

**KSS LIMITED**

November 30, 2015

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

Dear Sir/Madam,

**Sub: Typographical Correction in the Annual Report 2014-15**

With reference to above mentioned subject, it is hereby informed that there are some typographical correction in the Annual Report for the financial year 2014-15 as follows:

1. On pg. 58 the 'Deferred tax expense' will be Rs. (84.37) and profit after tax will amount to Rs. (181.14). Further the Earning per equity share basic & diluted shall be (0.08)
2. On pg. 62 in pt 3.8 Other Current Liabilities 'Other liabilities- Advance from Debtors' the amount will be Rs. 50.42 and the total shall be Rs. 58.33 and on pg. 63 the total of tangible assets shall be Rs. 1529.67 leading to the change in total of equities, liabilities and Assets (pg. 57) to Rs. 29287.62

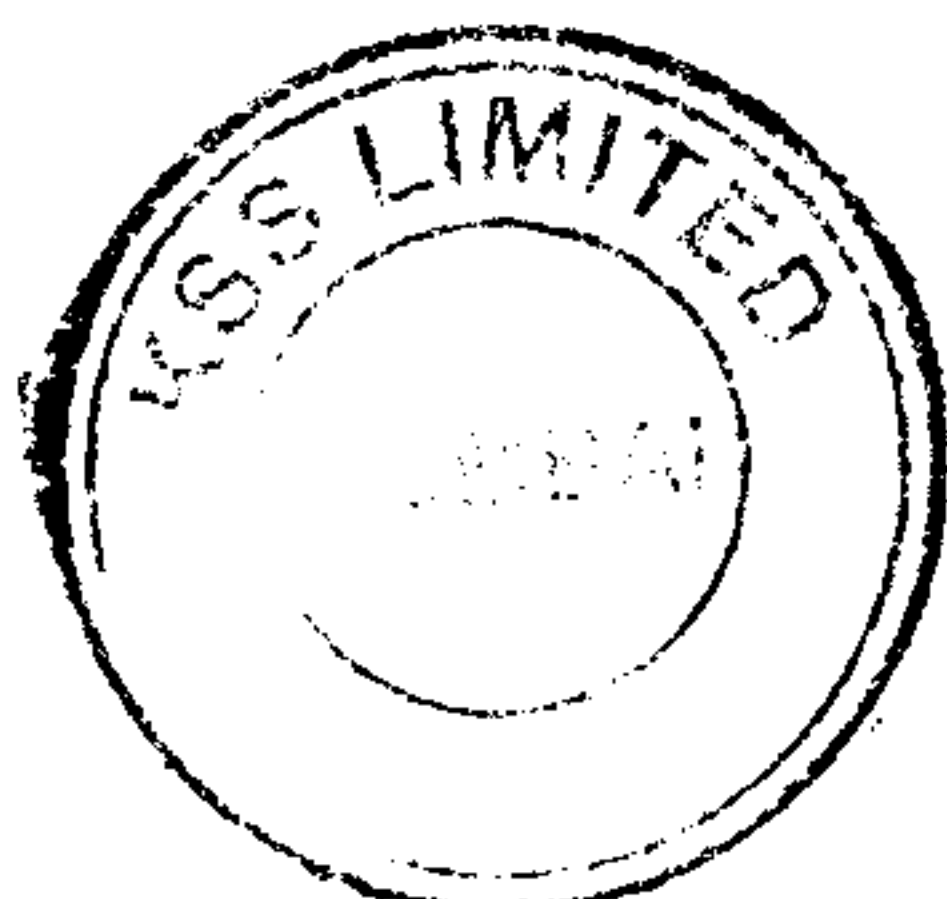
It is hereby clarified that the Company had filed Audited Financial Statements for the quarter and year ended March 31, 2015 correctly and there is no such change in the quarterly/ yearly disclosures made by the Company. The above mentioned errors are inadvertent in nature due to the technical error in the system of the Company and we regret for the same.

The Revised Annual Report is attached herewith. Kindly take the same on record.

Thanking You,

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

  
Tanu Singh  
Company Secretary



**KSS Limited**

( Formerly known as K Sera Sera Ltd. )

CIN : L22100MH1995PLC092438

Unit No.101 A & 102, 1st Floor, Plot No. B-17, Morya Landmark II, Andheri (West), Mumbai - 400 053. INDIA.  
Tel: 022 40427600 / 42088600 Fax: 022 40427601 Web : www.kserasera.com Email : info@kserasera.com



**KSS LIMITED**

(Formerly known as K Sera Sera Limited)

**20<sup>TH</sup> ANNUAL REPORT**

**2014-2015**

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**COMPANY INFORMATION****BOARD OF DIRECTORS AND MANAGEMENT TEAM**

MR. SATISH PANCHARIYA	- Executive Chairman & Director
MR. HUSSAIN SHATTAF	- Independent Director
MR. RAKESH SHARMA	- Independent Director
MS. KUNTI RATTANSHI	- Additional Director (Independent)
MR. HARSH UPADHYAY	- Additional Director (Independent)
MS. VINEETA DWIVEDI	- Chief Executive Officer
MS. TANU SINGH	- Company Secretary

**AUDITORS:**

Statutory Auditor	Internal Auditor	Secretarial Auditor
M/S. Agrawal Jain And Gupta, Chartered Accountants FRN- 013538C Near Mamta Ice Factory, Opp. Dharm Kanta, Ringus Road, Chomu, Jaipur - 303702.	Mr. Sunil Sureka Chartered Accountants M. No.- 139836 202/93 Poonam complex, Shanti Park, Mira Road East -401107	Mr. Vishal N. Manseta Practicing Company Secretary M.No. 25183 110, 1 <sup>st</sup> Floor, Nikisha Arcade, Goddev Phatak Road, Bhayander (East), Thane- 401105

**BANKERS:**

ING Vyasya Bank	ICICI Bank
Borivilli (W) Branch No.3,4&5, Abhilasha2, Punjabi Lane, Borivilli (W), Mumbai 400 092	Four Bungalows (Andheri) Branch Ground Floor, Holar Arcade, Andheri (West), Mumbai 400 053

**REGISTERED OFFICE:**

KSS Limited  
(Formerly known as K Sera Sera Limited)  
CIN:L22100MH1995PLC092438  
Unit No. 101A and 102, 1<sup>st</sup> Floor,  
Plot No. B-17, Morya Landmark II,  
Andheri (West), Mumbai - 400053.  
Tel : (022) 42088600 Fax: (022) 40427601  
E-mail : [info@kserasera.com](mailto:info@kserasera.com)  
website : [www.kserasera.com](http://www.kserasera.com)

**REGISTRAR AND SHARE TRANSFER AGENTS:**

**Bigshare Services Private Limited**  
E-2 & 3, Ansa Industrial Estate,  
Saki-Vihar Road, Sakinaka.  
Andheri (E), Mumbai - 400 072.  
**Tel:** 91-22-2847 0652 | 91-22- 40430200 | 91-22-2847 0653  
**Fax:** 91-22-2847 5207  
E-mail : [investor@bigshareonline.com](mailto:investor@bigshareonline.com)  
website: [www.bigshareonline.com](http://www.bigshareonline.com)



# KSSLIMITED

(Formerly known as K Sera Sera Limited)

CIN No. L22100MH1995PLC092438

Unit No. 101A and 102, 1<sup>st</sup> Floor, Plot No. B-17, Morya Landmark II, Andheri (West)- 400053, Mumbai  
Tel: 022 40427600/42088600 Fax: 022 40427601 Web: www. kserasera.com Email:info@kserasera.com

## NOTICE

NOTICE is hereby given that the Twentieth Annual General Meeting of the Members of KSS Limited (CIN L22100MH1995PLC092438) will be held at Kailash Parbat, K-P Restaurants, 7A/ 8A, 'A' wing Crystal Plaza, New Link Road, Andheri (West), Mumbai -400053 on Wednesday the September 30, 2015 at 9:30 A. M. to transact the following Business:

### Ordinary Business

1. To receive, consider and adopt the audited financial statement of the Company for the year ended March 31, 2015 together with the reports of the Directors' and Auditors' thereon and the consolidated audited financial statement of the Company for the year ended March 31, 2015
2. To appoint a director in place of Mr. Satish Panchariya (DIN: 00042934), who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors to hold office from the conclusion of this meeting, until the conclusion of the Twenty fourth Annual General Meeting and to fix their remuneration and pass the following resolution as an **Ordinary Resolution** **"RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 and rules made thereunder M/s Agrawal Jain & Gupta (Firm registration No : 0135838C), Chartered Accountants, be and are hereby appointed as Auditors for a period of four (4) years i.e. from the conclusion of this Annual General Meeting until the conclusion of the Twenty fourth (24<sup>th</sup>) consecutive Annual General Meeting (subject to ratification by members at every Annual General Meeting) at such term and remuneration as may be agreed upon between the Audit Committee/ the Board of Directors of the Company and the Auditors."

### Special Business

4. **Appointment of Ms. Kunti Rattanshi (DIN: 07144769) as an Independent Director**  
To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:  
  
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Kunti Rattanshi (DIN: 07144769), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on March 31, 2015 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a notice in writing from her along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from September 30, 2015."
5. **Appointment of Mr. Harsh Upadhyay (DIN: 07263779) as an Independent Director**  
To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Harsh Upadhyay (DIN: 07263779), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on August 14, 2015 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a notice in writing from him alongwith the deposit of the requisite amount under



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CIN No. L22100MH1995PLC092438

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Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from September 30, 2015.”

**6. Adoption of new set of Articles of Association of the company containing Articles in conformity with the Companies Act, 2013**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the company be and is hereby replaced with the new set of Articles of Association and the said new Articles of Association be and is hereby approved and adopted as the Articles of Association of the company in place of, in substitution and to the entire exclusion of the existing Articles of Association of the company.

**RESOLVED FURTHER THAT** the Board of Directors and/ or Company Secretary of the Company be and are hereby jointly and / or severally authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard.”

**7. Increase in Authorised Share Capital of the Company**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with section 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules thereof, the existing Authorised Capital be and is hereby increased from Rs. 220,00,00,000 (Rupees Two hundred and Twenty Crores Only) divided into 220,00,00,000 (Two hundred and Twenty Crores Only) equity shares of Re. 1/- (Rupee One Only) each to Rs. 230,00,00,000 (Rupees Two hundred and Thirty crores only) divided into 230,00,00,000 (Two hundred and Thirty Crores Only) equity shares of Re. 1/- (Rupee One Only) each by further creation of 10,00,00,000 (Ten Crores Only) equity shares of Re. 1/- (Rupee One Only) each, ranking pari passu in all respects with the existing equity shares of the Company, including in respect of entitlement to dividends

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company relating to the share capital be and is hereby deleted and in its place the following clause V be substituted:

“The Authorised Share Capital of the Company is Rs. 230,00,00,000 (Rupees Two hundred and Thirty crores only) divided into 230,00,00,000 (Two hundred and Thirty Crores Only) equity shares of Re. 1/- (Rupee One Only) each”

**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company be and are hereby jointly and / or severally authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution

**8. Ratification for Conversion of Optionally Convertible Redeemable Bonds (OCRBs) into Equity shares**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** the shareholders of the Company do hereby ratify and affirm all actions of the Board of Directors related to the conversion of Optionally Convertible Redeemable Bonds (OCRBs) into equity shares of the company including alteration of terms and conditions passed vide their resolution dated November 10, 2009





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Tel: 022 40427600/42088600 Fax: 022 40427601 Web: www. kserasera.com Email: info@kserasera.com

subject to which those OCRBs have been issued and accordingly the period of conversion of the OCRBs was extended.

**RESOLVED FURTHER** that the Board of Directors and/ or Company Secretary of the Company be and are hereby jointly and/ or severally authorised to do all such acts, deeds, matters and things as may be necessary, usual, proper or expedient to give effect to this resolution and to list the converted equity shares of the Company on the NSE and BSE."

Date: 14.08.2015

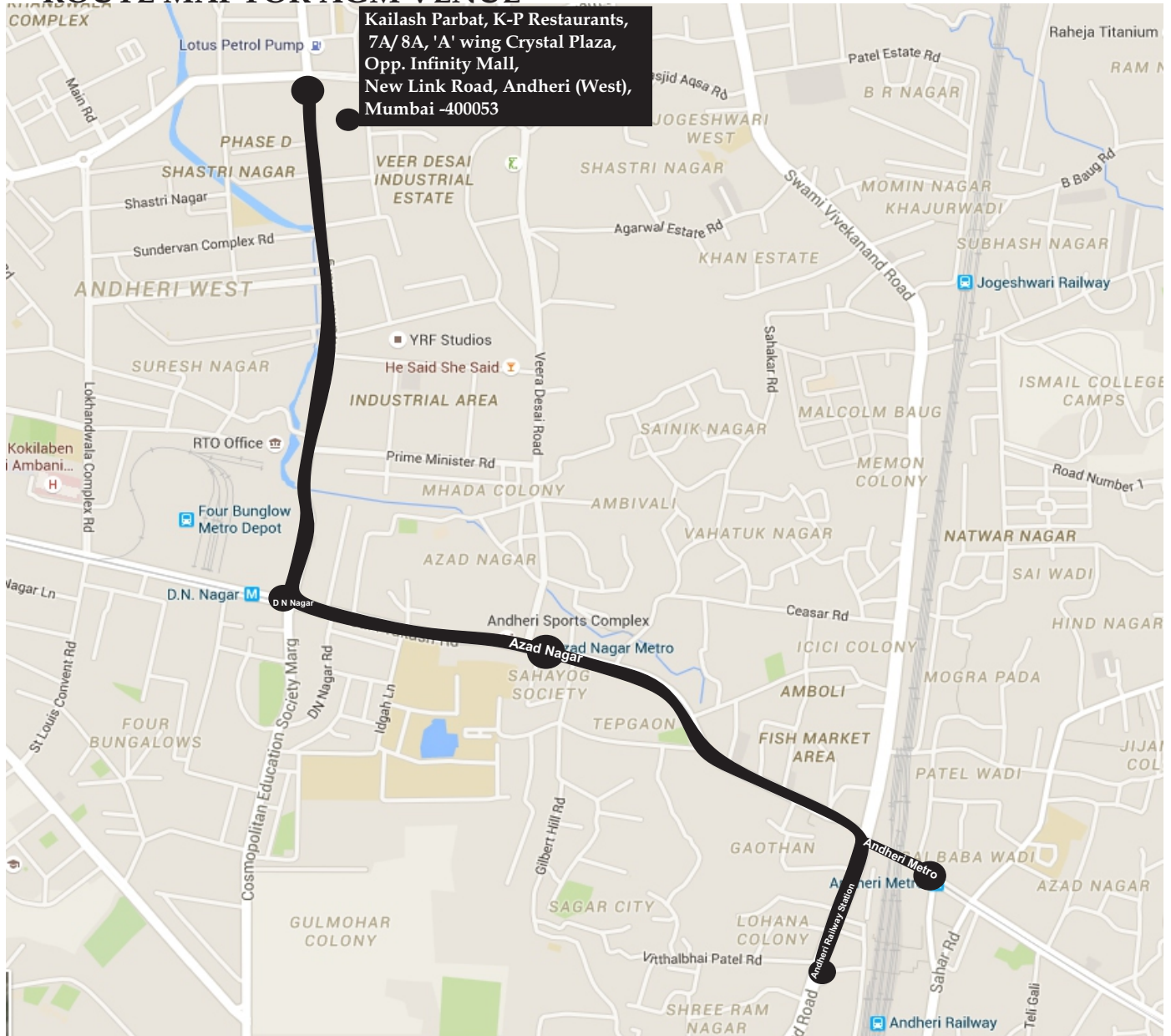
Regd office:

Unit No. 101A and 102, 1<sup>st</sup> Floor,  
Plot No. B-17, Morya Landmark II  
Andheri (West), Mumbai- 400053  
CIN: L22100MH1995PLC092438

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

**Sd/-  
Tanu Singh  
Company Secretary**

## ROUTE MAP FOR AGM VENUE



**Notes:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING OF THE COMPANY IS ENTITLED TO APPOINT ANOTHER PERSON AS PROXY/ PROXIES TO ATTEND AND VOTE AT THE MEETING (ON THE CALLING OF A POLL ONLY) INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

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

2. An Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting under item no. 4 to 8 is Annexed hereto
3. The Register of Members and Share Transfer Registers of the Company will remain closed from September 25, 2015 to September 30, 2015
4. Members are requested to sign at the place provided for the attendance slip annexed to the Proxy Form and handover the slip at the entrance to the place of the meeting.
5. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the Annual Report to the meeting.
6. Corporate Members are requested to send a duly certified copy of the board resolution authorizing their representatives to attend and vote at the Annual General Meeting.
7. Information to Shareholders in pursuance of Clause 49 of Listing Agreement with reference to Appointment of Directors in item no. 4 & 5 of the notice is provided in the Explanatory Statement under section 102 of the Companies Act, 2013 and for Item No. 2 for re-appointment of Director is annexed herewith the notice.
8. The Company is pleased to offer e-Voting facility for its Members to enable them to cast their votes electronically. The business as set out in the Notice may be transacted and that:
  - a. The Company is providing facility for voting by electronic means in compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the revised Clause 35B of the Listing Agreement.
  - b. The Facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote may exercise their vote through ballot paper.
  - c. The Members who have cast their vote by remote e-voting shall not be entitled to cast their vote again.

The procedure and instructions for members for voting electronically are as under :

- i. The voting period begins at 9:00 A.M. on September 27, 2015 and ends at 5:00 P.M. on September 29, 2015. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 23, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue





- iii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- iv. Now click on “Shareholders” to cast your votes
- v. Now Enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login
- vii. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number number (refer serial no. printed on the name and address sticker/ Postal Ballot Form/ mail) in the PAN Field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- ix. After entering these details appropriately, click on “SUBMIT” tab
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xiii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.



- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xviii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
9. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on September 23, 2015
10. Mr. Vishal N. Manseta Practising Company Secretary (Membership No. ACS-25183) Mumbai has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
11. The Scrutinizer's shall within a period of three (3) working days from the date of conclusion of the shareholders meeting, submit his report after consolidation of e-voting and the votes in the shareholders meeting, cast in favour of or against, if any, to the chairman of the Company. Results will be uploaded on the Company's website as well as intimated to the stock exchanges (BSE & NSE).
12. All documents referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the Company on all working days between 11.00 a.m. and 1.00 p.m. except Sundays and public holidays, up to the date of the AGM.
13. The members are requested to note:
- I. Change of Address/ Bank Details:** Members holding shares in physical form are requested to inform M/s Bigshare Services Private Limited (Company's Registrar & Transfer Agent), immediately of any change in their address and bank details. Members holding shares in dematerialized form are requested to intimate all changes with respect to their address, bank details, mandate etc. to their respective Depository Participants. These changes will then be automatically reflected in the Company's records. This will help the Company to provide efficient and better service to the members.



- ii. Section 72 of the Companies Act, 2013, provides for Nomination by the Shareholders of the Company in the prescribed Form No. SH-13 for shares held in physical form. Blank forms will be supplied by M/s BigshareServices Private Limited on request. Members holding shares in dematerialized form may contact their respective Depository Participants for recording of nomination.
- iii. Members seeking any information with regards to the Accounts are requested to write to the Company at an early date, as to enable the Management to keep the information ready at the meeting.
- iv. Members attending the Annual General Meeting are requested to bring with them the followings (as applicable):
  - a) Members holding shares in dematerialized form, their DP & Client ID Numbers.
  - b) Members holding shares in physical form their folio numbers.
  - c) Copy of the Annual Report & Notice.
  - d) The Attendance slip duly completed as per the specimen signature lodged with the Company.
  - e) Member Companies/Institutions are requested to send a copy of the resolution of their Board/Governing Body, authorizing their representative to attend and vote at the Annual General Meeting.

#### ANNEXURE TO THE NOTICE

#### Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("The Act")

##### **Item No. 4 Appointment of Ms. Kunti Rattanshi (DIN: 07144769) as an Independent Director**

Ms. Kunti Rattanshi (DIN: 07144769) was appointed as an Additional (Independent) Director with effect from 31.03.2015. In terms of section 161 (1) Ms. Kunti Rattanshi holds office up to the date of this Annual General Meeting but is eligible for appointment as a Director. The Company has received a notice from her in writing along with the requisite deposit under section 160 of the Act, proposing her candidature for the office of Director.

The Company has received from Ms. Kunti Rattanshi (i) consent in writing to act as Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the companies Act, 2013.

Ms. Kunti Rattanshi, is having a post graduate degree in commerce and was associated with Indian School of Dar-es-salaam as a Professor for the period of 10 years and also been active in the entertainment industry for years and possess marketing skills.

The Resolution seeks the approval of members for the appointment of Ms. Kunti Rattanshi as Independent Director of the Company for a term of 5 consecutive years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder. She is not liable to retire by rotation. The brief of her profile is as follows:

S.No.	Name of the Director	Ms. Kunti Rattanshi
1.	Date of Birth	12.06.1964
2.	Nationality	Indian
3.	Date of Appointment on the Board	31.03.2015
4.	Qualification	M.Com
5.	Expertise in specific functional area	Media Relations, Marketing skills
6.	Number of Shares held in the Company	Nil



S.No.	Name of the Director	Ms. Kunti Rattanshi
7.	Number of Board Meetings attended	Nil
8.	Directorship held in other public companies (except foreign companies and Government Bodies)	K Sera Sera Miniplex Limited
9.	Chairman/ Member in the Committee's of the boards in which he/ she is Director (includes only Audit Committee, Stakeholders' Relationship Committee and Nomination and Relationship Committee)	Member of Audit Committee- K Sera Sera Miniplex Limited, KSS Limited Member of Nomination and Remuneration Committee- K Sera Sera Miniplex Limited, KSS Limited Stakeholders' Relationship Committee- KSS Limited

A copy of the draft letter of appointment of Ms. Kunti Rattanshi as an Independent Director would be available for inspection to the shareholders at the registered office of the Company on all working days (except Sundays and Public Holidays) between 11:00 a.m. and 1:00 p.m. till the date of the meeting.

The Notice and this Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement.

Other than Ms. Kunti Rattanshi in her personal capacity, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution except to the extent of their respective holdings in the equity shares of the Company, if any.

The Board recommends this Resolution for your Approval.

**Item No. 5 Appointment of Mr. Harsh Upadhyay (DIN: 07263779) as an Independent Director**

Mr. Harsh Upadhyay (DIN: 07263779) was appointed as an Additional (Independent) Director with effect from August 14, 2015. In terms of section 161 (1) Mr. Harsh Upadhyay holds office upto the date of this Annual General Meeting but is eligible for appointment as a Director. The Company has received a notice from him in writing along with the requisite deposit under section 160 of the Act, proposing his candidature for the office of Director.

The Company has received from Mr. Harsh Upadhyay (i) consent in writing to act as Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the companies Act, 2013.

Mr. Harsh Upadhyay is having a degree of Bachelor of Technology in Electronics and Communication from Rajasthan Technical University (RTU) thus possessing good understanding in digital technology.

The Resolution seeks the approval of members for the appointment of Mr. Harsh Upadhyay Independent Director of the Company for a term of 5 consecutive years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder. He is not liable to retire by rotation. The brief of his profile is as follows:



S.No.	Name of the Director	Mr. Harsh Upadhyay
1.	Date of Birth	30.10.1993
2.	Nationality	Indian
3.	Date of Appointment on the Board	14.08.2015
4.	Qualification	B. Tech
5.	Expertise in specific functional area	Electronics and Communication
6.	Number of Shares held in the Company	Nil
7.	Number of Board Meetings attended	Nil
8.	Directorship held in other public companies (except foreign companies and Government Bodies)	Nil
9.	Chairman/ Member in the Committee's of the boards in which he/ she is Director (includes only Audit Committee, Stakeholders' Relationship Committee and Nomination and Relationship Committee)	Member of Audit Committee- Nil Member of Nomination and Remuneration Committee- Nil Stakeholders' Relationship Committee- Nil

A copy of the draft letter of appointment of Mr. Harsh Upadhyay as an Independent Director would be available for inspection to the shareholders at the registered office of the Company on all working days (except Sundays and Public Holidays) between 11:00 a.m. and 1:00 p.m. till the date of the meeting.

The Notice and this Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement.

Other than Mr. Harsh Upadhyay in his personal capacity, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution except to the extent of their respective holdings in the equity shares of the Company, if any

The Board recommends this Resolution for your Approval.

#### **Item No.6- Adoption of new set of Articles of Association**

The existing Articles of Association ("AOA") are based on the Companies Act, 1956 and several regulations in the existing AOA contain reference to specific sections of the Companies Act, 1956 and some articles in the existing AOA are no longer in conformity with the Act. With the enactment of the Companies Act, 2013 and substantive sections of the Act which deal with the general working of the Companies stand notified, several regulations in the existing AOA of the Company require alteration and/or deletion.

Given this position it is considered expedient to wholly replace the existing AOA by new set of Articles. The new set of AOA to be replaced in place of existing AOA is based on Table F of schedule I of the Companies Act, 2013 which sets out the model AOA for a Company Limited by Shares and also carries forward certain provisions from the existing AOA suitably rephrased and which are not in conflict with the provisions of the Companies Act, 2013.

The proposed new draft of AOA is available for inspection to the shareholders at the registered office of the Company on all working days (except Sundays and Public Holidays) between 11:00 a.m. and 1:00 p.m. till the date of the meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution except to the extent of their respective holdings in the equity shares of the Company, if any

The Board recommends this Resolution for your Approval.



**Item No.7 Increase in Authorised Share Capital of the Company**

In order to enable the Company to convert Optionally Convertible Redeemable Bonds (OCRBs) into equity shares in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009 it is therefore considered necessary to increase the Authorised Share Capital as the existing Authorised Share Capital may not be sufficient for the purpose.

The present Authorised Share Capital of the Company is Rs. 220,00,00,000 (Rupees Two hundred and Twenty Crores Only) divided into 220,00,00,000 (Two hundred and Twenty Crores Only) equity shares of Re. 1/- (Rupee One Only) and the same be increased to Rs. 230,00,00,000 (Rupees Two hundred and Thirty crores only) divided into 230,00,00,000 (Two hundred and Thirty Crores Only) equity shares of Re. 1/- (Rupee One Only) each by further creation of 10,00,00,000 (Ten Crores Only) equity shares of Re. 1/- (Rupee One Only) each. The increased share capital shall rank pari passu in all respects with the existing equity shares of the Company, including in respect of entitlement to dividends.

