

**Reliance Retail and Fashion Lifestyle Limited**

**Financial Statements**

**2021-22**

## **INDEPENDENT AUDITOR'S REPORT**

### **To The Members of Reliance Retail and Fashion Lifestyle Limited Report on the Audit of the Financial Statements**

#### **Opinion**

We have audited the accompanying financial statements of Reliance Retail and Fashion Lifestyle Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2022, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2022, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### **Information Other than the Financial Statements and Auditor's Report Thereon**

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors report, but does not include the financial statements and our auditor's report thereon.
- Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon
- In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This

responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting 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 adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibility for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial

statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

## Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit 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 it appears from our examination of those books
- c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
- e. On the basis of the written representations received from the directors as on 31 March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2022 from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, no remuneration was paid by the Company to its directors during the year ended 31 March 2022, and thus section 197 of the Act related to the managerial remuneration is not applicable.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

- iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the notes to accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities. (Refer note 24(iii) of the financial statements)
- (b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in the notes to accounts, no funds (which are material either individually or in the aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities. (Refer note 24(iv) of the financial statements)
- (c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- (v) The company has not declared or paid any dividend during the year and has not proposed final dividend for the year.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **DELOITTE HASKINS & SELLS LLP**

Chartered Accountants

(Firm's Registration No. 117366W/W-100018)

**PALLAVI SHARMA**

Partner

(Membership No. 113861)

(UDIN: 22113861AHEFN4852)

Place: Mumbai

Date: 15 April 2022

## **ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT**

**(Referred to in paragraph 1‘f’ under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)**

### **Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Reliance Retail and Fashion Lifestyle Limited (“the Company”) as of 31 March, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting

principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2022, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
(Firm's Registration No.117366W/W-100018)

**PALLAVI SHARMA**  
Partner  
(Membership No. 113861)  
(UDIN: 22113861AHEFN4852)

Place: Mumbai  
Date: 15 April 2022

**“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT**

(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- i. The Company does not have any property, plant and equipment and intangible assets and hence reporting under clause 3(i) (a), (b), (c) and (d) of the Order is not applicable.

No proceedings have been initiated during the year or are pending against the Company as at 31 March 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

- ii. (a) The Company does not have any inventory and hence reporting under clause (ii)(a) of the Order is not applicable.

(b) According to the information and explanations given to us, at any point of time of the year, the Company has not been sanctioned any working capital facility from banks or financial institutions on the basis of security of current assets and hence reporting under clause (ii)(b) of the Order is not applicable.

- iii. (a) The Company has made investments in Optionally Convertible Debenture (OCD) during the year. The Company has not granted loans or advances in the nature of loans or provided any guarantee or security to any other entity during the year, hence reporting under clause (iii)(a), (c), (d), (e) and (f) is not applicable.

(b) The terms and conditions of the investments made during the year are, in our opinion, prima facie, not prejudicial to the Company’s interest.

- iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of investments made, as applicable. The Company has not granted loans or provided guarantees or securities.

- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.

- vi. Having regard to the nature of company’s business/activities, reporting under clause (vi) of the Order is not applicable.

- vii. In respect of statutory dues:

- a. Undisputed statutory dues including Goods and Service tax, Income Tax, cess and other material statutory dues applicable to the Company have been regularly deposited by it with the appropriate authorities in all cases during the year.

We have been informed that Provident Fund, Employees’ State Insurance, Sales tax, Service tax, duty of Custom, duty of Excise, Value Added Tax are not applicable to the Company.



There were no undisputed amounts payable in respect of Goods and Service tax, Income Tax and cess in arrears as at 31 March 2022 for a period of more than six months from the date they became payable.

- b. There are no statutory dues referred in sub-clause (a) above which have not been deposited on account of disputes as on 31 March 2022.
- viii. There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year. (Refer note 24(v) of the financial statements)
- ix. (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause (ix)(a) of the Order is not applicable to the Company.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause (ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, *prima facie*, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its joint ventures. The Company does not have any subsidiaries and associates.
- (f) The Company has not raised loans during the year on the pledge of securities held in its joint ventures. The Company does not have any associate companies or subsidiaries.
- (x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.
- (b) The Company has made preferential allotment of optionally fully convertible debentures during the year. For such allotment, the Company has complied with the requirements of Section 62 of the Companies Act, 2013 and the funds raised have been, *prima facie*, applied by the Company during the year for the purposes for which funds were raised. The Company has not made any preferential allotment or private placement of shares during the year.
- (xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year.

- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) In our opinion, the Company is not required to have an Internal audit system under section 138 of the Companies Act, 2013 hence reporting under clause (xiv) of the Order is not applicable.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934, hence reporting under clause (xvi)(a), (b) and (c) is not applicable.

As represented by the management, the Group does not have any Core Investment Company (CIC) as part of the Group as per the definition of Group contained in the Core Investment Companies (Reserve Bank) Directions, 2016 and hence the reporting under clause (xvi)(d) of the Order is not applicable.

