

Annual report and financial statements for the 15 months ended 29 March 2008

Registered number 2755939



# Annual report and financial statements for the 15 months ended 29 March 2008

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# Directors and advisers as at 29 March 2008

## Directors

Mr K Wilkinson Mr S W Lindsay (Chairman)

## Secretary

Mrs A L Scandrett

## Registered office

30 Mıllbank London SW1P 4WY

## Independent auditors

PricewaterhouseCoopers LLP Chartered Accountants and Registered Auditors Birmingham B3 2DT

# Directors' report for the 15 months ended 29 March 2008

The directors present their report and the consolidated audited financial statements for the period ended 29 March 2008

On 31 January 2007, the board of Corus Group plc recommended the acquisition by Tata Steel Limited of the entire issued and to be issued share capital of Corus Group, at a price of 608 pence in cash per share. This was implemented by means of a scheme of arrangement under section 425 of the UK Companies Act 1985 and shareholders voted to approve this scheme at an Extraordinary General Meeting and court meeting held on 7 March 2007. Trading in Corus' shares was subsequently suspended on each of the London, New York and Amsterdam Stock Exchanges on 29 March, with the scheme becoming wholly effective on 2 April 2007.

#### Principal activities

The principal activity of the group is the performance of worldwide trade in steel and related materials

#### Review of business

The profit and loss account for the period is set out on page 6

The directors do not recommend the payment of a dividend (12 months to 30 December 2006 £Nil) The profit of £2,161,000 (2006 £2,039,000) will be transferred to reserves

The 15 months to 29 March 2008 began strongly with increased volume and prices over those reported in 2006

Steel prices rose throughout the 15 months to 29 March 2008 in all markets, reaching the highest recorded levels at the end of the period. However, many European customers elected to deplete stocked material rather than purchasing new material at higher prices and this resulted in volumes to Europe falling sharply throughout the period.

Volumes rose steadily in the Middle East region as the combination of lower demand in Europe and imposed export tariffs in some regions made it more economical to sell to local markets than to export material

The Company has grown its raw materials business, selling a variety of products into both European and Middle Eastern markets

Overall, the rapid rises in steel prices and lower demand have resulted in a greater turnover but lower margins than experienced in the previous year

### Key performance indicators

	15 months ended 29 March 2008	12 months ended 30 December 2006
Return on sales (%)	0.5	16
Gross margin to sales (%)	3.3	3 8
Sales price per tonne (£)	350	334

#### **Future** activities

The first quarter of 2008/9 is expected to begin strongly as European customers reach the end of their stocks and are forced to purchase new material. Steel prices are expected to continue to rise on the back of high raw material prices, levelling out at the end of the second quarter.

Business is expected to grow during the first two quarters in line with market conditions, remaining stable for the remainder of the year

In addition to a strong steel trading presence the company will continue to grow in the area of raw materials

It is anticipated that Corus International Trading Limited will continue to trade in steel and related materials in the global market for the foreseeable future

# Directors' report for the 15 months ended 29 March 2008 (continued)

### **Directors**

The directors of the company at 29 March 2008 are listed on page 1

The respective date of appointment and resignation of each director is shown below

Director	Date of appointment	Date of resignation
K Wılkınson	30 <sup>th</sup> June 1995	-
S W Lindsay	30 <sup>th</sup> June 1995	-
C D Gardner	16 <sup>th</sup> May 2002	1 <sup>st</sup> June 2007

### Financial risk management

The company's operations expose it to a variety of financial risks that include the effects of changes in credit risk, liquidity risk and foreign exchange risk. Most of the company's purchases and sales are denominated in US dollars or Euros. All risks associated with foreign exchange are borne by the parent company, Corus UK. Limited. The company also seeks to limit the adverse effects on financial performance by monitoring levels of debt finance and the related finance costs.