The provisions of the Companies Act, 2013 require the Company to seek approval of the Members for increase in the Authorised Share Capital and for the alteration of Capital Clause of the Memorandum of Association and accordingly the Board recommends the relevant resolutions for the approval of members.

The proposed new draft of Memorandum of Association is available for inspection to the shareholders at the registered office of the Company on all working days (except Sundays and Public Holidays) between 11:00 a.m. and 1:00 p.m. till the date of the meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution except to the extent of their respective holdings in the equity shares of the Company, if any

**Item No.8 Ratification for Conversion of Optionally Convertible Redeemable Bonds (OCRBs) into Equity shares**

Your Company had already passed the Special Resolution under Section 81 (1A) of the Companies Act, 1956 through Postal Ballot dated November 10, 2009 to offer, issue and allot, in one or more tranches, on a preferential basis 2400 Optionally Convertible Redeemable Bonds (OCRBs) of face value of Rs. 1,00,000/- (Rupees One Lac Only) each, aggregating to Rs.24,00,00,000/- (Rupees Twenty Four crores only) to SBI Global Factors Limited (formerly known as Global Trade Finance Limited). After that Company had issued and allotted 2367 Optionally Convertible Redeemable Bonds (OCRBs) of face value of Rs. 1,00,000/- (Rupees One Lac Only) each on January 29, 2010. Thereafter a dispute arose between the Company and SBI Global Factors Limited (formerly known as Global Trade Finance Limited) related to the terms and conditions of the One Time Settlement and the matter was taken to High Court where it took two-and-a-half year (2-1/2 yrs) approx. and after that the matter was further taken to Supreme Court where it took around one-and-a-half year (1-1/2 yrs) for the final order to come and in compliance with the Supreme Court order the Company proceeded for payment by arranging investors who can make the payment of SBI Global Factors Limited (formerly known as Global Trade Finance Limited) on behalf of the Company.

In compliance with the Hon'ble Supreme Court order your Board of Directors of the Company had passed the Board resolution and altered the terms and conditions relating to the conversion of OCRBs followed by the consent of the Bondholders. Further the Board of Directors as on November 14, 2014 issued and allotted on preferential basis 5648873 equity shares of face value of Rs. 10/- each at the rate of Rs.14.16/- per share pursuant to the conversion of 800 OCRBs out of 2367 OCRBs on the request of one of the Bondholders in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009. The listing of the said converted equity shares has not been processed by the concerned department of the stock exchanges as the matter was in the court due to which time of conversion as per Regulation 75 of the SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009 got lapsed.

Your Board of directors had in advertently done the same without the permission of Equity shareholders as they were of the view that at the time of alteration of the terms and conditions fresh consent of Equity Shareholders is not required.

Accordingly now your Board of Directors are proposing the resolution for approval and ratification of the act of Board of Directors of the company including the alteration of terms and conditions subject to which it was issued and for conversion of remaining OCRBs into Equity Shares in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009 (including any statutory modification(s) or re-enactment thereof for the time being in force).

The documents referred to in this notice would be available for inspection to the shareholders at the registered office of the Company on all working days (except Sundays and Public Holidays) between 11:00 a.m. and 1:00 p.m. till the date of the meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution except to the extent of their respective holdings in the equity shares of the Company, if any

The Board recommends this Resolution for your Approval.

**Date: 14.08.2015**

Regd office:

Unit No. 101A and 102, 1<sup>st</sup> Floor,

Plot No. B-17, Morya Landmark II

Andheri (West), Mumbai- 400053

CIN: L22100MH1995PLC092438

**By Order of the Board**

**For KSS Limited**

**(Formerly known as K Sera Sera Limited)**

**Sd/-**

**Tanu Singh**

**Company Secretary**

**Information pursuant to clause 49 of the Listing Agreement for Re appointment of Director**

S.No.	Name of the Director	Mr. Satish Panchariya (DIN: 00042934)
1.	Date of Birth	27.07.1970
2.	Nationality	Indian
3.	Date of Appointment on the Board	20.09.2012
4.	Qualification	M. Com
5.	Expertise in specific functional area	Digital Cinema & Financial Market
6.	Number of Shares held in the Company	Nil
7.	Number of Board Meetings attended	13/13
8.	Directorship held in other public companies (except foreign companies and Government Bodies)	<ul style="list-style-type: none"> <li>• K Sera Sera Box Office Private Limited</li> <li>• K Sera Sera Digital Cinema Pvt. Ltd.</li> <li>• K Sera Sera Miniplex Limited</li> <li>• K Sera Sera Consultancy Private Limited</li> <li>• K Kampus Education Private Limited <ul style="list-style-type: none"> <li>■ Alka India Limited</li> </ul> </li> </ul>
9.	Chairman/ Member in the Committee's of the boards in which he/ she is Director (includes only Audit Committee, Stakeholders' Relationship Committee and Nomination and Relationship Committee	<p>Member of Audit Committee- K Sera Sera Miniplex Limited, K Sera Sera Digital Cinema Private Limited, K Sera Sera Box Office Private Limited, Alka India Limited</p> <p>Member of Nomination and Remuneration Committee- K Sera Sera Miniplex Limited, K Sera Sera Digital Cinema Private Limited, K Sera Sera Box Office Private Limited</p> <p>Stakeholders' Relationship Committee- Nil</p>

**DIRECTORS' REPORT**

Dear Shareholders,

Your Directors have pleasure in presenting the 20<sup>th</sup> Annual Report together with the Audited Statement of Accounts of KSS Limited for the year ended March 31, 2015

**1. SUMMARISED FINANCIAL HIGHLIGHTS**

(Rs. In Lacs)

Particulars	Standalone		Consolidated	
	2014-15	2013-14	2014-15	2013-14
Revenue from operations & other operating income	90.80	-	6545.66	5994.03
Profit/ (Loss) Before taxation & Exceptional Items	(64.00)	(1832.58)	558.10	(1601.10)
Add: Exceptional Items	(201.51)	-	(201.51)	-
Profit/ (Loss) before Tax	(265.51)	(1832.58)	356.99	(1601.10)
Less: Tax expenses	(84.37)	54.49	(165.32)	(58.65)
Profit/ (Loss) after Taxation	(181.14)	(1887.07)	522.30	(1542.45)
Balance brought forward from the previous year	(4090.76)	(2203.69)	25,856.14	27,398.58
Balance carried forward to next year	(4271.90)	(4090.76)	27203.99	25,856.14

**2. Company Performance:**

During the financial year ended 31st March 2015, the total revenue on a consolidated basis was Rs. 6545.66 Lacs. The Company has incurred post tax Profit of Rs. 522.30 Lacs for financial year 2014-15 as against loss of Rs.1,542.45 Lacs in the previous year.

On standalone basis total revenue was 90.80Lacs. The post tax loss for the financial year 2014-15 was Rs.181.14 Lacs viz-a-viz Loss of Rs.1887.07 Lacs in the previous year.

**3. Transfer to reserves;**

No amount is being transferred to the reserves during the Financial Year 2014-15

**4. Dividend:**

The Board of Directors did not recommended any dividend for the year ended March 31, 2015

**5. Management Discussion And Analysis Report**

The Management Discussion and Analysis of financial condition, including the results of operations of the Company for the year under review as required under Clause 49 of the Listing Agreement, is provided as a separate section forming part of the Annual Report.

**6. Consolidated Financial Statements**

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

**7. Subsidiaries:**

The Company has following subsidiaries:

- K Sera Sera Digital Cinema Private Limited - India
- K Sera Sera Box Office Private Limited-India
- K Sera SeraMiniplex Limited- India
- K Sera Sera Productions FZE- UAE

The Company has following step-down subsidiaries:

- K Kampus Education Private Limited - India
- K Sera Sera Consultancy Private Limited - India
- K Sera Sera Holdings Pty Limited - Australia
- KSS Capital Limited - Bermuda

During the period under review, the Company has sold its stake in K Bazaar Online Trading Private Limited, one of its non-material subsidiary, pursuant to which Bazaar Online Trading Private Limited ceased to be the Subsidiary of KSS Limited

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

The financial statements of all the subsidiary companies as on March 31, 2015, forms part of consolidated financial statements in compliance with Section 129 and other applicable provisions, if any, of the Companies Act, 2013 and the same are prepared in accordance with applicable accounting standards. The financial statements, both standalone and consolidated, are prepared in accordance with applicable accounting standards and as per Schedule III of the Companies Act, 2013 and applicable rules thereto.

In addition to the consolidated financial statements, a detailed financial statement containing the salient features of the financial statement of each of the subsidiary companies as included in the consolidation of financial statements as on March 31, 2015 is annexed herewith as **Annexure I (Form AOC 1)** and forms part of this Report.

**8. Directors Responsibility Statement :**

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

- a) in the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for the same period;
- c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls in the company that are adequate and were operating effectively.
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively

**9. Corporate Social Responsibility**

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

**10. Insurance**

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

**11. Internal Control Systems and their Adequacy**

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

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

**12. Directors and Key Managerial Personnel**

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and applicable rules thereto, Mr. Satish Panchariya (DIN:00042934), Executive Director of the Company, is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, seeks re-appointment. Your Directors recommend his reappointment for your approval.

The Board of Directors of the Company at their meeting held on March 31, 2015 and August 14, 2015 appointed Ms. Kunti Rattanshi (DIN:07144769) and Mr. Harsh Upadhyay (DIN: 07263779) respectively, as an Additional Director (Independent) with immediate effect, who shall hold his office till the next Annual General meeting. Based on the application received from Ms. Kunti Rattanshi and Mr. Harsh Upadhyay proposing their candidature as Independent Director, the proposed resolution for their appointment as an Independent Director forms part of the Notice convening Annual General Meeting. Your Directors recommend their appointment for your approval.

In compliance with Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification Confirmation of Appointment of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, the shareholders of the Company at their meeting held on September 30, 2014 had approved the appointments of Mr. Hussain Shattaf (DIN: 02321306), Mr. Dushyant Kumar (DIN: 03097822) and Mr. Rakesh Roopram Sharma (DIN: 06384452) as an Independent Directors of the Company for a first term of five years and to hold the office till September 30, 2019.

During the period under review Mr. Dushyant Kumar (DIN: 03097822), Non Executive Independent Director of the Company, tendered his resignation w.e.f. February 13, 2015. The Board placed on record its deep appreciation for Mr. Dushyant Kumar and thanked him for his significant contributions and valuable guidance during his association with the Company.

The Board noted with deep regret the sad demise of Mr. Vinod Ahuja (DIN: 05214206), Non Executive Director of the Company on April 22, 2015 and recorded its appreciation towards the guidance offered by Mr. Vinod Ahuja during his life time as a member of the Board and as a Chairman of the Company

During the period under review, Mr. Shailesh Bapat, resigned as Company Secretary of the Company on October 9, 2014 and Ms. Tanu Singh was appointed as a Company Secretary and Compliance Officer of the Company with immediate effect. Ms. Vineeta Dwivedi was appointed as Chief Executive Officer (CEO) of the Company on August 14, 2015.

**Declaration by Independent Director(s)**

All Independent Directors have given declarations that they meet the criteria of independence as laid down under section 149 (6) of the Companies Act, 2013 and clause 49 of the Listing Agreement.

**Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and other Committees.

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





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

#### **Nomination and Remuneration Policy**

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

### **13. Auditors & Auditors' Report**

#### **Statutory Auditor**

M/s. Agrawal Jain & Gupta (Firm registration No : 0135838C), Chartered Accountants, Statutory Auditors of the Company, holds office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. They have confirmed their eligibility to the effect that their re-appointment, if made, would be within the prescribed limits under the Companies Act, 2013 and that they are not disqualified for re-appointment.

The Notes on financial statements referred to in the Auditors Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

#### **Internal Auditor**

During the period under review Mr. Sunil Sureka (M.No. 139836), Chartered Accountant, is appointed as an Internal Auditor of the Company in order to conduct the Internal Audit of the Company

#### **Secretarial Auditor**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Vishal N. Manseta (M.No. 25183), Practicing Company Secretary to undertake the Secretarial Audit of the Company.

The Secretarial Audit Report is annexed herewith marked as **Annexure II (Form MR-3)** to this Report. The Secretarial Audit Report does not contain any qualification, reservations or adverse remark.

### **14. Disclosures**

#### **Audit Committee**

The Audit Committee comprises of Independent Directors namely Mr. Rakesh Roopram Sharma (Chairman), Mr. Hussain Shattaf and Ms. Kunti Rattanshi as members. The Audit Committee played an important role during the year. It coordinated with the Statutory Auditors, Internal Auditors and other key personnel of the Company and has rendered guidance in the areas of internal audit and control, finance and accounts. All the recommendations made by the Audit Committee were accepted by the Board.

5 meetings of the Audit Committee were held during the year.

#### **Stakeholders' Relationship Committee**

The Committee has met nine times during the year. With the compulsory dematerialization of the Company's shares and electronic mode of transfers, postal dispatches which led to usual complaints, have been minimized. At the year end, 97.08% of the total shares were dematerialized with no unresolved pending investor grievances.

#### **Nomination & Remuneration Committee**

The Nomination and Remuneration Committee recommends to the Board the suitability of candidates for appointment as Key Managerial Personnel, Directors and the remuneration packages payable to them and other employees. Nomination and Remuneration Committee met one time during the year.

#### **Vigil Mechanism/Whistle Blower Policy**

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

The Vigil Mechanism Policy has been uploaded on the website of the Company at [www.kserasera.com](http://www.kserasera.com) under Investor Relations > Code of Conduct > Whistle Blower Policy

**Meetings of Board**

The Board of Directors duly met 13 times during the financial year from April 01, 2014 to March 31, 2015. The dates on which meetings were held are as follows:

(i) 01.04.2014, (ii)16.05.2014 (iii)30.05.2014 (iv) 07.07.2014, (v) 25.07.2014, (vi) 01.08.2014 (vii) 12.08.2014, (viii) 05.09.2014, (ix) 14.11.2014,(x) 08.01.2015 (xi)11.02.2015, (xii)16.03.2015, (xiii) 31.03.2015.

**Particulars of Loans, Investments, Guarantees by the Company**

The particulars of loans, guarantees and investments made/ given by the Company in the year 2014 -2015 as per Section 186 of the Companies Act, 2013 is stated in the Notes to Account which forms part of this Annual Report.

**Particulars of Contracts or Arrangements with Related Parties**

None of the transactions with related parties falls under the scope of Section 188(1) of the Companies Act,2013. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule8(2) of the Companies (Accounts) Rules, 2014 are given in **Annexure III in Form AOC-2** and the same forms part of this report.

**Deposits, Loans and Advances**

Your Company has not accepted any Public Deposits falling within the purview of section 73 of the Companies Act, 2013. As such, no amount on account of principal or interests on public deposits was outstanding, as on March 31, 2015. The details of loans and advances, which are required to be disclosed in the Company's annual accounts, pursuant to Clause 32 of the Listing Agreement with the Stock Exchanges, are mentioned in Notes to accounts forming a part of this Report.

**Policy on Related Party Transactions:**

The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules thereunder and the Listing Agreement. This Policy was considered and approved by the Board has been uploaded on the website of the Company at [www.kserasera.com](http://www.kserasera.com) under investor relation>code of conduct>policy on related party transaction.

**Prevention, Prohibition and Redressal of Sexual Harassment at Workplace**

Company has Sexual Harassment Policy in place and available on Company's website. During the year under review, there were no complaints from any of the employee.

**15. Extract of Annual Return**

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

**16. Conservation of Energy, Technology Absorption, Foreign Exchange**

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

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

**17. Particulars of Employees and Directors**

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

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

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

- |                                  |     |
|----------------------------------|-----|
| a) Employed throughout the year  | Nil |
| b) Employed for part of the year | Nil |



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

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

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

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

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

#### **19. Share Capital**

##### **Increase in Share Capital**

The paid up Equity Share Capital as on March 31, 2015 was Rs. 2,135,875,070 (in previous year Rs. 2,079,386,340). During the period under review the company had issued and allotted 56,48,873 equity shares of face value of Rs. 10/- each at the rate of Rs. 14.16/- per share on preferential basis pursuant to the conversion of Optionally Convertible Redeemable Bonds (OCRBs). However the listing permission from the NSE and BSE for the aforesaid issue of equity shares is awaited

##### **Subdivision of face value of equity shares from Rs. 10/- each to Re. 1/- each**

During the period under review, the Company had passed special resolution for the purpose of sub division of face value of equity shares from Rs. 10/- each to Re. 1/- each vide postal ballot resolution result declared as on March 05, 2015. The Record date fixed for the credit of securities was on March 31, 2015 and the securities were credited as on April 01, 2015 and the new share certificates were dispatched with face value of Re 1/- each to the shareholders holding shares in physical form. The existing share certificates with face value of Rs. 10/- each is automatically cancelled and is of no effect on and from the record date of sub division of equity shares. Further the ISIN No. of the Company was changed from INE216D01018 to INE216D01026 pursuant to sub division of face value of equity shares.

#### **20. Corporate Governance and Shareholders Information**

Your Company has taken adequate steps to adhere to all the stipulations laid down in Clause 49 of the Listing Agreement. A report on Corporate Governance is included as a part of this Annual report. Certificate from the Practicing Company Secretary, confirming the compliance with the conditions of Corporate Governance as stipulated under clause 49 of the Listing Agreement is included as a part of this report.

#### **21. Listing with Stock Exchanges**

The Company confirms that it has paid the Annual Listing Fees for the financial year 2015-16 to NSE and BSE where the Company's shares are listed

#### **22. Appreciation and Acknowledgements:**

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

**For and on behalf of Board of directors**

**Satish Panchariya**  
Executive Chairman & Director  
DIN: 00042934

**Rakesh Sharma**  
Director  
DIN:06384452

Place: Mumbai

Date: August 14, 2015



## FORM AOC-1

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

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

**Part "A": Subsidiaries**

Particulars	Indian Subsidiary			Foreign Subsidiary
	K Sera Sera Digital Cinema Private Limited	K Sera Sera Miniplex Limited (Consolidated)	K Sera Sera Box Office Private Limited	K Sera Sera Productions FZE-UAE
Reporting Period for the subsidiary	March 31, 2015	March 31, 2015	March 31, 2015	March 31, 2015
Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	INR	INR	INR	USD (Rate of exchange to INR)
Share Capital	3,000.00	3,000.00	3,000.00	4,994.63
Reserves & Surplus	(310.53)	(639.24)	(327.80)	33877.34
Total Assets	1,501.83	1,919.57	42.27	39500.22
Total Liabilities	208.36	776.50	81.57	193.17
Investments	1,396.00	1,267.90	2,711.50	8,064.00
Turnover	1,294.19	658.80	10.00	4573.14
Profit before Taxation	62.48	(174.57)	(0.27)	734.85
Provision for Taxation	0.32	(80.63)	-	-
Profit after Taxation	62.80	(93.94)	(0.27)	734.85
Proposed Dividend	-	-	-	-
% of shareholding	100%	93.02%	91.42%	100%

\*Note: During the period under review, the Company has sold its stake in K Bazaar Online Trading Private Limited, one of its non-material subsidiary, pursuant to which K Bazaar Online Trading Private Limited ceased to be the Subsidiary of KSS Limited

**Part "B": Associates and Joint Ventures - NIL**

**Note:** The company did not do any business under Joint Venture with Citigate Trade FZE leading to the cancellation of the said agreement and it is in the process to call back the amount.



**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**

ANNEXURE -II

FOR THE FINANCIAL YEAR ENDED March 31, 2015

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

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

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

Based on my/~~our~~ verification of the **KSS Limited (formerly known as K SERA SERA LIMITED)** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I/~~We~~ hereby report that in my/~~our~~ opinion, the company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I/~~we~~ have examined the books, papers, minute books, forms and returns filed and other records maintained by "the Company" for the financial year ended on March 31, 2015 according to the provisions of:

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

As per information and explanation given to me and documents provided for inspection, the Company has maintained minutes book, statutory registers as required by the Act. The Company has filed various E-Forms during the year as a part of Compliance with the Act. The requisite forms were filed with appropriate authority(ies) as and when required.

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

- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;  
As the shares of the Company are listed on BSE and NSE as per compliance requirement the shares of the Company are in demat form except 62,28,737 shares as on March 31, 2015 and Company complies with the depositories act. The RTA of the Company is Big Share Services Private Limited.

- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;  
As per information and explanation given, the Company does not have any transaction attracting FEMA provisions during the year.

The company, having IEC number 0306007649, export rights of several films produced by them and/or for which, the distribution rights were purchased/ acquired by them in the past. By exporting distribution rights of the films in the territories abroad, KSS did import of various capital goods including 400 digital cinematographic projectors under EPCG Scheme - concessional rate of duty 3% with the proper compliances. Under EPCG Scheme company have to export eight times (approx 4500.00 lacs) of duty saved within eight years, but till date company did not export under the said obligation.





- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; intimations were given to exchanges as and when applicability was identified.
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;  
The notice for the closure of trading window was given to the persons identified to be possessing the price sensitive information.  
The said regulations are Complied with as the insider trading notice is issued to the persons possessing price sensitive information before every Board or Members meeting and in case of any Corporate Action or announcements made to Stock Exchanges as the case may be.
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;  
The Company has converted 800 bonds into 56,48,873 equity shares during the year under review for which requisite forms were filed and intimations were given to the regulators. The listing procedure for the said equity shares is in process, the said equity shares are pari-passu with existing equity shares of the Company.
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; Not Applicable
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not Applicable
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;  
The Bigshare Services Pvt. Ltd is RTA of the Company and is compliant with the said regulations.
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; Not Applicable and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; Not Applicable
- (vi) The list of other acts applicable is as under:
- Provident Fund and other Employee Benefit related Statutes  
The EPF is not applicable to the company during the financial year under review, however, the Company has complied with other applicable Employee Benefit statutes as and when applicable.
  - TDS and Service Tax related statutes  
As per the information and explanation given, the company has been generally regular in depositing the applicable statutory dues (taxes) except delay in some cases which were then deposited with due late payment and interest as may be applicable.
  - The Maharashtra Shops and Establishment Act, 1948.
  - Prevention of Money Laundering Act.
  - The Information Technology Act, 2000.
  - The Indian Stamp Act, 1899/ Bombay Stamp Act.
  - Negotiable Instruments Act, 1881.
  - Registration of any property purchase/ sale/ long lease.
  - Wealth Tax Act, 1957.
  - Maharashtra Profession Tax under various state level legislations.
  - Indian Contract Act, 1872.  
As per information and explanation given, the Company has obtained various licenses as may be applicable during the year.



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

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

During the period under review (F.Y. 2014-15) the secretarial standards were not applicable to the company as the same were not notified.

**~~I/we~~ further report that**

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

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

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

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

~~I/we~~ further report that during the period under review OCRB (Optionally Convertible Redeemable Bonds) were converted into equity shares. There were 800 bonds which were converted into 56,48,873 equity shares of Rs. 10 each, for which proper compliances were done. These shares are pari-passu with existing equity Shares.

