

Tata Global Beverages Polska Sp. z o.o.

Independent Registered Auditor's Opinion

Financial Statements

Director's Report

Registered Auditor's Report on the audit of the financial statements

For the year from 1 April 2014 to 31 March 2015

Content:

Independent Registered Auditor's Opinion

prepared by PricewaterhouseCoopers Sp. z o.o.

Financial Statements

prepared by Tata Global Beverages Polska Sp. z o.o.

Directors' Report

prepared by Management Board of Tata Global Beverages Polska Sp. z o.o.

Registered Auditor's Report on the audit of the financial statements

prepared by PricewaterhouseCoopers Sp. z o.o.



Independent Registered Auditor's Opinion

To the Shareholders' Meeting of Tata Global Beverages Polska Sp. z o.o.

We have audited the accompanying financial statements of Tata Global Beverages Polska Sp. z o.o. (hereinafter called "the Company"), Kłobucka 25 Street, Warsaw, which comprise the introduction to the financial statements; the balance sheet as at 31 March 2015, showing total assets and total equity and liabilities of PLN 13,735,581.43, the income statement for the year from 1 April 2014 to 31 March 2015, showing a net loss of PLN 8,646,511.02, the statement of changes in equity, the cash flow statement for the financial year and additional notes and explanations.

The Company's Management Board is responsible for preparing the financial statements and Directors' Report in accordance with the applicable regulations, and for the correctness of the accounting records. Members of the Management Board of the Company are obliged to ensure that the financial statements and the Director's Report comply with the requirements of the Accounting Act of 29 September 1994 ("the Accounting Act" – Journal of Laws of 2013, item 330 as amended).

Our responsibility was to perform an audit of the accompanying financial statements and to express an opinion on whether the financial statements comply in all material respects with the applicable accounting policies and whether they present, in all material respects, a true and clear view of the Company's financial position and its financial results, and whether the accounting records constituting the basis for their preparation are properly maintained.

We conducted our audit in accordance with:

- a. the provisions of Chapter 7 of the Accounting Act;
- b. national standards of auditing issued by the National Council of Registered Auditors.

Our audit was planned and performed to obtain reasonable assurance that the financial statements were free of material misstatements and omissions. The audit included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. The audit also included assessing the accounting policies applied by the Company and significant estimates made in the preparation of the financial statements, as well as overall assessment of their presentation. We believe that our audit provides a reasonable basis for our opinion.

Translation note:

This version of our report is a translation from the original, which was prepared in Polish language. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of our report takes precedence over this translation.



Independent Registered Auditor's Opinion

To the Shareholders' Meeting of Tata Global Beverages Polska Sp. z o.o. (cont.)

In our opinion, and in all material respects, the accompanying financial statements:

- a. give a fair and clear view of the Company's financial position as at 31 March 2015 and of the financial results for the year from 1 April 2014 to 31 March 2015, in accordance with the accounting policies binding in Poland as specified in the Accounting Act;
- b. comply in terms of form and content with the applicable laws and the Company's Articles of Association;
- c. have been prepared on the basis of properly maintained books of account, in accordance with the applicable accounting policies.

The information contained in the Directors' Report for the year from 1 April 2014 to 31 March 2015 has been presented in accordance with the provisions of the Accounting Act and is consistent with the information contained in the audited financial statements.

Without qualifying our opinion on the truth and fairness of the audited financial statements, we draw attention to the fact that the financial statements were prepared using a going concern principle. As presented in the Company's balance sheet, sum of the net loss for the period from 1 April 2014 to 31 March 2015 and for the previous periods amounting total PLN 59,092,168.73 exceeded sum of the share and supplementary capital. In a such situation, the Company's Management Board, in accordance with the provisions of Art. 233 of the Commercial Companies Code, is obliged to immediately convene the Shareholders' Meeting in order to adopt a resolution regarding the Company's continued existence. By the date of signing the registered auditor's opinion, an appropriate resolution had not been adopted.

Moreover the Company's liabilities as of 31 March 2015 exceeded Company's total assets by PLN 15,228,897.60. This indicates the existence of an uncertainty which cast significant doubt about the Company's ability to continue as a going concern.

In point 2 of the Introduction to the financial statements the Management Board presented its position with relation to the financing of the Company through obtaining from the related entity a support letter ensuring its willingness to support the Company for the next 13 months from the date of this support letter (20 April 2015). Without such support application of the going concern principle may be not appropriate.

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Independent Registered Auditor's Opinion

To the Shareholders' Meeting of Tata Global Beverages Polska Sp. z o.o. (cont.)

Person conducting the audit on behalf of PricewaterhouseCoopers Sp. z o.o., Registered Audit Company No. 144:

Paweł Wesolowski

Key Registered Auditor
No. 12150

Warsaw, 30 April 2015

Translation note:

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Tata Global Beverages Polska Sp. z o.o.

**ul. Kłobucka 25, 02-699 Warszawa
REGON: 010611629 NIP: 527-00-24-800**

**Financial statements
for the financial year from 1 April 2014 to 31 March 2015**

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Introduction to the financial statements**as at and for the financial year from 1 April 2014 to 31 March 2015**

1. The Company's core business activity

Tata Global Beverages Polska Sp. z o.o., Warsaw, ul. Kłobucka 25, began operating in 1994. The Company was entered in the Register of Businesses maintained by the District Court in Warsaw, the 20th Business Department of the National Court Register, with the reference number KRS 30868. At present, the Company is registered with the 13th Business Department of the National Court Register. The Company's core business operations comprise mainly wholesale trading in teas and other food products.

In the period from 1 April 2014 to 31 March 2015 the Management Board comprised: Nigel Holland and Manesh Thakrar.

As stated in the Articles of Association, the duration of the Company is unlimited.

2. Financial statements

The accounting policies used in the preparation of the financial statements comply with the Accounting Act of 29 September 1994 (Journal of Laws of 2013, item 330, as amended) and other secondary legislation issued on its basis, hereinafter called "the Act", which determines, among others, the general accounting principles to be applied by entities having their registered office or seat of management in the Republic of Poland.

Accounting entries are made on the historical cost basis.

The financial statements cover the period of 12 months from 1 April 2014 to 31 March 2015. The comparative data is presented for the corresponding period of the previous accounting year.

All amounts presented in the financial statements are in PLN.

The above-mentioned accounting policies were applied both in the financial year ended 31 March 2015 and in the financial year ended 31 March 2014.

The financial statements have been prepared based on the assumption that the Company will continue in operation as a going concern. In the current financial year the Company incurred a net loss of PLN 8,646,511.02. The Company's net assets as at 31 March 2015 were negative and amounted to PLN (15,228,897.60).

The Company received a letter from Tata Global Beverages GB Limited of 20 April 2015 which guaranteed financing for a period of at least 13 months from the date thereof.

Due to the above, even though the Company's equity recognized in the balance sheet shows that the Company's liabilities exceed its assets, the financial statements have been prepared on the going concern basis.

Moreover, pursuant to Resolution no. 6 of the Annual General Shareholders' Meeting of Tata Global Beverages Polska Sp. z o.o. passed on 28 July 2014 in accordance with Art. 233 of the Commercial Companies Code, on the basis of data from the financial statements for the period from 1 April 2013 to 31 March 2014 and data from the Directors' Report, it was resolved that Tata Global Beverages Polska Sp. z o.o. would continue in operation.

3. Adopted accounting policies**(a) Tangible fixed assets and intangible assets**

Fixed assets comprise non-current assets and their equivalents, fit for use and intended for the Company's own use.