The policies set by the board of directors are monitored by the finance committee and implemented by the company's finance department

### Price risk

The company has no exposure to equity securities price risk. Exposure to commodity price risk is managed by matching customer and supplier terms

### Credit risk

The company has implemented policies that require appropriate credit checks on potential customers before sales are made. Deposits of surplus funds are limited to approved institutions

#### Liquidity risk

The finance department actively maintains short-term debt finance that is designed to ensure the company has sufficient available funds for operations

### Interest rate cash flow risk

The company has both interest bearing assets and interest bearing liabilities. Interest bearing assets are cash balances that earn interest at a floating rate of interest. Interest bearing liabilities are loans from the parent company that bear interest at a floating rate of interest. The company has a policy of maintaining debt at a floating rate of interest to match the interest charge to income and obtain the most favourable market rate. The directors will revisit this policy should there be a fundamental shift in market conditions.

#### Payment to creditors

It is the policy of the company to establish terms of payment with suppliers when agreeing the terms of business transactions. The aim is to deliver funds to suppliers when due, either by cheque or other means of payment.

Trade creditors' days as at the period end are 14 days (2006 39 days) The reason for the decreased creditor days was the declining sales towards the end of the period

# Directors' report for the 15 months ended 29 March 2008 (continued)

### 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 the directors have elected to prepare the financial statements in accordance with United Kingdom Generally. Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the company and the group and of the profit or loss of the company and the group for that period

In preparing those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- · make judgements and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on a going concern basis unless it is inappropriate to presume that the
  company will continue in business, in which case there should be supporting assumptions or qualifications
  as necessary

The directors confirm that they have complied with the above requirements in preparing the financial statements

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and the group and enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### Auditor and disclosure of information to auditors

In the case of each of the persons who are directors at the time when the report is approved the following applies

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- b) he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information

By order of the board

S W Lindsay Director

24 July 2008

# Independent auditors' report to the members of Corus International Trading Limited

We have audited the group and parent company financial statements (the "financial statements") of Corus International Trading Limited for the 15 months ended 29 March 2008 which comprise the group profit and loss account, the reconciliation of movement in group shareholders' funds, the group and company balance sheets and the related notes. These financial statements have been prepared under the accounting policies set out therein

### Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland) This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it

### Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the group's and company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

#### Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the group's and the parent company's affairs as at 29 March 2008 and of the group's profit for the 15 months then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and

• the information given in the Directors' Report is consistent with the financial statements

PricewaterhouseCoopers LLP

Chartered Accountants and Registered Auditors

Bırmıngham

25 July 2008

# Group profit and loss account for the 15 months ended 29 March 2008

		Group	Group
	Notes	Notes 15 months ended 29 March 2008	12 months ended 30 December 2006
		£'000	£'000
Turnover	2	419,238	175,815
Operating costs	3	(415,400)	(172,948)
Operating profit		3,838	2,867
Interest receivable and similar income	4	36	51
Interest payable and similar charges	5	(736)	-
Profit on ordinary activities before taxation		3,138	2,918
Tax charge on profit on ordinary activities	6	(977)	(879)
Profit for the period	15	2,161	2,039

The above results relate wholly to continuing operations

The company has no recognised gains or losses other than those included in the profit and loss account above, and therefore no separate statement of recognised gains and losses has been presented

There is no difference between the profit on ordinary activities before taxation and profit for the period stated above, and their historical cost equivalents

# Reconciliation of movement in group shareholders' funds for the 15 months ended 29 March 2008

		Group	Group
		29 March 2008	30 December 2006
	Notes	£'000	£'000
Opening shareholders' funds		14,695	12,656
Profit for the period	15	2,161	2,039
Closing shareholders' funds		16,856	14,695

# Balance sheet as at 29 March 2008

		Group	Company	Group	Company
	Notes	29 March 2008	29 March 2008	30 December 2006	30 December 2006
		£'000	£'000	£'000	£'000
Fixed assets					
Investments	17	-	-	-	•
Current assets					
Stocks	10	10,117	10,096	10,526	7,341
Debtors amounts falling due within one year	11	36,262	29,433	33,329	27,529
		46,379	39,529	43,855	34,870
Creditors amounts falling due within one year	12	(29,163)	(28,618)	(28,753)	(25,898)
Total assets less current liabilities		17,216	10,911	15,102	8,972
Provisions for liabilities and charges	13	(360)	(360)	(407)	(350)
Net assets		16,856	10,551	14,695	8,622
Capital & reserves					
Called up share capital	14	1,657	1,657	1,657	1,657
Profit & loss account	15	15,199	8,894	13,038	6,965
Total shareholders' funds		16,856	10,551	14,695	8,622

