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TATA LIMITED

REPORT AND ACCOUNTS

31 DECEMBER 1994

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> NASH BROAD WESSON Chartered Accountants 42 Upper Berkeley Street London W1H 8AB

Directors:

R N Tata (Chairman) F K Kavarana (Vice-Chairman) N A Palkhivala D S Seth J J Bhabha S A Sabavala P S Mistry M A S Dalal

C L Sharma (Managing Director)

Secretary: M M Kalifa

92560 Company Number:

18 Grosvenor Place London SW1X 7HS Registered Office:

Nash Broad Wesson Auditors:

Chartered Accountants 42 Upper Berkeley Street London W1H 8AB

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REPORT OF THE DIRECTORS

FOR THE YEAR ENDED 31 DECEMBER 1994

The directors present their report, together with the audited accounts of the company, for the year ended 31 December 1994.

DIRECTORS' RESPONSIBILITIES

The directors are required by company law to prepare accounts for each financial year which give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss for that period. In preparing the accounts, suitable accounting policies have been used and applied consistently, and reasonable and prudent judgements have been made. The directors are also responsible for maintaining adequate accounting records, for safeguarding the assets of the company, and for preventing and detecting fraud and other irregularities. The directors are satisfied that the business is a going concern.

RESULTS AND DIVIDENDS

The results for the year are shown in the profit and loss account on page 5.

The directors recommend the payment of a dividend of £37,500 at a rate of 2.5p per share (1993: £37,500 at a rate of 2.5p).

REVIEW OF THE BUSINESS

The principal activities of the company continued to be acting as purchasing agents, representatives, traders in commodities and industrial raw materials, and trade financing.

Both the level of business and the year end financial position remain satisfactory and the directors expect that the present level of activity will be substained for the foreseeable future.

FUTURE DEVELOPMENTS AND EVENTS SINCE THE YEAR END

There have been no events since the year end which have had a material effect on the business of the company.

FIXED ASSETS

Movements in fixed assets during the year are set out in notes 12 and 13 to the accounts.

DIRECTORS AND THEIR INTERESTS

The directors in office during the year, none of whom have any beneficial interest in the share capital of the company, are set out below:-

R N Tata (Chairman)

F K Kavarana (Vice-Chariman)

N A Palkhivala

D S Seth

J J Bhabha

S A Sabavala

P S Mistry

N R Mody (Died 2 December 1994)

M A S Dalal

C L Sharma (Managing Director)

Mr M A S Dalal resigned as Vice-Chairman on 27 January 1994 but remains as a Director of the company. Mr F K Kavarana was appointed Vice-Chairman on 27 January 1994. Mr C L Sharma was appointed as a Director and as Managing Director on 27 January 1994.

REPORT OF THE DIRECTORS

FOR THE YEAR ENDED 31 DECEMBER 1994

(Continued)

POLITICAL AND CHARITABLE CONTRIBUTIONS

During the year the company made charitable donations of £2,530.

No political donations have been made in the year.

STAFF

The directors wish to place on record their warm appreciation of the continued loyalty and work of the staff during the year.

AUDITORS

The auditors, Nash Broad Wesson, have expressed their willingness to continue in office and a resolution on proposing their re-appointment will be put to the members at the Annual General Meeting.

Approved by the Board of Directors on 12 MAY 1995 and signed on their behalf by:

C L SHARMA

Managing Director

REPORT OF THE AUDITORS TO THE MEMBERS OF

TATA LIMITED

We have audited the accounts on pages 5 to 16 which have been prepared under the historical cost convention and the accounting policies set out on page 8.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As described on page 1, the company's directors are responsible for the preparation of accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

BASIS OF OPINION

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

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

OPINION

In our opinion the accounts give a true and fair view of the state of the company's affairs as at 31 December 1994 and of its results for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

NASH BROAD WESSON

Nasa Sue Juessa.

Chartered Accountants Registered Auditors 42 Upper Berkeley Street London W1H 8AB

18 May 1995

REPORT OF THE AUDITORS TO THE DIRECTORS OF

TATA LIMITED

PURSUANT TO SECTION 248(3) OF THE COMPANIES ACT 1985

We have examined the accounts of the company and each of its subsidiaries for the year ended 31 December 1994.

BASIS OF OPINION

The scope of our work for the purpose of this report was limited to confirming that the company is entitled to exemption from preparing group accounts.

OPINION

In our opinion the company is entitled to the exemption from preparing group accounts conferred by Section 248 of the Companies Act 1985.

