (Amendment) Regulations, 2018.

A Copy of the revised code is enclosed herewith for your records.

Kindly take the above information on your records and oblige.

Thanking You,

Yours Faithfully,

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

Satish Panchariya

KSS LIMITED MUMBAI

Satish Panchariya
Director
DIN:
Enclosed: a/a

KSS LIMITED

Date: 30/05/2019

To,
The Corporate Relations Department,
BSE Limited,
PJ Tower, Dalal Street, Fort,
Mumbai-400 001.
Scrip Code: 532081.

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

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2019
Ref: Regulation 24A of SEB] [Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI - (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, please find enclosed the Annual Secretarial Compliance Report for the year ended March 31, 2019.

Kindly take the above information on your records and oblige.

Thanking You,

Yours Faithfully,

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

Satish Panchariya

KSS LIMITED MUMBAI

Satish Panchariya
Director
DIN:
Enclosed: a/a

B R GUPTA & CO.
Company Secretaries

102, 1st Floor, Silver Avenue, Next to Poisar Masjid, S.V. Road, Kandivali (W), Mumbai - 400 067.
Cont. No.: +91- 816 919 2320 | cs.guptarahul@gmail.com | www.taxplanindia.com

SECRETARIAL COMPLIANCE REPORT OF M/S. KSS LIMITED FOR THE YEAR ENDED 31ST MARCH, 2019

To,
The Board of Directors,
KSS Limited

I, Mr. Rahul Gupta, Company Secretary in Practice, Proprietor of M/s. B R Gupta & Co. have examined:

(a) all the documents and records made available to us and explanation provided by KSS Limited ("the listed entity"),
(b) the filings/ submissions made by the listed entity to the stock exchanges,
(c) website of the listed entity,
(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of :

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
(b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
(c) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
(d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
(e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;- **Not Applicable during the Review Period.**
(f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not Applicable during the Review Period.**
(g) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **Not Applicable during the Review Period.**

B R GUPTA & CO. ★ COMPANY SECRETARY ★ CP No. 20863

(h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable during the Review Period.**

(i) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; - **Not Applicable during the Review Period.**

and circulars/guidelines issued thereunder; and based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
Nil			

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	SEBI	1. KSS Ltd.- 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 Reg 12(2) of SEBI (PIT) Reg 1992	1. Rs.10,00,000/-	The Company had filed appeal before the SAT and the matter is sub judice.
		2. Sanjay Lal, MD of KSS Ltd.	2. Rs.10,00,000/-	
		3. Neelam Samat, CS of KSS Ltd. – Cl. 3.2 of Schedule II of Regulation 12(2) of SEBI (PIT) 1992	3. Nil	
		4. Ashok Gangwani, Director of KSS Ltd. – Reg 13(4) r/w 13(5) of SEBI (PIT) Reg 1992	4. Rs.50,000/-	
		5. Parag M Sanghavi, Promoter of KSS Ltd. – Reg 8A(1) & 8A(3) of SAST (Amendment) Reg 2009	5. Rs.50,000/-	

B R GUPTA & CO. COMPANY SECRETARY CP No. 20863

(d) The listed entity has taken the following actions to comply with the observations made in previous reports: (not applicable as this the first year of reporting)

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
The Secretarial Compliance Report was introduced by the SEBI vide Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019 from the financial year 2018-19. Accordingly, this being the first financial year of applicability of this Report, the previous year's comparative information is not available. Hence, this information is not provided.				

Place: Mumbai
Date: 30.05.2019

For B R Gupta & Co.
Practising Company Secretary
M. No.: 43021
C.P. No.: 20863

B R GUPTA & CO. ★ COMPANY SECRETARY ★ CP No. 20863

CS Rahul Gupta