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ANNUAL FINANCIAL STATEMENTS 2013

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The reports and statements set out below comprise the financial statements presented to the shareholders:

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These financial statements represent the financial information of The Foschini Group Limited and have been audited in compliance with Section 30 of the Companies Act of 2008. These statements were prepared by TFG Finance and Administration department of The Foschini Group Limited acting under supervision of Ronnie Stein CA (SA), CFO of The Foschini Group Limited.

These statements were authorised by the board of directors on 28 June 2013 and published on 12 July 2013.

ADMINISTRATION

The Foschini Group Limited
Reg. No 1937/009504/06
JSE codes: TFG – TFGP
ISIN: ZAE000148466 – ZAE000148516

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Sponsor
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Auditors
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Attorneys
Edward Nathan Sonnenbergs Inc.

Principal Banker
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SHAREHOLDERS' CALENDAR

Financial year-end	31 March 2013
Annual report mailing date	12 July 2013
Annual general meeting (76th)	2 September 2013
Interim profit announcement (2014)	7 November 2013

Dividend payments during 2013

Ordinary	– final 2013	July 2013
	– interim 2014	January 2014
Preference	– interim 2014	September 2013
	– final 2014	March 2014

Queries regarding this report to be addressed to:
D Sheard (Company Secretary)
E-mail: dees@tfg.co.za

DIRECTORS' RESPONSIBILITY FOR AND APPROVAL OF THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2013

The directors are responsible for the preparation and fair presentation of the consolidated and separate annual financial statements of The Foschini Group Limited, comprising the statements of financial position at 31 March 2013, and the statements of comprehensive income, changes in equity and cash flows for the year then ended, and the notes to the financial statements which included a summary of significant accounting policies and other explanatory notes, in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa. In addition, the directors are responsible for preparing the directors' report.

The directors are also responsible for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and for maintaining adequate accounting records and an effective system of risk management.

The directors have made an assessment of the ability of the company and its subsidiaries to continue as going concerns and have no reason to believe that the businesses will not be going concerns in the year ahead.

The auditor is responsible for reporting on whether the consolidated and separate financial statements are fairly presented in accordance with the applicable financial reporting framework.

Approval of consolidated and separate annual financial statements

The consolidated and separate annual financial statements of The Foschini Group Limited, as identified in the first paragraph, were approved by the board of directors on 28 June 2013 and signed by:

D M Nurek
Chairman
Authorised director

A D Murray
Chief Executive Officer
Authorised director

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2013

Review of activities

Nature of business

The Foschini Group Limited is an investment holding company whose subsidiaries, through their retail operating divisions – @home, branded as @home and @homelivingspace; Exact; the Foschini division, branded as Foschini, DonnaClaire, Charles & Keith, Fashion Express and Luella; the Jewellery division, branded as American Swiss, Matrix (re-branded to Mat & May in April 2013) and Sterns; the Markham division, branded as Markham, Fabiani and G-Star; the Sports division, branded as Sportscene, Totalsports and Duesouth; TFG Mobile; TFG Design Centre; Prestige Clothing; TFG Merchandise Procurement; and TFG Financial Services – retail clothing, jewellery, cellphones, accessories, cosmetics, sporting and outdoor apparel and equipment, and homeware and furniture to the broad, middle-income group throughout southern Africa.

The RCS Group is an operationally independent consumer finance business that provides a broad range of financial services under its own brand in South Africa, Namibia and Botswana.

The group operates in the retail and financial services segments, almost entirely within the South African Common Monetary Area.

Retail turnover emanating from Botswana, Nigeria and Zambia accounts for 1,2% of the group's turnover.

General review

The financial results are reflected in the annual financial statements on pages 12 to 75. The analysis of shareholdings and definitions are contained in the appendices on pages 76 to 78.

Authorised and issued share capital

The group's share buy-back programme commenced at the end of May 2001. At 31 March 2013, 12,0 million shares are held by a subsidiary, 5,2 million are held in terms of share incentive schemes and 1,1 million are held by The Foschini Group Limited. These shares, representing 8,0% of the company's issued share capital are treated as treasury shares and have been eliminated on consolidation. For further details of authorised and issued share capital and treasury shares refer to notes 12 and 13.

At the annual general meeting of the company held on 3 September 2012 shareholders approved a specific repurchase of 12 million ordinary shares held by a wholly-owned subsidiary.

The specific repurchase was implemented on 26 February 2013 at an average price of R119,36 per share, whereafter the shares were cancelled and restored to authorised share capital. On 8 March 2013, the 12 million shares were delisted reducing the total shares in issue from 240 498 241 shares to 228 498 241 shares.

Details of further repurchase transactions are as follows:

Prior to closed period:	Number of shares	Average price R
March 2013	1 107 376	112,45
During the closed period in terms of repurchase programme as announced on SENS:		
April 2013	1 633 025	111,35
May 2013	595 000	110,63
	2 228 025	

Dividends

Interim ordinary

The directors declared an interim ordinary dividend of 236,0 cents per ordinary share, which was paid on 7 January 2013 to ordinary shareholders recorded in the books of the company at the close of business on Friday, 4 January 2013.

Final ordinary

The directors declared a final ordinary dividend of 270,0 cents per ordinary share, payable on Monday, 8 July 2013 to ordinary shareholders recorded in the books of the company at the close of business on Friday, 5 July 2013.

Preference

The company paid the following dividends to holders of 6,5% cumulative preference shares:

25 September 2012 – R13 000 (26 September 2011 – R13 000)
25 March 2013 – R13 000 (26 March 2012 – R13 000)

Directors

The names of the company's directors at the year-end are:

Independent non-executive directors

D M Nurek (Chairman)
Prof. F Abrahams
S E Abrahams
W V Cuba
E Oblowitz
N V Simamane
B L M Makgabo-Fiskerstrand

Non-executive director

M Lewis

Executive directors

A D Murray (CEO)
R Stein (CFO)
P S Meiring (Group director – TFG Financial Services)

The following changes took place during the current year and up to the date of this report:

K N Dhlomo	Resigned 14 May 2012
B L M Makgabo-Fiskerstrand	Appointed 12 November 2012
W V Cuba	Resigned 1 June 2013

The above changes in directors had no effect on the functions of any of the remaining directors.

The following directors retire by rotation in terms of the memorandum of incorporation ("MOI") but, being eligible, offer themselves for re-election as directors:

S E Abrahams
B L M Makgabo-Fiskerstrand
E Oblowitz
N V Simamane

For details of directors' interests in the company's issued shares, refer to note 12. Details of directors' remuneration are set out in note 37.

Audit committee

The directors confirm that the audit committee has addressed the specific responsibilities required in terms of Section 94(7) of the Companies Act No. 71 of 2008. Further details are contained within the Board Audit Committee Report.

Subsidiaries

The names of, and certain financial information relating to, the company's key subsidiaries appear in note 38.

Special resolutions

On 3 September 2012 shareholders authorised the company to acquire the treasury shares held by Foschini Stores (Pty) Ltd by way of a specific repurchase and thereafter to cancel these shares in accordance with the articles and the applicable provisions of the Companies Act No. 71 of 2008 and the JSE Listings Requirements.

On 3 September 2012 shareholders approved the remuneration to be paid to non-executive directors for the year ending 31 March 2013, and further approved that fees paid to directors from 1 April 2013 until the following annual general meeting on 2 September 2013 be authorised by the remuneration committee subject to the proviso that the annual increase may not be more than 2% in excess of CPI.

On 3 September 2012 shareholders also approved the adoption of the memorandum of incorporation in substitution of the memorandum and articles in order to comply with the Companies Act No. 71 of 2008.

On 3 September 2012 shareholders renewed the approval, as a general authority, of the acquisition by the company or any of its subsidiaries of the issued ordinary shares of the company, valid until the next annual general meeting. At the next annual general meeting to be held on 2 September 2013, shareholders will be asked to renew this general authority, as set out in the notice of annual general meeting.

On 3 September 2012 shareholders also approved that the company may provide direct or indirect financial assistance to a related or interrelated company or corporation (including to directors and prescribed officers of such entities) provided that such financial assistance may only be provided within two years from the date of the adoption of the special resolution and subject further to Sections 44 and 45 of the Companies Act No. 71 of 2008 and the JSE Listing Requirements.

Special resolutions passed by subsidiary companies

Shareholders, for certain South African subsidiaries, also approved the adoption of the memorandum of incorporation in substitution of the memorandum and articles in order to comply with the Companies Act No. 71 of 2008.

Staff share incentive and option schemes

Details are reflected in note 36.

Subsequent event

Details are reflected in note 26.

COMPANY SECRETARY'S CERTIFICATE

FOR THE YEAR ENDED 31 MARCH 2013

I certify that The Foschini Group Limited has lodged with the Companies and Intellectual Property Commission (CIPC) all returns as required by a public company in terms of the Companies Act of South Africa, and that all such returns appear to be true, correct and up to date.

D Sheard

Company Secretary

28 June 2013

BOARD AUDIT COMMITTEE REPORT

FOR THE YEAR ENDED 31 MARCH 2013

The audit committee is pleased to present its report for the financial year ended 31 March 2013 to the shareholders of The Foschini Group Limited (TFG).

This report is in compliance with the requirements of the Companies Act of South Africa No. 71 of 2008 and the King Code of Governance for South Africa 2009 (King III).

Audit committee mandate

The committee is governed by a formal audit committee charter that has been updated to incorporate the requirements of the Companies Act No. 71 of 2008 which came into operation on 1 May 2011. This charter guides the committee in terms of its objectives, authority and responsibilities.

The audit committee recognises its important role as part of the risk management and corporate governance processes and procedures of TFG.

Role of the committee

The role of the audit committee is, *inter alia*:

General

- to ensure that the respective roles and functions of external audit and internal audit are sufficiently clarified and co-ordinated and that the combined assurance received is appropriate to address all significant risks;
- to assist the board in carrying out its risk management and IT responsibilities; and
- to receive and deal appropriately with any complaints.

External auditors

- to evaluate the independence, effectiveness, and performance of the external auditors and obtain assurance from the auditors that adequate accounting records are being maintained and appropriate accounting principles are in place which have been consistently applied;
- to evaluate the appointment of the external auditors on an annual basis;
- to approve the audit fee and fees in respect of any non-audit services;
- to consider and respond to any questions from the main board and shareholders regarding the resignation or dismissal of the external auditor, if necessary;
- to review and approve the external audit plan; and
- to ensure that the scope of the external audit has no limitations imposed by management and that there is no impairment on its independence.

Internal control and internal audit

- to review the effectiveness of the group's systems of internal control, including internal financial control and risk management, and to ensure that effective internal control systems are maintained;
- to ensure that written representations on internal control are submitted to the board annually by all divisional managing directors and general managers (these being representations that provide assurance on the adequacy and effectiveness of the group's systems of internal control);
- to monitor and supervise the effective functioning and performance of the internal auditors;
- to review and approve the annual internal audit plan and the internal audit charter; and
- to ensure that the scope of the internal audit function has no limitations imposed by management and that there is no impairment on its independence.

Finance function

- to consider the appropriateness of the expertise and experience of the financial director; and
- to satisfy itself of the expertise, resources and experience of the finance function.

Financial results

- to consider any accounting treatments, significant unusual transactions, or accounting judgements that could be contentious;
- to review the integrated report, as well as annual financial statements, interim reports, preliminary reports or other financial information prior to submission and approval by the board; and
- to provide as part of the integrated report, a report by the audit committee.

Committee composition and attendance at meetings

The committee comprises four independent non-executive directors and the chairman of the committee is not the chairman of the board.

Meeting attendance:

Name of member	Qualifications	24 May 2012	2 November 2012	18 February 2013
S E Abrahams	FCA			
	CA (SA)	Present	Present	Present
W V Cuba	BSc (Land Surveying)			
	BSc (Info.Systems)			
	MBA	Present	Present	Present
E Oblowitz	BComm			
	CA(SA)			
	CPA (Isr)	Present	Present	Present
N V Simamane	BSc(Biochem) (Hons)	Present	Present	Present

The committee held three meetings during the 2013 financial year. The committee considered the draft interim and annual financial reports prepared by management and recommended their adoption to the board subject to certain amendments. The chairman provided written reports to the main board summarising the committee's findings and recommendations.

Details of fees paid to committee members appear in note 37.

The chief executive officer, the chief financial officer, the head of TFG Internal Audit, the company secretary and the external audit partner and staff attend meetings at the regular invitation of the committee. In addition, other members of executive management are invited to attend various meetings on an ad-hoc invitational basis. The chairman of the group has an open invitation to attend meetings of the audit committee.

Committee evaluation

As part of the annual board evaluation (which includes an evaluation of all sub-committees), the performance of audit committee members was assessed and found to be satisfactory. In addition, members were assessed in terms of the independence requirements of King III and the Companies Act. It is noted that all members of the committee continue to meet the independence requirements.

Re-election of committee members

The following members have made themselves available for re-election to the committee. Such re-election has been recommended by the nomination committee and will be proposed to shareholders at the upcoming annual general meeting:

- S E Abrahams
- E Oblowitz
- N V Simamane

In addition, the board, in conjunction with the committee recommends to shareholders that Mr S E Abrahams be re-elected as chairman of the committee.

Committee functioning

The committee typically meets three times a year with the main focus of each respective meeting being as follows:

- Consideration of control risks and risk management (typically in February each year);
- Approval of annual results (typically in May each year); and
- Approval of interim results (typically in November each year).

Independently of management, members of the committee meet separately with the head of internal audit and the external auditors respectively.

Meeting dates and topics are agreed well in advance each year. Each meeting is preceded by the distribution to each attendee of an audit committee pack comprising:

- detailed agenda
- minutes of previous meeting
- report by the external auditors
- written reports by management including:
  - compliance;
  - TFG Internal Audit;
  - loss statistics; and
  - fraud.

The chairman of this committee has an open invitation to attend meetings of the risk committee.

Specific responsibilities

The committee confirms that it has carried out its functions in terms of Section 94 (7) of the Companies Act No. 71 of 2008 by:

- confirming the nomination of KPMG Inc. as the group's registered auditor and being satisfied that they are independent of the company;
- approving the terms of engagement and fees to be paid to KPMG Inc.;
- ensuring that the appointment of KPMG Inc. complies with the provisions of the Companies Act;
- determining the nature and extent of any non-audit services which the external auditors provide to the company, or a related company;
- pre-approving any proposed agreement with KPMG Inc. for the provision of any non-audit services;
- preparing this report for inclusion in the Annual Financial Statements as well as in the Integrated Annual Report;
- receiving and dealing appropriately with any relevant concerns or complaints;
- making submissions to the board on any matter concerning the company's accounting policies, financial control, records and reporting; and
- performing such other oversight functions as may be determined by the board.

Internal financial control

Based on the assessment of the system of internal financial controls conducted by TFG Internal Audit, as well as information and explanations given by management and discussions held with the external auditor on the results of their audit, the committee is of the opinion that TFG's system of internal financial controls is effective and forms a basis for the preparation of reliable financial statements in respect of the year under review.

In addition, during the 2013 financial year, the committee were not made aware of any:

- material breaches of any laws or legislation; or
- material breach of internal controls or procedures.

Risk management

Whilst the board is ultimately responsible for the maintenance of an effective risk management process, the committee, together with the risk committee, assist the board in assessing the adequacy of the risk management process. The chairman of this committee has an open invitation to risk committee meetings to ensure that relevant information is regularly shared. The committee fulfils an oversight role regarding financial reporting risks, internal financial controls, fraud risk as it relates to financial reporting and information technology risks as they relate to financial reporting.

During the course of the 2013 financial year, the committee considered the risk management approach as well as key control risks, and believe that the approach is relevant and that all key control risks are being adequately addressed by management. Further detail on the risk management approach and process is included in the risk report which appears in the Integrated Annual Report.

Macro-and-micro financial and business environment

The year under review was punctuated by a continuing volatile and unsettled financial markets environment. The significant increase afforded to our customer base of unsecured lending facilities reduced significantly towards the end of the 2012 calendar year. Credit customers found themselves in a cash flow squeeze as lenders jostled to ensure that their advances were repaid. The overall result was that the incidence of delinquent accounts increased generally, and credit retailers were adversely affected. The audit committee made extensive enquiries to ensure that TFG was adequately provided against bad debts at the year end. Both management and the external auditors provided the committee with detailed workings in support of the bad-debt provisions raised at year end. Based on the information furnished to the committee, we were satisfied that the basis of provisioning was entirely appropriate. It is highly likely that credit retail consumers will continue to face financial stress into the future and that this risk will remain high on the agenda of future audit committee meetings.

External auditors

The group's external auditors are KPMG Inc. and the designated auditor is Mr H du Plessis.

KPMG Inc. is afforded unrestricted access to the group's records and management and present any significant issues arising from the annual audit to the committee. In addition, Mr du Plessis, where necessary, raises matters of concern directly with the chairman of the committee.

The committee gave due consideration to the independence of the external auditors and is satisfied that KPMG Inc. is independent of the group and management and is therefore able to express an independent opinion on the group's annual financial statements.

The committee has nominated, for approval at the annual general meeting, KPMG Inc. as the external auditor and Mr H du Plessis as the designated auditor for the 2014 financial year, having satisfied itself that the audit firm and designated auditor are accredited by the JSE.

Financial statements

The committee has reviewed the financial statements of the company and the group and is satisfied that they comply with International Financial Reporting Standards (IFRS).

In addition, the committee has reviewed management's assessment of going concern and recommended to the board that the going concern concept be adopted by TFG.

Integrated report

The committee fulfils an oversight role in respect of TFG's Integrated Annual Report. In this regard the committee gave due consideration to the need for assurance on the sustainability information contained in this report and concluded that the obtaining of independent assurance would not be beneficial to stakeholders.

The committee has however considered the sustainability information as disclosed in the Integrated Annual Report and has assessed its consistency with the annual financial statements. The committee is satisfied that the sustainability information is in no way contradictory to that disclosed in the annual financial statements.

Expertise of financial director and finance function

The committee considers the appropriateness of the expertise and experience of the financial director and finance function on an annual basis.

In respect of the above requirement, the committee believes that Mr R Stein, the chief financial officer, possesses the appropriate expertise and experience to meet his responsibilities in that position.

The committee further considers that the expertise, resources and experience of the finance function are appropriate based on the nature, complexity and size of the group's operations.

Approval

The committee recommended the approval of the Annual Financial Statements and the Integrated Annual Report to the board.

S E Abrahams
Chairman: Audit Committee
28 June 2013

INDEPENDENT AUDITORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2013

TO THE SHAREHOLDERS OF THE FOSCHINI GROUP LIMITED

We have audited the consolidated and separate financial statements of The Foschini Group Limited, which comprise the statements of financial position at 31 March 2013, and the income statements, the statements of comprehensive income, changes in equity and cash flow statements for the year then ended, and the notes to the financial statements, which include a summary of significant accounting policies and other explanatory notes, as set out on pages 12 to 75.

Directors' Responsibility for the Financial Statements

The company's directors are responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatements, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, these financial statements present fairly, in all material respects the consolidated and separate financial position of The Foschini Group Limited at 31 March 2013, and its consolidated and separate financial performance and consolidated and separate cash flows for the year then ended in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa.

Other reports required by the Companies Act

As part of our audit of the financial statements for the year ended 31 March 2013, we have read the Directors' Report, the Board Audit Committee Report and the Company Secretary's Certificate for the purpose of identifying whether there are material inconsistencies between these reports and the audited financial statements. These reports are the responsibility of the respective preparers. Based on reading these reports we have not identified material inconsistencies between these reports and the audited financial statements. However, we have not audited these reports and accordingly do not express an opinion on these reports.

Other matter

The supplementary schedules set out on pages 76 to 78 do not form part of the financial statements and are presented as additional information.

We have not audited these schedules and accordingly we do not express an opinion on them.

