



KSS LIMITED

13th February, 2021

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

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

Re: Outcome of the Board Meeting

Dear Madam, Sir,

The Board of Directors of KSS Limited ('Company') at its meeting held today, i.e. February 13, 2021, inter- alia transacted the following business:

- 1. Financial Results for the quarter and nine months ended December 31, 2020**
The Board of Directors approved the Un-Audited Standalone and Consolidated Financial Results (subject to limited review) for the quarter and nine months ended December 31, 2020. A copy of the said results is attached with the Auditors' limited review Report.
- 2. Approved the extension of the date of Maturity of Optionally Convertible Redeemable Bonds issued by the Company.**

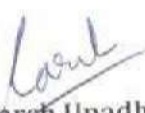
The Board Meeting commenced at 06.00 p.m. (IST) and concluded at ~~7~~ 4.30 p.m. (IST).

This disclosure is being submitted pursuant to Regulations 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

This is for your information and records.

Thanking you,
Yours Sincerely,

For and On Behalf of the Board
KSS Limited
(Formerly known as K Sera Sera Limited)


Harsh Upadhyay
Director
DIN: 07263779



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

Independent Auditor's Review Report on interim consolidated financial Results of KSS Limited for the quarter and nine month ended 31st December, 2020 pursuant to the Regulation 33 of the SEBI [Listing Obligation and Disclosure Requirements] Regulations, 2015

**To
The Board of Director's
KSS Limited**

1. We have reviewed the unaudited consolidated financial results of KSS Limited (the "Company") for the quarter and nine month ended December 31, 2020 (the "Statement"). The Statement has been prepared by the Company pursuant to Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations, 2015"), which has been initiated by us for identification purpose. The statement is the responsibility of the company's management and has been approved by the board of directors. Our responsibility is to issue a report on these financial statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by 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 Statement is free of material misstatement.
3. Our review is limited primarily to inquiries of company personnel and an analytical procedure applied to financial data and thus provides less assurance than an audit. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention except those mentioned below that causes us to believe that the Statement has not been prepared in all material respects in accordance with the applicable Accounting Standards prescribed under Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies, and has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement



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5. The consolidated unaudited financial results include the interim financial information of five subsidiaries and four step down subsidiaries which have not been reviewed by their auditors, whose financial information reflect total revenue of Rs. 116.17 lakhs, for the quarter ended December 31, 2020, as considered in the consolidated unaudited financial results. According to the information and explanations given to us by the Management, this interim financial information is material to the Group, but audited by their auditor at year end only.

6. Emphasis of Matter

We draw attention to,

- a. Note 3 of the statement of the Unaudited Consolidated Financial results stating "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. However, the intercompany balances have not been knocked off while disclosing the assets & liabilities in the Segment Results."
- b. Note 5 of the statement of the Unaudited Consolidated Financial results stating "The company has considered the possible effect that may result from the pandemic relating to COVID- 19 on the carrying amount of receivables. In developing the assumption relating to the possible future uncertainties in the global economic conditions because of this pandemic, the company, as at the date of approval of these financial statements has used internal and external sources of information including credit report and related information and economic forecast. The company has performed sensitivity analysis on the assumptions used and based on current estimates expected the carrying amount of these assets will be recovered. The Impact of COVID- 19 on the company's financial statements may differ from that estimated as at the date of approval of these financial statements.
- c. Note 6 of the statement of the Unaudited Consolidated 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 December 31, 2020."
- d. Note 7 of the statement of the Unaudited Consolidated 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 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 results." Further, we have been informed by the management that there is no change in the status of the said demand.

- e. Note 8 of the statement of the Unaudited Consolidated Financial results stating "Company had received a demand of Rs 734.06 lakhs including interest and penalty under section 142 of the Customs 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 Lakhs with customs department during the FY 2019-20. 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 results." Further, we have been informed by the management that there is no change in the status of the said demand.
- f. Note 9 of the statement of the Unaudited Consolidated Financial results stating "During the quarter ended 31st December 2020, the Parent company has accounted for Interest Income amounting to INR 9,48,893 and INR 10,58,999 pertaining to FY 2018-19 & FY 2019-20 respectively."
- g. Note no. 10 of the statement of unaudited Consolidated financial result, the balances of Trade Receivables, Deposits, Loans and Advances, Advance paid by the parent company which are outstanding as on 31st December 2020 amounting to INR 863.35 lakhs are subject to confirmation from the respective parties and consequential reconciliation/adjustment arising there from, if any.
- h. Note 11 of the statement of the Unaudited Consolidated Financial results stating "Company has classified its subsidiary K Sera Sera Productions FZE as held for sale in the F.Y.18-19. However, till date the sale of the said subsidiary has not been materialized. The Company is of the opinion that the said sale shall take place during the FY 2020-21."
- i. Note 12 of the statement of the Unaudited Consolidated Financial results stating "The Group had not consolidated its 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"



- j. Note no. 13 of the statement of unaudited Consolidated financial result states that Income Tax including deferred tax will be determined and provided for at the end of the financial year.

