

**HADFIELDS HOLDINGS LIMITED**  
**REPORT AND UNAUDITED FINANCIAL STATEMENTS**  
**FOR THE FINANCIAL YEAR**  
**ENDING 31 MARCH 2016**



**Registered No. 01722341**

# **Hadfields Holdings Limited Report and Accounts for the year ended 31 March 2016**

## **Directors**

British Steel Directors (Nominees) Limited  
ADP Milne (Removed 20/12/2016)  
SV Gidwani

## **Secretary**

L Rupani

## **Company Number**

01722341

## **Registered office**

30 Millbank  
London  
SW1P 4WY

# **Hadfields Holdings Limited Report and Accounts for the year ended 31 March 2016**

## **Directors' report for the year ended 31 March 2016**

The directors present their report and the unaudited financial statements for the year ended 31 March 2016.

### **Review of business and main activities**

The Company is a majority owned subsidiary of Tata Steel UK Limited ('TSUK'), which is a wholly owned subsidiary within the Tata Steel Europe Limited ('TSE') Group.

The Company has been dormant as defined in section 1169 of the Companies Act 2006 throughout the year and preceding financial period. It is anticipated that the Company will remain dormant for the foreseeable future.

The Company has chosen to present the financial statements in accordance with FRS 102 *'The Financial Reporting Standard Applicable in the UK and Republic of Ireland'*, which entitles the Company to adopt the exemption in paragraph 35.10 of FRS 102 allowing the Company to retain its previous accounting policies, (prepared under UK GAAP), until there is any change to balances or the company undertakes new transactions.

The annual financial statements have not been audited because the Company is entitled to the exemption provided by section 480 of the Companies Act 2006 relating to dormant companies and its members have not required the Company to obtain an audit of these financial statements in accordance with section 476.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and preparation of accounts. The Company's directors do not believe that key performance indicators (or discussion thereof) are appropriate for an understanding of the development, performance or position of the Company. The performance of TSE, which includes the Company, is discussed in its Annual Report & Accounts, which does not form part of this report.

### **Directors' indemnity**

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

### **Principal risks and uncertainties**

Group risks are discussed in the TSE Annual Report and Accounts, which does not form part of this report.

### **Environment**

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

# **Hadfields Holdings Limited Report and Accounts for the year ended 31 March 2016**

## **Employees**

The Company has no employees, as shown in Note 3 of this report on page 5.

## **Dividends**

No dividend was paid during the period (2015: £nil).

## **Going concern**

On 29 March 2016, following a recommendation from Tata Steel Limited ('TSL'), the Company's ultimate shareholder, the directors of TSE resolved to consider all possible restructuring options including the potential divestment of TSUK. This process has started and remains ongoing but, pending its conclusion, the outcome of the restructuring or sale remain uncertain.

TSE and its subsidiaries are financed in part through the Senior Facilities Agreement and other long term loans introduced by the parent from time to time and in part through working capital support provided by Tata Steel Global Procurement Co. Pte Limited ('TSGP') a subsidiary of TSL, under arrangements which have been authorised, and are supported, by TSL. TSL has approved the continued provision of working capital support to TSE and its subsidiaries subject to certain restrictions.

Based on the mandate of the ultimate parent of the Company, TSL, on 29 March 2016, the Board of TSE announced that it is evaluating all options for TSUK, including the potential divestment. On 8 July 2016, the board of TSL announced that it has decided to also look at alternative and more sustainable portfolio solutions for the European business, including discussions with strategic players in the steel industry in relation to a potential joint venture. Currently, the process of evaluation of potential transactions by TSE is underway and representatives of TSE remain engaged in discussions with the UK and Welsh Government to facilitate the restructuring options. In the absence of a conclusive outcome of a restructuring, sale or another strategic solution there exists a material uncertainty for the future of the Company.

For these reasons, while the Directors have a reasonable expectation that the Company has adequate resources to continue operating for the foreseeable future, they have concluded that there exists a material uncertainty which may cast significant doubt on the Company's ability to continue as a going concern. However, the Directors continue to adopt the going concern basis in preparing the financial statements. The financial statements do not include the adjustments that would result if the Company were unable to continue as a going concern.

## **Directors**

The directors of the Company during the year ended 31 March 2016 and who held office during the period are listed on page 1.

