

Reliance Global Energy Services Limited
Financial Statements
2022-23

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RELIANCE GLOBAL ENERGY SERVICES LIMITED

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Reliance Global Energy Services Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 March 2023 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the profit and loss account;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 15.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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 in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are 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 the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities 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 ISAs (UK) 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.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We considered the nature of the company's industry and its control environment, and reviewed the company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management about their own identification and assessment of the risks of irregularities.

We obtained an understanding of the legal and regulatory framework that the company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included the UK Companies Act 2006; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and

- reading minutes of meetings of those charged with governance.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the directors' report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies' exemption from the requirement to prepare a strategic report.

We have nothing to report in respect of these matters.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Fred Hui FCA (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom
21 April 2023

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Reliance Global Energy Services Limited
Profit and loss account
for the year ended 31 March 2023

	Note	1 April 2022 – 31 March 2023 £	1 April 2021 – 31 March 2022 £
Turnover		1,718,889	1,894,867
Other Operating Income	3	463,171	410,000
		2,182,060	2,304,867
Employee related costs	4	938,138	914,416
Administrative expenses	5	632,718	825,954
		1,570,856	1,740,370
Operating profit		611,204	564,497
Finance Cost	6	585,383	311,244
Profit before taxation		25,821	253,253
Tax (credit) / charge on profit	7	(22,612)	755
Profit for the financial year attributable to the equity shareholders of the Company		48,433	252,498

All amounts relate to continuing operations. There were no recognised income and expenses for 2023 and 2022 other than those included in the Profit and loss account and accordingly no statement of comprehensive income has been prepared.

Reliance Global Energy Services Limited
Balance Sheet
as at 31 March 2023

	Note	31 March 2023 £	31 March 2022 £
Fixed assets			
Tangible assets	8	20,417	24,973
Investments	9	18,451,059	18,451,059
		18,471,476	18,476,032
Current assets			
Debtors: amounts due within one year	10	678,651	603,728
Cash at bank and in hand		2,055,787	2,026,937
Total current assets		2,734,438	2,630,665
Creditors: amounts falling due within one year	11	(16,507,810)	(8,470,720)
Net current liabilities		(13,773,372)	(5,840,055)
Total assets less current liabilities		4,698,104	12,635,977
Creditors: amounts falling due after more than one year	12	-	7,986,306
		-	7,986,306
Net assets		4,698,104	4,649,671
Capital and reserves			
Share capital	14	3,000,000	3,000,000
Profit & loss account		1,698,104	1,649,671
Equity shareholder's funds	14	4,698,104	4,649,671

The accompanying notes form an integral part of the financial statements

Approved by the Board of Directors and signed on its behalf on 21 April 2023

Saji Varghese
Director

Reliance Global Energy Services Limited
Statement of changes in equity
for the year ended 31 March 2023

	Note	Share capital £	Profit and loss account £	Total £
Balance at 31 March 2021		3,000,000	1,397,173	4,397,173
Profit for the year ended 31 March 2022		-	252,498	252,498
Total comprehensive income for the year		-	252,498	252,498
Balance at 31 March 2022		3,000,000	1,649,671	4,649,671
Profit for the year ended 31 March 2023		-	48,433	48,433
Total comprehensive income for the year		-	48,433	48,433
Balance at 31 March 2023		3,000,000	1,698,104	4,698,104

Reliance Global Energy Services Limited

Notes to the financial statements for the year ended 31 March 2023

1. Accounting policies

- Basis of preparation

Reliance Global Energy Services Limited (Registered office – 8th Floor, 105 Wigmore Street, London, W1U 1QY) is a private company limited by shares, incorporated in the United Kingdom under Companies Act 2006 and is registered in England and Wales.

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council.

Reliance Global Energy Services Limited meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its separate financial statements. Exemptions have been taken in these separate Company financial statements in relation to presentation of a cash flow statement, remuneration of key management personnel, disclosures related to financial instruments and related party transactions.

Reliance Global Energy Services Limited has further taken advantage of the exemption available to it from the obligation of preparing and delivering group consolidated accounts in accordance with section 405 of Companies Act 2006.

Reliance Global Energy Services Limited and its subsidiary are consolidated in the financial statements of its ultimate parent, Reliance Industries Ltd, a company incorporated in India. Consolidated accounts may be obtained at www.ril.com and the address in note 15.

Going Concern

The Directors have reviewed the cash flow projections for next 12 months from the date of signing of these accounts. Based on these projections and the commitment of the parent company to provide support to the Company, should it be needed, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the Directors continue to adopt the going concern basis of accounting in preparing the annual financial statements of the Company.

- Revenue

The main activity of the Company has been provision of support services to group entities in relation to marketing of petroleum products.

Revenue is recognised to the extent of the expenditure incurred by the Company plus a markup based on an arm's length margin. All the revenue is generated in the UK.

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

Reliance Global Energy Services Limited

Notes to the financial statements for the year ended 31 March 2023

- Pension costs

For defined contribution schemes the amount charged to the profit and loss account in respect of pension costs is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as accruals in the balance sheet.