Intangible assets comprise property rights used by the entity to conduct business activities, with an anticipated economic useful life in excess of one year.

Intangible assets are stated at cost of purchase less accumulated amortization and impairment write-downs.

Tangible fixed assets are stated in the financial statements at the net book value, i.e. at cost less accumulated depreciation and impairment write-downs. The cost of fixed assets comprises the total costs incurred by the entity during the period of their construction, assembly, improvement and adaptation for use, including non-recoverable VAT and the cost of liabilities incurred less the related income.

Impairment is recognized when there is a high probability that an asset controlled by the Company will not render, in the future, a significant portion or all of the expected economic benefits. In the event of earmarking a given asset for

Introduction to the financial statements**as at and for the financial year from 1 April 2014 to 31 March 2015**

scrapping, discontinuing its use or other reasons which give rise to impairment of such a fixed asset, a write-down is recognized as part of other operating expenses.

Amortization/depreciation is charged based on the current amortization/depreciation plan, which defines the rates and amounts of annual amortization/depreciation charges for the individual categories of non-current assets, taking into account the useful lives of the individual components of non-current assets. Depreciation/ amortization is recognized on a straight-line basis. Depreciation/ amortization is charged starting from the month following the month in which a given fixed asset or intangible asset was commissioned for use.

The correctness of the economic useful lives and other data adopted in the depreciation/amortization schedule is periodically verified by the entity's manager, resulting in an appropriate adjustment of the annual rates and amounts of charges beginning from the first month of the subsequent financial year.

Annual depreciation rates for the principal categories of fixed assets are as follows:

buildings, apartments (leasehold improvements)	- 10%
plant and machinery	- 10%-30%
vehicles	- 20%
other tangible fixed assets	- 20%

The amortization rate for intangible assets, which comprise computer software and copyrights, is 20% - 50%. The Company uses the 20% annual rate for amortization of goodwill. Goodwill amortization is recognized in "Other operating expenses / other" in the income statement.

Fixtures and fittings with a value lower than PLN 1,000 are not recognized; they are charged to the income statement directly as the costs of materials used.

(b) Receivables

Receivables are valued as at the balance sheet date at amounts due, including accrued default interest, and carried net of write-downs.

Receivables are revalued based on the likelihood of their receipt by recognizing impairment write-downs, which are charged to other operating expenses or financial costs depending on the type of the receivable.

Taxation, subsidy, and social insurance receivables and other receivables are stated at amounts due in accordance with the law, contract or other documents.

(c) Inventories

Inventories are valued at the lower of the actual purchase price or the actual cost of manufacture and net realizable value.

The cost of purchase is the actual purchase price of materials, comprising the amount due to the seller (net of VAT) and in the case of imports, comprising charges to the State Budget and costs directly related to the purchase, including transport, loading and unloading costs, less any price reductions (rebates, discounts).

Inventory write-downs recorded due to impairment and resulting from valuation at the net realizable value instead of the cost of purchase or manufacture are charged to other operating expenses.

(d) Monetary assets

Monetary assets comprise cash in hand, cash at bank, cash deposits payable within three months, cheques, bills of exchange and similar instruments payable within three months of their issue. Monetary assets also include accrued interest on financial assets.

Cash and cash equivalents are measured at the nominal value and stated including (or less) interest.

Interest received and receivable is recognized as financial income.

(e) Prepayments and accruals**i. Prepayments and deferred costs**

Prepayments and deferred costs comprise costs which relate to the periods following the period in which they were incurred. The timing and method of recognition in the income statement corresponds to the nature of the expenses recognized, taking account of the prudence principle.

ii. Accruals

Accruals referred to in Art. 39.2.2 of the Act are presented in equity and liabilities under "Provisions for liabilities". In particular:

- accruals relating to all kinds of employee benefits, e.g. holiday pay, annual bonuses, long service bonuses, retirement bonuses are presented under "Provisions for employee benefits and similar items", with the exception of salaries and wages for the preceding financial year accrued but not paid, which are presented under salaries and wages payable;

- accruals relating to future benefits to persons other than employees whose amount can be estimated reliably, even though the date of origin of the liability is not yet known, e.g. provisions for guarantee repairs, restructuring provisions, are presented under "Other provisions".

Accruals referred to in Art. 39.2.1. of the Act (mainly goods and services received, but not invoiced) are presented in the liabilities under "Trade payables" in accordance with the Polish Accounting Standard no. 6.

(f) Equity

Equity comprises share capital, supplementary capital and reserves recorded by the Company in accordance with the binding regulations, the Company's Articles of Association and the resolution of the General Shareholders' Meeting, including the amount resulting from retained earnings/accumulated losses.

The Company's share capital is shown in the amount specified in the notarial deed and the entry in the commercial register, at nominal value.

Capital contributions declared but not made are recognized as share capital not paid up.

Should the shareholders pass a resolution specifying the date and amount of capital contributions, their equivalent is recorded as a separate item in the balance sheet (capital contributions reserve) and shown in equity until utilized in a manner justifying its write-off. Capital contributions enacted but not made are shown as capital contributions due (negative amount).

Supplementary capital comprises the share premium, other amounts added in accordance with the binding regulations or the notarial deed and net profit transferred to the supplementary capital in accordance with a resolution of the General Shareholders' Meeting.

Retained earnings/ accumulated losses comprise profit and losses from previous years, which have not been appropriated or offset in accordance with the resolutions of the General Shareholders' Meeting.

(g) Provisions for liabilities

Provisions for liabilities are stated at valid, reliably estimated amounts.

Provisions are recognized against certain or probable future liabilities, whose amount may be reliably estimated, in particular against losses on pending business, including those related to guarantees, warranties granted, loans and the outcome of litigation in progress.

Provisions are charged to other operating expenses, financial costs or extraordinary losses, depending on the circumstances of future liabilities.

Introduction to the financial statements**as at and for the financial year from 1 April 2014 to 31 March 2015**

(h) Liabilities

Financial liabilities are measured not later than as at the end of the reporting period at the adjusted purchase price. Liabilities other than financial are stated at amounts due, inclusive of interest payable as at the balance sheet date. This interest is charged to financial costs.

(i) Foreign currency transactions

Assets and liabilities expressed in foreign currencies are recognized as at the balance sheet date at the mid exchange rate announced by the National Bank of Poland for a given currency as at that date.

During the year, the Company recognizes transactions expressed in foreign currencies, which relate to:

- cash and cash equivalents, receipt of receivables and payment of liabilities – at the buying or selling rate of the Company's bank;
- receivables and liabilities - at the mid exchange rate determined for a given currency by the President of the National Bank of Poland as at the day preceding the transaction date, unless the customs clearance document provides a different rate.

Foreign exchange gains/losses arising on the payment or at the balance sheet date are charged or credited to financial costs or income, or, if justified, to the cost of manufacture of finished goods or cost of purchase of goods for resale, or the cost of purchase or manufacture of fixed assets, fixed assets under construction or intangible assets.

(j) Sales

Sales revenue is recognized at the time the goods are delivered, if the entity transferred significant risks and benefits resulting from ownership rights to the goods, or at the time services are provided. Sales are recognized net of VAT, any discounts granted and any costs of marketing services provided by the Company's customers, which are aimed at intensifying sales, irrespective of the manner of calculating such costs.

(k) Mandatory appropriation of profit

Mandatory profit appropriations comprise corporate income tax charged in accordance with the CIT Act and other equivalent payments arising from other regulations.

