TMF Holdings Limited

Annual Financial Statements

For the year ended March 31, 2019

B S R & Co. LLP
Chartered Accountants

5th Floor, Lodha Excelus,
Apollo Mills Compound
N. M. Joshi Marg, Mahalaxmi
Mumbai - 400 011
India

Telephone +91 (22) 4345 5300
Fax +91 (22) 4345 5399

Independent Auditor's Report

To the Members of TMF Holdings Limited

(formerly known as Tata Motors Finance Limited)

Report on the Audit of Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of TMF Holdings Limited *(formerly known as Tata Motors Finance Limited)* (hereinafter referred to as the 'Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") and its joint venture, which comprise the consolidated balance sheet as at 31 March 2019, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the unaudited financial information of the joint venture, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("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 and its joint venture as at 31 March 2019, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Act. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The Holding Company's management and the Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's Annual Report, but does not include the consolidated financial statements and our auditor's report thereon.

Independent Auditor's Report *(continued)*

TMF Holdings Limited

(formerly known as Tata Motors Finance Limited)

Other Information *(continued)*

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.
When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance. The other information is expected to be made available to us after the date of this auditor's report.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's management and the Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit / loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its joint venture in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ("Ind AS") specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of each Company 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 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective management and the Board of Directors of the companies included in the Group and of its joint venture are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its joint venture are responsible for overseeing the financial reporting process of each company.

Independent Auditor's Report (*continued)*

TMF Holdings Limited

(formerly known as Tata Motors Finance Limited)

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls based on our audit.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparing consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group as well as joint venture to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group to express an opinion on the consolidated financial statements, of which we are the independent auditors. We are responsible for the direction, supervision and performance of the audit of financial information of such entities. For the joint venture of the Group, our responsibilities are further described in paragraph (a) of the section titled 'Other matters' in this audit report.

Independent Auditor's Report *(continued)*

TMF Holdings Limited

(formerly known as Tata Motors Finance Limited)

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements *(Continued)*

We believe that the audit evidence obtained by us along with the consideration of the unaudited financial information of the joint venture 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.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other matters

(a) The consolidated financial statements also include the Group's share of net loss of Rs. 72 Lakh for the year ended 31 March 2019, in respect of one joint venture whose audited financial statements are not available for the year ended 31 March 2019. In respect of such joint venture we have been provided with unaudited financial information by 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 our report in terms of sub-section (3) of section 143 of the Act and Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in so far as it relates to the aforesaid joint venture, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by management, these financial information are not material to the Group.

(b) The transition date opening balance sheet as at 1 April 2017 included in these consolidated financial statements, are based on the previously issued consolidated financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 audited by the predecessor auditor whose report for the year ended 31 March 2017 dated 19 May 2017 expressed an unmodified opinion on those consolidated financial statements, as adjusted for the differences in the accounting principles adopted by the Holding Company on transition to the Ind AS, which have been audited by us.

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 unaudited financial information furnished by management.

Independent Auditor's Report (*continued*)

TMF Holdings Limited

(formerly known as Tata Motors Finance Limited)

Report on Other Legal and Regulatory Requirements

1. (A) As required by section 143(3) of the Act, based on our audit and on the consideration of unaudited financial information that have been furnished to us by management, as noted in the 'Other matters' paragraph, 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.

   c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   d) In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act.

   e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, none of the directors of the Group companies is disqualified as on 31 March 2019 from being appointed as a director in terms of section 164(2) of the Act.

   f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

   (B) 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 and based on the consideration of the unaudited financial information that have been furnished to us by management, as noted in the 'Other matters' paragraph:

   i. The consolidated financial statements disclose the impact of pending litigation as at 31 March 2019 on the consolidated financial position of the Group and its joint venture. Refer Note 35 the consolidated financial statements.

   ii. The Group and its joint venture did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

Independent Auditor's Report *(continued)*

TMF Holdings Limited

(formerly known as Tata Motors Finance Limited)

Report on Other Legal and Regulatory Requirements *(Continued)*

iii. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by Group and its joint venture during the year ended 31 March 2019.

iv. The disclosures in the consolidated financial statements regarding holding as well as dealings in specified bank notes during period from 8 November 2016 to 30 December 2016 have not been made in these consolidated financial statements since they do not pertain to the financial year ended 31 March 2019.

(C) With respect to the matter to be included in the Audit Report under section 197(16):

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of the Group companies, the remuneration paid during the current year by the Holding Company and its subsidiary companies to its directors is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary companies is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.: 101248W/W-100022

Manoj Kumar Vijai
Partner
Membership No. 046882

Mumbai
6 May 2019

TMF Holdings Limited

(Formerly known as Tata Motors Finance Limited)

Annexure A to the Independent Auditor's report on the consolidated financial statements of TMF Holdings Limited
(Formerly known as Tata Motors Finance Limited)

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013

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

Opinion

In conjunction with our audit of the consolidated financial statements of TMF Holdings Limited *(formerly known as Tata Motors Finance Limited)* (hereinafter referred to as the "Holding Company") as of and for the year ended 31 March 2019, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and such companies incorporated in India under the Companies Act, 2013 which are its subsidiary companies and its joint venture as of that date.

In our opinion, the Holding Company and such companies incorporated in India which are its subsidiary companies and its joint venture, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2019, based on the internal financial controls, with reference to consolidated financial statements, criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as the "Act").

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements.

TMF Holdings Limited
(Formerly known as Tata Motors Finance Limited)

Annexure A to the Independent Auditor's report on the consolidated financial statements of TMF Holdings Limited
(Formerly known as Tata Motors Finance Limited)

Auditor's Responsibility ***(continued)***

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial controls with reference to Consolidated Financial Statements

A company's internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial controls with reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material

TMF Holdings Limited

(Formerly known as Tata Motors Finance Limited)

Annexure A to the Independent Auditor's report on the consolidated financial statements of TMF Holdings Limited
(Formerly known as Tata Motors Finance Limited)

Inherent Limitations of Internal Financial controls with reference to Consolidated Financial Statements *(continued)*

misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Manoj Kumar Vijai
Partner
Membership No. 046882

Mumbai
6 May 2019

TMF HOLDINGS LIMITED (formerly known as TATA MOTORS FINANCE LIMITED) (CIN - U65923MH2006PLC162503)
Consolidated Balance Sheet as at March 31, 2019

(Rs. in lakhs)

