

## **INDEPENDENT AUDITOR'S REPORT**

### **To the Members of Fiora Online Limited Report on the Audit of the Financial Statements**

#### **Opinion**

We have audited the accompanying financial statements of **Fiora Online Limited** ("the Company"), which comprise the Balance Sheet as at 31 March 2019, and the Statement of Profit and Loss (including 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.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, and its loss, total comprehensive loss, its cash flows and the changes in equity for the year ended on that date.

#### **Basis for Opinion**

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

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

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



- If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, 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.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

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- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

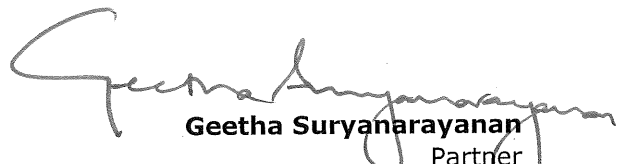
### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the 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 financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act.

**Deloitte  
Haskins & Sells LLP**

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the Company has not paid/provided for managerial remuneration to its directors during the year and hence provisions of Section 197 of the Act are not applicable to the Company.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

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

  
**Geetha Suryanarayanan**  
Partner  
(Membership No. 29519)

Place: MUMBAI  
Date: 19 April 2019

**ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT  
(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

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

We have audited the internal financial controls over financial reporting of **Fiora Online Limited** ("the Company") as of 31 March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

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

**Auditor's Responsibility**

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

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

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



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

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

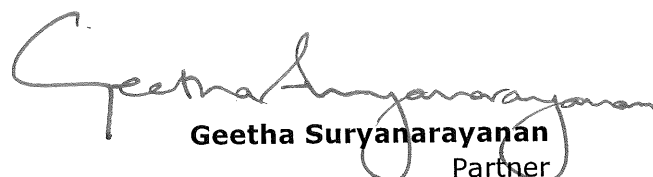
### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For DELOITTE HASKINS & SELLS LLP**

Chartered Accountants

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

  
**Geetha Suryanarayanan**  
Partner

(Membership No. 29519)

Place: MUMBAI  
Date: 19 April 2019

**ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT**

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

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The property, plant and equipment were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the property, plant and equipment at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (c) The Company does not have any immovable properties of freehold or leasehold land and building and hence reporting under clause 3(i)(c) of the Order is not applicable.
- (ii) The Company does not have any inventory and hence reporting under clause 3(ii) of the Order is not applicable to the Company.
- (iii) 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 Act. Hence, reporting under clause 3(iii) of the Order is not applicable to the Company.
- (iv) The company has not granted any loans, made any investments or provided guarantees and securities. Hence, reporting under clause 3(iv) of the Order is not applicable to the Company.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits during the year in terms of Sections 73 to 76 of the Act and hence reporting under clause 3(v) of the Order is not applicable to the Company.
- (vi) Having regard to the nature of the Company's business / activities, reporting under clause 3(vi) of the Order is not applicable to the Company
- (vii) According to the information and explanations given to us, in respect of statutory dues:
  - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Goods and Services Tax, cess and other material statutory dues applicable to it to the appropriate authorities.
  - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Goods and Services Tax, cess and other material statutory dues in arrears as at 31 March 2019 for a period of more than six months from the date they became payable.
  - (c) There are no dues of Income-tax and Goods and Services Tax as on 31 March 2019 on account of disputes.

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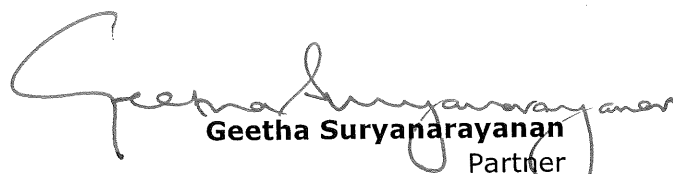
## **Deloitte Haskins & Sells LLP**

- (viii) The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3(viii) of the Order is not applicable to the Company.
- (ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3(ix) of the Order is not applicable.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanations given to us, the Company has not paid / provided for managerial remuneration and hence reporting under Clause 3(xi) of the Order is not applicable to the Company.
- (xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Act 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements, as required by the applicable accounting standards.
- (xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause 3(xiv) of not applicable to the Company. However, during the year, the Company has issued fully paid 10% non-convertible redeemable preference shares to its parent company.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its holding company or persons connected with them and hence provisions of section 192 of the Act are not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For DELOITTE HASKINS & SELLS LLP**

Chartered Accountants

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

  
**Geetha Suryanarayanan**  
Partner

(Membership No. 29519)

Place: MUMBAI

Date: 19 April 2019




**FIORA ONLINE LIMITED**  
**Balance Sheet as at 31st March 2019**

Sr. No.	Particulars	Note No.	As at	As at
			31st March 2019	31st March 2018
			Rs. in Lakhs	Rs. in Lakhs
<b>I.</b>	<b>ASSETS</b>			
	<b>Non-current assets</b>			
	Property, plant and equipment	4	40.99	29.73
	Capital work-in-progress	4	16.49	-
	Intangible assets	5	438.35	441.09
	<b>Financial Assets</b>			
	Other financial assets	6	0.10	-
	<b>Total Non-Current Assets (A)</b>		<b>495.93</b>	<b>470.82</b>
	<b>Current Assets</b>			
	<b>Financial Assets</b>			
	(i) Investments	7	100.76	-
	(ii) Trade receivables	8		
	Trade Receivables considered good - Unsecured		12.31	-
	(iii) Cash and cash equivalents	9	35.08	15.00
	(iv) Other financial assets	10	10.70	-
	Current tax assets		1.92	-
	Other current assets	11	213.89	82.32
	<b>Total Current Assets (B)</b>		<b>374.66</b>	<b>97.32</b>
	<b>Total Assets (A+B)</b>		<b>870.59</b>	<b>568.14</b>
<b>II</b>	<b>EQUITY AND LIABILITIES</b>			
	<b>Equity</b>			
	Equity Share Capital	12	20.00	15.00
	Other Equity	13	(1,452.49)	(12.59)
	<b>Total Equity (C)</b>		<b>(1,432.49)</b>	<b>2.41</b>
	<b>LIABILITIES</b>			
	<b>Non-current liabilities</b>			
	<b>Financial liabilities</b>			
	Borrowings	14	1,799.93	-
	Other financial liabilities	15	19.73	-
	Provisions	16	1.13	-
	Deferred tax liabilities (net)	17	-	-
	<b>Total non-current liabilities</b>		<b>1,820.79</b>	<b>-</b>
	<b>Current liabilities</b>			
	<b>Financial Liabilities</b>			
	(i) Trade payables			
	Total outstanding dues of micro enterprises and small enterprises	18	38.32	-
	Total outstanding dues of creditors other than micro enterprises and small enterprises		368.30	-
	(ii) Other financial liabilities	19	24.24	565.54
	Other current liabilities	20	36.24	0.19
	Provisions	21	15.19	-
	<b>Total current liabilities</b>		<b>482.29</b>	<b>565.73</b>
	<b>Total Liabilities (D)</b>		<b>2,303.08</b>	<b>565.73</b>
	<b>Total equity and liabilities (C+D)</b>		<b>870.59</b>	<b>568.14</b>
	See accompanying notes forming part of the Financial Statements			

In terms of our report attached

For Deloitte Haskins & Sells LLP  
Chartered Accountants

*Geetha Suryanarayanan*  
Geetha Suryanarayanan  
Partner  
Place Mumbai  
Date 19/04/19



For and on behalf of the Board of Directors

*P. Venkatesalu*  
P. Venkatesalu  
Director  
(DIN - 02190892)

*Kalpana Merchant*  
Kalpana Merchant  
Director  
(DIN - 00827907)

