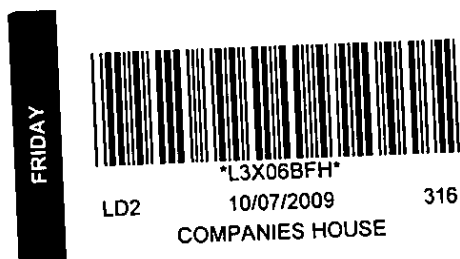


TULIP UK HOLDINGS (NO.3) LIMITED
REPORT AND ACCOUNTS
FOR THE FINANCIAL YEAR
ENDED 31 MARCH 2009



Registered No. 05934885

Tulip UK Holdings (No.3) Limited Report and Accounts 2009

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Tulip UK Holdings (No.3) Limited Report and Accounts 2009

Directors

B Muthuraman
S Hasan
K Chatterjee

Secretary

J Contractor

Company Number

05934885

Registered office

18 Grosvenor Place
London
SW1X 7HS

Auditors

Deloitte LLP

Tulip UK Holdings (No.3) Limited Report and Accounts 2009

Directors' Report for the year ended 31 March 2009

The directors present their report and the audited financial statements for the year ended 31 March 2009.

Business review and principal activities

The Company is a wholly owned subsidiary of Tulip UK Holdings (No.2) Limited which is a wholly owned subsidiary within the Tata Steel Europe Limited (TSE) (formerly Tulip UK Holdings (No.1) Limited) Group.

The loss for the period amounted to £14,662,201 (2008: profit of £2,168,117).

The principal activity of the Company was that of an investment and holding company for the group's investment Tata Steel UK Limited (TSUK). Further details of the investments are shown in notes 8 and 9 to the accounts.

No change in the Company's activities in the foreseeable future is envisaged.

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 TSE, which includes the Company, is discussed in the TSE Annual Report, which does not form part of this report.

Financial instruments

The Company's activities do not expose it to significant price risk, liquidity risk or cash flow risk. The Company's financial liabilities are amounts owed to group undertakings, for which the credit risk is limited. The Company has not used financial instruments to change its exposure to any of the above risks.

Going Concern

The financial position of the Company is such that it is in a net assets position with limited exposure to cash flow, liquidity or credit risk. After making enquiries, the directors have a reasonable expectation that the Company have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Further details regarding the adoption of the going concern basis can be found in the Statement of accounting policies in the financial statements.

Directors' indemnity

The Company's Articles of Association provide, subject to the provisions of UK legislation, an indemnity for directors and officers of the Company in respect of liabilities they may incur in the discharge of their duties or in their exercise of their powers, including any liabilities relating to the defence of any proceedings brought against them which relate to anything done or omitted, or alleged to have been done or omitted by them as officers or employees of the Company.

Principal risks and uncertainties

Group risks are discussed in the TSE Annual Report, which does not form part of this report

Tulip UK Holdings (No.3) Limited Report and Accounts 2009

Directors' report for the year ended 31 March 2009 continued

Environment

TSE Limited recognises the importance of its environmental responsibilities, monitors its impact on the environment, and designs and implements policies to reduce any damage that might be caused by the Group's activities. The Company operates in accordance with group policies. Activities designed to minimise the Company's impact on the environment include improving our energy use efficiency and reducing the production of waste (both hazardous and non-hazardous).

Employees

The Company has no employees, other than the directors as shown in Note 6 of this report on page 11.

Directors

The current directors and those who held office during the period are listed on page 2.

Dividends

The directors do not recommend that a dividend be paid and no dividends were paid or proposed during the period.

Statement on disclosure of information to auditors

Each director in office at the date of this Directors' report confirms that:

- (a) so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- (b) they have taken all the relevant 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 auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 234ZA of the Companies Act 1985.

Auditors

During the year PricewaterhouseCoopers LLP retired as auditors and on 1 April 2008, Deloitte and Touche LLP (now named Deloitte LLP) were appointed as auditors.