KPMG Inc.
Registered Auditor

Per: Henry du Plessis Chartered Accountant (SA) Director
Registered Auditor
8th Floor MSC House, 1 Mediterranean Street
Cape Town, 8001
28 June 2013

CONSOLIDATED
STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH

The Foschini Group Limited and its subsidiaries

	Note	2013 Rm	2012 Rm
ASSETS			
Non-current assets			
Property, plant and equipment	2	**1 548,4**	1 313,2
Goodwill and intangible assets	3	**120,3**	109,8
RCS Group card receivables	4	**856,4**	465,1
RCS Group loan receivables	5	**643,7**	610,1
Participation in export partnerships	6	**30,0**	53,4
Deferred taxation asset	7	**304,7**	254,3
		3 503,5	2 805,9
Current assets			
Inventory	8	**2 444,0**	2 155,0
Trade receivables - retail	9	**5 207,7**	4 569,9
RCS Group card receivables	4	**2 250,0**	1 917,8
RCS Group loan receivables	5	**460,6**	457,5
Other receivables and prepayments	10	**594,3**	226,4
Participation in export partnerships	6	**18,4**	13,0
Cash	11	**908,1**	710,9
		11 883,1	10 050,5
Total assets		**15 386,6**	12 856,4
EQUITY AND LIABILITIES			
Equity attributable to equity holders of The Foschini Group Limited			
Share capital	12	**3,0**	3,0
Share premium		**498,7**	498,7
Treasury shares	13	**(1 071,5)**	(1 218,2)
Dividend reserve	14	**616,9**	637,3
Hedging deficit	15	**(5,2)**	(12,2)
Share-based payments reserve	16	**345,5**	279,7
Foreign currency translation reserve	17	**10,7**	1,3
Retained earnings		**6 645,7**	6 103,5
		7 043,8	6 293,1
Non-controlling interest	18	**705,5**	571,1
Total equity		**7 749,3**	6 864,2
LIABILITIES			
Non-current liabilities			
Interest-bearing debt	19	**1 041,9**	1 006,8
RCS Group external funding	20	**1 651,1**	1 140,2
Non-controlling interest loans	21	**–**	242,4
Operating lease liability	22	**187,5**	159,5
Deferred taxation liability	7	**65,6**	100,5
Post-retirement defined benefit plan	23	**104,5**	97,9
		3 050,6	2 747,3
Current liabilities			
Interest-bearing debt	19	**896,5**	722,1
RCS Group external funding	20	**1 298,0**	626,2
Trade and other payables	24	**2 282,5**	1 827,0
Operating lease liability	22	**9,0**	12,3
Taxation payable		**100,7**	57,3
		4 586,7	3 244,9
Total liabilities		**7 637,3**	5 992,2
Total equity and liabilities		**15 386,6**	12 856,4

CONSOLIDATED INCOME STATEMENT

FOR THE YEARS ENDED 31 MARCH

The Foschini Group Limited and its subsidiaries

	Note	**2013 Rm**	2012 Rm
Revenue	28	**16 285,0**	14 530,8
Retail turnover		**12 896,4**	11 630,5
Cost of turnover	29	**(7 492,3)**	(6 750,1)
Gross profit		**5 404,1**	4 880,4
Interest income	30	**1 996,6**	1 712,1
Dividend income		**–**	9,9
Other revenue	31	**1 392,0**	1 178,3
Trading expenses	32	**(5 751,1)**	(4 994,2)
Operating profit before finance charges	32	**3 041,6**	2 786,5
Finance costs	33	**(327,9)**	(284,9)
Profit before tax		**2 713,7**	2 501,6
Income tax expense	34	**(787,1)**	(809,8)
Profit for the year		**1 926,6**	1 691,8
Attributable to:			
Equity holders of The Foschini Group Limited		**1 792,0**	1 582,1
Non-controlling interest		**134,6**	109,7
Profit for the year		**1 926,6**	1 691,8
Earnings per ordinary share (cents)			
Basic	35	**856,4**	771,0
Diluted	35	**849,1**	765,1

CONSOLIDATED
STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED 31 MARCH

The Foschini Group Limited and its subsidiaries

	2013 Rm	2012 Rm
Profit for the year	**1 926,6**	1 691,8
Other comprehensive income:		
Movement in effective portion of changes in fair value of cash flow hedges	**9,7**	7,2
Foreign currency translation reserve movement	**9,4**	0,3
Other comprehensive income for the year before tax	**19,1**	7,5
Deferred tax on movement in effective portion of the changes in fair value of cash flow hedges	**(2,7)**	(2,0)
Other comprehensive income for the year, net of tax	**16,4**	5,5
Total comprehensive income for the year	**1 943,0**	1 697,3
Attributable to:		
Equity holders of The Foschini Group Limited	**1 808,4**	1 587,6
Non-controlling interest	**134,6**	109,7
Total comprehensive income for the year	**1 943,0**	1 697,3

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEARS ENDED 31 MARCH

The Foschini Group Limited and its subsidiaries

	Share capital Rm	Share premium Rm	Treasury shares Rm	Other reserves Rm	Retained earnings Rm	**Attributable to equity holders of The Foschini Group Limited Rm**	Non-controlling interest Rm	**Total equity Rm**
Equity at 31 March 2011	3,0	498,7	(1 299,6)	721,3	5 539,5	**5 462,9**	485,6	**5 948,5**
Total comprehensive income for the year				5,5	1 582,1	**1 587,6**	109,7	**1 697,3**
Profit for the year					1 582,1	**1 582,1**	109,7	**1 691,8**
Other comprehensive income								
Movement in effective portion of changes in fair value of cash flow hedges				7,2		**7,2**		**7,2**
Foreign currency translation reserve movement				0,3		**0,3**		**0,3**
Deferred tax on movement in effective portion of changes in fair value of cash flow hedges				(2,0)		**(2,0)**		**(2,0)**
Contributions by and distributions to owners								
Share-based payments reserve movements				72,2		**72,2**		**72,2**
Transfer from dividend reserve				(510,0)	510,0	**–**		**–**
Dividends paid					(828,6)	**(828,6)**	(20,4)	**(849,0)**
Transfer to dividend reserve				637,3	(637,3)	**–**		**–**
Transfer from insurance cell reserve				(20,2)	20,2	**–**		**–**
Sale of subsidiary						**–**	(3,8)	**(3,8)**
Proceeds on delivery of shares by share trust					54,4	**54,4**		**54,4**
Delivery of shares by share trust			136,8		(136,8)	**–**		**–**
Shares purchased in terms of share incentive schemes			(77,2)			**(77,2)**		**(77,2)**
Deferred tax on shares purchased			14,5			**14,5**		**14,5**
Current tax on shares purchased			7,3			**7,3**		**7,3**
Equity at 31 March 2012	**3,0**	**498,7**	**(1 218,2)**	**906,1**	**6 103,5**	**6 293,1**	**571,1**	**6 864,2**
Total comprehensive income for the year				**16,4**	**1 792,0**	**1 808,4**	**134,6**	**1 943,0**
Profit for the year					**1 792,0**	**1 792,0**	**134,6**	**1 926,6**
Other comprehensive income								
Movement in effective portion of changes in fair value of cash flow hedges				**9,7**		**9,7**		**9,7**
Foreign currency translation reserve movement				**9,4**		**9,4**		**9,4**
Deferred tax on movement in effective portion of changes in fair value of cash flow hedges				**(2,7)**		**(2,7)**		**(2,7)**
Contributions by and distributions to owners								
Share-based payments reserve movements				**65,8**		**65,8**		**65,8**
Transfer from dividend reserve				**(637,3)**	**637,3**	**–**		**–**
Dividends paid					**(1 057,4)**	**(1 057,4)**		**(1 057,4)**
Transfer to dividend reserve				**616,9**	**(616,9)**	**–**		**–**
Acquisition of non-controlling interest without change in control					**(1,7)**	**(1,7)**	**(0,2)**	**(1,9)**
Repurchase of shares from subsidiary	**0,2**		**(0,2)**					
Cancellation of issued shares	**(0,2)**					**(0,2)**		**(0,2)**
Repurchase of shares			**(129,3)**			**(129,3)**		**(129,3)**
Proceeds on delivery of shares by share trust					**186,6**	**186,6**		**186,6**
Delivery of shares by share trust			**397,7**		**(397,7)**	**–**		**–**
Shares purchased in terms of share incentive schemes			**(145,5)**			**(145,5)**		**(145,5)**
Deferred tax on shares purchased			**16,0**			**16,0**		**16,0**
Current tax on shares purchased			**8,0**			**8,0**		**8,0**
Equity at 31 March 2013	**3,0**	**498,7**	**(1 071,5)**	**967,9**	**6 645,7**	**7 043,8**	**705,5**	**7 749,3**

	2013	2012
Dividends per ordinary share (cents)		
Interim	**236,0**	190,0
Final	**270,0**	265,0
Total	**506,0**	455,0

CONSOLIDATED
CASH FLOW STATEMENT

FOR THE YEARS ENDED 31 MARCH

The Foschini Group Limited and its subsidiaries

	Note	**2013 Rm**	2012 Rm
Cash flows from operating activities			
Operating profit before working capital changes	39	**3 466,9**	3 180,4
Increase in working capital	39	**(1 586,8)**	(1 568,4)
Cash generated from operations	39	**1 880,1**	1 612,0
Interest income		**22,7**	16,0
Finance costs		**(327,9)**	(284,9)
Taxation paid	40	**(808,4)**	(880,9)
Dividend income		**–**	9,9
Dividends paid	41	**(1 057,4)**	(849,0)
Net cash outflows from operating activities		**(290,9)**	(376,9)
Cash flows from investing activities			
Purchase of property, plant and equipment		**(580,7)**	(541,1)
Acquisition of assets through business combinations	42	**(19,4)**	(82,5)
Proceeds from sale of property, plant and equipment		**8,4**	6,5
Sale of subsidiary		**–**	0,1
Redemption of preference share investment		**–**	200,0
Repayment of participation in export partnerships		**18,0**	12,5
Repayment of staff housing loans		**–**	0,7
Net cash outflows from investing activities		**(573,7)**	(403,8)
Cash flows from financing activities			
Proceeds on delivery of shares by share trust		**186,6**	54,4
Repurchase of shares		**(129,3)**	–
Shares purchased in terms of share incentive schemes		**(145,5)**	(77,2)
(Decrease)/increase in non-controlling interest loans		**(242,4)**	98,1
Increase in RCS Group external funding		**1 182,7**	858,4
Increase in interest-bearing debt		**209,6**	219,3
Net cash inflows from financing activities		**1 061,7**	1 153,0
Net increase in cash during the year		**197,1**	372,3
Cash at the beginning of the year		**710,9**	338,5
Effect of exchange rate fluctuations on cash held		**0,1**	0,1
Cash at the end of the year	11	**908,1**	710,9

CONSOLIDATED SEGMENTAL ANALYSIS

FOR THE YEARS ENDED 31 MARCH

The Foschini Group Limited and its subsidiaries

	Retail trading divisions Rm	TFG Financial Services Rm	Central and shared services Rm	Total Retail Rm	RCS Group Rm	Consoli-dated Rm
2013						
External revenue	**12 896,4**	**789,5**	**73,2**	**13 759,1**	**529,3**	**14 288,4**
External interest income	**–**	**983,6**	**14,3**	**997,9**	**998,7**	**1 996,6**
Total revenue*	**12 896,4**	**1 773,1**	**87,5**	**14 757,0**	**1 528,0**	**16 285,0**
Inter-segment revenue			**56,3**	**56,3**	**8,0**	**64,3**
External finance costs			**(108,4)**	**(108,4)**	**(219,5)**	**(327,9)**
Depreciation and amortisation			**(316,6)**	**(316,6)**	**(18,4)**	**(335,0)**
Group profit before tax				**2 298,9**	**414,8**	**2 713,7**
Segmental profit before tax	**2 810,1**	**424,8**	**(853,8)**	**2 381,1**	**414,8**	**2 795,9**
Other material non-cash items						
Foreign exchange transactions				**8,3**	**–**	**8,3**
Share-based payments				**(65,8)**	**–**	**(65,8)**
Operating lease liability adjustment				**(24,7)**	**–**	**(24,7)**
Capital expenditure				**567,6**	**17,1**	**584,7**
Segment assets				**10 435,6**	**4 951,0**	**15 386,6**
Segment liabilities				**4 269,5**	**3 367,8**	**7 637,3**
2012						
External revenue	11 630,5	673,8	70,6	12 374,9	443,8	12 818,7
External interest income	–	853,7	10,0	863,7	848,4	1 712,1
Total revenue*	11 630,5	1 527,5	80,6	13 238,6	1 292,2	14 530,8
Inter-segment revenue			126,5	126,5	8,9	135,4
External finance costs			(105,7)	(105,7)	(179,2)	(284,9)
Depreciation and amortisation			(295,8)	(295,8)	(15,8)	(311,6)
Group profit before tax				2 156,4	345,2	2 501,6
Segmental profit before tax	2 610,7	395,4	(757,3)	2 248,8	345,2	2 594,0
Other material non-cash items						
Foreign exchange transactions				5,5	–	5,5
Share-based payments				(72,2)	–	(72,2)
Operating lease liability adjustment				(25,7)	–	(25,7)
Capital expenditure				525,7	21,7	547,4
Segment assets				8 998,3	3 858,1	12 856,4
Segment liabilities				3 350,5	2 641,7	5 992,2

* includes retail turnover, interest income, dividend income and other income.

For management purposes, the following operating divisions have been identified as the group's reportable segments:

- **Retail trading divisions,** comprising the @home division, exact!, the Foschini division, the Jewellery division, the Markham division and the Sports division, retail clothing, jewellery, cosmetics, cellphones, and homeware and furniture;
- **TFG Financial Services** - manages the group's in-store credit card programme, as well as handling the group's financial service products such as *Club* and associated magazines as well as insurance products;
- **Central and shared services** provide services to the trading divisions, including but not limited to, finance and administration, internal audit, information technology, logistics, human resources, facilities management and real estate; and
- **RCS Group**, an operationally independent consumer finance business that provides a broad range of financial services under its own brand in South Africa, Namibia and Botswana.

The chief executive officer, identified as chief operating decision-maker, in conjunction with the board, reviews the results of these business units on a monthly basis for the purpose of allocating resources and evaluating performance.

Performance is measured based on segmental profit before tax, as included in the monthly management report reviewed by the chief operating decision-maker.

CONSOLIDATED
SEGMENTAL ANALYSIS (CONTINUED)
FOR THE YEARS ENDED 31 MARCH

GEOGRAPHICAL INFORMATION

The retail trading divisions and TFG Financial Services' reportable segments earn revenue from South Africa, Namibia, Botswana, Zambia, Swaziland, Nigeria and Lesotho. The RCS Group earns revenue from South Africa, Namibia and Botswana.

In presenting information on the basis of geographical segments, segment revenue is based on the location of the customers whilst segment assets are based on the location of the asset.

The geographical information is presented in the table below.

	Retail trading divisions Rm	TFG Financial Services Rm	Central and shared services Rm	Total Retail Rm	RCS Group R mil	Consoli-dated R mil
2013						
Segment revenue						
South Africa	**12 318,4**	**1 726,0**	**86,0**	**14 130,4**	**1 511,1**	**15 641,5**
Namibia	**389,7**	**42,3**	**1,5**	**433,5**	**7,2**	**440,7**
Botswana	**94,8**	**3,1**	**–**	**97,9**	**9,7**	**107,6**
Zambia	**51,0**	**–**	**–**	**51,0**	**–**	**51,0**
Swaziland	**9,7**	**0,9**	**–**	**10,6**	**–**	**10,6**
Lesotho	**25,5**	**0,8**	**–**	**26,3**	**–**	**26,3**
Nigeria	**7,3**	**–**	**–**	**7,3**	**–**	**7,3**
Total segment revenue	**12 896,4**	**1 773,1**	**87,5**	**14 757,0**	**1 528,0**	**16 285,0**
Segment non-current assets						
South Africa				**1 871,2**	**1 537,3**	**3 408,5**
Namibia				**23,8**	**9,2**	**33,0**
Botswana				**14,5**	**7,5**	**22,0**
Zambia				**21,3**	**–**	**21,3**
Swaziland				**0,2**	**–**	**0,2**
Lesotho				**4,7**	**–**	**4,7**
Nigeria				**13,8**	**–**	**13,8**
Total segment non-current assets				**1 949,5**	**1 554,0**	**3 503,5**
2012						
Segment revenue						
South Africa	11 157,7	1 490,8	79,1	12 727,6	1 280,8	14 008,4
Namibia	353,5	35,2	1,5	390,2	4,9	395,1
Botswana	59,8	0,5	–	60,3	6,5	66,8
Zambia	32,8	–	–	32,8	–	32,8
Swaziland	10,2	0,8	–	11,0	–	11,0
Lesotho	16,5	0,2	–	16,7	–	16,7
Total segment revenue	11 630,5	1 527,5	80,6	13 238,6	1 292,2	14 530,8
Segment non-current assets						
South Africa				1 610,7	1 141,7	2 752,4
Namibia				16,0	5,2	21,2
Botswana				7,0	3,9	10,9
Zambia				19,6	–	19,6
Swaziland				0,1	–	0,1
Lesotho				1,7	–	1,7
Total segment non-current assets				1 655,1	1 150,8	2 805,9

Non-current assets consist of property, plant and equipment, goodwill and intangible assets, deferred taxation and the non-current portions of RCS Group card receivables, RCS Group loan receivables and participation in export partnerships.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEARS ENDED 31 MARCH

The Foschini Group Limited and its subsidiaries

1. ACCOUNTING POLICIES

REPORTING ENTITY

The Foschini Group Limited (the "company") is a company domiciled in South Africa. The address of the company's registered office is Stanley Lewis Centre, 340 Voortrekker Road, Parow East, 7500, South Africa. The consolidated financial statements of the company for the year ended 31 March 2013 comprises the company and its subsidiaries (together referred to as the "group").

Nature of business

The Foschini Group Limited is an investment holding company whose subsidiaries, through their retail operating divisions – @home, branded as @home and @homelivingspace; Exact; the Foschini division, branded as Foschini, DonnaClaire, Charles & Keith, Fashion Express and Luella; the Jewellery division, branded as American Swiss, Matrix (re-branded to Mat & May in April 2013) and Sterns; the Markham division, branded as Markham, Fabiani and G-Star; the Sports division, branded as Sportscene, Totalsports and Duesouth; TFG Mobile; TFG Design Centre; Prestige Clothing; TFG Merchandise Procurement; and TFG Financial Services – retail clothing, jewellery, cellphones, accessories, cosmetics, sporting and outdoor apparel and equipment, and homeware and furniture to the broad, middle-income group throughout southern Africa.

The RCS Group is an operationally independent consumer finance business that provides a broad range of financial services under its own brand in South Africa, Namibia and Botswana.

The group operates in the retail and financial services segments, almost entirely within the South African Common Monetary Area.

Retail turnover emanating from Botswana, Nigeria and Zambia accounts for 1,2% of the group's turnover.

1.1 Basis of preparation

Statement of compliance

The consolidated financial statements are prepared in accordance with the group's accounting policies, which comply with International Financial Reporting Standards (IFRS), Financial Reporting Guides as issued by the Accounting Practice Committee of the South African Institute of Chartered Accountants (formally the AC 500 series) and disclosures required by the Companies Act No. 71 of 2008 and the JSE Listings Requirements, and have been consistently applied with those adopted in the prior year.

The financial statements were authorised for issue by the directors on 28 June 2013.

Basis of measurement

The consolidated financial statements are prepared on the going concern and historical cost bases, except where otherwise stated.

Functional and presentation currency

The consolidated financial statements are presented in South African Rands, which is the company's functional currency, rounded to the nearest million, unless otherwise stated.

1.2 Significant judgements

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Significant areas of estimation, uncertainty and critical judgements made in applying the group's accounting policies, that potentially have a significant effect on the amounts recognised in the financial statements are as follows:

Trade receivables impairment

Trade receivables are disclosed net of any accumulated impairment losses. The calculation of the impairment amount is performed using the internationally recognised Markov model. The Markov model is a statistical model utilised to quantify the probability of default by analysing the observed patterns of delinquency and default over an appropriate period of time, to determine the inherent rate of bad debt in a debtors' book. The probability of default is applied to the accounts receivable balance at statement of financial position date. Accounts that are known to have applied for debt review are fully impaired. The board of directors believe that the application of the Markov model results in trade receivable balances being measured reliably.

