

INDEPENDENT AUDITOR'S REPORT

**To The Members of Booker India Limited
(Formerly known as Booker India Private Limited)**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Booker India Limited (formerly known as Booker India Private Limited) ("the Company"), which comprise the Balance Sheet as at 31 March 2021, 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 standalone 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 2021, 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 standalone 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 Standalone 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 standalone 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 standalone financial statements.

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

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in Board's Report but does not include the standalone financial statements and our auditor's report thereon.

Regd. Office: One International Center, Tower 3, 27th - 32nd Floor, Senapati Bapat Marg, Elphinstone Road (West), Mumbai - 400 013, Maharashtra, India. (LLP Identification No. AAB-8737)



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- Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone 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, 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 standalone 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 standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone 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 Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone financial statements.

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



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

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



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Report on Other Legal and Regulatory Requirements

- As required by Section 143(3) of the Act, based on our audit we report, that:
 - 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.
 - 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.
 - 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 relevant books of account.
 - In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
 - On the basis of the written representations received from the directors as on 31 March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2021 from being appointed as a director in terms of Section 164(2) of the Act.
 - 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.
 - In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - 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:
 - The Company has disclosed the impact of pending litigation on its financial position in its standalone financial statements (Ref Note 33)
 - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.



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- 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 and Sells LLP
Chartered Accountants
(Firm's Registration No. 117366W/W - 100018)

signature

Geetha Suryanarayanan
(Partner)

(Membership No. 29519)
UDIN: 21029519AAAABX7996

Chennai, April 24, 2021



Deloitte Haskins & Sells LLP

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

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

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

We have audited the internal financial controls over financial reporting of Booker India Limited (Formerly known as Booker India Private Limited) ("the Company") as of 31 March, 2021 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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



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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 standalone 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 standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations 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 standalone 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, 2021, 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)

UDIN:21029519AAAABX7996

Chennai, April 24, 2021



Deloitte Haskins & Sells LLP

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) In respect of the Company's fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The fixed assets 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 fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us and the records examined by us, the Company does not have any immovable properties of freehold land and building or leasehold land.
- (ii) In our opinion and according to the information and explanations given to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.
- (iii) According to the information and explanations given to us, the Company has granted loans, secured or unsecured, to companies covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which:
 - (a) The terms and conditions of the grant of such loans are, in our opinion, *prima facie*, not prejudicial to the Company's interest.
 - (b) The schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts of principal amounts and interest have been regular as per stipulations.
 - (c) There is no overdue amount remaining outstanding as at the balance sheet date.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit during the year and hence reporting under clause (v) of the Order is not applicable.
- (vi) The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013.



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(vii) In our opinion and 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 & Service 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 & Service Tax, cess and other material statutory dues in arrears as at March 31, 2021 for a period of more than six months from the date they became payable.
- (c) There are no dues of Income-tax and Goods & Service Tax as on March 31, 2021 on account of disputes. Details of dues of Value Added Tax which have not been deposited as on March 31, 2021 on account of dispute is given below:

| Statute | Nature of Dues | Forum where dispute is pending | Period to which amount relates | Amount involved (Rs) |
|---|-----------------|--------------------------------|--------------------------------|----------------------|
| The Maharashtra Value Added Tax Act, 2002 | Value Added Tax | Maharashtra Sales Tax Tribunal | FY 2013-14 | 1,14,55,138 |

(viii) In our opinion and according to the information and explanations given to us, the Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures and hence reporting under clause (viii) of Order is not applicable to the Company.

(ix) In our opinion and according to the information and explanations given to us, 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 (ix) of the Order is not applicable.

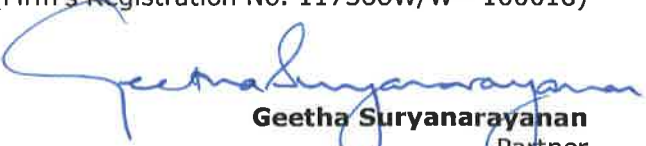
(x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.



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- (xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 188 and 177 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. 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 (xiv) of Order is not applicable to the 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, subsidiary company or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- (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)
UDIN:21029519AAAABX7996

Chennai, April 24, 2021



Booker India Limited

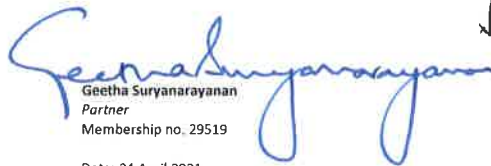
(Formerly Booker India Private Limited)

Financial Statements as on 31st March, 2021

| Booker India Limited (formerly Booker India Private Limited) | | | |
|--|--------------|---|---|
| Balance Sheet as at 31 March 2021 | | | |
| <i>Amount Rupees in lakhs</i> | | | |
| | Notes | As at 31 March 2021 Rs. In Lakhs | As at 31 March 2020 Rs. In Lakhs |
| Assets | | | |
| Non-current assets | | | |
| Property, plant and equipment | 3 | 215.85 | 213.85 |
| Capital work-in-progress | | 203.89 | - |
| Intangible assets | 4 | 18.90 | 32.92 |
| Right of use assets | 5 | 1,823.88 | 1,830.70 |
| Investments in subsidiaries and associates | 6 | 14,195.06 | 10,695.69 |
| Financial assets | | | |
| Other financial assets | 7 | 334.15 | 331.95 |
| Other Non-current assets | 8 | 432.85 | 399.82 |
| Total non-current assets | | 17,224.58 | 13,504.93 |
| Current assets | | | |
| Inventories | 9 | 1,923.38 | 1,144.26 |
| Financial assets | | | |
| Investments | 10 | 633.54 | 6,916.58 |
| Loans & Advances | 11 | 150.00 | 187.50 |
| Trade receivables | 12 | 28.21 | 96.12 |
| Cash and cash equivalents | 13 | 418.76 | 683.17 |
| Bank balances other than above | 14 | 265.14 | 257.95 |
| Other financial assets | 15 | 217.56 | 110.95 |
| Other current assets | 16 | 1,143.86 | 880.24 |
| Total current assets | | 4,780.45 | 10,276.77 |
| Total assets | | 22,005.05 | 23,781.70 |
| Equity and Liabilities | | | |
| Equity | | | |
| Equity share capital | 17 | 35,209.77 | 35,209.77 |
| Other equity | 18 | (18,025.52) | (15,576.70) |
| Total equity | | 17,184.25 | 19,633.07 |
| Non-current liabilities: | | | |
| Financial Liabilities | | | |
| Other Non-Current financial Liabilities | 19 | 1,223.23 | 1,236.79 |
| Provisions | 20 | 68.53 | 47.67 |
| Total non-current liabilities | | 1,291.76 | 1,284.46 |
| Current liabilities: | | | |
| Financial Liabilities | | | |
| Trade payables | 21 | | |
| a) Total outstanding dues of micro enterprises and small enterprises | | 6.75 | 16.44 |
| b) Total outstanding dues of trade payables other than micro enterprises and small enterprises | | 2,661.58 | 2,104.69 |
| Other current financial liabilities | 22 | 756.86 | 656.17 |
| Provisions | 20A | 13.03 | 7.67 |
| Other current liabilities | 23 | 90.82 | 79.20 |
| Total current liabilities | | 3,529.04 | 2,864.17 |
| Total liabilities | | 4,820.80 | 4,148.63 |
| Total equity and liabilities | | 22,005.05 | 23,781.70 |


As per our report attached
For Deloitte Haskins & Sells LLP

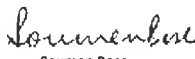
Chartered Accountants
Firm's Registration No.117366W / W-100018


Geetha Suryanarayanan
Partner
Membership no. 29519

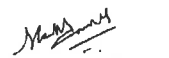
Date: 24 April 2021

For and on behalf of the Board of Directors


P. Venkatesalu
Chairman
DIN: 02190892


Soumen Bose
CFO


Zunaid Bangee
CEO


Swapnil Hasabnis
Company Secretary
Membership No A48976

Place : Mumbai
Date: 22 April 2021



Booker India Limited
(formerly Booker India Private Limited)
Statement of Profit and Loss for the year ended 31st March 2021
Amount in Rupees Lakhs

| | Notes | For the year ended 31st March 2021 | For the year ended 31st March 2020 |
|--|-------|---------------------------------------|---------------------------------------|
| Revenue from operations | 24 | 31,759.22 | 26,197.60 |
| Other income | 25 | 308.60 | 499.84 |
| TOTAL INCOME | | 32,067.82 | 26,697.44 |
| EXPENSES | | | |
| Purchase of stock-in-trade | | 31,353.25 | 24,636.41 |
| (Increase)/decrease in finished goods | 26 | (779.12) | 556.93 |
| Employee benefit expense | 27 | 1,114.11 | 1,094.00 |
| Depreciation and amortization expense | 28 | 829.20 | 934.13 |
| Finance costs | 29 | 313.55 | 173.72 |
| Other expenses | 30 | 1,809.59 | 1,726.80 |
| TOTAL EXPENSES | | 34,640.58 | 29,121.99 |
| Loss before exceptional items | | (2,572.76) | (2,424.55) |
| Impairment on investment in subsidiary | | - | (1,207.39) |
| Acquisition related costs | | - | (133.54) |
| Loss before tax | | (2,572.76) | (3,765.48) |
| Other Comprehensive Income | | | |
| Items that will not be reclassified to profit or loss | | | |
| Remeasurements gains/(losses) of defined benefit plans | | (16.76) | 0.27 |
| Income tax effect on above | | - | - |
| Other comprehensive Income for the year, net of tax | | (16.76) | 0.27 |
| Total Comprehensive Income for the year, net of tax | | (2,589.52) | (3,765.21) |
| Earnings per share | | | |
| Basic earnings per share (Rs) | 31 | (0.73) | (1.62) |
| Diluted earnings per share (Rs) | | (0.73) | (1.62) |


