



**TATA CAPITAL**

We only do what's right for you

# Annual Report

2014 - 2015



The background features a blurred image of a tree with brown branches and green leaves. A thick, diagonal green stripe runs from the top-left corner towards the bottom-right corner, partially overlapping the tree's branches.

# ✓ About Tata Capital

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A subsidiary of Tata Sons Limited, Tata Capital Limited is registered with the Reserve Bank of India as a Systemically Important Non-Deposit Accepting Core Investment Company. A trusted, customer-centric, one-stop financial solutions partner, it caters to the diverse needs of retail, corporate and institutional customers through a range of offerings, directly or through its subsidiaries. Predominantly catering to the domestic market, it also has subsidiaries in Singapore and London.





# ✓ Our Vision

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The most admired financial solutions partner.





# ✓ Our Mission

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We will only do what's right - for all our stakeholders, including our employees, customers and society at large.

# ✓ Our Culture

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## **Know**

Knowledge. It is what empowers us to make a difference in the lives of our customers. It is the fuel that will power the engine of **innovation**. It is what will enhance our ability to predict change and **adapt** quickly and effectively. So, let us begin each day with a strong desire to know more, for only when we seek to know more, will we strengthen our pursuit towards **excellence**.

## **Care**

Care. It is at the core of our relationships. It is what forges bonds that endure the test of time. It is about demonstrating **humility** and **understanding** towards all. Care is an appreciation of the truth, that in **unity** and in keeping 'we' before 'me', we will truly progress.

## **Do**

Do. It is what separates aspirations from reality. It calls for a heightened sense of **responsibility** and **passion** to give our best at all times. And to 'Do Right' is a higher calling. It calls for **integrity** - a constant practice of honesty, transparency and fairness. It calls for **courage**. So, let's do right, for it is what gives us our unique identity, our unique strength.

# ✓ Corporate Information

## Board of Directors

Ishaat Hussain  
Janki Ballabh  
Nalin M Shah  
F N Subedar  
Nirmalya Kumar  
Ritu Anand  
Praveen P Kadle - Managing Director & CEO

## Chief Financial Officer

Puneet Sharma

## Company Secretary

Avan Doomasia

## Registrars & Transfer Agents

**For Equity Shares**  
TSR Darashaw Limited  
6-10 Haji Moosa Patrawala Industrial Estate  
20, Dr E Moses Road, Mahalaxmi, Mumbai 400 011.  
Tel: +91 22 6656 8484

**For Preference Shares**  
Sharepro Services (India) Private Limited  
13 AB Samhita Warehousing Complex  
Off Andheri Kurla Road, Sakinaka  
Andheri (East), Mumbai 400072.  
Tel: +91 22 6772 0300

## Statutory Auditors

Deloitte Haskins & Sells LLP

## Registered Office

One Forbes  
Dr V B Gandhi Marg, Fort, Mumbai 400 001.  
Tel: +91 22 6745 9000, Fax: +91 22 6610 6701  
Website: [www.tatacapital.com](http://www.tatacapital.com)

## Corporate Identity Number

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# ✓ We only do what's right for you

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The essence of the Tata Capital brand is encapsulated in its promise – 'We only do what's right for you'. The proposition reflects our strong resolve to deliver financial solutions that are 'right' for our customers and the society at large. We seek to build strong relationships with customers via deep understanding of their needs, strong financial expertise and the delivery of superior and consistent customer experience across all touch-points.







# ✓ Do Right Philosophy

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The Tata Capital brand promise, 'We only do what's right for you', reflects its strong resolve to deliver solutions that are 'right' for customers, stakeholders and the society at large. To propagate this philosophy of 'Do Right', Tata Capital launched the 'Do Right' initiative – an initiative that aims to spread the spirit of 'doing right', both by inspiring people to do right and providing platforms to do right.

The Do Right initiative uses the power of story telling to help highlight various challenges facing the country, using the digital medium. As the initiative travels across the country, thousands of digital 'do righters' ride pillion and help discover real stories of courage and perseverance. Stories that highlight a challenge and call upon people at large to come forward and 'do right' by helping solve the challenge.

**Do Right Website** - [www.doright.in](http://www.doright.in)

**Facebook** - <https://www.facebook.com/tatacapital>

**Youtube** - <http://www.youtube.com/TataCapitalLtd>

**Twitter** - <https://twitter.com/tatacapital>

**Instagram** - <http://instagram.com/tatacapital>







# ✓ Do Right Signature Song

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The Do Right initiative is an extension of Tata Capital's brand promise 'We only do what's right for you', and aims to spread and nurture the spirit of doing what's right. The renowned musical trio - Shankar, Ehsaan & Loy and classical music maestros - Pandit Shivkumar Sharma, Pandit Hariprasad Chaurasia, Ustad Zakir Hussain and Ustad Amjad Ali Khan joined the initiative and demonstrated their support through beautiful musical renditions of the 'Do Right' philosophy - imbibed in the Tata Capital signature song.



## Message from the maestros

The 'Do Right' initiative has linked us to Tata Capital. There is a message, that we are communicating in the 'Karein wahi jo ho sahi' song - 'Doing Right' manifests itself in many ways, from things we do everyday to things that can change the nation.

- Shankar, Ehsaan and Loy



The 'Do Right' message is for everyone, considering himself to be an Indian. The composition is very beautiful and we are very happy to work on the sarod rendition of this composition. It is a great honour and pleasure to be associated with this initiative.

- Ustad Amjad Ali Khan, Amaan Ali Khan and Ayaan Ali Khan



Today, everyone wants to achieve great things in life, but it is important that you achieve them by the right means. The thought of 'Do Right' is very inspiring. To inspire children to do right, we must set ourselves as examples.

- Pandit Shivkumar Sharma and Rahul Sharma



The 'Do Right' message deserves deep thought and if we follow it, many good things can be discovered and we will get peace of mind. There is a lot of learning for children in this message that studies may not teach. Children can find a new path with this message.

- Pandit Hariprasad Chaurasia and Rakesh Chaurasia



Children are our future and it is our responsibility to give them a chance. It is important to do right for them. The 'Do Right' initiative is about making people realise that it's time we thought about the next generation. I hope these films will inspire people to do the right thing.

- Ustad Zakir Hussain











# ✓ Corporate Sustainability

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In keeping with the spirit of 'Doing Right', Tata Capital is committed to being a dedicated, socially responsible corporate citizen. Its efforts in the space of Corporate Sustainability fall under two major areas – Financial Independence and Climate Change, each being driven through initiatives that are people-centric and have active community participation.

Tata Capital is associated with leading NGOs in the space of financial literacy, education and training. Its efforts to engage with the community for environmental conservation covers unique initiatives like the Surya Aranya – a solar-powered lighting solution and a recent partnership with WWF India to conserve three critical, indigenous endangered species.

# ✓ Our Range of Offerings

Tata Capital's range of offerings caters to the diverse financial requirements of its retail, corporate and institutional customers. A one-stop financial solutions partner, Tata Capital's suite of products and services offers a wide choice of options to the customer.

\*Consumer Finance | Home Loans | Loan Against Property | Home Equity | Business Loan | Investment Advisory Services | Wealth Products Distribution | Commercial Finance | Construction Equipment Finance | Infrastructure Finance | Leasing Solutions | Cleantech Finance | Equity Broking | Private Equity | Investment Banking | Rural Finance | Travel & Forex | Tata Cards





# ✓ Message from the Managing Director



Dear Shareholder,

In a span of seven years, Tata Capital has achieved many milestones and I wish to thank each one of you for your continued support and patronage.

Tata Capital's Vision is to be the 'Most Admired Financial Solutions Partner' and you will be pleased to know that recognition in this area has already started coming in with Fortune India's annual ranking of 'India's Most Admired Companies', placing Tata Capital as the 3<sup>rd</sup> Most Admired Non Banking Financial Company (NBFC).

For Tata Capital, the year 2014-15 was characterized by renewed optimism and strong effective steps taken to garner opportunities and mitigate challenges. Despite a challenging environment, our portfolio saw a 21% growth, closing the year at ₹ 34,462 crore. We achieved a consolidated total Income of ₹ 4,203 crore and Profit After Tax of ₹ 306 crore, recording very impressive growth rates of 17% and 43%, respectively. All this, has enabled us to maintain our place amongst the top 10 NBFCs, by asset size, in the private sector.

The Corporate Finance Division of Tata Capital Financial Services Limited ("TCFSL"), which includes Commercial Finance, Infrastructure Finance and Leasing, closed on a consolidated basis, with a portfolio of ₹ 15,438 crore. While the Infrastructure

Finance business faced a few challenges, the Commercial Finance business saw high growth and the building of a healthy portfolio. Leasing and Cleantech Finance – two relatively new lines of business in our corporate suite, performed very well, each closing the year with a profit.

The Consumer Finance business witnessed significant growth and closed at a total portfolio, of ₹ 7,340 crore, a 20% growth over the previous year.

The Rural Finance vertical performed very well amidst very tough conditions. In an industry that witnessed a decline, the business saw an increase of 57% in portfolio to ₹ 1,194 crore. The Rural Finance vertical is a key vertical for Tata Capital and the year saw the charting of a clear roadmap outlining the launch of multiple new rural finance products.

Tata Cards – our credit card offering, in alliance with SBI Cards, crossed the ₹ 100 crore monthly spends mark and received the Mastercard Innovation Award this year.

Tata Capital Housing Finance Limited has been consistently reporting strong growth, in both, its asset size and profitability. This year too, it has closed with a portfolio size of ₹ 9,283 crore and Profit After Tax of ₹ 68 crore, with a Net NPA level of 0.4%.

This year also saw a turnaround of our subsidiary, Tata Securities Limited, engaged in the business of securities broking, depository services, distribution of mutual funds and third party products and investment banking. With a focused strategy and strong leadership team, the business is all set to grow rapidly.

Our Private Equity investments performed extremely well in the year and the consolidated NAV of our family of funds has grown to over 124% of the total paid up capital. The coming financial year should also see some highly profitable marquee exits.

Overall strategically, the year saw us re-orient ourselves with a focus on building ourselves into a pure-play NBFC. With a conscious move towards superior business portfolio, renewed understanding of our identified customer segments, re-alignment of processes and systems and strong focus on product innovation and digital, Tata Capital is geared to move ahead strongly. The Company has launched the 'Office of Strategic Management' – an ancillary office which works with the various businesses and functional units to focus on effective and efficient execution of the strategy and to oversee cross-functional themes and creation of long term value.

Our commitment to excellence is a key component of our strategy and goals, and will play a very important role in the achievement of our Vision. We have adopted the Tata Business Excellence Model ("TBEM") - an internal Business Excellence framework - as the guiding framework in our journey of excellence.

The Tata Capital brand has grown consistently since inception, and today enjoys awareness and consideration scores much higher than many peers in the financial services industry. It is very heartening to note that, as a young brand in financial services, we have already achieved an overall brand awareness of 83% and a positive consideration of 72% as reported in our latest Brand Track survey. Over the next few years, the Tata Capital brand will focus on innovating and launching multiple new products and services. This year, in particular, saw the launch of the Tata Capital Flexi EMI Loans campaign, a truly customer centric offering which provides customers the flexibility to customize their EMI plans across all our key loan products, namely Home Loans, Personal Loans, Business Loans and Auto Loans.

The year also saw Tata Capital go more 'digital' with the launch of multiple unique digital assets and more strategic alliances in the digital space. Some of the key digital launches were an Online

Home Search Portal, an Online Car Search Portal covering both new and used cars, and the Tata Capital Mart – a portal which allows our customers to rent, buy and sell construction equipment. Looking ahead, Tata Capital will continue on its digital journey and develop more cost-effective, innovative and customer-centric digital solutions.

All the achievements in the year would not have been possible without determination and talent of the Tata Capital team, which has taken challenges head-on and overcome the obstacles. The year saw us get the Gallup® Great Workplace Award, acknowledging the work done by us toward creating a highly engaged workforce and the CII HR Excellence Award for 'Significant Achievement in Human Resources'. We have also achieved a level 3 certification for our people processes through the People Capability Maturity Model (PCMM®), making us the only NBFC globally to do so. We aim to take this to a level 5 certification by 2017.

One of the key attributes that we wish to be known for as we traverse our journey towards being the most admired financial solutions partner, is 'Doing Right' by our customers, stakeholders and society at large. Our internationally recognized and award winning 'Do Right' initiative entered its second season this year, and has placed itself on a larger platform, calling attention to India's major challenges through the stories it discovers and conveys.

Continuing on our path of 'Doing Right', we have strengthened our resolve through our Corporate Social Responsibility ("CSR") initiatives by developing lasting partnerships with various NGOs and taking long-term positions in the areas of education, health, development of livelihood and the environment. Tata Capital has contributed an aggregate amount of about ₹ 9 crore towards the CSR initiatives and additionally garnered generous donations and support from our network of Do Righters. We strongly believe that a society truly develops only if all its members move forward together. Taking this belief ahead, we have also expanded our efforts in the Affirmative Action space.

As we look ahead, we are confident and well prepared for scaling new heights. I, once again, thank you for placing your faith in us and in our potential. I am sure that we, together, have a very exciting and rewarding journey ahead of us.

Thank you.

Praveen P Kadle  
Managing Director & CEO  
Tata Capital Limited



**TATA CAPITAL**

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We only do what's right for you

## DIRECTORS' REPORT

### TO THE MEMBERS OF TATA CAPITAL LIMITED

The Directors have pleasure in presenting the Twenty-Fourth Annual Report and the Audited Financial Statements for the Financial Year ("FY") ended March 31, 2015.

#### 1. BACKGROUND

Tata Capital Limited ("Company" or "TCL"), the flagship financial services company of the Tata Group, is a subsidiary of Tata Sons Limited and is registered with the Reserve Bank of India ("RBI") as a Systemically Important Non-Deposit Accepting Core Investment Company ("CIC"). As a CIC, TCL is primarily a holding company, holding investments in its subsidiaries and other group companies and carries out only such activities, as are permitted under the Directions issued by RBI for CICs. TCL and its subsidiaries (collectively referred to as "Tata Capital") are engaged in a wide array of services/products in the financial services sector.

A detailed discussion on TCL's business and that of its subsidiaries is set out in Para 6 of this Report.

#### 2. INDUSTRY AND ECONOMIC SCENARIO

The Central and State elections were a mixed bag. India has a single party majority at the Centre after a long time, resulting in high policy intent, but, moderate action due to constraints. The Government's recent usage of the ordinance route to pass reforms in key issues such as land acquisition, coal auctions, mining and FDI in Insurance, reflects its conviction behind reforms and willingness to act outside of conventional avenues. The Government's flagship initiative 'Make in India' aims to promote manufacturing, which currently constitutes approximately 18% of GDP versus a targeted 25%. India's unique combination of democracy, demography and demand would also help make it a suitable manufacturing destination.

The Finance Minister presented the Budget, which addresses some pending concerns, such as (i) laying out a transformative tax regime in terms of GST, GAAR, phased reduction in corporate taxes, abolition of wealth tax (ii) higher public investments to kick start growth (iii) direct benefit transfers/Jan Dhan to streamline/plug leakages in subsidies delivery and (iv) institutionalization of inflation targeting monetary policy framework. However, it has extended the fiscal consolidation roadmap with fiscal deficit target of 3.9% in FY 2016; 3.5% in FY 2017 and 3% in FY 2018. Overall, the Budget is a fine balancing act between fiscal consolidation and creating enabling conditions for growth and job creation.

India's growth story got a boost with the rebasing of GDP data. Based on the new series, the real GDP growth stands at 7.4% in FY 2014-15 and 6.9% in FY 2013-14 i.e. approximately 180 bps higher than earlier estimates. While the data shows that growth recovery has been swift and substantial, several on-ground indicators like growth in industrial output, credit and net tax revenues, suggest that activity is still sub-par. Even within the revised GDP data, fixed capital formation has been weak at 4% YOY in FY 2015.

RBI commenced its easing cycle with an inter-meeting cut in January 2015. RBI kept rates unchanged in the February 2015 policy and reiterated its guidance 'further easing will be dependent on data that confirm continuing disinflationary pressures and sustained high quality fiscal consolidation'. The Government and RBI entered into an agreement on a framework for monetary policy. India imports 80% of its crude oil requirements and crude oil imports constitute 30% of India's total import bill. After factoring in petro product exports, a US\$1/bbl decline in oil prices reduced the trade deficit by US\$900 million, annually. Given the changes in the crude price assumption of 'net' oil import bill to come in at US\$57 billion in FY 2016, which represents an approximately US\$45 billion decline over the last two fiscal years, it is likely to help keep inflation under control. However, the international crude prices are firming up. If the trend continues, it could deal a blow to the low inflation scenario.



Closer home, the Non-Banking Financial Companies (“NBFCs”) in India, have evolved over the last fifty years to emerge as notable alternate sources of credit intermediation, especially for the last mile credit delivery. Regulation of the NBFC sector over the last decade and a half has been incremental. As and when risks have been detected, they were sought to be addressed. RBI has taken major steps in FY 2014-15 to align asset classification norms with that of Banks (90 days norm phased in over 3 years). Higher Standard Asset provisioning has been put in place (0.40% against the existing 0.25%, phased in over 3 years). The sector will report higher NPAs in the initial period, however, the sector as a whole will emerge stronger after the implementation of these initiatives.

The year ahead will be challenging on the credit quality front. However, if the Government and private spending revive, partially assisted by interest rate cuts, FY 2015-16 could witness an improvement in asset quality and growth.

### 3. FINANCIAL RESULTS

(₹ in crore)

Particulars	Consolidated		Standalone	
	FY 2014-15	FY 2013-14	FY 2014-15	FY 2013-14
<b>Gross Income</b>	<b>4,203</b>	<b>3,579</b>	<b>244</b>	<b>167</b>
Less:				
<b>Expenses</b>				
Finance Costs	2,481	2,148	41	16
Employee Benefits Expenses	353	309	33	31
Other Operating Expenses	835	702	33	24
Depreciation	105	68	8	7
Amortization of Expenses	17	11	4	3
<b>Profit Before Tax</b>	<b>412</b>	<b>341</b>	<b>125</b>	<b>87</b>
Less: Tax Expense	111	143	10	9
<b>Profit After Tax</b>	<b>301</b>	<b>198</b>	<b>115</b>	<b>78</b>
Share of Associates and Minority Interest	5	16	–	–
<b>Balance carried to Reserves</b>	<b>306</b>	<b>214</b>	<b>115</b>	<b>78</b>

#### Consolidated Results:

Tata Capital's book size increased from ₹ 28,435 crore as at March 31, 2014 to ₹ 34,462 crore as at March 31, 2015, on a consolidated basis. This increase of about ₹ 6,027 crore was mainly due to the growth in the loan book of two major subsidiaries viz. Tata Capital Financial Services Limited (“TCFSL”): ₹ 2,570 crore and Tata Capital Housing Finance Limited (“TCHFL”): ₹ 2,918 crore.

During FY 2014-15, Tata Capital recorded a consolidated Total Income of ₹ 4,203 crore as against ₹ 3,579 crore in FY 2013-14, an increase of about 17.4%. The Total Income comprised income from financing activities of ₹ 3,714 crore (FY 2013-14: ₹ 3,258 crore), Investment Income of ₹ 134 crore (FY 2013-14: ₹ 60 crore) and Other Income of ₹ 354 crore (FY 2013-14: ₹ 262 crore). The growth in income from financing activities was in line with the growth in advances.

During the year, Tata Capital's Profit After Tax (“PAT”) on a consolidated basis, increased by about 42.6% to ₹ 306 crore (FY 2013-14: ₹ 214 crore).

During FY 2014-15, Tata Capital's consolidated interest expense was ₹ 2,481 crore (FY 2013-14: ₹ 2,148 crore). This increase was on account of higher borrowings of ₹ 5,396 crore (FY 2013-14: ₹ 3,418 crore), in line with the growth in the loan portfolio. Notwithstanding the tight liquidity conditions in the market, Tata Capital was able to ensure a comfortable liquidity position to support its business requirements.

As stated above, during FY 2014-15, the Operating Expenses, which include credit costs and provisions for diminution in value of investments, increased by 18.9% and stood at ₹ 835 crore, as against ₹ 702 crore in FY 2013-14. The Operating Expenses, excluding credit costs and provisions for diminution in value of investments, increased by 12%. Employee costs increased from ₹ 309 crore in FY 2013-14 to ₹ 353 crore in FY 2014-15, owing to increase in manpower strength to support new businesses and growth in existing businesses and on account of salary increments, which were broadly in line with industry.

Due to a tough economic environment, the consolidated Gross NPA increased from 3.5% in FY 2013-14 to 4.2% in FY 2014-15. The Net NPA in FY 2014-15 was 2.8% as against 2.9% in FY 2013-14. A provision of ₹ 21 crore (FY 2013-14: ₹ 15 crore) was made for Standard Assets on incremental Standard Assets for FY 2014-15. Further, a provision of ₹ 4 crore (FY 2013-14: ₹ 28 crore) was made on restructured advances pursuant to a new requirement introduced by RBI during FY 2013-14. The consolidated Return on Assets ("RoA") for FY 2014-15 was 0.7% (FY 2013-14: 0.6%) while the Return on Equity ("RoE") was 5.4% (FY 2013-14: 3.8%).

#### **Standalone Results:**

During FY 2014-15, TCL recorded a Gross Income of ₹ 244 crore (FY 2013-14: ₹ 167 crore) and PAT of ₹ 115 crore (FY 2013-14: ₹ 78 crore). The increase in PAT was mainly on account of increase in Dividends from Investments.

#### **4. SHARE CAPITAL**

The paid-up Equity Share Capital of the Company was ₹ 2,826 crore as on March 31, 2015. This was held by Tata Sons Limited (90.28%), Tata Investment Corporation Limited (2.73%) and TCL Employee Welfare Trust (through its Trustees) (1.97%). The balance 5.02% was held by other Tata companies, trusts, other corporates, individuals and employees of Tata Capital.

During FY 2014-15, the Company successfully raised funds by way of an issuance of 8.33% Cumulative Redeemable Preference Shares ("CRPS") of ₹ 1,000 each aggregating ₹ 210.07 crore, on a private placement basis. Consequent to the above issue, the paid up Preference Share Capital of the Company was ₹ 896.45 crore, as on March 31, 2015.

The Company had, on March 31, 2015, issued and offered 25,00,000 8.33% CRPS of the Face Value of ₹ 1,000/- each, at par, aggregating ₹ 250 crore, on a private placement basis, with an option to retain oversubscription of not more than 25,00,000 CRPS aggregating ₹ 250 crore. Consequently, the Company allotted 46,48,500 8.33% CRPS of the Face Value of ₹ 1,000/- each at par, aggregating ₹ 464.85 crore, on April 22, 2015.

Under the Tata Capital Limited Employee Stock Purchase / Option Scheme ("ESOP Scheme"), the Company had allotted 7,02,34,526 Equity Shares of ₹ 10 each of the Company to TCL Employee Welfare Trust (through its Trustees). The Trust was set up to administer and implement the ESOP Scheme. As on March 31, 2015, the number of Equity Shares held by the employees under the ESOP Scheme aggregated 1,44,54,295.

#### **5. DIVIDEND**

The Directors recommend for the approval of the Members, payment of dividend on CRPS for FY 2014-15, as under:

i)	On 20,71,066 CRPS at the coupon rate of 12.50% p.a.	:	₹ 25.89 crore
ii)	On 68,93,401 CRPS at the coupon rate of 8.33% p.a. (on a pro-rata basis from the allotment date)	:	₹ 50.87 crore
iii)	Total Dividend Distribution Tax	:	Nil
iv)	Total Outgo	:	₹ 76.76 crore

In order to conserve the resources of the Company and to build up reserves and considering the business plans of the Company, the Directors do not recommend payment of dividend on Equity Shares for the Financial Year ended March 31, 2015.



## 6. OVERVIEW OF THE COMPANY, ITS SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE

### 6.1 Structure of Business Operations at Tata Capital

TCL is primarily a holding company, holding investments in its subsidiaries and other group companies and carries out only such activities, including management of private equity funds as are permitted under the Directions issued by the RBI for CICs. All the other operating businesses are carried on by the subsidiaries of TCL. The Company has completed seven full years of operations and over this period, has emerged as one of the leading players in the NBFC space in India.

The financial services sector in India, as also globally, is highly regulated. TCL and its subsidiaries are subject to regulations by authorities such as RBI, the Securities and Exchange Board of India ("SEBI"), the National Housing Bank ("NHB"), the Monetary Authority of Singapore and the Financial Conduct Authority, UK.

As a one stop financial services provider, Tata Capital caters to the diverse financial requirements of its retail, corporate and institutional customers with a wide suite of products and service offerings. In the corporate segment, the Company's wholly owned subsidiary, Tata Capital Financial Services Limited ("TCFSL") offers commercial finance, infrastructure finance and leasing solutions to corporate customers. In the consumer segment, TCFSL provides asset finance and rural finance to its retail customers. TCFSL is also engaged in the business of distribution of investment products such as Mutual Funds under its Wealth Products Distribution business and is engaged in the distribution of White Label Credit Cards, in association with its bank partners. Tata Capital also operates in the housing finance space through another wholly-owned subsidiary viz. Tata Capital Housing Finance Limited which offers Housing Loans and Loans against Property, mainly in the retail segment. Tata Cleantech Capital Limited, also a subsidiary of the Company, provides finance and advisory services to corporate customers for renewable energy, energy efficiency and water management projects. Tata Capital provides investment banking and broking services to retail and institutional clients in India through its wholly owned subsidiary, Tata Securities Limited. In the private equity space, TCL has sponsored Private Equity Funds in India, to which it acts as an Investment Manager. The Company's step-down wholly-owned subsidiary in Singapore, Tata Capital Advisors Pte. Limited ("TCAPL"), also acts as an Investment Manager to the Private Equity Funds set up in Singapore, to which, TCL acts as an Advisor. Tata Capital offers travel and forex related services to the retail and corporate customers, through two wholly owned subsidiaries viz. TC Travel and Services Limited and Tata Capital Forex Limited, respectively. Tata Capital Pte. Limited ("TCPL"), a wholly-owned subsidiary of TCL, has been established in Singapore as the International Headquarters of Tata Capital and is responsible for Tata Capital's international presence and activities.

### 6.2 Private Equity

The Company has set up four Private Equity Funds in India viz. Tata Capital Growth Fund I, Tata Capital Healthcare Fund I, Tata Capital Innovations Fund and Tata Capital Special Situations Fund (collectively referred to as "Funds"). These Funds have been registered with SEBI as Venture Capital Funds. The Company has sponsored these Funds and acts as their Investment Manager and has also invested in the Funds by subscribing to units of these Funds. In addition to the above, the Company's wholly-owned subsidiary in Singapore, TCAPL, is the Investment Manager for Tata Capital Growth Fund Limited Partnership, Tata Capital HBM Healthcare Fund I Limited Partnership and Tata Opportunities Fund Limited Partnership.

The performance of the above Funds is reviewed below:

#### i) Tata Capital Growth Fund I ("TCGF")

TCGF targets private equity growth capital investments in companies that have a significant portion of their operations in India. TCGF aims to provide growth capital funding of around ₹ 50 crore to mid-market companies with an average holding period

of three to five years. TCGF's investment focus themes are Urbanization, Discrete Manufacturing, Strategic Services and Growth Opportunities. TCGF declared its final close in February 2011 with commitments of ₹ 339 crore, of which, ₹ 198 crore has been invested ("NAV") as at March 31, 2015, in portfolio companies. At March 31, 2015, the Net Asset Value per unit was ₹ 1.02 as compared to the paid up value of ₹ 0.67.

**ii) Tata Capital Healthcare Fund I ("TCHF")**

TCHF focuses on private equity growth capital investments in companies in the pharmaceutical, contract research/manufacturing, healthcare services, medical devices, diagnostic and other healthcare sectors. TCHF seeks investments in healthcare companies with high growth potential and a favourable risk-reward balance. TCHF declared its final close in April 2012 with commitments of ₹ 320 crore, of which, ₹ 117 crore has been invested as at March 31, 2015, in portfolio companies. At March 31, 2015, the NAV per unit was ₹ 0.61 as compared to the paid up value of ₹ 0.49.

**iii) Tata Capital Innovations Fund ("TCIF")**

TCIF focuses predominantly on technology led innovations which represent breakthrough, fundamental or incremental changes in technology or process. TCIF is a sector agnostic fund and invests across all stages of an enterprise, provided the proof of concept is established. TCIF declared its final close in April 2012 with commitments of ₹ 287 crore, of which, ₹ 89 crore, as at March 31, 2015, has been drawn down and investments made in five portfolio companies. At March 31, 2015, the NAV per unit was ₹ 517 as compared to the paid up value of ₹ 492.

**iv) Tata Capital Special Situations Fund ("TCSSF")**

TCSSF focuses on investing in turnaround opportunities. TCSSF declared a final close with commitments of ₹ 360 crore, essentially from Public Sector Banks in India. However, due to regulatory restrictions, the aggregate utilizable commitment is only ₹ 267 crore. Of this, TCSSF has invested ₹ 213 crore in four portfolio companies which have shown good performance and consequently, the NAV has improved by 21% in the past one year. During the year, TCSSF partially exited from its investment in one of its portfolio companies at a profit of ₹ 10 crore, yielding a 20% IRR. At March 31, 2015, the NAV per unit was ₹ 1,37,592 as compared to the paid up value of ₹ 1,00,000.

**v) Overseas Funds**

The Overseas Funds viz. Tata Capital Growth Fund Limited Partnership ("TCGFLP"), Tata Capital HBM Healthcare Fund I Limited Partnership ("TCHHFLP") and Tata Opportunities Fund Limited Partnership ("TOF") are based in Singapore and have been set up by TCPL. These funds accept commitments only from overseas investors. TOF declared its final close in March 2013, with commitments of US\$ 545 million, of which, US\$ 231 million has been invested in portfolio companies (excluding follow-on commitments), as at March 31, 2015. TCL has a co-investment arrangement with TOF, whereby TCL has agreed to co-invest the Rupee equivalent of an amount of upto US\$ 50 million alongside TOF, subject to regulatory restrictions. TCGFLP declared its final close in November 2011 with commitments of US\$ 167 million, of which, US\$ 74 million has been invested as at March 31, 2015, in portfolio companies. During the year, the Fund partially exited from its investment in one of its portfolio companies at a profit of ₹ 8 crore. TCHHFLP declared its first close in March 2014 and has commitments of US\$ 8 million as at March 31, 2015. TCHHFLP is expected to declare its final close in FY 2015-16.



### 6.3 Review of Subsidiaries, Associates and Joint Venture

#### 6.3.1 Subsidiaries:

As on March 31, 2015, the Company had the following subsidiaries, brief details of whose performance are given below:

##### i) **Tata Capital Financial Services Limited (“TCFSL”)**

TCFSL is a wholly-owned subsidiary of the Company, registered with RBI as a Systemically Important Non Deposit Accepting Non-Banking Finance Company. Pursuant to the conversion of TCL into a CIC in May 2012, all the fund based and fee based activities (except private equity and investment advisory) hitherto carried on by TCL were transferred to TCFSL. TCFSL has three main areas of business viz. Corporate Finance, Consumer Finance & Advisory and Rural Finance.

TCFSL's average book size increased by ₹ 1,743 crore from ₹ 19,734 crore in FY 2013-14 to ₹ 21,477 crore in FY 2014-15. During FY 2014-15, the Gross Income marginally increased by 10% and stood at ₹ 3,065 crore (FY 2013-14: ₹ 2,783 crore). PAT for FY 2014-15 was ₹ 187 crore (FY 2013-14: ₹ 172 crore). The Gross and Net NPAs increased and stood at 5.7% and 3.8% in FY 2014-15, compared to 4.5% and 3.7%, respectively, in FY 2013-14. The Cost to Income ratio in FY 2014-15 was 48% as compared to 48.5% in FY 2013-14.

##### (a) **Corporate Finance**

The Corporate Finance Division of TCFSL has three broad business segments viz. Commercial Finance, Infrastructure Finance and Leasing.

###### Commercial Finance

The Commercial Finance segment specializes in product offerings ranging from vanilla term loans, working capital term loans, channel finance, bill discounting, equipment financing, lease rental discounting and promoter finance through structured products. This segment serves over 1,600 customers through its verticals viz. large corporates, mid-size corporates, supply chain & trade finance and equipment finance and has set up a Government Business vertical in FY 2014-15 which works towards meeting the financial needs of Government enterprises and Public Sector Undertakings across the country. All the verticals are supported by the Competence Centre which focuses on debt syndications, down selling and new product development.

Despite low credit growth due to the very challenging business environment, Commercial Finance ended FY 2014-15 with a book of ₹ 10,645 crore as compared to ₹ 8,978 crore at the end of FY 2013-14. This segment has disbursed loans of ₹ 35,150 crore during FY 2014-15 through its diverse and customer centric product offerings. This segment earned a total Net Interest Income and fee income of ₹ 361 crore.

The five verticals of Commercial Finance viz. supply chain & trade finance, large corporates, mid market corporates, equipment finance and government business cater to all customer segments and had a book size of ₹ 5,236 crore, ₹ 2,804 crore, ₹ 1,986 crore, ₹ 330 crore and ₹ 289 crore, respectively, as at March 31, 2015.

The Commercial Finance Business is committed to being a complete financial solutions partner to its corporate clients, through high quality service levels and innovative products which provide value to its customers. Keeping the customer at the core of its strategy, this segment is planning to grow its portfolio while improving asset quality.

###### Infrastructure Finance

The Infrastructure Finance segment has three main verticals viz. Construction Equipment Finance, Project Finance and Equipment Rental.

In view of the subdued macroeconomic environment, companies operating in the Infrastructure space faced a difficult operating environment in FY 2014-15. The country's

Infrastructure sector was also adversely affected by regulatory issues and delayed payments from Government bodies. These challenges also had an impact on TCFSL, resulting in reduced disbursement levels as compared to FY 2013-14 and increased stress on the portfolio quality. Considering the challenges, the Infrastructure Finance segment was cautious in extending new credit so as to maintain asset quality.

During FY 2014-15, Construction Equipment Finance continued to be amongst the top five players in the industry. While Project Finance worked with caution on account of the slowdown in the economy, the Equipment Rental business stabilized during the year. This segment disbursed fresh loans of ₹ 1,892 crore in FY 2014-15 (FY 2013-14: ₹ 2,425 crore) and closed the year with a decrease in the book size by 24% at ₹ 4,370 crore (FY 2013-14: ₹ 5,717 crore).

A decision was taken that TCFSL would not undertake any new loan proposal related to Project Finance in the next financial year. During FY 2014-15, TCFSL transferred, at commercial terms, a loan portfolio aggregating ₹ 350 crore related to renewable/non-conventional energy, water management, energy efficiency, etc. to Tata Cleantech Capital Limited ("TCCL"), its fellow subsidiary. TCCL will be undertaking the project finance business going forward.

A Remedial Group was established on April 1, 2015, with the primary responsibility of identifying, quantifying and minimizing the loss that could be incurred on impaired assets. This Group will focus on the reduction in impaired asset portfolio through proactive asset management, disposals, practical solutions, debt restructuring and portfolio monitoring, on an ongoing basis.

#### Leasing

In its second year of operations, the Leasing Business has built a varied and profitable asset portfolio. As on March 31, 2015, the outstanding book was about ₹ 423 crore, with exposure to diverse asset classes ranging from Capital Goods, Information Technology, Auto and Office Equipments. The Leasing Business has built a client roster comprising reputed customers from diverse industries. Operating leases constituted a significant component of its total sanctions of nearly ₹ 600 crore during FY 2014-15.

In FY 2015-16, the Leasing Business will focus on vendor programs with Original Equipment Manufacturers, large ticket deals and structured products to offer innovative asset financing solutions to the corporate sector.

#### **(b) Consumer Finance**

TCFSL offers through its Consumer Finance and Advisory Division ("CFAB"), a wide range of consumer loans such as Auto Loans (Car and Two Wheeler), Commercial Vehicle Loans, Business Loans, Personal Loans, Consumer Durables Loans, Loans against Property and Loans against Securities.

Disbursements in FY 2014-15 aggregated ₹ 4,917 crore as compared to ₹ 3,655 crore in FY 2013-14, representing an increase of about 35%. Auto Loans continued to constitute the major share of disbursements at ₹ 1,944 crore in FY 2014-15 (FY 2013-14: ₹ 1,842 crore).

Going forward, CFAB plans to grow its business through ramping up high Net Interest Margin focus products, balancing its product mix, growing fee based income, optimizing operating costs and improving collection efficiency for enhancing its profitability.

#### **(c) Rural Finance**

FY 2014-15 was a tough year for the rural economy due to natural factors like untimely monsoon and severe drought conditions. However, despite the subdued macroeconomic environment, the Rural Finance Business ended the year with a book of ₹ 1,194 crore as compared to ₹ 760 crore last year, registering a growth of about 57%. Disbursals grew from ₹ 559 crore to ₹ 743 crore.



Currently, the business operates out of 33 branches and 220 locations. Going forward, it plans to have a deeper penetration into the rural markets by tapping opportunities for lending in Agri Allied value chains and by entering new geographical locations.

(d) **Others**

Tata Card is a white label credit card, launched in partnership with SBI Cards and Payments Services Limited. Tata Card is committed to developing long-term relationships with its customers by providing high-quality services and products through regular customer engagement in an easy and convenient manner. Tata Card offers Tata Platinum Card to corporates for their Travel and Entertainment expenses, by providing safety, convenience and security in using the card.

On the retail side, Tata Platinum and Tata Titanium Card are offered with unmatched rewards and benefits to the customer.

During the year, 'Landmark Limited' was added as a partner to "Empower", the flagship loyalty program of Tata Cards, providing myriad opportunities for the customer to earn rewards. "Empower" is designed to reward customers for every transaction and offers them convenient and hassle free redemption across partners – Croma, Titan, Westside, etc.

As of March 31, 2015, Tata Cards has a base of 1.47 lakh customers, up from 1.40 lakh customers as of March 31, 2014. Total annual spend for FY 2014-15 was ₹ 1,074 crore, up from ₹ 818 crore in FY 2013-14, resulting in a growth of 31% in spend, while this industry grew by 24%. The targeted approach of the business to seize the e-commerce wave has resulted in growth of online spend by 127% over the previous year. The online spend aggregated ₹ 275 crore in FY 2014-15. Contribution from e-commerce was 29% in FY 2014-15 as compared to 17% in FY 2013-14.

ii) **Tata Capital Housing Finance Limited ("TCHFL")**

TCHFL is a wholly-owned subsidiary of the Company and is registered with NHB to carry on housing finance activities. TCHFL offers Housing Loans and Loans against Property to various segments of society and has been focusing on business opportunities available within the Tata ecosystem. Apart from Housing Loans and Loans against Property to the retail segment, TCHFL also provides Project Finance Loans to developers. TCHFL has significantly grown its presence in providing Project Finance to eligible projects across the country and has also ramped up its rural and affordable housing finance business.

Despite an increase in residential property prices during FY 2014-15, the demand for individual home loans remained buoyant, with strong growth coming from Tier-II and Tier-III cities. Other factors that promoted strong demand for individual home loans include increase in disposable incomes, interest rate subvention and fiscal incentives on housing loans.

During the year under review, TCHFL disbursed Mortgage Loans amounting to ₹ 4,563 crore (FY 2013-14: ₹ 3,159 crore), representing an increase of over 44%. This included Housing Loans of ₹ 3,255 crore (FY 2013-14: ₹ 2,269 crore). TCHFL's loan portfolio increased by 46% and stood at ₹ 9,283 crore on March 31, 2015 (March 31, 2014: ₹ 6,366 crore).

In FY 2014-15, TCHFL recorded Gross Income of ₹ 910 crore and PAT of ₹ 68 crore as compared to Gross Income of ₹ 643 crore and PAT of ₹ 58 crore in FY 2013-14.

In FY 2014-15, TCHFL availed refinance of ₹ 751 crore from NHB under various refinance assistance schemes.

As a strategy, TCHFL will continue to maintain a balanced housing loan book between the salaried and self-employed segment and grow its disbursements significantly to become one of the major players among the Housing Finance Companies in India over the next few years.

**iii) Tata Cleantech Capital Limited (“TCCL”)**

TCCL is a Systemically Important Non Deposit Accepting Non-Banking Finance Company registered with the RBI and engaged in the business of providing finance and advisory services for projects in renewable energy, energy efficiency, waste management and water management. TCCL is a joint venture between TCL and International Finance Corporation (“IFC”), Washington D.C., USA, in the ratio of 80.50:19.50.

During FY 2014-15, TCCL focused on consolidating its strengths in origination and evaluation of projects in its mandated areas of businesses, expanded its sphere of relationships with leading Independent Power Producers, Technology providers, Erection Procurement and Construction players and other leading Financial Institutions and participated in direct as well as consortium lending projects. TCCL sanctioned loans for projects being set-up in new emerging renewable energy destination states such as Madhya Pradesh and continued to strengthen and leverage its relationship with leaders in various stages of the value chain. TCCL has entered into a Memorandum of Understanding with Energy Efficiency Services India Limited, a Joint Venture of NTPC Limited, Powergrid Corporation of India Limited, Power Finance Corporation and Rural Electrification Corporation, to facilitate implementation of energy efficient projects.

During FY 2014-15, TCCL purchased a loan portfolio aggregating ₹ 350 crore, related to renewable/non-conventional energy, water management, energy efficiency, etc. from TCFSL, its fellow subsidiary.

At the end of FY 2014-15, TCCL had a loan book of ₹ 671 crore, across 28 transactions. TCCL's Gross Income for FY 2014-15 stood at ₹ 28 crore and the PAT at ₹ 6 crore. The loan portfolio consisted of projects in the areas of Wind Energy, Solar Energy, Small Hydro Energy, Off-grid Solar, Waste Management, Water Management and Energy Efficiency.

**iv) Tata Securities Limited (“Tata Securities”)**

Tata Securities is a wholly-owned subsidiary of the Company, engaged in the business of securities broking, investment banking services, depository participant services and distribution of mutual fund units and third party products. It is a member of the National Stock Exchange of India Limited in the cash, derivatives, currency derivatives and wholesale debt market segments and of BSE Limited in the cash and derivative segments. Tata Securities is also a Depository Participant of the National Securities Depository Limited and the Central Depository Services (India) Limited and holds a Merchant Banking License issued by SEBI.

During the year under review, Tata Securities reported Gross Income of ₹ 36 crore (FY 2013-14: ₹ 24 crore) and PAT of ₹ 4 crore (FY 2013-14: Loss After Tax of ₹ 12 crore).

Investor sentiment looks positive and seems to be building up in the wake of the improving political/economic environment. The Indian securities market is poised to grow significantly and the increase in market participation by the retail and the institutional clients will enhance the future outlook of the broking company. India has emerged as one of the strongest economies in the emerging markets. Brokerage Houses are optimistic about domestic inflows into equities in FY 2015-16. The robust sentiment in anticipation of economic reforms could see additional FII inflows in FY 2015-16.

Efforts are being undertaken to improve the performance of Tata Securities and achieve profitability in all its business segments. There have been concerted efforts to work



together with teams from TCFSL, TCPL, Singapore and its subsidiary companies, to offer seamless service to clients for all their investment banking requirements, subject to compliance with local regulations and at an arm's length basis.

**v) TC Travel and Services Limited ("TCTSL")**

TCTSL is a wholly-owned subsidiary of the Company, primarily engaged in travel and travel related services. With a view to arrest its losses, TCTSL had put in certain measures for cost optimization and revenue growth. For the year ended March 31, 2015, TCTSL achieved a growth in turnover of 6.7% from ₹ 178 crore in FY 2013-14 to ₹ 189 crore. In order to yield higher revenue, TCTSL also laid stress on Meetings, Incentives, Conferences, Exhibitions (MICE) and leisure segments. Revenue in FY 2014-15 grew by 47% to ₹ 12 crore as against ₹ 8 crore, recorded in FY 2013-14. As a result of the revenue growth and cost optimizations achieved, TCTSL achieved a significant improvement in its financial performance, with loss for the year of ₹ 0.5 crore, a swing of ₹ 6.1 crore over the previous year's loss of ₹ 6.6 crore.

**vi) Tata Capital Forex Limited ("TCFL")**

TCFL (formerly known as TT Holdings & Services Limited), a wholly-owned subsidiary of the Company, holds a Full-Fledged Money Changer License from RBI and is engaged in the money-changing business through foreign currency Traveller Cheques and pre-paid Travel Cards. Stress on revenue growth was primarily due to TCFL not having won the bid for retention of the airport counters at Bengaluru and the loss of business for nearly 7 months from a major customer. However, TCFL's shift in product focus to sale of travel cards, which yields better back-end incentives, helped in its revenue generation during the year. Consequently, during FY 2014-15, TCFL's revenue remained flat at ₹ 15.6 crore (FY 2013-14: ₹ 15.7 crore) and the loss for the year was ₹ 3 crore, which was better by about ₹ 3 crore over the previous year's loss of ₹ 6 crore.

**vii) India Collections Management Limited ("ICML")**

ICML was set up as a joint venture between TCL and IFC, Washington D.C., USA, in the ratio of 81:19, to provide receivables and collections management services in the banking, financial and other industrial sectors and consultancy, advisory services in relation thereto. During the year, the entire Equity Shares held by IFC were acquired by TCL and thereby, ICML became a wholly-owned subsidiary of the Company. ICML is yet to commence business.

**viii) Tata Infrastructure Capital Limited ("TICL")**

TICL was incorporated as a wholly-owned subsidiary of the Company, to operate as an Infrastructure Finance company, but, has yet to commence business activity.

**ix) Tata Capital Pte. Ltd., ("TCPL") Singapore and its subsidiaries viz. Tata Capital Advisors Pte. Ltd. ("TCAPL"), Singapore, Tata Capital Markets Pte. Ltd. ("TCMPL"), Singapore and Tata Capital Plc. ("TCPLC"), U.K.**

TCPL, a wholly-owned subsidiary of TCL incorporated in Singapore in 2008, has been established as the International Headquarters of Tata Capital. TCPL, either on its own or through its subsidiaries, is engaged in fund management, advising on corporate finance, dealing in securities and investments in debt papers.

TCAPL, a wholly-owned subsidiary of TCPL, holds a Capital Markets Services ("CMS") licence under the Securities and Futures Act of Singapore, issued by the Monetary Authority of Singapore ("MAS") for conducting regulated Fund Management activities. TCAPL acts as an Investment Manager to the offshore Private Equity Funds set up by TCPL. The total commitment from investors in the offshore Private Equity Funds managed by TCAPL stands at US\$ 720 million, as on March 31, 2015.

TCMPL, a wholly-owned subsidiary of TCPL, holds since FY 2013-14, a CMS licence from MAS for conducting regulated activities (excluding IPOs) such as corporate finance and dealing in securities. During FY 2014-15, TCMPL completed seven Corporate Finance Advisory deals and also completed its first securities dealings transaction with the successful placement of equity shares for a client listed on the Singapore Stock Exchange.

TCPLC, a wholly owned subsidiary of TCPL, incorporated in the UK, is authorised by the Financial Conduct Authority to provide regulated services, with a focus on cross border mergers and acquisitions. TCPLC also acts as an intermediary providing fund marketing services to TCAPL.

During the year under review, TCPL recorded consolidated Gross Income of US\$ 18.7 million i.e. ₹ 114.7 crore (FY 2013-14: US\$ 18.0 million i.e. ₹ 108.7 crore), Profit Before Tax of US\$ 7.6 million i.e. ₹ 46.5 crore (FY 2013-14: US\$ 6.2 million i.e. ₹ 37.3 crore) and PAT of US\$ 7.6 million i.e. ₹ 46.5 crore (FY 2013-14: US\$ 6.2 million i.e. ₹ 37.4 crore); (US\$ amount translated at ₹ 61.25, the annual average exchange rate for FY 2014-15).

#### **x) Other Subsidiaries**

In addition to the above subsidiaries, the following entities are also treated as subsidiaries of the Company, as per the applicable Accounting Standards:

- i. Tata Capital General Partners Limited Liability Partnership (“LLP”), a partnership formed in Singapore to act as a General Partner and manage the Tata Capital Growth Fund Limited Partnership.
- ii. Tata Capital Healthcare General Partners LLP, a partnership formed in Singapore to act as a General Partner and manage the Tata Capital HBM Healthcare Fund I Limited Partnership.
- iii. Tata Opportunities General Partners LLP, a partnership formed in Singapore to act as a General Partner and manage the Tata Opportunities Fund Limited Partnership.

#### **6.3.2 Associates/Joint Venture:**

##### **i) e-Nxt Financials Limited (“e-Nxt”)**

e-Nxt, a subsidiary of Tata Sons Limited, is engaged in developing and providing Collections and Business Process Management solutions, focused primarily on the Banking and Financial Services Industry and catering largely to the domestic market.

The entire equity capital of e-Nxt is held equally by Tata Sons Limited and TCL. During FY 2014-15, the Board of e-Nxt approved its amalgamation with Tata Business Support Services Limited (“TBSS”), subject to the approvals of the Hon’ble High Courts of Hyderabad and Bombay. TBSS is engaged in the business of providing voice and non-voice based business process services to its clients. It focuses on front office services like Customer Acquisition, Customer Management and Loyalty Management across four focus verticals viz. Telecom & Media, Retail, e-Commerce and Banking Financial Services and Insurance. The Appointed Date of the amalgamation is April 1, 2014. The approval from the Hon’ble High Court of Hyderabad has been received while the approval from the Hon’ble High Court of Bombay, is awaited. Upon approval of the Scheme of the aforesaid amalgamation, the Company would receive 37 Equity Shares of ₹ 10 each of TBSS for every 100 Equity Shares held in e-Nxt.

##### **ii) Tata Autocomp Systems Limited (“TACO”)**

TACO, a Tata group company, provides products and services in the automotive industry to Indian and global customers. TCL acquired a 24% equity stake in TACO in June 2008, which involved an investment of ₹ 185 crore.



**iii) International Asset Reconstruction Company Private Limited (“IARC”)**

IARC is registered under Section 3 of the SARFAESI Act, 2002, as a Securitisation and Reconstruction Company with RBI. IARC was promoted in 2002 by professionals from the banking and financial services sector, for reconstruction of financial assets. TCFSL holds a 25.37% equity stake in IARC which involved an investment of ₹ 33.1 crore. In FY 2014-15, IARC recorded a Total Income of ₹ 33.5 crore (FY 2013-14: ₹ 21.5 crore) and PAT of ₹ 4.4 crore (FY 2013-14: ₹ 3.1 crore). IARC’s paid up Equity Share Capital and Networth as on March 31, 2015 were ₹ 55 crore and ₹ 120 crore, respectively.

**iv) Hemisphere Properties India Limited (“Hemisphere”)**

Hemisphere ceased to be an Associate of the Company, with effect from March 26, 2015.

**v) Nectar Loyalty Management Limited (“Nectar”)**

TCL holds 49% in the joint venture and 51% is held by AIMIA (formerly known as Groupe Aeroplan Inc.). The joint venture was expected to launch a multi-party coalition loyalty program in India. The Board of Nectar has taken a decision to hold its operations in abeyance. TCL made a provision of ₹ 13 crore for its entire investment in Equity and Compulsorily Convertible Debentures of Nectar during FY 2014 -15.

**6.3.3 Other Investments:**

As at March 31, 2015, the Company had, as per its Consolidated Financial Statements, total investments of ₹ 2,102 crore (FY 2013-14: ₹ 1,407 crore). Of this, ₹ 502 crore (FY 2013-14: ₹ 470 crore) were investments in associate companies and balance ₹ 1,600 crore (FY 2013-14: ₹ 937 crore) were in shares of other companies and in debt instruments such as debentures, pass through certificates, commercial paper, government securities, etc. The Company’s investment in its subsidiaries stood at ₹ 4,223 crore as at March 31, 2015 (FY 2013-14: ₹ 3,640 crore), representing 79% of its total Assets (FY 2013-14: 83%), which amount is eliminated in the Consolidated Financial Statements, in accordance with the prevailing Accounting Standards.

**6.3.4 Provision for Investments:**

As on March 31, 2015, an aggregate provision on a consolidated basis, of ₹ 194 crore (FY 2013-14: ₹ 259 crore) has been made for diminution, other than temporary, in the value of investments.

**7. ALLIANCES**

Tata Capital’s alliances and partnerships are based on and are an extension of its core objects and values. These include alliances with:

- Mizuho Securities Company Limited, to foster business co-operation in private equity, investment banking (including cross border mergers and acquisitions), securities business (including broking and distribution), structured finance and other business areas, such as wealth management.
- Mizuho Bank Limited, to foster business co-operation, enhance cross-market value creation capabilities and strengthen competitive advantages in addition to aiding each other in gaining a deeper understanding of the Indian and Japanese markets.
- Mitsubishi UFJ Securities Company Limited, to establish a basis for co-operation in a wide range of strategic business areas that include cross-border investment banking, global offering of Indian equities and working towards development of a local bond market.
- International Finance Corporation, Washington D.C., USA (a member of the World Bank Group), to foray into the area of Climate change with the formation of TCCL.
- Century Tokyo Leasing Corporation, to co-operate with and assist each other in connection with the operation of the Leasing Business of TCFSL and all other aspects related to the purchase of assets for leasing/hire purchase to corporate customers in India, sale of leased assets to any person and to establish at a future date, a joint venture company for carrying on leasing business in India.

- AIMIA (formerly known as Groupe Aeroplan Inc.), the Canadian Loyalty Management giant, to launch a multi-party coalition loyalty program in India modeled on the lines of Nectar, which is Group Aeroplan's highly acclaimed coalition loyalty program in the UK and Italy.

