

Company Number: 03017857

Tata Consumer Products Overseas Holdings Limited

Annual report and financial statements

Year ended 31 March 2022

Tata Consumer Products Overseas Holdings Limited

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Tata Consumer Products Overseas Holdings Limited

Strategic Report for the year ended 31 March 2022

The directors present their strategic report for the year ended 31 March 2022.

Principal activities

Tata Consumer Products Overseas Holdings Limited (the “company”) acts as an intermediate holding company for the immediate parent company Tata Consumer Products UK Group Limited (the “Group”).

Review of the business and results

During the year, the company recognised the receipt of dividend income totalling £3,101k (2021: £278k) in respect of its investments. Expenses in current year were significantly lower than the prior year due to lower impairments in the current year. An after-tax profit for the year of £2,992k was therefore recognised in comparison with a loss of £8,636k in the prior year with the improvement largely explained by impairments taken in previous year. The net liabilities position of the company as at 31 March 2022 11,984k, a decrease from £14,870k as at 31 March 2021 driven by the after tax profit for the year.

Principal risks and uncertainties

The directors of Tata Consumer Products UK Group Limited manage the company’s risks at a group level, rather than at an individual business unit level. Please refer to the financial statements of Tata Consumer Products UK Group Limited for a discussion of the principal risks and uncertainties surrounding the business. The directors however note that there is a principal risk to the company relating to its ability to meet its obligations as they arise. This risk is mitigated by the financial support offered by Tata Consumer Products UK Group Limited as explained in the going concern section of the directors’ report.

Section 172 statement

The Companies (Miscellaneous Reporting) Regulations 2018 (‘2018 MRR’) require the Company’s Directors to explain how they considered the interests of key stakeholders and the other matters set out in section 172(1) (A) to (F) of the Companies Act 2006 (‘s172’) when performing their duty to promote the success of the Company for the benefit of its members as a whole. Of critical importance to the Directors whenever they exercise their s172 duties is the need to uphold the principles of the Tata Code of Conduct (‘TCoC’). This long standing Code is a comprehensive set of principles which are applicable to all employees and Directors in the wider Tata group of companies.

The members of the Company’s Board of Directors are suitably qualified persons having demonstrable competence and integrity, relevant business experience, financial acumen, a strategic mindset and leadership experience. They demonstrate a significant degree of commitment towards the Company and devote time to prepare thoroughly for Board meetings.

The Company has in place the framework to ensure Directors have regard to our key stakeholders and those other matters referenced in s172(1) in their decision-making.

Section 172 (1) (A) ‘The likely consequences of any decision in the long-term’

The Board has deep experience in reviewing management’s recommendations in relation to decisions facing the Company. The very nature of any Board decision means its possible long-term consequences must always be considered by the Board. This consideration is facilitated by the fact each Director understands the wider business and economic environment in which the Company and its investments operate. In considering the long-term consequences of a decision, where necessary the Board will obtain specialist advice either internally and / or from external professional advisors. All strategic priorities are within the Company’s framework for risk management. This collaborative approach between the Board, key employees of the group and external advisors helps to promote the long-term success of the Company.

Section 172 (1) (B), (C) and (E)

The company considers these paragraphs as not being applicable as it is a holding company with no employees, customers or suppliers.

Tata Consumer Products Overseas Holdings Limited

Strategic Report for the year ended 31 March 2022

Section 172 (1) (D) 'The impact of the Company's operations on the community and the environment'

The company as a holding company considers its impact through its immediate parent company Tata Consumer Products UK Group Limited.


Section 172 (1) (F) 'The need to act fairly as between members of the Company'

Given that the company is a wholly owned subsidiary of Tata Consumer Products UK Group Limited the company considers this paragraph as not applicable.

Key performance indicators

Due to the straightforward nature of the operations of the company, the directors consider that profitability is the key performance indicator of the company which has been discussed above.

Approved for issue by board of directors and signed on behalf of the board.

DocuSigned by:

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M Thakrar
Director
31 May 2022

Tata Consumer Products Overseas Holdings Limited

Directors' Report for the year ended 31 March 2022

The directors present their annual report and the audited financial statements for the year ended 31 March 2022.