As per our report attached

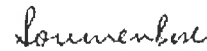
For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm's Registration No.117366W / W-100018


Geetha Suryanarayanan
Partner
Membership no. 29519
Place :
Date: 24 April 2021

For and on behalf of the Board of Directors

P. Venkatesalu
Chairman
DIN: 02190892


Swapnil Hasabnis
Company Secretary
Membership No A48976


Soumen Bose
CFO

Zunaid Bangee
CEO

Place : Mumbai
Date: 22 April 2021



Booker India Limited
(formerly Booker India Private Limited)
Statement of Changes In Equity for the year ended 31st March 2021
Amount Rupees in Lakhs
a. Equity Share Capital:

Equity shares of INR 10 each Issued, subscribed and fully paid
At 31 March 2019
Add: Shares Issued during the year
At 31 March 2020
Add/less:
At 31 March 2021

| Equity shares of Rs 10 each | |
|-----------------------------|------------------|
| No. of shares | Amount |
| 149,117,715 | 14,911.77 |
| 202,980,002 | 20,298.00 |
| 352,097,717 | 35,209.77 |
| - | - |
| 352,097,717 | 35,209.77 |

For the Year ended 31 March 2021

| Particulars | Share application money | Reserves and surplus | | | Other comprehensive Income | Total other equity |
|--------------------------------------|-------------------------|----------------------------|-------------------------------|-------------------|--|--------------------|
| | | Securities premium account | Capital contributed by Parent | Retained Earnings | Remeasurement of net defined benefit plans | |
| As at 31st March 2020 | - | 11,818.34 | 931.94 | (28,332.95) | 5.97 | (15,576.70) |
| Other comprehensive income/(expense) | - | - | - | (2,572.78) | (16.76) | (2,589.54) |
| Addition for the year | - | - | 140.72 | - | - | 140.72 |
| Total comprehensive Income | - | - | 140.72 | (2,572.78) | (16.76) | (2,448.82) |
| At 31 March 2021 | - | 11,818.34 | 1,072.66 | (30,905.73) | (10.79) | (18,025.52) |

For the year ended 31 March 2020

| Particulars | Share application money | Reserves and surplus | | | Other comprehensive Income | Total other equity |
|---|-------------------------|----------------------------|-------------------------------|-------------------|--|--------------------|
| | | Securities premium account | Capital contributed by Parent | Retained Earnings | Remeasurement of net defined benefit plans | |
| As at 31st March 2019 | 906.00 | 11,879.94 | 744.06 | (24,567.51) | 5.70 | (11,031.81) |
| Loss for the year | - | - | 187.88 | (3,765.44) | 0.27 | (3,577.29) |
| Other comprehensive income/(expense) | - | - | - | - | - | - |
| Transaction costs on issue of equity shares | - | (61.60) | - | - | - | (61.60) |
| Total comprehensive Income | - | (61.60) | 187.88 | (3,765.44) | 0.27 | (3,638.89) |
| Utilised on issue of shares | (906.00) | - | - | - | - | (906.00) |
| As at 31 March 2020 | - | 11,818.34 | 931.94 | (28,332.95) | 5.97 | (15,576.70) |

In terms of our report attached

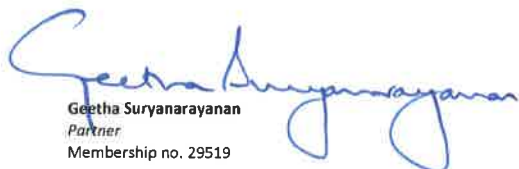
For and on behalf of the Board of Directors



P. Venkatesalu
Chairman

DIN: 02190892

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



Geetha Suryanarayanan
Partner
Membership no. 29519

Date : 24 April 2021



Swapnil Hasabnis
Company Secretary
Membership No A48976

Place : Mumbai
Date : 22 April 2021



Soumen Bose
CFO

Zunaid Bangee
CEO



Booker India Limited
(Formerly Booker India private Limited)
Statement of Cash Flows for the period ended 31 March 2021

| | 31 March 2021 | 31 March 2020 |
|---|-------------------|--------------------|
| | Rs. In Lakhs | Rs. In Lakhs |
| Operating activities | | |
| Profit before tax | (2,572.78) | (3,765.44) |
| Adjustments to reconcile profit before tax to net cash flows: | | |
| Depreciation and amortization expense | 829.20 | 934.13 |
| (Profit)/Loss on disposal of assets | 1.85 | (89.99) |
| Notional Rent Income | (22.05) | (27.06) |
| Actuarial gains / (losses) | (16.78) | 0.37 |
| Provision for doubtful debts and advances | 14.10 | 28.50 |
| Balances written off | 2.83 | 4.57 |
| Liabilities / Balances no longer required written back | (1.44) | (47.19) |
| Gain on fair value of investments | (35.47) | (129.64) |
| GST/VAT balances written off | 41.51 | 4.18 |
| Interest income | (64.90) | (43.61) |
| (Income)/Loss from sale of Investments | (154.64) | (81.05) |
| Gain on lease Modification/Termination | (14.70) | (27.79) |
| Finance expense | 313.55 | 173.72 |
| Impairment on investment in subsidiary | - | 1,207.39 |
| Dividend Income on Mutual Fund Investments | - | (19.75) |
| Share based payments | 140.72 | 187.88 |
| | <u>1,033.80</u> | <u>2,074.56</u> |
| Operating profit before working capital changes | (1,538.98) | (1,690.88) |
| Working capital adjustments: | | |
| Adjustment for (increase) / decrease in operating assets: | | |
| Trade Receivables | 66.34 | (71.13) |
| Inventories | (779.11) | 556.93 |
| Financial assets | (79.94) | 83.36 |
| Other Non Financial Assets | (343.29) | (12.75) |
| Adjustment for increase / (decrease) in operating liabilities: | | |
| Trade Payables | 545.95 | 392.62 |
| Financial Liabilities | 19.55 | 8.41 |
| Long term Provisions | - | - |
| Other Non-financial liabilities | 11.58 | 1.84 |
| Total adjustments | (558.92) | 939.28 |
| Income tax paid | (2,097.90) | (751.60) |
| Net cash flow from / (used in) operating activities (A) | (2,097.90) | (748.57) |
| Investing activities | | |
| Purchase of property, plant and equipment | (284.15) | (225.55) |
| Proceeds from sale of property, plant and equipment | - | 90.43 |
| Purchase of current investments | (633.54) | (6,916.60) |
| Proceeds from sale of current investments | 7,106.71 | 510.91 |
| Bank balances not considered as Cash and cash equivalents | | |
| Placed | (5.64) | (18.88) |
| Matured | (1.55) | (219.07) |
| Interest received (Finance Income) | 57.20 | 55.20 |
| Investments in subsidiaries | (3,499.37) | (11,003.08) |
| Loan to Booker Satnam Wholesale limited | (100.00) | (250.00) |
| Loan repayment by Booker Satnam | 137.50 | 62.50 |
| Loan to Flora Online Limited | (750.00) | - |
| Loan repayment by Flora Online Limited | 750.00 | - |
| Loan to Flora Hypermarket Limited | (750.00) | - |
| Loan repayment by Flora Hypermarket Limited | 750.00 | - |
| Dividend Income on Mutual fund | - | 19.75 |
| Net cash flows from / (used in) investing activities (B) | 2,777.16 | (18,834.38) |
| Financing activities | | |
| Proceeds from issue of equity shares | - | 19,392.00 |
| Transaction Cost | - | (61.62) |
| Payment of Lease Liability | (630.13) | (857.30) |
| Interest Expense | (313.55) | (177.72) |
| Net cash flows from / (used in) financing activities (C) | (943.68) | 18,304.36 |
| Net increase / (decrease) in cash and cash equivalents | (264.42) | (1,253.60) |
| Cash and cash equivalents at the beginning of the year | 683.18 | 1,916.72 |
| Cash and cash equivalents at the end | 418.76 | 683.12 |

| Components of Cash and Cash Equivalents | | |
|---|---------------|---------------|
| Cash on hand | 51.31 | 64.50 |
| Balances with banks | | |
| in current accounts | 300.67 | 582.74 |
| Credit card Sigs on Hand | 66.78 | 35.87 |
| | <u>418.76</u> | <u>683.12</u> |

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 and on behalf of the Board of Directors

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

P. Venkatesulu
Chairman
DIN: 02190892

Geetha Suryanarayana
Partner
Membership no. 29519

Haripriya Haselini
Company Secretary
Membership No A48976

Soumen Bose
CFO

Date : 24 April 2021

Place : Mumbai
Date : 22 April 2021

Zunaid Banges
CEO



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Booker India Limited (Formerly Booker India private Limited)
Notes to the Financial Statements for the year ended 31st March, 2021
Amount in Rupees Lakhs

1. Corporate information

Booker India Limited ('the Company') was incorporated as a company limited by shares on 8 February 2008. The Company is engaged in the business of cash and carry and is a wholesaler supplying to caterers, retailers and other businesses through its five stores.