Place : Mumbai  
Date : August 14, 2015

**Vishal N. Manaseta**  
**(Practicing Company Secretary)**  
M. No. 25183  
C.P. No. 8981

**FORM NO. AOC-2**

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

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

SI. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	-
b)	Nature of contracts/ arrangements/ transactions	-
c)	Duration of the contracts/ arrangements/ transactions	-
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	-
e)	Justification for entering into such contracts or arrangements or transaction	-
f)	Date of Approval by the Board	-
g)	Amount paid as advances, if any	-
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	-

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

SI. No.	Particulars	Details
a)	Name (s) of the related party &	<b>K Sera Sera Digital Cinema Pvt. Ltd. (KSSDCPL)</b>
b)	Nature of relationship	<b>Wholly Owned Subsidiary</b>
c)	Nature of contracts/ arrangements/ transactions	<b>Holding company Assets used by KSSDCPL</b>
d)	Duration of the contracts/ arrangements/ transactions	<b>Life of projector</b>
e)	Salient terms of the contracts or arrangements or transaction including the value, if any	<b>Holding company Assets used by KSSDCPL</b>
f)	Amount paid as advances, if any	<b>NIL</b>
g)	Date of Approval by the Board	<b>08.11.2010</b>
h)	Amounts incurred during the year (Rs. In Lakhs)	<b>292.50</b>

**EXTRACT OF ANNUAL RETURN  
FORM MGT-9**

ANNEXURE -IV

**(Pursuant to section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of the Company (Management & Administration) Rules, 2014  
Financial Year ended 31.03.2015**

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

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :**

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

S.No.	Name & Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the Company
1.	Movies Distribution	9500	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES:**

S.No.	Name & Description of main products/ services	CIN / Registration No.	HOLDING/SUBSIDIARY/ ASSOCIATE
1.	K Sera Sera Box Office Private Limited	U22130MH2009PTC193284	Indian Subsidiary
2.	K Sera Sera Digital Cinema Private Limited	U72900MH2009PTC192998	Indian Subsidiary
3.	K Sera SeraMiniplex Limited	U93090MH2010PLC199549	Indian Subsidiary
4.	K Sera Sera Productions FZE-UAE	5205	Foreign Subsidiary
5.	K Kampus Education Private Limited	U80301MH2010PTC210556	Indian Step down Subsidiary
6.	K Sera Sera Consultancy Pvt Ltd	U74140MH2011PTC211848	Indian Step down Subsidiary



7.	K Sera Sera Holdings Pty Limited	146219865	Foreign Step down Subsidiary
8.	KSS Capital Limited	45037	Foreign Step down Subsidiary

#### IV. SHAREHOLDING PATTERN (Equity Share Capital Break up as % to total equity)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>1) Indian</b>									
a) Individual/ HUF	0	0	0	0	0	0	0	0	0
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks/ FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL: (A) (1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2. Foreign</b>									
a) NRI- Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks/ FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL: (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter (A)= (A) (1)+ (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>





Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Share	
<b>B. Public Shareholding</b>									
<b>1) Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/ FI	57273	0	57273	0.03	54	0	54	0.00	(0.03)
c) Central Government	-	-	-	-	-	-	-	-	-
d) State Government	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	106859225	0	106859225	51.39	100421018	0	100421018	47.02	(3.09)
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
I) Others (Specify)	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL: (B) (1)</b>	<b>106916498</b>	<b>0</b>	<b>106916498</b>	<b>51.42</b>	<b>100421072</b>	<b>0</b>	<b>100421072</b>	<b>47.02</b>	<b>(3.12)</b>
<b>2) Non Institutions</b>									
a) Bodies Corporate	49631089	0	49631089	23.87	41764797	5648873	47413670	22.20	(1.07)
b) Individuals									
I. Individual shareholders holding nominal share capital of Rs. 1 Lakhs	17548276	16577	17564853	8.45	20890702	16577	20907279	9.79	1.61



Category of Shareholders	No. of Shares held at the beginning of the year					No. of Shares held at the end of the year					% change during the year
	31538417	611700	32150117	15.46		29733467	563287	30296754	14.18		
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 Lakhs											(0.89)
c) Any Other (specify)											
Clearing Members	1347641	0	1347641	0.65		13764972	0	13764972	6.45		5.97
NRIs	328436	0	328436	0.16		783760	0	783760	0.37		0.22
d) Foreign Bodies Corporate	0	0	0	0		0	0	0	0		0
<b>SUB TOTAL: (B) (2)</b>	<b>100393859</b>	<b>628277</b>	<b>101022136</b>	<b>48.58</b>		<b>106937698</b>	<b>6228737</b>	<b>113166435</b>	<b>52.98</b>		<b>5.84</b>
Total Public Shareholding (B)= (B) (1)+ (B) (2)	207310357	628277	207938634	100.00		207358770	6228737	213587507	100		2.72
C) Shares held by custodian for GDRs & ADRs	0	0	0	0		0	0	0	0		0
<b>Grand Total (A+B+C)</b>	<b>207310357</b>	<b>628277</b>	<b>207938634</b>	<b>100.00</b>		<b>207358770</b>	<b>6228737</b>	<b>213587507</b>	<b>100</b>		<b>2.72</b>

ii. Shareholding of Promoters:

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

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

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

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

	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	India Max Investment Fund Ltd	17161894	8.25	10623687	4.97
2.	Highbluesky Emerging Market Fund	20580000	9.90	18930000	8.86
3.	Aspire Emerging Fund	20580000	9.90	20580000	9.64
4.	Auctor Investment Fund Ltd	20580000	9.90	20580000	9.64
5.	India Focus Cardinal Fund	9710000	4.67	9710000	4.55
6.	KII Limited	8170734	3.93	8170734	3.83
7.	Kuvera Fund Ltd	6420000	3.09	6420000	3.01
8.	Basmati Securities Pvt Ltd	4729159	2.27	4729159	2.21
9.	Motisons Shares Pvt Ltd	8281511	3.98	448327	0.21
10.	Pudumjee Investment & Finance Company Ltd	4100000	1.97	0	0.00
11.	Safal Finstock Private Limited	41000	0.02	12457821	5.83
12.	Bhargava Lodha Stock Brokers Pvt Ltd	1004185	0.48	300000	0.14
13.	Shriram Insight Share Brokers Limited	552053	0.27	2313315	1.08
14.	Korp Securities Limited (CM Margin)	0	0	9596068	4.49
15.	Birla Financial Distribution Pvt Ltd	0	0.00	5648873	2.64



**Note:** The change in the shareholding in the above shareholders (pt. 1 to pt. 15) was due to buying/ selling of shares by the shareholders on various dates. The shareholding of Birla Financial Distribution Private Limited in pt. 16 is represents the allotment of 56,48,873 equity shares of face value of Rs. 10/- each at the rate of Rs. 14.16/- issued on a preferential basis pursuant to the conversion of Optionally Convertible Redeemable Bonds (OCRBs)

**v. Shareholding of Directors and Key Managerial Personnel as on March 31, 2015:**

SI. No.	For Each of the Directors & KMP	Shareholding at the end of the year		Cumulative Shareholding during the year	
SI. No.		No. of Shares	% of total shares of the Company during the year	No. of Shares	% of total shares of the Company
1.	Shareholding of Key Managerial Personnel ( Mr. Shailesh Bapat & Ms. Tanu Singh ) At the beginning of the year At the end of the year	0 0	0 0	0 0	0 0
2.	Shareholding of Directors:  Mr. Satish Panchariya At the beginning of the year At the end of the year	0 0	0 0	0 0	0 0
3.	Shareholding of Directors:  Mr. Hussain Shattaf At the beginning of the year At the end of the year	0 0	0 0	0 0	0 0
4.	Shareholding of Directors:  Mr. Rakesh Roopram Sharma At the beginning of the year At the end of the year	0 0	0 0	0 0	0 0
5.	Shareholding of Directors:  Ms. Kunti Rattanshi At the beginning of the year At the end of the year	0 0	0 0	0 0	0 0
6.	Shareholding of Directors:  Mr. Vinod Ahuja At the beginning of the year At the end of the year	0 0	0 0	0 0	0 0

**vi. INDEBTNESS :**

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

Secured Loan excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
-	-	-	-

**vii. Remuneration of Directors and Key Managerial Personnel****A. Remuneration to Managing Director, Whole-time Directors and/or Manager**

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



**B. Remuneration to other directors :**

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

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

SI, No	Particulars of Remuneration	Company Secretary*	Total Amount
1.	Gross Salary <ul style="list-style-type: none"> <li>a. Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961</li> <li>b. Value of perquisites u/s 17(2) Income Tax Act, 1961</li> <li>c. Profits in lieu of salary under section 17(3) Income Tax Act, 1961</li> </ul>	4,74,367	4,74,367
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission <ul style="list-style-type: none"> <li>- As % of profit</li> <li>- Others, specify</li> </ul>	-	-
5.	Others, please specify	-	-
	Total (C)	4,74,367	4,74,367

**\*Note:** The remuneration of KMP includes the remuneration of Mr. Shailesh Bapat, who resigned as on October 09, 2014 and Ms. Tanu Singh appointed on that date.

**viii. Penalties / Punishment / Compounding of Offences**

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

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****MACRO ECONOMIC ENVIRONMENT IN INDIA**

Offering the world's youngest base of work force, an expanding middle class constituting one of the biggest consumer markets and a robust, well functioning democratic system, India, along with its pro reforms government, is now scripting a turn around story. Despite the shaky global economy, India is performing relatively well, with a stable macroeconomic environment, (inflation eased while the current account deficit came under control) bolstering the economic outlook. The Indian economy is on a strong footing, with FY 15 growth estimated at 7.4 per cent while FY 2016 growth was pegged at 8 to 8.5 percent.

As a results there is a marked shift in investor sentiment towards India: global investors increasingly see India with renewed interest and optimism, thanks to an optimistic government at the centre and its reform agenda. The government's recent budget announcements underpinned the sentiments further. Improved business sentiment together with policy reforms could boost the country's long- term growth potential.

**INDUSTRY STRUCTURE AND DEVELOPMENTS****Year that was:**

The aforesaid growth story extends itself across Media and Entertainment sectors. It is estimated that the Indian market is poised to grow at a CAGR of 13.9 per cent, to grow from INR 1026 billion in 2014 to reach INR 1964 billion by 2019, a growth rate that is almost double that of the global media and entertainment industry.

However 2014 could be well termed as the year of 'introspection and reality check' for the Indian Film Industry. During the year, the gap between box office collections of the top 10 films and the contribution of the rest of the industry widened further. The category- A films with top league actors continued to perform well at the box office, however the same was not true for films which lacked both strong content and a top league actor to attract audiences to the theatres. While there were strong content driven films this year which delivered high returns on investment, the proportion of such films was less than the previous year. Media & Entertainment Industry contributes 30% of the total Entertainment Industry

**Way Forward:**

As India moves forward, the development and growth of most industries is expected to be largely driven by the Tier 2 and Tier 3 cities which is expected to hold the focus of the film industry as well. While the metros, especially Mumbai and the NCR region, still contribute about 60 per cent of the total box office collection in India, they have reached saturation and the next phase of growth is expected to come from Tier 2 and Tier 3 centres.

For the film industry, digitization has not only played a major role in expanding the reach to smaller cities by enabling simultaneous release of movies but also has led to an increased demand for regional and Hollywood content. K Sera Sera Multiplex is continuing its growth adding new partners and new screens to its portfolio and it is now the country's 16th largest multiplex company in the country according to Theatre World. Additionally, the programming mix is highly influenced by socio-economic factors and varies across cities. For example, Patna has strong demand for Bollywood content over regional or Hollywood films while in Hyderabad, Telugu and Hollywood content is preferred and only few quality Bollywood films perform well. Amritsar has strong demand for Punjabi and Hindi content but is still a weak market for Hollywood films, and thus such films get a delayed premiere. Understanding the potential, the industry is now focusing on the demand from such centres. Today, many films are not only shot in smaller towns but even form a significant part of the promotion spends. Aamir Khan began 'PK' promotions from Patna and Shah Rukh Khan extensively promoted 'Happy New Year' in cities such as Ahmedabad and Indore.

**Size of the Indian Film Industry:** SOURCE: FICCI-KPMG REPORT, 2015 ON INDIA MEDIA AND ENTERTAINMENT

Film Industry(INR Billion)	2014P	2015P	2016P	2017P	2018P	2019P	CAGR (2014-2019)
Domestic Theatrical	93.5	99.9	113.0	123.5	133.7	145.1	9.2%
Overseas Theatrical	8.6	9.6	10.9	11.9	12.9	13.9	10.1%
Home Video	1.2	1.0	0.9	0.8	0.7	0.6	-12.2%
Cable & Satellite Rights	14.7	15.5	17.6	19.2	20.8	22.5	8.8%
Ancillary Revenue Streams	8.4	10.3	12.5	15.4	18.3	21.8	21.0%
<b>Total</b>	<b>126.4</b>	<b>136.3</b>	<b>155.6</b>	<b>170.7</b>	<b>186.3</b>	<b>204.0</b>	<b>10.0%</b>

**Regional Cinemas**

2014 was a landmark year for regional cinema as the number of regional movies produced reached an all-time high around 287 Tamil language movies were released in 2014, the number stood at 255 for Telugu movies compared to 216 Hindi movies. At the same time, other regional industries also saw a steep increase in the production of movies. While the four South Indian markets, Tamil, Telugu, Kannada, and Malayalam, still lead the pack, the Marathi and Punjabi film industries undoubtedly left their mark at the box office in 2014. While the Marathi film 'Lai Bhaari' made with a budget of INR80 million had a box office collection of more than INR350 million, 24 the animated Punjabi movie 'Chaar Saahibzaade' made with an investment of INR200 million generated INR700 million at total box office. Many domestic exhibitors are now willing to give more screen space to regional cinema and sometimes even prefer a good regional movie over a Hindi movie.

**Hollywood**

2014 was a good year for Hollywood films in India, the gross box office collections of top 10 films increased from INR3.2 billion (2013) to INR4.2 billion (2014). The consumption of Hollywood content in India is rapidly changing amongst the audience driven by the youth and emergence of new centres in tier2 and tier 3 cities where largely dubbed content performs well. In 2014, franchise movies such as 'Amazing Spider Man 2', 'Transformers 4: Age of Extinction', and 'X-Men: Days of Future Past' continued to perform well at the box office and generated close to INR2.1 billion in gross box-office collections in India. K Sera Sera Digital Cinema Private Limited (KSSDCPL) released all Hindi (Bollywood) films as well Bhojpuri, Gujarati and other regional films as well as two big Hollywood films this year – Furious 7 and Jurassic World – to a huge success.

Initially aimed at the English speaking Indian audience, film studios are now realising the potential and popularity of Hollywood movies amongst the non-English speaking audience as well. Today, Hollywood movies are being dubbed in various Indian regional languages apart from Hindi.

**In-cinema advertising**

The revenues from in-cinema advertising are growing at a steady pace in India, and are estimated to have reached INR 4.9 billion at the end of 2014. Over the years, proliferation of multiplexes and digitisation of screens has led to the audience going back to theatres. This has sparked considerable excitement for in-cinema advertising among advertisers. While on- screen advertising can guarantee undivided attention of captive audiences, off-screen promotions allow brands to leverage walls, seats, doors, lobby floor, corridors, ticketing counters, security check points, food and beverages counters, lifts, kiosks, product display, staircase, washrooms, ticket jackets, interactive/entertainment zones, poster box, etc. within the theatre premises.

Digital cinema, with its number of benefits: (i) simultaneous screening in hundreds of theatres without physical prints (ii) allows broadcast of geo-targeted ads, (iii) provides transparent electronic logs, and (iv) minimal impact of re-runs on quality of ads has established cinema as a credible source of advertising and an intrinsic part of many campaigns. In addition, it enables advertisers to monitor the quality and frequency (slots played) for their respective commercials. Considering the fact that major exhibitors have announced their expansion plans in India, the growth is expected to continue over the next five years, second only to digital advertising. The size of the in-cinema advertising market is projected to reach to INR 13.82 billion by the end of 2019.

**Company Overview**

The Company, in order to expand its reach, is in the process of entering into an agreement for opening a new division of Film distribution in the state of Delhi, UP and Punjab. Accordingly the division has opened a new office in Delhi. The Company will distribute films in these states. Further the Company revived its Film Distribution Division with the acquisition of distribution rights in Mumbai Circuit for the movie "Dirty Politics" starring Om Puri, Anupam Kher, Naseeruddin Shah, Ashutosh Rana, Mallika Sherawat etc. Your Company has catapulted into an all encompassing global conglomerate, which has effectively diversified into other productive industry sectors. Your company has diversified in the following activity operating three business verticals, viz., K Sera Sera Digital Cinema Pvt Ltd- handling the Digital Cinema Roll Out, K Sera Sera Multiplex Ltd- specializing in the Exhibition Business building Cinema Halls across India and K Kampus Education Pvt Ltd- where theatres will impart higher education to students

**K Sera Sera Digital Cinema Private Limited (KSSDCPL)**

K Sera Sera has launched high definition Cinema Projection Technology, under Sky Cinex brand. The new technology enables to download high quality "digitally mastered content" via satellite to its highly secured servers installed in theatres. KSSDCPL released all Hindi (Bollywood) films as well Bhojpuri, Gujarati and other regional films as well as two big Hollywood films this year – Furious 7 and Jurassic World – to a huge success. The company has heavily invested in Research and Development of this technology.



K Sera Sera Digital Cinema currently has 300 screens under its umbrella and has grown its presence in the Hindi film market with growing reach in Delhi, UP, Punjab, Uttarakhand, Gujarat, Maharashtra, Himachal Pradesh, Chattisgarh, Madhya Pradesh and Andhra Pradesh.

The company has recently acquired 3D projectors for its esteemed cinema partners and is in the process of rolling out to new theatres as well as opening new territories. The company has also signed up for 4K projectors with SONY for technology up grade.

K Sera Sera Digital Cinema has grown its presence in the Hindi film market with growing reach in Delhi, UP, Punjab, Uttarakhand, Gujarat, Maharashtra, Himachal Pradesh, Chattisgarh, Madhya Pradesh and Andhra Pradesh. KSSDCPL released all Hindi (Bollywood) films as well Bhojpuri, Gujarati and other regional films as well as two big Hollywood films this year – Furious 7 and Jurassic World – to a huge success. KSS Digital cinema provides state-of-the-art projection technology to E-Cinema across India and is known for its service and efficiency and therefore obtained the ISO 9001:2008 certificate.

The company has increased its collaboration with Digital Projection, UK – the technology partner and projector manufacturer and hired top talent from the industry in both technical and sales fields to grow the business.

#### **State of Art Theatres – “K SERA SERA'S MINIPLEX”**

The following new state of the art theatres have been commercialised and in operation during this year:

- Mahad - Maharashtra
- Ramnagar - UP
- Nawanshahr - Punjab
- Abohar - Punjab
- Hoshiarpur - Punjab

The Miniplexes are doing extremely well and as part of incentives to patrons, the company has tied up with SQY (presently one Rewardz) for loyalty programmes and incentives and are being widely appreciated by patrons.

The Company has conceptualized and designed state of art theatres, "K Sera Sera's Miniplex" with dual objective of entertainment and education which will maximize the utilization of the infrastructure. It has planned to establish 500 miniplex theatres in the 2 and 3 tier cities where there is limited scope of entertainment. These theatres will be located in approximately 527 districts headquarters across the length and breadth of India. The Company has already finalised over 100 plus locations with fit outs at various stages.

The company chalked out a huge expansion plan for its miniplex business over next five years with an investment of Rs 90 crores along with its franchisees. According to its plan KSS Ltd will roll out over 180 screens covering almost 50 locations in the country in next 5 years. KSS Miniplex, a division of KSS Ltd was set up in 2010 with the objective of setting up miniplexes in a JV with the local partners, proposition includes planning, setup, screening, operations and marketing. The partnership entails a profit share of 50:50 with the owner of the miniplex.

KSS Miniplex Ltd. is having around 70 screens under various stages of implementation. 20 screens are already operational in 9 locations, and 10 screens will be added and operational by end of March 2016 and additional 60 screens by March 2017 and remaining will be added by March 2018.

With this expansion plan, KSS Ltd is also expecting a quantum jump in its revenue. The profitability of the current portfolio (KSS Miniplex Ltd. Share) is around Rs 20 lac/ screen per year. “With the number of operational screens set to grow many folds over next couple of years the company would witness a significant growth in the revenue, the scope of services also covers assistance in revenue generation from the box office, F&B, education and in-cinema advertising.

KSS Miniplex is also continuing its growth adding new partners and new screens to its portfolio. KSS Miniplex is now the country's 16th largest multiplex company in the country according to Theatre World. We continue to provide top quality entertainment to our audience and excellent support to our clients thus providing an essential service to the Indian cinema industry.



**E Education****- "K KAMPUS"**

K Sera Sera Miniplex Theatres has introduced an innovative concept 'K Kampus' wherein these theatres will impart higher education to students via satellite enabling them to interact with high profile professors.

K Kampus has been awarded at the WORLD EDUCATION SUMMIT 2012 for the "Best Initiative for an Innovative Concept" in education and the e MAHRASHTRA AWARD 2012 for the "Best Technology in Education" for higher education institutes.

**Gold Mining** – "Investment in Citigold Australia via our Australian Step Down Subsidiary" K Sera Sera Holdings Pty Ltd

**3. Financial Overview**

Revenue of the group stood at Rs. 6545.66 Lacs and profit after tax and exceptional item stood at Rs. 522.30 Lacs. Reduction in revenue is mainly on account of paradigm shift in Company's focus and diversification. The diversification of the business are yet to bear fruit.

**4. Outlook, Opportunities and Threats****Outlook:**

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

**Opportunities :****Exhibition Miniplex:**

As previously expressed that metros cities, especially Mumbai and the NCR region have reached saturation K Sera Sera via Miniplex business focuses mainly on Tier 2 and Tier 3 cities which are reasonably well populated; absence of multiplex is pronounced; Market Dynamics in Favour of "SMALL IS BEAUTIFUL". With the dual objective of Entertainment and Education on the Miniplexes should have a positive impact on the profitability of the group.

**Exhibition Digital Cinema:**

As briefed earlier that digitisation has seen good progress in digital cinema as they are going to play a crucial role in the future of film industry and there is huge potential for conversion to digital cinema With its state of art technology our "Skycinex" should provide greater returns in the future. The company has recently acquired 3D projectors for its esteemed cinema partners and is in the process of rolling out to new theatres as well as opening new territories. The company has also signed up for 4K projectors with SONY for technology up grade.

**Threats:**

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

**5. Risk Management:**

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

KEY RISKS	IMPACT ON THE COMPANY	MITIGATION
Technology	Inability to cope with swift technological developments can impact business	The company has expertise technical support staff who update the management regarding new technological developments
Liquidity	Nonavailability of timely funds may effect our ability to operate and also delay our Implementation plans for growth and expansion.	The Company has good Financial support of Banks and Financial Institutions helps the company to reduce its risks.



<b>KEY RISKS</b>	<b>IMPACT ON THE COMPANY</b>	<b>MITIGATION</b>
Regulatory	Unprecedented changes in government policies may impact business operations	The company is suitably positioned to counter risks, posed by change in government policies.
Delay, cost overruns, cancellation and abandonment or completion of films.	Such risks can significantly impact completion and release of films.	Enhanced industry corporatization enables the company to mitigate this risk. This is carried out by entering into specific agreements, fixing the responsibilities of the co-producers, better planning and execution

**6. Internal Control System and their Adequacy:**

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

**7. Human Resource Management:**

The Company places major emphasis on providing a safe & a healthy working environment to all its employees. We encourage our employees to balance their work and personal relation. The field being one which requires absolute creativity, the performance of its employees is reviewed so as to provide them job enrichment opportunities. The Directors recognize that continued and sustained improvement in the performance of the Company depends on its ability to attract, motivate and retain employees of the highest calibre. We are committed to the principle of equal employment opportunities. Further we endeavor to create an environment where employee can use their capabilities in support of the business.

**8. Cautionary Statement:**

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



## CORPORATE GOVERNANCE REPORT

### **Introduction Colleague**

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

The detailed report on compliance by the Company of the Corporate Governance Code as incorporated in Clause 49 of the Listing Agreement with Stock Exchange is set out below:

### **1. Company's Philosophy on code of Corporate Governance**

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

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

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

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

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

### **2. Board of Directors**

In compliance of with the requirements of clause 49 of the Listing Agreement, the Company has optimum combination of Executive & Non – Executive Directors. The number of non – executive director is more than 50% of the total number of directors. As on March 31, 2015, the Company was headed by 5 Directors and the composition of the Board is in conformity with clause 49 of the Listing Agreement.

None of the Directors on the Board is a member of more than ten committees and Chairman of more than five committees across all companies in which they are Directors. The members of our Board are from diverse background with skills and experience in critical areas like governance, finance, entrepreneurship and general management.

#### **a. Disclosure of relationship between Directors**

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


**b. Composition and category of Directors as of March 31, 2015**

Name of the Director	Category	No. of board meeting attended	Attendance at the last AGM	No. of Equity Shares held as on 31.03.15	No. of Committee position held in other public companies
Mr. Satish Panchariya	Executive Chairman & Director	13	Attended	Nil	2
Mr. Vinod Ahuja	Non-Executive Director	4	Not Attended	Nil	2
Mr. Hussain Shattaf	Non Executive Independent Director	13	Attended	Nil	2
Mr. Dushyant Kumar (Resigned w.e.f February 13, 2015)	Non Executive Independent Director	11	Attended	Nil	Nil
Mr. Rakesh Sharma	Non Executive Independent Director	13	Not Attended	Nil	Nil
Ms. Kunti Rattanshi (Appointed as an Additional Director as on March 31, 2015)	Additional Director (Independent)	0	Not Applicable	Nil	Nil

**Note:** Mr. Vinod Ahuja ceased to be the Director of the Company due to his death as on April 22, 2015  
Mr. Harsh Upadhyay is appointed as an Additional Director (Independent) w.e.f August 14, 2015

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

The Board of Directors duly met 13 times during the financial year from April 01, 2014 to March 31, 2015

(i) 01.04.2014, (ii) 16.05.2014 (iii) 30.05.2014 (iv) 07.07.2014, (v) 25.07.2014, (vi) 01.08.2014 (vii) 12.08.2014, (viii) 05.09.2014, (ix) 14.11.2014, (x) 08.01.2015 (xi) 11.02.2015, (xii) 16.03.2015, (xiii) 31.03.2015.

The Company has held at least one meeting in every three (3) months and the maximum time gap between any two meetings was not more than four (4) months.

**d. Particulars of Directorship of Directors in other Companies as on March 31, 2015**

Name and Designation of the Director	Name of the Company	Position
<b>Mr. Satish Panchariya</b> <b>Executive Chairman &amp; Director</b>	Alka India Limited	Director
	K Sera Sera Digital Cinema Private Limited	Director
	K Sera Sera Box Office Private Limited	Director
	K Sera Sera Miniplex Limited	Director
	K Sera Sera Consultancy Private Limited	Director
	K Kampus Education Private Limited	Director
<b>Mr. Vinod Ahuja (Cessation due to death as on April 22, 2015)</b> <b>Non Executive Director</b>	K Sera Sera Digital Cinema Private Limited	Director
	K Sera Sera Box Office Private Limited	Director
	K Sera Sera Miniplex Limited	Director
	K Sera Sera Consultancy Private Limited	Director
	K Kampus Education Private Limited	Director



<b>Mr. Hussain Mohammed Shattaf</b> <b>Independent Director</b>	K Sera Sera Digital Cinema Private Limited K Sera Sera Box Office Private Limited K Sera Sera Miniplex Limited K Sera Sera Consultancy Private Limited K Kampus Education Private Limited	Director Director Director Director Director
<b>Ms. Kunti Rattanshi</b> <b>Additional Director</b>	K Sera Sera Miniplex Limited	Director
<b>Mr. Rakesh Roopram Sharma</b> <b>Independent Director</b>	Nil	Not Applicable

d. **No. of other Board Committees they are Members/Chairman as on March 31, 2015**

<b>Audit Committee</b>	<b>Stakeholder Relationship Committee</b>	<b>Nomination and Remuneration Committee</b>
Mr. Rakesh Sharma	Mr. Hussain Shattaf	Mr. Rakesh Sharma
Mr. Vinod Ahuja	Mr. Rakesh Sharma	Mr. Hussain Shattaf
Mr. Hussain Shattaf	Mr. Vinod Ahuja	Ms. Kunti Rattanshi

**Note:** Pursuant to the demise of Mr. Vinod Ahuja as on April 22, 2015, the Audit committee and Stakeholder Relationship Committee as on date re-constituted as follows:

<b>Audit Committee</b>	<b>Stakeholder Relationship Committee</b>
Mr. Rakesh Sharma	Mr. Rakesh Sharma
Mr. Hussain Shattaf	Mr. Hussain Shattaf
Ms. Kunti Rattanshi	Ms. Kunti Rattanshi

**3. Independent Directors**

The Company has complied with the definition of Independence as per clause 49 of the Listing Agreement and according to the provisions of section 149 (6) of the Companies Act, 2013. The Company has also obtained declarations from all the Independent Directors pursuant to section 149 (7) of the Companies Act, 2013

**Training of Independent Directors**

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

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

**Seperate meeting of the Independent Directors**

The Independent Directors held a meeting on March 27, 2015 without the attendance of the Non- Independent Directors and members of management. All the Independent directors were present at the meeting. The following issues were discussed in detail:

- I. Reviewed the performance of the Non Independent Directors and the Board as a whole





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

**4. Audit Committee****a. Terms of Reference**

The Audit Committee reviews the audit reports submitted by the Internal Auditors and Statutory Auditor, financial results, effectiveness of internal audit processes and the Company's risk management strategy. It reviews the Company's established systems and the Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and clause 49 of the Listing Agreement

**b. Composition**

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

**c. No. of Meetings held during the year**

During the period under review, 5 (Five) Audit Committee meetings were held on 30.05.2014; 12.08.2014; 05.09.2014; 14.11.2014; 11.02.2015.