*Anahita Nazir*  
Anahita Nazir  
Company Secretary & Chief Financial Officer



**FIORA ONLINE LIMITED**

**Statement of Profit & Loss for the year ended 31st March 2019**

Sr No	Particulars	Note No.	For the year ended	For the period
			31st March 2019	ended 31st March 2018
			Rs. in Lakhs	Rs. in Lakhs
I	Revenue from Operations	22	1,580.00	-
	Other Income	23	2.18	-
III	<b>Total Revenue (I+II)</b>		<b>1,582.18</b>	<b>-</b>
IV	<b>Expenses:</b>			
	Purchases of Stock-in-Trade		1,301.47	-
	Employee benefits expenses	24	465.82	-
	Finance cost	25	85.26	-
	Depreciation & amortisation expenses	4 & 5	114.93	-
	Other expenses	26	1,052.80	12.59
	<b>Total Expenses (IV)</b>		<b>3,020.28</b>	<b>12.59</b>
V	<b>Loss before exceptional items and Tax (III-IV)</b>		<b>(1,438.10)</b>	<b>(12.59)</b>
VI	Exceptional items Income/ (Expense)		-	-
VII	<b>Loss before tax (V - VI)</b>		<b>(1,438.10)</b>	<b>(12.59)</b>
VIII	<b>Tax expense:</b>			
	Current tax		-	-
	Deferred tax		-	-
	<b>Total Tax Expenses</b>		<b>-</b>	<b>-</b>
IX	<b>Loss for the year (VII-VIII)</b>		<b>(1,438.10)</b>	<b>(12.59)</b>
X	<b>Other Comprehensive Income / (Loss)</b>			
	<b>Items that will not be reclassified to profit or loss</b>			
	Re-measurement gains/ (Losses) on defined benefit plans		-	-
	Income tax relating to items that will not be reclassified to profit or loss		-	-
	<b>Total Other comprehensive income/(loss) for the year, net of tax</b>		<b>-</b>	<b>-</b>
XI	<b>Total Comprehensive Loss for the year (IX+X)</b> <b>(Comprising Profit/ (Loss) and Other Comprehensive Income for the year)</b>		<b>(1,438.10)</b>	<b>(12.59)</b>
XII	<b>Earnings per equity share :</b>			
	(1) Basic	33	(822.09)	(34.83)
	(2) Diluted		(822.09)	(34.83)
	See accompanying notes forming part of the Financial Statements			

In terms of our report attached

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants

*Geetha Suryanarayanan*  
Geetha Suryanarayanan  
Partner  
Place Mumbai  
Date 19/04/19



For and on behalf of the Board of Directors

*P. Venkatesalu*

**P. Venkatesalu**  
Director  
(DIN - 02190892)

*Kalpana Merchant*

**Kalpana Merchant**  
Director  
(DIN - 00827907)

*Anahita Nazir*  
**Anahita Nazir**  
Company Secretary & Chief Financial Officer



**FIORA ONLINE LIMITED**

**Statement of changes in Equity for the year ended 31st March 2019**

**a) Equity Share Capital**

Particulars	Number	Rs. in Lakhs
<b>Equity shares of Rs 10 each issued, subscribed and fully paid</b>		
Issue of share capital	1,50,000	15.00
<b>As at 31st March 2018</b>	<b>1,50,000</b>	<b>15.00</b>
Issue of share capital	50,000	5.00
<b>As at 31st March 2019</b>	<b>2,00,000</b>	<b>20.00</b>

**b) Other equity**

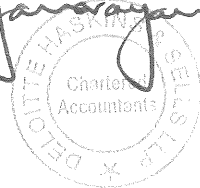
Particulars	Rs in Lakhs	
	Reserves and surplus	Retained Earnings
<b>Balance as at 1st April 2017</b>	-	-
Profit / (Loss) for the period	(12.59)	(12.59)
Re-measurement gains/ (Losses) on defined benefit plans	-	-
<b>Balance as at 31st March 2018</b>	<b>(12.59)</b>	<b>(12.59)</b>
Profit / (Loss) for the year	(1,438.10)	(1,438.10)
Share issue expenses	(1.80)	(1.80)
Re-measurement gains/ (Losses) on defined benefit plans	-	-
<b>Balance as at 31st March 2019</b>	<b>(1,452.49)</b>	<b>(1,452.49)</b>

See accompanying notes forming part of the Financial Statements

In terms of our report attached

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants

*Geetha Suryanarayanan*  
**Geetha Suryanarayanan**  
Partner  
Place *Mumbai*  
Date *19/04/19*



For and on behalf of the Board of Directors

*P. Venkatesalu*      *Kalpana Merchant*

**P. Venkatesalu**  
Director  
(DIN - 02190892)

**Kalpana Merchant**  
Director  
(DIN - 00827907)

*Anahita Nazir*  
**Anahita Nazir**  
Company Secretary & Chief Financial Officer



**FIORA ONLINE LIMITED**

**Cash Flow Statement for the year ended 31st March 2019**

Sr. No.	Particulars	For the year ended 31st March 2019		For the period ended 31st March 2018
		Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
	Net Profit/(Loss) before Taxes and Exceptional Items		(1,438.10)	(12.59)
	Adjustments for :			
	Finance costs	85.26		
	Profit on Sale of Mutual Fund	(0.35)		
	Net gain arising on financial assets designated as at FVTPL	(0.76)		
	Depreciation & amortisation expenses	114.93		-
	<b>Operating Profit Before Working Capital Changes</b>		199.08	-
	Adjustments for :		(1,239.02)	(12.59)
	(Increase) / Decrease in Trade receivable	(12.31)		-
	(Increase) / Decrease in other assets	(142.37)		-
	Increase / (Decrease) in Provisions	16.32		-
	Increase / (Decrease) in Trade payable	406.62		-
	Increase / (Decrease) in other liabilities	(47.62)		12.59
	<b>Cash generated from operations</b>		220.64	12.59
	Direct Taxes refund received / (Paid)		(1.92)	-
	<b>Net Cash (used in) / from Operating Activities</b>		(1,020.30)	-
<b>B</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
	Purchase of Property Plant Equipment and Intangibles	(597.57)		-
	Purchase of Mutual Funds	(200.00)		-
	Sale of Mutual Funds	100.35		-
	<b>Net cash used in Investing Activities</b>		(697.22)	-
<b>C</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
	Proceeds from issue of equity shares (net of expenses)	5.00		15.00
	Loan taken	1,300.00		-
	Loan repaid	(1,300.00)		-
	Proceeds from issue of Non-Convertible Redeemable Preference Shares (net of expenses)	1,798.13		-
	Interest paid	(65.53)		-
	<b>Net cash from Financing Activities</b>		1,737.60	15.00
	<b>NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)</b>		20.08	15.00
	<b>CASH AND CASH EQUIVALENTS AS AT OPENING</b>		15.00	-
	<b>CASH AND CASH EQUIVALENTS AS AT CLOSING</b>		35.08	15.00

Note: 1) All figures in brackets are outflows.  
 2) Previous Year figures have been regrouped wherever necessary.  
 3) Cash and Cash equivalent consist of Cash on hand and balance with banks as detailed in Note No 13 to the Balance Sheet.

In terms of our report attached

For Deloitte Haskins & Sells LLP  
Chartered Accountants

*Geetha Suryanarayanan*  
 Geetha Suryanarayanan  
 Partner  
 Place Mumbai  
 Date 19/04/19



For and on behalf of the Board of Directors

*P Venkatesalu*

*K Merchant*

P. Venkatesalu  
 Director  
 (DIN - 02190892)

Kalpna Merchant  
 Director  
 (DIN - 00827907)

*Anahita Nazir*  
 Anahita Nazir  
 Company Secretary & Chief Financial Officer



# FIORA ONLINE LIMITED

## Notes to the financial statements for the year ended 31st March, 2019

### Note 1

#### Company information

Fiara Online Limited is a Limited Company domiciled in India and incorporated under the provisions of The Companies Act, 2013. The Company is a wholly owned subsidiary of Fiara Hypermarket Limited which operates a Hypermarket chain known as Star Bazaar. The company is having online presence in E Commerce space through starquik.com and focused on serving the food and grocery requirements of the customers in Mumbai & Bangalore. Cities slated for expansion are – Pune & Hyderabad. The registered office of the company is located at Trent House , G block, Bandra Kurla Complex, Mumbai. The Company is set to venture into online grocery business with its new brand - StarQuik.

### Note 2

#### 2.1 Statement of Compliance

These are the separate financial statements prepared on the accrual basis of accounting and in accordance with the Indian Accounting Standards (Ind AS) notified under Companies (Indian Accounting Standards) Rules, 2015 and referred under Section 133 of the Companies Act, 2013.

The financial statements were authorised for issue in accordance with a resolution passed by the Board of Directors on 19th April 2019.

#### 2.2 Basis of Preparation and Presentation.

These financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities measured at fair value or amortised cost at the end of each reporting year as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received on sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The Company's Board / Board Committee approves the policies for both recurring fair value measurement, such as unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held as part of discontinued operations. Wherever required, appropriate external valuers are involved. The Board / Board Committee review the valuation results. This includes a discussion of the major assumptions used in the valuations.

The financial statements are presented in Indian rupees (INR) in Lakhs, which is also the Company's functional currency. All values are rounded off to the nearest INR Lakhs upto two decimals, except when otherwise indicated.