Future developments

The company is expected to continue to act in its capacity as an intermediate holding company in the future.

Dividends

The directors do not recommend the payment of a dividend (2021: Nil) and no dividend has been declared since the balance sheet date (2021: None).

Directors

The directors of the company who were in office during the year and up to the date of signing the financial statements were:

L Krishna Kumar

J Jacob

M Thakrar

J Burdett

A Ahmad

G Eccles (appointed 28 January 2022)

The company secretary, who is not a director is M Bailey.

Going Concern

Tata Consumer Products UK Group Limited, the immediate parent company, has provided a letter of support to the company indicating it will provide such financial support as may be required to enable the company to meet its obligations as they fall due for a period of at least 12 months from the date of signing these financial statements. On this basis, having made enquiries to satisfy themselves of the ability of the parent to provide support, the directors confirm that they have a reasonable expectation that the company has adequate resources to continue its operations as a going concern and have therefore adopted the going concern principle in preparing the financial statements.

Directors' indemnities

As permitted by the Articles of Association, the Directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force. The Company also purchased and maintained throughout the financial year Directors' and Officers' liability insurance in respect of itself and its Directors.

Events subsequent to the end of the financial year

As at the date of this report, no matter or circumstance has arisen since 31 March 2022 that has significantly affected, or may significantly affect the company, its results or the state of affairs.

Treasury policy and financial risk management

The company's operations expose it to a variety of financial risks that include the effects of changes in foreign currency exchange rates, interest rates, credit risks and liquidity. The board of the Group approves Treasury policy that provides a framework to manage these risks on financial performance. The application of the policy, together with the management of day-to-day treasury operations, is managed by the Group Treasury function. Treasury activities are reported to the board on a regular basis and are subject to periodic independent review and audit, both internal and external.

Treasury policy is in place designed to manage the main financial risks faced by the company in relation to hedging. The policy dictates that the exposure to any one counterparty or type of instrument be within specified limits and that

Tata Consumer Products Overseas Holdings Limited

Directors' Report for the year ended 31 March 2022

company exposure to exchange rate movements is managed according to set parameters.

The treasury function enters into derivative transactions, principally forward currency contracts and options. The purpose of these transactions is to manage the currency risks arising from the company's underlying business operations.

In the context of the company's business operations, no transactions are undertaken which are speculative in nature.

(i) Liquidity risk

The company ensures that there is adequate financing available through intercompany funding arrangements with group companies and a multi-party, multi-currency notional cash pool arrangement held with HSBC Bank PLC, London to fund growth and has adequate capacity to comfortably meet its expected peak funding requirements. The company considers that the Group cash reserves are sufficient for this purpose. Should the overall structure change the company is confident that debt can be raised by the Group from the market on attractive terms.

(ii) Interest rate risk

The company seeks to manage any exposure to changes in interest rates arising from internal borrowings that it may take out. No change to the existing hedging structure is permitted without approval of the Group Board. Group Treasury is responsible for monitoring long-term interest exposures of the company and for recommending appropriate action to the Board.

(iii) Foreign currency exchange rates risk

Foreign exchange risk is transaction risk which arises from dividend income received which is denominated in non-sterling (mainly US dollar, Canadian dollar and South African Rand). The Group has an effective hedging policy to manage such risks.

Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the financial statements being published on the ultimate parent company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Tata Consumer Products Overseas Holdings Limited

Directors' Report for the year ended 31 March 2022

Statement of disclosure of information to the auditor


In the case of each director in office at the date the Directors' Report is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Independent auditor

The auditor, Deloitte LLP, have expressed their willingness to continue in office as auditor and appropriate arrangements have been put in place for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

Approved for issue by board of directors and signed on behalf of the board.

