

**GAMBLE SIMMS METALS LIMITED**  
**DIRECTORS' REPORT AND FINANCIAL**  
**STATEMENTS**  
**FOR THE FINANCIAL YEAR**  
**ENDED 31 MARCH 2016**

**Company No. 27198**

# Gamble Simms Metals Limited Report and Accounts 2016

## Report and Accounts for the financial year ended 31 March 2016

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## **Directors and other information**

### **Board of Directors**

E O'Reilly  
SV Gidwani  
C Harvey

### **Secretary and registered office**

SV Gidwani

Tata Steel Service Centre  
Steel House  
Bluebell Industrial Estate  
Bluebell Avenue  
Dublin 12

**Registered number:** 27198

### **Solicitors**

Tata Steel Europe Limited  
Legal Department  
30 Millbank  
London SW1P 4WY  
United Kingdom

## **Directors' report for the financial year ended 31 March 2016**

The directors present their report and the financial statements of the Company for the financial year ended 31 March 2016.

### **Statement of the Directors' responsibilities**

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

The Company has been dormant as defined in chapter 16, section 365(2) of Part 6 of the Companies Act 2014 throughout the year and preceding financial period. It is anticipated that the Company will remain dormant for the foreseeable future.

Irish company law requires the directors to prepare financial statements for each financial year. Under the law, the directors have elected to prepare the financial statements in accordance with FRS 102 '*The Financial Reporting Standard Applicable in the UK and Republic of Ireland*', which entitles the Company to adopt the exemption in paragraph 35.10 of FRS 102 allowing the Company to retain its previous accounting policies until there is any change to balances or the Company undertakes new transactions.

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 assets, liabilities and financial position of the Company as at the financial year end date and of the profit or loss of the Company for the financial year and otherwise comply with the Companies Act 2014.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the Company financial statements and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether the financial statements have been prepared in accordance with applicable accounting standards, identify those standards, and note the effect and the reasons for any material departure from those standards; 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 ensuring that the Company keeps or causes to be kept adequate accounting records which correctly explain and record the transactions of the Company, enable at any time the assets, liabilities, financial position and profit or loss of the Company to be determined with reasonable accuracy, enable them to ensure that the financial statements and Directors' report comply with the Companies Act 2014 and enable the financial statements to be audited. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The annual financial statements have not been audited because the Company is entitled to the exemption provided by chapter 16 of Part 6 of the Companies Act 2014 relating to dormant companies and its members have not required the Company to obtain an audit of these financial statements.

### **Books of account**

The measures taken by the directors to secure compliance with Section 281 to 285 of the Companies Act 2014, with regard to the keeping of accounting records; are the use of appropriate systems and procedures and employment of competent persons. The books of account are kept at the following address: Steel House, Bluebell Industrial Estate, Bluebell Avenue, Dublin 12.

### **Business review, principal activities and future developments**

The state of affairs of the Company is considered by the directors to be satisfactory. No changes are expected in the foreseeable future.

## **Directors' report for the financial year ended 31 March 2016 (continued)**

The Company's directors do not believe that key performance indicators (or discussion thereof) are appropriate for an understanding of the development, performance or position of the Company. The performance of Tata Steel Europe Limited (TSE), which includes the Company, is discussed in its Annual Report & Accounts, which does not form part of this report.

### **Principal risks and uncertainties**

Group risks are discussed in the TSE Annual report, which does not form part of this report. Risks specific to Gamble Simms Metals Limited are in relation to the trading performance of the investments held by the Company. This is monitored by the directors, primarily through communication with management of the companies and through the use of regularly updated forecasts. If the directors believe there is a permanent diminution in value, an impairment will be recognised.

### **Results**

The Company is dormant. Accordingly, it has not traded during the year and has not earned any profit nor has it incurred any losses. All expenses associated with the Company are borne by Tata Steel UK Limited.

### **Directors**

The current directors of the Company are set out below.

E O'Reilly  
SV Gidwani  
C Harvey

### **Directors' and secretary's interest in shares**

The directors and secretary who held office at 31 March 2016, and their families, had no beneficial interest in the share capital of the Company or any other Group company at 1 April 2015 or 31 March 2016.

