
Tata Consumer Products UK Group Limited

Annual report and financial statements

Year ended 31 March 2025

Tata Consumer Products UK Group Limited

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Tata Consumer Products UK Group Limited

Strategic Report for the year ended 31 March 2025

The directors present their strategic report on the Group for the year ended 31 March 2025.

Principal activities

The principal activities of Tata Consumer Products UK Group Limited are mainly the processing, marketing and distribution of tea, coffee and food products. The Group operates mainly in the UK and has subsidiaries in the US, Canada, Australia, Poland, South Africa and Bangladesh.

The company acts as an intermediate holding company and expects to continue to act in this capacity in the future.

Review of the business and key performance indicators

During the year the Group was impacted by an internal restructuring plan by Tata Consumer Products Limited (the ultimate parent company) to simplify the legal entity structure in the US, which resulted in the transfer into the group of the business and assets of Tata Tea Extractions Inc and Consolidated Coffee company from 1st May 2024 and 1st July 2024 respectively. The businesses were purchased at nil consideration due to the transactions both being between two wholly owned subsidiaries of the group's ultimate parent. Tata Tea Extractions is a US based instant tea packing and distribution business and Consolidated Coffee is a US based coffee manufacturer selling ground coffee and coffee pods under the "Eight O'Clock" brand.

The Group considers its key performance indicators to be revenue, operating profit, net profit, net cash from operating activities and market share.

The Group has had a strong year showing improvements across all KPIs.

- Revenue of £361,503k (+54% YoY growth)
- Operating profit before exceptional and other items of £42,152k (+131% YoY growth)
- Net cash from operating activities of £57,632k (57% YoY growth)
- Profit for the financial year of £34,914k (22% YoY growth).

Revenue has grown 54% versus prior year largely due to the US acquisitions. On a like for like basis, excluding the impact of the investments made in the year and foreign currency translation, revenue is flat vs prior year. The performance reflects the annualisation of selling price increases taken in the prior year where input cost inflation was high partly offset by lower volumes. The volume reduction is mainly driven by a change in route to market for our Tata branded portfolio sales which are now largely being exported directly to international customers from the ultimate parent in India rather than being routed through the group. Elsewhere we are seeing growth in our emerging markets such as South Africa whilst volumes in UK are slightly lower which is in line with the longer term category trends but also reflects the adverse impact on the consumer of higher pricing.

Operating profit YoY improvement is again largely driven by the favourable impact of US acquisitions and to a lesser extent an improvement in operating margins for the existing businesses. Price increases and cost saving measures, mainly implemented in the prior year have enabled the group to steadily rebuild operating margins following the significant inflation shock experienced in the prior year.

Profit for the year at £34,914k is 22% higher than prior year reflecting the growth in operating profit before exceptional items, a reduction in exceptional costs partly offset by lower interest income and a higher effective tax rate where there was no repeat of the once-off benefit for recognition of previously unrecognised tax losses of £10,623k in the previous year.

At the year end the net assets totalled £658,004k (2024: £474,736k). The increase in net assets from the prior year is mainly due to the addition of the US businesses coupled with the growth in underlying operating profit partly offset by dividend paid in the year of £40,000k (2024: £16,000k). The Group has reported a net cash (including overdrafts) position of £96,774k (2024: £59,257k). The increase from the previous year is mainly due to cash conversion of profits generated partly offset by cash outflows in respect of dividend payments.

The market performance of the Group's principal subsidiaries has been stable to declining reflecting the challenging economic environment and high competitor intensity in markets in which these subsidiaries operate. The US coffee business, our largest market, had a 12-month market share in value terms of 1.5% (2024: 1.7%). The UK had a 12-month market share in value terms of 16.5% (2024:16.4%) (source: Nielsen). In Canada, leadership was maintained with a value share of 26.8% (2024: 27.8%) (source: Nielsen). Market performance in the Group's other markets was satisfactory.

Tata Consumer Products UK Group Limited

Strategic Report for the year ended 31 March 2025

The operating environment globally remains challenging with reduced growth in everyday black tea category, macroeconomic challenges, changes in consumer behaviour, high competitive intensity and inflation driven cost increases. The Group constantly strives to meet these challenges with a focus on investment behind brands, category expansion, innovation and cost rationalisation.

The Group is continuing on its path from primarily a tea and coffee business to a broader premier FMCG one and continues to see growth opportunities beyond its current core everyday black tea market. As such the focus remains on growing its presence within speciality tea, premium tea and into food products such as cereals, salt and ready-made meals through its portfolio of brands.

Principal risks and uncertainties

The Group takes a proactive approach to the management of the various risks that it faces. Of these risks the principal ones are raw tea and coffee pricing, currency movements and the current dependence on black tea. These are managed in the following ways:

Raw tea and coffee pricing – raw tea and coffee is the Group's largest costs. Climatic conditions in the different countries from which raw tea and coffee are sourced can lead to fluctuations in price. In case of raw tea, these are blended before packing which allows some flexibility to manage these fluctuations by substitution. In case of coffee, uses futures and option contracts to hedge against price fluctuations. Historically the Group has been successful in passing on significant increases in input prices to the market.

Currency movements – foreign exchange risk in relation to export revenues and import costs is managed by Group Treasury using forward exchange contracts and options. The directors' report gives further consideration to risks arising from currency movements.

Dependence on black tea products - Much of the Group's current sales are from black tea products in markets that are in slow decline over a period of time. Management's strategy is to develop the business in growing product categories other than black tea and to expand into new geographies.

US tariffs – the group's US operations are potentially exposed to the new trade tariffs that have been communicated to date. The tariffs will impact our raw material sourcing and the import of finished goods into the US. The group have assessed the current situation, which is still very dynamic and the overall impact will need to be assessed in terms of the final tariff rates, market competitive views and peer's actions. Thus, the approach taken by the group is to wait for more certainty and then decide the way forward. As part of mitigation steps, alternative sourcing and realigning of the supply chain along with pricing would be the key focus areas if the impact of tariffs are significant.

Section 172 statement

The Companies (Miscellaneous Reporting) Regulations 2018 ('2018 MRR') require the Company's Directors to explain how they considered the interests of key stakeholders and the other matters set out in section 172(1) (A) to (F) of the Companies Act 2006 ('S172') when performing their duty to promote the success of the Company for the benefit of its members as a whole.

Of critical importance to the Directors whenever they exercise their s172 duties is the need to uphold the principles of the Tata Code of Conduct ('TCoC'). This long standing Code is a comprehensive set of principles which are applicable to all employees and Directors in the wider Tata group of companies. The Code lays emphasis, amongst other things, on the importance of integrity in the workplace and in business practices, honest and ethical personal conduct, diversity, fairness and respect for others. The TCoC is augmented by a number of other corporate policies that help to strengthen governance practices within the Company, including:

- the Tata Code for Prevention of Insider Trading;
- the Anti-Bribery and Anti-Corruption Policy;
- the Gifts and Hospitality Policy;
- the Whistle Blower Policy;
- the Tata Business Excellence Model; and
- the Prevention of Sexual Harassment in the Workplace Policy.

The Company believes in "Zero Tolerance" of any ethical violations, in all forms or manner.

Tata Consumer Products UK Group Limited

Strategic Report for the year ended 31 March 2025

The members of the Company's Board of Directors are suitably qualified persons having demonstrable competence and integrity, relevant business experience, financial acumen, a strategic mind-set and leadership experience. They demonstrate a significant degree of commitment towards the Company, and devote time to prepare thoroughly for Board meetings. New Directors are provided with a detailed induction programme on being appointed to the Board. This includes, amongst others, a briefing on Directors' statutory duties, and an update on regulatory matters, the existing business structure, and the existing strategy with key risks and opportunities for the business. The Board meets at regular intervals to discuss and decide on Company / business policy and strategy, as well as to consider other Board business. Ahead of Board meetings, the Directors are supplied with detailed papers which highlight relevant stakeholder

considerations and other factors considered relevant to the matter under consideration. The Board exerts strong operational oversight by receiving detailed trading and financial presentations at quarterly Board meetings. Other Board meetings are often convened from time to time as and when necessary to consider and decide on operational and strategic matters. Board meetings are usually pre-scheduled to help Directors plan their individual schedules and facilitate their meaningful participation in Board meetings. Occasionally, in case of special and / or urgent business, if the need arises, the Board's decision making is sought by convening Board meetings at shorter notice, as permitted by law.

The Company's key stakeholders are our employees, customers, distributors and suppliers. The Company has in place the following framework to ensure Directors have regard to our key stakeholders and those other matters referenced in section 172(1) in their decision-making:

Section 172 (1) (A) 'The likely consequences of any decision in the long-term'

The Board has deep experience in reviewing management's recommendations in relation to decisions facing the Company. The very nature of any Board decision means its possible long term consequences must always be considered by the Board. This consideration is facilitated by the fact each Director understands the wider business and economic environment in which the Company operates. In considering the long-term consequences of a decision, where necessary

the Board will obtain specialist advice either internally and / or from external professional advisors. All strategic priorities are within the Company's framework for risk management. This collaborative approach between the Board, key employees and external advisors helps to promote the long-term success of the Company.

Section 172 (1) (B) 'The interests of the Company's employees'

The Board promotes engagement with the Company's workforce through extensive and substantive communication and activities, including announcements on the Company's intranet, webinars about published financial results, engagement and pulse surveys, town halls, and employee awards ceremonies. The Directors recognise that success in achieving the Company's strategic priorities depends in part on attracting, retaining and motivating employees. The Directors ensure that we remain a responsible employer by ensuring benchmarked pay packages and benefits to the employees' health, safety and workplace environment. Details of this are available in the Directors' Report. The Directors factor in the implications of decisions on employees where relevant. The Directors recognise that our pensioners, though no longer employees, also remain important stakeholders.

The Directors, through the Company's HR department, have a relentless focus to build an ecosystem focussed on employee safety, productivity and wellness. The Board is given updates at regular intervals on measures and compliances on health and safety such as accident rates, near miss reports, progress on initiatives to improve various health and safety measures, and regular audits of manufacturing facilities for compliance with health and safety policies. As a part of talent management the HR department continued to enhance talent mapping programme by delivery focussed training and sharing knowledge across the organisation through secondment placement. Further "InterActions" our engagement survey completed on a bi-annual basis provides valuable insights for driving actions plans at both organisational and managerial levels. We use the survey results to develop action plans that address critical issues and support ongoing efforts to boost employee engagement.

Section 172 (1) (C) 'The need to foster the Company's business relationships with suppliers, customers and others'

The Directors feel that the strategic priorities can be achieved with strong relationships with our customers, suppliers, distributors and others who have some association with the Business. The Company has a strong framework to manage the relationship across various stakeholders. The framework ensures that we partner with our customers and distributors so that, amongst others, we understand their evolving needs, and market trends, so we can improve and adapt to meet those needs. We work alongside our suppliers to ensure delivery of products and services which are required for our operations. There are a discreet set of activities which are followed to enhance the relationship with various stakeholders.

Tata Consumer Products UK Group Limited

Strategic Report for the year ended 31 March 2025

The Directors also receive various information updates on a variety of topics including the use of externally sourced supplier-customer ranking surveys that indicate how these stakeholders have been engaged.

Section 172 (1) (D) 'The impact of the Company's operations on the community and the environment'

The Company believes in adding value to the communities that help make its business a success and is proud of its commitment in this area. It contributes time, skills and money through a range of partnerships with charities and non-government organisations. In addition, the Company is also committed and pursues a programme to reduce the impact of its operations on the environment. This is described in the strategic report of the Directors and measurement of our Company's UK emissions is given within the Director's report of our main UK operating company and 100% subsidiary

Tata Consumer Products GB Limited. The Company also supports various community initiatives across various international markets.

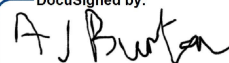
Section 172 (1) (E) 'The desirability of the Company maintaining a reputation for high standards of business conduct'

The Directors always seek to maintain and where possible enhance the positive reputation of the Company, and the wider Tata Group, in their decision-making. The Company has policies on a wide range of business and ethics related practices which are regularly reviewed and updated as necessary so as to ensure continued compliance with legal and regulatory requirements and good industry practice. These standards are communicated to all stakeholders to ensure the highest ethical and business standards are being followed across the business units. The Company's whistleblowing mechanism allows employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the code of conduct / business ethics. The whistleblowing mechanism provides for adequate safeguards against victimisation of employee(s) who use this mechanism.

Sec 172 (1) (F) 'The need to act fairly as between members of the Company'

The Directors are reminded annually in writing of their general statutory duties under the Companies Act 2006, including the need to act fairly as between members of the Company. The Company has two members, Tata Consumer Products Limited ("TCPL") and Tata Consumer Products Capital Limited ("Capital"), both within the Tata Consumer Products Group, and with Capital being wholly owned by TCPL.

Approved for issue by board of directors and signed on behalf of the board

DocuSigned by:

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A Burton
Director
15 May 2025

Tata Consumer Products UK Group Limited

Directors' Report for the year ended 31 March 2025

The directors present their annual report on the affairs of Tata Consumer Products UK Group Limited ('the Group'), together with the consolidated financial statements and auditor's report, for the year ended 31 March 2025.

General Information

Tata Consumer Products UK Group Limited is a company limited by shares and is incorporated and domiciled in the UK and its registered office is 325 Oldfield Lane North, Greenford, Middlesex, UK, UB6 0AZ.

The ultimate parent company is Tata Consumer Products Limited, a public company incorporated in India.

Future developments

The Group's activities and future prospects have been reviewed and the Group plans to continue to focus on trading within the tea, coffee and related beverage market in the near term, even as it evaluates various growth opportunities for the medium term out with beverages. To that end the Group has over the last couple of years launched into cereals and ready-made meals and we will be looking to establish and grow these new business streams whilst maximising the value of the existing portfolio of brands.

Dividends

The company directors proposed and paid a dividend of £40,000k (2024:£16,000k) during the year and do not recommend the payment of a final dividend (2024: nil). No dividend has been declared since the balance sheet date.

Health, safety and the environment

Health & Safety

The Group operates in compliance with all relevant environmental and health and safety legislation and has worldwide policies and ISO45001 and ISO14001 accreditations for its UK based factory.

Sustainability policy

The Group continues its commitment to its ESG strategy "For Better Living" and aspires to be the consumer's first choice in sustainable production and consumption. The key areas of impact for the company are For Better Sourcing, For a Better Planet, For Better Communities, and For Better Nutrition.

These initiatives align with the Tata Group's commitments under Project Aalingana and adhere to the relevant regulatory frameworks in every market where the company operates.

Better Planet

Reducing Carbon Emissions

A key part of our Better Planet Strategy is Driving Net Zero. The ultimate parent, Tata Consumer Products Limited has a Net Zero target of 2040 with interim targets to increase the use of renewable energy. The carbon footprint or Green House Gas (GHG) emission for the group's UK operating company Tata Consumer Products GB Limited was audited by British Standards Institute. In 2024, the company achieved carbon neutrality on Scope 1 & Scope 2 emissions globally. Additionally, the group partnered with Ernst & Young consultancy firm, to measure Scope 3 carbon emissions across all International markets, a significant part of which was the UK tea business.

UK tea business has been highlighted as a centre of excellence with our Eaglescliffe factory accounting for just 1% of direct emissions for the group. Eaglescliffe runs on 100% renewable energy, with 50% sourced from the grid, and 50% sourced from a dedicated solar farm. The factory's on-site biomass boiler provides 90% of the site's heating requirement. In addition to this, the UK factory is Zero Waste to Landfill in line with all our beverage facilities globally. We will be working to set science-based targets and a decarbonization roadmap in next financial year.

Circular economy

The Group is committed to optimise consumer packaging, make efficient use of resources and reduce environmental impact without compromising product quality and safety. All beverage factories worldwide are now Zero Waste to landfill and all wastes are disposed through authorized vendors who recycle or repurpose them to avoid landfill. The Group, through its wholly owned subsidiary Tata Consumer Products GB Limited is a member of the UK Plastics Pact which is a collaborative initiative between UK businesses across the plastics value chain, the UK government and NGOs to create a circular economy in plastics. Our overarching commitment is to have 100% of packaging reusable, recyclable or compostable by 2030 across all our markets. In the UK, we are on track to achieve this across our tea brands by end of

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Directors' Report for the year ended 31 March 2025

2025. We have successfully rolled out new plant-based teabags and 100% recyclable packaging for Tetley in the UK. Our other tea brands – Good Earth & teapigs – already have 100% recyclable packaging. By the end of 2025, Tetley will see 9 billion teabags converted to plant-based tissue from Eaglescliffe, which results in 270 tonnes of plastics being removed from the waste stream. Our Tetley out-of-home envelope range has also been transitioned to have 100% recyclable packaging and plastic free teabags and our on-the-go cups can now be recycled at coffee shops nationally.

Better People

We are committed to supporting our sourcing communities and the ultimate parent has invested £7,000k in projects to date since 2010. Since 2023 we have been supporting a new programme with the Ethical Tea Partnership known as Project Mthunzi meaning 'shade'. Local smallholders will be given seedlings to plant, based on which will benefit their smallholding the most. The farmers can choose from either boundary, shade or fruit trees. The fruit from the trees can be sold locally for additional income. In time, mature trees do their thing and remove carbon from the atmosphere, which will allow our farmers to sell carbon credits to responsible corporates who wish to offset their emissions.

To date, 135,624 seedlings have been distributed and planted around the tea farms and homes of 1,700 participating smallholder farmers.

The Group also sources 100% Rainforest Alliance certified tea for Tetley, teapigs & Good Earth products sold in the UK.

Energy and carbon reporting

Our greenhouse gas emissions are mainly due to the use of energy in our factory and electricity for our manufacturing processes, in addition to our rented office spaces and cars based in the UK and US.

The figures in the table below cover all of these activities.

We have reported on all of the emission sources required under the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 and taking account of the GHG Protocol Scope 2 Guidance (2015).

The data presented below covers the financial year ended 31 March 2025 and 31 March 2024.

Energy Type	Source	Energy consumption kWh		Ton CO ₂	
		2025	2024	2025	2024
Electricity	Meter readings	10,507,862	6,463,256	1,403	7
Natural Gas	Meter readings	3,319,351	1,363,155	673	278
Biomass	Delivery notes and stock checks	1,349,798	1,458,744	58	20
Fuel for transport	Calculated	82,984	268,362	22	20
Total		15,259,995	9,553,516	2,155	325
Total Scope 1 (through combustion)		4,752,133	3,090,260	752	318
Total Scope 2 (electricity)		10,507,862	6,463,256	1,403	7
Total Scope 1 +2		15,259,995	9,553,516	2,155	325

Ratios:

	2025	2024
% of energy from renewable sources	78%	83%
Production tonnage	34,000 ton	22,304 ton
kWh/ton produced	449 kWh/ton	428 kWh/ton
kg CO ₂ /ton produced	63 kg CO ₂ /ton	15 kg CO ₂ /ton

Tata Consumer Products UK Group Limited

Directors' Report for the year ended 31 March 2025

Disabled persons

It is the policy of the Group to employ disabled persons, whenever possible, in jobs suited to their individual circumstances and to give them, together with employees who become disabled while employed, full and fair consideration at all times in career development, training and promotion.

Research and development expenditure

The Group is committed to growth through new product development and geographical expansion. A focused programme of research and product development is in place to meet that strategic need, building on successes, entering new and developing markets, and creating new, differentiated products that will enable the Group to penetrate new markets. The Group spent £422k (2024: £383k) on research and development.

Charitable and political contributions

The Group believes in adding value to the communities that help make its business a success and is proud of its commitment in this area. It contributes time, skills and money through a range of partnerships with charities and non-government organisations. It chooses partners with a relevance to its business.

The Group made financial contributions of £274k (2024: £100k) to a range of causes in the countries where it operates, the largest recipient being Oxford University.

There were no political donations during the year (2024: nil).

