Brunner Mond Group Limited

Annual report and financial statements

Registered number 03524903

For the year ended 31 March 2024

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Strategic report

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

Principal activities and business review

The Company continues to act as an intermediate holding company.

The loss on ordinary activities before taxation for the year was £4,029,000 (2023: profit of £2,553,000).

Future outlook and developments

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

Principal risks and financial risk management

The Company operates as an intermediate holding company and as such no risks have been identified.

Key performance indicators ("KPIs")

On the basis that the Company is a holding company and does not trade, the directors consider the key risk to the business to be the value of investments in subsidiaries and as such monitor the KPIs of the trading subsidiaries of the Company.

By order of the board

JLAbbotts

J L Abbotts
Director
20 May 2024
Natrium House, Winnington Lane, Northwich, Cheshire, CW8 4GW

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 2024.

Directors

The directors who held office during the year, and thereafter were:

M J Ashcroft
J L Abbotts

Political contributions

No donations were made to any political party during the year (2023: £nil).

Going concern

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 (Note 3.2).

Dividends

The directors do not recommend the payment of a dividend (2023: £nil).

Qualifying Third Party Indemnity Provisions

During the year, and at the date of signing this Report, the Company maintained liability insurance and third party indemnification provisions for its directors, under which the Company has agreed to indemnify the directors to the extent permitted by law in respect of all liabilities to third parties arising out of, or in connection with, the execution of their powers, duties and responsibilities as directors of the Company and any of its associated companies.

Matters covered in the Strategic Report

Future developments are covered in the Strategic Report.

Post balance sheet events

There have been no significant events affecting the Company since the year end.

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 the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the director has taken all the steps that they ought to have taken as a director in order to make them self 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.

Directors' report (continued)

Auditor

The auditor, KPMG LLP, will be deemed to be reappointed in accordance with Section 487 of the Companies Act 2006.

By order of the board

J L Abbotts
Director
20 May 2024
Natrium House, Winnington Lane, Northwich, Cheshire, CW8 4GW

Statement of directors' responsibilities in respect of the annual report and the financial statements

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

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK-adopted international 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 judgements and estimates that are reasonable, relevant and reliable;
- state whether they have been prepared in accordance with UK-adopted international accounting standards;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

kpmg

KPMG LLP

8 Princes Parade
Liverpool
L3 1QH
United Kingdom

Independent auditor's report to the members of Brunner Mond Group Limited

Opinion

We have audited the financial statements of Brunner Mond Group Limited ("the Company") for the year ended 31 March 2024 which comprise the profit and loss account, the balance sheet, the statement of changes in equity, and related notes, including the accounting policies in note 3.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2024 and of its loss for the year then ended;
- have been properly prepared in accordance with UK-adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the Company's business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Company will continue in operation.

Independent auditor's report to the members of Brunner Mond Group Limited (continued)

Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included enquiring of directors and inspection of policy documentation as to the Company's policies and procedures to prevent and detect fraud that apply to this group company as well as enquiring whether the directors have knowledge of any actual, suspected or alleged fraud.

As required by auditing standards, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition because there are no revenue transactions. We did not identify any additional fraud risks.

We performed procedures including identifying any journal entries and other adjustments to test based on risk criteria and comparing the identified entries to supporting documentation.

Identifying and responding to risks of material misstatement related to compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the directors (as required by auditing standards), and discussed with the directors the policies and procedures regarding compliance with laws and regulations.

The company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items. We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

This company, as a holding company, is not subject to other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

Independent auditor's report to the members of Brunner Mond Group Limited (continued)

Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006, we are required 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.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 4, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

Independent auditor's report to the members of Brunner Mond Group Limited (continued)

The purpose of our audit work and to whom we owe our responsibilities

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.

W. Meredith

William Meredith (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London
E14 5GL
22 May 2024

Profit and loss account

For the years ended 31 March

	Note	**2024**	2023
		£000	£000
Exceptional impairment expense	7	**(9,186)**	-
Operating loss		**(9,186)**	-
Finance income	8	**5,157**	2,553
(Loss)/profit before tax		**(4,029)**	2,553
Taxation	9	**(2,188)**	2,188
(Loss)/profit for the year		**(6,217)**	4,741

All of the results shown above relate to continuing operations.

The Notes on pages 12 to 21 are an integral part of these financial statements.

There are no recognised gains and losses other than the profit for the current and preceding year shown above. Accordingly, a statement of other comprehensive income has not been prepared.

Balance sheet
At 31 March

	Note	2024 £000	2023 £000
Assets			
Non-current assets			
Investments	10	-	9,186
Deferred tax asset	9	-	2,188
		-	11,374
Current assets			
Trade and other receivables	11	**86,679**	81,522
Net assets		**86,679**	92,896
Equity			
Share capital	12	**92,803**	92,803
Retained earnings	13	**(6,124)**	93
Total equity		**86,679**	92,896

The Notes on page 12 to 21 form an integral part of these financial statements.