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

Name of Member	Position	No. of meetings held	No. of Meetings Attended
Mr. Dushyant Kumar	Chairman	5	5
Mr. Rakesh Sharma	Member	5	5
Mr. Vinod Ahuja	Member	5	1

**Note:** Pursuant to the resignation of Mr. Dushyant Kumar, an Independent Director (Chairman of Audit Committee) on February 13, 2015 and demise of Mr. Vinod Ahuja on April 22, 2015 the said committee as on date reconstituted as follows:

Name of Member	Position	Category
Mr. Rakesh Sharma	Chairman	Non Executive Independent Directors
Mr. Hussain Shattaf	Member	Non Executive Independent Directors
Ms. Kunti Rattanshi	Member	Additional Director (Independent)

**5. Nomination and Remuneration Committee****a. Terms of Reference:**

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

The Remuneration policy as adopted by the Company envisages payment of remuneration according to qualification, experience and performance at different levels of the organization. The employees in the Company including those rendering clerical, administrative and professional service are suitably remunerated according to Industry norms.

**b. Composition:**

During the period under review the Nomination and Remuneration Committee of the Company consists of 3 Non Executive Independent Directors including Chairman

**c. No. of meetings held during the year:**

During the year Company had 1 meeting i.e. on February 11, 2015.

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

Name of the Director	Position	No. of meetings held	No. of Meetings Attended
Mr. Rakesh Sharma	Chairman	1	1
Mr. Dushyant Kumar (resigned as on 11.02.2015)	Member	1	1
Mr. Hussain Shattaf	Member	1	1
Ms. Kunti Rattanshi (appointed as on 31.03.2015)	Member	1	0

**6. Stakeholder Relationship Committee (Shareholders/Investors Grievance Committee):****a. Terms of Reference:**

The Company had constituted transfer cum shareholders grievance committee in 2002. The Committee normally meets as and when required. The nomenclature of the said committee was changed to Stakeholder Relationship Committee as on March 31, 2015. The Committee looks into redressal of shareholders complaints like non transfer of shares, non receipt of balance sheet etc. Further, the committee reviews the cases of transfer, issue of duplicate share certificates, dematerialized shares received by the registrar and transfer agents.

**b. Composition of the Committee**

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

**c. No. of meetings held and attended during the year**

During the period under review 9 Stakeholder Relationship Committee Meetings were held i.e. on 01.04.2014, 16.05.2014, 30.05.2014, 12.08.2014, 14.11.2014, 12.12.2014, 08.01.2015, 11.02.2015, 31.03.2015

Name of the Director	Position	No. of meetings held	No. of Meetings Attended
Mr. Hussain Shattaf	Chairman	9	9
Mr. Rakesh Sharma	Member	9	9
Mr. Vinod Ahuja	Member	9	3

Note: Pursuant to the demise of Mr. Vinod Ahuja as on April 22, 2015 the Committee as on date reconstituted as follows:

Name of the Director	Position
Mr. Hussain Shattaf	Chairman
Mr. Rakesh Sharma	Member
Ms. Kunti Rattanshi	Member

**d. Name and Designation of Compliance Officer**

- i. Mr. ShaileshBapat, Company Secretary and Compliance Officer (Resigned as on October 9, 2014)
- ii. Ms. Tanu Singh, Company Secretary and Compliance Officer (Appointed w.e.f October 9, 2014)

**Details of Shareholders Complaints:**

There were only one shareholder complaint received and replied to the satisfaction of the shareholders during the year ended March 31, 2015 (nil in previous year), and thus there were no outstanding complaints as on March 31, 2015.

**7. Subsidiary Companies:**

As on March 31, 2015 the Company has 8 subsidiaries (including 4 direct subsidiaries and 4 step down subsidiaries). Out of 4 direct subsidiaries 3 are Indian and 1 is foreign subsidiary. The Board of Directors of the Company have also formulated a policy for determining 'material' subsidiaries and the same is being displayed on the website of the Company at [www.kserasera.com](http://www.kserasera.com) under Investor Relations>Code of conduct>Policy on Determination of Material Subsidiary(ies).

Financial Statements in particular the investments made by the unlisted subsidiaries, statement containing all significant transactions and arrangements entered into by the unlisted subsidiaries forming part of the financials are being reviewed by the Audit Committee of your Company on a quarterly basis. Also statements of all significant transactions and arrangements entered into by the unlisted subsidiary companies, if any, are periodically brought to the attention of the Board by the management.

**8. Related Party Transaction**

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

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

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

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

Financial Year	Day	Date	Time	Venue
2013-14	Tuesday	30.09.2014	9.00 A.M	Kailash Parbat, K-P Restaurant, 7A/8A, 'A' Wing, Crystal Plaza, Link Road, Andheri (West), Mumbai - 400053.
2012-13	Monday	30.12.2013	9.00 A.M	Kailash Parbat, K-P Restaurant, 7A/8A, 'A' Wing, Crystal Plaza, Link Road, Andheri (West), Mumbai - 400053.
2011-12	Saturday	29.12.2012	9.00 A.M	Kailash Parbat, K-P Restaurant, 7A/8A, 'A' Wing, Crystal Plaza, Link Road, Andheri (West), Mumbai - 400053.

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

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

Annual General Meeting Held On	Special Resolution Passed For
29.12.2012	1. Appointment of Brigadier Vinod Ahuja as Managing Director. 2. Change of name of Company from 'K Sera Sera Limited to KSS Limited.
30.12.2013	1. Acceptance of Public Deposit upto 25% of Paid up Capital and Free Reserves.
30.09.2014	1. Acceptance of Deposits in accordance with section 76 of the Companies Act, 2013 2. Increase in borrowing power in terms of section 180 (1) (c) of the Companies Act, 2013

**c. Passing of resolution by postal ballot:**

During the period under review, the Company had conducted Postal Ballot process for passing of special resolutions and details of the voting pattern are as follows:

Particulars	In favour of Special Resolution		Against Special Resolution		Status of Resolution
	Number of Shares	% of total number of votes cast	Number of Shares	% of total number of votes cast	
Sub division of one equity share of face value of Rs. 10/- each to ten equity shares of face value of Re. 1/- each	1,74,09,504	99.32%	1,19,370	.68%	Passed
Alteration of Capital Clause of Memorandum of Association to give effect to sub-division.	1,73,83,344	99.31%	1,21,530	0.69%	Passed
Increase in borrowing power in terms of Section 180 (1) (c) of the Companies Act, 2013	1,75,04,408	100.00%	466	0.00	Passed
Creation of charge / mortgage etc. on Company's movable or immovable properties in terms of Section 180 (1) (a) of the Companies Act, 2013	1,75,01,808	99.98%	3,066	0.02	Passed
Making Loans or investments and to give guarantees or to provide security in connection with the loan made under section 186 of Companies Act, 2013	1,75,01,808	99.98%	3,066	0.02	Passed

**Procedure for Postal Ballot**

For conducting a postal ballot, notice specifying the resolutions proposed to be passed through Postal ballot alongwith explanatory statement, postal ballot forms alongwith postage prepaid business reply envelopes and details of e-voting were dispatched/ e-mailed to all the shareholders whose names appear in register of members/ list of beneficial owner as on the cut off date. The Shareholders were requested to send back the postal ballot forms duly filled and signed in the postage prepaid business reply envelopes as to reach the scrutinizer on or before the cut off date or to cast their votes by e-voting using their User ids and Passwords as per the instructions mentioned in the Postal ballot notice.

The Scrutinizer, Mr. Vishal N Manseta scrutinized and reviewed the voting done through ballot paper and e voting and submitted its report to the Chairman of the Company to declare the result of the Postal ballot and inform the concerned stock exchanges and also to upload it on the website of the Company, apart from publishing in one English newspaper and in one vernacular language newspaper.

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

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

**b. Disclosure of Accounting treatment:**

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

**c. Disclosure for Risk Management:**

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

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

During the period under review, the Company made the preferential issue and allotment of 56,48,873 equity shares of face value of Rs. 10/- each at the rate of Rs. 14.16/- per share equity shares pursuant to the conversion of Optionally Convertible Redeemable Bonds (OCRBs) as on November 14, 2014. . The listing approval of the said equity shares is awaited from the concerned stock exchanges.

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

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

**f. Details of compliance with mandatory requirements:**

The Company is fully compliant with the applicable mandatory requirements of Clause 49 of the Listing Agreement with the Stock Exchanges, relating to Corporate Governance.

**g. Whistle Blower Policy:**

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

**h. Code of Conduct:**

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

**i. Code of Conduct for Prevention of Insider Trading:**

The company has adopted a Code of conduct for Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 for directors, Key Managerial Personnel, Designated Employees of the Company and their dependants alongwith the Indian Subsidiary of the Company.

The Code is uploaded on the Company's website at [www.kserasera.com](http://www.kserasera.com) under Investor Relations Code of conduct>Code of Conduct for Insider Trading and fair disclosure of UPSI.

**11. Secretarial Audit**

As stipulated by SEBI, a qualified Practising Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the concerned stock exchanges. The audit report states that total listed and paid up capital differs due to the preferential issue and allotment of 5648873 equity shares of the face value of Rs. 10/- each at the rate of Rs. 14.16/- per share whose listing approval is awaited from the concerned stock exchanges pursuant to the conversion of Optionally Convertible Redeemable Bonds (OCRBs)

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

**12. Certificate on Compliance of Conditions of Corporate Governance**

In accordance with Clause 49(X) of the Listing Agreement, a certificate from a Practising Company Secretary confirming the compliance of conditions of corporate governance as stipulated in the said clause has been obtained by the Company and the same forms a part of this Report.

**13. CEO/CFO Certification:**

The Company has received certification from Sr. Manager- Accounts (KSS Group) for the financial year 2014-15

**14. Green Initiative in Corporate Governance**

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

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

**15. General Shareholder Information:**

- a. Annual General Meeting - Date & Time : September 30, 2015 at 9.30 A.M. Venue : KailashParbhat, K-P Restaurants, 7A/ 8A, 'A' Wing Crystal Plaza, New Link Road, Andheri (West), Mumbai -400053.




**b. Financial Year**

Financial Reporting for the quarter ending June 30,2015	On August 14, 2015
Financial Reporting for the quarter ending September 30 ,2015	On or before November 14, 2015
Financial Reporting for the quarter ending December 31,2015.	On or before February 14, 2015
Financial Reporting for the quarter ending March 31, 2016	On or before May 30, 2016

c. **Date of Book Closure:** From September 25, 2015 to September 30, 2015. (Both days Inclusive)

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

**e. Listing on Stock Exchanges:**

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

**f.**

Stock Exchange	Scrip code
BSE Limited National Stock Exchange of India Limited	532081 KSERASERA
ISIN	Equity Shares of Rs. 10/- each INE216D01018. Pursuant to subdivision of face value of equity shares from Rs. 10/- each to Re. 1/- each the ISIN of the Company is changed to INE216D01026.

**g. Market Price Data :**

Month	BSE Limited			National Stock Exchange of India Limited		
	High(In Rs.)	Low (In Rs.)	Volume	High (In Rs.)	Low (In Rs.)	Volume
April 2014	13.12	11.30	17215154	13.20	11.35	17040831
May 2014	17.50	11.98	39155760	17.65	12.00	39558997
June 2014	21.50	15.00	27091568	21.40	14.90	33097936
July 2014	15.75	15.00	27381378	15.75	15.00	25317560
August 2014	17.60	14.00	49440997	17.70	14.00	48445135
September 2014	14.70	13.00	38819298	14.60	12.95	44176979
October 2014	16.40	13.00	49571170	16.40	13.00	61216137
November 2014	18.40	12.91	115183053	18.35	12.45	139777672
December 2014	15.60	4.78	84704238	13.80	4.85	92480627
January 2015	5.09	2.67	44847478	5.05	2.80	30093548
February 2015	4.93	3.32	15773714	4.70	3.35	20441309
March 2015	4.63	0.35	40217137	4.35	0.35	43260662

**Distribution of Shareholding as on March 31, 2015:**

No of Equity Shares held	No of Share Holders	% of Share holders	No of Shares held	% of Share holding
1-500	16613	64.10	3569780	1.67
501-1000	3907	15.08	3468939	1.62
1001-2000	2166	8.36	3563561	1.67
2001-3000	886	3.42	2344713	1.10
3001-4000	399	1.54	1474234	0.69
4001-5000	494	1.91	2388666	1.12
5001-10000	645	2.49	5033018	2.36
10001-above	806	3.11	191744596	89.77
<b>GRAND TOTAL</b>	<b>25916</b>	<b>100.00</b>	<b>213,587,507</b>	<b>100.00</b>

**Categories of Shareholders as on March 31, 2015**

Sr. No	Category	No. of Shares Held	% of Share Capital
<b>A</b>	<b>Shareholding of Promoter and Promoter Group</b>		
1.	Indian	0.00	0.00
2.	Foreign	0.00	0.00
3.	Persons acting in concert	0.00	0.00
	Sub-Total	0.00	0.00
<b>B</b>	<b>Non Promoter Holdings</b>		
4.	Institutional Investors	0.00	0.00
a.	Mutual Funds and UTI	0.00	0.00
b.	Banks, Financial Institutions	54	0.00
c.	FII's	100,421,018	47.02
	<b>Sub- Total</b>	<b>100,421,072</b>	<b>47.02</b>
5.	Others	0.00	0.00
a.	Bodies Corporate	47,413,670	22.20
b.	Indian Public	51,204,033	23.97
c.	NRIs/OCBs	783760	0.37
d.	Trusts	0.00	0.00



Sr. No	Category	No. of Shares Held	% of Share Capital
e.	Clearing Members	13,764,972	6.44
	<b>Sub Total</b>	<b>113,166,435</b>	<b>52.98</b>
C.	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>	<b>0.00</b>	<b>0.00</b>
	<b>GRAND TOTAL</b>	<b>213,587,507</b>	<b>100.00</b>

**Dematerialization of Shares and Liquidity as on March 31, 2015:**

The securities of the Company are compulsory traded in dematerialised form and are available for trading on both the depositories in India viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Equity Shares of the Company representing 97.08% of the Company's Equity Share Capital are in dematerialised form as on March 31, 2015.

**Outstanding GDRs/Warrants/Convertible Instruments:** None

**Means of Communication:**

- The Board of Directors of the Company approves and takes on record quarterly, yearly & financial results in the prescribed format by Clause 41 of the Listing Agreement. The Company has always promptly reported to Bombay Stock Exchange Limited and National Stock Exchange Limited declaration of quarterly and yearly financial results within the stipulated time prescribed as per Clause 41 of Listing Agreement.
- The approved Financial results are forthwith sent to the Stock exchanges and are published in one English daily newspaper (Financial Express and Afternoon ) and one Regional language daily newspaper (Navshakti and Apale Mahanagar).
- The Company's Financial Results, Annual Reports, and official news releases are displayed on the Company's website [www.kserasera.com](http://www.kserasera.com)
- The Company has formed [grievanceredressal@kserasera.com](mailto:grievanceredressal@kserasera.com) exclusively for the purpose of redressal of investor's complaints.
- Management Discussion and Analysis Report (MDA) forms part of the Annual Report, which is posted to the shareholders of the Company.

**Address for Investor Correspondence**

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

**Bigshare Services Private Limited**

E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road, Sakinaka.  
Andheri (E), Mumbai - 400 072.

**Tel:** 91-22-2847 0652 | 91-22- 40430200 | 91-22-2847 0653

**Fax:** 91-22-2847 5207

E-mail : [investor@bigshareonline.com](mailto:investor@bigshareonline.com) website: [www.bigshareonline.com](http://www.bigshareonline.com)

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

**Address for Correspondence:****KSS Limited****RegdOffice:**

Unit No. 101A and 102, 1<sup>st</sup> Floor, Plot No. B-17, Morya Landmark II,  
Andheri (West), Mumbai - 400053.

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

**E-mail:** [info@kserasera.com](mailto:info@kserasera.com)

**website:** [www.kserasera.com](http://www.kserasera.com)



To  
The Board of Directors  
KSS Limited  
(Formerly known as K Sera Sera Limited)  
Unit No. 101A and 102, 1<sup>st</sup> Floor,  
Plot No. B-17, Morya Landmark II,  
Andheri (West), Mumbai-400053

**Subject: Certification by Group Sr. Manager Accounts as per Clause 49.**

Dear Sirs,

With reference to Clause 49(IX) of the Listing Agreement regarding Corporate Governance, we hereby certify that:

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

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

Sd/-

**Shamrao Daulat Ingulkar**  
**Sr. Manager Accounts (KSS Group)**

Place: Mumbai

Date: May 29, 2015

**DECLARATION BY THE CHAIRMAN UNDER CLAUSE 49 OF THE LISTING AGREEMENT REGARDING ADHERENCE TO THE CODE OF CONDUCT**

I hereby declare that the Company has obtained affirmation from all the Directors and the Senior Management that they have complied with the Code of Business Conduct and ethics, as applicable to them for the Financial Year ended March 31, 2015.

I further declare that the said code of Conduct have been posted on the website of the Company in accordance with the clause 49 of the Listing Agreement

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

Sd/-

**Satish Panchariya  
Executive Chairman & Director**

Place: Mumbai

Date: May 29, 2015

**PRACTICING COMPANY SECRETARY CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members of,  
KSS Limited  
(Formerly known as K Sera Sera Limited)

We have examined the compliance of conditions of Corporate Governance by KSS Limited ("the Company"), for the year ended on March 31, 2015, as stipulated in Clause 49 of the Listing Agreement (as amended from time to time) of the said Company with the stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on representations made by Directors and Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in revised Clause 49 of the above-mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai  
Date: May 29, 2015

Sd/-  
Vishal Manseta  
Practicing Company Secretary  
Membership No.25183  
C.P. No. 8981



**STANDALONE FINANCIAL STATEMENTS  
INDEPENDENT AUDITORS' REPORT**

**TO  
THE MEMBERS OF  
KSS LIMITED**

**Report on the Standalone Financial Statements**

We have audited the accompanying financial statements of KSS LIMITED ("the company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the statement of affairs of the company as at March 31, 2015, and profit and loss account and its cash flow for the year ended on that date.

**Emphasis of Matters**

The reports should be read together with the Notes to the financial statements and attention to following matters be given:

- a) Notes to the financial statements which describe the uncertainty related to the outcome of the pendencies of appeals and legal matters filed by the company as well as against the company.

Our opinion is not modified in respect of these matters.



**Report on other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ('the Order') issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements;
    - ii. The Company does not have any long-term contracts including derivatives contracts for which any provision is required;
    - iii. The Company is not required to transfer amounts to the Investor Education and Protection Fund.

**For Agrawal Jain and Gupta.**

Chartered Accountants  
Firm Reg. No. 013538C

**CA Narayan Swami**

Partner  
Membership No. 409759  
Place: Mumbai  
Dated: May 29, 2015



*Additional Information annexed to the Independent Auditors' Report*

- (I) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of all fixed assets.
- (b) We are informed that these fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
- (c) The company has not disposed of any substantial part of its fixed assets so as to affect its going concern status;
- (ii) (a) As explained to us, physical verification of inventory has been conducted at reasonable Intervals by the management, in our opinion the frequency of such verification is reasonable.
- (b) As per the information given to us, the procedures of physical verification of inventory followed by the management are in our opinion reasonable and adequate in relation to the size of the company and the nature of its business;
- (c) The company is maintaining proper records of inventory and in our opinion, discrepancies noticed on physical verification of inventory were not material in relation to the operations of the Company and the same have been properly dealt with in the books of account.
- (iii) (a) The Company has granted loans four bodies corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').

(Amount in lacs)

S/no.	Name of Company	Opening Balance	Loan given	Repay	Max amount	Closing Balance
1.	K Sra sera Box office Pvt Limited	54.78	22.56	0.00	77.34	77.34
2.	K Sera Sera Miniplex Limited	10.34	5.47	74.01	(63.65)	(58.20)
3.	K Sera Sera Productions FZE *(Foreign exch. Gain)	409.52	* 19.01	-	428.53	428.53

- (b) In our opinion, the terms and conditions of such interest free advances are not, prima facie, prejudicial to the interest of the Company.
- (c) The above interest free advances would be adjusted on the purchase of film rights or On completion of films as applicable, and in accordance with the terms and conditions Stipulated in the agreement, Advances are given by the company to wholly owned subsidiaries companies.
- (d) The above interest free advances given by the Company would be adjusted, on the purchase of film rights completion of films, as applicable, and therefore there are no amounts overdue in respect of advances as at the year end. Accordingly, the provisions of clause 4(iii) (d) of the Order are not applicable.
- (e) The Company has not taken interest free advances from parties covered under the register maintained under Section 189 of the Act.



- (iv) According to the information and explanation given to us, there is an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods. According to the information and explanation given to us, we have not come across continuing failure to any to correct major weaknesses in internal control;
- (v) According to the information and explanation given to us and records examined by us, The Company has not accepted any deposits from the public during the year.

(Amount in Lacs)

S/no	Name of Company	Opening Balance	Interest given	Repay	Closing Balance
1.	Aruna Vijay Patil	0.50	0.05	0.55	NIL
2.	Bharat Ramanilal Navlakhi	0.25	0.03	0.28	NIL
3.	Dinanath Anant Choukekar	0.25	0.03	0.28	NIL
4.	Satish R. Panchariya	1.00	0.11	1.11	NIL
5.	Vasant Jiji Chavan	0.50	.07	0.57	NIL
6.	Md. Shahid Raza Khan	0.12	.02	0.14	NIL
	Total	2.62	0.31	2.93	NIL

- (vi) We are informed that Maintenance of cost records has been prescribed by the Central Government under sub-section (1) of section 148 of the Act, are not applicable to the company.
- (vii) (a) According to the information and explanation given to us and records examined by us, the company is generally regular in depositing undisputed statutory dues including Income Tax, Excise Duty, cess and any other statutory dues with the appropriate authorities. According to the information and explanation given to us, there were no undisputed amounts payable in respect of Income Tax, Excise Duty, cess and any other statutory dues outstanding as on 31<sup>st</sup> March, 2015 for a period more than six months from the date they became payable, except as follows:
- (b) According to the information and explanations given to us, the dues in respect of Income Tax and Sales Tax that have not been deposited with the appropriate authorities on account of dispute and the forum where the disputes are pending are as given below:



Name of the Statute	Period to which amount relates	Section	Appeal filed by	Amount in Lacs (Rs.)	Closing Balance
<b>Income Tax Act, 1961</b>	A.Y. 2004-05	271 (1) (c)	Department	12.89	Income Tax Appellate Tribunal - Mumbai
	A.Y. 2004-05	271 (1) (c)	Assessee	3.63	
	A.Y. 2004-05	143 (3) r.w.s. 153A	Assessee	4.74	
	A.Y. 2004-05	143 (3) r.w.s. 153A	Department	3.97	
	A.Y. 2005-06	271 (1) (c)	Assessee	8.91	
	A.Y. 2005-06	143 (3) r.w.s. 153A	Assessee	7.25	
	A.Y. 2007-08	271 (1) (c)	Department	69.16	
	A.Y. 2007-08	143 (3) r.w.s. 153A	Assessee	47.02	
	A.Y. 2007-08	143 (3) r.w.s. 153A	Assessee	19.45	
	A.Y. 2007-08	143 (3) r.w.s. 153A	Department	47.73	
	A.Y. 2008-09	143 (3) r.w.s. 153A	Assessee	131.73	
	A.Y. 2008-09	143 (3)	Department	31.13	
	A.Y. 2009-10	143 (3)	Assessee	120.52	Appeal to be Filed before Hon'ble high Court
	A.Y. 2010-11	143 (3) r.w.s. 144C	Assessee	196.70	Income Tax Appellate Tribunal - Mumbai
A.Y. 2011-12	143 (3) r.w.s. 144C	Assessee	95.02	DRP(Dispute Resolution Panel)	
<b>Maharashtra Value Added Tax, 2002</b>	F.Y. 2005-06			165.63	Joint Commissioner of Sales Tax, Mumbai
	F.Y. 2006-07			15.07	
	F.Y. 2007-08			494.67	
	F.Y. 2008-09			333.19	
	F.Y. 2010-11			26.54	
Custom Duty, The Custom Act 1962 CBEC	F.Y. 2009-10	Under section 112(a), 114AA and 28 of the Custom Act 1962.		582.96 approx	Commissioner of Customs, ACC, Sahar, and Deputy commissioner of Custom, Mumbai



- \* In line with film industry consensus, the Company is of the opinion that there are no grounds for levying VAT on film distribution activity and hence no provision is made in the books of accounts for these years. The same is disclosed as contingent liability under Notes to Accounts.
- \*\* The company, having IEC number 0306007649, export rights of several films produced by them and/or for which, the distribution rights were purchased/ acquired by them in the past. By exporting distribution rights of the films in the territories abroad, KSS did import of various capital goods including 400 digital cinematographic projectors under EPCG Scheme – concessional rate of duty 3% with the proper compliances. Under EPCG Scheme company have to export eight times (approx 4500.00 lacs) of duty saved within eight years, but till date company did not export under the said obligation.
- (c) According to the information and explanations given to us, the company has not defaulted in transfer of amount to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made. Accordingly, the provisions of clause 3(vii) (c) of the Order are not applicable.
- (viii) The company has 4271.93 lacs accumulated losses as at 31st March, 2015 and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year;
- (ix) According to the records of the company examined by us, and the information and explanation given to us, the company has not defaulted in repayment of dues to any bank as at the balance sheet date;
- (x) According to the information and explanation given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions;

S/no.	Name of Bank	Amount and Case no/	Remarks
1.	Standard Chartered Bank	OA. 62 of 2008	Against outstanding Bank Guarantee given to Twenty Twenty Television Company Ltd. Of Rs. 160.40 in DRT at Mumbai.

