BATLIBOI, PUROHIT & DARBARI
Chartered Accountants

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INDEPENDENT AUDITOR'S REPORT

To the Members of RP-SG Retail Limited

Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of RP-SG Retail Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS 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 accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS)specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

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

BATLIBOI PUROHIT & DARBARI 7, Waterloo Street, Kolkata 700069 Chartered Accountants

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, its loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Emphasis of Matter

We draw attention to Note 40 to the standalone Ind AS financial statements of the Company, in respect of Composite Scheme of Arrangement, which was approved vide Order issued by National Company Law Tribunal ('NCLT') dated March 28, 2018 received by the Company on 5th October 2018 (the Scheme). As per the NCLT Order, the scheme, comprising demerger of identified Retail undertaking(s) of Spencer's Retail Limited and CESC Limited into RP-SG Retail Limited, have been implemented from the appointed date 1 October, 2017 and given effect to in these standalone Ind AS financial statements. Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 1 a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143 (3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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, Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement 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 standalone Ind AS financial statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, 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 with reference to these standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report dated 25 October 2018 in "Annexure 2" to this report;

BATLIBOI PUROHIT & DARBARI
7, Waterloo Street, Kolkata 700069
Chartered Accountants

(g) In our opinion, the managerial remuneration for the year ended March 31, 2018 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(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 has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements – Refer Note 33 to the standalone Ind AS financial statements;

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.

For Batliboi, Purohit and Darbari
Chartered Accountants
ICAI Firm Registration Number: 303086E

Hemal Mehta
Partner
Membership Number: 063404

Place : Kolkata
Date: 25 October 2018

BATLIBOI PUROHIT & DARBARI
7, Waterloo Street, Kolkata 700069
Chartered Accountants

Annexure 1 referred to in paragraph 1 of the section on "Report on other legal and regulatory requirements" of our report on even date

i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) All fixed assets have been physically verified by the management according to phased programme designed to cover all items over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, some of the fixed assets has been physically verified by the management during the year and no material discrepancies were noticed on such verification

c) According to the information and explanations given by the management, there are no immovable properties, included in property, plant and equipment/ fixed assets of the company and accordingly, the requirements under paragraph 3(i)(c) of the Order are not applicable to the Company.

ii. The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on such physical verification.

iii. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.

iv. In our opinion and according to the information and explanations given to us, Provisions of section 186 of the Companies Act 2013 in respect of loans and advances given, investments made and, guarantees and securities given have been complied with by the company.

v. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

vi. To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013, for the products/services of the Company.

vii.

(a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, goods and service tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, sales-tax, duty of custom, duty of excise, value added tax, goods and service tax, cess and

BATLIBOI PUROHIT & DARBARI 7, Waterloo Street, Kolkata 700069 Chartered Accountants other statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(c) According to the records of the Company, the dues of income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax and cess on account of any dispute, are as follows:

Name of the Statute	Nature of the Dues	Amount (Rs. in lakhs)	Period to which the amount relates	Forum where the dispute is pending
Finance Act, 1994	Disallowance of Cenvat Credit	1020.96	2008-11	CESTAT, Chennai
Finance Act, 1994	Tax demanded in concessionaire discount	111.19	2007-08 and 2008-09	CESTAT, Chennai
Various State VAT/CST Act	Classification Dispute on articles	17.87	2010-11, 2012-13, 2013-14, 2014-15	Various State Appellate Authorities
AP VAT Act, 2005	Demand on difference in tax rates	0.74	2003-04	AP State Appellate Authorities
West Bengal VAT Act, 2003/ CST Act 1956	Demand on disputed stock transfer	42.84	2003-04, 2010-11	WBCT Appellate & Revisional Board
West Bengal VAT Act, 2003/ CST Act 1956	Disallowance of Input tax credit	175.25	2010-11, 2011-12, 2014-15	WBCT Appellate & Revisional Board
Various State VAT/CST Act	Disallowance of Input tax credit	592.86	2009-10, 2011-12, 2012-13, 2013-14	Various State Appellate Authorities
Various State VAT/CST Act	Non Submission on Forms	22.05	2010-11	Various State Appellate Authorities
Kerala VAT Act 2003/ CST Act 1956	Non Submission on Forms and disputed turnover	31.52	2008-09, 2009-10, 2010-11	Kerala State Appellate Authorities
Tamil Nadu General Sales Tax Act, 1989	Tax demand on first point sales and Section 3J of TNGST Act	87.73	2001-02, 2004-05	Tamil Nadu State Appellate Authorities

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Chartered Accountants

viii. In our opinion and according to the information and explanations given by the management, the Company did not have any outstanding loans or borrowings in respect of a financial institution or Government or dues to debenture holders during the year.

ix. According to the information and explanations given by the management, the Company has not raised any money way of initial public offer / further public offer / debt instruments) and term loans hence, reporting under clause (ix) is not applicable to the Company and hence not commented upon.

x. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the company or no material fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.

xi. According to the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

xii. In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.

xiii. According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

xiv. According to the information and explanations given to us and on an overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the company and, not commented upon.

xv. According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.

xvi. According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For Batliboi, Purohit and Darbari
Chartered Accountants
ICAI Firm Registration Number: 303086E

BATLIBOI PUROHIT & DARBARI
7, Waterloo Street, Kolkata 700069
Chartered Accountants

Hemal Mehta
Partner
Membership Number: 063404

Place : Kolkata
Date: 25 October 2018

Annexure 2 to the Independent Auditor's Report of even date on the standalone Ind AS financial statements of RP-SG Retail Limited

Report on the Internal Financial Controls 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 RP-SG Retail Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the standalone Ind AS 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 the 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 with reference to these standalone Ind AS financial statements 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") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. 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 with reference to these standalone financial statements 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 over financial reporting with reference to these standalone Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these standalone Ind AS financial statements, 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 internal financial controls over financial reporting with reference to these standalone Ind AS financial statements.

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Chartered Accountants

Meaning of Internal Financial Controls Over Financial Reporting with reference to these standalone Ind AS financial statements

A company's internal financial control over financial reporting with reference to these standalone Ind AS financial statements 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 with reference to these standalone Ind AS financial statements 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 with reference to these standalone Ind AS financial statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these standalone Ind AS financial statements, 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 with reference to these standalone Ind AS financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these standalone Ind AS financial statements 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 , the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these standalone Ind AS financial statements and such internal financial controls over financial reporting with reference to these standalone Ind AS financial statements were operating effectively as at March 31, 2018, 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.

For Batliboi, Purohit and Darbari
Chartered Accountants
ICAI Firm Registration Number: 303086E

BATLIBOI PUROHIT & DARBARI
7, Waterloo Street, Kolkata 700069
Chartered Accountants

