

# **Northwich Resource Management Limited**

Annual report and financial statements

For the year ended 31 March 2026

Registered Number 02608515

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## **Strategic report**

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

### **Principal activities and business review**

During this year, the Company began trading, having previously been dormant for many years. The Company's principal activity is the creation and sale of biodiversity units.

The loss on ordinary activities before taxation for the year was £4,000 (2025: £nil).

### **Future outlook and developments**

No changes to the status of the Company are planned for the near future. The Company has further biodiversity units available to sale, which should provide profitable growth in future years.

### **Principal risks, financial risk management and Key performance indicators ("KPIs")**

The Company's principal risk is the ability to generate sufficient funds from the sale of biodiversity units to cover the long-term cost of obligations under its Habitat Bank Agreement.

The directors do not use KPIs to monitor business performance.

### **Section 172(1) Statement**

The directors act in good faith to promote the success of the Company taking, inter alia, the following into account:

- the likely consequences of any decision in the long-term;
- the need to foster the Company's business relationships with suppliers, customers and others;
- the impact of the Company's operations on the community and the environment;
- the desirability of the Company maintaining a reputation for high standards of business conduct; and
- the need to act fairly as between members of the Company.

These factors influenced the strategies followed and decisions made during the year. Details of the Company's key stakeholders and how we engage with them are set out below:

### **Shareholders**

The Company is a wholly-owned subsidiary of TCE Group Limited and ultimately Tata Chemicals Limited, a company incorporated in India and quoted on the Bombay Stock Exchange. Board and Audit Committee Meetings are held quarterly at the TCE Group Limited level and these meetings provide shareholders with the opportunity to review the actual and forecast financial performance, strategy, risk management, governance, sustainability and ethical standards of the business. These formal meetings are supplemented by regular discussions and updates on a wide range of topics.

### **Customers**

The Company aims to provide the highest possible level of customer service and resolving any customer complaints both promptly and fairly.

### **Suppliers**

The Company develops strategic relationships with key suppliers in order to build mutually beneficial and lasting partnerships.

## Strategic report (continued)

### Communities

The Company believes that the creation and long-term maintenance of biodiversity units in accordance with its Habitat Bank Agreement will have a significant positive impact on both the environment and local community.

By order of the board



**J L Abbotts**

Director

29 May 2026

Natrium House, Winnington Lane, Northwich, Cheshire, CW8 4GW

## **Directors' report**

The directors present their annual report on the affairs of the Company, together with the audited financial statements, for the year ended 31 March 2026.

### **Directors**

The directors who served throughout the year were as follows:

J L Abbotts  
M J Ashcroft  
D P W Davies

### **Political contributions**

No donations were made to any political party during the year (2025: £nil).

### **Environment**

The Company recognises the importance of its environmental responsibilities, monitors its impact on the environment and designs and implements systems to minimise adverse effects that might be caused by its activities. In particular, the Company adheres to the conditions detailed in its Habitat Bank Agreement.

### **Going concern**

The directors have concluded that the Company has adequate resources to continue in operational existence for at least 12 months from the date of approval of these financial statements. For this reason, the directors continue to adopt the going concern basis of accounting in preparing the annual financial statements (Note 3.2).

### **Dividends**

The directors do not recommend the payment of a dividend (2025: same).

### **Qualifying Third Party Indemnity Provisions**

During the year, and at the date of signing this report, the Company maintained liability insurance and third party indemnification provisions for its directors, under which the Company has agreed to indemnify the directors to the extent permitted by law in respect of all liabilities to third parties arising out of, or in connection with, the execution of their powers, duties and responsibilities as directors of the Company and any of its associated companies.

### **Matters covered in the Strategic Report**

Future developments are covered in the Strategic Report.

### **Post balance sheet events**

There have been no significant events affecting the Company since the year end.

### **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 auditor is unaware; and
- the director has taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

## Directors' report (continued)

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

### Auditor

The auditor, KPMG LLP, will be deemed to be reappointed in accordance with Section 487 of the Companies Act 2006.