- (xi) According to the information and explanation given to us and records examined by us, we have not come across any such cases where the funds raised on short-term basis have been used for long-term investments and vice versa;
- (xii) According to the information and explanation given to us and records examined by us, there has not been any fraud on or by the company has been noticed or reported during the year;

**FOR Agrawal Jain and Gupta.**

Chartered Accountants  
Firm Reg. No. 013538C

**CA Narayan Swami**

PARTNER  
Membership No. 409759  
Place: Mumbai  
Dated:29.05.2015



KSS LIMITED (Formerly known as K SERA SERA LIMITED)

Register office: Unit No. 101A &amp; 102, Morya Landmark II, New Link Road, Andheri (West), Mumbai - 400 053

Balance sheet as at 31st March 2015

(Amount in Lacs)

Particulars	Note	As at March 31,	
		2015	2014
<b>EQUITY AND LIABILITIES</b>			
<b><u>Shareholder's Funds</u></b>			
(a) Share Capital	3.1	21,358.75	20,793.86
(b) Reserves and Surplus	3.2	5,792.60.	5,918.50
<b><u>Non-Current Liabilities</u></b>			
(a) Long-Term Borrowings	3.3	1,567.00	2,367.00
(b) Other Long term Liabilities	3.4	110.95	110.95
<b><u>Current Liabilities</u></b>			
(a) Short-Term Borrowings	3.6	58.20	2.62
(b) Trade Payables	3.7	54.17	56.76
(c) Other Current Liabilities	3.8	58.33	39.64
(d) Short-Term Provisions	3.9	287.61	287.61
		<b>29,287.62</b>	<b>29,576.95</b>
<b>ASSETS</b>			
<b><u>Non-Current Assets</u></b>			
(a) Fixed Assets			
(i) Tangible Assets	3.10 (a)	1,529.67	1,866.48
(ii) Intangible Assets	3.10 (b)	912.92	912.92
(b) Non-current investments	3.11	16,726.60	16,853.55
(c) Deferred tax assets (net)	3.5	245.59	161.22
(d) Long term loans and advances	3.12	4,494.40	4,394.64
<b><u>Current Assets</u></b>			
(a) Current investments	3.13	2,640.00	2,640.00
(b) Trade receivables	3.14	357.34	335.29
© Cash and cash equivalents	3.15	16.28	5.59
(d) Short-term loans and advances	3.16	2,364.81	2,241.39
(e) Other current assets	3.17	-	166.88
<b>Total Assets</b>		<b>29,287.62</b>	<b>29,576.95</b>

The accompanying notes are an integral part of the financial statements. As per our Report even date attached

**For Agrawal Jain and Gupta**  
Chartered Accountants

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

**CA Narayan Swami**  
Partner  
Membership No. : 409759  
Firm Reg. No.: 013538C

**Satish Panchariya**  
Exe. Chairman & Director  
DIN: 00042934

**Rakesh Sharma**  
Director  
DIN: 06384452

Mumbai  
29.05.2015

**Tanu Singh**  
Company Secretary

**Shamrao Ingulkar** Date :  
Sr. Manager-Accounts (Group)





KSS LIMITED (Formerly known as K SERA SERA LIMITED)

Register office: Unit No. 101A &amp; 102, Morya Landmark II, New Link Road, Andheri (West), Mumbai - 400 053

**Statement of profit and loss for the year ended 31st March 2015****(Amount in Lacs)**

Particulars	Note	As at March 31,	
		2015	2014
<b><u>Income</u></b>			
Revenue from Operations	3.18	90.80	-
Other Income	3.19	43.68	492.22
<b>Total revenue (I)</b>		<b>134.48</b>	<b>492.22</b>
<b><u>Expenses:</u></b>			
Cost of Operations	3.20	66.68	2,419.04
Employee Benefit Expense	3.21	11.01	54.07
Financial Costs	3.22	0.69	(377.79)
Depreciation and Amortization Expense	3.23	6.69	17.13
Other Administrative Expenses	3.24	113.42	212.39
<b>Total Expenses (Ii)</b>		<b>198.47</b>	<b>2,324.85</b>
		<b>(64.00)</b>	<b>(1,832.62)</b>
Profit before exceptional and extraordinary items and tax (I - II)			
<b><u>Add/(less)</u></b>			
Exceptional Items	3.25	201.51	-
<b>Profit before tax</b>		<b>(265.51)</b>	<b>(1,832.62)</b>
<b><u>(Add)/less Tax expense:</u></b>			
(1) Deferred tax expense		(84.37)	55.04
(2) Current Tax/ MAT /Wealth tax		-	(0.55)
		<b>(181.14)</b>	<b>(1,887.10)</b>
Profit after tax			
Earning per equity share:			
(1) Basic		(0.08)	(0.91)
(2) Diluted		(0.08)	(0.91)

*The accompanying notes are an integral part of the standalone financial statements. As per our Report of even date attached.*

**For Agrawal Jain and Gupta**  
Chartered Accountants

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

**CA Narayan Swami**  
Partner  
Membership No. : 409759  
Firm Reg. No.: 013538C

**Satish Panchariya**  
Exe. Chairman & Director  
DIN: 00042934

**Rakesh Sharma**  
Director  
DIN: 06384452

Mumbai  
29.05.2015

**Tanu Singh**  
Company Secretary

**Shamrao Ingulkar** Date :  
Sr. Manager-Accounts (Group)



**KSS LIMITED (Formerly known as K SERA SERA LIMITED)**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED March 31, 2014**

Amount in Rupees

Particulars	As at March 31,	
	2015	2014
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit Before Tax	(265.51)	(1,832.62)
Adjustments For:		
Depreciation/ Amortisation	6.69	298.29
Depreciation/ Amortisation-Previous years	9.95	13.06
Interest Cost	0.69	0.06
Loss on sale of Investments	201.51	-
Loss in sale/Fire of Fixed assets	14.61	-
Interest Received	-	(8.84)
Operating Cash Flow Before Changes In Working Capital	233.44	302.57
Adjustments For:	(32.07)	(1,530.05)
(Increase)/Decrease In Sundry Debtors	(22.05)	2,520.60
(Increase)/Decrease In Loans And Advances	(224.20)	2,473.79
Increase/(Decrease) In Current Liabilities And Provisions	16.10	(1,102.78)
Net Changes In Working Capital	(262.22)	2,361.57
Taxes Paid	-	0.55
Miscellaneous Expenditure	-	(48.55)
Extraordinary Items	3.71	-
<b>B. Cash Generated From/(Used In) Operations</b>	<b>(258.51)</b>	<b>2,313.58</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase Of Fixed Assets	-	(221.78)
Sale/Surrender Of Fixed Assets	62.42	1.16
Purchase Of Investments	(55.00)	(686.68)
Sale of Investements	206.87	-
Interest Received	-	8.84
<b>C. Cash Generated /(Used In) From Investing Activities</b>	<b>214.29</b>	<b>(898.47)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Interest Paid	(0.69)	(0.06)
Share application money repay /adjusted	-	(1,141.59)
Proceeds From Borrowing	55.58	-
Repayment Of Borrowings	-	(331.44)
<b>Cash Generated /(Used In) From Financing Activities</b>	<b>54.89</b>	<b>(1,473.09)</b>
<b>Net Increase/(Decrease) In Cash And Cash Equivalents (A+B+C)</b>	<b>10.68</b>	<b>(57.97)</b>
Cash And Cash Equivalents At The Beginning Of The Year	5.59	63.57
Cash And Cash Equivalents At The End Of The Year	16.28	5.59
<b>Note:</b>		
<b>Cash and cash equivalents at the year end comprise:</b>		
1. Cash On Hand	6.90	6.97
Balance With Scheduled Banks In		
- Current Accounts	9.38	(1.37)
- Deposit Accounts	-	-
	16.28	5.59
2. The Cash Flow Statement Has Been Prepared Under Indirect Method As Set Out In Accounting Standard 3, 'Cash Flow Statement' Issued By The Institute Of Chartered Accountants Of India		

*The accompanying notes are an integral part of the standalone financial statements. As per our Report of even date attached.*

**For Agrawal Jain and Gupta**  
Chartered Accountants

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

**CA Narayan Swami**  
Partner  
Membership No. : 409759  
Firm Reg. No.: 013538C

**Satish Panchariya**  
Exe. Chairman & Director  
DIN: 00042934

**Rakesh Sharma**  
Director  
DIN: 06384452

Place: Mumbai  
Date : 29.05.2015

**Tanu Singh**  
Company Secretary

**Shamrao Ingulkar**  
Sr. Manager-Accounts (Group)



**KSS LIMITED (Formerly known as K SERA SERA LIMITED)**  
*Notes to financial statements for the year ended 31 March 2015*

**3.1 Share Capital**

Particulars	31 March 2015		31 March 2014	
	Nos.	Amount	Nos.	Amount
<b>AUTHORIZED CAPITAL</b> 2,20,000,000 (March 31, 2014 : 2,20,000,000) Equity Shares of Rs. 10/- each	2,200.00	22,000.00	2,200.00	22,000.00
<b>ISSUED, SUBSCRIBED &amp; PAID UP SHARES</b> 2,13,587,507 (March 31, 2014 : 2,07,938,634) Equity Shares of Rs. 10/- each Equity Share of Rs.10 each Fully Paid Up	2,135.88	21,358.75	2,079.39	20,793.86
Total issued, subscribed and fully paid-up share capital	<b>2,135.88</b>	<b>21,358.75</b>	<b>2,079.39</b>	<b>20,793.86</b>

**(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year**

Particulars	31 March 2015		31 March 2014	
	Nos.	Amount	Nos.	Amount
Number of shares outstanding at the beginning of the year	2,079.39	20,793.86	2,079.39	20,793.86
Add: 800 OCRBs of Rs 1,00,000 each converted into equity shares @ Rs 14.16 as per SEBI ICDR Guideline during the year.	56.49	564.89	-	-
Number of shares Outstanding at the end of the year	<b>2,135.88</b>	<b>21,358.75</b>	<b>2,079.39</b>	<b>20,793.86</b>

The Company has allotted 56,48,873 fully paid up equity shares during the year. these shares were allotted to Birla Financial Distribution Private Limited against the conversion of 800 OCRBs of Rs 1,00,000/- as per SEBI ICDR Guideline-2009.

**(b) Terms/rights attached to equity shares**

The company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held. Further during the period under review the company has fixed March 31, 2015 as the Record Date for sub-division / stock split of Rs. 10/- per shares of the Company into the shares of Rs. 1/- each.

**c) Details of shareholders holding more than 5% shares in the company**

Name of the shareholder	31 March 2015		31 March 2014	
	Nos.	% holding in the class	Nos.	% holding in the class
Aspire Emerging Fund	205.80	9.64%	205.80	9.90%
Auctor Investement Limited	205.80	9.64%	205.80	9.90%
Highbluesky Emerging Market Fund	189.30	8.86%	205.80	9.90%
Safal Finstock Pvt Ltd	124.58	5.83%	-	-
India Max Investment Fund Limited	106.24	4.97%	171.62	8.25%

As per records of the company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

**3.2 Reserve & Surplus**

Particulars	31 March 2015	31 March 2014
<b><u>Securities Premium reserve</u></b>		
Balance as per the last year's financial statements	10,009.29	9,942.22
Add: GDR issue expenses reversed debited to Reserve & Surplus a/c in earlier year.	-	67.08
Add: 800 OCRBs of Rs 1,00,000 each converted into equity shares @ Rs 14.16 as per SEBI ICDR Guideline.	235.11	-
Less: Misc. Expenses written off	169.93	-
<b>Closing Balance</b>	<b>10,074.48</b>	<b>10,009.29</b>
<b><u>Surplus/ (deficit) in the statement of profit and loss</u></b>		
Balance as per the last year's financial statements	(4,090.79)	(2,203.69)
Add: Profit for the period	(181.14)	(1,887.10)
Less: Difference in WDV	(9.95)	-
Net deficit in the statement of profit and loss	<b>(4,271.93)</b>	<b>(4,090.79)</b>
<b>Total</b>	<b>5,792.60</b>	<b>5,918.50</b>

Consequent to enactment of the Companies Act, 2013 (the Act) and its applicability for accounting periods commencing after 1st April 2014, the company has re-worked depreciation with reference to the estimated useful lives of fixed assets prescribed by Schedule II to the Act except in case of Plant and Machinery where useful life has been considered as estimated by the management. In case of any asset whose life has completed as above, the carrying value net of residual value, as at 1st April, 2014 amounting to Rs.9,94,553 has been adjusted to the General Reserve (Net of Deferred Tax of Rs.6.87 lacs) and in other cases the carrying value has been depreciated over the remaining useful life of the assets.

**3.3 Long Term Borrowing**

Particulars	31 March 2015	31 March 2014
8% Optionally convertible redeemable Bonds (Unsecured)	1,567.00	2,367.00
<b>Total</b>	<b>1,567.00</b>	<b>2,367.00</b>

Company issued 2,367 (Two Thousand three Hundred sixty seven) Optionally Convertible Redeemable Bond of Rs 1,00,000/- each. out of them 800 OCRBs converted into 56,48,873 fully paid equity shares during the year. these shares were allotted to Birla Financial Distribution Private Limited as per SEBI ICDR Guideline -2009.

**3.4 Other Long term Liabilities**

Particulars	31 March 2015	31 March 2014
other Long Term Liabilities	110.95	110.95
<b>Total</b>	<b>110.95</b>	<b>110.95</b>

**3.5 Deferred tax liability/(asset) (net)**

Particulars	31 March 2015	31 March 2014
Fixed assets: Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting	(245.59)	(161.22)
<b>Gross deferred tax liability</b>	<b>(245.59)</b>	<b>(161.22)</b>
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis	-	-
Deferred tax asset on carried forward losses	-	-
<b>Net deferred tax liability/ (asset)</b>	<b>(245.59)</b>	<b>(161.22)</b>



As per Accounting Standard 22 issued by ICAI Deferred tax assets are recognized only to the extent there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Unrecognized deferred tax assets of earlier years are re-assessed and recognized to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realized. The carrying amount of deferred tax assets are reviewed at each balance sheet date. The company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

### 3.6 Short Term Borrowings

Particulars	31 March 2015	31 March 2014
Fixed Deposits(Public)	-	2.62
Interest free advance from related parties repayable on demand (unsecured)	58.20	-
<b>Total</b>	<b>58.20</b>	<b>2.62</b>

Company has not accepted public deposit under section 76 (1) of the Companies Act, 2013 and rule 2 (1) (e) of Companies (Acceptance of Deposits) Rules, 2014 with respect to acceptance of Public Deposit by the Company during the period under review. Company provide interest in books of accounts and repaid the deposit and interest thereon.

### 3.7 Trade Payable

Particulars	31 March 2015	31 March 2014
Sundry Creditors - More Than 1 year	33.62	20.29
Sundry Creditor - others	20.55	36.47
<b>Total</b>	<b>54.17</b>	<b>56.76</b>

### 3.8 Other Current Liabilities

Particulars	31 March 2015	31 March 2014
Salary payable	0.97	1.06
Other liabilities-Statutory	6.94	38.48
Other liabilities-Advance from Debtors	50.42	0.10
<b>Total</b>	<b>58.33</b>	<b>39.64</b>

Statutory liabilities of Service tax company has applied for Voluntary Compliance Encouragement Scheme,2014 as per Notification No: 10/2014-Service tax- Tax due Declare Rs 57,49,701/- amount of Rs 28,74,851/- already paid by the company Remaining Rs 28,74,850/- paid with interest Rs 2,44,483/ in the Months of December 2014.

### 3.9 Short Term Provisions

Particulars	31 March 2015	31 March 2014
<b>Others</b>		
Provision for Expenses	287.61	287.61
<b>Total</b>	<b>287.61</b>	<b>287.61</b>

Provision for Expenses includes Rs 2.876 Crore as ROC Fees and Stamp duty payable includes additional fees for increase in authorized capital from 75 Crore to 205 on dated 29th July 2009, and 205 to 220 Crore on dated 19th November 2009.


**Note 3.10 (a):**

	Computer & Peripherals	Office Equipment	Plant & Machinery	Furniture & Fixtures	Motor Vehicles	Digital Technology Assets	Total
<b>Tangible Fixed Assets</b>							
<u>Gross block</u>							
Balance as at 1 April 2013	18.39	15.98	25.97	167.49	98.12	2,371.52	2,697.46
Addition	-	-	-	-	-	52.26	52.26
Adjustments/ disposals	-	-	-	149.54	17.93	-	167.47
<b>Balance as at 31 March 2014</b>	<b>18.39</b>	<b>15.98</b>	<b>25.97</b>	<b>17.95</b>	<b>80.19</b>	<b>2,423.72</b>	<b>2,582.25</b>
Addition	-	-	-	-	-	-	-
Adjustments/ disposals	-	-	25.97	17.95	-	18.51	62.42
<b>Balance as at 31 March 2015</b>	<b>18.39</b>	<b>15.98</b>	<b>-</b>	<b>-</b>	<b>80.19</b>	<b>2,405.27</b>	<b>2,519.83</b>
<u>Accumulated Depreciation</u>							
Balance as at 1 April 2013	13.86	5.03	20.15	147.37	60.70	323.63	570.73
Depreciation charge	1.81	1.52	1.16	3.41	9.21	281.16	298.29
Adjustments/ disposals	-	-	-	141.61	11.65	-	153.25
<b>Balance as at 31 March 2014</b>	<b>15.67</b>	<b>6.55</b>	<b>21.31</b>	<b>9.18</b>	<b>58.27</b>	<b>604.79</b>	<b>715.77</b>
Depreciation charge new rate debited to reserve a/c	2.60	7.35	-	-	-	-	9.95
Depreciation charge	0.08	0.94	-	-	5.67	292.50	299.19
Adjustments/ disposals	-	-	21.31	9.18	-	4.26	34.75
<b>Balance as at 31 March 2015</b>	<b>18.34</b>	<b>14.84</b>	<b>-</b>	<b>-</b>	<b>63.94</b>	<b>893.03</b>	<b>990.15</b>
<u>Net block</u>							
Balance as at 31 March 2014	2.72	9.43	4.66	8.77	21.92	1,818.99	1,866.48
<b>Balance as at 31 March 2015</b>	<b>0.04</b>	<b>1.14</b>	<b>-</b>	<b>-</b>	<b>16.24</b>	<b>1,512.24</b>	<b>1,529.67</b>

Consequent to enactment of the Companies Act, 2013 (the Act) and its applicability for accounting periods commencing after 1st April 2014, the company has re-worked depreciation with reference to the estimated useful lives of fixed assets prescribed by Schedule II to the Act except in case of Plant and Machinery where useful life has been considered as estimated by the management. In case of any asset whose life has completed as above, the carrying value net of residual value, as at 1st April, 2014 amounting to Rs.9,94,553 has been adjusted to the General Reserve (Net of Deferred Tax of Rs.6.87 lacs) and in other cases the carrying value has been depreciated over the remaining useful life of the assets.

**Note 3.10 (b):**

	Motion Picture Rights	Trade Marks	Total
<b>Intangible Fixed Assets</b>			
<u>Gross block</u>			
Balance as at 1 April 2013	737.20	6.21	743.41
Addition	169.52	-	169.52
Adjustments/ disposals	-	-	-
<b>Balance as at 31 March 2014</b>	<b>906.72</b>	<b>6.21</b>	<b>912.92</b>
Addition	-	-	-
Adjustments/ disposals	-	-	-
<b>Balance as at 31 March 2015</b>	<b>906.72</b>	<b>6.21</b>	<b>912.92</b>
<u>Accumulated Depreciation</u>			
Balance as at 1 April 2013	-	-	-
Depreciation charge	-	-	-
Adjustments/ disposals	-	-	-
<b>Balance as at 31 March 2014</b>	<b>-</b>	<b>-</b>	<b>-</b>
Depreciation charge	-	-	-
Adjustments/ disposals	-	-	-
<b>Balance as at 31 March 2015</b>	<b>-</b>	<b>-</b>	<b>-</b>
<u>Net block</u>			
Balance as at 31 March 2014	906.72	6.21	912.92
<b>Balance as at 31 March 2015</b>	<b>906.72</b>	<b>6.21</b>	<b>912.92</b>





**KSS LIMITED (Formerly known as K SERA SERA LIMITED)**  
**Notes to financial statements for the year ended 31 March 2015**

**3.11 Non Current Investment**

Particulars	31 March 2015	31 March 2014
<i>Investment in Subsidiaries</i>		
2,74,24,999 (31 March 2014: 2,74,24,999) Equity shares of Rs.10 each fully paid in K Sera Sera Box Office Private Limited	2,742.50	2,742.50
2,79,04,999 (31 March 2014: 2,79,04,999) Equity shares of Rs.10 each fully paid in K Sera Sera Miniplex Limited	2,790.50	2,790.50
2,99,99,998 (31 March 2014: 2,99,99,998) Equity shares of Rs.10 each fully paid in K Sera Sera Digital Cinema Private Limited	3,000.00	3,000.00
NIL (31 March 2014: 8,999) Equity shares of Rs.10 each fully paid-up in K Bazaar Online Private Limited	-	0.90
1,154 (31 March 2014: 1154) Equity Shares of AED 35,000 each fully paid up of K Sera Sera Productions FZE	4,994.63	4,994.63
50 Equity Shares of AED 1,000 each fully paid up of K Sera Sera Productions FZ LLC	6.15	6.15
Investment in joint venture-Citigate Trade FZE	562.77	537.84
Share Application Money - KSS FZ LLC	18.45	18.45
<i>Investment in equity instruments (quoted)</i>		
NIL (31 March 2014: 2,02,800) Equity shares of Rs.10 each fully paid up in Kadamb Constructions Limited	-	150.98
Investment in equity instruments (unquoted)	2,611.60	2,611.60
<b>Total</b>	<b>16,726.60</b>	<b>16,853.55</b>

Current investments are carried in the financial statements at cost and Long-term investments are also carried at cost. However, provision for diminution in value is not recognize other than temporary in the value of the investments. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

**3.12 Long Term Loans and Advances**

Particulars	31 March 2015	31 March 2014
<b><u>Security deposit (Unsecured and considered good)</u></b>		
Security deposit for leased premises	0.08	3.00
Other security deposit ( Sales tax )	17.70	15.00
	17.78	18.00
<b><u>Advances recoverable in cash or kind</u></b>		
Share application money	80.00	80.00
Unsecured, Considered Good	100.00	146.93
Unsecured, Considered doubtful	4,296.63	4,149.71
Less Provision for loans and advances	-	-
	<b>4,476.63</b>	<b>4,376.64</b>
<b>Total</b>	<b>4,494.40</b>	<b>4,394.64</b>

\* In line with film industry consensus, the Company is of the opinion that there are no grounds for levying VAT on film distribution activity and hence no provision is made in the books of accounts for these years. The same is disclosed as contingent liability under Notes to Accounts, 17.70 lacs other security deposit for MVAT.

**3.13 Current investment**

Particulars	31 March 2015	31 March 2014
Investment in shares (unquoted) 2,64,00,000 (31 March 2014: 2,64,00,000) Equity shares of Rs.10 each fullypaid up in Kamla Landmark Infrastructure Pvt. Limited	2640.00	2640.00
<b>Total</b>	<b>2640.00</b>	<b>2640.00</b>

**3.14 Trade Receivables**

Particulars	31 March 2015	31 March 2014
<b><u>Outstanding for more than six months</u></b>		
a) Unsecured, Considered Good :	83.13	61.08
b) Doubtful-More than 6 Months	274.21	274.21
<b>Total</b>	<b>357.34</b>	<b>355.29</b>

**3.15 Cash and bank balances**

Particulars	31 March 2015	31 March 2014
<b><u>Bank balance</u></b>		
- In current accounts with bank	9.38	1.38
I) In India with scheduled banks	-	-
ii) In India with scheduled banks (EEFC account)	-	0.00
iii) Outside India	<b>9.38</b>	<b>(1.37)</b>
Cash on hand	6.90	6.97
<b>Total</b>	<b>16.28</b>	<b>5.59</b>

**3.16 Short Terms Loans and Advances**

Particulars	31 March 2015	31 March 2014
Interest free advances to related parties Unsecured, Considered Good	511.16	479.89
	<b>511.16</b>	<b>479.89</b>
Advance Recoverable in cash or in kind Unsecured, Considered Good	1,125.00	1,078.24
Advance for properties	549.46	524.46
	<b>1,674.46</b>	<b>1,602.70</b>
Others		
TDS and Advance Income Tax	164.72	158.68
Prepaid Expenses	0.30	0.11
Advance to creditors	1.10	-
Insurance claim receivable	13.07	-
	<b>179.19</b>	<b>158.79</b>
<b>Total</b>	<b>2,364.81</b>	<b>2,241.39</b>

**3.17 Other Current assets**

Particulars	31 March 2015	31 March 2014
Misc. Expenses not written off	-	166.88
<b>Total</b>	<b>-</b>	<b>166.88</b>

**KSS LIMITED (Formerly known as K SERA SERA LIMITED)***Notes to financial statements for the year ended 31 March 2015***3.18 Revenue from operations**

Particulars	31 March 2015	31 March 2014
Distribution Income	90.80	-
<b>Total</b>	<b>90.80</b>	<b>-</b>

**3.19 Other Income**

Particulars	31 March 2015	31 March 2014
Foreign Exchange Revaluation Gain	43.53	426.40
Interest income	-	8.84
Other Income	-	56.72
Royalty Income	0.14	0.26
<b>Total</b>	<b>43.68</b>	<b>492.22</b>

**3.20 Cost Of Operations**

Particulars	31 March 2015	31 March 2014
Cost of operation	66.68	2419.04
<b>Total</b>	<b>66.68</b>	<b>2419.04</b>

**3.21 Employment Benefit Expenses**

Particulars	31 March 2015	31 March 2014
Salaries and wages	7.50	23.69
Director Remunerations	-	26.19
Gratuity expenses	1.30	(3.37)
Leave encashment	1.98	6.32
Bonus	0.03	-
Staff welfare	0.20	1.23
<b>Total</b>	<b>11.01</b>	<b>54.07</b>

**3.22 Financial Cost**

Particulars	31 March 2015	31 March 2014
Interest on Fixed Deposit	0.33	0.06
Bank Charges	0.36	0.87
Interest on Bonds Reversed due to SC order	-	(378.72)
<b>Total</b>	<b>0.69</b>	<b>377.79</b>

**3.23 Depreciation & Amortized Cost**

Particulars	31 March 2015	31 March 2014
Depreciation	299.19	298.29
Reverse Cost Charge-KSSDCPL	(292.50)	(281.16)
<b>Total</b>	<b>6.69</b>	<b>17.13</b>

**3.24 Other Administrative Expenses**

<b>Particulars</b>	<b>31 March 2015</b>	<b>31 March 2014</b>
Rent	14.05	31.20
Rates and taxes	1.76	10.15
Power and fuel	5.26	6.08
Communication costs	2.02	2.67
Donations	0.01	0.03
Brokerage & Commission	0.02	0.53
Insurance Expenses	0.23	0.10
Printing & Stationery Expenses	3.51	4.03
Membership & Subscriptions Fees	0.97	0.75
Advertisement & Publicity	3.65	60.25
Loss on fixed assets (net)	14.61	13.06
Travelling and conveyance	2.61	4.88
Legal and professional fees	48.42	56.97
Repairs and maintenance (others)	0.02	1.00
Auditors Remuneration	4.00	4.00
Bad Debts w/off	-	3.42
Prior period expenses	0.03	10.96
Interest & Penalties Paid	4.81	1.50
Postage & Telegrams Expenses	5.73	-
Other expenses	1.70	0.85
<b>Total</b>	<b>113.42</b>	<b>212.39</b>

**3.25 Exceptional Items**

<b>Particulars</b>	<b>31 March 2015</b>	<b>31 March 2014</b>
Loss on sale of Investments	201.51	-
<b>Total</b>	<b>201.51</b>	<b>-</b>

**KSS LIMITED****SIGNIFICANT ACCOUNTING POLICY AND NOTES TO ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2015****1. CORPORATE INFORMATIONS**

KSS Limited (BSE Scrip Code: 532081; NSE Scrip Code KSERASERA) in a global player within the Indian media and entertainment.