2 Significant accounting policies

2.1 Basis of preparation

The financial statements of the Company have been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards (Ind AS) notified under Companies (Indian Accounting Standards) Rules, 2015 and referred under Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India.

The financial statements were authorised for issue in accordance with a resolution passed by the Board of Directors on 22nd April 2021.

The financial statements of the Company has been prepared on accrual basis under the historical cost convention, except for certain financial instruments that are measured at fair values or amortised cost, at the end of reporting period (refer accounting policy regarding financial instruments). Historical cost is generally based on the fair value of consideration given in exchange for goods and services.

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.

2.2 Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

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

All other assets are classified as non-current.

A liability is current when:

- ▶ It is expected to be settled in normal operating cycle
- ▶ It is held primarily for the purpose of trading
- ▶ It is due to be settled within twelve months after the reporting period, or



2.2 Current versus non-current classification (Continued.)

- ▶ There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

The Company has identified twelve months as its operating cycle.

2.3 Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell 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 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- ▶ Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- ▶ Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.



2.3 Fair value measurement (continued.)

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- ▶ Disclosures for valuation methods, significant estimates and assumptions
- ▶ Quantitative disclosures of fair value measurement hierarchy (note 39)
- ▶ Financial instruments (including those carried at amortised cost) (note 38)

2.4 Revenue from contract with customer

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements.

Sale of goods and services

Revenue from sale of goods is recognised at the point in time when control of the goods is transferred to the customer, generally on delivery of the goods. The normal credit term is 30 to 90 days upon delivery.

Revenue from services is recognised by way of rebate income received from the vendor majorly consisting of display income, repacking income etc and revenue is recognised at a point in time i.e when the services are rendered.

In determining the transaction price for the sale of goods, the Company considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

(i) Variable consideration

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

(ii) Significant financing component

Generally, the Company receives short-term advances from its customers. Using the practical expedient in Ind AS 115, the Company does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.



Contract balances**Contract assets**

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (t) Financial instruments – initial recognition and subsequent measurement.

Contract liabilities

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

2.5 Foreign currencies**Transactions and balances**

Transactions in foreign currencies are initially recorded by the Company's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Company uses an average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.



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2.6 Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically 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.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

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

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 re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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 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 profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Refer Note 42 for further details.



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2.7 Property, Plant and equipment

Plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Land and buildings are measured at fair value less accumulated depreciation on buildings and impairment losses recognised at the date of revaluation

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

- ▶ Leasehold land – Over the duration of the lease
- ▶ Plant and equipment – 3 years

The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

2.8 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses

The useful lives of intangible assets are assessed as either finite or indefinite.

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 least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.



2.9 Leases

Company as a lessee

The Company assesses whether a contract is or contains a lease, at inception of a contract. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

For short term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated over the lease term.

The right-of-use assets are presented as a separate line in the statement of financial position.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses its incremental borrowing rate because the interest rate implicit in the lease is not readily determinable. Lease payments included in the measurement of the lease liability comprise fixed lease payments (including in-substance fixed payments).

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments).

The lease liability is presented as a separate line under Other financial liabilities in the Balance sheet.

Variable rents that do not depend on an index or rate are not included in the measurement the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line "other expenses" in the statement of profit or loss

Refer Note 5, Note 21, Note 24, Note 32 and Note 33.1 for further details.



2.10 Inventories

Inventories are valued at the lower of cost and net realisable value.

Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

2.11 Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Companies of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

2.12 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

2.13 Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Remeasurements, comprising of actuarial gains and losses excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- ▶ Service costs comprising current service costs, past-service costs; and
- ▶ Net interest expense or income



2.14 Share based payments

Equity-settled transactions

The Company provides its employees with a share based payment plan as run by Tesco Plc. Tesco Plc. issues equity-settled share-based payments linked to its equity shares to certain employees of the Company in lieu of the services provided by them to the Company. Equity-settled share-based payments are measured at fair value (excluding the effect of non-market-based vesting conditions) at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period with a corresponding credit to Share based payment reserve and ultimately Capital contribution from parent based on the Company's estimate of the shares that will eventually vest and adjusted for the effect of non-market-based vesting conditions. Tesco Plc. doesn't recover the ESOP charge from the company.

The total expense (adjusted for estimated forfeitures) is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At each reporting date, the Company revises its estimates of the number of options that are expected to vest based on the non-market vesting conditions. It recognises the impact of the revision to original estimates, if any, in the statement of profit and loss, with a corresponding adjustment to Share based payment reserve and ultimately Capital contribution from parent in the year of change.

2.15 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.



Subsequent measurement

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

- ▶ Debt instruments at amortised cost
- ▶ Equity instruments at fair value through profit or loss (FVTPL)

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.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (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 finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

Equity Instruments at FVTPL

All equity investments in scope of Ind AS 109 are measured at Fair Value. Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- ▶ The rights to receive cash flows from the asset have expired, or
- ▶ The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.



Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g. deposits, trade receivables and bank balance.

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 have 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.

b) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

Financial liabilities**Initial recognition and measurement**

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables and lease liabilities.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:



Financial liabilities at amortized cost

This is the category most relevant to the Company. After initial recognition, such financial liabilities are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

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 as finance costs in the statement of profit and loss. This category generally applies to lease liabilities. For more information refer Note 19 & Note 22.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

2.16 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.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

2.17 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss attributable to equity holder of parent company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders of the parent company and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

2.18 Other income

Interest income is accounted on effective interest rate method.

Dividend income from investments are recognised in statement of profit and loss as other income when the Company's right to receive payments is established.



3 Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

1) Taxes - Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. Management has accounted for deferred tax liability to the extent of deferred tax asset. Since the deferred tax asset is more than the deferred tax liability, the additional impact of deferred tax asset is not recognised as the company doesn't envisage sufficient future taxable/accounting profits which shall be available to realise the deferred tax assets.

2) Defined benefit plans (gratuity benefits) - The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. 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 the 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 reviewed at each reporting date. The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds where remaining maturity of such bond correspond to expected term of defined benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

Further details about gratuity obligations are given in Note 35.

3) 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 valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 36 for further disclosures.



4) Leases:

a) Incremental borrowing rate - The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

b) Lease term - The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Company has several lease contracts that include termination options. The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. Management has decided to not terminate the lease and not exercise the termination option.



Booker Indla Limited

Notes to the Financial Statements for the year ended 31st March, 2021

Amount Rupees in Lakhs

Note 3: Property, plant and equipment

| | Lease Hold Improvements | Plant and machinery | Computers | Furniture and fixtures | Office equipment | Total |
|---|----------------------------|------------------------|---------------|---------------------------|---------------------|-----------------|
| Cost or deemed cost (gross carrying amount) | | | | | | |
| At 1 April 2019 | 890.46 | 297.84 | 253.28 | 251.08 | 45.29 | 1,737.95 |
| Additions | 78.88 | 25.59 | 21.59 | 28.20 | 27.41 | 181.67 |
| Disposals | (133.82) | - | - | - | - | (133.82) |
| At 31 March 2020 | 835.52 | 323.43 | 274.87 | 277.72 | 71.75 | 1,783.29 |
| Additions | 33.15 | 2.34 | 31.93 | 2.94 | 9.90 | 80.26 |
| Disposals | - | (34.27) | (64.69) | (60.32) | (3.35) | (162.63) |
| At 31 March 2021 | 868.67 | 291.50 | 242.11 | 220.34 | 78.30 | 1,700.92 |
| Accumulated depreciation and impairment losses | | | | | | |
| At 1 April 2019 | 869.97 | 269.11 | 232.49 | 244.50 | 37.70 | 1,653.77 |
| Depreciation charge for the year | 15.22 | 12.65 | 16.87 | 3.29 | 3.52 | 51.55 |
| Disposals | (133.82) | - | - | - | - | (133.82) |
| At 31 March 2020 | 751.37 | 281.76 | 249.36 | 246.23 | 40.72 | 1,569.44 |
| Depreciation charge for the year | 32.24 | 13.48 | 14.81 | 7.56 | 8.31 | 76.40 |
| Disposals | - | (33.88) | (63.80) | (60.18) | (2.91) | (160.77) |
| At 31 March 2021 | 783.61 | 261.36 | 200.37 | 193.61 | 46.12 | 1,485.07 |
| Net Book Value | | | | | | |
| At 31 March 2021 | 85.06 | 30.14 | 41.74 | 26.73 | 32.18 | 215.85 |
| At 31 March 2020 | 84.15 | 41.67 | 25.51 | 31.49 | 31.03 | 213.85 |
| At 1 April 2019 | 20.49 | 28.73 | 20.79 | 6.58 | 7.59 | 84.18 |