Treasury policy and financial risk management

The Group's operations expose it to a variety of financial risks that include the effects of changes in foreign currency exchange rates, interest rates, credit risks and liquidity. The board approves Treasury policy that provides a framework to manage these risks on financial performance. The application of the policy, together with the management of day-to-day treasury operations, is managed by the Group Treasury function. Treasury activities are reported to the board on a regular basis and are subject to periodic independent review and audit, both internal and external.

Treasury policy is in place designed to manage the main financial risks faced by the Group in relation to funding and hedging. The policy dictates that borrowings and investments are within board approved counterparties and are limited to specific instruments. It also dictates that the exposure to any one counterparty or type of instrument be within specified limits and that Group exposure to interest rate and exchange rate movements is managed according to set parameters.

The treasury function enters into derivative transactions, principally forward currency contracts and options. Interest rate swaps are also available as a tool for treasury to utilise. The purpose of these transactions is to manage the interest rate and currency risks arising from the Group's underlying business operations.

In the context of the Group's business operations, no transactions are undertaken which are speculative in nature.

Liquidity risk

The Group ensures that there is adequate financing available to fund growth and has adequate capacity to comfortably meet its expected peak funding requirements. The Group considers that its cash reserves are sufficient for this purpose, but also has local third party borrowing arrangements in place. Further the Group has entered into a limited recourse receivable discounting arrangement with HSBC Bank PLC to efficiently manage the liquidity.

Interest rate risk

The Group seeks to manage any exposure to changes in interest rates arising from external borrowings that it may take out which would be achieved through the use of interest rate swaps. No change to the existing hedging structure is permitted without approval of the Board. Group Treasury is responsible for monitoring long-term interest exposures of the Group and for recommending appropriate action to the Board.

Foreign currency exchange rates risk

Foreign exchange risk is divided into transaction risk which arises from income and expenses denominated in foreign currencies and translation risk, which arises from balance sheet items.

Tata Consumer Products UK Group Limited

Directors' Report for the year ended 31 March 2025

- a) Transaction risk - The Group's transaction risk consists mainly of a deficit in US dollars for purchasing tea and a surplus in Canadian dollars arising from its Canadian operations.

The Group hedges its transaction exposures with a combination of forward contracts and options. Group Treasury monitors exposures through cashflow forecasts.

The maximum period for which transaction exposures may be hedged under Group policy is 12 months, with specific board approval.

- b) Translation risk - The Group has an exposure on its US dollar denominated deposits which it has been managing through the use of forward contracts. The currency mix in which cash assets are held is subject to review and approval by the Board.

The currency impact on the Group's net investment in overseas subsidiaries, joint ventures and joint arrangements is calculated from the shareholders' equity and accumulated profit of foreign subsidiaries and associated companies in the consolidated balance sheet.

In accordance with the Treasury policy, this net currency position is reviewed periodically.

Credit risk

The Group's credit risks are spread both geographically as well as across customers. Whilst the majority of customers have good credit ratings, where this is not the case other measures are used to mitigate credit risks, for example risk monitoring services and credit insurance. Additionally, the Group has entered into a limited recourse receivable discounting arrangement with HSBC Bank PLC wherein the bank will have no recourse to the company for an eligible buyer, provided no repayment event has occurred in relation to that receivable. The Group recognised no significant credit losses during the financial year.

As discussed in the financial risk section of note 3, the top 5 customer receivables account for 42.6% (2024: 49.0%) of the trade receivables balance.

Price risk

The Group is exposed to changes in the price of raw tea and coffee. For tea, whilst the Group is not able to hedge this price exposure, it manages its exposure through blending which enables it to source teas from different geographies limiting its exposure to supply-driven price increases in any given region and through long term contracts with suppliers. For coffee the Group uses coffee futures and option contracts for US coffee operations, to reduce the price risk associated with forecasted purchases of coffee beans.

Supplier payments

The Group agrees payment terms with its suppliers when it places purchase orders for the supply of goods and services. Tea commodity purchases are subject to industry-wide purchase contracts. The Group expects to meet these payment terms provided it is satisfied that the supplier has provided the goods or services in accordance with the agreed terms and conditions.

The trade creditor days for the Group were 73 days (2024: 51). This is an arithmetical calculation and does not necessarily reflect our practice, nor the experience of any individual creditor.

Employee involvement

The Group believes in effective communication to engage its employees worldwide. This is regularly delivered via its intranet site supported by ad hoc mailings, face to face communication events together outlining strategy and significant developments, with a quarterly financial performance update webinar hosted by the Group CEO. Together, these ensure all employees are well informed about the Group's performance and key business issues and developments and are given an opportunity to share their views on matters affecting them.

Further details of the group's approach to engaging its employees has been outlined in the section 172 statement, found within the strategic report.

Tata Consumer Products UK Group Limited

Directors' Report for the year ended 31 March 2025

There are no employee share schemes but an element of employee pay is linked to financial performance.

Engagement with suppliers, customers and others

The group's approach to engagement with suppliers, customers and others has been outlined in the section 172 statement, found within the strategic report.

Directors and their interests

The directors of the Company who were in office during the year and up to the date of signing the financial statements were:

L Krishna Kumar (resigned 1 August 2024)

A Goenka (appointed 1 August 2024)

S D'Souza

B Puri

G Eccles

D Atkinson

A Burton

M Thakrar

Details of directors' emoluments are given in note 10 of the financial statements.

The company secretary, who is not a director, is M Bailey.

Directors' indemnities

As permitted by the Articles of Association, the Directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force. The Company also purchased and maintained throughout the financial year Directors' and Officers' liability insurance in respect of itself and its Directors.

Going concern

The directors confirm that they have a reasonable expectation that the Group has adequate resources to continue in operational existence for at least 12 months from the date of signing these financial statements. For this reason they have adopted the going concern basis in preparing the financial statements. For further information please see note 2.

Statement of disclosure of information to auditors

In accordance with Companies Act 2006, the directors report that so far as they are aware, there is no relevant audit information of which the Company's auditor is unaware. The directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Directors' responsibilities statement

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 group financial statements in accordance with United Kingdom adopted international accounting standards. The financial statements also comply with International Financial Reporting Standards (IFRSs) as issued by the IASB. The directors have chosen to prepare the parent company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 101 "Reduced Disclosure Framework". 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.

Tata Consumer Products UK Group Limited

Directors' Report for the year ended 31 March 2025

In preparing the parent company 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.

In preparing the group financial statements, International Accounting Standard 1 requires that directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements of the financial reporting framework are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the company's ability to continue as a going concern.


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.

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.

Independent auditors

The auditor, Deloitte LLP, have expressed their willingness to continue in office as auditor and appropriate arrangements have been put in place for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

Approved for issue by board of directors and signed on behalf of the board.

DocuSigned by:

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A Burton
Director
15 May 2025

Tata Consumer Products UK Group Limited

Independent Auditor's report to the members of Tata Consumer Products UK Group Limited for the year ended 31 March 2025

Report on the audit of the financial statements

Opinion

In our opinion:

- the financial statements of TATA Consumer Products UK Group Limited (the 'parent company') and its subsidiaries (the 'group') give a true and fair view of the state of the group's and of the parent company's affairs as at 31st March 2025 and of the group's profit for the year then ended;
- the group financial statements have been properly prepared in accordance with United Kingdom adopted international accounting standards and IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB);
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the consolidated income statement;
- the consolidated statement of comprehensive income;
- the consolidated and parent company balance sheets;
- the consolidated and parent company statements of changes in equity;
- the consolidated cash flow statement;
- the material accounting policy information; and
- the related consolidated notes 1 to 35 and parent company notes 1 to 17.

The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and United Kingdom adopted international accounting standards and IFRS Accounting Standards as issued by the IASB. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

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 opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's and parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

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

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 course of the audit, or otherwise appears to be

Tata Consumer Products UK Group Limited

Independent Auditor's report to the members of Tata Consumer Products UK Group Limited for the year ended 31 March 2025

materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. 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.

We have nothing to report in this regard.

Responsibilities of directors

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, 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 group's and the parent 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 group or the parent company or to cease operations, or have no realistic alternative but to do so.

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 FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We considered the nature of the group's industry and its control environment, and reviewed the group's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management, internal audit and the directors about their own identification and assessment of the risks of irregularities, including those that are specific to the group's business sector.

We obtained an understanding of the legal and regulatory frameworks that the group operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act, pensions legislation, tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the group's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team including significant component audit teams and relevant internal specialists such as tax, valuations and pensions regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;

Tata Consumer Products UK Group Limited

Independent Auditor's report to the members of Tata Consumer Products UK Group Limited for the year ended 31 March 2025

- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management, internal audit and in-house legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance and reviewing internal audit reports.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, 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 strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

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 not identified any material misstatements in the strategic report or the directors' report.

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.

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.



Nipun Vinaik (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom
15 May 2025

Tata Consumer Products UK Group Limited
Consolidated Income Statement for the year ended 31 March 2025
(All amounts in £ thousands unless otherwise stated)

	Note	2025	2024
Revenue	5	361,503	234,539
Cost of sales		(228,602)	(144,586)
Gross Profit		132,901	89,953
Selling and distribution costs		(55,509)	(42,266)
Administrative expenses		(35,240)	(29,417)
Operating profit before exceptional and other items	6	42,152	18,270
Exceptional items	7	(4,231)	(6,996)
Other gains	8	281	147
Operating profit	6	38,202	11,421
Finance income	11	14,723	15,318
Finance costs	11	(4,881)	(2,375)
Finance income - net	11	9,842	12,943
Profit before income tax		48,044	24,364
Income tax expense	12	(13,130)	4,289
Profit for the financial year		34,914	28,653
Profit attributable to:			
- Owners of the parent		34,280	28,192
- Non-controlling interests		634	461

The notes on pages 22 to 74 are an integral part of these consolidated financial statements.

Tata Consumer Products UK Group Limited

Consolidated Statement of comprehensive income for the year ended 31 March 2025

(All amounts in £ thousands unless otherwise stated)

	Note	2025	2024
Profit for the year		34,914	28,653
Other comprehensive (expense) / income :			
Items that will not be reclassified to profit or loss			
Remeasurement losses on defined benefit pension schemes	28	4,100	(5,800)
Deferred tax on defined benefit pension schemes	12	(1,025)	1,450
Remeasurement gains on other post-retirement schemes	28	39	-
		3,114	(4,350)
Items that may be subsequently reclassified to profit or loss			
Gains / (Losses) in the year in respect of cashflow hedges		3,900	83
Deferred tax in respect of cashflow hedges accounted for in the hedging reserve	12	(1,016)	(21)
Exchange differences on translation of foreign operations net of tax		(9,932)	(3,852)
Revaluation of FV Investment through OCI		(227)	82
		(7,275)	(3,708)
Other comprehensive expense for the financial year, net of tax		(4,161)	(8,058)
Total comprehensive income for the financial year		30,753	20,595
Attributable to:			
- Owners of the parent		30,008	21,060
- Non-controlling interests		745	(465)

The notes on pages 22 to 74 are an integral part of these consolidated financial statements.

Tata Consumer Products UK Group Limited

Consolidated balance sheet as at 31 March 2025

(All amounts in £ thousands unless otherwise stated)

	Note	2025	2024
Assets			
Non-current assets			
Property, plant and equipment	14	54,647	43,294
Right of use assets	26	18,342	8,143
Intangible assets	15	409,486	272,110
Deferred income tax assets	18	16,061	14,506
Financial assets at fair value through other comprehensive income	17	376	603
Post-employment benefits	28	800	-
Trade and other receivables	20	81,809	80,554
		581,521	419,210
Current assets			
Inventories	21	66,560	38,181
Trade and other receivables	20	64,406	54,759
Current income tax asset - net		2,964	18
Cash and cash equivalents (excluding bank overdrafts)	22	215,735	147,185
Derivative financial instruments	19	3,096	225
		352,761	240,368
Total Assets		934,282	659,578


Tata Consumer Products UK Group Limited

Consolidated balance sheet as at 31 March 2025

(All amounts in £ thousands unless otherwise stated)

	Note	2025	2024
Equity and liabilities			
Equity and liabilities attributable to owners of the parent			
Share capital	23(a)	210,141	210,141
Hedging reserve	23(b)	5,964	153
Foreign currency translation reserve	23(b)	(28,540)	(18,497)
Capital Redemption Reserve	23(b)	24,934	24,934
Financial assets at fair value through other comprehensive income reserve	23(b)	(2,252)	(2,025)
Other reserves	23(b)	106	4,565
Retained earnings		441,805	254,540
		652,052	469,246
Non-controlling interests		5,952	5,490
Total Equity		658,004	474,736
Non-current liabilities			
Borrowings	25	159	159
Lease liabilities	26	21,366	8,701
Trade and other payables	24	7,107	9,330
Deferred income tax liabilities	18	31,708	12,978
Post-employment benefits	28	972	3,440
Provisions	29	161	147
		61,473	34,755
Current liabilities			
Trade and other payables	24	92,618	59,085
Borrowings	25	119,990	89,737
Lease liabilities	26	1,828	1,019
Derivative financial instruments	19	369	71
Provisions	29	-	175
		214,805	150,087
Total liabilities		276,278	184,842
Total equity and liabilities		934,282	659,578

The notes on pages 22 to 74 are an integral part of these consolidated financial statements. The financial statements on pages 16 to 74 were authorised for issue by the board of directors on 12 May 2025 and were signed on its behalf.

DocuSigned by:

 15079611A5FF42A...

A Burton
 Director
 15 May 2025

Tata Consumer Products UK Group Limited
 Registered number 03835716

Tata Consumer Products UK Group Limited

Consolidated statement of changes in equity for the year ended 31 March 2025

(All amounts in £ thousands unless otherwise stated)

	Share Capital	Retained earnings	Capital Redemption Reserve	Hedging Reserve	Foreign Currency Translation reserve	Financial assets at fair value through OCI reserve	Total	Non- Controlling Interest	Total equity
Balance at 1 April 2023	235,075	305,045	-	91	(15,110)	(2,107)	522,994	5,494	528,488
Profit for the year	-	28,192	-	-	-	-	28,192	461	28,653
Other comprehensive expense for the year	-	(4,350)	-	62	(3,387)	82	(7,593)	(465)	(8,058)
Total comprehensive income / (expense) for the year	-	23,842	-	62	(3,387)	82	20,599	(4)	20,595
Dividends	-	(16,000)	-	-	-	-	(16,000)	-	(16,000)
Purchase of own shares	(24,934)	(58,347)	24,934	-	-	-	(58,347)	-	(58,347)
Balance at 31 March 2024	210,141	254,540	24,934	153	(18,497)	(2,025)	469,246	5,490	474,736
Balance at 1 April 2024	210,141	254,540	24,934	153	(18,497)	(2,025)	469,246	5,490	474,736
Profit for the year	-	34,280	-	-	-	-	34,280	634	34,914
Other comprehensive income / (expense) for the year	-	3,114	-	2,884	(10,043)	(227)	(4,272)	111	(4,161)
Total comprehensive income / (expense) for the year	-	37,394	-	2,884	(10,043)	(227)	30,008	745	30,753
Dividends (note 13)	-	(40,000)	-	-	-	-	(40,000)	(283)	(40,283)
Purchase of own shares	-	-	-	-	-	-	-	-	-
Adjustment on transfer of business	-	188,722	-	2,927	-	-	191,649	-	191,649
Purchase commitments for non-controlling interests' shares	-	1,149	-	-	-	-	1,149	-	1,149
Balance at 31 March 2025	210,141	441,805	24,934	5,964	(28,540)	(2,252)	652,052	5,952	658,004

Tata Consumer Products UK Group Limited
Consolidated statement of cashflows for the year ended 31 March 2025
(All amounts in £ thousands unless otherwise stated)

	Note	2025	2024
Cashflows used in operating activities			
Profit before tax		48,044	24,364
Adjustment for net finance income	11	(9,842)	(12,943)
Operating profit		38,202	11,421
Adjustments for:			
-Depreciation	14 & 26	5,981	4,489
-Amortisation	15	1,673	662
-Exceptional write down of PPE		3,146	-
-Loss on disposal of leased assets / lease adjustments		215	-
-Loss on disposal of property, plant and equipment		256	224
-Deferred income on government grant		(100)	(73)
-Post employment benefits - contributions	28	(28)	-
-Post employment benefits - administration expenses	28	800	800
-Post employment benefits - past service cost	28	-	6,400
-Provisions - net movement	29	(161)	(520)
Changes in working capital (excluding the effects of acquisition and exchange differences on consolidation)			
-Decrease / Increase in inventories		(457)	9,640
-Decrease in trade and other receivables (excludes loans given to related parties)		(1,767)	9,926
-(Decrease) / Increase in trade and other payables		16,757	(1,980)
-Derivatives		3,934	(290)
Income tax paid		(10,819)	(4,045)
Net Cash from Operating Activities		57,632	36,654
Cashflows from investing activities			
Cash acquired on transfer of business	30	73,061	-
Purchases of property, plant and equipment	14	(8,201)	(10,177)
Proceeds from sale of property, plant and equipment		748	180
Cash receipts on lease assets	26	96	79
Purchases of intangible assets	15	(1,246)	(48)
Receipt of government grant		1,006	994
Interest received		12,824	8,260
Inter Corporate Loans and Deposits redeemed / (placed) including FX - net		(1,102)	55,598
Loan given to related parties		(48,221)	-
Net Cash used in Investing Activities		28,965	54,886
Cashflows used in Financing activities			
Purchase of own shares		-	(58,347)
Dividend paid	13	(40,000)	(16,000)
Interest paid		(5,074)	(2,376)
(Decrease) / Increase in borrowings		(629)	805
Principal elements of lease payments	26	(1,962)	(1,681)
Dividends paid to non-controlling interests		(282)	-
Net Cash used in Financing Activities		(47,947)	(77,599)
	Note	2025	2024
Net decrease in cash and cash equivalents		38,650	13,941
Cash and cash equivalents at beginning of year		59,257	45,543
Exchange losses on cash and cash equivalents		(1,133)	(227)
Cash and cash equivalents at end of year	22	96,774	59,257

Tata Consumer Products UK Group Limited

Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts in £ thousands unless otherwise stated)

1 General Information

Tata Consumer Products UK Group Limited (“the company”) is a private company limited by shares under the Companies Act 2006 and its subsidiaries (together, “the Group”) and the Group’s joint ventures are a global beverage business engaged in trading, processing, marketing and distribution of tea, coffee and food products. The Group operates in the UK, US, Canada, Australia, Poland, South Africa and Bangladesh.

The company is a private company limited by shares and is incorporated and domiciled in England and Wales. The address of its registered office is 325 Oldfield Lane North, Greenford, Middlesex, UB6 0AZ.

2 Summary of significant accounting policies

The principal accounting policies applied in the preparation of the consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation

The Group financial statements have been prepared in accordance with UK-adopted international accounting standards and, if relevant, with International Financial Reporting Standards as issued by the IASB in conformity with the requirements of the Companies Act 2006. The financial statements have been prepared under the historical cost convention except where the measurement of balances at fair value is required as explained below.

The consolidated and company financial statements and the related notes are presented in British Pounds (GBP). Unless indicated otherwise, amounts are expressed in thousands of British Pounds (GBP) and rounded to the nearest thousand.

The consolidated and company financial statements for the Group for the year ended 31 March 2025 were approved by the company’s board of directors on the 12 May 2025.

The preparation of financial statements in conformity with international accounting standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 4.

