Company Registration No. 06445043 (England and Wales)

GUSIUTE HOLDINGS (UK) LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH 2016

GUSIUTE HOLDINGS (UK) LIMITED

CONTENTS

FOR THE YEAR ENDED 31 MARCH 2016

The directors, in preparing this Strategic Report, have complied with s414C of the Companies Act 2006.

PRINCIPAL ACTIVITES AND BUSINESS REVIEW

The Company continues to act as an intermediate holding Company. The Company does not trade.

The profit on ordinary activities before taxation for the year was $18,301,000 (2015: $15,713,000).

An interim dividend of $18,200,000 was paid to the ordinary shareholders on 26 June 2015. The directors do not recommend the payment of a further dividend (2015: $17,377,000). The dividend on the 8% per annum non-cumulative redeemable preference shares amounting to $362,000 was paid on 30 April 2015.

FUTURE OUTLOOK

No changes to the status of the Company and its plans for the near future.

PRINCIPAL RISKS AND UNCERTAINTIES

The Company does not have any external borrowings and is not subject to any covenants.

The results, financial position and risks of the Company are dependent on the results, financial position and risks of its direct and indirect subsidiaries.

By order of the Board

John Mulhall
Director
25 May 2016

GUSIUTE HOLDINGS (UK) LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2016

The directors present their annual report on the affairs of the Company, together with the audited financial statements for the year ended 31 March 2016.

DIRECTORS

The directors who served during the year, and thereafter were:

P K Ghose (resigned 30 September 2015)
Mukundan Ramakrishnan
J S Mulhall (appointed on 16 September 2015)

GOING CONCERN

The directors have concluded that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, the directors continue to adopt the going concern basis of accounting in preparing the annual financial statements. Refer note 1.3 of the financial statement.

POLITICAL CONTRIBUTIONS

No donations were made to any political party during the year (2015: £nil).

AUDITOR AND STATEMENT OF DISCLOSURE TO THE AUDITOR

Each person who is a director at the date of approval of this report confirms that:

- so far as each of the directors is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- each of the directors has taken all the steps that he ought to have taken as a director in order to make himself 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 s418 of the Companies Act 2006.

Under section 487 of the Companies Act 2006, Deloitte LLP will be deemed to have been reappointed as auditors 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

By order of the Board

John Mulhall
Director
25 May 2016

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 MARCH 2016

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 International Financial Reporting Standards (IFRSs) as adopted by the European Union. 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, International Accounting Standard 1 requires that directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the Company's ability to continue as a going concern.

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.

By order of the Board

John Mulhall
Director
25 May 2016

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF GUSIUTE HOLDINGS (UK) LIMITED

FOR THE YEAR ENDED 31 MARCH 2016

We have audited the financial statements of Gusiute Holdings (UK) Limited for the year ended 31 March 2016 which comprise the Profit and loss account, the Balance Sheet, the Statement of Changes in Equity, the Statement of Cash Flow and the related notes 1 to 15. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

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 THE 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 2016 and of its profit for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

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

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, 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.

Anthony Farnworth BA ACA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Manchester, United Kingdom

10 June 2016

GUSIUTE HOLDINGS (UK) LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 MARCH 2016

	Note	2016 $'000	2015 $'000
Administrative expenses		(41)	(46)
Operating loss		(41)	(46)
Finance income	5	19,142	17,787
Finance costs	6	(800)	(2,028)
Profit on ordinary activities before taxation	4	18,301	15,713
Tax on profit ordinary activities	7	-	-
Profit for the financial year		18,301	15,713

All results arose from continuing operations.

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

There are no recognised gains and losses other than the profit or loss for the current year and preceding year. Accordingly, a statement of other comprehensive income has not been prepared.

GUSIUTE HOLDINGS (UK) LIMITED

BALANCE SHEET

AS AT 31 MARCH 2016

Assets	Note	2016 $'000	2015 $'000	2014 $'000
Non-current assets				
Investments	8	743,413	743,413	743,413
		743,413	743,413	743,413
Current assets				
Trade and other receivables	9	10,534	10,421	11,677
Cash and short term deposits		595	185	209
		11,129	10,606	11,886
Total assets		754,542	754,019	755,299
Equity and liabilities				
Equity				
Share capital	11	(683,536)	(683,536)	(683,536)
Retained earnings	12	(42,353)	(42,252)	(43,916)
Equity attributable to owners of the Company		(725,889)	(725,788)	(727,452)
Non-current liabilities				
Trade and other payables	10	(27,800)	-	(27,500)
		(27,800)	-	(27,500)
Current liabilities				
Trade and other payables	10	(853)	(28,231)	(347)
		(853)	(28,231)	(347)
Total liabilities		(28,653)	(28,231)	(27,847)
Total Equity and liabilities		(754,542)	(754,019)	(755,299)

The accompanying notes are an integrated part of these financial statements.