NASH BROAD WESSON

Noon Some Tresser

Chartered Accountants Registered Auditors 42 Upper Berkeley Street London W1H 8AB

18 May 1995

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 1994

	Notes	1994	1993
TURNOVER	2	5,865,061	1,208,752
Cost of sales		4,927,229	80,309
GROSS PROFIT		937,832	1,128,443
Administrative expenses		896,994	938,048
,		40,838	190,395
Other operating income	3	144,319	107,306
OPERATING PROFIT		185,157	297,701
Income from other fixed asset investments	4	52,790	69,389
Interest receivable and similar income	5	79,435	97,860
		317,382	464,950
Interest payable and similar charges	6	49,274	53,872
PROFIT on ordinary activities before taxation	7	268,108	411,078
Taxation on profit on ordinary activities	10	100,000	155,328
PROFIT on ordinary activities after taxation		168,108 ⁻	255,750
Proposed dividends	11	37,500	37,500
		130,608	218,250
Retained profit bought forward		597,251	379,001
RETAINED PROFIT CARRIED FORWARD		£ 727,859	£ 597,251

All the above amounts relate to continuing activities.

All recognised gains and losses are included in the above profit and loss account.

BALANCE SHEET

AS AT 31 DECEMBER 1994

	Notes		1994		1993
FIXED ASSETS					
Tangible assets Investments	12 13		413,152 1,426,748		1,018,387 1,342,885
			1,839,900		2,361,272
CURRENT ASSETS					
Debtors Cash at bank and in hand	16	2,195,677 1,507,888		427,136 1,329,393	
CREDITORS: amounts falling		3,703,565		1,756,529	
due within one year	17	3,170,106		1,763,907	
NET CURRENT ASSETS (LIABILITIE	SS)		533,459		(7,378)
TOTAL ASSETS LESS CURRENT LIABILITIES			2,373,359		2,353,894
CREDITORS: amounts falling due after more than one year	18		145,500		256,643
			£ 2,227,859		£ 2,097,251
CAPITAL AND RESERVES					
Called up share capital Profit and loss account	19		1,500,000 727,859		1,500,000 597,251
EQUITY SHAREHOLDERS' FUNDS			£ 2,227,859		£ 2,097,251

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

12 MAY 199

C L SHARMA Managing Director

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 1994

	Notes		1994		1993
NET CASH (OUTFLOW) INFLOW FROM OPERATING ACTIVITIES	22a		(1,363,653)		1,488,028
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE		•	•		
Income from investments Interest received Interest paid Dividends paid		52,790 79,435 (49,274) (37,500)		69,389 97,860 (53,872) (37,500)	
NET CASH INFLOW FROM RETURNS ON INVESTMENTS AND SERVICING OF FINANCE			45,451		75,877
TAXATION					
UK Corporation tax paid (including advance corporation tax)			(111,249)		(241,315)
INVESTING ACTIVITIES					
Purchase of tangible fixed assets Purchase of investments Sale of tangible fixed assets Sale of investments		(265,120) (113,614) 888,991 38,048		(24,480) (175,493) - 62,437	
NET CASH INFLOW (OUTFLOW) FROM INVESTING ACTIVITIES	M		548,305		(137,536)
NET CASH (OUTFLOW) INFLOW BEFORE FINANCING			(881,146)		1,185,054
FINANCING					
New secured loan repayable by 2014 Repayment of amounts borrowed		178,500 (325,214)		(85,714)	
			(146,714)		(85,714)
(DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	22c		£ (1,027,860)		£ 1,099,340

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31 DECEMBER 1994

1. ACCOUNTING POLICIES

(a) Accounting convention

The accounts have been prepared under the historical cost convention.

The company is not required to prepare group accounts because the group qualifies as medium sized under Section 249 of the Companies Act 1985.

(b) Turnover

Turnover represents sales, net commissions, freight rebates, handling charges and sundry revenue arising during the year and excludes value added tax.

(c) Depreciation

Fixed assets are depreciated over their expected useful lives on the straight line basis using the following rates per annum:

Long leasehold properties (with more than 50 years unexpired at the balance sheet date)
Office equipment and furniture
Motor vehicles

2% per annum 25% per annum 20% per annum

(d) Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

(e) Deferred taxation

Provision is made for deferred taxation on all timing differences using the liability method except where, in the directors' opinion, such provision will not reverse in the foreseeable future.