Our conclusion is not modified in respect of these matters.



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

A handwritten signature in blue ink, appearing to be "Bhawik Madrecha".

Date: 13th February, 2021
Place: Mumbai

BHAWIK MADRECHA
PARTNER
M.No. 163412

UDIN: 21163412AAAACV5260

Independent Auditor's Review Report on Unaudited Standalone Financial Results of KSS Limited for the quarter and nine month ended 31st December, 2020 pursuant to the Regulation 33 of the SEBI [Listing Obligation and Disclosure Requirements] Regulations, 2015

**To
The Board of Director's
KSS Limited**

1. We have reviewed the standalone unaudited financial results of KSS Limited (the "Company") for the quarter and nine month ended December 31, 2020 (the "Statement"). The Statement has been prepared by the Company pursuant to Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations, 2015"), which has been initiated by us for identification purpose. The Statement is the responsibility of the company's management and has been approved by the board of directors. Our responsibility is to issue a report on these financial statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by 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 Statement is free of material misstatement.
3. Our review is limited primarily to inquiries of company personnel and an analytical procedure applied to financial data and thus provides less assurance than an audit. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention except those mentioned below that causes us to believe that the Statement has not been prepared in all material respects in accordance with the applicable Accounting Standards prescribed under Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies, and has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.



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Majura Gate,
Surat-395003,
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W: www.pipara.com

5. Emphasis of Matter

We draw attention to,

- a. Note 4 of the statement of the Unaudited Standalone Financial results stating "The company has considered the possible effect that may result from the pandemic relating to COVID- 19 on the carrying amount of receivables. In developing the assumption relating to the possible future uncertainties in the global economic conditions because of this pandemic, the company, as at the date of approval of these financial statements has used internal and external sources of information including credit report and related information and economic forecast. The company has performed sensitivity analysis on the assumptions used and based on current estimates expected the carrying amount of these assets will be recovered. The Impact of COVID- 19 on the company's financial statements may differ from that estimated as at the date of approval of these financial statements."
- b. Note 5 of the statement of the Unaudited 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 December 31, 2020."
- c. Note 6 of the statement of the Unaudited 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 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 results." Further, we have been informed by the management that there is no change in the status of the said demand.
- d. Note 7 of the statement of the Unaudited Standalone Financial results stating "Company had received a demand of Rs 734.06 lakhs including interest and penalty under section 142 of the Customs 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 Lakhs with customs department during the FY 2019-20. 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 results." Further, we have been informed by the management that there is no change in the status of the said demand
- e. Note 8 of the statement of the Unaudited Standalone Financial results stating "During the quarter ended 31st December 2020, the Parent company has accounted for Interest Income amounting to INR 9,48,893 and INR 10,58,999 pertaining to FY 2018-19 & FY 2019-20 respectively."



- f. Note no. 9 of the statement of unaudited Standalone financial result, the balances of Trade Receivables, Deposits, Loans and Advances, Advance paid by the company which are outstanding as on 31st December 2020 amounting to INR 863.35 lakhs are subject to confirmation from the respective parties and consequential reconciliation/adjustment arising there from, if any
- g. Note 10 of the statement of the Unaudited Standalone Financial results stating "Company has classified its subsidiary K Sera Sera Productions FZE as held for sale in the F.Y.18-19. However, till date the sale of the said subsidiary has not been materialized. The Company is of the opinion that the said sale shall take place during the FY 2020-21."
- h. Note no. 11 of the statement of unaudited Standalone financial result states that Income Tax including deferred tax will be determined and provided for at the end of the financial year.

Our conclusion is not modified in respect of these matters.