These financial statements were approved by the board of directors and were signed on its behalf on 20 May 2024 by:

J L Abbotts
Director

Statement of changes in equity
For the years ended 31 March

	Share capital (Note 12) £000	Retained earnings (Note 13) £000	Total equity £000
Balance at 1 April 2022	83,617	(4,648)	78,969
Profit for the year	-	4,741	4741
Issue of ordinary shares	9,186	-	9,186
Balance at 31 March 2023	92,803	93	92,896
Profit for the year	-	(6,217)	(6,217)
Balance at 31 March 2024	**92,803**	**(6,124)**	**86,679**

The Notes on pages 12 to 21 form an integral part of these financial statements.

Notes

(forming part of the financial statements)

1 General information

Brunner Mond Group Limited (the 'Company') is a private company incorporated in England, United Kingdom, under the Companies Act. The address of the Company's registered office is Natrium House, Winnington Lane, Northwich, Cheshire, CW8 4GW.

The financial statements are presented in pounds sterling, which is the Company's functional currency. All amounts have been rounded to the nearest thousand, unless otherwise stated.

2 Changes in significant accounting policies

A number of new standards are effective from 1 April 2023 but they do not have a material effect on the Company's financial statements.

New and revised IFRS standards in issue but not yet effective.

Revision to the following standards have been issued but are not yet effective:

- Non-current Liabilities with Covenants (IAS 1)
- Lease liability in a sale and leaseback (IFRS 16)
- Supplier finance disclosure (IAS 7 and IFRS 7)

None are expected to have a material impact on the Company's financial statements in the period of initial application.

In December 2021, the Organisation for Economic Co-operation and Development (OECD) issued model rules for a new global minimum tax framework (Pillar Two). This was enacted by the UK Government in July 2023, and will come into effect from 1 January 2025. The UK Group of which the Company is a member is within the scope of the OECD Pillar Two model rules and is in the process of assessing the full impact, but does not expect it to have a material impact on the UK Group's tax charge.

3 Significant accounting policies

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

3.1 Basis of accounting

The financial statements of the Company have been prepared and approved by the directors in line with UK-adopted International Accounting Standards as applied in accordance with the provisions of the Companies Act 2006. They have been prepared on a historical cost basis, except for the revaluation of financial instruments, as explained in the accounting policies below.

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 Natrium Holdings Limited, a body incorporated in the United Kingdom which prepares consolidated financial statements.

No statement of cash flows is presented with these financial statements because the Company has not held any cash in the current and prior year.

Notes (continued)

3 **Significant accounting policies** (continued)

3.2 Going concern

The Company is a subsidiary of Natrium Holdings Limited.

Natrium Holdings Limited and its subsidiaries (together "the Group") manage their operations on a Group-wide basis. In particular, the Group's financing and cash requirements are managed on a pooled basis with funds being allocated between companies to meet individual short and medium term requirements. Consequently, the assessment of Company's ability to continue as a going concern has been based on a review of the Group as a whole.

At 31 March 2024 the Group was funded by a fully drawn down £70,000,000 term loan and £39,000,000 drawn down from a £40,000,000 uncommitted working capital facility, both provided by Bank of America and secured by fixed and floating charges over the assets of the Group and for which Tata Chemicals Limited ("Ultimate Parent") is guarantor. The term loan is repayable in February 2028 and is subject to financial covenants which are tested at the level of the Tata Chemicals Limited group ("the Ultimate Parent Group") and in the event any are breached would result in such amounts owed becoming repayable on demand. The uncommitted working capital facility was increased to £50,000,000 in April 2024.

The Group also has access to a trade receivables financing facility of £13,000,000 with Standard Chartered Bank of which £4,153,000 was utilised at 31 March 2024 and a reverse forfaiting facility of up to £40,000,000 with Credit Agricole Corporate and Investment Bank of which £15,065,000 was utilised at 31 March 2024. Access to new drawdowns under these facilities may be withdrawn at a month's notice.

The Group meets its day-to-day funding requirements by utilising directly drawn amounts from the facilities described above.

The directors of the Group have prepared cash flow forecasts for a period of 12 months from the date of approval of these financial statements (the "Forecasts"). These Forecasts take into consideration the expected continuing impact of very high energy costs and adverse trading conditions and also assume that the uncommitted working capital facility will continue to be available throughout. The Forecasts indicate that, taking account of reasonably possible downsides, the Group is unlikely to have sufficient funds, by utilising the bank facilities described above, to meet its liabilities as they fall due for that period and is therefore reliant on the support of the Ultimate Parent, Tata Chemicals Limited.

