

TTK BRITISH HOLDINGS LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 31 MARCH 2017

TTK BRITISH HOLDINGS LIMITED

CONTENTS

	Page
Company information	1
Directors' report	2 - 3
Strategic report	4
Independent auditor's report	5 - 6
Profit and loss account	7
Balance sheet	8
Statement of changes in equity	9
Cash flow statement	10
Notes to the financial statements	11 - 19

TTK BRITISH HOLDINGS LIMITED

COMPANY INFORMATION

DIRECTORS

C Kalro
S Krishnamurthy
J T Thatai

REGISTERED NUMBER

10084820

REGISTERED OFFICE

Linden House
Court Lodge Farm
Warren Road
Chelsfield
Kent
BR6 6ER

INDEPENDENT AUDITOR

Nexia Smith & Williamson
Chartered Accountants & Statutory Auditors
Portwall Place
Portwall Lane
Bristol
BS1 6NA

BANKERS

HSBC Bank PLC
60 Queen Victoria Street
London
EC4N 4TR

TTK BRITISH HOLDINGS LIMITED

DIRECTORS' REPORT FOR THE PERIOD ENDED 31 MARCH 2017

The directors present their report and the financial statements for the period ended 31 March 2017.

INCORPORATION

TTK British Holdings was incorporated on 24th March 2016. These accounts cover the period from incorporation to the 31st March 2017. There are no prior year numbers.

RESULTS AND DIVIDENDS

The profit for the period, after taxation, amounted to £3,168,842.

A dividend of £3,495,660 was received during the year.

DIRECTORS

C Kalro (appointed 24 March 2016)
S Krishnamurthy (appointed 24 March 2016)
J T Thatai (appointed 24 March 2016)

DIRECTORS' RESPONSIBILITIES STATEMENT

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 period. 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). 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;
- 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.

TTK BRITISH HOLDINGS LIMITED

**DIRECTORS' REPORT
FOR THE PERIOD ENDED 31 MARCH 2017**

DISCLOSURE OF INFORMATION TO AUDITOR

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditor is aware of that information.

AUDITOR

The auditor, Nexia Smith & Williamson, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board and signed on its behalf.

N S Hardman
Director

Date: < >

TTK BRITISH HOLDINGS LIMITED

**STRATEGIC REPORT
FOR THE PERIOD ENDED 31 MARCH 2017**

The directors present their strategic report for the period ending 31 March 2017.

PRINCIPAL ACTIVITY AND BUSINESS REVIEW

The principal activity of the company is to hold investments in UK companies on behalf of TTK Prestige Limited.

The directors are satisfied with the trading results of the company for the period and they are confident of the future prospects of the company.

PRINCIPAL RISKS AND UNCERTAINTIES

This report and financial statements contain certain forward looking assumptions and estimates. These assumptions and estimates are made by the directors in good faith, based upon the information available to them at the time of approval of this report. Actual results may differ from those assumed and estimated in this report and financial statements, depending on a number of factors. These factors include customers' acceptance of the company's products; changes in customer requirements and in levels of demand in the market; competitive pressure on pricing; delays or additional cost in product design; fluctuations in manufacturing delivery performance, yields and costs; the loss or lack of key personnel; and overall economic conditions.

FINANCIAL RISK MANAGEMENT

The company's financial instruments, other than derivatives, comprise borrowings, cash at bank and various items including trade debtors and trade creditors that arise directly from its operations. The main purpose of these financial instruments is to fund the company's operations.

The company also enters into derivatives transactions. These are forward foreign currency contracts. The purpose of these is to manage the currency risks arising from the company's overseas purchasing operations. It is, and has been throughout the period under review, the company's policy that no trading in financial instruments shall be undertaken.

The directors review the company's exposure to foreign currency risks and when appropriate enter into forward contracts.

This report was approved by the board on < > and signed on its behalf.