## **8. CONSOLIDATED FINANCIAL STATEMENTS**

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 ("Act"), the Consolidated Financial Statements of the Company and a separate statement containing the salient features of the Financial Statements of its subsidiaries, associates and joint venture, in the prescribed Form No. AOC-1, is included in the Annual Report at Page No. 151. The Financial Statements of the subsidiary companies are kept for inspection by the Members at the Registered Office of the Company. The Company shall provide free of cost, a copy of the Financial Statements of the subsidiary companies to the Members upon their request. The said Financial Statements are also available on the website of the Company, [www.tatacapital.com](http://www.tatacapital.com).

## **9. FINANCE**

During FY 2014-15, the Company met its funding requirements through borrowings and the issue of CRPS. During the year, the Company allotted CRPS aggregating ₹ 210.1 crore with a tenure of 7 years and with Put and Call options at the end of four years. The Company also borrowed ₹ 1,604.5 crore, by way of short term instruments, such as Commercial Paper. The Company's aggregate debt outstanding as at March 31, 2015 was ₹ 929.5 crore, all of which is payable within one year.

The Debt Equity ratio of the Company as at March 31, 2015 was 0.54 times.

The Company has been regular in repayment of its borrowings and payment of interest thereon.

## **10. CREDIT RATING**

During the year under review, the Company had its Short Term instruments rated and re-affirmed by CRISIL Limited, as "CRISIL A1+". Further, the CRPS issued by the Company were rated as "CRISIL AA+/Stable" by CRISIL Limited.

## **11. RISK MANAGEMENT**

A Risk Management Policy for the Company has been adopted by the Board. The Company manages risk through a detailed Risk Management Policy framework which lays down guidelines in identifying, assessing and managing risks that the businesses are exposed to. Risk is managed by the Board/Risk Management Committee of the Board through appropriate structures that are in place at TCL, including suitable reporting mechanisms.

## **12. INTERNAL CONTROL SYSTEMS**

TCL's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. The internal control system is supported by an internal audit process for reviewing the adequacy and efficacy of the internal controls, including its systems and processes and compliance with regulations and procedures. Internal Audit Reports are discussed with the Management and are reviewed by the Audit Committee of the Board, which also reviews the adequacy and effectiveness of the internal controls. TCL's internal control system is commensurate with its size, nature and operations.

## **13. INTERNAL FINANCIAL CONTROLS**

During the course of FY 2014-15, the Management appointed an external consultant and formed a Cross Functional Team ("CFT") comprising Operating Managers, Internal Audit, Risk and Statutory Auditors to document and evaluate the effectiveness of the internal financial controls of the Company, broadly in accordance with the criteria established under the Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. The documentation of process maps, key controls and risk registers has

been completed for key businesses and functions under the supervision of the CFT. Management testing was conducted on a sample basis and remedial action has been taken or agreed upon where control weaknesses were identified. The Management will put in place a more detailed testing plan for FY 2015-16. Based on the aforementioned, the Management believes adequate internal financial controls exist in relation to its Financial Statements.

#### **14. INFORMATION TECHNOLOGY SUPPORT**

Information Technology ("IT") at Tata Capital is on the verge of moving to the next level with a slew of key strategic projects that have been initiated and has achieved stability in its core systems, close to total automation of all its business processes. Tata Capital has entered into the digital space with several new products and its customer portal is being constantly enhanced and currently offers the customers, a view of their entire relationship with Tata Capital. Customers can also apply for loans and complete the end to end process online and also download statements. The emphasis is on continual improvement and upgradation of systems and the underlying processes. Tata Capital launched a mobile application viz. 'Soham' for its corporate customers offering multiple features as also several applications for its retail customers and a suite of features on its ever evolving customer portal, from a sourcing, servicing and an improved customer experience perspective.

The assessment of IT capability maturity of the Company has been completed with a high score. There is a constant endeavour to move up the IT maturity curve (including benchmarking against internationally accepted IT Capability Maturity Framework) and to deliver value to businesses and customers. Several IT projects for FY 2015-16 that would give Tata Capital a clear advantage and would benefit the stakeholders have been identified. Tata Capital is also on a 'digitalisation' journey wherein it will deploy latest technology, covering the internet and cloud, analytics, social media and mobility areas.

Tata Capital is also in the process of changing its IT outsourcing model to rationalize and optimize the overall IT costs and is now moving into the leadership stage in its technology journey. The projects on the IT road map and the digital strategy initiative will enable Tata Capital to take the leadership position with the support of its IT partners and the business units representing a collaborative framework.

#### **15. DIGITAL PLATFORM**

In February 2014, Tata Capital launched its Digital Platform with an aim to build rich digital interface(s) and superior data mining and analytical tools to efficiently and effectively manage the entire customer life cycle viz. customer acquisition, service and retention.

The year saw Tata Capital go more digital with dedicated efforts towards building a holistic digital roadmap and efficient implementation of the same. Tata Capital aims to enhance digital acquisition, servicing and engagement, by effectively using various web platforms, social media and mobility.

The focus is on four key digital properties viz. consumer durable loan e-card, online store for home search and flexi home loans, online car store for new and used cars and customized car loans and a Tata Capital Mart which allows customers to rent and auction construction equipment. Mobility is another area of focus and Tata Capital has begun developmental work on key customer-relevant mobile applications. Tata Capital's Facebook page crossed 1 million subscribers and Twitter channel saw greater engagement, clocking higher likes/followers and greater participation.

Looking ahead, Tata Capital will continue to embark on digital as a way of life and look for innovative and customer-centric digital solutions.

#### **16. HUMAN RESOURCES**

The Company recognizes people as its most valuable asset and it has built an open, transparent and meritocratic culture to nurture this asset.

Talent Management (Apex) is a key people planning tool that provides an integrated means of identifying, selecting, developing and retaining top talent within the organization. Focus on Behavioural and Leadership traits through Learning & Development interventions, job rotation is planned for the employees who constitute the Talent Pool.



Tata Capital has embarked on the journey of creating a High Performance Culture and has laid the foundation towards this. The exercise of building this culture began by the Senior Leadership Group (“SLG”) working together, in a structured exercise, to identify Tata Capital’s ten unique cultural attributes. Tata Capital’s first Cultural Survey, based on the ten identified attributes and conducted by the Gallup Organisation, has given it a very healthy and positive score of 4.15 on a scale of 5.

Tata Capital was again recognized, in October 2014, by the CII for its Human Resources practices, this time in the higher band of “Significant Achievement in HR Excellence”. The CII Human Resource Excellence awards were established to promote awareness of HR Excellence as an increasingly important element of organizational performance management. The model used for assessment is based on the European Foundation for Quality Management (EFQM) Model, similar to the Tata Business Excellence Model (“TBEM”).

The Company’s focus on Employee Engagement has resulted in its overall Employee Engagement Scores (Q12), climbing steadily from 3.52 in 2009 to 4.15 in 2014, in surveys conducted by the Gallup Organisation. Tata Capital won the Gallup Great Workplace Award for the year 2015, an award which recognizes exceptional performance in Employee Engagement at a global level.

As part of the journey to becoming a benchmark organization as far as HR practices are concerned, Tata Capital has also embarked on the journey of getting the People Capability Maturity Model (“P-CMM”) assessment and certification by the Carnegie Mellon University. Today, Tata Capital is the first and only NBFC in India to be P-CMM assessed at Level 3.

Tata Capital’s Learning & Development initiatives are focused on enhancing functional skills and competencies of its employees and its other Learning & Development interventions include Executive Development Programs, e-learning and various class room based training programmes.

Tata Capital is committed to strive towards full engagement of all its employees, partners, contractors, suppliers and clients to ensure safe working conditions and safe behavior as well as take care of their health. Tata Capital has an Occupational Health and Safety Policy in place and has adopted OHSAS 18001:2007 for its Head Office, Regional Offices and select branches. The basis for implementing the Occupational Health and Safety Management System at Tata Capital is to support and promote good health and safety practices for balancing with socio economic needs. The Occupational Health & Safety Management System at Tata Capital meets the requirements of the international standard OHSAS 18001:2007. BS OHSAS 18001:2007 demonstrates Tata Capital’s commitment in implementing a strong Occupational Health and Safety Management System and represents, for Tata Capital, both a successful achievement and a strong commitment for the future to ensure compliance to international best practices/standards and continuous improvement in the way Health Safety and Environment aspects are managed in every company’s activity.

## **17. TATA BUSINESS EXCELLENCE MODEL**

Tata Capital continues to enhance its capabilities and processes in keeping with market and regulatory changes, using the framework of TBEM (based on Baldrige Criteria, USA), which covers aspects of Leadership and Governance, Strategic Planning, Customer Focus, Measurement, Analysis and Knowledge Management, Workforce Focus and Operations Focus. Tata Capital participated in its second TBEM external assessment conducted by Tata Quality Management Services (a division of Tata Sons Limited) in September 2014 and was placed in the 450-500 score band which indicates “good performance”. While the score band is the same as that in FY 2013-14, there is an improvement in the absolute score.

The assessment provided Tata Capital with important feedback in terms of its current strengths and opportunities for improvements to work towards in the coming year. Key Strengths indicated in this report were the organization’s alignment with its Vision and the building capability and structure for achieving the Vision, focus on building quality book, Internal Audit mechanism and Governance mechanisms.

Tata Capital also successfully underwent ISO 9001:2008 surveillance audit, without any major non conformity. Currently, only the operations of the assets business is under the scope of ISO

9001:2008. It is planned to increase the scope in a phased manner during the coming re-certification audits. Tata Capital is also beginning to implement Lean Six Sigma as a tool for improving its operational focus in order to enhance customer satisfaction and improve internal efficiencies.

In July 2014, a new initiative was started by forming an 'Office of Strategy Management' ("OSM"), with the intent to drive strategy execution within Tata Capital, in Businesses and Functions. This will ensure that Tata Capital's objectives are well executed. Currently, there are twelve Strategic Initiatives which are being driven through the OSM.

## **18. THE TATA CAPITAL BRAND**

The Tata Capital Brand has grown consistently over the last few years and today holds a strong position. The Total Awareness and Consideration scores enjoyed by the young Brand are higher than those of many non-banking financial services providers and banks.

The year saw two key brand initiatives. The first was the launch of the next season of the 'Do Right' initiative – a branded initiative focused on living the promise of the Tata Capital brand and building a platform to 'do right'. The second was the launch of Tata Capital Flexi EMI Loans – a truly customer centric offering which provides customers the flexibility to customize their EMI plans on the basis of their individual financial needs and circumstances. Offering of various options such as Step Up, Step Down, Bullet and Ballooning, flexible EMIs are applicable across all Tata Capital's key loan products namely Home Loans, Personal Loans, Business Loans and Auto Loans. Launched extensively across print, outdoors and radio, the campaign covers Tata Capital's range of loan products and establishes it as a holistic loan provider.

In the years to come, Tata Capital will continue to invest in building the Tata Capital Brand with concerted efforts across its identified pillars of – expertise, empathy and ethical conduct.

## **19. BUSINESS DEVELOPMENT**

During the year, the Business Development Group ("BDG") initiated opportunities and harnessed its extensive relationship network within and outside the Tata group, to the benefit of some businesses of Tata Capital. The BDG connected the Investment Banking business with some Tata companies for potential transactions, initiated a relationship for the Corporate Finance Division of TCFSL with an overseas banking group, initiated and nurtured affluent-investor relationships for the Wealth Products Distribution team and organized and participated in meetings with various Tata companies in connection with a proposed Real Estate Fund. For the securities broking business, BDG was involved in the organization and execution of two Institutional Investor Conferences in Singapore and Mumbai.

Additionally, the BDG continued its regular interactions and deepened relationships with trade bodies of Canada, UK and Australia, amongst others, to further Tata Capital's potential business interests in and from these geographies. The BDG also sustained its interactions with domestic industry and trade bodies and with other entities, with a view to promoting the Tata Capital Brand and laying the groundwork for future business.

## **20. CORPORATE SUSTAINABILITY AND CORPORATE SOCIAL RESPONSIBILITY**

The Tata group has always epitomized philanthropy, ethical practices and an untiring quest for national betterment. Through its initiatives, Tata Capital has many long term associations with NGOs that make a positive and measurable difference in each of the focus areas.

Tata Capital believes in social equity and the principle of equal opportunity, irrespective of gender, religion, caste or creed. The Affirmative Action programme at Tata Capital seeks to promote access to quality education and technical skills and competencies for members of the Scheduled Caste and Scheduled Tribe communities, thus creating economic independence and sustainable livelihoods. The Vatsalya Ashramshala in Vikramgad, Maharashtra, is a residential school for tribal children, supported by Tata Capital. This initiative has seen very positive results.

In the annual assessment of Tata Capital's Affirmative Action Strategy and Agenda conducted by Tata Quality Management Services, Tata Capital moved up a band and was placed in the score band of 426 - 450.

As per the provisions of Section 135 of the Act, the Company has constituted the Corporate Social Responsibility (“CSR”) Committee comprising Mr. F. N. Subedar (Chairman), Mr. Janki Ballabh, Dr. Ritu Anand and Mr. Praveen P. Kadle, as Members. The average net profit of the Company computed as per the Act and the applicable Rules, was negative and hence, the Company was not required to spend on CSR activities in FY 2014-15 and consequently has not spent any amount on the CSR activities. However, the subsidiaries of the Company viz. TCFSL and TCHFL have spent an aggregate amount of ₹ 8.96 crore on CSR activities, in projects and programs covered under Schedule VII of the Act. The CSR Policy outlining four thrust areas of development viz. Livelihood & Employability, Health, Education and Environment was adopted by the Board and the same has been put up on the Company’s website. The Annual Report on CSR activities is annexed herewith as Annexure ‘A’.

## **21. COMPLIANCE**

The Company is registered with RBI as a CIC. The Company has complied with and continues to comply with all applicable Laws, Rules, Circulars, Regulations, etc. including Directions of RBI for a CIC and it does not carry on any activities other than those specifically permitted by RBI for CICs.

The Company has deployed “ComplianceCheck” (“Application”), an online platform to report and monitor compliances. The Application has features such as generation of compliance task alerts to Performer, escalation mechanism to Reviewer and Business/Functional Heads and Compliance Officer, generation of compliance reports and updating the compliance tasks based on regulatory developments. The Compliance status reports are submitted, on a regular basis, to the Managing Director & CEO and are placed before the Board on a half yearly basis, by the Company Secretary.

## **22. REGULATORY ACTION**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and operations of the Company in future.

## **23. DEPOSITS**

The Company did not hold any public deposits at the beginning of the year nor has it accepted any public deposits during the year under review.

## **24. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The provisions of Section 186 of the Act pertaining to investment and lending activities is not applicable to the Company since the Company is an NBFC whose principal business is acquisition of securities.

Details of guarantees and/or security in connection with loans to other bodies corporates or persons as covered under the provisions of Section 186 of the Act, are given in Note No. 26 to the Standalone Financial Statements.

## **25. DIRECTORS**

Mr. F. K. Kavarana stepped down as a Director from the Board of the Company, with effect from June 9, 2014, on his attaining the age of 70 years which was in accordance with the provisions of the Guidelines on Composition of the Board of Directors and Committees of the Board and Retirement Age of Directors (“Guidelines”), circulated by Tata Sons Limited and adopted by the Board.

Further, Mr. H. N. Sinor, who retired by rotation at the Annual General Meeting (“AGM”) of the Company held on June 30, 2014, did not seek re-appointment at the AGM, in order to meet with the requirements under the Act relating to the number of directorships that an individual can hold. Accordingly, he ceased to be a Director from the close of business hours on June 30, 2014.

The Directors place on record their appreciation for the valuable contribution made by Mr. Kavarana and Mr. Sinor during their tenure as Directors of the Company.

The appointment of Mr. Janki Ballabh, Independent Director, was formalized by the Board of Directors at its meeting held on May 8, 2014 and the Members appointed him as an Independent Director at the AGM, with effect from June 30, 2014. Mr. Ballabh’s term as Independent Director would be upto October 23, 2017 i.e. upon his attaining the age of 75 years, as per the Guidelines.



The Board of Directors had appointed Mr. Nalin M. Shah and Dr. Nirmalya Kumar as Additional Directors of the Company, with effect from October 28, 2014 and Dr. Ritu Anand as Additional Director of the Company, with effect from March 30, 2015. Dr. Kumar and Dr. Anand holds office upto the date of the ensuing AGM and is eligible for re-appointment. Mr. Shah had submitted a declaration that he would meet the criteria for independence and could be treated as Independent Director, with effect from April 1, 2015. At the Extraordinary General Meeting of the Company held on March 30, 2015, the Members of the Company approved the appointment of Mr. Shah as an Independent Director of the Company under the provisions of the Act, with effect from April 1, 2015, for an initial period of three years, in line with the Governance Guidelines on Board Effectiveness circulated by Tata Sons Limited and adopted by the Board.

The Company has received declarations from the Independent Directors viz. Mr. Janki Ballabh and Mr. Nalin M. Shah, stating that they meet the criteria of independence as provided in Section 149(6) of the Act.

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Ishaat Hussain, Director, is liable to retire by rotation at the ensuing AGM of the Company and is eligible for re-appointment.

The Company has received Notices as per the provisions of Section 160 of the Act, from a Member proposing the appointments of Dr. Kumar and Dr. Anand as Directors of the Company.

The Members of the Company may wish to refer to the accompanying Notice of the AGM of the Company, for brief Resumes of Mr. Hussain, Dr. Kumar and Dr. Anand.

## **26. EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS**

Pursuant to the provisions of the Act, the Board has carried out an annual evaluation of its own performance, the individual Directors (including the Chairman) as well as an evaluation of the working of all Board Committees. The Board of Directors was assisted by the Nomination and Remuneration Committee ("NRC"). The performance evaluation was carried out by seeking inputs from all the Directors / Members of the Committees, as the case may be and discussions with the Directors by the Chairman of the NRC and the Chairman of the Board. The criteria for evaluating the performance of the Board as a whole covered various aspects of the Board's functioning such as fulfillment of key responsibilities, structure of the Board and its composition, establishment and delineation of responsibilities of the Board Committees, effectiveness of Board processes, information and functioning, Board culture and dynamics, etc. The criteria for evaluation of individual Directors covered parameters such as attendance and contribution at meetings, guidance to Management, etc. The criteria for evaluation of the Board Committees covered areas related to degree of fulfillment of key responsibilities, adequacy of Board Committee composition, effectiveness of meetings, Committee dynamics, quality of relationship of the Committee with the Board and the Management, etc.

The feedback of the Independent Directors on their review of the performance of Non-Independent Directors and the Board as a whole, the performance of the Chairman of the Company and assessment of the quality, quantity and timeliness of flow of information between the Company Management and the Board, was taken into consideration by the Board in carrying out the performance evaluation.

## **27. POLICY ON APPOINTMENT OF DIRECTORS AND REMUNERATION POLICY OF THE COMPANY**

The Nomination and Remuneration Committee of the Company comprises Mr. Janki Ballabh (Chairman), Mr. Ishaat Hussain, Mr. Nalin M. Shah and Dr. Ritu Anand. The NRC develops the competency requirements of the Board based on the industry and strategy of the Company, conducts a gap analysis and recommends the reconstitution of the Board, as and when required. It also recommends to the Board, the appointment of Directors having good personal and professional reputation and conducts reference checks and due diligence of all Directors before recommending them to the Board. Besides the above, the NRC ensures that the new Directors are familiarized with the operations of the Company and endeavours to provide relevant training to the Directors.

In accordance with the provisions of Section 178 of the Act, the Board of Directors have adopted a Policy on Board Diversity and Director Attributes and the Remuneration Policy. The Policy on Board Diversity and Director Attributes has been framed to encourage diversity of thought, experience, knowledge, perspective, age and gender in the Board. The Remuneration Policy for Directors, Key Managerial Personnel and all other employees is aligned to the philosophy on the commitment of fostering a culture of leadership with trust. The Remuneration Policy aims to ensure that the level and composition of the remuneration of the Directors, Key Managerial Personnel and all other employees is reasonable and sufficient to attract, retain and motivate them to successfully run the Company. The Policy on Board Diversity and Director Attributes as also the Remuneration Policy of the Company are attached as Annexure 'B' and Annexure 'C', respectively.

## **28. KEY MANAGERIAL PERSONNEL**

The appointments of Mr. Praveen P Kadle, Managing Director & CEO and Ms. Sarita Kamath, Company Secretary, were formalized as the Key Managerial Personnel ("KMP") of the Company, with effect from May 8, 2014.

Mr. Puneet Sharma was appointed as the Chief Financial Officer of the Company and a KMP, with effect from May 9, 2014.

Ms. Kamath stepped down as the Company Secretary, with effect from the end of day on January 1, 2015 and Ms. Avan Doomasia was appointed as the Company Secretary and a KMP, with effect from January 2, 2015.

At present, the KMPs of TCL are also the KMPs of TCFSL.

## **29. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed and that there are no material departures thereof;
- b) they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to 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 and cash flows of the Company for the year;
- c) they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they had prepared the annual accounts on a going concern basis; and
- e) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **30. CORPORATE GOVERNANCE**

A summary of the corporate governance measures adopted by the Company is, given below:

- i) The Company recognizes its role as a corporate citizen and endeavours to adopt the best practices and the highest standards of corporate governance through transparency in business ethics, accountability to its customers, Government and others. The Company's activities are carried out in accordance with good corporate practices and the Company is constantly striving to better them by adopting the best practices.

The Company believes that good Corporate Governance practices enable the Management to direct and control the affairs of the Company in an efficient manner and to achieve the Company's goal of maximizing value for all its stakeholders. The Company will continue to focus its resources, strengths and strategies to achieve its vision of becoming a leading financial services company in India, with a global footprint, while upholding the core values of

transparency, integrity, honesty and accountability, which are fundamental to Tata companies.

As a part of the Tata group, Tata Capital has a strong legacy of fair, transparent and ethical governance practices. The Corporate Governance philosophy has been further strengthened with the adherence to the TBEM as a means to drive excellence, the Balanced Scorecard methodology for tracking progress on long term strategic objectives and the Tata Code of Conduct ("TCOC") which articulates the values, ethics and business principles and serves as a guide to the Company, its directors and employees, supplemented with an appropriate mechanism to report any concern pertaining to non-adherence to the said TCOC. In addition, the Company has adopted Governance Guidelines on Board Effectiveness, a Code of Conduct for Prevention of Insider Trading, a Code of Corporate Disclosure Practices, Vigil Mechanism, a Fair Practices Code, an Affirmative Action Policy, a Policy against Sexual Harassment in the Workplace, a Policy on Board Diversity and Director Attributes, a Code of Conduct for Non-Executive Directors, Internal Guidelines on Corporate Governance and an Occupational Health & Safety Management System.

- ii) The Board of Directors along with its Committees provides leadership and guidance to the Company's Management and directs, supervises and controls the activities of the Company.
- iii) The size of the Board is commensurate with the size and business of the Company. At present, the Board comprises seven Directors viz. Mr. Ishaat Hussain, Mr. Janki Ballabh, Mr. Nalin M. Shah, Mr. F. N. Subedar, Dr. Nirmalya Kumar, Dr. Ritu Anand and Mr. Praveen P. Kadle. Mr. Kadle is the Managing Director & CEO ("MD & CEO") of the Company. Mr. Janki Ballabh and Mr. Nalin M. Shah are the Independent Directors ("ID") of the Company and the other four Directors are Non-Executive Directors ("NED"). Board Meetings of the Company held during the FY 2014-15 were generally chaired by Mr. Ishaat Hussain, NED.
- iv) Mr. Kadle was re-appointed as the MD & CEO of the Company as also of TCFSL, for a further period of 5 years commencing September 18, 2012. As at March 31, 2015, Mr. Kadle held 14,58,580 Equity Shares of ₹ 10 each, 10,000 - 8.33% CRPS and 7,000 - 12.5% CRPS of ₹ 1,000 each. At the NRC Meeting held on May 5, 2015 and at the Board Meeting held on May 8, 2015, an Incentive Remuneration of ₹ 2.20 crore was approved as payable to Mr. Kadle for FY 2014-15. With this, the total remuneration of Mr. Kadle for FY 2014-15, is ₹ 4.15 crore.
- v) The Board has constituted Committees with specific terms of reference to focus on specific issues and ensure expedient resolution of diverse matters. These include the Audit Committee, NRC (with the ESOP Committee being combined into the NRC), Finance and Asset Liability Supervisory Committee, Risk Management Committee, Stakeholders Relationship Committee ("SRC") and CSR Committee. During the year, the Investment Credit Committee, the Committee for Review of Policies and the Executive Committee of the Board were dissolved, as they were not functional. Several meetings of the Committees were held during the year.

Currently, the Audit Committee of TCL comprises two Independent Directors viz. Mr. Nalin M. Shah (Chairman) and Mr. Janki Ballabh and one Non-Executive Director, Mr. F. N. Subedar. The Board has adopted an Audit Committee Charter which lays down the role, responsibilities and powers of the Audit Committee.

The scope of the Audit Committee, *inter alia*, includes the following:

- Recommend the appointment and removal of the Auditors and their remuneration, nature and scope of audit
- Ensure adequacy of internal controls and compliances and recommend remedial measures
- Review adequacy of the Internal Audit function
- Review and monitor the auditors' independence and performance and effectiveness of the audit process
- Oversee financial reporting process and disclosure of financial information
- Examine the financial statements and the auditors' report thereon



- Evaluate internal financial controls and the risk management systems
- Act as a link between the Statutory Auditors, the Internal Auditors and the Board of Directors
- Review accounting policies
- Monitor compliance with TCOC
- Approve any transactions of the Company with related parties or any subsequent modifications thereof
- Scrutinise inter-corporate loans and investments
- Evaluate the valuation of undertakings or assets of the Company, if necessary
- Monitor the end use of funds raised through public offers and related matters
- Review findings of internal investigations / frauds / irregularities, etc.
- Carry out additional functions as per the regulatory requirements applicable to the Company or in the terms of reference of the Audit Committee
- Carry out the responsibilities under the Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices.

The Board has accepted all the recommendations made by the Audit Committee during the year.

Besides the Members of the Committee, meetings of the Audit Committee are attended by the Managing Director & CEO, Chief Financial Officer, Company Secretary, Statutory Auditors and Internal Auditor. The Internal Audit function is headed by the Chief Internal Auditor of the Company who reports to the Chairman of the Audit Committee to ensure independence of operations.

- vi) During FY 2014-15, seven meetings of the Board of Directors and seven meetings of the Audit Committee were held. The details of attendance at Board Meetings, Audit Committee Meetings and the previous Annual General Meeting of the Company are, given below:

Name of Director	Board Meetings		Audit Committee Meetings		Whether present at previous AGM held on June 30, 2014
	Held	Attended	Held	Attended	
Mr. F. K. Kavarana*	7	1	7	Not a Member	No
Mr. H. N. Sinor*	7	1	7	1	No
Mr. Ishaat Hussain	7	6	7	Not a Member	Yes
Mr. Janki Ballabh	7	7	7	7	Yes
Mr. Nalin M. Shah*	7	4	7	3	No
Mr. F. N. Subedar	7	7	7	7	Yes
Dr. Nirmalya Kumar*	7	5	7	Not a Member	No
Dr. Ritu Anand*	7	1	7	Not a Member	No
Mr. Praveen P. Kadle*	7	7	7	2	Yes

**\*Notes:**

(a) Mr. F. K. Kavarana stepped down as Director w.e.f. June 9, 2014.

(b) Mr. H. N. Sinor stepped down as Director w.e.f. June 30, 2014.

(c) Mr. Nalin M. Shah and Dr. Nirmalya Kumar were appointed as Additional Directors w.e.f. October 28, 2014.

(d) Dr. Ritu Anand was appointed as Additional Director w.e.f. March 30, 2015.

(e) Mr. Praveen P. Kadle was a Member of the Audit Committee between July 17, 2014 and October 28, 2014.

The Chairman of the Audit Committee and the NRC had attended the last AGM of the Company. The Chairman of the SRC had authorized Mr. Janki Ballabh, a Member of the SRC, to attend the last AGM on his behalf.

- vii) The Company paid Sitting Fees for attending meetings of the Board and the Committees of the Board within the maximum prescribed limits, to the Non-Executive Directors and Independent Directors, as per details given below:

(₹ in lakh)

Name of Director	Sitting Fees paid for attending Board and Committee Meetings during FY 2014-15
Mr. F. K. Kavarana*	0.70
Mr. H. N. Sinor*	0.90
Mr. Ishaat Hussain	3.40
Mr. Janki Ballabh	6.45
Mr. Nalin M. Shah*	1.80
Mr. F. N. Subedar	4.25
Dr. Nirmalya Kumar*	1.50
Dr. Ritu Anand*	0.60

\* Please refer to the Notes in (vi) above

- viii) None of the NEDs and IDs had any pecuniary relationships or transactions with the Company during the year under review.
- ix) No Commission is proposed to be paid to the NEDs of the Company for FY 2014-15.
- x) Minutes of meetings of all Committees of the Board are placed before the Board for discussion/noting. A summary of the minutes of the meetings of the Boards of the Company's subsidiaries is also placed before the Board for noting, on a quarterly basis.
- xi) The Company Secretary is the Secretary of all the aforementioned Committees.
- xii) The Company has signed the Tata Brand Equity and Business Promotion ("BEBP") Agreement with Tata Sons Limited for subscribing to the TATA BEBP Scheme. The Company abides by TCOC and the norms for using the Tata Brand identity.
- xiii) Ms. Sarita Kamath is the Compliance Officer of the Company.

### 31. VIGIL MECHANISM

The Company has established a Vigil Mechanism for its Directors and employees to report their genuine concerns or grievances. The said mechanism encompasses the Whistle Blower Policy, the Fraud Risk Management Process, the Ethics mechanism under TCOC, etc., and provides for adequate safeguards against victimization of persons who use such mechanism. It also provides direct access to the Chairman of the Audit Committee and the Chief Ethics Counsellor. The Vigil Mechanism, Whistle Blower Policy and TCOC have been put up on the Company's website.

### 32. DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company is committed to providing and promoting a safe and healthy work environment for all its employees.

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a 'Prevention of Sexual Harassment' ("POSH") policy that is in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder for prevention and redressal of complaints of sexual harassment at workplace, along with a structured reporting and redressal mechanism. The Company has also constituted an Internal Complaints Committee, known as the POSH Committee, to inquire into complaints of sexual harassment and recommend appropriate action. The POSH Policy is displayed on the Company's Intranet and is also communicated to employees through e-mails and

communication campaigns. Posters on the POSH Policy, giving contact details of POSH Committee Members are displayed in offices of the Company.

The Company has not received any complaint on sexual harassment during FY 2014-15.

### **33. STATUTORY AUDITORS**

Deloitte Haskins & Sells LLP (formerly known as M/s Deloitte Haskins & Sells) (“DHS”), who are the Statutory Auditors of the Company, hold office until the conclusion of the ensuing AGM and are eligible for re-appointment.

DHS were appointed as the Statutory Auditors of the Company at the AGM of the Company held on July 17, 2007 for FY 2007-08 and have been re-appointed thereafter, at every AGM of the Company. DHS have furnished a certificate, confirming that if re-appointed, their re-appointment would be in accordance with Section 139 read with Section 141 of the Act. At the conclusion of the ensuing AGM of the Company, DHS will complete a period of eight years as the Statutory Auditors of the Company. As per the provisions of the Act read with the Companies (Audit and Auditors) Rules, 2014, it is proposed to re-appoint DHS as the Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next AGM of the Company.

### **34. ACCOUNTING STANDARDS FOLLOWED BY THE COMPANY**

The Financial Statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Act and the Guidelines prescribed by RBI, as applicable.

### **35. EXPLANATION ON STATUTORY AUDITORS' REPORT**

There are no qualifications, reservations or adverse remarks or disclaimers made by DHS in their Report dated May 8, 2015 on the Financial Statements of the Company for FY 2014-15.

### **36. SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT**

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed M/s. Parikh & Associates, a firm of Company Secretaries in Practice, to undertake the Secretarial Audit of the Company for the Financial Year ended March 31, 2015. The Secretarial Audit Report, in the prescribed Form No. MR-3, is annexed as Annexure 'D'.

M/s. Parikh & Associates in their Audit Report dated May 8, 2015 for FY 2014-15 have stated that the Company was not in compliance with the requirement of Section 149 of the Act, in respect of Independent Directors and related compliances. The Directors are of the view that whilst Mr. Janki Ballabh's appointment as an Independent Director was formalised at the last AGM held on June 30, 2014, Mr. Nalin M. Shah, who was appointed as a NED on October 28, 2014, could be considered as an Independent Director with effect from April 1, 2015, on his fulfilling the criteria of independence as prescribed under the Act.

Apart from the above, there are no qualifications, reservations or adverse remarks or disclaimers made by M/s. Parikh & Associates in their Audit Report.

### **37. INFORMATION ON MATERIAL CHANGES AND COMMITMENTS**

There are no material changes or commitments affecting the financial position of the Company which have occurred between March 31, 2015 and May 8, 2015, being the date of this Report.

### **38. RELATED PARTY TRANSACTIONS**

The Company has adopted a Framework on Related Party Transactions for the purpose of identification and monitoring of such transactions.

Details of material contracts or arrangements or transactions with Related Parties on an arm's length basis with respect to transactions covered under Section 188 (1) of the Act in the prescribed



Form No. AOC-2, is attached as Annexure 'E'. Further, details of Related Party Transactions as required to be disclosed by Accounting Standard – 18 on "Related Party Disclosures" specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, are given in the Notes to the Financial Statements.

During the year, the Company has not entered into any transactions with Related Parties which are not in its ordinary course of business or not on an arm's length basis and which require disclosure in this Report in terms of the provisions of Section 188(1) of the Act.

### 39. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

#### (A) Conservation of energy:

- i. Steps taken / impact on conservation of energy:  
The operations of the Company, being financial services related, require normal consumption of electricity. The Company is taking every necessary step to reduce the consumption of energy.
- ii. Steps taken by the Company for utilising alternate sources of energy:  
Tata Capital has installed a solar panel at its Thane office which self illuminates and provides power to the garden and security lights on the campus from dusk to dawn producing close to 750 watts of energy. The garden lights at the Thane office have been retrofitted with LED bulbs that consume less electricity as compared to conventional incandescent or CFL bulbs.
- iii. Capital investment on energy conservation equipments:  
In view of the nature of activities carried on by the Company, there is no capital investment on energy conservation equipments.

#### (B) Technology absorption:

- i. The efforts made towards technology absorption;
- ii. The benefits derived like product improvement, cost reduction, product development or import substitution;
- iii. In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year):
  - (a) The details of technology imported;
  - (b) The year of import;
  - (c) Whether the technology been fully absorbed;
  - (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and
- iv. The expenditure incurred on Research and Development.

Given the nature of the activities of the Company, the above would not be applicable to the Company.

#### (C) Foreign Exchange Earnings and Outgo:

The Foreign Exchange earned in terms of actual inflows during the year under review was ₹ 28.57 crore and the Foreign Exchange Outgo during the year under review in terms of actual outflows was ₹ 0.64 crore.

### 40. EXTRACT OF ANNUAL RETURN

An extract of the Annual Return as prescribed under Section 92 (3) of the Act and the Companies (Management and Administration) Rules, 2014, in the prescribed Form No. MGT. 9, is attached as Annexure 'F'.

#### 41. TATA CAPITAL LIMITED EMPLOYEE STOCK PURCHASE / OPTION SCHEME

In order to develop and implement a long term incentive program to effectively attract, motivate and retain the best talent from the industry in a competitive environment, the Company has implemented the Tata Capital Limited Employee Stock Purchase / Option Scheme ("Scheme"). The Scheme has also been adopted by the subsidiaries of the Company viz. TCFSL, TCHFL, TCCL, Tata Securities, TCTSL and TCFL.

For implementation of the Scheme, TCL Employee Welfare Trust ("Trust") was set up and 7,02,34,526 Equity Shares of the Company aggregating 2.49% of its total paid up Equity Share Capital have been allotted to the Trust. The Trust had entrusted the ESOP Committee of the Board (which has now been combined with the NRC of the Board), with powers to effectively administer the Scheme. The NRC, *inter alia*, determines the employees to whom an offer is to be made, based on certain performance criteria, the price at which the options can be exercised, the quantum of offer to be made and the terms and conditions for vesting and exercise of offer. For the purpose of the Scheme, a valuation of the Equity Shares of the Company is conducted by an independent Chartered Accountant or a Category-I Merchant Banker, on a half-yearly basis.

As on March 31, 2015, out of 7,02,34,526 Equity Shares of the Company allotted to the Trust, 1,44,54,295 Equity Shares of the Company aggregating 0.51% of its total paid up Equity Share Capital were transferred to the Employees under the Schemes.

The following disclosures are being made as required under Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014:

Sr. No.	Particulars (upto March 31, 2015)	ESOP 2011	ESOP 2013
1	Options Granted	34,73,331	29,75,414
2	Options Vested	34,73,331	9,91,847
3	Options Exercised	8,54,222	42,737
4	Total number of shares arising out of exercise of Options	8,54,222	42,737
5	Options Lapsed	NIL	NIL
6	Exercise Price	17.77	25
7	Money realized by exercise of Options	₹ 1,51,79,525	₹ 10,68,425
8	Variation of terms of Options	N.A.	N.A.
9	Total number of Options in force	26,19,109	29,32,677

Employee wise details of options granted to:

(i) Key Managerial Personnel:

Sr. No.	Name of Key Managerial Personnel	ESOP 2011		ESOP 2013	
		Offered	Exercised	Offered	Exercised
1	Mr. Praveen P. Kadle	2,40,000	2,40,000	Nil	Nil
2	Mr. Puneet Sharma	80,000	Nil	Nil	Nil
3	Ms. Avan Doomasia	60,000	Nil	Nil	Nil
4	Ms. Sarita Kamath	Nil	Nil	30,000	Nil

- (ii) Any other employee who receives a grant of Options in any one year of Option amounting to five percent or more of Options granted during that year: None.
- (iii) Identified employees who were granted Option, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and Conversions) of the Company at the time of grant: None.

#### **42. GREEN INITIATIVE**

Section 136 of the Act and the Rules framed there under allows the Company to send its Financial Statements by electronic mode to such Members whose shareholding is in dematerialized format and whose email addresses are registered with the Depositories for communication purposes. As a responsible corporate citizen, the Company proposes to effect electronic delivery of the Annual Report of the Company in lieu of the paper form to the Members who have registered their email IDs with the Depositories. A physical copy of the Annual Report will be sent to those Members who have not registered their email addresses with the Depositories for receiving electronic communication. A physical copy of this Annual Report can also be obtained free of cost by any Member from the Registered Office of the Company on any working day during business hours.

A copy of this Annual Report along with the Annual Report of each of the Company's subsidiaries for FY 2014-15 is also available on the website of the Company, [www.tatacapital.com](http://www.tatacapital.com).

#### **43. ACKNOWLEDGEMENTS**

The Directors would like to place on record their gratitude for the valuable guidance and support received from the Reserve Bank of India, the Securities and Exchange Board of India, the National Housing Bank, Monetary Authority of Singapore, Financial Conduct Authority, UK and other government and regulatory agencies and to convey their appreciation to Tata Sons Limited (the holding company), the Members, customers, bankers, lenders, vendors and all other business associates for the continuous support given by them to Tata Capital. The Directors also place on record their appreciation of all the employees of Tata Capital for their commitment, commendable efforts, team work and professionalism.

For and on behalf of the Board of Directors

Mumbai,  
May 8, 2015

**Ishaat Hussain**  
Director

**Praveen P Kadle**  
Managing Director & CEO



## Annexure A

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ("CSR") ACTIVITIES

1. **Brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and reference to the web-link to the CSR policy and projects or programs:**

Vision: To ensure sustainability by doing what is right, through the adoption of sustainable business practices, employee policies and technologies.

Purpose: To protect the interests of all the stakeholders of the Company and contribute to society at large, by making a measurable and positive difference through the four causes the Company supports viz. Livelihood & Employability, Health, Education and Environment.

Sectors and Issues: In sectors and issues pertaining to the purpose mentioned above.

For details of the CSR Policy along with projects and programs, kindly refer to <http://tatacapital.com/Financialresult.htm>

2. **The composition of the CSR Committee:**

The Board of Directors have constituted a CSR Committee in accordance with the requirements of Section 135(1) of the Companies Act, 2013 ("Act"), which currently comprises:

- Mr. F.N. Subedar, Non-Executive Director (Chairman)
- Mr. Janki Ballabh, Independent Director
- Dr. Ritu Anand, Non-Executive Director
- Mr. Praveen P. Kadle, Managing Director & CEO

3. **Average Net Profit of the Company as per Section 198 of the Act for last three Financial Years:**

(₹ in crore)

<u>Financial Year</u>	<u>Net Profit (net of dividend)</u>
FY 2011-12	(33.47)
FY 2012-13	(22.44)
FY 2013-14	10.05
Average Net Profit	(15.29)

*Note: The above net profit (net of dividend) has been calculated in accordance with the provisions of Section 198 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.*

4. **CSR expenditure (2% of Average Net Profit as indicated in Point No. 3):**

Since the average net profits of the Company for the past three financial years were negative, the Company was not required to spend any amount on CSR activities in FY 2014-15.

5. **Details of CSR spend during FY 2014-15:**

- Total amount to be spent : Not Applicable
- Amount unspent, if any : Not Applicable

c. Manner in which the amount was spent during FY 2014-15 is detailed below:

Sr. No.	CSR Projects or Activity Identified	Sector in which the project is covered	Projects or Programs 1) Local area or other, 2) Specify the state and District where the projects or programs was undertaken	Amount outlay (Budget) project or Program wise	Amount spent on the projects or Programs Sub heads:		Cumulative expenditure upto the reporting period	Amount spent Direct or through implementing agency
					Direct Expenditure on projects or Programs	Overheads		
Not Applicable								

6. In case the Company has failed to spend the 2% of the Average Net Profit of the last three financial years or any part thereof, reasons for not spending the amount:

Not Applicable

We hereby confirm that the implementation, where applicable, and the monitoring of the CSR Policy, has been in compliance with the CSR objectives and CSR Policy adopted by the Company.

Sd/-

F.N. Subedar  
Chairman, CSR Committee  
(Non-Executive Director)

Sd/-

Janki Ballabh  
Member, CSR Committee  
(Independent Director)

Sd/-

Ritu Anand  
Member, CSR Committee  
(Non-Executive Director)

Sd/-

Praveen P Kadle  
Member, CSR Committee  
(Managing Director & CEO)

## Annexure B

### BOARD DIVERSITY POLICY AND DIRECTOR ATTRIBUTES

#### 1. PURPOSE

In terms of Section 178 of the Companies Act, 2013 (“Act”) and the Governance Guidelines on Board Effectiveness issued by Tata Sons Limited and adopted by the Board of Directors, the Nomination and Remuneration Committee (“NRC”) of the Board is, *inter alia*, required to formulate a Policy on Board Diversity and lay down the criteria for determining qualifications, positive attributes and independence of a director.

Diversity in the composition of the Board of Directors has become essential in view of the expansion of business, greater social responsibility, increasing emphasis on Corporate Governance, need for addressing concerns of diverse stakeholders and the necessity for managing risks in the business effectively. A Board composed of appropriately qualified and skilled people, with a broad range of experience relevant to the business, is important for effective corporate governance and sustained commercial success of a company.

In view of the above, Tata Capital Limited (“TCL” or “Company”) has framed this Policy on Board Diversity and Director Attributes (“Policy”) that encourages diversity of thought, experience, knowledge, perspective, age and gender in the Board. The Policy sets out the approach to diversity in the Board of Directors of the Company so as to ensure that the Board has an appropriate blend of functional and industry expertise.

This Policy has been adopted by the Board of Directors of the Company, based on the recommendations of the NRC.

#### 2. OBJECTIVES OF THE POLICY

The Objectives of the Policy include:

- i. Board to drive diversity and have an appropriate blend of functional and industry expertise;
- ii. While recommending the appointment of a director to, *inter alia*, consider the manner in which the function and domain expertise of the individual contributes to the overall skill domain mix of the Board;
- iii. To help the Company build a better Board that can draw upon a wide range of perspectives, expertise, knowledge and experience;
- iv. To achieve an optimum and balanced Board, with a wide range of attributes;
- v. To encourage healthy and open discussion and promote independence of judgement in Board and Committee deliberations; and
- vi. To have an optimum mix of Executive, Non-Executive and Independent Directors, including Women Directors.

#### 3. POLICY STATEMENT

To meet the above Objectives:

- i. The Board of TCL will ensure that a transparent Board nomination process is in place that encourages diversity of thought, experience, skills, knowledge, perspective, age, nationality, gender, cultural and educational background;
- ii. It will be ensured that the Board has an appropriate blend of functional and industry expertise and skills;
- iii. The consideration and selection of candidates for appointment to the Board will be based on merit which shall include a review of any candidate’s integrity, experience, educational background, industry or related experience and more general experience;



- iv. Candidates that bring a diversity of background and opinion from amongst those candidates with the appropriate background and industry or related expertise and experience and having the ability to devote sufficient time to the affairs of the Company, should be considered for appointment to the Board; and
- v. While recommending the appointment of a Director, the NRC will consider the criteria as laid down under the Act and applicable Regulations/Guidelines issued by Statutory and Regulatory authorities, as also those issued by Tata Sons Limited, from time to time, and the manner in which the function and domain expertise of the individual will contribute to the overall skill-domain mix of the Board.

#### **4. MEASURABLE OBJECTIVES**

The NRC will largely rely on the regulatory provisions of the Act, the Regulations/Guidelines issued by the RBI (as applicable to a Core Investment Company) as also the Guidelines circulated by Tata Sons Limited and review the measurable objectives for achieving diversity against these provisions and recommend the same to the Board for adoption. At any given point of time, the Board may seek to improve one or more aspects of its diversity and measure progress accordingly.

#### **5. MONITORING AND REPORTING**

The NRC will review the Policy periodically, which will include an assessment of the effectiveness of the Policy. The NRC will discuss any revision that may be required and recommend the same to the Board for approval.

## Annexure C

### REMUNERATION POLICY

#### 1. COMPENSATION PHILOSOPHY

Tata Capital Limited (“Company”) has a defined formal compensation philosophy for itself and its subsidiary companies. In order to build a high performance culture, aligned to the Company’s Vision and Goals, the Compensation Philosophy aims at providing a significant differential to superior performers and also segregating increments and performance payouts, based on the actual performance of various business verticals.

The aforementioned Compensation philosophy helps the Company to manage long term fixed cost, keep up with market compensation and attract the right talent to help drive its growth plans.

The performance of the Company and its Business Units / Functions is measured against annual budgets / targets, set as per the Balanced Score Card (BSC). Performance of individuals is measured against Key Result Areas (KRAs) set at the beginning of year and after considering any revision of target during the year. The Annual Performance Rating would be considered for calculating the Performance Pay. Rating would be on a 5 point scale.

Consistent with the principle of differential influence that an employee may have on the overall performance of the Company, different weights are assigned for the Company’s performance, the performance of Business Units/Functions and the performance of individuals. Thus, employees in entry level / junior management have greater weightage for individual performance while employees in senior leadership roles have maximum weightage for Company and Business Unit Performance.

#### 2. REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

The philosophy for remuneration of Directors, Senior Leadership Team, Key Managerial Personnel (“KMP”) and all other employees of the Company is based on the commitment to fostering a culture of leadership with trust. The Remuneration Policy is aligned to this philosophy.

This Remuneration Policy has been prepared pursuant to the provisions of Section 178(3) of the Companies Act, 2013 (“Act”). In case of any inconsistency between the provisions of law and this Remuneration Policy, the provisions of law shall prevail and the Company shall abide by the applicable law. In case there are any changes in the law, the Company shall comply with the applicable amended provisions. While formulating this Remuneration Policy, the Nomination and Remuneration Committee (“NRC”) has considered the factors laid down under Section 178(4) of the Act which are, as under:

- “(a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;*
- (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and*
- (c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.”*

The key principles governing this Remuneration Policy are, as follows:

##### 2.1 Remuneration for Independent Directors and Non-Independent Non- Executive Directors

- (i) Independent Directors (“ID”) and Non-Independent Non-Executive Directors (“NED”) may be paid Sitting Fees (for attending the meetings of the Board and of Committees of the Board of which they may be Members) and Commission within regulatory limits.

- (ii) Within the parameters prescribed by law, the payment of Sitting Fees and Commission will be recommended by the NRC for approval of the Board.
- (iii) Overall remuneration (Sitting Fees and Commission) should be reasonable and sufficient to attract, retain and motivate directors aligned to the requirements of the Company (taking into consideration, the challenges faced by the Company and its future growth imperatives).
- (iv) Overall remuneration should be reflective of the size of the Company, complexity of the sector/ industry/ Company's operations and the Company's capacity to pay the remuneration.
- (v) Overall remuneration practices should be consistent with recognized best practices.
- (vi) Quantum of Sitting Fees may be subject to review on a periodic basis, as required.
- (vii) The aggregate Commission payable to all the NEDs and IDs will be recommended by the NRC to the Board based on Company performance, profits, return to investors, shareholder value creation and any other significant qualitative parameters, as may be decided by the Board.
- (viii) The NRC will recommend to the Board, the quantum of Commission for each director based upon the outcome of the evaluation process which is driven by various factors including attendance and time spent at Board and Committee meetings, individual contribution at the meetings and contributions made by directors, other than at Board and Committee meetings.
- (ix) In addition to the Sitting Fees and Commission, the Company may pay to any director such fair and reasonable expenditure, as may have been incurred by the director while performing his / her role as a Director of the Company. This could include reasonable expenditure incurred by the director for attending Board / Board Committee meetings, General Meetings, court convened meetings, meetings with Shareholders / Creditors / Management, site visits, induction and training (arranged by the Company for directors) and in obtaining professional advice from independent advisors in the furtherance of his / her duties as a director.

## 2.2 Remuneration for Managing Director ("MD")/Executive Directors ("ED")/ KMP/ rest of the employees (Note 1)

- (i) The extent of overall remuneration to the MD/ED/KMPs/ rest of the employees should be sufficient to attract and retain talented and qualified individuals suitable for their roles.

Hence, remuneration should be:

- market competitive ('market' for every role is defined as companies from which the company attracts talent or companies to which the company loses talent)
  - driven by the role played by the individual;
  - reflective of the size of the company, complexity of the sector / industry / Company's operations and the Company's capacity to pay;
  - consistent with recognized best practices; and
  - aligned to any regulatory requirements.
- (ii) In terms of remuneration mix or composition,
    - the remuneration mix for the MD/ EDs should be as per the contract approved by the Shareholders. In case of any change which is beyond the remuneration approved by the Shareholders, the same would require the approval of the Shareholders.



- basic / fixed salary is provided to all employees to ensure that there is a steady income in line with their skills and experience.
- in addition to the basic/ fixed salary, the Company provides employees with certain perquisites, allowances and benefits to enable a certain level of lifestyle and to offer scope for savings and tax optimization, where possible. The Company also provides all employees with a social security net (subject to limits) by covering medical expenses and hospitalization through re-imburements or insurance cover and accidental death and dismemberment through personal accident insurance.
- the Company provides retirement benefits, as applicable.
- in addition to the basic/ fixed salary, benefits, perquisites and allowances as provided above, the Company may provide MD/EDs such remuneration by way of Commission, calculated with reference to the Net Profits of the Company in a particular financial year, as may be determined by the Board, subject to the overall ceilings stipulated in Section 197 of the Act. The specific amount payable to the MD/ EDs would be based on the performance of the MD/EDs as evaluated by the Board or the NRC and approved by the Board.

OR

- In addition to the basic/fixed salary, benefits, perquisites and allowances as provided above, the Company may provide to its MD/ED, such remuneration by way of an annual incentive remuneration/performance linked bonus subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board. An indicative list of factors that may be considered for determination of the extent of this component are:
  - Company's performance on certain defined qualitative and quantitative parameters, as may be decided by the Board from time to time,
  - Industry benchmarks of remuneration,
  - Performance of the individual.
- The Company will provide the rest of the employees, a performance linked incentive pay. The performance linked pay would be driven by the outcome of the performance appraisal process and the performance of the Company.

### **2.3 Remuneration payable to Director for services rendered in other capacity**

No remuneration will be payable to the Directors for services rendered by such Director in any other capacity unless:

- a) The services rendered are of a professional nature;
- b) The NRC is of the opinion that the director possesses requisite qualification for the practice of the profession; and
- c) Approval of the Central Government has been received, if required, for paying the same.

### **2.4 Policy implementation**

The NRC is responsible for recommending the Remuneration Policy to the Board. The Board is responsible for approving and overseeing implementation of the Remuneration Policy.

*Note 1 Excludes employees covered by any long term settlements or specific term contracts. The remuneration for these employees would be driven by the respective long term settlements or contracts.*

**Annexure D****FORM No. MR-3****SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2015**

(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,  
The Members  
Tata Capital Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Tata Capital Limited (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Tata Capital Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit and the representations made by the Company, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by Tata Capital Limited for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the Rules made there under;
- (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iii) Other laws, including the laws relating to Non Banking Financial Companies to the extent applicable to the Company as per the representations made by the Company.

We have also examined compliance with the applicable clause of the Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings, which are not in force as on the date of this Report.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above except that the Company was not in compliance with the requirement of Section 149 of the Act in respect of Independent Directors and related compliances.

We further report that:

- (i) The Board of Directors of the Company as on 31st March, 2015 is duly constituted with proper balance of Executive Directors, Non-Executive Directors except one Independent Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- (ii) Adequate notice for the Board/Committee Meetings was given at least seven days in advance to all the Directors for holding the Board Meetings. Agenda and detailed notes on Agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- (iii) Decisions at the Board Meetings, as represented by the Management, were taken unanimously.