- (xvii) The Company has not incurred cash losses during the financial year covered by our audit but had incurred cash losses amounting to Rs. 0.81 lakhs in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) The Company was not having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year and hence, provisions of Section 135 of the Act are not applicable to the Company during the year. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

For **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

**PALLAVI SHARMA**  
Partner  
(Membership No. 113861)  
(UDIN: 22113861AHEFNY4852)

Place: Mumbai  
Date: 15 April, 2022

**Reliance Retail and Fashion Lifestyle Limited**  
**Balance Sheet as at 31st March, 2022**

	Notes	As at 31st March, 2022	₹ in Lakhs As at 31st March, 2021
<b>Assets</b>			
<b>Non-Current Assets</b>			
Financial Assets			
Investments	1	5,100.00	-
Other Non- Current Assets	2	1.04	-
<b>Total Non-Current Assets</b>		<b>5,101.04</b>	<b>-</b>
<b>Current Assets</b>			
Financial Assets			
Investments	3	91.74	-
Trade Receivables	4	1.82	-
Cash and Cash equivalents	5	2.08	0.69
Other Financial Assets	6	119.97	-
Other Current Assets	7	14.26	-
<b>Total Current Assets</b>		<b>229.87</b>	<b>0.69</b>
<b>Total Assets</b>		<b>5,330.91</b>	<b>0.69</b>
<b>Equity and Liabilities</b>			
<b>Equity</b>			
Equity Share Capital	8	100.00	1.00
Other Equity	9	5,137.64	(0.81)
<b>Total Equity</b>		<b>5,237.64</b>	<b>0.19</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
Deferred Tax Liabilities (Net)	10	0.44	-
<b>Total Non-Current Liabilities</b>		<b>0.44</b>	<b>-</b>
<b>Current Liabilities</b>			
Financial Liabilities			
Trade Payables Due to:	11		
Micro and Small Enterprises		-	-
Other than Micro and Small Enterprises		82.56	0.50
Other Financial Liabilities	12	2.57	-
Other Current Liabilities	13	7.70	-
<b>Total Current Liabilities</b>		<b>92.83</b>	<b>0.50</b>
<b>Total Liabilities</b>		<b>93.27</b>	<b>0.50</b>
<b>Total Equity and Liabilities</b>		<b>5,330.91</b>	<b>0.69</b>

Significant Accounting Policies

See accompanying notes to the financial statements **1 to 26**

## Reliance Retail and Fashion Lifestyle Limited

As per our Report of even date

For and on behalf of the Board

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm Registration No. 117366W/W-100018

**V. Subramaniam**  
Director

**Pallavi Sharma**  
Partner  
Membership No. 113861

**Ashwin Khasgiwala**  
Director

Date : 15th April 2022

**Pankaj Pawar**  
Director

**Reliance Retail and Fashion Lifestyle Limited**  
**Statement of Profit and Loss for the year ended 31st March, 2022**

	Notes	2021-22	₹ in Lakhs For the period from 11th August, 2020 to 31st March, 2021
<b>INCOME</b>			
Value of Sales		203.64	-
Less: GST Recovered		-	-
<b>Revenue from Operations</b>		<b>203.64</b>	<b>-</b>
Other Income	14	135.08	-
<b>Total Income</b>		<b>338.72</b>	<b>-</b>
<b>EXPENSES</b>			
Purchases of Stock-in-Trade		201.60	-
Other Expenses	15	85.73	0.81
<b>Total Expenses</b>		<b>287.33</b>	<b>0.81</b>
<b>Profit / (Loss) Before Tax</b>		<b>51.39</b>	<b>(0.81)</b>
<b>Tax Expenses:</b>			
Current Tax	16	12.50	-
Deferred Tax	16	0.44	-
<b>Profit / (Loss) for the year / period</b>		<b>38.45</b>	<b>(0.81)</b>
<b>Total Comprehensive Income for the year / period</b>		<b>38.45</b>	<b>(0.81)</b>
<b>Earnings per equity share of face value of ₹ 10 each</b> (previous year EPS not annualised)			
Basic (in ₹)	18	4.59	(8.09)
Diluted (in ₹)	18	0.14	(8.09)
Significant Accounting Policies			
See accompanying notes to the financial statements	<b>1 to 26</b>		

## Reliance Retail and Fashion Lifestyle Limited

As per our Report of even date

For and on behalf of the Board

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm Registration No. 117366W/W-100018

**V. Subramaniam**  
Director

**Pallavi Sharma**  
Partner  
Membership No. 113861

**Ashwin Khasgiwala**  
Director

Date : 15th April 2022

**Pankaj Pawar**  
Director

**Reliance Retail and Fashion Lifestyle Limited**  
**Statement of changes in equity for the year ended 31st March, 2022**

**A. Equity Share Capital**

	Balance at the beginning of the period i.e. 11th August, 2020	Changes during the period 11th August, 2020 to 31st March, 2021	Balance as at 31st March, 2021	Changes during the year 2021-22	₹ in Lakhs Balance as at 31st March, 2022
	-	1.00	1.00	99.00	<b>100.00</b>

**B. Other Equity**

**As on 31st March, 2021**

Balance at the beginning of the period i.e, 11th August, 2022  
 Total Comprehensive income for the period  
 Balance as at 31st March, 2021

	Instruments Classified as Equity Zero Coupon Optionally Fully Convertible Debentures of ₹ 10	Reserves & Surplus Retained Earnings	₹ in Lakhs Total
	-	-	-
	-	(0.81)	(0.81)
	-	<b>(0.81)</b>	<b>(0.81)</b>

**As on 31st March, 2022**

Balance as at 1st April, 2021  
 Issue of Debentures  
 Total Comprehensive income for the year  
 Balance as at 31st March, 2022

	-	(0.81)	(0.81)
	5,100.00	-	5,100.00
	-	38.45	38.45
	<b>5,100.00</b>	<b>37.64</b>	<b>5,137.64</b>



## Reliance Retail and Fashion Lifestyle Limited

As per our Report of even date

For and on behalf of the Board

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm Registration No. 117366W/W-100018