Particulars	Notes	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
I ASSETS				
1 Financial assets				
(a) Cash and cash equivalents	5	1363,20.91	471,08.89	694,63.59
(b) Bank balance other than cash and cash equivalents	6	1077,83.28	783,14.39	673,45.40
(c) Derivative financial instruments	16	1,17.79	-	-
(d) Receivables				
i. Trade receivables	7	291,18.80	1052,94.05	9,60.05
ii. Other receivables	8	19,47.50	1,78.86	3,98.23
(e) Loans	9	34693,93.29	24412,95.41	20543,19.36
(f) Investments	10	1965,68.85	1505,42.54	1213,27.38
(g) Other financial assets	11	198,10.72	108,52.54	153,59.01
		39610,61.14	**28335,86.68**	**23291,73.02**
2 Non-financial assets				
(a) Current tax assets (net)		215,66.76	132,65.66	113,50.98
(b) Deferred tax assets (net)	12	211,92.28	126,69.00	20,58.89
(c) Investments in joint venture (equity accounted investee)	13	1,93.87	-	-
(c) Property, plant and equipment	14	139,68.63	90,03.99	72,08.54
(d) Capital work-in-progress		26.84	51.30	37.26
(e) Goodwill	14A	205,18.53	205,18.53	205,18.53
(f) Other intangible assets	14B	6,20.58	7,08.49	1,56.77
(g) Other non-financial assets	15	148,99.36	73,00.38	108,49.11
		929,86.85	**635,17.35**	**521,80.08**
Total assets		**40540,48.00**	**28971,04.03**	**23813,53.09**
II LIABILITIES AND EQUITY				
1 Financial liabilities				
(a) Derivative financial instruments	16	2,30.35	-	-
(b) Payables	17			
(i) Trade payables				
- total outstanding dues of micro enterprises and small enterprises		-	-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises		269,58.36	210,90.00	215,52.04
(ii) Other payables				
- total outstanding dues of micro enterprises and smallenterprises		-	-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises		60,31.29	56,76.94	821,27.08
(c) Debt securities	18	14392,65.94	14309,65.60	10864,67.39
(d) Borrowings (Other than debt securities)	19	21533,00.71	11056,93.08	9032,01.59
(e) Subordinated liabilities	20	1652,29.93	1551,81.80	1501,75.08
(f) Other financials liabilities	21	384,76.10	273,70.32	257,39.76
		38294,93.18	**27459,77.74**	**22692,62.94**
2 Non-financial liabilities				
(a) Current tax liabilities (net)		15,30.61	9,23.65	1,50.24
(b) Provisions	22	127,42.63	123,16.56	124,72.02
(c) Other non-financial liabilities	23	96,69.41	78,60.24	18,87.26
		239,42.65	**211,00.45**	**145,09.52**
3 Equity				
(a) Equity share capital	24	1598,28.34	1404,73.50	1319,02.08
(b) Other equity		407,83.83	(104,47.66)	(343,21.45)
		2006,12.17	**1300,25.85**	**975,80.63**
Total liabilities and equity		**40540,48.00**	**28971,04.03**	**23813,53.09**
See accompanying notes forming part of the financial statements (1 to 40)				

As per our report of even date attached

For B S R & Co. LLP
Chartered Accountants
Firm Registration Number: 101248W/W-100022

Manoj Kumar Vijai
Partner
Membership No. 046882

Place : Mumbai
Date: May 6, 2019

For and on behalf of the Board of Directors

GUENTER BUTSCHEK
Chairman
(DIN - 07427375)

PHILIP E KARKARIA
Director
(DIN - 00059397)

P.B. BALAJI
Director
(DIN - 02762983)

SHYAM MANI
Managing Director
(DIN - 00273598)

Anand Bang

ANAND BANG
Chief Financial Officer

VINAY LAVANNIS
Company Secretary

Place: Mumbai
Date: May 6, 2019

TMF HOLDINGS LIMITED (formerly known as TATA MOTORS FINANCE LIMITED) (CIN - U65923MH2006PLC162503)
Consolidated Statement of Profit and Loss for the year ended March 31, 2019

(Rs. in lakhs)

	Particulars	Notes	For the year ended March 31, 2019	For the year ended March 31, 2018
	Revenue from operations			
	(a) Interest income	25	3616,53.58	2671,37.21
	(b) Dividend income		3,55.09	4,05.80
	(c) Rental income		13,01.23	4,25.27
	(d) Net gain on fair value changes	26	58,43.21	29,13.53
	(e) Other fees and service charges		111,03.42	83,10.54
I	**Total Revenue from operations**		**3802,56.53**	**2791,92.35**
II	Other income	27	172,00.63	116,54.62
III	**Total income (I + II)**		**3974,57.16**	**2908,46.97**
IV	**Expenses:**			
	(a) Finance cost	28	2646,98.35	1886,01.03
	(b) Impairment of financial instruments and other assets	29	248,13.88	100,87.43
	(c) Employee benefits expenses	30	355,08.31	317,01.94
	(d) Depreciation, amortization and impairment	14	22,51.05	18,35.25
	(e) Other expenses	31	578,49.64	555,52.28
	Total expenses		**3851,21.23**	**2877,77.93**
V	**Profit before exceptional items, share of net profit/loss of joint venture and tax (III - IV)**		123,35.93	30,69.04
VI	Share of net loss of joint venture accounted for using equity method	13	(72.00)	-
VII	**Profit for the year before tax (V - VI)**		122,63.93	30,69.04
VIII	**Tax expense / (income)**			
	Current tax	12	23,32.65	(3,28.61)
	Deferred tax	12	(64,65.91)	(42,35.91)
	Total tax expense		**(41,33.26)**	**(45,64.52)**
IX	**Profit for the year after tax (VII - IX)**		**163,97.19**	**76,33.56**
X	**Other comprehensive income**			
	A i. Items that will not be reclassified to profit or loss			
	a. Remeasurements of the defined benefit plans		4,50.15	7,77.98
	b. Equity Instruments through Other Comprehensive Income		5,27.67	5,32.86
	ii. Income tax relating to items that will not be reclassified to profit or loss		-	-
	Subtotal (A)		**9,77.82**	**13,10.84**
	B i. Items that will be reclassified to profit or loss			
	a. Gains and (losses) in cash flow hedges		(3,77.10)	-
	ii. Income tax relating to items that will be reclassified to profit or loss			
	Subtotal (B)		**(3,77.10)**	-
	Other Comprehensive Income (A + B)		**6,00.72**	**13,10.84**
XI	**Total comprehensive income for the year (IX + X)**		**169,97.91**	**89,44.40**
XII	**Earnings per equity share of Rs. 100 each**			
	Basic (in Rs.)		**1.12**	**0.58**
	Diluted (in Rs.)		**1.12**	**0.58**
XIII	**Weighted average number of outstanding shares**		**146,25,34,437**	**132,11,34,274**

See accompanying notes forming part of the financial statements (1 to 40)

As per our report of even date attached

For B S R & Co. LLP
Chartered Accountants
Firm Registration Number: 101248W/W-100022

Manoj Kumar Vijai
Partner
Membership No. 046882

Place : Mumbai
Date: May 6, 2019

For and on behalf of the Board of Directors

GUENTER BUTSCHEK
Chairman
(DIN - 07427375)

PHILLIE KARKARIA
Director
(DIN - 00059397)

P.B. BALAJI
Director
(DIN - 02762983)

SHYAM MANI
Managing Director
(DIN - 00273598)

ANAND BANG
Chief Financial Officer

VINAY LAVANNIS
Company Secretary

Place: Mumbai
Date: May 6, 2019

TMF HOLDINGS LIMITED (formerly known as TATA MOTORS FINANCE LIMITED) (CIN - U65923MH2006PLC162503)
Consolidated Cash Flow Statement for the year ended March 31, 2019