Inventory valuation

Inventory is valued at the lower of cost and net realisable value. The allowances for mark-down and obsolescence of inventory take into account historic information related to sales trends and represent the expected mark-down between the original cost and the estimated net realisable value. The net realisable value assigned to this inventory is the net selling price in the ordinary course of business less the estimated costs of completion (where applicable) less the estimated costs to make the sale.

Other

Further estimates and judgements are made relating to residual values, useful lives and depreciation methods; goodwill impairment tests (refer to note 3); estimating the fair value of share incentives granted (refer to note 36); and pension fund and employee obligations (refer to note 36).

1.3 Consolidation

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the parent company, its subsidiaries and special-purpose entities (SPEs). The financial statements of subsidiaries are prepared for the reporting period using consistent accounting policies.

Subsidiaries are entities controlled by the group. Control exists when the group has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that are presently exercisable are taken into account. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. Adjustments made on changes of interest in subsidiaries are recognised in equity when control is retained, and in profit or loss when control is lost.

The group has established a SPE in the form of the share incentive trust and insurance cells. The group does not have any direct or indirect shareholding in the share incentive trust but it does have shareholding in the insurance cells. A SPE is consolidated if, based on an evaluation of the substance of its relationship with the group and the SPE's risks and rewards, the group concludes that it controls the SPE. The results of the share incentive trust and insurance cells that in substance are controlled by the group, are consolidated.

All intra-group transactions, intra-group balances and any unrealised gains and losses are eliminated on consolidation.

The financial statements of foreign operations are translated in terms of the accounting policy on foreign currencies.

The company's financial statements now measure investments in subsidiaries at fair value. For further details regarding this change in accounting policy, refer to note 2 of the company financial statements.

Business combinations

Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the group. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, the group takes into consideration potential voting rights that currently are exercisable.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEARS ENDED 31 MARCH

The Foschini Group Limited and its subsidiaries

1. ACCOUNTING POLICIES (CONTINUED)

1.3 Consolidation (continued)

The group measures goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus
- the recognised amount of any non-controlling interest in the acquiree; plus
- if the business combination is achieved in stages, the fair value of the pre-existing equity interest in the acquiree; less
- the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed.

When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts generally are recognised in profit or loss.

Transaction costs, other than those associated with the issue of debt or equity securities, that the group incurs in connection with a business combination are expensed as incurred.

Any contingent consideration payable is measured at fair value at the acquisition date. If the contingent consideration is classified as equity, then it is not remeasured. Otherwise, subsequent changes in the fair value of the contingent consideration are recognised in profit or loss.

1.4 Cost of turnover

Cost of turnover is calculated as the cost of goods sold after rebates, including all costs of purchase, costs of conversion and other costs, including promotional costs incurred in bringing inventories to their present location and condition. Costs of purchase include royalties paid, import duties and other taxes, and transport costs. Inventory write-downs are included in cost of turnover when recognised.

1.5 Dividends

Dividends are accounted for in the period when the dividend is declared. Dividends declared on equity instruments after the reporting date, are accordingly not recognised as liabilities at the reporting date. Final dividends declared after the reporting date, are however, transferred to a dividend reserve.

1.6 Earnings per share

The group presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is calculated by dividing the profit or loss attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding, adjusted for the effects of all dilutive potential ordinary shares, which comprise share incentives granted to employees.

Headline EPS is calculated per the requirements of Circular 3/2012, using the same number of shares as the EPS and diluted EPS calculation.

1.7 Employee benefits

Short-term employee benefits

The cost of all short-term employee benefits is recognised during the period in which the employee renders the related service. The accruals for employee entitlements to wages, salaries, annual and sick leave represent the amount which the group has a present obligation to pay as a result of employees' services provided to the reporting date. The short-term employee benefits have been calculated at undiscounted amounts based on current wage and salary rates.

Post-employment benefits

The company and its subsidiaries contribute to several defined benefit and defined contribution plans.

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension, provident and retirement funds are recognised as an employee benefit expense in profit or loss when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

Defined benefit plans

A defined benefit plan is a post-employment plan other than a defined contribution plan. The group's net obligation in respect of a defined benefit plan is calculated separately for each plan by estimating the amount of future benefits that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognised past service costs and the fair value of any plan assets are deducted.

The Projected Unit Credit Method is used to determine the present value of the defined benefit, post-retirement medical aid obligations and the related current service cost and, where applicable, past service cost. This calculation is performed by a qualified actuary. When the calculation results in a benefit to the group, the recognised asset is limited to the total of any unrecognised past service costs and the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. An economic benefit is available to the group if it is realisable during the life of the plan or on settlement of the plan liabilities. When the benefits of a plan are improved, the portion of the increased benefit relating to past service by employees is recognised in profit or loss on a straight-line basis over the average period until the benefits become vested. To the extent that the benefits are already vested, past service costs are recognised immediately in profit or loss.

Actuarial gains or losses, current service cost and interest cost in respect of defined benefit plans, are recognised immediately in profit or loss.

Post-retirement medical aid benefits

Where the group has an obligation to provide post-retirement medical aid benefits to employees, the group recognises the cost of these benefits in the year in which the employees render the services using the same accounting methodology described in respect of defined benefit plans above.

Share-based payment transactions

The group grants equity-settled share instruments to certain employees under an employee share plan. These share instruments are settled in shares. The grant date fair value of options, share appreciation rights (SARs) and forfeitable shares granted to employees is recognised as an expense with a corresponding increase in equity in a separate reserve over the period that the employees become unconditionally entitled to the instruments. The fair value is measured at the grant date using a binomial option-pricing model and is spread over the vesting period. The amount recognised as an expense is adjusted to reflect the actual number of share instruments for which the related service and non-market vesting conditions are met such that the amount ultimately recognised as an expense is based on the number of share instruments that meet the related service and non-market performance conditions at delivery date. Costs incurred in administering the schemes are expensed as incurred.

1.8 Expenses

Finance costs

Finance costs comprises of interest paid and payable on borrowings calculated using the effective interest method. All borrowing costs are recognised in profit or loss.

Operating lease payments

Leases where the lessor retains the risks and rewards of ownership of the underlying asset are classified as operating leases.

Payments made under operating leases are recognised in profit or loss on a straight-line basis over the term of the lease.

Contingent rent is expensed as incurred.

The Foschini Group Limited and its subsidiaries

1. ACCOUNTING POLICIES (CONTINUED)

1.9 Financial instruments

A financial instrument is recognised when the group becomes a party to the contractual provisions of the instrument.

Financial assets are derecognised if the group's contractual rights to the cash flows from the financial assets expire or if the group transfers the financial asset to another party without retaining control or substantially all risks and rewards of the asset. Financial liabilities are derecognised if the group's obligations specified in the contract expire or are discharged or cancelled.

Non-derivative financial instruments

Non-derivative financial instruments recognised on the statement of financial position include cash, trade and other receivables, RCS Group card and loan receivables, participation in export partnerships, investments, interest-bearing debt, non-controlling interest loans, RCS Group external funding and trade and other payables.

Initial measurement

Financial instruments are initially recognised at fair value. For those instruments not measured at fair value through profit and loss, directly attributable transaction costs are included on initial measurement. Subsequent to initial recognition financial instruments are measured as described below.

Cash

Cash comprises cash on hand and amounts held on deposit at financial institutions. Cash is measured at amortised cost, based on the relevant exchange rates at reporting date. Outstanding cheques are included in trade and other payables and added back to cash balances included in the statement of financial position.

Loans and receivables

RCS Group loan receivables, RCS Group card receivables, trade receivables — retail and participation in export partnerships are classified as loans and receivables and are carried at amortised cost using the effective interest method, less any accumulated impairment losses. Amortised cost for the group's participation in export partnerships is the group's cost of original participation less principal subsequent repayments received, plus the cumulative amortisation of the difference between the initial amount and the maturity amount, less any write-down for impairment as a result of uncollectibility.

The fair value of loans and receivables, determined for disclosure purposes is estimated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date.

Financial liabilities measured at amortised cost

Non-derivative financial liabilities including interest-bearing debt, non-controlling interest loans, RCS Group external funding, and trade and other payables are recognised at amortised cost, comprising original debt less principal payments and amortisations.

The fair value of non-derivative financial liabilities, determined for disclosure purposes, is estimated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date.

Gains and losses on subsequent measurement

All fair value gains and losses on subsequent measurement of financial instruments measured at fair value are recognised in profit or loss, except for hedged instruments. Hedged instruments are accounted for as described in the hedge accounting policy note (refer to note 1.12).

Derivative financial instruments

The group uses derivative financial instruments to hedge its exposure to foreign exchange and interest rate risks arising from operational, financing and investment activities. In accordance with its treasury policy, the group does not hold or issue derivative financial instruments for trading purposes.

Derivative financial instruments are subsequently measured at fair value, with the gain or loss on remeasurement being recognised immediately in profit or loss. However, where derivatives qualify for hedge accounting, recognition of any gain or loss depends on the nature of the hedge (refer to note 1.12).

The fair value of interest rate swaps is the estimated amount that the group would receive or pay to terminate the swap at the reporting date, taking into account current interest rates and the current creditworthiness of the swap counterparties.

The fair value of forward exchange contracts is the present value of their forward price.

Offset

Financial assets and financial liabilities are off-set and the net amount reported in the statement of financial position when the group has a legally enforceable right to set off the recognised amounts, and intends either to settle on a net basis, or to realise the asset and settle the financial liability simultaneously.

Share capital

Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share instruments are recognised as a deduction from equity, net of any tax effects.

Preference share capital

Preference share capital is classified as equity. Dividends thereon are recognised as distributions within equity.

Treasury shares

The Foschini Group Limited shares purchased and held by the company or its subsidiaries are classified as treasury shares and are presented as a deduction from equity.

Dividend income on treasury shares are eliminated on consolidation.

Gains or losses on disposal of treasury shares are accounted for directly in equity.

Issued and weighted average numbers of shares are reduced by treasury shares for earnings per share purposes.

1.10 Foreign currencies

The functional currency of each entity within the group is determined based on the currency of the primary economic environment in which that entity operates.

Foreign currency transactions

Transactions in currencies other than the entity's functional currency are translated at the rates of exchange ruling on the transaction date.

Monetary assets and liabilities denominated in such currencies are translated at the rates ruling at the reporting date.

Non-monetary assets and liabilities denominated in such currencies are translated using the exchange rate at the date of the transaction.

Foreign currency gains and losses arising on translation are recognised in profit or loss.

Foreign operations

As at the reporting date, the assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated into the presentation currency of the group at the rate of exchange ruling at the reporting date and their income statements and statements of comprehensive income are translated at the exchange rates at the dates of the transactions or the average rates if it approximates the actual rates.

The Foschini Group Limited and its subsidiaries

1. ACCOUNTING POLICIES (CONTINUED)

1.10 Foreign currencies (continued)

Foreign currency differences are recognised in other comprehensive income and presented in the foreign currency translation reserve in equity. When a foreign operation is disposed of such that control, significant influence or joint control is lost, the cumulative amount in the transaction reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal.

1.11 Goodwill

Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the group. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

For business combinations after 1 April 2010, goodwill is measured as the difference between the aggregate of the acquisition-date fair value of the consideration transferred, the amount of any non-controlling interest, and in a business combination achieved in stages, the acquisition-date fair value of the acquirer's previously held interest in the acquiree, and the net of the acquisition-date amounts of identifiable assets acquired and the liabilities assumed (measured in accordance with IFRS 3). If the difference between the above is negative, the resulting gain is recognised as a bargain purchase in profit or loss.

For business combinations prior to 1 April 2010, goodwill represents amounts arising on acquisition of subsidiaries and is the difference between the cost of the acquisition and the group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the acquiree. When the difference is negative (negative goodwill), it is recognised immediately in profit or loss.

Goodwill is allocated to cash-generating units and is not amortised but is tested annually for impairment and whenever there is an indication of impairment.

1.12 Hedge accounting

Changes in the fair value of a derivative hedging instrument designated as a *fair value hedge* are recognised in profit or loss. The hedged item is adjusted to reflect changes in its fair value in respect of the risk being hedged; the gain or loss attributable to the hedged risk is recognised in profit or loss with an adjustment to the carrying amount of the hedged item.

To the extent that they are effective, gains and losses from remeasuring the hedging instruments relating to a *cash flow hedge* to fair value are initially recognised directly in other comprehensive income and presented in the hedging reserve in equity. If the hedged firm commitment or forecast transaction results in the recognition of a non-financial asset or a liability, the cumulative amount recognised in other comprehensive income up to the transaction date is adjusted against the initial measurement of the asset or liability.

For other cash flow hedges, the cumulative amount recognised in other comprehensive income is included in net profit or loss in the period when the hedged item affects profit or loss. The ineffective portion of any gain or loss is recognised immediately in profit or loss.

Where the hedging instrument or hedge relationship is terminated but the hedged transaction is still expected to occur, the cumulative unrealised gain or loss at that point remains in equity and is recognised in accordance with the above policy when the transaction occurs. If the hedged transaction is no longer expected to occur, the cumulative unrealised gain or loss is recognised in profit or loss immediately.

1.13 Impairment of assets

Financial assets
A financial asset measured at amortised cost is assessed at each reporting date to determine whether there is any objective evidence that it is impaired.
A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset, that can be reliably measured.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

Individually significant financial assets are tested for impairment on an individual basis. Those found not to be specifically impaired are then collectively assessed for any impairment that has been incurred but not yet identified. Assets that are not individually significant are collectively assessed for impairment by grouping together assets with similar risk characteristics.

All impairment losses are recognised in profit or loss.

An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognised. For financial assets measured at amortised cost the reversal is recognised in profit or loss.

Non-financial assets

The carrying values of the group's non-financial assets, other than inventories and deferred taxation assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists then the asset's recoverable amount is estimated. For goodwill and intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount is estimated at each reporting date.

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. A cash-generating unit is the smallest identifiable asset group that generates cash inflows that are largely independent of the cash inflows from other assets or asset groups. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit (group of units) on a *pro rata* basis. The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. 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.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

1.14 Intangible assets (excluding goodwill)

Intangible assets that are acquired by the group, which have finite useful lives, are measured at cost less accumulated amortisation and accumulated impairment losses.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

Amortisation for intangible assets with finite useful lives, is recognised in profit or loss on a straight-line basis over their estimated useful lives from the date that they are available for use, at the following rate per annum:

Client lists	20%

The above amortisation rate is consistent with the comparative period.

The useful life of an intangible asset that is considered to be indefinite, is assessed annually or whenever there is an indication that the intangible asset may be impaired. Currently the Instinct, Fabiani and G-Star trademarks are considered to have indefinite useful lives.

Amortisation methods, useful lives and residual values are reassessed at each reporting date.

The Foschini Group Limited and its subsidiaries

1. ACCOUNTING POLICIES (CONTINUED)

1.15 Inventories

Inventories are measured at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of selling expenses.

The cost of inventories is based on the first-in-first-out principle and includes expenditure incurred in acquiring the inventories and bringing them to their present location and condition. Costs may also include transfers from equity of any gain or loss on qualifying cash flow hedges of foreign currency purchases of inventories.

1.16 Property, plant and equipment

Items of property, plant and equipment are measured at cost or deemed cost less accumulated depreciation and accumulated impairment losses. The cost of self-constructed assets, including computer software, includes the cost of materials, direct labour, any other costs directly attributable to bringing the asset to a working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located.

Cost includes expenditures that are directly attributable to the acquisition of the asset.

When significant parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Certain items of property, plant and equipment that had been revalued to fair value on or prior to transition to International Financial Reporting Standards (IFRS), are measured on the basis of deemed cost, being the fair value at the date of transition.

Items of property, plant and equipment are depreciated on a straight-line basis over the periods of their estimated useful lives, at the following annual rates per annum:

Shopfittings	20%
Passenger vehicles	20%
Commercial vehicles	25%
Computer equipment	10% - 33%
Office equipment	4% - 33,3%
Furniture and fixtures	16,67%
Buildings	3,33%
Computer software	10% - 20%

Land is not depreciated.

The above depreciation rates are consistent with the comparative period.

Depreciation of an item of property, plant and equipment commences when the item is available for its intended use. Depreciation methods, useful lives and residual values are reassessed at each reporting date.

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the group, and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The day-to-day servicing costs of property, plant and equipment are recognised in profit or loss as incurred.

Gains or losses on the disposal of property, plant and equipment are recognised in profit or loss. The gain or loss is the difference between the net disposal proceeds and the carrying amount of the asset.

1.17 Revenue recognition

Revenue is defined as the sum of the items described in further detail below:

Retail turnover

Turnover represents the invoiced value of retail sales, excluding intra-group sales and Value Added Tax. Sales are recognised when significant risks and rewards of ownership are transferred to the buyer, there is no continuing management involvement with the goods, the amount of revenue can be measured reliably, costs and possible return of goods can be measured reliably and receipt of the future economic benefits is probable.

Revenue is measured at the fair value of the consideration received or receivable, net of returns and allowances and rebates.

Interest income

Interest is recognised on a time-proportion basis, taking account of the principal outstanding and the effective rate over the period to maturity, when it is probable that such income will accrue to the group.

Dividend income

Dividends received on equity instruments are recognised when the right to receive payment is established.

Merchants' commission

Commission income is recognised when the related transaction on which the commission is earned has been concluded.

Club income, customer charges and cellular income

Club income, customer charges and cellular income is recognised in profit or loss monthly when due.

Insurance and sundry income

Insurance and sundry income is recognised in profit or loss when due and no further services are required.

1.18 Segmental reporting

An operating segment is a component of the group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the group's other components. All operating segments' operating results are reviewed regularly by the chief executive officer, identified as the chief operating decision-maker, in conjunction with the board, to make decisions about resources to be allocated to the segment and assess its performance and for which internal financial information is available.

Segment results that are reported to the board include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly the operating lease liability adjustment and the share-based payments reserve movements.

Segment capital expenditure is the total cost incurred during the year to acquire property, plant and equipment.

Amounts reported in the group segmental analysis are measured in accordance with International Financial Reporting Standards (IFRS).

The group is organised into four reportable operating divisions:

- Retail trading divisions, comprising the @home division, exact!, the Foschini division, the Jewellery division, the Markham division and the Sports division, retail clothing, jewellery, cosmetics, cellphones and homeware and furniture;
- TFG Financial Services – manages the group's in-store credit card programme, as well as handling the group's financial service products such as *Club* and associated magazines as well as insurance products;
- Central and shared services provide services to the trading divisions including but not limited to finance and administration, internal audit, information technology, logistics, human resources, facilities management and real estate; and

The Foschini Group Limited and its subsidiaries

1. ACCOUNTING POLICIES (CONTINUED)

1.18 Segmental reporting (continued)

- RCS Group, an operationally independent consumer finance business that provides a broad range of financial services under its own brand in South Africa, Namibia and Botswana.

The group operates in South Africa, Botswana, Lesotho, Namibia, Swaziland, Nigeria and Zambia. In presenting information on the basis of geographical segment, segment revenue is based on the location of the customers whilst segment assets are based on the location of the asset.

Inter-segment pricing is determined on an arm's-length basis.

1.19 Taxation

Income tax expense comprises current and deferred taxation.

Income tax expense is recognised in profit or loss except to the extent that it relates to a transaction that is recognised directly in other comprehensive income or in equity, in which case it is recognised in other comprehensive income or equity as appropriate.

Current tax is the expected taxation payable, calculated on the basis of taxable income for the year, using the tax rates enacted or substantively enacted at the reporting date, and any adjustment of taxation payable for previous years.

Deferred taxation is recognised in respect of temporary differences between the tax base of an asset or liability and its carrying amount. Deferred taxation is not recognised for the following temporary differences: the initial recognition of goodwill; the initial recognition of assets and liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit; and differences relating to investments in subsidiaries to the extent that they probably will not reverse in the foreseeable future.

