

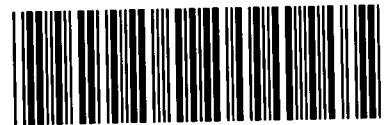
Registration number: 02942875

# Caparo India Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2018

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# **Caparo India Limited**

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## **Caparo India Limited**

### **Company Information**

<b>Directors</b>	D P Dancaster The Honourable Ambar Paul
<b>Registered office</b>	Caparo House 103 Baker Street London W1U 6LN
<b>Auditor</b>	Deloitte LLP Statutory Auditor Nottingham United Kingdom

## Caparo India Limited

### Strategic Report for the Year Ended 31 December 2018

The directors present their strategic report for the year ended 31 December 2018.

The immediate parent of Caparo India Limited is Caparo Industries Plc. Historically, Caparo India Limited has not prepared consolidated accounts on the basis that the Company was included in the consolidation of Caparo Industries Plc, as permitted by Section 400 of the Companies Act 2006. On 19 October 2015 administrators were appointed to Caparo Industries Plc and its subsidiary undertakings, excluding Caparo India Limited and its subsidiary undertaking. The results of Caparo India Limited and its subsidiary Caparo Maruti Limited were consolidated into the results of Caparo Group Limited, the ultimate parent company up to the point of administration. The directors plan to restructure the group such that Caparo Maruti Limited will no longer be owned by Caparo India Limited and hence consolidated accounts will not be required after that point. Therefore, given the above, consolidated accounts for Caparo India Limited have not been prepared for the year ended 31 December 2017 and 31 December 2018 as the directors believe that there would be undue cost and burden to produce consolidated financial statements for this period.

#### Fair review of the business

The principal activity of the Company is to act as an intermediate holding company.

The Profit and Loss Account is set out on Page 10 and shows a loss for the year of £2,871k (2017 - loss £2,468k). The Balance Sheet shows a shareholders' deficit amounting to £98,201k (2017 - a deficit of £95,330k).

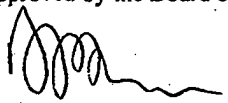
The Company has continued to own investments in a subsidiary company and has loans owed to other group companies.

No final dividend is proposed for the year ended 31 December 2018 (2017 -£Nil).

#### Principal risks and uncertainties

The principal risks and uncertainties surround the future of the Company as described in the going concern section of the Directors' Report and also the carrying value of the investment that the Company holds and whether any impairment of this investment is required.

Approved by the Board on 30/9/19 and signed on its behalf by:



D P Dancaaster  
Director

## **Caparo India Limited**

### **Directors' Report for the Year Ended 31 December 2018**

The directors present their report and the audited financial statements for the year ended 31 December 2018.

#### **Directors of the Company**

The directors who held office during the year and to the date of this report were as follows:

D P Dancaster

The Honourable Ambar Paul

#### **Principal activity**

The principal activity of the Company is to act as an intermediate holding company.

#### **Dividends**

No final dividend is proposed for the year ended 31 December 2018 (2017 -£Nil).

#### **Financial management policies and objectives**

##### ***Objectives and policies***

The Company holds or issues financial instruments to finance its operations and enters into contracts to manage risks arising from those operations and its sources of finance in accordance with its accounting policies.

##### ***Price risk, credit risk, liquidity risk and cash flow risk***

Operations and working capital requirements are financed by short term parent group company loans.

#### **Going concern**

The Company has net liabilities of £98,201k (2017 - £(95,330k)) at the balance sheet date and has made a loss in the year of £2,871k (2017 - £2,468k). The Company owed £75,412k (2017 - £73,241k) to Caparo Industries Plc in administration at the balance sheet date which, if demanded for repayment, could not be met by the Company. The Company acts as a holding company holding an investment in Caparo Maruti Limited and the directors plan to restructure the group such that Caparo Maruti Limited will no longer be owned by Caparo India Limited and the Company will cease to trade at this point. As a result, the directors have prepared these financial statements on a basis other than that of a going concern. No adjustments were required as a result of this change to a basis other than that of a going concern.

#### **Future developments**

The directors expect the Company to continue in operation as an intermediate holding company during 2019.

While the timing and nature of the departure of the UK from the European Union remains uncertain, it is not expected to have a material effect on the company.