DocuSigned by:

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M Thakrar
Director
31 May 2022

Tata Consumer Products Overseas Holdings Limited

Independent Auditor's report to the members of Tata Consumer Products Overseas Holdings for the year ended 31 March 2022

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Tata Consumer Products Overseas Holdings Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 March 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the income statement;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 22.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the

Tata Consumer Products Overseas Holdings Limited

Independent Auditor's report to the members of Tata Consumer Products Overseas Holdings for the year ended 31 March 2022

work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We considered the nature of the company's industry and its control environment, and reviewed the company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management about their own identification and assessment of the risks of irregularities.

We obtained an understanding of the legal and regulatory frameworks that the company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act and tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team including relevant internal specialists such as tax specialists regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are

Tata Consumer Products Overseas Holdings Limited

Independent Auditor's report to the members of Tata Consumer Products Overseas Holdings for the year ended 31 March 2022

unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management and in-house legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.

Matters on which we are required to report by exception

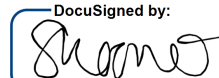
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in respect of these matters.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

DocuSigned by:

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Sukhbinder Kooner (Senior Statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom
31 May 2022

Tata Consumer Products Overseas Holdings Limited

Income Statement for the year ended 31 March 2022

(All amounts in £ thousands unless otherwise stated)

	Note	Year ended 31 March 2022	Year ended 31 March 2021
Revenue - Income from shares in group undertakings	6	3,101	278
Administrative expenses		(9)	(55)
Operating profit before impairments, provisions and foreign exchange losses		3,092	223
Impairment of investments	10	(746)	(6,713)
Write back of provision / (Provision for) obligation of subsidiary	13	746	(746)
Foreign exchange gains / (losses)		497	(994)
Operating profit / (loss)		3,589	(8,230)
Finance income	7	237	288
Finance costs	8	(990)	(1,296)
		(753)	(1,008)
Profit / (Loss) before income tax		2,836	(9,238)
Income tax credit	9	50	602
Profit / (Loss) for the year		2,886	(8,636)

The notes on pages 14 to 25 are an integral part of these financial statements.

The Company has no other recognised gains or losses other than the profit/loss for the year, and accordingly no Statement of Comprehensive Income is presented. All results relate to continuing operations.

Tata Consumer Products Overseas Holdings Limited


Balance Sheet for the year ended 31 March 2022

(All amounts in £ thousands unless otherwise stated)

	Note	As at 31 March 2022 £'000	As at 31 March 2021 £'000
Assets			
Non-current assets			
Investments	10	13,136	13,136
Receivables	11	39,191	39,936
		52,327	53,072
Current assets			
Receivables	11	11,770	10,585
Deferred tax asset	9	-	-
		11,770	10,585
Current liabilities			
Creditors - amounts falling due within one year	12	(5,462)	(10,210)
Provision for liabilities	13	-	(746)
Net current assets		6,308	(371)
Total assets less current liabilities		58,635	52,701
Non-current liabilities			
Creditors - amounts falling due after more than one year	14	(70,619)	(67,571)
Net liabilities		(11,984)	(14,870)
Shareholders' deficit			
Called up share capital	15	-	-
Share premium account	16	64,750	64,750
Profit and loss account		(76,734)	(79,620)
Shareholders' deficit		(11,984)	(14,870)

The notes on pages 14 to 25 are an integral part of these financial statements.

The financial statements on pages 11 to 25 were approved by the Board of directors on 27 May 2022 and signed on its behalf by:

DocuSigned by:

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M Thakrar
 Director
 31 May 2022

Tata Consumer Products Overseas Holdings Limited
 Registered number 03017857

Tata Consumer Products Overseas Holdings Limited
Statement of changes in equity for the year ended 31 March 2022
(All amounts in £ thousands unless otherwise stated)

	Called up share capital £'000	Share premium account £'000	Accumulated losses £'000	Total equity £'000
Balance as at 1 April 2020	-	64,750	(70,984)	(6,234)
Loss and total comprehensive loss for the year	-	-	(8,636)	(8,636)
Balance as at 31 March 2021	-	64,750	(79,620)	(14,870)
Balance as at 1 April 2021	-	64,750	(79,620)	(14,870)
Profit and total comprehensive income for the year	-	-	2,886	2,886
Balance as at 31 March 2022	-	64,750	(76,734)	(11,984)

The notes on pages 14 to 25 are an integral part of these financial statements.

