

**TULIP UK HOLDINGS (NO.3) LIMITED**  
**REPORT AND ACCOUNTS**  
**FOR THE FINANCIAL YEAR**  
**ENDED 31 MARCH 2015**

**Registered No. 05934885**

# **Tulip UK Holdings (No.3) Limited Report and Accounts for the year ended 31 March 2015**

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# **Tulip UK Holdings (No.3) Limited Report and Accounts for the year ended 31 March 2015**

**Directors and advisors**

## **Directors**

NK Misra  
K Chatterjee (resigned 1 June 2014)  
S Biswas (appointed 1 June 2014)

## **Secretary**

SV Gidwani

## **Company Number**

05934885

## **Registered office**

30 Millbank  
London  
SW1P 4WY

## **Auditor**

Deloitte LLP  
Bristol

# **Tulip UK Holdings (No.3) Limited Report and Accounts for the year ended 31 March 2015**

## **Strategic report for the year ended 31 March 2015**

The directors present the strategic report of Tulip UK Holdings (No.3) Ltd (the Company) for the year ended 31 March 2015.

### **Principal activities**

The Company is a wholly owned subsidiary of Tulip UK Holdings (No.2) Limited which is a wholly owned subsidiary within the Tata Steel Europe Limited ('TSE') Group. The company is exempt from the obligation to prepare and deliver group accounts under s400 of the Companies Act 2006.

The principal activity of the Company is that of an investment holding Company for the group's investment in Tata Steel UK Holdings Limited. Further details of the investments are shown in notes 9 and 10 to the accounts.

No change in the Company's activities in the foreseeable future is envisaged.

### **Business review**

The company is managed as an integral part of the TSE Group. The business issues impacting TSE have been disclosed in the business review section of the strategic report in its annual report and accounts.

The Company's directors do not believe that key performance indicators (or discussion thereof) are appropriate for an understanding of the development, performance or position of the Company. The performance of Tata Steel Europe Limited ('TSE') which includes the Company, is discussed in its Annual Report & Accounts, which does not form part of this report.

#### *Results and dividends*

The loss for the year after taxation amounts to £1,268,693k (2014: £33,385k) which includes a permanent diminution of £1,233,000k in the value of the Company's investment in Tata Steel UK Holdings Limited due to weaker market conditions mainly in the UK construction market, which is expected to remain weak over the near and medium term.

The directors do not recommend that a dividend be paid and no dividends were paid or proposed during the year (2014: £nil).

#### *Employees*

The Company had no employees in either the current or prior year, as shown in note 6 of the accounts.

#### *Environment*

The Company recognises the importance of its environmental responsibilities, monitors its impact on the environment, and designs and implements policies to reduce any damage that might be caused by the Company's activities. The Company operates in accordance with TSE Group policies. Activities designed to minimise the Company's impact on the environment include improving our energy use efficiency and reducing the production of waste (both hazardous and non-hazardous).

# **Tulip UK Holdings (No.3) Limited Report and Accounts for the year ended 31 March 2015**

## **Strategic report for the year ended 31 March 2015 (continued)**

### **Principal risks and uncertainties**

#### *Going concern*

After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

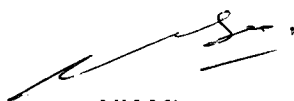
#### *Investment in group undertakings*

The company holds a number of investments in subsidiary companies. Although the Directors are satisfied that the recoverable amount of the investments are not less than their book value, there is a remote risk that in future periods the book value may become impaired.

### **Future developments and subsequent events**

The Company has no significant future developments to report.

By order of the Board



NK Misra  
Director  
29 June 2015

# Tulip UK Holdings (No.3) Limited Report and Accounts for the year ended 31 March 2015

## Directors' report for the year ended 31 March 2015

The directors present their report and the audited financial statements for the year ended 31 March 2015.

### Directors' indemnity

The Company's Articles of Association provide, subject to the provisions of UK legislation, an indemnity for directors and officers of the Company in respect of liabilities they may incur in the discharge of their duties or in their exercise of their powers, including any liabilities relating to the defence of any proceedings brought against them which relate to anything done or omitted, or alleged to have been done or omitted by them as officers or employees of the Company.

### Directors

The current directors and those who held office during the year and to the date of this report are listed on page 2.

### Dividends

The directors do not recommend that a dividend be paid and no dividends were paid or proposed during the year (2014: £nil).

