

QUARTERLY REPORT ON CORPORATE GOVERNANCE AS PER CLAUSE 49 OF THE LISTING AGREEMENT FOR THE QUARTER ENDING ON: 30<sup>th</sup> JUNE, 2013

Particulars	Clause of the Listing Agreement	Compliance Status (Yes/No)	Remarks
1	2	3	4
<b>I. Board of Directors</b>	49(I)		
(A) Composition of Board	49 (IA)	Yes	--
(B) Non-executive Directors Compensation & Disclosures	49 (IB)	Yes	The Company has not paid any Fees/Compensation to Non-Executive Directors.
(C) Other provisions as to Board and Committees	49 (IC)	Yes	--
(D) Code of Conduct	49 (ID)	Yes	--
<b>II. Audit Committee</b>	49(II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	--
(B) Meeting of Audit Committee	49 (IIB)	Yes	--
(C) Powers of Audit Committee	49 (IIC)	Yes	--
(D) Role of Audit Committee	49 (IID)	Yes	--
(E) Review of Information by Audit Committee	49 (IIE)	Yes	--
<b>III. Subsidiary Companies</b>	49(III)	Yes	-
<b>IV. Disclosures</b>	49(IV)		
(A) Basis of related party transactions	49 (IVA)	Yes	
(B) Disclosure of Accounting Treatment	49(IVB)	Yes	
(C) Board Disclosures	49 (IVC)	Yes	--
(D) Proceeds from Public issues, rights issues, preferential issues etc.	49 (IVD)	N.A	-
(E) Remuneration of Directors	49 (IVE)	Yes	-
(F) Management	49 (IVF)	Yes	-
(G) Shareholders	49 (IVG)	Yes	
<b>V. CEO/CFO Certification</b>	49(V)	Yes	
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	
<b>VII. Compliance</b>	49 (VII)	Yes	-

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

Shallesh Bapat  
Company Secretary