# FIORA ONLINE LIMITED

## Notes to the financial statements for the year ended 31st March, 2019

The principal Accounting policies are set as below

### 2.3 Non-current assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets (and disposal group) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

### 2.4 Revenue recognition

#### 2.4.1 Operating revenues

Revenue from sale of goods is recognised when goods are delivered and the significant risks and rewards of ownership have been transferred to the buyer or buyer's agents. Revenue from sale of goods is stated net of discounts, returns, applicable taxes and adjustment with respect to accrued loyalty points. Revenue is measured at fair value of the consideration received or receivable.

Other operating revenues are recognised on accrual basis.

Consideration received is allocated between goods sold and customer loyalty points issued, with the consideration allocated to the points equal to their fair value. The fair value of points issued is deferred and recognised as revenue when the points are redeemed.

#### 2.4.2 Income from services

Revenue from display and sponsorship services, Commission on sales and fees is recognised as when the service is provided to the customer.

#### 2.4.3 Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefit will flow to company and the amount of income can be measured reliably. Interest income is accrued on time basis by reference to principal outstanding and at the effective interest rate applicable which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that assets net carrying amount on initial recognition.

#### 2.4.4 Dividend income

Dividend income from investments is recognised when the Shareholder's right to receive the payment has established.

#### 2.4.5 Rental income

Rental income arising from operating leases is accounted for on a straight-line basis over the lease terms, except where escalation in rent is in line with expected general inflation.

### 2.5 Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

#### 2.5.1. The Company As a lessor

Rental income from operating leases is generally recognised on a straight-line basis over the term of the relevant lease. Where the rental are structured solely to increase in line with expected general inflation to compensate for company's expected inflationary cost increases, such increases are recognised in the year in which such benefit accrue. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.



## FIORA ONLINE LIMITED

### Notes to the financial statements for the year ended 31st March, 2019

#### 2.5.2. The Company As a lessee

Rental expenses from operating leases is generally recognised on a straight-line basis over the term of the relevant lease. Where the rental are structured solely to increase in line with expected general inflation to compensate for company's expected inflationary cost increases, such increases are recognised in the year in which such benefit accrue.

#### 2.6 Foreign currencies

In preparing the financial statements of Company, transactions in currencies other than the Company's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined.

#### 2.7 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are 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. Capitalisation of Borrowing cost will be suspended when active development is interrupted during extended period.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying asset is deducted from the borrowing cost eligible for capitalisation.

#### 2.8 Employee benefits

##### 2.8.1 Defined Contribution Plan

Under defined contribution plan, the Company's only obligation is to pay a fixed amount. Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions. The Company participates in various employee benefit plans. Pensions and other post-employment benefits are classified as either defined contribution plans or defined benefit plans. Company has following defined contribution plan.

##### Contribution to Provident fund, family pension fund, ESIC and Labour welfare fund:

Company's contributions during the year towards Government administered Provident Fund, Family Pension Fund, ESIC and Labour Welfare Fund are charged to the Statement of Profit and Loss as incurred.

##### 2.8.2 Defined Benefit Plan

Under a defined benefit plan, it is the Company's obligation to provide agreed benefits to the employees. For defined benefit retirement benefit plans, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to Statement of Profit and Loss. Past service cost is recognised in Statement of Profit and Loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined Benefit cost are categorised as below-

- 1) service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- 2) Net interest expenses or income and
- 3) Remeasurement

The Company presents the first two components of defined benefit costs in Statement of Profit and Loss in the line item 'employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the statement of financial position represents the actuarial deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans. Company provides following defined benefit plan:



## FIORA ONLINE LIMITED

### Notes to the financial statements for the year ended 31st March, 2019

#### 2.8.3 Gratuity

In accordance with the Payment of Gratuity Act, 1972, applicable for Indian companies, the Company provides for a lump sum payment to eligible employees, at retirement or termination of employment based on the last drawn salary and years of employment with the Company. The gratuity fund is managed by the Life Insurance Corporation of India. The Company's obligation in respect of the gratuity plan, which is a defined benefit plan, is provided for based on actuarial valuation using the Projected Unit Credit method. The Company recognises actuarial gains and losses immediately in other comprehensive income, net of taxes.

#### 2.8.4 Other retirement benefit

Provision for other retirement/ post retirement benefits in the forms of long term compensated absences (leave encashment) is made on the basis of actuarial valuation.

#### 2.9 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

##### 2.9.1 Current Tax

Tax on income for the current year is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws. Current income tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss (either in other comprehensive income or in equity). Management yearly evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. Current tax assets and current tax liabilities are offset if a legally enforceable right exists to set off the recognised amounts.

##### 2.9.2 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 liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. The carrying amount of deferred tax assets is reviewed at each reporting 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 reassessed 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.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside the statement of profit and loss (consistent with applicable accounting standards) is recognised outside the statement of profit and loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities.





## FIORA ONLINE LIMITED

### Notes to the financial statements for the year ended 31st March, 2019

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively

#### 2.9.3 MAT Credit

Minimum Alternative Tax ("MAT") credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT Credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income Tax during the specified period.

#### 2.10 Property, Plant and Equipment

All items of Property, Plant and Equipment are initially recorded at cost. Subsequent to initial recognition, Property, Plant and Equipment are measured at cost less accumulated depreciation and any accumulated impairment losses. The carrying values of Property, Plant and Equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The cost of an item of Property, Plant and Equipment is recognized as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The cost includes the purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use, cost of replacing part of the Property, Plant and Equipment and borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying Property, Plant and Equipment. The accounting policy for borrowing costs is set out in note 2.7. All other repair and maintenance costs are recognized in the Statement of Profit and Loss as incurred.

Depreciation on tangible assets is provided on "Straight Line Method" in accordance with Ind AS 16 'Property, Plant and Equipment' with useful life as prescribed in Schedule II of the Companies Act, 2013 as below:

Assets	Useful life in years
Leasehold improvements	Over the period of lease
Plant & Equipment	15
Furniture and Electric Installation	10
Office Equipment	5
Computers /Computer server	3/6
Vehicles	8

An item of Property, Plant and Equipment is derecognized upon disposal or when no future economic benefits are expected from its use. Any gain or loss on derecognition of the asset (calculated as the difference between the net disposal proceeds and the

#### 2.11 Intangible assets

Intangible assets acquired are initially recorded at cost.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at the end of each reporting period. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss.

In case of finite lives, following useful economic life has been considered:

Assets	Useful life in years
Computer software	5

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.



## FIORA ONLINE LIMITED

### Notes to the financial statements for the year ended 31st March, 2019

#### 2.12 Inventories

Inventories are valued at the lower of cost on the basis of moving weighted average cost or net realisable value.

The cost of inventories includes all cost of purchases, cost of conversion and other related cost incurred to bring the inventories to its present location and condition. Goods and materials in transit are valued at actual cost incurred.

Due allowance is estimated and made by the Management for non moving/ slow moving items of inventory, wherever necessary, based on the past experience of the Company and such allowances are adjusted against the carrying inventory value.

#### 2.13 Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is any indication that an asset may be impaired. If any such indication exists the Company estimates the asset's recoverable amount and impairment is recognised if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss.

#### 2.14 Provisions

##### General

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material)

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

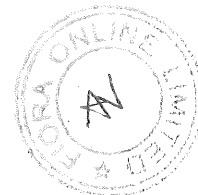
##### 2.14.1 Contingent liabilities

A disclosure for contingent liability is made when there is possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

#### 2.15 Financial instruments

Financial assets and financial liabilities are recognised when the Company entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.



# FIORA ONLINE LIMITED

## Notes to the financial statements for the year ended 31st March, 2019

### 2.16 Financial assets

Financial assets are classified into the following specified categories: financial assets 'at fair value through profit or loss' (FVTPL), 'held-to-maturity' investments, 'available-for-sale' (AFS) financial assets and 'loans and receivables'. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

#### Effective Interest Method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL.

#### 2.16.1 Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in five categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI) or fair value through profit or loss (FVTPL)
- Equity instruments measured at cost

#### 2.16.2 Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- (a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- (b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, financial assets are subsequently measured at amortised cost using the EIR method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss.

#### 2.16.3 Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortised cost or as FVTOCI, is classified as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Profit and Loss Statement.

#### 2.16.4 Equity instruments measured at FVTOCI or FVTPL

All equity instruments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVTOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the other comprehensive income (OCI). There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.