### Statement on disclosure of information to the Company's auditor

Each director in office at the date of this Directors' report confirms that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor are unaware; and
- the director has taken all the relevant steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

### Auditor

Deloitte LLP have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

### Information provided in the strategic report

In accordance with section 414(c) (11) of the UK Companies Act 2006 the directors have chosen to disclose the following information in the Company's strategic report:

- Factors likely to affect the Group's future development and position; and
- The Company's employees.
- Going concern disclosure

By order of the Board



NK Misra  
Director  
29 June 2015

# **Tulip UK Holdings (No.3) Limited Report and Accounts for the year ended 31 March 2015**

## **Directors' responsibilities statement**

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under Company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

# **Tulip UK Holdings (No.3) Limited Report and Accounts for the year ended 31 March 2015**

## **Independent Auditor's report to the members of Tulip UK Holdings (No.3) Limited**

We have audited the financial statements of Tulip UK Holdings (No.3) Limited for the year ended 31 March 2015 which comprise the Profit and loss account, the Balance sheet and accounting policies and the related notes 1 to 17. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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

### **Respective responsibilities of directors and auditor**

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

### **Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

### **Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2015 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Strategic Report and Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.



# **Tulip UK Holdings (No.3) Limited Report and Accounts for the year ended 31 March 2015**

## **Independent Auditor's report to the members of Tulip UK Holdings (No.3) Limited (continued)**

### **Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

*Andrew Wright*

Andrew Wright (Senior statutory auditor)  
for and on behalf of Deloitte LLP  
Chartered Accountants and Statutory Auditor  
Bristol, United Kingdom

29 June 2015

# Tulip UK Holdings (No.3) Limited Report and Accounts for the year ended 31 March 2015

## Profit and loss account

For the financial year ended 31 March

		2015 £000	2014 £000
	<b>Notes</b>		
<b>Operating result</b>	2	-	-
Restructuring and Impairment costs	3	<u>(1,233,000)</u>	-
<b>Loss on ordinary activities before finance charges</b>		<u>(1,233,000)</u>	-
Interest receivable and other similar income	4	64,222	28,764
Interest payable and other similar charges	5	<u>(99,915)</u>	(62,149)
<b>Loss on ordinary activities before taxation</b>		<u>(1,268,693)</u>	(33,385)
Taxation	8	-	-
<b>Loss on ordinary activities after taxation</b>	15	<u><u>(1,268,693)</u></u>	<u><u>(33,385)</u></u>

The Company has no gains or losses other than as above and therefore no separate statement of total recognised gains and losses has been presented.

The loss on ordinary activities before taxation in the current and prior year derives entirely from continuing activities.

All references to 2015 in the Financial Statements, presentation of accounts and accounting policies and the related Notes 1 to 17 refer to the financial year ended 31 March 2015 or as at 31st March 2015 as appropriate (2014: the financial year ended 31 March 2014 or as at 31 March 2014).

The notes on pages 11 to 16 form part of these accounts.


# Tulip UK Holdings (No.3) Limited Report and Accounts for the year ended 31 March 2015

## Balance sheet

As at 31 March

		2015 £000	2014 £000
	Notes		
<b>Fixed assets</b>			
<b>Investments</b>			
Investments in subsidiary undertakings	9	4,282,435	4,692,580
		<u>4,282,435</u>	<u>4,692,580</u>
<b>Current assets</b>			
Debtors: amounts falling due within one year	11	4,049	4,049
Debtors: amounts falling due after more than one year	11	27,578	12,337
		<u>31,627</u>	<u>16,386</u>
Creditors: amounts falling due within one year	12	(23,711)	(8,224)
<b>Net current assets</b>		<u>7,916</u>	<u>8,162</u>
<b>Total assets less current assets</b>		<u>4,290,351</u>	<u>4,700,742</u>
Creditors: amounts falling due after more than one year	13	(2,220,052)	(1,361,750)
<b>Net assets</b>		<u>2,070,299</u>	<u>3,338,992</u>
<b>Capital and reserves</b>			
Called up share capital	14	3,503,707	3,503,707
Profit and loss account	15	(1,433,408)	(164,715)
<b>Equity shareholders' funds</b>	16	<u>2,070,299</u>	<u>3,338,992</u>

The accounts on pages 9 to 16 were approved by the Board on 29 June 2015 and were signed on its behalf by:-



NK Misra  
Director  
Tulip UK Holdings (No 3) Limited  
Registered No: 05934885

The notes on pages 11 to 16 form part of these accounts.

# Tulip UK Holdings (No.3) Limited Report and Accounts for the year ended 31 March 2015

## Notes to the financial statements

### 1. Presentation of accounts and principal accounting policies

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom (UK GAAP). A summary of the key accounting policies is set out below. These have been applied consistently in the current and prior period.