The financial statements of Gusiute Holdings (Uk) Limited, Company registration number 06445043, were approved by the Board of Directors on 25 May 2016.

Signed on behalf of the Board of Directors by:

John Mulhall
Director

GUSIUTE HOLDINGS (UK) LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2016

	Share capital	Retained earnings	Total equity
	$'000	**$'000**	**$'000**
Balance at 1 April 2014	(683,536)	(43,916)	(727,452)
Profit for the period	-	(15,713)	(15,713)
Dividend paid during the year	-	17,377	17,377
Total comprehensive income for the period	-	1,664	1,664
Balance at 31 March 2015	(683,536)	(42,252)	(725,788)
Profit for the period	-	(18,301)	(18,301)
Dividend paid during the year	-	18,200	18,200
Total comprehensive income for the period	-	(101)	(101)
Balance at 31 March 2016	(683,536)	(42,353)	(725,889)

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2016

	Note	2016 $'000	2015 $'000
Net cash outflow operating activities	13	(71)	(24)
Investing activities			
Dividend received		18,743	17,377
Net cash flows used in investing activities		**18,743**	**17,377**
Financing activities			
Dividend paid		(18,562)	(17,377)
Issue of preference share		300	-
Net cash flows used in financing activities		**(18,262)**	**(17,377)**
Net increase in cash and cash equivalents		410	(24)
Cash and cash equivalents at beginning of year		185	209
Cash and cash equivalents at end of year		595	185

1 Significant Accounting Policies

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements and in preparing an opening International Financial Reporting Standards (IFRS) balance sheet at 1 April 2014 for the purposes of the transition to IFRS as adopted by the European Union.

1.1 Basis of preparation

The financial statements of the Company have been prepared in accordance with IFRS as adopted by the European Union.

For all periods up to and including the year ended 31 March 2015, the Company prepared its financial statements in accordance with UK generally accepted accounting practice (UK GAAP). These financial statements for the year ended 31 March 2016 are the first financial statement the Company has prepared in accordance with IFRS. No adjustments were required to the prior year financial statements on adoption of IFRS in the current year (refer note 15)

Since Company's Ultimate parent prepares a consolidated financial statement, where Company financial statement are also included, thus no consolidated financial statement has been prepared by the Company.

The financial statements have been prepared on a historical cost basis.

1.2 Functional and reporting currency

All material transactions are conducted in US Dollars and accordingly the directors have selected USD as the Company’s functional and reporting currency.

1.3 Going concern

The directors have prepared forecasts and projections for the Company. As a result of the projections prepared, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

1.4 Foreign currency

Transactions in foreign currencies are initially recorded by the Company at the functional currency rates prevailing at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rate of exchange ruling at the reporting date. All differences are taken to the profit and loss account.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items is recognised in line with the gain or loss of the item that gave rise to the translation difference (translation differences on items whose gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss respectively).

1.5 Investments

Investments are shown at cost less provision for impairment.

1.6 Financial Instruments

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

a) Financial assets

Initial recognition and measurement

Financial assets within the scope of IAS 39 are classified as financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale financial assets, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Company determines the classification of its financial assets at initial recognition.

All financial assets are recognised initially at fair value.

The Company's financial assets include trade and other receivables classified as Loans and receivables.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate method (EIR), less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the income statement. The losses arising from impairment are recognised in the income statement in finance costs.

Impairment of financial assets

The Company assesses at each reporting date whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred 'loss event') and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, the probability that they will enter bankruptcy or other financial reorganisation and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Derecognition of financial assets

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset to another entity. On derecognition, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that been recognised in other comprehensive income and accumulated in equity is recognised in the profit and loss account.

1.6 Financial Instruments (continued)

b) Financial liabilities and equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement

Financial liabilities within the scope of IAS 39 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Company determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, carried at amortised cost. This includes directly attributable transaction costs.