(Rs. in lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit for the year	**122,63.93**	**30,69.04**
Adjustments for:		
Interest income on loans, deposits and investments	(3616,53.58)	(2671,37.21)
Interest expenses and other finance costs	1619,65.84	1100,11.83
Discounting charges / premium on commercial paper and zero coupon bonds	1027,32.52	785,89.20
Provision for doubtful loans (net of writeoff)	233,49.57	82,89.23
Provision for doubtful loans and advances (others)	(24.63)	12,71.95
Provision for diminution in the value of investment	14,88.94	5,26.25
Provision for consumer disputes	3,00.04	(21.78)
Provision for indirect tax	-	8.68
Gain on sale of investments	(58,43.21)	(35,43.62)
Dividend Income	(3,55.09)	(4,05.80)
Share of net (profit)/loss of joint venture accounted for using equity method	72.00	-
(Profit)/ Loss on sale of property, plant & equipments (including write off)	32.39	1,75.59
Depreciation and amortization expense	22,51.05	1835.26
Balance written back	(13,61.42)	(22,21.57)
Operating cash flow before working capital changes and discounting charges	**(647,81.65)**	**(695,52.95)**
Movements in working capital		
Trade receivables	761,75.25	(1043,34.00)
Other receivables	(17,68.64)	2,19.38
Trade payables	72,29.78	17,59.52
Other payables	3,54.35	(764,50.13)
Other financial assets	(69,75.45)	59,18.65
Other non financial assets	(70,96.15)	27,29.38
Other financial liabilities	107,65.49	1630.56
Provisions for employee benefit schemes	576.18	635.61
Other non financial liabilities	18,09.18	59,72.98
Loans	(10421,16.04)	(3952,65.25)
Investments considered as credit facilities	(511,43.64)	(63413.69)
Increase/(decrease) in derivatives not designated as hedges	(1,17.79)	-
	(10770,89.12)	**(6901,49.94)**
Current taxes paid (net)	(120,84.16)	(71,86.86)
Interest income received on loans, deposits and investments	3596,70.85	2657,25.03
Interest expense and other finance cost paid	(1680,99.55)	(1083,71.12)
Discounting charges / premium on commercial paper and zero coupon bonds paid	(971,21.62)	(639,45.53)
Net cash from / (used in) operating activities	**(9947,23.59)**	**(6039,28.42)**
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of tangible and intangible assets (including CWIP and capital advances)	(77,71.44)	(49,34.64)
Proceeds from sale of fixed assets	1,57.56	1,09.97
Purchase of mutual fund units	(73926,25.00)	(36367,12.50)
Redemption of mutual fund units	74033,10.15	36754,78.76
Investment in the equity	-	(4,61.65)
Investment in equity and optionally convertible debentures of joint venture	(9,30.86)	-
Investment in trust securities	(20.86)	(16.86)
Realisation on distribution from Trust securities	-	39.82
Proceeds from sale of Equity Shares	-	16,21.16
Investment in non convertible debentures	-	(22,00.00)
Earmarked Deposits & Balances with Banks	37,36.60	(37,36.78)
Deposits/restricted deposits with banks	(435,59.95)	(121,65.84)
Realisation of deposits/restricted deposits with banks	103,54.47	49,33.63
Dividend income	3,55.09	4,05.80
Net cash from / (used in) investing activities	**(269,94.23)**	**223,60.87**

TMF HOLDINGS LIMITED (formerly known as TATA MOTORS FINANCE LIMITED) (CIN - U65923MH2006PLC162503)
Consolidated Cash Flow Statement for the year ended March 31, 2019

(Rs. in lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of equity share capital	600,00.00	300,00.00
Share issue expenses	(90.00)	(1,19.60)
Payment of interim dividend on equity shares	(37,36.60)	-
Payment of dividend on equity shares	(63,21.59)	(63,79.58)
Proceeds from issue of compulsory convertible preference shares	326,00.00	450,00.00
Payment of issue expenses on compulsory convertible preference shares	(3,91.20)	-
Proceeds from Debt securities	44237,82.09	28887,07.04
Repayment of Debt securities	(44211,06.18)	(25587,01.64)
Proceeds from Subordinated liabilities	100,00.00	50,00.00
Proceeds from borrowings (other than debt securities)	33509,23.01	9781,78.83
Repayment of borrowings (other than debt securities)	(23347,29.69)	(8224,72.19)
Net cash from / (used in) financing activities	**11109,29.84**	**5592,12.86**
Net increase / (decrease) in cash and cash equivalents (A + B + C)	**892,12.02**	**(223,54.69)**

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Cash and cash equivalents at the beginning of the year	471,08.89	694,63.59
Cash and cash equivalents at the end of the year	1363,20.91	471,08.89
Net increase / (decrease) in cash and cash equivalents [Refer: Notes below]	**892,12.02**	**(223,54.70)**

Changes in liabilities arising from financing activities:

(Rs. in lakhs)

Particulars	Borrowings
Balances as at April 1, 2017	**21398,44.06**
Cashflow changes	4711,15.52
Amortisation / EIR adjustments	808,80.90
Balances as at March 31, 2018	**26918,40.48**
Cashflow changes	9595,07.43
Amortisation / EIR adjustments	1064,48.66
Balances as at March 31, 2019	**37577,96.57**

See accompanying notes forming part of the financial statements (1 to 40)

Notes:
1 Finance costs has been considered as arising from operating activities in view of the nature of the group's business

As per our report of even date attached
For B S R & Co. LLP
Chartered Accountants
Firm Registration Number: 101248W/W-100022

Manoj Kumar Vijai
Partner
Membership No. 046882

Place : Mumbai
Date: May 6, 2019

For and on behalf of the Board of Directors

GUENTER BUTSCHEK
Chairman
(DIN - 07427375)

PHILLIE KARKARIA
Director
(DIN - 00059397)

P.B. BALAJI
Director
(DIN - 02762983)

SHYAM MANI
Managing Director
(DIN - 00273598)

ANAND BANG
Chief Financial Officer

VINAY LAVANNIS
Company Secretary

Place: Mumbai
Date: May 6, 2019

TMF HOLDINGS LIMITED (formerly known as TATA MOTORS FINANCE LIMITED) (CIN - U65923MH2006PLC162503)
Consolidated Notes forming part of financial statements for the year ended March 31, 2019

Statement of Changes in Equity
A. Equity share capital

Equity Shares	March 31, 2019		March 31, 2018	
	Number	Rs.	Number	Rs.
Shares outstanding at the beginning of the period	1,40,47,35,056	1404,73.50	1,31,90,20,771	1319,02.08
Shares Issued during the period	19,35,48,386	193,54.83	8,57,14,285	85,71.43
Shares outstanding at the end of the period	1,59,82,83,442	1598,28.33	1,40,47,35,056	1404,73.50

B. Other equity

(Rs in lakhs)

Particulars	Equity component of compound financial instrument	Reserves				Other components of equity		Total
		Special reserve	Securities Premium Account	Capital reserve	Retained earnings	Equity instruments through OCI	Cost of hedging Reserve	
Balance as at April 01, 2018	370,72.59	320,14.08	958,34.05	241,72.78	(2007,15.80)	11,74.64	-	(104,47.66)
Profit for the period	-	-	-	-	163,97.19	-	-	163,97.19
Other comprehensive income /(loss) for the period	-	-	-	-	4,50.15	5,27.67	(3,77.10)	6,00.72
Total Comprehensive income/(loss) for the period	-	-	-	-	168,47.34	5,27.67	(3,77.10)	169,97.91
Dividend paid (including dividend tax)	-	-	-	-	(63,21.59)	-	-	(63,21.59)
Deferred tax of undistributed earnings of subsidiaries								-
on issue of equity shares	-	-	406,45.16	-	-	-	-	406,45.16
Shares / Debentures issue expenses	-	-	(90.00)	-	-	-	-	(90.00)
Transfer to Special Reserve	-	61,39.95	-	-	(61,39.95)	-	-	-
Others	-	-	-	-	-	-	-	-
Balance as at March 31, 2019	**370,72.59**	**381,54.03**	**1363,89.21**	**241,72.78**	**(1963,30.00)**	**17,02.31**	**(3,77.10)**	**407,83.83**

(Rs in lakhs)