Going Concern

In adopting the going concern basis for preparing the financial statements, the directors have considered the business activities as set out on page 3 and the Group’s principal risks and uncertainties as set out on pages 3 & 4. Based on the Group’s balance sheet showing a net asset position of £658,004k and net cash of £96,774k at 31 March 2025 and the forecasts and projections, taking account of reasonably possible changes in trading performance based on recent trends observed, the directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Adoption of new and revised Standards

(a) New standards, amendments and interpretations adopted by the Group

In the current year, the group has applied a number of amendments to IFRS Accounting Standards issued by the International Accounting Standards Board (IASB) that are mandatorily effective for an accounting period that begins on or after 1 January 2024. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

(b) New standards, amendments and interpretations not yet adopted by the Group

The company is currently assessing the remaining list of standards and amendments in its results and financial position as listed below:

Tata Consumer Products UK Group Limited

Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts in £ thousands unless otherwise stated)

- IAS 1 'Classification of Liabilities as Current or Non-Current'; 'Classification of Liabilities as Current or Non-Current – Deferral of Effective Date'; 'non-current liabilities with covenants' (Amendments to IAS 1)
- IFRS 16 'Covid-19-Related Rent Concessions' and 'Lease Liability in a Sale and Leaseback' (Amendments to IFRS 16)
- Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates titled Lack of Exchangeability
- IFRS 18 Presentation and Disclosures in Financial Statements
- IFRS 19 Subsidiaries without Public Accountability: Disclosures

Consolidation

(a) Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group and ceases to be consolidated from the date the Group loses control of the subsidiary. Fully consolidated means recognition of all assets and liabilities and items in the income statement in full. Thereafter the portion of net profit and equity is segregated between the company (Group's share) and non-controlling shareholders.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree, and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The excess of the fair value of consideration over the identifiable net asset acquired is recorded as goodwill, if the consideration is lower or in-case of bargain purchase the gain is recognised directly in the income statement. The Group recognises any non-controlling interest in the acquired entity basis at fair value.

Changes in ownership that do not result in a change of control are accounted for as equity transactions and therefore do not have any impact on goodwill. The difference between consideration and the non-controlling share of net assets acquired is recognised within equity.

The Group has put/call options to acquire noncontrolling interest of certain fully consolidated subsidiary. At initial recognition, the financial liability is measured at the present value of the estimated purchase consideration with a charge to the Equity. Any subsequent change to the fair value of the liability is also recognised in Equity. In the balance sheet, the value of the commitment is disclosed within other creditors.

Business combinations involving entities or businesses under common control including entities or businesses under common control of the ultimate Parent Company are accounted for using the pooling of interest method from the date of acquisition. Under pooling of interest method, the assets and liabilities of the combining entities are reflected at their carrying amounts, with adjustments only to harmonise accounting policies. The difference between consideration transferred, if any and the aggregate carrying value of assets and liabilities of the acquired entity are recognised in shareholder's equity.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss or other comprehensive income as appropriate.

If the initial accounting for a business combination can be determined only provisionally by the end of the first reporting period, the business combination is accounted for using provisional amounts. Adjustments to provisional amounts, and the recognition of newly identified asset and liabilities, must be made within the 'measurement period' where they reflect new information obtained about facts and circumstances that were in existence at the acquisition date. The measurement period cannot exceed one year from the acquisition date and no adjustments are permitted after one year except to correct an error in accordance with IAS 8.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with IAS 39 in the income statement. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

Tata Consumer Products UK Group Limited

Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts in £ thousands unless otherwise stated)

Acquisition-related costs are expensed as incurred.

Inter-company transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated if there is a profit on ultimate sale of goods. When necessary, amounts reported by subsidiaries have been adjusted to conform to the Group's accounting policies.

(b) Joint Ventures

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint ventures. Joint control is the contractually agreed sharing of control of an arrangement, which exist only when decisions about the relevant activities required unanimous consent of parties sharing control. Investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations of each investor. The Group has assessed the nature of its joint arrangements and determined them to be joint ventures.

The Group's investment in Joint Ventures are accounted using the equity method. Goodwill relating to a Joint Venture is included in the carrying value of the investments and is not tested for impairment individually. Under equity method of accounting, the investments are initially recorded at cost and adjusted thereafter to recognise the Group's share of post-acquisition profit and loss, and the Group's share of other comprehensive income. Dividend received from associates and joint ventures are recognised as a reduction in the carrying amount of the investments. Unrealised gains on transactions between the Group and its associate and joint ventures are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated if there is a profit on ultimate sale of goods.

At each reporting date, the Group determines whether there is objective evidence that the investment in the Joint Venture is impaired. If there is such evidence, the carrying amount is tested for impairment by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount and impairment, if any, is recognised as 'Share of profit of a joint venture' in the income statement.

Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in British Pounds (GBP), which is the Group's presentation currency and rounded off to the nearest thousand.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except when deferred in other comprehensive income as qualifying cashflow hedges. Foreign exchange gains and losses that relate to borrowings are presented in the income statement within 'finance income - net.' All other foreign exchange gains and losses are presented in the income statement within operating profit.

Translation differences on non-monetary financial assets and liabilities are recognised in other comprehensive income.

(c) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each income statement are translated at monthly exchange rates; and
- (iii) all resulting exchange differences are recognised in other comprehensive income.

Tata Consumer Products UK Group Limited

Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts in £ thousands unless otherwise stated)

On disposal of a foreign operation, the associated exchange differences are reclassified to the income statement, as part of the gain or loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising are recognised in other comprehensive income.

Property, plant and equipment

Land and buildings comprise mainly factories and offices. All property, plant and equipment is stated at historical cost of acquisition less accumulated depreciation and accumulated impairment loss, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial year in which they are incurred.

Land is not depreciated. Depreciation on other assets is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Buildings - Freehold	50 years or their estimated remaining useful life.
Buildings - Leasehold	Straight line basis over remaining term of lease.
Plant and equipment	3- 25 years.

Depreciation is allocated to the operating loss in the income statement. Cost incurred on assets under development are disclosed under capital work in progress and not depreciated till asset is ready to use.

The assets' residual values and useful lives are reviewed, and adjusted prospectively if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Recoverable amount is higher of the value in use or exchange.

Gains and losses on disposals are determined by comparing the sale proceeds with the carrying amount and are recognised within operating profit in the income statement.

Intangible assets

(a) Goodwill

Goodwill arising on the acquisition of subsidiaries represents the excess of the fair value of consideration over the identifiable net assets acquired. Fair value of consideration represents the aggregate of the consideration transferred, a reliable estimate of contingent consideration payable, the amount of any non-controlling interest in the acquiree and the fair value of any previous equity interest in the acquiree on the acquisition date. Net assets acquired represents the fair value of the identifiable assets acquired and liabilities assumed.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the CGUs, or Groups of CGUs, that is expected to benefit from the acquisition itself or from the synergies of the combination or both. Each unit or Group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes.

Goodwill is not amortised but is tested for impairment. Goodwill impairment reviews are undertaken annually. The carrying value of the CGU containing the goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed unless the CGU is held as "Asset held for sale" and there is evidence for reversal. Goodwill is subsequently measured at cost less amounts provided for impairment.

(b) Brands

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Brands acquired separately are measured on initial recognition at the fair value of consideration paid. Following initial recognition, brands are carried at cost less any accumulated amortisation or impairment losses. A brand acquired as part of a business combination is recognised outside goodwill, at fair value at the date of acquisition, if the asset is separable or arises from contractual or other legal rights and its fair value can be measured reliably.

The useful lives of brands are assessed to be either finite or indefinite. The assessment includes whether the brand name will continue to trade, and the expected lifetime of the brand. Amortisation is charged on assets with finite lives on a straight-line basis over a period appropriate to the asset's useful life. The carrying values of brands with finite and indefinite lives are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

Brands with indefinite useful lives are also tested for impairment annually either individually or, if the intangible asset does not generate cash flows that are largely independent of those from other assets or Groups of assets, as part of the CGU to which it belongs. Such intangibles are not amortised. The useful life of a brand with an indefinite life is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is made on a prospective basis. Brands with finite useful lives have been ascribed an useful life of 35 years

(c) Computer software

Costs associated with maintaining computer software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the following criteria are met:

- technical and commercial feasibility of the project is demonstrated
- future economic benefits are probable
- the Group has an intention and ability to develop and sell or use the software
- the costs can be measured reliably

Directly attributable costs that are capitalised as part of the software's product include related employee costs and an appropriate portion of relevant overheads.

Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Computer software development costs recognised as assets are amortised on a straight-line basis over their estimated useful lives, which range between 3 to 5 years.

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised on a straight-line basis over their estimated useful lives of 3 to 5 years.

(d) Customer relationships

Customer relationships acquired in a business combination are recognised at fair value at the acquisition date. The customer relationships have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method over the expected life of the customer relationship. The useful lives of customer relationships are based on the historic churn rates with estimated useful lives of up to 15 years.

Impairment of non-financial assets – intangible assets (b) – (d)

Intangible assets that have an indefinite useful life or intangible assets not ready to use are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). Prior impairments of non-financial assets (other than goodwill) are reviewed for possible reversal at each reporting date.

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Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

At initial recognition, the Group measures a financial assets at its fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction cost of financial assets carried at fair value through profit or loss is expensed in the Statement of Profit or loss. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Subsequent measurement

Debt Instruments:

Subsequent measurement of debts instruments depends on the Group's business model for managing the assets and the cash flows of the assets. The Group classifies its financial assets in the following categories:

- (i) Financial assets at amortised cost- Assets that are held for collection of contractual cash flows on specified dates where those cash flows represent solely payments of principal and interest are measured at amortised cost. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade receivables and Loans.
- (ii) Financial assets at fair value through other comprehensive income (FVTOCI) – Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets cash flows represents solely payments of principal and interest, are on specified dates are subsequently measured at fair value through other comprehensive income. Fair value movements are recognised in the other comprehensive income (OCI). Interest income from these financial assets is included in finance income using the effective interest rate method and impairment losses, if any are recognised in the Statement of Profit and Loss. When the financial asset is derecognition, the cumulative gain or loss previously recognised in OCI is reclassified from the equity to the Statement of Profit and Loss.
- (iii) Financial assets at fair value through profit or loss (FVTPL) - Financial assets which are not classified in any of the categories above are FVTPL.

Equity Instruments

All equity investments are measured at fair values. The Group may irrevocably elect to measure the same either at FVOCI or FVTPL on initial recognition. The Group makes such election on an instrument-by-instrument basis. The fair value changes on the investment are recognised in OCI. The accumulated gains or losses recognised in OCI are reclassified to retained earnings on sale of such investments. Dividend income on the investments in equity instruments are recognised in the statement of Profit and Loss.

Derecognition

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Impairment of financial assets

The Group assesses expected credit losses associated with its assets carried at amortised cost and FVOCI debt instrument based on Group's past history of recovery, credit-worthiness of the counter party and existing market conditions. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

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For trade receivables, the Group applies the simplified approach for recognition of impairment allowance as provided in IFRS 9 – Financial Instruments, which requires expected lifetime losses to be recognised on initial recognition of the receivables.

Financial liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and in case of loans and borrowings net of directly attributable costs.

Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using effective interest method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss. For trade and other payable maturing within one year from the balance sheet date, the carrying value approximates fair value due to short maturity of these instruments.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Derivative financial instruments and hedging activities

A derivative is a financial instrument which changes value in response to changes in an underlying asset and is settled at a future date. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Group designates certain derivatives as either:

- (a) hedges of the fair value of recognised assets or liabilities (fair value hedge); or
- (b) hedges of a particular risk associated with a firm commitment or a highly probable forecast transaction (cash flow hedge);

The Group documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The Group also documents its assessment, both at hedge inception and on an on-going basis, of whether the derivatives that are used in hedging transactions are effective in offsetting changes in cash flows of hedged items.

Movements in the hedging reserve are accounted in other comprehensive income and are shown within the statement of changes in equity. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of hedged item is more than 12 months, and as a current asset or liability when the remaining maturity of the hedged item is less than 12 months. Trading derivatives are classified as a current asset or liability.

(a) Fair value hedge

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in the income statement, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk. The Group only applies fair value hedge accounting for hedging foreign exchange risk on recognised assets and liabilities.

(b) Cash flow hedge

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income. The ineffective portion of changes in the fair value of the derivative is recognised in the income statement.

Gains or losses accumulated in equity are reclassified to the income statement in the periods when the hedged item affects the income statement.

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When a hedging instrument expires or is swapped or unwound, or when a hedge no longer meets the criteria for hedge accounting, any accumulated gain or loss in other equity remains there and is reclassified to income statement when the forecasted cash flows affect profit or loss.

When a forecasted transaction is no longer expected to occur, the cumulative gains/ losses that were reported in equity are immediately transferred to the income statement.

Fair value measurement

The Group classifies the fair value of its financial instruments in the following hierarchy, based on the inputs used in their valuation:

- i) Level 1 - The fair value of financial instruments quoted in active markets is based on their quoted closing price at the balance sheet date.
- ii) Level 2 - The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques using observable market data. Such valuation techniques include discounted cash flows, standard valuation models based on market parameters for interest rates, yield curves or foreign exchange rates, dealer quotes for similar instruments and use of comparable arm's length transactions.
- iii) Level 3 - The fair value of financial instruments that are measured on the basis of entity specific valuations using inputs that are not based on observable market data (unobservable inputs).

Offsetting Instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

Interest and dividend income

Interest income is recognised within finance income using the effective interest method. When a loan and receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loan and receivables is recognised using the original effective interest rate.

Dividend income is recognised when the right to receive payment is established. Income from investments are accounted on an accrual basis.

Inventories

Inventories are stated at cost or net realizable value whichever is lower. Cost is determined on a weighted average basis for all inventories other than auction/privately purchased teas and stores and spares. Stores and spare parts are valued at cost whilst auction purchased or privately bought teas are carried at actual cost for each lot. Cost comprises of expenditure incurred in the normal course of business in bringing the inventories to its present location and condition and includes appropriate overheads based on the normal level of activity. Net realisable value is the estimated selling price in the ordinary course of business less applicable selling expenses. Provision is made for obsolescence, slow moving and defective stocks and other anticipated losses wherever considered necessary.

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

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Current and deferred income tax

The tax expense for the year comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised using the balance sheet approach on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements on the reporting date. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill; deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. Only where there is an agreement in place that gives the Group the ability to control the reversal, the temporary difference is not recognised.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries and joint arrangements only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

As required by IAS 12, we have applied the exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes.

Employee benefits

The Group operates various post-employment schemes, including both defined benefit and defined contribution pension plans and post-employment medical plans.

(a) Pension obligations

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Obligations for contributions are recognised as an expense in the income statement as they fall due. The Group has no legal or constructive obligations to pay further contributions once the contributions have been paid.

A defined benefit plan is a pension plan that is not a defined contribution plan. Typically defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The liability recognised in the balance sheet in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method and taking into account various actuarial assumptions such as employee benefit increases, mortality rates, discount rates and inflation rates. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates

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of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation. In countries where there is no deep market in such bonds, the market rates on government bonds are used.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in finance cost in the income statement.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

For defined contribution plans, the Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(b) Other post-employment obligations

Some Group companies provide post-retirement healthcare and life assurance benefits to their retirees. The entitlement to these benefits is usually conditional on the employee remaining in service up to retirement age and on the completion of a

minimum service period. The expected costs of these benefits are accrued over the period of employment using the same accounting methodology as used for defined benefit pension plans. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income in the period in which they arise.

(c) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of IAS 37 and involves the payment of termination benefits. In the case of an offer is made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

Provisions and contingent liabilities

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions mainly comprise of restructuring provisions which may include employee termination payments, lease termination penalties and dilapidations or any other provision relating to the restructure; provision for onerous lease contracts and provision for litigation. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

Contingent liabilities exist when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group, or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required or the amount cannot be reliably estimated. Contingent liabilities are appropriately disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

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Revenue from contracts with customer

Revenue from contract with customers is recognised when the Group satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations maybe satisfied at a point of time or over a period of time. Performance obligations satisfied over a period of time are recognised as per the terms of relevant contractual agreements / arrangements. Performance obligations are said to be satisfied at a point of time when the customer obtains controls of the asset or when services are rendered.

Revenue is measured based on transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of the goods and services to a customer is based on the price specified in the contract and is net of variable consideration on account of estimated sales incentives / discounts offered by the Group. Accumulated experience is used to estimate and provide for the discounts/ right of return, using the expected value method.

A refund liability is recognised for expected sale returns and corresponding assets are recognised for the products expected to be returned.

The Group recognises as an asset, the incremental costs of obtaining a contract with a customer, if the Group expects to recover those costs. The said asset is amortised on a systematic basis consistent with the transfer of goods or services to the customer.

Research and development

Such expenditure is generally written off to income statement as incurred. Certain development costs (computer software) are recognised under intangible assets provided the criteria outlined in the intangible assets accounting policy are met.

Government grant

Government grants including any non-monetary grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. Government grants are recognised in the statement of profit and loss on a systematic basis over the periods in which the related costs, which the grants are intended to compensate, are recognised as expenses. Government grants related to property, plant and equipment are presented at fair value and grants are recognised as deferred income.

Leases

(i) As a lessee

At inception of a contract, the group assesses whether a contract is or contains a lease. A contract is, or contains, a lease if a contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the group assesses whether:

- the contract conveys the right to use an identified asset;
- the Group has the right to obtain substantially all the economic benefits from use of the asset throughout the period of use; and
- the Group has the right to direct to use of the identified asset.

At the date of commencement of a lease, the Group recognises a right-of-use asset ("ROU Assets") and a corresponding lease liability for all leases, except for leases with a term of twelve months or less (short-term leases) and low value leases. For short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Group has considered all leases where the value of an underlying asset does not individually exceed £5k as a lease of low value assets.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. Lease payments to be made under such reasonably certain extension options are included in the measurement of ROU assets and lease liabilities.

Lease liability is measured by discounting the lease payments using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of the leases. Lease liabilities are

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remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment of whether it will exercise an extension or a termination option.

Lease payments are allocated between principal and finance cost. The finance cost is charged to income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

The ROU assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives and restoration costs. They are subsequently measured at cost less accumulated depreciation and impairment losses. ROU assets are depreciated on a straight-line basis over the asset's useful life or the lease term whichever is shorter.

Impairment of ROU assets is in accordance with the Group's accounting policy for impairment of tangible and intangible assets.

(ii) As a lessor

Lease income from operating leases where the group is a lessor is recognised in the income statement on a straight-line basis over the lease term.

Dividend distribution

Dividend distribution to the company's shareholders is recognised as a liability in the Group's financial statements in the year in which the dividends are approved by the company's shareholders.

Exceptional items

Exceptional items are disclosed separately in the financial statements where it is necessary to do so to provide further understanding of the financial performance of the Group. They are material items of income or expense that have been shown separately due to the significance of their nature or amount and expected to be non-recurring. An example of the nature of items included here are restructuring costs such as redundancy and related professional fees and past service cost related to defined benefit pension scheme.

Cash and cash equivalents

Cash and cash equivalents include cash in hand and deposits held at call with banks. In the balance sheet, bank overdrafts are shown within borrowings in current liabilities. For the purpose of presentation of the statement of cashflows comprise cash in hand and deposits held at call with banks and bank overdrafts.

Events after the reporting period

Adjusting events are events that provide further evidence of conditions that existed at the end of the reporting period. The financial statements are adjusted for such events before authorisation for issue.

Non-adjusting events are events that are indicative of conditions that arose after the end of the reporting period. Non-adjusting events after the reporting date are not accounted, but disclosed, if material.

3 Financial risk management

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group uses derivative financial instruments to hedge certain risk exposures.

(a) Market risk

Market risk is the risk that the fair value of the future cash flows will fluctuate because of changes in the market prices such as foreign exchange risk, commodity price risk and interest rate risk.

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Foreign exchange risk:

The Group operates across various geographies and is exposed to foreign exchange risk on its various currency exposures. The risk of changes in foreign exchange rates relates primarily to the Group's operating activities and translation risk, which arises from recognition of foreign currency assets and liabilities and consolidation of foreign subsidiaries.