#### **Directors' liabilities**

The Company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

#### **Disclosure of information to the auditor**

Each director has taken 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. The directors confirm that there is no relevant information that they know of and of which they know the auditor is unaware. This confirmation is given and should be interpreted in accordance with the provision of Section 418 of the Companies Act 2006.

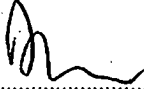
**Caparo India Limited**

**Directors' Report for the Year Ended 31 December 2018 (continued)**

**Reappointment of auditor**

In accordance with section 485 of the Companies Act 2006, a resolution for the re-appointment of Deloitte LLP as auditor of the Company is to be proposed at the forthcoming Annual General Meeting.

Approved by order of the Board on 30/9/19 and signed on its behalf by:



.....  
D P Dancaaster  
Director

## **Caparo India Limited**

### **Statement of Directors' Responsibilities**

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), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". 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; 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.

## **Caparo India Limited**

### **Independent Auditor's Report**

#### **Adverse opinion on the financial statements**

In our opinion, because of the significance of the matter described in the basis for adverse opinion section of our report, the financial statements of Caparo India Limited (the 'parent company') and its subsidiaries (the 'group')

- do not give a true and fair view of the state of the group's affairs as at 31 December 2018 and of the group's loss for the year then ended;
- have not been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have not been prepared in accordance with the requirements of the Companies Act 2006.

In our opinion, except for the effects of the matter described in the basis for adverse opinion section of our report, the parent company financial statements:

- give a true and fair view of the state of the parent company's affairs as at 31 December 2018 and of the parent company's loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprises:

- the profit and loss account;
- the statement of comprehensive income;
- the balance sheet;
- the statement of changes in equity;
- the statement of cash flows; and
- the related notes 1 to 15.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).



## **Caparo India Limited**

### **Independent Auditor's Report (continued)**

#### **Basis for adverse opinion on financial statements**

As more fully explained in note 2 to the financial statements, the financial statements of the company do not include consolidated financial statements for its group as required by section 399 of the Companies Act 2006 and Section 9 of Financial Reporting Standard 102 Consolidated and Separate Financial Statements. As a consequence, the financial statements do not give the information required by United Kingdom Generally Accepted Accounting Practice about the economic activities of the group of which the company is the parent. It is not practicable to quantify the effects of this departure.

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 group and the parent 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 adverse opinion on the group financial statements and qualified opinion on the parent company financial statements.

#### **Emphasis of matter - Financial statements prepared other than on a going concern basis**

We draw attention to Note 2 in the financial statements, which indicates that the financial statements have been prepared on a basis other than that of a going concern. Our opinion is not modified in respect of this matter.

#### **Other information**

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. 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.

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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.

As described in the basis for adverse opinion section of our report, the financial statements of the company should include consolidated financial statements for its group. We have concluded that the other information is materially misstated for the same reason with respect to the amounts or other items in the annual report affected by the failure to prepare consolidated financial statements.

#### **Responsibilities of directors**

As explained more fully in the statement of directors' responsibilities, 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.

## **Caparo India Limited**

### **Independent Auditor's Report (continued)**

#### **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 Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

#### **Report on other legal and regulatory requirements**

##### **Opinions on other matter prescribed by the Companies Act 2006**

In our opinion, because of the significance of the matter described in the basis for adverse opinion section of our report, based on the work undertaken in the course of the audit:

- the strategic report has not been prepared in accordance with applicable legal requirements.

In our opinion, except for the effects of the matters described in the basis for adverse opinion section of our report, 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 directors' report has been prepared in accordance with applicable legal requirements.

As a result of the matters identified in the basis for adverse opinion section of our report, in the light of the knowledge and understanding of the group and of the parent company and their environment obtained in the course of the audit, we have identified material misstatements in the strategic report. We have not identified any material misstatements in the directors' report.

##### **Matters on which we are required to report by exception**

Arising from the matter described in the basis for adverse opinion section of our report referred to above:

- we have not received all the information and explanations that we considered necessary for the purpose of our audit; and
- we were unable to determine whether adequate accounting records have been kept.

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

- 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.

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.