The notes on pages 9 to 18 form part of these financial statements. The financial statements were approved by the Board on 24 July 2008 and signed on its behalf by

S W Lindsay Director

24 July 2008

# Notes to the financial statements for the 15 months ended 29 March 2008

## 1 Principal accounting policies

These financial statements have been prepared on a going concern basis, in accordance with the Companies Act 1985 and applicable accounting standards in the United Kingdom. A summary of the more important accounting policies, which have been consistently applied, is set out below.

### Basis of accounting

The financial statements are prepared in accordance with the historical cost convention. The company has adopted the requirements of Financial Reporting Standard 20, Share Based Payments. There is no material effect of the adoption of this standard on these financial statements.

An exemption has been taken with regards to Financial Reporting Standard 29 as over 90% of the voting rights are held within the group

#### Basis of consolidation

The consolidated profit and loss account and balance sheet include the company and its subsidiary. This has been accounted for under the gross equity method of consolidation. The profits or losses of subsidiaries are included from the date of acquisition or up to the date of their disposal.

#### Stocks

Stocks are stated at the lower of cost and net realisable value

#### Turnover

Turnover, which excludes value added tax, represents the sales value of all goods despatched during the period

#### Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the accounts. The deferred tax assets and liabilities recognised have been discounted. There is no deferred tax balance as at 29 March 2008.

### Foreign currency translation

Transactions in overseas currencies are translated at the exchange rate ruling at the date of the transaction or, where forward cover contracts have been arranged, at the contracted rates. Monetary assets and liabilities denominated in foreign currencies are retranslated at the exchange rates ruling at the balance sheet date or at a contracted rate if applicable and any exchange differences arising are taken to the profit and loss account

### Financial instruments

The group's parent company Corus UK Limited uses derivative financial instruments to hedge the group's exposure to fluctuations in foreign exchange rates. Gains and losses on foreign currency hedges are recognised on maturity of the underlying transaction in the financial statements of Corus UK Limited. All costs and risks associated with these are borne by Corus UK Limited.

# Notes to the financial statements for the 15 months ended 29 March 2008 (continued)

## 1 Principal accounting policies (continued)

### Pension costs

The expected cost of providing pension benefits is charged to the profit and loss account so as to spread the cost over the expected average remaining service lives of employees. Further details are given in note 17

### Cashflow

The financial statements do not include a cash flow statement because the company, as a wholly owned subsidiary, is exempt from the requirements to prepare such a statement under Financial Reporting Standard Number 1 (revised 1996) "Cash Flow Statements"

### Fixed asset investments

Investments are stated at cost less provision for diminution in value where appropriate

# Notes to the financial statements for the 15 months ended 29 March 2008 (continued)

## 2 Turnover

Geographical market analysis of turnover by destination is set out below

	Group	Group
	15 months	12 months
	ended 29 March	ended 30 December
	2008	2006
	£'000	£,000
United Kingdom	2,022	913
European Union (excluding UK)	201,153	84,011
Europe (excluding EU)	51,383	44,519
Central/South America	96	2,032
Africa	52,488	20,166
Asia	112,096	24,174
	419,238	175,815
Included in the above		
Sales to group companies	69,659	35,172

# Notes to the financial statements for the 15 months ended 29 March 2008 (continued)

## 3 Operating costs

	Group	Group
	15 months ended 29 March 2008	12 months ended 30 December 2006
	£,000	£'000
Changes in stocks of finished goods	408	(6,303)
Raw materials and consumables	386,573	169,180
Other external charges	16,587	4,845
Employment costs	1,804	1,279
Other operating charges	10,028	5,340
Release of provision	-	(1,393)
	415,400	172,948
The above costs are stated after charging:		
Fees payable for the audit of parent company and consolidated accounts	50	50
Fees payable for audit work contributing to consolidated financial statements of the ultimate parent company	-	20
Interest receivable and similar income		
	Group	Group
	15 months ended 29 March 2008	12 months ended 30 December 2006
	£'000	£'000
Interest receivable from group companies	-	51
Other interest receivable	36	-
	36	51