## FIORA ONLINE LIMITED

### Notes to the financial statements for the year ended 31st March, 2019

#### 2.16.5 Equity instruments measured at Cost

Equity investments in subsidiaries are accounted at cost in accordance with Ind AS 27 - Separate Financial Statements.

#### 2.16.6 Derecognition

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expires, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

On derecognition of a financial asset other than in its entirety (e.g. when the Company retains an option to repurchase part of a transferred asset), the Company allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

#### 2.16.7 Impairment of financial assets

The Company assesses at each reporting date whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred 'loss event') and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated.



# FIORA ONLINE LIMITED

## Notes to the financial statements for the year ended 31st March, 2019

### 2.17 Financial liabilities

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration that may be paid by an acquirer as part of a business combination to which Ind AS 103 applies, (ii) held for trading, or (iii) it is designated as at FVTPL.

A financial liability is classified as held for trading if:

it has been incurred principally for the purpose of repurchasing it in the near term;

on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or

it is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading or contingent consideration that may be paid by an acquirer as part of a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;

the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or

- it forms part of a contract containing one or more embedded derivatives, and Ind AS 39 permits the entire combined contract to be designated as at FVTPL.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in the 'other gains and losses' line item. Fair value is determined in the manner described in note 34.

#### 2.17.1 Derecognition of financial liabilities:

The Company derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

#### 2.17.2 Offsetting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

### 2.18 Earning Per Share (EPS)

#### 2.18.1 Basic EPS

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) attributable to equity share holders of the Company by the weighted average number of Equity shares outstanding during the year.

#### 2.18.2 Diluted EPS

Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) attributable to equity share holders of the Company as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

### 2.19 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.



# FIORA ONLINE LIMITED

## Notes to the financial statements for the year ended 31st March, 2019

### Note 3

#### Significant accounting judgements, estimates and assumptions

In the application of the Company's accounting policies, which are described in note 2, the directors of the Company are required to make judgements, 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 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 year, or in the year of the revision and future years if the revision affects both current and future years.

#### 3.1 Critical judgements in applying accounting policies

The following are the critical judgements and assumptions that the management has made in the process of applying the company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

##### 3.1.1 Lease of properties and equipments not in legal form of lease

Significant judgement is required to apply lease accounting rules under Appendix C to Ind AS 17: determining whether an arrangement contains a Lease. In assessing the applicability to arrangement entered into by the Company, management has exercised judgement to evaluate the right to use the underlying assets, substance of transaction including legally enforced arrangement and other significant terms and conditions of the arrangement to conclude whether the arrangement meet the criteria under Appendix C to Ind AS 17 'Leases'.

##### 3.1.2 Escalation in lease rentals

For recognising the lease rentals on straight line basis, the escalation of lease rentals is considered to be in line with the expected general inflation level.

##### 3.1.3 Provision for doubtful advances and trade receivables

The Company is not significantly exposed to credit risk as most of the sales is in cash, credit cards or redeemable vouchers issued by others. Similarly receivable on account of conducting fees & rent are secured by security deposits lying with the Company. Advance to parties are made in normal course of business as per the terms and condition of contract. At present, the Company is providing credit loss for trade receivables and advances to parties as required under Ind AS 109 'Financial Instrument' on the basis of ageing of receivables and judgement about recoverability of amount on evaluation of individual receivables.

##### 3.1.4 Star Power Points

The Company has considered nil breakage for the purpose of calculating deferred revenue related to loyalty points.

##### 3.1.5 Defined benefit plans

The cost and present obligation of Defined benefit gratuity plan and compensated absences are determined using actuarial valuation. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are assumed at each reporting date.



## FIORA ONLINE LIMITED

### Notes to the financial statements for the year ended 31st March, 2019

#### 3.1.6 Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using appropriate valuation techniques. The inputs for these valuations are taken from observable sources where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of various inputs including liquidity risk, credit risk, volatility etc. Changes in assumptions/ judgements about these factors could affect the reported fair value of financial instruments.

#### 3.1.7 Taxes

Deferred tax, subject to the consideration of prudence, is recognised on temporary differences between the taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent years. Deferred tax assets are recognised to the extent that there is reasonable certainty that sufficient future tax income will be available against which such deferred tax assets can be realized. In case of unabsorbed depreciation and carry forward tax losses, deferred tax assets are recognised to the extent that there is reasonable certainty that sufficient future tax income will be available against which such deferred tax assets can be realized.

#### 3.1.8 Impairment of financial assets

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

#### 3.1.9 Discounting of deposit

The Company has considered SBI Base rate of respective periods in which transaction had occurred for measuring deposit, being financial assets/ liabilities, at amortised cost.

#### 3.1.10 Standards issued but not yet effective

The standards issued, but not yet effective upto the date of issuance of the Company's financial statements is disclosed below. The Company shall adopt this standard when it becomes effective.

##### Ind AS 116 - Leases

Ind AS 116 introduces single leases accounting module and requires recognition of assets and liabilities for all type of lease with a term of more than 12 months, unless the underlying assets is of low value. The new revenue standard will supersede existing Ind AS 17 "Leases". This standard will come into force from accounting period commencing on or after 1st April 2019. The Company is in process of analysing the impact of proposed standard.



# FIORA ONLINE LIMITED

Notes to the financial statements for the year ended 31st March 2019

## Note 4

### Property, plant and equipment

Rs. In Lakhs

Particulars	Plant & Equipment	Furniture & Fixures	Office equipment	Computers	Total
<b>Cost:</b>					
As at 1st April 2017	-	-	-	-	-
Additions	1.78	1.95	5.47	20.53	29.73
Disposals / Transfers	-	-	-	-	-
<b>As at 31st March 2018</b>	<b>1.78</b>	<b>1.95</b>	<b>5.47</b>	<b>20.53</b>	<b>29.73</b>
Additions	2.44	1.88	6.86	15.65	26.83
Disposals / Transfers	-	-	-	-	-
<b>As at 31st March 2019</b>	<b>4.22</b>	<b>3.83</b>	<b>12.33</b>	<b>36.18</b>	<b>56.56</b>
<b>Accumulated Depreciation:</b>					
As at 1st April 2017	-	-	-	-	-
Depreciation charge for the year	-	-	-	-	-
Disposals / Transfers	-	-	-	-	-
<b>As at 31st March 2018</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Depreciation charge for the year	0.30	3.11	2.09	10.07	15.57
Disposals / Transfers	-	-	-	-	-
<b>As at 31st March 2019</b>	<b>0.30</b>	<b>3.11</b>	<b>2.09</b>	<b>10.07</b>	<b>15.57</b>
<b>Provision for discard</b>					
As at 31st March 2018	-	-	-	-	-
As at 31st March 2019	-	-	-	-	-
<b>Net book value</b>					
As at 31st March 2018	1.78	1.95	5.47	20.53	29.73
<b>As at 31st March 2019</b>	<b>3.92</b>	<b>0.72</b>	<b>10.24</b>	<b>26.11</b>	<b>40.99</b>

## Note 5

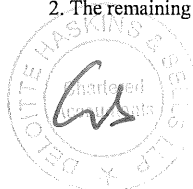
### Intangible assets

Rs. In Lakhs

Particulars	Computer software	Total	Intangible assets under development
<b>Cost:</b>			
As at 1st April 2017	-	-	-
Additions	441.09	441.09	-
Disposals / Transfers	-	-	-
<b>As at 31st March 2018</b>	<b>441.09</b>	<b>441.09</b>	<b>-</b>
Additions	96.62	96.62	-
Disposals / Transfers	-	-	-
<b>As at 31st March 2019</b>	<b>537.71</b>	<b>537.71</b>	<b>-</b>
<b>Accumulated amortisation:</b>			
As at 1st April 2017	-	-	-
Amortisation charge for the year	-	-	-
Disposals / Transfers	-	-	-
<b>As at 31st March 2018</b>	<b>-</b>	<b>-</b>	<b>-</b>
Amortisation charge for the year	99.36	99.36	-
Disposals / Transfers	-	-	-
<b>As at 31st March 2019</b>	<b>99.36</b>	<b>99.36</b>	<b>-</b>
<b>Impairment Provision</b>			
As at 31st March 2018	-	-	-
As at 31st March 2019	-	-	-
<b>Net book value</b>			
As at 31st March 2018	441.09	441.09	-
<b>As at 31st March 2019</b>	<b>438.35</b>	<b>438.35</b>	<b>-</b>

#### Notes:-

1. The Company has not taken any assets on finance lease and not given any asset on operating lease.
2. The remaining amortisation period as at 31st March 2019 is in the range of 5 months to 60 months.





