Report and Financial Statements

For the year ended 31 December 2013

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REPORT AND FINANCIAL STATEMENTS For the year ended 31 December 2013

CONTENTS	Page
Officers and professional advisers	1
Strategic report	4
Directors' report	4
Directors' responsibilities statement	5
Independent auditor's report to the members of Redcar Bulk Terminal Limited	6
Profit and loss account	8
Balance sheet	. 9
Consolidated cash flow statement	10
Notes to the financial statements	11

REPORT AND FINANCIAL STATEMENTS For the year ended 31 December 2013

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

	Appointment date	Resignation date
J M Bolton	24/03/2011	-
N R K Clarke	24/03/2011	. 23/10/2013
P W Dryden	28/04/2011	10/01/2013
A J Hodgkinson	13/09/2011	01/06/2013
C J Louwrens	21/10/2011	-
D Nicol	24/03/2011	-
S Putz	10/01/2013	•
P Rowson	01/06/2013	-
S Mason	23/10/2013	-

SECRETARY

David Venus & Company LLP	Resignation date
ThamesHouse	-
Portsmouth Road	11/06/2014
Esher	
Surrey	
KT10 9AD	

Chipchase Manners Nominees Limited Appointment date 384 Linthorpe Road 11/06/2014 Middlesbrough TS5 6HA

REGISTERED OFFICE

Redcar Bulk Terminal Limited Steel House Trunk Road Redcar TS10 5QW

AUDITOR

KPMG LLP 1 The Embankment Neville Street Leeds LS1 4 DW

REPORT AND FINANCIAL STATEMENTS For the year ended 31 December 2013

STRATEGIC REPORT

PRINCIPAL ACTIVITES

The principal activities of Redcar Bulk Terminal Limited is to provide Sahaviriya Steel Industries UK Limited and Tata Steel UK Limited with port operations facilities.

The company is a joint venture between Tata Steel UK Limited and Sahaviriya Steel Industries UK Limited (SSI). The company operates an ore terminal and port services business in the North East of England. The profit and loss account is set out on page 8 and the directors' consider the result for the year ended 31 December 2013 and the financial position at the balance sheet date to be satisfactory.

BUSINESS MODEL

The Directors are pleased to report that Redcar Bulk Terminal Limited achieved an increased profit during 2013, with a profit before tax Of £9,780,000 (2012: £343,000). This was due to a sharp rise in the tonnes handled particularly with third party customers which alone exceeded 3m tonnes. Imports of coking coal and iron ore for one of its shareholders SSI (UK) Limited also increased as steel making at Redcar which restarted in Q2 of 2012, reached near full production during 2013. Raw material imports will increase further in 2014 as SSI (UK) Limited increase steel production. In addition a further 3 million tonnes of surplus capacity has again been taken up by third party coal importers, enabling RBT to maintain its turnover and margins at 2013 levels.

BUSINESS REVIEW AND RESULTS

The management of the business and the execution of the company's strategy are subject to a number of risks.

The key business risks and uncertainties affecting the company relate to the predictability of the usage of the Redcar Bulk Terminal by the two joint venture partners, which is in turn linked to global, economic and steel market conditions. A port services agreement is in place between the company and its two joint venture partners/shareholders whereby they guarantee to cover the fixed costs of the business.

In addition, to mitigate further risk, the directors continue to examine options to further develop third party business. Current EU and UK government policies risk leading to a dramatic reduction in the coal market. The escalating carbon price floor, combined with the need to invest to meet obligations under the Industrial Emissions Directive (IED) means many of the existing power stations are likely to close. As some of these coal fired power stations close demand for coal, and therefore imports, will also decrease. As carbon taxes increase coal importers will look to consolidate their ports of entry, however RBT's deep water port will remain attractive as importers attempt to benefit from the economies of scale by shipping in Large Cape Size vessels.

The company manages the risk by capitalising on its deep water facility, offering a cost effective service and maintaining a close working relationship with the main coal traders in order to retain its market share.