Corporate income tax is calculated on the basis of profit before tax determined in accordance with the accounting regulations, adjusted for non-taxable income, non-deductible costs and deductions relating to accumulated losses, investment relief and donations.

The Company recognizes deferred tax provisions and deferred tax assets in respect of temporary differences between the carrying values of assets or liabilities and their tax bases, and tax losses carried forward.

Deferred tax assets are determined at the amount of corporate income tax recoverable in the future in respect of deductible temporary differences and the carryforward of tax losses, taking account of the prudence principle.

A deferred tax provision is recognized at the amount of corporate income tax payable in the future in respect of taxable temporary differences, i.e. differences which result in a higher tax base in the future.

Deferred tax provisions and assets are measured at the tax rates applicable in the year in which the related tax obligation arises.

A deferred tax expense or income is recognized in the income statement representing the difference between deferred tax provisions and assets as at the beginning and end of a given reporting period, excluding deferred tax provisions or assets that are credited or charged to equity in line with the treatment of the transactions to which they relate.

4. Change in the presentation of the financial statements

In the financial year ended 31 March 2015, the Company did not make any changes to its accounting policies in relation to the previous year, which would have a significant effect on the Company's financial position and results of operations.

Balance sheet as at 31 March 2015

	Note	31.03.2015	31.03.2014
ASSETS			
Non-current assets		319 742,66	734 123,74
Intangible assets	1	14 023,29	246 130,99
Goodwill		-	208 758,95
Other intangible assets		14 023,29	37 372,04
Tangible fixed assets	2	155 719,37	487 992,75
Fixed assets		155 719,37	487 992,75
Buildings, offices, apartments, civil and marine engineering facilities		-	45 142,96
Plant and machinery		51 725,77	45 457,78
Vehicles		81 299,64	394 770,94
Other fixed assets		22 693,96	2 621,07
Long-term receivables	3	150 000,00	-
From related entities		-	-
From other entities		150 000,00	-
Current assets		13 415 838,77	14 335 455,72
Inventories	4	4 047 013,69	4 458 147,23
Goods for resale		4 047 013,69	4 458 147,23
Short-term receivables	5	8 970 603,96	9 371 102,76
Receivables from other entities		8 970 603,96	9 371 102,76
Trade receivables due:		8 791 494,26	8 942 014,06
- up to 12 months		8 791 494,26	8 942 014,06
Taxation, subsidy, customs duty, social and medical insurance and other benefits receivable		40 622,97	116 071,68
Other		138 486,73	313 017,02
Short-term investments	13	263 298,20	330 795,14
Short-term financial assets		263 298,20	330 795,14
cash, cash equivalents and other monetary assets		263 298,20	330 795,14
- cash in hand and at bank		263 298,20	330 795,14
Short-term prepayments and deferred costs	6	134 922,92	175 410,59
Total assets		13 735 581,43	15 069 579,46

	Note	31.03.2015	31.03.2014
EQUITY AND LIABILITIES			
Equity		(15 228 897,60)	(6 582 386,58)
Share capital	7	43 859 400,00	43 859 400,00
Supplementary capital		3 871,13	3 871,13
Accumulated losses		(50 445 657,71)	(42 947 828,79)
Net loss	8	(8 646 511,02)	(7 497 828,92)
Liabilities and provisions for liabilities		28 964 479,03	21 651 966,04
Provisions for liabilities	9	1 024 395,44	979 971,00
Provision for pension and similar benefits		1 024 395,44	979 971,00
- short-term		1 024 395,44	979 971,00
Short-term liabilities	10	27 940 083,59	20 671 995,04
To related entities	16	20 772 016,80	14 038 149,99
Trade payables due:		15 772 016,80	10 688 149,99
- up to 12 months		15 772 016,80	10 688 149,99
Other		5 000 000,00	3 350 000,00
To other entities		7 071 703,94	6 537 903,46
Loans and borrowings		-	-
Trade payables due:		6 784 785,51	6 187 171,29
- up to 12 months		6 784 785,51	6 187 171,29
Taxation, customs duty, social insurance and other benefits payable		256 145,78	306 947,93
Other		30 772,65	43 784,24
Special funds		96 362,85	95 941,59
Total equity and liabilities		13 735 581,43	15 069 579,46

Income statement

for the financial year from 1 April 2014 to 31 March 2015

	Note	12 months ended 31 March 2015	12 months ended 31 March 2014
Net sales and sales equivalents, including:	11	36 119 650,00	39 563 097,84
- to related entities	16	48 998,10	50 005,89
Net sales of goods for resale and materials		36 119 650,00	39 563 097,84
Operating expenses		44 448 190,82	46 741 728,32
Amortization and depreciation		351 113,72	407 643,64
Materials and energy used		1 173 527,10	1 612 254,81
External services		10 398 142,86	9 513 472,21
Taxes and fees		89 367,07	412 417,59
Wages and salaries		7 635 485,26	8 007 401,56
Social insurance and similar charges		1 464 691,26	1 599 121,65
Other costs by type		1 052 042,68	1 563 049,04
Cost of goods for resale and materials sold		22 283 820,87	23 626 367,82
Loss on sales		(8 328 540,82)	(7 178 630,48)
Other operating income		780 170,01	1 168 696,23
Gains on disposal of non-financial, non-current assets		-	42 179,39
Other		780 170,01	1 126 516,84
Other operating expenses		380 416,11	1 391 067,09
Loss on disposal of non-financial non-current assets		56 368,28	-
Other		324 047,83	1 391 067,09
Operating loss		(7 928 786,92)	(7 401 001,34)
Financial income		4 044,16	140 148,27
Interest, including:		4 044,16	14 155,77
- from related entities		-	-
Other		-	125 992,50
Financial costs		721 768,26	236 975,85
Interest, including:		895,94	236 975,85
- to related entities		-	-
Other		720 872,32	-
Loss on ordinary activities before tax		(8 646 511,02)	(7 497 828,92)
Loss before tax		(8 646 511,02)	(7 497 828,92)
Income tax	12	-	-
Net loss		(8 646 511,02)	(7 497 828,92)

Statement of changes in equity
for the financial year from 1 April 2014 to 31 March 2015

	12 months ended 31 March 2015	12 months ended 31 March 2014
Equity as at the beginning of the year (OB)	(6 582 386,58)	(23 984 557,66)
Share capital as at the beginning of the year	43 859 400,00	18 959 400,00
Changes in share capital	-	24 900 000,00
increase (due to)	-	24 900 000,00
- issue of shares	-	24 900 000,00
Share capital as at the end of the year	43 859 400,00	43 859 400,00
Supplementary capital as at the beginning of the year	3 871,13	3 871,13
Supplementary capital as at the end of the year	3 871,13	3 871,13
Accumulated losses as at the beginning of the year	(50 445 657,71)	(42 947 828,79)
Accumulated losses as at the end of the year	(50 445 657,71)	(42 947 828,79)
Net profit/loss for the year	(8 646 511,02)	(7 497 828,92)
Net loss	(8 646 511,02)	(7 497 828,92)
Equity as at the end of the year (CB)	(15 228 897,60)	(6 582 386,58)
Equity, as adjusted for the proposed offset of loss	(15 228 897,60)	(6 582 386,58)