Deferred taxation is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred taxation assets and liabilities are off-set if there is a legally enforceable right to off-set current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis, or their tax assets and liabilities will be realised simultaneously.

Deferred taxation assets are recognised for all deductible temporary differences and assessed losses to the extent that it is probable that taxable profit will be available against which such deductible temporary differences and assessed losses can be utilised. Deferred taxation assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

2. PROPERTY, PLANT AND EQUIPMENT

	2013			2012		
	Cost/ Deemed cost Rm	**Accumulated depreciation Rm**	**Carrying value at the end of the year Rm**	Cost/ Deemed cost Rm	Accumulated depreciation Rm	Carrying value at the end of the year Rm
Land and buildings	**361,4**	**(90,2)**	**271,2**	273,8	(83,3)	190,5
Shopfittings and furniture and fixtures	**2 424,3**	**(1 576,7)**	**847,6**	2 236,5	(1 474,2)	762,3
Motor vehicles	**106,4**	**(32,0)**	**74,4**	105,4	(32,1)	73,3
Office equipment	**64,2**	**(44,1)**	**20,1**	59,0	(39,2)	19,8
Computer equipment and software	**816,2**	**(481,1)**	**335,1**	680,8	(413,5)	267,3
Total	**3 772,5**	**(2 224,1)**	**1 548,4**	3 355,5	(2 042,3)	1 313,2

Reconciliation of property, plant and equipment – 2013 (Rm)

	Opening balance	**Additions**	**Additions through business combi-nations**	**Disposals**	**Depreciation**	**Total**
Land and buildings	**190,5**	**87,6**	**–**	**–**	**(6,9)**	**271,2**
Shopfittings and furniture and fixtures	**762,3**	**330,8**	**4,0**	**(4,8)**	**(244,7)**	**847,6**
Motor vehicles	**73,3**	**21,7**	**–**	**(9,9)**	**(10,7)**	**74,4**
Office equipment	**19,8**	**5,2**	**–**	**–**	**(4,9)**	**20,1**
Computer equipment and software	**267,3**	**135,4**	**–**	**–**	**(67,6)**	**335,1**
Total	**1 313,2**	**580,7**	**4,0**	**(14,7)**	**(334,8)**	**1 548,4**

Reconciliation of property, plant and equipment – 2012 (Rm)

	Opening balance	Additions	Additions through business combi-nations	Disposals	Depreciation	Total
Land and buildings	191,5	5,6	–	–	(6,6)	190,5
Shopfittings and furniture and fixtures	615,3	352,6	6,2	(1,2)	(210,6)	762,3
Motor vehicles	62,8	29,0	0,1	(8,5)	(10,1)	73,3
Office equipment	20,7	5,0	–	–	(5,9)	19,8
Computer equipment and software	196,6	148,9	–	(0,2)	(78,0)	267,3
Total	1 086,9	541,1	6,3	(9,9)	(311,2)	1 313,2

Included in computer equipment and software is software with a net book value of R189,8 million (2012: R158,5 million).

None of the group's assets are in any way encumbered.

Registers of the land and buildings are available for inspection at the registered office of the company at Parow East.

The Foschini Group Limited and its subsidiaries

3. GOODWILL AND INTANGIBLE ASSETS

	2013			2012		
	Cost Rm	**Accumulated amortisation and impairment Rm**	**Carrying value Rm**	Cost Rm	Accumulated amortisation and impairment Rm	Carrying value Rm
Intangible asset on acquisition of trademarks	**61,6**	**–**	**61,6**	50,9	–	50,9
Goodwill	**58,7**	**–**	**58,7**	64,5	(5,8)	58,7
Intangible asset on acquisition of client lists	**2,0**	**(2,0)**	**–**	1,7	(1,5)	0,2
Total	**122,3**	**(2,0)**	**120,3**	117,1	(7,3)	109,8

Reconciliation of goodwill and intangible assets – 2013

	Opening Balance Rm	**Additions through business combi-nations Rm**	**Amortisation Rm**	**Total Rm**
Intangible asset on acquisition of trademarks	**50,9**	**10,7**	**–**	**61,6**
Goodwill	**58,7**	**–**	**–**	**58,7**
Intangible asset on acquisition of client lists	**0,2**	**–**	**(0,2)**	**–**
Total	**109,8**	**10,7**	**(0,2)**	**120,3**

Reconciliation of goodwill and intangible assets – 2012

	Opening Balance Rm	Additions through business combi-nations Rm	Disposals Rm	Amortisation Rm	Total Rm
Intangible asset on acquisition of trademarks	1,6	49,3	–	–	50,9
Goodwill	34,8	24,1	(0,2)	–	58,7
Intangible asset on acquisition of client lists	0,6	–	–	(0,4)	0,2
Total	37,0	73,4	(0,2)	(0,4)	109,8

The Instinct brand intangible asset represents registered rights to the exclusive use of the Instinct brand name. The useful life of the Instinct brand is considered to be indefinite. This useful life is assessed annually or whenever there is an indication of impairment.

3. GOODWILL AND INTANGIBLE ASSETS (continued)

The Fabiani brand intangible asset represents registered rights to the exclusive use of the Fabiani brand name. The useful life of the Fabiani brand is considered to be indefinite. This useful life is assessed annually or whenever there is an indication of impairment.

The G-Star brand intangible asset represents TFG's rights in terms of various franchise agreements to operate G-Star stores in South Africa. The useful life of the G-Star brand is considered to be indefinite. This useful life is assessed annually or whenever there is an indication of impairment.

The client lists are name lists purchased by the RCS Group which are used to invite individuals to apply for loans. Client lists are considered to have definite useful lives.

Goodwill is tested annually for impairment or whenever there is an indication of impairment.

Impairment testing of indefinite life intangible assets and goodwill

Goodwill acquired through business combinations has been allocated to the individual cash-generating units as follows:

	2013 Rm	2012 Rm
Totalsports	**9,3**	9,3
RCS Personal Finance	**17,7**	17,7
Massdiscounters credit business	**7,5**	7,5
Prestige Clothing	**24,2**	24,2
	58,7	58,7

The recoverable amount of all cash-generating units has been determined based on a value-in-use calculation, using cash flow projections which cover a three-year period. The cash flows have been discounted at a rate of 9% – 10% (2012: 9% – 10%).

The following significant assumptions have been applied when reviewing goodwill for impairment:

- Asset values were based on the carrying amounts for the financial period;
- Future expected profits were estimated using historical information and approved budgets;
- Totalsports' sales growths and gross margins were based on historical performance, while costs were assumed to grow in line with expansion and expected inflation;
- RCS Personal Finance projections are based on historical performance as well as anticipated growth in advances and expectations of future interest rates; and
- Massdiscounters' receivables projections were based on historical performance as well as anticipated book growth and expectations of future interest rates.

The Foschini Group Limited and its subsidiaries

	2013 Rm	2012 Rm
4. RCS GROUP CARD RECEIVABLES		
Loans and receivables		
Card receivables	**3 106,4**	2 382,9
Deduct amount to be repaid within one year, included in current assets	**(2 250,0)**	(1 917,8)
	856,4	465,1

RCS Group general card and private label card receivables consist of a number of individual unsecured revolving card accounts as well as amounts due for services delivered on credit. The accounts attract variable and fixed interest rates and terms vary from revolving to 36 months. The average effective interest rate for the year under review is 20,8% (2012: 21,8%).

The group's management of and exposure to credit and market risk is disclosed in note 25.

	2013 Rm	2012 Rm
5. RCS GROUP LOAN RECEIVABLES		
Loans and receivables		
RCS Group loan receivables	**1 104,3**	1 067,6
Deduct amount to be repaid within one year, included in current assets	**(460,6)**	(457,5)
	643,7	610,1

RCS Group personal loan receivables are comprised of a number of individual unsecured loans. The personal loans are charged at fixed interest rates and terms vary from 12 to 60 months. The interest rate on each loan is determined when the loan is initially advanced on the basis of the risk profile of the customer. The average effective interest rate for the year under review is 31,4% (2012: 32,3%).

The group's management of and exposure to credit and market risk is disclosed in note 25.

	2013 Rm	2012 Rm
6. PARTICIPATION IN EXPORT PARTNERSHIPS		
Loans and receivables		
Participation in export partnerships	**48,4**	66,4
Deduct amount to be repaid within one year, included in current assets	**(18,4)**	(13,0)
	30,0	53,4

Certain subsidiary companies participated in various export partnerships, whose business was the purchase and export sale of shipping containers. The partnerships bought and sold the containers in terms of long-term suspensive purchase and credit sale agreements respectively, with repayment terms usually over a 10- to 15-year period.

The group's management of and exposure to credit and market risk is disclosed in note 25.

7. DEFERRED TAXATION

	2013 Rm	2012 Rm
Balance at 1 April	**153,8**	84,7
Prior year over provision	**(3,7)**	(3,6)
Amounts recognised directly in other comprehensive income		
Forfeitable shares deduction deferred	**8,6**	14,6
Foreign currency and financial instrument reserves	**(2,3)**	(2,1)
Current year movement in temporary differences recognised in profit or loss		
Trademarks	**–**	(0,1)
Secondary taxation on companies	**–**	(0,8)
Operating leases	**6,5**	7,3
Working capital allowances	**59,4**	44,2
Capital allowances	**3,8**	(4,5)
Restraint of trade payments	**(8,9)**	(1,1)
Export partnerships (refer to note 6)	**18,2**	12,8
Assessed loss	**3,7**	2,4
At 31 March	**239,1**	153,8
Arising as a result of:		
Deferred taxation assets		
Foreign currency and financial instrument reserves	**3,7**	4,8
Operating leases	**55,0**	48,1
Working capital allowances	**245,0**	180,9
Capital allowances	**(22,0)**	0,9
Restraint of trade payments	**(8,5)**	0,4
Trademarks	**0,1**	0,1
Forfeitable shares	**23,2**	14,6
Assessed loss	**8,2**	4,5
Deferred taxation asset	**304,7**	254,3
Deferred taxation liability		
Capital allowances	**(1,8)**	(28,5)
Working capital allowances	**(11,3)**	(1,2)
Foreign currency and financial instrument reserves	**(1,9)**	(0,7)
Operating leases	**1,3**	–
Export partnerships (refer note 6)	**(51,9)**	(70,1)
Deferred taxation liability	**(65,6)**	(100,5)
Net deferred taxation	**239,1**	153,8

The Foschini Group Limited and its subsidiaries

	2013 Rm	2012 Rm
8. INVENTORY		
Merchandise	**2 266,6**	2 020,2
Raw materials	**136,8**	101,4
Shopfitting stock	**37,2**	30,9
Consumables	**3,4**	2,5
	2 444,0	2 155,0
Inventory write-downs included above	**110,8**	94,9
9. TRADE RECEIVABLES – RETAIL		
6-month revolving credit	**1 013,4**	1 008,1
12-month extended credit	**4 194,3**	3 561,8
	5 207,7	4 569,9

The effective rate of interest earned on the above receivables during the year under review is 18,1% (2012: 18,1%). The group's management of and exposure to credit and market risk is disclosed in note 25.

	2013 Rm	2012 Rm
10. OTHER RECEIVABLES AND PREPAYMENTS		
Loans and receivables		
Financial instrument asset	**131,9**	16,9
Miscellaneous debtors and other receivables	**331,7**	196,9
Other receivables		
Prepaid expenses	**130,7**	12,6
	594,3	226,4

The group's management of and exposure to credit and market risk is disclosed in note 25.

	2013 Rm	2012 Rm
11. CASH		
Bank balances	**908,1**	710,9

The group's exposure to interest rate risk and a sensitivity analysis for financial assets and liabilities are disclosed in note 25.

	2013 Rm	2012 Rm
12. SHARE CAPITAL		
Authorised		
200 000 (2012: 200 000) 6,5% cumulative preference shares of R2 each	**0,4**	0,4
600 000 000 (2012: 600 000 000) ordinary shares of 1,25 cents each	**7,5**	7,5
	7,9	7,9
Issued		
Ordinary share capital		
Ordinary shares of 1,25 cents each		
Total in issue	**2,9**	3,0
Shares held by company	**–***	–
Shares held by subsidiary	**(0,2)**	(0,3)
Shares held in terms of the share incentive schemes	**(0,1)**	(0,1)
Total in issue at the end of the year – company	**2,9**	3,0
Total in issue at the end of the year – group	**2,6**	2,6
Preference share capital		
200 000 (2012: 200 000) 6,5% cumulative preference shares of R2 each	**0,4**	0,4
Total issued share capital – company	**3,3**	3,4
Total net issued share capital – group	**3,0**	3,0

* 2013 zero as a result of rounding

	Number of shares 2013	2012
Reconciliation of number of shares issued:		
Total in issue	**228 498 241**	240 498 241
Shares held by company	**(1 107 376)**	–
Shares held by subsidiary	**(12 049 824)**	(24 049 824)
Shares held in terms of share incentive schemes	**(5 239 195)**	(10 044 134)
Total in issue at the end of the year – company	**228 498 241**	240 498 241
Total in issue at the end of the year – group	**210 101 846**	206 404 283

At the annual general meeting of the company held on 3 September 2012 shareholders approved a specific repurchase of 12 million ordinary shares held by a wholly-owned subsidiary.

The specific repurchase was implemented on 26 February 2013 whereafter the shares were cancelled and restored to authorised share capital. On 8 March 2013, the 12 million shares were delisted reducing the total shares in issue from 240 498 241 shares to 228 498 241 shares.

Dividends and voting rights

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the company. Holders of the cumulative preference shares receive a cumulative dividend of 6,5 cents per share at interim (September) and year-end (March) of each year. Holders of ordinary dividends received the following dividends during the year:

Interim: 236,0 cents per share paid on 7 January 2013
Final: 270,0 cents per share payable on 8 July 2013

Unissued ordinary shares

In terms of the provisions of the Companies Act No. 71 of 2008 of South Africa, and limited to the issuing of shares in terms of the company's obligations under the staff share incentive schemes, the unissued ordinary shares are under the control of the directors only until the forthcoming annual general meeting.

The Foschini Group Limited and its subsidiaries

12. SHARE CAPITAL (CONTINUED)

Directors' interest

At 31 March 2013, the directors had the following interests in the company's issued shares:

	Shares 000's	Options exercised 000's	Share appreciation rights accepted 000's	Price per share R	Year of delivery	**2013 Total 000's**	2012 Total 000's
Non-executive							
D M Nurek (indirect beneficial)	10,0	–	–	–		**10,0**	10,0
Prof F Abrahams	–	–	–	–		**–**	–
S E Abrahams	–	–	–	–		**–**	–
B L M Makgabo-Fiskerstrand	–	–	–	–		**–**	–
W V Cuba (indirect beneficial)	57,0	–	–	–		**57,0**	57,0
E Oblowitz (direct beneficial)	2,0	–	–	–		**2,0**	2,0
N V Simamane (direct beneficial)	1,5	–	–	–		**1,5**	1,5
M Lewis (indirect beneficial)	9 104,1	–	–	–		**9 104,1**	10 454,1
Total non-executive	9 174,6	–	–			**9 174,6**	10 524,6

12. SHARE CAPITAL (CONTINUED)

	Shares 000's	Options exercised 000's	Share appreciation rights accepted 000's	Price per share R	Year of delivery	**2013 Total 000's**	2012 Total 000's
Executive							
A D Murray (direct beneficial)	1 115,0	–	–	–		**1 115,0**	1 050,0
A D Murray (indirect beneficial)	450,0	–	–	–		**450,0**	265,0
A D Murray (performance-based restricted forfeitable shares)	38,7	–	–	–		**38,7**	22,3
A D Murray (restricted forfeitable shares)	256,7	–	–	–		**256,7**	245,2
A D Murray	–	–	–	60,95	2013	**–**	133,3
A D Murray	–	83,3	–	60,55	2014	**83,3**	83,3
	1 860,4	83,3	–			**1 943,7**	1 799,1
A D Murray	–	–	–	41,87	2013	**–**	555,0
A D Murray	–	–	–	42,28	2013	**–**	275,0
A D Murray	–	–	173,0	64,47	2014	**173,0**	173,0
A D Murray	–	–	85,2	86,62	2015	**85,2**	85,2
A D Murray	–	–	62,8	136,22	2016	**62,8**	–
	–	–	321,0			**321,0**	1 088,2
R Stein (direct beneficial)	697,5	–	–	–		**697,5**	677,9
R Stein (indirect beneficial)	275,7	–	–	–		**275,7**	275,7
R Stein (performance-based restricted forfeitable shares)	19,8	–	–	–		**19,8**	11,4
R Stein (restricted forfeitable shares)	13,9	–	–	–		**13,9**	8,0
R Stein	–	–	–	60,95	2013	**–**	76,7
	1 006,9	–	–			**1 006,9**	1 049,7
R Stein	–	–	–	41,87	2013	**–**	225,0
R Stein	–	–	–	42,28	2013	**–**	130,0
R Stein	–	–	86,0	64,47	2014	**86,0**	86,0
R Stein	–	–	43,7	86,62	2015	**43,7**	43,7
R Stein	–	–	32,2	136,22	2016	**32,2**	–
	–	–	161,9			**161,9**	484,7

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEARS ENDED 31 MARCH

The Foschini Group Limited and its subsidiaries

12. SHARE CAPITAL (CONTINUED)

	Shares 000's	Options exercised 000's	Share appreciation rights accepted 000's	Price per share R	Year of delivery	**2013 Total 000's**	2012 Total 000's
Executive							
P S Meiring (direct beneficial)	196,0	–	–	–		**196,0**	180,7
P S Meiring (indirect beneficial)	294,9	–	–	–		**294,9**	294,9
P S Meiring (performance-based restricted forfeitable shares)	18,2	–	–	–		**18,2**	10,5
P S Meiring (restricted forfeitable shares)	12,7	–	–	–		**12,7**	7,3
P S Meiring	–	–	–	64,47	2013	**–**	60,0
	521,8	–	–			**521,8**	553,4
P S Meiring	–	–	–	42,28	2013	**–**	130,0
P S Meiring	–	–	–	41,87	2013	**–**	180,0
P S Meiring	–	–	77,0	64,47	2014	**77,0**	77,0
P S Meiring	–	–	40,0	86,62	2015	**40,0**	40,0
P S Meiring	–	–	29,5	136,22	2016	**29,5**	–
	–	–	146,5			**146,5**	427,0
Total executive excluding share appreciation rights	3 389,1	83,3				**3 472,4**	3 402,2
Total executive share appreciation rights			629,4			**629,4**	1 999,9
Total excluding share appreciation rights	12 563,7	83,3				**12 647,0**	13 926,8
Total share appreciation rights			629,4			**629,4**	1 999,9

The following changes have taken place since 31 March 2013:

1. Mr W V Cuba resigned as a non-executive director on 1 June 2013.

2. On 13 June 2013 executive directors accepted the following share appreciation rights (SARs)

	SARs accepted 000's**	Price per SAR R
A D Murray	133,4	96,86
R Stein	67,9	96,86
P S Meiring	62,7	96,86

** Subject to performance criteria.

3. On 13 June 2013 executive directors accepted the following ordinary shares in terms of the group's 2010 share incentive scheme for nil consideration. The shares vest on the third anniversary of the grant date provided the recipient remains in the group's employ and the requisite performance conditions are satisfied.

	Shares accepted 000's**	Estimated value Rm#
A D Murray	21,7	2,1
R Stein	11,0	1,1
P S Meiring	10,2	1,0

Estimated value based on closing share price of R96,51 on 12 June 2013.

** Subject to performance criteria.

The Foschini Group Limited and its subsidiaries

13. TREASURY SHARES

In terms of a special resolution passed at the annual general meeting of the company on 3 September 2012 shareholders renewed the approval, as a general authority, of the acquisition by the company or any of its subsidiaries, of the issued ordinary shares of the company, not exceeding 5% in aggregate in any one financial year. The general authority is subject to the Listings Requirements of the JSE Limited and the Companies Act No. 71 of 2008, and is valid only until the company's next annual general meeting.