Particulars	Equity component of compound financial instrument	Reserves				Other components of equity		Total
		Special reserve	Securities Premium Account	Capital reserve	Retained earnings	Equity instruments through OCI	Cost of hedging Reserve	
Balance as at April 01, 2017	370,72.59	250,97.45	969,17.86	17,80.00	(1958,31.13)	6,41.78	-	(343,21.45)
Profit for the period	-	-	-	-	76,33.56	-	-	76,33.56
Other comprehensive income /(loss) for the period	-	-	-	-	7,77.98	5,32.86	-	13,10.84
Total Comprehensive income/(loss) for the period	-	-	-	-	84,11.54	5,32.86	-	89,44.40
Dividend paid (including dividend tax)	-	-	-	-	(63,79.58)	-	-	(63,79.58)
on issue of equity shares	-	-	214,28.57	-	-	-	-	214,28.57
Amortisation of premium on redemption of debentures	-	-	(223,68.26)	223,68.26	-	-	-	-
Shares / Debentures issue expenses	-	-	(1,44.12)	24.52	-	-	-	(1,19.60)
Transfer to Special Reserve	-	69,16.63	-	-	(69,16.63)	-	-	-
Balance as at March 31, 2018	**370,72.59**	**320,14.08**	**958,34.05**	**241,72.78**	**(2007,15.80)**	**11,74.64**	**-**	**(104,47.66)**

See accompanying notes forming part of the financial statements (1 to 40)

As per our report of even date attached
For B S R & Co. LLP
Chartered Accountants
Firm Registration Number: 101248W/W-100022

Manoj Kumar Vijai
Partner
Membership No. 046882

Place : Mumbai
Date: May 6, 2019

For and on behalf of the Board of Directors

GUENTER BUTSCHEK
Chairman
(DIN - 07427375)

PHILLIE KARKARIA
Director
(DIN - 00059397)

P.B. BALAJI
Director
(DIN - 02762983)

SHYAM MANI
Managing Director
(DIN - 00273598)

ANAND BANG
Chief Financial Officer

VINAY LAVANNIS
Company Secretary

Place: Mumbai
Date: May 6, 2019

Note 1 Background and operations

TMF Holdings Limited (the "Company") is registered as a Non-Banking Financial (Non-Deposit Accepting or Holding) Company with the Reserve Bank of India (RBI) with effect from August 9, 2006. Pursuant to application requesting for conversion of the Group to a Core Investment Company, submitted to RBI on June 23, 2017, RBI issued a fresh Certificate of Registration of NBFC - Non Deposit taking - Systemically Important - Core Investment Company (CIC) dated October 12, 2017 to the Company. the Company is a subsidiary of Tata Motors Limited. With effect from June 17, 2017, the name of the Company has changed to TMF Holdings Limited from Tata Motors Finance Limited.

The Company is primarily a holding company, holding investments in its subsidiaries and other Group companies.

The Company and its subsidiaries (collectively referred to as "the Group") is engaged primarily in lending activities providing finance for vehicles and to corporates dealers and vendors of ultimate parent company (referred to as "Tata Motors Limited"), through its PAN India branch network.

The consolidated financial statements were approved by the Board of Directors and authorised for issue on May 6, 2019.

Note 2 Basis of preparation

2.1 Statement of compliance

In accordance with the notification issued by Ministry of Corporate Affairs , the Group has adopted Indian Accounting Standards (referred to as "Ind AS") notified under section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rule 2015 as amended, from April 1, 2018 and the effective date of such transition is April 01, 2017. Such transition has been carried out in accordance with Ind AS 101 First-time Adoption of Indian Accounting Standards from erstwhile Accounting Standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and guidelines issued by Reserve Bank of India ('RBI') (collectively referred to as the 'Previous GAAP'). the Group has presented a reconciliation from the presentation of financial statements under Previous GAAP to Ind AS of Shareholders' equity as at March 31, 2018 and April 1, 2017 and of the Total comprehensive income for the year ended March 31, 2018. Refer Note 3 for the details of first- time exemptions availed and an explanation of how the transition from previous GAAP to Ind AS has affected the Group's financial position, financial performance and cash flows.

These financial statements for the year ended March 31, 2019 are the first financial statements of the Group prepared under in accordance with Ind AS as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013 (the "Act").

2.2 Historical cost convention

The financial statements have been prepared on historical cost basis except for certain financial instruments measured at fair value at the end of each reporting period as explained in the accounting policies below.

2.3 Presentation of financial statements

The Company is covered in the definition of Non-Banking Financial Company as defined in Companies (Indian Accounting Standards) (Amendment) Rules, 2016. Pursuant to Ministry of Corporate Affairs ("MCA") notification on October 11, 2018 of Ind AS compliant Schedule III to the Companies Act, 2013 dealing with format of presentation of financial statements for Non- Banking Financial Companies, the Group has complied with the requirements of presentation of the financial statements in accordance with the aforesaid Schedule III specific to Non-Banking Financial Company.

Note 3 SIGNIFICANT ACCOUNTING POLICIES

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

(i) Basis of Consolidation

Subsidiaries

The consolidated financial statements include the Company and its subsidiaries. Subsidiaries are entities controlled by the Group. Control exists when the Group

(a) has power over the investee,

(b) it is exposed, or has rights, to variable returns from its involvement with the investee and

(c) has the ability to affect those returns through its power over the investee.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements listed above. In assessing control, potential voting rights that currently are exercisable are taken into account. The results of subsidiaries acquired or disposed off during the year are included in the consolidated financial statements from the effective date of acquisition and up to the effective date of disposal, as appropriate.

AAM

The financial statements of the Group and its subsidiary companies have been consolidated on a line-by-line basis by adding together of like items of assets,liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions and resulting unrealised profit or losses, unless cost cannot be recovered, as per the applicable Accounting Standard in India. Accounting policies of the respective subsidiaries entities are aligned wherever necessary, so as to ensure consistency with the accounting policies that are adopted by the Group under Ind AS.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognized directly in equity and attributed to owners of the Group.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under Ind AS 109 Financial Instruments: Recognition and Measurement or, when applicable, the cost on initial recognition of an investment in an associate or jointly controlled entity.

Interest in Joint arrangements- Joint Venture

A joint arrangement is an arrangement of which two or more parties have joint control. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. The results, assets and liabilities of a joint venture are incorporated in these financial statements using the equity method of accounting as described below.

Equity method of accounting (equity accounted investees)

An interest in an joint venture is accounted for using the equity method from the date in which the investee becomes a joint venture and are recognised initially at cost. The Group's investment includes goodwill identified on acquisition, net of any accumulated impairment losses if any. The consolidated financial statements include the Group's share of profits or losses and equity movements of equity accounted investees, from the date that joint control commences until the date that joint control ceases.

When the Group's share of losses exceeds its interest in an equity accounted investee, the carrying amount of that interest (including any long-term investments in the nature of net investments) is reduced to nil and the recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the investee.

Unrealised gains on transactions between the Group and its joint ventures are eliminated to the extent of the Group's interest in the joint venture, unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred and where material, the results of joint ventures are modified to confirm to the Group's accounting policies.

(ii) **Business Combinations**

Acquisitions of subsidiaries and businesses are accounted for using the acquisition method. Acquisition related costs are recognized in profit or loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition are recognized at their fair value at the acquisition date, except certain assets and liabilities required to be measured as per the applicable standard.

Purchase consideration in excess of the Group's interest in the acquiree's net fair value of identifiable assets, liabilities and contingent liabilities is recognized as goodwill. Excess of the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the purchase consideration is recognized, after reassessment of fair value of net assets acquired, in the Capital Reserve.

Business combinations arising from transfer of interests in entities that are under common control are accounted for using the pooling of interest method. The difference between any consideration transferred and the aggregate historical carrying values of assets and liabilities of the acquired entity are recognised in shareholder's equity.

B S R & Co. LLP Chartered Accountants

(iii) Use of estimates and judgments

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities and disclosures of contingent liabilities at the date of these financial statements and reported amounts of income and expenses for the years presented. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimates is revised and future period affected.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are included in following notes :

a) Note 3 (xvi) and 39 (A) - Impairment of financial assets based on the expected credit loss model
b) Note 3(iv) - Recognition of interest income/expenses using Effective Interest Rate (EIR) method.
c) Note 3(viii) and 3(ix) - Useful lives of property, plant and equipment.
d) Note 3(xii) and 36 - Measurement of assets and obligations of defined benefit employee plans.
e) Note 3(v) and 12 - Recognition of Income Taxes.
f) Note 3(xiii) - Measurement and recognition of Provisions and Contingencies.
g) Note 3(xviii) and 38 - Fair value measurment of Financial Instruments.