Tata Chemicals Limited has indicated its intention to continue to make available such funds as are needed by the Company during the going concern assessment period and has confirmed that intercompany loans between subsidiary companies will not be recalled if this would be detrimental to the Company or Group. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Consequently, the directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

Notes (continued)

3 Significant accounting policies (continued)

3.3 Investments

Investments in subsidiaries are shown at cost less provision for impairment.

3.4 Financial instruments

3.4.1 Financial assets

The Company's financial assets include trade and other receivables.

Classification

The Company classifies its financial assets as either:

- those subsequently measured at fair value (either through OCI, or through profit or loss); or
- those measured at amortised cost.

The classification depends on the Company's methodology for managing the financial assets and the contractual terms of the cash flows. Financial assets are not reclassified subsequent to their initial recognition.

Measurement

At initial recognition, the Company measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss. For all other financial assets, transaction costs that are directly attributable to the acquisition of the financial assets are added to the fair value measured on initial recognition.

Subsequent measurement of the asset depends on the Company's methodology for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its financial assets:

a) Amortised cost

Assets that are held for collection of contractual cash flows, where those cash flows represent solely payments of principal and interest, are measured at amortised cost. Any gains or losses are recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate ('EIR') method.

b) Fair value through other comprehensive income ('FVTOCI')

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the asset's cash flows represent solely payments of principal and interest, are measured at FVTOCI. Movements in the carrying amount are recorded in OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss. Interest income from these financial assets is included in finance income using the EIR.

Notes (continued)

3 Significant accounting policies (continued)

3.4.1 Financial assets (continued)

c) Fair value through profit or loss ("FVTPL")

Assets that do not meet the criteria for amortised cost or FVTOCI are measured at FVTPL. Any gains or losses are recognised net in profit or loss in the period in which it arises. Interest income from these financial assets is included in finance income.

Derecognition of financial assets

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. On derecognition, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in the profit and loss account.

3.4.2 Debt and equity instruments

Debt and equity instruments are classified as either equity or as financial liabilities in accordance with the substance of the contractual arrangement.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised when the proceeds are received, net of direct issue costs.

3.4.3 Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its financial assets. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The expected credit losses on these financial assets are estimated using a provision matrix based on the Company's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

3.5 Tax

The tax expense or credit represents the sum of the net amount arising in respect of current and deferred tax.

Current tax

Current tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the tax authorities. Taxable profit differs from net profit as reported in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current tax relating to items recognised directly in equity is recognised in equity and not in the profit and loss account. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Notes (continued)

3 **Significant accounting policies** (continued)

Deferred tax

Deferred tax arises in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for tax purposes.

Deferred tax assets are recognised for unutilised tax losses, unutilised tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, would be recognised subsequently if new information about facts and circumstances changed. The adjustment would either be treated as a reduction to goodwill (as long as it does not exceed goodwill) if it is incurred during the measurement period or in profit or loss.

3.6 Interest income

Interest income is recognised when it is probable that the future economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is recognised using the effective interest method, with the effective interest rate being the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset, to that asset's net carrying amount on initial recognition.

3.7 Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount, which is assessed on the higher of an asset's fair value less costs to sell and its value in use. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount (Note 10). In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

The Company bases its impairment calculations on detailed budgets and forecasts which are prepared separately for each of the cash generating units ("CGUs") to which the Company's individual assets are allocated. These budgets and forecasts generally cover a period of five years. For subsequent periods, a long-term growth rate is calculated and applied to projected future cash flows.

Notes (continued)

3 **Significant accounting policies** (continued)

Impairment losses, including impairment of investments, are recognised in the profit and loss in exceptional impairment expense.

The Company assess at each reporting date as to whether there is an indication that an asset may be impaired or previously recognised impairment losses may no longer be valid. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years.

4 **Significant accounting judgements, estimates and assumptions**

In preparing these financial statements, management has made judgements and estimates that affect the application of the Company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Impairment of non-financial assets

Impairment arises when the carrying value of an asset or CGU exceeds its recoverable amount, which is the higher of its fair value less costs of disposal (FVLCOD) and its value in use (VIU). The FVLCOD calculation is based on the estimated price that would be received to sell as asset in an orderly transaction between market participants less incremental costs for disposing of the asset. The VIU calculation is based on a discounted cash flow model. The cash flows are derived from the Company's forecast for the next five years and do not include restructuring activities to which the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is most sensitive to the discount rates, EBITDA and capital expenditure. The Company does not expect a reasonable possible change in the key assumptions to have a material impact on the impairment review.

5 **Auditor's remuneration**

Auditor's remuneration for audit services for the year has been borne by a fellow group undertaking (2023: same). No remuneration has been paid in relation to non-audit services (2023: £nil).