- Foreign currency transactions

The Company's accounting records are maintained in British Pounds Sterling (GBP) and transactions in other currencies during the year have been translated into GBP at rates prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions.

Any income or expense on account of exchange difference either on settlement or on translation is recognised in the profit and loss account.

- Fixed assets

All items of fixed assets are initially recorded at cost net of VAT. Subsequent to recognition, fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

Depreciation is charged from the date of acquisition of the asset. Depreciation is computed on a reducing balance method basis for Office IT Equipment and Furniture & fittings.

Rate of depreciation

- Office IT equipment – 40.00%
- Fixtures & fittings - 18.10%

The carrying values of tangible fixed assets are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

- Taxes

(a) Income tax

Current tax assets and liabilities are measured at the amount expected to be recovered or paid. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.

Reliance Global Energy Services Limited

Notes to the financial statements for the year ended 31 March 2023

(b) 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.

- Provisions

Provisions for reinstatement liabilities are recognised when the Company has a legal or constructive obligation as a result of the past event and it is probable that an outflow of economic benefits will be required to settle the obligation.

- Financial instruments

All financial assets and liabilities are initially measured at transaction price (including transaction cost) and subsequently recognised at amortised cost.

Debt instrument which meet the conditions of being 'basic' financial instruments as defined in FRS 102.11.9 are subsequently measured at amortised cost using the effective interest method.

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the Company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the Company, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

Financial assets and liabilities are not offset in the balance sheet.

- Investment in subsidiaries and associates

Investment in subsidiaries and associates are measured at cost less impairment loss, if any.

Reliance Global Energy Services Limited

Notes to the financial statements for the year ended 31 March 2023

2. Critical accounting judgments and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 1, the Directors are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The Company does not have any critical accounting judgements.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Key sources of estimation uncertainty

Revenue recognition

The annual bonus payable to staff is estimated by directors based on various measures. This accrual and the corresponding revenue is accrued based on agreed markup at arm's length. For this year, the value of the bonus accrual is estimated to be £225,167 (2022: £204,563) and the corresponding accrued income is £249,213 (2022: £228,004). This is based on the best available information to the directors at the time. The actual bonus declared during the year related to previous year was £212,747 with a corresponding income of £237,606.

3. Other operating income

	2023 £	2022 £
Dividend received	460,000	410,000
Bank Interest Income	3,171	-
Total	463,171	410,000

4. Directors and employee costs

Employee related costs including remuneration paid to Directors during the year were as follows:

	2023 £	2022 £
Salaries and wages	832,623	786,654
Social security costs	92,999	101,143
Pension costs	3,131	17,796
Health insurance costs	9,385	8,823
Total	938,138	914,416

The average number of employees including Directors of the Company during the year was 8 (2022:8).

The remuneration paid to Directors during the year was £nil (2022: £nil). The total remuneration received by the directors in respect of qualifying services paid by other group companies during the year was not recharged to this Company because it is impractical to determine a split.

Reliance Global Energy Services Limited

Notes to the financial statements for the year ended 31 March 2023

5. Administrative expenses

Operative profit is stated after charging:

	2023	2022
	£	£
Rent for office premises	279,989	410,549
Fees payable to auditors	37,044	35,280
Depreciation (note 8)	4,556	7,476
	<u>521,589</u>	<u>453,305</u>

Fees payable to auditors include fees payable for the audit of the financial statements £28,775 (2022: £27,405) and fees payable for audit-related assurance services in respect of the review of the Company's interim financial information £8,269 (2022:£7,875).

6. Finance Cost

	2023	2022
	£	£
Bank loan interest	264,294	151,632
Bank loan transaction cost	12,043	12,044
Other group company loan interest	309,046	147,568
	<u>585,383</u>	<u>311,244</u>

7. Tax

	2023	2022
	£	£
(a) Tax on profit		
Current tax		
UK Corporation Tax at 19% (2022: 19%)	-	-
Adjustments to tax charge in respect of previous years	-	-
Total current tax	<u>-</u>	<u>-</u>
Deferred Tax		
Origination and reversal of timing differences	(22,612)	755
Total deferred tax charge / (credit)	<u>(22,612)</u>	<u>755</u>
Tax charge / (credit) on profit on ordinary activities	<u>(22,612)</u>	<u>755</u>
(b) Factors affecting the total tax charge		
Profit on ordinary activities before tax	25,821	253,254
Tax at standard UK corporation tax rate at 19% (2022: 19%)	4,906	48,118
Other timing differences	6,498	-
Permanent capital allowances in excess of depreciation	320	755
Fixed Asset Loss on Disposals	-	-
Dividend income	(87,400)	(77,900)
Group Relief surrender	75,676	29,027
Change in deferred tax	(22,612)	755
Total tax (credit) / charge	<u>(22,612)</u>	<u>755</u>

Within the 2021 Finance Bill published on 11th March 2021, the government has announced that the rate of corporation tax will remain at 19% until March 2023, which is going to 25% thereafter.

Accordingly, the company's deferred tax balances at the reporting date are taxed at an effective rate of 25% (2022: 19%). Finance Act 2023 does not have any material impact of taxation on the Company.