Booker India Limited
Notes to the Financial Statements for the year ended 31st March, 2021

Amount Rupees in Lakhs

Note 4: Other Intangible Assets

| | Computer software |
|---|------------------------------|
| Cost or deemed cost (gross carrying amount) | |
| At 1 April 2019 | 146.13 |
| Additions | 43.88 |
| Disposals | - |
| At 31 March 2020 | <u>190.01</u> |
| Additions | - |
| Disposals | - |
| At 31 March 2021 | <u>190.01</u> |
| Accumulated amortisation and impairment losses | |
| At 1 April 2019 | 136.27 |
| Amortisation charge for the year | 20.82 |
| Disposals | - |
| At 31 March 2020 | <u>157.09</u> |
| Amortisation charge for the year | 14.02 |
| Disposals | - |
| At 31 March 2021 | <u>171.11</u> |
| Net Book Value | |
| At 31 March 2021 | <u>18.90</u> |
| At 31 March 2020 | <u>32.92</u> |



Booker India Limited
Notes to the Financial Statements for the year ended 31st March, 2021
Amount Rupees in Lakhs

Note 5: Right of use assets

| | Tangible Assets [A] | | |
|------------------------------------|----------------------------|---------------------------|-----------------|
| | Right of use: Buildings | Right of use: Vehicles | Total |
| Cost | | | |
| Balance as at 31 March 2019 | 3,302.33 | 75.48 | 3,377.81 |
| Additions | 1,082.65 | - | 1,082.65 |
| Reclassification | - | - | - |
| Disposals | (648.60) | (46.90) | (695.50) |
| Balance as at 31 March 2020 | 3,736.38 | 28.58 | 3,764.96 |
| Additions | 859.35 | - | 859.35 |
| Reclassification | - | - | - |
| Disposals | (224.83) | - | (224.83) |
| Balance as at 31 March 2021 | 4,370.90 | 28.58 | 4,399.48 |
| Depreciations | | | |
| Balance as at 31 March 2019 | 1,602.01 | 47.08 | 1,649.09 |
| Depreciation for the year | 840.51 | 21.25 | 861.76 |
| Disposal | (529.69) | (46.90) | (576.59) |
| Balance as at 31 March 2020 | 1,912.83 | 21.43 | 1,934.26 |
| Depreciation for the year | 731.63 | 7.14 | 738.77 |
| Reclassification | - | - | - |
| Disposal | (97.43) | - | (97.43) |
| Balance as at 31 March 2021 | 2,547.03 | 28.57 | 2,575.60 |
| Net block | | | |
| As at 31 March 2020 | 1,823.55 | 7.15 | 1,830.70 |
| As at 31 March 2021 | 1,823.87 | 0.01 | 1,823.88 |

Lease Liabilities

| | As at 31 March 2021 | As at 31 March 2020 |
|--|------------------------|------------------------|
| Maturity analysis -contractual discounted cash flows | | |
| Less than one year | - | 676.18 |
| One to five years | 1,659.39 | 1,216.78 |
| More than five years | 275.38 | - |
| Total undiscounted lease liabilities | 1,934.77 | 1,892.96 |
| Lease liabilities included in the statement of financial position | | |
| Current | 711.54 | 656.17 |
| Non - current | 1,223.23 | 1,236.79 |
| Total | 1,934.77 | 1,892.96 |



Booker India Limited**Notes to the Financial Statements for the year ended 31st March, 2021***Amount Rupees in Lakhs*

| | <u>As at</u> <u>31 March 2021</u> | <u>As at</u> <u>31 March 2020</u> |
|---|--------------------------------------|--------------------------------------|
| Note 6 : Investments in subsidiaries and associates | | |
| Investment in Equity instruments (carried at cost) | | |
| Unquoted equity instruments | | |
| <u>Investment in subsidiaries</u> | | |
| 4,29,53,498 (31 March 2020:4,29,53,498) equity shares in Booker Satnam Wholesale Limited | 458.82 | 458.82 |
| 147,25,809 (31 March 2020:11,393,421) Equity Shares in Fiora Hypermarket Limited | 8,311.38 | 6,311.95 |
| 1,49,994 (31 March 2020: 1,49,994) in Equity Shares Of Fiora Online Limited | 15.00 | 15.00 |
| 52,997,880 (31 March 2020: 37,998,480) in Preference Shares Of Fiora Online Limited | 5,409.86 | 3,909.92 |
| | <u>14,195.06</u> | <u>10,695.69</u> |
| | <u>As at</u> <u>31 March 2021</u> | <u>As at</u> <u>31 March 2020</u> |
| Note 7: Other Financial Assets | | |
| Security Deposit | 334.15 | 331.95 |
| | <u>334.15</u> | <u>331.95</u> |



Booker India Limited
Notes to the Financial Statements for the year ended 31st March, 2021
Amount Rupees in Lakhs

| | As at 31 March 2021 | As at 31 March 2020 |
|---|------------------------|------------------------|
| Note 8: Other non-current assets | | |
| Prepaid Expenses | 3.65 | 3.94 |
| Balances with government authorities | 333.85 | 395.88 |
| Capital advances | 95.35 | - |
| | 432.85 | 399.82 |
| Note 9: Inventories | | |
| (At lower of cost or net realizable value) | | |
| Stock In Trade | 1,923.38 | 1,144.26 |
| | 1,923.38 | 1,144.26 |
| Note 10: Investments | | |
| Investments In Mutual funds | | |
| Investments at fair value through profit and loss | | |
| Unquoted mutual funds | | |
| NIL (31 March 2020 :4238.418) units HSBC Liquid plan | - | 83.81 |
| 76,192 (31 March 2020-6,71,287.107) units Aditya Birla Sun Life Liquid fund | 250.91 | 2,132.98 |
| 7137 (31 March 2020 - 68,540.563) units Tata Liquid Fund | 231.78 | 2,134.03 |
| NIL (31 March 2020- 6043.892) units Kotak Liquid Mutual Fund | - | 241.78 |
| 1877 (31 March 2020-4912.509) units HDFC Liquid Mutual Fund | 75.42 | 190.78 |
| 24,891 (31 March 2020- 7,29,298.793) units ICICI Prudential Liquid Fund | 75.43 | 2,133.20 |
| | 633.54 | 6,916.58 |
| Note 11: Loans & Advances | | |
| Loan to Booker Satnam Wholesale Limited | 150.00 | 187.50 |
| | 150.00 | 187.50 |



Booker India Limited
Notes to the Financial Statements for the year ended 31st March, 2021
Amount Rupees in Lakhs

| | <u>As at</u> <u>31 March 2021</u> | <u>As at</u> <u>31 March 2020</u> |
|--|--------------------------------------|--------------------------------------|
| Note 12: Trade Receivables | | |
| Trade receivables (Refer Note.38 Related Party) | 28.21 | 96.12 |
| Considered Doubtful | 0.12 | - |
| Less : Provision for doubtful receivables | <u>(0.12)</u> | <u>-</u> |
| Total | <u>28.21</u> | <u>96.12</u> |
| Note 13: Cash and Cash Equivalents | | |
| Cash on hand | 51.31 | 64.50 |
| Balances with banks | | |
| - in current accounts | 300.67 | 582.74 |
| Credit Card Slips on hand | <u>66.78</u> | <u>35.93</u> |
| | <u>418.76</u> | <u>683.17</u> |
| Note 14: Bank balances other than above | | |
| Balance held as margin money on security, guarantees and other commitments | 204.52 | 198.88 |
| Term deposits | <u>60.62</u> | <u>59.07</u> |
| | <u>265.14</u> | <u>257.95</u> |
| Note 15: Other Current Financial Assets | | |
| Security Deposit | 54.40 | - |
| Income accrued towards services provided | 155.04 | 109.65 |
| Interest Accrued on Fixed Deposits | 8.12 | 0.42 |
| Interest Accrued on Loan | <u>-</u> | <u>0.88</u> |
| | <u>217.56</u> | <u>110.95</u> |
| Note 16: Other Current Assets | | |
| Unsecured, Considered good | | |
| Prepaid expenses | 62.28 | 43.10 |
| TCS deducted by suppliers | 11.59 | - |
| Balances with government authorities | 1,020.50 | 722.57 |
| Other receivables | <u>49.49</u> | <u>114.57</u> |
| Unsecured, Considered Doubtful | | |
| Other receivables | 36.44 | 28.50 |
| (-) Provision for Doubtful debts | <u>(36.44)</u> | <u>(28.50)</u> |
| | <u>1,143.86</u> | <u>880.24</u> |