### **Subsidiaries**

Details in respect of subsidiary companies are set out in Note 5 to the financial statements.

### **Going concern**

On 29 March 2016, following a recommendation from Tata Steel Limited ('TSL'), the Company's ultimate shareholder, the directors of TSE resolved to consider all possible restructuring options including the potential divestment of TSUK. This process has started and remains ongoing but, pending its conclusion, the outcome of the restructuring or sale remain uncertain.

TSE and its subsidiaries are financed in part through the Senior Facilities Agreement and other long term loans introduced by the parent from time to time and in part through working capital support provided by Tata Steel Global Procurement Co. Pte Limited ('TSGP') a subsidiary of TSL, under arrangements which have been authorised, and are supported, by TSL. TSL has approved the continued provision of working capital support to TSE and its subsidiaries subject to certain restrictions.

Based on the mandate of the ultimate parent of the Company, TSL, on 29 March 2016, the Board of TSE announced that it is evaluating all options for TSUK, including the potential divestment. On 8 July 2016, the board of TSL announced that it has decided to also look at alternative and more sustainable portfolio solutions for the European business, including discussions with strategic players in the steel industry in relation to a potential joint venture. Currently, the process of evaluation of potential transactions by TSE is underway and representatives of TSE remain engaged in discussions with the UK and Welsh Government to facilitate the restructuring options. In the absence of a conclusive outcome of a restructuring, sale or another strategic solution there exists a material uncertainty for the future of the Company.

For these reasons, while the Directors have a reasonable expectation that the Company has adequate resources to continue operating for the foreseeable future, they have concluded that there exists a material uncertainty which may cast significant doubt on the Company's ability to continue as a going concern. However, the Directors continue to adopt the going concern basis in preparing the

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financial statements. The financial statements do not include the adjustments that would result if the Company were unable to continue as a going concern.

### **Post balance sheet events**

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

Signed on behalf of the board



SV Gidwani  
Director



E O'Reilly  
Director

Date: 9 Sep. 2016

**Balance sheet as at 31 March 2016**

	Notes	31 March 2016 €	31 March 2015 €
<b>Fixed assets</b>			
Financial assets	6	-	-
<b>Creditors: amounts falling due within one year</b>	7	(281,290)	(281,290)
<b>Net current liabilities</b>		(281,290)	(281,290)
<b>Net liabilities</b>		(281,290)	(281,290)
<b>Capital and reserves</b>			
Called up share capital presented as equity	8	634,869	634,869
<b>Other reserves</b>			
Profit and loss account	9	(916,159)	(916,159)
<b>Shareholders' deficit</b>		(281,290)	(281,290)

We, as directors of Gamble Simms Metals Limited state that:

- (a) the Company is availing itself of the audit exemption provided for by Chapter 16 of Part 6 of the Companies Act 2014;
- (b) the Company is availing itself of the exemption on the grounds that the conditions specified in s.365(2) are satisfied;
- (c) we acknowledge the Company's obligations under Companies Act 2014, to keep adequate accounting records and to prepare Financial Statements which give a true and fair view of the assets, liabilities and financial position of the Company at the end of its financial year and of its profit or loss for such a year and to otherwise comply with the provisions of Companies Act 2014 relating to Financial Statements so far as they are applicable to the Company;
- (d) we hereby certify that we have relied on the specific exemption contained in s.365 Companies Act 2014 on the grounds that the Company is entitled to the benefits of that exemption as a dormant company.

The financial statements were approved by the Board of Directors on 9 Sep. 2016 and are signed on its behalf by:



SV Gidwani  
Director



E O'Reilly  
Director

## Notes to the financial statements

### 1. Principal accounting policies

The financial statements have been prepared in accordance with the Companies Acts 2014 and Accounting Standards issued by the Financial Reporting Council, and promulgated by the Institute of Chartered Accountants in Ireland for periods beginning on or after 1 January 2015. The Company has undergone transition to FRS 102 during the period.