Hemal Mehta
Partner
Membership Number: 063404

Place : Kolkata
Date: 25 October 2018

RP-SG Retail Limited

Standalone Balance sheet as at 31st March 2018

	Notes	As at 31st March 2018 ₹ Lakhs
ASSETS		
Non- Current Assets		
(a) Property, Plant and Equipment	3.1	14,202.56
(b) Capital Work-In-Progress		15.04
(c) Intangible Assets	3.2	9,187.09
(d) Financial Assets		
(i) Investments	4	5,503.74
(ii) Loans and Deposits	5	2,974.82
(iii) Other Financial Assets	6	17,030.90
(e) Non Current Tax Assets (net)		278.13
(f) Other Non Current Assets	7	1,776.99
(A) Total Non Current Assets		**50,969.27**
Current Assets		
(a) Inventories	8	24,249.13
(b) Financial Assets		
(i) Trade Receivables	9	4,021.07
(ii) Cash and Cash Equivalents	10.1	1,928.13
(iii) Bank Balances other than (ii) above	10.2	8,000.00
(iv) Loans and Deposits	11	0.93
(v) Other Financial Assets	12	402.98
(c) Current Tax Assets (net)		3.28
(d) Other Current Assets	13	1,839.17
(B) Total Current Assets		**40,444.69**
TOTAL ASSETS [(A)+(B)]		**91,413.96**
EQUITY AND LIABILITIES		
EQUITY		
(a) Equity Share Capital	14	-
(b) Equity Share Suspense	15	3,976.71
(c) Other Equity	16	55,022.31
(C) Total Equity		**58,999.02**
LIABILITIES		
Non-Current Liabilities		
(a) Financial Liabilities	17	78.04
(b) Provisions	18	813.04
(D) Total Non-Current Liabilities		**891.08**
Current Liabilities		
(a) Financial Liabilities		
(i) Trade Payables	19	
- Total outstanding dues of Micro and small enterprises		-
- Total outstanding dues of creditors other than Micro and small enterprises		27,954.09
(ii) Other Financial Liabilities	20	1,362.72
(b) Other Current Liabilities	21	710.80
(c) Provisions	22	1,496.25
(E) Total Current Liabilities		**31,523.86**
TOTAL EQUITY AND LIABILITIES [(C) +(D)+(E)]		**91,413.96**

The accompanying notes form integral part of these Standalone Financial Statements

This is the Standalone Balance Sheet referred to in our Report of even date.

For Batliboi, Purohit & Darbari
Chartered Accountants
Firm Registration Number - 303086E

CA Hemal Mehta
Partner
Membership No. 063404

Place : Kolkata
Date : 25th October 2018

BATLIBOI PUROHIT & DARBARI 7, Waterloo Street, Kolkata 700069 Chartered Accountants

For and on behalf of the Board of Directors

Director **Director**

Place : Kolkata
Date : 25th October 2018

RP-SG RETAIL LIMITED

RP-SG Retail Limited

Standalone Statement of Profit and Loss for the period ended 8th February 2017 to 31st March 2018

	Notes	For the period 8th February 2017 to 31st March 2018 ₹ Lakhs
Income:		
Revenue from operations	23	1,04,285.96
Other income	24	894.97
Total Income (I)		**1,05,180.93**
Expenses:		
Purchase of stock-in-trade		83,929.59
Changes in inventories of traded and finished goods	25	(659.65)
Cost of raw materials consumed	26	475.93
Employee benefits expense	27	7,209.37
Other expenses	28	13,287.78
Total Expenses (II)		**1,04,243.02**
Earnings before interest, tax, depreciation and amortisation (EBITDA) [(I)-(II)]		**937.91**
Depreciation and Amortisation	29	1,468.14
Finance costs	30	379.92
Loss for the period (III)		**(910.15)**
Other Comprehensive Income		
Items that will not be reclassified subsequently to profit or loss		
- Remeasurement of defined benefit plans		(32.77)
Other Comprehensive Income for the period (IV)		**(32.77)**
Total Comprehensive Income for the period [(III)+(IV)]		**(942.92)**
Earnings per share - Basic and Diluted **(Nominal value ₹5 per share)**	31	(2.62)

The accompanying notes form integral part of these Standalone Financial Statements

This is the Standalone Statement of Profit and Loss referred to in our Report of even date.

For Batliboi, Purohit & Darbari
Chartered Accountants
Firm Registration Number - 303086E

CA Hemal Mehta
Partner
Membership No. 063404

Place : Kolkata
Date : 25th October 2018

For and on behalf of the Board of Directors

Director **Director**

Place : Kolkata
Date : 25th October 2018

RP-SG Retail Limited

Standalone Cash Flow Statement for the period ended 8th February 2017 to 31st March 2018

	For the period 8th February 2017 to 31st March 2018 ₹ Lakhs
CASH FLOW FROM OPERATING ACTIVITIES	
Profit/(Loss) before tax	**(910.15)**
Adjustments :	
Depreciation and Amortisation	1,468.14
Provision for Bad and Doubtful Debts	84.11
Interest expense (excluding interest cost on actuarial valuation)	1.42
Net gain on Sale of Mutual Fund units	(62.41)
Interest Income	(809.20)
Loss/(Gain) on sale/discard of Property, Plant & Equipments and Intangible assets	3.48
Provision/(Reversal) for Obsolete stocks	246.84
Operating Loss before working capital changes	**22.23**
Movement in working capital:	
(Decrease) in Trade payables	(1,597.67)
(Decrease) in Other Financial Liabilities	(3,344.56)
(Decrease) in Non-Financial Liabilities	(47.76)
(Decrease) in Provisions	(64.66)
Decrease in Trade Receivables	973.24
(Increase) in Inventories	(643.14)
Decrease in Other Financial Assets	370.64
Decrease in Loans and Deposits	181.98
(Increase) in Other Non Financial Assets	(134.76)
Net cash used in operating activities (A)	**(4,284.46)**
CASH FLOW FROM INVESTING ACTIVITIES	
Purchase of Property, Plant and Equipments, including intangible assets, capital work in progress and capital advances	(632.64)
Proceeds from Sale of Property, Plant and Equipments	8.45
Investment in Subsidiary Company	(4,818.57)
Investment in Alternative Investment Fund	(375.00)
Proceeds from sale of Mutual Fund units	15,962.40
Purchase of Mutual Fund units	(15,355.29)
Investments in bank deposits (having original maturity of more than three months)	(59,985.59)
Redemption/maturity of bank deposits (having original maturity of more than three months)	40,995.77
Interest received	560.19
Net cash (used in) Investing activities (B)	**(23,640.28)**
CASH FLOW FROM FINANCING ACTIVITIES	
Proceeds from Issue of Share Capital (including share premium)	5.00
Setoff/Proceeds/(Repayment) from short-term borrowings (net)	8,210.57
Interest paid	(18.81)
Net Cash Flow from financing activities (C)	**8,196.76**
Net Increase in Cash and Cash equivalents (A+B+C)	**(19,727.98)**
Cash and cash equivalents acquired during the period	21,656.11
Cash and cash equivalents at the end of the period	**1,928.13**
Components of cash and cash equivalents	
With banks-on current account	1,156.16
Balance with Credit Card, E-Wallet Companies & Others	405.99
Cash in hand	365.98
Total cash and cash equivalents (Refer Note 10.1)	**1,928.13**

Particulars	As on 8th February 2017	Cash flows from financing activities	Non-cash changes	As on 31st March 2018
Financial liabilities*	-	-	78.04	78.04

* Pertains to preference shares suspense (refer note 17)

The accompanying notes form integral part of these Standalone Financial Statements

This is the Standalone Cash Flow Statement referred to in our Report of even date.

For Batliboi, Purohit & Darbari
Chartered Accountants
Firm Registration Number - 303086E

CA Hemal Mehta
Partner
Membership No. 063404

Place : Kolkata
Date : 25th October 2018

BATLIBOI PUROHIT & DARBARI 7, Waterloo Street, Kolkata 700069 Chartered Accountants

For and on behalf of the Board of Directors

Director

Director

Place : Kolkata
Date : 25th October 2018

RP-SG RETAIL LIMITED

RP-SG RETAIL LIMITED

Standalone Statement of Changes in Equity for the period ended 8th February 2017 to 31st March 2018

	As at 31st March 2018	
	No. of Shares	₹ in Lakhs
A. Equity Share Capital	-	-
B. Share Suspense*	7,95,34,226	3,976.71
Equity shares of ₹ 5 each		

* Represents equity shares yet to be alloted

C. Other Equity

₹ Lakhs

Particulars	Reserves and Surplus		Total
	Capital Reserve	Retained Earnings	
Balance as at 8th February 2017			
Loss for the period		(910.15)	(910.15)
Acquired pursuant to the Scheme (refer note 40)	55,965.23		55,965.23
Remeasurement of defined benefit plans		(32.77)	(32.77)
Balance at 31st March 2018	**55,965.23**	**(942.92)**	**55,022.31**

The accompanying notes form integral part of these Standalone Financial Statements

This is the Standalone Statement of Changes in Equity referred to in our Report of even date.