Approved by the Board and signed on its behalf by:



**J L Abbotts**

Director

29 May 2026

Natrium House, Winnington Lane, Northwich, Cheshire, CW8 4GW

## **Statement of directors' responsibilities in respect of the annual report and the financial statements**

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 UK-adopted international 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 judgements and estimates that are reasonable, relevant and reliable;
- state whether they have been prepared in accordance with UK-adopted international accounting standards;
- 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  
One St Peter's Square  
Manchester  
M2 3AE  
United Kingdom

## **Independent auditor's report to the members of Northwich Resource Management Limited**

### **Opinion**

We have audited the financial statements of Northwich Resource Management Limited ("the Company") for the year ended 31 March 2026 which comprise the profit and loss account, the balance sheet, the statement of changes in equity and related notes, including the accounting policies in note 3.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2026 and of its loss for the year then ended;
- have been properly prepared in accordance with UK-adopted international accounting standards; 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.

### **Other matter**

We note that the prior period financial statements were not audited. Consequently ISAs (UK) require the auditor to state that the corresponding figures contained within these financial statements are unaudited. Our opinion is not modified in respect of this matter.

### **Going concern**

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the Company's business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- We consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- We have not identified and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Company will continue in operation.

## **Independent auditor's report to the members of Northwich Resource Management Limited (continued)**

### **Fraud and breaches of laws and regulations – ability to detect**

#### *Identifying and responding to risks of material misstatement due to fraud*

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of directors, reviewing internal audit documentation and inspection of policy documentation as to the Company's high-level policies and procedures to prevent and detect fraud, including the internal audit function, and the Company's channel for "whistleblowing", as well as whether they have knowledge of any actual, suspected or alleged fraud.
- Reading Board and TCE Group audit committee minutes.
- Considering remuneration incentive schemes and performance targets for management and directors.
- Using analytical procedures to identify any unusual or unexpected relationships.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

As required by auditing standards, we perform procedures to address the risk of management override of controls, in particular, the risk that management may be in a position to make inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition because of the non-complex nature and limited estimation uncertainty of revenue transactions. We did not identify any additional fraud risks.

We performed procedures including:

- Identifying journal entries and other adjustments to test based on risk criteria and comparing the identified entries to supporting documentation. These included unusual pairings in relation to revenue, cash and borrowings.
- Assessing whether the judgements made in making accounting estimates are indicative of a potential bias, including estimates related to impairment of goodwill, and actuarial assumptions.
- Involving actuarial specialists to assess the appropriateness of the actuarial assumptions used within the valuation of the defined benefit pension obligation.

#### *Identifying and responding to risks of material misstatement related to compliance with laws and regulations*

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience, through discussion with the directors and other management (as required by auditing standards), and from inspection of the Company's regulatory and legal correspondence and discussed with the directors and other management the policies and procedures regarding compliance with laws and regulations.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies' legislation), distributable profits legislation, taxation legislation and UK ETS legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the Company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation or the loss of the Company's licence to operate. We identified the following areas as those most likely to have such an effect: health and safety, data protection laws, anti-bribery,

## **Independent auditor's report to the members of Northwich Resource Management Limited (continued)**

and employment law. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors and other management and inspection of regulatory and legal correspondence, if any. Therefore, if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

### *Context of the ability of the audit to detect fraud or breaches of law or regulation*

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

### **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.

### **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 7, 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.

## **Independent auditor's report to the members of Northwich Resource Management Limited (continued)**


### **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.



**Roger Nixon**

(Senior Statutory Auditor)

for and on behalf of KPMG LLP, Statutory Auditor Chartered

Accountants

One St Peter's Square

Manchester M2

3AE

29 May 2026

**Profit and loss account**

For the years ended 31 March

	Note	2026 £000	2025 £000
Revenue	5	1	-
Cost of sales		(1)	-
		<hr/>	<hr/>
<b>Gross profit</b>		-	-
Other operating expenses		(5)	-
		<hr/>	<hr/>
<b>Operating loss</b>		(5)	-
Finance income	8	1	-
		<hr/>	<hr/>
<b>Loss before tax</b>		(4)	-
Tax	9	-	-
		<hr/>	<hr/>
<b>Loss for the year</b>		(4)	-
		<hr/> <hr/>	<hr/> <hr/>

The Notes on page 13 to 21 form an integral part of these financial statements.

All results arose from continuing operations.