**Caparo India Limited**

**Independent Auditor's Report (continued)**

*Joanna Waring*

Joanna Waring (Senior Statutory Auditor)  
For and on behalf of Deloitte LLP, Statutory Auditor

Nottingham  
United Kingdom

Date: 30 September 2019

## Caparo India Limited

### Profit and Loss Account for the Year Ended 31 December 2018

	Note	2018 £ 000	2017 £ 000
Turnover		-	-
Administrative expenses		-	(1)
Operating loss		-	(1)
Interest payable and similar expenses	3	(2,871)	(2,467)
		(2,871)	(2,467)
Loss before taxation		(2,871)	(2,468)
Tax on loss	7	-	-
Loss for the financial year		(2,871)	(2,468)

The above results were derived from continuing operations.

The notes on pages 15 to 24 form an integral part of these financial statements.

## Caparo India Limited

### Statement of Comprehensive Income for the Year Ended 31 December 2018

	Note	2018 £ 000	2017 £ 000
Loss for the year		<u>(2,871)</u>	<u>(2,468)</u>
Total comprehensive loss for the year		<u><u>(2,871)</u></u>	<u><u>(2,468)</u></u>

The notes on pages 15 to 24 form an integral part of these financial statements.

# Caparo India Limited

(Registration number: 02942875)  
Balance Sheet as at 31 December 2018

	Note	2018 £ 000	2017 £ 000
<b>Fixed assets</b>			
Investments	8	1,512	1,512
<b>Current assets</b>			
Debtors	9	74	74
<b>Creditors: Amounts falling due within one year</b>	10	<u>(99,787)</u>	<u>(96,916)</u>
Net current liabilities		<u>(99,713)</u>	<u>(96,842)</u>
Net liabilities		<u>(98,201)</u>	<u>(95,330)</u>
<b>Capital and reserves</b>			
Called up share capital	11	10	10
Profit and loss account	12	<u>(98,211)</u>	<u>(95,340)</u>
Shareholders deficit		<u>(98,201)</u>	<u>(95,330)</u>

Approved and authorised by the Board on 30/4/19 and signed on its behalf by:



D P Dancaaster  
Director

# Caparo India Limited

## Statement of Changes in Equity for the Year Ended 31 December 2018

	Share capital £ 000	Profit and loss account £ 000	Total £ 000
At 1 January 2017	10	(92,872)	(92,862)
Loss for the year	-	(2,468)	(2,468)
Total comprehensive loss	-	(2,468)	(2,468)
At 31 December 2017	10	(95,340)	(95,330)
	Share capital £ 000	Profit and loss account £ 000	Total £ 000
At 1 January 2018	10	(95,340)	(95,330)
Loss for the year	-	(2,871)	(2,871)
Total comprehensive loss	-	(2,871)	(2,871)
At 31 December 2018	10	(98,211)	(98,201)

The notes on pages 15 to 24 form an integral part of these financial statements.

## Caparo India Limited

### Statement of Cash Flows for the Year Ended 31 December 2018

	2018 £ 000	2017 £ 000
<b>Cash flows from operating activities</b>		
Operating Loss for the year	-	(1)
Working capital adjustments		
Movement in creditors	-	1
Net cash flow from operating activities	-	-
Net increase/(decrease) in cash and cash equivalents	-	-
Cash and cash equivalents at 1 January	-	-
Cash and cash equivalents at 31 December	-	-

The notes on pages 15 to 24 form an integral part of these financial statements.



## **Caparo India Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2018**

#### **1 General information**

The Company is incorporated, registered and domiciled in England and Wales. It is a private company limited by shares.

The principal activity of the Company is to act as an intermediate holding company.

The functional currency of the Company is considered to be pounds Sterling because that is the primary economic environment in which the company operates.

The address of its registered office is:

Caparo House  
103 Baker Street  
London  
W1U 6LN  
United Kingdom

#### **2 Accounting policies**

##### **Summary of significant accounting policies and key accounting estimates**

The principal accounting policies applied 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.

##### **Basis of accounting**

The financial statements have been prepared under the historic cost convention, and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council.