For Batliboi, Purohit & Darbari
Chartered Accountants
Firm Registration Number - 303086E

CA Hemal Mehta
Partner
Membership No. 063404

Place : Kolkata
Date : 25th October 2018

BATLIBOI PUROHIT & DARBARI ★ Chartered Accountants ★ 7, Waterloo Street, Kolkata 700069

For and on behalf of the Board of Directors

Director **Director**

Place : Kolkata
Date : 25th October 2018

RP-SG RETAIL LIMITED ★

1 Corporate Information

RP-SG Retail Limited ("the Company") is a public company incorporated under the provisions of the Companies Act, 2013 ("the Act") under the corporate identity number U74999WB2017PLC219355 having its registered office at CESC House, Chowringhee Square, Kolkata- 700001.

The Company is primarily engaged in developing, conducting, investing and promoting organised retail and operates departmental and neighbourhood stores under various formats across the country.

2 Basis of Preparation

These standalone financial statements for the year ended March 31, 2018 have been prepared in accordance with Indian Accounting Standards ("Ind-AS") under Section 133 of Companies Act 2013 and the Companies (Indian Accounting Standards) Rules, 2015 (the Rules) issued by the MCA.
The standalone financial statements have been prepared on a historical cost basis, except for certain financial assets measured at fair value (refer accounting policy on investments).

2.1 Significant Accounting Policies

a) Property, plant and equipment

Property, Plant and Equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises of purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Expenditure in respect of improvements, etc. carried out at the rented / leased premises are capitalised and depreciated over the initial period of lease or useful life of assets, whichever is lower.

Expenditure incurred in setting up of stores are capitalized as a part of Leasehold improvements.

The present value of the expected cost to be incurred on removal of assets at the time of store closure is included in the cost of leasehold improvements. Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Depreciation on Property, Plant and Equipment is calculated on a straight-line basis using the rates arrived based on the useful lives estimated by the management, which is as follows:

Class of Assets	Useful lives estimated by the management (years)
Computers & Hardware	3 to 6 years
Furniture & Fixtures	3 to 15 years
Vehicles	5 years
Office equipments	5 years
Plant & Machinery	15 years

The management has estimated, based on the Company's internal evaluation, the useful lives of certain furniture & fixtures and vehicle between 3 to 5 years. These lives are lower than those indicated in Schedule II. The management believes that these estimated useful life are realistic and reflect fair approximation of the period over which the asset are likely to be used.

The carrying amount of assets is reviewed at each balance sheet date, to determine if there is any indication of impairment based on the internal/external factors. An impairment loss is recognized wherever the carrying amount of assets exceeds its recoverable amount which is the greater of net selling price and value in use of the respective assets. In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and risk specific to the asset. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

b) Intangible assets

Acquired computer softwares, trademark, knowhow and licenses are capitalised on the basis of the costs incurred to acquire and bring the specific asset to its intended use and subsequently at cost less accumulated amortisation and accumulated impairment loss, if any.
Intangible assets are amortised over the useful economic life and assessed for impairment whenever there is an impairment indicator.The amortisation expense is recognised in the statement of profit and loss.
Gain or loss arising on disposal of the intangible asset is included in the statement of profit and loss.
A summary of the amortisation period applied to the Company's intangible assets is, as follows:

Class of Assets	Useful lives estimated by the management (years)
Computer Softwares	6 years
Knowhow and licenses	10 years

The Company has considered infinite life for Trade mark and hence it is tested for impairment annually.

c) Borrowing Cost

Borrowing costs directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale is capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

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d) **Investments**

Investment in subsidiaries and other equity instruments are measured at Fair Value through Other Comprehensive Income (FVTOCI). All fair value changes on such investments, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Investments in units of Mutual Funds and Alternative Investment Fund are accounted for at fair value and the changes in fair value are recognised in Statement of Profit and Loss.

e) **Impairment of financial assets**

In accordance with Ind AS 109: Financial Instruments, the Company recognises impairment loss allowance on deposits based on historically observed default rates. Impairment loss allowance recognised/reversed during the year are charged/written back to Statement of Profit and Loss.

f) **Inventories**

Traded Goods and Packing materials are valued at lower of cost and net realizable value. Cost includes purchase price and other incidental expenses. Cost is determined under moving weighted average method.

Raw Materials are valued at lower of cost and net realisable value. However, materials held for use in production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a weighted average basis.

Obsolete, slow moving and defective inventories are identified from time to time and where necessary a provision is made for such inventories.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated cost necessary to make the sale.

g) **Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

h) **Provisions**

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

i) **Retirement and other employee benefits**

Retirement benefits in the form of Provident & Superannuation Funds are defined contribution schemes and the contributions are charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due. There are no obligations other than the contribution payable to the respective funds.

Gratuity liability is a defined benefit obligation and contribution, by way of premium is paid to Life Insurance Corporation of India (L.I.C.), under the Group Gratuity Scheme. Gratuity liability is provided based on actuarial valuation on projected unit credit method done at the end of each financial year.

Long term compensated absences are provided for on the basis of actuarial valuation carried out at the year end as per projected unit credit method.

The current and non current bifurcation has been done as per the Actuarial report.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in Other Comprehensive Income in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the Statement of Profit and Loss:

(i) Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and

(ii) Net interest expense or income

j) **Foreign Currency Transactions**

Transactions in foreign currencies are initially recorded in reporting currency by the Company at spot rates at the date of transaction. The Company's functional currency and reporting currency is same i.e. Indian Rupees.

Foreign currency monetary items are reported using the closing rate. Foreign currency non-monetary items measured at historical cost are translated using the exchange rates at the dates of the initial transactions. Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss.

k) **Revenue Recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being received. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all its revenue arrangements except in case of Sale of Concessionaire's products where the title of the goods passes to the Company at the time of sale to customer and inventory risk remains with the vendor. The Company considers concessionaire to be the primary obligator and hence recognises only its net margin in the Statement of Profit and Loss.

Gift vouchers /cards sales are recognised when the vouchers are redeemed and goods are sold to the customers.

Excise duty is a liability of the manufacturer irrespective of whether the goods are sold or not. Hence, the recovery of excise duty flows to the Company on its own account and accordingly revenue includes excise duty. However, Sales tax/ value added tax (VAT)/ Goods and Service Tax (GST) are collected on behalf of the government and accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognised.

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Sale of goods

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances and discounts.The Company operates a loyalty points programme, which allows customers to accumulate points when they purchase products in the Company's retail stores. The points can be redeemed for free products.

Consideration received by the Company on sale of goods is allocated between the products sold and the points issued based on their fair values. Fair value of the points is determined using value of goods which can be bought by redeeming such points and the same is deferred and recognised as revenue on redemption.

Income from Recoveries and Services

Income from recoveries and services mainly represents recoveries made on account of advertisement for use of space by the customers and other expenses charged from suppliers and are recognized and recorded based on the arrangements with concerned parties.

Interest Income

Interest income is recorded using the effective interest rate (EIR). Interest income is included as finance income in the Statement of Profit and Loss.

l) **Taxes**

Current income tax

Current income tax is measured at the amount expected to be paid, if any to the tax authorities in accordance with Indian Income Tax Act, 1962. Management periodically evaluates positions taken in the tax returns vis-a-vis positions taken in books of account, which are subject to interpretation, and creates provisions where appropriate.