Tata Consumer Products Overseas Holdings Limited

Notes to the financial statements for the year ended 31 March 2022

(All amounts in £ thousands unless otherwise stated)

1. General Information

Tata Consumer Products Overseas Holdings Limited ("the company") acts as an intermediate holding entity with investments in subsidiaries within the Tata Consumer Products UK Group Limited ("the Group"). The company is a wholly owned subsidiary of Tata Consumer Products UK Group Limited which in turn is a subsidiary of the ultimate parent company Tata Consumer Products Limited incorporated in India.

The company is a private company limited by shares and is incorporated, registered and domiciled in England and Wales. The address of its registered office is 325 Oldfield Lane North, Greenford, Middlesex, UB6 0AZ.

2. Summary of significant accounting policies

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of preparation

The financial statements of Tata Consumer Products Overseas Holdings Limited have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101). The financial statements have been prepared under the historical cost convention, in accordance with the Companies Act 2006, as applicable to companies using FRS 101.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- IFRS 7, 'Financial Instruments: Disclosures'
- Paragraphs 91 to 99 of IFRS 13, 'Fair value measurement' (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities)
- The following paragraphs of IAS 1, 'Presentation of financial statements':
 - 10(d), (statement of cash flows),
 - 16 (statement of compliance with all IFRS),
 - 111 (cash flow statement information),
 - 134-136 (capital management disclosures),
- IAS 7, 'Statement of cash flows',
- Paragraph 17 of IAS 24, 'Related party disclosures' (key management compensation), and
- The requirements in IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member;
- The following paragraphs of IAS 36, 'Impairment of Assets' where disclosures has been made in the consolidated financial statements where the company is consolidated
 - 134 (d) – (f)
 - 135 (c) – (e)
 - 130 (f) (ii) – (iii)
- Paragraph 30 and 31 of IAS 8 'Accounting policies'. changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective);

Tata Consumer Products Overseas Holdings Limited

Notes to the financial statements for the year ended 31 March 2022

(All amounts in £ thousands unless otherwise stated)

- The requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers.
- The requirements of paragraph 52, the second sentence of paragraph 89, and paragraphs 58, 90, 91 and 93 of IFRS 16 Leases.

(b) Going concern

In adopting the going concern basis for preparing the financial statements, the directors have considered the business activities and the company's principal risks and uncertainties as set out in the Strategic Report for adoption of going concern basis for preparing the financial statements. Additionally, given the net liabilities position of £11,984k, Tata Consumer Products UK Group Limited, the parent company, has provided a letter of support to the company indicating it will provide such financial support as may be required to enable the company to meet its obligations as they fall due for a period of at least 12 months from the date of signing these financial statements. Based on the company's statement of financial position, the forecasts and projections and having made enquiries to satisfy themselves of the ability of Tata Consumer Products UK Group Limited to provide support, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. The company therefore continues to adopt the going concern basis in preparing its financial statements.

(c) New accounting standards and interpretations adopted by the company

(i) New accounting standards and interpretations adopted by the company

There are no new FRSs or IFRIC interpretations that are effective for the first time for the financial year beginning on or after 1 April 2021 and have had a material impact on the company.

(ii) New standards, amendments and interpretations not yet adopted by the company

The company is currently assessing the remaining list of standards and amendments in its results and financial position as listed below:

- IFRS 17. 'Insurance Contracts'
- Applying IFRS 9 'Financial Instruments' with IFRS 4 'Insurance Contracts' (Amendments to IFRS 4)
- IAS 1 'Classification of Liabilities as Current or Non-Current' and 'disclosure of accounting policies' (Amendments to IAS 1)
- IAS 8 'Definition of accounting estimates' (Amendments to IAS 8)
- IAS 12 'Deferred Tax related to Assets and Liabilities arising from a Single Transaction' (Amendments to IAS 12)
- Property, Plant and Equipment — Proceeds before Intended Use (Amendments to IAS 16)
- Annual Improvements to IFRS Standards 2018-2020 Cycle
- Reference to the Conceptual Framework (Amendments to IFRS 3)
- Onerous Contracts — Cost of Fulfilling a Contract (Amendments to IAS 37)
- Covid-19-Related Rent Concessions (Amendment to IFRS 16)

(d) Consolidated financial statements

The company has taken advantage of the exemption provided by Section 400 of the Companies Act 2006 not to prepare group financial statements as the results are included in the consolidated financial statements of Tata Consumer Products UK Group Limited. These financial statements are the company's separate financial statements.