N S Hardman
Director

TTK BRITISH HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF HORWOOD HOMEWARES HOLDINGS LIMITED

We have audited the financial statements of Horwood Homewares Holdings Limited for the period ended 31 March 2017, which comprise the Profit and loss account, the Balance sheet, the Cash flow statement and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

As explained more fully in the Directors' responsibilities statement, 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 Financial Reporting Council'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 March 2017 and of its profit for the period then ended;
- have been properly prepared in accordance with United Kingdom 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 the Directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements.

TTK BRITISHHOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF HORWOOD HOMEWARES HOLDINGS LIMITED

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.

Jonathan Talbot (Senior statutory auditor)

for and on behalf of
Nexia Smith & Williamson

Chartered Accountants & Statutory Auditors

Portwall Place
Portwall Lane
Bristol
BS1 6NA

< >

TTK BRITISH HOLDINGS LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE PERIOD ENDED 31 MARCH 2017**

	Note	2017 £	2015 £
TURNOVER	1,2		
Cost of sales			
GROSS PROFIT			
Investment income		3,495,660	
Acquisition costs		-	
Administrative expenses		(58,780)	
OPERATING PROFIT	4	3,436,880	
Interest receivable and similar income		-	
Interest payable and similar charges	5	(268,038)	
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		3,168,842	
Tax on profit on ordinary activities	6		
PROFIT FOR THE FINANCIAL PERIOD	14	3,168,842	
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD		3,168,842	

All amounts relate to continuing operations.

There were no recognised gains and losses for 2017 other than those included in the Profit and loss account.

The notes on pages 10 to 19 form part of these financial statements.

TTK BRITISH HOLDINGS LIMITED
REGISTERED NUMBER: 10084820

BALANCE SHEET
AS AT 31 MARCH 2017

	Note	£	2017 £	£	2015 £
FIXED ASSETS					
Investments	8		27,200,025		
CURRENT ASSETS					
Debtors					
Cash at bank and in hand		<u>354,664</u>			
CREDITORS: amounts falling due within one year	11	<u>(85,847)</u>			
NET CURRENT ASSETS			<u>268,817</u>		
TOTAL ASSETS LESS CURRENT LIABILITIES			27,468,842		
CREDITORS: amounts falling after more than one year	12	<u>(14,000,000)</u>			
NET ASSETS			<u>13,468,842</u>		
CAPITAL AND RESERVES					
Called up share capital	13		10,300,000		
Profit and loss account	14		<u>3,168,842</u>		
SHAREHOLDERS' FUNDS			<u>13,468,842</u>		

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

N S Hardman
Director

Date: < >

The notes on pages 10 to 19 form part of these financial statements.

TTK BRITISH HOLDINGS LIMITED

**STATEMENT OF CHANGES IN EQUITY
AS AT 31 MARCH 2017**

	Share capital £	Retained earnings £	Total equity £
At 24 March 2016	-	-	-
Comprehensive income for the period			
Issue of share capital	10,300,300		
Issue of share capital		10,300,000	
Profit for the period	-	3,168,842	3,168,842
Total comprehensive income for the period	10,300,000	3,168,842	13,468,842
Equity dividends paid		-	-
At 31 March 2017	10,300,000	2,168,842	13,468,842

**STATEMENT OF CHANGES IN EQUITY
AS AT 31 DECEMBER 2015**

	Share capital £	Retained earnings £	Total equity £
At 1 January 2015			
Comprehensive income for the period			
Profit for the period			
Total comprehensive income for the period			
Equity dividends paid			
At 31 December 2015			

The notes on pages 10 to 19 form part of these financial statements.

