

Company Registration No. 06445043 (England and Wales)

**GUSIUTE HOLDINGS (UK) LIMITED  
ANNUAL REPORT AND FINANCIAL STATEMENT  
FOR THE YEAR ENDED 31 MARCH 2018**

GUSIUTE HOLDINGS (UK) LIMITED

CONTENTS

FOR THE YEAR ENDED 31 MARCH 2018

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	Page
Strategic Report	1
Directors' Report	2
Directors' Responsibilities Statement	3
Independent Auditor's Report to the Members of Gusiute Holdings (UK) Limited	4
Profit and Loss Account	6
Balance Sheet	7
Statement of Changes in Equity	8
Statement of Cash Flows	9
Notes to the Financial Statements	10

GUSIUTE HOLDINGS (UK) LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 31 MARCH 2018

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

#### **PRINCIPAL ACTIVITIES AND BUSINESS REVIEW**

The Company continues to act as an intermediate holding Company.

The profit on ordinary activities before taxation for the year was \$16,315,000 (2017: \$9,163,000).

An interim dividend of \$14,500,000 was paid to the ordinary shareholders on 12 July 2017. The directors do not recommend the payment of a further dividend (2017: \$10,000,000). The dividend on the 8% per annum on non-cumulative redeemable preference shares amounting to \$627,000 was paid on 12 July 2017.

#### **FUTURE OUTLOOK**

There are no changes to the status of the Company and its plans for the near future.

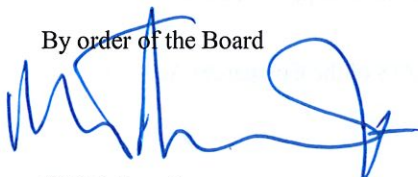
The Company expect to be impacted by any changes made to the EU regulations as a result of the UK triggering Article 50. Currently it is not known what the changes will be, and the Company will closely monitor the impact of Brexit on regulations and will respond to these changes as they are known.

#### **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



**M J Ashcroft**

**Director**

**15 June, 2018**

GUSIUTE HOLDINGS (UK) LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2018

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The directors present their annual report on the affairs of the Company, together with the audited financial statements for the year ended 31 March 2018.

**DIRECTORS**

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

R Mukundan

J S Mulhall

M J Ashcroft (appointed on 16 May 2017)

**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 2.3 of the financial statements.

**POLITICAL CONTRIBUTIONS**

No donations were made to any political party during the year (2017: 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 the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/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 s418 of the Companies Act 2006.

**AUDITOR**

KPMG LLP were appointed as auditor during the year. Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the Board



M J Ashcroft

Director

15 June, 2018

## GUSIUTE HOLDINGS (UK) LIMITED

### DIRECTORS' RESPONSIBILITIES STATEMENT

#### FOR THE YEAR ENDED 31 MARCH 2018

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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 they have elected to prepare the financial statements in accordance with International Financial Reporting Standards as adopted by the European Union (IFRSs as adopted by the EU) 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 judgements and estimates that are reasonable, relevant and reliable;
- state whether they have been prepared in accordance with IFRSs as adopted by the EU;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



KPMG LLP

8 Princes Parade

Liverpool

L3 1QH

United Kingdom

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GUSIUTE HOLDINGS (UK) LIMITED**

### **Opinion**

We have audited the financial statements of Gusiute Holdings (UK) Limited ("the company") for the year ended 31 March 2018 which comprise the profit and loss account, the balance sheet, the statement of changes in equity, the cash flow statement and related notes, including the accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2018 and of its results for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

### **Going concern**

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least twelve months from the date of approval of the financial statements. We have nothing to report in these respects.

### **Strategic report and directors' report**

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GUSIUTE HOLDINGS (UK) LIMITED (continued)

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

Under the Companies Act 2006, we are required 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.

We have nothing to report in these respects.

## Directors' responsibilities

As explained more fully in their statement set out on page 3, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

## Auditor's responsibilities

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

A fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

## The purpose of our audit work and to whom we owe our responsibilities

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.



**Will Baker (Senior Statutory Auditor)**  
for and on behalf of KPMG LLP, Statutory Auditor

*Chartered Accountants*

8 Prince Parade

Liverpool

L3 1QH

Date: 15 June 2018

GUSIUTE HOLDINGS (UK) LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 MARCH 2018

	Note	2018 \$'000	2017 \$'000
Administrative expenses		(17)	(31)
<b>Operating loss</b>		(17)	(31)
Finance income	5	16,960	11,245
Finance costs	6	(628)	(2,051)
<b>Profit on ordinary activities before taxation</b>		16,315	9,163
Tax on profit ordinary activities	7	-	-
<b>Profit for the financial year</b>		16,315	9,163

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 for the current year and preceding year. Accordingly, a statement of other comprehensive income has not been prepared.