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

## Balance sheet

At 31 March

	Note	2026 £000	2025 £000
<b><u>Assets</u></b>			
Trade and other receivables	10	60	-
		<hr/>	<hr/>
<b>Non-Current assets</b>		<b>60</b>	<b>-</b>
Trade and other receivables	10	96	-
		<hr/>	<hr/>
<b>Current assets</b>		<b>96</b>	<b>-</b>
		<hr/>	<hr/>
<b>Total assets</b>		<b>156</b>	<b>-</b>
		<hr/>	<hr/>
<b><u>Liabilities</u></b>			
Trade and other payables	11	(28)	-
Deferred income	12	(105)	-
		<hr/>	<hr/>
<b>Non-Current liabilities</b>		<b>(133)</b>	<b>-</b>
Trade and other payables	11	(23)	-
Deferred income	12	(4)	-
		<hr/>	<hr/>
<b>Current liabilities</b>		<b>(27)</b>	<b>-</b>
		<hr/>	<hr/>
<b>Total liabilities</b>		<b>(160)</b>	<b>-</b>
		<hr/>	<hr/>
<b>Net liabilities</b>		<b>(4)</b>	<b>-</b>
		<hr/>	<hr/>
<b><u>Equity</u></b>			
Share capital	13	-	-
Retained earnings	14	(4)	-
		<hr/>	<hr/>
<b>Total equity</b>		<b>(4)</b>	<b>-</b>
		<hr/>	<hr/>

The Notes on page 13 to 21 from an integral part of these financial statements.

The financial statements were approved by the board of directors on 22 May 2026 and were signed on its behalf on 29 May 2026 by:



JL Abbotts  
Director

## Statement of changes in equity

For the years ended 31 March

	Share Capital (Note 13) £000	Retained Earnings (Note 14) £000	Total Equity £000
Balance at 1 April 2024	-	-	-
Balance at 31 March 2025	-	-	-
Loss for the year	-	(4)	(4)
<b>Balance at 31 March 2026</b>	<b>-</b>	<b>(4)</b>	<b>(4)</b>

The Notes on page 13 to 21 from an integral part of these financial statements.

## Notes

(forming part of the financial statements)

### 1 General information

Northwich Resource Management Limited (the "Company") is a private company incorporated in England, United Kingdom, under the Companies Act. The Company's registered office is at Natrium House, Winnington Lane, Northwich, Cheshire, CW8 4GW.

The financial statements are presented in pounds sterling, which is the Company's functional currency. All amounts have been rounded to the nearest thousand, unless otherwise stated.

### 2 Changes in significant accounting policies

A number of new standards are effective from 1 April 2025 and beyond.

#### **New and revised IFRS standards in issue but not yet effective.**

The following standards have been issued but are not yet effective:

- Presentation and Disclosure in Financial statements (IFRS 18)
- Subsidiaries Without Public Accountability: Disclosures (IFRS 19)
- Amendments to the Classification and Measurement of Financial Instruments (IFRS 9 and IFRS 7)

None are expected to have a material impact on the Company's financial statements in the period of initial applications, however IFRS 18 may change the presentation.

IFRS 18, which is effective for periods beginning on or after 1 January 2027, replaces IAS 1 and introduces the following key changes:

- Items in the profit and loss account will be classified into five categories, namely operating, investing, financing, discontinued operations and income tax categories.
- Management-defined performance measures will be disclosed in a single note.
- Guidance on aggregation and disaggregation will be enhanced.
- The starting point for the indirect method cash flow statement will need to be operating profit.

The Company is assessing the impact of IFRS 18 on the presentation of the statement of profit or loss, the statement of cash flows and related disclosures.

### 3 Significant accounting policies

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

#### **3.1 Basis of accounting**

The financial statements of the company have been prepared and approved by the directors in line with UK-adopted International Accounting Standards (UK-adopted IFRS) as applied in accordance with the provisions of the Companies Act 2006. They have been prepared on a historical cost basis, except for the revaluation of financial instruments, as explained in the accounting policies below.

No statement of cash flows is presented with these financial statements because the Company has not held any cash in the current and prior year.

## Notes (continued)

### 3.2 Going concern

The Company deposits cash receipts from the sale of biodiversity units with a fellow group undertaking, Winnington CHP Limited ("WCHPL").

At 31 March 2026, the Company had net current assets of £69,000, including £83,000 receivable from WCHPL. The directors have prepared cash flow forecasts for a period of 12 months from the date of approval of the financial statements (the "Forecasts"), taking into account all known payment obligations and a severe but plausible downside scenario which assumes no further sales of biodiversity units during the period. The Forecasts indicate that the Company will have sufficient funds to meet its liabilities as they fall due for that period and therefore have prepared the financial statements on a going concern basis.

### 3.3 Financial instruments

#### 3.3.1 Financial assets

The Company's financial assets include cash and trade and other receivables.