By order of the Board



S Hasan
Director

Date: 29 June 2009

18 Grosvenor Place
London
SW1X 7HS

Tulip UK Holdings (No.3) Limited Report and Accounts 2009

Statement of directors' responsibilities

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

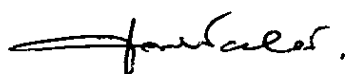
Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and 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 proper accounting records that 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 1985. 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 directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

By order of the Board



J Contractor
Secretary

29 June 2009

Tulip UK Holdings (No.3) Limited Report and Accounts 2009

Independent auditors report to the members of Tulip UK Holdings (No.3) Limited

We have audited the financial statements of Tulip UK Holdings (No.3) Limited for the year ended 31 March 2009 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 16. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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 auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

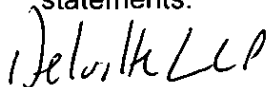
We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Tulip UK Holdings (No.3) Limited Report and Accounts 2009

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 March 2009 and of its loss for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.



Deloitte LLP
Chartered Accountants and Registered Auditors
London, United Kingdom

Date: 29 June 2009

Tulip UK Holdings (No.3) Limited Report and Accounts 2009

Profit and loss account for the year ended 31 March 2009

	Notes	2009 £000	2008 £000
Operating profit	2	-	-
Interest receivable and other similar income	3	6	18,913
Interest payable and other similar charges	4	(14,016)	(16,745)
(Loss)/profit on ordinary activities before taxation		(14,010)	2,168
Taxation	7	(652)	-
(Loss)/profit on ordinary activities after taxation	14	(14,662)	2,168

The Company has no gains or losses other than as above and therefore no separate statement of total recognised gains and losses has been presented.

There is no difference between the result on ordinary activities before taxation and the retained result for the period stated above, and the historical cost equivalents.

The result on ordinary activities before taxation derives entirely from continuing activities.

The notes on pages 10 to 14 form part of these accounts.

Tulip UK Holdings (No.3) Limited Report and Accounts 2009

Balance sheet as at 31 March 2009

	Notes	2009 £000	2008 £000
Fixed assets			
Investments			
Investments in subsidiary undertakings	8	3,747,479	3,470,060
		<u>3,747,479</u>	<u>3,470,060</u>
Current assets			
Debtors	10	8,558	35,946
Cash at bank and in hand		127	121
Creditors: amounts falling due within one year	11	(14,699)	-
Net current (liabilities)/assets		<u>(6,014)</u>	<u>36,067</u>
Total assets less current liabilities		<u>3,741,465</u>	<u>3,506,127</u>
Creditors: amounts falling due after more than one year	12	(250,000)	-
Net assets		<u>3,491,465</u>	<u>3,506,127</u>
Capital and reserves			
Called up share capital	13	3,503,707	3,503,707
Profit and loss account	14	(12,242)	2,420
Equity shareholder's funds	15	<u>3,491,465</u>	<u>3,506,127</u>

The accounts on pages 8 to 14 were approved by the Board on 29 June 2009 and were signed on its behalf by:-


S Hasan
Director

The notes on pages 10 to 14 form part of these accounts.

Tulip UK Holdings (No.3) Limited Report and Accounts 2009

Notes to the accounts

1. Presentation of accounts and principal accounting policies

(i) Basis of preparation

The financial statements have been prepared under the historical cost convention in accordance with applicable Accounting Standards in the UK (UK GAAP). Group accounts have not been prepared as the Company is a wholly owned subsidiary within TSE Limited, which has prepared consolidated accounts for the year ended 31 March 2009.

As set out in the Directors' report, the board of directors have assessed the ability of the Group to continue as a going concern and these financial statements have been prepared on a going concern basis.

The principle accounting policies, which have been applied consistently throughout the year end the preceding year are set out below.

(ii) Financial instruments

Financial assets and financial liabilities are recognised on the companies' balance sheet when the company becomes a party to the contractual provisions of the instrument.

(ii) Use of estimates

The preparation of accounts in line with generally accepted accounting principles requires management to make estimates and assumptions that affect the:

- (i) reported amounts of assets and liabilities;
- (ii) disclosure of contingent assets and liabilities at the date of the accounts; and
- (iii) reported amounts of income and expenses during the reporting period.

Actual results could differ from those estimates. The most significant techniques for estimation are described in the accounting policies below.

(iii) Fixed asset investments

Fixed asset investments are stated at cost. Provisions are made for any permanent diminution in value.

(iv) Cash Flow Statement

In accordance with the exemption allowed by paragraph 5(a) of Financial Reporting Standard 1 (revised 1996), a cash flow statement for the Company has not been provided.