We further report that as represented by the Company and relied upon by us, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company had the following events which had a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc:

- a. The Company had allotted 21,00,791 Cumulative Redeemable Preference Shares of ₹ 1,000/- each ("CRPS") aggregating ₹ 210.07 crore, on a private placement basis.
- b. The Company had offered 25,00,000 CRPS of the Face Value of ₹ 1,000/- each, at par, aggregating ₹ 250 crore, on a private placement basis, with an option to retain oversubscription of not more than 25,00,000 CRPS, amounting to Rs. 250 crore.
- c. The Company has an Employee Stock Purchase / Option Scheme ("ESOP Scheme") which is implemented through the TCL Employee Welfare Trust ("Trust") to whom the Company had allotted Equity Shares in the past. During the year, the Trust had issued 4,18,020 equity shares to the employees of the Company and its subsidiary companies and had bought back 6,52,673 equity shares in terms of the ESOP Scheme.
- d. The Members had passed a Special Resolution under Section 180(1)(c) of the Act, for borrowing monies, which may exceed the aggregate of the paid up capital of the Company and free reserves, such that the total outstanding amount so borrowed should not exceed ₹ 20,000 crore at any point of time.
- e. The Members had passed a Special Resolution under Section 180(1)(a) of the Act, for creation of charge, mortgage and hypothecation on the assets of the Company for an outstanding aggregate value not exceeding ₹ 20,000 crore.

For **Parikh & Associates**

**Jigyasa Ved**  
(Partner)

Mumbai,  
May 8, 2015.

FCS No: 6488 CP No: 6018

This Report is to be read with our letter of even date which is annexed as Annexure I and forms an integral part of this report.

## Annexure I

To,  
The Members  
Tata Capital Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

**For Parikh & Associates**

**Jigyasa Ved**  
(Partner)

FCS No: 6488 CP No: 6018

Mumbai,  
May 8, 2015.



## Annexure E

### Form No. AOC- 2

Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis - Not Applicable
2. Details of material contracts or arrangement or transactions at arm's length basis:

(₹ in lakh)

Sr. No.	Name of the Related Party	Nature of Relationship	Nature of contracts/ arrangements/transactions	Amount	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Amount paid as advances, if any
1	Tata Capital Financial Services Limited	Subsidiary	a) Investment in Unsecured, Redeemable, Non Convertible, Subordinate Debentures as Tier-II Capital	20,000	10 years	Yield @ 9.37% p.a. subordinated in status to other creditors	-
			b) ICDs placed during the year	2,53,819	Tenor upto 1 year	Cost of Funds for previous month plus 25 bps	-
			c) ICDs repaid back during the year	2,64,309	Tenor upto 1 year	Not Applicable	-
			d) Security Deposit Outstanding - Payable	4,665	Period of lease upto September 30, 2017	As per the Agreement entered into between the Company and TCFSL	-
			e) Dividend received during the year	6,488	Not Applicable	Dividend for FY 2013-14, at the rate of ₹ 0.50 per Equity Share of ₹ 10 each of the Company	-
			f) Interest Income on ICDs	3,042	For FY 2014-15	Cost of Funds for previous month plus 25 bps	-
			g) ICDs Outstanding - Receivable	2,600	Tenor upto 1 year	Cost of Funds for previous month plus 25 bps	-
			h) Dividend Receivable	7,785	Not Applicable	Interim Dividend for FY 2014-15, at the rate of ₹ 0.60 per Equity Share of ₹ 10 each of the Company.	-
2	Tata Capital Housing Finance Limited	Subsidiary	a) Investment in Preference Shares made during the year	16,000	Long Term Investment	Compulsorily Convertible to Equity Share Capital at the option of the holder at fair market value at the time of conversion. Rate of Dividend being 9% p.a.	-
			b) ICDs placed during the year	99,320	Tenor upto 1 year	Cost of Funds for previous month plus 25 bps	-
			c) ICDs repaid back during the year	99,320	Tenor upto 1 year	Not Applicable	-
			d) Dividend received during the year	1,521	Not Applicable	Dividend for FY 2013-14, at the rate of 9% p.a. on the Compulsorily Convertible Preference Shares of Tata Capital Housing Finance Limited	-
			e) Dividend Receivable	2,627	Not Applicable	Interim Dividend at the rate of 9% p.a. on the Compulsorily Convertible Preference Shares of Tata Capital Housing Finance Limited	-

Sr. No.	Name of the Related Party	Nature of Relationship	Nature of contracts/ arrangements/transactions	Amount	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Amount paid as advances, if any
3	Tata Cleantech Capital Limited	Subsidiary	a) Investment in Equity Shares made during the year	18,515	Long Term Investment	Total 16,83,18,182 shares of ₹ 10 each, at a premium of ₹ 1 per share.	-
			b) ICDs placed during the year	57,245	Tenor upto 1 year	Cost of Funds for previous month plus 25 bps	-
			c) ICDs repaid back during the year	30,568	Tenor upto 1 year	Not Applicable	-
			d) ICDs Outstanding - Receivable	31,560	Tenor upto 1 year	Cost of Funds for previous month plus 25 bps	-
4	TC Travel and Services Limited	Subsidiary	a) ICDs placed during the year	1,675	Tenor upto 1 year	Cost of Funds for previous month plus 25 to 100 bps	-
			b) ICDs repaid back during the year	2,680	Tenor upto 1 year	Not Applicable	-
5	Tata Capital Forex Limited	Subsidiary	a) ICDs placed during the year	3,500	Tenor upto 1 year	Cost of Funds for previous month plus 25 to 100 bps	-
			b) ICDs repaid back during the year	1,200	Tenor upto 1 year	Not Applicable	-
			c) ICDs Outstanding - Receivable	2,300	Tenor upto 1 year	Cost of Funds for previous month plus 25 to 100 bps	-
6	Tata Capital Advisors Pte Limited ("TCAPL")	Subsidiary	Income – Advisory Fees	2,857	Ongoing, subject to termination	Non-binding advice by the Company. Monthly invoices raised as per terms of agreement with currency risk is to the account of TCAPL.	-
7	Tata Capital Growth Fund	Subsidiary	Investment in Units of Fund made during the year	3,604	Long Term Investment	Investment made during the year on the basis of capital call from Fund. Total commitment at ₹ 250 crore to the Fund	-
8	Tata Capital Special Situations Fund	Associate	Investment in Units of Fund made during the year	2,207	Long Term Investment	Investment made during the year on the basis of capital call from Fund. Total commitment at ₹ 75 crore to the Fund	-
9	e-Nxt Financials Limited	Associate	a) ICDs placed during the year	1,050	Tenor upto 1 year	Cost of Funds for previous month plus 25 bps	-
			b) ICDs repaid back during the year	1,050	Tenor upto 1 year	Not Applicable	-
10	Tata AutoComp Systems Limited	Associate	a) Dividend received during the year	966	Not Applicable	Dividend for FY 2013-14, at the rate of ₹ 2 per equity share of ₹ 10 each of the Company	-
11	Tata Capital Innovation Fund	Associate	a) Investment in Units of Fund made during the year	870	Long Term Investment	Investment made during the year on the basis of capital call from Fund. Total commitment at ₹ 78 crores to the Fund.	-
12	Tata Sky Limited	Fellow Subsidiary	Investment in Equity Shares made during the year	3,105	Long Term Investment	Investment in 53,24,533 shares at ₹ 10 each, at par	-

Note: Appropriate approvals have been taken for Related Party Transactions.

For and on behalf of the Board of Directors

Mumbai  
May 08, 2015

**Ishaat Hussain**  
Director

**Praveen P Kadle**  
Managing Director & CEO

## Annexure F

### Form No. MGT-9

#### EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS

- i) CIN: U65990MH1991PLC060670
- ii) Registration Date: March 8, 1991
- iii) Name of the Company: Tata Capital Limited
- iv) Category of the Company: Company limited by shares  
Sub-category of the Company: Indian Non-Government Company
- v) Address of the Registered Office and contact details:  
One Forbes, Dr. V. B. Gandhi Marg, Fort, Mumbai – 400001, Maharashtra, India.

Contact details:

Telephone Number: 022-6745 9000

E-mail id: avan.doomasia@tatacapital.com

- vi) Whether listed company: No
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any

a) Registrar and Transfer Agent for the Company's Equity Shares

Name : TSR Darashaw Limited  
Address : 6-10, Haji Moosa Patrawala Industrial Estate,  
Near Famous Studio, 20, Dr. E Moses Road,  
Mahalaxmi, Mumbai – 400011, Maharashtra, India  
Contact Details : Mr. Deepak Tambe  
Phone No.: 022-66178554  
E-mail: dtambe@tsrdarashaw.com

b) Registrar and Transfer Agent for the Company's Preference Shares

Name : Sharepro Services (India) Private Limited  
Address : 13 AB, Samhita Warehousing Complex,  
2<sup>nd</sup> Floor, Behind Sakinaka Telephone Exchange,  
Off Andheri- Kurla Road, Sakinaka, Andheri (East),  
Mumbai - 400072, Maharashtra, India  
Contact Details : Mr. Nilesh Bhandare  
Phone No.: 022-67720300, 67720400  
E-mail: Nileshb@shareproservices.com

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Investment Activity	64200	73
2	Advisory Services	66309 ; 66190	19

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sl. No	Name And Address of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Tata Sons Limited Bombay House, 24 Homi Mody Street, Mumbai - 400001	U99999MH1917PLC000478	Holding	90.28	Section 2(46)
2	Tata Capital Financial Services Limited One Forbes, Dr V B Gandhi Marg, Fort, Mumbai - 400001	U67100MH2010PLC210201	Subsidiary	100	Section 2(87)
3	Tata Capital Housing Finance Limited One Forbes, Dr V B Gandhi Marg, Fort, Mumbai - 400001	U67190MH2008PLC187552	Subsidiary	100	Section 2(87)
4	Tata Securities Limited One Forbes, Dr V B Gandhi Marg, Fort, Mumbai - 400001	U67120MH1994PLC080918	Subsidiary	100	Section 2(87)
5	Tata Cleantech Capital Limited One Forbes, Dr V B Gandhi Marg, Fort, Mumbai - 400001	U65923MH2011PLC222430	Subsidiary	80.50	Section 2(87)
6	TC Travel And Services Limited One Forbes, Dr V B Gandhi Marg, Fort, Mumbai - 400001	U63040MH2008PLC187559	Subsidiary	100	Section 2(87)
7	Tata Infrastructure Capital Limited MT Rajen's Properties, # 40 Buzullah Road, T Nagar, Chennai - 600017	U67190TN2010PLC076545	Subsidiary	100	Section 2(87)
8	Tata Capital Pte. Limited 8 Shenton Way, #19-01, AXA Tower, Singapore 068811	N.A.	Subsidiary	100	Section 2(87)
9	Tata Capital Forex Limited One Forbes, Dr V B Gandhi Marg, Fort, Mumbai - 400001	U65921MH2006PLC238745	Subsidiary	100	Section 2(87)
10	India Collections Management Limited One Forbes, Dr V B Gandhi Marg, Fort, Mumbai - 400001	U74120MH2010PLC207484	Subsidiary	100	Section 2(87)
11	Tata Capital Markets Pte. Limited. 8 Shenton Way, #19-01, AXA Tower, Singapore 068811	N.A.	Subsidiary	100	Section 2(87)
12	Tata Capital Advisors Pte. Limited 8 Shenton Way, #19-01, AXA Tower, Singapore 068811	N.A.	Subsidiary	100	Section 2(87)
13	Tata Capital Plc 30 Millbank, London, SW1P 4WY, England, United Kingdom	N.A.	Subsidiary	100	Section 2(87)
14	Tata Capital General Partners LLP 8 Shenton Way, #19-01, AXA Tower, Singapore 068811	N.A.	Subsidiary	80	Section 2(87)



Sl. No	Name And Address of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
15	Tata Capital Healthcare General Partners LLP 8 Shenton Way, #19-01, AXA Tower, Singapore 068811	N.A.	Subsidiary	100	Section 2(87)
16	Tata Opportunities General Partners LLP 8 Shenton Way, #19-01, AXA Tower, Singapore 068811	N.A.	Subsidiary	90	Section 2(87)
17	e-Nxt Financials Limited One Forbes, Dr V B Gandhi Marg, Fort, Mumbai – 400001	U74999MH2002PLC135640	Associate	50	Section 2(6)
18	Tata Autocomp Systems Limited Bombay House, 24 Homi Mody Street, Mumbai – 400001	U34100MH1995PLC093733	Associate	24	Section 2(6)
19	International Asset Reconstruction Company Private Limited 709, 7th Floor, Ansal Bhawan, 16, Kasturba Gandhi Marg, New Delhi – 110001	U74999DL2002PTC117357	Associate	25.37	Section 2(6)
20	Nectar Loyalty Management India Limited Ramnord House, Ground Floor, 77 Dr. Annie Besant Road, Worli, Mumbai - 400018	U74120MH2011PLC221894	Joint Venture	49	Section 2(6)

#### IV. A) SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	2,55,14,33,946	-	2,55,14,33,946	90.28	2,55,14,33,946	-	2,55,14,33,946	90.28	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1):-</b>	<b>2,55,14,33,946</b>	<b>-</b>	<b>2,55,14,33,946</b>	<b>90.28</b>	<b>2,55,14,33,946</b>	<b>-</b>	<b>2,55,14,33,946</b>	<b>90.28</b>	<b>-</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>2,55,14,33,946</b>	<b>-</b>	<b>2,55,14,33,946</b>	<b>90.28</b>	<b>2,55,14,33,946</b>	<b>-</b>	<b>2,55,14,33,946</b>	<b>90.28</b>	<b>-</b>

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	-	-
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	11,67,21,517	-	11,67,21,517	4.13	11,67,21,517	-	11,67,21,517	4.13	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	17,68,751	-	17,68,751	0.06	17,20,884	-	17,20,884	0.06	-
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1,75,91,224	-	1,75,91,224	0.62	1,73,61,592	-	1,73,61,592	0.62	-
c) Others									
i) Public Charitable Trust	8,30,00,000	-	8,30,00,000	2.94	8,30,00,000	-	8,30,00,000	2.94	-
ii) TCL Employee Welfare Trust (ESOP Trust)	5,55,02,732	-	5,55,02,732	1.96	5,57,80,231	-	5,57,80,231	1.97	0.01
<b>Sub-total (B)(2):-</b>	27,45,84,224	-	27,45,84,224	9.72	27,45,84,224	-	27,45,84,224	9.72	-
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	27,45,84,224	-	27,45,84,224	9.72	27,45,84,224	-	27,45,84,224	9.72	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	2,82,60,18,170	-	2,82,60,18,170	100.00	2,82,60,18,170	-	2,82,60,18,170	100.00	-

**(ii) Shareholding of Promoters (Equity Share Capital)**

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Tata Sons and its Nominees	2,55,14,33,946	90.28	-	2,55,14,33,946	90.28	-	-
	<b>Total</b>	<b>2,55,14,33,946</b>	<b>90.28</b>	<b>-</b>	<b>2,55,14,33,946</b>	<b>90.28</b>	<b>-</b>	<b>-</b>

**(iii) Change in Promoters' Shareholding (Equity Share Capital) (please specify, if there is no change):**

There is no change in promoter's shareholding during FY 2014- 15.

**(iv) Shareholding Pattern (Equity Share Capital) of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (1.4.2014 to 31.3.2015)	
		No. of Shares at the beginning (1.4.2014)/end of the year (31.3.2015)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1.	Tata Investment Corporation Limited	7,71,96,591	2.73	April 1, 2014	–	–	7,71,96,591	2.73
				–		Nil movement during the year	–	
		7,71,96,591	2.73	March 31, 2015	–	–	7,71,96,591	2.73
2	F K Kavarana, Ishaat Hussain and Praveen P Kadle (Trustees of TCL Employee Welfare Trust)	5,55,02,732	1.96	April 1, 2014	–	–	5,55,02,732	1.96
				April 9, 2014	-24,500	Transfer	5,54,78,232	1.96
				April 30, 2014	24,591	Purchase	5,55,02,823	1.96
				May 21, 2014	-38,667	Transfer	5,54,64,156	1.96
				July 24, 2014	60,245	Purchase	5,55,24,401	1.96
				August 4, 2014	-38,334	Transfer	5,54,86,067	1.96
				August 8, 2014	2,31,793	Purchase	5,57,17,860	1.97
				August 27, 2014	-3,000	Transfer	5,57,14,860	1.97
				September 26, 2014	86,869	Purchase	5,58,01,729	1.97
				October 7, 2014	-97,628	Transfer	5,57,04,101	1.97
				November 20, 2014	77,991	Purchase	5,57,82,092	1.97
				December 29, 2014	59,177	Purchase	5,58,41,269	1.98
				December 30, 2014	-71,222	Transfer	5,57,70,047	1.97
				February 2, 2015	-2,79,075	Transfer	5,54,90,972	1.96
				February 30, 2015	10,480	Purchase	5,55,01,452	1.96
				March 10, 2015	1,04,527	Purchase	5,56,05,979	1.97
		March 27, 2015	1,74,252	Purchase	5,57,80,231	1.97		
		5,57,80,231	1.97	March 31, 2015			5,57,80,231	1.97
3	Jamsetji Tata Trust	5,30,00,000	1.88	April 1, 2014			5,30,00,000	1.88
						Nil movement during the year		
		5,30,00,000	1.88	March 31, 2015			5,30,00,000	1.88

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (1.4.2014 to 31.3.2015)	
		No. of Shares at the beginning (1.4.2014)/end of the year (31.3.2015)	% of total shares of the Company				No. of Shares	% of total shares of the Company
4	Navajbai Ratan Tata Trust	3,00,00,000	1.06	April 1, 2014			3,00,00,000	1.06
						Nil movement during the year		
		3,00,00,000	1.06	March 31, 2015			3,00,00,000	1.06
5	Cyrus Investments Private Limited	1,29,78,905	0.46	April 1, 2014			1,29,78,905	0.46
						Nil movement during the year		
		1,29,78,905	0.46	March 31, 2015			1,29,78,905	0.46
6	Sterling Investment Corporation Private Limited	1,29,78,905	0.46	April 1, 2014			1,29,78,905	0.46
						Nil movement during the year		
		1,29,78,905	0.46	March 31, 2015			1,29,78,905	0.46
7	Tata Motors Limited	43,26,651	0.15	April 1, 2014			43,26,651	0.15
						Nil movement during the year		
		43,26,651	0.15	March 31, 2015			43,26,651	0.15
8	Tata Chemicals Limited	32,30,859	0.11	April 1, 2014			32,30,859	0.11
						Nil movement during the year		
		32,30,859	0.11	March 31, 2015			32,30,859	0.11
9	Af-Taab Investment Company Limited	23,33,070	0.08	April 1, 2014			23,33,070	0.08
						Nil movement during the year		
		23,33,070	0.08	March 31, 2015			23,33,070	0.08
10	Tata Industries Limited	22,72,346	0.08	April 1, 2014			22,72,346	0.08
						Nil movement during the year		
		22,72,346	0.08	March 31, 2015			22,72,346	0.08



**(v) Shareholding (Equity Share) of Directors and Key Managerial Personnel:**

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (1.4.2014 to 31.3.2015)	
		No. of Shares at the beginning (1.4.2014)/end of the year (31.3.2015)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Mr. Ishaat Hussain (Director)	2,20,000	0.01	April 1, 2014			2,20,000	0.01
						Nil movement during the year		
		2,20,000	0.01	March 31, 2015			2,20,000	0.01
2	Mr. Janki Ballabh (Director)	2,30,780	0.01	April 1, 2014			2,30,780	0.01
						Nil movement during the year		
		2,30,780	0.01	March 31, 2015			2,30,780	0.01
3	Mr. F. K. Kavarana (Director) <i>Please see Note No.1</i>	2,43,716	0.01	April 1, 2014			2,43,716	0.01
						Nil movement during the year		
		2,43,716	0.01	March 31, 2015			2,43,716	0.01
4	Mr. H. N. Sinor (Director) <i>Please see Note No.2</i>	2,20,000	0.01	April 1, 2014			2,20,000	0.01
						Nil movement during the year		
		2,20,000	0.01	March 31, 2015			2,20,000	0.01
5	Mr. F. N. Subedar (Director)	2,43,716	0.01	April 1, 2014			2,43,716	0.01
						Nil movement during the year		
		2,43,716	0.01	March 31, 2015			2,43,716	0.01
6	Mr. Praveen P Kadle (Managing Director & CEO)	13,78,580	0.05	April 1, 2014			13,78,580	0.05
				February 2, 2015	80,000	ESOP Allotment	14,58,580	0.05
		14,58,580	0.05	March 31, 2015			14,58,580	0.05
7	Mr. Puneet Sharma (CFO)	1,46,050	0.01	April 1, 2014			1,46,050	0.01
						Nil movement during the year		
		1,46,050	0.01	March 31, 2015			1,46,050	0.01
8	Ms. Sarita Kamath (Company Secretary) <i>Please see Note No.3</i>	3,323	0	April 1, 2014			3,323	0
						Nil movement during the year		
		3,323	0	March 31, 2015			3,323	0

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (1.4.2014 to 31.3.2015)	
		No. of Shares at the beginning (1.4.2014)/end of the year (31.3.2015)	% of total shares of the Company				No. of Shares	% of total shares of the Company
9	Ms. Avan Doomasia (Company Secretary)  Please see Note No.4	89,305	0	April 1, 2014			89,305	0
						Nil movement during the year		
		89,305	0	March 31, 2015			89,305	0

**Notes:**

1. Mr. F. K. Kavarana ceased to be Director w.e.f. June 9, 2014
2. Mr. H. N. Sinor ceased to be Director w.e.f. June 30, 2014
3. Ms. Sarita Kamath ceased to be Company Secretary w.e.f. end of day on January 1, 2015
4. Ms. Avan Doomasia was appointed as the Company Secretary w.e.f. January 2, 2015

**IV. B) SHARE HOLDING PATTERN (Preference Share Capital Breakup as percentage of Total Preference Capital)**
**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	-	-
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	14,84,023	-	14,84,023	21.62	27,29,423	-	27,29,423	30.45	83.92
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	3,610	-	3,610	0.05	3,780	-	3,780	0.04	4.71
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	51,72,643	-	51,72,643	75.36	60,27,864	-	60,27,864	67.24	16.53
c) Others									
Trust	2,00,000	-	2,00,000	2.91	2,00,000	-	2,00,000	2.23	-
Others	3,400	-	3,400	0.05	3,400	-	3,400	0.04	-
<b>Sub-total (B)(2):-</b>	68,63,676	-	68,63,676	100	89,64,467	-	89,64,467	100	30.61
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	68,63,676	-	68,63,676	100	89,64,467	-	89,64,467	100	30.61
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	68,63,676	-	68,63,676	100.00	89,64,467	-	89,64,467	100.00	30.61

(ii) **Shareholding (Preference Shares) of Promoters – Nil**

(iii) **Change in Promoters' Shareholding (Preference Shares) (please specify, if there is no change) - Not Applicable**

(iv) **Shareholding Pattern of top ten Shareholders (Preference Shares) (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (1.4.2014 to 31.3.2015)	
		No. of Shares at the beginning (1.4.2014)/end of the year (31.3.2015)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1.	Shree Cement Limited*	–	–	April 1, 2014			–	–
				August 19, 2014	10,00,000	Allotment	10,00,000	11.15
		10,00,000	11.15	March 31, 2015			10,00,000	11.15
2	Vicco Products (Bombay) Limited	3,00,000	4.37	April 1, 2014			3,00,000	4.37
						Nil movement during the year		
		3,00,000	3.35	March 31, 2015			3,00,000	3.35
3	Azim Hasham Premji	2,99,999	4.37	April 1, 2014			2,99,999	4.37
						Nil movement during the year		
		2,99,999	3.35	March 31, 2015			2,99,999	3.35
4	Jayant Keshav Pendharkar	2,90,000	4.23	April 1, 2014			2,90,000	4.23
						Nil movement during the year		
		2,90,000	3.23	March 31, 2015			2,90,000	3.23
5	Sudarshan Securities Private Limited	2,50,000	3.64	April 1, 2014			2,50,000	3.64
						Nil movement during the year		
		2,50,000	2.79	March 31, 2015			250,000	2.79
6	Ashok Keshav Pendharkar	2,50,000	3.64	April 1, 2014			2,50,000	3.64
						Nil movement during the year		
		2,50,000	2.79	March 31, 2015			2,50,000	2.79
7	Gajanan Keshav Pendharkar	2,40,000	3.50	April 1, 2014			2,40,000	3.50
						Nil movement during the year		
		2,40,000	2.68	March 31, 2015			2,40,000	2.68



Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (1.4.2014 to 31.3.2015)	
		No. of Shares at the beginning (1.4.2014)/end of the year (31.3.2015)	% of total shares of the Company				No. of Shares	% of total shares of the Company
8	Sumant Keshav Pendharkar	2,15,000	3.13	April 1, 2014			2,15,000	3.13
						Nil movement during the year		
		2,15,000	2.40	March 31, 2015			2,15,000	2.40
9	Yeshwant Keshav Pendharkar	2,10,000	3.06	April 1, 2014			2,10,000	3.06
						Nil movement during the year		
		210,000	2.34	March 31, 2015			2,10,000	2.34
10	Azim Premji Trust	2,00,000	2.91	April 1, 2014			2,00,000	2.91
						Nil movement during the year		
		2,00,000	2.23	March 31, 2015			2,00,000	2.23
11	International Tractors Limited <sup>#</sup>	1,33,700	1.95	April 1, 2014			1,33,700	1.95
						Nil movement during the year		
		1,33,700	1.50	March 31, 2015			1,33,700	1.50

\*Not in the list of Top 10 shareholders as on 01-04-2014. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31-03-2015.

<sup>#</sup>Ceased to be in the list of Top 10 shareholders as on 31-03-2015. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01-04-2014.

**(v) Shareholding (Preference Shares ) of Directors and Key Managerial Personnel:**

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (1.4.2014 to 31.3.2015)	
		No. of Shares at the beginning (1.4.2014)/ end of the year (31.3.2015)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Mr. Ishaat Hussain (Director)	7,000	0.10	April 1, 2014			7,000	0.10
				August 19, 2014	10,000	Allotment	17,000	0.19
		17,000	0.19	March 31, 2015			17,000	0.19
2	Mr. Nalin M. Shah (Director)	3,000	0.04	April 1, 2014			3,000	0.04
						Nil movement during the year		
		3,000	0.03	March 31, 2015			3,000	0.03

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (1.4.2014 to 31.3.2015)	
		No. of Shares at the beginning (1.4.2014)/ end of the year (31.3.2015)	% of total shares of the Company				No. of Shares	% of total shares of the Company
3	Mr. Praveen P Kadle (Managing Director & CEO)	7,000	0.10	April 1, 2014			7,000	0.10
				August 19, 2014	10,000	Allotment	17,000	0.19
		17,000	0.19	March 31, 2015			17,000	0.19
4	Mr. Puneet Sharma (CFO)	10	0	April 1, 2014			10	0
						Nil movement during the year		
		10	0	March 31, 2015			10	0
5	Ms. Sarita Kamath (Company Secretary)*	100	0	April 1, 2014			100	0
						Nil movement during the year		
		100	0	March 31, 2015			100	0

\* Ms. Sarita Kamath ceased to be Company Secretary w.e.f. end of day on January 1, 2015.

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ in lakh)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	–	22,500	4,500	27,000
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	–	–	429	429
<b>Total (i+ii+iii)</b>	<b>–</b>	<b>22,500</b>	<b>4,929</b>	<b>27,429</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	–	1,60,450	12,309	1,72,759
• Reduction	–	(90,000)	(17,238)	(1,07,238)
<b>Net Change</b>	<b>–</b>	<b>70,450</b>	<b>(4,929)</b>	<b>65,521</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	–	92,950	–	92,950
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	–	–	–	–
<b>Total (i+ii+iii)</b>	<b>–</b>	<b>92,950</b>	<b>–</b>	<b>92,950</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ in lakh)

Sl. No.	Particulars of Remuneration	Name of MD	
		Mr. Praveen P. Kadle	Total Amount
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	334.88	334.88
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	29.44	29.44
	(c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961	–	–
2.	Stock Option	–	–
3.	Sweat Equity	–	–
4.	Commission		
	– as % of profit	–	–
	– others, specify...	–	–
5.	Others, please specify	–	–
	Total (A)	364.32	364.32
	Ceiling as per the Act		716.36

### b. Remuneration to other directors:

(₹ in lakh)

Sl. No.	Particulars of Remuneration	Name of Directors							Total Amount
1.	Independent Directors	Mr. Janki Ballabh							
	• Fee for attending board / committee meetings	6.45							6.45
	• Commission	–							–
	• Others, please specify	–							–
	Total (1)	6.45							6.45
2.	Other Non-Executive Directors	Mr. Ishaat Hussain	Mr. F. K. Kavarana	Mr. H. N. Sinor	Mr. Nalin M. Shah	Mr. F. N. Subedar	Dr. Nirmalya Kumar	Dr. Ritu Anand	
	• Fee for attending board / committee meetings	3.40	0.70	0.90	1.80	4.25	1.50	0.60	13.15
	• Commission	–	–	–	–	–	–	–	–
	• Others, please specify	–	–	–	–	–	–	–	–
	Total (2)	3.40	0.70	0.90	1.80	4.25	1.50	0.60	13.15
	Total (B)=(1+2)								19.60
	Total Managerial Remuneration								383.92
	Overall Ceiling as per the Act								1,575.99

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

(₹ in lakh)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		Mr. Puneet Sharma, CFO	Ms. Avan Doomasia, Company Secretary <sup>#</sup>	Ms. Sarita Kamath, Company Secretary <sup>*</sup>	Total
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	127.20	15.05	24.15	166.40
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	6.59	0.64	0.90	8.13
	(c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961	–	–	–	–
2.	Stock Option (Number)	80,000	60,000	30,000	1,70,000
3.	Sweat Equity	–	–	–	–
4.	Commission - as % of profit - others, specify...	–	–	–	–
5.	Others, please specify	–	–	–	–
	<b>Total</b>	<b>133.79</b>	<b>15.69</b>	<b>25.05</b>	<b>174.53</b>

<sup>#</sup>Ms. Avan Doomasia was appointed as the Company Secretary w.e.f. January 2, 2015.

<sup>\*</sup>Ms. Sarita Kamath ceased to be Company Secretary w.e.f. end on day of January 1, 2015.

**VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	–	–	–	–	–
Punishment	–	–	–	–	–
Compounding	–	–	–	–	–
<b>B. DIRECTORS</b>					
Penalty	–	–	–	–	–
Punishment	–	–	–	–	–
Compounding	–	–	–	–	–
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	–	–	–	–	–
Punishment	–	–	–	–	–
Compounding	–	–	–	–	–



# **Consolidated Financial Statements**

## INDEPENDENT AUDITORS' REPORT

### TO THE MEMBERS OF TATA CAPITAL LIMITED

#### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Tata Capital Limited (hereinafter referred to as the "Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as the "Group") and its associates, which comprise the Consolidated Balance Sheet as at 31<sup>st</sup> March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

#### Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as the "Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

## Other Matters

- (a) We did not audit the financial statements of a subsidiary, whose financial statements reflect total assets of ₹ 53,987 lakh as at 31st March, 2015, total revenues of ₹ 11,449 lakh, total profit after tax (net) of ₹ 4,642 lakh and net cash flows amounting to ₹ 950 lakh for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit of ₹ 112 lakh for the year ended 31st March, 2015, as considered in the consolidated financial statements, in respect of an associate, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary and associate, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary and associate, is based solely on the reports of the other auditors.
- (b) We did not audit the financial statements of a joint venture, whose financial statements did not reflect any asset as at 31st March, 2015, any revenue, any profit or loss after tax (net) and any net cash flows for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of profit of ₹ 593 lakh for the year ended 31st March, 2015, as considered in the consolidated financial statements, in respect of an associate, whose financial statement have not been audited by us. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this joint venture and associate, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the joint venture and associate, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 (the "Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account.

- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group's companies incorporated in India is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 31 to the consolidated financial statements.
  - ii. The Group has made provisions, as required under the applicable law or accounting standards, for material foreseeable losses on long term contracts. The Group does not have any outstanding derivative contracts as at the year end
  - iii. As at the year end, there were no amounts that were required to be transferred, to the Investor Education and Protection Fund by the Holding Company, and its subsidiaries incorporated in India.

For **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

Mumbai,  
May 8, 2015

**Sanjiv V. Pilgaonkar**  
Partner  
(Membership No. 39826)



## ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

1. Our reporting on the Order includes an associate company incorporated in India, to which the Order is applicable, which has been audited by other auditors and our report in respect of these entities is based solely on the report of the other auditors, to the extent considered applicable for reporting under the Order in the case of the consolidated financial statements.

In respect of a jointly controlled company and an associate company incorporated in India, which have been included in the consolidated financial statements based on unaudited financial statements / financial information of such entities provided to us by the Management, whilst in our opinion, and according to the information and explanations given to us, reporting under the Order is applicable in respect of these entities, since these entities are unaudited, the possible effects of the same on our reporting under the Order in the case of these consolidated financial statements has not been considered.

The Holding Company and subsidiary companies audited by us and the associate company audited by other auditors whose report, to the extent considered applicable for reporting under the Order, has been furnished to us have hereinafter been referred to as the "Audited Components".

2. In respect of the fixed assets of the Audited Components:
  - a. The respective entities have maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b. The Audited Components have a program of verification of fixed assets to cover all the items in a phased manner over a period of three year which, in our opinion and the opinion of the other auditors, is reasonable having regard to the size of the respective entities and the nature of their assets. Pursuant to the program, certain fixed assets were physically verified by the Management of the respective entities during the year. According to the information and explanations given to us and the other auditors, no material discrepancies were noticed on such verification.
3. In our opinion and in the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the nature of the Audited Components' business is such that it is not required to hold any inventories. Therefore, the provisions of paragraph 3(ii) of the Order are not applicable to the Audited Components.
4. The Audited Components have not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013 by the respective entities.
5. In our opinion and in the opinion of the other auditors and according to the information and explanations given to us and the other auditors, there is an adequate internal control system in the Audited Components, commensurate with the size of the respective entities and the nature of their business for the purchase of fixed assets and for the sale of services. The nature of the Audited Components' business is such that it does not involve purchase of inventories and sale of goods. During the course of our and the other auditors audit, no major weakness in such internal control system has been observed.
6. According to the information and explanations given to us and the other auditors, the Audited Components have not accepted any deposit during the year and there were no unclaimed deposits as at March 31, 2015.

7. According to the information and explanations given to us and the other auditors, in our opinion and in the opinion of the other auditors, the provisions of clause (3)(vi) of the Order are not applicable to the Audited Components as the Audited Components are not engaged in the production of goods or in providing services covered by the Companies (Cost Records and Audit) Rules, 2014.
8. According to the information and explanations given to us and the other auditors, in respect of statutory dues of the Audited Components:
- (a) The respective entities have generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to the respective entities with the appropriate authorities.
- (b) There were no undisputed amounts payable by the respective entities in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2015 for a period of more than six months from the date they became payable.
- (c) Details of dues of income tax and value added taxes which have not been deposited as at March 31, 2015 on account of disputes by the aforesaid entities are given below:

Particulars	Period to which the amount relates	Forum where the dispute is pending	Amount
			(₹ lakh)
Value added tax	Financial years 2008-09 and 2011-12.	Deputy Commissioner	31
	Financial years 2009-10, 2010-11 and 2011-12	Tribunal	42
	Financial year 2010-11	Joint Commissioner	31
	Financial year 2013-14	Joint Commissioner	1
	Financial year 2012-13	Deputy Commissioner	4
	Financial year 2014-15	Commercial Tax officer	218
Income tax	Assessment year 2008-09	Income Tax Appellate Tribunal	23

There were no dues of sales tax, wealth tax, service tax, duty of customs, duty of excise and cess which have not been deposited as on March 31, 2015 on account of disputes.

- (d) There are no amounts that are due to be transferred by the aforesaid entities to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder.
9. The Group and its associates do not have consolidated accumulated losses at the end of the financial year and have not incurred cash losses on a consolidated basis during the financial year covered by our audit and in the immediately preceding financial year.
10. In our opinion and in the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the Audited Components have not defaulted in the repayment of dues to financial institutions, banks and debenture holders.

11. According to the information and explanations given to us and the other auditors, the Group has not given any guarantee in respect loans taken by others from banks and financial institutions.
12. In our opinion and in the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the term loans have been applied by the Audited Components during the year for the purposes for which they were obtained.
13. To the best of our knowledge and according to the information and explanations given to us and the other auditors, no fraud by the Audited Components and no material fraud on the Audited Components has been noticed or reported during the year.

For **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

Mumbai,  
May 8, 2015

**Sanjiv V. Pilgaonkar**  
Partner  
(Membership No. 39826)

**CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2015**

(₹ in lakh)

Particulars	Note No.	As at March 31, 2015	As at March 31, 2014
<b>I EQUITY AND LIABILITIES</b>			
<b>1. Shareholders' Funds</b>			
(a) Share Capital	2	366,507	345,480
(b) Reserves and Surplus	3	136,179	115,311
		<b>502,686</b>	<b>460,791</b>
<b>2. Share application money pending allotment</b>	41	5,000	604
<b>3. Minority Interest</b>		10,474	4,714
<b>4. Non-current liabilities</b>			
(a) Long-term borrowings	4	1,517,336	1,160,109
(b) Deferred tax liabilities (net)	5	133	22
(c) Other long-term liabilities	6	24,098	19,464
(d) Long-term provisions	7	7,567	5,835
		<b>1,549,134</b>	<b>1,185,430</b>
<b>5. Current liabilities</b>			
(a) Short-term borrowings	8	962,898	771,417
(b) Trade payables	9	35,864	31,449
(c) Other current liabilities	10	640,186	652,004
(d) Short-term provisions	11	16,182	12,606
		<b>1,655,130</b>	<b>1,467,476</b>
<b>Total</b>		<b>3,722,424</b>	<b>3,119,015</b>
<b>II ASSETS</b>			
<b>1. Non-current assets</b>			
(a) Fixed assets	12		
(i) Tangible assets		63,779	50,455
(ii) Intangible assets		9,628	8,948
(iii) Capital work-in-progress		670	122
		<b>74,077</b>	<b>59,525</b>
(b) Goodwill on consolidation		5,515	5,515
(c) Non-current investments	13	209,166	104,214
(d) Deferred tax assets (net)	14	17,415	9,416
(e) Long-term Loans and advances - financing activity	15	1,962,564	1,572,658
(f) Long-term Loans and advances - others	16	14,274	8,371
(g) Other non-current assets	17	7,979	6,169
		<b>2,290,990</b>	<b>1,765,868</b>
<b>2. Current assets</b>			
(a) Current investments	13	1,053	36,442
(b) Trade receivables	18	8,648	9,588
(c) Cash and bank balances	19	28,283	36,174
(d) Short-term Loans and advances - financing activity	15	1,368,427	1,240,503
(e) Short-term Loans and advances - others	20	12,362	9,082
(f) Other current assets	21	12,661	21,358
		<b>1,431,434</b>	<b>1,353,147</b>
<b>Total</b>		<b>3,722,424</b>	<b>3,119,015</b>
See accompanying notes forming part of the financial statements	1-48		

In terms of our report attached

For and on behalf of the Board of Directors

 For **Deloitte Haskins & Sells LLP**  
Chartered Accountants

**Ishaat Hussain**  
(Director)

**Janki Ballabh**  
(Director)

**Nalin M. Shah**  
(Director)

**F.N. Subedar**  
(Director)

**Sanjiv V. Pilgaonkar**  
Partner

**Nirmalya Kumar**  
(Director)

**Ritu Anand**  
(Director)

**Praveen P. Kadle**  
(Managing Director & CEO)

 Mumbai  
Date: May 8, 2015

**Puneet Sharma**  
(Chief Financial Officer)

**Avan Doomasia**  
(Company Secretary)

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015**  
(₹ in lakh)

Particulars	Note No.	For the Year Ended March 31, 2015	For the Year Ended March 31, 2014
I Revenue from operations	22	371,445	325,775
II Investment income	23	13,430	5,970
III Other income	24	35,443	26,152
<b>IV Total Revenue (I + II + III)</b>		<b>420,318</b>	<b>357,897</b>
<b>V Expenses:</b>			
Finance costs	25	248,143	214,814
Employee benefit expenses	26	35,272	30,885
Other operating expenses	27	83,545	70,240
Depreciation and amortisation	12	10,502	6,748
Amortisation of expenses		1,659	1,053
<b>Total expenses</b>		<b>379,121</b>	<b>323,740</b>
<b>VI Profit before tax (IV - V)</b>		<b>41,197</b>	<b>34,157</b>
<b>VII Tax expense:</b>			
(1) Current tax		19,998	17,426
(2) Deferred tax		(8,841)	(3,051)
(3) MAT Credit Entitlement		(12)	(10)
<b>Total Tax expense</b>		<b>11,145</b>	<b>14,365</b>
<b>VIII Profit after tax before share of associates &amp; minority interest (VI-VII)</b>		<b>30,052</b>	<b>19,792</b>
IX Share of profit of associates		611	1,326
<b>X Profit after tax before share of (profit)/loss attributable to minority interest (VIII + IX)</b>		<b>30,663</b>	<b>21,118</b>
XI Share of (profit)/loss of minority interest		(110)	307
<b>XII Profit for the year attributable to the shareholders of the Company (X + XI)</b>		<b>30,553</b>	<b>21,425</b>
<b>XIII Earnings per equity shares:</b>			
(1) Basic (in Rupees)		0.83	0.57
(2) Diluted (in Rupees)		0.81	0.55
Face Value per share (Amount in ₹)		10.00	10.00
See accompanying notes forming part of the financial statements	1-48		

In terms of our report attached

For and on behalf of the Board of Directors

For **Deloitte Haskins & Sells LLP**  
Chartered Accountants

**Ishaat Hussain**  
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**Ritu Anand**  
(Director)

**Praveen P. Kadle**  
(Managing Director & CEO)

Mumbai  
Date: May 8, 2015

**Puneet Sharma**  
(Chief Financial Officer)

**Avan Doomasia**  
(Company Secretary)



**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015**

(₹ in lakh)

Particulars	Note No.	For the Year Ended March 31, 2015	For the Year Ended March 31, 2014
<b>1 CASH FLOW USED IN OPERATING ACTIVITIES</b>			
Profit before tax		41,197	34,157
<b>Adjustments for :</b>			
Amortisation of share/debenture issue expenses		1,659	1,053
Depreciation and amortisation		10,502	6,748
Loss on sale of fixed assets		2	203
Interest expenses		188,430	169,710
Discounting charges on commercial paper		57,015	41,524
Discounting charges on debentures		950	3,123
Discounting charges on Collateralised Borrowings and Lending Obligations (CBLO)		1,748	457
Interest income		(348,976)	(307,953)
Income from investments		(13,430)	(5,970)
Interest income on fixed deposits		(317)	(1,313)
Loss on sale of investments		1,073	-
Unrealised exchange gain		(3)	-
Provision for leave encashment		277	73
(Reversal)/Provision for diminution in value of investments		(6,440)	9,649
Contingent provision against standard assets		2,061	1,471
Contingent provision against restructured advances (net)		406	2,769
Provision against assets held for sale		89	-
Provision for doubtful loans (net)		40,533	14,575
<b>Operating Profit before working capital changes and adjustments for interest paid, interest received, dividend received and dividend received from Associates</b>		<b>(23,224)</b>	<b>(29,724)</b>
Adjustments for :			
(Increase)/Decrease in trade receivables		863	(3,350)
(Increase)/Decrease in loans and advances - financing activity		(572,584)	(364,267)
(Increase)/Decrease in loans and advances - others		13,346	87,120
Increase/(Decrease) in other liabilities and provisions		(5,586)	(84,296)
Bank balance in client account		(207)	(1,376)
Fixed Deposits with Banks placed under lien with stock exchanges for trading margins		(125)	140
<b>Cash used in operations before adjustments for interest paid, interest received, dividend received and dividend received from Associates</b>		<b>(587,517)</b>	<b>(395,753)</b>
Interest paid		(238,338)	(212,080)
Interest received		346,806	307,426
Dividend received		1,469	2,366
Dividend received from Associates		966	966
Taxes paid		(20,152)	(20,529)
<b>NET CASH USED IN OPERATING ACTIVITIES</b>		<b>(496,766)</b>	<b>(317,604)</b>

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

### CASH FLOW (contd.....)

(₹ in lakh)

Particulars	Note No.	For the Year Ended March 31, 2015	For the Year Ended March 31, 2014
<b>2 CASH FLOW USED IN INVESTING ACTIVITIES</b>			
Purchase of fixed assets (including capital advances)		(34,915)	(23,880)
Proceeds from sale of fixed assets		2,173	1,044
Purchase of long-term investments		(97,538)	(48,921)
Purchase of current investments		-	(14,741)
Purchase of mutual fund units		(4,140,300)	(5,653,400)
Proceeds from sale of mutual fund units		4,141,413	5,653,949
Proceeds from current investments		14,479	-
Proceeds from sale of long-term investments		41,245	15,940
Fixed deposits with banks having maturity over 3 months		(622)	9,963
<b>NET CASH USED IN INVESTING ACTIVITIES</b>		<b>(74,065)</b>	<b>(60,046)</b>
<b>3 CASH FLOW FROM FINANCING ACTIVITIES</b>			
Issue of preference share capital (including securities premium)		20,499	47,926
Share application money (refunded) / received		(95)	604
Infusion of capital by minority shareholders		5,777	-
Dividend paid (including dividend distribution tax)		(5,783)	-
Interest expense on share application money		(33)	-
Collection of loan given to employees for ESOP		23	110
Purchase of minority interest		(127)	-
Share issue expenses		(474)	(114)
Debenture issue/loan processing expenses		(656)	(1,487)
Net proceeds from short-term borrowings		165,492	60,173
Proceeds from long-term borrowings		1,154,719	901,273
Repayment of long-term borrowings		(782,357)	(617,616)
<b>NET CASH FROM FINANCING ACTIVITIES</b>		<b>556,985</b>	<b>390,869</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>		<b>(13,845)</b>	<b>13,218</b>
<b>CASH AND CASH EQUIVALENTS AS AT THE BEGINNING OF THE YEAR</b>		<b>31,349</b>	<b>18,131</b>
<b>CASH AND CASH EQUIVALENTS AS AT THE END OF THE YEAR</b>		<b>17,504</b>	<b>31,349</b>
ADD : RESTRICTED CASH (Refer Note No. 19)		5,001	1
<b>CASH AND CASH EQUIVALENTS AS AT THE END OF THE YEAR</b>		<b>22,505</b>	<b>31,350</b>
<b>Reconciliation of cash and cash equivalents as above with cash and bank balances</b>			
Cash and Cash equivalents at the end of the year as per above		22,505	31,350
Add: Deposits with banks and stock exchanges under lien		1,688	1,563
Add: Bank balance in client account		1,801	1,594
Add: Fixed deposits with original maturity over 3 months		2,289	1,667
<b>CASH AND CASH EQUIVALENTS AS AT THE END OF THE YEAR</b>	19	<b>28,283</b>	<b>36,174</b>
See accompanying notes forming part of the financial statements	1-48		

In terms of our report attached

For and on behalf of the Board of Directors

For **Deloitte Haskins & Sells LLP**  
Chartered Accountants

**Ishaat Hussain**  
(Director)

**Janki Ballabh**  
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**Praveen P. Kadle**  
(Managing Director & CEO)

Mumbai  
Date: May 8, 2015

**Puneet Sharma**  
(Chief Financial Officer)

**Avan Doomasia**  
(Company Secretary)

## SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

### 1 SIGNIFICANT ACCOUNTING POLICIES

#### i Basis of accounting and preparation of the consolidated financial statements

The consolidated financial statements of Tata Capital Limited (the Company) and its subsidiaries and jointly controlled entities (together the 'Group') have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the Act"), as applicable. The consolidated financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those followed in the previous year.

Current assets do not include elements which are not expected to be realised within one year and current liabilities do not include items which are due after one year.

#### ii Principles of Consolidation

The consolidated financial statements relate to Tata Capital Limited (the 'Company'), its subsidiary companies, jointly controlled entities and the Group's share of profit / loss in its associates. The consolidated financial statements have been prepared on the following basis:

- a) The financial statements of the subsidiary companies, jointly controlled entities and associates used in the consolidation are drawn upto the same reporting date as that of the Company i.e., March 31, 2015, except for certain jointly controlled entities/ associates for which financial statements as on the reporting date are not available. These have been consolidated based on their latest available financial statements. Necessary adjustments have been made for the effects of significant transactions and other events between the reporting dates of such financial statements and the consolidated financial statements.
- b) The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and resulting unrealised profits or losses, unless cost cannot be recovered.
- c) The consolidated financial statements include the share of profit/ (loss) of associate companies, which have been accounted for using the equity method as per AS 23 (Accounting for Investments in Associates in Consolidated Financial Statements). Accordingly, the share of profit/ (loss) of the associate companies (the loss being restricted to the cost of the investment) have been added/deducted to the costs of investments.
- d) Share of profit / loss, assets and liabilities in the jointly controlled entities, which are not subsidiaries, have been consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, incomes and expenses on a proportionate basis to the extent of the Group's equity interest in such entity as per AS 27 (Financial Reporting of Interests in Joint Ventures). The intra-group balances, intra-group transactions and unrealised profits or losses have been eliminated to the extent of the Group's share in the entity. Jointly controlled entities that are considered subsidiaries under AS 21 (Consolidated Financial Statements) are consolidated similar to the manner of consolidating subsidiaries (Refer (b) above) and the share of interest of the other venturers in such entities is included as part of minority interest.
- e) The excess of cost to the Group of its investments in the subsidiary companies / jointly controlled entities over its share of equity of the subsidiary companies / jointly controlled entities, at the dates on which the investments in the subsidiary companies / jointly

controlled entities were made, is recognised as “Goodwill on Consolidation” and is tested for impairment on annual basis. On the other hand, where the share of equity in the subsidiary companies / jointly controlled entities as on the date of investment is in excess of cost of investments of the Group, it is recognised as ‘Capital Reserve’ and shown under the head ‘Reserves & Surplus’ in the consolidated financial statements.

- f) In case of a foreign subsidiary, being a non-integral operation, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at the rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the “Foreign Currency Translation Reserve”.
- g) The difference between the cost of investment in the associate and the share of net assets at the time of acquisition of shares in the associate is identified in the consolidated financial statements as Goodwill or Capital Reserve as the case may be and adjusted against the carrying amount of investment in the associate.
- h) Minority Interest in the net assets of the subsidiaries consist of the amount of equity attributable to the minority shareholders at the date on which investments in the subsidiary companies were made and further movements in their share in the equity, subsequent to the dates of investments. Net profit / loss for the year of the subsidiaries attributable to minority interest is identified and adjusted against the profit after tax of the Group in order to arrive at the profit attributable to shareholders of the Company.

### iii. Use of Estimates

The preparation of the consolidated financial statements in conformity with Indian GAAP requires the Management of the Group to make estimates and assumptions that affect the reported balances of assets and liabilities, revenues and expenses and disclosures relating to contingent liabilities. The Management believes that the estimates used in preparation of the financials statements are prudent and reasonable. Future results could differ from these estimates. Any revision to accounting estimates is recognised prospectively in the current and future periods. Estimates include provisions for doubtful debts and advances, employee benefit plans, provision for income taxes and provision for diminution in the value of investments.

### iv Revenue recognition

#### a) Income on Loan transactions

Income on loan transactions is accounted for by using the internal rate of return method. Consequently, a constant rate of return on net outstanding amount is accrued over the period of the contract, except that no income is recognised on non-performing assets as per the prudential norms for income recognition issued by the RBI/NHB for NBFCs/HFC’s and Accounting Standard 9 (Revenue Recognition). Interest income on such assets is recognised on receipt basis.

In respect of non-performing assets acquired from other NBFCs / Companies, aggregate collections in excess of the consideration paid on acquisition of the portfolio of assets is treated as income.

Upfront / processing fees collected from the customer for processing loans are primarily towards documentation charges. These are accounted as income when the amounts become due provided recovery thereof is not uncertain.

Dealer subvention income and service charges are collected at the time of inception of the contract. These are accounted over the tenure of the loans in the proportion of interest earned to total interest receivable during the tenure of loans.

Income from sale/assignment of loan assets is recognised at the time of sale.

Repayment of housing loans is generally by way of Equated Monthly Instalments (EMIs) comprising principal and interest. EMIs commences once the entire loan is disbursed.

Pending commencement of EMLs, pre-EMI interest is payable every month. Interest on loans is computed on a monthly rest basis.

**b) Income from Current and Long-term Investments**

Income from dividend on shares of corporate bodies and units of mutual funds is accounted when the Group's right to receive dividend is established. Interest income on bonds and debentures is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.

Premium / Discount on investments, which is the difference between the acquisition cost and face value of debt instrument is recognised as interest income over the tenor of the instruments.

Redemption premium on investments (except on preference shares ) is recognised as income over the tenor of the investment.

**c) Income from Services**

Fees for financial advisory services are accounted based on stage of completion of assignments, when there is reasonable certainty of its ultimate realisation.

Income from property management is recognised on a straight line basis to the extent that rental income is deemed collectible.

Revenue from underwriting commission is recognised on fulfillment of obligation under underwriting arrangements.

**d) Income from distribution of financial products**

Revenue from brokerage is recognised when the service is performed. Trail brokerage is recognised at the end of the measurement period when the pre-defined thresholds are met. Revenue is net of taxes and sub-brokerage.

Sourcing income is recognised on an accrual basis when there is a reasonable certainty of its ultimate realisation.

**e) Income from Travel related services**

Income from services is net of service tax. Revenue is recognised upon rendering the service, the price being determined and collection of the receivable is reasonably certain.