Deferred tax

Deferred tax is provided on temporary differences between the tax bases and accounting bases of assets and liabilities at the tax rates and laws that have been enacted or substantively enacted at the Balance Sheet date.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences can be utilised. The carrying amount of deferred tax assets is reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

For items recognised in OCI or equity, deferred / current tax is also recognised in OCI or equity.

m) **Leases**

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease. All other leases are operating lease. Operating lease payments as per terms of the agreement are recognised as an expense in the Statement of Profit and Loss representing the time pattern of benefit to the Company as per specific lease terms.

n) **Earnings per Share**

Basic earnings per share is calculated by dividing the net profit or loss before Other Comprehensive Income for the year by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss before Other Comprehensive Income for the year and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

o) **Contingent liabilities**

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

p) **Business Combination**

Business combination involving entities or businesses under common control are accounted for using the pooling of interest method whereby the assets and liabilities of the combining entities / business are reflected at their carrying value and necessary adjustments , if any, have been given effect to as per the scheme approved by National Group Law Tribunal.

q) **Measurement of EBITDA**

The Company has elected to present earnings before interest, tax expenses, depreciation and amortization expenses (EBITDA) as a separate line item on the face of the Statement of Profit and Loss.

r) **Standards Issued but not yet Effective**

The standard issued but not yet effective up to the date of issuance of the Company's financial statements is disclosed below. The company intends to adopt this standard when it becomes effective.

- Ind AS 115 - Revenue from contracts with customers
- Ind AS 12 - Income Taxes
- Ind AS 40 - Investment property
- Ind AS 21 - Foreign currency transaction and advance considerations

The MCA has notified Companies (Indian Accounting Standards) (Amendment) Rules, 2017 to amend the above Ind AS's. The amendment will come into force from accounting period commencing on or after April 1, 2018. The Company is in the process of assessing the possible impact of Ind AS 115, Ind AS 12, Ind AS 21 and will adopt the amendments on the required effective date whereas Ind AS 40 is not applicable to the Company.

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3.1 Property, Plant and Equipment

(₹ Lakhs)

	Leasehold improvements	Plant and machinery	Computer hardwares	Vehicles	Furniture and fixtures	Office equipment	Total
Gross carrying amount							
Cost							
As at 8th February 2017	-	-	-	-	-	-	-
Acquired pursuant to the Scheme (refer note 40)	9,098.25	4,199.80	1,514.48	22.96	6,433.70	131.97	21,401.16
Additions	6.45	183.79	207.73	-	96.27	4.60	498.84
Disposals	174.84	13.22	8.72	3.41	29.59	0.34	230.12
As at 31st March 2018	**8,929.86**	**4,370.37**	**1,713.49**	**19.55**	**6,500.38**	**136.23**	**21,669.88**
Accumulated depreciation							
As at 8th February 2017	-	-	-	-	-	-	-
Acquired pursuant to the Scheme (refer note 40)	2,135.98	901.45	922.74	13.40	2,326.77	20.00	6,320.34
Depreciation for the period (refer note 29)	433.49	234.64	175.77	8.23	502.86	7.16	1,362.15
Disposals	174.84	11.85	6.17	3.41	18.66	0.24	215.17
As at 31st March 2018	**2,394.63**	**1,124.24**	**1,092.34**	**18.22**	**2,810.97**	**26.92**	**7,467.32**
Net carrying amount							
As at 8th February 2017	-	-	-	-	-	-	-
As at 31st March 2018	**6,535.23**	**3,246.13**	**621.15**	**1.33**	**3,689.41**	**109.31**	**14,202.56**

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3.2 Intangible Assets

(₹ Lakhs)

	Computer Softwares	Know-How and License	Trade Mark *	Total
Gross carrying amount				
Cost				
As at 8th February 2017	-	-	-	-
Acquired pursuant to the Scheme (refer note 40)	758.10	295.05	8,625.00	9,678.15
Additions	52.31	-		52.31
Disposals	2.47	-		2.47
As at 31st March 2018	**807.94**	**295.05**	**8,625.00**	**9,727.99**
Accumulated amortisation				
As at 8th February 2017	-	-	-	-
Acquired pursuant to the Scheme (refer note 40)	286.59	150.67		437.26
Amortisation for the period (refer note 29)	78.63	27.36	-	105.99
Disposals	2.35	-	-	2.35
As at 31st March 2018	**362.87**	**178.03**	**-**	**540.90**
Net carrying amount				
As at 8th February 2017	-	-	-	-
As at 31st March 2018	**445.07**	**117.02**	**8,625.00**	**9,187.09**

*Trademark has been considered of having an indefinite useful life taking into account that there are no technical, technological or commercial risks of obsolescence or limitations under contract or law. The indefinite life intangible assets are tested for impairment annualy.

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4 Investments

	31st March 2018
	₹ Lakhs
Unqouted	
Investments in equity instruments (at FVTOCI)	
Subsidiary :	
Omnipresent Retail India Private Limited of ₹ 10 each: 3,90,46,579 equity shares	4,818.58
Others :	
Retailer's Association of India: 10,000 equity share	1.00
Investment in Alternative Investment Fund (at FVTPL)	
Fireside Ventures Investment Fund 1 of ₹ 100,000 each : 750 units	684.16
	5,503.74

Aggregated amount of unquoted investments as at 31st March 2018: ₹ 5,503.74 Lakhs

5 Loans and Deposits (at amortised cost)

(Unsecured, considered good unless stated otherwise)

	31st March 2018
	₹ Lakhs
Deposits	
Considered good	2,771.58
Significant increase in credit risk	217.19
Credit impaired	131.99
	3,120.76
Impairment allowance:	
Significant increase in credit risk	(13.95)
Credit impaired	(131.99)
	2,974.82

6 Other Financial Assets (at amortised cost)

(Unsecured, considered good unless stated otherwise)

	31st March 2018
	₹ Lakhs
Other bank balances	
-Deposits with original maturity for more than 12 months	15,300.00
-Margin money deposit *	1,640.88
Interest accrued on deposits	89.81
Advances to employees	0.21
	17,030.90

* Margin money deposits of ₹ 1,640.88 Lakhs are encumbered with banks against bank guarantees and overdraft facilities.

7 Other non-current assets

(Unsecured, considered good unless stated otherwise)

	31st March 2018
	₹ Lakhs
Capital advances	18.11
Less: considered doubtful	(3.54)
	14.57
Advances other than capital advances:	
Prepaid expenses	1,731.39
Deposits for claims and tax disputes	31.03
	1,776.99

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8 **Inventories**

(At lower of cost and net realisable value)	31st March 2018
	₹ Lakhs
Raw materials	79.29
Finished goods	18.50
Stock-in-trade	24,573.90
Less : Provision for obsolete stock	(694.28)
	23,879.62
Packing materials	298.59
Less : Provision for obsolete stock	(26.87)
	271.72
	24,249.13

9 **Trade Receivables (at amortised cost)**

(Unsecured, considered good unless stated otherwise)	31st March 2018
	₹ Lakhs
Considered good	4,021.07
Credit impaired	81.50
	4,102.57
Less: allowance for credit impaired receivable	(81.50)
	4,021.07

Trade receivables are non-interest bearing and are generally agreed on terms of 30 to 90 days.
Refer note 36 for receivables from related parties.