Booker India Limited
Notes to the Financial Statements for the year ended 31st March, 2021
Amount Rupees in Lakhs

Note 17: Share Capital

Authorised Share Capital

| | Equity shares | |
|---------------------------------------|---------------|-----------|
| | No. of shares | Amount |
| At 31 March 2019 | 175,000,000 | 17,500.00 |
| Increase / (decrease) during the year | 215,000,000 | 21,500.00 |
| At 31 March 2020 | 390,000,000 | 39,000.00 |
| Increase / (decrease) during the year | - | - |
| At 31 March 2021 | 390,000,000 | 39,000.00 |

Note

1) Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity share is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held

Issued share capital

| | No. of shares | Amount |
|---------------------------------------|---------------|-----------|
| At 31 March 2019 | 149,117,715 | 14,911.77 |
| Increase / (decrease) during the year | 202,980,002 | 20,298.00 |
| At 31 March 2020 | 352,097,717 | 35,209.77 |
| Increase / (decrease) during the year | - | - |
| At 31 March 2021 | 352,097,717 | 35,209.77 |

Details of shareholders holding more than 5% shares in the company

| Name of the shareholder | As at 31 March 2021 | | As at 31 March 2020 | |
|--|---------------------|-------------|---------------------|-------------|
| | No. of shares | % holding | No. of shares | % holding |
| <u>Equity shares of Rs. 10 each fully paid</u> | | | | |
| Trent Limited (including nominee shareholders) | 179,569,834 | 51% | 179,569,834 | 51% |
| Tesco Overseas Investment Limited | 172,527,883 | 49% | 172,527,883 | 49% |
| | 352,097,717 | 100% | 352,097,717 | 100% |

Booker India Limited

Notes to the Financial Statements for the year ended 31st March, 2021
Amount Rupees in Lakhs

Note 18: Other equity

| | |
|---|--------------------|
| Securities Premium | Amount |
| At 31 March 2020 | 11,818.34 |
| Add/Less: | - |
| At 31 March 2021 | 11,818.34 |
| Capital contributed by parent | Amount |
| At 31 March 2020 | 931.94 |
| Add: Received during the year | 140.72 |
| At 31 March 2021 | 1,072.66 |
| Retained earnings | Amount |
| At 31 March 2020 | (28,332.95) |
| Add/Less: | (2,572.78) |
| At 31 March 2021 | (30,905.73) |
| Other comprehensive income | Amount |
| <u>Remeasurement of net defined benefit plans</u> | |
| At 31 March 2020 | 5.97 |
| Add/Less: | (16.76) |
| At 31 March 2021 | (10.79) |
| Total Other Equity | |
| At 31 March 2021 | (18,025.52) |
| At 31 March 2020 | (15,576.70) |



Booker India Limited
Notes to the Financial Statements for the year ended 31st March, 2021
Amount Rupees in Lakhs

Note 19: Other non-current financial liabilities

At amortized cost
Lease Liability

| <u>As at</u> <u>31 March 2021</u> | <u>As at</u> <u>31 March 2020</u> |
|--------------------------------------|--------------------------------------|
| 1,223.23 | 1,236.79 |
| 1,223.23 | 1,236.79 |

Note 20: Non current - Provisions

Provisions for Employee Benefits
- provision for gratuity
- provision for leave benefits

| <u>As at</u> <u>31 March 2021</u> | <u>As at</u> <u>31 March 2020</u> |
|--------------------------------------|--------------------------------------|
| 64.40 | 47.67 |
| 4.13 | - |
| 68.53 | 47.67 |

Note 20A : Current - Provisions

Provisions for Employee Benefits
- provision for gratuity
- provision for leave benefits

| <u>As at</u> <u>31 March 2021</u> | <u>As at</u> <u>31 March 2020</u> |
|--------------------------------------|--------------------------------------|
| 10.48 | 7.67 |
| 2.55 | - |
| 13.03 | 7.67 |

Note 21: Trade Payables

Total outstanding dues of micro enterprises and small enterprises
Total outstanding dues of trade payables other than micro enterprises and small enterprises

| <u>As at</u> <u>31 March 2021</u> | <u>As at</u> <u>31 March 2020</u> |
|--------------------------------------|--------------------------------------|
| - | - |
| 6.75 | 16.44 |
| 2,661.58 | 2,104.69 |
| 2,668.33 | 2,121.13 |

Note 22: Other current financial liabilities

Lease Liability
Payables on purchase of property, plant and equipments

| <u>As at</u> <u>31 March 2021</u> | <u>As at</u> <u>31 March 2020</u> |
|--------------------------------------|--------------------------------------|
| 711.54 | 656.17 |
| 45.32 | - |
| 756.86 | 656.17 |

Note 23: Other Current Liabilities

Advance from customers
Statutory dues and Withholding taxes
Deferred sales liability (Customer loyalty points)

| <u>As at</u> <u>31 March 2021</u> | <u>As at</u> <u>31 March 2020</u> |
|--------------------------------------|--------------------------------------|
| 39.38 | 15.50 |
| 30.05 | 29.92 |
| 21.39 | 33.78 |
| 90.82 | 79.20 |



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Booker India Limited
Notes to the Financial Statements for the year ended 31st March, 2021
Amount Rupees in Lakhs

Note 24: Revenue from Operations

| | For the year ended 31st March 2021 | For the year ended 31st March 2020 |
|--------------------------------------|---------------------------------------|---------------------------------------|
| A. Revenue from Operations | | |
| Sale of Goods (Gross) | 36,365.67 | 29,710.15 |
| Less : GST | (5,127.24) | (3,969.42) |
| Sale of Goods (Net) | 31,238.43 | 25,740.73 |
| Total revenue from Operations | 31,238.43 | 25,740.73 |
| B. Other operating revenue | | |
| Off invoice margin | 351.39 | 240.62 |
| Display income | 165.02 | 211.92 |
| Other : | 4.38 | 4.33 |
| Sale of Scrap | | |
| | 31,759.22 | 26,197.60 |
| C. Contract Balances | | |
| | For the year ended 31st March 2021 | For the year ended 31st March 2020 |
| Trade receivables | 28.21 | 128.09 |
| Contract assets | 155.04 | 109.65 |
| Contract liabilities | 39.38 | 15.50 |

Note 25: Other Income

| | For the year ended 31st March 2021 | For the year ended 31st March 2020 |
|--|---------------------------------------|---------------------------------------|
| <u>Interest income :</u> | | |
| -Deposits with Bank and Other Financial Institutions | 15.29 | 37.36 |
| - Income tax refund | 2.10 | 2.88 |
| -Security deposit measured at amortised cost | 22.05 | 27.06 |
| -Loans and Advances | 49.61 | 6.25 |
| - VAT refund | 11.46 | 13.67 |
| <u>Dividend income:</u> | | 19.75 |
| -Others | | |
| <u>Other non-operating income</u> | | |
| Net gain on sale of Mutual fund Investments | 154.64 | 81.05 |
| Gain on fair valuation of mutual fund investments | 35.47 | 129.64 |
| Exchange differences (net) | 1.83 | 3.16 |
| Liabilities / Balances no longer required written back | 1.44 | 19.40 |
| Miscellaneous income | 0.01 | 41.40 |
| Profit/(Loss) on sale of assets | - | 90.43 |
| Gain on lease Modification/Termination | 14.70 | 27.79 |
| | 308.60 | 499.84 |



Booker India Limited
Notes to the Financial Statements for the year ended 31st March, 2021
Amount Rupees in Lakhs
Note 26: (Increase)/decrease In finished goods

| | For the year ended 31st March 2021 | For the year ended 31st March 2020 |
|-------------------|---------------------------------------|---------------------------------------|
| Opening balance : | | |
| Finished goods | 1,144.26 | 1,701.19 |
| Closing balance : | | |
| Finished goods | 1,923.38 | 1,144.26 |
| | (779.12) | 556.93 |

Note 27: Employee benefits expense

| | For the year ended 31st March 2021 | For the year ended 31st March 2020 |
|---|---------------------------------------|---------------------------------------|
| Salaries, wages and bonus | 876.96 | 828.32 |
| Contribution to provident and other funds | 56.49 | 49.44 |
| Staff welfare expenses | 39.94 | 28.36 |
| Share based payments | 140.72 | 187.88 |
| | 1,114.11 | 1,094.00 |

Note 28: Depreciation and amortization expense

| | For the year ended 31st March 2021 | For the year ended 31st March 2020 |
|---|---------------------------------------|---------------------------------------|
| Depreciation of property, plant and equipment | 76.40 | 51.55 |
| Amortization of intangible assets | 14.02 | 20.82 |
| Depreciation of ROU asset | 738.78 | 861.76 |
| | 829.20 | 934.13 |

Note 29: Finance costs

| | For the year ended 31st March 2021 | For the year ended 31st March 2020 |
|--------------------------------|---------------------------------------|---------------------------------------|
| Interest on Lease liabilities | 181.04 | 173.72 |
| Interest others: | | |
| Interest on Statutory Payments | 132.51 | - |
| | 313.55 | 173.72 |