TTK BRITISH HOLDINGS LIMITED

**STATEMENT OF CASH FLOWS
FOR THE PERIOD ENDED 31 MARCH 2017**

	2017 £	2015 £
Cash flows from operating activities		
Profit for the financial period	(58,780)	
Adjustments for:		
Investment income	-	
Interest received	-	
Interest paid	-	
Decrease in debtors	-	
Increase/(Decrease) in creditors	85,847	
Net cash generated from operating activities	<u>27,067</u>	
Cash flows from investing activities		
Purchase of tangible fixed assets	(27,200,025)	
Dividends received	3,495,660	
Net cash from investing activities	<u>(23,704,365)</u>	
Cash flows from financing activities		
New loans	14,000,000	
New share capital	10,300,000	
Interest paid	(268,038)	
Net cash used in financing activities	<u>27,031,962</u>	
Net increase/(decrease) in cash and cash equivalents	354,664	
Cash and cash equivalents at beginning of the year	-	
Cash and cash equivalents at the end of the year	<u>354,664</u>	
Cash at bank and in hand	<u>354,664</u>	

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 MARCH 2017**

1. ACCOUNTING POLICIES

1.1 Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies (see note 2).

The following accounting policies have been applied:

1.2 Turnover

Turnover represents sales to external customers after deductions of trade discounts and Value Added Tax.

1.3 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Long-term leasehold property and- improvements	-	2% per annum on a straight line basis
Fixtures, fittings and equipment	-	10% or 25% per annum on a straight line basis

Depreciation commences in the month of purchase.

1.4 Stocks

Stocks are stated at the lower of cost and net realisable value. Cost includes costs of purchase and attributable direct costs. Net realisable value is the estimated selling price less selling and distribution costs. Provision is made where necessary for obsolete and slow moving stocks.

1.5 Deferred taxation

Deferred taxation is provided on timing differences that have originated but not reversed at the balance sheet date, arising from the different treatment of items for financial statements and taxation purposes. The provision is not discounted.

1.6 Leased assets

Tangible fixed assets held under finance leases and hire purchase contracts and the related lease obligations are recorded in the balance sheet at the fair value of the leased assets at the inception of the lease. The excesses of the lease payments over the recorded lease obligations are treated as finance charges which are amortised over each lease term to give a constant rate of charge on the remaining balance of the obligations. Operating lease rentals are charged to income in equal annual amounts over the lease term.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 MARCH 2017**

1.7 Foreign currencies

Normal trading activities undertaken in foreign currencies are recorded in sterling at the actual exchange rates as of the date of the transactions, unless they are covered by forward exchange contracts where the rate of the contract is used. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the rates ruling at that date. Translation differences are dealt with in the profit and loss account.

The company uses various financial instruments. These are forward exchange contracts which manage the currency risk associated with its financing of its underlying business activities.

Gains or losses resulting from these instruments are deferred and released to the profit or loss to match against highly probable transactions.

1.8 Pension costs

Up until 31 March 2001 the company was a member of a group money purchase pension scheme which was funded and operated through a separate trustee administered fund. From 1 April 2001 the parent company operated a defined contribution pension scheme for employees of the company. Contributions are charged to the Profit and loss account as they fall due.

**2. JUDGEMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION
UNCERTAINTY**

The preparation of financial statements in conformity with generally accepted accounting practice requires management to make estimates and judgements that affect the reported amounts of assets and liabilities as well as the disclosure of contingent assets and liabilities at the balance sheet date and the reported amounts of revenues and expenses during the reporting period.

The company assesses at each reporting date whether an asset may be impaired. If there is any such indication that the carrying value may not be recoverable, the company estimates the recoverable amount of the asset. The recoverable amount of an asset or cash generating unit is the higher of its fair value less costs to sell and its value in use. If the recoverable amount is less than its carrying amount, the carrying amount of the asset is impaired and it is reduced to its recoverable amount through an impairment in profit and loss.

TTK BRITISH HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 MARCH 2017

3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

Directors remuneration	2017 £	2015 £
Remuneration as executives	-	-
Pension contributions	-	-
	<hr/>	<hr/>
	-	-
	<hr/>	<hr/>
	2017 £	2015 £
Remuneration of highest paid director	-	-
Pension contributions	-	-
	<hr/>	<hr/>
	-	-
	<hr/>	<hr/>

All directors are considered to be key management personnel. Total remuneration in respect of these individuals is (2015 - £nil).