(iv) Revenue recognition

(a) Interest on loans arising from financing activities

Interest income from finance receivables is recognised using the effective interest rate method (EIR).
The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees/service charegs and incentives paid and received that form an integral part of the effective intrest rate, transaction costs (i.e. agent's commission/fees) and other premium or discounts) through the expected life of the loans.

(b) Interest on investments and term deposits

Interest income on investments and term deposits are accrued and recognised in income statement using the effective interest method (EIR).

(c) Dividend

Dividend income is recognised in the income statement on the date when the Group's right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of dividend can be reliably measured.

(d) Lease income

Lease income from operating leases where the Group is a lessor is recognised on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases.

(v) Foreign currency

These financial statements are presented in Indian rupees, which is the functional currency of the Group.

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction.Foreign currency denominated monetary assets and liabilities are re-measured into the functional currency at the exchange rate prevailing on the balance sheet date.
Exchange differences are recognised in the income statement except to the extent, exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings, are capitalised as part of borrowing costs.

(v) Income Taxes

Income tax expense comprises current and deferred taxes. Income tax expense is recognised in the statement of profit & loss except when they relate to items that are recognised outside the statement of profit and loss (whether in other comprehensive income or directly in equity), in which case tax is also recognised outside the statement of profit and loss.

Current income taxes are determined based on respective taxable income of Group and tax rules applicable for respective tax jurisdictions.
Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilised business loss and depreciation carry-forwards and tax credits. Such deferred tax assets and liabilities are computed separately. Deferred tax assets are recognised to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.
Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

AAM

Current and deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current and deferred tax assets and liabilities on a net basis.

(vi) Cash and Cash equivalent

Cash and cash equivalents are short-term (three months or less from the date of acquisition), highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

(vii) Earning per share

Basic earnings per share has been computed by dividing profit for the year by the weighted average number of shares outstanding during the year. Diluted earnings per share has been computed using the weighted average number of shares and dilutive potential shares, except where the result would be anti-dilutive.

(viii) Property,Plant and equipment (PPE)

Property, plant and equipment are stated at cost of acquisition less accumulated depreciation and impairment, if any. Cost includes purchase price, non-refundable taxes and levies and other directly attributable costs of bringing the assets to its location and working condition for its intended use.

The cost of an item of PPE is recognised as an asset if, and only if, it is probable that the economic benefits associated with the item will flow to the Group in future periods, and the cost of the item can be measured reliably. Expenditure incurred after the PPE have been put into operations, such as repairs and maintenance expenses, are charged to the statement of profit and loss during the period in which they are incurred.

An item of PPE is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the assets. Any gain or loss, arising on the disposal or retirement of an item of PPE, is determined as the difference between the sales proceeds and the carrying amount of the asset, and is recognised in the statement of profit and loss.

Capital work-in-progress includes cost of property, plant and equipment under installation/under development as at the reporting date.

Depreciation is provided on the straight-line method over the useful lives of the assets considering the nature, estimated usage, operating conditions, past history of replacement and anticipated technological changes.

Schedule II to the Companies Act 2013 ('Schedule') prescribes the useful lives for various class of assets. For certain class of assets, based on technical evaluation and assessment, Management believes that, the useful lives adopted by it reflects the periods over which these assets are expected to be used. Accordingly for those assets, the useful lives estimated by the management are different from thoseprescribed in the Schedule. Management's estimates of the useful lives for various class of PPE are as given below:

Type of Asset	Estimated useful life
Building	19 & 60 years
Data Processing Machines	3 years
Furniture & Fixture	5 to 10 years
Office Equipment	2 to 10 years
Office Equipment - HHT	4 years
Motor Vehicle	4 years
Vehicles On Operating Lease	6 years
Software	5 years

The useful lives and method of depreciation is reviewed at least at each year-end. Changes in expected useful lives are treated as change in accounting estimates.

Depreciation on additions is provided on a pro-rata basis from the month of installation or acquisition. Depreciation on deductions/ disposals is provided on a pro-rata basis upto the month preceding the month of deduction/disposal.

However, leasehold improvements and PPE located in leasehold premises are depreciated on a straight-line method over shorter of their respective useful lives or the tenure of the lease arrangement.

Assets costing less than Rs. 5,000/- are expensed off at the time of purchase.

B S R & Co. LLP Chartered Accountants 5th Floor, Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai-400011. India

AAM

(ix) Other intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.
Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment, whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset. Intangible assets are amortised on a straight-line basis over their estimated useful lives.

Intangible Assets and their Useful Lives are as under

Type of Assets	Estimated useful Life
Software	5 years

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognised in the Statement of Profit and Loss when the asset is derecognised.

(x) Leases

At the inception of a lease, the lease arrangement is classified as either a finance lease or an operating lease, based on the substance of the lease arrangement.

(A) Assets taken on operating lease- Group as a lessee

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group as lessee are classified as operating leases. Under operating leases, the leased assets are not recognized on the Group's balance sheet. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless thepayments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

(B) Assets given on operating lease- Group as a lessor

Assets given on operating lease are included in fixed assets. Lease income is recognised in the statement of profit and loss on an accrual basis. Costs including depreciation are recognised as an expense in the statement of profit and loss.

(xi) Impairment of Non financial assets

Goodwill

Cash generating units to which goodwill is allocated are tested for impairment annually at each balance sheet date, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to that unit and then to the other assets of the unit pro rata on the basis of carrying amount of each asset in the unit. Goodwill impairment loss recognized is not reversed in subsequent period.

Property, plant and equipment and other intangible assets

At each balance sheet date, the Group assesses whether there is any indication that any property, plant and equipment and intangible assets with finite lives may be impaired. If any such impairment exists the recoverable amount of an asset is estimated to determine the extent of impairment, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the statement of profit and loss.

(xii) Employee benefits

(A) 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 period when the employee renders the service. These benefits include salaries and performance incentives/bonuses which are expected to occur within twelve months after the end of the period in which the employee renders the related services.

AAM

B S R & Co. LLP
5th Floor, Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai-400011, India
Chartered Accountants

(B) Post Employment/retirement benefit Plans

(1) Defined contribution plans

For provident fund and superannuation fund, Group does not carry any further obligations, apart from the contributions made. Payments/Contributions to the Group's defined contribution plans are accounted for on an accrual basis (i.e. when employees have rendered the service entitling them to the contribution) and are recognised as an expense in the statement of profit and loss.

(a) Provident fund

The employees are entitled to receive benefits under provident fund, where both, the employees and the Group, make monthly contributions at a specified percentage of the covered employees' basic salary. The contribution is paid to the fund managed by Tata Motors Limited (ultimate parent company), except that the employer's contribution towards pension fund is paid to the Regional Provident Fund office. The Group is liable for annual contribution and any shortfall to the extent of the Group's share in the fund managed by ultimate parent company, based on the Government specified minimum rates of return and recognises such contributions and shortfall, if any, as an expense in the year incurred.

(b) Superannuation fund

Contribution to the superannuation fund is made at 15% of basic salary for the employees who have opted to the scheme, managed by the ultimate parent company and is charged to the statement of profit and loss on accrual basis.