##### **Group accounts not prepared**

The immediate parent of Caparo India Limited is Caparo Industries Plc. Historically, Caparo India Limited has not prepared consolidated accounts on the basis that the Company was included in the consolidation of Caparo Industries Plc, as permitted by Section 400 of the Companies Act 2006. On 19 October 2015 administrators were appointed to Caparo Industries Plc and its subsidiary undertakings, excluding Caparo India Limited and its subsidiary undertaking. The results of Caparo India Limited and its subsidiary Caparo Maruti Limited were consolidated into the results of Caparo Group Limited, the ultimate parent company up to the point of administration. The directors plan to restructure the group such that Caparo Maruti Limited will no longer be owned by Caparo India Limited and hence consolidated accounts will not be required after that point. Therefore, given the above, consolidated accounts for Caparo India Limited have not been prepared for the year ended 31 December 2018 as the directors believe that there would be undue cost and burden to produce consolidated financial statements for this period.

## **Caparo India Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)**

#### **2 Accounting policies (continued)**

##### **Critical accounting judgements and key sources of estimation uncertainty**

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. The estimates and associated assumptions are based on historical assumptions and other factors that are considered to be relevant.

The key estimation is around the carrying value of the investments as follows-

The carrying value of the investments in non-quoted equity is held at cost less impairment. The cost is £1.5m and having applied prudent valuation assumptions to the 2018/19 results and the 2019/20 budget gives an estimated valuation of £9m.

The carrying value of investments at the year end is £1,512k (2017 - £1,512k).

The judgement around going concern is as follows-

##### **Going concern**

The Company has net liabilities of £98,201k (2017 - £(95,330k)) at the balance sheet date and has made a loss in the year of £2,871k (2017 - £2,468k). The Company owed £75,412k (2017 - £73,241k) to Caparo Industries Plc in administration at the balance sheet date which, if demanded for repayment, could not be met by the Company. The Company acts as a holding company holding an investment in Caparo Maruti Limited and the directors plan to restructure the group such that Caparo Maruti Limited will no longer be owned by Caparo India Limited and the Company will cease to trade at this point. As a result, the directors have prepared these financial statements on a basis other than that of a going concern. No adjustments were required as a result of this change to a basis other than that of a going concern.

##### **Tax**

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

## Caparo India Limited

### Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

#### 2 Accounting policies (continued)

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 results 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 to the extent that, 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 future reversal of the underlying timings differences can be deducted.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of the timing difference. Deferred tax relating to non-depreciable property, plant and equipment measured using the revaluation model and investment property is measured using the tax rates and allowances that apply to sale of the asset. In other cases, the measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense or income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income.

Current tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and the Company intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Deferred tax assets and liabilities are offset only if: a) the Company has a legally enforceable right to set off current tax assets against current tax liabilities; and b) the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

#### Investments

Investments in equity shares which are not publicly traded and where fair value cannot be measured reliably are measured at cost less impairment.

Interest income on debt securities, where applicable, is recognised in income using the effective interest method. Dividends on equity securities are recognised in income when receivable.

#### Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

## Caparo India Limited

### Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

#### 2 Accounting policies (continued)

##### Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the statement of financial position when, and only when there exists a legally enforceable right to set off the recognised amounts and the company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Debt instruments which meet the following conditions are subsequently measured at amortised cost using the effective interest method:

(a) The contractual return to the holder is (i) a fixed amount; (ii) a positive fixed rate or a positive variable rate; or (iii) a combination of a positive or a negative fixed rate and a positive variable rate.

(b) The contract may provide for repayments of the principal or the return to the holder (but not both) to be linked to a single relevant observable index of general price inflation of the currency in which the debt instrument is denominated, provided such links are not leveraged.

(c) The contract may provide for a determinable variation of the return to the holder during the life of the instrument, provided that (i) the new rate satisfies condition (a) and the variation is not contingent on future events other than (1) a change of a contractual variable rate; (2) to protect the holder against credit deterioration of the issuer; (3) changes in levies applied by a central bank or arising from changes in relevant taxation or law; or (ii) the new rate is a market rate of interest and satisfies condition (a).

(d) There is no contractual provision that could, by its terms, result in the holder losing the principal amount or any interest attributable to the current period or prior periods.

## Caparo India Limited

### Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

#### 2 Accounting policies (continued)

##### Financial instruments (continued)

(e) Contractual provisions that permit the issuer to prepay a debt instrument or permit the holder to put it back to the issuer before maturity are not contingent on future events, other than to protect the holder against the credit deterioration of the issuer or a change in control of the issuer, or to protect the holder or issuer against changes in levies applied by a central bank or arising from changes in relevant taxation or law.