GUSIUTE HOLDINGS (UK) LIMITED

BALANCE SHEET

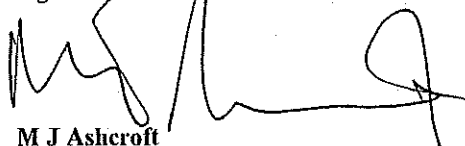
AS AT 31 MARCH 2018

Assets	Note	2018 \$'000	2017 \$'000
<b>Non-current assets</b>			
Investments	8	743,413	743,413
<b>Current assets</b>			
Trade and other receivables	9	11,120	9,462
Cash and cash equivalents	14	452	300
		<u>11,572</u>	<u>9,762</u>
<b>Total assets</b>		<u><u>754,985</u></u>	<u><u>753,175</u></u>
<b>Equity and liabilities</b>			
<b>Non-current liabilities</b>			
Trade and other payables	10	-	(27,800)
		-	<u>(27,800)</u>
<b>Current liabilities</b>			
Trade and other payables	10	(318)	(323)
		<u>(318)</u>	<u>(323)</u>
<b>Total liabilities</b>		<u><u>(318)</u></u>	<u><u>(28,123)</u></u>
<b>Equity</b>			
Share capital	11	(683,536)	(683,536)
Preference share capital	12	(27,800)	-
Retained earnings		<u>(43,331)</u>	<u>(41,516)</u>
<b>Equity attributable to owners of the Company</b>		<u><u>(754,667)</u></u>	<u><u>(725,052)</u></u>
<b>Total equity and liabilities</b>		<u><u>(754,985)</u></u>	<u><u>(753,175)</u></u>

The accompanying notes are an integral 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 15 June 2018.

Signed on behalf of the Board of Directors by:



**M J Ashcroft**  
Director

GUSIUTE HOLDINGS (UK) LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2018

	Share capital	Preference share capital	Retained earnings	Total equity
	\$'000	\$'000	\$'000	\$'000
Balance at 1 April 2016	(683,536)	-	(42,353)	(725,889)
Profit for the year	-	-	(9,163)	(9,163)
<b>Total comprehensive income for the year</b>	-	-	(9,163)	(9,163)
Dividend paid during the year	-	-	10,000	10,000
<b>Balance at 31 March 2017</b>	<b>(683,536)</b>	<b>-</b>	<b>(41,516)</b>	<b>(725,052)</b>
Profit for the year	-	-	(16,315)	(16,315)
<b>Total comprehensive income for the year</b>	-	-	(16,315)	(16,315)
Reclassified from debt to equity	-	(27,800)	-	(27,800)
Dividend paid during the year	-	-	14,500	14,500
<b>Balance at 31 March 2018</b>	<b>(683,536)</b>	<b>(27,800)</b>	<b>(43,331)</b>	<b>(754,667)</b>

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

GUSIUTE HOLDINGS (UK) LIMITED

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2018

	Note	2018 \$'000	2017 \$'000
<b>Net cash outflow from operating activities</b>	13	(20)	(52)
<b>Investing activities</b>			
Dividend received		15,300	10,892
<b>Net cash flows generated from investing activities</b>		<u>15,300</u>	<u>10,892</u>
<b>Financing activities</b>			
Dividend paid to equity share holder		(14,500)	(10,000)
Dividend paid to preference share holder		(628)	(1,135)
<b>Net cash flows used in financing activities</b>		<u>(15,128)</u>	<u>(11,135)</u>
<b>Net (decrease) / increase in cash and cash equivalents</b>		152	(295)
<b>Cash and cash equivalents at beginning of year</b>		300	595
<b>Cash and cash equivalents at end of year</b>	14	<u>452</u>	<u>300</u>

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

I, *[Name]*, Director of Gusiute Holdings (UK) Limited, certify that the financial statements for the year ended 31 March 2018 are true and correct.

GUSIUTE HOLDINGS (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2018

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**1 General Information**

Gusiute Holdings (UK) Limited is a private company incorporated, domiciled and registered in England, United Kingdom. The registered number is 06445043 and its registered address is Mond House, Winnington Lane, Northwich, Cheshire, CW8 4DT.

**2 Significant Accounting Policies**

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

**2.1 Basis of preparation**

The financial statements of the company have been prepared and approved by the directors in accordance with International Financial Reporting Standards, as adopted by the EU ("Adopted IFRS").

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

The Company is exempt by virtue of s401 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

**2.2 Functional and presentation currency**

The functional and presentation currency of the Company is United State Dollars which is the currency of the primary economic environment in which the company operates.

**2.3 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.

**2.4 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).

**2.5 Investments**

Investments are shown at cost less provision for impairment.