**FIORA ONLINE LIMITED****Notes to the financial statements for the year ended 31st March 2019****Note 6****Financial Assets - Other financial assets**

Particulars	As at 31st March 2019	As at 31st March 2018
	Rs. in Lakhs	Rs. in Lakhs
Unsecured, Considered good		
Security Deposits for others	0.10	-
<b>Total</b>	<b>0.10</b>	<b>-</b>

**Note 7****Financial Assets - Investments**

Particulars	As at 31st March 2019	As at 31st March 2018
	Rs. in Lakhs	Rs. in Lakhs
Investment in Units of Mutual Fund - At Fair Value (Unquoted & Fully paid)		
TATA Liquid Fund Regular Growth	100.76	-
<b>Total</b>	<b>100.76</b>	<b>-</b>

**Note 8****Financial Assets - Trade receivables**

Particulars	As at 31st March 2019	As at 31st March 2018
	Rs. in Lakhs	Rs. in Lakhs
Unsecured		
Considered good	12.31	-
<b>Total</b>	<b>12.31</b>	<b>-</b>

The credit period on rendering of services generally ranges from 0 to 30 days. No interest is charged on over due trade receivables. The Company provides a loss allowance on a case to case basis at the end of each financial year. An impairment analysis is performed at the end of each financial year on an individual basis for all customers.



**FIORA ONLINE LIMITED**

Notes to the financial statements for the year ended 31st March 2019

**Note 9****Financial Assets - Cash and cash equivalents**

Particulars	As at 31st March 2019	As at 31st March 2018
	Rs. in Lakhs	Rs. in Lakhs
<b>Balances with Banks in :</b>		
- Current Accounts	27.88	15.00
Cash in hand	7.20	-
<b>Total</b>	<b>35.08</b>	<b>15.00</b>

**Note 10****Financial Assets - Other financial assets**

Particulars	As at 31st March 2019	As at 31st March 2018
	Rs. in Lakhs	Rs. in Lakhs
Security Deposits for Premises	7.50	-
Employee loans and advances	3.20	-
<b>Total</b>	<b>10.70</b>	<b>-</b>

**Note 11****Other current assets**

Particulars	As at 31st March 2019	As at 31st March 2018
	Rs. in Lakhs	Rs. in Lakhs
<b>Unsecured, Considered good</b>		
Balance recoverable from Government Authorities	181.65	82.32
Advance to creditors	17.32	-
Prepaid expenses	14.92	-
<b>Total</b>	<b>213.89</b>	<b>82.32</b>



**FIORA ONLINE LIMITED**
**Notes to the financial statements for the year ended 31st March 2019**
**Note 12**
**Equity Share capital**

Authorised share capital	Equity Shares		Preference Shares	
	Number	Amount (Rs)	Number	Amount (Rs)
Increase / (decrease) during the year	2,00,000	20.00	1,00,00,000.00	1,000.00
<b>As at 31st March 2018</b>	<b>2,00,000</b>	<b>20.00</b>	<b>1,00,00,000</b>	<b>1,000.00</b>
Increase / (decrease) during the year	-	-	2,00,00,000.00	2,000.00
<b>As at 31st March 2019</b>	<b>2,00,000</b>	<b>20.00</b>	<b>3,00,00,000</b>	<b>3,000.00</b>

**(b) Rights, Preferences and restrictions attached to Equity shares**

Each holder of Equity Shares is entitled to one vote per share. The shareholders have the right to receive interim dividends declared by the Board of Directors and final dividends proposed by the Board of Directors and approved by the shareholders. In the event of liquidation of the Company, the holders of Equity shares will be entitled to receive any of the remaining assets of the company, after distribution of Preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. The equity shareholders have all other rights as available to the equity shareholders as per the provisions of Companies Act 2013 read together with the Memorandum of Association and Articles of Association of the company as applicable.

(c) Issued equity capital	Rs in Lakhs	
	Numbers	Amount (Rs)
Equity shares of Rs 10 each issued, subscribed and fully paid		
Changes during the year	1,50,000	15.00
<b>As at 31st March 2018</b>	<b>1,50,000</b>	<b>15.00</b>
Changes during the year	50,000	5.00
<b>As at 31st March 2019</b>	<b>2,00,000</b>	<b>20.00</b>

On 1st October 2018, the Company has issued 50,000 equity shares of Rs 10 each.

(d) The details of shareholders holding more than 5 % shares is as under:	As at 31st March 2019		As at 31st March 2018	
	No. of shares	% holding in the class	No. of shares	% holding in the class
Equity Shares of Rs. 10 each fully paid				
Fiora Hypermarket Limited	1,50,000	75.00%	1,50,000	100%
Mr. Gaurav Juneja	25,000	12.50%	-	-
Mr. Radhakrishnan	25,000	12.50%	-	-

As per the records of the Company, including its Register of Shareholders/ Members and other declaration received from Shareholders regarding Beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

**Note 13**
**Other equity**

Particulars	Rs in Lakhs
	Reserves and Surplus
Balance as at 1st April 2017	-
Profit / (Loss) for the year	-
Re-measurement gains/ (Losses) on defined benefit plans	(12.59)
<b>Balance as at 31st March 2018</b>	<b>-</b>
Profit / (Loss) for the year	(12.59)
Share issue expenses	(1,438.10)
Re-measurement gains/ (Losses) on defined benefit plans	(1.80)
<b>Balance as at 31st March 2019</b>	<b>(1,452.49)</b>



# FIORA ONLINE LIMITED

## Notes to the financial statements for the year ended 31st March 2019

### Note 14 Borrowings

Particulars	As at 31st March 2019	As at 31st March 2018
	Rs. in Lakhs	Rs. in Lakhs
Unsecured 10% Non-Convertible Redeemable Preference Shares	1,799.93	-
<b>Total</b>	<b>1,799.93</b>	<b>-</b>

During the year, Company has issued 10% Non convertible redeemable preference shares to Fiora Hypermarket Limited.

### Note 15 Other financial liabilities

Particulars	As at 31st March 2019	As at 31st March 2018
	Rs. in Lakhs	Rs. in Lakhs
Interest due on 10% Non Convertible Preference Shares	19.73	-
<b>Total</b>	<b>19.73</b>	<b>-</b>

### Note 16 Provisions

Particulars	As at 31st March 2019	As at 31st March 2018
	Rs. in Lakhs	Rs. in Lakhs
Provision for employee benefit - Gratuity	1.13	-
<b>Total</b>	<b>1.13</b>	<b>-</b>



# FIORA ONLINE LIMITED

## Notes to the financial statements for the year ended 31st March 2019

### Note 17

#### Deferred tax liabilities

Particulars	As at 31st March 2019	As at 31st March 2018
	Rs. in Lakhs	Rs. in Lakhs
<b>Deferred Tax liabilities</b>		
- Change in fair value of - Investment in Mutual Funds	0.24	-
	<b>0.24</b>	<b>-</b>
<b>Deferred Tax Assets</b>		
- Difference in net block of fixed assets	0.24	-
	<b>0.24</b>	<b>-</b>
<b>Net deferred tax asset / (liability)</b>	<b>-</b>	<b>-</b>

Also, refer note 30

### Note 18

#### Financial Liabilities - Trade payables

Particulars	As at 31st March 2019	As at 31st March 2018
	Rs. in Lakhs	Rs. in Lakhs
<b>Trade payables</b>		
Total outstanding dues of micro enterprises and small enterprises	38.32	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	368.30	-
<b>Total</b>	<b>406.62</b>	<b>-</b>

The credit period on purchase of goods and services is in the range of 0 to 90 days. No interest is charged by the trade payables for the credit period. The Company has financial risk management policy in place to ensure that all payables are paid within the pre-agreed credit terms.