Booker India Limited
Notes to the Financial Statements for the year ended 31st March, 2021
Amount in Rupees Lakhs

Note 30: Other expenses

| | For the year ended | For the year ended |
|---|--------------------|--------------------|
| | 31st March 2021 | 31st March 2020 |
| | Rs in lakhs | Rs in lakhs |
| Freight and forwarding expenses | 25.04 | 233.35 |
| Traveling expenses | 60.29 | 44.26 |
| Directors Fees | 13.00 | 8.57 |
| Rent | 167.04 | 64.91 |
| Electricity Expenses | 124.03 | 144.04 |
| Communication expenses | 38.87 | 30.51 |
| Printing and stationery | 57.60 | 39.13 |
| Legal and professional charges | 98.43 | 81.04 |
| Hired personnel costs | 460.10 | 479.87 |
| Repairs and maintenance - Others | 120.85 | 121.33 |
| Office maintenance | 44.82 | 54.50 |
| Payment to auditors (Note 34) | 30.87 | 39.00 |
| Insurance | 33.75 | 31.72 |
| Brokerage | - | - |
| Bank charges | 143.79 | 113.24 |
| Business promotion and development expenses | 54.75 | 64.24 |
| Rates and taxes | 221.05 | 23.90 |
| Loss on sale/ disposal of assets | 1.85 | 0.44 |
| Balance written off | 2.83 | 8.02 |
| (-) Provision for Doubtful Debts | - | (3.46) |
| Net Balance written off | 2.83 | 4.56 |
| Provision for doubtful debts and advances | 14.10 | 28.50 |
| Miscellaneous expenses | 96.53 | 119.69 |
| | 1,809.59 | 1,726.80 |

Note 31: Earnings per share (EPS)

| | For the year ended | For the year ended |
|---|--------------------|--------------------|
| | 31st March 2021 | 31st March 2020 |
| Profit attributable to equity holders | (2,572.78) | (3,765.44) |
| Nominal value of an equity share Rs. | 10.00 | 10.00 |
| Weighted average number of Equity shares for basic and diluted EPS* | 3,520.98 | 2,318.81 |
| Earning per Share (Basic and Diluted) (Rs.) | (0.73) | (1.62) |

* The weighted average number of shares takes into account the weighted average effect of changes in share transactions during the year. There have been no transactions involving Equity shares or potential Equity shares between the reporting date and the date of authorisation of these financial statements.



Booker India Limited
Notes to the Financial Statements for the year ended 31st March, 2021
Amount in Rupees Lakhs

Note 32: Employee Benefits

Defined contribution plan

Contribution to Provident Fund

Amount of Rs.37,31,050 (31 March 2020:Rs 35,11,330) is recognised as an expense and included in 'Employee Benefits' (refer note 30) in the statement of profit and loss.

Contribution to Employees State Insurance

Amount of Rs.243,055 (31 March 2020: Rs 254,015) is recognised as an expense and included in 'Employee Benefits' (refer note 30) in the statement of profit and loss.

Defined Benefit Plans

Amount of Rs. 16,74,765 (31 March 2020: Rs 1,178,254) is recognised as a gratuity expense and included in "Employee Benefits" in the statement of profit and loss

Changes in the present value of the defined benefit obligation are, as follows :

| | Gratuity | |
|---|----------------|---------------|
| | As at | As at |
| | 31 March 2021 | 31 March 2020 |
| I Change in present value of defined benefit obligation during the year | | |
| 1. Present Value of defined benefit obligation at the beginning of the year | 55.34 | 46.93 |
| 2. Interest cost | 3.73 | 2.86 |
| 3. Current service cost | 8.59 | 8.92 |
| 4. Actuarial (Gains)/Loses | 12.50 | (0.27) |
| 5. Actual Benefits paid | (5.27) | (3.11) |
| 6. Present Value of defined benefit obligation at the end of the year | 74.89 | 55.34 |
| II Net asset / (liability) recognised in the balance sheet | | |
| 1. Present Value of defined benefit obligation at the end of the year | (74.89) | (55.34) |
| 2. Amount recognised in the balance sheet | (74.89) | (55.34) |
| 3. Net (liability)/ asset- Current | - | - |
| 4. Net (liability)/ asset-Non Current | - | - |
| III Expenses recognised in the statement of profit and loss for the year | | |
| 1. Current service cost | 8.59 | 8.92 |
| 2. Interest cost on benefit obligation (Net) | 3.73 | 2.86 |
| 3. Total expenses included in employee benefits expense | 12.32 | 11.78 |
| IV Recognised in other comprehensive Income for the year | | |
| 1. Actuarial changes arising from changes in demographic assumptions | - | (0.09) |
| 2. Actuarial changes arising from changes in financial assumptions | - | 0.79 |
| 3. Actuarial changes arising from changes in experience adjustments | (12.50) | (0.96) |
| 5. Recognised in other comprehensive income | (12.50) | (0.27) |

V The principal assumptions used in determining gratuity obligations are shown below:

| | As at | As at |
|------------------------------|---------------|---------------|
| | 31 March 2021 | 31 March 2020 |
| Financial assumptions | | |
| Discount rate | 5.30% | 6.35% |
| Salary escalation rate | 4.00% | 4.00% |
| Employee turnover | 2.00% | 2.00% |

Demographic assumptions

| | | |
|----------------|--|--------------------------------|
| Mortality rate | Indian assured lives mortality (2006-08) | Indian assured lives mortality |
| Retirement age | 58 years | 58 years |

| | As at | As at |
|-------------------------------|---------------|---------------|
| | 31 March 2021 | 31 March 2020 |
| VI Expected cash flows | | |
| 1. Year 1 | 18.82 | 7.67 |
| 2. Year 2 | 14.15 | 6.44 |
| 3. Year 3 | 11.70 | 5.28 |
| 4. Year 4 | 21.59 | 4.61 |
| 5. Year 5 | 6.32 | 16.84 |
| 5. Year 6 to 10 | 23.29 | 15.09 |

VII 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.

| | As at | As at |
|---|---------------|---------------|
| | 31 March 2021 | 31 March 2020 |
| (i) Impact of 0.5% increase in discount rate | 92.18 | 52.79 |
| (ii) Impact of 0.5% decrease in discount rate | 96.46 | 56.98 |
| (i) Impact of 0.5% increase in rate of salary Increase | 96.23 | 56.70 |
| (ii) Impact of 0.5% decrease in rate of salary Increase | 92.39 | 54.04 |

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.



Booker India Limited
Notes to the Financial Statements for the year ended 31st March, 2021
Amount in Rupees Lakhs

Note 33: Commitments and contingencies

| A. Contingent Liabilities | As at 31 March 2021 | As at 31 March 2020 |
|-----------------------------------|--------------------------------|--------------------------------|
| VAT matters under appeal | 114 | 114 |
| Local body tax matters in dispute | - | 883 |
| | 114 | 998 |

B. Capital commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance) as at March 31, 2021 amounting to Rs. 252.44 Lakhs (March 31, 2020 : Rs. Nil).

C. Other Commitments

Other commitments :- Rs Nil (As at 31st March 2020 - Rs Nil)

Note 34 : Payment to Auditors (Refer .Note 30)

| As auditor | For the year ended 31st March 2021 | For the year ended 31st March 2020 |
|---|---|---|
| Audit fees | 29.00 | 37.50 |
| Tax audit fees | 1.50 | 1.50 |
| Reimbursement of out of pocket expenses | 0.37 | - |
| | 30.87 | 39.00 |

Note 35: Segment Reporting

The Company is into the business of wholesale cash & carry into FMCG products 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.

Note : 36

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

| Particulars | Trade Payables |
|---|-----------------------|
| (i) Principal amount remaining unpaid to MSME suppliers as on 31st March 2021 | 6.75 |
| (ii) Interest due on unpaid principal amount to MSME suppliers as on 31st March 2021 | |
| (iii) The amount of interest paid along with amounts of payment made to the MSME suppliers beyond appointed date | |
| (iv) The amount of interest due and payable for the year (without adding the interest under MSME Development Act) | |
| (v) The amount of interest accrued and remaining unpaid as on 31st March 2021 | |
| (vi) The amount of interest due and payable to be disallowed under Income Tax Act, 1961 | |

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.