2012

KEY PERFORMANCE INDICATORS

2013	2012
£,000	£'000
28,739	17,468
9,780	343
	28,739

The profit for the year, after taxation, amounted to £8,633,000 (2012: £154,000). A dividend of £8,633,000 has been proposed for the year.

REPORT AND FINANCIAL STATEMENTS For the year ended 31 December 2013

STRATEGIC REPORT (CONTINUED)

FUTURE DEVELOPMENTS

The directors continue to authorise investment and upgrade of the existing plant and equipment to maximise efficiency and improve the asset base.

Approved by the Board of Directors and signed on behalf of the Board

P. Rowson Director

S. Mason Director

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DIRECTORS' REPORT

The directors present their report and the audited financial statements of the company for the year ended 31 December 2013.

GOING CONCERN

The directors have reviewed the financial condition of the company and the latest trading cash flow forecast and consideration of the uncertainties arising in the difficult economic environment and the consequent impact of this upon the trading and finances of the company. Based upon these forecasts, the directors consider the company will continue to operate with satisfactory funding. For these reasons, the directors continue to adopt the going concern basis in preparing these financial statements.

DIRECTORS

The directors who served during the period were as follows:

	Appointment date	Resignation date
J M Bolton	24/03/2011	-
N R K Clarke	24/03/2011	23/10/2013
P W Dryden	28/04/2011	10/01/2013
A J Hodgkinson	13/09/2011	01/06/2013
C J Louwrens	21/10/2011	-
D Nicol	24/03/2011	-
S Putz	10/01/2013	-
P Rowson	01/06/2013	-
S Mason	23/10/2013	-

DISCLOSURE OF RELEVANT INFORMATION TO AUDITORS

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

- so far as each director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself 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 s418 of the Companies Act 2006.

AUDITOR

The auditor, KPMG LLP, will be proposed for reappointment in line with s485 of the Companies Act 2006.

Approved by the Board of Directors and signed on behalf of the Board

P. Rowson

Director

S. Mason Director

16 September 201

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE STRATEGIC REPORT, THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

The directors are responsible for preparing the Strategic Report, the Directors' 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 UK Accounting Standards and applicable law with (UK Generally Accepted Accounting Practice). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They 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 LLP

1 The Embankment
Neville Street
Leeds
LS1 4DW

Independent auditor's report to the members of Redcar Bulk Terminal Limited

We have audited the financial statements of Redcar Bulk Terminal Limited for the year ended 31 December 2013 set out on pages 8 to 18. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

This report is made solely on the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 5 the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion, on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2013 and of its profit for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent auditor's report to the members of Redcar Bulk Terminal Limited (continued)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

David Hutchinson (Senior Statutory Auditor)

for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants 1 The Embankment Neville Street Leeds LS1 4DW

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PROFIT AND LOSS ACCOUNT Year ended 31 December 2013

	Note	Year ended 31 December 2013 £'000	Year ended 31 December 2012 £'000
TURNOVER		28,739	17,468
External charges		(6,016)	(5,681)
Staff costs	2	(4,246)	(3,909)
Depreciation and amortisation	3	(2,180)	(2,188)
Other operating charges		(6,486)	(5,202)
Operating profit		9,811	488
Interest payable	4	(36)	(147)
Interest receivable and similar income		5	2
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		9,780	343
Tax on profit on ordinary activities	5	(1,147)	(189)
PROFIT FOR THE FINANCIAL YEAR	13	8,633	154

All items dealt with in arriving at profit on ordinary activities relate to continuing activities.

The company has no recognised gains and losses other than the profit above and therefore no separate statement of total recognised gains and losses has been presented.

There is no difference between the profit on ordinary activities before tax and the retained profit for the year stated above and the historical cost equivalent.