KSS Limited ('K Sera Sera Limited' or 'the Company') along with its wholly owned subsidiaries K Sera Sera Miniplex Limited ("KSS Miniplex"), K Sera Sera Digital Cinema Private Limited ("KSS Digital"), K Sera Sera Box Office Private Limited ("KSS Box Office") and K Sera Sera FZE ("KSS FZE"), and step down subsidiaries K Kampus Private Limited ("K Kampus"), K Sera Sera Consultancy Private Limited ("K Consultancy"), K Sera Sera Australia Holding (Pty) Limited ("KSS Australia") is the most diversified media company. The Company is in to the business of production/distribution of movies and television serials. The Company through its subsidiaries and step down subsidiaries is into the business of Miniplexes, Digital Cinema, Education, Edutainment, Online Trading, Project Consultancy, International Film Distribution, General Trading (UAE) and investment in gold mines.

**2. Basis of Preparation**

The financial statements of the company have been prepared under historical cost convention on the accrual basis of accounting, are in accordance with the applicable requirements of the Companies Act 2013 and comply in all material aspects with the accounting principles generally accepted in ,under Section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014.

The accounting policies have been consistently applied unless otherwise stated. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act. The Company considers 12 months to be its normal operating cycle.

**2.1 Summary of significant accounting policies****(a) Change in accounting policy****Presentation and disclosure of financial statements**

During the year ended 31 March 2015, the revised Schedule VI notified under the Companies Act, has become applicable to the Company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The Company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

**(b) Use of estimates**

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

**(c) Tangible fixed assets**

Fixed assets are stated at cost net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are changed to the statement of profit and loss for the period during which such expenses are incurred.

**(d) Depreciation Tangible fixed assets.**

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



Particulars	Rate of Depreciations
Plant and Equipments	45.07%
Furniture and Fixtures	25.89%
Computers and laptops	63.16%
Vehicles	25.89%
Digital Assets	20.00%

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

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

Consequent to enactment of the Companies Act, 2013 (the Act) and its applicability for accounting periods commencing after 1st April 2014, the company has re-worked depreciation with reference to the estimated useful lives of fixed assets prescribed by Schedule II to the Act except in case of Plant and Machinery where useful life has been considered as estimated by the management. In case of any asset whose life has completed as above, the carrying value net of residual value, as at 1st April, 2014 amounting to Rs.9.94 Lacs has been adjusted to the General Reserve (Net of Deferred Tax of Rs.6.87 lacs) and in other cases the carrying value has been depreciated over the remaining useful life of the assets.

#### **(e) Intangible assets**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.

The Company recognizes / creates rights in motion pictures as intangible asset in the form of Intellectual Property Rights (IPR's). The same is in consideration of the future economic benefits and availability of the aforesaid rights for re-distribution after the expiry of initial period of distribution agreement. The recognition / creation of IPR's are made at a fixed proportion of the production cost depending on the date of release of the motion picture on the following basis:

- I. At 30% of the production cost of the motion picture in case the picture is released within 90 days before the year end.
- ii. At 10% of the production cost of the motion picture in case the picture is released more than 90 days before the year end.

Intangible assets are amortized on a straight line basis over the estimated useful economic life. The company uses a rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use. If the persuasive evidence exists to the affect that useful life of an intangible asset exceeds ten years, the company amortizes the intangible asset over the best estimate of its useful life. Such intangible assets and intangible assets not yet available for use are tested for impairment annually, either individually or at the cash-generating unit level. All other intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern. Such changes are accounted for in accordance with AS 5 Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies.

Gains or losses arising from de recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

#### **Research and development costs**

Research costs are expensed as incurred. Development expenditure incurred on an individual project is recognized as an intangible asset when the company can demonstrate all the following:





1. The technical feasibility of completing the intangible asset so that it will be available for use or sale
2. Its intention to complete the asset
3. Its ability to use or sell the asset
4. How the asset will generate future economic benefits
5. The availability of adequate resources to complete the development and to use or sell the asset
6. The ability to measure reliably the expenditure attributable to the intangible asset during development.

Following the initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortization and accumulated impairment losses. Amortization of the asset begins when development is complete and the asset is available for use. It is amortized on a straight line basis over the period of expected future benefit from the related project, i.e., the estimated useful life of ten years. Amortization is recognized in the statement of profit and loss. During the period of development, the asset is tested for impairment annually.

A summary of depreciation/ amortization policies applied to the company's intangible assets is as below:

The amortization of motion picture rights is made taking into consideration the following factors:

The date of release/sale of the respective motion picture as referred above and the tenure of the distribution agreement.

Based on above, the amortization of Intellectual Property Rights is carried out on the following basis:

Particulars	Picture is released within 90 days before the year end	Picture is released more than 90 days before the year end
In the immediately succeeding year of release/sale *	2/3 <sup>rd</sup>	-
Over the balance period of distribution agreement*	1/3 <sup>rd</sup>	1/3 <sup>rd</sup>

\*The above amortization of Intellectual Property rights is subject to the management estimate of future revenue potential.

**(f) Borrowing costs**

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

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

**(g) Impairment of tangible and assets**

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating units (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

**(h) Investments**

Investments are classified as current investments and long-term investments as per information and explanation given by the management.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired, by the issue of shares or other securities.



Current investments are carried in the financial statements at cost or FMV whichever is lower and Long-term investments are carried at cost. However, provision for diminution in value is not recognizing other than temporary in the value of the investments. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

**(i) Inventories**

- i. Motion pictures under production- valued at cost or net realizable value (which ever is lower) recognized as Projects in progress under inventory till the date of release. The copyrights for future years inherent in the motion pictures are created out of the cost of production and recognized as intangible assets.
- ii. Cost of motion pictures comprises the cost of materials, labor and other related expenses. Borrowing cost directly attributable to movies is capitalized as part of the cost of movies.
- iii. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

**(j) Revenue recognition**

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

***I. In house production of motion pictures***

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

***ii. Distribution of motion pictures produced by third parties***

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

***iii. Other rights***

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

***iv. Interest***

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

**(k). Accounting for taxes on income****Current Tax**

Tax expense comprises of current and deferred taxes. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date.

**Deferred Tax**

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that result between the profits offered for income taxes and the profits as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantively enacted at the balance sheet date. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in the period that includes the enactment date.

Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in the future, however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is virtual certainty, supported by convincing evidence of recognition of such assets. Deferred tax assets are reassessed for the appropriateness of their respective carrying values at each balance sheet date.

**(l). Foreign currency translation**

Transactions in foreign currencies are accounted at exchange rates prevalent on the date of the transaction. Foreign currency monetary assets and liabilities at the period end are translated using the exchange rates prevailing at the end of the period. All exchange differences are recognized in the statement of Profit and Loss. Non-monetary foreign Currency items are carried at the lower of cost and fair value and accordingly the investments in shares of foreign subsidiaries are denominated in Indian currency at the rate of exchange prevailing at the time when the original investments are made or fair values determined.

**(m). Retirement and other employee benefits**

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

**(n). Segment reporting****Identification of segments**

The company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the company operate.

**Inter-segment transfers**

The company generally accounts for intersegment sales and transfers at cost plus appropriate margins.

**Allocation of common costs**

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

**Unallocated items**

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

**Segment accounting policies**

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

**(o). Provisions**

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

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

**(p). Cash and cash equivalents**

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

**(q). Measurement of EBITDA**

As permitted by the Guidance Note on the Revised Schedule VI to the Companies Act, 1956, the company has elected to present earnings before interest, tax, depreciation and amortization (EBITDA) as a separate line item on the face of the statement of profit and loss. The company measures EBITDA on the basis of profit/ (loss) from continuing operations. In its measurement, the company does not include depreciation and amortization expense, finance costs and tax expenses.

**3.26 Earnings per share**

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

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

**The earnings per share are calculated as under:**

Particulars	31-Mar-15	31-Mar-14
Net profit/(loss) after tax for the year	(181.14)	(1887.10)
Equity shares outstanding as the year end	2135.88	2079.38
Nominal value per share (Rs.)	10	10
Earnings per share		
- Basic	(0.08)	(0.91)
- Diluted	(0.08)	(0.91)

**3.27 Leases**

The Company has entered into leases for its office premises. These leases have an average life of between three and five years with no renewal option included in the contracts. There are no restrictions placed upon the company by entering into these leases.

Future minimum rentals receivable under non-cancellable operating leases are as follows:

Particulars	31-Mar-15	31-Mar-14
Within one year	Nil	Nil
After one year but not more than five years	Nil	Nil
More than five years	Nil	Nil

**3.28 Related party transaction**

As per accounting standard on Related Party Disclosure (AS-18) as notified by the Companies Accounting Standard Rules, 2006 (as amended), the names of the related parties of the Company are as follows:

**Names of related parties and related party relationship**

Related parties where control exists irrespective of whether transactions have occurred or not:

**Subsidiaries**

K Sera Sera Box Office Private Limited  
 K Sera Sera Miniplex Limited  
 K Sera Sera Digital Cinema Private Limited  
 K Sera Sera Productions FZE

**Step down subsidiaries/Limited Liability Partnerships**

K Sera Sera Consultancy Private Limited  
 K Kampus Education Private Limited  
 K Sera Sera Holding PTY Limited  
 KSS Capital Limited

**Key Managerial Personnel**

Satish Panchariya, Chairman & Director  
 Shailesh Bapat, Company Secretary  
 Tanu Singh, Company Secretary

Related parties with whom transactions have taken place during the year

Nature of transaction	2015	2014
<b><u>a. Transactions during the year</u></b>		
Income from subsidiaries	-	-
<b><u>Depreciation cross charged to subsidiaries</u></b>		
K Sera Sera Digital Cinema Private Limited	292.50	281.16
<b><u>Advances/ loan repayment paid</u></b>		
K Sera Sera Digital Cinema Private Limited	15.00	0.21
K Sera Sera Miniplex Limited	5.47	1443.65
K Kampus Educations Private limited	Nil	12.62



<b>Nature of transaction</b>	<b>2015</b>	<b>2014</b>
K Sera Sera Box Office Private Limited	22.56	307.84
K Sera Sera Productions FZE-Foreign exchange Gain	27.63	77.68
<b><u>Advances/ loan repayment received</u></b>		
K Sera Sera Box Office Private Limited	Nil	0.19
K Sera Sera Productions FZE-Foreign Exchange Loss	8.62	0.0
K Sera Sera Digital Cinema Private Limited	4.55	20.07
K Sera Sera Miniplex Limited	74.01	2058.05
K Kampus Educations Private limited	Nil	21.20
K Sera Sera Consultancy Pvt. Ltd.	Nil	0.04
<b><u>b. Closing balance</u></b>		
<b><u>Short term borrowings</u></b>		
K Sera Sera Digital Cinema Private Limited	Nil	10.45
K Sera Sera Miniplex Limited	58.20	Nil
<b><u>Investment in subsidiaries</u></b>		
K Sera Sera Box Office Private Limited	2742.50	2742.50
K Sera Sera Miniplex Limited	2790.50	2790.50
K Sera Sera Digital Cinema Private Limited	2999.99	2999.99
K Bazaar Online Trading Private Limited *	Nil	0.89
K Sera Sera Productions FZE	4994.63	4994.63
K Sera Sera Productions FZ LLC *	6.15	6.15
K Sera Sera Productions FZ LLC -Share Application Money	18.45	18.45
<b><u>Loans and advances</u></b>		
K Sera Sera Miniplex Limited	Nil	10.34
K Sera Sera Productions FZE	428.53	409.53
K Sera Sera Box Office Private Limited	77.34	54.78
Others	5.29	5.25

Note\* All the assets and liabilities of K Sera Sera Productions FZ-LLC is taken over by K Sera Sera Productions FZE

Note\* K Bazaar Online Trading Private Limited ceased to be subsidiary of KSS Ltd w.e.f February 11, 2015





Nature of transaction	2015	2014
<b>Remuneration to key managerial personal</b>		
Brigadier Vinod Ahuja, (Ceased to be Managing Director wef. 18/10/2013.)	Nil	32.52
Shailesh Bapat (Resigned as on 9/10/2014.)	2.24	3.15
Tanu Singh (Appointed wef. 9/10/2014.)	2.52	Nil

### 3.29 Contingent liabilities

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

The Maharashtra Government had issued a notification on August 30, 2005, as per which entities leasing copyrights of cinematographic films are required to pay value added tax (VAT) @ 4% retrospectively wef. May 1, 2000. Subsequently, upon the representation of 'The Cinematograph Exhibitor's Association of India' ('The Association'), the levy of the said tax was waived for the period May 1, 2000 to March 31, 2005. The revised notification extending similar relief up to the period commencing from April 1, 2005 is being pursued by the association. The Company, in line with the view taken by the Industry, is of the opinion that VAT is not applicable to the activities carried by the Company and has also taken a legal opinion in this regard. The Company has also not received any demand notice from the VAT authorities. As a matter of prudence, the Company has made ad hoc payments of Rs 1,500,000 under protest, which is disclosed under 'Loans and Advances'. Having regard to the above facts, the Company does not expect any liability on this account.

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

#### 3.29(a) Contingent liabilities not provided for in respect of:

(Amount in lacs)

Particulars	March 31, 2015	March 31, 2014
Guarantees issued by bank		
- In respect of the Company	NIL	NIL
- In respect of a wholly owned subsidiary	160.39	160.39
Custom duty not acknowledged as debts and contested by the company.	582.96	0.00
Claims against Company not acknowledged as debts and contested by the company.	411.10	417.14
MVAT not acknowledged as debts and contested by the company	1035.12	0.00
<b>Total</b>	<b>2189.57</b>	<b>577.53</b>

\* In line with film industry consensus, the Company is of the opinion that there are no grounds for levying VAT on film distribution activity and hence no provision is made in the books of accounts for these years. The same is disclosed as contingent liability under Notes to Accounts.





\*\* The company, having IEC number 0306007649, export rights of several films produced by them and/or for which, the distribution rights were purchased/ acquired by them in the past. By exporting distribution rights of the films in the territories abroad, KSS did import of various capital goods including 400 digital cinematographic projectors under EPCG Scheme - concessional rate of duty 3% with the proper compliances. Under EPCG Scheme company have to export eight times (approx 4500.00 lacs) of duty saved within eight years, but till date company did not export under the said obligation.

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

1.	Standard Chartered Bank	OA. 62 of 2008	Against outstanding Bank Guarantee given to Twenty Twenty Television Company Ltd. Of Rs. 160.40 Lacs in DRT at Mumbai.
----	-------------------------	----------------	--

(c) The details of the suit filed by the company pending for disposal is as under:

S. No.	Name of the Parties	Suit No.	Particulars
1.	Percept Picture Company	Before Arbitrator	Arbitration proceedings initiated for recovery of Rs.80.00 lacs plus 12% interest thereon.
2.	Maharashtra Stage & Cultural Development	290/SS/03	The Company has filed a suit and initiated action under section 138 of the Negotiable Instruments Act, against the said Corporation for recovery of its claim of Rs.108.76 lacs advance against the content of television serials which were not completed.
3.	Mayank Shah	544/SS/2006	The Company has filed a suit and initiated action under section 138 of the Negotiable Instruments Act, for recovery of its claim of Rs.9.00 lacs
4.	Eros Multimedia limited	2356/2009	Suit for Damages for Rs.960.00 lacs
5.	Zee Entertainment Enterprises Ltd	Before Arbitrator	Arbitration filled for damages of Rs.2466.80 lacs
6.	GO Bananas Entertainment Pvt. Ltd. & Others	C.C. no. 2517/SS/11	The Company has filed a suit and initiated action under section 138 of the Negotiable Instruments Act, for recovery of its claim of Rs.14.12 lacs
7.	Amit Malthore & Others	C.C. No. 2184/SS/11	The Company has filed a suit and initiated action under section 138 of the Negotiable Instruments Act, for recovery of its claim of Rs.2.5 lacs
8.	Hydrocarbon Development Company Pvt. Ltd.	1720/SS/2011	138 under N.I. Act - Cheque Bouncing case Amount of cheque Rs. 500.00 lacs.

### 3.30 Auditors' remuneration (exclusive of service tax)

Particulars	31-Mar-15	31-Mar-14
Statutory audit	3.00	3.00
Tax audit	0.00	0.00
Limited review and other certifications	0.75	0.75
Other Services	0.25	0.25
<b>Total</b>	<b>4.00</b>	<b>4.00</b>

**3.31 Earning and expenditure in foreign currency (on accrual basis)**

Particulars	31-Mar-15	31-Mar-14
<i>Earning:</i>	NIL	NIL
<i>Expenditure/Capital expenditure for assets</i>	NIL	37.98

**3.32 Deferred tax liability / (asset)**

(Amount in Lacs)

Particulars	As at April 1, 2014	Current year (charge) / credit	As at March 31, 2015
Difference between book base and tax base of fixed assets	(161.22)	(84.37)	(245.59)
Carried forward losses	0.00	0.00	0.00
Disallowed u/ sec. 40(a) ii	0.00	0.00	0.00
<b>Total</b>	<b>(161.22)</b>	<b>(84.37)</b>	<b>(245.59)</b>

**3.33 Un-hedged foreign currency exposure**

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

Particulars	Amount
<b>Receivables</b>	
US\$ @ closing of 1 USD = Rs.62.53 (Previous year US \$ @ closing rate of 1 USD = Rs. 59.76)	USD \$9.96 lacs
<b>Payables</b>	
US\$ @ closing of 1 USD = Rs.62.53(Previous year US \$ @ closing rate of 1 USD = Rs. 59.76)	USD \$3.25 lacs

**3.34 Subsidiary company business**

Sr No	Name of the Company	Date of Incorporation	% of holding	Amount Invested	Advance to Subsidiaries	Previous Year
1.	K Sera Sera Productions FZE	19.11.2009	100%	4994.63	428.53	409.52
2.	K Sera Sera Digital Cinema Pvt. Ltd	04.06.2009	100%	2999.99	NIL	(10.45)
3.	K Sera Sera Box Office Pvt. Ltd.	12.06.2009	91.42%	2742.50	77.34	54.78
4.	K Sera Sera Miniplex Ltd.	02.02.2010	93.02%	2790.50	(58.20)	10.34

Based on the fundamentals of the subsidiary company business, the management is of the opinion that it is strategically desirable for KSS Limited to continue to support the subsidiary through funding (including equity/ debt infusion), through either fresh funds or conversion of existing loans into equity.



- 3.35 Balances in respect of certain sundry debtors, sundry creditors and loans and advances are taken as shown by the books of account and are subject to confirmation and consequent adjustments and reconciliation, if any.
- 3.36 As per Management opinion Current assets, loans and advances have a value on realization which in the ordinary course of the business would not be less than the amount at which they are stated in the balance sheet and the provisions for all known and determined liabilities are adequate and not in excess of the amount reasonably required.
- 3.37 Details of dues to micro and small enterprises as defined under the MSMED Act, 2006  
There are no micros, small and medium enterprises, to which the Company owes dues, which are outstanding for more than 45 days as at March 31, 2015. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.
- 3.38 Figures in brackets represent those of the previous year.
- 3.39 Figures for the previous year have been regrouped / amended wherever necessary.

**For and on behalf of the board of directors**

**For Agrawal Jain & Gupta**  
Chartered Accountants  
Firm Registration No. 013538C

**CA Narayan Swami**  
Partner  
M. No - 409759

Place: Mumbai  
Date: May 29, 2015

**Satish Panchariya**  
Exe. Chairman & Director  
DIN: 00042934

**Rakesh Sharma**  
Director  
DIN: 06384452

**Tanu Singh**  
Company Secretary

**Shamrao Ingulkar**  
Sr. Manager-Accounts ( Group)

Place: Mumbai  
Date: May 29, 2015

**CONSOLIDATED FINANCIAL STATEMENTS****Independent Auditors' Report****To The Board of Directors of KSS LIMITED (formerly known as K Sera sera limited)**

1. We have audited the attached Consolidated Financial statements of KSS Limited ('the Company'), and its subsidiaries (herein after collectively referred to as 'the Group') which comprises of Balance Sheet as at March 31, 2015 and the Consolidated Profit and Loss account and the Consolidated Cash Flow Statement for the year ended and a summary of significant accounting policies and other explanatory information.
2. Management is responsible for the preparation of these consolidated financial position, consolidated financial performance and consolidated cash flows in accordance with the accounting principles generally accepted in India. This responsibility includes design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give true and fair view and are free from material misstatements, whether due to fraud or error.
3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. 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 financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedure selected depends on the assessment of the risks of the material misstatements of the consolidated financial statements, whether due to fraud or error. In making those risk assessment, the auditor considers internal control relevant to the company's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes appropriateness of the accounting principles used and reasonableness estimates made by the Management, as well as evaluating the overall presentation of the consolidated financial statement.
5. We believe that our audit evidence we have obtained is sufficient and appropriate to provide a reasonable basis for our opinion.
6. We did not audit the financial statements of a subsidiary, namely K Sera Sera Productions FZE, whose financial statements reflect total assets of Rs. 39,500.23 lacs as at March 31, 2015, total revenues of Rs.4573.14 lacs for the year ended on that date. These financial statements have been incorporated in the consolidated financial statements on the basis of audited financial statements as provided by the management of the said subsidiary. Our opinion in so far as it relates to the amount included in the consolidated financial statements in respect of this subsidiary, is based solely on the audited separate financial statement of this subsidiary.
7. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditor on separate financial statements of a subsidiary and on the other financial information of the components, we are of the opinion that the attached consolidated financial statements read with notes thereon give a true and fair view in conformity with the accounting principles generally accepted in India:
  - a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2015;
  - b) in case of the Consolidated Profit and Loss Account, of the Loss of the Group for the year ended on that date; and
  - c) in the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

For **Agrawal Jain & Gupta.**  
Chartered Accountants  
FRN : 013538C

**CA Narayan Swami**  
Partner M. No - 409759  
Mumbai, 29th May 2015.

**KSS LIMITED (Formerly known as K SERA SERA LIMITED)****Register office: Unit No. 101A & 102, Morya Landmark II, New Link Road, Andheri (West), Mumbai - 400 053****Consolidated Balance sheet as at 31st March 2015****(Amount in Lacs)**

Particulars	Note	As at March 31,	
		2015	2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>1) Shareholder's Funds</b>			
(a) Share Capital	3.1	21,358.75	20,793.86
(b) Reserves and Surplus	3.2	38,888.37	36,840.09
Minority Interest		398.16	409.24
<b>2) Non-Current Liabilities</b>			
(a) Long-Term Borrowings	3.3	1,567.00	2,367.00
(b) Other Long term Liabilities	3.4	183.54	183.54
<b>3) Current Liabilities</b>			
(a) Short-Term Borrowings	3.6	2.10	45.12
(b) Trade Payables	3.7	404.68	378.33
(c) Other Current Liabilities	3.8	723.50	686.01
(d) Short-Term Provisions	3.9	310.01	338.71
Total Equity & Liabilities		<b>63,836.11</b>	<b>62,041.89</b>
<b>II. ASSETS</b>			
<b>1) Non-Current Assets</b>			
(a) Fixed Assets			
(i) Tangible Assets	3.10 (a)	2,761.21	2,912.84
(ii) Intangible Assets	3.10 (b)	947.83	947.83
(b) Non-current investments	3.11	16,555.30	16,741.91
(c) Deferred tax assets (net)	3.5	607.74	458.16
(d) Long term loans and advances	3.12	14,084.11	13,914.68
<b>2) Current Assets</b>			
(a) Current investments	3.13	2,640.00	2,640.00
(b) Inventories	3.14	3.62	10.02
(c) Trade receivables	3.15	23,406.37	21,895.62
(d) Cash and cash equivalents	3.16	257.97	237.92
(e) Short-term loans and advances	3.17	2,534.00	2,057.20
(f) Other current assets	3.18	37.96	225.70
<b>Total Assets</b>		<b>63,836.11</b>	<b>62,041.89</b>

The accompanying notes are an integral part of the financial statements. As per our Report even date attached

**For Agrawal Jain and Gupta**  
Chartered Accountants

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

**CA Narayan Swami**  
Partner  
Membership No. : 409759  
Firm Reg. No.: 013538C

**Satish Panchariya**  
Exe. Chairman & Director  
DIN: 00042934

**Rakesh Sharma**  
Director  
DIN: 06384452

Mumbai  
29.05.2015

**Tanu Singh**  
Company Secretary

**Shamrao Ingulkar** Date :  
Sr. Manager-Accounts (Group)

**KSS LIMITED (Formerly known as K SERA SERA LIMITED)****Register office: Unit No. 101A & 102, Morya Landmark II, New Link Road, Andheri (West), Mumbai - 400 053****Consolidated Statement of profit and loss for the year ended 31st March 2015****(Amount in Rs.)**

Particulars	Note	As at March 31,	
		2015	2014
<b><i>Income</i></b>			
Revenue from Operations	3.19	6,545.66	5,994.03
Other Income	3.20	52.44	486.21
<b>Total revenue (I)</b>		<b>6,598.10</b>	<b>6,480.24</b>
<b><i>Expenses:</i></b>			
Cost of Operations	3.21	3,939.15	6,108.47
Employee Benefit Expense	3.23	708.42	693.35
Financial Costs	3.24	2.66	(355.54)
Depreciation and Amortization Expense	3.25	689.07	703.60
Other Administrative Expenses	3.26	700.30	931.46
<b>Total Expenses (Ii)</b>		<b>6,039.61</b>	<b>8,081.34</b>
			-
Profit before exceptional and extraordinary items and tax (I - II)		<b>558.50</b>	<b>(1,600.09)</b>
<b><u>Add/(less)</u></b>			
Exceptional Items	3.27	201.51	-
<b>Profit before tax</b>		<b>356.99</b>	<b>(1,600.09)</b>
<b><u>(Add)/less Tax expense:</u></b>			
(1) Deferred tax expense			
(2) Current Tax/ MAT /Wealth tax		(165.32)	(58.09)
		0.00	(0.55)
<b>Profit after tax</b>		<b>522.30</b>	<b>(1,541.44)</b>
Earning per equity share:			
(1) Basic		0.24	(0.74)
(2) Diluted		0.24	(0.74)