(f) Pension costs

Contributions payable to the company's pension scheme are charged to the profit and loss account so as to spread the cost of pensions over the service lives of employees in the scheme. The pension charge is calculated on the basis of actuarial advice.

2. TURNOVER

Turnover is analysed between the following geographical markets:-

	1994	1993
Asia	4,218,293	907,987
United Kingdom Europe	60,786	219,162
Europe	1,585,982	81,603
	£ 5,865,061	£ 1,208,752

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31 DECEMBER 1994

3.	OTHER OPERATING INCOME		1994		1993
	Exchange gains Net property revenue Management fees from subsidiary undertaking Hire of equipment Profit on disposal of investments Profit on disposal of tangible fixed assets	_	33,020 19,027 30,000 1,920 8,297 52,055		8,646 64,241 30,000 1,920 2,499
		£	144,319	£	107,306
4.	INCOME FROM OTHER FIXED ASSET INVESTMENTS		1994		1993
	Income from listed investments Income from unlisted investments		52,790 -		57,759 11,630
		£	52,790	£	69,389
5.	INTEREST RECEIVABLE AND SIMILAR INCOME		1994		1993
	Bank interest Other interest		52,898 26,537		95,041 2,819
		£	79,435	£	97,860
6.	INTEREST PAYABLE AND SIMILAR CHARGES		1994		1993
	Bank loans and overdrafts wholly repayable within 5 years Other loans		38,977 10,297		53,872
		£	49,274	£	53,872
7.	PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION This is stated after charging (crediting):		1994 £		1993 £
	Depreciation Directors' remuneration (note 8) Auditors' remuneration		33,419 73,351 11,385		59,921 67,577 10,600

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31 DECEMBER 1994

8.	DIRE	CTORS' REMUNERATION		1994		1993
	(a)	Management remuneration Directors' benefits Pension contributions		56,000 8,567 8,784	-	55,222 4,888 7,467
			£	73,351	£	67,577
	(b)	Analysis (excluding pension scheme contributions):-				
		Chairman	£	. <u>-</u>	£	-
		Highest paid director	£	60,866	£	60,110
		Other directors, being within the range:				
		£0 - £5,000		8		11
9.	STAF	F COSTS AND EMPLOYEES (including directors)		1994		1993
	Social	s and salaries security costs pension costs		501,829 52,098 65,099		468,116 49,086 58,578
			£	619,026	£	575,780
	The a	verage weekly number of employees during the year was:		No.		No.
	Offi	ce and management		23		23
10.	TAXA	ATION ON PROFIT ON ORDINARY ACTIVITIES		1994		1993
	Based	on the profit for the year:				
	Tax Und	. Corporation Tax at 33% (1993: 34%) attributable to franked investment income er (over) provision in previous year erred taxation	_	66,860 4,090 29,050		90,763 4,237 (14,461) 74,789
			£	100,000	£	155,328
		eferred taxation movement resulted from repairs expenditure charged against nber 1992 which is available for corporation tax relief in 1993.	= pr	ofits for th	e year	ended 31
11.	PROF	POSED DIVIDENDS		1994		1993
	Propo	sed final dividend of 2.5p (1993: 2.5p) per ordinary share	£	37,500	£	37,500

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31 DECEMBER 1994

12.	TANGIBLE FIXED ASSETS	Long leasehold properties	Office equipment and furniture	Motor vehicles	Total
	Cost: At 1 January 1994 Additions Disposals	1,130,704 261,802 (928,469)	423,949 3,318 (90,942)	118,887 - -	1,673,540 265,120 (1,019,411)
	At 31 December 1994	464,037	336,325	118,887	919,249
	Depreciation: At 1 January 1994 Charge for the year Disposals	167,597 9,281 (92,847)	396,792 11,419 (89,628)	90,764 12,719	655,153 33,419 (182,475)
	At 31 December 1994	84,031	318,583	103,483	506,097
	Net book value: At 31 December 1994	£ 380,006	£ 17,742	£ 15,404	£ 413,152
	At 31 December 1993	£ 963,107	£ 27,157	£ 28,123	£ 1,018,387
13.	FIXED ASSET INVESTMENTS	Subsidiary undertakings (Note 14)	Participating interest (Note 15)	Other investments	Total
	Cost: At 1 January 1994 Additions Transfer from participating	3 105,733	198,400	1,144,482 7,881	1,342,885 113,614
	interests to subsidiary undertakings Disposals	48,400	(48,400)	(29,751)	(29,751)
	At 31 December 1994	£ 154,136	£ 150,000	£ 1,122,612	£ 1,426,748
	Other investments include:			1994	1993
		Investments listed on recognised investment exchanges			
	Aggregate market value of listed investment	nents		£ 809,487	£ 915,427