The Group uses various derivative financial instruments governed by its board approved treasury policy, such as foreign exchange forward and/or option contracts to mitigate the said risk. The counterparty for these contracts is generally a bank. The ultimate parent reports periodically to the Audit Committee of its board, the various foreign exchange risk and policies implemented to manage its foreign exchange exposures including that of the group.

During the year ended March 31, 2025, the Group has designated certain foreign exchange forward contracts as cash flow hedges to mitigate the risk of foreign currency exposure on highly probable forecasted transactions. Hedge effectiveness is determined at inception and periodic prospective effectiveness testing is done to ensure the relationship exist between the hedged items and hedging instruments, including whether the hedging instruments is expected to offset changes in cash flows of hedge items.

The currency profile of financial assets and liabilities at the year end:

GBP 000s

2025	USD	GBP	Other currencies	INR	Total
Trade and other receivables	19,354	-	1,589	-	20,943
Trade and other payables	2,488	1	1,428	-	3,917

GBP 000s

2024	USD	GBP	Other currencies	INR	Total
Trade and other receivables	17,851	-	1,747	30	19,628
Trade and other payables	7,463	68	4,796	-	12,327

The following table summarises the approximate gain / (loss) on the Group's profit before tax and pre-tax equity on account of appreciation / depreciation of underlying foreign currencies:

GBP 000s

Details	2025		2024	
	Effect on Profit before tax	Effect on Pre-tax Equity	Effect on Profit before tax	Effect on Pre-tax Equity
5% appreciation of the underlying foreign currencies	(3)	105	335	(447)
5% depreciation of the underlying foreign currencies	2	(95)	(370)	495

Price risk:

Price risk arises from transactions for securing supply of commodity and not being able to recover cost from the market. Commodity cost is the Group's single largest cost which accounts for 42% of the turnover. Mismatch in demand and supply, adverse weather conditions, storage of production of the desired quantity of the required commodity, market expectations etc., can all lead to fluctuations in prices.

The Group manages these fluctuations by actively managing the sourcing of its tea and coffee, distribution of the source of supply, private purchases and also finding alternate blending strategies without impacting the quality of blend. Market

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dynamics, various market intelligence reports and the ability of the regions to negotiate such price increases with the customers impact the timing of such price increases, to pass on these commodity cost increases.

In the year to 31 March 2025 if tea prices had increased by 5%, operating profit would have been £2,483k (2024: £2,395k) lower.

Further, the Group uses coffee futures and option contracts for its US branded coffee operations, to reduce the price risk associated with forecasted purchases of coffee beans.

The Group enters into coffee futures based on market price and anticipated production requirements. These coffee futures have been designated as cash flow hedges and the unrealised gain / (loss) or fair value is recorded in other comprehensive income (OCI). The Group also enters into various call and put option contract to protect the price. The fair value of the unsettled contracts is recorded in other current assets or other current liabilities. The realised and unrealised gains and losses on these contracts are included in Statement of Profit and Loss as a part of Cost of Materials Consumed.

Interest rate risk:

The Group's interest rate risk largely arises from cash deposits and loans given to related parties and other corporates partially offset by bank and finance lease borrowings taken, the majority of which have been issued at a variable rate over Benchmark rates (SONIA, SOFR, I.C.E. benchmark administration settlement rate).

Given the low levels of Group debt the risks are weighted towards the upside.

31 March 2025	Total	Impact of 25bps movement in interest rates	
		+ movement	- movement
Amounts owed by related parties	82,093	205	(205)
Loans to other corporations	19,005	48	(48)
Lease receivables	483	1	(1)
Cash and cash equivalents	215,735	539	(539)
Borrowings	(120,149)	(300)	300
Lease liabilities	(23,194)	(58)	58

(b) Credit risk

Credit risk is the risk that counterparty will not meet its obligations leading to a financial loss. The Group's credit risk is spread both geographically as well as across customers. In order to minimise credit risk, the Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties. Before accepting any new customer, a dedicated team responsible for the determination of credit limits uses an external credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. The Group also covers a certain category of its debtors through a credit insurance policy. The insurance provider sets an individual credit limit and also monitors the credit risk of the consumer. The Group establishes an allowance for impairment that represents its estimate of expected losses in respect of financial assets. Financial assets are classified into performing, under-performing and non-performing. All financial assets are initially considered performing and evaluated periodically for expected credit loss.

A default on a financial asset is when there is a significant increase in the credit risk which is evaluated based on the business environment. The assets are written off when the Group is certain about the non-recovery.

(i) Trade receivables

On a case by case basis, each local entity is responsible for managing and analysing the credit risk for each of their new clients before standard payment and delivery terms are offered to them. The quantum of the exposure to the risks associated with each customer/ unit is governed by the Board approved Schedule of authority (SOA); any exceptions to SOA needs to secure approval from the executive management team and / or the Board.

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Depending on the country of operation and the customer, the Group has a risk reduction policy which covers its receivables through a debtor insurance policy. In such cases the insurance provider sets the individual credit limit and jointly monitors the credit risk of the customer. Additionally, the Group, through its subsidiaries Tata Consumer Products GB Limited and Tata Consumer Products US Inc, has entered into a limited recourse receivable discounting arrangement with HSBC Bank PLC wherein the bank will have no recourse to the company for an eligible buyer, provided no repayment event has occurred in relation to that receivable.

The fair values of trade and other receivables, deposits or bank guarantees are not considered to be significantly different from their carrying values, given their generally short period to maturity, with impairment reviews considered on an individual basis rather than when they become overdue. Management believes that the unimpaired amounts that are past due are collectible in full, based on historical payment pattern and analysis of customer credit risk.

Within note 20, details of the movement in the allowance for impairment of trade receivables is given.

The Group has a large number of trade receivable balances with customers, with the top 5 customer receivables at 31 March 2025 representing 42.6% (2024: 49.0%) of the total balance.

(ii) Financial instruments and cash deposits

The credit risk from balances / deposits with banks, other financial assets and current investments are managed in accordance with the Group's approved policy.

For items within cash or cash equivalents, derivative financial instruments and deposits with banks, financial institutions or corporates, the board of directors specify companies or financial institutions/banks with whom transactions are eligible.

An analysis of the international long-term credit ratings of counterparties where cash and cash equivalents (net of overdrafts) are held is as follows:

	2025	2024
AA	2	-
AA-	57,782	56,772
A+	15,085	-
BB+	20,645	91
BB-	2,930	1,927
B+	-	1
B	66	165
Not rated	264	301
	96,774	59,257

All non-trade exposures have prescribed limits either specified by the board, whilst all trade exposure limits are governed by the security taken, the credit quality of the customers taking into account the financial position, past experience and other factors. The utilisation of credit limits is regularly monitored. All transactions with counterparties are settled in cash.

There has been no breach of these limits during the year and based on current internal standards the management does not expect any losses from non-performance by these counterparties.

(c) Liquidity risk

Cash flow forecasting is performed by the operating entities of the Group. Group finance consolidates rolling forecasts of the Group's future liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining adequate headroom on its undrawn borrowing facilities at all times so that the Group does not breach limits or covenants (where applicable) on any of its facilities. Such forecasting takes into consideration the Group's future financing plans, compliance with covenants and internal balance sheet ratio targets and, if applicable, external regulatory or legal requirements.

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Surplus cash held by operating units over and above the balances required for meeting the working capital requirements is managed by Group treasury through a multi-party, multi-currency notional cash pool held with HSBC Bank Plc, London. Group treasury manages liquidity requirements within the terms of the approved Treasury policy. Further the Group has entered into a limited recourse receivable discounting arrangement with HSBC Bank PLC to managed liquidity during peak funding requirements.

The table below analyses the Group's non-derivative financial liabilities and net-settled derivative financial liabilities into relevant maturity Groupings based on the remaining period at the balance sheet date to the contractual maturity date.

Derivative financial liabilities are included in the analysis if their contractual maturities are essential for an understanding of the timing of the cash flows. The amounts disclosed in the table are the contractual undiscounted cash flows.

At 31 March 2025:	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years
Borrowings (including bank overdraft)	119,990	159	-	-
Lease liabilities	3,162	2,660	7,736	23,504
Derivative financial instruments	369	-	-	-
Trade and other payables excluding non-financial items	89,093	100	6,633	1,327

At 31 March 2024:	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years
Borrowings (including bank overdraft)	89,737	159	-	-
Lease liabilities	1,726	1,482	3,658	5,660
Derivative financial instruments	71	-	-	-
Trade and other payables excluding non-financial items	56,442	-	7,503	-

Capital Management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to enhance long-term shareholder value, by investing in the business so as to improve the return on investment (by increasing profits available for dividends) and by managing the capital gearing ratio (mixture of equity and debt).

The Group manages, and makes adjustments to, its capital structure in light of the prevailing risks and economic conditions affecting its business activities. This may involve adjusting the rate of dividends, the issue of new shares and reviewing the level and type of debt. The Group manages its borrowings by appraising the mix of fixed and floating rate borrowings and the mix of long-term and short-term borrowings. The Group is primarily financed by ordinary shares and retained profits; external borrowings in the current and comparative year were not significant. There were no changes to the Group's approach to capital management during the year.

The capital structure of the Group is presented below.

	2025	2024
Cash and cash equivalents	215,735	147,185
Short term loans given to related parties and other corporates	19,005	17,370
Borrowings	(120,149)	(89,896)
Net cash	114,591	74,659
Equity	658,003	474,736

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Fair value estimates

The table below analyses financial instruments carried at fair value, by valuation method.

At 31 March 2025 the Group had the following instruments measured at fair value:

	Level 1	Level 2	Level 3	Total
Assets				
Financial assets at fair value through other comprehensive income	-	-	376	376
Derivatives used for hedging - currency	-	867	-	867
Derivatives used for hedging - coffee	-	2,229	-	2,229
	-	3,096	376	3,472
Liabilities				
Derivatives used for hedging - currency	-	369	-	369
	-	369	-	369

At 31 March 2024 the Group had the following instruments measured at fair value:

	Level 1	Level 2	Level 3	Total
Assets				
Financial assets at fair value through other comprehensive income	-	-	603	603
Derivatives used for hedging - currency	-	225	-	225
	-	225	603	828
Liabilities				
Derivatives used for hedging - currency	-	71	-	71
	-	71	-	71

Level 1 – The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represents actual regularly occurring market transactions on an arm's length basis. The Group has no financial instruments classified as level 1.

Level 2 - The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. The fair value of the forward foreign exchange contracts is determined using forward exchange rates at the date of the statement of financial position, with the resulting value discounted accordingly as relevant.

Level 3 – The fair value of financial instruments that are measured on the basis of entity specific valuations using inputs that are not based on observable market data. For unquoted investments, fair value is assessed based on recent transactions entered into with third parties, put or call options negotiated with third parties or external appraisals.

The carrying value of all other financial instruments equates to fair value.

The following table presents the changes in level 3 instruments over the year:

	2025	2024
At 1 April	603	521
Gains / (losses) recognised in other comprehensive income	(227)	82
At 31 March	376	603

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4 Critical accounting judgements and key sources of estimation uncertainty

In applying the group's accounting policies, which are described in note 2, management is required to make:

- judgments (other than those involving estimations) that have a significant impact on the amounts recognised; and
- estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The critical judgments and key sources of estimation uncertainty that have a significant effect on the amounts recognised in the financial statements are described below.

Key sources of estimation uncertainty

(a) Impairment of Goodwill

Determining whether impairment is needed requires an estimation of the recoverable amount through value in use of the cash generating units to which the goodwill or intangible asset has been allocated or fair value less costs to sell. The value in use calculation requires management to estimate the future cash flows expected to arise from the cash-generating unit and use a suitable discount rate in order to calculate present value. Details of key estimates, sensitivities and key assumptions are discussed in note 15. The methods and assumptions used in preparing the sensitivity analysis are a reasonable approximation of possible changes.

(b) Employee benefits

The cost of defined benefit pension schemes is determined using actuarial valuations. The actuarial valuation involves certain key assumptions and complex calculations. The key assumptions include discount rates, expected rates of return on assets, mortality rates and future pension increases. Due to the long-term nature of these schemes, such estimates are subject to uncertainty. An analysis of the sensitivity of the pension obligation to changes in key assumptions is provided based on movements in key variables that could reasonably occur. Further details are provided in note 28.

Judgements

There are no judgements taken by the Group which are considered to have a significant risk of resulting a material misstatement within the next financial year.

5 Revenue

The principal operations of the Group mainly are the processing, marketing and distribution of tea and coffee products. All revenue is recognised when the goods are transferred at a point in time.

The Group's revenue by destination split by market is as follows:

	2025	2024
United Kingdom	132,619	129,192
North America	180,686	59,361
Europe	13,154	12,101
Rest of the World	35,044	33,885
Total	361,503	234,539

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The Group's revenue split by category is as follows:

	2025	2024
Tea	254,899	234,539
Coffee	106,604	-
Total	361,503	234,539

6 Operating profit

The operating profit is stated after charging:

	2025	2024
Depreciation (note 14)	4,312	3,087
Depreciation of ROU assets (note 26)	1,669	1,402
Amortisation (note 15)	1,673	662
Amortisation of government grant	(100)	(73)
Provision for doubtful debts (note 20)	23	137
Cost of inventories charged in cost of sales	228,602	144,586
Employee costs (note 9)	46,268	34,344
Foreign exchange (gains) / losses (note 8)	(281)	(147)
Research and development costs	422	383

During the year the Group (including its overseas subsidiaries) obtained the following services from the company's auditor and its associates:

	2025	2024
Fees payable to company auditors for the audit of parent company and consolidated financial statements :	512	492
Fees payable to the company's auditors and its associates for other services:		
- The audit of company's subsidiaries pursuant to legislation	390	220
- Audit-related assurance services	83	75
	985	787

The Company's audit fee was £15k (2024: £15k); fees for non-audit services were £nil (2024: £nil). The Company's fees for audit services in the year were borne by Tata Consumer Products GB Limited. Audit related assurance services are related to quarterly reviews.

7 Exceptional items

Exceptional items are disclosed separately in the financial statements where it is necessary to do so to provide further understanding of the financial performance of the Group. They are material items of income or expense that have been shown separately due to the significance of their nature or amount and expected to be non-recurring.

An analysis of the amount presented as exceptional items within operating profit is given below.

	2025	2024
Administration expenses:		
Group restructuring programme costs	(1,085)	(596)
Plant and Machinery write-off	(3,146)	-
Past service cost relating to defined benefit scheme (note 28)	-	(6,400)
Total exceptional items	(4,231)	(6,996)

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Group restructuring programme costs includes consultancy and redundancy costs relating to restructuring/re-organisational programmes being undertaken.

The plant and machinery write-off is largely related to machinery disposed of at the group's Landover coffee manufacturing facility which is in the middle of a 3 year transformational capex project.

8 Other gains

	2025	2024
Foreign exchange (losses) / gains	281	147
Total	281	147

This includes fair value adjustments on cashflow hedges, with the foreign exchange suffered on the underlying hedged transactions often recorded in other lines of the income statement, e.g. cost of sales / interest income.

9 Employees

The average monthly number of persons (including executive directors) employed by the Group during the year was:

	2025 Number	2024 Number
(i) By activity:		
Manufacturing	511	388
Sales and distribution	118	101
Administration	156	155
	785	644
(ii) By geographical segment:		
United Kingdom	422	382
USA	180	61
Rest of the World	183	201
	785	644

Employee costs (including directors' remuneration) charged to the Group income statement were as follows:

	2025	2024
Wages and salaries	41,710	30,617
Social security costs	2,497	2,008
Pension costs - defined contribution plans	2,061	1,719
Total	46,268	34,344

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Notes to the consolidated financial statements for the year ended 31 March 2025

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10 Directors' emoluments

The emoluments of the Directors were as follows:

	2025	2024
Salaries	820	819
Amounts receivable under incentive schemes	414	430
Defined contribution pension scheme	46	43
Benefits in kind	14	33
Compensation for loss of office	-	-
Aggregate directors' emoluments	1,294	1,325

Emoluments of the highest paid director were £664k (2024: £658k) which includes contributions to the defined benefit scheme of nil (2024: £nil). The accrued pension was nil (2024: nil).

The number of directors who are members of:

	2025	2024
The closed defined benefit scheme	1	1
The defined contribution pension scheme	2	2

A Burton, D Atkinson and G Eccles (2024: same) were remunerated directly by the Group for their services. G Eccles, A Burton and D Atkinson (2024: same) participate in the Employee Share Based Payment incentives under the ultimate parent's share based long term incentive scheme 2021 (TCPL SLTI Scheme 2021) approved by the Nomination and Remuneration Committee (NRC) of the ultimate parent and all benefits under the scheme have been reflected under aggregate directors emoluments as reflected above.

S D'Souza, A Goenka and L Krishna Kumar were remunerated by the ultimate parent company for their services to the wider Group, with no specific re-allocation made to the Group (2024: S D'Souza). For the prior year, L Krishna Kumar was only partly remunerated directly for his services to the Group with the remainder of his remuneration being paid by the ultimate parent company for his services to the wider Group, with no specific re-allocation made to the Group.

B. Puri, a non-executive director was remunerated by the ultimate parent company for his services to the wider Group, with no specific re-allocation made to the Group (2024: same). M Thakrar as non-executive director was paid £25k (2024: £31k) in fees.

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11 Finance income and costs

	2025	2024
Interest income on:		
- short-term bank deposits	7,575	3,817
- loans to related parties	5,281	10,243
- loans to other corporations	1,855	752
- finance lease assets	12	16
Net finance income relating to post-retirement benefits (note 28)	-	490
Finance Income	14,723	15,318
Interest expense:		
- Bank borrowings	(3,784)	(1,977)
- Finance lease liabilities	(983)	(398)
Net finance expense relating to post-retirement benefits (note 28)	(114)	-
Finance Costs	(4,881)	(2,375)
Net finance income	9,842	12,943

12 Income tax expense

	2025	2024
Current tax		
UK corporation tax charge for the year	7,473	5,124
Adjustments in respect of prior years	27	(38)
Total current tax charge for the financial year	7,500	5,086
Overseas corporation tax charge for the year	2,646	1,303
Adjustments in respect of prior years	(1,491)	6
Total current tax charge	8,655	6,395
Deferred tax		
Origination and reversal of temporary differences	3,622	(10,681)
Adjustment in respect of prior years	853	(3)
Total deferred tax charge / (credit)	4,475	(10,684)
Total Tax charge / (credit)	13,130	(4,289)
Statement of comprehensive income		
Current tax in respect of contribution to defined benefit pension plans	-	-
Deferred tax on remeasurements of defined benefit pension plans	1,025	(1,450)
Deferred tax on defined benefit pension plans - impact of change in tax rate	-	-
Deferred tax in respect of cashflow hedges accounted for in the hedging reserve	1,016	21
Total tax (credit) to statement of comprehensive income	2,041	(1,429)

UK corporation tax is calculated at 25% (2024: 25%) of the estimated assessable profit for the year. Taxation for other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

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	2025	2024
Profit before tax	48,043	24,364
Tax at the UK corporation tax rate of 25% (2024: 25%)	12,011	6,091
Tax effect of expenses that are not tax deductible	237	109
Non taxable income	(12)	(53)
Effect of different tax rates of subsidiaries in overseas jurisdictions	1,081	159
Effect of joint venture results reported net of tax		-
Effect of current year tax losses not recognised for deferred tax	240	(24)
Recognition of previously unrecognised tax losses		(10,623)
Adjustments in respect of prior years	844	(40)
Adjustments in respect of prior years - Overseas	(1,455)	6
Overseas withholding tax suffered on dividends and management fees	184	86
Total tax charge / (credit)	13,130	(4,289)

The weighted average applicable tax rate was 27% (2024: -18%).