Cash flow statement

for the financial year from 1 April 2014 to 31 March 2015

	Note	12 months ended 31 March 2015	12 months ended 31 March 2014
Cash flows from operating activities			
Net loss		(8 646 511,02)	(7 497 828,92)
Adjusted for:		6 981 968,51	3 679 317,12
Amortization and depreciation		559 872,67	1 660 197,61
Foreign exchange gains/(losses)		198,62	1 259,77
Interest		895,94	236 975,85
Gain (loss) on investing activities		56 368,28	(42 179,39)
Increase/(decrease) in provisions		44 424,44	(255 820,04)
(Increase)/decrease in inventories		411 133,54	2 084 300,87
(Increase) / decrease in receivables		250 498,80	1 977 821,01
Increase/(decrease) in short-term liabilities, excluding loans and borrowings		5 618 088,55	(1 918 562,62)
Change in prepayments and accruals		40 487,67	(64 675,94)
Net cash from operating activities		(1 664 542,51)	(3 818 511,80)
Cash flows from investing activities			
Cash inflows		20 762,95	167 180,47
Disposal of intangible assets and tangible fixed assets		20 762,95	167 180,47
Cash outflows		(72 622,82)	(34 357,50)
Purchase of intangible assets and tangible fixed assets		(72 622,82)	(34 357,50)
Other cash outflows on investing activities		-	-
Net cash from investing activities		(51 859,87)	132 822,97
Cash flows from financing activities			
Cash inflows		1 650 000,00	28 900 000,00
Net proceeds from issuance of shares and other equity instruments, and repayable contributions from shareholders		-	24 900 000,00
Loans and borrowings		1 650 000,00	4 000 000,00
Cash outflows		(895,94)	(25 438 559,41)
Repayment of loans and borrowings		-	(25 201 583,56)
Interest		(895,94)	(236 975,85)
Net cash from financing activities		1 649 104,06	3 461 440,59
Net increase/(decrease) in cash and cash equivalents		(67 298,32)	(224 248,24)
Change in cash and cash equivalents in the balance sheet		(67 496,94)	(225 508,01)
- change in cash and cash equivalents due to changes in exchange rates		(198,62)	(1 259,77)
Cash and cash equivalents at the beginning of the year		330 902,97	555 151,21
Cash and cash equivalents as at the end of the year	13	263 604,65	330 902,97
- restricted cash and cash equivalents		26 870,97	21 500,36

Tata Global Beverages Polska Sp. z o.o.
Additional notes and explanations
for the financial year from 1 April 2014 to 31 March 2015

1	Intangible assets	31.03.2015	31.03.2014
<i>(a)</i>	<i>Structure of intangible assets</i>		
	Goodwill	-	208 758,95
	Other intangible assets	14 023,29	37 372,04
	Total intangible assets	14 023,29	246 130,99

(b) Movements in intangible assets

	Goodwill	Other intangible assets	Total
Gross book value at the beginning of the year	6 262 769,83	1 662 709,58	7 885 479,41
Additions - purchase			
Gross book value at the end of the year	6 262 769,83	1 662 709,58	7 885 479,41
Accumulated amortisation at the beginning of the year	6 054 010,88	1 585 337,54	7 639 348,42
Increase - amortization charge for the year	208 758,95	23 348,75	232 107,70
Accumulated amortization at the end of the year	6 262 769,83	1 608 686,29	7 871 456,12
Net book value at the beginning of the year	208 758,95	37 372,04	246 130,99
Net book value at the end of the year	-	14 023,29	14 023,29

2	Tangible fixed assets	31.03.2015	31.03.2014
<i>(a)</i>	<i>Structure of tangible fixed assets</i>		
	Fixed assets, including:	155 719,37	487 992,75
	- buildings, offices, apartments, civil and marine engineering facilities	-	45 142,96
	- plant and machinery	51 725,77	45 457,78
	- vehicles	81 299,64	394 770,94
	- other fixed assets	22 693,96	2 621,07
	Total tangible fixed assets	155 719,37	487 992,75

(b) Ownership structure of tangible fixed assets

Own	155 719,37	487 992,75
Fixed assets used under finance lease contracts	-	-
Total tangible fixed assets in the balance sheet	155 719,37	487 992,75

The Company uses 25 business cars based on operating lease agreements and an office building located in Warsaw, ul. Kłobucka 25 based on rental contracts. The Company does not specify the value of these fixed assets.

Tata Global Beverages Polska Sp. z o.o.
Additional notes and explanations
for the financial year from 1 April 2014 to 31 March 2015

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(c) Movements in tangible fixed assets

	Buildings, offices, apartments, civil and marine engineering facilities	Plan and machinery	Vehicles	Other fixed assets	Total
Cross value as at the beginning of the period	87 373,49	174 397,53	1 579 746,98	4 926,72	1 846 444,72
Increases - purchase		48 614,50		24 008,32	72 622,82
Decreases - sale		(6 240,00)	(144 700,58)		(150 940,58)
Decreases - scrapping	(87 373,49)	(28 662,26)	-	(62,00)	(116 097,75)
Cross value as at the end of the period	-	188 109,77	1 435 046,40	28 873,04	1 652 029,21
Accumulated depreciation as at the beginning of the period	42 230,53	128 939,75	1 184 976,04	2 305,65	1 358 451,97
Increases - depreciation for the period	2 912,47	32 625,83	288 291,24	3 935,43	327 764,97
Decreases - sale	-	(4 368,00)	(119 520,52)	-	(123 888,52)
Decreases - scrapping	(45 143,00)	(20 813,58)	-	(62,00)	(66 018,58)
Accumulated depreciation as at the end of the period	-	136 384,00	1 353 746,76	6 179,08	1 496 309,84
Net value as at the beginning of the period	45 142,96	45 457,78	394 770,94	2 621,07	487 992,75
Net value as at the end of the period	-	51 725,77	81 299,64	22 693,96	155 719,37

During the financial year, no impairment write-downs in respect of fixed assets were recognized.

In the financial year, expenditure on non-financial non-current assets was PLN 72,622.82.

The Company does not plan any material expenditure on non-financial non-current assets in the following financial year.

Tata Global Beverages Polska Sp. z o.o.
Additional notes and explanations
for the financial year from 1 April 2014 to 31 March 2015

3	Long-term receivables	31.03.2015	31.03.2014
	Deposit related to rental contract in respect of the office premises	150 000,00	-
	Total	150 000,00	-
4	Inventories	31.03.2015	31.03.2014
	Inventories, gross, at the balance sheet date	4 118 788,93	4 517 572,73
	Write-downs as at the beginning of the period	59 425,50	197 119,18
	Recorded	35 264,18	64 945,13
	Utilized	-	-
	Released	(22 914,44)	(202 638,81)
	Impairment write-downs as at the end of the period	71 775,24	59 425,50
	Inventories, net	4 047 013,69	4 458 147,23
5	Short-term receivables	31.03.2015	31.03.2014
	Receivables, gross, at the balance sheet date	9 139 725,77	9 494 881,81
	Write-downs as at the beginning of the period	123 779,05	151 839,51
	Recorded	130 910,67	71 836,43
	Utilized	(5 292,26)	-
	Released	(80 275,65)	(99 896,89)
	Impairment write-downs as at the end of the period	169 121,81	123 779,05
	Total short-term receivables, net	8 970 603,96	9 371 102,76
6	Short-term prepayments and deferred costs	31.03.2015	31.03.2014
	Uninvoiced revenue	5 542,30	861,25
	Insurance on receivables	-	16 622,52
	Car insurance	20 226,43	26 365,79
	Charge to the Company's Social Fund	69 491,88	74 660,71
	iScala maintenance services	27 757,21	27 844,10
	Other	11 905,10	29 056,22
	Total short-term prepayments and deferred costs	134 922,92	175 410,59
7	Share capital		
		31.03.2015	31.03.2014
		Number of	Number of
	Shareholders	shares	shares
		Nominal value	Nominal value
	Tata Global Beverages Overseas Holdings Limited	73 099,00	43 859 400,00
	Total	73 099,00	43 859 400,00

During the year, the structure of share capital did not change.