(e) Functional and presentation currency

The company's functional and presentational currency is the pound sterling.

Tata Consumer Products Overseas Holdings Limited

Notes to the financial statements for the year ended 31 March 2022

(All amounts in £ thousands unless otherwise stated)

(f) Investments

Investments are shown at cost less provision for accumulated impairment losses. At each reporting date investments are reviewed to determine whether there is any indication of impairment loss. If there is an indication of possible impairment, the recoverable amount of any affected investment is estimated and compared with its carrying amount. If estimated recoverable amount is lower, the carrying amount is reduced to its estimated recoverable amount, and an impairment loss is recognised immediately in the income statement.

If an impairment loss subsequently reverses, the carrying amount of the investment is increased to the revised estimate of its recoverable amount, but not in excess of the amount that would have been determined had no impairment loss been recognised for the investment in prior years. A reversal of an impairment loss is recognised immediately in the profit and loss. The company has elected to use the deemed cost alternative available under FRS 101 where the aggregate deemed cost of the investments are deemed to be the cost as recorded under UK GAAP. Refer to note 10 for the net carrying amount of the investments and associated impairment.

(g) Receivables

Receivables are loans due from group companies. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets. Receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

(h) Creditors

Creditors are obligations to pay for loans received and are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities. Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

(i) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method. Transaction costs generally include fees, commission, payment to advisors, levies by regulatory etc. incurred to avail the borrowing. For certain types of credit facilities the lender may charge a fee for an unused credit line for undisbursed loan. A 'commitment fee' is generally specified as a fixed percentage of the undisbursed loan amount. Such costs form a part of finance charges.

(j) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(k) Dividend income

Dividend income is recognised when the right to receive payment is established.

(l) Taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the company and its subsidiaries operate and generate taxable income. Management

Tata Consumer Products Overseas Holdings Limited

Notes to the financial statements for the year ended 31 March 2022

(All amounts in £ thousands unless otherwise stated)

periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to tax authorities.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill; deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries and joint arrangements only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

(m) Finance income and costs

Interest income and costs are recognised using the effective interest method. When a loan and receivable is impaired, the group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument and continues unwinding the discount as interest income. Interest income on impaired loan and receivables is recognised using the original effective interest rate.

(n) Foreign currency translation

Transactions in foreign currencies are translated at the rate of exchange ruling at the day of the transaction. Any exchange differences are dealt with in the profit and loss account. Period end foreign currency assets and liabilities are translated at period end exchange rates.

3. Critical accounting judgements and key sources of estimation uncertainty

In applying the company's accounting policies, which are described in note 2, management is required to make:

- judgments (other than those involving estimations) that have a significant impact on the amounts recognised; and
- estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The critical judgments and key sources of estimation uncertainty that have a significant effect on the amounts recognised

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in the financial statements are described below.

Judgements

There are no judgements that have a risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Sources of estimate uncertainty

(i) Impairment of investments

The company conducts impairment reviews of its investments whenever circumstances indicate that their carrying amounts may not be recoverable. Determining whether an asset is impaired requires an estimation of the recoverable amount, which requires the company to estimate the value in use which is based on future cash flows and a suitable discount rate in order to calculate the present value. The estimation uncertainty mainly lies in the forecast cashflows used to estimate the recoverable amount. Where the actual future cash flows are less than expected, an impairment loss may arise. During the year no impairment (2021: £6,713k) was taken based on assessment of carrying value of investments. Please refer note 10.

4. Auditor's remuneration

The Company's fees payable to the auditor for the audit of the company's financial statements were £15k (2021: £15k).