Also, refer note no 29



**FIORA ONLINE LIMITED**

Notes to the financial statements for the year ended 31st March 2019

**Note 19****Financial Liabilities - Other financial liabilities**

Particulars	As at 31st March 2019	As at 31st March 2018
	Rs. in Lakhs	Rs. in Lakhs
Payables on purchase of property, plant and equipments	18.05	552.25
Other payables		
a) To Fiora Hypermarket Limited	6.19	10.29
b) To others	-	3.00
<b>Total</b>	<b>24.24</b>	<b>565.54</b>

**Note 20****Other current liabilities**

Particulars	As at 31st March 2019	As at 31st March 2018
	Rs. in Lakhs	Rs. in Lakhs
Statutory dues payable	16.55	0.19
Advance from Customers	19.69	-
<b>Total</b>	<b>36.24</b>	<b>0.19</b>

**Note 21****Provisions**

Particulars	As at 31st March 2019	As at 31st March 2018
	Rs. in Lakhs	Rs. in Lakhs
<b>Provision for employee benefits</b>		
(a) Gratuity	-	-
(b) Leave encashment	15.19	-
<b>Total</b>	<b>15.19</b>	<b>-</b>



**FIORA ONLINE LIMITED****Notes to the financial statements for the year ended 31st March 2019****Note 22****Revenue from operations**

Particulars	For the year ended 31st March 2019	For the period ended 31st March 2018
	Rs in Lakhs	Rs in Lakhs
Sale of products (Gross)	1,630.70	-
Less :- GST / VAT / Sales Tax	122.88	-
<b>Sale of products (Net)</b>	<b>1,507.82</b>	<b>-</b>
<b><u>Other operating revenues</u></b>		
(a) Display & Sponsorship Income	72.18	-
(b) Others	-	-
<b>Revenue from operations (Gross)</b>	<b>72.18</b>	<b>-</b>
<b>Total</b>	<b>1,580.00</b>	<b>-</b>

**Note 23****Other Income**

Particulars	For the year ended 31st March 2019	ended 31st March 2018
	Rs in Lakhs	Rs in Lakhs
Profit on sale of Investments (Net)	0.35	-
<b>Net gain arising on financial assets designated as at FVTPL</b>		
Current Mutual Funds	0.76	-
Notice pay recovery	1.07	-
	<b>2.18</b>	<b>-</b>



**FIORA ONLINE LIMITED****Notes to the financial statements for the year ended 31st March 2019****Note 24****Employee benefit expenses**

Particulars	For the year ended 31st March 2019	For the period ended 31st March 2018
	Rs. in Lakhs	Rs. in Lakhs
(a) Salaries, Wages, Bonus, etc.	436.53	-
(b) Contribution to Provident Funds and other funds	19.53	-
(c) Staff Welfare Expenses	9.76	-
<b>Total</b>	<b>465.82</b>	<b>-</b>

**Note 25****Finance Cost**

Particulars	For the year ended 31st March 2019	For the period ended 31st March 2018
	Rs. in Lakhs	Rs. in Lakhs
a) Interest on Borrowings	65.53	-
b) Interest on 10% Non Convertible Redeemable Preference Shares	19.73	-
<b>Total</b>	<b>85.26</b>	<b>-</b>





**FIORA ONLINE LIMITED****Notes to the financial statements for the year ended 31st March 2019****Note 26****Other expenses**

Particulars	For the year ended 31st March 2019	For the period ended 31st March 2018
	Rs. in Lakhs	Rs. in Lakhs
Packing Materials Consumed	9.32	-
Freight and forwarding charges	174.98	-
Power and Fuel	1.03	-
Repairs and maintenance		
- Others	1.33	-
Website hosting and maintenance	24.85	-
Rent	44.82	-
Rates and Taxes	50.81	11.06
Advertisement and Sales Promotion	447.81	-
Travelling Expenses	20.87	-
Professional and Legal Charges	80.55	0.44
Printing and Stationery	0.21	-
Bank Charges (For previous year Full Figure in Rs 118/-)	0.73	-
Postage, Telegrams and Telephones	5.34	-
Directors' Fees	3.50	0.59
Miscellaneous Expenses	186.65	0.50
<b>Total</b>	<b>1,052.80</b>	<b>12.59</b>



**FIORA ONLINE LIMITED****Notes to the financial statements for the year ended 31st March 2019****Note 27 - Commitments and contingencies****(a) Operating lease commitments**

The company has entered into certain arrangements in the form of operating lease to operate retail business. As per terms of the arrangements, the company has obligation of regular payment for use of property. Some of the arrangements include minimum lock in period clause for regular payment of lease rent or payments of similar nature. Certain arrangements also include renewal and escalation clause as mutually agreed period between the parties.

The Company has paid Rs 44.82 Lakhs during the year towards lease payments ( For 31st March 2018 period ended Rs Nil)

Future minimum rentals payable under non-cancellable operating leases as at 31<sup>st</sup> March 2019 are, as follows:

Particulars	Rs in Lakhs	
	As at 31st March 2019	As at 31st March 2018
Within one year	36.38	-
After one year but not more than five years	36.20	-
More than five years	-	-
	<b>72.58</b>	<b>-</b>

**(b) Capital Commitments**

Estimated amount of contracts remaining to be executed on capital account and not provided for Rs. Nil. (As at 31st March 2018 - Rs Nil)

**(c) Other Commitments**

Other commitments :- Rs Nil (As at 31st March 2018 - Rs Nil )

**(d) Contingent liabilities**

Contingent Liability for the year :- Rs Nil (As at 31st March 2018 - Rs Nil )

(e) Claims against the company not acknowledged as debts :- Rs. Nil (As at 31st March 2018 - Rs Nil)

**Note 28****(a). Miscellaneous Expenses include :**

Particulars	Rs in Lakhs	
	For the year ended 31st March 2019	For the period ended 31st March 2018
<b>Auditors' Remuneration (inclusive of taxes)-</b>		
Audit Fees	8.00	0.40
Other Services	2.00	0.10

(b). There are no amounts due and outstanding to be credited to Investor Education and Protection fund as at 31st March 2019.

**(c). Details on derivatives instruments and unhedged foreign currency exposures**

(i) There are no forward exchange contract outstanding as at 31 st March, 2019

(ii) There is no unhedged foreign currency exposure as at 31st March, 2019

**(d). Operating Segment**

The Company is into the business of online retailing predominantly in India which in context of Indian Accounting Standards 108 - "Segment Information" represent single reportable business segment. The accounting policies of the reportable segment are the same as accounting policies disclosed in Note 2. Information reported to Chief Operating Decision Maker, for the purposes of resource allocation and assessment of segment performance focuses on the types of services delivered / provided / business conducted. The revenues, total expenses and net loss as per the statement of the profit and loss represents the revenue, total expenses and the net loss of the sole reportable segment.



## FIORA ONLINE LIMITED

### Notes to the financial statements for the year ended 31st March 2019

#### Note 29 - Related party disclosure

##### Parties where control exists

Fiora Hypermarket Limited :- Holding Company

##### Other Related parties where Transaction have taken place during the year

Trent Hypermarket Private Limited:- Common Share holder Trent Limited holding 50% in Trent Hypermarket Pvt Ltd

Fiora Services Limited :- Fellow Subsidiary Company

Trent Limited - Holding Company of Fiora Hypermarket Limited

##### Key Managerial Personnel of the Company

##### Directors of the Company

Mr. P. Venkatesalu

Mr. P. K. Anand

Mr. S. W. Kamat

Ms. Kalpana Merchant (w.e.f. 20th March 2019)

Mr. J. C. Bham (w.e.f. 20th March 2019)

Transaction during the year	As at	As at
	31st March 2019	31st March 2018
	Rs. in Lakhs	Rs. in Lakhs
<b>A) Purchase of Property, plant and equipment</b>		
Holding Company		
Fiora Hypermarket Limited	11.86	257.22
Others		
Trent Hypermarket Private Limited	-	295.04
<b>B) Other transaction</b>		
<b>Purchase of traded goods and services</b>		
Trent Hypermarket Private Limited	1,546.34	-
<b>Trade discount received</b>		
Trent Hypermarket Private Limited	157.68	-
<b>Income from Business Support Services</b>		
Trent Hypermarket Private Limited	14.35	-
<b>Interest on loan paid</b>		
Fiora Services Limited	65.53	-
<b>Reimbursement of expenses incurred</b>		
<b>Holding Company</b>		
Fiora Hypermarket Limited	10.55	10.29
<b>Others</b>		
Trent Hypermarket Private Limited	13.56	-
Trent Limited	19.02	0.02
Issue of Equity Shares to Fiora Hypermarket Limited	-	15.00
Issue of Non Convertible Redeemable Preference Shares to Fiora Hypermarket Limited	1799.93	-
<b>Loan accepted from Fiora Services Limited</b>	1300.00	-
<b>Loan repaid to Fiora Services Limited</b>	1300.00	-
<b>Fees paid to Directors</b>		
Sitting fees	3.50	0.50
<b>Balance at the end of year</b>	<b>As at</b>	<b>As at</b>
	<b>31st March 2019</b>	<b>31st March 2018</b>
	<b>Rs. in Lakhs</b>	<b>Rs. in Lakhs</b>
<b>Outstanding payables</b>		
Fiora Hypermarket Limited	6.19	267.50
Trent Limited	-	0.02
Trent Hypermarket Private Limited	161.84	295.04

##### Terms and conditions of transactions with related parties

i) The sales to and purchases of capex & reimbursement of expenses from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances on account of other payable are unsecured and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables.

ii) No provisions have been made and no amounts have been written off in respect of receivables from related parties as at 31st March 2019 and as at 31st March 2018

iii) Transactions above are inclusive of all taxes.