The Company's financial liabilities include trade and other payables which are calssfied as Other financial liabilities.

Subsequent measurement

The measurement of financial liabilities depends on their classification as follows:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term. This category includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by IAS 39.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Other financial liabilities

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs. They are subsequently measured at amortised cost

Derecognition of financial liabilities

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

c) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

d) Fair value of financial instruments

The fair value of financial instruments that are traded in active markets at each reporting date is determined by reference to quoted market prices without any deduction for transaction costs.

For financial instruments not traded in an active market, the fair value is determined using appropriate valuation techniques. Such techniques may include using recent arm's length market transactions; reference to the current fair value of another instrument that is substantially the same; a discounted cash flow analysis or other valuation models.

1.7 Retained earnings

Retained earnings represents cumulative profits or losses net of dividends paid and other adjustments.

1.8 Operating Profit/Loss

Operating profit/loss is stated after charging administration cost but before investment income and finance costs.

1.9 Taxation

Current income tax

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

Deferred tax

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

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

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

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

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

1.10 Impairment of non-financial assets

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

1.10 Impairment of non-financial assets (continued)

The Company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Company’s CGUs to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the profit and loss in those expense categories consistent with the function of the impaired asset.

For assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset’s or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset’s recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years.

1.11 Standards issued but not yet effective

At the date of authorisation of these financial statements the Company has not applied the following new and revised IFRSs that have been issued but are not yet effective:

IFRS 9	Financial instruments
IFRS 15	Revenue from Contracts with Customers
IFRS 16	Leases
IAS 16 and IAS 38 (amendments)	Clarification of Acceptable Methods of Depreciation and Amortisation
IAS 27 (amendments)	Equity Method in Separate Financial Statements

The Directors do not expect that the adoption of the Standards listed above will have a material impact on the financial statements of the Company in future periods, except that IFRS 9 will impact both the measurement and disclosures of financial instruments. Beyond the information above, it is not practicable to provide a reasonable estimate of the effect of IFRS 9 until a detailed review has been completed.

2 Significant accounting judgments, estimates and assumptions

The preparation of the Company’s financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the end of the reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Estimates and assumptions

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

2 Significant accounting judgments, estimates and assumptions (Continued)

Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The fair value less costs to sell calculation is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the cash generating unit being tested. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

3 First-time adoption of IFRS

These financial statements, for the year ended 31 March 2016, are the first the Company has prepared in accordance with IFRS. For periods up to and including the year ended 31 March 2015, the Company prepared its financial statements in accordance with UK generally accepted accounting practice (UK GAAP).

Accordingly, the Company has prepared financial statements which comply with IFRS applicable for periods ending on or after 31 March 2016, together with the comparative period data as at and for the year ended 31 March 2015, as described in the accounting policies. In preparing these financial statements, the Company's opening Balance Sheet was prepared as at 1 April 2014, the Company's date of transition to IFRS. As mentioned in Note 15, there has not been any changes to accounting policies as a consequence of adopting IFRS, that affect the financial statements of the Company, therefore, no adjustments were made to the comparative results.

Exemptions applied

IFRS 1 First-Time Adoption of International Financial Reporting Standards allows first-time adopters certain exemptions from the retrospective application of certain IFRS.

The Company has applied the following exemption:

- IFRS 3 Business Combinations has not been applied to acquisitions of subsidiaries, which are considered businesses for IFRS, or of interests in associates and joint ventures that occurred before 1 April 2014. Use of this exemption means that the UKGAAP carrying amounts of assets and liabilities, which are required to be recognised under IFRS, is their deemed cost at the date of the acquisition. After the date of the acquisition, measurement is in accordance with IFRS. Assets and liabilities that do not qualify for recognition under IFRS are excluded from the opening IFRS balance sheet. The Company did not recognise or exclude any previously recognised amounts as a result of IFRS recognition requirements.

Estimates

The estimates at 1 April 2014 and at 31 March 2015 are consistent with those made for the same dates in accordance with UK GAAP (after adjustments to reflect any differences in accounting policies).

The estimates used by the Company to present these amounts in accordance with IFRS reflect conditions at 1 April 2014, the date of transition to IFRS and as of 31 March 2015.

4 Profit On Ordinary Activities Before Taxation

There were no employees other than the directors during the current year and preceding year. No director received any remuneration for services to the Company during the year (2015: $nil).