# Notes to the financial statements for the 15 months ended 29 March 2008 (continued)

## 5 Interest payable and similar charges

	Group	Group
	15 months ended 29 March 2008	12 months ended 30 December 2006
	£'000	£'000
Interest payable to group companies	736	-
Tax charge on profit on ordinary activities		•
	Group	Group
	15 months	12 months
	ended	ended
	29 March 2008	30 December 2006
	£,000	£'000
United Kingdom corporation tax at 30% (2006 30%)		
- Current tax	942	879
- Prior year adjustment	35	-
	977	879

The tax assessed for the period is equal to (2006) higher than) the standard rate of corporation tax in the UK (30%). The current tax charge reconciles with the standard rate of corporation tax as follows.

# Notes to the financial statements for the 15 months ended 29 March 2008 (continued)

## 6 Tax charge on profit on ordinary activities (continued)

	Group	Group	
	15 months ended 29 March 2008	ended 29 March	12 months ended 30 December 2006
	£'000	£'000	
Profit on ordinary activities before taxation	3,138	2,918	
Profit on ordinary activities multiplied by standard rate of UK corporation tax at 30% (2006 30%)	942	875	
Permanent differences	-	4	
	942	879	

From 1 April 2008, there has been a change in the rate of corporation tax from 30% to 28%. There is no material effect on the financial statements

## 7 Result of the company

As permitted by section 230 of the Companies Act 1985, the parent company's profit and loss account has not been included in these financial statements. The parent company's profit for the financial year is £1,929,000 (2006 £1,038,000)

## 8 Employees

	Group	Group
	15 months ended 29 March 2008	12 months ended 30 December 2006
	£'000	£'000
Total costs of all employees in the company were		
Wages and salaries	1,517	1,152
Social security costs	140	70
Other pension costs	147	57
	1,804	1,279

The average monthly number of employees of the company during the period was

# Notes to the financial statements for the 15 months ended 29 March 2008 (continued)

## 8 Employees (continued)

	Group	Group
	15 months ended 29 March 2008	12 months ended 30 December 2006
	Number	Number
Management	3	3
Staff	13	12
	16	15

### 9 Directors' emoluments

No director received or waived any remuneration during the 15 month period (12 months to 30 Dec 2006 £nil) in respect of their services

The emoluments of the directors are borne by the parent company, Corus UK Limited, and are deemed to be wholly attributable to services to that company No recharge is made to this company

### 10 Stocks

	Group	Company	Group	Company
	29 March 2008	29 March 2008	30 December 2006	30 December 2006
	£'000	£'000	£'000	£'000
Finished goods and goods for resale	10,117	10,096	10,526	7,341

Included in the stock value of £10,117,000 (company £10,096,000, 2006 group £10,526,000, company £7,341,000) at 29 March 2008 are goods in transit of £6,439,000 (company £6,418,000, 2006 group £5,978,000, company £2,793,000)

# Notes to the financial statements for the 15 months ended 29 March 2008 (continued)

## 11 Debtors: amounts falling due within one year

			Restated	Restated
	Group	Company	Group	Company
	29 March	29 March 3	0 December 2006	30 December 2006
	£'000	£'000	£'000	£,000
Trade debtors	15,064	15,046	18,165	16,215
Provision for bad debts	(780)	(780)	•	-
Amounts owed by group companies	21,926	15,151	15,102	11,308
Other debtors	52	16	62	6
Total debtors	36,262	29,433	33,329	27,529

Prior year figures were restated to better reflect the allocation of amounts owed by group companies