**V. Subramaniam**  
Director

**Pallavi Sharma**  
Partner  
Membership No. 113861

**Ashwin Khasgiwala**  
Director

Date : 15th April 2022

**Pankaj Pawar**  
Director

**Reliance Retail and Fashion Lifestyle Limited**  
**Statement of Cash Flow for the year ended 31st March, 2022**

	<b>2021-22</b>	₹ in Lakhs For the period from 11th August, 2020 to 31st March, 2021
<b>A: CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Net Profit / (Loss) before Tax as per Statement of Profit and Loss</b>	<b>51.39</b>	(0.81)
<b>Adjusted for:</b>		
Net Gain on Financial Assets	(1.74)	-
Interest Income	(133.34)	-
	<u>(135.08)</u>	<u>-</u>
<b>Operating Profit / (Loss) before Working Capital Changes</b>	<b>(83.69)</b>	(0.81)
<b>Adjusted for:</b>		
Trade and Other Receivables	(16.09)	-
Trade and Other Payables	92.33	0.50
	<u>76.24</u>	<u>0.50</u>
<b>Cash Generated from Operations</b>	<b>(7.45)</b>	(0.31)
Taxes Paid (Net)	(13.54)	-
<b>Net Cash flow used in Operating Activities</b>	<b>(20.99)</b>	(0.31)
<b>B: CASH FLOW FROM INVESTING ACTIVITIES</b>		
Investment in Joint Venture	(5,100.00)	-
Purchase of Investment	(90.00)	-
Interest Income	13.37	-
<b>Net Cash Flow used in Investing Activities</b>	<b>(5,176.63)</b>	-
<b>C: CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Issue of Equity share	99.00	1.00
Proceeds form Optionally Fully Convertible Debentures	5,100.00	-
<b>Net Cash Flow from Financing Activities</b>	<b>5,199.00</b>	1.00
<b>Net Increase in Cash and Cash Equivalents</b>	<b>1.39</b>	0.69
<b>Opening Balance of Cash and Cash Equivalents</b>	<b>0.69</b>	
<b>Closing Balance of Cash and Cash Equivalents (Refer Note 5)</b>	<b>2.08</b>	0.69

## Reliance Retail and Fashion Lifestyle Limited

As per our Report of even date

For and on behalf of the Board

For **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm Registration No. 117366W/W-100018

**V. Subramaniam**  
Director

**Pallavi Sharma**  
Partner  
Membership No. 113861

**Ashwin Khasgiwala**  
Director

Date : 15th April 2022

**Pankaj Pawar**  
Director

## Reliance Retail and Fashion Lifestyle Limited

### Notes to the Financial Statements for the year ended 31st March, 2022

---

#### A. Corporate Information

Reliance Retail and Fashion Lifestyle Limited is a limited company incorporated in India as on 11 August 2020, having its registered office at 4th Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai 400 002, India. The Company's holding Company is Reliance Retail Ventures Limited. The Company is yet to commence operation and will be engaged in organised retail.

#### B. Significant Accounting Policies

##### B.1 Basis of Preparation and Presentation

The Financial Statements have been prepared on the historical cost basis except for certain financial assets and liabilities (including derivative instruments) which have been measured at fair value amount.

The Financial Statements of the Company have been prepared to comply with the Indian Accounting standards ('Ind AS'), including the Rules notified under the relevant provisions of the Companies Act, 2013 as amended from time to time.

The Company's Financial Statements are presented in Indian Rupees (₹), which is also its functional currency and all values are rounded to the nearest lakh (₹ 00,000) except when otherwise indicated.

##### B.2 Summary of Significant Accounting Policies

###### (a) Current and Non-Current Classification

The Company presents assets and liabilities in the Balance Sheet based on Current / Non Current classification.

An asset is treated as Current when it is -

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when -

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

###### (b) Cash and Cash Equivalents

Cash and cash equivalents comprise of cash on hand, cash at banks, short term deposits and short- term highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**Reliance Retail and Fashion Lifestyle Limited****Notes to the Financial Statements for the year ended 31st March, 2022**

---

**(c) Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a 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.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

**(d) Tax Expenses**

The tax expense for the period comprises of current tax and deferred income tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the Other Comprehensive Income or in equity. In this case, the tax is also recognised in Other Comprehensive Income or Equity.

**i) Current Tax**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the Income Tax authorities, based on tax rates and laws that are enacted at the Balance sheet date.

**ii) Deferred Tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax assets are recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax losses can be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

**(e) Revenue Recognition**

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangement, because it typically controls the goods or services before transferring them to the customer.

Generally, control is transfer upon shipment of goods to the customer or when the goods is made available to the customer, provided transfer of title to the customer occurs and the Company has not retained any significant risks of ownership or future obligations with respect to the goods shipped.

Revenue from rendering of services is recognised over time by measuring the progress towards complete satisfaction of performance obligations at the reporting period.

## Reliance Retail and Fashion Lifestyle Limited

### Notes to the Financial Statements for the year ended 31st March, 2022

---

Revenue is measured at the amount of consideration which the company expects to be entitled to in exchange for transferring distinct goods or services to a customer as specified in the contract, excluding amounts collected on behalf of third parties (for example taxes and duties collected on behalf of the government). Consideration is generally due upon satisfaction of performance obligations and a receivable is recognized when it becomes unconditional.

In case of discounts, rebates, credits, price incentives or similar terms, consideration are determined based on its most likely amount, which is assessed at each reporting period.

#### **Contract balances**

##### **Trade receivables**

A receivable represents the Company's right to an amount of consideration that is unconditional.

##### **Contract liabilities**

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

##### **Interest Income**

Interest Income from a Financial Asset is recognised using effective interest rate method.

##### **Dividend Income**

Dividend Income is recognised when the Company's right to receive the amount has been established.