Reliance Global Energy Services Limited

Notes to the financial statements for the year ended 31 March 2023

8. Tangible assets

	Office IT Equipment £	Fixtures & fittings £	Total £
Cost			
Balance as at 1 April 2022	228,176	89,087	317,263
Additions	-	-	-
Disposals	-	-	-
Balance as at 31 March 2023	228,176	89,087	317,263
Accumulated depreciation			
Balance as at 1 April 2022	214,494	77,796	292,290
Depreciation charge	2,476	2,080	4,556
Balance as at 31 March 2023	216,970	79,876	296,846
Net book value as at 31 March 2023	11,206	9,211	20,417
Net book value as at 31 March 2022	13,682	11,291	24,973

9. Investments

	In subsidiary £
Cost	
Balance as at 1 April 2022	18,451,059
Additions	-
Disposals	-
Balance as at 31 March 2023	18,451,059
Impairment	
Balance as at 1 April 2022	-
Impairment	-
Reversal of impairment	-
Disposals	-
Balance as at 31 March 2023	-
Carrying value as at 31 March 2023	18,451,059
Carrying value as at 31 March 2022	18,451,059

On 21 May 2018, the Company acquired 100% of ordinary share capital of Mindex 1 Limited (Registered office - Suite 23, Portland House, Glacis Road, Gibraltar, GX11 1AA) for consideration of £18,000,000 and acquisition cost of £451,059.

Reliance Global Energy Services Limited

Notes to the financial statements for the year ended 31 March 2023

10. Debtors: amounts due within one year

	2023 £	2022 £
Amounts owed from group undertakings		
Due from other group company	273,843	255,577
Accrued income	313,876	272,874
	<u>587,719</u>	<u>528,451</u>
Other receivables		
Deferred tax asset (note 13)	24,283	1,671
Prepaid expenses	53,733	52,465
VAT receivable	3,366	20,994
Advance to vendors	9,400	-
Advance to employees/Imprest Amount	150	147
	<u>90,932</u>	<u>75,277</u>
	<u>678,651</u>	<u>603,728</u>

The amounts due from other group company are under normal terms and conditions. The amounts are unsecured and will be settled in cash.

11. Creditors: amounts falling due within one year

	2023 £	2022 £
Creditors: amounts falling due within one year		
Loan from other group company	8,000,000	8,000,000
Bank Loan (net of transaction cost)	7,998,350	-
Sundry creditors	28,422	16,242
Creditors for social security costs	38,682	40,515
Accruals	442,621	414,228
Corporation Tax	(265)	(265)
Total	<u>16,507,810</u>	<u>8,470,720</u>

Loan from Group Company:

The group company unsecured loan is payable in 12 months from the date of drawdown. With effect from 1st February 2023, the loan was amended to change from interest of LIBOR + 1.70% to interest of SONIA + 1.20% on the principal amount. No other terms were amended. The company accounted for the change to SONIA using the practical expedient in FRS 102.11.20C, which allows the company to change the basis for determining the contractual cash flows prospectively by revising the effective interest rate.

Bank Loan:

The bank loan is secured on the freehold property of subsidiary undertaking with a carrying value of £18,000,000. The term of the loan restricts the Company from making significant disposal without the consent of the lender. Interest is payable at variable rate of SONIA + 1.20% on the principal amount. During the year loan has been categorised under 'Creditors falling due within one year' as term of loan is till 22 May 2023.

12. Creditors: amounts falling due after more than one year

	2023 £	2022 £
Creditors: amounts falling due after more than one year		
Bank loan	-	8,000,000
Transaction cost	-	(13,694)
Total	<u>-</u>	<u>7,986,306</u>

During the year Bank loan has been categorised under 'Creditors falling due within one year' (Note 11).

Reliance Global Energy Services Limited

Notes to the financial statements for the year ended 31 March 2023

13. Deferred tax asset

The deferred tax asset balance comprises

	2023	2022
	£	£
Decelerated capital allowances (note 7)	(1,833)	1,713
Other timing difference	26,116	(42)
	<u>24,283</u>	<u>1,671</u>

14. Capital and reserves

	2023	2022
	£	£
Authorised share capital		
3,000,000 ordinary shares of £ 1.00 each	<u>3,000,000</u>	<u>3,000,000</u>
Issued share capital		
3,000,000 ordinary shares of £ 1.00 each	3,000,000	3,000,000
Profit and loss account		
Balance as on 1 April	1,649,671	1,397,173
Profit for the year	48,433	252,498
Balance as on 31 March	<u>1,698,104</u>	<u>1,649,671</u>
Total	<u>4,698,104</u>	<u>4,649,671</u>

3,000,000 ordinary issued share capital of £1.00 each of the company is fully subscribed and paid by the member.

15. Ultimate parent and controlling related party

Reliance Industries Limited, a company incorporated in India, (Registered office - 3rd Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021, India) is controlling party and the direct parent and the ultimate parent company. The smallest and largest group of which the company is a member and for which group accounts are prepared is the consolidated financial statements of Reliance Industries Limited. The group accounts of Reliance Industries Limited can be obtained from 3rd Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021, India.