Auditor's remuneration for the audit of the Company's annual financial statements during year $22,000 (2015: $13,000)

There has been no remuneration paid to the auditor in respect of non-audit services during the year (2015: $nil).

5 Finance Income

	2016	2015
	$000's	$000's
Interest receivable from group undertakings	399	410
Income from fixed asset investments	18,743	17,377
	19,142	17,787

6 Finance Costs

Interest payable to group undertakings	(514)	(362)
Foreign exchange loss	(286)	(1,666)
	(800)	(2,028)

7 Taxation

There is no current or deferred tax charge for the year or preceding year.

The differences between the total tax charge and the amount calculated by applying the average rate of UK corporation tax for the year are as follows:

	2016	2015
	$000's	$000's
Profit before tax	18,301	15,713
Tax on profit on ordinary activities at the average UK corporation tax rate for the period 20% (2015: 21%)	(3,660)	(3,300)
Tax effects of:		
Income not chargeable to tax	3,749	3,649
Group relief surrendered/(claimed) at nil charge	(88)	(349)
Tax charge for the year	-	-

The UK government has substantively enacted the following reductions in the headline rate of UK corporation tax: 19% from 1 April 2017 to 31 March 2020 and 18% from 1 April 2020. The net deferred tax liability has been calculated on the basis of a rate of 18% since temporary differences are generally expected to reverse after 1 April 2020. Further legislation has been introduced in Finance Bill 2016 to reduce the headline rate to 17% from 1 April 2020.

A potential deferred asset for losses of $3,045,000 (2015 and 2014: $3,045,000) for tax losses has not been recognised because, in the opinion of the directors, there is no certainty as to the timing of utilisation of these losses.

8 Investments

	Shares in subsidiary undertakings $000's	Other Investment $000's	Total $000's
Cost			
At 1 April 2014, 31 March 2015 and 31 March 2016	720,642	92,777	813,419
Impairment			
At 1 April 2014, 31 March 2015 and 31 March 2016	-	(70,006)	(70,006)
Net book value			
At 1 April 2014, 31 March 2015 and 31 March 2016	720,642	22,771	743,413

The Company has not identified any indicators that suggest the carrying value of any of its investment held is impaired. Following a review at 31 March 2016, the Company concluded that the value of its investments should not be impaired further.

a) The Company's subsidiary undertakings at 31 March 2016, are set out below:

Entity	Country of incorporation	Principal activity	Holdings
Valley Holdings Inc	USA	Investment company	100% ordinary share capital
Tata Chemicals North America Inc*	USA	Manufacture and sale of soda ash products	100% ordinary share capital
General Chemical International Inc.*	USA	Investment company	100% ordinary share capital
NHO Canada Holdings Inc.*	USA	Investment company	100% ordinary share capital
Tata Chemicals (Soda Ash) Partners Holdings**	USA	Investment company	75% ordinary share capital
Tata Chemicals (Soda Ash) Partners (TCSAP)**	USA	Manufacture and sale of soda ash products	75% ordinary share capital
TCSAP LLC	USA	Investment company	75% ordinary share capital
General Chemical Canada Holding Inc.	Canada	Investment company	100% ordinary share capital
TCNA (UK)	England	Sale of soda ash products	100% ordinary share capital
Alcad	USA	Sale of soda ash products	50% holding by TCSAP
Natronx Technologies LLC	USA	Sale of soda ash products	33.3% holding by TCSAP

* Indirect shareholding
** a general partnership formed under the laws of the State of Delaware (USA) and are indirect shareholding
General Chemical (Great Britain) Limited, a step-down subsidiary ceased to exist with effect from 16th June, 2015.

8 Investments (continued)

b) The Company's other investments at 31 March 2016, are set out below:

Entity	Country of incorporation	Principal activity	Holdings
EPM Mining Ventures Inc	Canada	Manufacture and sale of soda ash products	30% ordinary share capital
Tata Chemicals Magadi Limited	England	Manufacture and sale of soda ash products	100% preference share capital
Homefield 2 UK Limited	England	Investment company	100% preference share capital

9 Trade and Other Receivables

	2016	2015	2014
	$000's	$000's	$000's
Amounts due from group undertakings (note 14)	10,534	10,421	11,677

The above trade and other receivables are classified under 'Loans and receivables' category of financial asset.