#### Classification

The Company classifies its financial assets as either:

- those subsequently measured at fair value (either through OCI, or through profit or loss); or
- those measured at amortised cost.

The classification depends on the Company's methodology for managing the financial assets and the contractual terms of the cash flows. Financial assets are not reclassified subsequent to their initial recognition.

#### Measurement

At initial recognition, the Company measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss. For all other financial assets, transaction costs that are directly attributable to the acquisition of the financial assets are added to the fair value measured on initial recognition.

Subsequent measurement of the asset depends on the Company's methodology for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its financial assets:

#### a) Amortised cost

Assets that are held for collection of contractual cash flows, where those cash flows represent solely payments of principal and interest, are measured at amortised cost. Any gains or losses are recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate ('EIR') method.

#### b) Fair value through other comprehensive income ('FVTOCI')

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the asset's cash flows represent solely payments of principal and interest, are measured at FVTOCI. Movements in the carrying amount are recorded in OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss. Interest income from these financial assets is included in finance income using the EIR.

## Notes (continued)

### 3 Significant accounting policies (continued)

#### 3.3 Financial instruments (continued)

##### c) Fair value through profit or loss ("FVTPL")

Assets that do not meet the criteria for amortised cost or FVTOCI are measured at FVTPL. Any gains or losses are recognised net in profit or loss in the period in which they arise. Interest income from these financial assets is included in finance income.

##### 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 and substantially all the risks and rewards of ownership of the asset to another entity. On derecognition, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in the profit and loss account.

##### 3.3.2 Debt and equity instruments

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

##### 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.

##### Financial liabilities

The Company's financial liabilities comprise trade payables and other liabilities. These are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost using the EIR method. The EIR is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period at effective interest rate. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

Changes to the carrying amount of a financial liability as a result of renegotiation or modification of terms that do not result in derecognition of the financial liability, are recognised in profit or loss.

The Company derecognises financial liabilities when, and only when, its obligations are discharged, cancelled or they expire.

Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

##### 3.3.3 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.

##### 3.3.4 Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its financial assets. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

## Notes (continued)

### 3 Significant accounting policies (continued)

#### 3.3 Financial instruments (continued)

The expected credit losses on these financial assets are estimated using a provision matrix based on the Company's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

#### 3.4 Revenue

Operating revenue is derived from one main revenue stream, which is the sale of biodiversity units. In accordance with IFRS 15, income is recognised only when the performance obligation is met when control of the biodiversity units is transferred and when collectability is reasonably assured and at an amount to which the Company expects to be entitled. Any amounts received where the performance obligation has not been met are held as deferred income.

For each biodiversity unit sold, the Company has ongoing habitat management and monitoring obligations, and as a result the related income is deferred and recognised in the profit and loss account over this 30-year service period.

#### 3.5 Operating profit

Operating profit is stated before taxation.

#### 3.6 Tax

The tax expense or credit represents the sum of the net amount arising in respect of current and deferred tax.

##### Current tax

Current tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the tax authorities. Taxable profit differs from net profit as reported in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current tax relating to items recognised directly in equity is recognised in equity and not in the profit and loss account. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

##### Deferred tax

Deferred tax arises in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for tax purposes.

Deferred tax assets are recognised for unutilised tax losses, unutilised tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they 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.

## Notes (continued)

### 3 Significant accounting policies (continued)

#### 3.6 Tax (continued)

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates 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 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.

#### 3.7 Deferred Income

Income from the sale of biodiversity units is deferred and recognised in the profit and loss account on a straight-line basis over 30 years during which the Company has an obligation under the associated Habitat Bank Agreement.

## 4 Significant accounting judgements, estimates and assumptions

In preparing these financial statements, management has made judgements and estimates that affect the application of the Company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

### 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.

### Complex contracts

Revenue from complex contracts is only recognised on the transfer of control of goods or services to a customer at an amount to which the Company expects to be entitled. Significant management judgement may be required for the Company to determine when to recognise the revenue, and at what amount. In order to do this the company follows the IFRS 15 five-step model.

- (i) Identify the contract
- (ii) Identify the performance obligations in the contract
- (iii) Determine the transaction price
- (iv) Allocate the transaction price to performance obligations in the contract.
- (v) Recognise revenue as and when a performance obligation is satisfied.

