

Company Registration No. 02377350

INCAT International PLC

Annual Report and Financial Statements

31 March 2021

INCAT International PLC

Report and Financial Statements 2021

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INCAT International PLC

Officers and Professional Advisers

Directors

Warren Harris
Arun Krishnamurthi

Registered office

European Innovation and Development Centre
Olympus Avenue
Tachbrook Park
Warwick
CV34 6RJ

Banker

JP Morgan Chase
125 London Wall
London EC2Y 5AJ

Auditor

KPMG LLP
One Snowhill
Snow Hill Queensway
Birmingham,
B4 6GH
United Kingdom

INCAT International PLC

Strategic Report

Overview of the Company

The Strategic report has been prepared solely to provide additional information to shareholders as a body to assess INCAT International PLC's strategies and the potential for those strategies to succeed, and therefore should not be relied on by any other party or for any other purpose. INCAT International PLC ("the Company") is a European entity of Tata Technologies Limited (TTL), an Indian Company and a 100% subsidiary of Tata Technologies Pte Limited, a company registered in Singapore.

Principal risks

The Company deals in multiple territories and currencies such as USD, EUR and INR which results in some exchange rate fluctuation risks.

Future Outlook

It is expected that INCAT International PLC will continue to be the holding company for Incat GmbH. Germany is the important geography for company's growth plan.

Key Performance Indicators

The Company's directors believe that analysis using key performance indicators for the Company is not necessary or appropriate for an understanding of the development, performance or position of the business of the Company.

Financial Performance

During the year, the Company has transferred its entire investment in Tata Technologies Europe Ltd to the immediate parent company Tata Technologies Pte Ltd.

The Company is a holding company and has no operations of its own and hence there is no impact of Covid-19 pandemic.

The Tata Technologies group is highly focused on delivery of value to its customers, research and development and investment in sales. With its pragmatic approach to business, strong client relationships, unique service offerings along with the financial backing and global reach of the Tata Technologies Group, the Company continues to be well placed for future success and growth.

S172 (1) Statement

The directors consider that, as set out under section 172(1) of the Companies Act 2006, they have, in good faith, acted in a way that they consider would promote the success of the Company. This company is a holding company and has no operations of its own and hence has no key stakeholder groups.

Environment

This company is a holding company and has no operations of its own and hence has no energy consumptions.

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



Arun Krishnamurthi
Director
07 July 2021

INCAT International PLC

Directors' Report

The directors present their Annual Report and the Audited Financial Statements for the year ended 31 March 2021. The Statement of Directors' responsibilities is to be considered as a part of this report.

Principal activities

The Company made a Profit for the year of £ 0.39M in 2021 in comparison to a profit after tax of £12.68M in 2020.

Country of incorporation

INCAT International PLC has been incorporated in the United Kingdom with its registered address at European Innovation and Development Centre (EIDC) Olympus Avenue, Tachbrook Park, Warwick, United Kingdom, CV34 6RJ.

Dividends

During the year the company had declared dividend in specie of £ 0.27M. In the previous year company has paid dividend of £ 12.62M.

Future outlook

It is expected that INCAT International PLC will continue to be the holding company for Incat GmbH. Germany is the important geography for company's growth plan.

Going Concern

The Directors' report & financial statements describe the financial and liquidity position of the Company. The Company has a net current asset position as at 31 March 2021.

The Directors consider it appropriate to continue adopting the going concern basis in preparing these financial statements as the Company has no committed costs or liabilities and as an intermediate holding company is principally involved in receiving dividends from its investments and paying dividends to its parent company. On this basis the directors are satisfied that the Company has sufficient financial resources so as to enable the Company to continue to operate for at least twelve months following the signing date of these accounts and consider it appropriate to adopt the going concern basis in preparing these financial statements.

Capital Structure

The details of the authorized and issued share capital have been shown along with the movements from the previous year in Statement of changes in equity below. The Company has no individual shareholders and has its 100% shares held by Tata Technologies Pte Ltd having its registered office at Singapore, resulting in an issued capital consisting of 24,275,000 Ordinary Shares of 1p each.