13 Dividends

	2025	2024
Equity - Ordinary		
Interim dividend paid 2025: 19.0p (2024: 6.8p) per £1 share	40,000	16,000

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Notes to the consolidated financial statements for the year ended 31 March 2025

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14 Property, plant and equipment

	Land and buildings	Plant and equipment	Capital work in progress	Total
Cost				
At 1 April 2023	5,401	60,728	18,043	84,172
Additions	3	397	11,310	11,710
Transfers	-	24,657	(24,657)	-
Disposals	(1,254)	622	101	(531)
Currency adjustments	(23)	(307)	-	(330)
At 31 March 2024	4,127	86,097	4,797	95,021
Accumulated depreciation				
At 1 April 2023	2,510	46,421	-	48,931
Charge for the year	153	2,934	-	3,087
Disposals	243	(377)	-	(134)
Currency adjustments	(19)	(138)	-	(157)
At 31 March 2024	2,887	48,840	-	51,727
Cost				
At 1 April 2024	4,127	86,097	4,797	95,021
Additions	49	3,125	5,109	8,283
Acquisitions	5,477	33,149	1,146	39,772
Transfers	-	14	(14)	-
Disposals	(25)	(25,214)	(1,099)	(26,338)
Currency adjustments	(109)	(291)	(28)	(428)
At 31 March 2025	9,519	96,880	9,911	116,310
Accumulated depreciation				
At 1 April 2024	2,887	48,840	-	51,727
Charge for the year	154	4,158	-	4,312
Acquisitions	4,744	23,367	-	28,111
Disposals	(26)	(22,163)	-	(22,189)
Currency adjustments	(88)	(210)	-	(298)
At 31 March 2025	7,671	53,992	-	61,663
Net book amount:				
At 31 March 2025	1,848	42,888	9,911	54,647
At 31 March 2024	1,240	37,257	4,797	43,294

Land and buildings – net book amount include land which is not depreciated totalling £338k (2024: £338k)

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(All amounts in £ thousands unless otherwise stated)

15 Intangible assets

	Goodwill	Brands	Customer Contracts	Software	Software work in progress	Total
Cost						
At 1 April 2023	306,543	12,967	4,025	8,388	35	331,958
Additions	-	5	-	25	18	48
Transfer from WIP	-	-	-	(32)	(8)	(40)
Currency adjustments	(2,876)	(665)	(337)	(3)	-	(3,881)
At 31 March 2024	303,667	12,307	3,688	8,378	45	328,085
Accumulated amortisation and impairment						
At 1 April 2023	42,473	5,164	65	8,219	-	55,921
Charge for the year	-	330	247	85	-	662
Disposals	-	-	-	(1)	-	(1)
Currency adjustments	(568)	(24)	(13)	(2)	-	(607)
At 31 March 2024	41,905	5,470	299	8,301	-	55,975
Cost						
At 1 April 2024	303,667	12,307	3,688	8,378	45	328,085
Additions	-	5	-	564	678	1,247
Acquisitions	144,673	31,621	-	862	22	177,178
Transfer from WIP	-	-	-	23	(23)	-
Disposals	-	-	-	(44)	-	(44)
Currency adjustments	(9,162)	(588)	77	(41)	(5)	(9,719)
At 31 March 2025	439,178	43,345	3,765	9,742	717	496,747
Accumulated amortisation and impairment						
At 1 April 2024	41,905	5,470	299	8,301	-	55,975
Charge for the year	-	1,272	254	147	-	1,673
Acquisitions	7,810	22,662	-	717	-	31,189
Disposals	-	-	-	(45)	-	(45)
Currency adjustments	(969)	(540)	-	(22)	-	(1,531)
At 31 March 2025	48,746	28,864	553	9,098	-	87,261
Net book amount:						
At 31 March 2025	390,432	14,481	3,212	644	717	409,486
At 31 March 2024	261,762	6,837	3,389	77	45	272,110

The amortisation of intangible brands for all categories has been charged to administration expenses within the income statement.

Brands

Brands include "Lagaar" and other tea brands principally sold in South Africa and primarily recognised as part of acquisition of Joekels Tea Packers (Proprietary Limited) completed on 28 December 2022. The brands have been allocated a useful life of 25 years.

During the year, as part of the transfer of net asset of Consolidated Coffee company (see note 30 (ii)) the Group acquired various "Eight O'Clock" coffee brands which are principally sold in US. The brands were originally identified in 2006 with a useful life of 25 years and have been transferred at book value to the group (Cost £31,621k; Accumulated amortisation £22,662k).

Customer contracts

Customer contracts consist of customer relationships recognised as part of acquisition of Joekels Tea Packers (Proprietary Limited) completed on 28 December 2022. The customer contracts have been allocated a useful life of 15 years.

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Software

Software is capitalised at cost. These intangible assets have been assessed as having finite lives and are amortised using the straight-line method over a period of 3 to 5 years. As at 31 March 2025 these intangible assets have a remaining useful life of up to 5 years. Software work in progress is not amortised until brought into use.

Impairment tests for goodwill and intangible assets (excluding software)

Management reviews the carrying value of goodwill and intangible assets annually to determine whether there has been any impairment. This involves making an assessment of the value of goodwill and intangible assets for each cash generating unit (CGU) and comparing it to the carrying value. If the assessed value is lower than the carrying value, then an impairment charge is recognised to reduce the carrying value to this amount.

Management reviews the business performance based on the geography and type of business. It has identified Canada, US, UK and other Europe as the main geographies. Goodwill is monitored by the management at the operating segment level.

The following is a summary of the goodwill and intangible assets allocation for each operating segment.

2024	Opening	Additions	Amortisation	Foreign exchange	Closing
GB and Other Europe	184,590	-	-	-	184,590
US	1,233	-	-	(22)	1,211
Canada	67,555	-	-	(1,470)	66,085
Bangladesh	1,615	-	-	(63)	1,552
South Africa	9,077	-	-	(753)	8,324
Goodwill total	264,070	-	-	(2,308)	261,762
South Africa - Customer contracts	3,960	-	(247)	(324)	3,389
South Africa - Brands	7,803	5	(330)	(641)	6,837
Other Intangibles total	11,763	5	(577)	(965)	10,226
Total	275,833	5	(577)	(3,273)	271,988

2025	Opening	Additions	Amortisation	Foreign exchange	Closing
GB and Other Europe	184,590	-	-	-	184,590
US	1,211	136,862	-	(3,277)	134,796
Canada	66,085	-	-	(4,913)	61,172
Bangladesh	1,552	-	-	(185)	1,367
South Africa	8,324	-	-	183	8,507
Goodwill total	261,762	136,862	-	(8,192)	390,432
US - Brands	-	8,959	(937)	(201)	7,821
South Africa - Customer contracts	3,389	-	(254)	77	3,212
South Africa - Brands	6,837	5	(334)	153	6,661
Other Intangibles total	10,226	8,964	(1,526)	29	17,693
Total	271,988	145,826	(1,526)	(8,163)	408,125

Value in use (i.e. the enterprise value for each CGU) is calculated using cash flow projections over a period of 5 years, with amounts based medium term strategic plans approved by the board. Any major variations to strategic plan based on past experience are incorporated in the calculations. Cashflows beyond the 5 year period are extrapolated using a long-term growth rate.

Key assumptions in the business plans include future revenue volume/price growth rates, associated future levels of marketing support, the impact of climate change and other relevant cost base. These assumptions are based on historical trends and future market expectations specific to each CGU and the markets and geographies in which they operate.

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Other key assumptions applied in determining value in use are:

- Long-term growth rate – Cash flows beyond the 5-year period are extrapolated using the estimated long-term growth rate applicable for the geographies in which the CGUs operate.
- Discount rate – The discount rate is based on a Weighted Average Cost of Capital (WACC) for comparable companies operating in similar markets and geographies, adjusted for country specific risk affecting where each CGU operates.

The long term growth rates and discount rates applied in the value in use calculations have been set out below:

	2025		2024	
	Pre-tax discount rate	Long-term growth rate	Pre-tax discount rate	Long-term growth rate
UK & Europe	11.57%	1.40%	11.12%	1.10%
US	10.15%	2.00%	10.34%	3.20%
Canada	10.70%	1.60%	9.68%	3.40%
Bangladesh	18.10%	5.00%	18.36%	5.00%
South Africa	17.27%	2.70%	17.15%	4.20%

We have performed sensitivity analyses around the base assumptions and have concluded that no reasonable possible changes in key current assumptions based on current recent trends would cause the recoverable amount of the CGUs to be less than the carrying value.

16 Financial Instruments

Set out below is a comparison by category of the carrying values and fair values of all the Group's financial assets and financial liabilities as at 31 March 2025 and 31 March 2024.

Carrying amount and fair value	Note	2025				Total
		Amortised Cost	Fair Value through PL	Fair Value through OCI	Fair Value through OCI-Designated	
Assets per balance sheet						
Equity Investments designated as financial assets at fair value through other comprehensive income	17	-	-	-	376	376
Derivative financial instruments	19	-	-	3,096	-	3,096
Trade and other receivables excluding pre-payments, tax and other social security	20	142,073	-	-	-	142,073
Cash and cash equivalents	22	215,735	-	-	-	215,735
Total		357,808	-	3,096	376	361,280

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(All amounts in £ thousands unless otherwise stated)

Carrying amount and fair value		Amortised Cost	Fair Value through PL	Fair Value through OCI	Total
Liabilities as per balance sheet					
Borrowings	25	120,149	-	-	120,149
Derivative financial instruments	19	-	369	-	369
Trade and other payables excluding tax and other social security	24	97,153	-	-	97,153
Total		217,302	369	-	217,671

2024

Carrying amount and fair value	Note	Amortised Cost	Fair Value through PL	Fair Value through OCI	Fair Value through OCI- Designated	Total
Assets per balance sheet						
Equity Investments designated as financial assets at fair value through other comprehensive income	17	-	-	-	603	603
Derivative financial instruments	19	-	-	225	-	225
Trade and other receivables excluding pre-payments, tax and other social security	20	131,059	-	-	-	131,059
Cash and cash equivalents	22	147,185	-	-	-	147,185
Total		278,244	-	225	603	279,072

Carrying amount and fair value

		Amortised Cost	Fair Value through PL	Fair Value through OCI	Total
Liabilities as per balance sheet					
Borrowings	25	89,896	-	-	89,896
Derivative financial instruments	19	-	59	12	71
Trade and other payables excluding tax and other social security	24	65,772	-	-	65,772
Total		155,668	59	12	155,739

17 Financial assets at fair value through other comprehensive income

Financial assets at fair value through OCI consists of unlisted equity shares. The fair value is assessed on an external valuation which uses a discounted cash flow approach.

The fair values are within level 3 of the fair value hierarchy (see note 3).

	2025	2024
As at 1 April	603	521
Revaluation	(227)	82
As at 31 March	376	603

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We have performed sensitivity analyses around the key assumptions and have concluded that no reasonable possible change in any of the key assumptions (management forecasts, growth rates, discount rate) would result in a material change to the valuation.

18 Deferred income tax

The analysis of deferred tax assets and deferred tax liabilities is as follows:

	2025	2024
Deferred tax assets		
Deferred tax asset - to be recovered after 12 months	6,837	9,986
Deferred tax asset - to be recovered within 12 months	9,224	4,520
	16,061	14,506
Deferred tax liabilities		
Deferred tax liability - to be paid after 12 months	(29,994)	(12,806)
Deferred tax liability - to be paid within 12 months	(1,714)	(172)
	(31,708)	(12,978)
Deferred tax asset / (liabilities) - net	(15,647)	1,528

The movement in deferred income tax assets and liabilities during the year is as follows:

	Retirement benefit obligation	Provisions	Tax losses and other timing differences	Intangibles	Property, Plant and Equipment	Other	Derivatives used for Hedging	Total
At 31 March 2023	(2,525)	653	1,134	(3,711)	(6,316)	(134)	(22)	(10,921)
Income statement (charge) / credit	1,675	(130)	11,490	169	(2,389)	(131)	-	10,684
Acquisition	-	-	-	-	-	-	-	-
Tax charge relating to components of other comprehensive income	1,450.0	-	-	-	-	-	(21.0)	1,429
Exchange differences	-	-	-	256.0	55.0	25.0	-	336
At 31 March 2024	600	523	12,624	(3,286)	(8,650)	(240)	(43)	1,528
Income statement (charge) / credit	225	(132)	(4,529)	413	(824)	372	-	(4,475)
Acquisition	-	-	-	(13,676)	(1,871)	5,368	(808)	(10,987)
Tax charge relating to components of other comprehensive income	(1,025)	-	-	-	-	-	(1,016)	(2,041)
Exchange differences	-	-	(43)	500	(2)	(127)	-	328
At 31 March 2025	(200)	391	8,052	(16,049)	(11,347)	5,373	(1,867)	(15,647)

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The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same authority.

In relation to the brought forward US tax losses, the Company has recognised deferred tax asset to the extent of deferred tax liability. The balance deferred tax asset has not been recognised in the absence of reasonable certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The group is within the scope of the OECD Pillar Two model rules, and it applies the IAS 12 exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes. Under the legislation that became effective 1 January 2024, the group is liable to pay a top-up tax for the difference between its GloBE effective tax rate in each jurisdiction and the 15% minimum rate. The group has performed an assessment on the group's potential exposure to Pillar Two income taxes which is now based on the full Pillar Two rules for the UK as the transitional safe harbour rules are no longer applicable while the other jurisdictions are under the transitional safe harbour rules. This assessment has estimated that the effective tax rates exceed 15% in all jurisdictions in which it operates and therefore there is no material exposure in relation to Pillar Two income taxes.

Unrecognised tax items

The Group has tax losses of £426k (2024: £320k) that are available for up to 6 years. These losses are available for offset against future taxable profits of the companies in which the losses arose. However, as these losses relate to subsidiaries that have a history of losses, deferred tax assets have not been recognised as these losses may not be used to offset taxable profits elsewhere in the Group.

At 31 March 2025, there was no recognised deferred tax liability (2024: £Nil) for taxes that would be payable on the unremitted earnings of certain of the Group's subsidiaries, associate or joint venture. The Group has determined that undistributed profits of its subsidiaries, joint ventures or associates will not be distributed in the foreseeable future, as:

- The Group has an agreement with its subsidiaries that the profits of the subsidiaries will not be distributed until it obtains the consent of the Group. The parent company does not foresee giving such a consent at the reporting date; and
- The joint venture of the Group cannot distribute its profits until it obtains the consent from all venture partners. The parent company does not foresee giving such a consent at the reporting date.

The temporary differences associated with investments in subsidiaries and joint venture, for which a deferred tax liability has not been recognised, aggregate to £632k (2024: £575k).

19 Derivative financial instruments

	2025		2024	
	Asset	Liability	Asset	Liability
Forward foreign exchange contracts - cash flow hedges	867	-	225	12
Forward coffee contracts - cash flow hedges	2,229	-	-	-
Forward foreign exchange contracts - fair value hedges	-	369	-	59
Total - current	3,096	369	225	71

There was no ineffectiveness to be recorded from either the cashflow or fair value hedges

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Forward foreign exchange contracts

The following table gives details in respect of outstanding foreign currency forward contracts:

Type of Contract	Currency Pair	2025			2024		
		Notional Amount in	Equivalent amount in	Fair Value amount in	Notional Amount in	Equivalent amount in	Fair Value amount in
		FCY '000	GBP '000*	GBP '000*	FCY '000	GBP '000*	GBP '000*
Forward Contracts outstanding							
i) Exports	CAD / GBP	22,000	11,879	671	18,000	10,500	41
ii) Payables	USD / GBP	42,000	32,415	191	29,500	23,398	184
	EUR / GBP	-	-	-	4,122	3,527	(12)
iii) Loans given	USD / GBP	22,525	17,384	(369)	21,958	17,416	(36)
iv) Loan to related party	USD / GBP	-	-	-	13,728	10,888	(23)
v) Receivables from subsidiaries	CAD / GBP	2,500	1,350	-	-	-	-
vi) Bank balance	EUR / GBP	224	187	5	-	-	-

*converted at year end exchange rates

Fair value represents impact of mark to market value as at year end.

The hedged highly probable forecast transactions denominated in foreign currency are expected to occur at various dates during the next 12 months. Gains and losses recognised in the hedging reserve in equity on forward foreign exchange contracts as of 31 March 2025 are recycled to the income statement in the period or periods during which the hedged forecast transaction affects the income statement. This is generally within 12 months of the end of the reporting period unless the gain or loss is included in the initial amount recognised for the purchase of fixed assets, in which case it is recognised over the estimated useful lives of the related assets. Changes in the fair value of forward foreign exchange contracts that are designated and qualify as fair value hedges are recorded in the income statement.

The maximum exposure to credit risk at the reporting date is the fair value of the derivative assets in the balance sheet.

Commodity derivative financial instruments

The following table gives details in respect of outstanding position for commodity derivatives financial instruments:

Commodity	Futures & Options	2025			2024		
		Notional Amount in	Equivalent amount in	Fair Value amount in	Notional Amount in	Equivalent amount in	Fair Value amount in
		USD '000	GBP '000*	GBP '000*	FCY '000	GBP '000*	GBP '000*
i) Coffee	Futures	27,423	21,165	2,229	-	-	-

*converted at year end exchange rates

Fair value represents impact of mark to market value as at year end.

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20 Trade and other receivables

	2025	2024
Trade receivables	37,075	29,670
Less: Allowance for impairment of trade receivables	(66)	(189)
Trade receivables net	37,009	29,481
Lease receivables (note 26(b))	483	552
Other receivables	3,484	1,023
Other taxation	2,062	2,046
Grant receivable	-	1,006
Prepayments and accrued income	2,079	2,208
Amounts owed by related parties	82,093	81,627
Loan to other corporation	19,005	17,370
Total	146,215	135,313
Less non-current portion:		
Lease receivables (note 26(b))	(408)	(473)
Other assets	-	(3)
Amounts owed by related parties	(81,401)	(80,078)
Non-Current portion	(81,809)	(80,554)
Current portion	64,406	54,759

The Group has entered into a trade receivable factoring agreement with HSBC Bank PLC. Aggregated limit of the arrangement is £34,295k. Under the agreement, trade receivables are sold to the Factor on a limited recourse basis wherein the bank will have no recourse to the company for an eligible buyer, provided no repayment event has occurred in relation to that receivable.

During the year 2025, the Group has factored £17,885k of its trade receivables (2024: £4,317k).

Amounts owed by related parties – current includes trading balances totalling £608k (2024: £1,425k) which are unsecured, repayable on demand and non-interest bearing. The counter parties are given in note 32. In addition the balance includes interest accrued on a loan to Tata Consumer Products Capital Limited of £84k (2024: £125k).

Amounts owed by related parties – non-current includes a loan to Tata Consumer Products Capital Limited of £81,401k (2024: £80,078k) charged at a margin over SONIA of 1.5% (2024: (2024: margin over SONIA of 3.5% until Sep 2023 / margin over SONIA of 1.5% from Sep 2023)).

Tata Consumer Products Capital Limited is a company under common control of the Group's ultimate parent company (see note 34).

Loan to other corporation comprise of loan of £19,005k (2024: £17,370k) on which interest is charged at variable interest rate of 3.5% + SOFR per annum (2024: 3.5% + SOFR per annum) and the loan is repayable at 31 March 2026.

The credit worthiness of trade debtors and the credit terms set are determined in individual regions and countries. There are no particular concentrations of credit risk as the Group's customer base is large. Trade receivables are considered a single class of financial assets, and based on the Group's experience of collecting receivables and associated defaults there is a low credit risk across regions and countries.

In certain regions adequate insurance cover has been taken on trade receivables to further reduce the risk of default.

The fair values of trade and other receivables, deposits or bank guarantees are not considered to be significantly different from their carrying values, given their generally short period to maturity, with impairment reviews considered on an individual basis rather than when they become overdue.