10 **Cash and Bank balances**

	31st March 2018
10.1 Cash and Cash Equivalents	₹ Lakhs
Balance with banks	
- On current accounts	1,156.16
Balance with credit card, e-wallet companies and others	405.99
Cash in hand	365.98
	1,928.13
10.2 Other bank balances	
Deposits with original maturity more than 3 months less than 12 months	8,000.00
	8,000.00

11 **Loans and Deposits (at amortised cost)**

(Unsecured, considered good)	31st March 2018
	₹ Lakhs
Deposits	0.93
	0.93

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12 Other Financial Assets (at amortised cost)

(Unsecured, considered good unless stated otherwise)	31st March 2018
	₹ Lakhs
Other bank balances	
- Deposits with original maturity for more than 12 months	239.81
Interest accrued on deposits	122.82
Advances to employees	40.35
	402.98

13 Other current assets

(Unsecured, considered good unless stated otherwise)	31st March 2018
	₹ Lakhs
Advances Recoverable in cash or in kind	325.09
Prepaid Expenses	655.37
Balance with Statutory / Government Authorities	858.71
	1839.17

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14 Equity share capital

	31st March 2018	
	No. of Shares	₹ in Lakhs
Authorised		
Equity shares of ₹ 5 each	2,99,01,00,000	1,49,505.00
Preference shares of ₹ 100 each	5,00,000	500.00
	2,99,06,00,000	1,50,005.00

15 Equity share suspense

	31st March 2018	
	No. of Shares	₹ in Lakhs
Equity shares to be issued pursuant to the Scheme (refer note 40)		
Equity shares of ₹ 5 each	7,95,34,226	3,976.71

Note:

1 7,95,34,226 equity shares of ₹ 5 each amounting to ₹ 3,976.71 Lakhs is the proposed equity share capital of the Company effective from 1 October, 2017 post restructuring. The Company is in the process of listing its equity shares in the recognised Stock exchanges in India, hence the share capital stands unallotted and disclosed under equity share suspense account.

2 In terms of the Scheme, the paid up Equity Share Capital of ₹ 5.00 lakhs of the Company pertaining to the period prior to the Appointed date i.e. 1st October 2017 stands cancelled and reduced (refer note 40).

16 Other Equity

	31st March 2018
	₹ Lakhs
16.1 Capital Reserve	
Balance as at begining of the period	-
Add: Acquired pursuant to the Scheme (refer note 40)	55,965.23
Closing Balance	**55,965.23**
16.2 Retained Earnings	
Balance as at begining of the period	-
Remeasurement of defined benefit plans	(32.77)
Loss for the period	(910.15)
Closing Balance	**(942.92)**
	55,022.31

i) **Capital Reserve**

Capital Reserve represents amount transferred pursuant to the restructuring scheme.

ii) **Retained Earnings**

Retained earnings includes reserves created out of profits and remeasurement gains/ losses on defined benefit plans.

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17 Financial Liabilities (at amortised cost)

	31st March 2018 ₹ Lakhs
Preference share suspense	
0.01% non-cummulative non-convertible redeemable preference shares of ₹ 100 each: 500,000 shares to be issued pursuant to the Scheme (refer note 40)	78.04
	78.04

Rights, preferences and restrictions attached to preference shares to be issued :
The non-convertible non-cumulative redeemable 500,000 preference shares of ₹ 100 each carrying dividend @ 0.01% per annum redeemable at par after 20 years from date of allotment.

18 Provisions

	31st March 2018 ₹ Lakhs
Provisions for Employee Benefits	
Gratuity (refer note 35)	307.00
Leave	259.21
	566.21
Other Provisions	
Provision for decommissioning liability (refer note below)	246.83
	813.04

Note:
A provision is recognised for expected cost of removal of assets situated at various rented premises and is measured at the present value of expected costs to settle the obligation. The table below gives information about the movement in provision for decommissioning liability :

Movement of provision for Decommissioning Liability	
Opening balance	-
Add: Acquired pursuant to the Scheme (refer note 40)	230.74
Add: Provision created during the period	19.23
Less: Provision reversed / utilised during the period	(3.14)
Closing balance	**246.83**

19 Trade Payable

	31st March 2018 ₹ Lakhs
- Total outstanding dues of Micro and small enterprises	-
- Total outstanding dues of creditors other than Micro and small enterprises	27,954.09
	27,954.09

Trade payable are non interest brearing and are normaly settled on 30 to 180 days term.

Refer Note 36 for dues to related parties.

20 Other Financial Liabilities (at amortised cost)

	31st March 2018 ₹ Lakhs
Sundry Deposits	319.64
Liability for capital goods	215.30
Others	
- Payables to Employees	827.78
	1,362.72

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21 Other Current Liabilities

	31st March 2018
	₹ Lakhs
Advances from customers	361.39
Statutory dues	349.41
	710.80

22 Provisions

	31st March 2018
	₹ Lakhs
Provisions for Employee Benefits	
Gratuity	17.20
Leave	13.10
	30.30
Other Provisions	
Tax disputes [refer note (a) below]	293.53
Claims on leased properties [refer note (b) below]	1,172.42
	1,496.25

Note:

(a) The management has estimated the provisions for pending disputes, claims and demands relating to indirect taxes based on it's assessment of probability for these demands crystallising against the company in due course.

Movement of provision for Tax disputes

Opening balance	-
Add: Acquired pursuant to the Scheme (refer note 40)	291.33
Add: Provision created during the period	2.20
Closing balance *	**293.53**

* Net of deposits as at 31st March 2018 ₹ 51.89 Lakhs made under appeal.

(b) **Claims on Leased Properties**

Retailers Association of India (RAI) of which the Company is a member, has filed Special Leave Petition before the Hon'ble Supreme Court of India, about the applicability of service tax on commercial rent on immovable property. Pending disposal of the case, the Supreme Court has passed an interim ruling in Oct 2011 directing the members of RAI to pay 50% of total service tax liability up to Sept 2011 to the department and to furnish a surety for balance 50%. The Supreme Court has also clarified that the successful party in the appeal shall be entitled to interest on the amount stayed by the Court, at such rate as may be directed at the time of the final disposal of appeal. Accordingly the Company has already deposited ₹460 Lakhs and furnished a surety for ₹460 Lakhs towards the balance service tax liability, while interest, whose quantum and applicability is presently not ascertainable, will be provided on the disposal of the petition, if required.

Further, the Company has also been making provision for service tax on rent from October 2011 onwards, the balance whereof as on 31st March 2018 is ₹1,172.42 Lakhs.

Movement of provision for Claims on Leased Properties

Opening balance	-
Add: Acquired pursuant to the Scheme (refer note 40)	1,137.49
Add: Provision created during the period	79.36
Less: Provision reversed / paid during the period	(44.43)
Closing balance	**1,172.42**

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23 Revenue from operations

	For the period 8th February 2017 to 31st March 2018 ₹ Lakhs
Sales of goods	96,472.11
Other operating revenue	
Income from recoveries and services	7,526.28
Income on sale of concessionaire products	287.57
	1,04,285.96

The gross sales of the company is ₹ 98,005.76 Lakhs; represents sale of goods ₹ 96,472.11 Lakhs and sale of concessionaire products of ₹ 1,533.65 Lakhs.