	Number of shares	
	2013	2012
Foschini Stores Proprietary Limited	**24 049 824**	24 049 824
The Foschini Share Incentive Trust	**9 150 399**	11 140 500
Employees of TFG in terms of share incentive schemes	**893 735**	–
Balance at the beginning of the year	**34 093 958**	35 190 324
The Foschini Share Incentive Trust	**500 000**	–
Employees of TFG in terms of share incentive schemes	**602 400**	893 735
Shares purchased during the year in terms of share incentive schemes	**1 102 400**	893 735
The Foschini Share Incentive Trust	**(575 610)**	–
Employees of TFG in terms of share incentive schemes	**(33 378)**	–
Shares sold during the year	**(608 988)**	–
The Foschini Share Incentive Trust	**(5 298 351)**	(1 990 101)
Shares delivered during the year	**(5 298 351)**	(1 990 101)
Foschini Stores Proprietary Limited – sale of shares	**(12 000 000)**	–
The Foschini Group Limited – purchase of shares from susidiary	**12 000 000**	–
The Foschini Group Limited – cancellation of shares	**(12 000 000)**	–
The Foschini Group Limited – purchase of shares on open market	**1 107 376**	
Share transactions during the year in terms of repurchase arrangement	**1 107 376**	–
Foschini Stores Proprietary Limited	**12 049 824**	24 049 824
The Foschini Group Limited	**1 107 376**	–
The Foschini Share Incentive Trust	**3 776 438**	9 150 399
Employees of TFG in terms of share incentive schemes	**1 462 757**	893 735
Balance at the end of the year	**18 396 395**	34 093 958

As at 31 March 2013 a subsidiary, Foschini Stores Proprietary Limited, held 12 049 824 (2012: 24 049 824) shares, representing 5,3% (2012: 10,0%) of the company's share capital. The Foschini Group Limited held 1 107 376 shares (2012: nil). The Foschini Share Incentive Trust held 3 776 438 (2012: 9 150 399) shares, representing 1,6% (2012: 3,8%) of the company's share capital, and employees of TFG held 1 462 757 (2012: 893 735) shares representing 0,6% (2012: 0,4%) of the company's share capital. The Foschini Share Incentive Trust and employees of TFG hold shares in terms of share incentive schemes.

	2013 Rm	2012 Rm
14. DIVIDEND RESERVE		
A liability for cash dividends is recognised in the period when the dividend is declared. An amount equal to dividends declared subsequent to the reporting date is transferred to the dividend reserve.		
A final dividend of 270,0 (2012: 265,0) cents per ordinary share was declared on 30 May 2013 payable on 8 July 2013.		
No liability has been raised, as this dividend was declared subsequent to the reporting date.		
Balance at 1 April	**637,3**	510,0
Transfer from dividend reserve to distributable earnings	**(637,3)**	(510,0)
Transfer to dividend reserve from distributable earnings	**616,9**	637,3
Balance at 31 March	**616,9**	637,3
15. HEDGING DEFICIT		
The hedging deficit comprises the effective portion of the cumulative net change in the fair value of cash flow hedging instruments related to hedged transactions that have not yet occurred.		
Balance at 1 April	**(12,2)**	(17,4)
Effective portion of changes in fair value of cash flow hedges	**9,7**	7,2
Deferred tax on movement in effective portion of cash flow hedges	**(2,7)**	(2,0)
Balance at 31 March	**(5,2)**	(12,2)
Comprised as follows:		
Interest rate swaps (asset) – fair value	**12,5**	16,9
Interest rate swaps (liability) – fair value	**(6,0)**	(14,4)
Forward exchange contracts – fair value	**(13,4)**	(18,2)
Other	**–**	(0,9)
Total fair value of cash flow hedges	**(6,9)**	(16,6)
Deferred tax on interest rate swaps	**(1,8)**	(0,7)
Deferred tax on forward exchange contracts	**3,5**	5,1
Total deferred tax on cash flow hedges	**1,7**	4,4
Balance at 31 March	**(5,2)**	(12,2)
The opening balance of R12,2 million was realised during the year and recycled to profit or loss. The forward exchange contracts are used to hedge the estimated foreign currency exposure to forecast purchases over the next six months.		
16. SHARE-BASED PAYMENTS RESERVE		
Share-based payments reserve comprises the cumulative fair value of options, share appreciation rights and forfeitable shares granted to employees after 7 November 2002.		
Balance at 1 April	**279,7**	207,5
Fair value of share instruments granted in prior years	**42,5**	48,3
Fair value of share instruments granted during the year	**23,3**	24,1
Fair value of share instruments forfeited during the year	**–**	(0,2)
Balance at 31 March	**345,5**	279,7

The Foschini Group Limited and its subsidiaries

	2013 Rm	2012 Rm
17. FOREIGN CURRENCY TRANSLATION RESERVE		
The foreign currency translation reserve comprises gains and losses arising on translation of the assets, liabilities, income and expenses of foreign operations.		
Balance at 1 April	**1,3**	1,0
Foreign currency translation differences	**9,4**	0,3
Balance at 31 March	**10,7**	1,3

18. NON-CONTROLLING INTEREST

The Standard Bank of South Africa Limited (SBSA) has a 45% (2012: 45%) shareholding in the RCS Group.

19. INTEREST-BEARING DEBT

	2013 Rm	2012 Rm
Non-current liabilities		
Unsecured fluctuating loans in terms of long-term bank facilities	**1 041,9**	1 006,8
Current liabilities		
At amortised cost	**896,5**	722,1
Balance at 31 March	**1 938,4**	1 728,9

Included in interest-bearing debt is an amount of R500,0 (2012: R500,0) million which bears variable interest at a margin of 1,37% above one-month Johannesburg Interbank Agreed Rate (JIBAR). The effective rate for 2013 was 6,513% Nominal Annual Compounded Monthly (NACM) (2012: 6,855% NACM). The balance of interest-bearing debt bears interest at 5,50% NACM (2012: 5,95% NACM) at 31 March.

The group's borrowing powers in terms of its memorandum of incorporation are unlimited.

The group's management of and exposure to credit and market risk is disclosed in note 25.

20. RCS GROUP EXTERNAL FUNDING

	2013 Rm	2012 Rm
Non-current		
Domestic medium-term notes programme	**915,0**	941,0
Term funding	**736,1**	199,2
Balance at 31 March	**1 651,1**	1 140,2
Current		
Domestic medium-term notes programme	**1 013,0**	426,2
Term funding	**285,0**	200,0
Balance at 31 March	**1 298,0**	626,2

The domestic medium-term notes programme is denominated in Rands, unsecured, bears interest at variable interest rates linked to three-month JIBAR and is hedged through interest rate swaps.

Term loans are denominated in Rands, unsecured, bear interest at variable interest rates and are hedged through interest rate swaps.

The group's management of and exposure to credit and market risk is disclosed in note 25.

	2013 Rm	2012 Rm
21. NON-CONTROLLING INTEREST LOANS		
Non-current		
The Standard Bank of South Africa Limited (SBSA)	–	238,8
Other shareholders	–	3,6
Balance as at 31 March	–	242,4

The amounts previously advanced by SBSA to RCS Group was in terms of a funding agreement between the parties and was not subject to any guarantee or security from The Foschini Group Limited or any of its subsidiaries. The loan which bore interest at variable rates was repaid out of the cash flows of RCS Group.

The group's management of and exposure to credit and market risk is disclosed in note 25.

	2013 Rm	2012 Rm
22. OPERATING LEASE LIABILITY		
Accrual for straight-lining of operating leases:		
Non-current liabilities	187,5	159,5
Current liabilities	9,0	12,3
Balance at 31 March	196,5	171,8

The group leases most of its trading premises under operating leases.

Leases on trading premises are contracted for periods of between five and 10 years, with renewal options for a further five years, wherever possible. The lease agreements for certain stores provide for a minimum annual rental payment and additional payments determined on the basis of turnover. Turnover rentals, where applicable, average approximately 4,5% of turnover. Rental escalations vary, but average at a rate of approximately 8% per annum.

	2013 Rm	2012 Rm
At 31 March, future non-cancellable minimum lease rentals are as follows:		
Less than 1 year	1 197,6	1 082,6
More than 1 year and less than 5 years	2 464,1	2 366,6
More than 5 years	482,8	754,1

The Foschini Group Limited and its subsidiaries

23. POST-RETIREMENT DEFINED BENEFIT PLAN

Defined benefit plan

At March 2013, the group had an obligation to provide post-retirement health-care to 919 members (2012: 918). These members belong to the TFG Medical Aid Scheme, registered in terms of the Medical Schemes Act No. 131 of 1998, as amended.

	2013 Rm	2012 Rm
Movements for the year		
Balance at 1 April	97,9	91,0
Settlements	(5,7)	(3,6)
One year service cost	2,0	1,8
Interest cost	10,3	8,7
Balance at 31 March	104,5	97,9
Net expense recognised in profit or loss		
Curtailment or settlement	(5,7)	(3,6)
Current service cost	2,0	1,8
Interest cost	10,3	8,7
	6,6	6,9
Key assumptions used		
Assumptions used in respect of valuation at 31 March:		
Discount rate used	1,5%	1,5%
Interest rate	8,5%	8,5%
Implied allowances for medical scheme contribution inflation	6,9%	6,9%

Other assumptions: Mortality assumptions:

- Pre-retirement Male "SA72–77"
- Pre-retirement Female "SA72–77" – rated down by 3 years
- Post-retirement Male "PA90" males – rated down by 1 year
- Post-retirement Female "PA90" females – rated down by 1 year

"SA72-77" and "PA90" are standard actuary mortality tables used as the basis for the assumptions regarding the life expectancy of employees and pensioners in the valuation. The same assumptions were used for 2012.

Withdrawal and retirement assumptions:

- Employees are assumed to retire at their normal retirement date of 60 or 65, dependent on the employee
- Withdrawal assumptions: 0% – 20,3% depending on age of employee

The same assumptions were used for 2012.

Family statistics:

- Number of dependants: 0 – 2,8
- Average age of dependants: varies from 1,8 – 19 years depending on the age of the member

The same assumptions were used for 2012.

It was also assumed that no significant changes would occur in the structure of the medical arrangements or in the subsidy scales for members (except for adjustments for inflation).

	2013 Rm	2012 Rm
24. TRADE AND OTHER PAYABLES		
Financial liabilities		
Trade payables	1 299,9	1 109,1
Other liabilities		
Other payables and accruals	683,1	447,2
Employee-related accruals	120,6	205,2
Gift card liability	40,9	32,9
Financial instrument liability	138,0	32,6
	2 282,5	1 827,0

The group's management of and exposure to market and cash flow and liquidity risk is disclosed in note 25.

25. RISK MANAGEMENT

Overview

The group has exposure to the following risks from its use of financial instruments:

- credit risk;
- liquidity risk;
- market risk;

This note presents information about the group's exposure to each of the above risks and the group's objectives, policies and processes for measuring and managing risk. Further quantitative disclosures are included throughout these consolidated financial statements.

Risk management framework

The board of directors has overall responsibility for the establishment and oversight of the group's risk management framework. The board has established the risk committee, which is responsible for developing and monitoring the group's risk management policies. The committee reports quarterly to the board of directors on its activities.

The group's risk management policies are established to identify and analyse the risks faced by the group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the group's activities. The group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The group audit committee oversees how management monitors compliance with the group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the group. The group audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad-hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee and to the risk committee.

Credit risk

Credit risk is the risk of financial loss to the group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises on trade and other receivables, cash, participation in export partnerships, RCS group loan receivables and RCS group card receivables. The group does not consider there to be any significant concentration of credit risk in respect of which adequate impairment has not been raised.

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25. RISK MANAGEMENT (CONTINUED)

Trade receivables

The group does not have any balances which are past due date and have not been provided for, as the provisioning methodology applied takes the entire debtor population into consideration.

The risk arising on retail trade receivables is managed through a stringent group policy on the granting, continual review and monitoring of credit facilities. The group has established a credit policy under which each application for a new credit facility is analysed individually for creditworthiness. This process applies information submitted by the applicant as well as external bureau data (where this is available) to statistical credit scoring models and includes an assessment of affordability, before terms and conditions are offered. A credit facility is established for each customer, which represents the maximum possible exposure to any account holder. The facility is made available to the account holder over time depending on the displayed ability of a customer to manage their current credit allocation with us and their credit commitments at the Bureau (quality of the account management displayed by the customer). These credit facilities are reviewed annually, subject to the requirements of the National Credit Act (NCA). The scorecards are monitored regularly and redeveloped as appropriate. Account holders who are more than one cycle delinquent will be unable to spend. Depending on the duration of the delinquency credit limits may be adjusted downwards. The group does not typically require collateral for lending. However, certain categories of customers may be required to make a deposit with each purchase. There is a large, diverse and widely distributed customer base. Therefore, the group does not consider there to be any significant concentration of credit risk.

The group establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade receivables. The allowance is calculated using the internationally recognised Markov model. The Markov model is a statistical model utilised to quantify the probability of default by analysing the observed patterns of delinquency and default over an appropriate period of time to determine the inherent rate of bad debt in a debtors' book. The probability of default is applied to the account receivable balance at statement of financial position date. Accounts that are known to have applied for debt review are fully impaired. The board of directors believe that the application of these techniques result in trade receivables balances being measured reliably. There is a large, diverse and widely distributed customer base. Therefore, the group does not consider there to be any significant concentration of credit risk in respect of which any further impairment of accounts receivable is required.

Other receivables

Other receivables are neither past due nor impaired. Accordingly the group is not exposed to significant credit risk.

Cash and investments

The group limits its exposure to credit risk through dealing with well-established financial institutions with high credit standing, and thus management does not expect any counterparty to fail to meet its obligations.

Participation in export partnership

A company listed on the JSE Limited has warranted certain important cash flow aspects of the subsidiary companies' participation in export partnerships. This company is considered to be credit-worthy and no risk of loss is expected.

RCS Group loan receivables and RCS Group card receivables

The risk arising on loan and card receivables is managed through a stringent policy on the granting of credit limits, continual review and monitoring of these limits.

The RCS Group establishes an allowance for impairment that represents its estimate of incurred losses in respect of card and loan receivables. The allowance is calculated using the internationally recognised Markov model and other statistical indicators. Management aims to maintain a certain level of non-performing loan coverage, which can be influenced by the delinquency and underlying performance of the card receivables. The Markov model uses delinquency roll rates on customer balances to determine the inherent bad debt in a card book. The RCS Group board of directors believe that loan and card receivables balances are being measured fairly.

25. RISK MANAGEMENT (CONTINUED)

Exposure

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position.

In determining the recoverability of trade receivables, the group considers any changes in credit quality of the receivables up to reporting date. The concentration of credit risk is limited, as the customer base is large and unrelated.

The maximum exposure to credit risk at the reporting date was:

	2013 Rm	2012 Rm
Loans and receivables		
RCS Group card receivables	**3 106,4**	2 382,9
RCS Group loan receivables	**1 104,3**	1 067,6
Participation in export partnerships	**48,4**	66,4
Trade receivables – retail	**5 207,7**	4 569,9
Other receivables	**594,3**	226,4
Cash	**908,1**	710,9
Interest rate swaps used for hedging		
Assets	**12,5**	16,9
	10 981,7	9 041,0

Other receivables are neither past due not impaired. The group believes that there is no significant concentration of credit risk.

Impairment losses: trade receivables – retail

The group manages the ageing of its trade receivables – retail book on both a contractual and recency basis, but uses the recency basis to calculate write-off and impairment losses. Recency refers to the number of payment cycles that have elapsed since the last qualifying payment was received.

Recency categories range from 0 to 5, at which point the account will be written off, unless the payment profile score is above a fixed level.

The ageing of past due unimpaired trade receivables – retail at 31 March was:

	Carrying amount	
	2013 Rm	2012 Rm
Recency 1	**724,6**	711,7
Recency 2	**216,2**	190,2
Recency 3	**107,1**	88,1
Recency 4	**43,2**	32,6
Recency 5	**13,5**	11,0
	1 104,6	1 033,6
The movement in the allowance for impairment in respect of trade receivables – retail during the year was as follows:		
Balance at 1 April	**469,5**	365,8
Impairment raised	**805,4**	625,7
Impairment loss recognised	**(670,8)**	(522,0)
Balance at 31 March	**604,1**	469,5

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25. RISK MANAGEMENT (CONTINUED)

Impairment losses: RCS Group loan receivables

The group manages the ageing of its RCS Group loan receivables on a contractual basis.

The ageing of past due unimpaired loan receivables at 31 March was:

	Carrying amount	
	2013 Rm	2012 Rm
Past due 0 – 30 days	**46,2**	43,7
Past due 31 – 60 days	**12,2**	10,9
Past due 61 – 90 days	**5,1**	4,5
Past due more than 91 days	**4,3**	5,6
	67,8	64,7
The movement in the allowance for gross impairment in respect of loan receivables during the year was as follows:		
Balance at 1 April	**80,2**	74,5
Impairment raised	**51,0**	42,6
Impairment loss recognised	**(28,7)**	(36,9)
Balance at 31 March	**102,5**	80,2
Impairment losses: RCS Group card receivables		
The group manages the ageing of its RCS Group card receivables on a contractual basis.		
The ageing of past due unimpaired card receivables at 31 March was:		
Past due 0 – 30 days	**483,9**	371,3
Past due 31 – 60 days	**135,1**	86,4
Past due 61 – 90 days	**48,6**	25,6
Past due more than 91 days	**16,4**	0,3
	684,0	483,6
The movement in the allowance for gross impairment in respect of card receivables during the year was as follows:		
Balance at 1 April	**208,2**	176,6
Impairment raised	**226,5**	170,7
Impairment loss recognised	**(146,2)**	(139,1)
Balance at 31 March	**288,5**	208,2

Customers that are not past due and have a good track record with the group make up 75,1% of the trade receivables – retail book (2012: 71,9%), 87,7% of loan receivables (2012: 89,0%) and 72.9% of the card receivables (2012: 73,9%).

Cash flow and liquidity risk

Liquidity risk is the risk that the group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The group's approach to managing liquidity is to ensure that it will always have sufficient cash flow to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the group's reputation.

This risk is managed through cash flow forecasts, the optimisation of daily cash management and by ensuring that adequate borrowing facilities are maintained. In terms of its memorandum of incorporation, the group's borrowing powers are unlimited.

25. RISK MANAGEMENT (CONTINUED)

Cash flow and liquidity risk

The following are the contractual maturities of financial liabilities, including interest payments:

	Carrying amount Rm	Cash flows Rm	Less than 1 year Rm	1 – 2 years Rm	More than 2 years Rm
31 March 2013					
Non-derivative financial liabilities					
Interest-bearing debt	**1 938,4**	**2 049,4**	**947,9**	**1 101,5**	**–**
RCS Group external funding	**2 949,1**	**3 174,1**	**1 389,6**	**575,8**	**1 208,7**
Trade and other payables	**2 282,5**	**2 282,5**	**2 282,5**	**–**	**–**
Derivative financial liabilities					
Interest rate swaps used for hedging	**6,0**	**7,7**	**5,4**	**2,1**	**0,2**
Forward exchange contracts used for hedging	**13,4**	**397,3**	**397,3**	**–**	**–**
	7 189,4	**7 911,0**	**5 022,7**	**1 679,4**	**1 208,9**
31 March 2012					
Non-derivative financial liabilities					
Interest-bearing debt	1 728,9	1 835,9	766,8	1 069,1	–
Non-controlling interest loans	242,4	299,7	20,3	20,3	259,1
RCS Group external funding	1 766,4	2 117,2	1 088,6	333,0	695,6
Trade and other payables	1 827,0	1 827,0	1 827,0	–	–
Derivative financial liabilities					
Interest rate swaps used for hedging	14,4	7,4	3,5	3,4	0,5
Forward exchange contracts used for hedging	18,2	677,5	677,5	–	–
	5 597,3	6 764,7	4 383,7	1 425,8	955,2

The following table indicates the periods in which the cash flows associated with derivatives that are cash flow hedges are expected to occur and impact profit or loss:

	Carrying amount Rm	Cash flows Rm	Less than 1 year Rm	1 – 2 years Rm	More than 2 years Rm
31 March 2013					
Interest rate swaps					
Liability	**(6,0)**	**(7,7)**	**(5,4)**	**(2,1)**	**(0,2)**
Asset	**12,5**	**(1,4)**	**(0,6)**	**(0,5)**	**(0,3)**
Forward exchange contracts					
Liability	**(13,4)**	**(397,3)**	**(397,3)**	**–**	**–**
	(6,9)	**(406,4)**	**(403,3)**	**(2,6)**	**(0,5)**
31 March 2012					
Interest rate swaps					
Liability	(14,4)	(7,4)	(3,5)	(3,4)	(0,5)
Assets	16,9	(7,0)	(2,9)	(3,2)	(0,9)
Forward exchange contracts					
Liability	(18,2)	(677,5)	(677,5)	–	–
	(15,7)	(691,9)	(683,9)	(6,6)	(1,4)

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25. RISK MANAGEMENT (CONTINUED)

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices, will affect the group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, whilst optimising the return.

