

Company Number: 03017857

Tata Consumer Products Overseas Holdings Limited

Annual report and financial statements

Year ended 31 March 2023

Tata Consumer Products Overseas Holdings Limited

Contents

Reports

Strategic report..... 3

Directors’ report 5

Independent Auditor’s report..... 8

Financial statements

Income statement.....11

Balance sheet.....12

Statement of changes in equity.....13

Notes to the financial statements.....14

Tata Consumer Products Overseas Holdings Limited

Strategic Report for the year ended 31 March 2023

The directors present their strategic report for the year ended 31 March 2023.

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 £1,991k (2022: £3,101k) in respect of its investments. An after-tax profit for the year of £1,329k was therefore recognised in comparison with £2,886k in the prior year with the decline explained by lower dividend receipts and higher interest costs owing to a rise in interest rates, partly offset by currency gains. The net liabilities position of the company as at 31 March 2023 was £10,744k, a decrease from £11,984k as at 31 March 2022 driven by the after tax profit for the year.

The company increased its shareholding in two existing investments: Joekels Tea Packers (Proprietary) Limited and Tetley ACI (Bangladesh) Limited for consideration of £7,868k and £865k respectively.

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 are principal risks to the company relating to its ability to meet its obligations as they arise and the carrying value of investments it has in its subsidiaries. These risks are 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.

Tata Consumer Products Overseas Holdings Limited

Strategic Report for the year ended 31 March 2023

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.

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'

The company is a wholly owned subsidiary of Tata Consumer Products UK Group Limited and the Company has multiple members all of which are within the Tata Consumer Products Group.

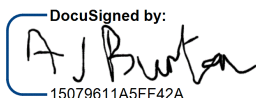
Key decisions in the year

During the year, the Directors, to create long term value within the business, increased their stake in certain investments which were operating as joint ventures. Multiple discussions and deliberations were made and relevant interests of all members taken into consideration before finalising the acquisitions.

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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A Burton
Director
11 May 2023

Tata Consumer Products Overseas Holdings Limited

Directors' Report for the year ended 31 March 2023

The directors present their annual report on the affairs of Tata Consumer Products Overseas Holdings Limited ('the Company'), together with the financial statements and auditor's report, for the year ended 31 March 2023.

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 (2022: Nil) and no dividend has been declared since the balance sheet date (2022: 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 (resigned 20 October 2022)

J Burdett (resigned 29 July 2022)

A Burton (appointed 12 July 2022)

A Ahmad (resigned 31 May 2022)

G Eccles

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

Going Concern

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 the going concern basis for preparing the financial statements. Additionally, given the net liabilities position of £10,744k, 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. Based on the company's statement of financial position, the forecasts and projections and having made enquiries to satisfy themselves of the ability of the associate 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.

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 2023 that has significantly affected, or may significantly affect the company, its results or the state of affairs.

Energy and carbon reporting

As the Company has consumed less than 40,000kWh of energy during the year the Company is exempt from the emissions disclosure.

Tata Consumer Products Overseas Holdings Limited

Directors' Report for the year ended 31 March 2023

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

(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.

(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. 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.

Directors' responsibilities statement

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 and applicable law), including FRS 101 "Reduced Disclosure Framework. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on 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.

Tata Consumer Products Overseas Holdings Limited

Directors' Report for the year ended 31 March 2023

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.

Statement of disclosure of information to the auditor

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

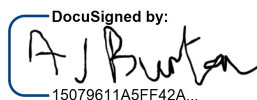
- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's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

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

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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A Burton
Director
11 May 2023

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 2023

Independent auditor's report to the members of Tata Consumer Products Overseas Holdings Limited

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 2023 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 19.

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

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 2023

to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the 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 and the directors about their own identification and assessment of the risks of irregularities, including those that are specific to the company's business sector.

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

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 2023

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 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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Nipun Vinaik (Senior statutory auditor)

For and on behalf of Deloitte LLP

Statutory Auditor

London, United Kingdom

11 May 2023

Tata Consumer Products Overseas Holdings Limited

Income Statement for the year ended 31 March 2023

(All amounts in £ thousands unless otherwise stated)

	Note	2023	2022
Revenue - Income from shares in group undertakings	6	1,991	3,101
Administrative expenses		(50)	(9)
Operating profit before impairments, provisions and foreign exchange losses		1,941	3,092
Impairment of investments	10	-	(746)
Write back of provision for obligation of subsidiary	13	-	746
Foreign exchange gains		700	497
Operating profit		2,641	3,589
Finance income	7	621	237
Finance costs	8	(1,950)	(990)
		(1,329)	(753)
Profit before tax		1,312	2,836
Income tax (expense) / credit	9	(72)	50
Profit for the year		1,240	2,886