#### **(f) Financial Instruments**

##### **i) Financial Assets**

###### **A. Initial Recognition and Measurement**

All Financial Assets are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of Financial Assets, which are not at Fair Value through Profit and Loss, are adjusted to the fair value on initial recognition. Purchase and sale of Financial Assets are recognised using trade date accounting.

###### **B. Subsequent Measurement**

###### **a) Financial Assets Measured at Amortised Cost (AC)**

A Financial Asset is measured at Amortised Cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the Financial Asset give rise on specified dates to cash flows that represents solely payments of principal and interest on the principal amount outstanding.

## Reliance Retail and Fashion Lifestyle Limited

### Notes to the Financial Statements for the year ended 31st March, 2022

---

b) **Financial Assets Measured at Fair Value Through Other Comprehensive Income (FVTOCI)**

A Financial Asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling Financial Assets and the contractual terms of the Financial Asset give rise on specified dates to cash flows that represents solely payments of principal and interest on the principal amount outstanding.

c) **Financial Assets Measured at Fair Value Through Profit or Loss (FVTPL)**

A Financial Asset which is not classified in any of the above categories are measured at FVTPL.

Financial assets are reclassified subsequent to their recognition, if the Company changes its business model for managing those financial assets. Changes in business model are made and applied prospectively from the reclassification date which is the first day of immediately next reporting period following the changes in business model in accordance with principles laid down under Ind AS 109 – Financial Instruments.

**C. Other Equity Investments**

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'. However, dividend on such equity investments are recognized in Statement of Profit and loss when the company's right to receive payment is established.

**D. Impairment of Financial Assets**

In accordance with Ind AS 109, the Company uses "Expected Credit Loss"(ECL) model, for evaluating impairment of Financial Assets other than those measured at Fair Value Through Profit and Loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12 months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For Trade Receivables the Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

**ii) Financial Liabilities**

**A. Initial Recognition And Measurement**

**Reliance Retail and Fashion Lifestyle Limited****Notes to the Financial Statements for the year ended 31st March, 2022**

---

All Financial Liabilities are recognized at fair value and in case of borrowings, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

**B. Subsequent Measurement**

Financial liabilities are carried at amortized cost using the effective interest method.

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

**iii) Derivative Financial Instruments**

The company uses various derivative financial instruments such as currency forwards and commodity contracts to mitigate the risk of changes in exchange rates and commodity prices. At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as Financial Assets when the fair value is positive and as Financial Liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss.

**iv) Derecognition of Financial Instruments**

The company derecognizes a Financial Asset when the contractual rights to the cash flows from the Financial Asset expire or it transfers the Financial Asset and the transfer qualifies for derecognition under Ind AS 109. A Financial Liability (or a part of a Financial Liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

**v) Offsetting**

Financial Assets and Financial Liabilities are offset and the net amount is presented in the balance sheet when, and only when, the Company has a legally enforceable right to set off the amount and it intends, either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

**(g) Earnings per share**

Basic earnings per share is calculated by dividing the net profit after tax by the weighted average number of equity shares outstanding during the year adjusted for bonus element in equity share. Diluted earnings per share adjusts the figures used in determination of basic earnings per share to take into account the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as at the beginning of the period unless issued at a later date.



## Reliance Retail and Fashion Lifestyle Limited

### Notes to the Financial Statements for the year ended 31st March, 2022

---

#### C. Critical Accounting Judgements and Key Sources of Estimation Uncertainty

The preparation of the Company's Financial Statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in next financial years.

##### a) Recoverability of Trade receivables

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

##### b) Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

##### c) Impairment of Financial and Non-Financial Assets

The impairment provisions for Financial Assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period.

In case of non-financial assets company estimates asset's recoverable amount, which is higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

##### d) Recognition of Deferred Tax Assets and liabilities

Deferred tax assets and liabilities are recognised for deductible temporary differences and unused tax losses for which there is probability of utilisation against the future taxable profit. The Company uses judgement to determine the amount of deferred tax that can be recognised, based upon the likely timing and the level of future taxable profits and business developments.

##### e) Fair Value Measurement

For estimates relating to fair value of financial instruments refer note 17 of financial statements.

##### e) Estimation Uncertainty Relating to the Global Health Pandemic on COVID 19

Management has performed the assessment of the effect of COVID -19 on the recoverability of the value of assets as at the end of the year and liquidity position as well as business activities in the foreseeable future. Based on the assessment, presently there are no significant concerns regarding recoverability of the value of the assets as well as on liquidity and continuity of the business. The impact of COVID – 19 may be different from that estimated as at the date of

**Reliance Retail and Fashion Lifestyle Limited****Notes to the Financial Statements for the year ended 31st March, 2022**

---

approval of these financial statements and the Company will continue to monitor any material changes to future economic conditions.

**D. Standards Issued but not effective**

On March 23, 2022, the Ministry of Corporate Affairs (MCA) has notified Companies (Indian Accounting Standards) Amendment Rules, 2022. This notification has resulted into amendments in the following existing accounting standards which are applicable to company from April 1, 2022.

- i. Ind AS 101 – First time adoption of Ind AS
- ii. Ind AS 103 – Business Combination
- iii. Ind AS 109 – Financial Instrument
- iv. Ind AS 16 – Property, Plant and Equipment
- v. Ind AS 37 –Provisions, Contingent Liabilities and Contingent Assets
- vi. Ind AS 41 – Agriculture

Application of above standards are not expected to have any significant impact on the company's financial statements.