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31 DECEMBER 1994

(Continued)

14. INVESTMENTS IN SUBSIDIARY UNDERTAKINGS

The company's subsidiary undertakings at 31 December 1994 were:

Name	Country of incorporation or registration	Class of shares held	Proportion of nominal value of issue of shares held	Nature of business
TKM Overseas Transport Limited	England and Wales	Ordinary £1 shares	75	Freight forwarding agency
TKM Overseas Transport Inc	USA	Common Stock \$1	56.25	Freight forwarding services
TKM Overseas Transport (Europe) Gmbh	Germany	Shares of 1 Deutsche Mark	100	Air frieght forwarding services
The Trans Polytrading Company Limited	England and Wales	Ordinary £1 shares	100	Dormant

The interests are held directly by Tata Limited, except in the case of TKM Overseas Transport Inc, where the interest is held by a subsidiary, TKM Overseas Transport Limited.

Tata Limited held 48,400 ordinary shares of £1 each, representing 48.4% of the nominal value of issued shares held in TKM Overseas Transport Limited as at 1 January 1994. Tata Limited acquired 1,600 ordinary shares of £1 each on 24 May 1994 and a further 25,000 ordinary shares of £1 each on 28 November 1994. This increased the proportion held in TKM Overseas Transport Limited to 75%.

Tata Limited acquired 100,000 shares of 1 Deutsche Mark each, representing the entire issued share capital of TKM Overseas Transport (Europe) Gmbh on incorporation of the company on 8 November 1994.

The accounts of the company's subsidiary undertakings at 31 December 1994 show:

	Profit for the financial year ended 31.12.94	Aggregate amount of capital and reserves at 31.12.94	Aggregate amount of investment in subsidiary undertaking by way of equity method of valuation £
TKM Overseas Transport Limited	16,384	156,498	76,285
TKM Overseas Transport Inc	22,578	123,183	45,273
The Trans Polytrading Company Limited	-	3,698	3,698

The results for TKM Overseas Transport Inc are obtained from unaudited accounts. TKM Overseas Transport Inc is not required to prepare audited accounts under US regulations.

TKM Overseas Transport (Europe) Gmbh was incorporated on 8 November 1994. The accounts for the period to 31 December 1994 are not yet available.

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31 DECEMBER 1994

(Continued)

15. PARTICIPATING INTERESTS

Tata Limited has a 30% interest in the £1 ordinary shares of Titan International Marketing Limited, a company registered in England and Wales. The principal activity of the company is that of distribution of watches and jewellery.

The financial year of Titan International Marketing Limited is 31 March. The accounts of the company show aggregate capital and reserves at 31 March 1994 amounting to £129,629 and loss for the first trading period from 1 March 1993 to 31 March 1994 of £350,371.

16.	DEBTORS	1994	1993
	Amounts falling due within one year: Trade debtors Bills of exchange	1,552,714	163,629 187,004
	Amount due from subsidiary undertaking Amount due from undertakings in which	80,775	167,004
	the company has a participating interest	233,335	29,240
	Other debtors	308,722	16,609
	Prepayments and accrued income	10,756	21,279
	A manufacture due often many than any many	2,186,302	417,761
	Amounts falling due after more than one year: Advance corporation tax	9,375	9,375
	Total debtors	£ 2,195,677	£ 427,136
17.	CREDITORS: amounts falling due within one year	1994	1993
	Bank loans (note 18)	50,143	85,714
	Bank overdraft	1,206,355	-
	Trade creditors	1,570,267	1,317,361
	Amount due to parent undertaking	519	519
	Amount due to subsidiary undertakings Amount due to undertaking in which the	127,585	3,698
	company has a participating interest	-	3,703
	Advance corporation tax	14,680	9,375
	Corporation tax	54,858	71,412
	Other taxes and social security costs Other creditors	28,369	24,296
	Accruals and deferred income	33,635 46,195	122,563 87,766
	Proposed dividends	37,500	37,500
		£ 3,170,106	£ 1,763,907

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31 DECEMBER 1994

(Continued)

1994

1993

CREDITORS: amounts falling due after more than one year

18.