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The ageing of trade receivables at 31 March 2024 is as follows:

	Outstanding for the following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Trade receivables - fully performing	29,291	183	83	17	5	-	29,579
Undisputed trade receivables - credit impaired	-	90	99	-	-	-	189
Total	29,291	273	182	17	5	-	29,768
Less: Allowance for impairment							(189)
Total trade receivables							29,579

The ageing of trade receivables at 31 March 2025 is as follows:

	Outstanding for the following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Trade receivables - fully performing	33,261	2,710	955	81	-	-	37,007
Undisputed trade receivables - credit impaired	-	66	-	-	-	-	66
Total	33,261	2,776	955	81	-	-	37,073
Less: Allowance for impairment							(66)
Total trade receivables							37,007

Movements on the allowance for impairment of trade receivables are as follows:

	2025	2024
As at 1 April	189	88
Provision for impairment	23	137
Receivables written off during the year as uncollectible	(145)	(33)
Exchange differences	(1)	(3)
At 31 March	66	189

21 Inventories

	2025	2024
Raw materials and consumables	32,468	20,776
Work in progress	697	738
Finished goods	33,395	16,667
Total	66,560	38,181

The cost of inventories recognised as an expense and included in 'cost of sales' amounted to £228,602k (2024: £144,586k).

The cost of inventories recognised as an expense includes £2,502k (2024: £2,848k) in respect of write-downs of inventory to net realisable value.

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22 Cash and cash equivalents (excluding bank overdrafts)

	2025	2024
Cash at bank and in hand	122,817	63,310
Short-term bank deposits	92,918	83,875
Cash and cash equivalents	215,735	147,185

The Group and some of the Group's overseas subsidiaries participate in a notional cash pooling arrangement to manage overall global liquidity. As part of the arrangement, the participants combine their cash balances in pooling accounts at the same financial institution with the ability to notionally offset bank overdrafts of one participant against positive cash account balances held by another participant. Under the terms of the arrangement, the financial institution has the right and ability to offset a positive balance against an overdrawn amount. Amounts in each of the accounts are unencumbered and unrestricted with respect to use.

Balance with banks under current account includes £117,727k (£107,825k) which forms part of the overall Group's cash-pooling arrangement, with corresponding offsetting balances under bank overdraft (Refer note 25).

Cash and cash equivalents include the following for the purposes of the statement of cashflows:

	2025	2024
Cash and cash equivalents	215,735	147,185
Bank overdrafts (note 25)	(118,961)	(87,928)
Cash and cash equivalents	96,774	59,257

23 Share capital and other reserves

(a) Share capital

	Number (Thousands)	Share Capital
Authorised		
Ordinary shares of £1 each At 1 April 2024 and 31 March 2025	500,000	
Allotted and fully paid:		
Ordinary shares of £1 each At 1 April 2024 and 31 March 2025	210,141	210,141

The company has one class of ordinary shares which carry no right to fixed income.

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(b) Other reserves

	Hedging Reserve	Foreign Currency Translation reserve	Capital Redemption Reserve	Financial assets at fair value through OCI reserve	Total Other Reserves
Balance at 1 April 2023	91	(15,110)	-	(2,107)	(17,126)
Cash flow hedges, net of tax	62	-	-	-	62
Exchange differences on translation of foreign operations	-	(3,387)	-	-	(3,387)
Revaluation of FV Investment through OCI	-	-	-	82	82
Share buyback adjustment	-	-	24,934	-	24,934
Balance at 31 March 2024	153	(18,497)	24,934	(2,025)	4,565
Balance at 1 April 2024	153	(18,497)	24,934	(2,025)	4,565
Cash flow hedges, net of tax	2,884	-	-	-	2,884
Exchange differences on translation of foreign operations	-	(10,043)	-	-	(10,043)
Revaluation of FV Investment through OCI	-	-	-	(227)	(227)
Adjustment on transfer of business	2,927	-	-	-	2,927
Balance at 31 March 2025	5,964	(28,540)	24,934	(2,252)	106

The hedging reserve represents the cumulative amount of gains and losses on hedging instruments deemed effective. The cumulative deferred gain or loss on the hedging instrument is recognised in the statement of profit or loss only when the hedged transaction impacts profit or loss.

The foreign currency translation reserve comprises of all foreign currency differences arising from the retranslation of the financial position of the foreign currency denominated subsidiaries and joint ventures.

The capital redemption reserve is a statutory non-distributable reserve into which amounts are transferred following the purchase of the company's own shares out of distributable reserves.

The financial assets at fair value through OCI reserve represents the cumulative amount of revaluation gains and losses on financials assets designated as fair value through OCI.

24 Trade and other payables

	2025	2024
Trade payables	45,611	20,207
Amounts due to related parties	16,005	11,601
Social security and other taxes	719	654
Accrued expenses	25,505	25,457
Government grant income	1,827	1,927
Other creditors	10,058	8,569
Total	99,725	68,415
Less non-current portion:		
Government grant income	(1,727)	(1,827)
Other creditors	(5,380)	(7,503)
Current portion	92,618	59,085

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The fair value of trade and other payables equals their carrying amount as the impact of discounting is not significant.

The company utilizes supplier financing arrangements, enabling suppliers to sell any or all amounts due to the company to a third party bank earlier than the invoice due date. These are included within trade payables and associated cash flows are included within operating cash flows, as they continue to be part of the Company's normal operating cycle. The current utilisation at £1,613k (2024: £735k).

Amounts due to related parties are trading balances which are unsecured, repayable on demand and non-interest bearing.

Other creditors includes the following balances relating to the acquisition of shares in Joekels Tea Packers Proprietary Limited, South African made on 28 December 2022:

- (a) Deferred contingent consideration totalling £953k (£974k). It is payable in next financial year. Deferred contingent consideration has been computed by discounting projected cash flows and by assessment of the probability of achieving various financial performance targets.
- (b) The non-controlling shareholders (NCI holder) of Joekels Tea Packers Proprietary Limited have entered into a put and call option agreement with Tata Consumer Products Overseas Holding Limited ("TCPOH"), a 100% owned UK subsidiary, in relation to their remaining equity investment in Joekels Tea Packers Proprietary Limited. In terms of the said agreement, the NCI holder has the right to exercise a put option whereby TCPOH is obliged to purchase the shares held by NCI holder at a valuation determined based on agreed formula on certain operating financial parameters between 5 and 6 years from the date of acquisition. Conversely, TCPOH has the right to exercise a call option on all the shares held by NCI holders between 5 and 6 years from the date of acquisition at a price determined as mentioned above. If none of the parties exercise their right of Put/Call option, after the expiry of 6 years, TCPOH and NCI holder both will have the option to purchase and sell respectively the remaining shares based on the mutually agreed fair market valuation of the Company, failing which, based on the market value as determined by an Independent Expert. The stipulated time period may be bought forward if certain events as per the agreement are triggered. The value of the option is £5,380k (2024: £6,529k).

Non-financial trade and other payables

The following balances included in the table above are classified as non-financial.

	2025	2024
Payroll taxes	511	531
VAT payable	208	122
Other current liabilities	26	63
Government grants	1,827	1927
Total	2,572	2,643

25 Borrowings

	2025	2024
Bank overdrafts	118,961	87,928
Bank borrowings	1,188	1,968
Total	120,149	89,896
Less non-current portion:		
Bank borrowings	(159)	(159)
Current portion	119,990	89,737

Bank overdrafts

Bank overdrafts totalling £118,462k (2024: £87,428k) are part of a Group cash-pooling arrangement with interest charged at a margin over I.C.E. benchmark administration settlement rate +2.0% (2024: margin over I.C.E. benchmark administration settlement rate +2.0%) with corresponding offsetting balances under cash and cash equivalent (refer note 22)

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In addition, we have overdrafts independent from the Group cash-pooling arrangement in the group's Bangladesh subsidiary totalling £499k (2024: £500k) with interest charged at Bangladesh prime rate.

All bank overdrafts are repayable on demand and have no fixed date of maturity.

Bank borrowings

Bank borrowings include loans totalling £296k (non-current: £159k; current: £137k) (2024: £324k (non-current: £160k; current: £164k)) repayable in equal monthly instalments of £15k (2024: £22k) between 4 and 48 months (2024: 1 and 47 months) and secured against plant and machinery assets.

In addition, we have secured loans totalling £893k (2024: £1,645k) (all current) with interest charged at margin over Bangladesh prime rate which mature within the next financial year secured against inventory and receivables.

The exposure of the Group's bank borrowings and overdraft to interest rate changes and the contractual re-pricing dates at the end of the year are as follows:

	2025	2024
Within 1 year	119,990	89,737
1-5 years	159	159
Over 5 years	-	-
	120,149	89,896

The fair value of current borrowings equals their carrying amount as the impact of discounting is not significant.

The Group has the following undrawn borrowing facilities:

	2025	2024
Floating rate:		
- Expiring within one year	10,000	10,000
- Expiring beyond one year	4,707	4,339
Fixed rate:		
- Expiring within one year	-	-
- Expiring beyond one year	-	-
	14,707	14,339

The cash and non-cash changes in external borrowings are as follows.

As at 31 March 2024	1,968
Financing cashflows	(628)
Non-cash movements - foreign exchange	(152)
As at 31 March 2025	1,188

26 Leases

(a) Leases where the group is the lessee

From 1 April 2019, following the adoption of IFRS 16, leases are recognised as right-of-use assets and a corresponding liability at the date which the lease asset is available for the use by the group.

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Lease liabilities are secured on the leased assets. The group leases various offices, factory buildings, equipment and motor vehicles. Rental contracts are typically made for fixed periods of 3 to 15 years.

Amounts recognised in the balance sheet:

Right-of-use assets

	Land and Buildings	Plant and Equipment	Total
Cost			
At 1 April 2023	9,835	496	10,331
Additions	4,623	210	4,833
Disposals	(277)	(11)	(288)
Currency adjustments	(97)	3	(94)
At 31 March 2024	14,084	698	14,782
Accumulated depreciation			
At 1 April 2023	5,102	391	5,493
Charge for the year	1,280	122	1,402
Disposals	(184)	(10)	(194)
Currency adjustments	(65)	3	(62)
At 31 March 2024	6,133	506	6,639
Cost			
At 1 April 2024	14,084	698	14,782
Additions	4,189	363	4,552
Acquisitions	7,711	1,084	8,795
Disposals	(413)	(181)	(594)
Currency adjustments	(295)	(29)	(324)
At 31 March 2025	25,276	1,935	27,211
Accumulated depreciation			
At 1 April 2024	6,133	506	6,639
Charge for the year	1,531	138	1,669
Acquisitions	853	125	978
Disposals	(261)	(125)	(386)
Currency adjustments	(26)	(5)	(31)
At 31 March 2025	8,230	639	8,869
Net book amount:			
At 31 March 2025	17,046	1,296	18,342
At 31 March 2024	7,951	192	8,143

Lease liabilities

	2025	2024
Current	1,828	1,019
Non-current	21,366	8,701
Total	23,194	9,720

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Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts in £ thousands unless otherwise stated)

Amounts recognised in profit or loss:

	2025	2024
Depreciation charge of right-of-use assets		
- Land and Buildings	1,531	1,280
- Plant and Equipment	138	122
Interest expenses (included in finance costs)	983	398

The total cash outflow for leases was £2,945k with £1,962k represents the repayment of the principal liability and £983k the interest which is included within the total interest paid line in the cashflow. The Group does not face a significant liquidity risk with regard to its lease liabilities. Lease liabilities are monitored within the Group's treasury function.

Contractual maturities of lease liabilities on an undiscounted basis:	2025	2024
Less than one year	3,162	1,726
One to two years	2,660	1,482
Two to five years	7,736	3,658
More than five years	23,504	5,660
Total	37,062	12,526

Extension and termination options

Extension and termination options are included in a number of property and equipment leases across the Group. These are expected to maximise operational flexibility in terms of managing the assets used in Group's operation. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor.

(b) Leases where the group is the lessor

The group sub-lets part of a rented office building recognised as a right of use asset.

Amounts recognised in the balance sheet:

Lease receivables	2025	2024
Current	75	79
Non-current	408	473
Total	483	552

Movement in Lease receivables:	2025	2024
Balance at beginning of the period	552	615
New additions during the period	15	-
Interest Income accrued during the period	12	16
Lease Receipts	(96)	(79)
Balance at the end of the period	483	552

Amounts recognised in the profit or loss:

	2025	2024
Interest income (included in finance income)	12	16

Tata Consumer Products UK Group Limited

Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts in £ thousands unless otherwise stated)

Contractual maturities of Lease receivables on an undiscounted basis:	2025	2024
Less than 1 year	89	79
1 to 2 years	82	79
2 to 5 years	249	248
More than 5 years	104	186
Total	524	592

27 Changes in liabilities arising from financing activities

	Bank overdrafts (included in net cash and cash equivalents for cashflow)	Borrowings	Lease liabilities	Total liabilities from financing activities
Balance at 31 March 2023	63,818	1,315	6,739	71,872
New leases	-	-	4,823	4,823
Cashflows	24,449	805	(1,681)	23,573
Acquisitions	-	-	-	-
Disposals	-	-	(102)	(102)
Foreign exchange movement	(339)	(152)	(59)	(550)
Balance at 31 March 2024	87,928	1,968	9,720	99,616
New leases	-	-	4,956	4,956
Cashflows	31,070	(628)	(1,962)	28,480
Acquisitions	-	-	10,844	10,844
Disposals	-	-	17	17
Foreign exchange movement	(36)	(152)	(382)	(570)
Balance at 31 March 2025	118,961	1,188	23,193	143,343

Tata Consumer Products UK Group Limited

Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts in £ thousands unless otherwise stated)

28 Post-employment benefits

The table below outlines where the Group's post-employment amounts and activities are included in the financial statements.

	2025	2024
Balance sheet obligations for:		
Non-current assets		
- Defined pension benefits	800	-
Non-current liabilities		
- Defined pension benefits	-	(2,400)
- Employee gratuity scheme	(52)	(51)
- Post-employment medical benefits	(654)	(654)
- Post-employment life assurance benefits	(266)	(335)
	(972)	(3,440)
Income statement credit / (charge):		
- Finance (cost) / income on defined pension benefits	(100)	500
- Administration cost on defined pension benefits	(800)	(800)
- Past Service Cost	-	(6,400)
- Finance cost on post-employment life assurance benefits	(14)	(10)
	(914)	(6,710)
Gains / (losses) recognised in other comprehensive income:		
- Remeasurements for defined pension benefits	4,100	(5,800)
- Remeasurements for post employment life assurance benefits	39	-
	4,139	(5,800)

(a) Defined benefit pension benefits

The Group sponsors a defined benefit pension scheme, the Tetley GB Final Salary Scheme (the "Scheme"), in the UK with benefits based on final salary. The Group closed the Scheme to future accrual with effect from 6 April 2005. At this point, all active Scheme members moved to a deferred status under the Scheme. The Scheme provides benefits to members in the form of a guaranteed level of pension payable for life. The level of benefits provided depend on the members' length of service and their salary in the Scheme's final year.

Payments from the Scheme are generally updated in line with the Retail Price Index (subject to certain caps and floors). The majority of benefit payments are from trustee-administered funds. Responsibility for governance of the Scheme - including investment decisions and contribution schedules - lies with the board of trustees. Contribution schedules are triennially agreed between the Group and the trustees.

The current year other comprehensive income includes a loss of £0.4m. During the year the Scheme's regulatory funding valuation at 5 April 2023 was finalised, including an additional allowance within the Scheme liabilities for the historic deferred pension underpin. A corresponding allowance has been made within the defined benefit obligation.

The amounts recognised in the balance sheet are determined as follows.

	2025	2024
Present value of funded obligations	(102,500)	(117,600)
Fair value of plan assets	103,300	115,200
Asset / (Liability) in the balance sheet	800	(2,400)

Tata Consumer Products UK Group Limited

Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts in £ thousands unless otherwise stated)

The movement in the defined benefit asset over the year is as follows:

	Present value of obligation	Fair value of plan assets	Total
At 1 April 2023	(113,600)	123,700	10,100
Interest (expense) / income	(5,200)	5,700	500
Past service cost	(6,400)	-	(6,400)
Administrative expenses	-	(800)	(800)
	(125,200)	128,600	3,400
Remeasurements:			
– Return on plan assets, excluding amounts included in interest (expense) / income	-	(7,600)	(7,600)
– Changes in financial assumptions	1,300	-	1,300
– Experience gains	500	-	500
	1,800	(7,600)	(5,800)
Payments from plans:			
– Benefit payments	5,800	(5,800)	-
At 31 March 2024	(117,600)	115,200	(2,400)

	Present value of obligation	Fair value of plan assets	Total
At 1 April 2024	(117,600)	115,200	(2,400)
Interest (expense) / income	(5,500)	5,400	(100)
Past service cost	-	-	-
Administrative expenses	-	(800)	(800)
	(123,100)	119,800	(3,300)
Remeasurements:			
– Return on plan assets, excluding amounts included in interest (expense) / income	-	(10,300)	(10,300)
– Changes in demographic assumptions	3,900	-	3,900
– Changes in financial assumptions	10,100	-	10,100
– Experience gains	400	-	400
	14,400	(10,300)	4,100
Payments from plans:			
– Benefit payments	6,200	(6,200)	-
At 31 March 2025	(102,500)	103,300	800

The assumptions used in calculating the accounting costs and obligations of the Scheme, as detailed below, are set by the Group after consultation with professionally qualified actuaries.

The weighted average duration of the Scheme liabilities is around 11 years (2024: 12 years).

	2025 %	2024 %
Discount rate	5.70	4.80
RPI inflation	3.45	3.55
Rate of increase in pensions in payment	3.75	3.80
Rate of increase in pensions in deferment	3.45	3.55

Tata Consumer Products UK Group Limited

Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts in £ thousands unless otherwise stated)

Assumptions regarding future mortality are set based on actuarial advice in accordance with published statistics and experience in each territory. These assumptions translate into an average life expectancy in years for a pensioner retiring at age 65:

	Executives		Staff	
	2025 Years	2024 Years	2025 Years	2024 Years
Longevity at age 65 for current pensioners:				
Males	24.2	24.7	21.0	22.1
Females	25.8	27.0	23.8	24.6
Longevity at age 65 for future pensioners:				
Males	25.6	26.0	22.3	23.5
Females	27.1	28.3	25.2	26.0

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Impact on defined benefit obligation			
	Change in assumption	Increase in assumption	Decrease in assumption
Discount rate	0.50%	4,600	(5,000)
RPI inflation	0.50%	(1,700)	1,300
		Increase by 1 year in assumption	Decrease by 1 year in assumption
Life expectancy of members		(3,700)	3,000

The above sensitivity analysis is based on a change in assumption while holding all other assumptions constant. In practice this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the year) has been applied as when calculating the pension asset / (liability) recognised within the statement of financial position.

Plan assets comprised of:

	2025	2024
Liability Driven Investments (LDI)	39,700	59,200
Asset Backed Securities	43,000	-
Synthetic Leveraged Credit	19,600	-
Corporate bonds	-	54,800
Cash & Insurance policies	1,000	1,200
Total	103,300	115,200

Risks

The nature of the Scheme exposes the Group to the risk of paying unanticipated additional contributions to the Scheme in times of adverse experience. The most financially significant risks are likely to be:

– Asset volatility

The Scheme's liabilities are calculated using a discount rate set with reference to corporate bond yields in line with the requirements of IAS 19. If the Scheme assets underperform this yield, it will increase the deficit.

Tata Consumer Products UK Group Limited

Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts in £ thousands unless otherwise stated)

– Changes in bond yields

A decrease in corporate bond yields will increase Scheme liabilities. In the event of a reduction in the corporate bond yields there will be an increase in the value of the Scheme's interest rate swaps and derivatives held which reduce exposure to the risk by approximately 100% (with reference to the Scheme's liabilities valued on a low-risk measure).

– Inflation risk

The Group pension obligations are linked to inflation, and higher inflation will lead to higher liabilities. The hedging strategy in place means through the use of inflation swaps and derivatives the scheme assets hedge approximately 100% of this risk.