The Company has the authority to issue ordinary shares under its Articles of Association. No person has any special rights of control over the Company's share capital which are all issued and fully paid.

The Directors are not aware of any agreements resulting in restrictions on the transfer of shares or voting rights which are governed by the provisions as per the Articles of Association, the Companies Act and any other related legislation.

Directors

The names of the Directors who served the Company throughout the year and to the date of this report were as follows:

Mr. Praveen Kadle (ceased to be Director on 27th July 2020)

Mr. Warren Harris

Mr. Arun Krishnamurthi

INCAT International PLC

Directors' Report (continued)

Auditor

Each of the persons who are a Director at the date of approval of this report confirms that:

- So far as the Directors are aware, there is no relevant audit information of which the Company's auditor is unaware; and
- The Directors have taken all the steps that he ought to have taken as a Director to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be re-appointed and KPMG LLP will therefore continue in office.

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



Arun Krishnamurthi

Director

Registered office address:
European Innovation and Development Centre
Olympus Avenue
Tachbrook Park
Warwick
CV34 6RJ

07 July 2021

INCAT International PLC

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

The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF INCAT INTERNATIONAL PLC

Opinion

We have audited the financial statements of Incat International PLC (“the company”) for the year ended 31 March 2021 which comprise the Profit and Loss Account, the Balance Sheet, Statement of Changes in Equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company’s affairs as at 31 March 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (“ISAs (UK)”) and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company’s financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements (“the going concern period”).

In our evaluation of the directors’ conclusions, we considered the inherent risks to the company’s business model and analysed how those risks might affect the company’s financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors’ use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors’ assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the company’s ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the company will continue in operation.

Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud (“fraud risks”) we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included enquiring of directors and inspection of policy documentation as to the policies and procedures to prevent and detect fraud that apply to this company as well as enquiring whether the directors have knowledge of any actual, suspected or alleged fraud.

As required by auditing standards, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make

inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition because there are no revenue transactions. We did not identify any additional fraud risks.

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the directors (as required by auditing standards), and discussed with the directors the policies and procedures regarding compliance with laws and regulations.

The company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

This company, as a holding company, is not subject to other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 5, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.



Xavier Timmermans (Senior Statutory Auditor)

for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

One Snowhill

Snow Hill Queensway

Birmingham

B4 6GH

07 July 2021

INCAT International Plc
Income Statement
Year ended 31 March 2021

	Notes	2021 £000	2020 £000
Administrative expenditure		14	(1)
Operating Gain / (loss)		<u>14</u>	<u>(1)</u>
Dividend received from Group Undertakings		-	12,620
Other income/(expense)	7	36	105
Finance income/(expense) (net)	8,9	<u>(2)</u>	<u>(1)</u>
Profit before taxation		48	12,724
Tax on profit	10	<u>(9)</u>	<u>(36)</u>
Profit for the financial year		<u>39</u>	<u>12,688</u>

Profit/(loss) before taxation is derived from continuing operations. There are no items of other comprehensive income in either year other than those reflected in the profit and loss account.

The accompanying notes form an integral part of these Financial Statements

INCAT International PLC
Balance Sheet
At 31 March 2021

	Notes	2021 £000	2020 £000
Non-current assets			
Investments	11	3,971	4,247
Current assets			
Cash at bank and in hand		724	1,088
Other receivable	12	26	-
Total assets		4,721	5,335
Less: Current Liabilities			
Trade payables- amounts falling due within one year	13	-	(366)
Current tax liabilities		(9)	(20)
Total assets less current liabilities, being net assets		4,712	4,949
Equity and reserves			
Share capital	14	243	243
Share premium account		3,029	3,029
Merger reserve		853	853
Capital redemption reserve		12	12
Retained earnings		575	812
Shareholders equity		4,712	4,949

These financial statements of INCAT International PLC, registered number 02377350 were approved by the Board of Directors and authorised for issue on 07 July 2021