24 Other income

	For the period 8th February 2017 to 31st March 2018 ₹ Lakhs
Interest income	
- Bank Deposits	718.58
- Rental Deposits	90.62
Net Gain on Sale of Investments	62.41
Miscellaneous Income	23.36
	894.97

25 Changes in inventories of traded and finished goods

	For the period 8th February 2017 to 31st March 2018 ₹ Lakhs
Inventories at the beginning of the period	-
Inventories acquired pursuant to the Scheme (refer note 40)	23,932.75
Inventories at the end of the period	24,592.40
Changes in inventories of traded and finished goods	**(659.65)**

26 Cost of raw materials consumed

	For the period 8th February 2017 to 31st March 2018 ₹ Lakhs
Inventory at the beginning of the period	-
Inventories acquired pursuant to the Scheme (refer note 40)	87.57
Purchases during the period	467.65
	555.22
Inventories at the end of the period	(79.29)
Cost of raw materials consumed	**475.93**

27 Employee benefits expense

	For the period 8th February 2017 to 31st March 2018 ₹ Lakhs
Salaries, wages and bonus	6,470.60
Contribution to provident and other funds (refer note 35)	443.12
Staff welfare expenses	295.65
	7,209.37

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28 Other Expenses

		For the period 8th February 2017 to 31st March 2018
		₹ Lakhs
Power and Fuel		1,803.58
Freight		111.90
Rent [refer note 33 (a)]		4,879.37
Repairs and Maintenance		
- Plant and Machinery		0.24
- Buildings		180.50
- Others		1,348.48
Insurance		36.36
Rates and taxes		227.64
Advertisement and Selling Expenses		1,118.55
Packing Materials Consumed		214.83
Travelling and Conveyance		174.14
Auditor's remuneration		
Statutory Audit fees	0.15	
Tax Audit fees	-	
Others	-	
Tax	-	
Reimbursement of Expenses	-	0.15
Communication expenses		128.13
Printing and Stationery		120.73
Legal and consultancy charges		133.63
Contract Labour Charges		
- Housekeeping expenses		1,436.84
- Security Charges		744.08
Loss on Sale/ Write off of Property Plant & Equipment (net)		3.48
Bad Debts/Irrecoverable Balances written off		3.14
Provision for Bad and Doubtful Debts		80.97
Miscellaneous Expenses		541.04
		13,287.78

29 Depreciation and amortisation

	For the period 8th February 2017 to 31st March 2018
	₹ Lakhs
Depreciation of property, plant and equipment (refer note 3.1)	1,362.15
Amortisation of intangible assets (refer note 3.2)	105.99
	1,468.14

30 Finance costs

	For the period 8th February 2017 to 31st March 2018
	₹ Lakhs
Interest expense	21.06
Other costs	358.86
	379.92

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★ RP-SG RETAIL LIMITED

31 **Earning per share (EPS)**

Basic and diluted EPS have been calculated by dividing the profit / (loss) for the period attributable to equity holders of the company by the weighted average number of Equity shares outstanding during the period.

	For the period February 2017 to 31st March 2018
Loss for the period (₹ Lakhs)	(910.15)
Weighted average number of equity shares for earning per share *	3,47,40,957
Earnings per share – basic and diluted (face value of ₹ 5 each)	(2.62)

* For the purpose of calculating earnings per share for the period 8th February to 31st March 2018, the equity shares issued pursuant to the Scheme (refer note 40) have been considered effective as on 01 October 2017, being the appointed date under the Scheme and the equity shares of the Company outstanding stands cancelled from the aforesaid date.

32 **Significant accounting judgement,estimates and assumptions**

The preparation of the financial statements requires management to make judgments, estimates and assumptions, as described below, that affect the reported amounts and the disclosures. The Company based its assumptions and estimates on parameters available when the financial statements were prepared and are reviewed at each Balance Sheet date. Uncertainty about these assumptions and estimates could result in outcomes that may require a material adjustment to the reported amounts and disclosures.

(a) **Employee benefit plans (Gratuity and Leave encashment benefits)**

The cost of the employment benefit plans and their present value are determined using actuarial valuations which involves making various assumptions that may differ from actual developments in the future.
For further details, refer Note 35.

(b) **Non Recognition of Deferred Tax Asset**

Deferred tax asset of ₹ 49,737.92 Lakhs relating to deductible temporary differences, and unused tax losses has not been recognized in the balance sheet.

(c) **Fair Value measurement of Investment in Subsidiaries**

Investment in Subsidiaries are fair valued through Other Comprehensive Income.As the subsidiaries are not listed, their fair value is measured using various valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Change in assumptions about these factors could affect the reported fair value of these subsidiaries. Refer Note 37 for further disclosures.

33 **Commitments and contingencies**

a) **Leases**

Operating lease commitments (Company as Lessee)

Retail stores are taken by the Company on operating lease and the lease rent is payable as per the agreements entered into with the lessors. Agreements are both in the nature of cancellable and non-cancellable leases. The lease term is for varied years and renewable for further years as per the agreements at the option of the Company. There are no restrictions imposed by these lease arrangements. The details of lease rentals payable are given below:

	31st March 2018 ₹ Lakhs
Lease expenses for the period	4,879.37
Future Minimum Lease Payments -	
Not Later than one year	7,136.24
Later than one year but not later than five years	28,040.31
Later than five years	46,134.26

b) **Contingencies**

Contingent liabilities not provided for in respect of:	
- Sales Tax/VAT demands under appeal	951.20
- Service Tax demands under appeal	553.89
- Claims against the Company not acknowledged as debt	4397.26

c) **Commitments**

- Estimated amount of contracts remaining to be executed on capital account and not provided for (net of	277.53
- For investments	750.00

34 **Segment information**

The Company has identified a single operating segment i.e. organised retailing . The Company at present operates only in India and therefore the analysis of geographical segment is not applicable to the Company.

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35 **Gratuity and other post employment benefit plans**

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service is entitled to Gratuity on terms not less favorable than the provisions of the Payment of Gratuity Act, 1972. The scheme is funded with an insurance company.

a) The following tables summarises the components of net benefit expense recognised in the Standalone Statement of Profit and Loss and Other Comprehensive Income for the period:

	For the period 8th February to 31st March ₹ Lakhs
Expenses recognised in the Standalone Statement of Profit and loss:	
Current service cost	30.91
Interest cost	14.33
Interest income	(2.14)
	43.10
Expenses recognised in other comprehensive income	
Net actuarial (gain) / loss recognised in the period	32.77
Total expense	**75.87**

b) The following tables summaries the components of funded status and amounts recognised in the standalone balance sheet for the plan.

(i) Net Asset/(Liability) recognized as on the Balance Sheet date:

	31st March 2018 ₹ Lakhs
Present value of defined benefit obligation	396.32
Fair value of plan assets	72.12
Net Asset /(Liability)	**(324.20)**

(ii) Changes in the present value of the defined benefit obligation are as follows:

	31st March 2018 ₹ Lakhs
Present value of defined benefit obligation at the beginning of the period	-
Interest cost	14.33
Current service cost	30.91
Benefits paid	(103.64)
Acquisition adjustment	424.01
Actuarial (gains) / losses on obligation	**30.71**
Arising from changes in experience	30.71
Arising from changes in demographic	-
Arising from changes in financial assumptions	-
Present value of defined benefit obligation at the end of the period	**396.32**

(iii) Changes in the fair value of plan assets:

	31st March 2018 ₹ Lakhs
Fair value of plan assets at the beginning of the period	-
Interest income	2.14
Contributions by employer	120.00
Acquisition adjustment	55.68
Actual benefits paid	(103.64)
Actuarial gains / (losses)	(2.06)
Fair value of plan assets at the end of the period	**72.12**

(iv) The major categories of plan assets as a percentage of the fair value of total plan assets are as follows

	31st March 2018
Investments with insurer	100%

(v) Actuarial Assumptions:

	31st March 2018
Discount rate	7.70%
Expected rate of return on assets	7.70%
Employee turnover	Grade wise attrition ranging from 12% to 67%

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(vi) The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market

(vii) Contribution to provident and other funds includes ₹ 266.83 Lakhs paid towards defined contribution plans.