Reliance Retail and Fashion Lifestyle Limited  
Notes to the Financial Statements for the year ended 31st March, 2022

1 INVESTMENTS -NON CURRENT	As at 31st March, 2022		As at 31st March, 2021	
	Units	Amount	Units	Amount
₹ in Lakhs				
<b>A INVESTMENTS IN JOINT VENTURES</b>				
<b>In Debenture of Joint venture - unquoted, fully paid up</b>				
4.5% Optionally Convertible Debentures Clarks Reliance Footwear Private Limited of ₹ 10 each	51,00,00,000	5,100.00	-	-
	<b>51,00,00,000</b>	<b>5,100.00</b>		<b>-</b>
A Total Investments measured at amortised cost		<b>5,100.00</b>		<b>-</b>
<b>Total</b>		<b>5,100.00</b>		<b>-</b>
<b>Aggregate value of</b>		<b>Book Value</b>		<b>Book Value</b>
Unquoted investments		<b>5,100.00</b>		<b>-</b>

## Reliance Retail and Fashion Lifestyle Limited

## Notes to the Financial Statements for the year ended 31st March, 2022

		₹ in Lakhs	
		As at	As at
		31st March, 2022	31st March, 2021
<b>2 Other Non- Current Assets</b>			
	<i>(Unsecured and Considered Good)</i>		
	Advance Income Tax (Net of Provision)	1.04	-
	<b>Total</b>	<b>1.04</b>	<b>-</b>
<b>2.1 Advance Income Tax (Net of Provision)</b>			
	At start of year	-	-
	Charge for the year	(12.50)	-
	Tax paid during the year (net of refunds)	13.54	-
	<b>At end of year</b>	<b>1.04</b>	<b>-</b>
<b>3 Current Investments</b>			
	<b>Investments Measured at Fair Value Through Profit and Loss</b>		
	Investment in Mutual Funds -In Units - Unquoted	91.74	-
		<b>91.74</b>	<b>-</b>
	<b>Total Investments-Current</b>	<b>91.74</b>	<b>-</b>
	<b>Aggregate Value of Unquoted Investment</b>	<b>91.74</b>	<b>-</b>
<b>4 Trade Receivables</b>			
	<i>(Unsecured and Considered Good)</i>		
	Trade receivables *	1.82	-
	<b>Total</b>	<b>1.82</b>	<b>-</b>
	* There are no trade receivables due or disputed as on 31 March 2022		
<b>5 Cash and Cash equivalents</b>			
	Balances with bank	2.08	0.69
	<b>Cash and Cash Equivalent as per Balance Sheet</b>	<b>2.08</b>	<b>0.69</b>
	<b>Cash and Cash Equivalent as per Statement of Cash Flow</b>	<b>2.08</b>	<b>0.69</b>
<b>6 Other Financial Assets</b>			
	Others *	119.97	-
	<b>Total</b>	<b>119.97</b>	<b>-</b>
	* Others include interest receivable		
<b>7 Other Current Assets</b>			
	<i>(Unsecured and Considered Good)</i>		
	Balance with government authorities (GST)	14.19	-
	Others	0.07	-
	<b>Total</b>	<b>14.26</b>	<b>-</b>

Reliance Retail and Fashion Lifestyle Limited  
Notes to the Financial Statements for the year ended 31st March, 2022

₹ in Lakhs

8	Equity Share Capital	As at	
		31st March, 2022	31st March, 2021
	<b>Authorised Share Capital:</b>		
	<b>10,00,000</b> Equity Shares of ₹ 10 each (10,00,000)	<b>100.00</b>	100.00
	<b>Total</b>	<b>100.00</b>	100.00
	<b>Issued, Subscribed and Paid-Up:</b>		
	<b>10,00,000</b> Equity Shares of ₹ 10 each (10,000)	<b>100.00</b>	1.00
	<b>Total</b>	<b>100.00</b>	1.00

8.1 Out of the above, 10,00,000 (previous year 10,000) equity shares of ₹ 10 each fully paid-up are held by Reliance Retail Ventures Limited, the Holding Company along with its nominees.

8.2 The details of Shareholders holding more than 5% shares :

Name of the Shareholders	No. of Shares	As at	
		31st March, 2022	31st March, 2021
		% held	% held
Reliance Retail Ventures Limited	<b>10,00,000</b>	<b>100.00</b>	100.00

8.3 Shareholding of Promoters

As at 31st March 2022

Name of Promoter	No. of shares at the beginning of the year	Change during the year	No. of shares at the end	% of total shares	% change during the year
Reliance Retail Ventures Limited	10,000	9,90,000	10,00,000	100%	100%

As at 31st March 2021

Name of Promoter	No. of shares at the beginning of the year i.e., 11th August, 2020	Change during the period	No. of shares at the end	% of total shares	% change during the period
Reliance Retail Ventures Limited	-	10,000	10,000	100%	100%

8.4 The Reconciliation of the number of shares outstanding is set out below :

Particulars	As at	
	31st March, 2022	31st March, 2021
	No. of shares	No. of shares
Equity Shares outstanding at the beginning of the year / period	<b>10,000</b>	-
Add: Equity Shares issued during the year / period	<b>9,90,000</b>	10,000
<b>Equity Shares outstanding at the end of the year / period</b>	<b>10,00,000</b>	10,000

8.5 Rights, Preferences and Restrictions attached to shares

The Company has only one class of equity shares having face value of 10 each. The holder of the equity share is entitled to dividend right and voting right in the same proportion as the capital paid-up on such equity share bears to the total paid-up equity share capital of the Company. The dividend proposed by Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company in the same proportion as the capital paid-up on the equity shares held by them bears to the total paid-up equity share capital of the Company.