Signed on behalf of the Board of Directors

Arun Krishnamurthi

Arun Krishnamurthi
 Director

The accompanying notes form an integral part of these Financial Statements

INCAT International PLC

Statement of changes in equity For the year ended 31 March 2021

	Share Capital	Share Premium Account	Merger Reserve	Capital Redemption	Retained Earnings	Total
	£'000	£'000	£'000	£'000	£'000	£'000
Total Comprehensive income for the period						
Balance at 1 April 2019	243	3,029	853	12	744	4,881
Profit for the financial year	-	-	-	-	12,688	12,688
Transactions with owners, recorded directly in equity						
Dividend Paid					(12,620)	(12,620)
Balance at 31 March 2020	243	3,029	853	12	812	4,949
Total Comprehensive income for the period						
Balance at 1 April 2020	243	3,029	853	12	812	4,949
Profit for the financial year					39	39
Transactions with owners, recorded directly in equity						
*Dividend					(276)	(276)
Balance at 31 March 2021	243	3,029	853	12	575	4,712

*refer note no.11

Notes to the Financial Statements Year ended 31 March 2021

1. General Information

The Company is a private limited company by shares and is registered in England. The address of the Company's registered office is shown on page 1.

The nature of the Company's operations and its principal activities are set out in the strategic report.

These financial statements are separate financial statements. The Company is exempt from the preparation and delivery of consolidated financial statements, because it is included in the group accounts of Tata Motors Limited, a company registered in India. The group accounts of Tata Motors Limited, India are available to the public and can be obtained as set out in note 16. The registered office address of the parent company preparing consolidated accounts is Bombay House, 24 Homi Mody Street, Mumbai, 400 00, India.

2. Significant Accounting policies

Basis of Accounting

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the UK ("UK-Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

In these financial statements, the company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- a Cash Flow Statement and related notes;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs;
- Disclosures in respect of the compensation of all Key Management Personnel; and

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Going Concern

The directors' report & financial statements describe the financial and liquidity position of the Company. The Company has a net current asset position as at 31 March 2021.

The Directors consider it appropriate to continue adopting the going concern basis in preparing these financial statements as the Company has no committed costs or liabilities and as an intermediate holding company is principally involved in receiving dividends from its investments and paying dividends to its parent company. On this basis the directors are satisfied that the Company has sufficient financial resources so as to enable the Company to continue to operate for at least twelve months following the signing date of these accounts and consider it appropriate to adopt the going concern basis in preparing these financial statements.

Investments

Investments in subsidiaries are stated at cost less provision for any impairment.

Interest income

Interest income is recognised when it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

INCAT International PLC

Notes to the Financial Statements Year ended 31 March 2021

Accounting policies (continued)

Taxation

Current tax, including UK corporation tax and foreign 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.

Foreign currency translation

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

Exchange differences arising from the re-translation of the opening net assets of subsidiaries which operate in currencies other than sterling are taken to reserves together with the difference arising when the profit and loss accounts are translated at average rates and compared with rates ruling at the period-end.

Cash flow statement

The Company is a wholly owned subsidiary and the cash flows of the Company are included in the consolidated cash flow statement of Tata Motors Limited. Consequently, the Company is exempt under section 8 of FRS 101 from the requirement to prepare a cash flow statement.

3. Auditor's remuneration

Fees payable to KPMG LLP and their associates for the audit of the Company's annual accounts were included within the Audit fees payable by its subsidiary company, Tata Technologies Europe Limited, and amount to £5,000.

There are no fees payable to KPMG LLP and their associates for non-audit services to the Company.

4. Profit on ordinary activities before taxation

Operating Profit is stated after charging:

	2021	2020
	£000	£000
Auditor's remuneration		
- fees payable to the Company's auditors for the audit of the Company's annual financial statements**	5	5
Foreign exchange gain	(36)	(105)
	<u> </u>	<u> </u>

**The Audit fees is borne by the subsidiary Company, Tata Technologies Europe Limited.

There are no non audit fees.