The group uses derivative financial instruments to hedge its exposure to foreign exchange and interest rate risks arising from operational, financing and investment activities. In accordance with its treasury policy, the group does not hold or issue derivative financial instruments for trading purposes.

Currency risk

The group is exposed to currency risk as operating subsidiaries undertake transactions that are denominated in foreign currencies. These currencies are the Euro, US Dollars (USD) and British Pound (GBP).

At any point in time it is the group's intention to hedge all its estimated foreign currency exposure in respect of forecast purchases over the following 12 months. The group uses forward exchange contracts to hedge its currency risk, most with a maturity of less than one year from the reporting date. When necessary, forward exchange contracts (FECs) are rolled over at maturity.

Cash flow hedge accounting is applied to all open FECs. As indicated above, the hedging instrument used is forward exchange contracts. The risk being hedged is the risk of foreign currency fluctuations and the hedge effectiveness is between 80% - 125%. All FECs have a maturity date of less than one year, and thus the cash flows are expected to occur within one year.

Exposure to currency risk

Exposure to currency risk is hedged through the use of forward exchange contracts. At 31 March the group had forward exchange contracts in various currencies in respect of future commitments to acquire inventory not yet recorded as assets on the statement of financial position.

	Foreign currency 000's	Rand equivalent (at forward cover rate) R'000
31 March 2013		
USD	**42 894**	**390 060**
EURO	**591**	**7 150**
GBP	**5**	**68**
		397 278
31 March 2012		
USD	83 548	673 326
EURO	151	1 569
GBP	4	50
SGD	405	2 539
		677 484

25. RISK MANAGEMENT (CONTINUED)

The following significant exchange rates applied during the year:

	Average rate		31 March spot rate	
	2013	2012	**2013**	2012
USD	**8,54**	7,46	**9,21**	7,74
Euro	**11,05**	10,24	**11,94**	10,32
GBP	**13,51**	11,87	**13,86**	12,36
SGD	**n/a**	5,9	**n/a**	6,1

Sensitivity analysis

The group is primarily exposed to the US Dollar, Euro and British Pound currencies. The following analysis indicates the group's sensitivity at year-end to the indicated movements in these currencies on financial instruments, assuming that all other variables, in particular interest rates, remain constant. The rates of sensitivity are the rates used when reporting the currency risk to the board and represents management's assessment of the potential change in foreign currency exchange rates at the reporting date.

A 10% strengthening of the Rand against the following currencies at 31 March would have increased equity and profit or loss by the amounts shown below.

	Equity Rm	Profit or loss Rm
31 March 2013		
USD	**40,3**	**–**
Euro	**0,7**	**–**
GBP	**0,1**	**–**
31 March 2012		
USD	65,5	–
Euro	0,1	–
GBP	0,1	–
SGD	0,2	–

A 10% weakening of the Rand against the above currencies at 31 March would have had the equal but opposite effect on equity and profit or loss to the amounts shown above, on the basis that all other variables remain constant.

The methods and assumptions used to calculate the above sensitivity analysis is consistent with the prior year.

Interest rate risk

The group is exposed to interest rate risk as it both borrows and invests funds. This risk is managed by maintaining an appropriate mix of fixed and floating rate instruments with reputable financial institutions.

In addition, interest rate swap contracts are entered into for the purposes of cash flow hedging. The RCS group loan receivables largely bear interest at fixed rates whilst borrowings bear interest at variable rates.

There is no interest rate risk on trade payables or participation in export partnerships.

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25. RISK MANAGEMENT (CONTINUED)

Profile

At 31 March the interest rate profile of the group's interest-bearing financial instruments was:

	Interest rate at 31 March		Carrying amount	
	2013 %	2012 %	**2013 Rm**	2012 Rm
Fixed rate instruments				
RCS Group loan receivables	**29,4**	31,8	**1 357,5**	1 067,6
			1 357,5	1 067,6
Variable rate instruments				
RCS Group card receivables	**20,8**	21,6	**2 853,2**	2 382,9
Trade receivables – retail	**–**	–	**634,0**	610,3
Trade receivables – retail	**21,0**	22,1	**4 573,7**	3 959,6
Cash	**8,5**	9,0	**908,1**	710,9
			8 969,0	7 663,7
Financial liabilities				
Interest-bearing debt	**5,7**	6,0	**(1 938,4)**	(1 728,9)
RCS Group external funding	**6,2 – 10,1**	7,0 – 10,6	**(2 949,1)**	(1 766,4)
Non-controlling interest loans	**–**	8,5	**–**	(242,4)
			(4 887,5)	(3 737,7)

The total RCS Group loan receivables of R1 357,5 (2012: R1 067,6) million attracts interest at floating rates as interest swaps have been taken out.

Fair value sensitivity analysis for fixed rate instruments

The group does not account for any fixed rate financial assets and liabilities at fair value through profit or loss, and the group does not designate derivatives (interest rate swaps) as hedging instruments under a fair value hedge accounting model. Therefore a change in interest rates at 31 March would not affect profit or loss.

Cash flow sensitivity analysis for variable rate instruments

An increase of 100 basis points in interest rates at 31 March would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant. The analysis was performed on the same basis for 2012.

	Profit or loss Rm	Equity Rm
31 March 2013		
Variable rate instruments	**55,9**	**–**
Interest rate swaps	**7,2**	**–**
Cash flow sensitivity (net)	**63,1**	**–**
31 March 2012		
Variable rate instruments	41,4	–
Interest rate swaps	12,0	–
Cash flow sensitivity (net)	53,4	–

A decrease of 100 basis points in interest rates at 31 March would have had the equal but opposite effect on equity and profit or loss, on the basis that all other variables remain constant.

25. RISK MANAGEMENT (CONTINUED)

Capital risk management

The board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence, and to sustain future development of business. The group primarily makes use of equity for capital management purposes.

Equity consists of ordinary share capital, retained earnings and non-controlling interests of the group. The board of directors monitors the return on equity, which the group defines as profit for the year divided by total average equity, including non-controlling interests. The board of directors also monitors the level of dividends to ordinary shareholders.

The board seeks to maintain a balance between the higher returns that might be attained with higher levels of borrowings and the advantages and security afforded by a sound capital position. The group's medium-term target is to achieve a return on equity of 28,0% – 35,0% in our retail business and 17,0% – 20,0% in the RCS Group. In 2013 the return was 27,8% in our retail business (2012: 27,8%), edging closer to the medium-term target. The return on the RCS Group in 2013 was 18,7% (2012: 18,8%), which is within our target range.

From time to time the group purchases its own shares on the market, either in the form of a general or specific repurchase or in order to meet the group's obligation in terms of its share incentive schemes (refer to note 36).

During the year a specific repurchase of 12 million ordinary shares were acquired from a wholly-owned subsidiary where after they were cancelled and delisted.

The shares are primarily intended to be used to meet the group's obligations in terms of its share incentive schemes (refer to note 36).

There were no other changes in the group's approach to capital management during the year.

Fair values versus carrying amounts

The fair values of financial assets and liabilities reasonably approximate their carrying values in the statement of financial position.

Fair value hierarchy of financial assets at fair value through profit or loss

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

Level 1 – Quoted prices (unadjusted) in an active market for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

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

	2013 Rm	2012 Rm
Level 2		
Interest rate swaps – asset	**12,5**	16,9
Interest rate swaps – liability	**(6,0)**	(14,4)
Forward exchange contracts – liabilities	**(13,4)**	(18,2)
	(6,9)	(15,7)

There are no level 1 or 3 financial instruments in the group.

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26. POST-BALANCE SHEET EVENT

During the year the RCS Group reviewed its corporate structure to ensure that it is optimal for a group of its current size and complexity.

As a result of this review, it was concluded that, effective 1 April 2013, RCS Cards Proprietary Limited aquired the business of RCS Personal Finance Proprietary Limited, a fellow subsidiary under common control of RCS Investment Holdings Proprietary Limited, in exchange for the issuance of shares by RCS Cards Proprietary Limited. This transaction has been done in terms of Section 44 of the Income Tax Act (Act No. 58 of 1962). The business combination has not been recognised in terms of IFRS 3, as it is a common control transaction that is outside the scope of IFRS 3.

The amalgamation of RCS Personal Finance Proprietary Limited and RCS Cards Proprietary Limited has not resulted in any financial effect on the consolidated statement of financial position, performance or cash flows.

No further significant events took place between the end of the financial year and the date these financial statements were authorised for issue.

	2013 Rm	2012 Rm
27. COMMITMENTS AND CONTINGENT LIABILITIES		
Authorised capital expenditure		
Authorised capital commitments	**9,5**	7,2

Contingent liabilities

The Foschini Group has provided RCS Group with a facility of R835,3 million (2012: R835,3 million) in respect of their domestic medium-term notes (DMTN) programme. As at 31 March, the utilised portion of this facility was Rnil million (2012: R291,9 million). The unused liquidity facility at this date was R835,3 million (2012: R543,4 million), which constitutes a contingent liability.

Forward exchange commitments

Refer to note 25.

	Notes	2013 Rm	2012 Rm
28. REVENUE			
Retail turnover		**12 896,4**	11 630,5
Interest income	30	**1 996,6**	1 712,1
Dividend income		**–**	9,9
Other revenue	31	**1 392,0**	1 178,3
		16 285,0	14 530,8
29. COST OF TURNOVER			
Cost of turnover comprises:			
Cost of goods sold		**(6 824,0)**	(6 097,5)
Costs of purchase, conversion and other costs		**(668,3)**	(652,6)
		(7 492,3)	(6 750,1)
30. INTEREST INCOME			
Trade receivables – TFG		**983,6**	853,7
Receivables - RCS Group		**990,3**	842,4
Sundry – TFG		**14,3**	10,0
Sundry - RCS Group		**8,4**	6,0
		1 996,6	1 712,1

	2013 Rm	2012 Rm
31. OTHER REVENUE		
Merchants' commission	**48,2**	36,4
Club income	**336,2**	297,5
Customer charges income	**502,8**	411,5
Insurance income	**431,5**	372,2
Cellular income – One2One airtime product	**67,4**	52,8
Sundry income	**5,9**	7,9
	1 392,0	1 178,3
32. OPERATING PROFIT BEFORE FINANCE CHARGES		
Operating profit before finance charges has been arrived at after taking account of:		
Trading expenses		
Depreciation	**(334,8)**	(311,2)
Amortisation	**(0,2)**	(0,4)
Employee costs: normal	**(2 002,2)**	(1 857,4)
Employee costs: share-based payments	**(65,8)**	(72,2)
Occupancy costs: normal	**(1 205,3)**	(1 041,9)
Occupancy costs: operating lease liability adjustment	**(24,7)**	(25,7)
Net bad debt	**(940,7)**	(721,2)
Other operating costs	**(1 177,4)**	(964,2)
	(5 751,1)	(4 994,2)
The following disclosable amounts are included above:		
Auditor's remuneration		
Fees	**(6,4)**	(5,3)
Net loss on sale of property, plant and equipment	**(6,4)**	(2,8)
Retirement fund expenses (refer to note 36)	**(157,6)**	(140,4)
Staff discount (refer to note 36)	**(23,8)**	(20,9)
33. FINANCE COSTS		
Finance costs on financial liabilities measured at amortised cost	**(327,9)**	(284,9)
34. TAXATION		
Income tax expense		
South African current taxation		
Current year	**836,4**	754,0
Prior year over provision	**(3,7)**	(3,2)
Secondary taxation on companies	**–**	83,1
South African deferred taxation		
Current year	**(81,5)**	(57,2)
Prior year under provision	**4,9**	3,2
Secondary taxation on companies	**–**	0,8
Non-South African current taxation		
Current year	**33,8**	31,3
Prior year under provision	**–**	1,1
Non-South African deferred taxation		
Current year	**(7,2)**	(3,7)
Prior year (over) under provision	**(1,2)**	0,4
Assessed loss impairment	**5,6**	–
	787,1	809,8

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEARS ENDED 31 MARCH

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	2013 Rm	2012 Rm
34. TAXATION (CONTINUED)		
Reconciliation of tax rate		
Effective tax rate	**29,0**	32,4
Exempt income	**0,1**	0,1
Non-deductible expenditure	**(0,8)**	(1,0)
Non-South African tax rate	**(0,1)**	(0,1)
Assessed loss impairment	**(0,2)**	–
Secondary tax on companies and withholding tax on dividends	**–**	(3,4)
South African statutory rate	**28,0**	28,0

35. EARNINGS PER SHARE

Basic and headline earnings per share

The calculation of basic and headline earnings per share at 31 March 2013 was based on profit for the year attributable to ordinary shareholders of The Foschini Group Limited of R1 792,0 (2012: R1 582,1) million and headline earnings of R1 796,6 (2012: R1 584.2) million divided by the weighted average number of ordinary shares as follows:

	2013 Rm		2012 Rm	
	Gross	**Net of taxation**	Gross	Net of taxation
Profit attributable to equity holders of The Foschini Group Limited		**1 792,0**		1 582,1
Adjusted for the after-tax effect of:				
Profit on disposal of property, plant and equipment	**(0,2)**	**(0,1)**	(0,5)	(0,3)
Loss on disposal of property, plant and equipment	**6,7**	**4,7**	3,3	2,4
Headline earnings		**1 796,6**		1 584,2

	2013 Number of shares		2012 Number of shares	
	Gross	**Weighted**	Gross	Weighted
Gross number of ordinary shares in issue	**240 498 241**	**240 498 241**	240 498 241	240 498 241
Treasury shares	**(34 093 958)**	**(34 093 958)**	(35 190 324)	(35 190 324)
Net number of ordinary shares in issue at beginning of year	**206 404 283**	**206 404 283**	205 307 917	205 307 917
Shares purchased in terms of share incentive schemes	**(1 102 400)**	**(839 004)**	(893 735)	(751 026)
Shares sold	**608 988**	**10 254**	–	–
Shares delivered	**5 298 351**	**3 678 908**	1 990 101	602 527
Share transactions in terms of repurchase arrangements	**(1 107 376)**	**(6 169)**	–	–
Net number of ordinary shares in issue at end of year	**210 101 846**	**209 248 272**	206 404 283	205 159 418

	2013	2012
35. EARNINGS PER SHARE (CONTINUED)		
Weighted average number of ordinary shares in issue	**209 248 272**	205 159 418
Earnings per ordinary share (cents)	**856,4**	771,0
Headline earnings per ordinary share (cents)	**858,6**	772,0

Diluted earnings and headline earnings per share

The calculation of diluted earnings and diluted headline earnings per share at 31 March 2013 is based on profit for the year attributable to ordinary shareholders of The Foschini Group Limited of R1 792,0 (2012: R1 582,1) million and headline earnings of R1 796,6 (2011: R1 584,2) million divided by the fully diluted weighted average number of ordinary shares as follows:

	2013	2012
Weighted average number of ordinary shares as above	**209 248 272**	205 159 418
Number of shares that would have been issued for no consideration	**1 806 610**	1 628 674
Weighted average number of ordinary shares used for dilution	**211 054 882**	206 788 092
Diluted earnings per ordinary share (cents)	**849,1**	765,1
Diluted headline earnings per ordinary share (cents)	**851,3**	766,1

36. EMPLOYEE BENEFITS

Share incentive schemes

Executive directors and key management personnel of the group participate in its share incentive schemes.

Options (Foschini 1997 Share Option Scheme)

The scheme rules of the 1997 scheme provide that delivery and payment for the shares take place in three equal tranches on the second, fourth and sixth anniversary of the date on which the options were exercised.

Share appreciation rights (Foschini 2007 Share Incentive Scheme)

The scheme rules of the 2007 scheme provide that, upon fulfilment of certain performance conditions, the share appreciation rights (SARs) may upon request, be converted from the third anniversary of the grant date. Participants are entitled to receive shares in equal value to the growth in the share price on a defined number of shares between the date of grant and the date of conversion. The entitlement to these shares is subject to group performance criteria, linked to inflation. All rights expire after six years.

Forfeitable shares (Foschini 2010 Share Incentive Scheme)

Two forfeitable share (FS) instruments form part of this scheme, namely performance and restricted shares. Performance shares vest after a minimum of three years, subject to inflation-linked group performance criteria. Shares lapse after five years if performance criteria have not been achieved. Restricted shares are issued with the specific objective of improving the retention of key senior talent, whilst still utilising an instrument that aligns the interests of recipients with that of shareholders.

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36. EMPLOYEE BENEFITS (CONTINUED)

	2013	2012
Share instruments granted and accepted for the financial year ended 31 March		
1 June 2011 - TFG 2010 Share Incentive Scheme		
Consideration		nil
Estimated value on grant date		R87,09
Expected volatility		0%
Expected dividend yield		0%
Risk-free interest rate		0%
3 June 2011 – TFG 2010 Share Incentive Scheme		
Consideration		nil
Estimated value on grant date		R86,32
Expected volatility		0%
Expected dividend yield		0%
Risk-free interest rate		0%
3 June 2011 – TFG 2007 Share Incentive Scheme		
Consideration		nil
Expected volatility		33,39%
Expected dividend yield		5,27%
Risk-free interest rate		7,5%
19 July 2012 – TFG 2007 Share Incentive Scheme		
Grant price	**R136,22**	
Expected volatility	**24,26%**	
Expected dividend yield	**4,19%**	
Risk-free interest rate	**7,0%**	
19 July 2012 – TFG 2010 Share Incentive Scheme		
Consideration	**nil**	
Estimated value on grant date	**R141,28**	
Expected volatility	**0%**	
Expected dividend yield	**0%**	
Risk-free interest rate	**0%**	

The expected volatilities above were calculated as rolling volatilities matching the expected life of the instrument. TFG's historical daily closing share price was used for the calculation.

The group recognised total expenses of R65,8 (2012: R72,2) million relating to equity-settled share-based payment transactions.

Details of the share instruments outstanding at the end of the year are set out below.

	Number of share options	
TFG 1997 Share Option Scheme	**2013**	2012
Options exercised, subject to future delivery, at 1 April	**1 176 414**	1 574 750
Options forfeited during the year	**(17 334)**	(3 334)
Options delivered during the year	**(1 050 744)**	(395 002)
Options exercised, subject to future delivery, at 31 March	**108 336**	1 176 414

	Number of SARs	
TFG 2007 Share Incentive Scheme	**2013**	2012
SARs granted, subject to fulfilment of conditions, at 1 April	**10 119 800**	11 712 000
SARs granted during the year, subject to fulfilment of conditions	**570 700**	734 600
SARs forfeited during the year	**(89 300)**	(10 500)
SARs delivered during the year	**(6 982 800)**	(2 316 300)
SARs granted, subject to fulfilment of conditions, at 31 March	**3 618 400**	10 119 800

SARs delivered during the year equates to 4 234 919 (2012:1 596 899) ordinary shares.