**v. Provisions for Standard/Non Performing Assets and Doubtful Debts**

The Group provides an allowance for loan receivables and debentures/bonds in the nature of advance based on the prudential norms issued by the Reserve Bank of India ("RBI") relating to income recognition, asset classification and provisioning for non-performing assets except for construction equipment, auto and personal loan portfolio where in addition to the provisioning as per the RBI norms, the Group also provides for the entire receivables, where any of the instalments is overdue for a period exceeding 11 months. Provision is calculated after considering the net realisable value of repossessed stock.

In case of housing loans, the Group provides an allowance for loan receivables based on prudential norms issued by the National Housing Bank ("NHB") relating to income recognition, asset classification and provisioning for non-performing assets. The provision on Standard and Non-Performing Loans is made as per the prudential norms prescribed in the Housing Finance Companies (NHB) Directions, 2010 as amended. Additional provisions (over and above the prudential norms), if required, is made as per the Guidelines approved by the Board of Directors from time to time.

In addition, the Group provides for Restructured Assets (including Standard Assets) as required by the directions issued by the RBI.



## vi. Investments

Investments are classified into long-term investments and current investments.

### a. Long-term investments

Long-term investments are stated at cost. Provision for diminution is made to recognise a diminution, other than temporary, in the carrying value of such investments.

### b. Current investments

Current investments are stated at the lower of cost and market value, determined on an individual investment basis.

## vii. Fixed Assets

### a. Tangible:

Fixed assets are stated at cost of acquisition including any cost attributable for bringing asset to its working condition, which comprises of purchase consideration and other directly attributable costs of bringing the assets to their working condition for their intended use less accumulated depreciation.

Foreign exchange differences arising on reporting of long-term foreign currency monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements, in so far as they relate to the acquisition of a depreciable capital asset, have been added to or deducted from the cost of the asset and are depreciated over the balance life of the asset.

The Group has adopted the provisions of para 46 / 46A of AS 11 (The Effects of Changes in Foreign Exchange Rates), accordingly, exchange differences arising on restatement / settlement of long-term foreign currency borrowings relating to acquisition of depreciable fixed assets are adjusted to the cost of the respective assets and depreciated over the remaining useful life of such assets.

### b. Intangible:

Acquired intangible assets other than goodwill are measured at cost less amortisation.

Goodwill is stated at cost. Goodwill comprises the portion of a purchase price for an acquisition that exceeds the market value of the identifiable assets, with deductions for liabilities, calculated on the date of acquisition.

Expenses on software support and maintenance are charged to the Statement of Profit and Loss during the year in which such costs are incurred.

### c. Capital work -in- progress :

Projects under which tangible fixed assets are not yet ready for their intended use are carried at cost, comprising direct costs, related incidental expenses and attributable interest.

## viii. Depreciation and Amortisation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of Building, Computer Equipment and Vehicles, in whose case the life of the assets has been assessed based on the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, etc.

Purchased software licenses and capitalised implementation costs are amortised over the period the benefits are expected to accrue, while Goodwill is tested for impairment at each

Balance Sheet date. An impairment loss is recognised if the carrying amount of Goodwill exceeds its recoverable amount.

All capital assets with individual value less than ₹ 5,000 are depreciated fully in the year in which they are purchased.

Estimated useful life considered by the Group are:

Asset	Estimated Useful Life
Leasehold Improvements	Lease Period (ranging from 1 to 9 years)
Construction Equipment	Leased : 8 to 13.5 years
Furniture & Fixtures	Owned : 10 years
	Leased : 10 years
Computer Equipment	Owned : 3 to 5 years
	Leased: 5 years
Office Equipment	Owned : 5 years
	Leased : 5 years
Vehicles	Own Vehicles : 4 years
	Lease Vehicles : 4 years
Software Licenses	Owned : 4 to 10 years
	Leased : 0 to 5 years
Buildings	25 years
Plant & Machinery	Owned : 4 years
	Leased : 4 to 10 years
Networking Assets	4 years
Trading Rights in BSEL	Over a period of 10 years

#### ix. Leases

Leases are classified as operating leases where significant portion of risks and reward of ownership of assets acquired under lease is retained by the lessor.

Assets given on operating lease are capitalised at cost. Rentals received or receivable by the Group are recognised in the Statement of Profit and Loss on a straight-line basis over the lease term, provided recovery is certain.

Assets given under finance lease are recognised as a receivable at an amount equal to the net investment in the lease. Lease rentals are apportioned between principal and interest on the internal rate of return. The principal amount received reduces the net investment in the lease and interest is recognised as revenue.

#### x. Deferred revenue expenditure

Share issue expenses are amortised over a period of 36 months from the month in which the Group has incurred the expenditure.

Ancillary costs in the nature of loan processing charges and debenture issue expenses are amortised over the tenor of the loan/debenture from the month in which the Group has incurred the expenditure.

Sourcing costs are amortised over the average tenor of the loan which varies based on products Financed.

## **xi. Employee Benefits**

Employee benefits include provident fund, superannuation fund, employee state insurance scheme, gratuity fund, compensated absences and long term service awards.

### **(a) Defined contribution plans**

The eligible employees of the Group are entitled to receive benefits under the provident fund, a defined contribution plan, in which both employees and the Group make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of employees' salary), which is recognised as an expense in the Statement of Profit and Loss during the year. The contributions as specified under the law are paid to the provident fund set up as irrevocable trust by the Group. The Group is generally liable for annual contributions and any shortfall in the fund assets based on the government specified minimum rates of return and recognises such contributions and shortfall, if any, as an expense in the year incurred.

The Group's contribution to superannuation fund is considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees.

### **(b) Defined benefit plans**

For defined benefit plans in the form of gratuity fund the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each Balance Sheet date. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the year in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

### **(c) Short-term employee benefits**

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the year in which the employees render the related service.

The cost of short-term compensated absences is accounted as under :

- (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- (b) in case of non-accumulating compensated absences, when the absences occur.

### **(d) Long-term employee benefits**

Compensated absences which are not expected to occur within twelve months after the end of the year in which the employees render the related service are recognised as a liability at the present value of the defined benefit obligation as at the Balance Sheet date less the fair value of the plan assets out of which the obligations are expected to be settled. Long-term service awards are recognised as a liability at the present value of the defined benefit obligation as at the Balance Sheet date.

## **xii. Employees Share Purchase / Option Scheme**

As per the Guidance Note on Accounting for Employee Share-based Payments issued by The Institute of Chartered Accountants of India, the Company has adopted the intrinsic value method in accounting of the Employee Stock Purchase Scheme offered by the Company.

**xiii Share Based Payment Transactions**

The grant date intrinsic value of share based payment options under the Employees' Share Purchase Scheme ("ESPS") granted to employees, determined as the fair value of underlying shares, less the amount which the employee is required to pay at the time of exercise of the option (the exercise price), is recognised as an employee cost with a corresponding increase in equity in the period of the grant as the options granted under Company's ESPS plan vest immediately and it is presumed that consideration for the options have been received.

As the Group has adopted the intrinsic value for accounting the share based payments, there are no adjustments made to the amounts recognised as an expense for differences between the expected and actual outcomes.

On exercise of the stock option, the amount standing to the credit of the relevant equity account is treated as part of the consideration for the shares issued. Where stock options expires unexercised the balance to the credit of the relevant equity account is transferred to the general ledger.

**xiv. Provisions, Contingent Liabilities and Contingent Assets**

A provision is recognised when the Group has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised but disclosed in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

**xv. Impairment of Assets**

At each Balance Sheet date, the Group reviews the carrying amount of its assets to determine, whether there is any indication of impairment of those assets. If any such condition exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss (if any).

Recoverable amount of the asset is the higher of an asset's net selling price and value in use. In assessing the value in use, the estimated future cash flow expected from continuing use of the asset and from its disposal is discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risk specific to the asset.

If the recoverable amount of an asset is estimated to be less than the carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss.

After impairment, depreciation is provided on the revised carrying amount of the assets over their remaining useful life. A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased above the lower of recoverable amount and the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

**xvi. Foreign currency transactions and translations****Accounting of forward contracts:**

Premium / discount on forward exchange contracts, which are not intended for trading or speculation purposes, are amortised over the period of the contracts if such contracts relate to monetary items as at the Balance Sheet date.

### **Initial recognition**

Transactions in foreign currencies entered into by the Group are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate on the date of the transaction.

### **Measurement at the Balance Sheet date**

- (a) Foreign currency monetary items (other than derivative contracts) of the Group, outstanding as at the Balance Sheet date are restated at the year-end rates. Non-monetary items of the Group are carried at historical cost.
- (b) Foreign currency monetary assets and liabilities other than net investments in non-integral foreign operations are translated at the exchange rate prevailing on the Balance Sheet date and the exchange gains or losses are recognised in the Statement of Profit and Loss. Exchange difference arising on a monetary item that, in substance, forms part of an enterprise's net investments in a non-integral foreign operation are accumulated in a foreign currency translation reserve.
- (c) The exchange differences arising on settlement / restatement of long-term foreign currency monetary items are capitalised as part of the depreciable fixed assets to which the monetary item relates and depreciated over the remaining useful life of such asset.
- (d) For the purpose of consolidation, income and expenses are translated at average rates and the assets and liabilities are stated at closing rate. The net impact of such change is accumulated in 'Foreign Currency Translation Reserve Account'.

### **xvii. Derivative Contracts**

The Group enters into derivative contracts in the nature of forward contracts with an intention to hedge its existing assets and liabilities. Derivative contracts which are closely linked to the existing assets and liabilities are accounted as per the policy stated for foreign currency transactions and translations. All other derivative contracts are mark-to-market and losses are recognised in the Statement of Profit and Loss. Gains arising on the same are not recognised, until realised, on grounds of prudence.

### **xviii. Taxation**

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provision of the Income Tax Act, 1961 and the other applicable tax laws.

Deferred tax corresponds to the net effect of tax on all timing differences, which occur as a result of items being allowed for income tax purposes during a year different from when they were recognised in the financial statements.

Deferred tax is recognised on the timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there are unabsorbed depreciation and carry forward losses and items relating to capital losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

Current and deferred tax relating to items directly recognised in reserves are recognised in



reserves and not in the Statement of Profit & Loss.

**xix. Business segment**

The Group's reportable segments consist of Financing, Investments and Others. Financing consists of asset financing, housing finance, term loans (corporate and retail), channel financing and bill discounting. Investments consist of corporate investments and treasury activities. Others primarily include advisory services, wealth management, travel and tourist related services, broking services and distribution of financial products.

Revenue and expense directly attributable to segments are reported under each reportable segment. Expenses not directly identifiable to each of the segments have been allocated to each segment on the basis of associated revenues of each segment. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses.

Assets and liabilities that are directly attributable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable.

**xx. Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

**xxi. Earnings Per Share**

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/ (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the year, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

**NOTES TO AND FORMING PART OF THE CONSOLIDATED  
BALANCE SHEET AS AT MARCH 31, 2015**

**NOTE "2"**

(₹ in lakh)

<b>SHARE CAPITAL</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
<b>AUTHORISED</b>		
4,750,000,000 (as at March 31, 2014: 4,750,000,000 shares) Equity shares of ₹ 10 each	<b>475,000</b>	475,000
32,500,000 (as at March 31, 2014: 32,500,000 shares) Preference shares of ₹ 1,000 each	<b>325,000</b>	325,000
<b>ISSUED</b>		
2,826,092,570 (as at March 31, 2014: 2,826,092,570 shares) Equity shares of ₹ 10 each	<b>282,609</b>	282,609
12,121,215 (as at March 31, 2014: 7,570,424 shares) Preference shares of ₹ 1,000 each	<b>121,212</b>	75,704
<b>SUBSCRIBED</b>		
2,826,018,170 (as at March 31, 2014: 2,826,018,170 shares) Equity shares of ₹ 10 each	<b>282,602</b>	282,602
8,964,467 (as at March 31, 2014: 6,863,676 shares) Preference shares of ₹ 1,000 each	<b>89,645</b>	68,637
<b>PAID UP</b>		
2,826,018,170 (as at March 31, 2014: 2,826,018,170 shares) Equity shares of ₹ 10 each fully paid up	<b>282,602</b>	282,602
Less: Loan given to TCL Employees Welfare Trust	<b>(5,695)</b>	(5,695)
Less: Loans to Employees	<b>(45)</b>	(64)
8,964,467 (as at March 31, 2014: 6,863,676 shares) Preference shares of ₹ 1,000 each fully paid up	<b>89,645</b>	68,637
<b>Total</b>	<b>366,507</b>	<b>345,480</b>

**NOTES TO AND FORMING PART OF THE CONSOLIDATED  
BALANCE SHEET AS AT MARCH 31, 2015**

**NOTE "2" (contd.....)**

<b>2 (a) Reconciliation of number of shares outstanding</b>	<b>No. of shares</b>	<b>₹ in Lakh</b>
<b>Opening Share Capital as on April 1, 2013</b>		
Equity Shares Face Value ₹ 10 fully paid up	<b>2,826,018,170</b>	282,602
Cumulative Redeemable Preference Shares Face Value ₹ 1000 fully paid up	<b>2,071,066</b>	20,711
<b>Additions during the year</b>		
<b>Equity Share Capital</b>	-	-
<b>Preference Capital</b>		
- Privately placed	<b>4,792,610</b>	47,926
<b>Closing Share Capital as on March 31, 2014</b>		
Equity Shares Face Value ₹ 10 fully paid up	<b>2,826,018,170</b>	282,602
Cumulative Redeemable Preference Shares Face Value ₹ 1000 fully paid up	<b>6,863,676</b>	68,637
<b>Additions during the year</b>		
<b>Equity Share Capital</b>	-	-
<b>Preference Capital</b>		
- Privately placed	<b>2,100,791</b>	21,008
<b>Closing Share Capital as on March 31, 2015</b>		
Equity Shares Face Value ₹ 10 fully paid up	<b>2,826,018,170</b>	282,602
Cumulative Redeemable Preference Shares Face Value ₹ 1000 fully paid up	<b>8,964,467</b>	89,645

**2 (b) Rights, preferences and restrictions attached to Equity Shares**

The Company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders at the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**NOTES TO AND FORMING PART OF THE CONSOLIDATED  
BALANCE SHEET AS AT MARCH 31, 2015**

**2 (c) Investment by Tata Sons Limited (the Holding company) and its Subsidiaries/Associates/  
JVs.**

Name of company	Particulars of issue	No. of equity shares	₹ in Lakh
Tata Sons Ltd. (the Holding Company)	<b>Opening Balance as on April 1, 2013</b>	<b>2,551,433,946</b>	255,143
	a) Purchased	-	-
	<b>Closing Balance as on March 31, 2014</b>	<b>2,551,433,946</b>	255,143
	a) Purchased	-	-
	<b>Closing Balance as on March 31, 2015</b>	<b>2,551,433,946</b>	255,143
Tata Investment Corporation Ltd. (Subsidiary of Tata Sons Ltd.)	<b>Opening Balance as on April 1, 2013</b>	<b>77,196,591</b>	7,719
	a) Purchased	-	-
	<b>Closing Balance as on March 31, 2014</b>	<b>77,196,591</b>	7,719
	a) Purchased	-	-
	<b>Closing Balance as on March 31, 2015</b>	<b>77,196,591</b>	7,719
Tata Industries Ltd. (Subsidiary of Tata Sons Ltd.)	<b>Opening Balance as on April 1, 2013</b>	<b>2,272,346</b>	227
	a) Purchased	-	-
	<b>Closing Balance as on March 31, 2014</b>	<b>2,272,346</b>	227
	a) Purchased	-	-
	<b>Closing Balance as on March 31, 2015</b>	<b>2,272,346</b>	227
Tata International Ltd. (Subsidiary of Tata Sons Ltd.)	<b>Opening Balance as on April 1, 2013</b>	<b>790,592</b>	79
	a) Purchased	-	-
	<b>Closing Balance as on March 31, 2014</b>	<b>790,592</b>	79
	a) Purchased	-	-
	<b>Closing Balance as on March 31, 2015</b>	<b>790,592</b>	79
Tata Motors Ltd. (Associate of Tata Sons Ltd.)	<b>Opening Balance as on April 1, 2013</b>	<b>4,326,651</b>	433
	a) Purchased	-	-
	<b>Closing Balance as on March 31, 2014</b>	<b>4,326,651</b>	433
	a) Purchased	-	-
	<b>Closing Balance as on March 31, 2015</b>	<b>4,326,651</b>	433
Tata Chemicals Ltd. (Associate of Tata Sons Ltd.)	<b>Opening Balance as on April 1, 2013</b>	<b>3,230,859</b>	323
	a) Purchased	-	-
	<b>Closing Balance as on March 31, 2014</b>	<b>3,230,859</b>	323
	a) Purchased	-	-
	<b>Closing Balance as on March 31, 2015</b>	<b>3,230,859</b>	323
Tata Global Beverages Ltd. (Associate of Tata Sons Ltd.)	<b>Opening Balance as on April 1, 2013</b>	<b>613,598</b>	61
	a) Purchased	-	-
	<b>Closing Balance as on March 31, 2014</b>	<b>613,598</b>	61
	a) Purchased	-	-
	<b>Closing Balance as on March 31, 2015</b>	<b>613,598</b>	61

## NOTES TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2015

### 2 (d) List of Shareholders holding more than 5% Equity Shares as at

Name of Shareholder	March 31, 2015		March 31, 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Tata Sons Limited	2,551,433,946	90.28%	2,551,433,946	90.28%

### 2 (e) Rights, preferences and restrictions attached to Preference Shares

The Company has issued Cumulative Redeemable Preference Shares ("CRPS") of face value ₹ 1,000/- each, in tranches, having terms of issuance disclosed herein below. The CRPS holders have a right to receive dividend, prior to the Equity Shareholders. The dividend proposed by the Board of Directors on the CRPS is subject to the approval of the shareholders at the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the Preference Shareholders are eligible to receive the remaining assets of the Company before distribution to the Equity Shareholders, in proportion to their shareholding.

Particulars	Tranche	No. of Shares	Allotment Date	Redemption Date	Early Redemption Date *
12.5% Cumulative Redeemable Preference Shares of ₹ 1,000 each issued at Premium of ₹ 500 per share and redeemable at a premium of ₹ 500 per share.	A	984,078	August 10, 2012	August 9, 2019	N/A
	B	411,614	October 22, 2012	October 21, 2019	N/A
	C	166,666	December 10, 2012	December 9, 2019	N/A
	D	104,308	January 21, 2013	January 20, 2020	N/A
	E	200,000	February 27, 2013	February 26, 2020	N/A
	F	204,400	March 28, 2013	March 27, 2020	N/A
8.33% Cumulative Redeemable Preference Shares of ₹ 1,000 each	G	899,000	June 6, 2013	June 5, 2020	September 30, 2017
	H	2,500,000	May 22, 2013	May 21, 2020	September 30, 2017
	I	996,050	July 9, 2013	July 8, 2020	September 30, 2017
	J	369,660	September 5, 2013	September 4, 2020	September 30, 2017
	K	27,900	November 7, 2013	November 6, 2020	March 31, 2018
	L	50,900	April 1, 2014	March 31, 2021	March 31, 2018
	M	2,049,891	August 19, 2014	August 18, 2021	September 30, 2018

\* For 8.33% Cumulative Redeemable Preference Shares of ₹ 1,000 each, the CRPS holder has a Put Option and the Company has a Call Option to seek early redemption of the CRPS by the dates as specified.

### 2 (f) List of Shareholders holding more than 5% Preference Shares as at

Name of Shareholder	March 31, 2015		March 31, 2014 *	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Shree Cement Limited	1,000,000	11.16%	—	0.00%

\* No shareholder was holding more than 5% of the total Preference Share Capital of the Company as on March 31, 2014

### 2 (g) Details of Shares allotted as fully paid up without payment being received in cash during preceding five years.

Particulars	Financial Year (Aggregate No. of Shares)				
	2014-15	2013-14	2012-13	2011-12	2010-11
<b>Equity Shares:</b>					
Fully paid up shares issued pursuant to conversion of Preference Shares	NIL	NIL	NIL	NIL	317,587,500



**NOTES TO AND FORMING PART OF THE CONSOLIDATED  
BALANCE SHEET AS AT MARCH 31, 2015**

**NOTE “3”**

(₹ in lakh)

RESERVES AND SURPLUS	As at March 31, 2015		As at March 31, 2014	
<b>(a) Capital Redemption Reserve</b>				
Opening Balance		575		575
<b>Closing Balance</b>		<b>575</b>		<b>575</b>
<b>(b) Capital Reserve on Consolidation</b>				
Opening Balance		30		30
Add: Capital reserve on account of acquisition of subsidiary		13		–
<b>Closing Balance</b>		<b>43</b>		<b>30</b>
<b>(c) Securities Premium Reserve</b>				
Opening Balance		27,070		27,046
Add: Recovery of loan given to employees for ESOP		4		24
<b>Net Balance</b>		<b>27,074</b>		<b>27,070</b>
<b>(d) Special Reserve Account / Statutory Reserve (refer note below)</b>				
Opening Balance		21,191		14,956
Add: Transfer from Surplus in the Statement of Profit and Loss		7,576		6,235
<b>Closing Balance</b>		<b>28,767</b>		<b>21,191</b>
<b>(e) Debenture Redemption Reserve</b>				
Opening Balance		30,000		30,000
<b>Closing Balance</b>		<b>30,000</b>		<b>30,000</b>
<b>(f) Surplus in the Statement of Profit and Loss</b>				
<b>Opening Balance</b>		<b>34,324</b>		26,277
Less: Adjustment of Deferred Tax Liability on Special Reserve u/s 36(1) (viii) of Income Tax Act (Refer Note No. 42)		(626)		–
Less: Depreciation on transition of Schedule II of Companies Act, 2013 on tangible fixed assets with nil remaining useful life (net of deferred tax) (Refer Note No. 45)		(77)		–
Add: Profit for the year		30,553		21,425
Profit available for Appropriations		64,174		47,702
Less : Appropriations				
Transfer to Special Reserve Account	7,576		6,235	
Proposed Dividend on preference shares	7,676		5,783	
Tax on Dividend (including tax on interim dividend declared by subsidiaries to holding company)	2,144	17,396	1,361	13,379
<b>Closing Balance</b>		<b>46,778</b>		34,324
<b>(g) Foreign Currency Translation Reserve</b>				
Opening Balance		2,121		1
Add : Effect of foreign exchange rate variations during the year		821		2,120
<b>Closing Balance</b>		<b>2,942</b>		2,121
<b>TOTAL - RESERVES AND SURPLUS</b>		<b>136,179</b>		<b>115,311</b>

**Note:**

The amounts appropriated out of the surplus in the Statement of Profit and Loss are as under:

- ₹ 6,216 Lakh (Previous Year: ₹ 5,055 Lakh) to Special Reserve as prescribed by section 45-IC of the Reserve Bank of India Act, 1934, being 20% of the profits after taxes for the year.
- As required by section 29C of National Housing Bank Act, 1987 and Section 36 (1)(viii) of the Income Tax Act, 1961, the Group has transferred an amount of ₹ 1,360 Lakh (Previous Year ₹ 1,180 Lakh) to Special Reserve.

**NOTES TO AND FORMING PART OF THE CONSOLIDATED  
BALANCE SHEET AS AT MARCH 31, 2015**

NOTE "4"

(₹ in lakh)

LONG-TERM BORROWINGS	As at March 31, 2015	As at March 31, 2014
<b>(a) Bonds/Debentures</b>		
<b>Secured</b>		
Privately Placed Non-Convertible Debentures (Refer Notes 4 (a) and 4 (f) below) [Net of unamortised discount of ₹ Nil (as at March 31, 2014: ₹ 1 Lakh)]	<b>772,949</b>	510,799
Public issue of Non-Convertible Debentures (Refer Notes 4 (b) & 4 (g) below)	<b>28,818</b>	28,818
<b>Unsecured</b>		
Non-Convertible Subordinated Debentures (Refer Note 4 (h) below) [Net of unamortised discount of ₹ 2,076 Lakh (as at March 31, 2014 : ₹ 2,406 Lakh)]	<b>131,039</b>	104,909
Non-Convertible Perpetual Debentures (Refer Note 4 (i) below)	<b>10,000</b>	10,000
<b>(b) Term loans</b>		
<b>Secured</b>		
(i) From Banks (Refer Notes No. 4 (c) & 4 (d) below)	<b>392,549</b>	373,333
(ii) From National Housing Bank (Refer Note No. 4 (e) below)	<b>91,266</b>	31,535
<b>Unsecured</b>		
(i) From Banks (Refer Note No. 4 (d) below)	<b>90,000</b>	100,000
<b>(c) Deposits</b>		
Unsecured	<b>715</b>	715
<b>Total</b>	<b>1,517,336</b>	<b>1,160,109</b>

**Notes**

- (a) Privately Placed Non-Convertible Debentures are secured by a pari passu charge on the specific immovable property, specified receivables arising out of loan, lease, hire purchase transactions and to the extent of shortfall in asset cover by a pari passu charge on certain current assets of the Group.
- (b) Public issue of Non-Convertible Debentures are secured by a pari passu charge on the specific immovable property, receivables against unsecured loans, bills discounted and trade advances and other current assets of the Group.
- (c) Loans and advances from banks are secured by a pari passu charge on the certain current assets of the Group.

**Terms of repayment of term loans and rate of interest:**

- (d) As per the terms of agreements loan from banks classified under long-term borrowings, short-term borrowings and current liabilities aggregating ₹ 638,902 Lakh (Previous Year: ₹ 726,198 Lakh) are repayable at maturity ranging between 23 and 60 months from the date of respective loan. Rate of Interest payable on term loan varies between 9.40 % to 10.50%.
- (e) Term Loan from National Housing Bank is secured by way of hypothecation of book debt and is repayable in quarterly instalments ranging from 28 to 60 quarters. Rate of Interest payable on Term loan varies between 7.10% to 10.00%.

## NOTES TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2015

(f) Particulars of Privately Placed Secured Non-Convertible Debentures (“NCDs”) issued by Tata Capital Financial Services Limited (“TCFSL”) and Tata Capital Housing Finance Limited (“TCHFL”) outstanding as on March 31, 2015

Description of NCDs	Issue Date	Redemption Date	As on March 31, 2015*		As on March 31, 2014*	
			Number of NCDs	₹ in Lakh	Number of NCDs	₹ in Lakh
TCFSL NCD ‘S’ FY 2014-15 - Option IV	9-Oct-14	6-Dec-24	40	400	–	–
TCFSL NCD ‘S’ FY 2014-15 - Option II	9-Oct-14	20-Nov-24	103	1,030	–	–
TCFSL NCD ‘AH’ FY 2012-13	5-Sep-12	5-Sep-22	500	5,000	500	3,400
TCFSL NCD ‘B’ FY 2014-15	20-Jun-14	9-Jul-19	250	2,500	–	–
TCL NCD ‘AA’ FY 2011-12	21-Oct-11	21-Oct-18	150	1,500	150	1,500
TCL NCD ‘R’ FY 2011-12	23-Sep-11	23-Sep-18	100	1,000	100	1,000
TCFSL NCD ‘O’ FY 2013-14	20-Aug-13	20-Aug-18	430	4,300	430	4,300
TCL NCD ‘M’ FY 2011-12	17-Aug-11	17-Aug-18	40	400	40	400
TCFSL NCD ‘J’ FY 2013-14	28-May-13	28-May-18	250	2,500	250	2,500
TCFSL NCD ‘G’ FY 2013-14	22-May-13	22-May-18	2,000	20,000	2,000	20,000
TCFSL NCD ‘H’ FY 2013-14	22-May-13	22-May-18	250	2,500	250	2,500
TCFSL NCD ‘E’ FY 2013-14	7-May-13	7-May-18	500	5,000	500	5,000
TCFSL NCD ‘D’ FY 2013-14	7-May-13	7-May-18	200	2,000	200	2,000
TCFSL NCD ‘A’ FY 2013-14	23-Apr-13	23-Apr-18	850	8,500	850	8,500
TCFSL NCD ‘U’ FY 2014-15	21-Oct-14	5-Apr-18	100	1,000	–	–
TCFSL NCD ‘AB’ FY 2014-15 - Option III	21-Nov-14	3-Apr-18	150	1,500	–	–
TCFSL NCD ‘BF’ FY 2012-13	26-Mar-13	26-Mar-18	50	500	50	500
TCFSL NCD ‘AC’ FY 2014-15	25-Nov-14	23-Mar-18	2,000	20,000	–	–
TCFSL NCD ‘AB’ FY 2014-15 - Option I	21-Nov-14	9-Mar-18	380	3,800	–	–
TCFSL NCD ‘Z’ FY 2014-15	19-Nov-14	2-Mar-18	740	7,400	–	–
TCFSL NCD ‘X’ FY 2014-15 - Option I	14-Nov-14	12-Feb-18	1,700	17,000	–	–
TCFSL NCD ‘W’ FY 2014-15 - Option I	12-Nov-14	2-Feb-18	1,400	14,000	–	–
TCFSL NCD ‘V’ FY 2014-15 - Option I	27-Oct-14	29-Jan-18	145	1,450	–	–
TCFSL NCD ‘V’ FY 2014-15 - Option II	27-Oct-14	24-Jan-18	500	5,000	–	–
TCFSL NCD ‘AZ’ FY 2012-13	22-Jan-13	22-Jan-18	3,000	30,000	3,000	30,000
TCFSL NCD ‘AY’ FY 2012-13	22-Jan-13	22-Jan-18	2,000	20,000	2,000	20,000
TCFSL NCD ‘BA’ FY 2012-13	22-Jan-13	22-Jan-18	250	2,500	250	2,500
TCFSL NCD ‘AX’ FY 2012-13	16-Jan-13	16-Jan-18	650	6,500	650	6,500
TCFSL NCD ‘T’ FY 2014-15 - Option IV	13-Oct-14	15-Jan-18	150	1,500	–	–
TCFSL NCD ‘T’ FY 2014-15 - Option V	13-Oct-14	10-Jan-18	250	2,500	–	–
TCFSL NCD ‘T’ FY 2014-15 - Option III	13-Oct-14	4-Jan-18	100	1,000	–	–
TCFSL NCD ‘S’ FY 2014-15 - Option V	9-Oct-14	8-Dec-17	22	220	–	–
TCFSL NCD ‘AS’ FY 2012-13	5-Dec-12	5-Dec-17	250	2,500	250	2,500
TCFSL NCD ‘S’ FY 2014-15 - Option I	9-Oct-14	29-Nov-17	50	500	–	–
TCFSL NCD ‘R’ FY 2014-15 - Option III	30-Sep-14	27-Nov-17	50	500	–	–
TCFSL NCD ‘P’ FY 2014-15	19-Sep-14	24-Nov-17	100	1,000	–	–
TCFSL NCD ‘Q’ FY 2014-15	24-Sep-14	20-Nov-17	100	1,000	–	–
TCFSL NCD ‘R’ FY 2014-15 - Option II	30-Sep-14	20-Nov-17	100	1,000	–	–
TCFSL NCD ‘R’ FY 2014-15 - Option I	30-Sep-14	15-Nov-17	2,000	20,000	–	–
TCFSL NCD ‘AQ’ FY 2012-13	12-Nov-12	10-Nov-17	300	3,000	300	3,000
TCFSL NCD ‘AJ’ FY 2012-13	9-Nov-12	9-Nov-17	5,000	50,000	5,000	50,000

**NOTES TO AND FORMING PART OF THE CONSOLIDATED  
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Description of NCDs	Issue Date	Redemption Date	As on March 31, 2015*		As on March 31, 2014*	
			Number of NCDs	₹ in Lakh	Number of NCDs	₹ in Lakh
TCFSL NCD 'K' FY 2014-15 - Option III	7-Aug-14	20-Oct-17	70	700	–	–
TCFSL NCD 'N' FY 2014-15	10-Sep-14	18-Oct-17	85	850	–	–
TCFSL NCD 'K' FY 2014-15 - Option II	7-Aug-14	9-Oct-17	210	2,100	–	–
TCFSL NCD 'K' FY 2014-15 - Option I	7-Aug-14	29-Sep-17	100	1,000	–	–
TCFSL NCD 'J' FY 2014-15	6-Aug-14	28-Sep-17	100	1,000	–	–
TCFSL NCD 'AK' FY 2014-15 Option III	15-Jan-15	27-Sep-17	880	8,800	–	–
TCFSL NCD 'O' FY 2014-15	12-Sep-14	26-Sep-17	320	3,200	–	–
TCFSL NCD 'L' FY 2014-15 - Option II	1-Sep-14	20-Sep-17	85	850	–	–
TCFSL NCD 'AG' FY 2012-13	10-Sep-12	8-Sep-17	100	1,000	100	1,000
TCFSL NCD 'I' FY 2014-15 - Option II	4-Aug-14	4-Sep-17	250	2,500	–	–
TCFSL NCD 'G' FY 2014-15	16-Jul-14	1-Sep-17	144	1,440	–	–
TCFSL NCD 'R' FY 2013-14	26-Aug-13	25-Aug-17	300	3,000	300	3,000
TCL NCD 'M' FY 2011-12	17-Aug-11	17-Aug-17	30	300	30	300
TCFSL NCD 'AE' FY 2012-13	9-Aug-12	9-Aug-17	200	2,000	200	2,000
TCFSL NCD 'D' FY 2014-15	10-Jul-14	14-Jul-17	2,500	25,000	–	–
TCFSL NCD 'A' FY 2014-15 - Option II	26-May-14	10-Jul-17	800	8,000	–	–
TCFSL NCD 'AX' FY 2014-15 Option I	20-Mar-15	2-May-17	187	1,870	–	–
TCFSL NCD 'AV' FY 2014-15 Option II	10-Mar-15	10-Apr-17	500	5,000	–	–
TCFSL NCD 'T' FY 2014-15 - Option II	13-Oct-14	24-Mar-17	1,600	16,000	–	–
TCFSL NCD 'AD' FY 2014-15	2-Dec-14	24-Mar-17	1,000	10,000	–	–
TCFSL NCD 'AY' FY 2014-15 Option II	24-Mar-15	17-Mar-17	250	2,500	–	–
TCFSL NCD 'AB' FY 2014-15 - Option II	21-Nov-14	16-Mar-17	200	2,000	–	–
TCFSL NCD 'AA' FY 2014-15	20-Nov-14	10-Mar-17	950	9,500	–	–
TCFSL NCD 'X' FY 2013-14	16-Sep-13	6-Mar-17	220	2,200	220	2,200
TCFSL NCD 'AW' FY 2014-15	18-Mar-15	2-Mar-17	3,000	30,000	–	–
TCFSL NCD 'AU' FY 2014-15 Option IV	5-Mar-15	27-Feb-17	500	5,000	–	–
TCFSL NCD 'AV' FY 2014-15 Option I	10-Mar-15	27-Feb-17	5,550	55,500	–	–
TCFSL NCD 'Y' FY 2014-15	18-Nov-14	24-Feb-17	100	1,000	–	–
TCFSL NCD 'AU' FY 2014-15 Option III	5-Mar-15	23-Feb-17	110	1,100	–	–
TCFSL NCD 'AU' FY 2014-15 Option II	5-Mar-15	16-Feb-17	126	1,260	–	–
TCFSL NCD 'P' FY 2013-14	22-Aug-13	15-Feb-17	500	5,000	500	5,000
TCFSL NCD 'W' FY 2014-15 - Option II	12-Nov-14	3-Feb-17	100	1,000	–	–
TCFSL NCD 'X' FY 2014-15 - Option II	14-Nov-14	2-Feb-17	150	1,500	–	–
TCFSL NCD 'AS' FY 2014-15	27-Feb-15	19-Jan-17	100	1,000	–	–
TCFSL NCD 'AT' FY 2014-15 Option I	2-Mar-15	12-Jan-17	650	6,500	–	–
TCFSL NCD 'AR' FY 2014-15 Option II	26-Feb-15	15-Dec-16	100	1,000	–	–
TCFSL NCD 'T' FY 2014-15 - Option I	13-Oct-14	9-Dec-16	1,500	15,000	–	–
TCFSL NCD 'AR' FY 2014-15 Option III	26-Feb-15	8-Dec-16	250	2,500	–	–
TCFSL NCD 'AR' FY 2014-15 Option I	26-Feb-15	6-Dec-16	325	3,250	–	–
TCFSL NCD 'AJ' FY 2013-14	13-Dec-13	5-Dec-16	45	450	45	450
TCFSL NCD 'S' FY 2014-15 - Option III	9-Oct-14	2-Dec-16	100	1,000	–	–
TCFSL NCD 'AQ' FY 2014-15	20-Feb-15	30-Nov-16	60	600	–	–
TCFSL NCD 'AP' FY 2014-15 Option III	6-Feb-15	29-Nov-16	1,000	10,000	–	–

**NOTES TO AND FORMING PART OF THE CONSOLIDATED  
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Description of NCDs	Issue Date	Redemption Date	As on March 31, 2015*		As on March 31, 2014*	
			Number of NCDs	₹ in Lakh	Number of NCDs	₹ in Lakh
TCFSL NCD 'AN' FY 2014-15	29-Jan-15	11-Nov-16	3,000	30,000	–	–
TCFSL NCD 'AC' FY 2013-14	8-Nov-13	11-Nov-16	55	550	55	550
TCL NCD 'AM' FY 2011-12	10-Nov-11	10-Nov-16	100	1,000	100	1,000
TCFSL NCD 'AF' FY 2013-14	2-Dec-13	7-Nov-16	50	500	50	500
TCFSL NCD 'L' FY 2014-15 - Option I	1-Sep-14	27-Oct-16	4,000	40,000	–	–
TCFSL NCD 'H' FY 2014-15	24-Jul-14	26-Oct-16	750	7,500	–	–
TCFSL NCD 'AL' FY 2014-15	20-Jan-15	20-Oct-16	210	2,100	–	–
TCFSL NCD 'AX' FY 2014-15 Option II	20-Mar-15	18-Oct-16	80	800	–	–
TCFSL NCD 'AK' FY 2014-15 Option II	15-Jan-15	17-Oct-16	59	590	–	–
TCFSL NCD 'AH' FY 2014-15 - Option I	16-Dec-14	5-Oct-16	151	1,510	–	–
TCFSL NCD 'F' FY 2014-15 Option II	14-Jul-14	29-Sep-16	100	1,000	–	–
TCFSL NCD 'AK' FY 2014-15 Option I	15-Jan-15	26-Sep-16	97	970	–	–
TCFSL NCD 'AI' FY 2014-15	13-Jan-15	23-Sep-16	110	1,100	–	–
TCFSL NCD 'AJ' FY 2014-15	14-Jan-15	21-Sep-16	162	1,620	–	–
TCFSL NCD 'AH' FY 2014-15 - Option II	16-Dec-14	14-Sep-16	40	400	–	–
TCFSL NCD 'AH' FY 2014-15 - Option III	16-Dec-14	13-Sep-16	90	900	–	–
TCFSL NCD 'Y' FY 2013-14	24-Sep-13	8-Sep-16	400	4,000	400	4,000
TCFSL NCD 'V' FY 2013-14	5-Sep-13	5-Sep-16	50	500	50	500
TCFSL NCD 'U' FY 2013-14	3-Sep-13	2-Sep-16	250	2,500	250	2,500
TCFSL NCD 'W' FY 2013-14	13-Sep-13	2-Sep-16	30	300	30	300
TCFSL NCD 'T' FY 2013-14	3-Sep-13	30-Aug-16	62	620	62	620
TCFSL NCD 'S' FY 2013-14	30-Aug-13	22-Aug-16	99	990	99	990
TCL NCD 'M' FY 2011-12	17-Aug-11	17-Aug-16	30	300	30	300
TCFSL NCD 'Q' FY 2013-14	23-Aug-13	8-Aug-16	40	400	40	400
TCFSL NCD 'E' FY 2014-15 Option II	11-Jul-14	4-Aug-16	750	7,500	–	–
TCFSL NCD 'AG' FY 2014-15 - Option I	10-Dec-14	4-Aug-16	50	500	–	–
TCFSL NCD 'E' FY 2014-15 Option I	11-Jul-14	2-Aug-16	1,500	15,000	–	–
TCFSL NCD 'AF' FY 2014-15 - Option II	8-Dec-14	2-Aug-16	170	1,700	–	–
TCFSL NCD 'AG' FY 2014-15 - Option II	10-Dec-14	1-Aug-16	250	2,500	–	–
TCFSL NCD 'AF' FY 2014-15 - Option I	8-Dec-14	27-Jul-16	750	7,500	–	–
TCFSL NCD 'C' FY 2014-15 Option II	9-Jul-14	11-Jul-16	350	3,500	–	–
TCFSL NCD 'AE' FY 2014-15 - Option III	4-Dec-14	8-Jul-16	130	1,300	–	–
TCFSL NCD 'A' FY 2014-15 - Option I	26-May-14	21-Jun-16	800	8,000	–	–
TCFSL NCD 'AE' FY 2014-15 - Option I	4-Dec-14	26-May-16	1,500	15,000	–	–
TCFSL NCD 'BE' FY 2012-13	12-Mar-13	10-May-16	30	300	30	300
TCFSL NCD 'AU' FY 2014-15 Option I	5-Mar-15	6-May-16	115	1,150	–	–
TCL NCD 'A' FY 2011-12	27-Apr-11	27-Apr-16	370	3,700	370	3,700
TCFSL NCD 'AT' FY 2014-15 Option II	2-Mar-15	22-Apr-16	170	1,700	–	–
TCFSL NCD 'AP' FY 2014-15 Option II	4-Feb-15	15-Apr-16	100	1,000	–	–
TCFSL NCD 'I' FY 2014-15 - Option I	4-Aug-14	25-Mar-16	650	6,500	–	–
TCFSL NCD 'M' FY 2014-15	4-Sep-14	25-Mar-16	500	5,000	–	–
TCFSL NCD 'AY' FY 2014-15 Option I	24-Mar-15	11-Mar-16	150	1,500	–	–
TCFSL NCD 'AM' FY 2014-15	23-Jan-15	1-Mar-16	250	2,500	–	–



**NOTES TO AND FORMING PART OF THE CONSOLIDATED  
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Description of NCDs	Issue Date	Redemption Date	As on March 31, 2015*		As on March 31, 2014*	
			Number of NCDs	₹ in Lakh	Number of NCDs	₹ in Lakh
TCFSL NCD 'AF' FY 2014-15 - Option III	8-Dec-14	19-Jan-16	50	500	–	–
TCL NCD 'W' FY 2010-11	19-Jan-11	19-Jan-16	440	4,400	440	4,400
TCFSL NCD 'AP' FY 2014-15 Option I	4-Feb-15	24-Dec-15	500	5,000	–	–
TCFSL NCD 'C' FY 2014-15 Option I	9-Jul-14	15-Dec-15	250	2,500	–	–
TCFSL NCD 'AO' FY 2014-15	2-Feb-15	14-Dec-15	500	5,000	–	–
TCL NCD 'T' FY 2010-11	2-Dec-10	2-Dec-15	50	500	50	500
TCFSL NCD 'AE' FY 2014-15 - Option II	4-Dec-14	26-Nov-15	164	1,640	–	–
TCL NCD 'S' FY 2010-11	19-Nov-10	19-Nov-15	100	1,000	100	1,000
TCFSL NCD 'AA' FY 2012-13	16-Jul-12	1-Oct-15	40	400	40	400
TCFSL NCD 'E' FY 2012-13	4-May-12	4-Aug-15	50	500	50	500
TCFSL NCD 'AD' FY 2012-13	31-Jul-12	31-Jul-15	500	5,000	500	5,000
TCFSL NCD 'Z' FY 2012-13	13-Jul-12	13-Jul-15	50	500	50	500
TCFSL NCD 'AM' FY 2013-14	10-Jan-14	30-Jun-15	200	2,000	200	2,000
TCFSL NCD 'B' FY 2012-13	30-Apr-12	30-Jun-15	200	2,000	200	2,000
TCFSL NCD 'AW' FY 2013-14	28-Jan-14	30-Jun-15	100	1,000	100	1,000
TCFSL NCD 'AI' FY 2013-14	13-Dec-13	29-Jun-15	50	500	50	500
TCFSL NCD 'Y' FY 2012-13	19-Jun-12	19-Jun-15	50	500	50	500
TCFSL NCD 'AA' FY 2013-14	17-Oct-13	15-Jun-15	100	1,000	100	1,000
TCFSL NCD 'V' FY 2012-13	4-Jun-12	4-Jun-15	100	1,000	100	1,000
TCL NCD 'CE' FY 2011-12	24-Feb-12	1-Jun-15	180	1,800	180	1,800
TCFSL NCD 'U' FY 2012-13	28-May-12	27-May-15	400	4,000	400	4,000
TCFSL NCD 'T' FY 2012-13	25-May-12	25-May-15	140	1,400	140	1,400
TCFSL NCD 'I' FY 2013-14	21-May-13	21-May-15	1,000	10,000	2,000	20,000
TCFSL NCD 'BI' FY 2013-14	20-Feb-14	20-May-15	250	2,500	250	2,500
TCFSL NCD 'AE' FY 2013-14	21-Nov-13	19-May-15	400	4,000	400	4,000
TCFSL NCD 'AT' FY 2013-14	28-Jan-14	18-May-15	255	2,550	255	2,550
TCFSL NCD 'AQ' FY 2013-14	15-Jan-14	14-May-15	210	2,100	210	2,100
TCL NCD 'G' FY 2010-11	12-May-10	12-May-15	250	2,500	250	2,500
TCFSL NCD 'AR' FY 2013-14	16-Jan-14	12-May-15	150	1,500	150	1,500
TCFSL NCD 'AL' FY 2013-14	9-Jan-14	12-May-15	60	600	60	600
TCFSL NCD 'AO' FY 2013-14	13-Jan-14	11-May-15	100	1,000	100	1,000
TCFSL NCD 'AP' FY 2013-14	15-Jan-14	11-May-15	80	800	80	800
TCFSL NCD 'AH' FY 2013-14	12-Dec-13	8-May-15	240	2,400	240	2,400
TCFSL NCD 'C' FY 2013-14	7-May-13	7-May-15	250	2,500	250	2,500
TCFSL NCD 'AN' FY 2013-14	13-Jan-14	7-May-15	120	1,200	120	1,200
TCFSL NCD 'S' FY 2012-13	22-May-12	6-May-15	225	2,250	225	2,250
TCFSL NCD 'G' FY 2012-13	9-May-12	6-May-15	200	2,000	200	2,000
TCFSL NCD 'D' FY 2012-13	3-May-12	4-May-15	620	6,200	620	6,200
TCFSL NCD 'BO' FY 2013-14	28-Feb-14	4-May-15	510	5,100	510	5,100
TCFSL NCD 'BF' FY 2013-14	17-Feb-14	4-May-15	473	4,730	473	4,730
TCFSL NCD 'BK' FY 2013-14	21-Feb-14	4-May-15	430	4,300	430	4,300
TCFSL NCD 'BB' FY 2013-14	7-Feb-14	4-May-15	300	3,000	300	3,000
TCFSL NCD 'AZ' FY 2013-14	6-Feb-14	4-May-15	180	1,800	180	1,800

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Description of NCDs	Issue Date	Redemption Date	As on March 31, 2015*		As on March 31, 2014*	
			Number of NCDs	₹ in Lakh	Number of NCDs	₹ in Lakh
TCFSL NCD 'AG' FY 2013-14	11-Dec-13	4-May-15	50	500	50	500
TCFSL NCD 'C' FY 2012-13	2-May-12	30-Apr-15	500	5,000	500	5,000
TCFSL NCD 'AK' FY 2013-14	3-Jan-14	30-Apr-15	380	3,800	380	3,800
TCFSL NCD 'A' FY 2013-14	23-Apr-13	23-Apr-15	300	3,000	300	3,000
TCFSL NCD 'AV' FY 2013-14	28-Jan-14	23-Apr-15	220	2,200	220	2,200
TCFSL NCD 'BQ' FY 2013-14	3-Mar-14	20-Apr-15	250	2,500	250	2,500
TCFSL NCD 'BN' FY 2013-14	28-Feb-14	20-Apr-15	120	1,200	120	1,200
TCFSL NCD 'BY' FY 2013-14	18-Mar-14	16-Apr-15	900	9,000	900	9,000
TCFSL NCD 'BE' FY 2013-14	14-Feb-14	16-Apr-15	80	800	80	800
TCFSL NCD 'BR' FY 2013-14	10-Mar-14	15-Apr-15	621	6,210	621	6,210
TCFSL NCD 'AS' FY 2013-14	17-Jan-14	15-Apr-15	300	3,000	300	3,000
TCFSL NCD 'AB' FY 2013-14	17-Oct-13	15-Apr-15	250	2,500	250	2,500
TCFSL NCD 'AX' FY 2013-14	6-Feb-14	15-Apr-15	190	1,900	190	1,900
TCFSL NCD 'AU' FY 2013-14	28-Jan-14	15-Apr-15	50	500	50	500
TCFSL NCD 'BU' FY 2013-14	14-Mar-14	14-Apr-15	744	7,440	744	7,440
TCFSL NCD 'BS' FY 2013-14	13-Mar-14	13-Apr-15	585	5,850	585	5,850
TCFSL NCD 'BG' FY 2013-14	18-Feb-14	13-Apr-15	100	1,000	100	1,000
TCFSL NCD 'A' FY 2012-13	25-Apr-12	10-Apr-15	200	2,000	200	2,000
TCFSL NCD 'CA' FY 2013-14	24-Mar-14	8-Apr-15	400	4,000	400	4,000
TCFSL NCD 'BL' FY 2013-14	24-Feb-14	7-Apr-15	765	7,650	765	7,650
TCFSL NCD 'BZ' FY 2013-14	18-Mar-14	7-Apr-15	561	5,610	561	5,610
TCFSL NCD 'BM' FY 2013-14	24-Feb-14	7-Apr-15	380	3,800	380	3,800
TCFSL NCD 'BJ' FY 2013-14	21-Feb-14	7-Apr-15	340	3,400	340	3,400
TCFSL NCD 'BC' FY 2013-14	12-Feb-14	7-Apr-15	290	2,900	290	2,900
TCFSL NCD 'BD' FY 2013-14	13-Feb-14	7-Apr-15	210	2,100	210	2,100
TCFSL NCD 'Z' FY 2013-14	10-Oct-13	7-Apr-15	100	1,000	100	1,000
TCFSL NCD 'BV' FY 2013-14	14-Mar-14	7-Apr-15	100	1,000	100	1,000
TCFSL NCD 'BT' FY 2013-14	14-Mar-14	6-Apr-15	900	9,000	900	9,000
TCFSL NCD 'BX' FY 2013-14	18-Mar-14	6-Apr-15	170	1,700	170	1,700
TCFSL NCD 'BA' FY 2013-14	7-Feb-14	6-Apr-15	160	1,600	160	1,600
TCL NCD 'CK' FY 2011-12	16-Mar-12	6-Apr-15	120	1,198	120	1,101
TCFSL NCD 'BP' FY 2013-14	28-Feb-14	6-Apr-15	100	1,000	100	1,000
TCFSL NCD 'BW' FY 2013-14	14-Mar-14	31-Mar-15	-	-	200	2,000
TCFSL NCD 'BH' FY 2013-14	18-Feb-14	31-Mar-15	-	-	570	5,700
TCFSL NCD 'AY' FY 2013-14	6-Feb-14	31-Mar-15	-	-	278	2,780
TCFSL NCD 'AD' FY 2013-14	8-Nov-13	25-Mar-15	-	-	300	3,000
TCL NCD 'CL' FY 2011-12	20-Mar-12	13-Mar-15	-	-	250	2,500
TCFSL NCD 'H' FY 2012-13	10-May-12	9-Mar-15	-	-	100	1,000
TCL NCD 'CI' FY 2011-12	7-Mar-12	6-Mar-15	-	-	100	1,000
TCL NCD 'CD' FY 2011-12	23-Feb-12	9-Feb-15	-	-	300	3,000
TCL NCD 'BY' FY 2011-12	1-Feb-12	3-Feb-15	-	-	50	500
TCL NCD 'BW' FY 2011-12	24-Jan-12	27-Jan-15	-	-	350	3,263
TCL NCD 'BX' FY 2011-12	25-Jan-12	23-Jan-15	-	-	50	500