	Bank loans	£	145,500	£	256,643
	Bank loans are repayable as follows:		1994		1993
	In one year or less or on demand Between one and two years Between two and five years In five years or more		50,143 18,000 54,000 73,500		85,714 85,714 170,929
		£	195,643	£	342,357
	A loan of £75,000 is repayable in 14 half-yearly instalments of £5,357 each commended demand, whichever is earlier. The rate of interest payable is 1½% over base releasehold property owned by the company. A loan of £178,500 is repayable in monthly instalments of £1,500 each commence of interest payable is 2¾% over base rate and the loan is secured on a leasehold payable.	ate ing	and the loan from March	is se	ecured on a 4. The rate
19.	CALLED UP SHARE CAPITAL		1994		1993
	Authorised: 2,500,000 ordinary shares of £1 each	£	2,500,000	£	2,500,000
	Issued and fully paid: 1,500,000 ordinary shares of £1 each	£	1,500,000	£	1,500,000
20.	PARENT UNDERTAKING				
	The parent undertaking is Tata Sons Limited, a company incorporated in India.				
21.	RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS		1994		1993
	Profit for the year after taxation Dividends		168,108 37,500		255,750 37,500
	Net addition to shareholders' funds		130,608		218,250
	Opening shareholders' funds		2,097,251		1,879,001
	Closing shareholders' funds	£	2,227,859	£	2,097,251

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31 DECEMBER 1994

22.	CASH FLOW STATEMENT				1994	1993
	(a)	Reconciliation of operating profit to (outflow) inflow from operating act		•		
		Operating profit Depreciation charges Profit on disposal of fixed assets Profit on disposal of investments Changes in debtors Changes in creditors			185,157 33,419 (52,055) (8,297) (1,768,541) 246,664	297,701 59,921 (2,499) 1,458,370 (325,465)
	Net cash (outflow) inflow from operating activities				£ (1,363,653)	£ 1,488,028
	(b)	Analysis of movements in cash and cash equivalents during the year				
•		Balance at 1 January 1994 Net cash (outflow) inflow			1,329,393 (1,027,860)	230,053 1,099,340
		Balance at 31 December 1994			£ 301,533	£ 1,329,393
	(c)	Analysis of the balances of cash and cash equivalents as shown in the balance sheet			1994	1993
			1994	1993	Change in year	Change in year
		Cash at bank and in hand Bank overdrafts	1,507,888 (1,206,335)	1,329,393	178,495 (1,206,355)	(340,748) 1,440,088
			£ 301,533	£ 1,329,393	£ (1,027,860)	£ 1,099,340

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31 DECEMBER 1994

(Continued)

23. PENSION COMMITMENTS AND OTHER POST-RETIREMENT BENEFITS

The company operates a pension scheme providing benefits based on final pensionable pay. The assets of the scheme are held separately from those of the company, being invested with an insurance company. Contributions to the scheme are charged to the profit and loss account so as to spread the cost of pensions over employees' working lives with the company. The contributions are determined by a qualified actuary on the basis of triennial valuations using the projected unit method with a five year control period. The most recent valuation was at 1 January 1992. The financial assumptions are:

- 1. Investment yields will be 9% p.a.compound;
- 2. Immediate annuity rates available at retirement will be based on an interest rate of 9% p.a.;
- 3. Pensionable earnings of members will increase by 7% p.a. compound plus promotional increase;
- 4. National average earnings will increase by 7% p.a. compound;
- 5. The Retail Price Index will increase by 5% p.a. compound.

The most recent actuarial valuation showed that the market value of the scheme's assets was £826,400 and that the actuarial value of those assets represented 132% of the benefits that had accrued to members, after allowing for expected future increases in earnings. The actuaries recommended a contribution rate of 15.4% of salaries with effect from 1 January 1992. The contributions of the company and employees are 16% and 4% of earnings respectively. The amount payable to the Scheme in respect of the year to 31 December 1994 was £65,099 (1993: £58,578).

24. CAPITAL COMMITMENTS

There were no capital commitments at 31 December 1994 (1993: Nil).

25. CONTINGENT LIABILITIES

No provision has been made at 31 December 1994, for the following contingent liabilities:-

- a) £49,552 (1993: £2,647) for guarantees given to a third party.
- b) One of the company's bankers has a lien in their favour against a fixed deposit of 110,000 Deutsche Marks in respect of a guarantee issued on behalf of a subsidiary undertaking, TKM Overseas Transport (Europe) Gmbh. Converted at a rate of exchange at 31 December 1994, this is equivalent to £45,361 (1993: Nil).