#### (i) Basis of preparation

Tulip UK Holdings (No.3) Limited is a private limited company incorporated in the United Kingdom under the Companies Act 2006. The functional and presentational currency of the Company is Sterling. The accounts have been prepared under the historical cost convention in accordance with the Companies Act 2006.

Group accounts have not been prepared as the Company is a wholly owned indirect subsidiary of TSE, which has prepared consolidated accounts for the year to 31 March 2015.

As set out in the Strategic report: Going Concern, the Board of directors has assessed the ability of the Company to continue as a going concern and these financial statements have been prepared on a going concern basis.

#### (ii) Use of estimates

The preparation of accounts in line with generally accepted accounting principles requires management to make estimates and assumptions that affect the:

- (i) reported amounts of assets and liabilities;
- (ii) disclosure of contingent assets and liabilities at the date of the accounts; and
- (iii) reported amounts of income and expenses during the reporting year.

Actual results could differ from those estimates.

#### (iii) Financial instruments

Financial assets and financial liabilities are recognised on the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

#### (iv) Fixed asset investments

Fixed asset investments are stated at cost. Provisions are made if events or circumstances indicate that the carrying amount may not be recoverable. Income from fixed asset investments comprises dividends declared up to the balance sheet date and, where relevant, is shown before deduction of overseas withholding taxes.

# Tulip UK Holdings (No.3) Limited Report and Accounts for the year ended 31 March 2015

## Notes to the financial statements (continued)

(v) Cash flow statement

The cash flows of the Company are included in the consolidated cash flow statement of TSE. Consequently the Company is exempt under the terms of Financial Reporting Standard No.1 (Revised) from publishing a cash flow statement.

(vi) Related party disclosures

The Company has taken advantage of the exemptions available to it under FRS 8 'Related Party Disclosures' paragraphs 3(a) and (c) in not disclosing related party transactions with other Tata Steel Limited group undertakings.

(vii) Taxation

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences. In contrast, deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Liabilities are not recognised for taxable temporary differences arising on investments in subsidiaries, joint ventures and associates where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. The Company has chosen not to discount deferred tax assets and liabilities.

Both current and deferred tax items are calculated using the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. This means using tax rates that have been enacted or substantially enacted by the balance sheet date. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also recognised within equity.

## 2. Operating costs

The auditor's remuneration for the audit of the Company's accounts was £2,000 (2014: £2,000). The auditor's remuneration was borne by fellow group company Tata Steel UK Limited in both years. There were no non audit fees in the current or prior year.

## 3. Net restructuring and impairment costs

	2015 £000	2014 £000
Impairment of fixed asset investments	1,233,000	-
	<u>1,233,000</u>	<u>-</u>

# Tulip UK Holdings (No.3) Limited Report and Accounts for the year ended 31 March 2015

## Notes to the financial statements (continued)

### 4. Interest receivable and similar income

	2015 £000	2014 £000
Interest receivable on loans to subsidiary undertakings	64,222	28,764
	<u>64,222</u>	<u>28,764</u>

### 5. Interest payable and similar charges

	2015 £000	2014 £000
Interest payable on loans from parent undertakings	99,915	62,149
	<u>99,915</u>	<u>62,149</u>

### 6. Employees

The Company has no employees other than the directors (2014: nil).

### 7. Directors emoluments

No directors received any emoluments during the year in respect of their services to the Company (2014: £nil). The emoluments of the directors that are also directors of the intermediate parent Company TSE are disclosed in the TSE Report and Accounts.

### 8. Taxation

	2015 £000	2014 £000
Current tax charge	-	-

	2015 £000	2014 £000
The current tax charge/(credit) reconciles with the standard rate of corporation tax as follows:		
Loss on ordinary activities before taxation	(1,268,693)	(33,385)
Tax on result at standard rate of 21% (2014: 23%)	(266,425)	(7,679)
Effects of:		
Tax losses not recognised	-	4,190
Non deductible impairment of investments	258,930	-
Permanent differences	51	56
Group relief surrendered free of charge	7,445	3,433
	<u>-</u>	<u>-</u>

A deferred tax asset is not recognised in respect of tax losses of £115,687k (2014: £82,485k) due to uncertainty of utilisation.