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 2023

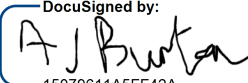
(All amounts in £ thousands unless otherwise stated)

	Note	2023	Restated ⁽¹⁾ 2022
Assets			
Non-current assets			
Investments	10	19,294	13,136
Receivables	11	34,734	39,191
		54,028	52,327
Current assets			
Receivables	11	13,386	11,770
Cash and cash equivalents		2,627	1,007
		16,013	12,777
Current liabilities			
Creditors - amounts falling due within one year	12	(7,647)	(6,469)
Net current assets		8,366	6,308
Total assets less current liabilities		62,394	58,635
Non-current liabilities			
Creditors - amounts falling due after more than one year	14	(73,138)	(70,619)
Net liabilities		(10,744)	(11,984)
Shareholders' deficit			
Called up share capital	15	-	-
Share premium account	16	64,750	64,750
Profit and loss account		(75,494)	(76,734)
Shareholders' deficit		(10,744)	(11,984)

⁽¹⁾ The prior year cash and cash equivalent and bank loans and overdrafts have been restated, see note 12 for further details

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 and authorised for issue by the Board of directors on 10 May 2023 and signed on its behalf by:

DocuSigned by:

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A Burton, Director

11 May 2023

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 2023
(All amounts in £ thousands unless otherwise stated)

	Called up share capital	Share premium account	Accumulated losses	Total equity
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)
Balance as at 1 April 2022	-	64,750	(76,734)	(11,984)
Profit and total comprehensive income for the year	-	-	1,240	1,240
Balance as at 31 March 2023	-	64,750	(75,494)	(10,744)

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 2023

(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 under Companies Act 2006, 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

Tata Consumer Products Overseas Holdings Limited

Notes to the financial statements for the year ended 31 March 2023

(All amounts in £ thousands unless otherwise stated)

effective);

- 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 £10,744k, 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 2022 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:

- Applying FRS 17. 'Insurance Contracts' and 'initial application of IFRS 17 and IFRS 9 – Comparative information' (Amendments to IFRS 17)
- Applying IFRS 9 'Financial Instruments' with IFRS 4 'Insurance Contracts' (Amendments to IFRS 4)
- IAS 1 'Classification of Liabilities as Current or Non-Current'; 'disclosure of accounting policies'; 'non-current liabilities with covenants' (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)
- IFRS 16 'Covid-19-Related Rent Concessions' and 'Lease Liability in a Sale and Leaseback' (Amendments 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.

(f) Investments

Investments are shown at cost less provision for accumulated impairment losses. At each reporting date investments

Tata Consumer Products Overseas Holdings Limited

Notes to the financial statements for the year ended 31 March 2023

(All amounts in £ thousands unless otherwise stated)

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 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

Tata Consumer Products Overseas Holdings Limited

Notes to the financial statements for the year ended 31 March 2023

(All amounts in £ thousands unless otherwise stated)

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 in the financial statements are described below.

Tata Consumer Products Overseas Holdings Limited

Notes to the financial statements for the year ended 31 March 2023

(All amounts in £ thousands unless otherwise stated)

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. We have performed sensitivity analyses around the base assumptions and have concluded that no reasonable possible changes in key current assumptions based on current recent trends would cause the recoverable amount to be less than the carrying value. See note 10 for the net carrying amount of the investment in subsidiaries and associated impairment provision.

4. Auditor's remuneration

The Company's fees payable to the auditor for the audit of the company's financial statements were £15k (2022: £15k) which has been borne by the parent company.

5. Directors and employees

The directors did not receive any emoluments in the year in respect of their services as directors of the company (2022: £nil). Three of the directors (2022: five) are employees of Tata Consumer Products GB Limited, one director (2022: one) is an employee of Tata Consumer Products Limited (India) which is the ultimate parent company. The three directors who resigned during the year were all employees of Tata Consumer Products GB Limited. All of the directors are remunerated for their services to the Group as a whole. The company had no employees during the year (2022: nil).

6. Income from shares in group undertakings

During the year, the company received dividend income of £1,991k (2022: £3,101k) from its shares in group undertakings.