Booker India Limited
Notes to the Financial Statements for the year ended 31st March, 2021
Amount in Rupees Lakhs

Note 37: Related party Disclosure

A) List of related parties

| | |
|--|---|
| (i) Holding Company | Trent Limited |
| (ii) Subsidiary of Holding Company : | Trent Brands Limited Flora Business Support Services Limited Flora Services Limited Nahar Retail Trading Services Limited |
| (iii) Foreign Subsidiary of Holding Company : | Trent Global Holdings Limited |
| (iii) Subsidiary Company: | Booker Satnam Wholesale Limited Flora Hypermarket Limited Flora Online Limited |
| (iv) Investing Company | Tesco Overseas Investment Limited |
| (v) Firm where Director or their relatives are partner | Jerome Merchant + Partners |
| (vi) Fellow Associates/Enterprise over which key managerial personnel are able to exercise significant influence | Trent Hypermarket Private Limited Inditex Trent Retail India Private Limited Massimo Dutti India Private Limited Tesco Bengaluru Private Limited Veritas Finance Private Limited Netalini Agricultural Financing Agency Private Limited HDFC Sales Private Limited MMR Toll Road Private Limited |
| (vii) Key Management Personnel (KMP) | Mr. Sanjay Hastngi (Director) Mr. Sumit Mitra (Director) Mr. Antony John Hogget (Director) Mr. P. Venkatesalu (Director) Ms. Kalpana Merchant (Director) Mr. Abhijit Sen (Director) Mr. K. G. Krishnamurthy (Director) Mr. Zunalid Bangee (CEO) Mr. Soumen Bose (CFO) Mr. Swapnil Hasabnis (Company Secretary) |

B) The following transactions were carried out with the related parties in the ordinary course of business:

| Sr. No. | Transactions | As at | As at |
|---------|--|---------------|---------------|
| | | 31 March 2021 | 31 March 2020 |
| 1 | Reimbursement of Expenses | | |
| | Booker Satnam Wholesale Limited | 181.94 | 193.89 |
| | Flora Hypermarket Limited | 36.26 | 1.91 |
| | Trent Limited | 6.08 | - |
| | Trent Hypermarket Private Limited | 208.95 | - |
| 2 | Issue of share capital | | |
| | Giant Midco Limited | - | 2,491.31 |
| | Tesco Overseas Investment Ltd | - | 8,281.34 |
| | Trent Limited | - | 8,619.35 |
| 3 | Purchase of goods | | |
| | Booker Satnam Wholesale Limited | - | 82.18 |
| | Trent Hypermarket Private Limited | 101.11 | 17.09 |
| 4 | Sale of Goods | | |
| | Trent Hypermarket Private Limited | 16.37 | 22.67 |
| | Flora Hypermarket Limited | 1,389.29 | 92.72 |
| 5 | Purchase/Subscription in shares of Subsidiary | | |
| | Booker Cypus Limited | - | 1,181.21 |
| | Trent Limited | - | 6,311.95 |
| | Flora HyperMarket Limited | 1,989.43 | 1,925.00 |
| | Flora Online Limited | 1,499.94 | 1,999.92 |
| 6 | Loan to Given subsidiary | | |
| | Booker Satnam Wholesale Limited | 100.00 | 250.00 |
| | Flora HyperMarket Limited | 750.00 | - |
| | Flora Online Limited | 750.00 | - |
| 7 | Loan repaid by subsidiary | | |
| | Booker Satnam Wholesale Limited | 137.50 | 62.50 |
| | Flora HyperMarket Limited | 750.00 | - |
| | Flora Online Limited | 750.00 | - |
| 8 | Interest Accrued on Loans Given | | |
| | Booker Satnam Wholesale Limited | 8.04 | 5.63 |
| | Flora HyperMarket Limited | 22.41 | - |
| | Flora Online Limited | 19.15 | - |
| 9 | Sale of Trade marks | | |
| | Booker Wholesale Limited UK | - | 100.80 |
| 10 | Sitting Fees paid to Independent Directors | | |
| | Abhijit Sen | 6.50 | 4.05 |
| | K G Krishnamurthy | 6.50 | 3.60 |



Booker India Limited
 Notes to the Financial Statements for the year ended 31st March, 2021
 Amount in Rupees Lakhs

| Compensation of key management personnel of the Company | As at | As at |
|---|---------------|---------------|
| | 31 March 2021 | 31 March 2020 |
| Mr Zunaid Bangee (MD) (01.04.19 to 28.08.19) | - | 197.06 |
| Mr Zunaid Bangee (CEO) (29.09.19 to 31.03.20) | 431.96 | 200.33 |
| | 431.96 | 397.39 |
| Mr. Soumen Bose (Director) (01.04.19 to 28.08.19) | - | 24.86 |
| Mr. Soumen Bose (CFO) | 56.49 | 16.35 |
| | 56.49 | 41.21 |
| Mr. Swapnil Hasabnis (Company Secretary) | 3.24 | 7.13 |

Total compensation paid to key management personnel

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates. Outstanding balances at the year-end are unsecured and settlement occurs in cash.

| C) Balances at the end of the year | As at | As at |
|------------------------------------|---------------|---------------|
| | 31 March 2021 | 31 March 2020 |
| 1. Outstanding Payables | | |
| Trent Hypermarket Private Limited | 1.20 | 0.15 |
| 2. Outstanding Receivables | | |
| Booker Satsam Wholesale Limited | 152.85 | 220.34 |
| Flora Hypermarket Limited | 16.14 | 0.29 |



Booker India Limited
Notes to the Financial Statements for the year ended 31st March, 2021
Amount in Rupees Lakhs
Note 38: Fair values

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial Instruments, other than those with carrying amounts that are reasonable approximations of fair values:

| | Carrying value | | Fair value | |
|--------------------------------|------------------------|------------------------|------------------------|------------------------|
| | As at 31 March 2021 | As at 31 March 2020 | As at 31 March 2021 | As at 31 March 2020 |
| Financial assets | | | | |
| Loans | 150.00 | 187.50 | 150.00 | 187.50 |
| Other financial assets | 551.71 | 442.90 | 551.71 | 442.90 |
| Investments | 633.54 | 6,916.58 | 633.54 | 6,916.58 |
| Trade receivables | 28.21 | 96.12 | 28.21 | 96.12 |
| Cash and cash equivalents | 418.76 | 683.17 | 418.76 | 683.17 |
| Bank balances other than above | 265.14 | 257.95 | 265.14 | 257.95 |
| Total | 2,047.36 | 8,584.22 | 2,047.36 | 8,584.22 |
| Financial liabilities | | | | |
| Other Financial Liabilities | 1,980.09 | 1,892.96 | 1,980.09 | 1,892.96 |
| Trade payables | 2,668.33 | 2,121.13 | 2,668.33 | 2,121.13 |
| Total | 4,648.42 | 4,014.09 | 4,648.42 | 4,014.09 |

The management assessed that cash and cash equivalents, loans, short term deposits, trade receivables, trade payables and other current liabilities/assets approximate their carrying amounts largely due to the short-term maturities of these instruments.

The unquoted Investments in mutual funds are fair valued at each reporting date using their Net assets value (NAVs) as available in the readily in public forum.

The fair values for security deposits taken was calculated based on cash flows discounted using risk adjusted discounting rates. The fair value of liability component of preference shares was calculated based on comparable market rate for non convertible instrument.

It is classified as level 3 fair value hierarchy due to the inclusion of unobservable inputs.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

Description of significant unobservable inputs to valuation:

| Particulars | Valuation technique | Significant unobservable inputs | Range (weighted average) | Sensitivity of the input to fair value |
|------------------|---------------------|---------------------------------|---------------------------------|---|
| Security deposit | DCF method | Risk free discounting rate | 31 March 2019: 6% - 8% (6.85%) | 2% increase in the rate would result in increase in fair value by INR 21,77,568 |
| Lease liability | DCF method | Incremental borrowing rate | 31 March 2019: 8% - 10% (9.50%) | 2% increase in the rate would result in decrease in fair value by INR 29,68,113 |



Booker India Limited
 Notes to the Financial Statements for the year ended 31st March, 2021
 Amount in Rupees Lakhs
 Note 39 : Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities.
 Quantitative disclosures fair value measurement hierarchy for assets as at 31 March 2021:

| | Total | Fair value measurement using | | |
|---|-------|---------------------------------|-------------------------------|---------------------------------|
| | | Quoted prices in active markets | Significant observable inputs | Significant unobservable inputs |
| | | (Level 1) | (Level 2) | (Level 3) |
| Assets carried at Fair value through P&L | | | | |
| Current Investments | 634 | 634 | | |

Quantitative disclosures fair value measurement hierarchy for assets as at 31 March 2020:

| | Total | Fair value measurement using | | |
|---|-------|---------------------------------|-------------------------------|---------------------------------|
| | | Quoted prices in active markets | Significant observable inputs | Significant unobservable inputs |
| | | (Level 1) | (Level 2) | (Level 3) |
| Assets carried at Fair value through P&L | | | | |
| Current investments | 6,917 | 6,917 | | |

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



Booker India Limited
Notes to the Financial Statements for the year ended 31st March, 2021
Amount in Rupees Lakhs

Note 40: Financial risk management objectives and policies

The Company's principal financial liabilities comprise short term loans and borrowings, trade payables and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's financial risk activities are governed by appropriate policies and procedures and financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Company's financial risk management policies are set by the Board of Directors.

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: currency risk and other price risk, such as equity price risk and commodity risk.

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at 31 March 2020 and 31 March 2019.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the foreign currency risk arising mainly due to its operating activities and thus the risk of changes in foreign exchange rates relates primarily to trade receivables.