BALANCE SHEET As at 31 December 2013

	Note	2013 £'000	2012 £'000
FIXED ASSETS			
Tangible assets	6	20,724	22,904
Spares inventory	6	2,573	3,093
		23,297	25,997
CURRENT ASSETS	•	· · · · · · · · · · · · · · · · · · ·	
Stock	7	65	34
Debtors	8	13,925	8,180
Cash at bank and in hand		5,755	3,182
	•	19,745	11,396
CREDITORS: amounts falling due within one year	9 .	(7,650)	(10,535)
NET CURRENT ASSETS		12,095	861
TOTAL ASSETS LESS CURRENT LIABILITIES		35,392	26,858
Provisions for liabilities	10	(158)	(257)
NET ASSETS		35,234	26,601
CAPITAL AND RESERVES	•		
Called up share capital	11	26,503	26,503
Profit and loss account	12	8,731	98
EQUITY SHAREHOLDERS' FUNDS	13	35,234	26,601
	;		

The financial statements of Redcar Bulk Terminal Limited, registered number 07402297, were approved by the board of directors and authorised for issue on 6 2014.

Signed on behalf of the Board of Directors

P. Rowson

Director

S Mason

Director

The accompanying notes are an integral part of this balance sheet.

CASH FLOW STATEMENT

For the year ended 31 December 2013

	Note	2013 £'000	2012 £'000
Net cash inflow from operating activities	14	7,573	2,188
Interest received		5	2
Interest paid		(293)	-
Corporation tax paid		(115)	•
Investing			
Purchase of fixed assets		(1,271)	(2,163)
Financing			
Inter-company loan repaid		(3,326)	
Movement in cash in the year		2,573	27
Cash and cash equivalents at beginning of year		3,182	3,155
Cash and cash equivalents at end of the year		5,755	3,182
Net cash inflow		2,573	27

NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2013

1. ACCOUNTING POLICIES

These financial statements are prepared on the going concern basis, under the historical cost convention, and in accordance with the United Kingdom Companies Act 2006 and applicable accounting standards. The principal accounting policies of the company, which have been applied consistently throughout the year, are set out below.

Going concern

The directors have reviewed the financial condition of the company and the latest trading cash flow forecast and consideration of the uncertainties arising in the difficult economic environment and the consequent impact of this upon the trading and finances of the company. The directors have formed the view that the position of the company is strong. For these reasons, the directors continue to adopt the going concern basis in preparing these financial statements.

Tangible fixed assets

The cost of tangible fixed assets is their purchase cost, together with any incidental costs of acquisition.

Depreciation is calculated so as to write off the cost less residual value of tangible fixed assets on a straight-line basis over the expected useful economic lives of the assets concerned. Provision is made for any impairment. The expected useful economic lives are:

Land and buildings:

25 years

Plant and machinery:

10 years

Spares: The valuation of spares should follow the general principle for inventories, with actual cost based on a first in, first out methodology. Obsolescence provisions are made for Spares on the following basis:

No issues for two years

25% minimum

No issues for three years

50% minimum

No issues for four years

75% minimum

No issues for five years or more 100%

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Turnover

Turnover, which excludes value added tax, represents the value of services supplied. Turnover from the supply of services represent value of service provide under contract.

Taxation

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

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its 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 when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2013

1. ACCOUNTING POLICIES (CONTINUED)

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

Pensions

For defined contribution schemes the amount charged to the profit and loss account in respect of pension costs and other post retirement benefits is the contributions payable in the year. Differences between contributions payable and the contributions actually paid are shown as either accruals or prepayments in the balance sheet.

Dividends

Dividends are recognised in accordance with FRS 21 'Events after the balance sheet date'.

Turnover

Turnover, which relates to the company's principal activity originates entirely in the UK.

2. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

The average monthly number of persons employed by the company during the period was

	2013	2012
	£000	£000
Staff costs		
Wages and salaries	3,657	3,380
Social security costs	379	370.
Pension costs	210	159
	4,246	3,909
·	2013	2012
	£000	£000
Management	4	4
Operations	36	36
Engineering	52	49
Total	92	89
		

None of the directors received any remuneration for their services to the company during the period.