5. Directors and employees

The directors did not receive any emoluments in the year in respect of their services as directors of the company (2021: £nil). Five of the directors (2021: four) are employees of Tata Consumer Products GB Limited, one director (2021: one) is an employee of Tata Consumer Products Limited (India) which is the ultimate parent company. All the directors are remunerated for their services to the Group as a whole. The company had no employees during the year (2021: nil).

6. Income from shares in group undertakings

During the year, the company received dividend income of £3,101k (2021: 278k) from its shares in group undertakings.

7. Finance income

	Year ended 31 March 2022 £'000	Year ended 31 March 2021 £'000
Interest income on intercompany loans	237	288
Total	237	288

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8. Finance costs

	Year ended 31 March 2022 £'000	Year ended 31 March 2021 £'000
Interest expense on intercompany loans	897	1,186
Bank interest expense	93	110
Total	990	1,296

9. Income tax credit

The tax charge assessed on the profit / loss on ordinary activities for the year is lower (2021: higher) than the standard rate of corporation tax in the UK of 19% (2021: 19%). The differences are explained below:

	Year ended 31 March 2022 £'000	Year ended 31 March 2021 £'000
Current tax:		
UK corporation tax credit for the financial year	(50)	(657)
Adjustment in respect of prior years	-	(211)
Total current tax credit for the financial year	(50)	(868)
Deferred tax:		
Origination and reversal of timing differences	-	266
Total deferred tax charge for the year	-	266
Total Tax credit	(50)	(602)

	Year ended 31 March 2022 £'000	Year ended 31 March 2021 £'000
Current tax:		
Profit / (Loss) before tax	2,836	(9,238)
Profit / (Loss) multiplied by the standard rate of corporation tax in the UK of 19% (2021: 19%)	539	(1,755)
Amounts not allowable for tax	-	1,417
Non taxable income	(589)	(53)
Adjustment in respect of prior years	-	(211)
Total Tax credit	(50)	(602)

The company has surrendered the benefit of tax losses to another group company for consideration of £50k (2021: £602k). Accordingly, no tax losses are available for carry-forward.

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Deferred tax

Deferred tax consists of the following:

	Losses £'000	Total £'000
At 1 April 2020	266	266
Income statement credit	(266)	(266)
At 31 March 2021	-	-
Income statement charge	-	-
At 31 March 2022	-	-

	Year ended 31 March 2022 £'000	Year ended 31 March 2021 £'000
Deferred tax assets - less than 12 months	-	-

At 31 March 2022, there was no recognised deferred tax liability (2021: £Nil) for taxes that would be payable on the unremitted earnings of certain of the company's subsidiaries, associate or joint ventures. The Group has determined that undistributed profits of its subsidiaries, joint ventures or associates will not be distributed in the foreseeable future, as:

- The Company has an agreement with its subsidiaries that the profits of the subsidiaries will not be distributed until it obtains the consent of the Company. The parent company does not foresee giving such a consent at the reporting date; and
- The joint venture of the Company cannot distribute its profits until it obtains the consent from all venture partners. The parent company does not foresee giving such a consent at the reporting date.

The temporary differences associated with investments in subsidiaries and joint venture, for which a deferred tax liability has not been recognised, aggregate to £294k (2021: £204k).

There are no other unrecognised deferred tax assets or liabilities.

Factors that may affect future tax:

The Finance Act 2021 was substantially enacted in May 2021 and as a result the main UK corporation tax will increase from 19% to 25% with effect 1 April 2023. The deferred taxation balances if applicable, have been measured using the rates expected to apply in the reporting periods when the timing differences reverse.

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10. Investments

	Investment in subsidiaries £'000	Investment in joint ventures £'000	Total £'000
At 1 April 2020	10,561	2,575	13,136
Additions	6,713	-	-
Impairments	(6,713)	-	(6,713)
At 31 March 2021	10,561	2,575	13,136
At 1 April 2021	10,561	2,575	13,136
Additions	746	-	746
Impairments	(746)	-	(746)
At 31 March 2022	10,561	2,575	13,136

During the year there has been an additional investment in subsidiary – Earth Rules Pty Limited totalling £746k (2021: £6,713k).