(viii) The basis of various assumptions used in actuarial valuations and their quantitative sensitivity analysis is as shown below:

	31st March 2018	
Assumptions	**Discount rate (a)**	
Sensitivity level	**0.5% increase**	**0.5% decrease**
	₹ Lakhs	**₹ Lakhs**
Impact	21.02	(22.86)
Assumptions	**Future salary (b)**	
Sensitivity level	**0.5% increase**	**0.5% decrease**
	₹ Lakhs	**₹ Lakhs**
Impact	(23.08)	21.36
Assumptions	**Mortality (c)**	
Sensitivity level	**10% increase**	**10% decrease**
	₹ Lakhs	**₹ Lakhs**
Impact	(0.68)	0.67
Assumptions	**Attrition rate (b)**	
Sensitivity level	**0.5% increase**	**0.5% decrease**
	₹ Lakhs	**₹ Lakhs**
Impact	(2.05)	2.04

(a) Based on interest rates of government bonds
(b) Based on management estimate
(c) Based on IALM 2006-2008 ultimate mortality table

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36 Related party disclosure

(A)

Name	Relationship	Place of Incorporation	Ownership Interest(%) 31-Mar-18
Rainbow Investments Limited	Parent (having Control in terms of Ind As 110)	India	Having Control in terms of Ind As 110
Omnipresent Retail India Private Limited	Subsidiary Company	India	100%
Sunil Bhandari	Director	-	-
Gautam Ray	Director	-	-
Rajarshi Banerjee	Director	-	-

Other Related Parties having transactions during the period

(B) **Entities Under Common Control**

Name
CESC Limited
Quest Properties India Limited
Phillips Carbon Black Limited
Guiltfree Industries Limited
Bowlopedia Restaurants India Limited
Kolkata Games and Sports Pvt Ltd
Saregama India Ltd
Open Media Network Pvt Ltd
Au Bon Pain Café India Limited
First Source Solutions Limited

(C) **Details of transactions entered into with the related parties:**

₹ Lakhs

Particulars	Subsidiaries		Companies Under Common Control		Total	
	Transaction Value	Balance Outstanding as on 31/3/2018	Transaction Value	Balance Outstanding as on 31/3/2018	Transaction Value	Balance Outstanding as on 31/3/2018
Acquisition of Investment						
Omnipresent Retail India Private Limited	416.02	-	-	-	416.02	-
	-	-	-	-	-	-
Income from Sale of Goods						
CESC Limited	-	-	31.41	0.31	31.41	0.31
	-	-	-	-	-	-
Quest Properties India Limited	-	-	7.70	0.31	7.70	0.31
	-	-	-	-	-	-
Phillips Carbon Black Limited	-	-	9.50	-	9.50	-
	-	-	-	-	-	-
Guiltfree Industries Limited	-	-	0.12	-	0.12	-
	-	-	-	-	-	-
Bowlopedia Restaurants India Limited	-	-	0.21	-	0.21	-
	-	-	-	-	-	-
Omnipresent Retail India Private Limited	0.54	-	-	-	0.54	-
	-	-	-	-	-	-
Kolkata Games and Sports Pvt Ltd	-	-	2.74	-	2.74	-
	-	-	-	-	-	-
Others	0.54	-	3.07	-	3.61	-
	-	-	-	-	-	-
Purchase of Goods						
Guiltfree Industries Limited	-	-	48.34	-	48.34	-
	-	-	-	-	-	-

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36 Related party disclosure

₹ Lakhs

Particulars	Subsidiaries		Companies Under Common Control		Total	
	Transaction Value	Balance Outstanding as on 31/3/2018	Transaction Value	Balance Outstanding as on 31/3/2018	Transaction Value	Balance Outstanding as on 31/3/2018
Saregama India Ltd	-	-	57.32	43.94	57.32	43.94
	-	-	-	-	-	-
Open Media Network Pvt Ltd	-	-	0.55	0.91	0.55	0.91
	-	-	-	-	-	-
Others	-	-	0.55	0.91	0.55	0.91
	-	-	-	-	-	-
Rendering of Services						
Guiltfree Industries Limited	-	-	62.49	27.34	62.49	27.34
	-	-	-	-	-	-
CESC Limited	-	-	3.99	3.99	3.99	3.99
	-	-	-	-	-	-
Others	-	-	4.76	3.99	4.76	3.99
Contribution to provident and other funds includes ₹ 119.02 Lakhs (31st March 2018: ₹ 266. Lakhs) paid towards defined contribution plans.	-	-	-	-	-	-
			-	-	-	-
Receiving of Services						
Omnipresent Retail India Private Limited	133.81	29.43	-	-	133.81	29.43
	-	-	-	-	-	-
Purchase of Property and other Assets						
Au Bon Pain Café India Limited	-	-	4.68	4.68	4.68	4.68
	-	-	-	-	-	-
Expenses Recoverable						
CESC Limited	-	-	1,598.76	1,598.76	1,598.76	1,598.76
	-	-	-	-	-	-
Omnipresent Retail India Private Limited	11.45	0.18	-	-	11.45	0.18
	-	-	-	-	-	-
Au Bon Pain Café India Limited	-	-	13.03	13.03	13.03	13.03
	-	-	-	-	-	-
Bowlopedia Restaurants India Limited	-	-	3.80	3.80	3.80	3.80
	-	-	-	-	-	-
Others	-	-	16.83	16.83	16.83	16.83
	-	-	-	-	-	-
Expense Incurred						
CESC Limited	-	-	60.06	4.84	60.06	4.84
	-	-	-	-	-	-
Quest Properties India Limited	-	-	329.51	83.21	329.51	83.21
	-	-	-	-	-	-
Guiltfree Industries Limited	-	-	-	5.17	-	5.17
	-	-	-	-	-	-
First Source Solutions Limited	-	-	0.27	-	0.27	-
	-	-	-	-	-	-
RPG Power Trading Co Ltd	-	-	0.19	-	0.19	-
	-	-	-	-	-	-
Others	-	-	0.46	5.17	0.46	5.17
	-	-	-	-	-	-

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36 Related party disclosure

₹ Lakhs

Particulars	Subsidiaries		Companies Under Common Control		Total	
	Transaction Value	Balance Outstanding as on 31/3/2018	Transaction Value	Balance Outstanding as on 31/3/2018	Transaction Value	Balance Outstanding as on 31/3/2018
Security Deposit Receivable						
CESC Limited	-	-	-	24.29	-	24.29
	-	-	-	-	-	-
Quest Properties India Limited	-	-	-	107.94	-	107.94
	-	-	-	-	-	-
Security Deposit Payable						
Au Bon Pain Café India Limited	-	-	61.67	61.67	61.67	61.67
	-	-	-	-	-	-
Bowlopedia Restaurants India Limited	-	-	1.93	1.93	1.93	1.93
	-	-	-	-	-	-
CESC Limited	-	-	-	1.24	-	1.24
	-	-	-	-	-	-
Sales Collection Received on behalf of						
CESC Limited	-	-	1,290.60	1,290.60	1,290.60	1,290.60
	-	-	-	-	-	-
Balance outstanding for the Period end						
CESC Limited						
Receivable	-	-	-	-	-	1,623.36
Payable	-	-	-	-	-	(1,300.67)
Guiltfree Industries Limited						
Receivable	-	-	-	-	-	32.51
Payable	-	-	-	-	-	-
Quest Properties India Limited						
Receivable	-	-	-	-	-	108.25
Payable	-	-	-	-	-	(83.21)
Au Bon Pain Café India Limited						
Receivable	-	-	-	-	-	13.03
Payable	-	-	-	-	-	(66.35)
Saregama India Ltd						
Receivable	-	-	-	-	-	-
Payable	-	-	-	-	-	(43.94)
Bowlopedia Restaurants India Limited						
Receivable	-	-	-	-	-	3.80
Payable	-	-	-	-	-	(1.93)
Omnipresent Retail India Private Limited						
Receivable	-	-	-	-	-	0.18
Payable	-	-	-	-	-	(29.43)
Open Media Network Pvt Ltd				-		-
Receivable	-	-	-	-	-	-
Payable	-	-	-	-	-	(0.91)
Others				-		-
Receivable	-	-	-	-	-	-
Payable	-	-	-	-	-	(0.91)

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38 Financial risk management objectives and policies

The Company's financial liabilities comprise short term borrowings (overdraft from banks), trade &other payables and other financial liabilities . The main purpose of these financial liabilities is to finance the company's operations. The Company's financial assets include trade and other receivables,cash and cash equivalents,investment in subsidiaries and deposits.