**Reliance Retail and Fashion Lifestyle Limited**  
**Notes to the Financial Statements for the year ended 31st March, 2022**

9 Other Equity	₹ in Lakhs	
	As at 31st March, 2022	As at 31st March, 2021
<b>Instruments Classified as Equity</b>		
Optionally Fully Convertible Debentures of ₹ 10 each	5,100.00	-
<b>Total</b>	<u>5,100.00</u>	<u>-</u>
<b>Retained Earnings</b>		
As per last Balance Sheet	(0.81)	-
Add: Profit/ (loss) for the year / period	38.45	(0.81)
	<u>37.64</u>	<u>(0.81)</u>
<b>Total</b>	<u>5,137.64</u>	<u>(0.81)</u>

**9.1 Terms of Optionally Fully Convertible Debentures (OFCD)**

The OFCD shall be converted into 1 Equity Shares of ₹ 10 each at any time at the option of the Company and the OFCD holder, but not later than 15 years from the date of allotment of the OFCD i.e. September 29, 2021. The OFCD shall carry zero interest rate.

**Reliance Retail and Fashion Lifestyle Limited**  
**Notes to the Financial Statements for the year ended 31st March, 2022**

10	Deferred Tax Liabilities (Net)	₹ lakh	
		As at 31st March, 2022	As at 31st March, 2021
	The movement on the deferred tax account is as follows:		
	At the start of the year / period	-	-
	Charge to Statement of Profit and Loss	0.44	-
	<b>At the end of year</b>	<b>0.44</b>	<b>-</b>

**The movement on the deferred tax account is as follows:**

Component of Deferred tax Assets / (liabilities)

	As at 31st March, 2021	Charge/ (credit) to Statement of Profit or loss	As at 31st March, 2022
Disallowance under the Income Tax Act, 1961	-	0.44	0.44
	-	0.44	0.44

11	Trade payable Due to	₹ in Lakhs	
		As at 31st March, 2022	As at 31st March, 2021
	Micro and Small Enterprise	-	-
	Other than Micro and Small Enterprise *	82.56	0.50
	<b>Total</b>	<b>82.56</b>	<b>0.50</b>

\* There are no trade payables due or disputed as on 31 March 2022

11.1 There are no overdue amounts to Micro, Small and Medium Enterprises as at 31st March, 2022.

12	Other Financial Liabilities	₹ in Lakhs	
		As at 31st March, 2022	As at 31st March, 2021
	Others*	2.57	-
	<b>Total</b>	<b>2.57</b>	<b>-</b>

\* Includes provision for audit fees

13	Other Current Liabilities	₹ in Lakhs	
		As at 31st March, 2022	As at 31st March, 2021
	Other Payables *	7.70	-
	<b>Total</b>	<b>7.70</b>	<b>-</b>

\* Includes statutory dues

**Reliance Retail and Fashion Lifestyle Limited**  
**Notes to the Financial Statements for the year ended 31st March, 2022**

		₹ in Lakhs	
14 Other Income	2021-22	For the period from 11th August, 2020 to 31st March, 2021	
<b>Interest</b>			
Bank Deposits	0.04	-	
Others *	133.30	-	
	<u>133.34</u>	-	
<b>Gain on Financial Assets</b>			
Unrealised Gain / (Loss)	1.74	-	
	<u>1.74</u>	-	
<b>Total</b>	<u><u>135.08</u></u>	-	

Fair value through Profit and Loss ₹ 1.74 Lakhs (previous year Nil).

\* Others includes interest on amount invested in optionally convertible debentures

		₹ in Lakhs	
15 Other Expenses	2021-22	For the period from 11th August, 2020 to 31st March, 2021	
<b>Establishment Expenses</b>			
Rates and Taxes	0.40	0.31	
Payment to Auditors	2.00	0.50	
Professional Fees	83.28	-	
General Expenses	0.05	0.00	
<b>Total</b>	<u><u>85.73</u></u>	<u><u>0.81</u></u>	

		₹ in Lakhs	
15.1 Payment to Auditors as:	2021-22	For the period from 11th August, 2020 to 31st March, 2021	
(a) Statutory Audit Fees	2.00	0.50	
	<u><u>2.00</u></u>	<u><u>0.50</u></u>	



## Reliance Retail and Fashion Lifestyle Limited

## Notes to the Financial Statements for the year ended 31st March, 2022

₹ in Lakhs

	As at 31st March, 2022	As at 31st March, 2021
<b>16 Taxation</b>		
<b>Income Tax recognised in Profit or Loss</b>		
Current Tax	12.50	-
Deferred Tax	0.44	-
<b>Total Income Tax Expense</b>	<b>12.94</b>	<b>-</b>

The Income Tax expenses for the year can be reconciled to the accounting profit as follows:

Particulars	As at 31st March, 2022	As at 31st March, 2021
Profit before Tax	51.39	(0.81)
Applicable Tax Rate	25.17%	25.17%
Computed Tax Expense	12.94	-
Tax Effect of :		
Effect of Additional allowances for capital gain	(0.44)	-
<b>Current Tax Provision (A)</b>	<b>12.50</b>	<b>-</b>
Incremental Deferred Tax Liability on account of Financial Assets & Other items	0.44	-
<b>Deferred Tax Provision (B)</b>	<b>0.44</b>	<b>-</b>
<b>Tax Expenses recognised in Statement of Profit and Loss (A+B)</b>	<b>12.94</b>	<b>-</b>
<b>Effective Tax Rate</b>	<b>25.17%</b>	<b>0.00%</b>

**Reliance Retail and Fashion Lifestyle Limited**  
**Notes to the Financial Statements for the year ended 31st March, 2022**

**17** The Company has entered into a Composite Scheme of Arrangement with Future Enterprises Limited (FEL) for transfer of Retail and Wholesale business of FEL as a going concern on a slump sale basis to the Company. The scheme has been discussed and approved by the Board of Directors at its meeting held on August 29, 2020 and is at various stage of approval from the regulatory authorities. Based on the above the Company's financials have been prepared under Going Concern assumption.