As part of the annual impairment review the directors assess the future cash flows of the underlying investments.

The current year impairment charge of £746k (2020: £6,713k) entirely relates to the impairment of the company's additional investment made in Earth Rules Pty Limited during the year to nil carrying value. This follows the asset sale of that company's operating assets (Australia coffee business operating under MAP brand name) during the prior year and the settlement of the remaining liabilities during this year. It is planned that Earth Rules Pty Limited will achieve dormant status as soon as possible and thereafter be wound up.

The company had anticipated the settlement of the remaining liabilities in Earth Rules Pty during this year by way of an equity investment and recognised a provision in the prior year as an expense totalling £746k in the statement of comprehensive income, with the corresponding liability shown in provisions for liabilities. Please refer to note 13 where the provision is shown as being written back during the year. Effectively the impairment charge shown in the statement of comprehensive income statement is entirely offset by the write-back of the provision.

The Company's subsidiary and joint venture undertakings held have share capital consisting solely of ordinary shares which are directly held by the company unless stated are as follows:

	Address of registered office	Sector	Proportion of equity and voting rights held
Tata Consumer Products US Holdings Inc.	155 Chestnut Ridge Road, Montvale, New Jersey 07645, USA	Holding company	100%
Tetley USA Inc. (indirect holding)	155 Chestnut Ridge Road, Montvale, New Jersey 07645, USA	Tea	100%
Good Earth Corporation Inc. (indirect holding)	155 Chestnut Ridge Road, Montvale, New Jersey 07645, USA	Holding company	100%

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	Address of registered office	Sector	Proportion of equity and voting rights held
Good Earth Teas Inc. (indirect holding)	155 Chestnut Ridge Road, Montvale, New Jersey 07645, USA	Tea	100%
Tata Waters LLC	155 Chestnut Ridge Road, Montvale, New Jersey 07645, USA	Water	100%
Tata Global Beverages Overseas Limited	325 Oldfield Lane North, Greenford, Middlesex, UB6 0AZ, UK	Tea	100%
Tata Consumer Products Canada Inc	10 Carlson Street, Etobicoke, Ontario, Canada M9W6L2	Tea	100%
Tata Consumer Products Australia Pty Limited	620 Church Street, Richmond, Victoria, Australia 3121	Tea	100%
Earth Rules Pty Limited	620 Church Street, Richmond, Victoria, Australia 3121	Coffee	100%
Stansand (Africa) Limited	3rd Floor Tea House, Nyerere Abenue P. O. Box 90683-80100 Mombasa, Kenya	Tea	100%
Stansand (Central Africa) Limited	Along Masauko Chipembere Highway-Maselema Area- Limbe, P. O. Box 546, Blantyre, Malawi	Tea	100%
Tata Global Beverages Polska Sp. Z o.o	UL Zolny 33, 02-815 Warszawa, Poland	Tea	100%
Tetley Clover (Private) Limited	Lakson Square Building No 2 Sarwar Shaheed Road, Karachi, Pakistan	Tea	50%
Tetley ACI (Bangladesh) Limited	245 Tejgaon Industrial Area, Dhaka - 1208, Bangladesh	Tea	50%
Joekels Tea Packers (Proprietary) Limited	12 Caversham Road, Pinetown, 3610 Kwazulu Natal, South Africa	Tea	51.7%

The Company's subsidiary and joint venture undertakings held have share capital consisting solely of ordinary shares which are directly held by the company unless stated; the country of incorporation or registration is also their principal place of business

None of the investments are quoted.