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Description of NCDs	Issue Date	Redemption Date	As on March 31, 2015*		As on March 31, 2014*	
			Number of NCDs	₹ in Lakh	Number of NCDs	₹ in Lakh
TCL NCD 'BO' FY 2011-12	9-Jan-12	9-Jan-15	-	-	100	1,000
TCL NCD 'BS' FY 2011-12	19-Jan-12	7-Jan-15	-	-	80	800
TCL NCD 'BN' FY 2011-12	5-Jan-12	5-Jan-15	-	-	2,100	21,000
TCL NCD 'BM' FY 2011-12	30-Dec-11	29-Dec-14	-	-	200	1,877
TCFSL NCD 'AU' FY 2012-13	24-Dec-12	24-Dec-14	-	-	2,600	26,000
TCL NCD 'BE' FY 2011-12	22-Dec-11	22-Dec-14	-	-	1,500	15,000
TCL NCD 'BR' FY 2011-12	19-Jan-12	19-Dec-14	-	-	350	3,500
TCFSL NCD 'I' FY 2012-13	10-May-12	15-Dec-14	-	-	100	1,000
TCL NCD 'AZ' FY 2011-12	12-Dec-11	12-Dec-14	-	-	150	1,500
TCL NCD 'BQ' FY 2011-12	13-Jan-12	11-Dec-14	-	-	130	1,300
TCL NCD 'BI' FY 2011-12	26-Dec-11	1-Dec-14	-	-	50	500
TCL NCD 'AU' FY 2011-12	29-Nov-11	25-Nov-14	-	-	165	1,650
TCFSL NCD 'AR' FY 2012-13	12-Nov-12	12-Nov-14	-	-	150	1,500
TCL NCD 'AJ' FY 2011-12	8-Nov-11	8-Nov-14	-	-	50	500
TCL NCD 'AG' FY 2011-12	31-Oct-11	4-Nov-14	-	-	250	2,500
TCL NCD 'AD' FY 2011-12	2-Nov-11	23-Oct-14	-	-	70	700
TCL NCD 'AK' FY 2011-12	8-Nov-11	23-Oct-14	-	-	30	300
TCFSL NCD 'AO' FY 2012-13	22-Oct-12	22-Oct-14	-	-	500	5,000
TCFSL NCD 'AN' FY 2012-13	11-Oct-12	10-Oct-14	-	-	500	5,000
TCFSL NCD 'AK' FY 2012-13	25-Sep-12	25-Sep-14	-	-	1,500	15,000
TCFSL NCD 'AL' FY 2012-13	25-Sep-12	25-Sep-14	-	-	900	9,000
TCL NCD 'P' FY 2011-12	19-Sep-11	11-Sep-14	-	-	350	3,500
TCL NCD 'O' FY 2011-12	19-Sep-11	5-Sep-14	-	-	100	1,000
TCFSL NCD 'K' FY 2013-14	3-Jun-13	3-Sep-14	-	-	2,000	20,000
TCFSL NCD 'O' FY 2012-13	17-May-12	20-Aug-14	-	-	400	4,000
TCFSL NCD 'Q' FY 2012-13	17-May-12	20-Aug-14	-	-	250	2,500
TCL NCD 'L' FY 2009-10	17-Aug-09	18-Aug-14	-	-	200	2,000
TCL NCD 'I' FY 2011-12	29-Jul-11	29-Jul-14	-	-	250	2,500
TCL NCD 'H' FY 2011-12	29-Jul-11	29-Jul-14	-	-	18	180
TCFSL NCD 'N' FY 2013-14	28-Jun-13	28-Jul-14	-	-	251	2,510
TCFSL NCD 'AC' FY 2012-13	24-Jul-12	24-Jul-14	-	-	750	7,500
TCFSL NCD 'AB' FY 2012-13	20-Jul-12	18-Jul-14	-	-	1,000	10,000
TCFSL NCD 'N' FY 2012-13	17-May-12	17-Jul-14	-	-	350	3,500
TCFSL NCD 'P' FY 2012-13	17-May-12	17-Jul-14	-	-	250	2,500
TCL NCD 'BU' FY 2011-12	20-Jan-12	10-Jul-14	-	-	185	1,850
TCFSL NCD 'AV' FY 2012-13	11-Jan-13	23-Jun-14	-	-	190	1,900
TCFSL NCD 'X' FY 2012-13	21-Jun-12	20-Jun-14	-	-	1,000	10,000
TCFSL NCD 'B' FY 2013-14	18-Apr-13	23-May-14	-	-	400	4,000
TCFSL NCD 'L' FY 2012-13	14-May-12	14-May-14	-	-	500	5,000
TCFSL NCD 'K' FY 2012-13	14-May-12	14-May-14	-	-	400	4,000
TCL NCD 'CA' FY 2011-12	9-Feb-12	13-May-14	-	-	160	1,600
TCFSL NCD 'J' FY 2012-13	11-May-12	12-May-14	-	-	1,000	10,000
TCFSL NCD 'M' FY 2012-13	14-May-12	12-May-14	-	-	900	9,000

**NOTES TO AND FORMING PART OF THE CONSOLIDATED  
BALANCE SHEET AS AT MARCH 31, 2015**

Description of NCDs	Issue Date	Redemption Date	As on March 31, 2015*		As on March 31, 2014*	
			Number of NCDs	₹ in Lakh	Number of NCDs	₹ in Lakh
TCFSL NCD 'R' FY 2012-13	18-May-12	8-May-14	-	-	330	3,300
TCFSL NCD 'F' FY 2012-13	9-May-12	5-May-14	-	-	200	2,000
TCFSL NCD 'BB' FY 2012-13	23-Jan-13	30-Apr-14	-	-	125	1,250
TCL NCD 'CM' FY 2011-12	19-Mar-12	29-Apr-14	-	-	110	1,100
TCFSL NCD 'BG' FY 2012-13	26-Mar-13	25-Apr-14	-	-	569	5,690
TCFSL NCD 'AP' FY 2012-13	22-Oct-12	22-Apr-14	-	-	500	5,000
TCFSL NCD 'AW' FY 2012-13	11-Jan-13	16-Apr-14	-	-	160	1,600
TCFSL NCD 'BD' FY 2012-13	18-Feb-13	8-Apr-14	-	-	50	500
TCFSL NCD 'W' FY 2012-13	7-Jun-12	4-Apr-14	-	-	140	1,400
TCFSL NCD 'BH' FY 2012-13	28-Mar-13	3-Apr-14	-	-	100	1,000
TCFSL NCD 'BC' FY 2012-13	13-Feb-13	2-Apr-14	-	-	1,000	10,000
TCHFL - Series U - FY 2014-15	20-Jan-15	24-Jan-28	190	1,900	-	-
TCHFL - Series M - FY 2014-15 - Option II	14-Nov-14	24-Nov-27	150	1,500	-	-
TCHFL - Series V - FY 2014-15	23-Jan-15	23-Jan-25	1,500	15,000	-	-
TCHFL - Series R - FY 2014-15	9-Dec-14	9-Dec-24	2,000	20,000	-	-
TCHFL - Series U - FY 2012-13	12-Mar-13	10-Mar-23	100	1,000	100	1,000
TCHFL - Series R - FY 2012-13	18-Jan-13	18-Jan-23	150	1,500	150	1,500
TCHFL - Series Q - FY 2012-13	24-Dec-12	28-Dec-22	100	1,000	100	1,000
TCHFL - Series G - FY 2012-13	15-May-12	18-May-22	100	1,000	100	1,000
TCHFL - Series Z - FY 2014-15	12-Feb-15	12-Feb-20	100	1,000	-	-
TCHFL - Series G - FY 2014-15	22-Oct-14	22-Oct-19	550	5,500	-	-
TCHFL - Series K - FY 2012-13	3-Oct-12	3-Oct-19	100	1,000	100	1,000
TCHFL - Series D - FY 2014-15 - Option II	22-Aug-14	22-Aug-19	100	1,000	-	-
TCHFL - Series B - FY 2014-15 - Option II	22-Jul-14	21-Jul-19	100	1,000	-	-
TCHFL - Series A - FY 2014-15 - Option II	13-Jun-14	13-Jun-19	100	1,000	-	-
TCHFL - Series N - FY 2013-14	20-Jan-14	18-Jan-19	50	500	50	500
TCHFL - Series G - FY 2011-12	18-Nov-11	18-Nov-18	100	1,000	100	1,000
TCHFL - Series C - FY 2013-14	23-Apr-13	23-Apr-18	100	1,000	100	1,000
TCHFL - Series AE - FY 2014-15	26-Mar-15	10-Apr-18	340	3,400	-	-
TCHFL - Series AD - FY 2014-15 - Option II	16-Mar-15	12-Mar-18	50	500	-	-
TCHFL - Series AC - FY 2014-15 - Option II	10-Mar-15	9-Mar-18	600	6,000	-	-
TCHFL - Series W - FY 2014-15 - Option I	28-Jan-15	14-Feb-18	80	800	-	-
TCHFL - Series AA - FY 2014-15 - Option I	16-Feb-15	12-Feb-18	75	750	-	-
TCHFL - Series Y - FY 2014-15	4-Feb-15	2-Feb-18	150	1,500	-	-
TCHFL - Series T - FY 2014-15	13-Jan-15	10-Jan-18	162	1,620	-	-
TCHFL - Series O - FY 2014-15	21-Nov-14	22-Nov-17	180	1,800	-	-
TCHFL - Series N - FY 2014-15	18-Nov-14	21-Nov-17	70	700	-	-
TCHFL - Series J - FY 2014-15 - Option II	7-Nov-14	13-Nov-17	120	1,200	-	-
TCHFL - Series K - FY 2014-15	11-Nov-14	1-Nov-17	100	1,000	-	-
TCHFL - Series D - FY 2014-15 - Option I	22-Aug-14	22-Aug-17	600	6,000	-	-
TCHFL - Series C - FY 2014-15 - Option II	7-Aug-14	1-Aug-17	200	2,000	-	-
TCHFL - Series B - FY 2014-15 - Option I	22-Jul-14	21-Jul-17	100	1,000	-	-
TCHFL - Series A - FY 2014-15 - Option III	13-Jun-14	13-Jun-17	250	2,500	-	-

**NOTES TO AND FORMING PART OF THE CONSOLIDATED  
BALANCE SHEET AS AT MARCH 31, 2015**

Description of NCDs	Issue Date	Redemption Date	As on March 31, 2015*		As on March 31, 2014*	
			Number of NCDs	₹ in Lakh	Number of NCDs	₹ in Lakh
TCHFL - Series A - FY 2014-15 - Option I	13-Jun-14	2-May-17	600	6,000	–	–
TCHFL - Series AD - FY 2014-15 - Option I	16-Mar-15	17-Apr-17	90	900	–	–
TCHFL - Series AB - FY 2014-15	5-Mar-15	10-Apr-17	100	1,000	–	–
TCHFL - Series AC - FY 2014-15 - Option I	10-Mar-15	10-Mar-17	1,850	18,500	–	–
TCHFL - Series AA - FY 2014-15 - Option II	16-Feb-15	27-Feb-17	40	400	–	–
TCHFL - Series W - FY 2014-15 - Option II	27-Jan-15	24-Jan-17	44	440	–	–
TCHFL - Series L - FY 2013-14	10-Jan-14	10-Jan-17	250	2,500	250	2,500
TCHFL - Series E - FY 2014-15	23-Sep-14	23-Dec-16	400	4,000	–	–
TCHFL - Series S - FY 2014-15 - Option I	16-Dec-14	15-Dec-16	118	1,180	–	–
TCHFL - Series S - FY 2014-15 - Option II	16-Dec-14	6-Dec-16	101	1,010	–	–
TCHFL - Series K - FY 2013-14	2-Dec-13	2-Dec-16	200	2,000	200	2,000
TCHFL - Series Q - FY 2014-15 - Option I	4-Dec-14	2-Dec-16	139	1,390	–	–
TCHFL - Series Q - FY 2014-15 - Option II	4-Dec-14	29-Nov-16	274	2,740	–	–
TCHFL - Series J - FY 2013-14	7-Nov-13	7-Nov-16	50	500	50	500
TCHFL - Series J - FY 2014-15 - Option I	7-Nov-14	7-Nov-16	60	600	–	–
TCHFL - Series I - FY 2014-15 - Option II	3-Nov-14	3-Nov-16	70	700	–	–
TCHFL - Series H - FY 2014-15	31-Oct-14	31-Oct-16	182	1,820	–	–
TCHFL - Series F - FY 2014-15 - Option II	20-Oct-14	10-Oct-16	188	1,880	–	–
TCHFL - Series H - FY 2013-14	10-Sep-13	9-Sep-16	300	3,000	300	3,000
TCHFL - Series C - FY 2014-15 - Option III	7-Aug-14	2-Aug-16	200	2,000	–	–
TCHFL - Series C - FY 2014-15 - Option IV	7-Aug-14	1-Aug-16	70	700	–	–
TCHFL - Series C - FY 2014-15 - Option I	7-Aug-14	1-Aug-16	1,000	10,000	–	–
TCHFL - Series I - FY 2013-14	25-Oct-13	28-Jun-16	180	1,800	180	1,800
TCHFL - Series E - FY 2013-14	16-May-13	16-May-16	100	1,000	100	1,000
TCHFL - Series A - FY 2013-14	9-Apr-13	10-May-16	30	300	30	300
TCHFL - Series T - FY 2012-13	12-Mar-13	10-May-16	20	200	20	200
TCHFL - Series S - FY 2012-13	5-Feb-13	28-Apr-16	626	6,260	626	6,260
TCHFL - Series P - FY 2014-15	2-Dec-14	15-Apr-16	1,000	10,000	–	–
TCHFL - Series F - FY 2014-15 - Option I	20-Oct-14	25-Mar-16	1,000	10,000	–	–
TCHFL - Series X - FY 2014-15	2-Feb-15	3-Mar-16	250	2,500	–	–
TCHFL - Series L - FY 2014-15	12-Nov-14	1-Mar-16	250	2,500	–	–
TCHFL - Series M - FY 2014-15 - Option I	14-Nov-14	14-Dec-15	1,700	17,000	–	–
TCHFL - Series I - FY 2014-15 - Option I	3-Nov-14	23-Nov-15	1,000	10,000	–	–
TCHFL - Series O - FY 2012-13	30-Oct-12	30-Oct-15	100	1,000	100	1,000
TCHFL - Series N - FY 2012-13	29-Oct-12	29-Oct-15	500	5,000	500	5,000
TCHFL - Series L - FY 2012-13	12-Oct-12	12-Oct-15	200	2,000	200	2,000
TCHFL - Series P - FY 2013-14	28-Jan-14	30-Jun-15	100	1,000	100	1,000
TCHFL - Series E - FY 2012-13	29-May-12	29-May-15	51	510	51	510
TCHFL - Series F - FY 2013-14	21-May-13	21-May-15	–	–	2,000	20,000
TCHFL - Series U - FY 2013-14	20-Feb-14	20-May-15	250	2,500	250	2,500
TCHFL - Series M - FY 2013-14	9-Jan-14	12-May-15	60	600	60	600
TCHFL - Series T - FY 2013-14	14-Feb-14	8-May-15	210	2,100	210	2,100
TCHFL - Series S - FY 2013-14	10-Feb-14	4-May-15	210	2,100	210	2,100
TCHFL - Series V - FY 2013-14	21-Feb-14	4-May-15	350	3,500	350	3,500



**NOTES TO AND FORMING PART OF THE CONSOLIDATED  
BALANCE SHEET AS AT MARCH 31, 2015**

Description of NCDs	Issue Date	Redemption Date	As on March 31, 2015*		As on March 31, 2014*	
			Number of NCDs	₹ in Lakh	Number of NCDs	₹ in Lakh
TCHFL - Series Z - FY 2013-14	13-Mar-14	27-Apr-15	50	500	50	500
TCHFL - Series O - FY 2013-14	28-Jan-14	23-Apr-15	100	1,000	100	1,000
TCHFL - Series X - FY 2013-14	3-Mar-14	20-Apr-15	250	2,500	250	2,500
TCHFL - Series B - FY 2012-13	17-Apr-12	17-Apr-15	17	170	17	170
TCHFL - Series Q - FY 2013-14	6-Feb-14	15-Apr-15	190	1,900	190	1,900
TCHFL - Series AB - FY 2013-14	13-Mar-14	13-Apr-15	292	2,920	292	2,920
TCHFL - Series AA - FY 2013-14	13-Mar-14	10-Apr-15	35	350	35	350
TCHFL - Series AC - FY 2013-14	14-Mar-14	6-Apr-15	350	3,500	350	3,500
TCHFL - Series AD - FY 2013-14	14-Mar-14	6-Apr-15	50	500	50	500
TCHFL - Series AE - FY 2013-14	18-Mar-14	6-Apr-15	170	1,700	170	1,700
TCHFL - Series R - FY 2013-14	7-Feb-14	6-Apr-15	160	1,600	160	1,600
TCHFL - Series Y - FY 2013-14	6-Mar-14	6-Apr-15	31	310	31	310
TCHFL - Series AF - FY 2013-14	19-Mar-14	31-Mar-15	-	-	750	7,500
TCHFL - Series W - FY 2013-14	3-Mar-14	31-Mar-15	-	-	420	4,200
TCHFL - Series P - FY 2012-13	26-Dec-12	26-Dec-14	-	-	2,500	25,000
TCHFL - Series C - FY 2011-12	24-Oct-11	23-Oct-14	-	-	70	700
TCHFL - Series D - FY 2011-12	2-Nov-11	23-Oct-14	-	-	30	300
TCHFL - Series B - FY 2013-14	18-Apr-13	23-May-14	-	-	403	4,030
TCHFL - Series H - FY 2012-13	16-Jul-12	1-Oct-15	40	400	40	400
TCHFL - Series C - FY 2012-13	4-May-12	4-Aug-15	50	500	50	500
TCHFL - Series BC - FY 2011-12	23-Feb-12	1-Jun-15	180	1,800	180	1,800
TCHFL - Series A - FY 2012-13	10-Apr-12	2-Apr-15	-	-	250	2,500
TCHFL - Series BF - FY 2011-12	7-Mar-12	6-Mar-15	-	-	100	1,000
TCHFL - Series BB- FY 2011-12	17-Feb-12	9-Feb-15	-	-	100	1,000
TCHFL - Series W- FY 2011-12	1-Feb-12	3-Feb-15	-	-	50	500
TCHFL - Series T- FY 2011-12	25-Jan-12	23-Jan-15	-	-	50	500
TCHFL - Series H - FY 2011-12	23-Nov-11	10-Nov-14	-	-	600	6,000
TCHFL - Series I - FY 2012-13	24-Jul-12	24-Jul-14	-	-	200	2,000
TCHFL - Series Q - FY 2011-12	16-Jan-12	10-Jul-14	-	-	300	3,000
TCHFL - Series Y- FY 2011-12	9-Feb-12	13-May-14	-	-	160	1,600
TCHFL - Series F - FY 2012-13	15-May-12	8-May-14	-	-	330	3,300
TCHFL - Series P - FY 2011-12	16-Jan-12	25-Apr-14	-	-	350	3,500
TCHFL - Series V - FY 2012-13	15-Mar-13	11-Apr-14	-	-	200	2,000
TCHFL - Series W - FY 2012-13	15-Mar-13	10-Apr-14	-	-	250	2,500
TCHFL - Series BH - FY 2011-12	20-Mar-12	8-Apr-14	-	-	220	2,200
TCHFL - Series O - FY 2011-12	13-Jan-12	13-Jan-15	-	-	250	2,337
<b>TOTAL</b>				<b>1,172,447</b>		<b>843,438</b>
Of which current maturities classified under "Current liabilities" in note No. 10				<b>(399,498)</b>		<b>(332,639)</b>
<b>TOTAL</b>				<b>772,949</b>		<b>510,799</b>

\* Net of unamortised discount of ₹ 2 Lakh (Previous Year : ₹ 622 Lakh).

\* Note : Coupon rate of "NCDs" outstanding as on March 31, 2015 varies from 8.35% to 11.25% (Previous Year : Varies from 8.35% to 11.25%)

**NOTES TO AND FORMING PART OF THE CONSOLIDATED  
BALANCE SHEET AS AT MARCH 31, 2015**

(g) Particulars of Public issue of Secured Non-Convertible Debentures outstanding as on March 31, 2015

Description of NCD	Issue Date	Redemption Date	Number of NCDs	₹ in Lakh
TCL NCD Option I (2009)	March 6, 2009	March 5, 2019	310	310
TCL NCD Option II (2009)	March 6, 2009	March 5, 2019	177,875	1,779
TCL NCD Option III (2009)	March 6, 2009	March 5, 2019	1,497,029	14,970
TCL NCD Option IV (2009)	March 6, 2009	March 5, 2019	1,175,939	11,759
<b>Total</b>				<b>28,818</b>

**Note :** Coupon rate of above outstanding as on March 31, 2015 varies from 9.75% to 10.50%

Particulars of Public issue of Secured Non-Convertible Debentures outstanding as on March 31, 2014

Description of NCD	Issue Date	Redemption Date	Number of NCDs	₹ in Lakh
TCL NCD Option I (2009)	March 6, 2009	March 5, 2019	310	310
TCL NCD Option II (2009)	March 6, 2009	March 5, 2019	177,875	1,779
TCL NCD Option III (2009)	March 6, 2009	March 5, 2019	1,497,029	14,970
TCL NCD Option IV (2009)	March 6, 2009	March 5, 2019	1,175,939	11,759
<b>Total</b>				<b>28,818</b>

**Note :** Coupon rate of above outstanding as on March 31, 2014 varies from 9.75% to 10.50%

(h) Particulars of unsecured redeemable non convertible subordinated debentures (Tier II Bonds) outstanding as on March 31, 2015

Description of NCD	Issue Date	Redemption Date	Number of NCDs	₹ in Lakh*
TCL Tier II Bond 'C' FY 2014-15	30-Jan-15	30-Jan-25	750	7,500
TCL Tier II Bond 'B' FY 2014-15	7-Jan-15	7-Jan-25	350	3,500
TCL Tier II Bond 'A' FY 2014-15	26-Sep-14	25-Sep-24	1,000	10,000
TCL Tier II Bond 'H' FY 2009-10	24-Dec-09	24-Dec-19	1,000	5,000
TCL Tier II Bond 'G' FY 2009-10	18-Dec-09	18-Dec-19	3,000	15,000
TCL Tier II Bond 'E' FY 2009-10	15-Dec-09	15-Dec-19	5,725	28,625
TCL Tier II Bond 'F' FY 2009-10	30-Nov-09	30-Nov-19	1,135	3,599
TCL Tier II Bond 'C' FY 2009-10	28-Oct-09	28-Oct-19	1,479	7,395
TCL Tier II Bond 'D' FY 2009-10	28-Oct-09	28-Oct-19	1,580	7,900
TCL Tier II Bond 'B' FY 2009-10	9-Sep-09	9-Sep-19	1,704	17,040
TCL Tier II Bond 'A' FY 2009-10	4-Aug-09	4-Aug-19	391	3,910
TCHFL Tier II Bonds 'A' FY 2014-15	26-Sep-14	26-Sep-24	480	4,800
TCHFL Tier II Bonds 'E' FY-2013-14	18-Mar-14	18-Mar-24	4	40
TCHFL Tier II Bonds 'D' FY-2013-14	10-Jan-14	10-Jan-24	77	770
TCHFL Tier II Bonds 'C' FY-2013-14	20-May-13	19-May-23	10	100
TCHFL Tier II Bonds 'B' FY-2013-14	23-Apr-13	23-Apr-23	21	210
TCHFL Tier II Bonds 'A' FY-2013-14	15-Apr-13	15-Apr-23	250	2,500
TCHFL Tier II Bonds 'E' FY-2012-13	28-Mar-13	28-Mar-23	150	1,500
TCHFL Tier II Bonds 'C' FY-2012-13	30-May-12	30-May-22	300	3,000
TCHFL Tier II Bonds 'B' FY-2012-13	30-May-12	30-May-22	3	30
TCHFL Tier II Bonds 'A' FY-2012-13	10-May-12	10-May-22	10	100
TCHFL Tier II Bonds 'F' FY-2011-12	12-Mar-12	12-Mar-22	102	1,020

**NOTES TO AND FORMING PART OF THE CONSOLIDATED  
BALANCE SHEET AS AT MARCH 31, 2015**

Description of NCD	Issue Date	Redemption Date	Number of NCDs	₹ in Lakh*
TCHFL Tier II Bonds 'E' FY-2011-12	25-Jan-12	25-Jan-22	135	1,350
TCHFL Tier II Bonds 'D' FY-2011-12	4-Nov-11	4-Nov-21	101	1,010
TCHFL Tier II Bonds 'C' FY-2011-12	28-Oct-11	28-Oct-21	11	110
TCHFL Tier II Bonds 'B' FY-2011-12	29-Sep-11	29-Sep-21	253	2,530
TCHFL Tier II Bonds 'A' FY-2011-12	29-Jul-11	29-Jul-21	250	2,500
<b>Total</b>				<b>131,039</b>

\*Net of unamortised discount of ₹ 2,076 Lakh

**Note :** Coupon rate of above outstanding as on March 31, 2015 varies from 8.72% to 10.70%.

Particulars of unsecured redeemable non convertible subordinated debentures (Tier II Bonds) outstanding as on March 31, 2014

Description of NCD	Issue Date	Redemption Date	Number of NCDs	₹ in Lakh*
TCL Tier II Bond 'H' FY 2009-10	24-Dec-09	24-Dec-19	1,000	5,000
TCL Tier II Bond 'G' FY 2009-10	18-Dec-09	18-Dec-19	3,000	15,000
TCL Tier II Bond 'E' FY 2009-10	15-Dec-09	15-Dec-19	5,725	28,625
TCL Tier II Bond 'F' FY 2009-10	30-Nov-09	30-Nov-19	1,135	3,269
TCL Tier II Bond 'C' FY 2009-10	28-Oct-09	28-Oct-19	1,479	7,395
TCL Tier II Bond 'D' FY 2009-10	28-Oct-09	28-Oct-19	1,580	7,900
TCL Tier II Bond 'B' FY 2009-10	9-Sep-09	9-Sep-19	1,704	17,040
TCL Tier II Bond 'A' FY 2009-10	4-Aug-09	4-Aug-19	391	3,910
TCHFL Tier II Bonds 'E' FY-2013-14	18-Mar-14	18-Mar-24	4	40
TCHFL Tier II Bonds 'D' FY-2013-14	10-Jan-14	10-Jan-24	77	770
TCHFL Tier II Bonds 'C' FY-2013-14	20-May-13	19-May-23	10	100
TCHFL Tier II Bonds 'B' FY-2013-14	23-Apr-13	23-Apr-23	21	210
TCHFL Tier II Bonds 'A' FY-2013-14	15-Apr-13	15-Apr-23	250	2,500
TCHFL Tier II Bonds 'E' FY-2012-13	28-Mar-13	28-Mar-23	150	1,500
TCHFL Tier II Bonds 'C' FY-2012-13	30-May-12	30-May-22	300	3,000
TCHFL Tier II Bonds 'B' FY-2012-13	30-May-12	30-May-22	3	30
TCHFL Tier II Bonds 'A' FY-2012-13	10-May-12	10-May-22	10	100
TCHFL Tier II Bonds 'F' FY-2011-12	12-Mar-12	12-Mar-22	102	1,020
TCHFL Tier II Bonds 'E' FY-2011-12	25-Jan-12	25-Jan-22	135	1,350
TCHFL Tier II Bonds 'D' FY-2011-12	4-Nov-11	4-Nov-21	101	1,010
TCHFL Tier II Bonds 'C' FY-2011-12	28-Oct-11	28-Oct-21	11	110
TCHFL Tier II Bonds 'B' FY-2011-12	29-Sep-11	29-Sep-21	253	2,530
TCHFL Tier II Bonds 'A' FY-2011-12	29-Jul-11	29-Jul-21	250	2,500
<b>Total</b>				<b>104,909</b>

\* Net of unamortised discount of ₹ 2,406 Lakh

**Note :** Coupon rate of above outstanding as on March 31, 2014 varies from 8.72% to 10.70%.

**NOTES TO AND FORMING PART OF THE CONSOLIDATED  
BALANCE SHEET AS AT MARCH 31, 2015**

(i) Particulars of unsecured non convertible perpetual debentures outstanding as on March 31, 2015

Description of NCD	Issue Date	Number of NCDs	₹ in Lakh
TCL Perpetual 'A' FY 2010-11	15-Nov-10	15	75
TCL Perpetual 'B' FY 2010-11	14-Jan-11	18	90
TCL Perpetual 'A' FY 2011-12	5-May-11	20	100
TCL Perpetual 'B' FY 2011-12	8-Aug-11	61	305
TCL Perpetual 'C' FY 2011-12	28-Sep-11	10	50
TCL Perpetual 'D' FY 2011-12	7-Nov-11	5	25
TCFSL Perpetual 'A' FY 2013-14	27-Mar-14	1871	9,355
<b>Total</b>			<b>10,000</b>

**Note :** Coupon rate of above outstanding as on March 31, 2015 varies from 10% to 11.25%

Particulars of unsecured non convertible perpetual debentures outstanding as on March 31, 2014

Description of NCD	Issue Date	Number of NCDs	₹ in Lakh
TCL Perpetual 'A' FY 2010-11	15-Nov-10	15	75
TCL Perpetual 'B' FY 2010-11	14-Jan-11	18	90
TCL Perpetual 'A' FY 2011-12	5-May-11	20	100
TCL Perpetual 'B' FY 2011-12	8-Aug-11	61	305
TCL Perpetual 'C' FY 2011-12	28-Sep-11	10	50
TCL Perpetual 'D' FY 2011-12	7-Nov-11	5	25
TCFSL Perpetual 'A' FY 2013-14	27-Mar-14	1871	9,355
<b>Total</b>			<b>10,000</b>

**Note :** Coupon rate of above outstanding as on March 31, 2014 varies from 10% to 11.25%

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Funds Raised through Perpetual Debt Instruments	–	9,355
Amount outstanding at the end of year	<b>10,000</b>	10,000
Percentage of amount of Perpetual Debt Instruments of the amount of Tier I Capital	<b>3.45%</b>	3.28%
Financial year in which interest on Perpetual Debt Instruments is not paid on account of 'Lock-In Clause'.	<b>N.A.</b>	

(j) Public issue of Non-convertible debentures includes the debentures issued to Key Management Personnel ₹ 20 Lakh (Previous Year : ₹ 20 Lakh).

**NOTES TO AND FORMING PART OF THE CONSOLIDATED  
BALANCE SHEET AS AT MARCH 31, 2015**

**NOTE “5”**

(₹ in lakh)

<b>DEFERRED TAX LIABILITIES</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
Deferred Tax Liabilities (net)	133	22
<b>Total</b>	<b>133</b>	<b>22</b>

5(a) The major components of deferred tax assets and deferred tax liabilities arising out of timing differences are as under:

<b>Particulars</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
<b>Deferred Tax Liabilities</b>		
(a) On account of loan sourcing cost	206	35
(b) Debenture issue expenses	3	–
<b>Deferred Tax Assets</b>		
(a) Contingent Provision for Standard Assets	(58)	(11)
(b) Provision for restructured assets	(13)	–
(c) Timing difference in respect of depreciation on fixed assets	(1)	–
(d) Others	(4)	(2)
<b>Net Deferred Tax Liabilities</b>	<b>133</b>	<b>22</b>

**NOTE “6”**

(₹ in lakh)

<b>OTHER LONG-TERM LIABILITIES</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
(a) Premium on redemption payable to preference shareholders	10,355	10,355
(b) Others		
(i) Interest accrued but not due on borrowings	9,659	8,876
(ii) Income received in advance	349	233
(iii) Sundry liabilities account (interest capitalisation)	3,735	–
<b>Total</b>	<b>24,098</b>	<b>19,464</b>

**NOTE “7”**

(₹ in lakh)

<b>LONG-TERM PROVISIONS</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
(a) Provision for employee benefits	258	187
(b) Contingent Provision against Standard Assets (Refer Note No. 31)	7,309	5,648
<b>Total</b>	<b>7,567</b>	<b>5,835</b>



**NOTES TO AND FORMING PART OF THE CONSOLIDATED  
BALANCE SHEET AS AT MARCH 31, 2015**

**NOTE "8"**

(₹ in lakh)

<b>SHORT-TERM BORROWINGS</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
<b>(a) Loans repayable on demand</b>		
<b>Secured</b>		
(i) From Banks		
(1) Working capital demand loan (Refer Note No. 4 (c) above)	<b>49,858</b>	68,520
(2) Bank Overdraft (Refer Note No. 4 (c) above)	<b>310,555</b>	266,772
<b>Unsecured</b>		
(i) From Banks		
(1) Working capital demand loan	<b>29,405</b>	17,970
(2) Bank Overdraft	<b>–</b>	245
<b>(b) Collateralised Borrowings and Lending Obligations (CBLO)</b>	<b>46,936</b>	<b>–</b>
<b>(Secured)</b> (Refer Notes No. 8.2 and 8.3 below)		
[Net of unamortised discount of ₹ 64 Lakh (as at March 31, 2014: ₹ Nil)]		
<b>(c) Deposits</b>		
<b>Unsecured</b>		
Inter Corporate Deposits	<b>4,500</b>	28,000
<b>(d) Other loans and advances</b>		
<b>Unsecured</b>		
(i) Term Loans from Banks (Refer Note No. 4 (d) above)	<b>15,569</b>	32,863
(ii) Commercial Papers (Refer Note No. 8.1 below)	<b>506,075</b>	357,047
[(Net of unamortised discount of ₹ 10,475 Lakh (as at March 31, 2014 ₹ 8,888 Lakh)]		
<b>Total</b>	<b>962,898</b>	<b>771,417</b>

**Notes**

- 8.1. Discount on Commercial Papers varies between 8.26% to 9.80% (Previous Year: 8.85% to 11%).
- 8.2. Discount on Collateralised Borrowings and Lending Obligations (CBLO) varies between 7.09% to 10% (Previous Year: 6.25% to 10.23%)
- 8.3. Collateralised Borrowings and Lending Obligations (CBLO) are secured by the Company's investment in Government Securities and are repayable in 7 days.

**NOTE "9"**

(₹ in lakh)

<b>TRADE PAYABLES</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
(a) Accrued employee benefit expenses	<b>4,399</b>	4,699
(b) Accrued expenses	<b>1,3460</b>	10,795
(c) Others	<b>18,005</b>	15,955
<b>Total</b>	<b>35,864</b>	<b>31,449</b>

**NOTES TO AND FORMING PART OF THE CONSOLIDATED  
BALANCE SHEET AS AT MARCH 31, 2015**

**NOTE “10”**

(₹ in lakh)

<b>OTHER CURRENT LIABILITIES</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
<b>(a) Current maturities of long-term debt</b>		
<b>(i) Inter Corporate Deposits</b>	–	4,500
<b>(ii) Bonds/Debentures</b>		
<b>Secured</b>		
Privately Placed Non-Convertible Debentures (Refer Note Nos. 4 (a) and 4 (f) above) [Net of unamortised discount of ₹ 2 Lakh (as at March 31, 2014: ₹ 621 Lakh)]	<b>399,498</b>	332,639
<b>(ii) Term Loans</b>		
<b>Secured</b>		
(1) From Banks (Refer Note Nos. 4 (c) & 4 (d) above)	<b>115,784</b>	205,002
(2) From National Housing Bank (Refer Note No. 4 (e) above)	<b>12,969</b>	5,201
<b>Unsecured</b>		
(1) From Banks (Refer Note No. 4 (d) above)	<b>25,000</b>	15,000
(b) Interest accrued but not due on borrowings	<b>60,046</b>	52,821
(c) Income received in advance	<b>5,931</b>	1,900
(d) Unclaimed debenture application money and interest accrued thereon	<b>1</b>	1
(e) Other payables		
(i) Security deposits	<b>8,722</b>	8,048
(ii) Statutory dues	<b>1,153</b>	1,430
(iii) Payables for capital expenditure	<b>382</b>	3,837
(iv) Advances from customers	<b>3,975</b>	1,710
(v) Exchange settlement / due to clients	<b>2,413</b>	15,488
(vi) Other Miscellaneous payables	<b>1,149</b>	526
(g) Tax payable on interim dividend	<b>2,082</b>	1,361
(h) Sundry liabilities account (interest capitalisation)	<b>1,081</b>	2,540
<b>Total</b>	<b>640,186</b>	<b>652,004</b>

**NOTE “11”**

(₹ in lakh)

<b>SHORT-TERM PROVISIONS</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
(a) Provision for employee benefits	<b>865</b>	644
(b) Provision - Others		
(i) Contingent Provision against Standard Assets (Refer Note No. 31)	<b>3,478</b>	3,078
(ii) Provision for tax, net of advance tax	<b>4,101</b>	2,806
(iii) Proposed dividend on preference shares	<b>7,676</b>	5,783
(iv) Tax on Proposed Dividend	<b>62</b>	–
(v) Other Provisions [Refer Note 31 (ii)] *	<b>–</b>	295
<b>Total</b>	<b>16,182</b>	<b>12,606</b>

\* In the previous year, other provisions of ₹ 295 Lakh is towards rebate on Advisory Fees from a fund which is managed by the Holding Company.

**NOTES TO AND FORMING PART OF THE CONSOLIDATED  
BALANCE SHEET AS AT MARCH 31, 2015**
**NOTE "12" : FIXED ASSETS**

(₹ in lakh)

Particulars	Gross Block				Accumulated depreciation					Net Carrying Amount As at March 31, 2015
	Opening balance as at April 1, 2014	Additions	Deletions	Closing balance as at March 31, 2015	Opening balance as at April 1, 2014	Depreciation/Amortisation for the year	Deletions	Other Adjustments	Closing balance as at March 31, 2015	
<b>TANGIBLE FIXED ASSETS</b>										
Buildings	15,830 15,710	323 120	1 -	16,152 15,830	1,399 747	642 652	- -	- -	2,041 1,399	14,111 14,431
Leasehold Improvements	3,519 3,023	436 500	17 4	3,938 3,519	1,853 1,462	428 394	9 3	- -	2,272 1,853	1,666 1,666
Furniture & Fixtures	1,610 1,433	352 186	21 9	1,941 1,610	629 471	207 163	6 5	- -	830 629	1,111 981
Computer Equipment	790 782	5 13	26 5	769 790	763 709	23 57	30 3	- -	756 763	13 27
Office Equipment	1,464 1,366	96 107	10 9	1,550 1,464	611 465	487 151	4 5	(9) -	1,103 611	447 853
Plant & Machinery	1,062 972	72 90	- -	1,134 1,062	289 171	168 118	- -	(64) -	521 289	613 773
Vehicles	1,304 1,183	235 310	174 189	1,365 1,304	607 485	299 282	143 160	- -	763 607	602 697
<b>ASSETS GIVEN UNDER OPERATING LEASE/RENTAL</b>										
Buildings	2,539 -	- 2,539	- -	2,539 2,539	62 -	102 62	- -	- -	164 62	2,375 2,477
Construction Equipment	19,441 11,523	4,422 8,640	2,750 722	21,113 19,441	4,088 3,022	1,981 1,375	1,385 309	- -	4,684 4,088	16,429 15,353
Vehicles	8,192 8,228	1,636 2,056	2,713 2,092	7,115 8,192	3,727 3,035	1,666 1,977	1,961 1,285	- -	3,432 3,727	3,683 4,465
Plant & Machinery	2,800 1,844	4,548 956	- -	7,348 2,800	691 433	429 258	- -	- -	1,120 691	6,228 2,109
Computer Equipment	7,524 2,260	12,639 5,264	- -	20,163 7,524	1,464 315	3,409 1,149	- -	- -	4,873 1,464	15,290 6,060
Furniture & Fixtures	260 -	276 260	- -	536 260	10 -	55 10	- -	- -	65 10	471 250
Office Equipments	399 309	681 90	- -	1,080 399	86 52	254 34	- -	- -	340 86	740 313
<b>TANGIBLE ASSETS - TOTAL</b>	<b>66,734</b> 48,633	<b>25,721</b> 21,131	<b>5,712</b> 3,030	<b>86,743</b> 66,734	<b>16,279</b> 11,367	<b>10,150</b> 6,682	<b>3,538</b> 1,770	<b>(73)</b> -	<b>22,964</b> 16,279	<b>63,779</b> 50,455
<b>INTANGIBLE ASSETS (Acquired)</b>										
Goodwill *	8,714 8,714	- -	- -	8,714 8,714	- -	- -	- -	- -	- -	8,714 8,714
Software	634 356	1,033 278	1 -	1,666 634	400 334	352 66	- -	- -	752 400	914 234
Trading Rights in BSE	228 228	- -	- -	228 228	228 228	- -	- -	- -	228 228	- -
<b>OTHER INTANGIBLE ASSETS - TOTAL</b>	<b>9,576</b> 9,298	<b>1,033</b> 278	<b>1</b> -	<b>10,608</b> 9,576	<b>628</b> 562	<b>352</b> 66	<b>-</b> -	<b>-</b> -	<b>980</b> 628	<b>9,628</b> 8,948
<b>Total</b>	<b>76,310</b> 57,931	<b>26,754</b> 21,409	<b>5,713</b> 3,030	<b>97,351</b> 76,310	<b>16,907</b> 11,929	<b>10,502</b> 6,748	<b>3,538</b> 1,770	<b>(73)</b> -	<b>23,944</b> 16,907	<b>73,407</b> 59,403
<b>Capital work-in-progress</b>										670
										122
<b>TOTAL</b>										<b>74,077</b>
										59,525

**Note :**

- Previous year figures are given in Italics
- Rupee Liability has increased by Nil (Previous Year : increase of ₹ 459 Lakh) arising out of revaluation of the value of foreign currency loans for procurement of fixed assets. This increase has been adjusted in the carrying cost of respective fixed assets.
- Portion of the Group's building have been let out under operating lease arrangements. These arrangements are cancellable and do not contain any minimum lease or contingency lease rentals.

\* Goodwill included as intangible assets is other than those arising on account of consolidation.

**NOTES TO AND FORMING PART OF THE CONSOLIDATED  
BALANCE SHEET AS AT MARCH 31, 2015**

**NOTE "13" INVESTMENTS**

(₹ in lakh)

INVESTMENTS	As at March 31, 2015		As at March 31, 2014	
	Non-Current Investments	Current portion of Non-Current Investments	Non-Current Investments	Current portion of Non-Current Investments
<b>Long-Term Investments</b>				
<b>Investments in Associates</b>				
<b>Unquoted :</b>				
Carrying amount of investments in associates (Refer Note 29)	50,228	–	47,039	–
Investment in Security Receipts	882	–	777	–
<b>Investments in Others</b>				
<b>Quoted</b>				
Investment in Equity Shares	29,483	–	30,608	19,405
Investment in Debentures	47,504	–	15,301	–
Investment in Government Securities	48,457	500	8,026	1,481
<b>Unquoted</b>				
Investment in Equity Shares	35,289	–	14,130	–
Investment in Preference shares	14,971	389	13,339	1,022
Investment in Venture Capital Fund	1,779	–	926	–
Less: Provision for diminution in value of investments	(19,427)	(3)	(25,931)	–
<b>Total Long-Term Investments</b>	<b>209,166</b>	<b>886</b>	<b>104,214</b>	<b>21,908</b>

(₹ in lakh)

INVESTMENTS	As at March 31, 2015	As at March 31, 2014
<b>CURRENT INVESTMENTS</b>		
<b>Quoted :</b>		
Investment in Equity Shares	112	–
<b>Quoted</b>		
Investment in Debentures	–	14,479
Investment in Units of Mutual Funds	55	55
<b>Total Current Investments</b>	<b>167</b>	<b>14,534</b>

<b>Total Investments</b>	<b>209,166</b>	<b>1,053</b>	<b>104,214</b>	<b>36,442</b>
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(₹ in lakh)

Particulars	As at March 31, 2015		As at March 31, 2014	
	Non-Current Investments	Current Investments	Non-Current Investments	Current Investments
Book value of Quoted investments	110,219	662	32,957	35,420
Market value of Quoted investments	115,956	661	35,186	40,481
Book value of Unquoted investments	98,947	391	71,257	1,022

**NOTES TO AND FORMING PART OF THE CONSOLIDATED  
BALANCE SHEET AS AT MARCH 31, 2015**

**NOTE "13" INVESTMENTS (contd.....)**

**Scrip-wise details of Investments**

INVESTMENTS	Face value Per Unit ₹	No. of Units	As at March 31, 2015		As at March 31, 2014	
			Non- Current Investments	Current portion of Non-Current Investments	Non- Current Investments	Current portion of Non-Current Investments
			₹ In Lakh	₹ In Lakh	₹ In Lakh	₹ In Lakh
<b>Investments in Associates</b>						
<b>Unquoted :</b>						
<b>Investment in Equity Shares (Non-Trade)</b>						
Hemisphere Properties India Limited	10	25,000	-	-	1	-
Tata Autocomp Systems Limited	10	48,307,333	31,953	-	32,328	-
International Asset Reconstruction Company Private Limited	10	13,946,295	3,534	-	3,422	-
e-Nxt Financials Limited (Trade) (Refer Note No. 46)	10	1,500,000	1,182	-	1,182	-
			<b>36,669</b>	<b>-</b>	<b>36,933</b>	<b>-</b>
<b>Investment in Venture Capital Units (Trade)</b>						
Tata Capital Innovation Fund			3,001	-	2,311	-
Tata Capital Healthcare Fund I			3,788	-	3,552	-
Tata Capital Special Situation Fund			6,770	-	4,243	-
			<b>13,559</b>	<b>-</b>	<b>10,106</b>	<b>-</b>
<b>Carrying amount of investments in associates (Refer Note No. 29)</b>						
<b>Investment in Security Receipts</b>						
International Asset Reconstruction Company Private Limited			882	-	777	-
			<b>882</b>	<b>-</b>	<b>777</b>	<b>-</b>
<b>Investments in Others</b>						
<b>Quoted</b>						
<b>Investment in Equity Shares (Non-Trade)</b>						
The Indian Hotels Company Limited	10	12,000	9	-	9	-
Tata Consultancy Services Limited	1	200	0	-	0	-
Tata Steel Limited	10	13,500	100	-	100	-
Hindustan Unilever Limited	1	2,000	5	-	5	-
Development Credit Bank Limited	10	5,516,000	5,792	-	6,917	-
Praj Industries Limited	2	13,422,400	16,577	-	16,577	-
Commercial Engineers & Body Builders Company Limited (Trade)	10	6,005,401	7,000	-	7,000	-
State Bank of India	10	1,277,920	-	-	-	19,405
			<b>29,483</b>	<b>-</b>	<b>30,608</b>	<b>19,405</b>
<b>Investment in Debentures (Non-Trade)</b>						
7.25% ICICI Bank - Indian Cash Bond	100 USD	17,170	1,058	-	1,013	-
6.38% ICICI Bank - Indian Cash Bond	100 USD	20,550	1,278	-	1,783	-
5.75% ICICI Bank - Indian Cash Bond	100 USD	30,000	2,061	-	-	-
6.44% State Bank of India - Indian Cash Bond	100 USD	32,340	1,986	-	1,901	-
7.14% State Bank of India - Indian Cash Bond	100 USD	4,600	303	-	290	-
3.25% State Bank of India - Indian Cash Bond	-	-	-	-	1,122	-
6.63% BOI- Indian Cash Bond	100 USD	23,200	1,501	-	310	-
6.25% BOI- Indian Cash Bond	100 USD	40,000	2,801	-	-	-
3.58% BOI- Indian Cash Bond	-	-	-	-	1,737	-
5.00% IDBI Bank Bonds	100 USD	30,000	1,973	-	-	-
4.13% IDBI Bank Bonds	100 USD	10,000	634	-	-	-
4.38% IDBI Bank Bonds	100 USD	10,000	-	-	580	-
4.63% Indian Overseas Bank Bonds	-	-	-	-	2,713	-
5.63% Indian Oil Corporation Limited	100 USD	60,000	4,122	-	-	-
4.13% Syndicate Bank Bonds	-	-	-	-	2,932	-



**NOTES TO AND FORMING PART OF THE CONSOLIDATED  
BALANCE SHEET AS AT MARCH 31, 2015**

**NOTE “13” INVESTMENTS (contd.....)**

**Scrip-wise details of Investments**

INVESTMENTS	Face value Per Unit ₹	No. of Units	As at March 31, 2015		As at March 31, 2014	
			Non- Current Investments	Current portion of Non-Current Investments	Non- Current Investments	Current portion of Non-Current Investments
			₹ In Lakh	₹ In Lakh	₹ In Lakh	₹ In Lakh
6.37% Canara Bank	100 USD	15,000	958	-	-	-
4.63% Union Bank Bond	-	-	-	-	920	-
4.55% Union Bank Bond	100 USD	36,000	2,330	-	-	-
7.25% Axis Bank Bond	100 USD	10,000	670	-	-	-
6.63% Bank of Baroda Bond	100 USD	8,400	550	-	-	-
5.63% NTPC Bond	100 USD	20,000	1,375	-	-	-
6.65% Tata International Bond	100 SGD	300,000	13,623	-	-	-
4.85% ABJA Bonds	100 USD	65,000	4,227	-	-	-
4.63% Tata Motors Limited Bond	100 USD	10,000	637	-	-	-
5.75% Tata Motors Limited Bond	100 USD	10,000	656	-	-	-
4.25% Tata Motors Limited Bond	100 USD	105,000	4,760	-	-	-
The Indian Hotels Company Limited	55	2,700	1	-	-	-
			<b>47,504</b>	<b>-</b>	<b>15,301</b>	<b>-</b>
<b>Investment in Government Securities (Non-Trade)</b>						
6.07% GOI 2014	-	-	-	-	-	1,481
6.49% GOI 2015	100	500,000	-	500	499	-
6.90% GOI 2019	100	1,500,000	1,502	-	1,504	-
8.07% GOI 2017	100	2,000,000	1,994	-	1,989	-
7.16% GOI 2023	100	7,500,000	6,935	-	-	-
7.80% GOI 2020	100	6,500,000	6,347	-	-	-
8.12% GOI 2020	100	8,000,000	7,937	-	-	-
8.35% GOI 2022	100	10,000,000	9,995	-	-	-
8.83% GOI 2023	100	8,000,000	8,231	-	-	-
8.40% GOI 2024	100	1,500,000	1,502	-	-	-
8.07% GOI 2017	100	2,500,000	2,466	-	2,444	-
7.94% GOI 2021	100	1,500,000	1,548	-	1,590	-
			<b>48,457</b>	<b>500</b>	<b>8,026</b>	<b>1,481</b>
<b>Unquoted :</b>						
<b>Investment in Equity Shares (Non-Trade)</b>						
QuikJet Cargo Airlines Private Limited	10	3,259,008	-	-	339	-
Lands End Properties Limited	10	1,990,000	199	-	199	-
Adithya Automotives Private Limited	10	1,396,500	140	-	140	-
Roots Corporation Limited	90	2,089,269	1,880	-	1,880	-
Tata Sky Limited	10	10,072,871	5,242	-	2,137	-
Tata Technologies Limited (Trade)	10	1,873,253	4,707	-	4,707	-
Star Health & Allied Insurance Company Limited (Trade)	10	15,723,270	5,000	-	4,000	-
SKS Ispat & Power Limited	10,000	3,202,905	1,029	-	728	-
Shriram Properties Private Limited	10	1,913,465	2,773	-	-	-
Tata Tele Services Limited (Refer Note No. 42)	10	62,250,000	14,318	-	-	-
Aricent Technologies Holdings Limited	10	8	-	-	-	-
Standard Greases and Specialities Pvt Limited (Trade)	10	200	1	-	-	-
			<b>35,289</b>	<b>-</b>	<b>14,130</b>	<b>-</b>
<b>Investment in Preference Shares (Non-Trade)</b>						
12% KCP Limited Cumulative Redeemable Preference Shares	10	15,000,000	-	-	-	800

**NOTES TO AND FORMING PART OF THE CONSOLIDATED  
BALANCE SHEET AS AT MARCH 31, 2015**

**NOTE "13" INVESTMENTS (contd.....)**

**Scrip-wise details of Investments**

INVESTMENTS	Face value Per Unit ₹	No. of Units	As at March 31, 2015		As at March 31, 2014	
			Non- Current Investments	Current portion of Non-Current Investments	Non- Current Investments	Current portion of Non-Current Investments
			₹ In Lakh	₹ In Lakh	₹ In Lakh	₹ In Lakh
0.001% QuikJet Cargo Airlines Private Limited Cumulative Convertible Preference Shares	10	4,688,519	-	-	587	-
0.001% Spandana Spoorthy Financial Limited Optionally Convertible Cumulative Redeemable Preference Shares	10	20,400,000	1,428	357	1,734	204
0.001% Share Microfin Limited Optionally Convertible Cumulative Redeemable Preference Shares	10	1,800,000	126	32	153	18
11.35% Coromondal Engineering Private Limited Vanu Inc			-	-	840	-
Varroc Engineering Pvt Limited Series A CCPS	100	2,521,007	6,272	-	6,004	-
Standard Greases and Specialities Pvt Limited (Trade)	10	555,998	2,521	-	2,521	-
8% e-Next Financials Limited Cumulative Redeemable Preference Shares (Trade)	10	15,000,000	3,124	-	-	-
			1,500	-	1,500	-
			14,971	389	13,339	1,022
<b>Investment in Venture Capital Fund</b> Pitango Venture Capital Fund VI L.P.			1,779	-	926	-
			1,779	-	926	-
<b>Less: Provision for diminution in value of investments</b>			(19,427)	(3)	(25,931)	-
<b>Total Long-Term Investments</b>			209,166	886	104,214	21,908

(₹ in lakh)

INVESTMENTS	Face value Per Unit ₹	No. of Units	As at March 31, 2015	As at March 31, 2014
<b>CURRENT INVESTMENTS</b> <b>Quoted :</b>				
<b>Investment in Equity Shares</b> IVRCL Limited		2 706,149	112	-
			112	-
<b>Investment in Debentures</b> 4.5% Tata Steel Bonds			-	11,937
1.75% Tata Power Bonds			-	2,543
			-	14,479
<b>Investment in Units of Mutual Funds</b> HDFC Debt Fund For Cancer Cure	10	500,000	50	50
Kotak Flexi Debt Institutional Fund	10	50,000	5	5
			55	55
<b>Total Current Investments</b>			167	14,534

(₹ in lakh)

Particulars	As at March 31, 2015		As at March 31, 2014	
	Non-Current Investments	Current Investments	Non-Current Investments	Current Investments
<b>Total Investments</b>	209,166	1,053	104,214	36,442
Book value of Quoted investments	110,219	662	32,957	35,420
Market value of Quoted investments	115,956	661	35,186	40,481
Book value of Unquoted investments	98,947	391	71,257	1,022

**NOTES TO AND FORMING PART OF THE CONSOLIDATED  
BALANCE SHEET AS AT MARCH 31, 2015**

**NOTE “14”**

(₹ in lakh)

<b>DEFERRED TAX ASSETS</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
<b>Deferred Tax Assets</b>		
(a) On account of provisions for non-performing assets	<b>17,328</b>	7,438
(b) Provision for restructured advances	<b>1,086</b>	–
(c) Contingent Provision for Standard Assets	<b>3,675</b>	2,956
(d) Employee benefits	<b>268</b>	256
(e) Timing difference in respect of depreciation on fixed assets	<b>377</b>	53
(f) Others	<b>470</b>	1,279
<b>Deferred Tax Liabilities</b>		
(a) Timing difference in respect of depreciation on fixed assets	<b>(4,402)</b>	(2,302)
(b) Debenture issue expenses	<b>(302)</b>	(264)
(c) Special Reserve u/s 36(1) (viii) (Refer Note No. 42)	<b>(1,085)</b>	–
<b>Total</b>	<b>17,415</b>	9,416