Notes (continued)

6 Staff numbers and costs

There were no employees other than the directors during the current year and preceding year. None of the directors received any remuneration from the company. They were remunerated by Tata Chemicals Europe Limited, which is a fellow group undertaking (2023: same). The directors deem their services to the Company to be inconsequential to the wider group and as such any cost would be immaterial to the Company (2023: same).

7 Exceptional impairment expense

	Note	**2024** **£000**	2023 £000
Impairment of investments	10	**(9,186)**	-

8 Finance income

	Note	**2024** **£000**	2023 £000
Interest receivable from fellow group undertakings	14	**5,157**	2,553

9 Tax

Amounts recognised in profit or loss	**2024** **£000**	2023 £000
Deferred tax: Origination and reversal of temporary differences	**(2,188)**	2,188
Tax credit reported in profit or loss	**(2,188)**	2,188

The charge for the year can be reconciled to the profit before tax as follows:

	2024 **£000**	2023 £000
(Loss)/profit before tax	**(4,029)**	2,553
Tax on profit on ordinary activities at the average UK corporation tax rate for the year 25% (2023: 19%)	**1,007**	(485)
Tax effects of:		
Expenses not deductible for tax purposes	**(2,296)**	-
Utilisation of tax losses	**1,289**	485
Movement on previously recognised deferred tax assets	**(2,188)**	2,188
Total tax (charge)/credit for the year	**(2,188)**	2,188

Notes (continued)

9 **Tax** (continued)

The standard rate of corporation tax applied to reported profit is 25% (2023: 19%) following the substantive enactment of the Finance Act 2017. The UK government latest legislation sets the headline rate of UK corporation tax at 25%. The net deferred tax liability has been calculated on the basis of a rate of 25%.

The following are the major deferred tax liabilities and assets recognised by the Company and movements thereon during the current reporting period.

	Non-trade losses £000
At 1 April 2023	2,188
Debit to profit or loss	(2,188)
At 31 March 2024	-

A potential deferred tax asset of £2,300,000 (2023: £1,348,000) for tax losses has not been recognised because it is not considered probable that the asset will crystallise in the foreseeable future.

10 Investments

	Shares in subsidiaries £000
Cost	
At 1 April 2023 and at 31 March 2024	102,704
Impairment	
At 1 April 2023	(93,518)
Charge for the year	(9,186)
As at 31 March 2024	(102,704)
Net book value	
At 31 March 2024	-
At 31 March 2023	9,186

The Company conducts periodic impairment reviews which take place at least annually for each investment held. Following a review at 31 March 2024, the Company concluded that the carrying value of its investment in Tata Chemicals Europe Limited was overstated by £9,186,000 and accordingly an impairment charge was recognised for this amount.

Notes (continued)

10 **Investments** (continued)

The Company's subsidiary undertakings at 31 March 2024 are set out below:

	Country of incorporation	**Principal activity**	**% of ordinary share capital held**
Tata Chemicals Europe Limited	England	Manufacture and sale of soda ash, sodium bicarbonate and related products	100
Winnington CHP Limited	England	Generation and sale of steam and electricity	100*
Northwich Resource Management Limited	England	Dormant	100

*Indirect shareholding

Subsidiary accounts can be obtained from the registered office, Natrium House, Winnington Lane, Northwich, Cheshire, CW8 4GW.

11 **Trade and other receivables**

	Note	**2024 £000**	2023 £000
Amounts due from group undertakings	14	**86,679**	81,522

12 **Called-up share capital**

The Company has one class of ordinary share with no right to a fixed income.

	2024 £000	2023 £000
Authorised, issued and fully paid		
928,033,202 (2023: same) ordinary shares of £0.10	**92,803**	92,803

13 **Reserves**

Retained earnings represents cumulative profits or losses net of dividends paid and other adjustments.

Notes (continued)

14 Related party transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year and outstanding balances at the reporting date:

Loans		**Interest charged to related party in the year £000**	**Amounts owed by related party £000**
Companies which were part of the Natrium Holdings Limited group			
Natrium Holdings Limited	**2024**	**5,157**	**86,679**
	2023	2,553	81,522

Terms and conditions of transactions with related parties

Interest on loans is generally charged at a rate that matches the rate paid on external loans by the loan provider. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2024, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (2023: £nil). This assessment is undertaken each financial year by examining the financial position of the related party and the market in which the related party operates.

15 Ultimate controlling party

The Company's immediate parent undertaking is Natrium Holdings Limited, a company incorporated in England.

The smallest group in which the results of the Company are consolidated is that of Natrium Holdings Limited, a company incorporated in England. Copies of the accounts are available from the registrar of Companies, Crown Way, Cardiff.

The ultimate parent company in the year to 31 March 2024 was 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 accounts are available from the Company Secretary, Tata Chemicals Limited, Bombay House, Mumbai, India.