	2017 No.	2015 No.
The number of directors who were members of a defined contribution pension scheme	<hr/>	<hr/>
	0	0

Staff costs during the period (including directors)

	2017 £	2015 £
Wages and salaries	-	-
Social security costs	-	-
Pension costs	-	-
	<hr/>	<hr/>
	-	-
	<hr/>	<hr/>

TTK BRITISH HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 MARCH 2017**

4. INFORMATION REGARDING DIRECTORS AND EMPLOYEES (continued)

Average number of persons employed (including directors)

	2017 No.	2015 No.
Sales and distribution	-	-
Administration	-	-
	<hr/>	<hr/>
	-	-

Amounts due at the period end in respect of pension contributions were £.....Nil..... (2015: £nil).

5. OPERATING PROFIT

Operating profit is after charging:

	2017 £	2015 £
Depreciation	-	-
Auditors' remuneration - audit	7,850	-
Auditors' remuneration - other	-	-
Rentals under operating leases:		
- hire of plant and machinery	-	-
Defined contribution pension cost	-	-
Stock charged as an expense	-	-
	<hr/>	<hr/>

6. INTEREST PAYABLE AND SIMILAR CHARGES

	2017 £	2015 £
Bank loans and overdrafts	268,038	-
Intercompany balances	-	-
	<hr/>	<hr/>
	-	-

TTK BRITISH HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 MARCH 2017

7. TAXATION

	2017 £	2015 £
Analysis of tax charge in the period		
Corporation tax		
Current tax charge on profit for the period		-
Adjustments in respect of prior periods		-
Total current tax		-
Deferred tax		
Origination and reversal of timing differences		-
Effect of tax rate change on opening balance		-
Total deferred tax		-
Tax on profit on ordinary activities		-

Factors affecting tax charge for the period

The tax assessed for the period is (2015 - lower than) the standard rate of corporation tax in the UK of 20% (2015 – 20.25%). The differences are explained below:

	2017 £	2015 £
Profit on ordinary activities before tax		
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2015 – 20.25%)		
Effects of:		
Income not taxable		
Adjustments to tax charge in respect of prior periods		
Adjustments to opening and closing deferred tax average rates		
Group relief		
Current tax charge for the period		-

TTK BRITISH HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 MARCH 2017**

8. DIVIDENDS

	2017 Per share £	2017 Total £	2015 Per share £	2015 Total £
Dividend paid on ordinary shares				

9. FIXED ASSET INVESTMENTS

The following were subsidiary undertakings of the Company and are included in the consolidated financial statements as at 31 March 2017:

Name	Country of incorporation	Class of shares	Holding	Principal activity
Horwood Homewares Limited	England	Ordinary	100%	Supply of homewares to retail trade

	Investments in subsidiary companies £
Cost or valuation	
At 24 March 2016	-
Additions	27,200,025
Disposals	-
At 31 March 2017	<u>27,200,025</u>
Impairment	
At 24 March 2016	-
Charge for the period	-
Disposals	-
At 31 March 2017	<u>-</u>
Net book value	
At 31 March 2017	27,200,025
At 24 March 2015	<u>-</u>

TTK BRITISH HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 MARCH 2017

11. DEBTORS

	2017 £	2015 £
Trade debtors	-	-
Amounts owed by group undertakings	-	-
Prepayments and accrued income	-	-
	<hr/>	<hr/>
	-	-

12. CREDITORS
Amounts falling due within one year

	2017 £	2015 £
Bank loans	-	-
Trade creditors	-	-
Amounts owed to group undertakings	-	-
Corporation tax	-	-
Other taxation and social security	-	-
Accruals and deferred income	85,847	-
	<hr/>	<hr/>
	85,847	-

13. FINANCIAL INSTRUMENTS

	2017 £	2015 £
Financial assets		
Financial assets measured at amortised costs	-	-
Financial liabilities		
Financial liabilities measured at amortised cost	-	-

Financial assets measured at amortised cost comprise of trade debtors.