	Number of FS	
TFG 2010 Share Incentive Scheme	**2013**	2012
FS granted, subject to fulfilment of conditions, at 1 April	**881 435**	–
FS granted during the year, subject to fulfilment of conditions	**594 200**	881 435
FS granted, subject to fulfilment of conditions at 31 March	**1 475 635**	881 435

36. EMPLOYEE BENEFITS (CONTINUED)

Options in terms of the 1997 scheme will be delivered during the following financial years:

Exercise date	Price	Year of delivery	Number of share options
1 June 2007	R70,63	2014	5 000
18 June 2007	R64,60	2014	3 334
17 July 2007	R60,55	2014	83 334
25 July 2007	R60,94	2014	3 334
18 February 2008	R38,80	2014	13 334
			108 336

Upon request, SARs in terms of the 2007 scheme may be converted from the following financial years:

Grant date	Price	Year of conversion	Number of SARs
3 March 2008	R41,87	2014	72 000
3 November 2008	R40,00	2014	19 000
25 March 2009	R42,28	2014	74 000
10 November 2009	R64,47	2014	50 000
2 June 2010	R64,47	2014	2 107 500
3 June 2011	R86,62	2015	725 200
19 July 2012	R136,22	2016	570 700
			3 618 400

Upon request, FS in terms of the 2010 scheme vest from the following financial years:

Grant date	Price	Year of vesting	Number of FS
1 June 2011	R87,09	2015	229 635
3 June 2011	R86,32	2015	651 800
19 July 2012	R141,98	2016	594 200
			1 475 635

These schemes are administered by The Foschini Share Incentive Trust which holds shares in The Foschini Group Limited as follows:

	2013	2012
Shares held at the beginning of the year	**9 150 399**	11 140 500
Shares purchased during the year	**500 000**	–
Shares sold during the year	**(575 610)**	–
Shares delivered during the year	**(5 298 351)**	(1 990 101)
Shares held at the end of the year	**3 776 438**	9 150 399

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36. EMPLOYEE BENEFITS (CONTINUED)

Retirement funds

TFG funds

TFG Retirement Fund: Defined contribution plan

The Foschini Group Retirement Fund, which is governed by the provisions of the Pension Funds Act No. 4 of 1956, is a defined contribution plan. It provides comprehensive retirement and associated benefits for members and their dependants. The employer and the members make equivalent contributions in respect of retirement benefits. In addition, the employer covers death and disability benefits, reinsurance, and administration and management costs.

An actuarial valuation of the fund was performed at 31 December 2012, in which the valuator reported that the fund was in a sound financial position.

The actuarial valuation as at 31 December 2015 is due to be performed during the 2016 financial year.

Investment Solutions Pension Fund: Defined contribution plan

All employees above an annually determined pensionable salary threshold are required to be members of this fund. The employer contributes 1,5% of employee's earnings to this fund.

Namflex Pension Fund: Defined contribution plan

All permanent employees in Namibia under normal retirement age are required to be members of the Namflex Pension Fund. This fund is a money purchase arrangement whereby the members pay 7,5% of their pensionable salary as contributions towards retirement benefits.

The employer and the members make equivalent contributions in respect of retirement benefits. In addition, the employer covers death and disability benefits, reinsurance, and administration and management costs.

Sibaya Pension Fund: Defined contribution plan

All permanent employees in Swaziland under normal retirement age are required to be members of the Sibaya Pension Fund, whereby members pay 7,5% of their pensionable salary as contributions to this fund.

The employer and the members make equivalent contributions in respect of retirement benefits. In addition, the employer covers death and disability benefits, reinsurance, and administration and management costs.

RCS Group funds

Alexander Forbes Retirement Annuity: Defined contribution plan

All permanent employees of RCS Botswana Proprietary Limited under normal retirement age are required to be members of the Alexander Forbes Retirement Annuity. The employees and the employer make equivalent contributions in respect of the retirement annuity benefits. In addition, the employer covers death and disability benefits, reinsurance, and administration and management costs.

Liberty Life Pension Fund: Defined contribution plan

All employees of the Massdiscounters credit business were transferred to the Liberty Life Pension Fund. The employees and the employer make equivalent contributions in respect of pension fund benefits. In addition, the employer covers death and disability benefits, reinsurance, and administration and management costs.

Liberty Life Provident Fund: Defined contribution plan

The Liberty Life Provident Fund, which is governed by the provisions of the Pension Funds Act No. 24 of 1956, is a defined contribution plan. It provides comprehensive retirement and associated benefits for members and their dependants. All permanent employees of RCS Group, excluding those that are employed by RCS Botswana Proprietary Limited and RCS Namibia Proprietary Limited, are members of the retirement fund. The employer pays 14% contributions in respect of provident fund benefits. In addition, the employer covers death and disability benefits, reinsurance, and administration and management costs.

36. EMPLOYEE BENEFITS (CONTINUED)

Retirement funds (continued)

RCS Group funds (continued)

Sanlam Retirement Annuity: Defined contribution plan

All permanent employees of RCS Investment Holdings Namibia Proprietary Limited under normal retirement age are required to be members of retirement annuities managed by Sanlam. The employees and the employer makes equivalent contributions in respect of retirement annuity benefits. In addition, the employer covers death and disability benefits, reinsurance, and administration and management costs.

	Number of members		Employer contributions	
	2013	2012	**2013 Rm**	2012 Rm
Summary per fund:				
TFG Funds				
TFG Retirement Fund	**11 690**	11 438	**140,1**	125,7
Investment Solutions Provident Fund	**209**	188	**2,4**	2,1
Namflex Pension Fund	**287**	273	**2,2**	1,9
Sibaya Provident Fund	**10**	9	**–***	–*
RCS Group Funds				
Alexander Forbes Retirement Annuity	**6**	6	**–***	–*
Liberty Life Pension Fund	**9**	9	**–***	0,1
Liberty Life Provident Fund	**784**	650	**12,9**	10,5
SACCAWU Provident Fund	**–**	–	**–**	0,1
Sanlam Retirement Annuity	**4**	2	**–***	–*
	12 999	12 575	**157,6**	140,4

* Zero as a result of rounding to millions.

Medical aid

TFG funds

TFG Medical Aid Scheme: Defined contribution plan

The company and its wholly-owned subsidiaries operate a medical aid scheme for the benefit of their permanent South African employees. Membership of the scheme is voluntary, except for senior employees.

Total membership currently stands at 2 885 (2012: 2 894) principal members.

These costs are charged against income as incurred and amounted to R44,8 (2012: R38,4) million, with employees contributing a further R43.8 (2012: R38,4) million to the fund.

In respect of the year ended 31 December 2012, the scheme earned contributions of R86.7 million and reflected a net surplus of R10,4 million after the deduction of all expenses. The fund had net assets totalling R51,8 million.

The budgeted projected surplus in respect of the year ending 31 December 2013 is R10,6 million.

Bankmed Medical Aid Scheme: Defined contribution plan

Permanent employees in Namibia are voluntary members of the Bankmed Medical Aid Scheme.

These costs are charged against income as incurred and amounted to R0,8 (2012: R0,7) million, with employees contributing a further R0,8 (2012: R0,7) million to the fund. There are currently 51 (2012: 52) members of this fund.

Momentum Health Group Medical Aid Scheme: Defined contribution plan

An external medical aid scheme, Momentum Health Plan (2012: Ingwe Health Plan), is also available to group employees and is subsidised by the group in the same way as the schemes mentioned above. The plans offered cater for lower income earners, and 29 (2012: 34) employees are currently members. Costs charged to income total R0,8 (2012: R0,9) million.

The Foschini Group Limited and its subsidiaries

36. EMPLOYEE BENEFITS (CONTINUED)

Medical aid (continued)

Liberty Blue Medical Aid Scheme: Defined contribution plan

Permanent employees in Nigeria and Zambia are voluntary members of the Liberty Blue Health Scheme.

These costs are charged against income as incurred and amounted to R0,1 (2012: Rnil) million, with employees contributing a further R0,1 (2012: Rnil) million to the fund. There are currently 37 (2012: nil) members of this fund.

RCS Group Funds

Discovery Health: Defined contribution plan

All permanent staff of RCS Cards Proprietary Limited and RCS Home Loans Proprietary Limited are required to become members of their choice of the medical plans offered by Discovery Health. Total membership currently stands at 439 (2012: 396) principal members.

These costs are charged against income as incurred and amounted to R9,9 million (2012: R8,0 million). The RCS Group has no obligation to fund medical aid contributions for current or retired employees.

BOMaid: Defined contribution plan

All permanent staff of RCS Botswana Proprietary Limited are required to become members of their choice of the medical plans offered by BOMaid. Total membership currently stands at three (2012: three) principal members.

These costs are charged against income as incurred and amounted to R29 379 (2012: R29 961). The RCS Group has no obligation to fund medical aid contributions for current or retired employees.

Nexus Medical Aid: Defined contribution plan

All permanent staff of RCS Investment Holdings Namibia Proprietary Limited are required to become members of their choice of the medical plans offered by Nexus Medical Aid. Total membership currently stands at one (2012: one) principal member.

These costs are charged against income as incurred and amounted to R36 864 (2012: R36 864). The RCS Group has no obligation to fund medical aid contributions for current or retired employees.

Post-retirement medical aid

Qualifying retired employees are entitled to medical aid benefits, which have been fully provided for (refer to note 23).

Other

Group employees and pensioners are entitled to a discount (on selling price) on purchases made at stores within the group.

37. DIRECTORS' REMUNERATION

2013	Fees R'000	Remune-ration R'000	Pension fund R'000	Travel allowance R'000	Other benefits* R'000	Perfor-mance bonus R'000	Total R'000
Non-executive							
D M Nurek	**1 210,0**	**–**	**–**	**–**	**–**	**–**	**1 210,0**
Prof. F Abrahams	**363,0**	**–**	**–**	**–**	**–**	**–**	**363,0**
S E Abrahams	**393,0**	**–**	**–**	**–**	**–**	**–**	**393,0**
W V Cuba	**269,5**	**–**	**–**	**–**	**–**	**–**	**269,5**
M Lewis	**238,0**	**–**	**–**	**–**	**–**	**–**	**238,0**
E Oblowitz	**317,5**	**–**	**–**	**–**	**–**	**–**	**317,5**
N V Simamane	**269,5**	**–**	**–**	**–**	**–**	**–**	**269,5**
K N Dhlomo	**15,9**	**–**	**–**	**–**	**–**	**–**	**15,9**
B L M Makgabo – Fiskerstrand	**83,3**	**–**	**–**	**–**	**–**	**–**	**83,3**
Total	**3 159,7**	**–**	**–**	**–**	**–**	**–**	**3 159,7**
Executive							
A D Murray	**–**	**5 064,0**	**683,6**	**359,4**	**49,3**	**–**	**6 156,3**
R Stein	**–**	**2 876,0**	**388,3**	**275,5**	**42,3**	**–**	**3 582,1**
P S Meiring	**–**	**2 609,0**	**352,2**	**275,5**	**42,3**	**–**	**3 279,0**
Total	**–**	**10 549,0**	**1 424,1**	**910,4**	**133,9**	**–**	**13 017,4**
Total remuneration 2013	**3 159,7**	**10 549,0**	**1 424,1**	**910,4**	**133,9**	**–**	**16 177,1**

2012	Fees R'000	Remune-ration R'000	Pension fund R'000	Travel allowance R'000	Other benefits* R'000	Perfor-mance bonus# R'000	Total R'000
Non-executive							
D M Nurek	1 135,0	–	–	–	–	–	1 135,0
Prof. F Abrahams	340,0	–	–	–	–	–	340,0
S E Abrahams	368,0	–	–	–	–	–	368,0
W V Cuba	253,0	–	–	–	–	–	253,0
M Lewis	223,0	–	–	–	–	–	223,0
E Oblowitz	298,0	–	–	–	–	–	298,0
D M Polak	243,5	–	–	–	–	–	243,5
N V Simamane	253,0	–	–	–	–	–	253,0
K N Dhlomo	253,0	–	–	–	–	–	253,0
Total	3 366,5	–	–	–	–	–	3 366,5
Executive							
A D Murray	–	4 708,7	635,6	335,3	27,7	6 317,4	12 024,7
R Stein	–	2 683,3	362,2	257,1	21,5	2 994,3	6 318,4
P S Meiring	–	2 420,6	326,7	257,1	21,5	2 519,2	5 545,1
Total	–	9 812,6	1 324,5	849,5	70,7	11 830,9	23 888,2
Total remuneration 2012	3 366,5	9 812,6	1 324,5	849,5	70,7	11 830,9	27 254,7

* Other benefits include medical aid and housing allowance.

Paid during 2013 but relates to 2012 performance.

In accordance with the requirements of IFRS 2, the fair value of share instruments granted to employees is expensed in profit or loss over the term of the share instruments. An amount of R11,0 (2012: R12,9) million, R2,1 (2012: R3,6) million and R1,9 million (2012: R3,3) million was recognised in respect of share instruments granted to Messrs A D Murray, R Stein, and P S Meiring respectively. These amounts are not included in the amounts reflected above. During the year restraint of trade payments were made to executive directors. These amounted to R12,3 million, R3,1 million and R5,7 million paid to Messrs A D Murray, R Stein and P S Meiring respectively. No restraint of trade payments were made during 2012.

The Foschini Group Limited and its subsidiaries

38. RELATED PARTY TRANSACTIONS

Shareholders

An analysis of the principal shareholders of the company is provided in Appendix 1. For details of directors' interests refer to note 12.

Subsidiaries

During the year, in the ordinary course of business, certain companies within the group entered into arm's length transactions. These intra-group transactions have been eliminated on consolidation.

Other related parties

The Foschini Group Retirement Fund

The Foschini Group Retirement Fund is administered by Foschini Retail Group Proprietary Limited, a subsidiary of The Foschini Group Limited.

	2013 Rm	2012 Rm
Administration fee earned from The Foschini Group Retirement Fund	**2,5**	2,1

An executive director of The Foschini Group Limited (Mr R Stein) is also a trustee of The Foschini Group Retirement Fund.

Directors

Remuneration

Details relating to executive and non-executive directors' remuneration are disclosed in note 37.

Interest of directors in contracts

No directors have any interests in contracts that are in contravention of Section 75 of the Companies Act No. 71 of 2008 of South Africa. Executive directors are bound by service contracts.

Loans to directors

No loans have been made to directors.

Employees

Remuneration paid to key management personnel is as follows:

	2013 Rm	2012 Rm
Short-term employee benefits		
Remuneration	**90,5**	85,5
Performance bonus	**6,3**	49,0
Travel allowance	**13,7**	12,7
Post-employment benefits		
Pension fund	**10,8**	7,6
Other long-term benefits		
Other benefits	**1,8**	1,2
Share-based payments		
Fair value of share instruments granted*	**50,8**	52,5
Restraint of trade payments	**98,9**	–
Total remuneration	**272,8**	208,5

Refer to note 37 for further disclosure regarding remuneration paid to executive directors of the company.

	2013 Rm	2012 Rm
39. CASH GENERATED FROM OPERATIONS		
Operating profit before working capital changes		
Profit before taxation	**2 713,7**	2 501,6
Adjustments for:		
Interest income – sundry	**(22,7)**	(16,0)
Finance costs	**327,9**	284,9
Dividend income	**–**	(9,9)
Non-cash items	**448,0**	419,8
Depreciation	**334,8**	311,2
Amortisation	**0,2**	0,4
Operating lease liability adjustment	**24,7**	25,7
Share-based payments	**65,8**	72,2
Post-retirement medical aid movement	**6,6**	6,9
Foreign currency translation reserve movement	**9,4**	0,3
Loss on disposal of property, plant and equipment	**6,7**	3,6
Profit on disposal of property, plant and equipment	**(0,2)**	(0,5)
	3 466,9	3 180,4
Working capital changes:		
Inventory	**(284,3)**	(342,8)
Trade and other receivables	**(1 652,7)**	(1 335,5)
Trade and other payables	**350,2**	109,9
	(1 586,8)	(1 568,4)
Total cash generated from operations	**1 880,1**	1 612,0

The Foschini Group Limited and its subsidiaries

	2013 Rm	2012 Rm
40. TAXATION PAID		
Balance at the beginning of the year	**(57,3)**	(79,1)
Current tax for the year recognised in profit or loss	**(866,5)**	(866,3)
Current tax effect of other items in equity	**14,7**	7,2
Balance at the end of the year	**100,7**	57,3
	(808,4)	(880,9)
41. DIVIDENDS PAID		
Dividends paid during the year	**(1 057,4)**	(828,6)
Dividends paid by subsidiary to non-controlling interest	**–**	(20,4)
	(1 057,4)	(849,0)

42. BUSINESS COMBINATIONS

42.1 G-Star

As a consequence of the group's acquisition of Fabiani, with effect from 1 April 2012, the group has acquired two G-Star franchise stores in South Africa. These stores will be managed together with the Fabiani stores.

Fair value of assets acquired and liabilities assumed through this business combination:

	2013 Rm
Property, plant and equipment	**4,0**
Inventory	**4,7**
Total identifiable net assets	**8,7**
Trademark	**10,7**
Total purchase price (paid in two tranches)	**19,4**
Cash flow	
Business combinations occurring during the reporting period	**19,4**

42.2 Prior year acquisitions

On 1 October 2011 the group acquired the business of Jeffdee Clothing CC trading as Fabiani as a going concern. Fabiani is a leading, premium menswear retailer in South Africa. As a result of the acquisition, the group has now gained an entry into the high wealth customer segment in menswear.

On 1 March 2012, as part of our ongoing supply chain initiatives, the group acquired the business of Prestige Clothing cc as a going concern. Prestige Clothing is a longstanding clothing manufacturing supplier of our group. This acquisition will improve the group's competitive advantage and enable the group to meet the increased demands for seasonal fast-fashion merchandise.

The fair value of assets acquired and liabilities assumed through these business combinations was R9,1 million. A trademark of R49,3 million and goodwill of R24,1 million was recognised on the acquisition and the total cash outflow as a result of these business combinations was R82,5 million.

43. ACCOUNTING STANDARDS AND INTERPRETATIONS TO BE ADOPTED IN FUTURE YEARS

There are standards and interpretations in issue that are not yet effective. These include the following standards and interpretations that are applicable to the group and may have an impact on future financial statements:

IAS 19 Employee Benefits: Defined benefit plans

The amendments to IAS 19 will be adopted by the group for the first time for its financial reporting period ending 31 March 2014.

IAS 19 (2011) changes the definition of short-term and long-term employee benefits to clarify the distinction between the two. For defined benefit plans the group will have to change its accounting policy for the recognition of actuarial gains and losses. These will be recognised immediately in other comprehensive income and no longer in profit or loss. The group may also need to assess the impact of the change in measurement principles of expected return on plan assets.

The above amendments, as well as the additional amendments that are of a presentation nature, will not have a significant impact on the group's financial statements.

IFRS 9 (2009) Financial Instruments

IFRS 9 will be adopted by the group for the first time for its financial reporting period ending 31 March 2016. The standard will be applied retrospectively, subject to transitional provisions.

IFRS 9 addresses the initial measurement and classification of financial assets and will replace the relevant sections of IAS 39.

Under IFRS 9 there are two options in respect of classification of financial assets, namely financial assets measured at amortised cost or at fair value. Financial assets are measured at amortised cost when the business model is to hold assets in order to collect contractual cash flows and when they give rise to cash flows that are solely payments of principal and interest on the principal outstanding. All other financial assets are measured at fair value. Embedded derivatives are no longer separated from hybrid contracts that have a financial asset host.

The impact on the financial statements for the group has not yet been estimated.

IFRS 9 (2010) Financial Instruments

IFRS 9 (2010) will be adopted by the group for the first time for its financial reporting period ending 31 March 2016. The standard will be applied retrospectively, subject to transitional provisions.

Under IFRS 9 (2010), the classification and measurement requirements of financial liabilities are the same as per IAS 39, except for the following two aspects:

- Fair value changes for financial liabilities (other than financial guarantees and loan commitments) designated at fair value through profit or loss, that are attributable to the changes in the credit risk of the liability will be presented in other comprehensive income (OCI). The remaining amount of the fair value change is recognised in profit or loss. However, if this requirement creates or enlarges an accounting mismatch in profit or loss, then the whole fair value change is presented in profit or loss. The determination as to whether such presentation would create or enlarge an accounting mismatch is made on initial recognition and is not subsequently reassessed.
- Under IFRS 9 (2010) derivative liabilities that are linked to and must be settled by delivery of an unquoted equity instrument whose fair value cannot be reliably measured, are measured at fair value.