8 Net profit/(loss) for the year

The Management Board will propose to the General Shareholders' Meeting offsetting the loss for 2014/2015 against future profits.

Pursuant to the Resolution of the Annual General Shareholders' Meeting of 28 July 2014, net loss for the prior year 2013/2014 will be offset against future profits.

Tata Global Beverages Polska Sp. z o.o.
Additional notes and explanations
for the financial year from 1 April 2014 to 31 March 2015

14

9 Provisions for liabilities – changes during the year

	As at 1 April 2014	Recorded	Utilized	Reversed	As at 31 March 2015
Deferred tax provision	-	-	-	-	-
Provision for pensions and similar benefits	979 971,00	655 018,46	(458 315,35)	(152 278,67)	1 024 395,44
Total provisions for liabilities	979 971,00	655 018,46	(458 315,35)	(152 278,67)	1 024 395,44

10 Short-term liabilities

(a) Loans and borrowings

The Company has an overdraft facility with HSBC Bank Polska S.A. The facility is renewed each year, from the date of signing the agreement (11 February 2010). The interest rate of the loan is 1M WIBOR + the bank's margin. The amount of the bank overdraft was: PLN 1 million in the period from 1.04.2014 to 13.01.2015, PLN 2 million as of 14.01.2015. As at the balance sheet date the credit facility was not used. Interest for the period from 1.04.2014 to 31.03.2015 was PLN 766.14.

There is no unrealized interest.

(b) Liabilities secured on the Company's assets

As at 31.03.2015, the Company had the following collateral against the loan agreement concluded on 11.02.2010 with HSBC Bank Polska S.A.:

- statement of the borrower on submission to execution pursuant to art. 96 and 97 of the Banking Act, in accordance with item 10 of the loan agreement

(c) Contingent liabilities

In the reporting period, the Company had no contingent liabilities nor did it grant any guarantees or warranties.

(d) Trade payables

31.03.2015 **31.03.2014**

To related entities

invoiced	12 306 520,63	8 047 765,77
uninvoiced deliveries and services	3 465 496,17	2 640 384,22
Total	15 772 016,80	10 688 149,99

To other entities

invoiced	4 678 808,81	4 183 669,96
uninvoiced deliveries and services	2 105 976,70	2 003 501,33
Total	6 784 785,51	6 187 171,29

11 Sales revenue

12 months ended **12 months ended**
31 March 2015 **31 March 2014**

(a) Segmental analysis of sales by business

Sales of services	-	-
Sales of goods for resale	50 360 736,24	54 382 125,23
Costs of promotion activities to intensify sales	(14 241 086,24)	(14 819 027,39)
Total	36 119 650,00	39 563 097,84

(b) Sales by geographical area

domestic sales	47 909 324,81	50 832 752,00
Export sales	2 451 411,43	3 549 373,23
Costs of promotion activities to intensify sales	(14 241 086,24)	(14 819 027,39)
Total	36 119 650,00	39 563 097,84

Tata Global Beverages Polska Sp. z o.o.
Additional notes and explanations
for the financial year from 1 April 2014 to 31 March 2015

15

	12 months ended 31 March 2015	12 months ended 31 March 2014
12 Income tax		
Current corporate income tax	-	-
Deferred tax	-	-
Total	-	-

	12 months ended 31 March 2015	12 months ended 31 March 2014
(a) Current corporate income tax		
Loss before tax	(8 646 511,02)	(7 497 828,92)
Non-deductible costs – provisions and accruals recorded	7 381 108,33	6 760 451,10
Non-deductible costs – other	3 033 439,53	5 306 967,11
Non-taxable income – release of provisions and accruals	(5 612 815,17)	(8 376 310,12)
Non-taxable income - other	-	(13 312,02)
Taxable revenue	249 708,83	21 048,13
Taxable income	(3 595 069,50)	(3 798 984,72)
Tax base	(3 595 070,00)	(3 798 985,00)
Adjustment resulting from the difference in the tax base disclosed in the financial statements and that arising from the tax return for the year.	-	(983 183,35)
Tax base, as adjusted	(3 595 070,00)	(4 782 168,00)
Corporate income tax (19%)	-	-

Corporate income tax on net extraordinary gains was PLN 0.

In the current financial year, the Tax Office or the Tax Inspection Office did not carry out any inspections.

The tax authorities may examine the Company's books of account and tax settlements within five years of the end of the year in which the related tax returns were filed, and they may charge the Company with additional tax together with penalties and default interest. In the opinion of the Management Board, there are no circumstances indicating the possibility of any material liabilities arising in this respect.

Tata Global Beverages Polska Sp. z o.o.
Additional notes and explanations
for the financial year from 1 April 2014 to 31 March 2015

16

	12 months ended 31 March 2015	12 months ended 31 March 2014
(b) Deferred tax		
Taxable temporary differences between the book values of assets and their tax bases, including:		
- foreign exchange losses	-	65 447,91
- tangible fixed assets	716,28	5 528,90
Total taxable temporary differences	716,28	70 976,81
Deferred income tax provision (@ 19%)	136,09	13 485,59
Deductible temporary differences between the book values of assets and liabilities and their tax bases, including:		
- Fixed Assets	18 197,26	-
- Write-downs of receivables	169 121,81	123 779,05
- impairment write-downs of inventories	71 775,24	59 425,50
- provisions for liabilities and accruals	8 049 080,98	7 854 418,69
- non-deductible cost on invoices not paid	6 156 834,75	3 613 878,12
- foreign exchange losses	85 566,46	1 306,93
Total deductible temporary differences	14 550 576,50	11 652 808,29
Tax loss carryforwards	36 922 325,09	33 327 255,59
Deferred tax assets (@ 19%)	9 779 851,30	8 546 212,14
Revaluation of deferred tax asset, net	(9 779 715,21)	(8 532 726,55)
Deferred tax provision	-	-

The Company did not recognize deferred income tax in the financial statements due to the periods of accounting for the taxable and deductible temporary differences being identical and due to applying the prudence principle.

13 Analysis of cash and cash equivalents for the purpose of preparing the cash flow statement	31.03.2015	31.03.2014
Cash in hand	-	-
Cash at bank	263 298,20	330 795,14
Cash and cash equivalents in the balance sheet	263 298,20	330 795,14
Foreign exchange differences on valuation of cash and cash equivalents	306,45	107,83
Total cash and cash equivalents for the purpose of preparing the cash flow statement	263 604,65	330 902,97
14 Average number of employees	12 months ended 31 March 2015	12 months ended 31 March 2014
White collar workers	87	90
Total	87	90

15 Remuneration paid to the Management Board Members

In the financial year 2014/2015, no remuneration was paid to the Company's Management Board members.
In the financial year, the Company did not conclude any transactions with the members of the Management Board, their spouses, relatives or lineal kin to the second degree or people in the charge of, adopted by or under the wardship of directors or members of the supervisory bodies of the Company or companies in which they hold significant interests.
The Company did not grant any loans to the said people.