**NOTES TO AND FORMING PART OF THE CONSOLIDATED  
BALANCE SHEET AS AT MARCH 31, 2015**

## NOTE "15"

(₹ in lakh)

<b>LOANS AND ADVANCES - FINANCING ACTIVITY</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
<b>NON-CURRENT</b>		
<b>(a) Secured Loans</b>		
(i) Considered good	<b>1,695,589</b>	1,454,099
(ii) Considered doubtful	<b>8,594</b>	5,900
	<b>1,704,183</b>	1,459,999
Less: Provision for doubtful loans	<b>8,594</b>	5,900
Less: Provisions against restructured standard assets	<b>2,271</b>	2,637
	<b>1,693,318</b>	1,451,462
<b>(b) Unsecured Loans</b>		
(i) Considered good	<b>230,950</b>	55,854
(ii) Considered doubtful	<b>636</b>	29
	<b>231,586</b>	55,883
Less: Provision for doubtful loans	<b>636</b>	29
Less: Provision against restructured standard assets	<b>535</b>	11
	<b>230,415</b>	55,843
<b>(c) Secured Credit Substitutes (Refer Notes No. 15(a) &amp; 46 below)</b>		
(i) Considered good	<b>25,823</b>	58,138
(ii) Considered doubtful	<b>8,505</b>	264
	<b>34,328</b>	58,402
Less: Provision for doubtful Credit Substitutes	<b>8,505</b>	264
	<b>25,823</b>	58,138
<b>(d) Unsecured Credit Substitutes (Refer Notes No. 15(a) &amp; 46 below)</b>		
(i) Considered good	<b>13,008</b>	7,215
(ii) Considered doubtful	<b>-</b>	-
	<b>13,008</b>	7,215
<b>Total</b>	<b>1,962,564</b>	<b>1,572,658</b>

**NOTES TO AND FORMING PART OF THE CONSOLIDATED  
BALANCE SHEET AS AT MARCH 31, 2015**

**NOTE "15" ( contd.....)**

<b>LOANS AND ADVANCES - FINANCING ACTIVITY</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
<b>CURRENT</b>		
<b>(a) Secured Loans</b>		
(i) Considered good	640,422	644,933
(ii) Considered doubtful	26,812	11,971
	<b>667,234</b>	656,904
Less: Provision for doubtful loans	26,812	11,971
Less: Provision against restructured standard assets	309	113
	<b>640,113</b>	<b>644,820</b>
<b>(b) Unsecured Loans</b>		
(i) Considered good	659,167	549,479
(ii) Considered doubtful	3,527	1,214
	<b>662,694</b>	550,693
Less: Provision for doubtful loans	3,527	1,214
Less: Provision against restructured standard assets	59	8
	<b>659,108</b>	<b>549,471</b>
<b>(c) Secured Credit Substitutes (Refer Notes No. 15(a) &amp; 46 below)</b>		
(i) Considered good	28,354	33,262
(ii) Considered doubtful	1,995	286
	<b>30,349</b>	33,548
Less: Provision for doubtful Credit Substitutes	1,995	286
	<b>28,354</b>	<b>33,262</b>
<b>(d) Unsecured Credit Substitutes (Refer Notes No. 15(a) &amp; 46 below)</b>		
(i) Considered good	40,852	12,950
(ii) Considered doubtful	-	-
	<b>40,852</b>	12,950
<b>Total</b>	<b>1,368,427</b>	<b>1,240,503</b>
<b>TOTAL - LOANS AND ADVANCES - FINANCING ACTIVITIES</b>	<b>3,330,991</b>	<b>2,813,161</b>



**NOTES TO AND FORMING PART OF THE CONSOLIDATED  
BALANCE SHEET AS AT MARCH 31, 2015**

**NOTE 15(a). Scrip-wise details of Credit Substitutes.**

(₹ in lakh)

PARTICULARS	Face value Per Unit	No. of Units	As at March 31, 2015		As at March 31, 2014	
			Non- Current	Current	Non- Current	Current
<b>Quoted :</b>						
<b>Investment in Debentures (Trade)</b>						
5% Trent Limited	1,000,000	100	-	1,000	1,000	-
10.25% Shriram Transport Finance Company Limited	1,000,000	250	2,500	-	2,500	-
10.40% Meghmani Organics Limited	100,000	2,000	-	2,000	2,000	2,000
11.80% Elder Pharmaceuticals Limited	1,000,000	150	-	375	375	500
12.75% Diamond Power Infra limited	100,000	1,666	510	850	1,360	340
10.75% Kiri Industries Limited	1,000,000	400	-	1,663	2,312	963
12.90% Cholamandalam Investment & Finance Company Limited	500,000	1	-	5	-	6,010
10.50% Tulip Telecom Limited - CDR	1,000,000	1,850	17,344	1,156	18,500	-
12.65% Consolidated Construction Consortium Limited	1,000,000	200	2,000	-	800	1,000
12.25% Kolte Patil Developers Limited	1,000,000	400	4,000	-	-	-
12.50% Srei Equipment Finance Ltd			65	-	-	-
12.90% Godawari Power and Ispat Ltd	1,000,000	300	750	2,250	3,000	-
10% Indian Overseas Bank	1,000,000	400	-	4,000	-	-
			<b>27,169</b>	<b>13,299</b>	<b>31,847</b>	<b>10,813</b>
<b>Unquoted :</b>						
<b>Investment in Preference Shares (Trade)</b>						
10.75% Kiri Industries Limited			-	433	-	-
11.50% Mcnally Bharat Engineering Co Ltd Cumulative Non Convertible Redeemable Preference Shares	100	625,000	4,000	-	4,000	-
			<b>4,000</b>	<b>433</b>	<b>4,000</b>	<b>-</b>
<b>Investment in Debentures (Trade)</b>						
11.15% JBF Industries Limited	100,000	200	-	-	-	200
9% East Coast Constructions and Industries Ltd	1,000	245,000	-	2,450	1,050	2,450
8% IOT Utkal Energy Services Limited	10	1,000,000	-	-	10,000	-
13.65% Metropolitan Infrahousing Private Ltd	10,000,000	75	-	-	-	7,500
5.64% Mandava Holding Private Ltd	50,000,000	4	-	-	-	2,218
8% JL Power Ventures Pvt Limited	10,000,000	38	3,800	-	3,800	-
12.40%TRIF Amritsar Projects Pvt. Ltd. Series B	1,000,000	200	-	1,964	1,964	36
12.40%TRIF Amritsar Projects Pvt. Limited - Series C	1,000,000	150	1,369	104	1,473	27
12.40%TRIF Amritsar Projects Pvt. Limited - Series D	1,000,000	150	1,369	104	1,473	27

**NOTES TO AND FORMING PART OF THE CONSOLIDATED  
BALANCE SHEET AS AT MARCH 31, 2015**

PARTICULARS	Face value Per Unit	No. of Units	As at March 31, 2015		As at March 31, 2014	
			Non- Current	Current	Non- Current	Current
10.75% IDBI Bank Ltd.	1,000,000	50	508	–	–	–
11% Cargo Solar Power Gujarat Limited	10,000	11,250	1,125	–	1,125	–
11% Cargo Solar Power Gujarat Limited	10,000	8,750	875	–	875	–
14.50% Arohi Infrastructure Private Limited	100	5,000,000	–	5,000	–	5,000
			<b>9,046</b>	<b>9,622</b>	<b>21,760</b>	<b>17,458</b>
<b>Investment in Debentures (Trade)</b>						
10.90% Tata Motor Finance Limited	500,000	400	2,000	–	2,000	–
			<b>2,000</b>	<b>–</b>	<b>2,000</b>	<b>–</b>
<b>Investment in Pass Through Certificates (Trade)</b>						
Jindal ITF Limited - Series A to E			4,483	2,958	6,435	719
DRL Trust Feb 141 Series A			–	–	–	10,297
DRL Trust Dec 143 Series B			–	270	–	–
HPR Trust Mar 151 Series A			–	5,807	–	–
DRL Trust Feb 151 Series A			–	22,726	–	–
DRL Trust Feb 151 Series B			–	6,064	–	–
			<b>4,483</b>	<b>37,825</b>	<b>6,435</b>	<b>11,016</b>
<b>Total</b>			<b>46,698</b>	<b>61,179</b>	<b>66,042</b>	<b>39,287</b>
<b>Less: Provision for doubtful Credit Substitutes</b>			<b>8,505</b>	<b>1,995</b>	<b>264</b>	<b>286</b>
<b>Grand Total</b>			<b>38,193</b>	<b>59,184</b>	<b>65,778</b>	<b>39,001</b>

Note : The above scrip-wise details of Credit Substitutes does not include interest accrued on Credit Substitutes and receivable on sale of Credit Substitutes.

**NOTE “16”**

(₹ in lakh)

<b>LONG-TERM LOANS AND ADVANCES - OTHERS (UNSECURED - CONSIDERED GOOD)</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
(a) Capital advances	7,879	3,721
(b) Security deposits	752	753
(c) Loans and advances to related parties	51	–
(d) Prepaid expenses	374	417
(e) Advances payment of Income tax, net of provision	4,982	3,186
(f) MAT credit entitlement	19	27
(g) Others		
- Deposit	217	268
<b>Total</b>	<b>14,274</b>	<b>8,371</b>

**NOTE “17”**

(₹ in lakh)

<b>OTHER NON-CURRENT ASSETS</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
(a) Interest accrued on investments	–	8
(b) Deferred revenue expenditure [Refer Note No. 21(a)]	1,581	1,463
(c) Unamortised loan sourcing costs	6,366	4,657
(d) Others	32	41
<b>Total</b>	<b>7,979</b>	<b>6,169</b>

**NOTES TO AND FORMING PART OF THE CONSOLIDATED  
BALANCE SHEET AS AT MARCH 31, 2015**

**NOTE "18"**

(₹ in lakh)

<b>TRADE RECEIVABLES</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
<b>(a) Over six months (from the date due for payment)</b>		
(i) Secured, considered good	–	–
(ii) Unsecured, considered good	488	923
(iii) Doubtful	248	168
	736	1,092
Less: Provision for trade receivables	248	168
	488	923
<b>(b) Others</b>		
(i) Secured, considered good	–	–
(ii) Unsecured, considered good	8,160	8,665
(iii) Doubtful	–	–
	8,160	8,665
Less: Provision for trade receivables	–	–
	8,160	8,665
<b>Total</b>	<b>8,648</b>	<b>9,588</b>

**NOTE "19"**

(₹ in lakh)

<b>CASH AND BANK BALANCES</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
(a) Cash on Hand	1,035	1,081
(b) Cheques on hand	1,770	2,298
(c) Balances with bank		
(i) In current accounts	13,961	27,971
(ii) In client accounts	1,801	1,594
(iii) In deposit accounts	4,716	3,230
(d) Other bank balances		
(i) In earmarked accounts	5,000	–
- Share application money received for allotment of securities (Refer Note 41)		
<b>Total</b>	<b>28,283</b>	<b>36,174</b>

Of the above, the balances that meet the definition of Cash and Cash Equivalents as per AS 3 (Cash Flow Statements) is ₹ 17,504 Lakh ( as at March 31, 2014: ₹ 31,350 Lakh)

Balance with bank includes deposits amounting to ₹ 1,095 Lakh (as at March 31, 2014 ₹ 676 Lakh) which have an original maturity of more than 12 months. Deposits includes deposits with Banks and Stock Exchanges under lien as margin, amounting to ₹ 1,688 Lakh (As at March 31, 2014 ₹ 1,563 Lakh)

**NOTES TO AND FORMING PART OF THE CONSOLIDATED  
BALANCE SHEET AS AT MARCH 31, 2015**

**NOTE “20”**

(₹ in lakh)

<b>SHORT-TERM LOANS AND ADVANCES (UNSECURED- CONSIDERED GOOD)</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
(a) Loans and advances to related parties	492	325
(b) Security Deposits	2,510	2,859
(c) Prepaid Expenses	711	490
(d) Balances with government authorities	575	841
(e) Others		
(i) Advances to Vendors	538	1,973
(ii) Other advances	686	339
(iii) Share/debenture application money (Refundable)	6,819	–
(iv) Loans & Advances to Employees	25	–
(v) Other Deposits	6	2,255
<b>Total</b>	<b>12,362</b>	<b>9,082</b>

**NOTE “21”**

(₹ in lakh)

<b>OTHER CURRENT ASSETS</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
(a) Interest accrued but not due on deposits / investments	1,754	613
(b) Deferred revenue expenditure (Refer Note No 21(a))	701	1,349
(c) Unamortised loan sourcing costs	5,012	4,130
(d) Exchange settlement / dues from clients	724	13,083
(e) Income accrued but not due	839	785
(f) Receivable on sale of Investment	16	16
Less : Provision for receivable on sale of Investment	2	2
Net Receivable	14	14
(g) Assets held for sale	3,191	623
Less : Provision for assets held for sale	89	–
Net Receivable	3,102	623
(h) Others	515	761
<b>Total</b>	<b>12,661</b>	<b>21,358</b>

**NOTES TO AND FORMING PART OF THE CONSOLIDATED STATEMENT OF  
BALANCE SHEET FOR THE YEAR ENDED MARCH 31, 2015**

NOTE "21 (a)"

(₹ in lakh)

DEFERRED REVENUE EXPENDITURE (TO THE EXTENT NOT WRITTEN OFF OR ADJUSTED)	As at March 31, 2015	As at March 31, 2014
<b>(a) Unamortised share issue expenses</b>		
Opening Balance	888	1,605
Add: expenses incurred during the period	474	114
Less: written off during the period	849	831
<b>Closing Balance</b>	<b>513</b>	<b>888</b>
<b>(b) Unamortised debenture issue expenses</b>		
Opening Balance	837	591
Add: expenses incurred during the period	595	333
Less: written off during the period	456	87
<b>Closing Balance</b>	<b>976</b>	<b>837</b>
<b>(c) Unamortised loan processing charges</b>		
Opening Balance	1,087	70
Add: expenses incurred during the period	61	1,154
Less: written off during the period	355	137
<b>Closing Balance</b>	<b>793</b>	<b>1,087</b>
<b>Total</b>	<b>2,282</b>	<b>2,812</b>

(₹ in lakh)

PARTICULARS	For the Year Ended March 31, 2015		For the Year Ended March 31, 2014	
	Non-Current	Current	Non-Current	Current
(a) Unamortised share issue expenses	326	187	63	825
(b) Unamortised debenture issue expenses	759	217	683	154
(c) Unamortised loan processing charges	496	297	430	657
<b>Total</b>	<b>1,581</b>	<b>701</b>	<b>1,176</b>	<b>1,636</b>
<b>Grand Total</b>	<b>2,282</b>		<b>2,812</b>	



**NOTES TO AND FORMING PART OF THE CONSOLIDATED STATEMENT OF  
PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015**

**NOTE “22”**

(₹ in lakh)

<b>REVENUE FROM OPERATIONS</b>	<b>For the Year Ended March 31, 2015</b>	<b>For the Year Ended March 31, 2014</b>
(a) Interest Income		
(i) From Secured Loans & Credit Substitutes	<b>267,722</b>	240,923
(ii) From Unsecured Loans & Credit Substitutes	<b>75,561</b>	63,506
(b) Income from Bill Discounting	<b>5,693</b>	3,524
(c) Others	<b>22,469</b>	17,822
<b>Total</b>	<b>371,445</b>	<b>325,775</b>

**NOTE “23”**

(₹ in lakh)

<b>INVESTMENT INCOME</b>	<b>For the Year Ended March 31, 2015</b>	<b>For the Year Ended March 31, 2014</b>
(a) Dividend from Non-Current Investments	<b>1,006</b>	1,255
(b) Dividend from Current Investments	<b>271</b>	1,111
(c) Profit on sale of Non-Current Investments	<b>6,962</b>	1,369
(d) Profit on sale of Current Investments	<b>1,113</b>	549
(e) Interest on Non-Current Investments	<b>4,078</b>	1,666
(f) Interest on Current Investments	<b>–</b>	20
<b>Total</b>	<b>13,430</b>	<b>5,970</b>

**NOTES TO AND FORMING PART OF THE CONSOLIDATED STATEMENT OF  
PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015**

**NOTE "24"**

(₹ in lakh)

<b>OTHER INCOME</b>	<b>For the Year Ended March 31, 2015</b>	<b>For the Year Ended March 31, 2014</b>
(a) Income from advisory services	11,746	11,120
(b) Income from operating leases	14,570	7,703
(c) Interest Income on Fixed Deposits	317	1,313
(d) Income from Ticketing & other travel related services	926	731
(e) Income from Forex services	1,561	1,566
(f) Brokerage Income	2,181	1,943
(g) Exchange gains (net)	3	-
(h) Miscellaneous Income	4,139	1,776
<b>Total</b>	<b>35,443</b>	<b>26,152</b>

**NOTE "25"**

(₹ in lakh)

<b>FINANCE COSTS</b>	<b>For the Year Ended March 31, 2015</b>	<b>For the Year Ended March 31, 2014</b>
(a) Interest expense	188,430	169,710
(b) Discounting charges		
(i) On commercial papers	57,015	41,524
(i) On debentures	950	3,123
(i) On Collateralised Borrowings and Lending / Obligations	1,748	457
<b>Total</b>	<b>248,143</b>	<b>214,814</b>

**NOTE "26"**

(₹ in lakh)

<b>EMPLOYEE BENEFIT EXPENSES</b>	<b>For the Year Ended March 31, 2015</b>	<b>For the Year Ended March 31, 2014</b>
(a) Salaries, wages and bonus	31,630	27,977
(b) Contribution to provident and other funds (Refer Note No. 34)	2,027	1,329
(c) Staff welfare expenses	1,615	1,579
<b>Total</b>	<b>35,272</b>	<b>30,885</b>

**NOTES TO AND FORMING PART OF THE CONSOLIDATED STATEMENT OF  
PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015**

**NOTE "27"**

(₹ in lakh)

<b>OTHER OPERATING EXPENSES</b>	<b>For the Year Ended March 31, 2015</b>		<b>For the Year Ended March 31, 2014</b>	
(a) Advertisement and publicity		2,930		3,121
(b) Corporate social responsibility expenses		901		–
(c) Directors fees		93		63
(d) Donations		23		127
(e) Equipment hire charges		347		490
(f) Incentive / commission/ brokerage		7,968		6,700
(g) Information technology expenses		6,912		6,445
(h) Insurance charges		441		313
(i) Legal and professional fees		4,533		4,702
(j) Loan processing fees		2,057		1,298
(k) Printing and stationery		726		649
(l) Provision for doubtful loans		40,533		14,575
(m) Write off - Loans and advances	10,354		7,438	
Less : Provision reversal on write off	(10,354)	–	(7,438)	–
(n) Contingent provision against Standard Assets		2,061		1,471
(o) Contingent provision against restructured advances		406		2,769
(p) Provision for diminution in value of investments (net of reversals)		(6,440)		9,649
(q) Provision for assets held for sale		89		–
(r) Power and fuel		751		701
(s) Repairs and maintenance				
(i) Buildings	186		147	
(ii) Annual maintenance charges	310		222	
(iii) Others	148	644	139	508
(t) Rent		3,439		3,024
(u) Rates and taxes		152		128
(v) Stamp charges		536		405
(w) Service providers' charges		4,360		4,240
(x) Training and recruitment		636		602
(y) Telephone, telex and leased line		865		763
(z) Traveling and conveyance		3,003		3,138
(aa) Loss on sale of Investment (Non-current)		1,073		–
(ab) Other Expenses		4,506		4,359
<b>Total</b>		<b>83,545</b>		<b>70,240</b>

**NOTES TO AND FORMING PART OF THE CONSOLIDATED STATEMENT OF  
PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015**

**NOTE “27(a)”**

(₹ in lakh)

<b>AUDITORS' REMUNERATION (excl. Service Tax)</b>	<b>For the Year Ended March 31, 2015</b>	<b>For the Year Ended March 31, 2014</b>
(a) Audit Fees	237	222
(b) Tax Audit Fees	14	14
(c) Other Services	13	11
(d) Out of Pocket Expenses	1	1

(Auditors' Remuneration is included in Other expenses)

**NOTE “27(b)”**

(₹ in lakh)

<b>EXPENDITURE IN FOREIGN CURRENCY</b>	<b>For the Year Ended March 31, 2015</b>	<b>For the Year Ended March 31, 2014</b>
(a) Legal and professional fees	30	261
(b) Membership and subscription	12	59
(c) Advertisement and publicity	-	25
(d) Travelling and conveyance	19	10
(e) Training and recruitment	24	31
(f) Directors Sitting Fees	1	1
(g) Other expenses	3	3

## NOTES TO AND FORMING PART OF THE CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015

### NOTE "28"

The financial statements of the following subsidiaries have been consolidated as per Accounting Standard 21 on 'Consolidated Financial Statements':

Name of the Subsidiary	Country of Incorporation	% Holding as at March 31, 2015	% Holding as at March 31, 2014
Tata Securities Limited	India	100	100
Tata Capital Housing Finance Limited	India	100	100
TC Travel and Services Limited	India	100	100
Tata Capital Forex Limited	India	100	100
Tata Infrastructure Capital Limited	India	100	100
Tata Capital Financial Services Limited	India	100	100
Tata Capital Growth Fund	India	73.75	73.75
Tata Cleantech Capital Limited	India	80.50	80.50
India Collections Management Limited	India	100	81
Tata Capital Pte. Limited	Singapore	100	100
Tata Capital Markets Pte. Limited (Subsidiary of Tata Capital Pte. Limited)	Singapore	100	100
Tata Capital Advisors Pte. Limited (Subsidiary of Tata Capital Pte. Limited)	Singapore	100	100
Tata Capital Plc (Subsidiary of Tata Capital Pte. Limited)	United Kingdom	100	100
Tata Capital General Partners LLP (Subsidiary of Tata Capital Pte. Limited)	Singapore	80	80
Tata Capital Healthcare General Partners LLP (Subsidiary of Tata Capital Pte. Limited)	Singapore	100	100
Tata Opportunities General Partners LLP (Subsidiary of Tata Capital Pte. Limited)	Singapore	90	90



**NOTE “29”**

The Group has investments in the following associates, which are accounted for on the Equity Method in accordance with the Accounting Standard 23 on ‘Accounting for Investments in Associates in Consolidated Financial Statements’:

The Particulars of investments in associates as on March 31, 2015 are as follows :

(₹ In Lakh)

Sr. No.	Name of Associates	Country of Incorporation	Ownership Interest (%)	Original Cost of Investment (₹ in Lakh)	Amount of goodwill/ (Capital Reserve) in original cost	Share of post acquisition Reserves & Surplus	Carrying Amount of Investments
1	Tata Autocomp Systems Limited (Refer footnote 1)	India	<b>24.00%</b> <i>24.00%</i>	<b>18,528</b> <i>18,528</i>	<b>12,145</b> <i>12,145</i>	<b>13,425</b> <i>13,800</i>	<b>31,953</b> <i>32,328</i>
2	Hemisphere Properties India Limited (Ceased to be an associate since March 26, 2015) (Refer footnote 1)	India	<b>NA</b> <i>24.44%</i>	<b>–</b> <i>1</i>	<b>–</b> <i>–</i>	<b>–</b> <i>–</i>	<b>–</b> <i>1</i>
3	Tata Capital Special Situation Fund	India	<b>28.15%</b> <i>20.83%</i>	<b>7,306</b> <i>5,099</i>	<b>–</b> <i>–</i>	<b>(536)</b> <i>(856)</i>	<b>6,770</b> <i>4,243</i>
4	Tata Capital Healthcare Fund	India	<b>31.30%</b> <i>31.30%</i>	<b>4,931</b> <i>4,462</i>	<b>–</b> <i>–</i>	<b>(1,143)</b> <i>(910)</i>	<b>3,788</b> <i>3,552</i>
5	Tata Capital Innovation Fund	India	<b>27.13%</b> <i>27.13%</i>	<b>3,941</b> <i>3,071</i>	<b>–</b> <i>–</i>	<b>(940)</b> <i>(760)</i>	<b>3,001</b> <i>2,311</i>
6	International Asset Reconstruction Company Private Limited	India	<b>25.37%</b> <i>25.37%</i>	<b>3,313</b> <i>3,313</i>	<b>483</b> <i>483</i>	<b>221</b> <i>109</i>	<b>3,534</b> <i>3,422</i>
7	e-Nxt Financials Limited (Refer Note No. 47)	India	<b>50%</b> <i>50%</i>	<b>1,022</b> <i>1,022</i>	<b>1,221</b> <i>1,221</i>	<b>160</b> <i>160</i>	<b>1,182</b> <i>1,182</i>
<b>Total</b>				<b>39,041</b> <i>35,496</i>	<b>13,849</b> <i>13,849</i>	<b>11,187</b> <i>11,543</i>	<b>50,228</b> <i>47,039</i>

**Notes:**

- 1) Consolidated based on unaudited financial statements as at/for the year ended March 31, 2015 and March 31, 2014
- 2) Figures in Italics represent previous year.

**NOTE “30”**

The financial statements of the following jointly controlled entity has been consolidated as per Accounting Standard 27 (Financial Reporting of Interests in Joint Ventures).

Name of Jointly Controlled Entity	% Holding as at March 31, 2015	% Holding as at March 31, 2014
Nectar Loyalty Management India Limited	49	49

The following amounts are included in the Financial Statements in respect of the jointly controlled entity referred to in Note above, based on the proportionate consolidation method:

(₹ in Lakh)

PARTICULARS	As at March 31, 2015	As at March 31, 2014
<b>Assets:</b>		
Tangible Fixed Assets	18	18
Intangible Fixed Assets	4	4
Long-term loans and advances	170	170
Cash and bank balances	8	8
Short-term loans and advances	1	1
<b>Total</b>	<b>201</b>	<b>201</b>
<b>Liabilities</b>		
Short-term borrowings	358	358
Other current liabilities	115	115
<b>Total</b>	<b>473</b>	<b>473</b>
<b>Income</b>	<b>NIL</b>	NIL
<b>Expenses</b>	<b>NIL</b>	521

**Footnote:-**

- 1) As per the latest available audited financial statements as at and for the year ended March 31, 2014.
- 2) Nectar Loyalty Management India Limited (“Nectar”) is a joint venture with AIMIA (formerly known as Groupe Aeroplan Inc.), the Canadian Loyalty Management giant, to launch a multi-party coalition loyalty program in India modeled on the lines of Nectar, which is Group Aeroplan’s highly acclaimed coalition loyalty program in the UK and Italy. Tata Capital holds 49% in the joint venture. The Group has fully provided for its investment in debentures and equity shares in the joint venture during the financial year. Since the investment is fully provided for and the fact that Nectar’s operations are held in abeyance during the year, loss picked up historically is more than invested amount, the financial statements for the entity have not been consolidated.

**NOTE “31” PROVISIONS AND CONTINGENT LIABILITIES:****i. Movement in Contingent Provision against Standard Assets during the year is as under:***(₹ in Lakh)*

Particulars	For the Year Ended March 31, 2015	For the Year Ended March 31, 2014
<b>Opening Balance</b>	<b>8,726</b>	7,255
Additions during the year	<b>2,061</b>	1,471
Utilised during the year	-	-
<b>Closing Balance</b>	<b>10,787</b>	<b>8,726</b>
Long-term Provision (Refer Note No.7)	<b>7,309</b>	5,648
Short-term Provision (Refer Note No.11)	<b>3,478</b>	3,078

**ii. Movement in Other Provision during the year is as under:**

Particulars	For the Year Ended March 31, 2015	For the Year Ended March 31, 2014
<b>Opening Balance</b>	<b>295</b>	-
Additions during the year	-	525
Utilised during the year	<b>295</b>	230
<b>Closing Balance</b>	<b>-</b>	<b>295</b>

**iii. Claims not acknowledged by the Group relating to cases contested by the Group and which are not likely to be devolved on the Group relating to the following areas :**

Particulars	For the Year Ended March 31, 2015	For the Year Ended March 31, 2014
Income Tax (Pending before Appellate authorities)	<b>7,462</b>	6,761
VAT (Pending before Sales Tax Appellate Authorities)	<b>406</b>	167
<b>Total</b>	<b>7,868</b>	<b>6,928</b>

**NOTE “32” COMMITMENTS :**

- i. Commitment to invest in Tata Capital Healthcare Fund amounting to ₹ 5,074 Lakh (as at March 31, 2014 : ₹ 5,538 Lakh)
- ii. Commitment to invest in Tata Capital Special Situation Fund amounting to ₹ 194 Lakh (as at March 31, 2014 : ₹ 2,401 Lakh)
- iii. Commitment to invest in Tata Capital Innovation Fund amounting to ₹ 3,834 Lakh (as at March 31, 2014 : ₹ 4,704 Lakh)
- iv. Commitment to co-invest with Omega TC Holdings Pte. Ltd ₹ 18,114 Lakh (USD 29.02 Million) (as at March 31, 2014 : ₹ 23,073 Lakh (USD 38.61 Million))
- v. The Company has undertaken to provide continued financial support to its Associate e-Nxt Financials Limited. (Refer Note No. 47)
- vi. Estimated amount of contracts remaining to be executed on capital account and not provided for ₹ 267 Lakh (as at March 31, 2014: ₹ 227 Lakh).

**NOTE “33” EMPLOYEE STOCK PURCHASE / OPTION SCHEME :**

In March 2010, the Company at its extra-ordinary general meeting approved the “Tata Capital Limited Employee Stock Purchase/Option Scheme” (the “ESOP Scheme”). Pursuant to this scheme, a Trust under the name of “TCL Employee Welfare Trust” has been constituted to administer the ESOP scheme.

The Company has issued 63,400,000 Equity Shares of ₹ 10 each at a premium of ₹ 2 per share in FY 2009-10 and 6,834,526 Equity Shares of ₹ 10 each at a premium of ₹ 10 per share in FY 2012-13 to the Trust. The Trust transfers shares to the employees of the Company & its subsidiaries under the ESOP scheme.

The Company had provided finance of ₹ 6,904 lakh in the FY 2009-10 to the Trust to enable it to finance the Company’s shares subscribed for by it. The outstanding balance of loan to the Trust / Employees is ₹ 7,437 lakh (Previous Year : 7,458 lakh).

Based on the guidance note on “Employee Share - Based Payments” issued by The Institute of Chartered Accountants of India, the Company has adopted the intrinsic method of accounting for ESOP.

During the year 378,880 Equity Shares (Previous Year: 597,084) were allotted to the employees of Company and its subsidiaries.”

The following is the disclosure as required under the guidance note on “Employee Share - Based Payments” issued by The Institute of Chartered Accountants of India.

(₹ in Lakh)

Sr. No.	Description	Name of scheme
1	Method used for accounting of the employee share-based payment plans	Intrinsic value method
2	If Intrinsic value method is used, impact for the accounting year had the fair value method been used on the following - Net Income as reported (₹ in lakh) Add: Intrinsic Value Compensation Cost Less: Fair Value Compensation Cost (₹ in lakh) Adjusted Proforma Income (₹ in lakh) Basic EPS - As Reported Basic EPS - Adjusted Proforma Diluted EPS - As Reported Diluted EPS - Adjusted Proforma	30,553 — 178 30,375 0.83 0.81 0.83 0.81
3	Description of each type of employee share-based payment plan that existed at any time during the year including the following - Total number of options under the plan vesting requirements Maximum term of options granted ( In Years) Method of settlement	100% immediate vesting  1 Equity Settled

Sr. No.	Description	Name of scheme	
		Number of options	Weighted Average Exercise Price (₹)
4	Number and weighted average exercise prices of stock options for each of the following -		
	- Outstanding at the beginning of the year	7,530,068	22.37
	- Granted during the year	-	-
	- Forfeited during the year	2,170,694	24.57
	- Exercised during the year	378,880	20.86
	- Outstanding at the end of the year	4,980,494	21.52
	- Exercisable at the end of the year	3,232,450	19.64
5	Number of options vested	-	
6	Total number of shares arising as a result of exercise	378,880	
7	Money realised by exercise of options (₹)	7,904,283	
8	Employee wise details of options granted to -		
	- Senior management personnel	-	
	- Employees holding 5% or more of the total number of warrants/options granted during the year	-	
	- Identified employees who were granted warrant/option, during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants / options and conversions) of the Company at the time of grant.	-	
9	For stock options exercised during the year the weighted average share price at the date of exercise. If options were exercised on a regular basis throughout the year, the weighted average share price during the year. (₹)	26.65	
10	For stock options outstanding at the end of the year, the range of exercise prices and weighted average remaining contractual life (vesting year + exercise year). If the range of the exercise prices is wide, the outstanding options should be divided into ranges that are meaningful for assessing the number and timing of additional shares that may be issued and cash that may be received upon exercise of those options.	<b>Range of exercise Prices (₹)</b>	<b>Weighted Average Contractual Life (Years)</b>
		25.00	1.33
11	For stock options granted during the year, the weighted average fair value of those options at the grant date and information on how the fair value was measured including the following -		
	- Option pricing model used	Black Scholes	
	- Inputs to that model including -		
	weighted average share price (₹)	25	
	exercise price (₹)	25	
	expected volatility	0.34%	
	option life (comprising vesting period + exercise period)	1.42 years	
	expected dividends	0.00%	
	risk-free interest rate	8.00%	



Sr. No.	Description	Name of scheme
	<p>Any other inputs to the model including the method used and the assumptions made to incorporate the effects of expected early exercise.</p> <ul style="list-style-type: none"> <li>- Determination of expected volatility, including explanation to the extent expected volatility was based on historical volatility.</li> <li>- Any other features of the option grant were incorporated into the measurement of the fair value, such AS market conditions.</li> </ul>	<p>NA</p> <p>NA</p>
12	<p>For other instruments granted during the year (i.e., other than stock options)</p> <ul style="list-style-type: none"> <li>- Number and weighted average fair value of those instruments at the grant date</li> <li>- Fair Value determination in case -</li> </ul> <p>(a) fair value not measured on the basis of an observable market price</p> <p>(b) whether and how expected dividends were incorporated</p> <p>(c) whether and how any other features were incorporated</p>	<p>No other instruments were granted during the year</p> <p>NA</p> <p>NA</p> <p>NA</p> <p>NA</p>
13	<p>For employee share-based payment plans that were modified during the year</p> <ul style="list-style-type: none"> <li>- Explanation of those modifications</li> <li>- Incremental fair value granted (as a result of those modifications)</li> <li>- Information on how Incremental fair value granted was measured, consistently with the requirements set out in points 7 and 8 above.</li> </ul>	<p>No modifications were made the scheme during the year</p> <p>NA</p> <p>NA</p> <p>NA</p>
14	<p>Total expense recognised for the year for employee share-based payment plans</p>	<p>Nil</p>
15	<p>Separate disclosure of that portion of the total expense that arises from transactions accounted for as equity-settled employee share-based payment plans</p>	<p>Nil</p>
16	<p>For liabilities arising from employee share-based payment plans</p> <ul style="list-style-type: none"> <li>- Total carrying amount at the end of the year</li> <li>- Total intrinsic value at the end to the year for which the right of the employee to cash or other assets had vested by the end of the year.</li> </ul>	<p>Nil (No cash settled awards given out)</p> <p>NA</p> <p>NA</p>
17	<p>Basic / Diluted earnings per share (EPS) pursuant to issue of shares on exercise of option.</p>	<p>0.81</p>

**NOTE “34” EMPLOYEE BENEFITS****Defined Contribution Plans**

The Group makes Provident Fund and Superannuation Fund contributions to defined contribution retirement benefit plans for eligible employees. Under the schemes, the Group is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions as specified under the law are paid to the provident fund set up as a Trust by the Group. The Group is generally liable for annual contributions and any deficiency, if any, in interest cost compared to interest computed based on the rate of interest declared by the Central Government under the Employees' Provident Fund Scheme, 1952 recognises it as an expense in the year it is determined.

The provident fund set up as a Trust by the Company manages the contributions from the Group. As of March 31, 2015, the total accumulated members' corpus of the Group is ₹ 11,904 Lakh whereas the total fair value of the assets of the fund is ₹ 12,871 Lakh. In accordance with an actuarial valuation, there is no deficiency in the interest cost as the present value of the expected future earnings on the fund is greater than the expected amount to be credited to the individual members based on the expected guaranteed rate of interest of 8.75% for the first year and 8.60% thereafter. The actuarial assumptions include discount rate of 7.80%.

The Group recognised a charge of ₹ 1,149 Lakh (Previous year ₹ 933 Lakh) for provident fund and family pension fund contribution and ₹ 221 Lakh (Previous year ₹ 284 Lakh) for Superannuation contribution, in the Statement of Profit and Loss.

**Defined Benefits Plans**

The Group offers its employees defined-benefit plans in the form of a gratuity scheme (a lump sum amount) (included as a part of Contribution to provident and other funds in Note 26 Employee Benefits Expenses). Benefits under the defined benefit plans are typically based on years of service and the employee's compensation (generally immediately before separation). The gratuity scheme covers all regular employees. Commitments are actuarially determined at year-end. These commitments are valued at the present value of the expected future payments, with consideration for calculated future salary increases, using a discount rate corresponding to the interest rate estimated by the actuary having regard to the interest rate on government bonds with a remaining term that is almost equivalent to the average balance working period of employees. Actuarial valuation is done based on "Projected Unit Credit" method. Gains and losses of changed actuarial assumptions are charged to the Statement of Profit and Loss.

**Reconciliation of Benefit Obligations and Plan Assets**

(₹ in Lakh)

Particulars	2014-15	2013-14
<b>Change in Defined Benefit Obligation</b>		
Opening Defined Benefit Obligation	1,770	1,529
Current Service Cost	327	238
Interest Cost	158	127
Actuarial Losses / (Gain)	514	(65)
Benefits Paid	(138)	(59)
Closing Defined Benefit Obligation	2,631	1,770
<b>Change in the Fair Value of Assets</b>		
Opening Fair Value of Plan Assets	1,710	1,369
Acquisition Cost / Transfer in	(2)	-

<b>Particulars</b>	<b>2014-15</b>	<b>2013-14</b>
Expected Return on Plan Assets	157	117
Contributions by Employer	483	187
Actuarial Gains / (Losses)	192	53
Benefits paid	(2)	(16)
Closing Fair Value of Plan Assets	2,537	1,710
<b>Composition of Plan Assets</b>		
<b>Investment Pattern</b>		
Government Bonds	40%	37%
Equity Mutual Funds	8%	9%
Bonds / Debentures	35%	30%
Others	17%	25%
<b>Total</b>	<b>100%</b>	<b>100%</b>
<b>Reconciliation of present Value of the obligation and the Fair value of the plan Assets</b>		
Fair Value of plan assets at the end of the year	2,537	1,710
Present value of the defined obligations at the end of the year	2,631	1,770
Funded status [Surplus / (Deficit)]	(94)	(60)
Net Asset /(Liability) recognised in the Balance Sheet	(94)	(60)
<b>Net Gratuity cost for the year ended March 31, 2015</b>		
Service Cost	327	238
Interest on Defined benefit Obligation	158	127
Expected return on plan assets	(157)	(117)
Settlement Cost / (Credit)	6	–
Net actuarial (gain) / loss recognised in the year	323	(136)
Net Gratuity Cost (Refer Note No. 26(b))	657	111

Particulars	2014-15	2013-14
<b>Assumptions</b>		
Discount Rate	7.80%	9.30%
Expected Rate of Return on Plan Assets	8.00% p.a	8.00% p.a
Salary Escalation Rate	7.50% p.a for first 5 years and 5% thereafter	7.50% p.a for first 5 years and 5% thereafter
Mortality Rate	Indian Assured lives Mortality (2006-08) (modified) Ult	Indian Assured lives Mortality (2006-08) (modified) Ult
Withdrawal Rate	0-2 years - 10% 3-4 years - 5% 5-9 years - 2.5% 10 years and more - 1%	0-2 years 10% 3-4 years 5% 5-9 years 2.5% 10 years and more 1%

The estimate of future salary increase, considered in the actuarial valuation, take account of inflation, seniority, promotion, and other relevant factors. The above information is certified by the actuary.

Experience adjustment	2014-15	2013-14	2012-13	2011-12	2010-11
- On Plan Liabilities	(88)	(141)	15	(8)	(68)
- On Plan Assets	192	72	(23)	6	(31)
Present value of benefit obligation	(2,631)	(1,770)	(1,529)	(1,175)	(1,006)
Fair value of Plan Assets	2,537	1,710	1,369	1,069	988
Excess of (obligation over plan assets)	(94)	(60)	(160)	(106)	(18)
Actuarial Gain / (Loss) due to change in Assumptions	(427)	206	(129)	-	-

The Group expects to contribute approximately ₹ 94 Lakh ( March 31, 2014 ₹ 500 Lakh) to the gratuity fund in the following year.

#### Long-Term Service Awards :

Long-Term Service award is an employee benefit in recognition for their loyalty and continuity of service for five years and above, the same is actuarially valued (Unfunded). The Long-Term Service awards expense for financial year 2014-15 is ₹ 50 Lakh (2013-14 : ₹ 16 Lakh) and the provision as at March 31, 2014 is ₹ 123 Lakh (Previous year ₹ 69 Lakh).

**NOTE “35”**

**Disclosure as required by Accounting Standard 18 (Related Party Disclosures).**

**i. List of related parties and relationship:**

(₹ in Lakh)

<b>Holding Company</b>	Tata Sons Limited
<b>Associates</b>	e-Nxt Financials Limited (See note No 47) Hemisphere Properties India Limited* International Asset Reconstruction Company Private Limited Tata Capital Healthcare Fund Tata Capital Innovation Fund Tata Capital Special Situation Fund Tata AutoComp Systems Limited
<b>Fellow Subsidiaries</b> (with which the Group had transactions)	Tata Sky Limited Tata Consultancy Services Limited Tata AIG General Insurance Company Limited Tata AIA Life Insurance Company Limited Infiniti Retail Limited Tata Housing Development Company Limited Tata Asset Management Limited Tata Business Support Services Limited Tata Petrodyne Limited Tata Realty & Infrastructure Limited Tata Consulting Engineers Limited Tata Investment Corporation Limited Ewart Investments Limited Niskalp Infrastructure Services Limited Tata Advanced Materials Limited Tata Advanced Systems Limited Drive India Enterprise Solutions Limited Tata Industries Limited Indian Rotocraft Limited Tata International Limited Tata Trustee Company Limited TRIL Roads Private Limited TRIL Constructions Private Limited Taj Air Metrojet Aviation Limited Automotive Stampings & Assemblies Limited Taj Air Limited Tata Sikorsky Aerospace Limited Tata Toyo Radiator Limited Tata Industrial Services Limited Ardent Properties Private Limited Tata Lockheed Martin Aerostructure Limited Tata SIA Airlines Limited CMC Limited Nova Integrated Systems Limited Panatone Finvest Limited TRIF Amritsar Projects Pvt Limited Calsea Footwear Pvt Limited Kriday Realty Private Limited
<b>Key Management Personnel</b>	Mr. Praveen P Kadle - Managing Director & CEO

\* Ceased to be an Associate with effect from March 26, 2015.

(₹ in Lakh)

**ii. Transactions with related parties :**

Sr. No.	Party Name	Nature of Transaction	2014-15	2013-14
1	Tata Sons Limited	a) Expenditure - Brand Equity Contribution - Other Charges b) Income - Services rendered - Equity Brokerage Income c) Deposit For premises paid d) Share of Rent and Expenses e) Balance Receivable/(Payable)	 1,049 56  849 (1) 104 322 (881)	739 68  720 – 91 484 (851)
2	e-Nxt Financials Limited	a) Services rendered b) Income - Operating Lease Income - Processing Fee Received - Syndication Fee Received - Rental Income - Interest income on ICDs placed - Reimbursement of Expenses c) Expenditure - Service Providers' charges - Administration and Support Expenses - Professional and Legal Fees d) Loan / Finance Lease facility given during the year e) ICDs placed during the year f) Repayment of Loan/ICDs/ Finance Lease facility g) Outstanding balance of Lease facility/ loan/ICDs h) Balance Receivable	4,597  234 2 15 227 15 234  917 36 15 896 1,050 1,089  857 59	3,763  25 2 10 – – –  770 27 8 7,062 – 8,558  – 432
3	International Asset Reconstruction Company Pvt Ltd	a) Investment in Security Receipts during the year	105	777
4	Tata Capital Healthcare Fund	a) Investment in Units of Fund b) Income - Management Fees & Set-up cost c) Balance Receivable - Towards Asset Management Fees - Towards Reimbursement of Expenses	469 635  119 5	2,110 635  122 2
5	Tata Capital Innovation Fund	a) Investment in Units of Fund b) Income - Management Fees c) Advance Income received	870  573 188	725  573 188
6	Tata Capital Special Situation Fund	a) Investment made during the year b) Income - Management Fees c) Rebate of Asset Management Fees d) Advance Income received e) Balance Receivable - Towards Management fees - Towards Reimbursement of Expenses	2,207 440 (526) 377  – –	2,593 433 – –  164 3



(₹ in Lakh)

Sr. No.	Party Name	Nature of Transaction	2014-15	2013-14
7	Tata Sky Limited	a) Investment in Equity Shares	3,105	2,137
		b) Loan/ Invoice discounting given	–	7,301
		c) Interest received on loan given	85	248
		d) Repayment of Loan / Invoice discounting	–	3,365
		e) Services rendered	22	–
8	Tata Consultancy Services Limited	a) Expenditure		
		- IT Outsourcing	6,442	7,486
		- Interest paid on ICD	1,375	1,624
		b) Reimbursement of expenses	411	482
		c) Fixed Assets		
		- Software & other maintenance cost	46	33
		d) Services rendered	1,621	4,783
		e) ICD repaid during the year	28,000	–
f) ICD outstanding	–	28,000		
g) Balance Receivable/(Payable)	(24)	1,291		
9	Tata AIG General Insurance Company Limited	a) Expenditure -Insurance Expenses	300	204
		b) Services rendered	244	207
		c) Marketing & Advertisement Revenue	122	114
		d) Balance Receivable	6	43
10	Tata AIA Life Insurance Company Limited	a) Income		
		- Marketing & Advertisement Revenue	194	–
		b) Services rendered	–	2
		c) Expenditure -Insurance Expenses	12	12
		d) Shared Expenses	88	52
		e) Amount paid on behalf of customer	7	–
f) Balance Receivable/(Payable)	(147)	5		
11	Infiniti Retail Limited	a) Expenses-Incentive	53	2
		b) Services rendered	90	135
		c) Purchase of Fixed Assets	26	434
		d) Balance Receivable	16	46
12	Tata AutoComp Systems Limited	a) Dividend received during the year	966	966
		b) Services rendered	93	–
		c) Balance Receivable	43	–
13	Tata Housing Development Company Limited	a) Income		
		- Referral Fees	98	68
		- Interest income on Loan	85	–
		b) Loan given during the year	2,000	–
c) Outstanding loan	2,000	–		
d) Balance Receivable	28	13		
14	Tata Asset Management Limited	a) Services rendered	2	8
		b) Income - Portfolio Management Service	49	45
		c) Balance Receivable	–	5
15	Tata Business Support Services Limited	a) Services rendered	156	26
		b) Interest Income and Processing Fees	200	272
		c) Expenses- Call Center & Others	240	113
		d) Loan repaid during the year	649	–
		e) Loan Outstanding	1,642	2,291
		f) Balance Receivable	31	12

(₹ in Lakh)

Sr. No.	Party Name	Nature of Transaction	2014-15	2013-14
16	Tata Petrodyne Limited	a) Services rendered	83	91
		b) Brokerage Income	–	10
		c) Balance Receivable	4	12
17	Tata Realty & Infrastructure Limited	a) Services rendered	111	79
		b) Investment during the year in NCD	–	3,000
		c) Interest Income on NCD	–	545
		d) Closing Investment in NCD	–	5,000
		e) Balance Receivable	4	29
18	Tata Consulting Engineers Limited	a) Services rendered	963	861
		b) Expenses - Professional Charges paid	–	9
		c) Balance Receivable	29	40
19	Tata Investment Corporation Limited	a) Services rendered	–	1
		b) Equity Brokerage Income	5	–
		c) Re-Imbursement of Expenses	3	–
		d) Balance Receivable	–	1
20	Ewart Investments Limited	a) Expenditure - Rent Expenses	–	9
		b) Security Deposit Outstanding	190	190
21	Niskalp Infrastructure Services Limited	a) Reimbursement of Salary	11	9
		b) Balance Receivable	–	1
22	Tata Advanced Materials Limited	a) Services rendered	126	99
		b) Balance Receivable	20	34
23	Tata Advanced System Limited	a) Services rendered	248	35
		b) Balance Receivable	8	14
24	Drive India Enterprise Solutions Limited	a) Services rendered	–	3
25	Tata Industries Limited	a) Services rendered	119	131
		b) Balance Receivable	2	35
26	Indian Rotocraft Limited	a) Services rendered	30	22
		b) Balance Receivable	1	2
27	Tata International Limited	a) Services rendered	10	8
		b) Expenditure - Marketing charges	3	6
		c) Interest income on loan	–	1
		d) Balance Receivable	3	1
28	Tata Trustee Company Limited	a) Expenses-Trusteeship Fees	6	6
29	TRIL Roads Private Limited	a) Services rendered	16	7
		b) Balance Receivable	2	–
30	TRIL Constructions Private Limited	a) Services rendered	5	–
		b) Balance Receivable	2	–
31	Taj Air Metrojet Aviation Limited	a) Services rendered	3	–
		b) Balance Receivable	–	–

(₹ in Lakh)

Sr. No.	Party Name	Nature of Transaction	2014-15	2013-14
32	Automotive Stampings and Assemblies Limited	a) Services rendered	6	-
		b) Interest income on loan	31	-
		c) Loan given during the year	2,000	-
		d) Loan outstanding	1,999	-
		e) Balance Receivable	2	-
33	Taj Air Limited	a) Services rendered	30	-
34	Tata Sikorsky Aerospace Limited	a) Services rendered	18	-
35	Tata Toyo Radiator Limited	a) Services rendered	5	-
		b) Balance Receivable	1	-
36	Tata Industrial Services Limited	a) Services rendered	36	-
		b) Balance Receivable	5	-
37	Ardent Properties Private Limited	a) Services rendered	2	-
38	Tata Lockheed Martin Aerostructure Limited	a) Services rendered	19	-
39	Tata SIA Airlines Limited	a) Services rendered	28	-
		b) Balance Receivable/(Payable)	4	-
40	CMC Limited	a) Services rendered	159	-
		b) Balance Receivable/(Payable)	20	-
41	Nova Integrated Systems Limited	a) Services rendered	23	-
42	Panatone Finvest Limited	a) Sale of Investments	1	-
43	TRIF Amritsar Projects Private Limited	a) Investment in NCD during the year	-	3,000
		b) Interest income on NCDs	618	545
		c) Outstanding NCDs	4,910	5,000
44	Calsea Footwear Private Limited	a) Loan given during the year	1,000	-
		b) Interest income	28	-
		c) Outstanding Loan Balance	1,000	-
45	Kriday Realty Private Limited	a) Services rendered	1	7
46	Key Management Personnel (KMP)	a) Remuneration to KMP	415	382
		b) Issue of Cumulative Redeemable Preference Shares	100	-
		c) Interest on Non-Convertible Preference Debentures	2	2
		d) Payment of Dividend on Cumulative Redeemable Preference Shares	8	8
		e) Outstanding Debentures	20	20
		f) Outstanding Cumulative Redeemable Preference Shares	205	105

# Amount less than ₹ 50,000/-

Services rendered includes amounts billed to customers on account of amounts payable to principals.

**NOTE “36”**

The Group avails from time to time non-cancellable long-term leases for office premises including office furniture. The total of future minimum lease payments that the Group is committed to make is:

(₹ in lakh)

Lease Payments	As at March 31, 2015	As at March 31, 2014
- Within one year	359	458
- Later than one year and not later than five years	929	1,243
- Later than five years	341	101

The amount charged towards lease rentals (as part of Rent expenditure) is ₹ 3,439 Lakh (March 31, 2014 : ₹ 3,024 Lakh).