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



Date: 13th February, 2021
Place: Mumbai

BHAWIK MADRECHA
PARTNER
M.No. 163412

UDIN: 21163412AAAACW2202

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 December 30, 2020

S. No.	Particulars	Quarter Ended	Quarter Ended	Quarter Ended	Nine Month Ended		Year Ended
		31/12/2020	30/09/2020	31/12/2019	31/12/2020	31/12/2019	31/03/2020
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	SEGMENT REVENUE						
	Movie Digitization	15.85	4.35	610.23	22.59	1,461.67	1,992.43
	Miniplex Theater	15.14	1.92	262.84	17.06	830.99	1,098.37
	Retail Gold Jewellery	54.52	42.77	184.93	109.94	762.01	1,088.96
	Film Production & Distribution	50.78	15.93	21.45	75.38	521.50	539.32
	Total	136.29	64.97	1,079.45	224.97	3,576.17	4,719.08
	Less: Inter Segment Revenue			437.82		437.82	38.33
	Revenue From operations	136.29	64.97	641.63	224.97	3,138.35	4,680.75
2	SEGMENT RESULTS						
	Movie Digitization	209.79	169.67	211.27	523.67	453.41	1,962.44
	Miniplex Theater	23.53	14.91	3.97	75.59	(24.18)	1,079.77
	Retail Gold Jewellery	59.44	50.86	(59.10)	121.88	(63.44)	1,071.92
	Film Production & Distribution	152.41	107.52	(249.15)	355.68	317.40	695.55
	Others				0.04		
	Total	445.16	342.96	(93.01)	1,076.85	683.19	4,809.68
	Less: Finance Cost	41.01	40.97	9.36	124.65	139.52	192.84
	Less: Other Unallowable Income Net of Exp.					1,016.67	4,707.01
	Profit before Tax & Exceptional Items	(349.88)	(318.96)	(102.37)	(976.53)	(473.00)	(90.17)
	Less: Exceptional Items						
	Profit/(loss) before Tax	(349.88)	(318.96)	(102.37)	(976.53)	(473.00)	(90.17)
3	SEGMENT ASSETS						
	Movie Digitization	3,449.68	3,261.18	4,041.16	3,449.68	4,041.16	4,559.50
	Miniplex Theater	1,737.06	1,627.36	2,488.60	1,737.06	2,488.60	2,116.86
	Retail Gold Jewellery	763.56	132.91	989.52	763.56	989.52	727.92
	Film Production & Distribution	14,138.53	13,167.95	14,214.36	14,138.53	14,214.36	14,435.08
	Unallocated			212.20		212.20	581.80
	Total	20,088.83	18,189.40	21,945.84	20,088.83	21,945.84	22,421.16
4	SEGMENT LIABILITIES						
	Movie Digitization	2,585.00	2,266.00	2,764.85	2,585.00	2,764.85	2,918.60
	Miniplex Theater	431.07	234.91	1,064.38	431.07	1,064.38	734.28
	Retail Gold Jewellery	1,672.71	1,218.66	2,032.16	1,672.71	2,032.16	1,624.64
	Film Production & Distribution	4,233.32	2,745.89	3,987.27	4,233.32	3,987.27	4,230.50
	Unallocated			0.64		0.64	0.64
	Total	8,922.10	6,465.46	9,849.29	8,922.10	9,849.30	9,508.66

By



Registered Office : Unit No. 101A and 102, 1st Floor, Moriya Landmark II, Plot B-17, Andheri (W), Mumbai-400053
Statement of Standalone Unaudited Results for the Quarter Ended 31/12/2020

See accompanying notes to financial result

1. These Audited Standalone 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 Companies Act 2013 read with rule 3 of the Companies (Indian Accounting Standards) 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 15th February, 2021.
 3. As per requirement of Ind AS-108, no disclosure is required as the Company is operating in Single Business Segment.
 4. The company has considered the possible effect that may result from the pandemic relating to COVID-19 on the carrying amount of receivables. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the company as at the date of approval of this financial statements has used internal and external sources of information including self report and related information and economic forecast. The company has performed sensitivity analysis on the assumptions used and based on current estimates, expected the carrying amount of these assets will be recovered. The impact of COVID-19 on the company's financial statements may differ from that estimated as at the date of approval of these financial statements.
 5. 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 said demise of the director, Company had realized the recovery of this amount and of the opinion that the same will not be recoverable and accordingly written off Rs.15 Lacs forming a part of other expenses for the period ended December 31, 2020.
 6. Company had received a notice of Demand of Rs. 10,55,06,105 including the interest and penalty under MWAT on account of VAT liability on the issuing of Cinematographic films. In line with firm 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 results.
 7. Company had received a demand of Rs. 7,14,06,105 including interest and penalty under section 142 of the Customs Act, 1962 on account of non-adherence of EPCG Scheme. The Company has made a deposit of Rs.50,07 Lacs with customs department during the FY 2019-20. Custom department has been/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 results.
 8. During the quarter ended 31st December 2020, the company has accounted for interest income amounting to INR 14,49,913 and INR 10,58,999 pertaining to FY 2018-19 & FY 2019-20 respectively.
 9. Balances of Trade Receivables, Deposits, Loans and Advances, Advance pay by the Company and which are outstanding as on 31st of December 2020 amounting to INR 66.35 lacs are subject to confirmation from the respective parties and consequential revaluation/adjustment arising there from, if any.
 10. Company has classified its subsidiary K. Neo Nera Productions PTE as held for sale. In the FY 18-19, However till date, the sale of the said subsidiary has not been materialized. The Company is of the opinion that the said sale shall take place during the FY 2020-21.
 11. Income Tax including deferred tax will be determined and provided for at the end of the financial year.
- Previous period's figures have been reclassified, wherever necessary, to correspond with those of the current period.

Date: 13th February, 2021
Place: Mumbai

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

Harsh Upadhyay
Executive Director
DIN: 07263779