(2) Defined benefit plans

(a) Gratuity

For defined benefit schemes in the form of gratuity plan, the cost of providing benefits is actuarially determined using the projected unit credit method, with actuarial valuations being carried out at each year end. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as reduced by the fair value of scheme assets. the Group have an obligation towards gratuity, post employment/retirement defined benefit plan covering eligible employees. The benefit is in the form of lump sum payments to eligible employees on resignation, retirement, or death while in employment or on termination of employment of an amount equivalent to 15 days' to 30 days' basic salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The liability determined basis actuarial valuation is compared with the fair value of plan assets and the shortfall or excess is accounted for as a liability or an asset respectively.

The present value of the said obligation is determined by discounting the estimated future cash outflows, using market yields of government bonds of equivalent term and currency to the liability.

The interest income / (expense) are calculated by applying the discount rate to the net defined benefit liability or asset. The net interest income / (expense) on the net defined benefit liability is recognised in the Statement of Profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in OCI. They are included in retained earnings in the Statement of Changes in Equity and in the Balance Sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

(C) Other long term employee benefit plans

(1) Defined benefit plans

Compensated absences

The liabilities for compensated absences are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the appropriate market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the statement of profit or loss.

(xiii) **Provisions and Contingent Liabilities**

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to the net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

A present obligation that arises from past events, where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Group.

Claims against the Group, where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

(xiv) **Dividend (including dividend distribution tax)**

Any dividend declared or paid by Group and its subsidiaries is based on the profits available for distribution as reported in the financial statements. Indian law mandates that dividend be declared out of distributable profits, after setting off un-provided losses and depreciation of previous years. In case of inadequacy or absence of profits in a particular year, a group may pay dividend out of accumulated profits of previous years transferred to statement of profit and loss. However, in the absence of accumulated profits a group may declare dividend out of free reserves, subject to certain conditions as prescribed under the Companies (Declaration and Payment of Dividend) Rules, 2014. Accordingly, in certain years the net income reported in these financial statements may not be fully distributable.

(xv) **Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The power to assess the financial performance and position of the Group and make strategic decisions is vested in the Board of Directors Committee who has been identified as the chief operating decisions maker.

(xvi) **Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments are recognised when the Group becomes a party to the contractual provisions of the instrument.

(A) Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value. However, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset are added to the fair value. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognised in profit or loss.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Financial assets with emdedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement

For the purposes of subsequent measurement, financial assets are classified in the following categories

a. at amortised cost, or

b. at fair value through other comprehensive income (FVTOCI), or

c. at fair value through profit or loss (FVTPL)

The above classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flow.

(I) Debt Instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments.

(a) At amortised cost:

A debt instrument is measured at amortised cost, if both the following conditions are satisfied/ fulfilled

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and

- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

BSR & Co. LLP Chartered Accountants 5th Floor, Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai 400011, India

AAM

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

(b) At FVTOCI:

A debt instrument is classified at FVTOCI, if both of the following criteria are met:
- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets; and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the OCI. However, the Group recognises interest income, impairment losses and reversals in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to the Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

(c) At FVTPL:

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorisation as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortised cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Derivatives embedded in a host contract that is an asset within the scope of Ind AS 109 are not seperated. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

(II) Equity Instruments/investments

Investments in equity instruments are measured at fair value. Equity instruments, which are held for trading, are classified as at FVTPL. For equity instruments, other than held for trading, the Group has irrevocable option to present in OCI subsequent changes in the fair value. the Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

Where the Group classifies equity instruments as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

(III) Impairment of financial assets

The Group applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, debt instruments at FVOCI, loans and advances receivables arising out of the financing activities and trade receivables.

Loss allowance in respect of trade receivables is measured at an amount equal to life time expected credit losses which is computed based on provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

Loss allowance for finance receivables arising out of the financing activity and debt investments measured at amortised cost or FVOCI is measured at an amount equal to twelve month expected losses if credit risk on such assets has not increased significantly since initial recognition. An allowance equal to life time expected losses is provided if credit risk has increased significantly from the date of initial recognition. If, in a subsequent period, credit quality of the instrument improves, such that there is no longer a significant increase in credit risk since initial recognition, then the Group reverts to recognising impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

1. All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases, when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument

2. Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECL impairment loss allowance (or reversal) recognised during the year is recognised as income/ expense in the Statement of Profit and Loss. This amount is reflected under the head 'other expenses' in the P&L.

AAM

B S R & Co. LLP
5th Floor, Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai-400011, India
Chartered Accountants

Financial assets measured as at amortised cost which includes debt investments, loans receivables arising from financing activity and trade receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the Balance Sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

Write off

Financial assets (and the related impairment allowances) are normally written off, either partially or in full, when there is no reasonable expectation of further recovery. In circumstances where the net realisable value of any collateral has been determined and there is no reasonable expectation of further recovery, write-off may be earlier.

(IV) Derecognition of financial assets

The Group de-recognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises an associated liability as collateralised borrowing for the proceeds received..

On de-recognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in OCI, and accumulated in equity is recognised in the Statement of Profit and Loss.

(B) Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments, issued by the Group, are classified as either financial liabilities or as equity, in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

(I) Financial liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value. However, in the case of financial liabilities not recorded at fair value through profit or loss, transaction costs that are directly attributable to the issue of financial liabilities are deducted from the fair value of financial liabilities. The transaction costs directly attributable to the issue of financial liabilities at fair value through profit or loss are immediately recognised in profit or loss.

the Group's financial liabilities majorly comprise of trade and other payables, loans and borrowings, including bank overdrafts and cash credit facility and derivative financial instruments.

Subsequent measurement

All financial liabilities are subsequently measured at amortised cost using the effective interest rate (EIR) method or at fair value through profit or loss (FVTPL).

(a) At FVTPL:

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL. Financial liabilities are classified as held for trading, if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group, that are not designated and effective as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading, unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Financial liabilities, designated upon initial recognition at FVTPL, are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

(b) At amortised cost:

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance cost in the profit or loss.

Derecognition of financial liabilities:

the Group de-recognises financial liabilities when and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability de-recognised and the consideration paid and payable is recognised in Statement of Profit and Loss.

Modification/Renegotiation that do not result in derecognition

Changes to the carrying amount of a financial liability as a result of renegotiation or modification of terms that do not result in derecognition of the financial liability, is recognised in the Statement of Profit and Loss.

AAM

(II) Equity Instrument

An equity Instrument is any contract that evidences residual interests in the assets of the Group after deducting all of its liabilities. Incremental costs incurred which are directly attributable to the issue of new shares are shown in equity as deduction, net of tax, from the proceeds.

(III) Compound financial Instrument

The components of compound financial instruments (For example- Conversion option) issued by the Group are classified seperately as financial liabilities and equity in accordance with the substance of the contractual arrangements and definitions of a financial liability and an equity instrument. A conversion option that will be settled by exchange of fixed amount of cash or another financial asset for a fixed number of the Group's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non convertible instruments. This amount is recognised as a liability on an amortised cost basis using the effective interest rate method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of liability component from the fair value of the compound financial instruments as a whole. This is recognised and included in equity, net of tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to other component of equity. When the conversion option remains unexercised at the maturity date, the balance recognised in equity will be transferred to retained earnings. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

Transaction costs that relate to the issue of the convertible instrument are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognised directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortised over the life of the convertible instrument using effective interest rate method.

(xvii) **Derivatives and Hedging activities**

The Group enters into a variety of derivative financial instrumentsto manage its exposure to interest rate risk and foreign exchange rate risk, including foreign exchange forward contracts and interest rate swaps. Further details of derivative financial instruments are disclosed in Note 16.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair vaue at the end of each reporting date. The resulting gain or loss is recognised in Statement of profit or loss immediately unless the derivative is designated and effective as a hedging instrument (Refer sub note (a) below), in which event the timing of recognition in profit or loss depends on the nature of the hedging relationship and nature of the hedge item.