Tata Global Beverages Polska Sp. z o.o.
Additional notes and explanations
for the financial year from 1 April 2014 to 31 March 2015

16 Transactions with equity-related entities	31.03.2015	31.03.2014
Trade payables	15 772 016,80	10 688 149,99
Tata Global Beverages GB Ltd	922 903,83	1 011 814,43
Tata Global Beverages Services Limited	11 757 372,03	8 599 648,82
Tata Global Beverages Limited	3 091 740,94	1 076 686,74
Liabilities in respect of loans	31.03.2015	31.03.2014
Tata Global Beverages Overseas Holdings Limited	5 000 000,00	3 350 000,00

The loan agreement - revolving credit facility of up to PLN 5 million - was signed on 22 December 2005. The first part of the debt was transferred in February 2014. The interest rate on the loan is 5.95%. In accordance with the decision of the lender, neither in the current nor the previous financial year no interest were accrued.

	12 months ended 31 March 2015	12 months ended 31 March 2014
Purchase of tea	8 637 262,77	7 932 134,19
Tata Global Beverages GB Ltd	296 343,16	528 623,94
Tata Global Beverages Limited	8 340 919,61	7 403 510,25
Management services		
Tata Global Beverages GB Ltd	-	-
Tata Global Beverages Services Limited	3 165 000,00	2 525 906,00
Licence payments		
Tata Global Beverages GB Ltd	128 016,33	136 705,18
Other		
Tata Global Beverages GB Ltd	36 597,77	22 100,22
Sales of goods for resale	5 472,58	5 920,55
Tata Global Beverages GB Ltd	2 675,29	1 152,27
Tata Global Beverages Services Limited	2 797,29	
Tata Global Beverages Czech Republic a.s.	-	4 768,28
Reinvoicing of services	43 525,52	44 085,34
Tata Global Beverages GB Ltd	20 161,84	36 091,56
Tata Global Beverages Services Limited	20 050,58	
Tata Global Beverages Limited	3 313,10	6 257,18
Tata Global Beverages Czech Republic a.s.	-	1 736,60

In the financial year covered by the financial statements, the Company did not conclude any significant transactions with related parties which were not concluded on an arm's length basis.

The consolidated financial statements on a higher level of the Group to which the Company belongs as a subsidiary are prepared by Tata Global Beverages Group Limited with its seat in the United Kingdom.
The consolidated financial statements at the highest level of the Group are prepared by Tata Global Beverages Limited with its seat in India.

17 Remuneration of the registered auditor	12 months ended 31 March 2015	12 months ended 31 March 2014
Statutory audit of the annual financial statements	95 000,00	103 000,00
Total	95 000,00	103 000,00

18 Exchange rates used for translating items denominated in foreign currencies	31.03.2015	31.03.2014
USD/PLN exchange rate	3,8125	3,0344
GBP/PLN exchange rate	5,6295	5,0485
EUR/PLN exchange rate	4,0890	4,1713

19 Information on interest rate risk

Interest rate risk relates to the fair value of loans. The Company does not hedge against interest rate risk; however, the Management Board assesses the impact of the risk on the financial statements as insignificant.

20 Information on credit risk

The Management Board follows the credit policy of on-going monitoring of exposures to credit risk. An assessment of creditworthiness is conducted for all clients which require credit exceeding a certain amount. Additionally the Company hedges against credit risk by insuring its receivables. The Management Board does not identify other significant financial risks.

21 Currency risk

The Company is exposed to currency risk in connection with the volatility of USD and GBP foreign currency rates in transactions with related entities and export denominated in EUR and USD. The Company does not use any instruments to hedge against foreign currency risk.

22 Post balance sheet events not reflected in the financial statements for the year.

Not applicable.

23 Contracts not recognized in the balance sheet

In the year covered by the financial statements, the Company was not party to any material contracts not recognized in the balance sheet.

24 Other disclosures which have a material impact on the assessment of the financial position and results of

Not applicable.

Nigel Holland

Member of the
Management Board

Manesh Thakrar

Member of the
Management Board

Beata Knigawka

Person responsible
for preparing the
books of account

April 30, 2015

TATA GLOBAL BEVERAGES

DIRECTORS' REPORT OF TATA GLOBAL BEVERAGES POLSKA SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ WITH ITS SEAT IN WARSAW FOR THE PERIOD FROM 1 APRIL 2014 TO 31 MARCH 2015

Board of Directors:

Nigel Holland
Manesh Thakrar

The Board of Directors hereby presents the Directors' Report and financial result for the financial year ended 31 March 2015.

INTRODUCTION

Tata Global Beverages Polska Sp. z o.o. ("TGBP") was formed on the basis of a notarial deed prepared in the Notary Public's Office of Czesława Kołcun on 04 February 1994 (Rep. A-1100/94).

The Company was registered on 21 March 1994, under the reference number RHB 39908 with the business name Lyons Tetley Poland Sp. z o.o. The Company obtained the statistical number REGON 010611629. In 1995, the name was changed to Tetley Polska Sp. z o.o. On 27 July 2010, the name was changed to its current one.

On 27 July 2001 the Company was entered in the Register of Businesses maintained by the District Court in Warsaw, XXth Business Division of the National Court Register under the reference number KRS 30868.

On 31 March 2015, the Company's Management Board comprised Nigel Holland and Manesh Thakrar.

As of 31 March 2015 the Company's share capital amounts to PLN 43,859,400 and is composed of 73,099 shares with a nominal value of PLN 600 each. The sole shareholder of TGBP is Tata Global Beverages Overseas Holdings Limited, Great Britain.

The Company's seat is located in Warsaw, Kłobucka Street 25. The company has no other branches.

OPERATIONS

In the 2014/15 financial year, TGBP continued its operations consisting of sales of tea under Tetley, Vitax and Flosana brands as well as syrups under Vitax brand.

The Polish retail market remains very competitive, with a growing private label segment in practically all categories, including tea. It is expected that the level of competition will not change significantly going forward. The retail environment over the last few years has seen a lot of change and consolidation. Foreign retail outlets are changing the face of the trade in Poland, and with these changes come certain benefits and challenges for the players in the tea category. TGBP is well placed to take advantage of such an environment with its vast modern trade expertise.

The Company does not conduct research and development activities.

EMPLOYEES

In the financial year the average TGBP employment was 87.



TATA GLOBAL BEVERAGES POLSKA SP. Z O.O.

ul. Kłobucka 25, 02-699 Warszawa, tel.: 022 54 69 000, fax: 022 54 69 038,

Sąd Rejonowy dla M. St. Warszawy w Warszawie, XIII Wydz. Gosp. KRS, Numer KRS: 0000030868, NIP: 5270024800, REGON: 010611629,

Zarząd: Nigel Holland, Manesh Thakrar, Kapitał zakładowy: 43 859 400,00 zł

TATA GLOBAL BEVERAGES

FINANCIAL SITUATION

The Company's financial statements for the period from 1 April 2014 to 31 March 2015 were prepared in accordance with the binding regulations.

In the financial year the net sales have decreased by 8,7% in comparison to prior year. The financial result shows loss of PLN 8 646 511.02. Net equity as at 31 March 2015 was negative and amounted to PLN 15 228 897.60.

The Company has received a letter from Tata Global Beverages GB Limited dated 20 April 2015 confirming financial support for the Company for at least 13 months from the letter date. Due to this and despite the negative equity the financial statements were prepared on the going concern basis.

As at the end of the year the main source of financing for the company was a loan granted by Tata Global Beverages Overseas Holdings Limited and a bank overdraft facility with HSBC Bank Polska S.A.

SOURCES OF REVENUE

The main source of revenue in the financial year was sales of tea and syrups to clients in traditional and modern trade channels.

FINANCIAL RISK MANAGEMENT

TGBP is subject to currency, interest fluctuation risk and customer credit risk. Management Board does not identify any other significant financial risks.