*The accompanying notes are an integral part of the standalone financial statements. As per our Report of even date attached.*

**For Agrawal Jain and Gupta**  
Chartered Accountants

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

**CA Narayan Swami**  
Partner  
Membership No. : 409759  
Firm Reg. No.: 013538C

**Satish Panchariya**  
Exe. Chairman & Director  
DIN: 00042934

**Rakesh Sharma**  
Director  
DIN: 06384452

Place: Mumbai  
Date : 29.05.2015

**Tanu Singh**  
Company Secretary

**Shamrao Ingulkar**  
Sr. Manager-Accounts (Group)





**KSS LIMITED (Formerly known as K SERA SERA LIMITED)  
CASH FLOW STATEMENT FOR THE YEAR ENDED March 31, 2015**

Amount in Rupees

Particulars		As at March 31,	
		2015	2014
A.	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	Net Profit Before Tax	356.99	(1,600.09)
	Adjustments For:		
	Depreciation/ Amortisation	689.07	703.60
	Loss On Sale Of Assets	15.49	13.06
	Interest Cost	2.66	23.18
	Interest Received	(8.72)	(9.07)
	Loss on sale of investement	201.51	-
	Operating Cash Flow Before Changes In Working Capital	900.01	730.77
	Adjustments For:	1,257.00	(869.32)
	(Increase)/Decrease In Inventories	6.40	(7.52)
	(Increase)/Decrease In Sundry Debtors	(1,510.74)	368.46
	(Increase)/Decrease In Loans And Advances	(646.23)	1,835.05
	Increase/(Decrease) In Current Liabilities And Provisions	35.15	(1,505.02)
	Net Changes In Working Capital	(858.42)	(178.35)
	Taxes Paid	-	-
	Depreation charged to General Reserve	(83.36)	0.55
	Translation adjustement Reserve	1,598.82	916.79
	Miscellaneous Expenditure	2.53	(28.68)
B.	<b>Cash Generated From/(Used In) Operations</b>	659.57	710.32
	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
	Purchase Of Fixed Assets	(655.47)	(905.47)
	Sale/Surrender Of Fixed Assets	58.63	51.01
	Sale Of Investments	5.36	626.32
	Interest Received	8.72	9.07
	<b>Cash Generated/(Used In) From Investing Activities</b>	(582.76)	(219.08)
C.	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
	Interest Paid	(2.66)	(23.18)
	Share application money repay /adjusted	-	(1,141.59)
	Minority interest	(11.08)	467.10
	Repayment Of Borrowings	-	(50.46)
	Proceeds From Borrowings	(43.02)	45.12
	<b>Cash Generated/(Used In) From Financing Activities</b>	(56.76)	(703.00)
	translation adjustment	-	-
1.	<b>Net Increase/(Decrease) In Cash And Cash Equivalents (A+B+C)</b>	20.05	(211.76)
	Cash And Cash Equivalents At The Beginning Of The Year	237.92	449.68
	Cash And Cash Equivalents At The End Of The Year	257.97	237.92
	<b>Note:</b>		
	<b>Cash and cash equivalents at the year end comprise:</b>		
2.	Cash On Hand	75.35	67.00
	Balance With Scheduled Banks In		
	- Current Accounts	182.62	170.92
	- Deposit Accounts		
		257.97	237.92
	The Cash Flow Statement Has Been Prepared Under Indirect Method As Set Out In Accounting Standard 3, 'Cash Flow Statement' Issued By The Institute Of Chartered Accountants Of India		

*The accompanying notes are an integral part of the standalone financial statements. As per our Report of even date attached.*

**For Agrawal Jain and Gupta**  
Chartered Accountants

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

**CA Narayan Swami**  
Partner  
Membership No. : 409759  
Firm Reg. No.: 013538C

**Satish Panchariya**  
Exe. Chairman & Director  
DIN: 00042934

**Rakesh Sharma**  
Director  
DIN: 06384452

Place: Mumbai  
Date : 29.05.2015

**Tanu Singh**  
Company Secretary

**Shamrao Ingulkar**  
Sr. Manager-Accounts (Group)



## KSS LIMITED (Formerly known as K SERA SERA LIMITED)

Consolidated Notes to financial statements for the year ended March 31, 2015

## 3.1 Share Capital

Particulars	31 March 2015		31 March 2014	
	Nos.	Amount	Nos.	Amount
<b><u>AUTHORIZED CAPITAL</u></b>				
<b><u>Authorized Equity Shares of Rs. 10/- each</u></b>	2,200.00	22,000.00	2,200.00	22,000.00
	2,200.00	22,000.00	2,200.00	22,000.00
<b><u>ISSUED, SUBSCRIBED &amp; PAID UP SHARES</u></b>				
Equity Share of Rs.10 each Fully Paid Up	2,135.88	21,358.75	2,079.39	20,793.86
Total issued, subscribed and fully paid-up share capital	<b>2,135.88</b>	<b>21,358.75</b>	<b>2,079.39</b>	<b>20,793.86</b>

## (a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Particulars	31 March 2015		31 March 2014	
	Nos.	Amount	Nos.	Amount
At the beginning of the year	2,079.39	20,793.86	2,079.39	20,793.86
Add: Issued during the year				
Add: 800 OCRBs of Rs 1,00,000 each converted into equity shares @ Rs 14.16 as per SEBI ICDR Guideline during the year.	56.49	564.89	-	-
Number of shares Outstanding at the end of the year	<b>2,135.88</b>	<b>21,358.75</b>	<b>2,079.39</b>	<b>20,793.86</b>

The Company has allotted 56,48,873 fully paid up equity shares during the year. these shares were allotted to Birla Financial Distribution Private Limited against the conversion of 800 OCRBs of Rs 1,00,000/- as per SEBI ICDR Guideline-2009.

## (b) Terms/rights attached to equity shares

The company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held. During the period under review, company has fixed March 31, 2015 as the Record Date for sub-division / stock split of Rs. 10/- per shares of the Company into the shares of Rs. 1/- each.

## c) Details of shareholders holding more than 5% shares in the company

Name of the shareholder	31 March 2015		31 March 2014	
	Nos.	% holding in the class	Nos.	% holding in the class
Aspire Emerging Fund	205.80	9.64%	205.80	9.90%
Auctor Investement Limited	205.80	9.64%	205.80	9.90%
Highbluesky Emerging Market Fund	189.30	8.86%	205.80	9.90%
Safal Finstock Pvt Ltd	124.58	5.83%	-	-
India Max Investment Fund Limited	106.24	4.97%	171.62	8.25%

As per records of the company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

**3.2 Reserve & Surplus**

Particulars	31 March 2015	31 March 2014
<b><u>Securities Premium reserve</u></b>		
Balance as per the last year's financial statements	10,009.29	9,942.22
Add: GDR issue expenses reversed	-	67.08
Less: Expenses written off if any	(169.93)	-
Add: 800 OCRBs of Rs 1,00,000 each converted into equity shares @ Rs 14.16 as per SEBI ICDR Guideline.	235.11	-
<b>Closing Balance</b>	<b>10,074.48</b>	<b>10,009.29</b>
<b><u>Surplus/ (deficit) in the statement of profit and loss</u></b>		
Balance as per the last year's financial statements	26,765.04	27,398.58
Less: - WDV Difference	(83.36)	-
Add: Profit for the period	522.30	(1,542.44)
Net deficit in the statement of profit and loss	<b>27,203.99</b>	<b>25,856.14</b>
Minority Interest	11.08	57.86
Translation adjustments Reserve	1,598.82	916.79
<b>Total</b>	<b>38,888.37</b>	<b>36,840.09</b>

Consequent to enactment of the Companies Act, 2013 (the Act) and its applicability for accounting periods commencing after 1st April 2014, the company has re-worked depreciation with reference to the estimated useful lives of fixed assets prescribed by Schedule II to the Act except in case of Plant and Machinery where useful life has been considered as estimated by the management. In case of any asset whose life has completed as above, the carrying value net of residual value, as at 1st April, 2014 amounting to Rs.83,35,505 has been adjusted to the General Reserve and in other cases the carrying value has been depreciated over the remaining useful life of the assets.

**3.3 Long Term Borrowings**

Particulars	31 March 2015	31 March 2014
8% Optionally convertible redeemable Bonds (Unsecured)	1,567.00	2,367.00
<b>Total</b>	<b>1,567.00</b>	<b>2,367.00</b>

Company issued 2,367 (Two Thousand three Hundred sixty seven) Optionally Convertible Redeemable Bond of Rs 1,00,000/- each. out of them 800 OCRBs converted into 56,48,873 fully paid equity shares during the year. these shares were allotted to Birla Financial Distribution Private Limited as per SEBI ICDR Guideline -2009.

**3.4 Other Long term Liabilities**

Particulars	31 March 2015	31 March 2014
other Long Term Liabilities	110.95	110.95
Deposits	72.59	72.59
<b>Total</b>	<b>183.54</b>	<b>183.54</b>

**3.5 Deferred tax liability/(asset) (net)**

Particulars	31 March 2015	31 March 2014
Fixed assets: Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting.	402.57	(250.67)
<b>Gross deferred tax liability</b>	<b>402.57</b>	<b>(250.67)</b>
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis	205.18	(207.49)
Deferred tax asset on carried forward losses	<b>205.18</b>	<b>(207.49)</b>
<b>Net deferred tax liability/ (asset)</b>	<b>607.74</b>	<b>(458.16)</b>



As per Accounting Standard 22 issued by ICAI Deferred tax assets are recognized only to the extent there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Unrecognized deferred tax assets of earlier years are re-assessed and recognized to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realized. The carrying amount of deferred tax assets are reviewed at each balance sheet date. The company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

**3.6 Short Term Borrowings**

Particulars	31 March 2015	31 March 2014
Fixed Deposits(Public)	-	2.62
Loan from Directors	2.10	42.50
<b>Total</b>	<b>2.10</b>	<b>45.12</b>

Company has not accepted public deposit under section 76 (1) of the Companies Act, 2013 and rule 2 (1) (e) of Companies (Acceptance of Deposits) Rules, 2014 with respect to acceptance of Public Deposit by the Company during the period under review. Company provide interest in books of accounts and repaid the deposit and interest thereon.

**3.7 Trade Payable**

Particulars	31 March 2015	31 March 2014
Sundry Creditors - More Than 1 year	226.45	337.77
Sundry Creditor - others	178.23	40.56
<b>Total</b>	<b>404.68</b>	<b>378.33</b>

**3.8 Other Current Liabilities**

Particulars	31 March 2015	31 March 2014
Salary payable	32.22	36.65
Other liabilities-Statutory	41.50	55.91
Advance from Customer	117.45	64.57
Deposits of New Miniplex	479.13	462.80
Share Application Money Pending Allotment	-	20.00
Other Liabilities	53.20	46.07
<b>Total</b>	<b>723.50</b>	<b>686.01</b>

Statutory liabilities of Service tax company has applied for Voluntary Compliance Encouragement Scheme, 2014 as per Notification No: 10/2014-Service tax- Tax due Declare Rs 57,49,701/- amount of Rs 28,74,851/- already paid by the company Remaining Rs 28,74,850/- paid with interest Rs 2,44,483/ in the Months of December 2014.

**3.9 Short Term Provisions**

Particulars	31 March 2015	31 March 2014
<b>Others</b>		
Provision for Expenses	302.21	329.92
Provision for Income - Taxation	7.80	8.78
<b>Total</b>	<b>310.01</b>	<b>338.71</b>

Provision for Expenses includes Rs 2.876 Crore as ROC Fees and Stamp duty payable includes additional fees for increase in authorized capital from 75 Crore to 205 on dated 29th July 2009, and 205 to 220 Crore on dated 19th November 2009.


**Note 3.10 (a): Tangible Fixed Assets**

	Computer & Peripherals	Office Equipment	Plant & Machinery	Furniture & Fixtures	Motor Vehicles	Digital Technology Assets	Total
<b>Tangible Fixed Assets</b>							
<b>Gross block</b>							
Balance as at 1 April 2013	555.62	136.62	25.97	534.60	175.07	3005.43	4433.31
Addition	38.29	68.02	-	234.35	2.75	392.55	735.96
Adjustments/ disposals	1.60	28.71	-	193.70	17.93	38.42	280.35
<b>Balance as at 31 March 2014</b>	<b>592.31</b>	<b>175.93</b>	<b>25.97</b>	<b>575.25</b>	<b>159.89</b>	<b>3359.57</b>	<b>4888.92</b>
Addition	41.43	212.19	-	162.65	127.50	111.70	655.47
Adjustments/ disposals	-	-	25.97	42.65	-	21.90	90.51
<b>Balance as at 31 March 2015</b>	<b>633.74</b>	<b>388.12</b>	<b>-</b>	<b>695.25</b>	<b>287.39</b>	<b>3449.38</b>	<b>5453.88</b>
<b>Accumulated Depreciation</b>							
Balance as at 1 April 2013	402.29	36.58	20.15	415.74	114.53	499.48	1488.77
Depreciation charge	139.21	13.28	1.16	93.27	29.43	406.87	683.23
Adjustments/ disposals	1.34	11.91	-	171.02	11.65	-	195.92
<b>Balance as at 31 March 2014</b>	<b>540.16</b>	<b>37.96</b>	<b>21.31</b>	<b>337.99</b>	<b>132.32</b>	<b>906.35</b>	<b>1976.08</b>
Depreciation charge new rate debited to reserve a/c	22.57	60.57	-	10.44	-	10.23	83.36
Depreciation charge	32.50	108.86	-	90.36	26.82	410.18	668.72
Adjustments/ disposals	-	-	21.31	9.18	-	4.99	35.48
<b>Balance as at 31 March 2015</b>	<b>595.23</b>	<b>207.39</b>	<b>-</b>	<b>429.61</b>	<b>159.14</b>	<b>1301.31</b>	<b>2692.67</b>
<b>Net block</b>							
Balance as at 31 March 2014	52.15	137.97	4.66	237.27	27.57	2453.22	2912.84
<b>Balance as at 31 March 2015</b>	<b>38.51</b>	<b>180.73</b>	<b>-</b>	<b>265.64</b>	<b>128.25</b>	<b>2148.07</b>	<b>2761.21</b>

Consequent to enactment of the Companies Act, 2013 (the Act) and its applicability for accounting periods commencing after 1st April 2014, the company has re-worked depreciation with reference to the estimated useful lives of fixed assets prescribed by Schedule II to the Act except in case of Plant and Machinery where useful life has been considered as estimated by the management. In case of any asset whose life has completed as above, the carrying value net of residual value, as at 1st April, 2014 amounting to Rs.9,94,553 has been adjusted to the General Reserve (Net of Deferred Tax of Rs.6.87 lacs) and in other cases the carrying value has been depreciated over the remaining useful life of the assets.

**Note 3.10 (b): Intangible Fixed Assets**

	Motion Picture Rights	Trade Marks	Total
<b>Intangible Fixed Assets</b>			
<b>Gross block</b>			
Balance as at 1 April 2013	772.10	6.22	778.32
Addition	169.52	-	169.52
Adjustments/ disposals	-	-	-
<b>Balance as at 31 March 2014</b>	<b>941.61</b>	<b>6.22</b>	<b>947.83</b>
Addition	-	-	-
Adjustments/ disposals	-	-	-
<b>Balance as at 31 March 2015</b>	<b>941.61</b>	<b>6.22</b>	<b>947.83</b>
<b>Accumulated Depreciation</b>			
Balance as at 1 April 2013	-	-	-
Depreciation charge	-	-	-
Adjustments/ disposals	-	-	-
<b>Balance as at 31 March 2014</b>	<b>-</b>	<b>-</b>	<b>-</b>
Depreciation charge	-	-	-
Adjustments/ disposals	-	-	-
<b>Balance as at 31 March 2015</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net block</b>			
Balance as at 31 March 2014	941.61	6.22	947.83
<b>Balance as at 31 March 2015</b>	<b>941.61</b>	<b>6.22</b>	<b>947.83</b>



**KSS LIMITED (Formerly known as K SERA SERA LIMITED)**  
**Notes to financial statements for the year ended 31 March 2015**

**3.11 Non Current Investment**

Particulars	31 March 2015	31 March 2014
Investment in joint venture	562.77	537.84
<u>Investment in equity instruments (quoted)</u>		
2,02,800 (31 March 2014: 2,02,800) Equity shares of Rs.10 each fully paid up in Kadamb Constructions Limited	0.00	150.98
9,64,63,530 (31 March 2014: 9,69,51,372) Equity shares of Citigold Corporation Limited (Australia) (closing market price of City Gold Corporation Limited is AUD 0.014 (31 March 2014: AUD 0.043 )per share on ASX. Valuation as per Market price is RS 6,54,98,058 (31 March 2014: 23,05,40,667) converted at AUD 1/INR 48.50. and valuation as on 25.08.2014 is 14,03,52,981/-	4917.36	4942.28
Investment in equity instruments (unquoted)	11075.17	11110.82
<b>Total</b>	<b>16,555.30</b>	<b>16,741.91</b>

Current investments are carried in the financial statements at cost and Long-term investments are also carried at cost. However, provision for diminution in value is not recognize other than temporary in the value of the investments. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

**3.12 Long Term Loans and Advances**

Particulars	31 March 2015	31 March 2014
<u>Security deposit (Unsecured and considered good)</u>		
Security deposit for leased premises	51.14	62.17
Other security deposit	26.54	15.14
	77.68	77.31
<u>Advances recoverable in cash or kind</u>		
Share application money	80.00	80.00
Unsecured, Considered Good	1,100.00	7,885.49
Unsecured, Considered doubtful	12,826.43	5,871.88
Less Provision for loans and advances		-
	14,006.43	13,837.37
<b>Total</b>	<b>14,084.11</b>	<b>13,914.68</b>

**3.13 Current investment**

Particulars	31 March 2015	31 March 2014
Investment in shares (unquoted)		
2,64,00,000 (31 March 2014: 2,64,00,000) Equity shares of Rs.10 each fullypaid up in Kamla Landmark Infrastructure Pvt. Limited	2640.00	2640.00
<b>Total</b>	<b>2640.00</b>	<b>2640.00</b>



**3.14 Inventories**

Particulars	31 March 2015	31 March 2014
Inventories	3.62	10.02
<b>Total</b>	<b>3.62</b>	<b>10.02</b>

**3.15 Trade Receivables**

Particulars	31 March 2015	31 March 2014
<b><u>Outstanding for more than six months</u></b>		
a) Unsecured, Considered Doubtful : More than six months	23,102.34	274.21
b) Unsecured, Considered Good : Less than six months	230.43	21,461.68
c) Unsecured, Considered Good : others	73.59	159.73
<b>Total</b>	<b>23,406.37</b>	<b>21,895.62</b>

**3.16 Cash and bank balances**

Particulars	31 March 2015	31 March 2014
<b><u>Bank balance</u></b>		
- In current accounts with bank		
I) In India with scheduled banks	182.44	165.04
ii) In India with scheduled banks (EEFC account)	-	-
iii) Outside India	0.18	5.88
	<b>182.62</b>	<b>170.92</b>
Cash on hand	75.35	67.00
<b>Total</b>	<b>257.97</b>	<b>237.92</b>

**3.17 Short Terms Loans and Advances**

Particulars	31 March 2015	31 March 2014
Advance Recoverable in cash or in kind		
Unsecured, Considered Good	1,161.87	1,729.22
Advance for Properties	549.46	-
	<b>1,711.34</b>	<b>1,729.22</b>
Advance to Associate Concerns	434.35	-
other advances	94.12	
Advance Income Tax	234.00	294.09
Prepaid Expenses	35.34	18.03
Advance to Staff	24.85	15.86
	<b>822.66</b>	<b>327.97</b>
<b>Total</b>	<b>2,534.00</b>	<b>2,057.20</b>

**3.18 Other Current assets**

Particulars	31 March 2015	31 March 2014
Misc. Expenses not written off	37.96	225.70
<b>Total</b>	<b>37.96</b>	<b>225.70</b>



**KSS LIMITED (Formerly known as K SERA SERA LIMITED)**  
*Notes to financial statements for the year ended 31 March 2015*

**3.19 Revenue from operations**

<b>Particulars</b>	<b>31 March 2015</b>	<b>31 March 2014</b>
Income From Advertisements	486.71	508.10
Content distributions charges-SEDC	653.06	813.57
Ticket Sale Collection	481.88	273.18
Other operations	337.10	243.50
Income Films Distributions, Exhibitions and others	4,586.90	4,155.69
<b>Total</b>	<b>6,545.66</b>	<b>5,994.03</b>

**3.20 Other Income**

<b>Particulars</b>	<b>31 March 2015</b>	<b>31 March 2014</b>
Foreign Exchange Revaluation Gain	43.53	426.40
Interest income	8.72	9.07
Royalty Income	0.14	0.26
Other Income	0.05	50.47
<b>Total</b>	<b>52.44</b>	<b>486.21</b>

**3.21 Cost Of Operations**

<b>Particulars</b>	<b>31 March 2015</b>	<b>31 March 2014</b>
Opening Stock	10.02	2.50
Add:- Purchases @ 12.5% VAT	23.91	49.93
Less:- Closing Stock	(3.63)	(10.02)
<b>Sub-total (a)</b>	<b>30.31</b>	<b>42.41</b>
VSAT Transmission	-	212.18
Content Delivery, Installation, Survey, Transportations	128.65	92.59
Consumables	34.80	61.96
Commission on advertisement share	44.60	29.48
Distributors Share	196.89	100.86
Other operating expenses	3,503.91	5,568.99
<b>Sub-total (b)</b>	<b>3,908.85</b>	<b>6,066.06</b>
<b>Total</b>	<b>3,939.15</b>	<b>6,108.47</b>

*Sales booked in the year 2009-10 is now reversed due to non compliance of agreement terms & Conditions by the buyer, and films rights and IPR return to company*

**3.22 Change in Inventories**

<b>Particulars</b>	<b>31 March 2015</b>	<b>31 March 2014</b>
Opening Stock	10.02	2.50
Closing Stock	3.63	10.02
<b>Total</b>	<b>6.39</b>	<b>(7.52)</b>

**3.23 Employment Benefit Expenses**

Particulars	31 March 2015	31 March 2014
Salaries and wages	674.23	646.54
Director Remunerations	3.10	26.19
Staff Recruitment Expenses	-	1.33
Gratuity	1.30	-
Leave encashment	4.60	6.77
Staff welfare	12.03	12.52
Incentive/Bonus	3.06	-
Employer Contribution to PF & ESIC	10.11	-
<b>Total</b>	<b>708.42</b>	<b>693.35</b>

**3.24 Financial Cost**

Particulars	31 March 2015	31 March 2014
Interest on Bonds	-	(378.72)
Finance Charges & Bank Charges	2.66	23.18
<b>Total</b>	<b>2.66</b>	<b>(355.54)</b>

**3.25 Depreciation & Amortized Cost**

Particulars	31 March 2015	31 March 2014
Depreciation	668.72	683.23
Share issue expenses Written off	20.35	20.36
<b>Total</b>	<b>689.07</b>	<b>703.60</b>

**3.26 Other Administrative Expenses**

Particulars	31 March 2015	31 March 2014
Rent	137.63	135.24
Rates and taxes	1.93	11.03
Power and fuel	20.79	49.34
Communication costs	25.75	39.05
Brokerage & Commission	8.81	17.55
Insurance Expenses	5.52	14.54
Printing & Stationery Expenses	21.23	17.62
Membership & Subscriptions Fees	2.20	1.28
Advertisement & Publicity	36.86	208.79
Loss on sale of fixed assets (net)	15.49	13.06
Travelling and conveyance	139.53	125.45
Legal and professional fees	162.61	150.69
Repairs and maintenance (others)	43.69	23.06
Auditors Remuneration (refer details below)	19.19	17.16
Bad Debts w/off	-	3.42
Foreign Exchange Loss	0.63	-
Prior period expenses	0.03	34.54
Security Charges - Lab	7.59	4.05
Discount & Rebate	1.75	9.05
Office Expenses	49.09	56.54
<b>Total</b>	<b>700.30</b>	<b>931.46</b>

**3.27 Exceptional Items**

Particulars	31 March 2015	31 March 2014
Loss on sale of Investments	201.51	-
<b>Total</b>	<b>201.51</b>	<b>-</b>

**KSS LIMITED****SIGNIFICANT ACCOUNTING POLICY AND NOTES TO ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2015****1. CORPORATE INFORMATION**

KSS Limited (BSE Scrip Code: 532081; NSE Scrip Code KSERASERA) is a global player within the Indian media and entertainment.

KSS Limited ('K Sera Sera Limited' or 'the Company') along with its wholly owned subsidiaries K Sera Sera Miniplex Limited ("KSS Miniplex"), K Sera Sera Digital Cinema Private Limited ("KSS Digital"), K Sera Sera Box Office Private Limited ("KSS Box Office") and K Sera Sera FZE ("KSS FZE"), and step down subsidiaries K Kampus Private Limited ("K Kampus"), K Sera Sera Consultancy Private Limited ("K Consultancy"), K Sera Sera Australia Holding (Pty) Limited ("KSS Australia") is the most diversified media company. The Company is in to the business of production/distribution of movies and television serials. The Company through its subsidiaries and step down subsidiaries is into the business of Miniplexes, Digital Cinema, Education, Edutainment, Online Trading, Project Consultancy, International Film Distribution, General Trading (UAE) and investment in gold mines.

**2. Basis of Preparation**

The financial statements of the company have been prepared under historical cost convention on the accrual basis of accounting, are in accordance with the applicable requirements of the Companies Act 2013 and comply in all material aspects with the accounting principles generally accepted in, under Section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014.

The accounting policies have been consistently applied unless otherwise stated. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act. The Company considers 12 months to be its normal operating cycle.