## Notes (continued)

### 5 Revenue

All revenue arose within the United Kingdom from the principal activity. The Company has just one segment under IFRS 8, and therefore no further detailed segmental information has been presented.

### 6 Auditor's remuneration

Auditor's remuneration for audit services for the year has been borne by a fellow group undertaking (2025: same). No remuneration has been paid in relation to non-audit services (2025: £nil).

### 7 Staff numbers and costs

There were no employees other than the directors during the current year and preceding year. None of the directors received any remuneration from the Company. They were remunerated by Tata Chemicals Europe Limited, a fellow group undertaking (2025: same). The directors deem their services to the Company to be inconsequential to the wider group and as such any cost would be immaterial to the Company (2025: same).

### 8 Finance income

	Note	2026 £000	2025 £000
Interest receivable from fellow group undertaking	15	1	-
		<u>          </u>	<u>          </u>

### 9 Tax

#### Amount recognised in consolidated profit or loss

There was no current or deferred tax charge in the year or the preceding year.

The credit for the year can be reconciled to the loss before tax as follows:

	2026 £000	2025 £000
Loss before tax	(4)	-
Tax on loss on ordinary activities at the average UK corporation tax rate for the year 25% (2025: 25%)	1	-
Tax effects of: Movement on unrecognised deferred tax assets	(1)	-
	<u>          </u>	<u>          </u>
Total tax credit	-	-
	<u>          </u>	<u>          </u>

## Notes (continued)

### 9 Tax (continued)

A potential deferred tax asset of £1,000 (2025: £nil) for tax losses has not been recognised because it is not considered probable that the asset will crystallise in the foreseeable future.

In December 2021, the Organisation for Economic Co-operation and Development (OECD) issued model rules for a new global minimum tax framework (Pillar Two). This was enacted by the UK Government in July 2023 and came into effect from 1 January 2024. The UK Group, of which the Company is a member, is within the scope of the OECD Pillar Two model rules. The UK Group anticipates doing full GloBE reporting but expect no material impact on the UK Group's and the Company's tax charge.

### 10 Trade and other receivables

	Note	2026 £000	2025 £000
Accrued income		11	-
Amounts due from group undertakings	15	83	-
Prepayments		62	-
		<u>156</u>	<u>-</u>
<b>Non-Current</b>		<b>60</b>	<b>-</b>
<b>Current</b>		<b>96</b>	<b>-</b>

### 11 Trade and other payables

	2026 £000	2025 £000
Accruals – trade	(22)	-
Accruals – Habitat Management	(29)	-
	<u>(51)</u>	<u>-</u>
<b>Non-Current</b>	<b>(28)</b>	<b>-</b>
<b>Current</b>	<b>(23)</b>	<b>-</b>

Trade payables and trade accruals principally comprise amounts outstanding for trade purchases and ongoing costs. Trade payables are non-interest bearing and are typically settled within 30 days. Accruals in respect of habitat management costs will be settled annually over the 30 year service commitment.

## Notes (continued)

### 12 Deferred income

	<b>£000</b>
At 1 April 2025	-
Received during the year	(110)
Credited to profit and loss	1
	<hr/>
<b>At 31 March 2026</b>	<b>(109)</b>
	<hr/> <hr/>
<b>Non-Current</b>	<b>(105)</b>
<b>Current</b>	<b>(4)</b>
	<hr/> <hr/>

### 13 Called up share capital

	<b>2026</b>	<b>2025</b>
	<b>£</b>	<b>£</b>
<b>Allotted, called up and fully paid</b>		
2 ordinary shares of £1 each	<b>2</b>	<b>2</b>
	<hr/> <hr/>	<hr/> <hr/>

### 14 Reserves

Retained earnings represents cumulative profits and losses.

### 15 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 and outstanding balances at the reporting date:

		<b>Interest charged to related parties</b>	<b>Amounts owed by related parties</b>
Loans with companies which are part of the wider TCE Group Limited group			
Winnington CHP Limited	<b>2026</b>	<b>1</b>	<b>83</b>
	2025	-	-

#### Terms and conditions of transactions with related parties

Interest on loans is generally charged at a rate that matches the rate paid on external loans by the loan provider. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2026, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (2025: £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.

## Notes (continued)

### 16 Ultimate controlling party

The Company's immediate parent undertaking is Brunner Mond Group Limited, a company incorporated in England.

The ultimate parent company in the year to 31 March 2026 was Tata Chemicals Limited, a company incorporated in India. The only 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.