**FIORA ONLINE LIMITED**
**Notes to the financial statements for the year ended 31st March 2019**
**Note 30 - Employee benefit plans**
**(a) Defined Benefit Plan**
**(i) Gratuity benefit (As per Actuarial valuation as on 31st March 2019)**

Particulars	Rs. In Lakhs	
	For the year ended 31st March 2019	For the period ended 31st March 2018
	Gratuity (Fully funded) LIC Administered Trust	Gratuity (Fully funded) LIC Administered Trust
<b>Opening of defined benefit obligation as at 01.04.2018</b>	-	-
Current service cost	2.62	-
Past service cost	-	-
Benefits paid	-	-
Liabilities assumed / (settled)	-	-
<b>Defined benefit obligation as at 31.03.2019</b>	<b>2.62</b>	<b>-</b>
<b>Opening of fair value of plan assets as at 01.04.2018</b>	-	-
Service cost	-	-
Employer contribution	1.49	-
Assets acquired / (settled)	-	-
<b>Fair value of plan assets as at 31.03.2019</b>	<b>1.49</b>	<b>-</b>
<b>Net Assets and Liabilities recognised in Balance sheet</b>		
Present value of defined benefit obligation	2.62	-
Fair value of Plan assets	1.49	-
Amount not recognised due to asset limit	-	-
<b>Net Assets and (Liabilities) recognised in Balance sheet</b>	<b>(1.13)</b>	<b>-</b>
<b>Expenses recognised in Statement of Profit and Loss</b>		
Current service cost	-	-
Amount not recognised due to asset limit	-	-
<b>Expenses recognised in Statement of Profit and Loss</b>	<b>-</b>	<b>-</b>
<b>Expenses recognised in Other comprehensive income</b>		
Opening amount recognised in other comprehensive income - Outside profit and loss account	-	-
Remeasurements during the period due to		
Changes in financial assumptions	-	-
Experience adjustments	-	-
<b>Expenses recognised in Other comprehensive income</b>	<b>-</b>	<b>-</b>
<b>The major categories of plan assets as a percentage of total plan</b>	<b>Rs in Lakhs</b>	<b>Rs in Lakhs</b>
Insurer Managed Funds	100%	100%
Others	N.A.	N.A.
<b>Total</b>	<b>100%</b>	<b>100%</b>
Expected Employers Contribution Next Year	-	-

Particulars	For the year ended 31st March 2019	For the period ended 31st March 2018
<b>Method of valuation</b>	<b>Projected Unit Credit Method</b>	<b>Projected Unit Credit Method</b>
<b>Actuarial Assumptions</b>		
Discount Rate	6.80%	0.00%
Expected rate of return on plan assets	6.80%	0.00%
Salary escalation rate	6.00%	0.00%
Mortality Table	Indian Assured Lives Mortality (2006-08) Ult Table	Indian Assured Lives Mortality (2006-08) Ult Table
Retirement Age	58 Years / 60 years	58 Years / 60 years

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.

Towards Gratuity, during the previous year the discount rate had changed to 6.80% in LIC administered Trust.



## FIORA ONLINE LIMITED

### Notes to the financial statements for the year ended 31st March 2019

#### Leaving service:

Rates of leaving service at specimen ages are for 21- 44 years is 20% and for 45 years and above is 45%. Leaving service due to disability is included in the provision made for all causes of leaving service.

#### Nature of benefits:

The gratuity benefits payable to the employees are based on the employee's service and last drawn salary at the time of leaving. The employees do not contribute towards this plan and the full cost of providing these benefits are met by the Company.

#### Governance of the plan:

The Company has setup an income tax approved irrevocable trust fund to finance the plan liability. The trustees of the trust fund are responsible for the overall governance of the plan.

#### Inherent risks:

The plan is of a final salary defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. In particular, there is a risk for the Company that any adverse salary growth or demographic experience or inadequate returns on underlying plan assets can result in an increase in cost of providing these benefits to employees in future. Since the benefits are lump sum in nature the plan is not subject to any longevity risks.

#### Funding arrangements and policy:

The trustees of the plan have outsourced the investment management of the fund to an insurance company. The insurance company in turn manages these funds as per the mandate provided to them by the trustees and the asset allocation which is within the permissible limits prescribed in the insurance regulations. Due to the restrictions in the type of investments that can be held by the fund, it is not possible to explicitly follow an asset-liability matching strategy to manage risk actively.

There is no compulsion on the part of the Company to fully pre fund the liability of the Plan. The Company's philosophy is to fund the benefits based on its own liquidity and tax position as well as level of under funding of the plan.

#### Maturity profile of defined benefit obligation

Particulars	For the year ended	For the period ended
	31st March 2019	31st March 2018
	Rs in Lakhs	Rs in Lakhs
Within 1 year	0.01	-
1-2 years	0.01	-
2-3 years	0.01	-
3-4 years	0.55	-
4-5 years	0.65	-
5-9 years	1.68	-
10 and above 10 years	1.68	-

The weighted average duration to the payment of these cash flows is 7.39 years.

#### Sensitivity analysis:

Sensitivity for significant actuarial assumptions is computed by varying one actuarial assumptions used for the valuation of the defined benefit obligation by one percentage, keeping all other actuarial assumptions constant. The following table summarizes the impact in percentage terms on the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 50 basis points.

	For the year ended	For the period ended
	31st March 2019	31st March 2018
	Discount Rate	Discount Rate
Impact of increase in 50 bps on DBO	(3.60%)	0.00%
Impact of decrease in 50 bps on DBO	3.79%	0.00%
	Salary escalation rate	Salary escalation rate
Impact of increase in 50 bps on DBO	3.80%	0.00%
Impact of decrease in 50 bps on DBO	(3.64%)	0.00%

These sensitivities have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date.

(ii) Leave Encashment (Long Term Compensated Absences) recognised as expense for the year is Rs. 14.53 Lakhs (For previous year Rs Nil).

#### Method of valuation and actuarial assumptions:

The Defined Benefit Obligation is calculated taking into account pattern of avilment of leave whilst in service and qualifying salary on the date of avilment The above disclosure is based on actuarial valuation report. The report considers assumption with respect to discount rate, salary escalation, retirement age,

#### (b) Defined Contribution plans

Company Contributions during the year under Contribution Plans recognised in the Statement of Profit and loss

Particulars	For the year ended	For the period ended
	31st March 2019	31st March 2018
	Rupees in Lakhs	Rupees in Lakhs
1) Government administered Provident Fund / Family Pension Fund	15.39	-
2) Employees State Insurance / Labour Welfare Fund	0.06	-
<b>Total</b>	<b>15.45</b>	<b>-</b>



## FIORA ONLINE LIMITED

### Notes to the financial statements for the year ended 31st March 2019

#### Note 31

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Particulars	Rs in Lakhs
	Trade Payables
(i) Principal amount remaining unpaid to MSME suppliers as on 31st March 2019	38.12
(ii) Interest due on unpaid principal amount to MSME suppliers as on 31st March 2019	0.08
(iii) The amount of interest paid along with amounts of payment made to the MSME suppliers beyond appointed date	92.92
(iv) The amount of interest due and payable for the year (without adding the interest under MSME Development Act)	0.20
(v) The amount of interest accrued and remaining unpaid as on 31st March 2019	0.20
(vi) The amount of interest due and payable to be disallowed under Income Tax Act, 1961	0.20

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

#### Note 32 - Income Taxes

The Company has not created deferred tax asset on unused tax losses aggregating to Rs 1,292.04 Lakhs (As at 31st March 2018- Rs 3.78 Lakhs). The gross amounts and expiry dates of losses available for carry forward are as follows.