IFRS 9 (2010) incorporates the guidance in IAS 39 dealing with fair value measurement and accounting for derivatives embedded in a host contract that is not a financial asset, as well as the requirements of IFRIC 9 Reassessment of Embedded Derivatives.

The impact on the financial statements for the group has not yet been estimated.

The Foschini Group Limited and its subsidiaries

43. ACCOUNTING STANDARDS AND INTERPRETATIONS TO BE ADOPTED IN FUTURE YEARS (continued)

IFRS 10 Consolidated Financial Statements

IFRS 10 will be adopted by the group for the first time for its financial reporting period ending 31 March 2014.

IFRS 10 introduces a single control model to assess whether an investee should be consolidated. This control model requires entities to perform the following in determining whether control exists:

- Identify how decisions about the relevant activities are made;
- Assess whether the entity has power over the relevant activities by considering only the entity's substantive rights;
- Assess whether the entity is exposed to variability in returns; and
- Assess whether the entity is able to use its power over the investee to affect returns for its own benefit.

The standard will be applied retrospectively if there is a change in the control conclusion between IAS 27/SIC 12 and IFRS 10.

Following application of IFRS 10, control will be assessed on a continuous basis and will be reassessed as facts and circumstances change.

The group has assessed all current investees and believes that the consolidation conclusion is consistent in terms of IAS 27/SIC 12 and IFRS 10. Retrospective application of IFRS 10 is therefore not envisaged.

IFRS 11 Joint arrangements

Under IFRS 11, the structure of the joint arrangement, although still an important consideration, is no longer the major factor in determining the type of joint arrangement and therefore the subsequent accounting.

- The groups's interest in a joint operation, which is an arrangement in which the parties have rights to the assets and obligations for the liabilities, will be accounted for on the basis of the group's interest in those assets and liabilities.
- The groups's interest in a joint venture which is an arrangement in which the parties have rights to the net assets, will be equally accounted.

No impact on the financial statements for the group is expected.

IFRS 12 Disclosure of Interests in Other Entities

IFRS 12 will be adopted by the group for the first time for its financial reporting period ending 31 March 2014.

IFRS 12 combines, in a single standard, the disclosure requirements for subsidiaries, associates and joint arrangements, as well as unconsolidated structured entities.

The required disclosures aim to provide information to enable users to evaluate:

- the nature of, and risks associated with, an entity's interests in other entities; and
- the effects of those interests on the entity's financial position, financial performance and cash flows.

The adoption of the new standard will increase the level of disclosure provided for the entity's interests in subsidiaries, joint arrangements, associates and structured entities.

IFRS 13 Fair Value Measurement

IFRS 13 will be adopted by the group for the first time for its financial reporting period ending 31 March 2014.

IFRS 13 introduces a single source of guidance on fair value measurement for both financial and non-financial assets and liabilities by defining fair value, establishing a framework for measuring fair value and setting out disclosure requirements for fair value measurements. The key principles in IFRS 13 are as follows:

- Fair value is an exit price;
- Measurement considers characteristics of the asset or liability and not entity-specific characteristics;
- Measurement assumes a transaction in the entity's principal (or most advantageous) market between market participants;

43. ACCOUNTING STANDARDS AND INTERPRETATIONS TO BE ADOPTED IN FUTURE YEARS (CONTINUED)

IFRS 13 Fair Value Measurement (continued)

- Price is not adjusted for transaction costs;
- Measurement maximises the use of relevant observable inputs and minimises the use of unobservable inputs;
- The three-level fair value hierarchy is extended to all fair value measurements.

The group is in the process of assessing the impact of IFRS 13. Currently the group believes that there will be no significant impact on these financial statements.

IAS 28 (2011) Investments in Associates and Joint Ventures

IAS 28 (2011) will be adopted by the group for the first time for its financial reporting period ending 31 March 2014.

IAS 28 (2011) supersedes IAS 28 (2008) and carries forward the existing accounting and disclosure requirements with limited amendments. These include:

- IFRS 5 is applicable to an investment, or a portion of an investment, in an associate or a joint venture that meets the criteria to be classified as held for sale; and
- On cessation of significant influence or joint control, even if an investment in an associate becomes an investment in a joint venture or vice versa, the group does not remeasure the retained interest.

The initial application of this amendment is not expected to have an impact on the group's financial statements.

IAS 1 Presentation of Financial Statements

The amendment to IAS 1 will be adopted by the group for the first time for its financial reporting period ending 31 March 2014.

The group will present those items of other comprehensive income that may be reclassified to profit or loss in the future separately from those that would never be reclassified to profit or loss. The related tax effects for the two sub-categories will be shown separately.

This is a change in presentation and will have no impact on the recognition or measurement of items in the financial statements.

This amendment will be applied retrospectively and the comparative information will be restated.

IFRS 7 Financial Instruments: Disclosures (offsetting financial assets and financial liabilities)

The amendment to IFRS 7 will be adopted by the group for the first time for its financial reporting period ending 31 March 2014.

In terms of the amendments, new disclosure requirements apply to:

- Financial assets and financial liabilities that are offset in the statement of financial position; or are subject to enforceable master netting arrangements or similar agreements. The group does not currently apply offsetting in the financial statements.

No impact on the financial statements for the group is expected.

IAS 32 Financial Instruments: Presentation (Offsetting Financial Assets and Financial Liabilities)

The amendment to IAS 32 will be adopted by the group for the first time for its financial reporting period ending 31 March 2015.

The amendments clarify when an entity can off-set financial assets and financial liabilities.
This amendment is not expected to impact the group.

THE FOSCHINI GROUP LIMITED

FOR THE YEARS ENDED 31 MARCH

STATEMENT OF FINANCIAL POSITION: COMPANY

	Note	**2013 Rm**	2012 Rm	2011 Rm
ASSETS				
Non-current assets				
Interest in subsidiaries	3	**26 769,1**	29 196,6	19 716,9
		26 769,1	29 196,6	19 716,9
Current assets				
Interest in subsidiaries	3	**30,0**	552,7	568,4
Investment in preference shares		**–**	–	200,0
Other receivables		**0,3**	0,2	3,4
Cash		**1,8**	4,1	1,1
Taxation receivable		**3,7**	–	–
		35,8	557,0	772,9
Total assets		**26 804,9**	29 753,6	20 489,8
EQUITY AND LIABILITIES				
Capital and reserves				
Share capital	12	**3,2**	3,4	3,4
Share premium		**498,7**	498,7	498,7
Dividend reserve	14	**616,9**	637,3	510,0
Revaluation reserve		**25 774,7**	27 687,9	18 470,9
Own shares held		**(129,3)**	–	–
Distributable reserve		**(989,7)**	917,5	997,8
		25 774,5	29 744,8	20 480,8
Current liabilities				
Other payables		**126,3**	6,7	7,4
Taxation payable		**–**	2,1	1,6
Interest in subsidiaries	3	**904,1**	–	–
		1 030,4	8,8	9,0
Total equity and liabilities		**26 804,9**	29 753,6	20 489,8
Guarantee: The company has guaranteed the overdraft facilities of subsidiary companies.				
The amounts utilised amounted to		**1 842,0**	1 575,0	1 440,0

INCOME STATEMENT: COMPANY

	2013 Rm	2012 Rm
Profit before taxation*	711,9	1 104,2
Taxation – current year	(14,5)	(90,9)
Profit attributable to ordinary shareholders	697,4	1 013,3
* after taking account of:		
Dividend income – subsidiary companies	644,7	1 039,0
– preference shares	–	9,9

STATEMENT OF COMPREHENSIVE INCOME: COMPANY

	2013 Rm	2012 Rm
Profit attributable to ordinary shareholders	697,4	1 013,3
Fair value (loss) gain on revaluation of interest in subsidiaries	(1 913,2)	9 217,0
Total comprehensive (loss) income for the year	(1 215,8)	10 230,3

STATEMENT OF CHANGES IN EQUITY: COMPANY

	2013 Rm	2012 Rm
Equity at the beginning of the year	29 744,8	20 480,8
As previously stated	2 056,9	2 009,9
Change in accounting policy	27 687,9	18 470,9
Total comprehensive income for the year	(1 215,8)	10 230,3
Repurchase of shares in the open market	(129,3)	–
Repurchase of shares from subsidiary	(1 432,7)	–
Dividends paid	(1 192,5)	(966,3)
Equity at the end of the year	25 774,5	29 744,8

NOTES TO THE FINANCIAL STATEMENTS

1. The company financial statements have been prepared using the accounting policies disclosed in note 1 of the group consolidated annual financial statements to the extent relevant and where indicated therein. Note references to the group consolidated financial statements are equally applicable to the company financial statements where indicated.

   As stated in note 1 of the group consolidated annual financial statements, investments in subsidiaries are now measured at fair value. For further details regarding this change in accounting policy, refer to note 2 below.

2. A voluntary change in accounting policy on investments in subsidiaries has been applied from 1 April 2012 to show the company's interest in subsidiary companies at fair value rather than at cost as we believe this is a more appropriate measure. The fair value (of the company's interest in subsidiaries) has been determined with reference to the quoted market price of the company's issued shares on the Johannesburg Stock Exchange at each reporting date. This is considered a Level 2 valuation method in terms of the fair value hierarchy.

   This change in accounting policy has been applied retrospectively and resulted in an increase in the investment asset and revaluation reserve. This change in accounting policy has no effect on the group consolidated financial statements or on the company's earnings per share.

THE FOSCHINI GROUP LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEARS ENDED 31 MARCH

3. SUBSIDIARY COMPANIES

Name of subsidiary	Note	Issued share capital R	**2013 Fair value Rm**	2012 Fair value Rm	2011 Fair value Rm	**2013 Indeb-tedness Rm**	2012 Indeb-tedness Rm	2011 Indeb-tedness Rm
Trading subsidiaries								
Fashion Retailers (Pty) Ltd	4	250 006	**0,2**	0,2	0,2	**–**	–	–
Fashion Retailers Zambia Limited	6, 10	75	**–**	–	–	**24,0**	24,0	–
Foschini Finance (Pty) Ltd	2	6	**–**	–	–	**–**	–	38,9
Foschini Investments (Pty) Ltd	2	10	**–**	–	–	**–**	–	–
Foschini Lesotho (Pty) Ltd	7	2	**–**	–	–	**–**	–	–
Foschini Retail Group (Pty) Ltd	2, 3, 10	2	**102,5**	102,5	102,5	**887,7**	1 402,0	1 142,1
Foschini Services (Pty) Ltd	2	10	**–**	–	–	**–**	–	–
Foschini Stores (Pty) Ltd	2, 9	1	**–**	–	–	**(904,1)**	528,6	528,6
Foschini Swaziland (Pty) Ltd	5	2	**–**	–	–	**–**	–	–
Markhams (Pty) Ltd	2	1	**–**	–	–	**–**	–	–
Pienaar Sithole and Associates (Pty) Ltd	2, 10	50	**–**	–	–	**–**	1,0	1,8
Retail Credit Solutions (Pty) Ltd	2	18 200	**–**	–	–	**–**	–	–
TFG Apparel Supply Company (Pty) Ltd	2	1	**–**	–	–	**–**	–	–
What U Want To Wear (Pty) Ltd	2	66 200	**0,1**	0,1	0,1	**–**	–	–
Foschini Nigeria Limited	8	2 840 769	**2,8**	2,8	–	**6,9**	–	–
Total trading subsidiaries at cost			**105,6**	105,6	102,8	**14,5**	1 955,6	1 711,4
Other at cost*			**1,1**	1,1	1,1	**(0,9)**	(0,9)	(0,9)
Adjustment to fair value			**25 774,7**	27 687,9	18 470,9	**–**	–	–
Fair value of interest in subsidiaries			**25 881,4**	27 794,6	18 574,8	**13,6**	1 954,7	1 710,5

Summary	**2013 Rm**	2012 Rm	2011 Rm
Investment in shares at fair value	**25 881,4**	27 794,6	18 574,8
Amounts owing by subsidiaries – non-current portion	**887,7**	1 402,0	1 142,1
Total non-current portion	**26 769,1**	29 196,6	19 716,9
Amounts owing by subsidiaries – current portion	**30,0**	552,7	568,4
Amounts owing to subsidiaries – current portion	**(904,1)**	–	–
Total interest in subsidiaries	**25 895,0**	29 749,3	20 285,3

Notes

1. The company owns, directly or indirectly, all the ordinary shares in the subsidiaries listed above.
2. Incorporated in South Africa.
3. Included is an amount of R102,5 (2012: R102,5) million representing the fair value of 102 500 R1 preference shares issued on 28 February 2002. The directors' valuation thereof at 31 March 2013 is R102,5 (2012: R102,5) million.
4. Incorporated in Namibia.
5. Incorporated in Swaziland.
6. Incorporated in Zambia.
7. Incorporated in Lesotho.
8. Incorporated in Nigeria.
9. The loan to subsidiary is unsecured, interest free and no fixed date for repayment has been determined.
10. The loan to subsidiary is unsecured, bears interest at rates determined from time to time and no fixed date for repayment has been determined. By mutual agreement the loan will not be repayable within the next 12 months.

* A schedule of these details is available on request.

Earnings of subsidiaries

The total profit (losses) of consolidated subsidiaries after elimination of intra-group transactions, are as follows:

	2013 Rm	2012 Rm
Profits	**1 777,9**	1 613,4
Losses	**(18,6)**	(5,5)
Net consolidated profit after taxation	**1 759,3**	1 607,9

4. RELATED PARTY INFORMATION

Loans to and from related parties are disclosed in note 3.

	2013 Rm	2012 Rm
Interest was received from the following related parties:		
Foschini Retail Group (Pty) Ltd	**52,7**	63,7
Pienaar Sithole and Associates (Pty) Ltd	**0,1**	0,3
	52,8	64,0
Dividends were received from the following related parties:		
Foschini Finance (Pty) Ltd	**8,5**	–
Foschini Retail Group (Pty) Ltd	**530,0**	910,1
Foschini Stores (Pty) Ltd	**120,7**	96,7
Retail Credit Solutions (Pty) Ltd	**–**	26,1
TFG Apparel Supply Company (Pty) Ltd	**–**	0,7
	659,2	1 033,6
Preference dividends were received from the following related party:		
Foschini Retail Group (Pty) Ltd	**5,4**	5,4
Dividends were paid to the following related parties:		
Foschini Stores (Pty) Ltd	**120,5**	96,7
Foschini Retail Group (Pty) Ltd	**14,2**	–
Retail Credit Solutions (Pty) Ltd	**0,1**	–
TFG Apparel Supply Company (Pty) Ltd	**0,4**	–
The Foschini Share Incentive Trust	**–**	42,0
	135,2	138,7

Also refer to note 38 for related party disclosure.

APPENDIX 1: SHAREHOLDINGS

ANALYSIS OF SHAREHOLDINGS

Compiled by JP Morgan Cazenove utilising the company's transfer secretaries' records as at 28 March 2013.

SPREAD ANALYSIS	Number of holders	% of total shareholders	Number of shares held	% of shares in issue
1 – 1 000 shares	4 318	63,2	1 590 483	0,7
1 001 – 10 000 shares	1 803	26,4	5 687 484	2,5
10 001 – 100 000 shares	488	7,1	16 474 098	7,2
100 001 – 1 000 000 shares	179	2,6	57 831 685	25,3
1 000 001 shares and over	45	0,7	146 914 491	64,3
	6 833	100,0	228 498 241	100,0

DISTRIBUTION OF SHAREHOLDINGS

Category	Number of shares held	% of shares in issue
Unit trusts/mutual funds and other managed funds	87 127 951	38,1
Pension funds	61 876 577	27,1
Corporate holding*	12 585 324	5,5
Private investors	20 267 666	8,9
Sovereign wealth	17 551 313	7,7
Insurance companies	11 508 148	5,0
Investment and employee trusts*	5 354 347	2,3
Other	12 226 915	5,4
	228 498 241	100,0

* includes shareholdings of Foschini Stores (Proprietary) Limited and The Foschini Share Incentive Trust

BENEFICIAL SHAREHOLDINGS GREATER THAN 3%

Beneficial interests - direct and indirect, as per share register and information supplied by nominee companies as at 28 March 2013.

	Holding	% of shares in issue
Government Employees Pension Fund (PIC)	38 042 077	16,7
Foschini Stores (Pty) Ltd	12 049 824	5,3
Lewis family	9 104 137	4,0
	59 196 038	26,0

APPENDIX 1: SHAREHOLDINGS (CONTINUED)

FUND MANAGERS' HOLDINGS GREATER THAN 3%

According to disclosures made, the following fund managers administered client portfolios which included more than 3% of the company's issued shares

	Holding	% of shares in issue
Government Employees Pension Fund (PIC)	30 275 367	13,3
Blackrock Inc	12 061 459	5,3
Foord Asset Management	9 758 039	4,3
Momentum Asset Management	9 467 000	4,1
AGF Investments Inv	9 096 366	4,0
Old Mutual Investment Group SA	7 407 240	3,2
UBS Global Asset Management	7 209 368	3,2
Government Singapore Investment Corp	6 934 977	3,0
	92 209 816	40,4

SHAREHOLDING SPREAD

Category	Number of holders	% of total shareholders	Number of shares held	% of shares in issue
Public	6 581	96,0	197 538 109	86,5
Directors	8	0,0	12 563 737	5,5
Trust	1	0,0	3 776 438	1,6
Subsidiary and company	2	0,0	13 157 200	5,8
Employees of TFG	241	4,0	1 462 757	0,6
Total	6 833	100,0	228 498 241	100,0

APPENDIX 2: DEFINITIONS

Credit transactions - RCS Group	Comprises all loan advances and card purchases for the year under review
Credit transactions - retail	VAT inclusive credit retail turnover and income from sundry credit services
Current ratio	Current assets divided by current liabilities
Debt: equity ratio	Net borrowings expressed as a percentage of total equity
Dividend cover	Basic earnings per share divided by dividend declared
Doubtful debt provision as a % of debtors' book	Provision for doubtful debts expressed as a percentage of gross receivables
EBITDA	Earnings before finance costs, tax, depreciation and amortisation
EBITDA finance charge cover	EBITDA divided by finance costs
Finance charge cover	Operating profit before finance charges divided by finance costs
Gross square metres	Comprises the total leased store area including stock rooms
Headline earnings	Net income attributable to ordinary shareholders adjusted for the effect, after tax, of exceptional items
Headline earnings per ordinary share	Headline earnings divided by the weighted average number of shares in issue for the year
Market capitalisation	The market price per share at the year-end multiplied by the number of ordinary shares in issue at the year-end
Net bad debt and provision movement	VAT exclusive bad debts including provision movement, net of recoveries
Net bad debt write-off - retail	VAT inclusive bad debts, net of recoveries and excluding movement in provision
Net bad debt write-off - RCS Group	VAT exclusive bad debts, net of recoveries and excluding movement in provision
Net bad debt write-off as a % of credit transactions	Net bad debt write-off expressed as a percentage of credit transactions
Net bad debt write-off as a % of debtors' book	Net bad debt write-off expressed as a percentage of gross receivables
Net borrowings	Interest-bearing debt and non-controlling interest loans reduced by preference share investment (where relevant) and cash
Operating margin	Operating profit before finance charges expressed as a percentage of retail turnover
Operating profit	Profit earned from normal business operations
Recourse debt: equity ratio	Recourse debt reduced by preference share investment (where relevant) and cash, expressed as a percentage of total equity
Tangible net asset value per ordinary share	Total net asset value, after non-controlling interest, excluding goodwill and intangible assets, divided by the net number of ordinary shares in issue at the year-end
Trading expenses	Trading expenses are costs incurred in the normal course of business and includes amongst other depreciation, amortisation, employee costs, occupancy costs, net bad debt and other operating costs