Emdedded derivatives

Derivatives embedded in a host contract that is an asset within the scope of Ind AS 109 are not seperated. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Derivatives embedded in all other host contract are seperated only if the economic characteristics and risks of the embedded derivatives are not closely related to the economic characteristics and risks of the host and accordingly, are measured at fair value through profit or loss. Embedded derivatives closely related to the host contracts are not seperated.

(a) Hedge accounting

The Group designates foreign currency forward derivative contracts as hedges of foreign exchange risk associated with the cash flows of foreign currency risks associated with the borrowings denominated in foreign currency (referred to as "cash flow hedges").

The Group documents at the inception of the hedging transaction the economic relationship between the hedging instruments and hedge items including whether the hedging instrument is expected to offset changes in the cash flows of hedge items. the Group documents its risk management objective and strategy for undertaking various hedge transactions at the inception of the hedging relationship.

Cash flow hedges

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated under the heading of cash flow hedhing reserve. The gain or loss relating to ineffective portion is recognised immediately in profit or loss.

Amounts previously recognised in other comprehensive income and accumulated in equity to effective portion (as described above) are reclassified to profit or loss in the periods when the hedge item affects profit or loss, in the same line as the recognised hedge item.

In cases where the designated hedging instruments are forward contracts, the Group has an option, for each designation, to designate on an instrument only the changes in spot element of forward contracts respectively as hedges. In such cases, the forward element (i.e. forward premium) is accounted based on the type of hedge which those foreward contract hedge.

The changes in the forward element of the forward contracts are recognised within other comprehensive income in the costs of hedging reserve within equity.

AAM

In case of transaction related hedge item in the above cases, the changes in the forward element (i.e. forward premium) of the forward contracts accumulated within other comprehensive income in the costs of hedging reserve within equity is reclassified to profit or loss as a reclassification adjustment in the same period in which the hedged expected future cash flows affect profit or loss.

In case of time-period related hedge item in the above cases, the changes in the forward element (i.e. forward premium) of the forward contracts accumulated within other comprehensive income in the costs of hedging reserve within equity is amortised on a systematic and rational basis over the period during which the forward contracts spot element could affect profit or loss as a relassification adjustment from other comprehensive income.
Hedge accounting is discontinued when the hedging instrument expires or is sold,terminated, or exercised, or no longer qualifies for hedge accounting.

(xviii) **Fair value measurement**

The Group measures financial instruments, such as investments and derivatives at fair values at each Balance Sheet date.

The fair value of a financial instrument on initial recognition is normally the transaction price (fair value of the consideration given or received). Subsequent to initial recognition, the Group determines the fair value of financial instruments that are quoted in active markets using the quoted bid prices (financial assets held) or quoted ask prices (financial liabilities held) and using valuation techniques for other instruments. Valuation techniques include discounted cash flow method and other valuation models.

(xix) **Offsetting financial instruments**

Financial assets and financial liabilities are offset when it currently has a legally enforceable right (not contingent on future events) to off-set the recognised amounts and the Group intends either to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

(xx) **New Accounting Pronouncement**

(A) New accounting standards not yet adopted

In March 2019, MCA issued Ind AS 116 - Leases which sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract and replaces the previous standard on leasing, Ind AS 17 -Leases. Ind AS 116, which is not applicable to service contracts, but only applicable to leases or lease components of a contract, defines a lease as a contract that conveys to the customer (lessee) the right to use an asset for a period of time in exchange for consideration. Ind AS 116 eliminates the classification of leases for the lessee as either operating leases or finance leases as required by Ind AS 116 and instead, introduces a single lessee accounting model whereby a lessee is required to recognise assets and liabilities for all leases with a term that is greater than 12 months, unless the underlying asset is of low value, and to recognise depreciation of leased assets separately from interest on lease liabilities in the Statement of Profit and Loss. As Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17, a lessor will continue to classify its leases as operating leases or finance leases and to account for those two types of leases differently.
The Group will be adopting Ind AS 116 with a modified retrospective approach with effect from April 1, 2019. The cumulative effect of initially applying this Standard will be recorded as an adjustment to the opening balance of retained earnings. Figures for comparative periods will not be restated.

The Group will use the exemption option available for existing leases and apply the available exemptions regarding the recognition of short term leases and low value leasing assets. Basis assessment, the Group arrangements under operating leases, which are currently off Balance sheet, will be recorded as right to use assets and the future obligations in respect of such leases will be recorded as a liability in the Balance sheet as at April 1, 2019. The Group is evaluating impact of above amendments issued by MCA to existing accounting standards.

The Group will use following practical expedients of Ind AS 116 at the date of initial application:
1) With leases previously classified as operating leases according to Ind AS 117, the lease liability will be measured at the present valueof the outstanding lease payments, discounted by the incremental borrowing rate at April 1, 2019. The respective right-of-use asset is generally recognised at an amount equal to the lease liability;
2) An impairment review is not performed for right of use assets. Instead, right-of-use asset is adjusted by the amount of any provision for onerous leases recognised in the Balance sheet.
3) Regardless of their original lease term, leases for which the lease term ends latest on March 31, 2020, are recognised as short-term leases;
4) At the date of initial application, the measurement of a right-to-use asset excludes the initial direct costs; and
5) HIndsight is considered when determining the lease term if the contract contains options to extend or terminate the leases.

AAM

(B) Amendments issued by MCA to existing standards

MCA issued following amendments to certain standards which will be effective from financial year beginning April 1, 2019.

i) Amendments to Ind AS 109, Financial Instruments - Prepayment of loans:

The amendments notified in Ind AS 109 pertain to classification of a financial instruments with prepayment feature with negative compensation. Negative compensation arises where the terms of the contract of the financial instrument permit the holder to make repayment or permit the lender or issuer to put the instrument to the borrower for repayment before the maturity at an amount less than the unpaid amounts of principal and interest. Earlier, there was no guidance on classification of such instruments.
According to the amendments, these types of instruments can be classified as measured at amortised cost, or measured at fair value through profit or loss, or measured at fair value through other comprehensive income by the lender or issuer if the respective conditions specified under Ind AS 109 are satisfied. Similarly, the holder may classify them either measured at fair value through profit or loss or measured at amortised cost in accordance with conditions of Ind AS 109.

ii) Amendments to Ind AS 12, Income Taxes - Deferred taxes on Dividends:

An entity is required to create a corresponding liability for payment of Dividend Distribution Tax (DDT) when it recognises a liability to pay a dividend. The liability for DDT shall be recorded in statement of profit & loss, other comprehensive income or equity, as the case may be. Currently, the Group is recognizing dividend distribution tax on dividends paid to shareholders in the statement of changes in equity, As per the amendment, the Group will recognize dividend distribution tax on dividend distributed to shareholders as income tax expense in its statement of profit or loss.

iii) Amendments to Ind AS 12, Income Taxes – Uncertain tax treatment

Another amendment relates to tax consequence of an item whose tax treatment is uncertain. Tax treatment of an item is considered as uncertain when there is uncertainty whether the relevant taxation authority will accept the tax treatment of that item or not. For example, if an entity has not included a particular income in taxable profit, it will be considered as uncertain tax treatment if its acceptability by taxation authority is uncertain. The amendment has been brought by introducing a new Appendix C to Ind AS 12.