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11.Receivables

	31 March 2022 £'000	Restated 31 March 2021 £'000
Amounts owed by group undertakings	50,576	50,521
Prepayments and accrued income	385	-
Total	50,961	50,521
Less: amounts falling due after more than one year		
Amounts owed by group undertakings	(39,191)	(39,936)
Amounts falling due within one year	11,770	10,585

Amounts owed by group undertakings – amounts falling due after more than one year includes a loan to Tata Consumer Products UK Group Limited amounting to £39,191k (2021: £39,936k) which is interest free, unsecured and repayable on demand. However the company has provided a letter to Tata Consumer Products UK Group Limited confirming that it will not require the repayment of the loan until at least twelve months from the date that these financial statements were approved. The borrowings have therefore been treated as payable after more than one year from the balance sheet date. Amounts due from group undertakings has been classified as non current assets to the extent it meets with the company's intention not to request for settlement within 12 months. Accordingly, the prior period amount of £39,936k has been restated as a non current asset.

Amounts owed by group undertakings – amounts falling due within one year includes a loan to Tata Consumer Products US Holdings Inc. totalling £11,385k (2021: £10,585k). Interest on this balance is charged at margin of 2% over LIBOR (2021: margin of 2% over LIBOR) and the loan is repayable on demand by the company.

12.Creditors - amounts falling due within one year

	31 March 2022 £'000	31 March 2021 £'000
Bank loans and overdraft	4,553	4,459
Accruals and deferred income	5	
Amounts owed to group undertakings	904	5,751
Total	5,462	10,210

Amounts owed to group undertakings include a loan from Tata Global Beverages Overseas Limited for £nil (2021: £4,250k) and a loan from Tata Global Beverages Polska Sp. Z o.o for £904k (2021: £1,504k). These loans are interest free and unsecured and the loan agreements provide for the principal to be repaid on demand by the lenders.

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13. Provisions for liabilities

	£'000
At 1 April 2020	-
Additions	746
Written back	-
At 31 March 2021	746
At 1 April 2021	746
Additions	-
Written back	(746)
At 31 March 2022	-

The amounts written back during the year is the reversal of a provision for the settlement of estimated liabilities by the company's 100% owned investment, Earth Rules Pty Limited which is longer required following an equity investment made during the year. Please refer to Note 10 for more details.

14. Creditors - amounts falling due after more than one year

	31 March 2022 £'000	31 March 2021 £'000
Amounts owed to group undertakings	70,619	67,571
Total	70,619	67,571

Loans totalling £70,619k from Tata Consumer Products GB Limited (2021: £67,571k) are charged at a margin over LIBOR of 2% (2021: margin over LIBOR of 2%). The loan agreements provide for the principal to be repaid on demand by the lenders.

Tata Consumer Products GB Limited has provided a letter to the company confirming that they will not require repayment of the loan until at least twelve months from the date that these financial statements were approved. The borrowings have therefore been treated as payable after more than one year from the balance sheet date.

15. Called up share capital

	Number	31 March 2022 £	31 March 2021 £
Authorised:			
Ordinary shares of £1 each			
At 1 April 2021 and 31 March 2022	100		
Allotted, called up and fully paid:			
Ordinary shares of £1 each	5 (2021: 5)	5	5

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16. Share premium account

	Share Premium £'000
At 1 April 2021 and as at 31 March 2022	64,750

17. Related Party Transactions

During the year the company received a dividend from Joint Venture undertaking Joekels Tea Packers (Proprietary) Limited of £1,052k (2021: 278k) and from Tata Consumer Products Canada Inc of £2,049k (2021: nil). There were no other related party transactions to report.

18. Parent company

The immediate parent undertaking is Tata Consumer Products UK Group Limited. The smallest parent company to include the company's financial statements in its consolidated financial statements is Tata Consumer Products UK Group Limited, a company incorporated in the United Kingdom. Copies of that company's financial statements may be obtained from its registered office - 325 Oldfield Lane North, Greenford, Middlesex, UB6 0AZ. The largest company undertaking to consolidate the company's results and the company's ultimate parent and ultimate controlling party undertaking is Tata Consumer Products Limited, a company registered in India. The consolidated financial statements of Tata Consumer Products Limited are available from the company website www.tataconsumer.com or its registered office 1 Bishop Lefroy Road, Kolkata, India.

19. Events after the end of the reporting period

As at the date of this report, no matter or circumstance has arisen since 31 March 2022 that has significantly affected, or may significantly affect the company, its results or the state of affairs.