10 Trade and Other Payables

	2016	2015	2014
Amounts falling due within one year			
Amounts owed to Group undertakings (note 14)	(832)	(712)	(317)
Accruals	(21)	(19)	(30)
Non-cumulative redeemable preference shares	-	(27,500)	-
	(853)	(28,231)	(347)
Amounts falling due after more than one year			
Non-cumulative redeemable preference shares	(27,800)	-	(27,500)
	(27,800)	-	(27,500)

The preference shares hold a fixed non-cumulative preferential dividend at the rate of 8% per annum in respect of the nominal value of $1 each of the preference shares, which is payable annually in arrears on 30 April. The Company shall redeem the preference shares on 31 January 2021 for a sum equal to the nominal amount paid up thereon together with a sum equal to all arrears of the preferential dividend to which the holder is entitled. Dividend payable on these preference shares as on 31 March 2016 is $514,000 (2015: 363,000 and 2014: $Nil)

The above trade and other payables are classified under 'Other financial liabilities' category of financial liabilities.

11 Called-up Share Capital

	2016	2015	2014
	$000's	$000's	$000's
Authorised, issued and fully paid			
351,835,271 (2015 and 2014: 351,835,271) ordinary shares of $1 each	(683,536)	(683,536)	(683,536)

12 Reserves

	Profit and loss account
	$000's
At 1 April 2014	(43,916)
Profit for the financial year	(15,713)
Equity dividends paid	17,377
At 31 March 2015	(42,252)
Profit for the financial year	(18,301)
Equity dividends paid	18,200
At 31 March 2016	(42,353)

13 Reconciliation Of Operating Profit To Operating Cash Flows

	2016	2015
	$000's	**$000's**
Operating profit	(41)	(46)
(Decrease) / increase in creditors	(30)	22
Net cash outflow operating activities	(71)	(24)

14 Related Party Transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

		Interest charged by related party in the period	Accrued interest receivable from related parties	Amounts receivable from related parties
Loans to related parties		**$000's**	**$000's**	**$000's**
Entity is part of the larger group	2016	(399)	1,167	6,484
Tata Chemicals Europe Limited	2015	(410)	799	6,661
	2014		720	7,629

14 Related Party Transactions (continued)

		Recharges from related parties	Dividend paid	Amounts (owed to) receivable from related parties
Advance from related parties		**\$000's**	**\$000's**	**\$000's**
Entity is part of the larger group				
Bio Energy Ventures 1 (Mauritius) Pvt. Ltd	2016	-	-	(300)
	2015	-	-	(300)
	2014			(300)
Advance to related parties				
Entity is part of the larger group				
Tata Chemicals Europe Limited	2016	-	-	2,882
	2015	-	-	2,961
	2014			3,328
Payable to related parties				
Entity is part of the larger group				
Tata Chemicals North America Limited	2016	(18)	-	(18)
	2015	(49)	-	(49)
	2014			(17)
Dividend on Preference shares				
Entity is part of the larger group				
Bio Energy Ventures 1 (Mauritius) Pvt. Ltd	2016	-	186	(186)
	2015	-	132	(132)
Tata Chemicals International Pte Limited	2016	-	327	(327)
	2015	-	230	(230)

Ultimate parent

The Company’s immediate parent undertaking is Tata Chemicals International Pte Limited, a Company incorporated in Singapore.

The ultimate parent undertaking is Tata Chemicals Limited, a Company incorporated in India. The smallest and largest group in which the results of the Company are consolidated is that of Tata Chemicals Limited. Copies of the accounts are available from the Company Secretary, Tata Chemicals Limited, Bombay House, Mumbai, India.

Terms and conditions of transactions with related parties

The recharges to/ from related parties are made at terms equivalent to those that prevail in arm’s length transactions. Outstanding trading balances at the year end are unsecured and interest free and will be settled in cash. However interest is chargd monthly on the loan balance at agreed rate. For the year ended 31 March 2016, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (2015 and 2014: £nil). This assessment is undertaken each financial year by examining the financial position of the related party and the market in which the related party operates.

15 First-Time Adoption To IFRS

This is the first year that the company has presented its financial statements under International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). The last financial statements under previous UK GAAP were for the year ended 31 March 2015 and the date of transition to IFRS was therefore 1 April 2014. As a consequence of adopting IFRS there has not been any changes to accounting policies that affect the financial statements of the company, therefore, no adjustments were made to the comparative results.