5. Directors' remuneration

The Directors of INCAT International Plc are not employed or paid by the Company. The remuneration of the Directors can be found in the financial statements of other group Companies in both the current and the prior financial year as follows:

W Harris – Tata Technologies Inc and Tata Technologies Ltd.

A Krishnamurthi- Tata Technologies Europe Ltd.

P Kadle – Ceased to be a Director as on July 27, 2020. No remuneration was paid to Mr. Kadle between April 01, 2020 to July 27, 2020.

INCAT International PLC

Notes to the Financial Statements Year ended 31 March 2021

6. Employees

The Company had no employees in either the current financial year or the prior financial year.

7. Other Income

	2021	2020
	£000	£000
Foreign Currency Gain	36	105
	<u>36</u>	<u>105</u>

8. Finance Income

	2021	2020
	£000	£000
Interest received	-	41
	<u>-</u>	<u>41</u>

9. Finance Expense

	2021	2020
	£000	£000
Interest payable and similar charges - Bank charges	2	42
	<u>2</u>	<u>42</u>

10. Tax on profit

The differences are explained below:

	2021	2020
	£000	£000
Profit on ordinary activities before taxation	48	12,724
Profits related to prior years	-	86
	<u>48</u>	<u>12,810</u>
UK Corporation tax at 19% (2020: 19%) thereon	9	2,434
Plus the effect of:		
Income not considered for tax	-	(2,398)
Total tax	<u>9</u>	<u>36</u>

INCAT International PLC

Notes to the Financial Statements Year ended 31 March 2021

11. Non-Current Investments

	Shares in subsidiary undertakings £000
Cost and net book value	
At 1 April 2020	4,247
Addition	-
*Disposal	276
	<hr/>
At 31 March 2021	3,971
	<hr/> <hr/>

The Company holds more than 20% of the share capital of the following companies, the activities of which are all computer and related services.

Subsidiary undertakings and Companies directly held by parent Company	Country of incorporation	Registered Office	Class	Shares held %	Status
INCAT GmbH	Germany	C/o Baker Tilly Rechtsanwaltsgesell schaftmbH, Calwer Strasse 7, 70173 Stuttgart, Germany	Ordinary	100	German Trading Entity

*This is the transfer of investment of the Company's subsidiary, Tata Technologies Europe Ltd, a company incorporated in the UK, to Tata Technologies Pte Limited, a company incorporated in Singapore, for NIL consideration.

12. Other Receivable

	2021 £000	2020 £000
Amounts owed by ESOP Trust	26	-
	<hr/>	<hr/>
	26	-
	<hr/> <hr/>	<hr/> <hr/>

13. Creditors: amounts falling due within one year

	2021 £000	2020 £000
Amounts owed to group undertakings	-	352
Other Creditors	-	14
	<hr/>	<hr/>
	-	366
	<hr/> <hr/>	<hr/> <hr/>

Amounts owed to group undertakings are repayable on demand. No interest was charged in either the current or prior financial year.

INCAT International PLC

Notes to the Financial Statements Year ended 31 March 2021

14. Share capital

	2021	2020
	£000	£000
Called up & Paid Up :		
24,275,000 ordinary shares of 1p each		
(2020: 24,275,000)	<u>243</u>	<u>243</u>

15. Related party transactions

The Company has taken advantage of the exemption available under Section 8 of FRS 101 “Related Party Transactions” not to disclose details of transactions with fellow group companies.

16. Ultimate parent Company and controlling party

The ultimate parent company and controlling party of the Company is Tata Motors Limited, a company registered in India.

Tata Motors Limited is the parent company of the largest group to which the Company belongs and for which group financial statements are prepared. Copies of the consolidated financial statements of Tata Motors Limited can be obtained from Bombay House, 24 Homi Mody Street, Mumbai, 400 001, India.

The immediate parent undertaking of the Company is Tata Technologies Pte Ltd, a Company registered in Singapore. Copies of the consolidated financial statements of Tata Technologies Pte Ltd can be obtained from 25, Pune Infotech Park, Hinjewadi, Pune, India.