The Company meets the definition of a qualifying entity under FRS 100 *'Application of Financial Reporting Requirements'* issued by the Financial Reporting Council. FRS 102 *'The Financial Reporting Standard Applicable in the UK and Republic of Ireland'*, ('FRS 102') as issued by the Financial Reporting Council becomes effective for accounting periods beginning on or after 1 January 2015.

As permitted by FRS 102 under paragraph 35.10, the Company has taken advantage of the exemption available under that standard in relation to the retention of the Company's previous accounting policies until there is any change to balances or the Company undertakes new transactions.

The key accounting policies, which have been applied consistently, are set out below:

#### Going concern

The going concern basis assumes that the Company will continue in operational existence for the foreseeable future. Bearing in mind the Company's net current liability position, which is based on amounts owing to group companies, the validity of this assumption depends on the continuing financial support of the parent company. The parent company has undertaken to support the Company to facilitate its operation for the foreseeable future. The directors consider the going concern basis of accounting to be appropriate based on this undertaking of support.

#### Accounting convention and group accounts

The accounts are prepared in accordance with the historical cost convention. The currency used in these financial statements is the Euro, denoted by the symbol "€". Group financial statements have not been prepared as the Company is a wholly owned subsidiary of Tata Steel Europe Limited, for which group financial statements are prepared.

#### Financial assets

All investments in group undertakings are held at cost value with provisions being made for any permanent impairment.

#### Cash flow statement

In accordance with the dormant company exemption allowed by FRS 102, a cash flow statement for the Company has not been provided.

#### Related party disclosures

In accordance with the dormant company exemption allowed by FRS 102, the Company is not required to disclose related party transactions with other TSE group undertakings.



**Notes to the financial statements (continued)**

**2. Director's emoluments and employee information**

There were no employees (2015: nil).

None of the directors received or waived any emoluments in respect of their services to the Company during the year (2015: €nil).

**3. Taxation**

There was no charge to corporation tax during the financial year (2015: €nil) due to the Company not trading.

**4. Financial assets**

	31 March 2016 €	31 March 2015 €
Cost at beginning and end of the financial year	<u>14,497,500</u>	<u>14,497,500</u>
Accumulated impairment losses at beginning and end of the financial year	<u>(14,497,500)</u>	<u>(14,497,500)</u>
Net book value at end of financial year	<u>-</u>	<u>-</u>

The subsidiary undertakings (direct and indirect) of the Company as at the 31 March are as follows:

Name of undertaking	Country of registration	Description of shares held	Proportion of nominal value of issued shares held
Walkersteelstock Ireland Limited	Republic of Ireland	Ordinary shares	100%
Lister Tubes Limited	Republic of Ireland	Ordinary shares	100%
The Steel Company of Ireland*	Republic of Ireland	Ordinary shares	100%

\*This company was sold to Greybull Capital LLP on 31 May 2016

**5. Creditors: amounts falling due within one year**

	31 March 2016 €	31 March 2015 €
Amounts owed to group companies	<u>281,290</u>	<u>281,290</u>

The amounts due to group companies are free from interest and have no fixed repayment terms.

**Notes to the financial statements (continued)**

**6. Called up share capital**

	31 March 2016 €	31 March 2015 €
<b>Authorised share capital</b>		
500,000 ordinary shares of €1.269738 each	<u>634,869</u>	<u>634,869</u>
<b>Allotted, called up and fully paid</b>		
500,000 ordinary shares of €1.269738 each	<u>634,869</u>	<u>634,869</u>

**8. Reconciliation of movement on shareholders' deficit**

	€
Shareholder's deficit at 31 March 2016 and 31 March 2015	<u>(281,290)</u>

**8. Ultimate parent company**

The Company's immediate parent undertaking is Corus Service Centre Limited.

The Company is a subsidiary of TSE which is registered in England and Wales. The ultimate parent company and ultimate controlling party is Tata Steel Limited (TSL), which is registered in India. Copies of TSL's report and accounts may be obtained from Bombay House, 24 Homi Mody Street, Fort, Mumbai 400 001 India.