**2.6 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:

*Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss includes financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. 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. Financial assets at fair value through profit and loss are carried in the balance sheet at fair value with changes in fair value recognised in finance income or finance costs in the profit and loss account.

*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 profit and loss account. The losses arising from impairment are recognised in the profit and loss account 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 a debtor 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.

**2.6 Financial instruments (continued)**

*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 has been recognised in other comprehensive income and accumulated in equity is recognised in the profit and loss account.

*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*

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 classified as Other financial liabilities.

*Equity instruments*

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the company are recognised when the proceeds are received, net of direct issue costs.

*c) Offsetting of financial instruments*

Financial assets and financial liabilities are offset and the net amount reported in the balance sheet 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.

**2.7 Retained earnings**

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

**2.8 Operating profit/loss**

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

**2.9 Taxation**

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

*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.

**2.10 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 Companies 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 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.

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 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.

**2.11 Standards issued but not yet effective**

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

IFRS 9 'Financial instruments' – The standards was endorsed on 22 November 2016 and applies to an entity's first annual statements beginning on or after 1 January 2018. The revised standard replaces IAS 39 Financial Instruments: Recognition and Measurement and introduces new guidance for classification and measurement, impairment of financial instruments, and hedge accounting. During the year, a review was conducted to ensure that the impact of the new standards is fully understood in advance of the effective date. The cumulative impact on adoption of this standard is not expected to be significant.

IFRS 15 'Revenue from Contracts with Customer' – The standard was endorsed on 31 October 2017 and applies to an entity's first annual statements beginning on or after 1 January 2018. The standards will replace IAS 18 Revenue and IFRIC 13 Customer Loyalty Programmes. The standard introduces a new revenue recognition model that recognised revenue either at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognised. During the year, a systematic review was conducted to ensure that the impact of the new standard is fully understood in advance of the effective date. We do not expect changes to our current revenue recognition methods.

IFRS 16 'Leases' The standard was endorsed on 31 October 2017 and applies to an entity's first annual statements beginning on or after 1 January 2019. Considering that the Company has not entered into any lease transaction, we do not expect that the adoption of this Standard will have any impact on the financial statements of the Company in future periods.



**3 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.

*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.

GUSIUTE HOLDINGS (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2018

**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 (2017: \$nil).

Auditor's remuneration for the audit of the Company's annual financial statements during year \$16,000 (2017: \$16,000).

There has been no remuneration paid to the auditor in respect of non-audit services during the year (2017: \$nil).

**5 Finance Income**

	2018	2017
	\$'000	\$'000
Interest receivable from group undertakings	351	353
Dividend Income from investments	15,300	10,892
Foreign exchange gain	1,309	-
	<u>16,960</u>	<u>11,245</u>

**6 Finance Costs**

	2018	2017
	\$'000	\$'000
Interest payable to group undertakings	(628)	(622)
Foreign exchange loss	-	(1,429)
	<u>(628)</u>	<u>(2,051)</u>

**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:

	2018	2017
	\$'000	\$'000
Profit before tax	16,315	9,163
Tax on profit on ordinary activities at the average UK corporation tax rate for the period 19% (2017: 20%)	(3,100)	(1,833)
Tax effects of:		
Income not taxable	2,907	2,178
Group consortium claimed	193	(345)
Tax charge for the year	<u>-</u>	<u>-</u>

A potential deferred asset for losses of \$2,640,000 (2017: \$2,629,000) 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.

GUSIUTE HOLDINGS (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2018

**8 Investments**

	Shares in subsidiary undertakings \$'000	Other investment \$'000	Total \$'000
<b>Cost</b>			
At 31 March 2017 and 31 March 2018	720,642	92,777	813,419
<b>Impairment</b>			
At 31 March 2017 and 31 March 2018	-	(70,006)	(70,006)
<b>Net book value</b>			
At 31 March 2017 and 31 March 2018	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 2018, the Company concluded that the value of its investments should not be impaired further.

a) The Company's subsidiary and joint venture undertakings at 31 March 2018, 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
TCNA (UK) Limited*	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

Registered address of all the above USA incorporated entity is 100, Enterprise Drive, 7th Floor, Suite 701, Rockaway, NJ 07866

Registered address of TCNA (UK) Limited is Mond House, Winnington Lane, Northwich, Cheshire, CW8 4DT.