Financial liabilities measured at amortised cost comprise of trade creditors, accruals and bank loans.

13. LOANS

	2017 £	2015 £
Amounts falling due within one year		
Bank loans	-	-
Amounts falling due between two and five years		
Bank loans	14,000,000	-

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 MARCH 2017

15. SHARE CAPITAL

	2017 £	2015 £
Allotted, called up and fully paid		
10,300,000 Ordinary shares of £1 each	10,300,000	
	<hr/> <hr/> 10,300,000	

The rights attached to the ordinary shares and are as follows:

Dividends

Any profits which the company determine to distribute in respect of any financial year shall be applied in distributing such profits amongst the holders of the Ordinary shares then in issue pari passu according to the number of such shares held by them respectively as if they constitute one class of share.

Return of Capital

Upon winding up or redemption of capital a distribution among the members will be applied as follows:

- i) First in paying to each holder of ordinary shares and (pari passu as if they constituted one class of share) an amount equal to the issue price of all the ordinary shares held by them.

Voting

The holders of the ordinary shares and "A" ordinary shares shall be entitled to receive notice of, attend and speak at any general meetings of the company and the holders of such shares who are present in person or by proxy shall, on a show of hands, have one vote each, and, on a poll, have one vote for each ordinary share and "A" ordinary share of which they are a holder.

16. OPERATING LEASE COMMITMENTS

At 31 March 2017 the company had future minimum lease payments under non-cancellable operating leases as follows:

	Land and buildings			Other
	2017	2015	2017	2015
	£	£	£	£
Not later than one year	-	-	-	-
Later than one year not later than five years	-	-	-	-
Total	-	-	-	-

20. CONTROLLING PARTY

TTK British Holdings Limited.

The immediate parent company of TTK British Holdings Limited is TTK Prestige Limited, a company incorporated in India.

Registered number: 10084820

**HORWOOD HOMEWARES HOLDINGS LIMITED (FORMERLY HORWOOD
HOMEWARES HOLDINGS LIMITED)**

DETAILED ACCOUNTS

FOR THE PERIOD ENDED 31 MARCH 2017

HORWOOD HOMEWARES HOLDINGS LIMITED (FORMERLY HORWOOD HOMEWARES HOLDINGS LIMITED)

**DETAILED TRADING AND PROFIT AND LOSS ACCOUNT
FOR THE PERIOD ENDED 31 MARCH 2017**

	Page	2017 £	2015 £
TURNOVER	22		-
Cost of sales	22		-
GROSS PROFIT			-
LESS: OVERHEADS			
Investment income	22	3,495,660	
Administration expenses	22	(58,780)	
OPERATING PROFIT		3,436,880	
Interest receivable	23		
Interest payable	23	(268,038)	
PROFIT FOR THE PERIOD		3,168,842	

	2017 £	2015 £
INVESTMENT INCOME		
Dividends received	3,495,660	
	<hr/> 3,495,660 <hr/>	

	2017 £	2015 £
ADMINISTRATION EXPENSES		
Acquisition expenses		
Acquisition Professional Fees		
Acquisition Stamp Duty		
Administration expenses		
Printing and stationery		
Postage	2,400	
Telephone and fax		
Computer costs		
Legal and professional	47,068	
Auditors' remuneration	7,850	
Bank charges	462	
Bad debts		
Sundry expenses	1,000	
Rent - operating leases		
Rates		
Light and heat		
Insurances		
Depreciation		
	<hr/> 58,780 <hr/>	

	2017 £	2015 £
INTEREST RECEIVABLE		
Bank interest receivable	-	

	2017 £	2015 £
INTEREST PAYABLE		
Bank loan interest payable	268,038	
Group interest payable	-	-
	<hr/> 268,038 <hr/>	