Unused Tax Losses (Business losses) as at	Rs in Lakhs	Expiry of losses within	Rs in Lakhs
31st March 2018	3.78	6-10 Years	3.78
31st March 2019	1,292.04	6-10 Years	1,292.04
Unused Tax Losses (Depreciation losses) as at	Rs in Lakhs		Rs in Lakhs
31st March 2018	-		-
31st March 2019	223.13		223.13

#### Note 33 - Earnings per share (EPS)

Particulars	For the year ended 31st March 2019	For the period ended 31st March 2018
Loss attributable to Equity Shareholders (Rs. in Lakhs)	(1,438.10)	(12.59)
Weighted average number of Equity shares	1,74,932	36,164
Nominal value of an equity share Rs.	10	10
Earning per Share (Basic and Diluted) (Rs.)	(822.09)	(34.83)



## FIORA ONLINE LIMITED

### Notes to the financial statements for the year ended 31st March 2019

#### Note 34 - Fair value hierarchy

The following table presents the fair value hierarchy of the assets measured at fair value on a recurring basis as at:-

Particulars	Total	Rs in Lakhs		
		Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
		(Level 1)	(Level 2)	(Level 3)
<b>Financial Assets measured at fair value through Profit and Loss:</b>				
<b>As at 31st March 2019</b>				
<b>Current:</b>				
Investment in Mutual fund	100.76	-	100.76	-
<b>Financial Assets measured at fair value through Profit and Loss:</b>				
<b>As at 31st March 2018</b>				
<b>Current:</b>				
Investment in Mutual fund	-	-	-	-

#### Valuation technique

The fair value of current and non-current investments in mutual funds is based on market observable inputs.

#### Fair value of Financials assets and liabilities that are measured at amortised cost:

Particulars	Carrying amount		Fair value	
	As at 31st March 2019	As at 31st March 2018	As at 31st March 2019	As at 31st March 2018
	<b>Financial assets at amortised cost</b>			
<b>Non-current</b>				
Security Deposit others	0.10	-	0.10	-
<b>Current</b>				
Security Deposit for Premises	7.50	-	7.50	-
Employee loan	3.20	-	3.20	-
Trade receivable (net of provision)	12.31	-	12.31	-
Cash and Cash Equivalent	35.08	15.00	35.08	15.00
<b>Financial liabilities at amortised cost:</b>				
<b>Non-current</b>				
Non Convertible Redeemable Preference Shares	1,799.93	-	1,799.93	-
Other financial liabilities	19.73	-	19.73	-
<b>Financial liabilities at amortised cost:</b>				
<b>Current</b>				
Trade payables	406.62	-	406.62	-
Other current financial liabilities	24.24	565.54	24.24	565.54

#### Note 35 - Financial risk management objectives and policies

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's risk management policy is approved by the board / board's committee.

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations in select instances. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations and Investment.

The Company is exposed to market risk, credit risk, liquidity risk etc. The Company's senior management oversees the management of these risks. The Company's senior management is overseen by the audit committee with respect to risks and facilitates appropriate financial risk governance framework for the Company. Financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing key 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 comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments and derivative financial instruments.

The Company manages market risk through a treasury / banking department, which evaluate and exercises control over the entire process of market risk management. The treasury / banking department recommends risk management objectives and policies, which are approved by senior management and the Audit/Investment committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposure. The sensitivity analyses in the following sections relate to the position as at 31st March 2019.



## FIORA ONLINE LIMITED

### Notes to the financial statements for the year ended 31st March 2019

#### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Interest rate change does not affect significantly to short term borrowing and current investment, therefore the Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt and Non current investment.

#### Foreign currency risk

The company is exposed to foreign currency risk through its purchases of merchandise /receipt of services / reimbursement of expenses from overseas parties in various foreign currencies.

The company evaluates exchange rate exposure arising from foreign currency transactions and since the exposure is not significant, the company do not undertake foreign exchange forward contract to hedge its foreign currency exposure.

#### Commodity Price Risk

The Company is affected by the price volatility of certain commodities such as grocery and vegetables. Its operating activities require the ongoing purchase and sale of products which includes certain commodities significantly exposed to price volatility on account of demand and supply, weather conditions, and government regulation and interventions.

The Company has adopted different measures to mitigate the commodity price risk, such as procuring from farmers, dedicated supply agreements, inventory management.

#### Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities and from its financing activities, including deposits with banks, financial institutions and other parties, foreign exchange transactions and other financial instruments.

The Company is not exposed to significant concentrations of credit risk as policies are in place to cover retail sales where Collections are primarily made in cash or through credit card payments. The Company adopts prudent criteria in its investment policy, the main objectives of which are to reduce the credit risk associated with investment products and the counterparty risk associated with financial institutions. The Company considers the solvency, liquidity, asset quality and management prudence of the counter parties, as well as the performance potential of the counter parties in stressed conditions. In relation to credit risk arising from commercial transactions, impairment losses are recognized for trade receivables when objective evidence exists that the Company will be unable to recover all the outstanding amounts in accordance with the original contractual conditions of the receivables. The Company provides loss allowance on a case to case basis at the end of each reporting period. An impairment analysis is performed at each reporting date on an individual basis for major (or for all) customers.

	Rs in Lakhs	
	As at 31st March 2019	As at 31st March 2018
Outstanding for less than 6 Months	12.31	-
Outstanding for more than 6 Months	-	-
<b>Total</b>	<b>12.31</b>	<b>-</b>

#### Liquidity risk

The Company's finance personnel is responsible for liquidity, funding as well settlement management. In addition, the related policies and processes are overseen by senior management. Management monitors the company's net liquidity position through rolling forecast on the basis of expected cash flows.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

Particulars	Rs in Lakhs			
	Less than 1 Year	1 to 5 years	> 5 years	Total
<b>As at 31st March 2019</b>				
<b>Non Current Liabilities</b>				
Other financial liabilities	-	19.73	-	19.73
<b>Current Liabilities</b>				
Trade Payables	406.62			406.62
Other current liabilities	36.24			36.24
Other financial liabilities	24.24			24.24
<b>TOTAL</b>	<b>467.10</b>	<b>19.73</b>	<b>-</b>	<b>486.83</b>
<b>As at 31st March 2018</b>				
<b>Current Liabilities</b>				
Trade Payables	-			-
Other current liabilities	0.19			0.19
Other financial liabilities	565.54	-	-	565.54
<b>TOTAL</b>	<b>565.73</b>	<b>-</b>	<b>-</b>	<b>565.73</b>





**FIORA ONLINE LIMITED**

**Notes to the financial statements for the year ended 31st March 2019**

The table below summarises the maturity profile of the Company's non-derivative financial assets based on contractual undiscounted maturities including interest that will be earned on those assets.

Rs in Lakhs

Particulars	Less than 1 Year	1 to 5 years	> 5 years	Total
<b>As at 31st March 2019</b>				
<b>Current Assets</b>				
Trade receivables (Net)	12.31	-	-	12.31
Other current financial assets	10.70	-	-	10.70
Cash and Cash Equivalent	35.08	-	-	35.08
<b>TOTAL</b>	<b>58.09</b>	<b>-</b>	<b>-</b>	<b>58.09</b>
<b>As at 31st March 2018</b>				
<b>Current Assets</b>				
Trade receivables (Net)	-	-	-	-
Cash and Cash Equivalent	15.00	-	-	15.00
<b>TOTAL</b>	<b>15.00</b>	<b>-</b>	<b>-</b>	<b>15.00</b>

**Excessive risk concentration**

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry or given set of counter parties.

In order to avoid excessive concentrations of risk, the company's policies and procedures include specific guidelines to focus on the maintenance of a reasonably diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

In order to avoid excessive concentrations of risk, the company's policies and procedures include specific guidelines to mitigate these risks.

**Capital management**

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the company. The primary objectives of the Company's capital management is to maximise the shareholder value while providing stable capital structure that facilitate considered risk taking and pursuit of business growth.

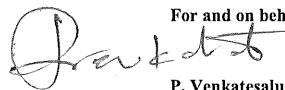
The Company manages its capital structure and makes adjustments in light of changes in economic conditions and business opportunities. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, raise/ pay down debt or issue new shares.

Gearing Ratio : -The gearing ratio at the end of reporting year was as follows

Particulars	As at 31st March 2019	As at 31st March 2018
Current investments in mutual fund	100.76	-
Cash & Bank Balance	35.08	15.00
<b>Net Debt</b>	<b>(135.84)</b>	<b>(15.00)</b>
<b>Total Equity</b>	<b>(1,432.49)</b>	<b>2.41</b>
<b>Net debt to equity ratio</b>	<b>9.48%</b>	<b>-622.41%</b>

Note 35 - Current year figures are for a period of 12 months as against the previous period's figures for the period from 28th December 2017 to 31st March 2018 and hence not comparable. Previous period's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

For and on behalf of the Board of Directors



P. Venkatesalu  
Director  
(DIN - 02190892)



Kalpana Merchant  
Director  
(DIN - 00827907)



Anahita Nazir  
Company Secretary & Chief Financial Officer