## 12 Creditors: amounts falling due within one year

			Restated	Restated
	Group	Company	Group	Company
	29 March 2008	29 March	30 December 2006	30 December 2006
	£'000	£'000	£'000	£'000
Trade creditors	6,335	6,249	17,871	15,572
Amounts owed to group companies	20,989	20,721	9,152	9,081
Corporation Tax	942	842	844	415
Other creditors	897	806	886	830
	29,163	28,618	28,753	25,898

Prior year figures were restated to better reflect the allocation of amounts owed to group companies Amounts owed to group companies are payable on demand and do not carry interest

# Notes to the financial statements for the 15 months ended 29 March 2008 (continued)

## 13 Provision for liabilities and charges

	Group	Company	
	£'000	£'000	
Balance at 30 December 2006	407	350	
Utilised during the period	(407)	(350)	
Provided during the period	360	360	
Balance at 29 March 2008	360	360	

The company has received claims regarding late delivery and material quality. The company has reviewed these claims and believes full settlement will not exceed £360,000. A provision of £360,000 has therefore been raised to cover the settlement of the claim, which is expected to take place within the next year. No further material adverse effect on equity or income is expected.

## 14 Called up share capital

Authorised,	allotted, issued	
	and fully paid	

		Number	£'000
_	Ordinary shares of £1 each		
	At 30 December 2006 and at 29 March 2008	1,657,666	1,657
15	Reserves		

	Group	Company	
	£'000	£'000	
At 30 December 2006	13,038	6,965	
Profit for the period	2,161	1,929	
At 29 March 2008	15,199	8,894	

# Notes to the financial statements for the 15 months ended 29 March 2008 (continued)

### 16 Pension and similar obligations

Corus International Trading Limited participates in the British Steel Pension Scheme operated by the parent company, Corus UK Limited. This is a funded, defined benefit scheme providing benefits based on final pay and service at retirement. The fund is valued every three years by a professionally qualified independent actuary. The latest formal valuation was carried out as at 31 March 2005. Particulars of this valuation are contained within the accounts of Corus Group plc. The contributions paid by the Company are accounted for as if the scheme were a defined contribution scheme, as the Company is unable to identify its share of the underlying assets and liabilities in the scheme. The pension cost for the 15 months to 29 March 2008 amounted to £147,000 (12 months to 30 December 2006. £57,000). The scheme is currently in surplus and the Directors do not consider that the contribution rates will change significantly until the results of the next actuarial assessment are made available.

## 17 Principal subsidiary undertakings

Corus International Trading Limited holds 100% of the equity and shares of Industrial Steels Limited (£2 00), which is incorporated in England and Wales Industrial Steels Limited principal activity is the performance of worldwide trade in steel

#### 18 Derivative financial instruments

The group's local currency is pounds sterling but approximately 99 5% of sales and 87 6% of purchases are denominated in different currencies, mainly United States Dollars or Euros. As a result, the group is subject to foreign currency exchange risk due to exchange rate movements between pounds sterling and the other currencies. The group seeks to reduce these risks by entering into forward contracts. Corus UK Limited manages and contracts for all foreign exchange forward contracts on behalf of Corus International Trading Limited. It is not possible to accurately allocate the cost or benefit of such forward contracts to Corus International Trading Limited and, as such, no fair value disclosures have been included in these accounts.

### 19 Related party transactions

Corus International Trading Limited is an indirect subsidiary of Tata Steel UK Limited, the consolidated accounts of which are publicly available. All inter-company transactions are eliminated on consolidation and therefore an FRS 8 exemption has been taken with regard to related party transactions.

Tata Steel UK Limited provides Corus International Trading Limited with a number of support and administrative services

### 20 Ultimate parent undertaking and controlling party

Corus UK Limited is the company's immediate parent company, which is registered in England and Wales Tata Steel UK Limited is the intermediate holding company, which is registered in England and Wales, and the smallest group to consolidate these financial statements

Tata Steel Limited, a company incorporated in India, is the ultimate parent company and controlling party

Copies of reports and accounts for Corus UK Limited and Tata Steel UK Limited may be obtained from the Secretary, 30 Millbank, London, SW1P 4WY