– Life expectancy

The Scheme's obligation is to provide benefits for the life of the members. An increase in life expectancy will result in an increase in the Scheme's liabilities.

Policy for recognising gains and losses

The Group recognises actuarial gains and losses immediately, through the remeasurement of the net defined benefit liability.

Asset-liability matching strategies used by the Scheme

The Scheme's stated investment strategy includes holding a benchmark allocation of 50% to liability-driven investments which involves hedging the Scheme's exposure to changes in interest rates and inflation through the use of liability driven investments (LDI) which typically involves swaps and derivatives. The benchmark allocation also includes a 33% benchmark holding in asset backed securities and 17% in synthetic leveraged holdings.

Description of funding arrangements and funding policy that affect future contributions

The Schedule of Contributions dated June 2023 sets out the current contributions payable by the Group to the Scheme. This was revised based on the triennial valuation performed at 5 April 2023, and following the signing of the latest Schedule of Contributions no regular deficit contributions are payable to the Scheme.

Expected contributions over the next financial year

The Group does not expect to contribute to the Scheme in the year ending 31 March 2026.

IFRIC 14

Legal advice provided in respect of the Scheme confirms that there is an unconditional right to any remaining surplus once all member benefits have been paid. As such, the surplus in the Scheme has been recognised in full on the balance sheet.

Maturity profile of defined benefit obligation (undiscounted basis)

	2025	2024
Within next 12 months	6,900	7,100
Between 2 and 5 years	25,700	25,200
Between 6 and 9 years	27,700	27,800
10 years and above	134,100	155,000

Tata Consumer Products UK Group Limited

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(All amounts in £ thousands unless otherwise stated)

(b) Post-employment medical benefits

The Group operates post-employment medical benefits to former employees in the US and UK. These plans are unfunded and the valuation method is similar to those used for defined benefit pension schemes set out above with the addition of actuarial assumptions relating to medium-term (next 3 financial years) and long-term increases in healthcare costs as follows:

	Medium-term	Long-term
Health care cost increases:		
US	7.0%	4.8%
UK	13.5%	8.3%

The liability recognised in the balance sheet as at 31 March 2025 was £654k (31 March 2024: £654k).

(c) Post-employment life assurance benefits

The Group operates post-employment life assurance benefits to former employees in the US. These plans are unfunded and the valuation method is similar to those used for defined benefit pension schemes set out above

The liability recognised in the balance sheet as at 31 March 2025 was £266k (31 March 2024: £335k).

The movement in the defined benefit liability over the year is as follows:

	2025			2024		
	Present value of obligation	Fair Value of plan assets	Total	Present value of obligation	Fair Value of plan assets	Total
At 1 April	335	-	335	331	-	331
Interest expense	14	-	14	10	-	10
Remeasurements:						
- Gain from change in financial assumptions	(9)	-	(9)	-	-	-
- Experience gains	(31)	-	(31)	-	-	-
	(40)	-	(40)	-	-	-
Exchange differences	(3)	-	(3)	(6)	-	(6)
Contributions paid - Employers	-	(40)	(40)	-	-	-
Payments from plans - benefit payments	(40)	40	-	-	-	-
At 31 March	266	-	266	335	-	335

Defined contribution pension schemes

The amount recognised as an expense in the consolidated income statement in relation to defined contribution schemes is £2,061k (2024: £1,719k).

Tata Consumer Products UK Group Limited

Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts in £ thousands unless otherwise stated)

29 Provisions for liabilities and charges

	2025	2024
At 1 April	322	842
Charged / (credited) to the income statement:		
- Additional provisions	14	174
- Unused amounts reversed	(15)	-
Used during the year	(160)	(694)
Exchange differences	-	-
At 31 March	161	322

Analysis of total provisions:

	2025	2024
Non-current	161	147
Current	-	175
Total	161	322

£161k non-current provision relates to a dilapidations provision being built up for a UK office building. This is not expected to be utilised until the end of the lease period which is July 2031.

30 Business Combinations

As part of the internal restructuring plan by Tata Consumer Products Limited (the ultimate parent company) to simplify the legal entity structure in the US, the following acquisitions occurred during the year.

- (i) Transfer of business and net assets of Tata Tea Extractions Inc (TTEI)

TTEI, a wholly owned subsidiary of the ultimate parent company, incorporated in the US, transferred its business and substantially all its net assets to Tata Consumer Products US Holdings Inc (TCPUSH) on 1st May 2025 for nil consideration.

As the transfer involves businesses and entities under common control of the ultimate parent company the difference between the consideration and the net assets transferred of £67,915k was recognised in shareholders' equity.

Tata Consumer Products UK Group Limited

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(All amounts in £ thousands unless otherwise stated)

The fair value of the assets and liabilities acquired is shown below with no adjustments to book value required:

Fair value and book value as at 1 May 2024

Assets	
Non-current assets	
Property, plant and equipment	906
Capital work in progress	191
	1,097
Current Assets	
Inventories	3,650
Trade receivables	2,468
Cash and cash equivalents	63,070
Other current assets	19
	69,207
	70,304
Total assets	70,304
Liabilities	
Current liabilities	
Trade payables	1,864
Current tax liabilities - net	525
	2,389
Net Asset Transferred	67,915
Total consideration	-
Gain recognised in equity	(67,915)

Acquired Receivables

Fair value of trade and other receivables acquired is £2,468k. These amounts are fully collectible.

The acquired business contributed revenue of £14,173k and operating profit of £2,082k to the Group for the period from 1st May 2024 to 31 March 2025.

Had it been consolidated from 1 April 2024 the income statement would show revenue of £15,384k and operating profit of £2,317k.

(ii) Transfer of net assets of Consolidated Coffee company (CCI)

Consolidated Coffee company (CCI), a fellow wholly owned subsidiary incorporated in the US, of the ultimate parent company, transferred substantially all its net assets to TCPUSH (mainly comprising of investments in Eight O Clock Holdings Inc (EOCH) and EOCH's subsidiary Eight O'Clock Coffee Company) on 1st July 2024 for nil consideration.

As the transfer involves businesses and entities under common control of the ultimate parent company the difference between the consideration and the net assets transferred of £123,734k was recognised in shareholders' equity.

Tata Consumer Products UK Group Limited

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(All amounts in £ thousands unless otherwise stated)

The fair value of the assets and liabilities acquired is shown below with no adjustments to book value required:

Fair value and book value as at 1 July 2024

ASSETS	
Non-Current Assets	
Property, plant and equipment	9,615
Capital work in progress	1,032
Right of use assets	7,829
Goodwill	136,862
Other intangible assets	9,126
	164,464
Current Assets	
Inventories	25,503
Trade receivables	4,264
Cash and cash equivalents	9,991
Other financial assets	3,218
Current tax assets - net	1,695
Other current assets	695
	45,366
Total assets	209,830
Liabilities	
Non-current liabilities	
Financial liabilities	-
Lease liabilities	10,844
Deferred tax liabilities - net	10,987
	21,831
Current liabilities	
Borrowings	48,221
Lease liabilities	418
Trade payables	13,219
Other financial liabilities	2,409
Provisions	(2)
	64,265
Total liabilities	86,096
Net Asset Transferred	123,734
Total consideration	
Gain recognised in equity	(123,734)

Acquired Receivables

Fair value of trade and other receivables acquired is £4,264k, inclusive of a £50k provision for amounts that expected to be uncollectable.

The acquired business contributed revenue of £106,604k and operating profit of £16,970k to the Group for the period from 1st July 2024 to 31 March 2025.

Tata Consumer Products UK Group Limited

Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts in £ thousands unless otherwise stated)

Had it been consolidated from 1 April 2024 the income statement would show revenue of £140,437k and operating profit of £21,737k.

31 Capital Commitments

Future capital expenditure authorised by the Board and contracted for at 31 March 2025 was £2,504k (2024: £5,591k) of which £2,387k (£5,563k) relates to property, plant and equipment and £117k (2024: £28k) relates to computer software. These amounts are not provided for within the Group's financial statements.

32 Related parties

Loans with fellow subsidiaries are disclosed in note 20.

In addition, the Group had the following transactions and balances with fellow subsidiaries, its ultimate parent company Tata Consumer Products Limited and other related parties.

	2025	2024
Sale of raw materials and finished product		
Tata Consumer Products Limited	3,040	2,564
Purchase of raw materials and finished product		
Tata Consumer Products Limited	(24,434)	(16,219)
Tata Coffee Limited	-	(130)
Eight O'clock Coffee Company	-	(25)
Services received		
Eight O'clock Coffee Company	(294)	(1,910)
Tata Consumer Products Limited	(5,744)	(3,843)
Tata SmartFoodz Limited	-	(51)
Services rendered		
Eight O'clock Coffee Company	4,271	5,262
Tata Consumer Products Limited	594	468
Tata Tea Extractions Inc.	97	1,344
Interest received		
Eight O'clock Coffee Company	-	4,061
Tata Consumer Products Capital Limited	5,281	6,182
Services received from Tata Sons and its subsidiaries		
Tata Sons Private Limited	802	650
Tata Consultancy Services Limited	117	859
Dividends paid		
Tata Consumer Products Capital Limited	(22,004)	(7,868)
Tata Consumer Products Limited	(17,996)	(6,435)
Tata Tea Extractions Inc	-	(1,697)

Tata Consumer Products UK Group Limited

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(All amounts in £ thousands unless otherwise stated)

	2025	2024
Transfer of Business		
Consolidated Coffee Inc	47,352	-
Tata Tea Extractions Inc	67,915	-
Share buyback		
Tata Tea Extractions Inc	-	58,346
Amounts outstanding (excluding intercompany loans)		
Debtors		
Eight O'clock Coffee Company	-	966
Tata Tea Extractions Inc.	-	123
Tata Consumer Products Limited	608	261
Tata SmartFoodz Limited	-	33
Tata Coffee Limited	-	42
Creditors		
Eight O'clock Coffee Inc	-	(126)
Tata Consumer Products Capital Limited	(6,330)	(5,014)
Tata Consumer Products Limited	(9,025)	(5,811)
Tata Sons Private Limited	(650)	(650)

33 Interests in other entities

Set out below are the subsidiaries and joint ventures of the Group. The subsidiaries and joint ventures listed below have share capital consisting solely of ordinary shares and the country given in the address of the registered office is also their principal place of business.

Subsidiaries:

Name of undertaking	Address of the registered office	Country of incorporation	Nature of business	Proportion of equity and voting rights held indirectly by Group	Proportion of equity and voting rights held directly by parent
Tata Global Beverages Services Limited	325 Oldfield Lane North, Greenford, Middlesex, UB6 0AZ, UK	UK	Dormant	100%	-
Tata Consumer Products GB Limited	325 Oldfield Lane North, Greenford, Middlesex, UB6 0AZ, UK	UK	Manufacturing, marketing and distribution of tea	-	100%
Tata Global Beverages Holdings Limited	325 Oldfield Lane North, Greenford, Middlesex, UB6 0AZ, UK	UK	Dormant	-	100%
Tata Consumer Products US Inc	300 Tice Boulevard Suite 360 Woodcliff Lake, New Jersey 07677, USA	USA	Marketing and distribution of tea and coffee	100%	-
Tata Consumer Products US Holdings Inc	300 Tice Boulevard Suite 360 Woodcliff Lake, New Jersey 07677, USA	USA	Holding company / marketing and distribution of tea	100%	-
Tata Consumer Products Canada Inc	10 Carlson Street, Etobicoke, Ontario, Canada M9W6L2	Canada	Marketing and distribution of tea	100%	-

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Notes to the consolidated financial statements for the year ended 31 March 2025

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Name of undertaking	Address of the registered office	Country of incorporation	Nature of business	Proportion of equity and voting rights held indirectly by Group	Proportion of equity and voting rights held directly by parent
Tata Consumer Products Australia Pty. Limited	620 Church Street, Richmond, Victoria, Australia 3121	Australia	Marketing and distribution of tea	100%	-
Tata Global Beverages Overseas Limited	325 Oldfield Lane North, Greenford, Middlesex, UB6 0AZ, UK	UK	Dormant	100%	-
Tata Consumer Products Overseas Holdings Limited	325 Oldfield Lane North, Greenford, Middlesex, UB6 0AZ, UK	UK	Holding company	-	100%
Lyons Tetley Limited	325 Oldfield Lane North, Greenford, Middlesex, UB6 0AZ, UK	UK	Dormant	100%	-
Stansand Limited	325 Oldfield Lane North, Greenford, Middlesex, UB6 0AZ, UK	UK	Dormant	100%	-
Stansand (Brokers) Limited	325 Oldfield Lane North, Greenford, Middlesex, UB6 0AZ, UK	UK	Dormant	100%	-
Stansand (Africa) Limited	3rd Floor Tea House, Nyerere Avenue P. O. Box 90683-80100 Mombasa, Kenya	UK	Purchase and sale of tea	100%	-
Stansand (Central Africa) Limited	Along Masauko Chipembere Highway- Maselema Area- Limbe, P. O. Box 546, Blantyre, Malawi	Malawi	Purchase and sale of tea	100%	-
Tata Consumer Products Polska Sp. zo.o.	UL Zolny 33, 02-815 Warszawa, Poland	Poland	Marketing and distribution of tea	100%	-
Drassington Limited	325 Oldfield Lane North, Greenford, Middlesex, UB6 0AZ, UK	UK	Dormant	100%	-
Teapigs Limited	325 Oldfield Lane North, Greenford, Middlesex, UB6 0AZ, UK	UK	Marketing and distribution of tea	100%	-
Teapigs US LLC	300 Tice Boulevard Suite 360 Woodcliff Lake, New Jersey 07677, USA	USA	Marketing and distribution of tea	100%	-
Tata Global Beverages Investments Limited	325 Oldfield Lane North, Greenford, Middlesex, UB6 0AZ, UK	UK	Dormant	-	100%
Suntyco Holding Limited	Capital Center, 9th Floor, 2-4 Makarios Avenue, 1065 Nicosia, Cyprus	Cyprus	Holding company	100%	-
Onomento Company Limited	Capital Center, 9th Floor, 2-4 Makarios Avenue, 1065 Nicosia, Cyprus	Cyprus	Holding company	100%	-

Tata Consumer Products UK Group Limited

Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts in £ thousands unless otherwise stated)

Name of undertaking	Address of the registered office	Country of incorporation	Nature of business	Proportion of equity and voting rights held indirectly by Group	Proportion of equity and voting rights held directly by parent
Tata Consumer Products Bangladesh Limited	245 Tejgaon Industrial Area, Dhaka - 1208, Bangladesh	Bangladesh	Manufacturing, marketing and distribution of tea	100%	-
Joekels Tea Packers (Proprietary) Limited	12 Caversham Road, Pinetown, 3610 Kwazulu Natal, South Africa	South Africa	Manufacturing, marketing and distribution of tea	75%	-

As part of the transfer of the business and substantially all the assets of Consolidated Coffee Inc (CCI) detailed in note 30, the direct and indirect subsidiaries of CCI i.e. Eight O'Clock Holdings Inc. (EOH), and Eight O'Clock Company (EOC) became wholly owned subsidiaries of Tata Consumer Products US Holdings Inc. Further, EOH, EOC, Good Earth Corporation, Good Earth Teas Inc., and Tata Waters LLC, were then merged into Tata Consumer Products US Inc.

All subsidiary undertakings are included in the consolidation.

The following dormant company subsidiaries have taken advantage of the s479A exemption from audit.

Name of undertaking	UK registered company number
Tata Global Beverages Services Limited	03007544
Tata Global Beverages Holdings Limited	03265181
Lyons Tetley Limited	00711835
Tata Global Beverages Overseas Limited	03167011
Stansand Limited	00523038
Stansand (Brokers) Limited	00772942
Drassington Limited	04949126
Tata Global Beverages Investments Limited	05932003

Joint ventures:

Name of undertaking	Address of the registered office	Country of incorporation	Nature of business	Proportion of equity and voting rights held indirectly by Group
Tetley Clover (Private) Limited	Lakson Square Building No 2 Sarwar Shaheed Road, Karachi, Pakistan	Pakistan	Dormant	50%

Tata Consumer Products UK Group Limited

Notes to the consolidated financial statements for the year ended 31 March 2025

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34 Ultimate parent company

The company's shares are owned by Tata Consumer Products Limited, a company incorporated in India (45.0%) (2024: 45.0%) Tata Consumer Products Capital Limited, a company incorporated in the UK (55.0%) (2024: 55.0%). Tata Consumer Products Limited, either directly or through its wholly owned subsidiaries and Tata Consumer Products Capital Limited, owns 100% (2024: 100%) of the Company. The Company's ultimate holding company and controlling party is Tata Consumer Products Limited, a company incorporated in India. The consolidated financial statements of the ultimate holding company which is the largest and smallest parent company preparing consolidated financial statements are available from the company's website tataconsumer.com or from its registered office at 1 Bishop Lefroy Road, Kolkata, 700 020.

35 Events after the end of the reporting period

As at the date of this report, no matter or circumstance has arisen since 31 March 2025 that has significantly affected, or may significantly affect the group, its results or the state of affairs in future financial years.

Tata Consumer Products UK Group Limited

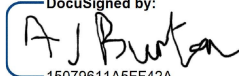
Company balance sheet as at 31 March 2025

(All amounts in £ thousands unless otherwise stated)

	Note	2025	2024
Assets			
Non-current assets			
Investments in subsidiaries	8	506,121	507,055
Investments at fair value through other comprehensive income	9	376	603
Trade and other receivables	13	81,401	80,078
		587,898	587,736
Current assets			
Trade and other receivables	13	19,362	17,869
Cash and cash equivalents	10	92,924	83,875
		112,286	101,744
Total assets		700,184	689,480
Equity and liabilities			
Equity and liabilities attributable to owners of the parent			
Called up share capital	11 (a)	210,141	210,141
Capital redemption reserve	11 (b)	24,934	24,934
Financial assets at fair value through other comprehensive income reserve	11 (b)	(145)	82
Other reserves		24,789	25,016
Retained earnings		263,998	300,501
Total Equity		498,928	535,658
Non-current liabilities			
Trade and other payables	14	-	78,595
		-	78,595
Current liabilities			
Trade and other payables	14	83,614	1,481
Borrowings	15	117,273	71,322
Derivative financial instruments	12	369	59
Current tax Liabilities		-	2,365
		201,256	75,227
Total liabilities		201,256	153,822
Total equity and liabilities		700,184	689,480

The company has elected to take the exemption under section 408 of the Companies Act 2006 not to present the profit and loss account. The profit for the year was £3,497k (2024: £9,435k).

The notes on pages 77 to 86 form part of these Company financial statements. The financial statements on pages 75 to 86 were approved and authorised for issue by the board of directors on 12 May 2025 and signed on its behalf.

DocuSigned by:

 15079811A5FF42A...

A Burton

Director

15 May 2025

Tata Consumer Products UK Group Limited

Registered number 03835716

Tata Consumer Products UK Group Limited

Company statement of changes in equity for the year ended 31 March 2025

(All amounts in £ thousands unless otherwise stated)

	Notes	Share Capital	Capital Redemption Reserve	Retained earnings	Financial assets at fair value through OCI reserve	Total equity
Balance at 1 April 2023		235,075	-	365,413	-	600,488
Profit for the year		-	-	9,435	-	9,435
Other comprehensive income for the year		-	-	-	82	82
Total comprehensive income for the year		-	-	9,435	82	9,517
Purchase of own shares		(24,934)	24,934	(58,347)	-	(58,347)
Dividends	7	-	-	(16,000)	-	(16,000)
Balance at 31 March 2024		210,141	24,934	300,501	82	535,658
Balance at 1 April 2024		210,141	24,934	300,501	82	535,658
Profit for the year		-	-	3,497	-	3,497
Other comprehensive income for the year		-	-	-	(227)	(227)
Total comprehensive income for the year		-	-	3,497	(227)	3,270
Purchase of own shares		-	-	-	-	-
Dividends	7	-	-	(40,000)	-	(40,000)
Balance at 31 March 2025		210,141	24,934	263,998	(145)	498,928

Tata Consumer Products UK Group Limited

Notes to the Company financial statements for the year ended 31 March 2025

(All amounts in £ thousands unless otherwise stated)

1 General information

Tata Consumer Products UK Group Limited (“the company”) acts as a holding entity with investments in and loans to and from subsidiaries who are engaged in the trading, processing, marketing and distribution of tea, coffee and food products.

