Company Registration No. 07469362

HOMEFIELD 2 UK LIMITED

Annual Report and Financial Statements
For the year ended 31 March 2015

STRATEGIC REPORT

The directors, in preparing this Strategic Report, have complied with s414C of the Companies Act 2006.

PRINCIPAL ACTIVITY AND BUSINESS REVIEW

The company acts as an intermediate holding company.

The result on ordinary activities before taxation for the year was £nil (2014: loss of £35,900,000). The directors do not recommend the payment of a dividend (2014: same).

FUTURE OUTLOOK

No changes to the status of the company are planned for the near future.

As referred to in note 1 to the financial statements, the directors have concluded that the company has adequate resources to continue in operational existence for the foreseeable future. For this reason, the directors continue to adopt the going concern basis of accounting in preparing the annual financial statements.

The results, financial position and risks of the company are dependent on the results, financial position and risks of its direct and indirect subsidiaries.

By order of the Board

P K Ghose
Director

28th May 2015

DIRECTORS' REPORT

The directors present their annual report on the affairs of the company, together with the audited financial statements for the year ended 31 March 2015.

DIRECTORS

The directors who served during the year, and thereafter, were:

M J Ashcroft
J J Kerrigan
M Ramakrishnan
P K Ghose

AUDITOR AND STATEMENT OF DISCLOSURE TO THE AUDITOR

Each person who is a director at the date of approval of this report confirms that:

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

Under section 487 of the Companies Act 2006, Deloitte LLP will be deemed to have been reappointed as auditors 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

By order of the Board

P K Ghose
Director

28th May 2015

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 judgments 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; and
- 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF HOMEFIELD 2 UK LIMITED

We have audited the financial statements of Homefield 2 UK Limited for the year ended 31 March 2015, which comprise the Profit and Loss account, the Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes 1 to 12. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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.

Respective responsibilities of directors and auditor

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. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2015 and of its result for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF HOMEFIELD 2 UK LIMITED (continued)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you 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.

Anthony Farnworth BA ACA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Manchester, United Kingdom

29 | 5 | 2015

PROFIT AND LOSS ACCOUNT
For the year ended 31 March 2015

	Note	2015 £'000	2014 £'000
Exceptional operating expenses	2	-	(35,900)
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION	3	-	(35,900)
Tax on profit/(loss) on ordinary activities	4	-	-
PROFIT/(LOSS) FOR THE FINANCIAL YEAR	9	-	(35,900)

All results are from continuing operations.

The accompanying notes are an integral part of these financial statements.

There are no recognised gains and losses other than the profit or loss for the current year and preceding year. Accordingly, a separate statement of total recognised gains and losses has not been prepared.

BALANCE SHEET
As at 31 March 2015

	Note	2015 £'000	2014 £'000
FIXED ASSETS			
Investments	5	3,635	3,635
		3,635	3,635
CURRENT ASSETS			
Debtors	6	-	626
CREDITORS: Amounts falling due within one year	7	(10,917)	(626)
NET CURRENT LIABILITIES		(7,282)	-
CREDITORS: Amounts falling due after more than one year	7	-	(10,917)
NET LIABILITIES		(7,282)	(7,282)
CAPITAL AND RESERVES			
Called-up share capital	8	10,000	10,000
Share premium account	9	93,518	93,518
Profit and loss account	9	(110,800)	(110,800)
SHAREHOLDERS' DEFICIT	10	(7,282)	(7,282)

The financial statements of Homefield 2 UK Limited (company registration number 07469362) were approved by the Board of Directors and authorised for issue on 28th May 2015.

Signed on behalf of the Board of Directors by:

P K Ghose

Director

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2015

1. ACCOUNTING POLICIES

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and prior year.

Basis of preparation

The financial statements are prepared under the historical cost convention and in accordance with applicable law and United Kingdom accounting standards.

Group financial statements have not been prepared as permitted by section 400 of the Companies Act 2006 as the company itself is a wholly owned subsidiary of Homefield PVT UK Limited, a body incorporated in the United Kingdom which prepares consolidated financial statements.

The performance, financial position and the key risks impacting the company are detailed in the Strategic Report on page 1. The company is the parent company of Tata Chemicals Europe Holdings Limited ("TCEHL") and acts as a guarantor and obligor to a banking facilities agreement entered into by TCEHL and its subsidiaries (together "the subgroup") to manage the subgroup's financing and cash requirements on a pooled basis. As a result of this relationship, the going concern basis of preparation of the financial statements is inextricably linked with the other companies in the subgroup and therefore the directors considered the financial position of the subgroup in their going concern review.

At 31 March 2015 the group was funded by a £140,000,000 bridging facility provided by Standard Chartered Bank ("SCB"), comprising a £120,000,000 term loan and a £20,000,000 revolving credit facility. This bridging facility is repayable on 22 November 2015. The directors have held discussions with SCB and it is the expectation of both parties that the bridging facility will be replaced by a longer-term bank facility on or prior to the repayment date.

The directors have prepared forecasts of the subgroup's profitability and cash generation for the 12 months from the date of the Auditor's Report (the "forecasts"), taking into account the sensitivity of business performance to reasonably possible changes in market conditions and as a result of the current economic climate. These forecasts indicate that the subgroup's facilities should be sufficient during the period.