(f) Contractual provisions may permit the extension of the term of the debt instrument, provided that the return to the holder and any other contractual provisions applicable during the extended term satisfy the conditions of paragraphs (a) to (c).

Debt instruments that are classified as payable or receivable within one year on initial recognition and which meet the above conditions are measured at the undiscounted amount of the cash or other consideration expected to be paid or received, net of impairment.

With the exception of some hedging instruments, other debt instruments not meeting these conditions are measured at fair value through profit or loss.

Commitments to make and receive loans which meet the conditions mentioned above are measured at cost (which may be £Nil) less impairment.

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the Company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the Company, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party. Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

##### Impairment of assets

Assets, other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss as described below.

##### Non-financial assets

An asset is impaired where there is objective evidence that, as a result of one or more events that occurred after initial recognition, the estimated recoverable value of the asset has been reduced. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

Where indicators exist for a decrease in impairment loss, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

## Caparo India Limited

### Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

#### 2 Accounting policies (continued)

##### Impairment of assets

###### Financial assets

For financial assets carried at amortised cost, the amount of impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets carried at cost less impairment, the impairment loss is the difference between the asset's carrying amount and the best estimate of the amount that would be received for the asset if it were to be sold at the reporting date.

Where indicators exist for a decrease in impairment loss, and the decrease can be related objectively to an event occurring after the impairment was recognised, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired financial asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

#### 3 Interest payable and similar expenses

	2018 £ 000	2017 £ 000
Interest expense on other finance liabilities	<u>2,871</u>	<u>2,467</u>

#### 4 Staff costs

There were no staff in either 2018 or 2017. There is no remuneration of key management personnel in this entity (2017 - £Nil).

#### 5 Directors' remuneration

No director received any remuneration in the current or prior year in relation to services provided to this company. The directors are remunerated by fellow subsidiary companies of Caparo Group Limited, the ultimate parent company.

#### 6 Auditor's remuneration

	2018 £ 000	2017 £ 000
<b>Other fees to auditor</b>		
Taxation compliance services	<u>-</u>	<u>1</u>

The fee for the audit of the financial statements of £8,645 (2017 - £7,600) and any non-audit fees for 2017 were borne by fellow subsidiary companies of Caparo Group Limited, the ultimate parent company, and not recharged.

## Caparo India Limited

### Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

#### 7 Tax on loss

The tax on loss before tax for the year is higher than the standard rate of corporation tax in the UK (2017 - higher than the standard rate of corporation tax in the UK) of 19% (2017 - 19.25%).

The differences are reconciled below:

	2018 £ 000	2017 £ 000
Loss before tax	<u>(2,871)</u>	<u>(2,468)</u>
Corporation tax at standard rate	(546)	(475)
Tax increase from transfer pricing adjustments	<u>546</u>	<u>475</u>
Total tax charge	<u>-</u>	<u>-</u>

#### Deferred tax

There are unused tax losses of £7,293 (2017 - £6,241) for which no deferred tax asset is recognised in the Balance Sheet.

The deferred tax asset has not been recognised as there is uncertainty over the recoverability of the asset.

In the 2015 Budget, the Chancellor announced that the main rate of UK corporation tax would be reduced to 19% with effect from 1 April 2017. In the 2016 Budget, the Chancellor announced that the main rate of UK corporation tax would be reduced to 17% with effect from 1 April 2020. The UK deferred tax rate has been recognised at 17%.

#### 8 Investments

	2018 £ 000	2017 £ 000
Investments in subsidiaries	<u>1,512</u>	<u>1,512</u>
<b>Subsidiaries</b>		<b>£ 000</b>
<b>Cost or valuation</b>		
At 1 January 2018 and 31 December 2018		1,512
<b>Provision</b>		
At 1 January 2018 and 31 December 2018		<u>-</u>
<b>Carrying amount</b>		
At 31 December 2018		<u>1,512</u>
At 31 December 2017		<u>1,512</u>

## Caparo India Limited

### Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

#### 8 Investments (continued)

##### Details of undertakings

Details of the investments (including principal place of business of unincorporated entities) in which the Company holds share capital is as follows:

Undertaking	Country of incorporation	Holding	Proportion of voting rights and shares held	
			2018	2017
Subsidiary undertakings				
Caparo Maruti Limited Plot 7, Maruti JV Complex, Udhog Vihar, Gurugram, Haryana 122015, India	India	Ordinary	75%	75%

The principal activity of Caparo Maruti Limited is Manufacture of sheet metal components for vehicles.