C J Louwrens, A J Hodgkinson, S Putz and P Rowson were remunerated as employees of Sahaviriya Steel Industries UK Limited and received no remuneration from that company for acting as directors of Redcar Bulk Terminal Limited.

J M Bolton, N R K Clarke, D Nicol and S Mason were remunerated as employees of Tata Steel UK Limited and received no remuneration from that company for acting as directors of Redcar Bulk Terminal Limited.

NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2013

3.	PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION Profit on ordinary activities before taxation is after charging:		
		2013 £000	2012 £000
	Depreciation of owned tangible fixed assets	2,180	2,188
	The services provided by the company's auditor were:		
		2013 £000	2012 £000
	Audit of these financial statements Other services related to taxation	11 2	10 15
		13	25
4.	INTEREST PAYABLE	2013 £000	2012 £000
	Interest payable on inter-company loan Interest On VAT payment	(32) (4)	(147)
		(36)	(147)
5.	TAX ON PROFIT ON ORDINARY ACTIVITIES		
	The tax charge comprises:	2013 £000	2012 £000
	UK corporation tax Adjustments in respect of prior years	1,257 (11)	73 -
		1,246	73
	Deferred tax	(99)	116
	Tax on profit on ordinary activities	1,147	189

NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2013

5. TAX ON PROFIT ON ORDINARY ACTIVITIES (CONTINUED)

The current tax charge is lower than the standard rate of corporation tax in the UK (23.25%). The differences are explained below:

				ear ended December 2013 £000	Year ended 31st December 2012 £000
	Profit on ordinary activities before tax			9,780	343
	Current tax at 2013 – 23.25% (2012: 24.50%)			2,274	84
	Effects of: Expenses not deductable for tax purposes Group Relief (50%)			154 (1,257)	3
	Adjustments in respect of previous periods			(11)	(43)
	Capital Allowances in excess of depreciation			86	75
	Utilisation of tax losses and other deductions			<u> </u>	(46)
	Total current tax charge		-	1,246	73
6.	TANGIBLE FIXED ASSETS				
		Spares Inventory £'000	Land and buildings £'000	Plant and machinery £'000	Total £'000
	Cost				
	At beginning of year	3,093	8,062	18,659	29,814
	Additions	1,271	-	-	1,271
	Disposals	(1,134)			(1,134)
	At 31 December 2013	3,230	8,062	18,659	29,951
	Accumulated depreciation				
	At beginning of year	-	556	3,261	3,817
	Impairment	657	-	-	657
	Charge for period	-	317	1,863	2,180
	At 31 December 2013	657	873	5,124	6,654
	Net book amount				
	At 31 December 2013	2,573	7,189	13,535	23,297
	At 31 December 2012	3,093	7,506	15,398	25,997

Impairments in the year relate to obsolescence provisions against spares stock held as fixed assets.

NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2013

7. STOCKS

	2013 £'000	2012 £'000
Stores inventory	65	34
There is no mass vial difference between the belongs shoot		

There is no material difference between the balance sheet value of stock and their replacement cost.

8. DEBTORS - RECEIVABLES

		2013 £'000	2012 £'000
	Amounts owed by Tata Steel UK Limited for trade sales	115	778
	Amounts owed by Sahaviriya Steel Industries UK Limited	11,171	5,524
	Amounts owed by Third Parties	2,515	1,547
	VAT to be settled	92	305
	Prepayments	32	26
		13,925	8,180
9.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	2013 £'000	2012 £'000
	Trade creditors	1,599	2,448
	Corporation tax	1,246	115
	Other amounts owed to Sahaviriya Steel Industries UK Limited	2,082	3,029
	Other amounts owed to Tata Steel UK Limited	99	341
	Payroll Provisions	467	78
	Other creditors and accruals	2,157	941
	Provision for interest payments for inter-company loan	, <u>-</u>	257
	Inter group company loan	<u>-</u>	3,326
		7,650	10,535

The total loan amount from Tata and SSI was £3,326,000. The purpose of the loan was to acquire the stores and spares required for the operation of the Joint Venture from Tata Steel and was repaid on 25 March 2013.

NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2013

10. DEFERRED TAXATION

10.	DEFERRED TAXATION		
		2013 £'000	2012 £'000
	At beginning of year Charge for the period	257 (99)	141 116
	At end of year	158	257
	The elements of deferred taxation are as follows:		
		2013 £'000	2012 £'000
	Difference between capital allowances and depreciation	158	257
11.	CALLED UP SHARE CAPITAL		
•••	CHEELE OF CHARLE CHARLES	2013	2012
		£,000	£,000
	Authorised, allotted, called up and fully paid 13,251,358 'A' ordinary shares of £1 each 13,251,358 'B' ordinary shares of £1 each 1 £1 voting share allocated to Tata Steel UK Limited 1 £1 voting share allocated to Sahaviriya Steel Industries UK Limited	13,251 13,251	13,251 13,251 -
		26,503	26,503

The 'A' ordinary shares and 'B' ordinary shares rank pari passu in all respects except as regards to election or removal of directors, each share is entitled to dividend payments or any other distribution. The voting shares allocated to Tata Steel UK Limited and Sahaviriya Steel Industries UK Limited give them voting rights within the company.

12. RESERVES

	Profit and loss account £'000
At beginning of year Retained profit for the year	98 8,633
At 31 December 2013	8,731

NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2013

13. RECONCILIATION OF MOVEMENTS IN EQUITY SHAREHOLDERS' FUNDS

	2013 £'000	£'000
Profit for the year Increase in share capital	8,633	154
Net increase to shareholders' funds Opening shareholders' funds	8,633 26,601	154 26,447
Closing shareholders' funds	35,234	26,601

14. RECONCILIATION OF OPERATING PROFIT TO OPERATING CASH FLOWS

	2013	2012
	£,000	£'000
Operating Profit	9,811	488
Depreciation and amortisation	2,180	2,188
Impairment of spares stock	657	-
Usage of spare parts	1,134	2,182
Increase in stocks	(31)	(13)
Increase in debtors	(5,745)	(4,479)
(Decrease)/Increase in creditors	(433)	1,822
	7,573	2,188

15. PENSIONS

The company participates in a defined contribution pension scheme. The assets of the schemes are held separately from those of the company in independently administered funds. The pension cost charge represents contributions payable by the company to the funds and amounts to £210,000 (2012: £159,000).

NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2013

16. RELATED PARTY TRANSACTIONS

Tata Steel UK Limited and Sahaviriya Steel Industries UK Limited, both of which are incorporated in the United Kingdom, jointly control the company.

Tata Steel UK Limited provides the company with accounting services. The company provides Tata Steel UK Limited with bulk material handling services and with hire services.

Sahaviriya Steel Industries UK Limited provides the company with infrastructure services. The company provides Sahaviriya Steel Industries UK Limited with bulk material handling services and with stores and miscellaneous services.

Transactions in the 12 months ending 31 December 2013 were:

	2013 £'000	2012 £'000	
Payments to Related Parties			
Tata Steel UK Limited for accounting, telephone & Procurement services	249	118	
Sahaviriya Steel Industries UK Limited for the provision of infrastructure services	4,707	3,811	
Interest accrual on loans from Sahaviriya Steel Industries UK Limited and Tata Steel			
UK Limited	32	147	
		 	
Receipts from Related Parties			
Tata Steel UK Limited for bulk handling services	349	1,781	
Tata Steel UK Limited for extra hire charges	329	136	
Sahaviriya Steel Industries UK Limited for bulk handling services	11,886	11,097	
Sahaviriya Steel Industries UK Limited for Stores and miscellaneous services	3	3	

There were no other related party transactions.

The balances outstanding at the year end are shown in notes 8 and 9.