The Group has given Assets under non-cancellable operating leases. The total of future minimum lease payments that the Group is committed to receive is:

(₹ in lakh)

Lease Payments	As at March 31, 2015	As at March 31, 2014
- Within one year	10,238	6,106
- Later than one year and not later than five years	10,138	7,389
- Later than five years	388	—

The details of Gross investments, unearned finance income in respect of assets given under finance lease are as under:

(₹ in lakh)

Particulars	2014-15	2013-14
<b>Gross Investments:</b>		
- Within one year	4,163	6,685
- Later than one year and not later than five years	5,598	4,785
- Later than five years	381	—
<b>Total</b>	<b>10,142</b>	<b>11,470</b>
<b>Unearned Finance Income:</b>		
- Within one year	839	992
- Later than one year and not later than five years	4,602	563
- Later than five years	337	—
<b>Total</b>	<b>5,778</b>	<b>1,555</b>
<b>Present Value of Rentals:</b>		
- Within one year	3,324	5,693
- Later than one year and not later than five years	996	4,222
- Later than five years	44	—
<b>Total</b>	<b>4,364</b>	<b>9,915</b>

**NOTE “37” Earnings per Share (EPS):**

<b>Particulars</b>		<b>2014-15</b>	<b>2013-14</b>
Profit after tax	₹ in Lakh	<b>30,553</b>	21,425
Less : Dividend on Preference Shares (including dividend distribution tax)	₹ in Lakh	<b>7,676</b>	5,783
Profit after tax available for equity shareholders	₹ in Lakh	<b>22,877</b>	15,642
Weighted average number of equity shares used in computing Basic EPS	Nos	<b>2,768,771,879</b>	2,768,317,928
Face value of equity shares	Rupees	<b>10</b>	10
<b>Basic EPS</b>	<b>Rupees</b>	<b>0.83</b>	<b>0.57</b>
Profit after tax available for equity shareholders	₹ in Lakh	<b>22,877</b>	15,642
Weighted Average Number of equity shares used in computing Basic earnings per share	Nos	<b>2,768,771,879</b>	2,768,317,928
Add: Potential weighted average number of equity shares	Nos	<b>57,246,291</b>	57,700,242
Weighted average number of shares in computing Diluted EPS	Nos	<b>2,826,018,170</b>	2,826,018,170
Face value of equity shares	Rupees	<b>10</b>	10
<b>Diluted EPS</b>	<b>Rupees</b>	<b>0.81</b>	0.55

Shares under the ESOP Schemes are issued at intrinsic value. [Refer Note 1(xii)]

**NOTE "38"**
**Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013**

(₹ in Lakh)

Name of the Entity	2014-15		2013-14		2014-15		2013-14	
	Net assets, i.e., total assets minus total liabilities		Net Assets, i.e. total assets minus total liabilities		Share of profit or loss		Share in profit or loss	
	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount
<b>Parent:</b>								
Tata Capital Limited	84.09	426,931	86.00	397,717	37.80	11,549	36.20	7,756
<b>Subsidiaries</b>								
<b>Indian</b>								
Tata Capital Financial Services Limited	64.69	328,423	69.00	319,033	61.31	18,733	80.34	17,213
Tata Capital Housing Finance Limited	15.54	78,893	13.00	60,242	22.23	6,793	27.20	5,828
Tata Cleantech Capital Limited	6.29	31,953	2.00	8,304	2.13	650	1.39	298
Tata Securities Limited	0.49	2,500	–	2,062	1.46	447	(5.55)	(1,190)
TC Travel & Services Limited	0.38	1,921	–	1,975	(0.17)	(53)	(3.08)	(661)
Tata Capital Forex Limited	0.04	198	–	507	(1.00)	(304)	(2.78)	(596)
Tata Capital Growth Fund	2.81	14,261	2.00	9,498	(0.40)	(123)	(6.65)	(1,425)
India Collections Management Limited	0.14	722	–	668	0.18	54	0.22	48
Tata Infrastructure Capital Limited	0.01	63	–	61	0.01	3	0.01	3
<b>Foreign</b>								
Tata Capital Pte. Limited	4.48	22,750	4.00	17,377	15.23	4,652	17.45	3,738
<b>Minority Interests in all subsidiaries</b>								
<b>Indian</b>								
Tata Capital Growth Fund	0.74	3,745	1.00	2,497	0.11	32	1.75	374
Tata Cleantech Capital Limited	1.23	6,231	–	1,619	(0.41)	(127)	(0.27)	(58)
India Collections Management Limited	–	–	–	127	(0.03)	(9)	(0.04)	(9)
<b>Foreign</b>								
Tata Capital Pte. Limited	0.10	499	–	471	(0.02)	(7)	0.01	1
<b>Associates (Investment as per the equity method)</b>								
<b>Indian</b>								
Tata Capital Healthcare Fund	0.75	3,788	1.00	3,552	(0.76)	(233)	(0.84)	(179)
Tata Capital Special Situations Fund	1.33	6,771	1.00	4,243	1.05	320	(0.59)	(126)
Tata Capital Innovations Fund	0.59	3,001	1.00	2,311	(0.59)	(181)	(0.62)	(132)
Tata Autocomp Systems Limited	6.29	31,953	7.00	32,328	1.94	593	3.95	846
International Asset Reconstruction Company Private Limited	0.70	3,534	1.00	3,422	0.37	112	0.51	109
e-Nxt Financials Limited	–	–	–	1,182	–	–	0.74	158
Hemisphere Properties India Limited	–	–	–	1	–	–	–	–
Precision Camshafts Limited	–	–	–	–	–	–	3.03	649
<b>Joint Ventures (as per proportionate consolidation) - Indian</b>								
Nectar Loyalty Management India Limited	(0.30)	(1,519)	–	(1,519)	–	–	(2.43)	(521)
<b>Eliminations</b>	(90.40)	(458,932)	(88.00)	(406,282)	(40.41)	(12,348)	(49.93)	(10,698)
<b>Total</b>	<b>100.00</b>	<b>507,686</b>	<b>100.00</b>	<b>461,395</b>	<b>100.00</b>	<b>30,553</b>	<b>100.00</b>	<b>21,425</b>



## NOTE “39” SEGMENT REPORTING

In accordance with Accounting Standard 17 (Segment Reporting) the Group has identified three business segments i.e. Financing Activity, Investment Activity, and Others and one Geographical Segment viz. India, as secondary segment.

(₹ in lakh)

Particulars	As at March 31, 2015	As at March 31, 2014
<b>I Segment Revenue</b>		
(a) Financing Activity	371,962	326,654
(b) Investment Activity	30,739	18,166
(c) Others	40,670	32,067
<b>Total</b>	<b>443,371</b>	<b>376,887</b>
Less : Inter Segment Revenue	23,053	18,990
<b>Total Income</b>	<b>420,318</b>	<b>357,897</b>
<b>II Segment Results</b>		
(a) Financing Activity	29,015	48,097
(b) Investment Activity	16,733	(3,378)
(c) Others	5,627	678
<b>Total</b>	<b>51,375</b>	<b>45,397</b>
Less : Unallocated Corporate Expenses	10,178	11,240
<b>Profit before taxation</b>	<b>41,197</b>	<b>34,157</b>
Less : Provision for taxation	11,145	14,365
<b>Profit after taxation</b>	<b>30,052</b>	<b>19,792</b>
<b>III Segment Assets</b>		
(a) Financing Activity	3,373,307	2,831,984
(b) Investment Activity	203,924	148,084
(c) Others	97,236	95,395
(d) Unallocated	47,444	42,664
<b>Total</b>	<b>3,721,911</b>	<b>3,118,127</b>
<b>IV Segment Liabilities</b>		
(a) Financing Activity	3,049,369	2,540,713
(b) Investment Activity	29,309	6,259
(c) Others	94,994	83,981
(d) Unallocated	41,066	27,271
<b>Total</b>	<b>3,214,739</b>	<b>2,658,225</b>

## NOTE "39" SEGMENT REPORTING (Contd...)

(₹ in lakh)

Particulars	As at March 31, 2015	As at March 31, 2014
<b>V Capital Expenditure (including Capital Work-in-Progress)</b>		
(a) Financing Activity	–	133
(b) Investment Activity	–	–
(c) Others	31,815	22,755
(d) Unallocated	3,101	1,008
<b>Total</b>	<b>34,916</b>	<b>23,896</b>
<b>VI Depreciation and Amortisation</b>		
(a) Financing Activity	766	449
(b) Investment Activity	–	–
(c) Others	8,590	5,524
(d) Unallocated	1,146	794
<b>Total</b>	<b>10,502</b>	<b>6,767</b>
<b>VII Significant Non-Cash Expenses Other than Depreciation and Amortisation</b>		
(a) Financing Activity	43,089	18,753
(b) Investment Activity	(6,440)	9,558
(c) Others	–	153
(d) Unallocated	–	–
<b>Total</b>	<b>36,649</b>	<b>28,464</b>

**NOTE “40”****DERIVATIVE INSTRUMENTS EXPOSURES:**

There are no derivative positions open as at March 31, 2015 (Previous Year : Yen 416 million - ₹ 2,578 Lakh) towards Forward Contracts (payment for Capital Expenditure). These transactions were undertaken to act as economic hedges for the Group's exposures to various risks in foreign exchange markets and may / may not qualify or be designated as hedging instruments. The accounting for these transactions is stated in note 1 (xvi).

Forward exchange contracts (being derivative instrument), which are not intended for trading or speculation purposes but for hedge purposes to establish the amount of reporting currency required or available at the settlement date at certain payables and receivables.

**NOTE “41”**

As at March 31, 2015, the Company has received an amount of ₹ 5,000 lakh towards share application money for issue of preference shares of the Company. The share application money was received pursuant to an invitation to offer shares and in terms of such invitation, the Company is required to complete the allotment formalities by April 28, 2015. The Company has sufficient authorised capital to cover the allotment of these shares. As of March 31, 2015, pending allotment of shares, the amount is maintained in a designated bank account and is not available for use by the Company. Subsequently, the Company has allotted the shares on April 22, 2015.

As at March 31, 2014, the Company had received an amount of ₹ 604 lakh towards share application money for issue of preference shares of the Company which was subsequently allotted on April 01, 2014.

**NOTE “42”**

Vide circular NHB(ND)/DRS/Pol. Circular No. 62/2014 dated May 27, 2014, the National Housing Bank (“NHB”) has directed Housing Finance Companies (HFCs) to provide for a deferred tax liability in respect of the balance in the “Special Reserve” created under section 36(1) (viii) of the Income Tax Act, 1961. NHB has, within the same circular, clarified that the deferred tax liability in respect of the opening balance in the Special Reserve as at April 1, 2014, may be created by adjusting the opening reserves as of that date, but has mandated charging the Statement of Profit and Loss for the period in respect of additional appropriations to Special Reserve out of the net profit after tax. Accordingly, the Group has adjusted its opening reserves as at April 1, 2014 with the amount of deferred tax liability in respect of the opening balance in the Special Reserve as of that date and has charged its Statement of Profit and Loss for the quarter ended June 30, 2014, with the deferred tax liability on the additional amount expected to be appropriated towards Special Reserve out of profits after tax. Accordingly an amount of ₹ 626 Lakh has been against opening balance of Statement of Profit & Loss for the year ended March 31, 2015 with the deferred tax liabilities on the additional amount appropriated towards Special Reserve out of Profits after tax. Accordingly an amount of 626 ₹ Lakh has been adjusted against opening balance of Statement of Profit & Loss.

Vide circular NHB(ND)/DRS/Policy Circular 65/2014-15 dated August 22, 2014 NHB has given an option to HFCs to create the deferred tax liability on the opening balance of special reserves over a period of 3 years in a ratio of 25:25:50. As stated above the Group has already created the Deferred Tax Liability on the entire amount.

**NOTE “43”**

During year ended March 31, 2015 the Group has acquired 62,250,000 unquoted equity shares of Tata Teleservices Limited, as part of a loan conciliation/settlement agreement (the “Settlement Agreement”) with the borrower. The equity shares have been recorded at a cost of ₹ 14,318 lakh, being the carrying amount of the loan settled, and classified as a part of the Group's Long Term Investments. In addition to the above, the Group has entered into a “Shareholders” Agreement with the borrower which includes, provision like seeking approvals for sale from the borrower, right of first refusal to purchase the said shares by the borrower, call option favoring borrower and a put option favoring the Group with a minimum threshold price. Further, the agreement defines the proportion of sharing of surplus arising on

sale of the said shares. The entire arrangement is time bound with latest expiry being 36 months from date of Shareholder's Agreement. As at the Balance Sheet date, the Group does not have any liability with regard to its commitments.

**NOTE "44"**

During the year ended March 31, 2015, the Group has sold 1,277,920 equity shares of State Bank of India for a total consideration of ₹ 25,600 lakh resulting in a gain of ₹ 6,254 lakh.

**NOTE "45"**

During the year ended March 31, 2015, the Group has reassessed depreciation rate on tangible fixed assets as per the useful life specified in the Companies Act, 2013. Based on current estimates, depreciation of ₹ 77 Lakh on account of assets whose useful life is already exhausted as on April 01, 2014 has been adjusted against the opening surplus in the Statement of Profit and Loss.

**NOTE "46"**

Investments in bonds, debentures and other financial instruments which, in substance, form a part of the Group's financing activities ("Credit Substitutes") have been classified as under Loans and Advances - Financing Activity (note 15). In the past these were classified as a part of Investments (note 13). Management believes that the current period's classification results in a better presentation of the substance of these receivables and is in alignment with other regulatory filings.

**NOTE "47"**

Pursuant to a Scheme of Arrangement (the "Scheme") filed with the Honourable High Court of Judicature at Hyderabad and the Honourable High Court of Judicature at Bombay, it is proposed to amalgamate e-Nxt Financials Limited with Tata Business Support Services Limited at the proposed Appointment Date of April 01, 2014. The Scheme has been approved by the Honourable High Court of Hyderabad, post the Balance Sheet date, but is under the consideration of the Honourable High Court of Judicature at Bombay. Post the approval of the Scheme by the Honourable High Court of Judicature at Bombay, e-Nxt Financials Limited shall cease to be an associate of the Company with effect from the Appointment Date i.e. April 01, 2014.

**NOTE "48"**

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

For and on behalf of the Board of Directors

**Ishaat Hussain**  
(Director)

**Janki Ballabh**  
(Director)

**Nalin M. Shah**  
(Director)

**F.N. Subedar**  
(Director)

**Nirmalya Kumar**  
(Director)

**Ritu Anand**  
(Director)

**Praveen P. Kadle**  
(Managing Director & CEO)

**Puneet Sharma**  
(Chief Financial Officer)

**Avan Doomasia**  
(Company Secretary)

Mumbai  
Date: May 08, 2015

## Form AOC - 1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014)  
Statement containing salient features of the financial statements of subsidiaries/associates/joint ventures

### Part "A": SUBSIDIARIES

Sr. No.	Name of Subsidiary	Reporting currency and exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	Share Capital / Partner's Capital / Unit holder's Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit/ (Loss) Before Taxation	Provision for Taxation	Profit/ (Loss) After Taxation	Proposed Dividend	% of Share-holding
1	Tata Capital Financial Services Limited	₹	129,755	198,668	2,574,400	2,245,977	89,735	306,536	25,033	6,300	18,733	-	100.00
2	Tata Capital Housing Finance Limited	₹	66,733	12,160	919,503	840,610	-	91,013	10,330	3,537	6,793	302	100.00
3	Tata Cleantech Capital Limited	₹	28,909	3,044	69,060	37,107	-	2,845	992	343	649	-	80.50
4	Tata Capital Pte. Limited <sup>(1)</sup>	1 US\$ = ₹ 62.41	13,534	8,174	65,372	43,665	53,072	9,842	8,127	13	8,114	-	100.00
5	Tata Capital Markets Pte. Limited <sup>(1)</sup>	1 US\$ = ₹ 62.41	3,932	(1,427)	2,663	158	-	524	(358)	(17)	(341)	-	100.00
6	Tata Capital Advisors Pte. Limited <sup>(1)</sup>	1 US\$ = ₹ 62.41	4,724	4,245	9,939	969	10	8,628	4,156	(3)	4,159	-	100.00
7	Tata Capital General Partners LLP <sup>(1)</sup>	1 US\$ = ₹ 62.41	3,121	(632)	2,493	4	-	2,067	20	-	20	-	80.00
8	Tata Capital Healthcare General Partners LLP <sup>(1)</sup>	1 US\$ = ₹ 62.41	31	(16)	69	54	-	98	2	-	2	-	100.00
9	Tata Opportunities General Partners LLP <sup>(1)</sup>	1 US\$ = ₹ 62.41	7	(1)	10	5	-	6,370	24	-	24	-	90.00
10	Tata Capital Plc <sup>(1)</sup>	1 £ = ₹ 92.21	922	83	1,073	68	-	609	31	6	25	-	100.00
11	Tata Securities Limited	₹	1,883	617	6,971	4,470	-	3,650	447	-	447	-	100.00
12	TC Travel and Services Limited	₹	2,500	(579)	3,904	1,984	5	1,226	(53)	-	(53)	-	100.00
13	Tata Capital Forex Limited	₹	1,043	(845)	6,272	6,074	-	1,561	(304)	-	(304)	-	100.00
14	Tata Capital Growth Fund - Trust <sup>(3)</sup>	₹	22,793	(8,532)	14,270	9	13,465	649	(113)	10	(123)	-	73.75
15	India Collections Management Limited <sup>(4)</sup>	₹	750	(28)	724	2	-	58	54	-	54	-	100.00
16	Tata Infrastructure Capital Limited <sup>(4)</sup>	₹	55	8	65	1	-	5	4	1	3	-	100.00

#### Notes - Part "A"

- (1) Share Capital, Partner's Capital, Unitholder's Capital, Reserves & Surplus, Total Assets, Total Liabilities and Investments are translated at the exchange rate as on March 31, 2015 as: 1 US\$ = ₹ 62.41 and 1 £ = ₹ 92.21 whereas Turnover, Profit before Taxation, Provision for Taxation and Profit after Taxation are translated at annual average rate of 1 US\$ = ₹ 61.25 and 1 £ = ₹ 98.43.
- (2) Reporting period for all subsidiaries is the same as holding company.
- (3) Though Trusts would not be considered as body corporate under the Companies Act, 2013, these have been disclosed as a measure of good governance.
- (4) India Collections Management Limited and Tata Infrastructure Capital Limited, wholly owned subsidiaries of the Company, are yet to commence operations.

**PART "B": ASSOCIATES AND JOINT VENTURES**

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Venture

Sr. No	Name of Associate / Joint Venture	1. Latest audited Balance Sheet date	2. Shares of Associate/Joint Venture held by the Company on the year end			3. Description of how there is significant influence	4. Reason why the associate/joint venture has not been consolidated	5. Networth attributable to shareholding as per latest audited Balance Sheet	6. Profit/(Loss) for the year	
			No. of Shares	Amount of investment in Associate / Joint Venture	Extent of Holding %				i. Considered in Consolidation	ii. Not Considered in Consolidation
1	Tata Capital Healthcare Fund - Trust <sup>(3)</sup>	31.03.2015	N.A	4,931	31.30%	Since the Company holds more than 20% of voting power, significant influence is assumed	N.A	3,768	(233)	(511)
2	Tata Capital Special Situations Fund -Trust <sup>(3)</sup>	31.03.2015	N.A	7,306	28.15%		N.A	6,679	320	816
3	Tata Capital Innovations Fund - Trust <sup>(3)</sup>	31.03.2015	N.A	3,941	27.13%		N.A	2,914	(181)	(486)
4	Tata Autocomp Systems Limited	31.03.2014	48,307,333	18,528	24.00%		N.A	19,862	593	1,879
5	International Asset Reconstruction Company Private Limited	31.03.2015	13,946,295	3,313	25.37%		N.A	3,051	112	329
6	Nectar Loyalty Management India Limited	31.03.2014	490,000	49	49.00%	Note 1	(1,465)	-	-	-
7	e-Nxt Financials Limited	31.03.2014	1,500,000	1,022	50.00%	Note 2	892	-	-	-
8	Hemisphere Properties India Limited	31.03.2014	25,000	250,000	24.44%	Note 4	2	-	-	-

(₹ in lakh)

**Notes - Part "B"**

- The Company has fully provided for its investment in equity shares in the joint venture with Nectar Loyalty Management India Limited ("Nectar") during the financial year. Since the investment is fully provided for and the fact that Nectar's operations are held in abeyance during the year and loss picked up historically is more than invested amount, the investment has not been consolidated.
- Pursuant to a Scheme of Amalgamation ("Scheme") filed with the Hon'ble High Court of Hyderabad and the Hon'ble High Court of Bombay, it was proposed to amalgamate e-Nxt Financials Limited with Tata Business Support Services Limited, with effect from the Appointed Date of April 1, 2014. The Scheme has been approved by the Hon'ble High Court of Hyderabad and approval of the Hon'ble High Court of Bombay, is awaited. Since, the Appointed Date is April 1, 2014, the Company has not consolidated the financials of e-Nxt Financials Limited.
- Though Trusts would not be considered as body corporate under the Companies Act, 2013, these have been disclosed as a measure of good governance.
- Hemisphere Properties India Limited ceased to be an associate since March 26, 2015.

<b>Ishaat Hussain</b> (Director)	<b>Janki Ballabh</b> (Director)	<b>Nalin M. Shah</b> (Director)	<b>F.N. Subedar</b> (Director)	<b>Nirmalya Kumar</b> (Director)	<b>Ritu Anand</b> (Director)	<b>Praveen P. Kadle</b> (Managing Director & CEO)
<b>Puneet Sharma</b> (Chief Financial Officer)	<b>Avan Doomasia</b> (Company Secretary)					

Mumbai  
Date: May 8, 2015



# **Standalone Financial Statements**

## **INDEPENDENT AUDITORS' REPORT**

### **TO THE BOARD OF DIRECTORS OF TATA CAPITAL LIMITED**

#### **Report on the Financial Statements**

We have audited the accompanying financial statements of TATA CAPITAL LIMITED (the "Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and the explanatory information.

#### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (the "Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the condensed financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the

state of affairs of the Company as at March 31, 2015, and its profit and its cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 24 to the financial statements.
    - ii. The Company has made provisions, as required under the applicable law or accounting standards, for material foreseeable losses on long term contracts. The Company does not have any outstanding derivative contracts as at the year end.
    - iii. As at the year end, there were no amounts that were required to be transferred, to the Investor Education and Protection Fund by the Company.

For **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

**SANJIV V. PILGAONKAR**  
Partner  
(Membership No. 39826)

Mumbai,  
May 08, 2015

## ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

1. In respect of the Company's fixed assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) The Company has a program of verification of fixed assets to cover all the items in a phased manner over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the Management during the year. According to the information and explanations given to us no material discrepancies were noticed on such verification.
2. According to the information and explanations given to us, the Company is engaged in investing activities and therefore does not hold any physical inventories. Accordingly, the provisions of paragraph 3 (ii) of the Order are not applicable to the Company;
3. According to the information and explanations given to us, the Company has granted unsecured loans to a company covered in the Register maintained under Section 189 of the Companies Act, 2013. In respect of such loans:
  - (a) The receipts of principal amounts and interest have been as per stipulations.
  - (b) There are no overdue amounts in excess of ₹ 1 lakh remaining outstanding as at year-end.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business for the purchase of fixed assets and for the sale of services. The nature of the Company's business is such that it does not involve purchase of inventories and sale of goods. During the course of our audit, we have not observed any major weaknesses in such internal control system.
5. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits. Therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
6. In our opinion, the provisions of clause (3)(vi) of the Order are not applicable to the Company as the Company is not engaged in the production of goods or in providing services covered by the Companies (Cost Records and Audit) Rules, 2014.
7. According to the information and explanations given to us, in respect of statutory dues:
  - (a) The Company has been regular in depositing undisputed dues in respect of Provident Fund, Income Tax, Profession Tax, Service Tax and other material statutory dues applicable to it with the appropriate authorities.
  - (b) There were no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues in arrears as at March 31, 2015 for a period of more than six months from the date they became payable.
  - (c) Details of dues of value added tax which have not been deposited as at March 31, 2015 on account of disputes are given below:

Particulars	Period to which the amount relates	Forum where the dispute is pending	Amount
			(₹ lakh)
Value added tax	2008-09 and 2011-12.	Deputy Commissioner	31
	2009-10, 2010-11 and 2011-12	Tribunal	42
	2010-11	Joint Commissioner	31

There were no dues of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise and cess which have not been deposited as on March 31, 2015 on account of disputes.

- (d) There are no amounts payable in respect of Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder.
8. The Company does not have accumulated losses at the end of the financial year and the Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
  9. According to the information and explanations given to us, the Company has neither borrowed any sum from banks or financial institutions nor has it issued any debentures.
  10. In our opinion and according to the information and explanations given to us, and having regard to the extent of equity ownership in those entities, on whose behalf the guarantees were given the terms and conditions of such guarantees given by the Company for loans taken by others from banks and financial institutions are not, *prima facie*, prejudicial to the interests of the Company
  11. According to the information and explanations given to us, the Company has not taken any term loan during the year. Therefore, the provisions of clause 3(xi) of the Order are not applicable to the Company.
  12. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

**SANJIV V. PILGAONKAR**  
Partner  
(Membership No. 39826)

Mumbai,  
May 08, 2015

**BALANCE SHEET AS AT MARCH 31, 2015**

(₹ in lakh)

Particulars	Note No.	As at March 31, 2015	As at March 31, 2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>1. Shareholders' Funds</b>			
(a) Share Capital	3	372,243	351,235
(b) Reserves and Surplus	4	49,687	45,878
		<b>421,930</b>	<b>397,113</b>
<b>2. Share application money pending allotment</b>	38	5,000	604
<b>3. Non-current liabilities</b>			
(a) Other Long term liabilities	5	15,020	15,020
(b) Long-term provisions	6	96	23
		<b>15,116</b>	<b>15,043</b>
<b>4. Current liabilities</b>			
(a) Short-term borrowings	7	91,116	22,140
(b) Trade payables	8	1,865	1,891
(c) Other current liabilities	9	632	5,302
(d) Short-term provisions	10	7,884	6,303
		<b>101,497</b>	<b>35,636</b>
<b>Total</b>		<b>543,543</b>	<b>448,396</b>
<b>II. ASSETS</b>			
<b>1. Non-Current assets</b>			
(a) Fixed Assets	11		
(i) Tangible assets		13,050	13,656
(ii) Capital work-in-progress		1	2
		<b>13,051</b>	13,658
(b) Non-current Investments	12	466,726	403,126
(c) Deferred tax assets	13	189	281
(d) Long-term loans and advances	14	1,987	3,301
(e) Other non-current assets	15	175	292
		<b>482,128</b>	<b>420,658</b>
<b>2. Current assets</b>			
(a) Trade receivables	16	679	1,140
(b) Cash and bank balances	17	12,023	121
(c) Short-term loans and advances	18	37,378	19,198
(d) Other current assets	19	11,335	7,279
		<b>61,415</b>	<b>27,738</b>
<b>Total</b>		<b>543,543</b>	<b>448,396</b>
See accompanying notes forming part of the financial statements	1-40		

In terms of our report attached

For and on behalf of the Board of Directors

 For **Deloitte Haskins & Sells LLP**  
Chartered Accountants

**Ishaat Hussain**  
(Director)

**Janki Ballabh**  
(Director)

**Nalin M. Shah**  
(Director)

**F.N. Subedar**  
(Director)

**Sanjiv V. Pilgaonkar**  
Partner

**Nirmalya Kumar**  
(Director)

**Ritu Anand**  
(Director)

**Praveen P. Kadle**  
(Managing Director & CEO)

**Puneet Sharma**  
(Chief Financial Officer)

**Avan Doomasia**  
(Company Secretary)

 Mumbai  
Date: May 08, 2015



## STATEMENT OF PROFIT AND LOSS for the year ended MARCH 31, 2015

(₹ in lakh)

Particulars	Note No.	For the year ended March 31, 2015	For the year ended March 31, 2014
I Revenue from Operations	20	18,033	13,082
II Other Income	21	6,321	3,636
<b>III Total Revenue (I + II)</b>		<b>24,354</b>	<b>16,718</b>
<b>IV Expenses:</b>			
Finance costs	22	4,089	1,596
Employee benefits expense	23	3,267	3,082
Other operating expenses	24	3,347	2,441
Depreciation		769	659
Amortisation of share issue expenses		379	290
<b>Total Expenses</b>		<b>11,851</b>	<b>8,068</b>
<b>V Profit before tax (III - IV)</b>		<b>12,503</b>	<b>8,650</b>
VI Tax expense:			
(1) Current tax		862	1,084
(2) Deferred tax		92	(190)
<b>Total Tax expense</b>		<b>954</b>	<b>894</b>
<b>VII Profit for the year (V - VI)</b>		<b>11,549</b>	<b>7,756</b>
<b>VIII Earnings per equity share :</b>			
(1) Basic (in ₹)		0.14	0.07
(2) Diluted (in ₹)		0.14	0.07
Face Value per share (Amount in ₹)		10	10
See accompanying notes forming part of the financial statements	1-40		

In terms of our report attached

For and on behalf of the Board of Directors

For **Deloitte Haskins & Sells LLP**  
Chartered Accountants

**Ishaat Hussain**  
(Director)

**Janki Ballabh**  
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(Managing Director & CEO)

**Puneet Sharma**  
(Chief Financial Officer)

**Avan Doomasia**  
(Company Secretary)

Mumbai  
Date: May 08, 2015

**CASH FLOW STATEMENT for the year ended MARCH 31, 2015**

(₹ in lakh)

Particulars	Note No.	For the year ended March 31, 2015	For the year ended March 31, 2014
<b>1. CASH FLOW FROM OPERATING ACTIVITIES</b>			
Profit before tax		12,503	8,650
<b>Adjustments for :</b>			
Dividend Income		(12,901)	(7,682)
Income from Investments		1	–
Interest Income		(4,409)	(1,870)
Interest Expenses		360	549
Discounting charges on Commercial Paper		3,730	1,047
Provision for employee benefits		25	(25)
Provision for rebate on advisory fees		(525)	525
Provision against Standard Assets		93	37
Provision for diminution in value of investments		1,297	–
Amortisation of share issue expenses		379	290
Depreciation		769	659
Income accrued on advisory fees		127	(127)
<b>Operating Profit before working capital changes and adjustments for interest paid, interest received and dividend received</b>		<b>1,449</b>	<b>2,053</b>
<b>Adjustments for :</b>			
(Increase) / Decrease in Trade receivables		461	(697)
Increase in Loans and advances		(16,904)	(15,094)
Decrease in Trade payables		(26)	(1,025)
Increase / (Decrease) in other liabilities and provisions		303	(35)
<b>Cash (used in) operations before adjustments for interest paid, interest received and dividend received</b>		<b>(14,717)</b>	<b>(14,798)</b>
Interest paid		(3,037)	(1,111)
Interest received		4,403	1,872
Dividend received		8,976	5,088
<b>Cash (used in) / from operations</b>		<b>(4,375)</b>	<b>(8,949)</b>
Taxes paid		(953)	(707)
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		<b>(5,328)</b>	<b>(9,656)</b>
<b>2. CASH FLOW FROM INVESTING ACTIVITIES</b>			
Purchase of fixed assets (including capital advances)		(192)	(2,576)
Proceeds from sale of fixed assets		2	7
Investments in group companies		(64,896)	(30,704)
Proceeds from sale of investments		–	2
<b>Net cash used in investing activities</b>		<b>(65,086)</b>	<b>(33,271)</b>
<b>3. CASH FLOW FROM FINANCING ACTIVITIES</b>			
Collection of loan given to employees for ESOP		0*	13
Issue of preference shares		20,499	47,926
Dividend paid on preference shares including dividend distribution tax (net)		(5,783)	(1,130)
Interest expense on share application money		(33)	(121)
Share application money (refunded) / received		(95)	604
Share issue expenses		(299)	(566)
Net proceeds from short-term borrowings		63,027	(3,882)
<b>Net cash from financing activities</b>		<b>77,316</b>	<b>42,844</b>
Net increase / (decrease) in cash and cash equivalents		6,902	(83)
CASH AND CASH EQUIVALENTS AS AT THE BEGINNING OF THE YEAR		121	204
CASH AND CASH EQUIVALENTS AS AT THE END OF THE YEAR	17	7,023	121
<b>Reconciliation of cash and cash equivalents as above with cash and bank balances</b>			
CASH AND CASH EQUIVALENTS AS AT THE END OF THE YEAR		7,023	121
Add: Restricted Cash (Refer Note 17)		5,000	–
CASH AND BANK BALANCE AS AT THE END OF THE YEAR		12,023	121
* Amount less than ₹ 50,000			
See accompanying notes forming part of the financial statements	1-40		

In terms of our report attached

For and on behalf of the Board of Directors

 For Deloitte Haskins & Sells LLP  
Chartered Accountants

 Ishaat Hussain  
(Director)

 Janki Ballabh  
(Director)

 Nalin M. Shah  
(Director)

 F.N. Subedar  
(Director)

 Sanjiv V. Pilgaonkar  
Partner

 Nirmalya Kumar  
(Director)

 Ritu Anand  
(Director)

 Praveen P. Kadle  
(Managing Director & CEO)

 Puneet Sharma  
(Chief Financial Officer)

 Avan Doomasia  
(Company Secretary)

Mumbai

Date: May 08, 2015

## TATA CAPITAL LIMITED

### SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

#### 1. CORPORATE INFORMATION

Tata Capital Limited (the “Company” or “TCL”) is a subsidiary of Tata Sons Limited. In May 2012, TCL was registered with the Reserve Bank of India (“RBI”) as a Core Investment Company (“CIC”).

As a CIC, TCL is primarily a holding company, holding investments in its subsidiaries and other group companies and carries out only such activities as are permitted under the guidelines issued by the RBI for CICs. The Company’s subsidiaries are engaged in a wide array of businesses in the financial services sector.

#### 2. SIGNIFICANT ACCOUNTING POLICIES

##### i. Basis of accounting and preparation of the financial statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 (“the Act”), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

Current assets do not include elements which are not expected to be realised within one year and current liabilities do not include items which are due after one year.

##### ii. Operating Cycle

Based on the nature of products/activities of the company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non current.

##### iii. Use of Estimates

The preparation of the financial statements requires the Management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses for the reporting period. The Management believes that the estimates used in preparation of the financials statements are prudent and reasonable. Future results could differ from these estimates. Any revision to accounting estimates is recognised prospectively in the current and future periods. Estimates include provisions for doubtful debts and advances, employee benefit plans, provision for income taxes and provision for diminution in the value of investments.

##### iv. Revenue recognition

###### a. Income from Current and Long-term Investments

Income from dividend on shares of corporate bodies and units of mutual funds is accounted when the Company’s right to receive dividend is established.

Interest income on bonds and debentures is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

###### b. Income from Services

Fees for financial advisory services are accounted based on stage of completion of assignments, when there is reasonable certainty of its ultimate realisation.

Income from property management is recognised on a straight line basis to the extent that rental income is deemed collectible.

Income from managerial and marketing services is accounted on cost plus markup basis as and when the underlying costs are incurred. Reimbursements of expenses incurred for rendering the services are reduced from such expense heads.

###### c. Income on Inter corporate deposits

Interest income on deposits is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

**v. Provisions for standard assets**

The Company provides an allowance for inter-corporate deposits and debentures based on the prudential norms issued by the RBI relating to income recognition, asset classification and provisioning.

**vi. Investments**

Investments are classified into long-term investments and current investments.

**a. Long-term investments**

Long-term investments are stated at cost. Provision for diminution is made to recognise a diminution, other than temporary, in the value of such investments.

Investments in Subsidiaries are classified as Trade Investments. Long-term investments made by the Company in equity shares, preference shares or debentures in its associates or any other entities primarily intended to fulfill its business objective are also classified as Trade Investments. It is intended to hold these to further the long-term interests of the Company and not for the purpose of frequent selling/trading of these investments.

**b. Current investments**

Current Investments are stated at the lower of cost and the market value, determined on an individual investment basis.

**vii. Fixed Assets****a. Tangible:**

Tangible fixed assets acquired by the Company are reported at acquisition cost, with deductions for accumulated depreciation and impairment losses, if any.

The acquisition value includes the purchase price (excluding refundable taxes) and expenses directly attributable to the asset to bring it to the site and in the working condition for its intended use."

**b. Capital work-in-progress:**

Projects under which tangible fixed assets are not yet ready for their intended use are carried at cost, comprising direct cost (excluding refundable taxes), related incidental expenses and attributable interest.

**viii. Depreciation**

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation on tangible fixed assets is provided using the straight-line method in accordance with the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of Buildings and Vehicles, in whose case the life of the assets has been assessed based on the nature of the asset, the estimated usage of the asset, the operating conditions of the asset and past history of replacement. The following table sets out the Estimated useful lives considered by the Company:

Asset	Estimated useful life
Building	25 years
Computer Equipment	3 years
Furniture and Fixtures	10 years
Office Equipment	5 years
Vehicles	4 years

All capital assets with individual value less than ₹ 5,000 are depreciated fully in the month in which they are purchased.

**ix. Impairment of Assets**

At each Balance Sheet date, the Company reviews whether there is any indication of impairment of assets. If any such condition exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss (if any).

Recoverable amount of the asset is the higher of an asset's net selling price and value in use. In assessing the value in use, the estimated future cash flow expected from continuing use

of the asset and from its disposal is discounted to its present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risk specific to the asset. If the recoverable amount of an asset is estimated to be less than the carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss. After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life. A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased above the lower of recoverable amount and the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

**x. Deferred revenue expenditure**

Share issue expenses are amortised over a period of 36 months from the month in which the Company has incurred the expenditure.

Ancillary costs in the nature of loan processing charges are amortised over the tenor of the loan from the month in which the Company has incurred the expenditure.

**xi. Employee Benefits**

Employee benefits include provident fund, superannuation fund, gratuity fund, compensated absences and long service awards.

**a. Defined-contribution plans**

The eligible employees of the Company are entitled to receive benefits under provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of employees' salary), which is recognised as an expense in the Statement of Profit and Loss in the year in which they occur. The contributions as specified under the law are paid to the provident fund set up as irrevocable trust by the Company. The Company is generally liable for annual contributions and any shortfall in the fund assets based on the government specified minimum rates of return and recognises such contributions and shortfall, if any, as an expense in the year incurred.

The Company's contribution to the superannuation fund is considered as a defined contribution plan and is charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees.

**b. Defined-benefit plans**

For defined benefit plans in the form of gratuity, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each Balance Sheet date. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the year in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

**c. Short-term employee benefits**

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the year in which the employees render the related service.

The cost of short-term compensated absences is accounted as under :

- (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- (b) in case of non-accumulating compensated absences, when the absences occur.

**d. Long-term employee benefits**

Compensated absences which are not expected to occur within twelve months after the end of the year in which the employees render the related service are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date less the fair value of the plan assets out of which the obligations are expected to be settled. Long Term Service Awards are recognised as a liability at the present value of the defined benefit obligation as at the Balance Sheet date.

**e. Employees Share Purchase / Option Scheme**

As per the Guidance Note on Accounting for Employee Share-based Payments issued by the Institute of Chartered Accountants of India, the Company has adopted the intrinsic value method in accounting of the Employee Stock Options offered by the Company.

**f. Share Based Payment Transactions**

The grant date intrinsic value of share based payment options under the Employees' Share Purchase Scheme ("ESPS") granted to employees, determined as the fair value of underlying shares, less the amount which the employee is required to pay at the time of exercise of the option (the exercise price), is recognised as an employee cost with a corresponding increase in equity in the period of the grant as the options granted under Company's ESPS plan vest immediately and it is presumed that consideration for the options have been received.

As the Company has adopted the intrinsic value for accounting the share based payments, there are no adjustments made to the amounts recognised as an expense for differences between the expected and actual outcomes.

On exercise of the stock option, the amount standing to the credit of the relevant equity account is treated as part of the consideration for the shares issued. Where stock options expires unexercised the balance to the credit of the relevant equity account is transferred to the general ledger.

**xii. Provisions, Contingent Liabilities and Contingent Assets**

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding long term employee benefits) are not discounted to their present values and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised but disclosed in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

**xiii. Accounting for Leases**

Leases of assets under which substantially all of the risks and rewards of ownership are effectively retained by the lessor are classified as operating leases. The Company has let out portions of its buildings to its subsidiaries / associates under operating lease arrangements. Income is recognised over the period over which the property is used by the lessee based on the lease terms as the arrangements are cancellable and do not confirm any minimum lease payments or contingent rent payments.

**xiv. Foreign currency transactions and translations****Initial recognition:-**

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the dates of the transactions.

**Measurement at the Balance Sheet date:-**

Foreign currency monetary items (other than derivative contracts), outstanding at the Balance Sheet date are restated at the closing rates. Non-monetary items are carried at historical cost.



**xv. Taxation**

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provision of the Income Tax Act, 1961 and the other applicable tax laws.

Deferred tax corresponds to the net effect of tax on all timing differences, which occur as a result of items being allowed for income tax purposes during a year different from when they were recognised in the financial statements.

Deferred tax is recognised on the timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there are unabsorbed depreciation and carry forward losses and items relating to capital losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

Current and deferred tax relating to items directly recognised in reserves are recognised in reserves and not in the Statement of Profit & Loss.

**xvi. Business segment**

The Company's reportable segments consist of Investments, Advisory Services and Others. Investments consist of corporate investments and treasury activities. Advisory Services consists of Investment management and support services activities and Others include managerial services and property management.

Revenue and expense directly attributable to segments are reported under each reportable segment. All other expenses which are not attributable to the segments have been disclosed as unallocable expenses.

Assets and liabilities that are directly attributable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable.

**xvii. Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

**xviii. Earnings Per Share**

Basic earnings per share is computed by dividing the profit after tax available for equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit after tax available for equity shareholders as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the year, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each year presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

**NOTES TO AND FORMING PART OF THE BALANCE SHEET  
AS AT MARCH 31, 2015**

**NOTE "3"**

(₹ in lakh)

SHARE CAPITAL	As at March 31, 2015	As at March 31, 2014
<b>AUTHORISED</b>		
4,750,000,000 (as at March 31, 2014: 4,750,000,000 shares) Equity shares of ₹ 10 each	<b>475,000</b>	475,000
32,500,000 (as at March 31, 2014: 32,500,000 shares) Preference shares of ₹ 1,000 each	<b>325,000</b>	325,000
<b>ISSUED</b>		
2,826,092,570 (as at March 31, 2014: 2,826,092,570 shares) Equity shares of ₹ 10 each	<b>282,609</b>	282,609
12,121,215 (as at March 31, 2014: 7,570,424 shares) Preference shares of ₹ 1,000 each	<b>121,212</b>	75,704
<b>SUBSCRIBED</b>		
2,826,018,170 (as at March 31, 2014: 2,826,018,170 shares) Equity shares of ₹ 10 each	<b>282,602</b>	282,602
8,964,467 (as at March 31, 2014: 6,863,676 shares) Preference shares of ₹ 1,000 each	<b>89,645</b>	68,637
<b>PAID UP</b>		
2,826,018,170 (as at March 31, 2014: 2,826,018,170 shares) Equity shares of ₹ 10 each fully paid up	<b>282,602</b>	282,602
Less: Loan given to TCL Employees Welfare Trust	<b>(3)</b>	(3)
Less: Loans to Employees	<b>(1)</b>	(1)
8,964,467 (as at March 31, 2014: 6,863,676 shares) Preference shares of ₹ 1,000 each fully paid up	<b>89,645</b>	68,637
<b>Total</b>	<b>372,243</b>	<b>351,235</b>

**NOTES TO AND FORMING PART OF THE BALANCE SHEET  
AS AT MARCH 31, 2015**

**NOTE “3” (Continued)**

<b>3 (a) Reconciliation of number of shares outstanding</b>	<b>No. of shares</b>	<b>₹ in Lakh</b>
<b>Opening Share Capital as on April 1, 2013</b>		
Equity Shares Face Value ₹ 10 fully paid up	<b>2,826,018,170</b>	282,602
Cumulative Redeemable Preference Shares Face Value ₹ 1,000 fully paid up	<b>2,071,066</b>	20,711
<b>Additions during the year</b>		
Equity Share Capital	–	–
Preference Share Capital		
– Privately placed	<b>4,792,610</b>	47,926
<b>Closing Share Capital as on March 31, 2014</b>		
Equity Shares Face Value ₹ 10 fully paid up	<b>2,826,018,170</b>	282,602
Preference Shares Face Value ₹ 1,000 fully paid up	<b>6,863,676</b>	68,637
<b>Additions during the year</b>		
Equity Share Capital	–	–
Preference Share Capital		
– Privately placed	<b>2,100,791</b>	21,008
<b>Closing Share Capital as on March 31, 2015</b>		
Equity Shares Face Value ₹ 10 fully paid up	<b>2,826,018,170</b>	282,602
Preference Shares Face Value ₹ 1,000 fully paid up	<b>8,964,467</b>	89,645

**3 (b) Rights, preferences and restrictions attached to Equity Shares**

The Company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders at the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**NOTES TO AND FORMING PART OF THE BALANCE SHEET  
AS AT MARCH 31, 2015**

## NOTE "3" (Continued)

## 3 (c) Investment by Tata Sons Limited (the Holding Company) and its Subsidiaries/Associates/JVs.

Name of company	Particulars of issue	No. of equity shares	₹ in Lakh
Tata Sons Limited (the Holding Company)	Opening Balance as on April 1, 2013	2,551,433,946	255,143
	add: Purchased	—	—
	Closing Balance as on March 31, 2014	2,551,433,946	255,143
	add: Purchased	—	—
	<b>Closing Balance as on March 31, 2015</b>	<b>2,551,433,946</b>	<b>255,143</b>
Tata Investment Corporation Limited (Subsidiary of Tata Sons Limited)	Opening Balance as on April 1, 2013	77,196,591	7,719
	add: Purchased	—	—
	Closing Balance as on March 31, 2014	77,196,591	7,719
	add: Purchased	—	—
	<b>Closing Balance as on March 31, 2015</b>	<b>77,196,591</b>	<b>7,719</b>
Tata Industries Limited (Subsidiary of Tata Sons Limited)	Opening Balance as on April 1, 2013	2,272,346	227
	add: Purchased	—	—
	Closing Balance as on March 31, 2014	2,272,346	227
	add: Purchased	—	—
	<b>Closing Balance as on March 31, 2015</b>	<b>2,272,346</b>	<b>227</b>
Tata International Limited (Subsidiary of Tata Sons Limited)	Opening Balance as on April 1, 2013	790,592	79
	add: Purchased	—	—
	Closing Balance as on March 31, 2014	790,592	79
	add: Purchased	—	—
	<b>Closing Balance as on March 31, 2015</b>	<b>790,592</b>	<b>79</b>
Tata Motors Limited (Associate of Tata Sons Limited)	Opening Balance as on April 1, 2013	4,326,651	433
	add: Purchased	—	—
	Closing Balance as on March 31, 2014	4,326,651	433
	add: Purchased	—	—
	<b>Closing Balance as on March 31, 2015</b>	<b>4,326,651</b>	<b>433</b>
Tata Chemicals Limited (Associate of Tata Sons Limited)	Opening Balance as on April 1, 2013	3,230,859	323
	add: Purchased	—	—
	Closing Balance as on March 31, 2014	3,230,859	323
	add: Purchased	—	—
	<b>Closing Balance as on March 31, 2015</b>	<b>3,230,859</b>	<b>323</b>
Tata Global Beverages Limited (Associate of Tata Sons Limited)	Opening Balance as on April 1, 2013	613,598	61
	add: Purchased	—	—
	Closing Balance as on March 31, 2014	613,598	61
	add: Purchased	—	—
	<b>Closing Balance as on March 31, 2015</b>	<b>613,598</b>	<b>61</b>

**NOTES TO AND FORMING PART OF THE BALANCE SHEET  
AS AT MARCH 31, 2015**

**NOTE “3” (Continued)**

**3 (d) List of Shareholders holding more than 5% Equity Shares as at**

Name of Shareholder	March 31, 2015		March 31, 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Tata Sons Limited	2,551,433,946	90.28%	2,551,433,946	90.28%

**3 (e) Rights, preferences and restrictions attached to Preference Shares**

The Company has issued Cumulative Redeemable Preference Shares (“CRPS”) of face value ₹ 1,000/- each, in tranches, having terms of issuance disclosed herein below. The CRPS holders have a right to receive dividend, prior to the Equity Shareholders. The dividend proposed by the Board of Directors on the CRPS is subject to the approval of the shareholders at the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the Preference Shareholders are eligible to receive the remaining assets of the Company before distribution to the Equity Shareholders, in proportion to their shareholding.

Particulars	Tranche	No. of Shares	Allotment Date	Redemption Date	Early Redemption Date *
12.5% Cumulative Redeemable Preference Shares of ₹ 1,000 each issued at Premium of ₹ 500 per share and redeemable at a premium of ₹ 500 per share.	A	984,078	August 10, 2012	August 9, 2019	N/A
	B	411,614	October 22, 2012	October 21, 2019	N/A
	C	166,666	December 10, 2012	December 9, 2019	N/A
	D	104,308	January 21, 2013	January 20, 2020	N/A
	E	200,000	February 27, 2013	February 26, 2020	N/A
	F	204,400	March 28, 2013	March 27, 2020	N/A
8.33% Cumulative Redeemable Preference Shares of ₹ 1,000 each	G	899,000	June 6, 2013	June 5, 2020	September 30, 2017
	H	2,500,000	May 22, 2013	May 21, 2020	September 30, 2017
	I	996,050	July 9, 2013	July 8, 2020	September 30, 2017
	J	369,660	September 5, 2013	September 4, 2020	September 30, 2017
	K	27,900	November 7, 2013	November 6, 2020	March 31, 2018
	L	50,900	April 1, 2014	March 31, 2021	March 31, 2018
	M	2,049,891	August 19, 2014	August 18, 2021	September 30, 2018

\* For 8.33% Cumulative Redeemable Preference Shares of ₹ 1,000 each, the CRPS holder has a Put Option and the Company has a Call Option to seek early redemption of the CRPS by the dates as specified.

**3 (f) List of Shareholders holding more than 5% Preference Shares as at**

Name of Shareholder	March 31, 2015		March 31, 2014 *	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Shree Cement Limited	1,000,000	11.16%	–	0.00%

\* No shareholder was holding more than 5% of the total Preference Share Capital of the Company as on March 31, 2014.

**3 (g) Details of Shares allotted as fully paid up without payment being received in cash during preceding five years.**

Particulars	Financial Year (Aggregate No. of Shares)				
	2014-15	2013-14	2012-13	2011-12	2010-11
<b>Equity Shares:</b>					
Fully paid up shares issued pursuant to conversion of Preference Shares	NIL	NIL	NIL	NIL	317,587,500

**NOTES TO AND FORMING PART OF THE BALANCE SHEET  
AS AT MARCH 31, 2015**

NOTE "4"

(₹ in lakh)

RESERVES AND SURPLUS	As at March 31, 2015		As at March 31, 2014	
<b>(a) Capital Redemption Reserve</b>				
Opening Balance		575		575
<b>Closing Balance</b>		<b>575</b>		<b>575</b>
<b>(b) Securities Premium Account</b>				
Opening Balance		28,767		28,765
Add: Securities Premium on Issue of Equity Shares		-		2
<b>Closing Balance</b>		<b>28,767</b>		<b>28,767</b>
<b>(c) Special Reserve Account/Statutory Reserve</b>				
Opening Balance		6,869		5,318
Add: Transfer from Surplus in the Statement of Profit and Loss		2,310		1,551
<b>Closing Balance</b>		<b>9,179</b>		<b>6,869</b>
<b>(d) Surplus in Statement of Profit and Loss</b>				
Opening Balance		9,667		9,245
Less: Depreciation on transition of Schedule II of Companies Act, 2013 on tangible fixed assets with nil remaining useful life (Refer Note 37)		64		-
Add: Profit for the year		11,549		7,756
<b>Profit available for Appropriations</b>		<b>21,152</b>		<b>17,001</b>
Less : Appropriations				
Transfer to Special Reserve Account	2,310		1,551	
Dividend on preference shares including dividend distribution tax (net)	7,676	9,986	5,783	7,334
<b>Closing Balance</b>		<b>11,166</b>		<b>9,667</b>
<b>TOTAL</b>		<b>49,687</b>		<b>45,878</b>



**NOTES TO AND FORMING PART OF THE BALANCE SHEET  
AS AT MARCH 31, 2015**

**NOTE “5”**

(₹ in lakh)

<b>OTHER LONG-TERM LIABILITIES</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
(a) Premium on redemption payable to preference shareholders	10,355	10,355
(b) Security deposits	4,665	4,665
<b>Total</b>	<b>15,020</b>	<b>15,020</b>

**NOTE “6”**

(₹ in lakh)

<b>LONG-TERM PROVISIONS</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
(a) Provision for employee benefits	37	11
(b) Contingent Provision against Standard Assets [Refer Note 25 (i)]	59	12
<b>Total</b>	<b>96</b>	<b>23</b>

**NOTE “7”**

(₹ in lakh)

<b>SHORT-TERM BORROWINGS</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
(a) Other loans and advances (unsecured) Commercial Papers [Net of unamortised discount of ₹ 1,834 Lakh (as at March 31, 2014 : ₹ 360 Lakh)]	91,116	22,140
<b>Total</b>	<b>91,116</b>	<b>22,140</b>

**NOTE “8”**

(₹ in lakh)

<b>TRADE PAYABLES</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
(a) Accrued employee benefit expenses	743	1,144
(b) Accrued expenses	1,053	744
(c) Payable to subsidiaries	67	–
(d) Others	2	3
<b>Total</b>	<b>1,865</b>	<b>1,891</b>

**Note:** The information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. The amount of principal and interest outstanding during the year is given below :

**NOTES TO AND FORMING PART OF THE BALANCE SHEET  
AS AT MARCH 31, 2015**

(₹ in lakh)

	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
(a) Amounts outstanding but not due as at year end	-	-
(b) Amounts due but unpaid as at year end	-	-
(c) Amounts paid after appointed date during the year	-	-
(d) Amount of interest accrued and unpaid as at year end	-	-
(e) The amount of further interest due and payable even in the succeeding year	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**NOTE "9"**

(₹ in lakh)

<b>OTHER CURRENT LIABILITIES</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
(a) Current maturities of long-term debt (unsecured) – Inter corporate deposit	-	4,500
(b) Interest accrued but not due	1	431
(c) Income received in advance	582	221
(d) Statutory dues	10	112
(e) Security deposits	1	-
(f) Other payables	38	38
<b>Total</b>	<b>632</b>	<b>5,302</b>

**NOTE "10"**

(₹ in lakh)

<b>SHORT-TERM PROVISIONS</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
(a) Provision for employee benefits	115	75
(b) Contingent Provisions against Standard Assets [Refer Note 25 (i)]	93	47
(c) Proposed dividend on preference shares	7,676	5,783
(d) Other provisions [Refer Note 25 (ii)] *	-	398
<b>Total</b>	<b>7,884</b>	<b>6,303</b>

\* In the previous year, other provisions of ₹ 398 lakh is towards rebate on Advisory Fees from a fund which is managed by the Company.