Caparo Maruti Limited has cancelled 20% of its original share capital and attempted to return the subscription monies to the original third party subscribers. Caparo Maruti Limited is in legal dispute with the subscribers for 20% of original share capital over its right to cancel the shares. The holding of the company in Caparo Maruti Limited was 60% before cancellation of shares (Note 13).

At 31 March 2019, Caparo Maruti Limited had unaudited net assets of £15,957k (31 March 2018 - £16,640k) and the (loss)/profit for the year ended 31 March 2019 was £(1,051)k (31 March 2018 - £956k), all at the exchange rate prevailing at 31 March 2019.

#### 9 Debtors

	Note	2018 £ 000	2017 £ 000
Receivables from subsidiary	14	74	74

Amounts owed by related parties are payable on demand and do not bear interest.

#### 10 Creditors

	Note	2018 £ 000	2017 £ 000
<b>Due within one year</b>			
Amounts due to group companies	14	81,553	79,206
Amounts due to parent company	14	18,234	17,710
		<u>99,787</u>	<u>96,916</u>

The amounts owed to related parties have no fixed repayment date and interest is charged at commercial rates.



## Caparo India Limited

### Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

#### 11 Called up share capital

##### Allotted, called up and fully paid shares

	2018		2017	
	No. 000	£ 000	No. 000	£ 000
Ordinary shares of £1 each	<u>10</u>	<u>10</u>	<u>10</u>	<u>10</u>

##### Rights, preferences and restrictions

Ordinary shares have the following rights, preferences and restrictions:

Each ordinary share has one vote at general meetings.

#### 12 Profit and loss account

The company's reserves are as follows:

The profit and loss reserve represents cumulative profits and losses, net of dividends paid and other adjustments.

#### 13 Contingent liabilities

Caparo Maruti Limited (CML), an Indian subsidiary company of Caparo India Limited (UK), based on legal advice that approximately 20% of the original share capital had been improperly subscribed for by a third party subscriber other than Caparo, cancelled the said allotment in 2004 and attempted to refund the subscription monies to the third party subscriber. This action has been disputed by the subscriber. Although CML and the said subscriber are in legal disputes on this issue, the cancellation of the above allotment has not been altered or interfered with by any Indian judicial authority. Following the cancellation of the share capital, CML is presently a 75% subsidiary of Caparo India Limited (UK), compared to its 60% holding at the time of original subscription. The accounts of CML have provided for the liability of refunding the original subscription money payable to the subscriber, amounting to approximately £295,000. CML is advised that its actions are legally valid and that the court cases are likely to be decided in its favour.

#### 14 Related party transactions

##### Summary of transactions with other related parties

As at 31 December 2018, Caparo India Limited owed Caparo Group Limited £6,142k (2017 - £5,965k). Interest payable on this loan during the year was £177k (2017 - £152k). As at 31 December 2018, Caparo India Limited owed Caparo Plc £18,234k (2017 - £17,710k). Interest payable on this loan during the year was £524k (2017 - £450k). As at 31 December 2018, Caparo India Limited owed Caparo Industries Plc £75,412k (2017 - £73,241k). Interest payable on this loan during the year was £2,170k (2017 - £1,865k).

As at 31 December 2018, Caparo India Limited was due £74k (2017 - £74k) from Caparo Maruti Limited.

## **Caparo India Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)**

#### **15 Parent and ultimate parent undertaking**

The Right Honourable The Lord Paul of Marylebone, The Honourable Ms Anjli Paul, The Honourable Ambar Paul, and The Honourable Akash Paul, directors of Caparo Group Limited, are jointly and indirectly interested in the whole of the issued share capital of Caparo Group Limited through shareholdings registered in the name of Caparo International Corporation, a company registered in the British Virgin Islands. Caparo International Corporation ultimately holds the issued share capital of Caparo Group Limited on behalf of a series of family trusts.

The Company's immediate parent is Caparo Industries Plc, incorporated in United Kingdom. Caparo Industries Plc is currently in administration.

The ultimate parent is Caparo Group Limited, incorporated in United Kingdom.