7. Finance income

	2023	2022
Interest income on intercompany loans	621	237
Total	621	237

8. Finance costs

	2023	2022
Interest expense on intercompany loans	1,848	897
Bank interest expense	102	93
Total	1,950	990

Tata Consumer Products Overseas Holdings Limited
Notes to the financial statements for the year ended 31 March 2023
(All amounts in £ thousands unless otherwise stated)

9. Income tax credit

The tax charge / (credit) assessed on the profit for the year is lower (2022: lower) than the standard rate of corporation tax in the UK of 19% (2022: 19%). The differences are explained below:

	2023	2022
Current tax:		
UK corporation tax credit for the financial year	(129)	(50)
Foreign tax suffered for the financial year	200	-
Adjustment in respect of prior years	1	-
Total tax charge / (credit) for the financial year	72	(50)

	2023	2022
Current tax:		
Profit before tax	1,312	2,836
Profit multiplied by the standard rate of corporation tax in the UK of 19% (2022: 19%)	249	539
Non taxable income	(378)	(589)
Overseas withholding tax suffered on dividends	200	-
Adjustment in respect of prior years	1	-
Total tax charge / (credit)	72	(50)

The company has surrendered the benefit of tax losses to another group company for consideration of £Nil (2022: £50k). Accordingly, no tax losses are available for carry-forward.

Deferred tax

At 31 March 2023, there was no recognised deferred tax liability (2022: £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 £438k (2022: £294k).

There are no other unrecognised deferred tax assets or liabilities.

Factors that may affect future tax:

The UK corporation tax rate will increase from 19% to 25% from 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.

Tata Consumer Products Overseas Holdings Limited
Notes to the financial statements for the year ended 31 March 2023
(All amounts in £ thousands unless otherwise stated)

10. Investments

	Investment in subsidiaries £'000	Investment in joint ventures £'000	Total £'000
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
At 1 April 2022	10,561	2,575	13,136
Additions	8,733	-	8,733
Disposals	-	(2,575)	(2,575)
Impairments	-	-	-
At 31 March 2023	19,294	-	19,294

During the year the company made two investments in existing joint ventures:

1. Acquired the remaining 50% shareholding in Tetley ACI Bangladesh Limited to increase the company's shareholding to 100% for consideration of £865k and as a result this investment is now accounted for as a subsidiary. The carrying value of the investment accounted for as a joint venture which was "disposed" of at the time of additional acquisition was nil.
2. Acquired an additional 23.3% shareholding in Joekels Tea Packers (Proprietary) Limited to increase the company's shareholding to 75% for consideration of £5,293k (cash consideration £4,458k, deferred contingent consideration £835k) and as a result this investment is now accounted for as a subsidiary. The carrying value of the investment accounted for as a joint venture which was "disposed" of at the time of additional acquisition was £2,575k and this was transferred to investment in subsidiary as an addition.

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

The Poland CGU is the most sensitive to change in assumptions. For this specific CGU, if the current assumption on pre tax discount rate was to increase by +1.0% or the future relevant projections were to reduce by 5%, then the value in use will equate to the carrying value.

Deferred contingent consideration

The Deferred Contingent consideration has been classified as a financial liability (see note 14) as at the acquisition date as it is payable after 3 year from the end of the current financial year. Deferred contingent consideration has been computed by discounting projected cash flows and by assessment of the probability of achieving various financial performance targets.

Put and Call Option

The company controls Joekels Tea Packers Proprietary Limited through ownership of 75% equity shareholding. The non-controlling shareholders (NCI holder) of Joekels Tea Packers Proprietary Limited have entered into a put and call option agreement with the company in relation to their remaining equity investment in Joekels Tea Packers Proprietary Limited. In terms of the said agreement, the NCI holder has the right to exercise a put option whereby the company is obliged to purchase the shares held by NCI holder at a price determined based on agreed formula on certain financial parameters between 5 and 6 years from the date of acquisition. Conversely, the company has the right to exercise a call option on all

Tata Consumer Products Overseas Holdings Limited

Notes to the financial statements for the year ended 31 March 2023

(All amounts in £ thousands unless otherwise stated)

the shares held by NCI holders between 5 and 6 years from the date of acquisition at a price determined as mentioned above. If none of the parties exercise their right of Put/Call option, after the expiry of 6 years, The company and NCI holder both will have the option to purchase and sell respectively the remaining shares based on the mutually agreed fair market valuation of the Company, failing which, based on the market value as determined by an Independent Expert. The stipulated time period may be bought forward if certain events as per the agreement are triggered. The said option is valued at £5,632k at the balance sheet date.