Tulip UK Holdings (No.3) Limited Report and Accounts 2009

Notes to the accounts

1. Principal accounting policies (continued)

(v) Related Party Disclosures

In accordance with the exemption allowed by paragraph 3 (c) of Financial Reporting Standard 8, no disclosure is made of transactions with other member companies of the Group qualifying as related parties.

(vi) Taxation

Current tax is recognised in the profit and loss account for the period. Current tax is measured using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

2. Operating profit

The auditors' remuneration for the audit of the Company's accounts was £2,000. The auditors' remuneration was borne by Corus UK Limited in both years.

3. Interest receivable and similar income

	2009 £000	2008 £000
Interest receivable on loans to subsidiary undertakings	6	18,913
	<u>6</u>	<u>18,913</u>

4. Interest payable and similar charges

	2009 £000	2008 £000
Interest payable on loans from parent undertakings	14,016	16,745
	<u>14,016</u>	<u>16,745</u>

5. Employees

The Company has no employees other than the directors (2008: nil).

6. Directors emoluments

No directors received any emoluments during the period in respect of their services to the company (2008: £nil).

Tulip UK Holdings (No.3) Limited Report and Accounts 2009

Notes to the accounts

7. Taxation

	2009 £000	2008 £000
Current tax:		
UK corporation tax on profits for the period	2	-
Prior year charge	650	-
Current tax charge	<u>652</u>	<u>-</u>
The current tax charge reconciles with the standard rate of corporation tax as follows:		
(Loss)/profit on ordinary activities before taxation	<u>(14,010)</u>	<u>2,168</u>
Tax on result at standard rate of 28% (2008: 30%)	(3,923)	650
Effects of:		
Non deductible costs	3,925	-
Group relief	-	(650)
Prior year charge	<u>650</u>	<u>-</u>
	<u>652</u>	<u>-</u>

8. Investments - Subsidiary undertakings

	Shares in subsidiary undertakings £000
Cost and net book value	
At 31 March 2008	3,470,060
Additions	<u>277,419</u>
At 31 March 2009	<u>3,747,479</u>

9. Investments

The Company holds 100% of the ordinary share capital in Tata Steel UK Limited, a Company incorporated in England and Wales.

10. Debtors

	2009 £000	2008 £000
Amounts falling due within one year:		
Other debtors	19	19
Amounts falling due after more than one year:		
Amount owed by subsidiary undertakings	<u>8,539</u>	<u>35,927</u>
	<u>8,558</u>	<u>35,946</u>

Tulip UK Holdings (No.3) Limited Report and Accounts 2009

Notes to the accounts

11. Creditors: amounts falling due within one year

	2009	2008
	£000	£000
Other creditors	14,699	-

12. Creditors: amounts falling due after more than one year

	31 March	31 March
	2009	2008
	£000	£000
Amount owed to parent undertaking	250,000	-
	250,000	-

TSE borrowed £250m from Tata Steel Global Holdings Pte. Limited in September 2008 and the full amount of the loan was injected as equity into TSUK. Interest is being charged at LIBOR +500bps.

13. Called up share capital

	2009	2008
	£000	£000
Authorised		
5,000,000,000 ordinary shares of £1 each	5,000,000	5,000,000

	2009	2008
	£'000	£'000
Allotted, called up and fully paid		
3,503,707,157 ordinary shares of £1 each	3,503,707	3,503,707

Tulip UK Holdings (No.3) Limited Report and Accounts 2009

Notes to the accounts

14. Reserves

	Profit and loss account
	£000
At beginning of period	2,420
Loss for the period	<u>(14,662)</u>
At end of period	<u>(12,242)</u>

15. Reconciliation of movements in shareholder's funds

	2009 £000	2008 £000
Opening shareholder's funds	3,506,127	252
Shares issued	-	3,503,707
(Loss)/profit for the financial period	<u>(14,662)</u>	<u>2,168</u>
Closing shareholder's funds	<u>3,491,465</u>	<u>3,506,127</u>

16. Ultimate holding company

Tulip UK Holdings (No.2) Limited is the Company's immediate parent company, which is registered in England and Wales. TSE is the intermediate holding company, which is registered in England and Wales, and is the smallest group to consolidate these financial statements.

Tata Steel Limited, a company incorporated in India, is the ultimate parent company and controlling party.

Copies of the report and accounts for TSE may be obtained from the Secretary, 30 Millbank, London, SW1X 7HS.