The company is exposed to market risk, credit risk and liquidity risk. The company's senior management oversees the management of these risks. The senior management reviews and agrees policies for managing each of these risks, which are summarised below.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk primarily comprises interest rate risk. Financial instruments affected by market risk include loans and borrowings, deposits.

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer's contract leading to a financial loss. The company is exposed to credit risk from its financing activities, including deposits with banks and other financial instruments.

Financial instruments and cash deposits

Credit risk from balances with banks is managed by the company's treasury department in accordance with the company's policy.

Investments of surplus funds are made only after review and approval of senior management.

The company's maximum exposure to credit risk for the components of the balance sheet at 31 March 2018 is the carrying amounts as illustrated in Note 5, 9 & 11.

Liquidity risk

The company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans and funding from parent company.

39 Capital management

The Company's objective when managing capital (defined as net debt and equity) is to safeguard the Company's ability to continue as a going concern in order to provide returns to shareholders and benefit for other stakeholders, while protecting and strengthening the balance sheet through the appropriate balance of debt and equity funding. The Company manages its capital structure and makes adjustments to it, in light of changes to economic conditions and strategic objectives of the Company.

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38 Financial risk management objectives and policies

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RP-SG RETAIL LIMITED ★

37 Fair Values

(i) Class wise fair value of the Company's financial assets:

	31st March 2018
	₹ Lakhs
Investments (unquoted) in equity shares	4,819.58
Investment in Alternative Investment Fund	684.16
	5,503.74

(ii) Fair Value Hierarchy

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3, as described below:

Quoted prices in an active market (Level 1): This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists of investment in quoted equity shares, and mutual fund investments.

Valuation techniques with observable inputs (Level 2): This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices). This level of hierarchy includes Company's over-the-counter (OTC) derivative contracts.

Valuation techniques with significant unobservable inputs (Level 3): This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or inpart, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

	Fair Value Measurement Using			
	Level-1	**Level-2**	**Level-3**	**Total**
Investments (unquoted) in equity shares	-	-	4,819.58	4,819.58
Investment in Alternative Investment Fund	-	-	684.16	684.16

(iii) Reconciliation of fair value measurement of unquoted equity shares classified as FVTOCI assets:

	₹ Lakhs
Balance at the beginning of the period	-
Add: Acquired pursuant to the Scheme (refer note 4	4,819.58
Balance at the end of the period	**4,819.58**

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38 Financial risk management objectives and policies

The Company's financial liabilities comprise short term borrowings (overdraft from banks), trade &other payables and other financial liabilities . The main purpose of these financial liabilities is to finance the company's operations. The Company's financial assets include trade and other receivables,cash and cash equivalents,investment in subsidiaries and deposits.

The company is exposed to market risk, credit risk and liquidity risk. The company's senior management oversees the management of these risks. The senior management reviews and agrees policies for managing each of these risks, which are summarised below.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk primarily comprises interest rate risk. Financial instruments affected by market risk include loans and borrowings, deposits.

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer's contract leading to a financial loss. The company is exposed to credit risk from its financing activities, including deposits with banks and other financial instruments.

Financial instruments and cash deposits

Credit risk from balances with banks is managed by the company's treasury department in accordance with the company's policy.

Investments of surplus funds are made only after review and approval of senior management.

The company's maximum exposure to credit risk for the components of the balance sheet at 31 March 2018 is the carrying amounts as illustrated in Note 5, 9 & 11.

Liquidity risk

The company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans and funding from parent company.

39 Capital management

The Company's objective when managing capital (defined as net debt and equity) is to safeguard the Company's ability to continue as a going concern in order to provide returns to shareholders and benefit for other stakeholders, while protecting and strengthening the balance sheet through the appropriate balance of debt and equity funding. The Company manages its capital structure and makes adjustments to it, in light of changes to economic conditions and strategic objectives of the Company.

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Chartered Accountants

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40 The Board of Directors at its meeting held on 22nd May, 2017 approved, subject to necessary approvals, a composite scheme of arrangement (the Scheme) under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 involving the Company, CESC Limited (CESC), Spencer's Retail Limited and seven other subsidiary companies of CESC as on that date. The Scheme, inter alia, provided for, interalia, demerger of identified Retail Undertaking(s) of the Spencer's Retail Limited and CESC Limited as a going concern into RP-SG Retail Limited.

The Company received on 5th October, 2018 the certified copy of the order of National Company Law Tribunal (NCLT), being the appropriate authority which included the approval for the above referred activities. Accordingly, the Board of Directors in its meeting held on 12th October, 2018 had decided to give effect of the Scheme in terms of the NCLT Order as applicable to the Company with from the Appointed Date of 1st October, 2017 in its accounts for the year ended 31st March, 2018. The Net Assets acquired as at the Appointed Date at book value are as below:

CESC Limited	₹ 20,970.51 Lakhs
Spencer's Retail Limited	₹ 39,045.74 Lakhs

Pursuant to the Scheme, each existing shareholder of CESC Limited registered on the record date of 31st October, 2018 in respect of every 10 shares is entitled to 6 fully paid up equity shares of ₹ 5 each in RP-SG Retail Limited and CESC Limited is entitled to 500,000 fully paid up 0.01% non-cumulative compulsorily redeemable preference shares of ₹ 100 each being issued by the Company

41 This period being the first financial reporting period of the Company, there is no previous period to be reported

For Batliboi, Purohit & Darbari
Chartered Accountants
Firm Registration Number - 303086E

CA Hemal Mehta
Partner
Membership No. 063404

Place : Kolkata
Date : 25th October 2018

BATLIBOI PUROHIT & DARBARI
7, Waterloo Street, Kolkata 700069
Chartered Accountants

For and on behalf of the Board of Directors

Director **Director**

Place : Kolkata
Date : 25th October 2018

RP-SG RETAIL LIMITED

FORM NO. AOC.1

Statement containing salient features of the financial statement of subsidiaries / associate companies / joint ventures (Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

PART "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Rs. In Lakhs

1	**Sl.No.**	**1**
2	Name of Subsidiary	Omnipresent Retail India Private Limited **(Note-1)**
3	The date since when subsidiary was acquired	26-Sep-17
4	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.
5	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A.
6	Share Capital	3,904.66
7	Other Equity / Reserves and Surplus	(3,372.93)
8	Total Assets	752.82
9	Total Liabilities	752.82
10	Investments	NIL
11	Turnover	142.62
12	Profit before Taxation	(499.23)
13	Provision for Taxation	-
14	Profit after Taxation	(499.23)
15	Proposed Dividend	-
16	% of Shareholding	100%

Note -1 - During the period, the Company purchsed the entire equity shares of Omnipresent Retail India Private Limited from Spencer's Retail limited.

For and on behalf of the Board of Directors

Director **Director**

RP-SG RETAIL LIMITED ★

Place: Kolkata

Dated : 25th October 2018