CAPITAL EXPENDITURE

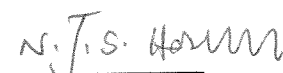
In the financial year, TGBP's capital expenditure was limited to purchase of electronic equipment and equipment to the new office.

EXPECTED BUSINESS DEVELOPMENT

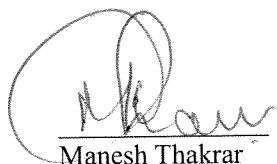
In future, TGBP expects to reinforce presence in the Polish beverage market as part of the Tata Global Beverages Group.

30 April 2015

Management Board:



Nigel Holland



Manesh Thakrar



TATA GLOBAL BEVERAGES POLSKA SP. Z O.O.

ul. Kłobucka 25, 02-699 Warszawa, tel.: 022 54 69 000, fax: 022 54 69 038,

Sąd Rejonowy dla M. St. Warszawy w Warszawie, XIII Wydz. Gosp. KRS, Numer KRS: 0000030868, NIP: 5270024800, REGON: 010611629,

Zarząd: Nigel Holland, Manesh Thakrar, Kapitał zakładowy: 43 859 400,00 zł

Tata Global Beverages Polska Sp. z o.o.

**Registered auditor's report on the audit of the financial
statements for the year from 1 April 2014 to 31 March 2015**

Translation note:

This version of our report is a translation from the original, which was prepared in Polish language. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of our report takes precedence over this translation.

**Registered auditor's report on the audit of the financial statements
for the year from 1 April 2014 to 31 March 2015**

To the Shareholders' Meeting of Tata Global Beverages Polska Sp. z o.o.

This report contains 10 consecutively numbered pages and consists of:

	Page
I. General information about the Company	2
II. Information about the audit.....	3
III. The Company's results, financial position and significant items of financial statements..	4
IV. The independent registered auditor's statements	8
V. Final information	10

Tata Global Beverages Polska Sp. z o.o.
Registered auditor's report on the audit of the financial statements
for the year from 1 April 2014 to 31 March 2015

I. General information about the Company

- a. Tata Global Beverages Polska spółka z ograniczoną odpowiedzialnością ("the Company") has its seat in Warsaw, Kłobucka 25 Street.
- b. The Company was formed on the basis of a Notarial Deed drawn up on 4 February 1994 at the Notary Public's Office of Czesława Kołcun in Warsaw and registered with Rep. A No. 1100/94. On 27 July 2001, the Company was entered in the Register of Businesses maintained by the District Court in Warsaw, XX Business Department of the National Court Register, with the reference number KRS 0000030868.
- c. The Company was assigned a tax identification number (NIP) 527-00-24-800 for the purpose of making tax settlements and a REGON number 010611629 for statistical purposes.
- d. As at 31 March 2015 the Company's share capital amounted to PLN 43,859,400.00 and consisted of 73,099 shares, with a nominal value of PLN 600.00 each. Total equity as at that date had a negative value and amounted to PLN 15,288,897.60.
- e. As at 31 March 2015, the Company's sole shareholder was:

Shareholder's name	Number of shares held	Par value of shares held (PLN)	Votes %
Tata Global Beverages Overseas Holdings Limited	73,099	43,859,400.00	100.0
	73,099	43,859,400.00	100.0

- f. In the audited year, the Company's business activities comprised sales of teas and other groceries.
- g. During the year the Management Board of the Company comprised:
- Nigel Holland Member of the Management Board
 - Manesh Thakrar Member of the Management Board
- h. The Company has the following related entities:

Tata Global Beverages Overseas Holdings Limited - parent company

and companies belonging to the Company's parent's group.

Translation note:

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Tata Global Beverages Polska Sp. z o.o.
Registered auditor's report on the audit of the financial statements
for the year from 1 April 2014 to 31 March 2015

II. Information about the audit

- a. The audit of the financial statements for the year from 1 April 2014 to 31 March 2015 was conducted by PricewaterhouseCoopers Sp. z o.o. with its seat in Warsaw, Al. Armii Ludowej 14, registered audit company no. 144. The audit was conducted on behalf of the registered audit company under the supervision of the key registered auditor Paweł Wesołowski (no. 12150).
- b. PricewaterhouseCoopers Sp. z o.o. was appointed registered auditor to the Company by Resolution No. 9 of the Shareholders' Meeting dated 28 July 2014.
- c. PricewaterhouseCoopers Sp. z o.o. and the key registered auditor conducting the audit are independent of the audited entity within the meaning of art. 56, clauses 2-4 of the Act dated 7 May 2009 on registered auditors and their self-government, registered audit companies and on public supervision (Journal of Laws No. 77, item 649, as amended).
- d. The audit was conducted in accordance with an agreement dated 17 November 2014, in the following periods:
 - interim audit from 15 to 17 December 2014;
 - final audit from 10 to 30 April 2015.

Tata Global Beverages Polska Sp. z o.o.
Registered auditor's report on the audit of the financial statements
for the year from 1 April 2014 to 31 March 2015

III. The Company's results, financial position and significant items of financial statements

BALANCE SHEET as at 31 March 2015 (selected lines)

	31.03.2015 PLN '000	31.03.2014 PLN '000	Change		Structure	
			PLN '000	(%)	31.03.2015 (%)	31.03.2014 (%)
ASSETS						
Non-current assets	320	734	(414)	(56.4)	2.3	4.8
Current assets	13,416	14,336	(920)	(6.4)	97.7	95.2
Total assets	13,736	15,070	(1,334)	(8.9)	100.0	100.0
LIABILITIES AND EQUITY						
Equity	(15,229)	(6,582)	(8,647)	131.4	(110.9)	(43.7)
Liabilities and provisions for liabilities	28,965	21,652	7,313	33.8	210.9	143.7
Total liabilities and equity	13,736	15,070	(1,334)	(8.9)	100.0	100.0

INCOME STATEMENT

for the year from 1 April 2014 to 31 March 2015 (selected lines)

	2014/2015 PLN '000	2013/2014 PLN '000	Change		Structure	
			PLN '000	(%)	2014/2015 (%)	2013/2014 (%)
Net sales and sales equivalents	36,119	39,563	(3,444)	(8.7)	100.0	100.0
Operating expenses	(44,448)	(46,742)	2,294	(4.9)	(123.1)	(118.1)
Loss on sales	(8,329)	(7,179)	(1,150)	16.0	(23.1)	(18.1)
Net loss	(8,647)	(7,498)	(1,149)	15.3	(23.9)	(19.0)

Tata Global Beverages Polska Sp. z o.o.
Registered auditor's report on the audit of the financial statements
for the year from 1 April 2014 to 31 March 2015

III. The Company's results, financial position and significant items of financial statements (cont.)

Selected ratios characterising the Company's financial position and results

The following ratios characterise the Company's operating activities, financial results during the year and its financial position as at the balance sheet date compared with previous years:

	2014/2015	2013/2014	2012/2013
Asset ratios			
- receivables turnover	73 days	73 days	89 days
- inventory turnover	44 days	54 days	50 days
Profitability ratios			
- net profit margin	(24)%	(19)%	(23)%
- gross margin	(23)%	(18)%	(19)%
Liability ratios			
- gearing	211%	144%	214%
- payables turnover	165 days	142 days	130 days
	31.03.2015	31.03.2014	31.03.2013
Liquidity ratios			
- current ratio	0.5	0.7	0.4
- quick ratio	0.3	0.5	0.3

The above ratios have been calculated on the basis of the financial statements.