GUSIUTE HOLDINGS (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2018

**8 Investments (continued)**

b) The Company's other investments at 31 March 2018, are set out below:

<b>Entity</b>	<b>Country of incorporation</b>	<b>Principal activity</b>	<b>Holdings</b>
Crystal Peak Minerals Inc	Canada	Development-stage mining company	14.8% ordinary share capital
Tata Chemicals Magadi Limited	England	Manufacture and sale of soda ash products	76.66% preference share capital
Homefield 2 UK Limited	England	Investment company	100% preference share capital

**9 Trade and other receivables**

	<b>2018</b>	<b>2017</b>
	<b>\$'000</b>	<b>\$'000</b>
Amounts due from group undertakings (note 16)	11,120	9,462

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

**10 Trade and other payables**

	<b>2018</b>	<b>2017</b>
	<b>\$'000</b>	<b>\$'000</b>
<i>Amounts falling due within one year</i>		
Amounts owed to Group undertakings (note 16)	(300)	(300)
Accruals	(18)	(23)
	<u>(318)</u>	<u>(323)</u>
<i>Amounts falling due after more than one year</i>		
Non-cumulative redeemable preference shares	-	(27,800)

At 31 March 2018 there were 27,800,000 non-cumulative redeemable preference shares in issue. Each share has a par value of \$1. To the extent that they are payable, dividends on the non-cumulative redeemable shares accrue at the rate of 8% per annum in respect of the nominal value of the preference shares. On 29 March 2018, the directors of the company voted to amend the articles of association, such that the fixed redemption date (previously set to 31 January 2021) was removed, now at the discretion of the directors. Consequently, the preference shares are classified as share capital (see note 12). The preference shares rank ahead of the ordinary shares in the event of a liquidation.

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

**11 Called-up Share Capital**

	<b>2018</b>	<b>2017</b>
	<b>\$'000</b>	<b>\$'000</b>
<b>Authorised, issued and fully paid</b>		
351,835,271 (2017: 351,835,271) ordinary shares of £1 each	<u>(683,536)</u>	<u>(683,536)</u>

The Company has issued one class of ordinary shares. Each shareholder is eligible for one vote per share held. In the event of liquidation, the ordinary shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential accounts, in proportion to their shareholding.

GUSIUTE HOLDINGS (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2018

<b>12</b>	<b>Preference share capital</b>	<b>2018</b>	<b>2017</b>
	<i>Amounts falling due within one year</i>	<b>\$'000</b>	<b>\$'000</b>
	Non-cumulative redeemable preference shares	<u>(27,800)</u>	<u>-</u>

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. These are redeemable at the discretion of board of director's of the Company.

<b>13</b>	<b>Notes to the cash flow statement</b>	<b>2018</b>	<b>2017</b>
		<b>\$'000</b>	<b>\$'000</b>
	Operating loss	(17)	(31)
	Decrease in creditors	(3)	(21)
	<b>Net cash outflow operating activities</b>	<u>(20)</u>	<u>(52)</u>

<b>14</b>	<b>Cash and cash equivalents</b>	<b>2018</b>	<b>2017</b>
		<b>\$'000</b>	<b>\$'000</b>
	Cash at bank	452	300
		<u>452</u>	<u>300</u>

**15 Financial risk management**

The Company does not have any material exposure to credit risk, market risk and liquidity risk.

**16 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 to related party in the period	Accrued interest receivable from related parties	Amounts receivable from related parties
<b>Loans to related parties</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
<i>Entity is part of the larger group</i>			
<i>Tata Chemicals Europe Limited</i>	2018	(351)	1,911
	2017	(353)	1,347
			6,371
			5,614

## GUSIUTE HOLDINGS (UK) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2018

16	Related party transactions (continued)	Recharges from related parties	Dividend (paid) / received	Amounts (owed to) receivable from related parties
		\$'000	\$'000	\$'000
	<b>Advance to related parties</b>			
	<i>Entity is part of the larger group</i>			
	Tata Chemicals Europe Limited			
	2018	-	-	2,832
	2017	-	-	2,495
	<b>Receivable from related parties</b>			
	<i>Entity is part of the larger group</i>			
	Homefield Pvt UK Limited			
	2018	5	-	5
	2017	5	-	5
	<b>Advance from related parties</b>			
	<i>Entity is part of the larger group</i>			
	Bio Energy Ventures 1 (Mauritius) Pvt. Ltd			
	2018	-	-	(300)
	2017	-	-	(300)
	<b>Dividend on Preference shares</b>			
	<i>Entity is part of the larger group</i>			
	Bio Energy Ventures 1 (Mauritius) Pvt. Ltd			
	2018	-	(226)	-
	2017	-	(224)	-
	Tata Chemicals International Pte Limited			
	2018	-	(402)	-
	2017	-	(398)	-
	<b>Dividend on Equity shares</b>			
	Tata Chemicals International Pte Limited			
	2018	-	(14,500)	-
	2017	-	(10,000)	-
	<b>Dividend from subsidiary</b>			
	Valley Holdings Inc			
	2018	-	15,300	-
	2017	-	10,892	-

*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 charged monthly on the loan balance at agreed rate. For the year ended 31 March 2018, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (2017: £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.

GUSIUTE HOLDINGS (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2018

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**17 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.