**2.1 Summary of significant accounting policies****(a) Change in accounting policy****Presentation and disclosure of financial statements**

During the year ended 31 March 2015, the revised Schedule VI notified under the Companies Act, has become applicable to the Company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The Company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

**(b) Use of estimates**

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

**(C) Principles of Consolidation**

The consolidated financial statements relate to K Sera Sera Ltd. ('the Parent' or 'the company') and its subsidiary K Sera Sera Productions FZE, K Sera Sera Box Office Private Limited, K Sera Sera Digital Cinema Private Limited, K Sera Sera Miniplex Private Limited, together referred to as 'the Group'. The consolidated financial statements have been prepared in accordance with the principles and procedures required for the preparation and presentation of financial statements as laid down under the accounting standards issued by the Institute of financial statements of the company and its subsidiary have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after fully eliminating intra-group balances and transactions and resulting unrealized gain/losses. The Group accounts for investments by the equity method of accounting where it is able to exercise significant influence over the operating and financial policies of the investee. The Group's share of profit/loss of associate firms is included in the profit and loss account. Inter company profits and losses have been proportionately eliminated until realized by the investor or investee.



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

Sr No	Name of the Company	Date of Incorporation	% of holding	Amount Invested
1.	K Sera Sera Productions FZE	19.11.2009	100%	4,994.63
2.	K Sera Sera Digital Cinema Pvt. Ltd	04.06.2009	100%	2999.99
3.	K Sera Sera Box Office Pvt. Ltd	12.06.2009	91.42%	2742.49
4.	K Sera Sera Miniplex Ltd.	02.02.2010	93.02%	2790.49

**(d) Tangible fixed assets**

Fixed assets are stated at cost net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

**(d) Depreciation Tangible fixed assets.**

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

Particulars	Rate of Depreciations
Plant and Equipments	45.07%
Furniture and Fixtures	25.89%
Computers and laptops	63.16%
Vehicles	25.89%
Digital Assets	20.00%

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

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

Consequent to enactment of the Companies Act, 2013 (the Act) and its applicability for accounting periods commencing after 1st April 2014, the company has re-worked depreciation with reference to the estimated useful lives of fixed assets prescribed by Schedule II to the Act except in case of Plant and Machinery where useful life has been considered as estimated by the management. In case of any asset whose life has completed as above, the carrying value net of residual value, as at 1st April, 2014 amounting to Rs.83.35 Lacs has been adjusted to the General Reserve and in other cases the carrying value has been depreciated over the remaining useful life of the assets.

**(e) Intangible assets**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.

The Company recognizes / creates rights in motion pictures as intangible asset in the form of Intellectual Property Rights (IPR's). The same is in consideration of the future economic benefits and availability of the aforesaid rights for re-distribution after the expiry of initial period of distribution agreement.



The recognition / creation of IPR's are made at a fixed proportion of the production cost depending on the date of release of the motion picture on the following basis:

- i. At 30% of the production cost of the motion picture in case the picture is released within 90 days before the year end.
- ii. At 10% of the production cost of the motion picture in case the picture is released more than 90 days before the year end.

Intangible assets are amortized on a straight line basis over the estimated useful economic life. The company uses a rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use. If the persuasive evidence exists to the affect that useful life of an intangible asset exceeds ten years, the company amortizes the intangible asset over the best estimate of its useful life. Such intangible assets and intangible assets not yet available for use are tested for impairment annually, either individually or at the cash-generating unit level. All other intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern. Such changes are accounted for in accordance with AS 5 Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies.

Gains or losses arising from de recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

#### Research and development costs

Research costs are expensed as incurred. Development expenditure incurred on an individual project is recognized as an intangible asset when the company can demonstrate all the following:

1. The technical feasibility of completing the intangible asset so that it will be available for use or sale
2. Its intention to complete the asset
3. Its ability to use or sell the asset
4. How the asset will generate future economic benefits
5. The availability of adequate resources to complete the development and to use or sell the asset
6. The ability to measure reliably the expenditure attributable to the intangible asset during development.

Following the initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortization and accumulated impairment losses. Amortization of the asset begins when development is complete and the asset is available for use. It is amortized on a straight line basis over the period of expected future benefit from the related project, i.e., the estimated useful life of ten years. Amortization is recognized in the statement of profit and loss. During the period of development, the asset is tested for impairment annually.

A summary of depreciation/ amortization policies applied to the company's intangible assets is as below:

The amortization of motion picture rights is made taking into consideration the following factors:

The date of release/sale of the respective motion picture as referred above and the tenure of the distribution agreement. Based on above, the amortization of Intellectual Property Rights is carried out on the following basis:

Particulars	Picture is released within 90 days before the year end	Picture is released more than 90 days before the year end
In the immediately succeeding year of release/ sale *	2/3 <sup>rd</sup>	-
Over the balance period of distribution agreement*	1/3 <sup>rd</sup>	1/3 <sup>rd</sup>

\*The above amortization of Intellectual Property rights is subject to the management estimate of future revenue potential.



**(f) Borrowing costs**

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

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

**(g) Impairment of tangible and assets**

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating units (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

**(h) Investments**

Investments are classified as current investments and long-term investments as per information and explanation given by the management.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired, by the issue of shares or other securities.

Current investments are carried in the financial statements at cost or FMV whichever is lower and Long-term investments are carried at cost. However, provision for diminution in value is not recognizing other than temporary in the value of the investments. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

**(i) Inventories**

- i. Motion pictures under production- valued at cost or net realizable value (which ever is lower) recognized as Projects in progress under inventory till the date of release. The copyrights for future years inherent in the motion pictures are created out of the cost of production and recognized as intangible assets.
- ii. Cost of motion pictures comprises the cost of materials, labor and other related expenses. Borrowing cost directly attributable to movies is capitalized as part of the cost of movies.
- iii. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

**(j) Revenue recognition**

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

- i. *In house production of motion pictures*  
Revenue on assignment of distribution rights of motion pictures to third parties is recognized on the date of release/exhibition of the motion picture. Overflow from the distributors is accounted for as and when due on receipt basis in case of uncertainty in collection. Revenue from outright sale of motion pictures is recognized on the date of agreement to sell the rights.
- ii. *Distribution of motion pictures produced by third parties*  
Revenue is recognized based on ticket sales on exhibition of the motion pictures at the exhibition centers.

*iii. Other rights*

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

*iv. Interest*

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

*v. Digital Cinema:**i. Income From Installations of Digital Technology*

Revenue from installation of Digital Technology is recognized as and when the Digital Technology is installed in the theatres.

*ii. Income From trailer*

Revenue is recognized based on no of trailer shown in theater, as and when accrued the income.

*iii. Sale of SEDC and service charges*

Revenue from SEDC and Service charges is booked on accrual basis. When movies are shown in theater income is booked.

*iv. Miniplex:**i. Income from ticket collection*

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

*ii. Other Incomes*

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

**(k). Accounting for taxes on income***Current Tax*

Tax expense comprises of current and deferred taxes. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date.

*Deferred Tax*

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that result between the profits offered for income taxes and the profits as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantively enacted at the balance sheet date. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in the period that includes the enactment date.

Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in the future, however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is virtual certainty, supported by convincing evidence of recognition of such assets. Deferred tax assets are reassessed for the appropriateness of their respective carrying values at each balance sheet date.

**(l). Foreign currency translation**

Foreign currency transactions and balances

*i. Initial recognition*

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

*ii. Conversion*

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

**iii. Exchange Rates (1 AED = Rs):**

Average Rate	: 16.61
Closing Rate	: 17.02
Historical Rate	: 12.54

Foreign currency monetary items are retranslated using the exchange rate prevailing at the rate of closing day.

**iv. Exchange differences**

The company accounts for exchange differences arising on translation/ settlement of foreign currency monetary items as below:

1. Exchange differences arising on long-term foreign currency monetary items related to acquisition of a fixed asset are capitalized and depreciated over the remaining useful life of the asset. For this purpose, the company treats a foreign monetary item as "long-term foreign currency monetary item", if it has a term of 12 months or more at the date of its origination.
2. Exchange differences arising on other long-term foreign currency monetary items are accumulated in the "Foreign Currency Monetary Item Translation Difference Account" and amortized over the remaining life of the concerned monetary item.
3. All other exchange differences are recognized as income or as expenses in the period in which they arise.

**(m). Retirement and other employee benefits**

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

**(n). Segment reporting****Identification of segments**

The company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the company operate.

**Inter-segment transfers**

The company generally accounts for intersegment sales and transfers at cost plus appropriate margins.

**Allocation of common costs**

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

**Unallocated items**

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

**Segment accounting policies**

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

**(o). Provisions**

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

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

**(p). Cash and cash equivalents**

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

**(q). Measurement of EBITDA**

As permitted by the Guidance Note on the Revised Schedule VI to the Companies Act, 1956, the company has elected to present earnings before interest, tax, depreciation and amortization (EBITDA) as a separate line item on the face of the statement of profit and loss. The company measures EBITDA on the basis of profit/ (loss) from continuing operations. In its measurement, the company does not include depreciation and amortization expense, finance costs and tax expenses.

**3.26 Earnings per share**

The basic earnings per equity share are computed by dividing the net profit attributable to the equity shareholders for the reporting period by the weighted average number of equity shares outstanding during the reporting period. The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share and also the weighted average number of equity shares, which may be issued on the conversion of all dilutive potential shares, unless the results would be anti dilutive.

The earnings per share are calculated as under:

Particulars	31-Mar-15	31-Mar-14
Net profit/(loss) after tax for the year	522.30	(1542.45)
Equity shares outstanding as the year end	2135.88	2079.38
Nominal value per share (Rs.)	10	10
Earnings per share		
- Basic	0.24	(0.74)
- Diluted	0.24	(0.74)

**3.27 Leases**

The Company has entered into leases for its office premises. These leases have an average life of between three and five years with no renewal option included in the contracts. There are no restrictions placed upon the company by entering into these leases.

Future minimum rentals receivable under non-cancellable operating leases are as follows:

Particulars	31-Mar-15	31-Mar-14
Within one year	Nil	Nil
After one year but not more than five years	Nil	Nil
More than five years	Nil	Nil

**3.28 Related party transaction**

As per accounting standard on Related Party Disclosure (AS-18) as notified by the Companies Accounting Standard Rules, 2006 (as amended), the names of the related parties of the Company are as follows:

**Names of related parties and related party relationship**

Related parties where control exists irrespective of whether transactions have occurred or not:

**Subsidiaries**

K Sera Sera Box Office Private Limited  
K Sera Sera Miniplex Limited  
K Sera Sera Digital Cinema Private Limited  
K Sera Sera Productions FZE

**Step down subsidiaries/Limited Liability Partnerships**

K Sera Sera Consultancy Private Limited  
K Kampus Education Private Limited  
K Sera Sera Holding PTY Limited  
KSS Capital Limited ("KSS Bermuda")

**Key Managerial Personnel**

Satish Panchariya, Chairman & Director  
Shailesh Bapat, Company Secretary  
Tanu Singh, Company Secretary

Related parties with whom transactions have taken place during the year



Related parties with whom transactions have taken place during the year

Nature of transaction	2015	2014
<b><u>a. Transactions during the year</u></b>		
Income from subsidiaries		
<b><u>Depreciation cross charged to subsidiaries</u></b>		
K Sera Sera Digital Cinema Private Limited	292.50	281.16
<b><u>Advances/ loan repayment paid</u></b>		
K Sera Sera Digital Cinema Private Limited	15.00	0.21
K Sera Sera Miniplex Limited	5.47	1443.65
K Bazaar Online Trading Private Limited	-	0.08
K Kampus Educations Private limited	NIL	12.62
K Sera Sera Box Office Private Limited	22.56	307.84
K Sera Sera Productions FZE-Foreign exchange Gain	27.63	77.68
<b><u>Advances/ loan repayment received</u></b>		
K Sera Sera Box Office Private Limited	NIL	0.19
K Sera Sera Productions FZE-Foreign Exchange Loss	8.62	0.00
K Sera Sera Digital Cinema Private Limited	4.55	20.07
K Sera Sera Miniplex Limited	74.01	2058.05
K Kampus Educations Private limited	NIL	21.20
K Sera Sera Consultancy Pvt. Ltd.	NIL	0.04
<b><u>b. Closing balance</u></b>		
<b><u>Short term borrowings</u></b>		
K Sera Sera Digital Cinema Private Limited	NIL	10.45
K Sera Sera Miniplex Limited	58.20	NIL
<b><u>Investment in subsidiaries</u></b>		
K Sera Sera Box Office Private Limited	2742.50	2742.50
K Sera Sera Miniplex Limited	2790.50	2790.50
K Sera Sera Digital Cinema Private Limited	2999.99	2999.99
K Bazaar Online Trading Private Limited*	NIL	0.89
K Sera Sera Productions FZE	4994.63	4994.63
K Sera Sera Productions FZ LLC*	6.15	6.15
K Sera Sera Productions FZ LLC -Share Application Money	18.45	18.45
<b><u>Loans and advances</u></b>		
K Sera Sera Miniplex Limited	NIL	10.34
K Sera Sera Productions FZE	428.53	409.52
K Sera Sera Box Office Private Limited	77.34	54.78
Others	5.29	5.25
<b><u>Remuneration to key managerial personal</u></b>		
Mr. Vinod Ahuja, (Ceased to be Managing Director wef. 18/10/13)	NIL	32.52
Shailesh Bapat (resigned w.e.f. 9 <sup>th</sup> Oct. 2014)	2.24	3.15
Tanu Singh (appointed on 9 <sup>th</sup> Oct. 2014)	2.52	NIL

Note\* All the assets and liabilities of K Sera Sera Productions FZ-LLC is taken over by K Sera Sera Productions FZE

Note\* K Bazaar Online Trading Private Limited ceased to be subsidiary of KSS Ltd w.e.f February 11, 2015

### 3.29 Contingent liabilities

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





The Maharashtra Government had issued a notification on August 30, 2005, as per which entities leasing copyrights of cinematographic films are required to pay value added tax (VAT) @ 4% retrospectively wef. May 1, 2000. Subsequently, upon the representation of 'The Cinematograph Exhibitor's Association of India' ('The Association'), the levy of the said tax was waived for the period May 1, 2000 to March 31, 2005. The revised notification extending similar relief up to the period commencing from April 1, 2005 is being pursued by the association. The Company, in line with the view taken by the Industry, is of the opinion that VAT is not applicable to the activities carried by the Company and has also taken a legal opinion in this regard. The Company has also not received any demand notice from the VAT authorities. As a matter of prudence, the Company has made ad hoc payments of Rs 1,500,000 under protest, which is disclosed under 'Loans and Advances'. Having regard to the above facts, the Company does not expect any liability on this account.

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

**3.29(a) Contingent liabilities not provided for in respect of:**

(Amount in lacs)

Particulars	March 31, 2015	March 31, 2014
Guarantees issued by bank		
- In respect of the Company	NIL	NIL
- In respect of a wholly owned subsidiary	160.39	160.39
Custom duty not acknowledged as debts and contested by the company.	582.96	0.00
Claims against Company not acknowledged as debts and contested by the company.	411.10	417.14
MVAT not acknowledged as debts and contested by the company	1035.12	0.00
<b>Total</b>	<b>2189.57</b>	<b>577.53</b>

\* In line with film industry consensus, the Company is of the opinion that there are no grounds for levying VAT on film distribution activity and hence no provision is made in the books of accounts for these years. The same is disclosed as contingent liability under Notes to Accounts.

\*\* The company, having IEC number 0306007649, export rights of several films produced by them and/or for which, the distribution rights were purchased/ acquired by them in the past. By exporting distribution rights of the films in the territories abroad, KSS did import of various capital goods including 400 digital cinematographic projectors under EPCG Scheme – concessional rate of duty 3% with the proper compliances. Under EPCG Scheme company have to export eight times (approx 4500.00 lacs) of duty saved within eight years, but till date company did not export under the said obligation.

**(b) The details of the suit filed against the company pending for disposal is as under:**

1.	Standard Chartered Bank	OA. 62 of 2008	Against outstanding Bank Guarantee given to Twenty Twenty Television Company Ltd. Of Rs. 160.40 in DRT at Mumbai.
2.	Siddharth Jain	110 of 2013 Jabalpur (sagar) MP	Consumer Complaint claiming for refund of Rs. 5 lacs with interest
3.	Sahadev Sudhakar Andhale Labour Court, Aurangabad	MISC (IDA) 04 of 2013 Labour Court, Aurangabad.	Rs. 1.30 lacs (inclusive of 4 months' salary and reimbursement expenses





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

S. No.	Name of the Parties	Suit No.	Particulars
1.	Percept Picture Company	Before Arbitrator	Arbitration proceedings initiated for recovery of Rs.80.00 lacs plus 12% interest thereon.
2.	Maharashtra Stage & Cultural Development	290/SS/03	The Company has filed a suit and initiated action under section 138 of the Negotiable Instruments Act, against the said Corporation for recovery of its claim of Rs.108.76 lacs advance against the content of television serials which were not completed.
3.	Mayank Shah	544/SS/2006	The Company has filed a suit and initiated action under section 138 of the Negotiable Instruments Act, for recovery of its claim of Rs.9.00 lacs
4.	Eros Multimedia limited	2356/2009	Suit for Damages for Rs.960.00 lacs
5.	Zee Entertainment Enterprises Ltd	Before Arbitrator	Arbitration filled for damages of Rs.2466.80 lacs
6.	GO Bananas Entertainment Pvt. Ltd. & Others	C.C. no. 2517/SS/11	The Company has filed a suit and initiated action under section 138 of the Negotiable Instruments Act, for recovery of its claim of Rs.14.12 lacs
7.	Amit Malthore & Others	C.C. No. 2184/SS/11	The Company has filed a suit and initiated action under section 138 of the Negotiable Instruments Act, for recovery of its claim of Rs.2.5 lacs
8.	Hydrocarbon Development Company Pvt. Ltd.	1720/SS/2011	138 under N.I. Act - Cheque Bouncing case Amount of cheque Rs. 500.00 lacs.
9.	State of Maharashtra through principal secretary, revenue and forest dept.	WP/9230/2013 Writ Petition (Civil Side)	Association of Digital Cinema & 6 Ors. High Court, Bombay
10.	M/s. Anil Enterprises - Indore	ARBAP/83/2013	Arbitration Application Claim Amount Rs. 112 lacs.
11.	M/s. Fort In Infra Developers Pvt.Ltd	ARBAP/138/2013	Arbitration Application Cliam Amount Rs. 17 lakhs

### 3.30 Auditors' remuneration (exclusive of service tax)

Particulars	31-Mar-15	31-Mar-14
Statutory audit, Tax Audit, and Other services	19.19	17.16
<b>Total</b>	<b>19.19</b>	<b>17.16</b>

**3.31 Earning and expen diture in foreign currency (on accrual basis)**

Particulars	31-Mar-15	31-Mar-14
<i>Earning:</i>	NIL	NIL
<i>Outgo:</i>		
Expenditure/Capital expenditure for assets	34.34	58.09
Foreign Travelling & Hotels	9.46	4.02

**3.32 Deferred tax liability / (asset)**

Particulars	As at April 1, 2014	Current year (charge) / credit	As at March 31, 2015
Difference between book base and tax base of fixed assets	(250.67)	(151.89)	(402.57)
Carried forward losses	(207.48)	2.31	(205.18)
Disallowed u/ sec. 40(a) ii	0.00	0.00	0.00
<b>Total</b>	<b>(458.15)</b>	<b>(149.58)</b>	<b>(607.74)</b>

**3.33 Un-hedged foreign currency exposure**

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

Particulars	Amount
<b>Receivables</b>	
US\$ @ closing of 1 USD = Rs.62.53 (Previous year US \$ @ closing rate of 1 USD = Rs. 59.76)	USD \$10.37 lacs
<b>Payables</b>	
US\$ @ closing of 1 USD = Rs.62.53(Previous year US \$ @ closing rate of 1 USD = Rs. 59.76)	USD \$3.36 lacs

**3.34 Subsidiary company business**

Sr No	Name of the Company	Date of Incorporation	% of holding	Amount Invested	Advance to Subsidiaries	Previous Year
1.	K Sera Sera Productions FZE	19.11.2009	100%	4,994.63	428.53	409.52
2.	K Sera Sera Digital Cinema Pvt. Ltd	04.06.2009	100%	2999.99	NIL	(10.45)
3.	K Sera Sera Box Office Pvt. Ltd.	12.06.2009	91.42%	2742.50	77.34	54.78
4.	K Sera Sera Miniplex Ltd.	02.02.2010	93.02%	2790.50	(58.20)	10.34

Based on the fundamentals of the subsidiary company business, the management is of the opinion that it is strategically desirable for KSS Limited to continue to support the subsidiary through funding (including equity/ debt infusion), through either fresh funds or conversion of existing loans into equity.

**3.35 Balances in respect of certain sundry debtors, sundry creditors and loans and advances are taken as shown by the books of account and are subject to confirmation and consequent adjustments and reconciliation, if any.**



**3.36** As per Management opinion Current assets, loans and advances have a value on realization which in the ordinary course of the business would not be less than the amount at which they are stated in the balance sheet and the provisions for all known and determined liabilities are adequate and not in excess of the amount reasonably required.

**3.37** Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

There are no micros, small and medium enterprises, to which the Company owes dues, which are outstanding for more than 45 days as at March 31, 2015. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

**3.38** Figures in brackets represent those of the previous year.

**3.39** Figures for the previous year have been regrouped / amended wherever necessary.

**For Agrawal Jain and Gupta**  
*Chartered Accountants*

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

**CA Narayan Swami**  
*Partner*  
Membership No. : 409759  
Firm Reg. No.: 013538C

**Satish Panchariya**  
*Exe. Chairman & Director*  
DIN: 00042934

**Rakesh Sharma**  
*Director*  
DIN: 06384452

Place: Mumbai  
Date : 29.05.2015

**Tanu Singh**  
*Company Secretary*

**Shamrao Ingulkar**  
*Sr. Manager-Accounts (Group)*







# KSSLIMITED

(Formerly known as K Sera Sera Limited)

CIN No. L22100MH1995PLC092438

Unit No. 101A and 102, 1<sup>st</sup> Floor, Plot No. B-17, Morya Landmark II, Andheri (West)- 400053, Mumbai  
Tel: 022 40427600/42088600 Fax: 022 40427601 Web: www. kserasera.com Email:info@kserasera.com

## ATTENDANCE SLIP

(To be handed over at the entrance of the meeting venue)

Ledger Folio No. / Client ID no. \_\_\_\_\_

No. of shares held \_\_\_\_\_

DP ID no. \_\_\_\_\_

**I certify that I am a Member/ Proxy for the member of the Company**

I/ We record my/ our presence at the Twentieth Annual General Meeting of the Company held at Kailash Parbat, K-P Restaurants, 7A/ 8A, 'A' wing Crystal Plaza, New Link Road, Andheri (West), Mumbai -400053 on Wednesday the September 30, 2015 at 9:30 A.M.

\_\_\_\_\_  
\_ Member's/ Proxy's name in BLOCK LETTERS

\_\_\_\_\_  
Signature of Member/ Proxy

**Note:** Please fill up this attendance slip and hand it over at the entrance of the venue for the meeting. Members are requested to bring their copies of the Annual report at the meeting





# KSSLIMITED

(Formerly known as K Sera Sera Limited)

CIN No. L22100MH1995PLC092438

Unit No. 101A and 102, 1<sup>st</sup> Floor, Plot No. B-17, Morya Landmark II, Andheri (West)- 400053, Mumbai  
Tel: 022 40427600/42088600 Fax: 022 40427601 Web: www. kserasera.com Email:info@kserasera.com

## PROXY FORM

[Pursuant to Section 105(6) of the Company Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rule, 2014]

Name of the Member (s):	
Registered Address:	
E-mail id:	
Folio No./ Client Id:	
DP ID:	

I/We, being the Member(s) of .....shares of KSS Limited, hereby appoint

- \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_, or failing him
- \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_, or failing him
- \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_, or

as my/ our proxy to a end and vote (on a poll) for me /us and on my/ our behalf at the 20<sup>th</sup> Annual General Meeting of KSS Limited to be held at "Kailash Parbat, K-P Restaurants, 7A/ 8A, 'A' wing Crystal Plaza, New Link Road, Andheri (West), Mumbai - 400053at 09.30 am on Wednesday September 30, 2015 and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my above proxy to vote in the manner as indicated in the box below:

Sr. No.	Resolutions	For	Against
1.	Consider and adopt the audited financial statement of the Company for the year ended March 31, 2015 together with the reports of the Directors' and Auditors' thereon and the consolidated audited financial statement of the Company for the year ended March 31, 2015		
2.	Re-appointment of Mr. Satish Panchariya (DIN: 00042934), who retires by rotation		
3.	Appointment of Statutory Auditors and fixation of their remuneration		
4.	Appointment of Ms. Kunti Rattanshi (DIN: 07144769) as an Independent Director		
5.	Appointment of Mr. Harsh Upadhyay (DIN: 07263779) as an Independent Director		
6.	Adoption of new set of Articles of Association of the company containing Articles in conformity with the Companies Act, 2013		
7.	Increase in Authorised Share Capital of the Company		
8.	Ratification for Conversion of Optionally Convertible Redeemable Bonds (OCRBs) into Equity shares		

\*Applicable for investors holding shares in electronic form

Signed this \_\_\_\_\_ day of .....2015.

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_  
(first proxy holder) (second proxy holder) (third proxy holder)

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
- A Proxy need not be member of the Company
- This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as/she thinks appropriate.

Affix  
Revenue  
Stamp

Book Post / Regd. Post / Courier

To,



***If undelivered please return to:***

**KSS Limited**

**(Formerly known as K Sera Sera Limited)**

**CIN:L22100MH1995PLC092438**

**Unit No. 101A and 102, 1<sup>st</sup> Floor,**

**Plot No. B-17, Morya Landmark II,**

**Andheri (West), Mumbai - 400053.**

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

**E-mail :[info@kserasera.com](mailto:info@kserasera.com)**

**Website : [www.kserasera.com](http://www.kserasera.com)**

## FORM A

1.	Name of the Company	KSS Limited (Formerly known as K Sera Sera Limited)
2.	Annual Financial Statements for the year ended	March 31, 2015
3.	Type of Audit Observation	Un-qualified Auditors Report Matter of Emphasis- Nil
4.	Frequency of Observation	Nil

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

*Satish Panchariya*

Satish Panchariya  
Executive Chairman & Director  
DIN: 00042934



*Rakesh R. Sharma*

Rakesh Sharma  
Director  
Audit Committee Chairman  
DIN: 06384452



For Agrawal Jain & Gupta  
Chartered Accountants  
Firm Registration No. 013538C

*CA Narayan Swami*

CA Narayan Swami  
Partner  
M. No.: 409759