# Tulip UK Holdings (No.3) Limited Report and Accounts for the year ended 31 March 2015

## Notes to the financial statements (continued)

### 9. Investments in subsidiary undertakings

	Shares in subsidiary undertakings £000	Loans to subsidiary undertakings £000	Total £000
<b>Cost</b>			
At 1 April 2014	3,947,479	745,101	4,692,580
Additions	-	822,855	822,855
<b>At 31 March 2015</b>	<b>3,947,479</b>	<b>1,567,956</b>	<b>5,515,435</b>
<b>Provisions</b>			
At 1 April 2014	-	-	-
Impairment losses recognised during the year	(1,233,000)	-	(1,233,000)
<b>At 31 March 2015</b>	<b>(1,233,000)</b>	<b>-</b>	<b>(1,233,000)</b>
<b>Net book value at 31 March 2014</b>	<b>2,714,479</b>	<b>1,567,956</b>	<b>4,282,435</b>
<b>Net book value at 31 March 2015</b>	<b>3,947,479</b>	<b>745,101</b>	<b>4,692,580</b>

During the year ended 31 March 2015, the Company loaned £775,065k to Tata Steel UK Holdings Limited. Interest is being charged at LIBOR +5% and is being rolled into the loan on a 6 monthly basis.

The carrying values of the Company's investments are tested annually for impairment. The outcome of the test at 31 March 2015 resulted in a permanent diminution of £1,233,000k in the value of the Company's investment in Tata Steel UK Holdings Limited due to weaker market conditions mainly in the UK construction market, which is expected to remain weak over the near and medium term.

### 10. Investments

The Company holds 100% of the ordinary share capital in Tata Steel UK Holdings Limited, a Holding Company incorporated in England and Wales.

### 11. Debtors

	2015 £000	2014 £000
<b>Amounts falling due within one year:</b>		
Amounts owed by subsidiary undertakings	4,049	4,049
<b>Amounts falling due after more than one year:</b>		
Amounts owed by subsidiary undertakings	27,578	12,337
	<b>31,627</b>	<b>16,386</b>

# Tulip UK Holdings (No.3) Limited Report and Accounts for the year ended 31 March 2015

## Notes to the financial statements (continued)

### 12. Creditors: amounts falling due within one year

	2015 £000	2014 £000
Amounts owed to parent undertakings	23,711	8,224
	<u>23,711</u>	<u>8,224</u>

### 13. Creditors: amounts falling due after more than one year

	2015 £000	2014 £000
Amounts owed to parent undertakings	2,220,052	1,361,750
	<u>2,220,052</u>	<u>1,361,750</u>

At the year ended 31 March 2015, the total amount outstanding with Tata Steel Global Holdings Pte. Limited, including principal and rolled interest, is £652,097k and the total amount outstanding with TSE is £1,567,956k.

Included in the amount outstanding with TSE is an interest free loan of £2,985k. For the remaining loans, with both TSE and Tata Steel Global Holdings Pte. Limited, interest is being charged at LIBOR +5% and is being rolled into the loan on a 6 monthly basis. The amount of £1,542,554k is due for repayment in March 2018 and £677,498k is due for repayment in December 2021.

### 14. Called up share capital

	2015 £000	2014 £000
<b>Allotted, called up and fully paid</b> 3,503,707,157 ordinary shares of £1 each	<u>3,503,707</u>	<u>3,503,707</u>

### 15. Reserves

	Profit and loss account £000
Balance at 1 April 2014	(164,715)
Loss for the financial year	<u>(1,268,693)</u>
<b>Balance at 31 March 2015</b>	<u><b>(1,433,408)</b></u>

### 16. Reconciliation of movements in shareholders' funds

	2015 £000	2014 £000
Opening shareholders' funds	3,338,992	3,372,377
Loss for the financial year	<u>(1,268,693)</u>	<u>(33,385)</u>
<b>Closing shareholders' funds</b>	<u><b>2,070,299</b></u>	<u><b>3,338,992</b></u>



# **Tulip UK Holdings (No.3) Limited Report and Accounts for the year ended 31 March 2015**

## **Notes to the financial statements (continued)**

### **17. Ultimate and immediate parent company**

Tulip UK Holdings (No.2) Limited is the Company's immediate parent Company, which is registered in England and Wales. TSE is the intermediate holding Company, which is registered in England and Wales, and is the smallest group to consolidate these financial statements.

Copies of the report and accounts for TSE may be obtained from the Secretary, 30 Millbank, London, SW1P 4WP.

Tata Steel Limited, a Company incorporated in India, is the ultimate parent Company and controlling party and the largest group to consolidate these financial statements. Copies of the Report & Accounts for TSL may be obtained from its registered office at Bombay House, 24 Homi Mody Street, Mumbai, 400 001.