The company is a private company limited by shares under the Companies Act 2006 and is incorporated and domiciled in England and Wales. The address of its registered office is 325 Oldfield Lane North, Greenford, Middlesex, UB6 0AZ.

2 Summary of significant accounting policies

Basis of preparation

The financial statements of the company have been prepared in accordance with Financial Reporting Standard 101, ‘Reduced Disclosure Framework’ (FRS 101). The financial statements have been prepared under the historical cost convention, as modified by accordance with the Companies Act 2006, as applicable to companies using FRS 101 except for the revaluation of financial instruments that are measured at revalued amounts or fair values at the end of each reporting period, as explained in the accounting policies below.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- IFRS 7, ‘Financial Instruments: Disclosures’;
- Paragraphs 91 to 99 of IFRS 13, ‘Fair value measurement’ (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities);
- Paragraph 38 of IAS 1, ‘Presentation of financial statements’ comparative information requirements in respect of:
 - paragraph 79(a)(iv) of IAS 1; and
 - paragraph 73(e) of IAS 16 Property, plant and equipment; paragraph 118(e) of IAS 38 Intangible assets (reconciliations between the carrying amount at the beginning and end of the period).
- The following paragraphs of IAS 1, ‘Presentation of financial statements’:
 - 10(d), (statement of cash flows);
 - 10(f) (a statement of financial position as at the beginning of the preceding period when an entity applies an accounting policy retrospectively or makes a retrospective restatement of items in its financial statements, or when it reclassifies items in its financial statements);
 - 16 (statement of compliance with all IFRS);
 - 38A (requirement for minimum of two primary statements, including cash flow statements);
 - 38B-D (additional comparative information);
 - 40A-D (requirements for a third statement of financial position);
 - 111 (cash flow statement information); and
 - 134-136 (capital management disclosures).
- IAS 7, ‘Statement of cash flows’;
- Paragraph 30 and 31 of IAS 8 ‘Accounting policies, changes in accounting estimates and errors’ (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective);
- Paragraph 17 of IAS 24, ‘Related party disclosures’ (key management compensation); and
- The requirements in IAS 24, ‘Related party disclosures’ to disclose related party transactions entered into between two or more members of a Group.

The Group financial statements consolidate the financial statements of the company and all its subsidiary undertakings drawn up to 31 March each year. No individual profit and loss account is presented for the company as permitted by section 408 of the Companies Act 2006.

Going concern

The directors have used the going concern principal on the basis the Company has sufficient net assets to meet current liabilities as they fall due, taking into account forecasts for the next 12 months. Of the current liabilities, £83,614k are amounts due to 100% owned subsidiaries which are controlled by the company. These amounts will not be recalled within the 12 months from the date these financial statements were approved. Please refer to page 11 for the Group going concern statement.

Tata Consumer Products UK Group Limited

Notes to the Company financial statements for the year ended 31 March 2025

(All amounts in £ thousands unless otherwise stated)

Changes in accounting policies and disclosures

(a) New standards, amendments and interpretations adopted by the company

In the current year, the group has applied a number of amendments to IFRS Accounting Standards issued by the International Accounting Standards Board (IASB) that are mandatorily effective for an accounting period that begins on or after 1 January 2024. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

(b) New standards, amendments and interpretations not year adopted by the company

The company is currently assessing the remaining list of standards and amendments in its results and financial position as listed below:

- IAS 1 'Classification of Liabilities as Current or Non-Current'; 'Classification of Liabilities as Current or Non-Current – Deferral of Effective Date'; 'non-current liabilities with covenants' (Amendments to IAS 1)
- IFRS 16 'Covid-19-Related Rent Concessions' and 'Lease Liability in a Sale and Leaseback' (Amendments to IFRS 16)
- Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates titled Lack of Exchangeability
- IFRS 18 Presentation and Disclosures in Financial Statements
- IFRS 19 Subsidiaries without Public Accountability: Disclosures

Investment in subsidiary undertakings

Investments represent equity interests in subsidiary undertakings, and these are shown at cost less provision for impairment as permitted under FRS 101. At each reporting date investments are reviewed to determine whether there is any indication of impairment loss. If there is an indication of possible impairment, the recoverable amount of any affected investment is estimated and compared with its carrying amount. If estimated recoverable amount is lower, the carrying amount is reduced to its estimated recoverable amount, and an impairment loss is recognised immediately in the income statement.

If an impairment loss subsequently reverses, the carrying amount of the investment is increased to the revised estimate of its recoverable amount, but not in excess of the amount that would have been determined had no impairment loss been recognised for the investment in prior years. A reversal of an impairment loss is recognised immediately in the income statement. See note 8 for the net carrying amount of the investments and associated impairment.

Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

At initial recognition, the Group measures a financial assets at its fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction cost of financial assets carried at fair value through profit or loss is expensed in the Statement of Profit or loss. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Subsequent measurement

Debt Instruments:

Subsequent measurement of debts instruments depends on the Group's business model for managing the assets and the cash flows of the assets. The Group classifies its financial assets in the following categories:

- (i) Financial assets at amortised cost- Assets that are held for collection of contractual cash flows on specified dates where those cash flows represent solely payments of principal and interest are measured at amortised cost. After

Tata Consumer Products UK Group Limited

Notes to the Company financial statements for the year ended 31 March 2025

(All amounts in £ thousands unless otherwise stated)

initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade receivables and Loans.

(ii) Financial assets at fair value through other comprehensive income (FVTOCI) – Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets cash flows represents solely payments of principal and interest, are on specified dates are subsequently measured at fair value through other comprehensive income. Fair value movements are recognised in the other comprehensive income (OCI). Interest income from these financial assets is included in finance income using the effective interest rate method and impairment losses, if any are recognised in the Statement of Profit and Loss. When the financial asset is derecognition, the cumulative gain or loss previously recognised in OCI is reclassified from the equity to the Statement of Profit and Loss.

(iii) Financial assets at fair value through profit or loss (FVTPL) - Financial assets which are not classified in any of the categories above are FVTPL.

Equity Instruments

All equity investments are measured at fair values. The Group may irrevocably elect to measure the same either at FVOCI or FVTPL on initial recognition. The Group makes such election on an instrument-by-instrument basis. The fair value changes on the investment are recognised in OCI. The accumulated gains or losses recognised in OCI are reclassified to retained earnings on sale of such investments. Dividend income on the investments in equity instruments are recognised in the statement of Profit and Loss.

Derecognition

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Impairment of financial assets

The Group assesses expected credit losses associated with its assets carried at amortised cost and FVOCI debt instrument based on Group's past history of recovery, credit-worthiness of the counter party and existing market conditions. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach for recognition of impairment allowance as provided in IFRS 9 – Financial Instruments, which requires expected lifetime losses to be recognised on initial recognition of the receivables.

Financial liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and in case of loans and borrowings net of directly attributable costs.

Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using effective interest method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss. For trade and other payable maturing within one year from the balance sheet date, the carrying value approximates fair value due to short maturity of these instruments.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Tata Consumer Products UK Group Limited

Notes to the Company financial statements for the year ended 31 March 2025

(All amounts in £ thousands unless otherwise stated)

Derivative financial instruments and hedging activities

A derivative is a financial instrument which changes value in response to changes in an underlying asset and is settled at a future date. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. The method of recognising the resulting gain or loss depends on whether the

derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Group designates certain derivatives as either:

- (a) hedges of the fair value of recognised assets or liabilities (fair value hedge); or
- (b) hedges of a particular risk associated with a firm commitment or a highly probable forecast transaction (cash flow hedge);

The Group documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The Group also documents its assessment, both at hedge inception and on an on-going basis, of whether the derivatives that are used in hedging transactions are effective in offsetting changes in cash flows of hedged items.

Movements in the hedging reserve are accounted in other comprehensive income and are shown within the statement of changes in equity. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of hedged item is more than 12 months, and as a current asset or liability when the remaining maturity of the hedged item is less than 12 months. Trading derivatives are classified as a current asset or liability.

(a) Fair value hedge

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in the income statement, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk. The Group only applies fair value hedge accounting for hedging foreign exchange risk on recognised assets and liabilities.

(b) Cash flow hedge

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income. The ineffective portion of changes in the fair value of the derivative is recognised in the income statement.

Gains or losses accumulated in equity are reclassified to the income statement in the periods when the hedged item affects the income statement.

When a hedging instrument expires or is swapped or unwound, or when a hedge no longer meets the criteria for hedge accounting, any accumulated gain or loss in other equity remains there and is reclassified to income statement when the forecasted cash flows affect profit or loss.

When a forecasted transaction is no longer expected to occur, the cumulative gains/ losses that were reported in equity are immediately transferred to the income statement.

Fair value measurement

The Group classifies the fair value of its financial instruments in the following hierarchy, based on the inputs used in their valuation:

- i) Level 1 - The fair value of financial instruments quoted in active markets is based on their quoted closing price at the balance sheet date.
- ii) Level 2 - The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques using observable market data. Such valuation techniques include discounted cash flows, standard valuation models based on market parameters for interest rates, yield curves or foreign exchange rates, dealer quotes for similar instruments and use of comparable arm's length transactions.

Tata Consumer Products UK Group Limited

Notes to the Company financial statements for the year ended 31 March 2025

(All amounts in £ thousands unless otherwise stated)

- iii) Level 3 - The fair value of financial instruments that are measured on the basis of entity specific valuations using inputs that are not based on observable market data (unobservable inputs).

Offsetting Instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

Interest and dividend income

Interest income is recognised within finance income using the effective interest method. When a loan and receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loan and receivables is recognised using the original effective interest rate.

Dividend income is recognised when the right to receive payment is established. Income from investments are accounted on an accrual basis.

Cash and cash equivalents

Cash and cash equivalents include cash in hand and deposits held at call with banks. In the balance sheet, bank overdrafts are shown within borrowings in current liabilities.

Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. All differences are taken to the profit and loss account.

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Dividends

Final dividends are recorded in the financial statements in the period in which they are approved by the company's shareholders. Interim dividends are recorded in the period in which they are declared.

Taxation

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

3 Auditors' remuneration

Overall audit fee for parent company and consolidated financial statements was £512k (2024: £492k). The Company's fees payable to the auditor for the audit of the company's financial statements were £15k (2024: £15k).

4 Critical accounting judgements and key sources of estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Tata Consumer Products UK Group Limited

Notes to the Company financial statements for the year ended 31 March 2025

(All amounts in £ thousands unless otherwise stated)

Estimates

The company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(i) Impairment of investments

The company conducts impairment reviews of its investments whenever circumstances indicate that their carrying amounts may not be recoverable. Determining whether an asset is impaired requires an estimation of the recoverable amount, which requires the company to estimate the value in use which is based on future cash flows and a suitable discount rate in order to calculate the present value. The estimation uncertainty mainly lies in the forecast cashflows used to estimate the recoverable amount. Where the actual future cash flows are less than expected, an impairment loss may arise. During the year an impairment of £nil (2024: £nil) was taken based on the assessment of carrying value of investments. Please refer note 8.

Judgements

There are no judgements that have a risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

5 Profit of the company

The company made a profit of £3,497k in the year (2024: 9,435k).

6 Directors and employees

A Burton, D Atkinson and G Eccles (2024: same) were remunerated directly by the Group for their services. G Eccles, A Burton and D Atkinson (2024: same) participate in the Employee Share Based Payment incentives under the ultimate parent's share based long term incentive scheme 2021 (TCPL SLTI Scheme 2021) approved by the Nomination and Remuneration Committee (NRC) of the ultimate parent and all benefits under the scheme have been reflected under aggregate directors emoluments as reflected above.

S D'Souza, A Goenka and L Krishna Kumar were remunerated by the ultimate parent company for their services to the wider Group, with no specific re-allocation made to the Group (2024: S D'Souza). For the prior year, L Krishna Kumar was only partly remunerated directly for his services to the Group with the remainder of his remuneration being paid by the ultimate parent company for his services to the wider Group, with no specific re-allocation made to the Group.

B. Puri, a non-executive director was remunerated by the ultimate parent company for his services to the wider Group, with no specific re-allocation made to the Group (2024: same). M Thakrar as non-executive director was paid £25k (2024: £31k) in fees.

The company had no employees during the year (2024: nil).

7 Dividends

	2025	2024
Equity - Ordinary		
paid 2025: 19.0p (2024: 6.8p) per £1 share	40,000	16,000

8 Investment in subsidiaries

	2025	2024
As at 1 April 2024 and 1 April 2023	507,055	507,055
Impairment of investment	(934)	-
As at 31 March 2025 and 31 March 2024	506,121	507,055

Tata Consumer Products UK Group Limited

Notes to the Company financial statements for the year ended 31 March 2025

(All amounts in £ thousands unless otherwise stated)

As part of the annual impairment review the directors assess the future cash flows of the underlying investments. The current year impairment charge is £934k (2024: £nil) in respect of the entire share holding in Onomento Company Limited. During the year the company received a final dividend from Onomento Company Limited and going forward expects the company to be non-trading and eventually wound up.

As at the year end, the carrying value of investments in Tata Consumer Products GB Ltd is £345.5m (2024: £345.5m), in Tata Consumer Products Overseas Holdings Limited £160.6m (2024: £160.6m) and in Onomento Company Limited is £nil (2024: £0.9m).

The list of the subsidiary undertakings of which the company is, either directly or through subsidiary companies, the beneficial owner of the whole of the equity share capital is given in note 33 of the consolidated financial statements.

9 Financial assets at fair value through OCI

	2025	2024
As at 1 April 2024 and 1 April 2023	603	521
Revaluation	(227)	82
As at 31 March 2025 and 31 March 2024	376	603

Financial assets at fair value through OCI consists of unlisted equity shares. The fair value is assessed on an external valuation which uses a discounted cash flow approach.

10 Cash and cash equivalents

	2025	2024
Cash and Cash Equivalents	92,924	83,875

Cash and cash equivalents represent short term fixed deposit investments maturing at various dates up to 28 June 2025.

11 Share capital & other reserves

(a) Share capital

	2025	2024
Authorised		
Ordinary shares of £1 each		
At 1 April 2024 and 31 March 2025	500,000	500,000
Allotted and fully paid:		
Ordinary shares of £1 each		
1 April 2024 and 1 April 2023	210,141	235,075
Less: Purchase of own shares	-	(24,934)
31 March 2025 and 31 March 2024	210,141	210,141

The company has one class of ordinary shares which carry no right to fixed income. During the prior year the company repurchased 24,934,293 of its own ordinary shares for a consideration of £58,346,246 from Tata Tea Extractions Inc. (a fellow subsidiary), as part of overall international legal entities simplification exercise by the ultimate parent company. The nominal value of the shares bought back totalling £24,934,293 was transferred to the capital redemption reserve.

(b) Other reserves

The capital redemption reserve is a statutory non-distributable reserve into which amounts are transferred following the purchase of the company's own shares out of distributable reserves.

Tata Consumer Products UK Group Limited

Notes to the Company financial statements for the year ended 31 March 2025

(All amounts in £ thousands unless otherwise stated)

The financial assets at fair value through OCI reserve represents the cumulative amount of revaluation gains and losses on financials assets designated as fair value through OCI.

12 Derivatives

	2025		2024	
	Asset	Liability	Asset	Liability
Forward foreign exchange contracts - fair value hedges	-	369	-	59

The company has an exposure on its US dollar assets which it has been managing through the use of forward contracts. The currency mix in which cash assets are held is subject to review and approval by the board.

All of the company's derivative financial instruments that are measured at fair value were classified as Level 2 as at 31 March 2025 (2024: Level 2). They have been valued using publicly available data, such as forward foreign exchange rates.

At the balance sheet date, the company had forward sales of US dollars amounting to USD 22.5m (31 March 2024: USD 35.7m) in forward contracts in respect of its US dollar denominated cash and receivables.

13 Trade and other receivables

	2025	2024
Amounts owed by related parties	81,485	80,204
Loans to Other Corporations	19,005	17,369
Other Taxation	9	-
Other receivables	264	374
Total	100,763	97,947
Less non-current portion:		
Amounts owed by related parties	(81,401)	(80,078)
Non-Current portion	(81,401)	(80,078)
Current portion	19,362	17,869

Amounts owed by related parties

Amounts owed by related parties – current includes accrued interest of £84k (2024: £125k) due from Tata Consumer Products Capital Limited (2024: same).

Amounts owed by related parties – non-current includes a loan to Tata Consumer Products Capital Limited of £81,401k (2024: £80,078k) charged at a margin over SONIA of 1.5% (2024: margin over SONIA of 3.5% until Sep 2023 / margin over SONIA of 1.5% from Sep 2023).

Tata Consumer Products Capital Limited is a company under common control of the company's ultimate parent company

Loans to other corporations

Loans to other corporations comprise of loan of £19,005k (adjust for bank interest) (2024: £17,369k) on which interest is charged at variable interest rate of 3.5% + SOFR (2024: 3.5% + SOFR) per annum and the loan is repayable at 31 March 2026.

Tata Consumer Products UK Group Limited

Notes to the Company financial statements for the year ended 31 March 2025

(All amounts in £ thousands unless otherwise stated)

14 Trade and other payables

	2025	2024
Amounts due to group undertakings	83,614	80,076
Total	83,614	80,076
Less non-current portion:		
Amounts due to group undertakings	-	(78,595)
Current portion	83,614	1,481

Amounts due to group undertakings – current includes a balance owed to Onomento Company Limited totalling £nil which was repaid during the year (2024: £1,481k), was unsecured and interest was charged at a margin over SOFR of 2% with a maturity date of 31 March 2025 (2024: margin over SOFR of 2%). Onomento is a 100% wholly owned subsidiary of this company.

Amounts due to group undertakings – current includes a balance owed to Tata Consumer Products Overseas Holdings Limited totalling £34,734k (2024: £34,734k classified as non-current) and a balance owed to Tata Consumer Products GB Limited totalling £48,880k (2024: £43,861k classified as non-current). Both balances are unsecured, interest free and have no fixed date of repayment.

15 Borrowings

The bank overdrafts totalling £117,273k (2024: £71,322k) are part of a Group cash-pooling arrangement with interest charged at a margin over I.C.E. benchmark administration settlement rate +2.0% (2024: margin over I.C.E. benchmark administration settlement rate +2.0%).

16 Related parties

The company has taken advantage of the exemption under IAS 24 available to a parent company not to disclose transactions with its wholly owned subsidiaries within its financial statements.

The company entered into the following transactions with fellow subsidiaries of the ultimate parent undertaking.

	2025	2024
<u>Interest received</u>		
Tata Consumer Products Capital Limited	5,281	6,182
Eight O'clock Coffee Company	-	4,061
<u>Loans outstanding</u>		
Tata Consumer Products Capital Limited	81,401	80,078
<u>Interest accrued</u>		
Tata Consumer Products Capital Limited	84	125
<u>Dividends paid</u>		
Tata Consumer Products Capital Limited	(22,004)	(7,868)
Tata Consumer Products Limited	(17,996)	(6,435)
Tata Tea Extractions Inc	-	(1,697)
<u>Share buyback</u>		
Tata Tea Extractions Inc	-	58,346

Tata Consumer Products UK Group Limited

Notes to the Company financial statements for the year ended 31 March 2025

(All amounts in £ thousands unless otherwise stated)

17 Events after the end of the reporting period

As at the date of this report, no matter or circumstance has arisen since 31 March 2025 that has significantly affected, or may significantly affect the company, its results or the state of affairs.