The prior year impairment charge of £746k 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 followed the asset sale of that company's operating assets (Australia coffee business operating under MAP brand name) during the year ended 31 March 2021 and the settlement of the remaining liabilities during the prior 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 the prior year by way of an equity investment and recognised a provision in year ended 31 March 2021 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 prior year. Effectively the impairment charge shown in the statement of comprehensive income statement was 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%
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	Dormant	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%

Tata Consumer Products Overseas Holdings Limited
Notes to the financial statements for the year ended 31 March 2023
(All amounts in £ thousands unless otherwise stated)

	Address of registered office	Sector	Proportion of equity and voting rights held
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	100%
Joekels Tea Packers (Proprietary) Limited	12 Caversham Road, Pinetown, 3610 Kwazulu Natal, South Africa	Tea	75%

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.

11.Receivables

	2023	2022
Amounts owed by group undertakings	48,120	50,576
Prepayments and accrued income	-	385
Total	48,120	50,961
Less: amounts falling due after more than one year		
Amounts owed by group undertakings	(34,734)	(39,191)
Amounts falling due within one year	13,386	11,770

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 £34,734k (2022: £39,191k) 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.

Tata Consumer Products Overseas Holdings Limited
Notes to the financial statements for the year ended 31 March 2023
(All amounts in £ thousands unless otherwise stated)

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.

Amounts owed by group undertakings – amounts falling due within one year includes a loan to Tata Consumer Products US Holdings Inc. totalling £12,665k (2022: £11,385k). Interest on this balance is charged at margin of 2% over Benchmark (2022: margin of 2% over LIBOR) and the loan is repayable on demand by the company. The remaining balance of £721k represents a trading balance with Stansand (Africa) Limited. The balances are unsecured, repayable on demand and non-interest bearing.

12. Creditors - amounts falling due within one year

	2023	Restated 2022
Bank loans and overdraft	6,397	5,560
Accruals and deferred income	-	5
Amounts owed to group undertakings	1,250	904
Total	7,647	6,469

Amounts owed to group undertakings include a loan from Tata Global Beverages Polska Sp. Z o.o for £1,250k (2022: £904k). These loans are interest free and unsecured and the loan agreements provide for the principal to be repaid on demand by the lenders.

Prior year restatement

In preparing the comparative in the financial statements for the current year ended 31st March 2023, the company has reclassified certain balances from 'Bank Loans and Overdrafts' to 'Cash and Cash Equivalents' which was netted out from the 'Bank loan and Overdraft' as disclosed under current liabilities in the prior year in line with the requirements of IAS 32 Financial Instrument: Presentation' and other associated interpretation. Accordingly, the prior year balances has been restated where necessary. The following table summarises the impact in the prior year.

Balance sheet	2022
increase in current assets – Cash and Cash equivalents	£1,007k
increase in current liabilities – Bank Loans and Overdrafts	£1,007k

13. Provisions for liabilities

At 1 April 2021	746
Additions	-
Written back	(746)
At 31 March 2022	-
At 1 April 2022	-
Additions	-
Written back	-
At 31 March 2023	-

The amounts written back during the prior year was the reversal of a provision for the settlement of estimated liabilities by the company's 100% owned investment, Earth Rules Pty Limited which was no longer required following an equity investment made during the prior year. Please refer to Note 10 for more details.

Tata Consumer Products Overseas Holdings Limited
Notes to the financial statements for the year ended 31 March 2023
 (All amounts in £ thousands unless otherwise stated)

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

	2023	2022
Amounts owed to group undertakings	72,303	70,619
Other long-term liabilities	835	-
Total	73,138	70,619

Loans totalling £72,303k from Tata Consumer Products GB Limited (2022: £70,619k) are charged at a margin over LIBOR of 2% (2022: 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.

Other long-term liabilities represents deferred consideration on the acquisition of share in the company's investment in Joekels Tea Packers (Proprietary) Limited. See note 10 for more details.

15. Called up share capital

	Number	2023 £	2022 £
Authorised:			
Ordinary shares of £1 each			
At 1 April 2022 and 31 March 2023	100 (2022: 100)		
Allotted, called up and fully paid:			
Ordinary shares of £1 each	5 (2022: 5)	5	5

16. Share premium account

	Share Premium
At 1 April 2022 and as at 31 March 2023	64,750

17. Related Party Transactions

During the year the company received a dividend from Joint Venture undertaking Joekels Tea Packers (Proprietary) Limited of £1,112k (2022: £1,052k). There were no other related party transactions to report.

Tata Consumer Products Overseas Holdings Limited
Notes to the financial statements for the year ended 31 March 2023
(All amounts in £ thousands unless otherwise stated)

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 2023 that has significantly affected, or may significantly affect the company, its results or the state of affairs.