<b>18 Earnings Per Share (EPS)</b>	<b>2021-22</b>	For the period from 11th August, 2020 to 31st March, 2021
<b>Face Value per Equity Share (₹)</b>	<b>10</b>	10
<b>Basic Earnings per Share (₹)</b>	<b>4.59</b>	(8.09)
Net Profit as per Profit and Loss Statement attributable to Equity Shareholders (₹ in Lakhs)	<b>38,45,467</b>	(80,887)
Weighted average number of equity shares used as denominator for calculating EPS	<b>8,37,260</b>	10,000
<b>Diluted Earnings per Share (₹)</b>	<b>0.14</b>	(8.09)
Net Profit as per Profit and Loss Statement attributable to Equity Shareholders (₹ in Lakhs)	<b>38,45,467</b>	(80,887)
Weighted Average number of Equity Shares used as denominator for calculating Diluted EPS	<b>2,65,46,849</b>	10,000
<b>Reconciliation of weighted average number of shares outstanding</b>		
Weighted Average number of Equity Shares used as denominator for calculating Basic EPS	<b>8,37,260</b>	10,000
Total Weighted Average Potential Equity Shares	<b>2,57,09,589</b>	-
Weighted Average number of Equity Shares used as denominator for calculating Diluted EPS	<b>2,65,46,849</b>	10,000

**19** There are no employees during the year therefore Ind AS 19 "Employee Benefits", is not applicable to the company.

**Reliance Retail and Fashion Lifestyle Limited****Notes to the Financial Statements for the year ended 31st March, 2022****20 Capital Management**

The Company manages its capital to ensure that it will continue as going concern while maximising the return to stakeholders. The company manages its capital structure and make adjustment in light of changes in business condition. The overall strategy remains unchanged as compare to last year.

**21 Financial Instruments****Valuation Methodology**

All financial instruments are initially recognized and subsequently re-measured at fair value as described below:

- a) The fair value of investment in unquoted Mutual Funds is measured at quoted price or NAV.

**Fair value measurement hierarchy:**

₹ in Lakhs

Particulars	As at 31st March, 2022				As at 31st March, 2021			
	Carrying Amount	Level of input used in			Carrying Amount	Level of input used in		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
<b>Financial Assets</b>								
<b>At Amortised Cost</b>								
Investments *	-	-	-	-	-	-	-	-
Trade Receivables	1.82	-	-	-	-	-	-	-
Cash and Cash equivalents	2.08	-	-	-	0.69	-	-	-
Other Financial Assets	119.97	-	-	-	-	-	-	-
<b>At FVTPL</b>								
Investments	91.74	91.74	-	-	-	-	-	-
<b>Financial Liabilities</b>								
<b>At Amortised Cost</b>								
Trade Payables	82.56	-	-	-	0.50	-	-	-

\* Excludes Group company investment ₹ 5,100 Lakhs (Previous year Nil) measured at cost (Refer Note 1)

The financial instruments are categorized into three levels based on the inputs used to arrive at fair value measurements  
Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities; and directly or indirectly.

Level 2: Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

**B Financial Risk Management-****a) Interest Rate risk**

There is no Interest rate risk as there is no borrowings in the company

**Credit risk**

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or pay amounts due causing financial loss to the company. It arises from principally from credit exposures to customers relating to outstanding receivables. The Company ensure that sales of products are made to customers with appropriate creditworthiness. Investment and other market exposures are managed against counterparty exposure limits. Credit information is regularly shared between businesses and finance function, with a framework in place to quickly identify and respond to cases of credit deterioration.

**Liquidity Risk**

Liquidity risk is the risk that suitable sources of funding for the company's business activities may not be available. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed borrowings to meet obligations when due. Management monitors rolling forecasts of the company's liquidity position (including monitoring of borrowings) and cash and cash equivalents on the basis of expected cash flows. The company's liquidity is managed centrally with operating units forecasting their cash and currency requirements to the central treasury function. The operating units pool their cash surpluses to treasury, which will then either arrange to fund entity's expansion and working capital requirements through arranging for necessary borrowings, or invest any net surplus in the market.

## Reliance Retail and Fashion Lifestyle Limited

## Notes to the Financial Statements for the year ended 31st March, 2022

## 22 Related Parties Disclosures

As per Ind AS 24, the disclosures of transactions with the Related Parties are given below :

## (i) List of Related Parties with whom transactions have taken place and relationships:

Sr No	Name of the Related Parties	Relationship
1	Reliance Retail Ventures Limited	} Holding Company
2	Reliance Retail Limited	} Fellow Subsidiary
3	Clarks Reliance Footwear Private Limited	} Joint Venture Company

## (ii) Transactions during the year with Related Parties (excluding reimbursements):

Sr No	Nature of transactions	Holding Company	Fellow Subsidiary	Joint Venture Company	₹ in Lakhs Total
1	Equity Share Capital	99.00 <i>1.00</i>	- -	- -	99.00 <i>1.00</i>
2	Issue of Zero Coupon Optionally Convertible Debentures	5,100.00 -	- -	- -	5,100.00 -
3	Investment in 4.5% Optionally Convertible Debentures	- -	- -	5,100.00 -	5,100.00 -
4	Interest Income	- -	- -	133.30 -	133.30 -
5	Professional and Legal Fees	- -	75.50 -	- -	75.50 -