**NOTES TO AND FORMING PART OF THE BALANCE SHEET  
AS AT MARCH 31, 2015**

**NOTE "11" : FIXED ASSETS**

(₹ in lakh)

Particulars	Gross Block				Accumulated depreciation					Net Carrying Amount As at March 31, 2015
	Opening balance as at	Additions	Deletions	Closing balance as at	Opening balance as at	Depreciation for the year	Deletions	Other Adjustments	Closing balance as at	
	April 1, 2014			March 31, 2015	April 1, 2014				March 31, 2015	
<b>Tangible Assets</b>										
Buildings - (Refer Footnote 2)	10,750	-	-	10,750	651	430	-	-	1,081	9,669
	<i>10,750</i>	-	-	<i>10,750</i>	<i>221</i>	<i>430</i>	-	-	<i>651</i>	<i>10,099</i>
Buildings - Given on operating lease	2,539	-	-	2,539	62	102	-	-	164	2,375
	-	2,539	-	2,539	-	62	-	-	62	2,477
Computer Equipment	8	5	-	13	6	3	-	-	9	4
	<i>4</i>	<i>4</i>	-	<i>8</i>	<i>4</i>	<i>2</i>	-	-	<i>6</i>	<i>2</i>
Furniture & Fixtures	657	172	-	829	91	88	-	-	179	650
	<i>617</i>	<i>40</i>	-	<i>657</i>	<i>25</i>	<i>66</i>	-	-	<i>91</i>	<i>566</i>
Office Equipment	501	16	-	517	84	107	-	64	255	262
	<i>471</i>	<i>30</i>	-	<i>501</i>	<i>23</i>	<i>61</i>	-	-	<i>84</i>	<i>417</i>
Vehicles	161	36	(24)	173	66	39	(22)	-	83	90
	<i>127</i>	<i>47</i>	<i>(13)</i>	<i>161</i>	<i>34</i>	<i>38</i>	<i>(6)</i>	-	<i>66</i>	<i>95</i>
<b>TANGIBLE FIXED ASSETS - TOTAL</b>	<b>14,616</b>	<b>229</b>	<b>(24)</b>	<b>14,821</b>	<b>960</b>	<b>769</b>	<b>(22)</b>	<b>64</b>	<b>1,771</b>	<b>13,050</b>
	<i>11,969</i>	<i>2,660</i>	<i>(13)</i>	<i>14,616</i>	<i>307</i>	<i>659</i>	<i>(6)</i>	-	<i>960</i>	<i>13,656</i>
Capital work-in-progress										1
										2
<b>TOTAL</b>										<b>13,051</b>
										<i>13,658</i>

**Footnotes: -**

- 1) Previous year figures are given in Italics
- 2) Portion of the Company's building have been let out to its subsidiaries / associates, under operating lease arrangements. These arrangements are cancellable and do not contain any minimum lease or contingency lease rentals.

**NOTES TO AND FORMING PART OF THE BALANCE SHEET  
AS AT MARCH 31, 2015**

**NOTE "12" : NON - CURRENT INVESTMENTS**

**Script-wise details of Investments as on March 31, 2015**

Particulars	Face value Per Unit ₹	As at March 31, 2015		As at March 31, 2014	
		No. of Units	₹ In lakh	No. of Units	₹ In lakh
<b>INVESTMENT IN SUBSIDIARIES</b>					
<b>Unquoted :</b>					
<b>Investment in Equity Shares (Trade)</b>			<b>339,257</b>		<b>320,615</b>
Tata Capital Financial Services Limited	10	1,297,549,994	259,255	1,297,550,000	259,255
Tata Capital Housing Finance Limited	10	253,333,332	27,600	253,333,332	27,600
Tata Securities Limited	10	3,829,418	11,312	3,829,418	11,312
Tata Capital Pte Limited	SGD 1	32,282,000	10,807	32,282,000	10,807
Tata Cleantech Capital Limited	10	232,718,176	24,955	64,400,000	6,440
TC Travel and Services Limited	10	25,000,000	2,500	25,000,000	2,500
Tata Capital Forex Limited	10	10,433,969	2,116	10,433,969	2,116
India Collections Management Limited	10	7,500,000	657	6,075,000	530
Tata Infrastructure Capital Limited	10	549,994	55	549,994	55
<b>Investment in Preference Shares (Trade)</b>			<b>42,900</b>		<b>26,900</b>
Tata Capital Housing Finance Limited	10	414,000,000	41,400	254,000,000	25,400
Tata Securities Limited	10	15,000,000	1,500	15,000,000	1,500
<b>Investment in Debentures (Trade)</b>			<b>23,300</b>		<b>3,300</b>
Tata Capital Housing Finance Limited	1000000	330	3,300	330	3,300
Tata Capital Financial Services Limited	1000000	2,000	20,000	–	–
<b>Investment in Venture Capital Units</b>			<b>16,809</b>		<b>13,205</b>
Tata Capital Growth Fund		–	16,809	–	13,205
<b>INVESTMENTS IN ASSOCIATES / JOINT VENTURE</b>					
<b>Unquoted :</b>					
<b>Investment in Equity Shares</b>			<b>19,599</b>		<b>19,600</b>
Tata Autocomp Systems Limited	10	48,307,333	18,528	48,307,333	18,528
e-Nxt Financials Limited (Trade) (Refer Note 39)	10	1,500,000	1,022	1,500,000	1,022
Nectar Loyalty Management India Limited (Joint Venture) (Trade)	10	490,000	49	490,000	49
Hemisphere Properties India Limited	10	–	–	12,220	1
<b>Investment in Preference shares</b>			<b>1,500</b>		<b>1,500</b>
8% e-Nxt Financials Limited Cumulative Redeemable Preference Shares (Trade) (Refer Note 39)	10	15,000,000	1,500	15,000,000	1,500
<b>Investment in Debentures</b>			<b>1,248</b>		<b>1,248</b>
Nectar Loyalty Management India Limited (Joint Venture) (Trade)	10	12,480,000	1,248	12,480,000	1,248
<b>Investment in Venture Capital Units</b>			<b>16,178</b>		<b>12,632</b>
Tata Capital Special Situation Fund		–	7,306	–	5,099
Tata Capital Healthcare Fund I		–	4,931	–	4,462
Tata Capital Innovation Fund		–	3,941	–	3,071
<b>INVESTMENT IN OTHERS</b>					
<b>Investments in Equity Shares (Non Trade)</b>					
<b>Quoted</b>			<b>109</b>		<b>109</b>
Tata Steel Limited	10	13,500	100	13,500	100
The Indian Hotels Company Limited	10	12,000	9	12,000	9
Tata Consultancy Services Limited	2	200	0	200	0
<b>Unquoted</b>			<b>7,122</b>		<b>4,017</b>
Tata Sky Limited	10	10,072,871	5,242	4,748,338	2,137
Roots Corporation Limited	90	2,089,269	1,880	2,089,269	1,880
<b>Investments in Debentures (Non Trade)</b>					
<b>Unquoted</b>			<b>1</b>		<b>–</b>
The Indian Hotels Company Limited	55	2,700	1	–	–
<b>Less: Provision for diminution in value of investments</b>			<b>(1,297)</b>		<b>–</b>
<b>Total Non-Current Investments</b>			<b>466,726</b>		<b>403,126</b>
Book value of Quoted investments			<b>109</b>		<b>109</b>
Market value of Quoted investments			<b>65</b>		<b>66</b>
Book value of Unquoted investments			<b>466,617</b>		<b>403,017</b>

**NOTES TO AND FORMING PART OF THE BALANCE SHEET  
AS AT MARCH 31, 2015**

**NOTE “13”**

(₹ in lakh)

<b>DEFERRED TAX ASSETS</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
(a) Employee benefits	40	53
(b) Timing difference in respect of depreciation on fixed assets	96	29
(c) Contingency provision of standard assets	53	21
(d) Provision for rebate on advisory fees	–	178
<b>Total</b>	<b>189</b>	<b>281</b>

**NOTE “14”**

(₹ in lakh)

<b>LONG-TERM LOANS AND ADVANCES (UNSECURED, CONSIDERED GOOD)</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
(a) Capital advances	–	41
(b) Security deposits	284	371
(c) Inter corporate deposits to related parties	400	1,655
(d) Others		
(i) Prepaid expenses	116	138
(ii) Advance payment of income tax, net of provision	1,187	1,078
(iii) MAT credit entitlement	–	18
<b>Total</b>	<b>1,987</b>	<b>3,301</b>

**NOTE “15”**

(₹ in lakh)

<b>OTHER NON-CURRENT ASSETS</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
(a) Deferred revenue expenditure [Refer Note 19(a)]	175	292
<b>Total</b>	<b>175</b>	<b>292</b>

**NOTES TO AND FORMING PART OF THE BALANCE SHEET  
AS AT MARCH 31, 2015**

**NOTE "16"**

(₹ in lakh)

<b>TRADE RECEIVABLES</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
(a) Over six months (from the due date for payment) - Unsecured, considered good	200	264
(b) Others - Unsecured, considered good	479	876
<b>Total</b>	<b>679</b>	<b>1,140</b>

**NOTE "17"**

(₹ in lakh)

<b>CASH AND BANK BALANCES</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
<b>Cash and cash equivalents</b>		
(a) Balances with banks in current account	6,901	121
(b) Cheques on hand	122	-
<b>Other bank balances</b>		
(a) In earmarked accounts		
– Share application money received for allotment of securities (Refer Note 38)	5,000	-
<b>Total</b>	<b>12,023</b>	<b>121</b>

**Footnote: -**

Of the above, the balances that meet the definition of Cash and Cash Equivalents as per AS 3 (Cash Flow Statements) is ₹ 7,023 Lakh (Previous year ₹ 121 Lakh)

**NOTE "18"**

(₹ in lakh)

<b>SHORT-TERM LOANS AND ADVANCES (UNSECURED, CONSIDERED GOOD)</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
(a) Loans and advances to related parties	175	238
(b) Security deposits	4	-
(c) Inter-corporate deposits to related parties	37,110	18,773
(d) Others		
(i) Advances to vendors	19	16
(ii) Other advances	21	16
(iii) Prepaid expenses	46	153
(iv) Balances with government authorities	3	2
<b>Total</b>	<b>37,378</b>	<b>19,198</b>



**NOTES TO AND FORMING PART OF THE BALANCE SHEET  
AS AT MARCH 31, 2015**

**NOTE “19”**

(₹ in lakh)

<b>OTHER CURRENT ASSETS</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
(a) Deferred revenue expenditure [Refer Note 19(a)]	353	316
(b) Interest accrued but not due on deposits / investments	211	205
(c) Assets held for sale *	223	223
(d) Dividend receivable from subsidiaries	10,412	6,488
(e) Accrued rental income	136	47
<b>Total</b>	<b>11,335</b>	<b>7,279</b>

\* The Company has repossessed land and building of ₹ 223 lakh on behalf of its subsidiary Tata Capital Financial Services Limited in settlement of its loan outstanding, the Company has created a payable for the same.

**NOTE “19(a)” DEFERRED REVENUE EXPENDITURE**

(₹ in lakh)

<b>Particulars</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
(a) Unamortised share issue expenses		
Opening Balance	608	328
Add: expenses incurred during the year	299	566
Less: written off during the year	379	286
Closing Balance	528	608
(b) Unamortised loan processing charges		
Opening Balance	-	4
Add: expenses incurred during the year	-	-
Less: written off during the year	-	4
Closing Balance	-	-
<b>Total</b>	<b>528</b>	<b>608</b>

(₹ in lakh)

<b>Particulars</b>	<b>As at March 31, 2015</b>		<b>As at March 31, 2014</b>	
	<b>Non-Current</b>	<b>Current</b>	<b>Non-Current</b>	<b>Current</b>
(a) Unamortised share issue expenses	175	353	292	316
<b>Total</b>	<b>175</b>	<b>353</b>	<b>292</b>	<b>316</b>
<b>Grand Total</b>		<b>528</b>		<b>608</b>

**NOTES TO AND FORMING PART OF THE STATEMENT OF  
PROFIT AND LOSS For the year ended MARCH 31, 2015**

**NOTE "20"**

(₹ in lakh)

<b>REVENUE FROM OPERATIONS</b>	<b>For the year ended March 31, 2015</b>	<b>For the year ended March 31, 2014</b>
(a) Dividend from Non-Current Investments *	12,901	7,682
(b) Income from advisory services **	5,132	5,400
<b>Total</b>	<b>18,033</b>	<b>13,082</b>

\* Includes dividend income from subsidiaries ₹ 11,934 lakh (Previous Year ₹ 6,715 lakh)

\*\* Includes income in foreign currency ₹ 2,857 lakh (Previous Year ₹ 2,953 lakh)

**NOTE "21"**

(₹ in lakh)

<b>OTHER INCOME</b>	<b>For the year ended March 31, 2015</b>	<b>For the year ended March 31, 2014</b>
(a) Income from managerial services	748	844
(b) Interest on Non-Current Investments	343	338
(c) Interest on others	4,065	1,532
(d) Income from property management	1,162	921
(e) Miscellaneous income	3	1
<b>Total</b>	<b>6,321</b>	<b>3,636</b>

**NOTE "22"**

(₹ in lakh)

<b>FINANCE COSTS</b>	<b>For the year ended March 31, 2015</b>	<b>For the year ended March 31, 2014</b>
(a) Interest expense on share application money	33	121
(b) Interest expense on inter corporate deposit	326	428
(c) Discounting charges on commercial paper	3,730	1,047
<b>Total</b>	<b>4,089</b>	<b>1,596</b>

**NOTE "23"**

(₹ in lakh)

<b>EMPLOYEE BENEFITS EXPENSE</b>	<b>For the year ended March 31, 2015</b>	<b>For the year ended March 31, 2014</b>
(a) Salaries, wages and bonus	2,918	2,869
(b) Contribution to provident and other funds [Refer Note 28]	307	167
(c) Staff welfare expenses	42	46
<b>Total</b>	<b>3,267</b>	<b>3,082</b>

**NOTES TO AND FORMING PART OF THE STATEMENT OF  
PROFIT AND LOSS For the year ended MARCH 31, 2015**

**NOTE “24”**

(₹ in lakh)

<b>OTHER OPERATING EXPENSES</b>	<b>For the year ended March 31, 2015</b>	<b>For the year ended March 31, 2014</b>
(a) Advertisements and publicity	66	12
(b) Directors fees	20	15
(c) Incentive, commission and brokerage	2	2
(d) Insurance	14	15
(e) Legal and professional fees	830	877
(f) Membership and subscription	57	113
(g) Printing and stationery	22	15
(h) Rent	104	236
(i) Repairs to Buildings	141	69
(j) Telephone, telex and leased line	31	44
(k) Travelling and conveyance	439	330
(l) Provision for rebate on advisory fees	(525)	525
(m) Contingent Provisions against Standard Assets	93	37
(n) Provision for diminution in value of investments	1,297	–
(o) Rebate on advisory fees	526	–
(p) Repairs and Maintenance	10	9
(q) Others	220	142
<b>Total</b>	<b>3,347</b>	<b>2,441</b>

**NOTE “24 (a)”**

(₹ in lakh)

<b>AUDITOR’S REMUNERATION (excl. Service Tax)</b>	<b>For the year ended March 31, 2015</b>	<b>For the year ended March 31, 2014</b>
(a) Audit fees	13	13
(b) Tax Audit fees	2	2
(c) Other services	1	1

(Auditor’s Remuneration is included in Other expenses)

**NOTE “24 (b)”**

(₹ in lakh)

<b>EXPENDITURE IN FOREIGN CURRENCY</b>	<b>For the year ended March 31, 2015</b>	<b>For the year ended March 31, 2014</b>
(a) Membership and subscription	12	59
(b) Legal and professional fees	3	10
(c) Advertisements and publicity	–	11
(d) Travelling and conveyance	49	40
(e) Training expenses	–	10
<b>Total</b>	<b>64</b>	<b>130</b>

**NOTES TO AND FORMING PART OF THE STATEMENT OF  
PROFIT AND LOSS For the year ended MARCH 31, 2015**

**NOTE "25" : PROVISIONS AND CONTINGENT LIABILITIES:**

i. Movement in Contingent Provisions against Standard Assets during the year is as under:

(₹ in lakh)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
<b>Opening Balance</b>	<b>59</b>	<b>22</b>
Additions during the year	93	37
Utilised during the year	-	-
<b>Closing Balance</b>	<b>152</b>	<b>59</b>

ii. Movement in Other Provisions during the year is as under:

(₹ in lakh)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
<b>Opening Balance</b>	<b>398</b>	<b>-</b>
Additions during the year	-	525
Utilised during the year	398	127
<b>Closing Balance</b>	<b>-</b>	<b>398</b>

iii. Claims not acknowledged by the Company relating to cases contested by the Company and which are not likely to be devolved on the Company relating to the following areas :

(₹ in lakh)

Particulars	As at March 31, 2015	As at March 31, 2014
Income Tax (Pending before Appellate authorities)	6,686	6,690
VAT (Pending before Sales Tax Appellate Authorities)	182	167
<b>Total</b>	<b>6,868</b>	<b>6,857</b>

**NOTE "26" : COMMITMENTS :**

- i. Commitment to invest in Tata Capital Special Situation Fund amounting to ₹ 194 lakh (as at March 31, 2014 : ₹ 2,401 lakh)
- ii. Commitment to invest in Tata Capital Healthcare Fund amounting to ₹ 5,074 lakh (as at March 31, 2014 : ₹ 5,543 lakh)
- iii. Commitment to invest in Tata Capital Growth Fund amounting to ₹ 8,191 lakh (as at March 31, 2014 : ₹ 11,795 lakh)
- iv. Commitment to invest in Tata Capital Innovation Fund amounting to ₹ 3,834 lakh (as at March 31, 2014 : ₹ 4,704 lakh)
- v. Commitment to co-invest with Omega TC Holdings Pte. Ltd ₹ 18,114 lakh (USD 29.02 Million) (as at March 31, 2014 : ₹ 23,073 lakh (USD 38.61 Million))
- vi. Guarantees issued to National Housing Bank on behalf of Tata Capital Housing Finance Limited ₹ 120,000 lakh (As at March 31, 2014 ₹ 50,000 lakh) of which an amount of ₹ 104,235 lakh has been utilised by Tata Capital Housing Finance Limited to borrow from the National Housing Bank.
- vii. The Company has undertaken to provide continued financial support to its Associate e-Nxt Financials Limited (Refer Note 39).

**NOTE “27” : EMPLOYEE STOCK PURCHASE / OPTION SCHEME :**

In March 2010, the Company at its extra-ordinary general meeting approved the “Tata Capital Limited Employee Stock Purchase/Option Scheme” (the “ESOP Scheme”). Pursuant to this scheme, a Trust under the name of “TCL Employee Welfare Trust” has been constituted to administer the ESOP scheme.

The Company has issued 63,400,000 Equity Shares of ₹ 10 each at a premium of ₹ 2 per share in FY 2009-10 and 6,834,526 Equity Shares of ₹ 10 each at a premium of ₹ 10 per share in FY 2012-13 to the Trust. The Trust transfers shares to the employees of the Company & its subsidiaries under the ESOP scheme.

The Company had provided finance of ₹ 6,904 lakh in the FY 2009-10 to the Trust to enable it to finance the Company’s shares subscribed for by it. The outstanding balance of loan to the Trust / Employees is ₹ 4 lakh (Previous Year : ₹ 4 lakh).

Based on the guidance note on “Employee Share - Based Payments” issued by Institute of Chartered Accountants of India, the Company has adopted the intrinsic method of accounting for ESOP.

During the year 378,880 Equity Shares (Previous Year: 597,084) were allotted to the employees of Company and its subsidiaries.

The following is the disclosure as required under the guidance note on “Employee Share - Based Payments” issued by Institute of Chartered Accountants of India.

Sr. No.	Description	Name of scheme	
1	Method used for accounting of the employee share-based payment plans	Intrinsic value method	
2	If Intrinsic value method is used, impact for the accounting year had the fair value method been used on the following - Net Income as reported (₹ in lakh) Add: Intrinsic Value Compensation Cost Less: Fair Value Compensation Cost (₹ in lakh) Adjusted Proforma Income (₹ in lakh)  Basic EPS - As Reported Basic EPS - Adjusted Proforma  Diluted EPS - As Reported Diluted EPS - Adjusted Proforma	11,549 — 178 11,371  0.14 0.14  0.14 0.14	
3	Description of each type of employee share-based payment plan that existed at any time during the year including the following - Total number of options under the plan vesting requirements Maximum term of options granted (In Years) Method of settlement	100% immediate vesting 1 Equity Settled	
4	Number and weighted average exercise prices of stock options for each of the following groups of options -  — Outstanding at the beginning of the year — Granted during the year — Forfeited during the year — Exercised during the year — Outstanding at the end of the year and — Exercisable at the end of the year	<b>Number of options</b>	<b>Weighted Average Exercise Price (₹ )</b>
		7,530,068	22.37
		—	—
		2,170,694	24.57
		378,880	20.86
		4,980,494	21.52
		3,232,450	19.64

Sr. No.	Description	Name of scheme	
5	Number of options vested	-	
6	Total number of shares arising as a result of exercise	378,880	
7	Money realised by exercise of options ( ₹ )	7,904,283	
8	Employee wise details of options granted to - - Senior management personnel - Employees holding 5% or more of the total number of warrants/options granted during the year - Identified employees who were granted warrant/option, during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants / options and conversions) of the Company at the time of grant.	-	
9	For stock options exercised during the year the weighted average share price at the date of exercise. If options were exercised on a regular basis throughout the year, the weighted average share price during the year. ( ₹ )	₹ 26.65	
10	For stock options outstanding at the end of the year, the range of exercise prices and weighted average remaining contractual life (vesting year + exercise year). If the range of the exercise prices is wide, the outstanding options should be divided into ranges that are meaningful for assessing the number and timing of additional shares that may be issued and cash that may be received upon exercise of those options.	<b>Range of exercise Prices ( ₹ )</b>  25.00	<b>Weighted Average Contractual Life (Years)</b>  1.33
11	For stock options granted during the year, the weighted average fair value of those options at the grant date and information on how the fair value was measured including the following - - Option pricing model used - Inputs to that model including - weighted average share price ( ₹ ) exercise price ( ₹ ) expected volatility option life (comprising vesting period + exercise period) expected dividends risk-free interest rate  Any other inputs to the model including the method used and the assumptions made to incorporate the effects of expected early exercise. - Determination of expected volatility, including explanation to the extent expected volatility was based on historical volatility. - Any other features of the option grant were incorporated into the measurement of the fair value, such as market conditions.	Black Scholes  25 25 0.34% 1.42 years 0.00% 8.00%	NA  NA



Sr. No.	Description	Name of scheme
12	For other instruments granted during the year (I.e., other than stock options) <ul style="list-style-type: none"> <li>– Number and weighted average fair value of those instruments at the grant date</li> <li>– Fair Value determination in case -               <ul style="list-style-type: none"> <li>(a) fair value not measured on the basis of an observable market price</li> <li>(b) whether and how expected dividends were incorporated</li> <li>(c) whether and how any other features were incorporated</li> </ul> </li> </ul>	No other instruments were granted during the year  NA  NA  NA  NA
13	For employee share-based payment plans that were modified during the year - <ul style="list-style-type: none"> <li>– Explanation of those modifications</li> <li>– Incremental fair value granted (as a result of those modifications)</li> <li>– Information on how incremental fair value granted was measured, consistently with the requirements set out in points 7 and 8 above.</li> </ul>	No modifications were made to the scheme during the year  NA  NA  NA
14	Total expense recognised for the year for employee share-based payment plans	Nil
15	Separate disclosure of that portion of the total expense that arises from transactions accounted for as equity-settled employee share-based payment plans	Nil
16	For liabilities arising from employee share-based payment plans <ul style="list-style-type: none"> <li>– Total carrying amount at the end of the year</li> <li>– Total intrinsic value at the end of the year for which the right of the employee to cash or other assets had vested by the end of the year.</li> </ul>	Nil (No cash settled awards given out)  NA  NA
17	Basic / Diluted earnings per share (EPS) pursuant to issue of shares on exercise of option.	0.14

**NOTE “28” : EMPLOYEE BENEFITS****Defined Contribution Plans**

The Company makes Provident Fund and Superannuation Fund contributions to defined contribution retirement benefit plans for eligible employees. Under the schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions as specified under the law are paid to the provident fund set up as a Trust by the Company. The Company is generally liable for annual contributions and any deficiency in interest cost compared to interest computed based on the rate of interest declared by the Central Government under the Employees' Provident Fund Scheme, 1952 and recognises, if any, as an expense in the year it is determined.

The provident fund set up as a Trust by the Company manages the contributions from the Company and other participating subsidiaries. As of March 31, 2015, the accumulated members' corpus of the Company is ₹ 2,155 lakh whereas the total fair value of the assets of the fund and the total accumulated members' corpus is ₹ 12,871 lakh and ₹ 11,904 lakh respectively. In accordance with an actuarial valuation, there is no deficiency in the interest cost as the present value of the expected future earnings on the fund is greater than the expected amount to be credited to the individual members based on the expected guaranteed rate of interest of 8.75% for the first year and 8.60% thereafter. The actuarial assumptions include discount rate of 7.80%.

The Company recognised a charge of ₹ 117 lakh (Previous year ₹ 107 lakh) for provident fund and family pension fund contribution and ₹ 50 lakh (Previous year ₹ 51 lakh) for Superannuation contribution, in Statement the Profit and Loss.

**Defined Benefits Plans**

The Company offers its employees defined-benefit plans in the form of a gratuity scheme (a lump sum amount). Benefits under the defined benefit plans are typically based on years of service and the employee's compensation (generally immediately before separation). The gratuity scheme covers all regular employees. Commitments are actuarially determined at the year-end. These commitments are valued at the present value of the expected future payments, with consideration for calculated future salary increases, using a discount rate corresponding to the interest rate estimated by the actuary having regard to the interest rate on government bonds with a remaining term that is almost equivalent to the average balance working period of employees. Actuarial valuation is done based on "Projected Unit Credit" method. Gains and losses of changed actuarial assumptions are charged to the Statement of Profit and Loss.

**Reconciliation of Benefit Obligations and Plan Assets**

(₹ in lakh)

Particulars	2014-15	2013-14
<b>Change in Defined Benefit Obligation</b>		
Opening Defined Benefit Obligation	288	256
Current Service Cost	44	34
Interest Cost	24	20
Acquisitions Cost / (Credit)	27	(2)
Actuarial Losses / (Gain)	120	(18)
Benefits Paid	(57)	(2)
Closing Defined Benefit Obligation	446	288

Particulars	2014-15	2013-14
<b>Change in the Fair Value of Assets</b>		
Opening Fair Value of Plan Assets	280	191
Transfer in	8	(2)
Expected Return on Plan Assets	26	18
Contributions by Employer	78	64
Actuarial Gains / (Losses)	22	11
Benefits paid	0	(2)
Closing Fair Value of Plan Assets	414	280
<b>Composition of the plan assets</b>		
<b>Investment Pattern</b>		
Government bonds	40.33%	39.64%
Equity mutual funds	16.80%	9.46%
Bonds / Debentures	34.51%	32.11%
Others (including assets under Schemes of Insurance)	8.36%	18.79%
<b>Total</b>	<b>100.00%</b>	<b>100.00%</b>
<b>Reconciliation of present value of the obligation and the Fair value of the plan assets</b>		
Fair Value of plan assets at the end of the year	414	280
Present value of the defined obligations at the end of the year	446	288
Funded status [Surplus / (Deficit)]	(32)	(8)
Net Asset / (Liability) recognised in the balance sheet	(32)	(8)
<b>Net Gratuity cost for the year ended March 31, 2015</b>		
Service Cost	44	34
Interest on Defined benefit Obligation	24	21
Expected return on plan assets	(26)	(18)
Net actuarial loss recognised in the year	98	(28)
Net Gratuity Cost as included in Employee Benefit Expenses [Refer Note 23 (b)]	140	9
<b>Assumptions</b>		
Discount Rate	7.80%	9.30%
Expected Rate of Return on Plan Assets	8.00% p.a	8.00% p.a
Salary Escalation Rate	7.50% p.a for first 5 years and 5% thereafter	7.50% p.a for first 5 years and 5% thereafter
Mortality Rate	Indian assured lives Mortality (2006-08) (modified) Ult.	Indian assured lives Mortality (2006-08) (modified) Ult.
Withdrawal Rate	0-2 years 10% 3-4 years 5% 5-9 years 2.5% 10 years & more 1%	0-2 years 10% 3-4 years 5% 5-9 years 2.5% 10 years & more 1%

The estimate of future salary increase, considered in the actuarial valuation, takes into account inflation, seniority, promotion, and other relevant factors. The above information is certified by the actuary.

Experience History	2014-15	2013-14	2012-13	2011-12	2010-11
Defined Benefit Obligation	(446)	(288)	(257)	(187)	(920)
Plan Assets	414	280	192	168	919
Funded Status	(32)	(8)	(65)	(19)	(1)
Experience Gain/ (Loss) Adjustment :					
– On Plan Liabilities	(63)	(13)	(8)	(13)	(69)
– On Plan Assets	22	11	(19)	14	(31)
Actuarial Gain / (Loss) due to change in Assumptions	(56)	31	(17)	3	2

The Company expects to contribute approx. ₹ 26 lakh ( Previous year ₹ 7 lakh) to the gratuity fund in the year ending March 2016.

#### Long-Term Service Award :

Long-Term Service award is an employee benefit in recognition for their loyalty and continuity of service for five years and above, the same is actuarially valued (Unfunded). The Long-Term Service awards expense for financial year 2014-15 is ₹ 1 lakh (Previous year NIL) and the provision as at March 31, 2015 is ₹ 5 lakh (Previous year ₹ 3 lakh)

**NOTE “29” : Disclosure as required by Accounting Standard (AS) – 18 on “Related Party Disclosures” notified under the Companies (Accounting Standard) Rules, 2006:**

**i. List of related parties and relationship:**

<b>Holding Company</b>	Tata Sons Limited
<b>Subsidiaries</b>	Tata Capital Financial Services Limited Tata Capital Housing Finance Limited Tata Cleantech Capital Limited Tata Capital Pte. Limited Tata Securities Limited TC Travel and Services Limited Tata Capital Forex Limited Tata Capital Growth Fund Tata Infrastructure Capital Limited India Collections Management Limited
<b>Indirect Subsidiaries</b>	Tata Capital Markets Pte. Limited Tata Capital Advisors Pte. Limited Tata Capital Plc Tata Capital General Partners LLP Tata Capital Healthcare General Partners LLP Tata Opportunities General Partners LLP
<b>Associates</b>	e-Nxt Financials Limited (Refer Note 39) Hemisphere Properties India Limited (upto March 26, 2015) Tata AutoComp Systems Limited Tata Capital Special Situations Fund Tata Capital Healthcare Fund Tata Capital Innovation Fund
<b>Joint Ventures</b>	Nectar Loyalty Management India Limited
<b>Fellow Subsidiaries</b> (with which the Company had transactions)	Tata AIG General Insurance Company Limited Tata Sky Limited Panatone Finvest Limited Tata AIA Life Insurance Company Limited
<b>Key Management Personnel</b>	Mr. Praveen P Kadle - Managing Director & CEO

**ii. Transactions with related parties :**

(₹ in lakh)

Sr. No.	Party Name	Nature of transaction	2014-15	2013-14
1	Tata Sons Ltd	a) Expenditure - Brand Equity Contribution	28	28
		b) Security Deposit received	1	-
		c) Balance Receivable	13	18
2	Tata Capital Financial Services Limited	a) Investments in Tier II Bonds	20,000	-
		b) ICDs placed during the year	253,819	154,972
		c) ICDs repaid back during the year	264,309	142,082
		d) Security Deposit outstanding - Payable	4,665	4,665
		e) Security Deposit outstanding - Receivable	3	-
		f) Dividend received during the year	6,488	3,893
		g) Interest Income on - ICDs	3,042	1,202
		- Debentures	5	-
		h) Rental Income	741	748
		i) Marketing & Managerial Service Fees Income	582	657
		j) Expenditure - SLA fees expense	42	37
		- Rent expense	11	11
		- Guest house charges	6	10
		k) Reimbursement of Expenses - Insurance Expenses	92	5
		- Marketing & Managerial Service	411	417
		l) Payment towards Arranger Fees	27	378
		m) ICDs Outstanding - Receivable	2,600	13,090
		n) Dividend receivable	7,785	6,488
		o) Balance Receivable	227	149
3	Tata Capital Housing Finance Limited	a) Investments in Preference shares made during the year	16,000	14,900
		b) ICDs placed during the year	99,320	57,605
		c) ICDs repaid back during the year	99,320	61,655
		d) Security Deposit outstanding - Receivable	1	-
		e) Interest Income on - ICDs	230	102
		- Debentures	338	338
		f) Marketing & Managerial Service Fees Income	166	188
		g) Dividend received during the year	1,521	227
		h) Reimbursement of Expenses - Insurance Expenses	30	1
		- Marketing & Managerial Service	128	130
		i) Dividend receivable	2,627	-
		j) Balance Receivable	32	27



Sr. No.	Party Name	Nature of transaction	2014-15	2013-14
4	Tata Securities Limited	a) Investments in Preference Shares made during the year	–	1,500
		b) ICDs placed during the year	400	8,970
		c) ICDs repaid back during the year	800	8,320
		d) Income		
		- Interest income on ICDs placed	41	53
		- Rental Income	105	126
		e) Reimbursement of Expenses		
		- Electricity	9	8
		- Insurance	2	0
f) Payment towards Arranger Fees	41	97		
g) ICDs Outstanding Receivable	400	800		
h) Balance Receivable	220	220		
5	TC Travel and Services Limited	a) ICDs placed during the year	1,675	1,655
		b) ICDs repaid back during the year	2,680	200
		c) Interest income on ICDs placed	126	23
		d) Expenditure		
		- Service provides charges	215	195
		e) ICDs Outstanding Receivable	650	1,655
f) Balance Receivable	24	19		
6	Tata Capital Forex Limited	a) ICDs placed during the year	3,500	–
		b) ICDs repaid back during the year	1,200	900
		c) Interest income on ICDs placed	70	30
		d) Expenditure		
		- Service provides charges	74	61
		e) ICDs Outstanding Receivable	2,300	–
f) Balance Receivable	–	2		
7	Tata Capital Pte. Limited	a) Balance Payable	5	5
8	Tata Capital Advisors Pte Ltd	a) Income – Advisory Fees	2,857	2,953
		b) Balance Receivable	129	470
9	Tata Capital Plc	a) Balance Receivable	–	3
10	Tata Capital Healthcare Fund	a) Investment in Units of Fund made during the year	469	2,110
		b) Income – Asset Management Fees	635	635
		c) Balance Receivable	124	124
11	Tata Capital Growth Fund	a) Investment in Units of Fund made during the year	3,604	548
		b) Income - Asset Management Fees	628	678
		c) Balance Payable	56	–
12	Tata Capital Innovation Fund	a) Investment in Units of Fund made during the year	870	725
		b) Income - Asset Management Fees	573	573
		c) Advance Income received	188	188

Sr. No.	Party Name	Nature of transaction	2014-15	2013-14
13	Tata Capital Special Situations Fund	a) Investment in Units of Fund made during the year	<b>2,207</b>	2,593
		b) Income - Asset Management Fees	<b>440</b>	561
		c) Rebate of Asset Management Fees	<b>526</b>	–
		d) Advance Income received	<b>377</b>	–
		e) Balance Receivable	<b>–</b>	167
14	Tata Cleantech Capital Limited	a) Investment in Equity Shares made during the year	<b>18,515</b>	6,190
		b) ICDs placed during the year	<b>57,245</b>	7,216
		c) ICDs repaid back during the year	<b>30,568</b>	2,333
		d) Interest income on ICDs placed	<b>542</b>	121
		e) Reimbursement of Expenses - Insurance Expenses	<b>1</b>	–
		f) ICDs Outstanding Receivable	<b>31,560</b>	4,883
15	e-Nxt Financials Limited	a) ICDs placed during the year	<b>1,050</b>	–
		b) ICDs repaid back during the year	<b>1,050</b>	–
		c) Interest income on ICDs placed	<b>15</b>	–
		d) Rental Income	<b>227</b>	–
		e) Expenditure - Service providers' charges	<b>6</b>	9
		- Audit Fees	<b>12</b>	–
		f) Reimbursement of expenses - Electricity Expenses	<b>136</b>	–
		g) Balance Receivable	<b>–</b>	64
16	Tata AIG General Insurance Company Limited	a) Expenditure - Insurance Premium	<b>7</b>	11
17	Tata Auto Comp Systems Limited	a) Dividend received during the year	<b>966</b>	966
18	Tata Sky Limited	a) Investment in Equity Shares made during the year	<b>3,105</b>	2,137
19	Tata AIA Life Insurance Company Limited	a) Expenditure - Insurance Premium	<b>11</b>	–
		b) Insurance claim received	<b>5</b>	–
20	Panatone Finvest Limited	a) Sale of Investments	<b>1</b>	–
21	Key Management Personnel (KMP)	a) Remuneration to KMP	<b>415</b>	382
		b) Issue of Cumulative Redeemable Preference Shares	<b>100</b>	–
		(c) Payment of Dividend on Cumulative Redeemable Preference Shares	<b>8</b>	8

**NOTE “30” : EARNINGS PER SHARE (EPS)**

Particulars		2014-15	2013-14
Profit after tax	₹ in lakh	11,548	7,756
Less: Preference dividend payable to cumulative redeemable preference shareholders	₹ in lakh	7,676	5,783
Profit after tax available for equity shareholders	₹ in lakh	3,872	1,973
Weighted average number of Equity shares used in computing Basic EPS	Nos	2,825,982,123	2,825,972,336
Face value of equity shares	₹	10	10
<b>Basic EPS</b>	₹	<b>0.14</b>	<b>0.07</b>
Profit after tax available for equity shareholders	₹ in Lakh	3,872	1,973
Weighted Average Number of Equity Shares used in computing Basic EPS	Nos	2,825,982,123	2,825,972,336
Add: Potential weighted average number of Equity shares	Nos	36,047	45,834
Weighted average number of shares in computing Diluted EPS	Nos	2,826,018,170	2,826,018,170
Face value of equity shares	₹	10	10
<b>Diluted EPS</b>	₹	<b>0.14</b>	<b>0.07</b>

Shares under the ESOP Schemes are issued at intrinsic value. [Refer Note 2(xi)(f)]

**NOTE “31” : SEGMENT REPORTING**

In accordance with Accounting Standard 17 on Segment Reporting, Company has identified three business segments i.e. Investment Activity, Advisory services and Others (includes property management and managerial services) and one Geographical Segment viz. India, as secondary segment.

(₹ in lakh)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
<b>I Segment Revenue</b>		
(a) Investment Activity	17,309	9,552
(b) Advisory services	5,132	5,400
(c) Others	1,911	1,765
(d) Unallocated	2	1
<b>Total Income</b>	<b>24,354</b>	<b>16,718</b>
<b>II Segment Results</b>		
(a) Investment Activity	14,943	9,262
(b) Advisory services	(1,897)	(530)
(c) Others	380	307
(d) Unallocated	(923)	(389)
<b>Profit before taxation</b>	<b>12,503</b>	<b>8,650</b>
Less : Provision for taxation	954	894
<b>Profit after taxation</b>	<b>11,549</b>	<b>7,756</b>
<b>Particulars</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
<b>III Segment Assets</b>		
(a) Investment Activity	481,872	404,410
(b) Advisory services	33,304	26,717
(c) Others	11,729	12,083
(d) Unallocated	16,110	4,578
<b>Total</b>	<b>543,015</b>	<b>447,788</b>

(₹ in lakh)

Particulars	As at March 31, 2015	As at March 31, 2014
<b>IV Segment Liabilities</b>		
(a) Investment Activity	58,284	1,293
(b) Advisory services	34,089	26,904
(c) Others	4,665	4,665
(d) Unallocated	19,574	17,817
<b>Total</b>	<b>116,613</b>	<b>50,679</b>
<b>V Capital Expenditure</b> (including Capital Work-in-Progress)		
(a) Investment Activity	–	–
(b) Advisory services	–	–
(c) Others	–	2,539
(d) Unallocated	192	37
<b>Total</b>	<b>192</b>	<b>2,576</b>
Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
<b>VI Depreciation and Amortisation</b>		
(a) Investment Activity	–	–
(b) Advisory services	39	38
(c) Others	643	536
(d) Unallocated	466	375
<b>Total</b>	<b>1,148</b>	<b>949</b>
<b>VII Significant Non-Cash Expenses Other than Depreciation and Amortisation</b>		
(a) Investment Activity	1,390	37
(b) Advisory services	–	525
(c) Others	–	–
(d) Unallocated	211	25
<b>Total</b>	<b>1,601</b>	<b>587</b>

**NOTE “32” : Details of the Company’s interest in its Joint Venture, having Joint Control, as per the requirement of Accounting Standard (AS) - 27 on “Financial Reporting of Interests in Joint Venture”**

(₹ in lakh)

Sr. No.	Particulars	Nectar Loyalty Management India Ltd (Incorporated and Registered in India)	
		For the year ended March 31, 2015 [Refer Footnote 1]	For the year ended March 31, 2014
	% Shares Held	49%	49%
(a)	Assets	201	201
(b)	Liabilities	605	605
(c)	Income	–	–
(d)	Expenses	521	521
(e)	Other Matters – Contingent Liability	–	–

Footnotes:

- As per the latest available audited financial statements as at and For the year ended March 31, 2014.
- Nectar Loyalty Management India Limited (“Nectar”) is a joint venture with AIMIA (formerly known as Groupe Aeroplan Inc.), the Canadian Loyalty Management giant, to launch a multi-party coalition loyalty program in India modeled on the lines of Nectar, which is Group Aeroplan’s highly acclaimed coalition loyalty program in the UK and Italy. Tata Capital holds 49% in the joint venture. The Company has fully provided for its investment in debentures and equity shares in the joint venture during the financial year since the operations of Nectar are held in abeyance during the year.

**NOTE “33” : Core Investment Company (“CIC”) Compliance Ratios**

Sr. No.	Particulars	As at March 31, 2015	As at March 31, 2014
(a)	Investments & loans to group companies as a proportion of Net Assets (%)	91%	90%
(b)	Investments in equity shares and compulsorily convertible instruments of group companies as a proportion of Net Assets (%)	77%	83%
(c)	Capital Adequacy Ratio (%) [ Adjusted Net worth / Risk Weighted Assets ]	52%	73%
(d)	Leverage Ratio (Times) [ Outside liabilities / Adjusted Network ]	0.68	0.16



**NOTE “34” : Exposure to Real Estate Sector::**

(₹ in lakh)

Category		As at March 31, 2015	As at March 31, 2014
i)	<b>Direct Exposure</b>		
	<b>Residential Mortgages -</b>	<b>NIL</b>	<b>NIL</b>
	Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented:		
	- Individual housing loans up to ₹ 15 lakh	<b>NIL</b>	<b>NIL</b>
	- Individual housing loans above ₹ 15 lakh	<b>NIL</b>	<b>NIL</b>
	<b>Commercial Real Estate -</b>	<b>NIL</b>	<b>NIL</b>
	Lending secured by mortgages on commercial real estates (office buildings, retail space, multipurpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc). Exposure includes non-fund based (NFB) limits.		
	Investments in Mortgage Backed Securities (MBS) and other securitised exposures -		
1. Residential	<b>NIL</b>	<b>NIL</b>	
2. Commercial Real Estate	<b>NIL</b>	<b>NIL</b>	
ii)	<b>Indirect Exposure</b>		
	Fund based exposure on Housing Finance Companies	<b>72,300</b>	<b>56,300</b>
	Non-fund based exposure on National Housing Bank [Refer Note 26(vi)]	<b>120,000</b>	<b>50,000</b>

**NOTE “35” : Asset Liability Management**

Maturity pattern of certain items of Assets and Liabilities (Based on RBI Guidelines)

**For the year 2014-15**

(₹ in lakh)

Particulars	Liabilities		Assets	
	Borrowings from Banks	Market Borrowings	Advances	Investments
1 day to 30/31 days (One month)	–	19,881	3,000	–
Over 1 month to 2 months	–	24,675	–	–
Over 2 months to 3 months	–	28,492	–	–
Over 3 months to 6 months	–	12,055	5,410	–
Over 6 months to 1 year	–	6,013	29,100	–
Over 1 year to 3 years	–	–	–	–
Over 3 years to 5 years	–	–	–	1,500
Over 5 years	–	–	–	465,226
<b>Total</b>	<b>–</b>	<b>91,116</b>	<b>37,510</b>	<b>466,726</b>

**For the year 2013-14**

(₹ in lakh)

Particulars	Liabilities		Assets	
	Borrowings from Banks	Market Borrowings	Advances	Investments
1 day to 30/31 days (One month)	–	–	13,090	–
Over one month to 2 months	–	11,887	–	–
Over 2 months to 3 months	–	9,793	–	–
Over 3 months to 6 months	–	4,500	–	–
Over 6 months to 1 year	–	460	7,338	–
Over 1 year to 3 years	–	–	–	–
Over 3 years to 5 years	–	–	–	1,500
Over 5 years	–	–	–	401,626
<b>Total</b>	<b>–</b>	<b>26,640</b>	<b>20,428</b>	<b>403,126</b>

**NOTE “36” : Disclosure of details as required by Revised Para 13 of Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2007, earlier Para 9BB of Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1999.**

**Liabilities Side:**

(₹ in lakh)

Particulars	Amount Outstanding		Amount Overdue	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
1) Loans and advances availed by NBFC inclusive of interest accrued thereon but not paid				
a) Debentures: (other than those falling within the meaning of Public deposit)				
(i) Secured	—	—	—	—
(ii) Unsecured	—	—	—	—
b) Deferred Credits	—	—	—	—
c) Term Loans	—	—	—	—
d) Inter-corporate loans and borrowing	—	4,500	—	—
e) Commercial Paper	<b>91,116</b>	22,140	—	—
f) Public deposits	—	—	—	—
g) Other loans	—	—	—	—

**Assets Side:**

(₹ in lakh)

Particulars	Amount Outstanding	
	March 31, 2015	March 31, 2014
2) Break up of Investments		
<b>Current Investments:</b>		
a) <b>Quoted:</b>		
(i) Debentures and Bonds	—	—
b) <b>Unquoted:</b>		
(i) Debentures and Bonds	—	—
(ii) Units of Mutual Funds	—	—
(iii) Government Securities	—	—
(iv) Others	—	—
<b>Long Term Investments (net of provisions):</b>		
a) <b>Quoted:</b>		
(i) Shares : Equity	<b>109</b>	109
(ii) Debentures and Bonds	—	—
(iii) Government Securities	—	—
b) <b>Unquoted:</b>		
(i) Shares : Equity	<b>365,929</b>	344,233
Preference	<b>44,400</b>	28,400
(ii) Debentures and Bonds	<b>23,301</b>	4,548
(iii) Others (Venture Capital Funds)	<b>32,987</b>	25,837

- 3) Investor group-wise classification of all investments (current and long-term) in shares and securities (both quoted and unquoted)

(₹ in lakh)

Particulars	Market Value/Break up or fair value or NAV		Book Value (Net of Provisions)	
	2014-15	2013-14	2014-15	2013-14
a) Related Parties				
1) Subsidiaries	422,266	364,021	422,266	364,021
2) Companies in the same group	21,050	21,050	21,050	21,050
3) Other related Parties	23,301	17,947	23,301	17,946
b) Other than related parties	65	66	109	109
<b>TOTAL</b>	<b>466,682</b>	<b>403,084</b>	<b>466,726</b>	<b>403,126</b>

**Notes:**

- a) Market Value/Break up Value or Fair Value or NAV is taken as same as book value in case of unquoted shares in absence of market value/break up value or fair value or NAV.
- 37 During the year the Company has reassessed depreciation rate on tangible fixed assets as per the useful life specified in the Companies Act, 2013 as on September 30, 2014. Based on current estimates, depreciation of ₹ 64 lakh on account of assets whose useful life is already exhausted as on April 01, 2014 have been adjusted against the opening surplus in the Statement of Profit and Loss. As a result of the change, the charge on account of the depreciation for the year ended March 31, 2015 is higher by ₹ 23 lakh compared to the charge based on useful lives estimated in earlier period.
- 38 As at March 31, 2015, the Company has received an amount of ₹ 5,000 lakh towards share application money for issue of preference shares of the Company. The share application money was received pursuant to an invitation to offer shares and in terms of such invitation, the Company is required to complete the allotment formalities by April 28, 2015. The Company has sufficient authorised capital to cover the allotment of these shares. As of March 31, 2015, pending allotment of shares, the amount is maintained in a designated bank account and is not available for use by the Company. Subsequently, the Company has allotted the shares on April 22, 2015. As at March 31, 2014, the Company had received an amount of ₹ 604 lakh towards share application money for issue of preference shares of the Company which was subsequently allotted on April 01, 2014.
- 39 Pursuant to a Scheme of Arrangement (the "Scheme") filed with the Honourable High Court of Judicature at Hyderabad and the Honourable High Court of Judicature at Bombay, it is proposed to amalgamate e-Nxt Financials Limited with Tata Business Support Services Limited at the proposed Appointment Date of April 01, 2014. The Scheme has been approved by the Honourable High Court of Hyderabad, post the Balance Sheet date, but is under the consideration of the Honourable High Court of Judicature at Bombay. Post the approval of the Scheme by the Honourable High Court of Judicature at Bombay, e-Nxt Financials Limited shall cease to be an associate of the Company with effect from the Appointment Date i.e. April 01, 2014.
- 40 Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

For and on behalf of the Board of Directors

**Ishaat Hussain**  
(Director)

**Janki Ballabh**  
(Director)

**Nalin M. Shah**  
(Director)

**F.N. Subedar**  
(Director)

**Nirmalya Kumar**  
(Director)

**Ritu Anand**  
(Director)

**Praveen P. Kadle**  
(Managing Director & CEO)

**Puneet Sharma**  
(Chief Financial Officer)

**Avan Doomasia**  
(Company Secretary)

Mumbai  
Date: May 08, 2015

# ✓ Talk to Us

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## **Mumbai**

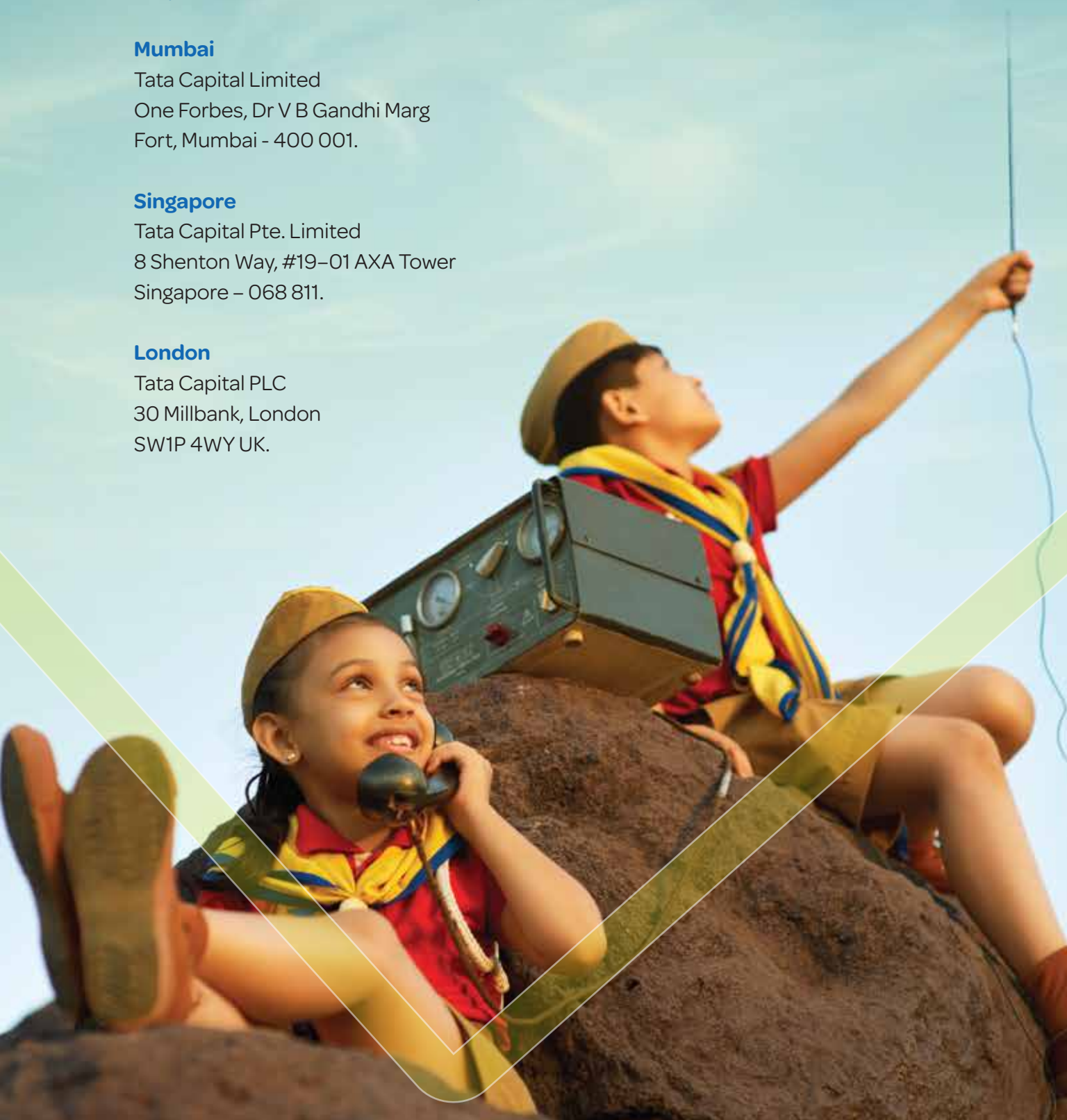
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