By order of the board



**SV Gidwani**  
**Director**

20 December 2016  
30 Millbank  
London  
SW1P 4WY

# Hadfields Holdings Limited Report and Accounts for the year ended 31 March 2016


## Balance sheet

As at 31 March

	Notes	2016 £	2015 £
<b>Current assets</b>			
Debtors	4	529,577	529,577
Creditors: amounts falling due within one year	6	<u>(8,565,000)</u>	<u>(8,565,000)</u>
<b>Net current liabilities</b>		<u>(8,035,423)</u>	<u>(8,035,423)</u>
<b>Capital and reserves</b>			
Called up share capital	7	100,000	100,000
Profit and loss account		<u>(8,135,423)</u>	<u>(8,135,423)</u>
<b>Shareholders' funds</b>		<u>(8,035,423)</u>	<u>(8,035,423)</u>

- (a) For the year ended 31 March 2016 the Company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies.
- (b) The members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006.
- (c) The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

The accounts on pages 4 to 6 were approved and authorised for issue by the Board of Directors on 20 December 2016 and were signed on its behalf by:-



SV Gidwani  
Director

The notes on pages 5 to 6 form part of these accounts.

# Hadfields Holdings Limited Report and Accounts for the year ended 31 March 2016

## Notes to the financial statements

### 1. Principal accounting policies

The financial statements have been prepared in accordance with the Companies Act 2006 and applicable Accounting Standards in the UK.

The Company meets the definition of a qualifying entity under FRS 100 '*Application of Financial Reporting Requirements*' issued by the Financial Reporting Council. FRS 102 '*The Financial Reporting Standard Applicable in the UK and Republic of Ireland*', ('FRS 102') as issued by the Financial Reporting Council becomes effective for accounting periods beginning on or after 1 January 2015. The Company has undergone transition from reporting under United Kingdom Accounting Standards (UK GAAP) to FRS 102 during the period.

As permitted by FRS 102 under paragraph 35.10, the Company has taken advantage of the exemption available under that standard in relation to the retention of the Company's previous accounting policies until there is any change to balances or the Company undertakes new transactions

The key accounting policies, which have been applied consistently, are set out below:

#### (i) Basis of preparation

The accounts are prepared in accordance with the historical cost convention. As set out in the Directors' report, the board of directors' has assessed the ability of the Company to continue as a going concern and these financial statements have been prepared on a going concern basis. Group accounts have not been prepared as the Company is a majority owned subsidiary within the TSE Group, which has prepared consolidated accounts for the year to 31 March 2016.

#### (ii) Cash flow statement

In accordance with the dormant company exemption allowed by FRS 102, a cash flow statement for the Company has not been provided.

#### (iii) Related party disclosures

In accordance with the dormant company exemption allowed by FRS 102, the Company is not required to disclose related party transactions with other TSE group undertakings.

### 2. Operating costs

All expenses relating to the Company have been borne by TSUK.

### 3. Directors' emoluments and employees

No directors received any emoluments during the period in respect of their services to the Company (2015: £nil). The Company has no employees (2015: nil).

#### 4. Debtors

	2016	2015
	£	£
Amounts owed by parent company	<u>529,577</u>	<u>529,577</u>

The amounts owed by parent company are free of interest and do not have any fixed repayment terms.

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

	2016	2015
	£	£
Unsecured loan stock	<u>8,565,000</u>	<u>8,565,000</u>

The unsecured loan stock carries interest at 10% per annum which has been waived by the stockholders until such time as the stockholders jointly notify the Company to the contrary. The loan stock is payable on demand.

#### 6. Share capital

	Authorised	Allotted called up and fully paid
	£	£
100,000 Ordinary shares of £1	<u>100,000</u>	<u>100,000</u>

#### 7. Financial Support

The parent undertaking has agreed to provide financial support to enable the Company to meet its liabilities as and when they fall due.

#### 8. Ultimate and immediate parent company

TSUK is the company's immediate parent company, which is registered in England and Wales. TSE and Tata Steel UK Holdings ('TSUKH') are intermediate holding companies, registered in England and Wales, with TSUKH the smallest group to consolidate these financial statements.

Copies of the Report & Accounts for TSUKH may be obtained from the Secretary, 30 Millbank, London, SW1P 4WY.

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