## Balances as at 31st March 2022:

1	Equity Share Capital	100.00 <i>1.00</i>	- -	- -	100.00 <i>1.00</i>
2	Zero Coupon Optionally	5,100.00 -	- -	- -	5,100.00 -
3	Investment - Non Current	- -	- -	5,100.00 -	5,100.00 -
4	Other Financial Asset	- -	- -	119.97 -	119.97 -
5	Trade Payable	- -	81.54 -	- -	81.54 -

## Disclosure in respect of major related party transactions during the year:

Particulars	Relationship	2021-22	2020-21
<b>1 Subscription to Share Capital</b>			
Reliance Retail Ventures Limited	Holding Company	99.00	1.00
<b>2 Investment in Optionally convertible Debentures</b>			
Clarks Reliance Footwear Private Limited	Joint Venture Company	5,100.00	-
<b>3 Issue of Zero Coupon Optionally Convertible Debentures</b>			
Reliance Retail Ventures Limited	Holding Company	5,100.00	-
<b>4 Interest Income</b>			
Clarks Reliance Footwear Private Limited	Joint Venture Company	133.30	-
<b>5 Professional and Legal fees</b>			
Reliance Retail Limited	Fellow Subsidiary	75.50	-

Figures in *italics* represents previous year's amount.

## Reliance Retail and Fashion Lifestyle Limited

## Notes to the Financial Statements for the year ended 31st March, 2022

## 23 Ratio Analysis :

Sr. No.	Particulars	2021-22	2020-21	% Change
i	Current Ratio <sup>a</sup>	2.48	1.38	79%
ii	Debt Service Coverage ratio	-	-	-
iii	Inventory Turnover Ratio	-	-	-
iv	Trade Payable Turnover Ratio <sup>b</sup>	6.92	3.24	114%
v	Net Profit Ratio	18.88	-	-
vi	Return on Investment	2.86	-	-
vii	Debt-Equity Ratio	-	-	-
viii	Return on Equity Ratio <sup>c</sup>	0.01	(4.23)	-100%
ix	Trade Receivables Turnover Ratio	297.96	-	-
x	Net Capital Turnover Ratio	0.04	-	-
xi	Return on Capital Employed <sup>d</sup>	(4.44)	3.24	-237%

<sup>a</sup> The increase in current ratio is due to investment made in mutual funds in the current year.

<sup>b</sup> The increase in trade payable turnover ratio is due to increase in cost of material consumed in the current year.

<sup>c</sup> The increase in return on equity ratio is due to increase in profit after tax in the current year.

<sup>d</sup> The decrease in return on capital employed is due to investment made in mutual funds and convertible debentures.

## 23.1 Formulae for Computation of Ratios are as follows:

Sr. No.	Particulars	Formulae
1	Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$
2	Debt Service Coverage ratio	$\frac{\text{Earnings before Interest, Tax and Exceptional Items}}{\text{Interest Expense} + \text{Principal Repayments made during period for long term loans}}$
3	Inventory Turnover Ratio	$\frac{\text{Cost of Goods Sold}}{\text{Average Inventories of Finished Goods, Stock-in-Process and Stock-in-Trade}}$
4	Trade Payable Turnover Ratio	$\frac{\text{Cost of Materials Consumed (after adjustment of RM Inventory) + Purchases of Stock-in-Trade + Other Expenses}}{\text{Average Trade Payables}}$
5	Net Profit Ratio	$\frac{\text{Profit After Tax}}{\text{Value of Sales \& Services}}$
6	Return on Investment	$\frac{\text{Other Income (Excluding Dividend)}}{\text{Average Cash, Cash Equivalents \& Other Marketable Securities}}$
7	Debt Equity Ratio	$\frac{\text{Total Debt}}{\text{Total Equity}}$
8	Return on Equity Ratio	$\frac{\text{Profit After Tax (Attributable to Owners)}}{\text{Average Net Worth}}$
9	Trade Receivables Turnover Ratio	$\frac{\text{Value of Sales \& Services}}{\text{Average Trade Receivables}}$
10	Net Capital Turnover Ratio	$\frac{\text{Value of Sales \& Services}}{\text{Net Worth}}$
11	Return on Capital Employed	$\frac{\text{Net Profit After Tax} + \text{Deferred Tax Expense/(Income)} + \text{Finance Cost (-) Other Income (-) Share of Profit / (Loss) of Associates and Joint Ventures}}{\text{Average Capital Employed **}}$

\*\* Capital employed includes Equity, Borrowings, Deferred Tax Liabilities, Creditor for Capital Expenditure and reduced by Investments, Cash and Cash Equivalents, Capital Work-in-Progress and Intangible Assets under Development.

**Reliance Retail and Fashion Lifestyle Limited**  
**Notes to the Financial Statements for the year ended 31st March, 2022**

**24 Other Statutory Information**

- (i) As per Section 248 of the Companies Act, 2013, there are no transactions and balances outstanding with struck off companies in current and previous year.
- (ii) The Company do not have any Capital-work-in progress or intangible assets under development, whose completion is overdue or has exceeded its cost compared to its original plan.
- (iii) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - (b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (iv) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (v) The Company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961.

**25** The figures of the corresponding period has been regrouped / reclassified wherever necessary, to make them comparable in accordance with the requirements of Schedule III revised in the current year

**26** The Financial statements were approved for issue by the Board of Directors on 15th April, 2022.

## Reliance Retail and Fashion Lifestyle Limited

As per our Report of even date

For and on behalf of the Board

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm Registration No. 117366W/W-100018

**V. Subramaniam**  
Director

**Pallavi Sharma**  
Partner  
Membership No. 113861

**Ashwin Khasgiwala**  
Director

Date : 15th April 2022

**Pankaj Pawar**  
Director