The most significant foreign currencies the Company is exposed to is the USD. However, there is no foreign currency exposure as on the 31st March 2021 & 31st March 2020.

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 (primarily trade receivables), deposits with banks and foreign exchange transactions. The Company has a credit policy, approved by the Management that is designed to ensure that consistent processes are in place to measure and control credit risk.

The receivable balances are constantly monitored, resulting in an insignificant exposure of the Company to the risk of non-collectible receivables. Credit risk is managed through credit approvals, establishing credit limits, obtaining collaterals from the customers in the form of deposits and/or bank guarantees and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The maximum credit exposure associated with financial assets is equal to the carrying amount.

The Company's historical experience of collecting receivables, supported by the level of default, is that credit risk is low across territories and so trade receivables are considered to be a single class of financial assets. An impairment analysis is performed at each reporting date on an individual basis for major clients. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in financial statements. In case of cash and cash equivalents, since the amount is in form of cash in hand or balance in current account, there is no credit risk perceived. Hence no provision for expected credit loss has been made.

| Particulars | As at 31 March 2021 | As at 31 March 2020 |
|------------------------------------|------------------------|------------------------|
| Outstanding for less than 6 Months | 27.64 | 95.97 |
| Outstanding for more than ^5 | 0.57 | 0.15 |
| Total | 28.21 | 96.12 |

Movement in expected credit loss allowance

| Particulars | As at 31 March 2021 | As at 31 March 2020 |
|---|------------------------|------------------------|
| Balance at the beginning of the year | 0.00 | 0.00 |
| Movement in expected credit loss allowance on trade receivables calculated at lifetime expected credit losses | | |
| - on receivables originated during the year | 0.12 | 0.00 |
| - on other receivables | 0.00 | 0.00 |
| Amounts recovered during the year | 0.00 | 0.00 |
| Balance at the end of the year | 0.12 | 0.00 |



Booker India Limited
Notes to the Financial Statements for the year ended 31st March, 2021
Amount in Rupees Lakhs

Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligation on time or at a reasonable price. Processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts 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.

| | Less Than 1 Year | 1 to 5 years | > 5 years | Total |
|-------------------------------------|---------------------|--------------|-----------|--------------|
| Year ended 31-March-2021 | | | | |
| Non Current Liabilities | | | | |
| Other Financial Liabilities | | 1,223 | - | 1,223 |
| Current Liabilities | | | | |
| Other Current Financial Liabilities | 757 | - | - | 757 |
| Trade Payables | 2,668 | - | - | 2,668 |
| | 3,425 | - | - | 3,425 |
| | Less Than 1 Year | 1 to 5 years | > 5 years | Total |
| Year ended 31-March-2020 | | | | |
| Non Current Liabilities | | | | |
| Other Financial Liabilities | | 1,217 | - | 1,217 |
| Current Liabilities | | | | |
| Other Current Financial Liabilities | 676 | - | - | 676 |
| Trade Payables | 2,121 | - | - | 2,121 |
| | 2,797 | - | - | 2,797 |

Note 41: 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 objective of the Company's capital management is to maximise the shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's includes net debt is equal to trade and other payables less cash and cash equivalents.

| | As at 31 March 2021 | As at 31 March 2020 |
|--|------------------------|------------------------|
| Trade payables (Note 23) | 2,668 | 2,121 |
| Other Financial Liabilities (Note 24) | 1,980 | 1,893 |
| Less: cash and cash equivalents (Note 12) | (419) | (683) |
| Net debt | 4,230 | 3,331 |
| Equity | 35,210 | 35,210 |
| Other | (18,026) | (15,577) |
| Capital and net debt | 17,184 | 19,633 |
| Gearing ratio | 25% | 17% |

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2021 and 31 March 2020.

Note 42: Income Taxes

The Company has not recognised net deferred tax asset aggregating to Rs. 644.48 Lakhs/- (31st March 2020 - Rs 584.19 Lakhs) primarily comprising deferred tax asset on unabsorbed depreciation. As subsequent realisation / utilisation of unabsorbed depreciation is not reasonably certain in near future, the management is of the view that it is prudent not to recognise Deferred Tax Asset. The gross amounts and expiry dates of unabsorbed depreciation available for carry forward are as follows:

| Unabsorbed Depreciation for | As at 31st March 2021 | As at 31st March 2020 | Expiry within |
|--------------------------------|-----------------------|-----------------------|---------------|
| A.Y. 2010-11 | 75.80 | 75.80 | NA |
| A.Y. 2011-12 | 86.05 | 86.05 | NA |
| A.Y. 2012-13 | 114.70 | 114.70 | NA |
| A.Y. 2013-14 | 164.95 | 164.95 | NA |
| A.Y. 2014-15 | 244.54 | 244.54 | NA |
| A.Y. 2015-16 | 195.80 | 195.80 | NA |
| A.Y. 2016-17 | 167.58 | 167.58 | NA |
| A.Y. 2017-18 | 137.78 | 137.78 | NA |
| A.Y. 2018-19 | 123.84 | 123.84 | NA |
| A.Y. 2019-20 | 113.12 | 113.12 | NA |
| A.Y. 2020-21 | 114.91 | 114.68 | NA |
| A.Y. 2021-22 | 123.50 | - | - |
| Total | 1,662.57 | 1,538.84 | |



Booker India Limited

Notes to the Financial Statements for the year ended 31st March, 2021

Note 43:

(a). Corporate social responsibility:

The company is not required to spend for CSR activities under section 135 of the Companies Act, 2013.

(b). There are no amounts due and outstanding to be credited to Investor Education and Protection fund.

(c) There are no forward exchange contract outstanding as at 31st March, 2021 and as at 31st March 2020

(d) There is no unhedged foreign currency exposure as at 31st March, 2021 and as at 31st March 2020

Note 44: Business Overview and going concern assumption

The Company has incurred a net loss of Rs 2,589.52 Lakhs during the year ended 31st March 2021 (Previous year Rs 3,765.21 Lakhs) and the accumulated losses is Rs 18,025.52 Lakhs as at 31st March 2021 (as at 31st March 2020 Rs 15,576.50 Lakhs) has eroded its net worth significantly on 31st March 2021 .

However, the Company will be able to operate uninterruptedly with the continued technical & financial support from the shareholders with infusion of funds and also meet its financial obligations in the next twelve months.

Also, based on the strategy adopted and the future business plans and with the continued support of its Shareholders, in the opinion of the management, as there is no material uncertainty relating to going concern, the financial statements have been prepared on a going concern basis.

Note 45: Merger of Booker Satnam Wholesale Limited (BSWL) with Booker India Limited (BIL)

The Board of Directors at its meeting held on 19th January 2021 approved the Scheme of Arrangement and Merger between Booker Satnam Wholesale Limited (BSWL) with Booker India Limited (BIL) and their respective shareholders, subject to requisite approvals.

BSWL is a wholly owned subsidiary of BIL and is engaged in the wholesale cash and carry business. The proposed merger will lead to greater efficiency in combined business including economies of scale, efficiency of operations, cash flow management, increase asset base for the purpose of development of businesses of the combined entity, enhance their growth opportunities and maximize the shareholders value.



Note 46: Impact of Covid 19 on business operations of the company

The Company is engaged in the business of wholesale trading into FMCG food and non-food products on cash & carry basis. Most of the products traded by the Company are necessary / daily essential products. In line with directives issued by the Central / State / Municipal Government authorities, the Company's operations are into essential services.

Accordingly, during the financial year ended 31/03/2021, on an overall basis, the Company continued its normal business operations with minimal disruptions / lock-out days.

The Company has followed proper safety and hygiene norms prescribed by the Govt authorities.

The key impact of Covid-19 related situation has been summarised here:

- a. A significant increase in business across our stores during quarter ended 30th June 2020, as regulations continued to allow trading of essentials products and other channels of supply (e.g. distributors) were disrupted. Besides, additional buying by retail kirana marts due to surge in demand by end consumers resulted in record sales volume.
- b. During remaining nine months of the year, trading was at normal levels with easing of lock-down restrictions.
- c. Need to comply with "social distancing" norms and ensure safety of our colleagues and customers.

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of property plant and equipment, intangible assets, receivables, investments, other assets etc. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic and impact of the same on future performance, the Company has used available information from internal and external sources to assess the impact of COVID-19 on the financial statements. However, given the undetermined circumstances due to the pandemic the actual outcome may differ from what has been estimated. The Company will continue to monitor the future developments and updates its assessment.

Note 47: Previous year figures

Previous year figures have been regrouped / reclassified, where necessary, to confirm to this year's classification.

The accompanying notes are an integral part of the financial statements.


For and on behalf of the Board of Directors of
Booker India Limited



P. Venkatesalu
Chairman
DIN: 02190892



Zunaid Bangee
CEO



Soumen Bose
CFO



Swapnil Hasabnis
Company Secretary
Membership No A48976

Place : Mumbai

Date : 22 April 2021



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