It was not the purpose of the audit to present the Company in the context of the results of operations and ratios achieved. A detailed interpretation of the ratios requires an in-depth analysis of the Company's operations and its circumstances.

III. The Company's results, financial position and significant items of financial statements (cont.)

The financial statements do not take into account the effects of deflation. The consumer price index (on a March to March basis) amounted to -1.5% in the audited year (in the previous period: inflation 0.7%).

The following comments are based on information obtained during the audit of the financial statements.

- At the end of the financial year, the Company's total assets amounted to PLN 13,736 thousand. During the year total assets decreased by PLN 1,334 thousand, i.e. by 8.9%. The decrease in total assets is mainly due to the net loss incurred in amount of PLN 8,647 thousand, while the balance of short-term liabilities increased by PLN 7,268 thousand.
- Total equity as at 31 March 2015 was negative and amounted to PLN 15,229 thousand. A decrease of total equity by PLN 8,647 thousand (i.e. by 132.4%) was mainly due to the net loss incurred by the Company.
- Short-term liabilities as at 31 March 2015 amounted to PLN 27,940 thousand and comprised mainly trade payables of PLN 22,557 thousand (including trade payables to related entities of PLN 15,772 thousand) and other short-term liabilities to related entities of PLN 5,000 thousand. The PLN 7,268 thousand increase in short-term liabilities compared with the previous year resulted mainly from an increase in the balance of trade payables to related entities of PLN 5,084 thousand and an increase in the balance of other liabilities to related entities of PLN 1,650 thousand.
- Liability ratios and the structure of liabilities have changed. The gearing ratio increased from 144% at the end of the previous year to 211% at the end of the audited year. The payables turnover ratio increased from 142 days to 165 days, respectively. The changes were mainly due to the additional loan granted by a related entity in the amount of PLN 1,650 thousand.
- Total sales amounted to PLN 36,119 thousand. Such sales have decreased by PLN 3,444 thousand, i.e. by 8.7% compared with the previous financial year. This decrease was mainly due to a decrease in the volume of goods for resale sold. The Company's core activities in the audited financial year consisted of sales of tea and other groceries.
- The cost of goods for resale and materials sold was the largest item of operating expenses and amounted to PLN 22,284 thousand in the audited year, which constituted 50.0% of operating expenses. The cost of goods for resale and materials sold has decreased by PLN 1,343 thousand, i.e. by 5.7% compared with the previous year, mainly due to the decrease in sales.
- Profitability measured with net profit was negative and amounted to 24% and was 5 percentage points lower than in the previous year.

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III. The Company's results, financial position and significant items of financial statements (cont.)

- The Company's liquidity has changed. At the end of the audited year, the current and quick ratios, which amounted to 0.5 (as at the end of the previous period: 0.7) and 0.3 (as at the end of the previous period: 0.5) respectively, decreased mainly due to the increase in short-term liabilities.

The financial statements have been prepared on the assumption that the Company will continue in operations as a going concern.

The balance sheet prepared by the Company shows a net loss for the period from 1 April 2014 to 31 March 2015 and accumulated losses in the total amount of PLN 59,092,168.73. This amount exceeds the sum of total share and supplementary capital. In such circumstances, pursuant to the provisions of Art. 233 of the Commercial Companies Code, the Company's Management Board is obliged to summon the General Shareholders' Meeting immediately in order to pass a resolution on the Company's further existence. By the date of signing the Registered Auditor's Opinion, such resolution had not been passed.

The Company's liabilities and provisions for liabilities as of 31 March 2015 exceeded Company's total assets by PLN 15,228,897.60. This indicates the existence of an uncertainty which cast significant doubt about the Company's ability to continue as a going concern.

Note 2 of the Introduction to the financial statements contains the Management Board's declaration as to the sources of financing, which include a written assurance of the Company's related entity on its intention to provide financing to the Company for a period of 13 months from the date of the letter (20 April 2015). Without such support, application of the going concern principle may be not appropriate.

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Registered auditor's report on the audit of the financial statements
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IV. The independent registered auditor's statement

- a. The independent registered auditor's statementThe Management Board of the Company provided all the information, explanations, and representations requested in the course of the audit and provided a representation letter confirming the completeness of the data included in the accounting records and the disclosure of all contingent liabilities and post balance-sheet events which occurred up to the date on which that letter was signed.
- b. The scope of the audit was not limited.
- c. The Company has up-to-date documentation of its accounting policies, approved by the Management Board. The Company's accounting policies were tailored to its needs and ensured the recognition of all events having a material effect on the assessment of its financial position and results, taking into consideration the prudence principle. There were no changes to the accounting policies compared with the previous year.
- d. The closing balances as at the end of the previous year were correctly brought forward as the opening balances of the current financial year in all material respects.
- e. The stocktaking of assets and liabilities were carried out and reconciled in accordance with the Accounting Act, and the results were included in the accounting records for the audited year.
- f. The financial statements of the Company for the year from 1 April 2013 to 31 March 2014 were approved by Resolution No. 3 passed by the Shareholders' Meeting on 28 July 2014 and filed with the National Court Register in Warsaw on 28 July 2014.
- g. In accordance with the Resolution No. 2 of the Shareholders' Meeting of 28 July 2014, the net loss for the prior year of PLN 7,498 thousand will be covered by the Company's profits in the following years.
- h. The financial statements for the previous financial year were audited by PricewaterhouseCoopers Sp. z o.o. The registered auditor issued an opinion with an explanatory paragraph.
- i. We have assessed the operation of the accounting system. Our assessment covered in particular:
 - the accuracy of the documentation relating to business transactions;
 - the fairness, accuracy and verifiability of the books of account, including computerised books of account;
 - the methods used for controlling access to data and the computerised data processing system;
 - the safeguarding of the accounting documentation, books of account, and financial statements.

This assessment, together with our verification of individual items of the financial statements, provides the basis for expressing an overall and comprehensive opinion on

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Registered auditor's report on the audit of the financial statements
for the year from 1 April 2014 to 31 March 2015

IV. The independent registered auditor's statement

these financial statements. The audit was not intended to provide a comprehensive opinion on the operations of the said system.

- j. The notes to the financial statements, which include the introduction and additional notes and explanations, present all the significant information specified in the Accounting Act.
- k. The Directors' Report for the year from 1 April 2014 to 31 March 2015 includes all the information required by the Accounting Act. The financial information presented therein is consistent with that presented in the financial statements.

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V. Final information

This report has been prepared in connection with our audit of the financial statements of Tata Global Beverages Polska Sp. z o.o., Kłobucka 25 Street, Warsaw. The financial statements were signed by the Company's Management Board and the person preparing the financial statements on 30 April 2015.

This report should be read in conjunction with the Independent Registered Auditor's Opinion with explanatory paragraph to the Shareholders' Meeting of Tata Global Beverages Polska Sp. z o.o. dated 30 April 2015, concerning the said financial statements. The opinion on the financial statements expresses a general conclusion drawn from the audit and involves assessing the materiality of individual audit findings rather than being a sum of all the evaluations of individual financial statement components. This assessment takes account of the impact of the facts noted on the truth and fairness of the financial statements as a whole.

Person conducting the audit on behalf of PricewaterhouseCoopers Sp. z o.o., Registered Audit Company No. 144:

Paweł Wesółowski

Key Registered Auditor
No. 12150

Warsaw, 30 April 2015



Translation note:

This version of our report is a translation from the original, which was prepared in Polish language. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of our report takes precedence over this translation.