In making their assessment the directors have also considered the net liability position of the subgroup. The majority of this deficit arises due to the pension liability associated with one of the subgroup's defined benefit schemes. There is a deficit recovery funding plan in place for the pension scheme and the expected cash flows have been factored into the forecasts.

After reviewing the forecasts, considering reasonably possible uncertainties and making such other enquiries as were necessary, the directors have formed a judgment, at the time of approving the financial statements, that there is a reasonable expectation that the company and group have adequate resources to continue in operational existence for the foreseeable future. For this reason, the directors continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Cash flow statement

No cash flow statement has been prepared as the financial statements for the ultimate UK parent company, Homefield PvT UK Limited, include a consolidated cash flow statement prepared in accordance with Financial Reporting Standard 1 "Cash Flow Statements" (Revised 1996).

Fixed asset investments in subsidiary undertakings

Investments in subsidiary undertakings are stated at cost less provision for impairment.

1. ACCOUNTING POLICIES (continued)

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid or recovered using the tax rates and law that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its result as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

Financial liabilities and equity

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities.

2. EXCEPTIONAL OPERATING EXPENSES

	2015 £'000	2014 £'000
Impairment of fixed asset investments	-	35,900

3. PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION

There were no employees other than the directors during the current year or preceding year. No director received any remuneration for services to the company during the year (2014: £nil).

Auditor's remuneration for audit services has been borne by Tata Chemicals Europe Limited in the year (2014: same). No remuneration has been paid in relation to non-audit services (2014: £nil).

4. TAX ON PROFIT/(LOSS) ON ORDINARY ACTIVITIES

There was no current or deferred tax charge for the year or prior year.

The differences between the total current tax credit and the amount calculated by applying the standard rate of UK corporation tax to the profit/(loss) before tax are as follows:

	2015 £'000	2014 £'000
Profit/(loss) on ordinary activities before taxation	-	(35,900)
Tax on profit/(loss) on ordinary activities at standard UK corporation tax rate of 21% (2014: 23%)	-	(8,257)
Effects of:		
Expenses not deductible for tax purposes	-	8,257
Current tax charge for the year	-	-

There is no provided or unprovided deferred tax (2014: same).

5. FIXED ASSET INVESTMENTS

The company's principal subsidiary undertakings at 31 March 2015, which were wholly owned, are set out below along with their principal activities:

*Tata Chemicals Europe Holdings Limited	Intermediate holding company
Brunner Mond Group Limited	Intermediate holding company
Cheshire Salt Holdings Limited	Intermediate holding company
Tata Chemicals Europe Limited	Manufacture and sale of soda ash and related products
British Salt Limited	Manufacture and sale of salt
Winnnington CHP Limited	Generation and sale of steam and electricity

*Shares held directly by the company.

To avoid a statement of excessive length, details of investment which are not significant have been omitted. All the subsidiary undertakings are wholly owned and incorporated in England

	Subsidiary undertakings £ '000
Cost	
At 1 April 2014 and 31 March 2015	114,435
Provision for impairment	
At 1 April 2014 and 31 March 2015	110,800
Net book value	
At 31 March 2014 and 31 March 2015	3,635

NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended 31 March 2015

6. DEBTORS

	2015 £'000	2014 £'000
Amounts falling due within one year:		
Amounts owed by group undertakings	-	626

7. CREDITORS

	2015 £'000	2014 £'000
Amounts falling due within one year:		
Company B Loan Notes	-	626
8% non-cumulative redeemable preference shares	10,917	-
	10,917	626
Amounts falling due after more than one year:		
8% non-cumulative redeemable preference shares	-	10,917

The preference shares attract a fixed non-cumulative dividend of 8% per annum and are repayable in January 2016. In the event of a winding-up, the holders are entitled to receive an amount equal to the outstanding balance of the preference shares owed and take priority over the holders of other classes of shares.

8. CALLED-UP SHARE CAPITAL

	2015 £'000	2014 £'000
Allotted, called-up and fully paid		
10,000,000 ordinary shares of £1 each	10,000	10,000

9. RESERVES

	Share premium account £'000	Profit and loss account £'000
At 1 April 2014	93,518	(110,800)
Result for the year	-	-
At 31 March 2015	93,518	(110,800)

NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended 31 March 2015

10. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' DEFICIT

	£'000
Net change in shareholders' deficit	-
Opening shareholders' deficit	(7,282)
Closing shareholders' deficit	(7,282)

11. CONTINGENT LIABILITIES

The company, together with certain of its fellow group undertakings, has guaranteed the amounts borrowed under group banking facilities. At 31 March 2015 the amount guaranteed was £140,000,000 (2014: £140,000,000).

12. ULTIMATE CONTROLLING PARTY

The company's immediate parent undertaking is Homefield Pvt UK Limited, a company incorporated in England.

The smallest group in which the results of the company are consolidated is that of Homefield Pvt UK Limited. Copies of the financial statements are available from the Registrar of Companies, Crown Way, Cardiff.

The ultimate parent company is Tata Chemicals Limited, a company incorporated in India. The largest group in which the results of the company are consolidated is that of Tata Chemicals Limited. Copies of the financial statements are available from the Company Secretary, Tata Chemicals Limited, Bombay House, Mumbai, India.

The company has taken advantage of the exemption in Financial Reporting Standard 8 "Related party disclosures" for wholly owned subsidiaries and has not disclosed transactions within the Homefield Pvt UK Limited group.