If there is uncertainty over tax treatment of an item:

1. An entity should determine an approach or method that predicts the resolution of the uncertainty. Based on the approach, the entity shall determine whether to consider each uncertain tax treatment separately or together with one or more other uncertain tax treatments.
2. It shall assess whether it is probable that the taxation authority will accept the uncertain tax treatment, assuming that the authority has full right to examine the treatment and has full knowledge of all related information.
3. If it is probable that the taxation authority will accept the tax treatment, there will be no impact on the amount of taxable profits/losses, tax bases, unused tax losses/credits and tax rates. In vice-versa case, the entity shall show the effect of the uncertainty for each uncertain tax treatment on amount of related aforesaid items by using either the most likely outcome or the expected outcome of the uncertainty.

iv) Amendment to Ind AS 19, Employee Benefits - Changes in Employee benefit plan:

When a change to a plan by way of either an amendment, curtailment or settlement takes place, IND AS 19 requires a company to remeasure its net defined benefit liability or asset.
The amendments to IND AS 19 require a company to use the updated assumptions from this remeasurement to determine current service cost and net interest for the remainder of the reporting period after the change to the plan. Until now, IND AS 19 did not specify how to determine these expenses for the period after the change to the plan.

v) Amendments to Ind AS 28, Investments in Associates and Joint Ventures

Ind AS 109 excludes interest in associates and joint ventures that are accounted for in accordance with Ind AS 28, Investments in Associates and Joint Ventures from its scope. This amendment to IND AS 28 clarifies that Ind AS 109 should be applied to financial instruments, including long-term interests in associates and joint venture, that, in substance, form part of an entity's net investment in associate or joint venture, to which the equity method is not applied.

The Group is evaluating impact of above amendments issued by MCA to existing accounting standards.

B S R & Co. LLP
Chartered Accountants

TMF HOLDINGS LIMITED (formerly known as TATA MOTORS FINANCE LIMITED) (CIN - U65923MH2006PLC162503)
Consolidated Notes forming part of financial statements for the year ended March 31, 2019

Note 3A: Group Information

Particulars of subsidiaries and joint venture which have been considered in the preparation of the consolidated financial statements:

Sr. no	Name of the Company	Country of Incorporation	% of holding either directly or through subsidiaries		
			As at March 31, 2019	As at March 31, 2018	As at April 1, 2017
	Subsidiaries				
1	Tata Motors Finance Limited (formerly known as Sheba Properties Limited)	India	100	100	100
2	Tata Motors Finance Solutions Limited	India	100	100	100
	Joint Venture				
1	Loginomic Tech Solutions Private Limited	India	26	-	-

Note 3B: Additional information as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary /Joint Ventures

Sr. No	Name of the Company	As % of consolidated net assets	Net Assets (total assets minus total liabilities)	As % of consolidated profit or loss	Share of profit or loss	As % of other comprehensive income	Share of OCI	As % of total comprehensive income	Amount
	Parent								
1	TMF Holdings Limited	210%	4211,12.24	2%	3,68.89	-1%	(,3.36)	2%	3,65.53
	Subsidiaries								
1	Tata Motors Finance Limited (formerly known as Sheba Properties Limited)	148%	2966,76.29	124%	203,87.68	92%	5,52.60	123%	209,40.28
2	Tata Motors Finance Solutions Limited	58%	1158,20.80	61%	99,43.18	9%	,51.48	59%	99,94.66
	Joint ventures (as per proportionate consolidation /investment as per the equity method								
1	Loginomic Tech Solutions Private Limited	0%	1,93.87	0%	(72.00)	-	-	0%	(72.00)
	Adjustments arising out of consolidation		(6331,91.06)	-87%	(142,30.60)	-	-		(14230.60)
		100%	**2006,12.17**	**100%**	**163,97.19**	**100%**	**6,00.72**	**100%**	**169,97.91**

B S R & Co. LLP
5th Floor, Lodha Excelus, Apollo Mills Compound, N.M. Joshi Marg, Mahalaxmi, Mumbai-400011, India
Chartered Accountants

4 First time adoption- Transition to Ind AS

A. Exemptions and Exceptions availed

The Group has prepared the opening balance sheet as per Ind AS as at April 1, 2017 (the transition date) by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from previous GAAP to Ind AS as required by Ind AS, and applying Ind AS in measurement of recognized assets and liabilities. However, this principle is subject to the certain exception and certain optional exemptions availed by the Group as detailed below.

(A) Business combination

Business combination prior to April 1, 2016 have been accounted in accordance with Previous GAAP. Goodwill arising from business combination has been stated at the carrying amount under Previous GAAP.

(B) Derecognition of financial assets

The Group has chosen to apply derecognition criteria retrospectively. Accordingly all securitisation receivables have been re-recognised under Ind AS as at April 1, 2017.

(C) Designation of previously recognised financial instruments

The Group has opted to avail this exemption to designate certain equity investments as FVTOCI on the date of transition.

B. Reconciliations between Previous GAAP and Ind AS

a) Equity reconciliation

(Rs. In lakhs)

Particulars	Notes	As at March 31, 2018	As at April 01, 2017
Total equity as reported under the Previous GAAP		2,30,880.45	1,63,682.13
Recognition of income (net of expense) on securitisation and assignment transactions	(i)	3,851.48	4,044.31
Provision for impairment allowance based on expected credit loss model (ECL)	(ii)	(57,071.04)	(70,331.23)
Fair valuation of investments in equity shares through other comprehensive income	(iii)	1,174.64	641.78
Fair valuation of investments in equity shares and mutual funds through profit or loss	(iii)	6,137.09	6,167.71
Effective Interest Rate (EIR) adjustment for financial instruments	(iv)	(3,076.52)	(947.83)
Reversal of goodwill recognised in Previous GAAP on a common control transactions		-	-
Liability portion of compound financial instrument	(v)	(51,870.25)	(5,676.25)
Total equity as per Ind AS		1,30,025.86	97,580.63

b) Total Comprehensive Income reconciliation

Particulars	Notes	Year ended March 31, 2018
Net profit after tax as reported under previous GAAP		21,741.27
Recognition of income (net of expense) on securitisation and assignment transactions	(i)	(192.83)
Provision for impairment allowance based on expected credit loss model (ECL)	(ii)	13,260.59
Fair valuation of investments in equity shares and mutual funds through profit or loss	(iii)	(30.62)
Effective Interest Rate (EIR) adjustment for financial instruments	(iv) & (v)	(35,710.91)
Remeasurements of the defined benefit plans		(777.98)
Tax effect on the above adjustments	(vi)	9,344.06
Net profit after tax as per Ind AS		
Other comprehensive income (net of tax effect)	(vii)	1,310.84
Total Comprehensive income after tax as per Ind AS		8,944.42

c) Effect of Ind AS adoption on the Cash Flow Statement for the year ended 31st March, 2018

Under Ind AS, certain transfer of finance receivables by way of securitisation/direct assignments do not meet the criteria for derecognition. Consequently, proceeds received from these transactions are recorded as collateralized debt obligation. Under Indian GAAP, such transactions meet the criteria for derecognition and accordingly, recorded as sale. As a result, under Ind AS, the cash flows from operating activities and cash outflows from financing activities is higher by Rs. 293,47 lakhs.

d) Notes to reconciliations between Previous GAAP and Ind AS

(i) De-recognition of financial instruments

The Group transfers loans in securitisation transactions/direct assignments. In such transactions the Group surrenders control over the receivables though continues to act as an agent for the collection of loans. In most of these transactions, the Group also provides credit enhancement to the transferee. Because of the existence of credit enhancement in such transactions, under Ind AS, such transfer or assignment does not meet the derecognition criteria resulting into the transaction not being recorded as sale. Consequently, the proceeds received from the transfer are recorded as collateralised debt obligation.

Under the Previous GAAP, the derecognition criteria were different and were based on surrender of control. The Group met the criteria under Previous GAAP for derecognition and accordingly recorded such transfer as sale.

(ii) Provision for impairment allowance based on expected credit loss model (ECL)

Impairment of loans is measured at an amount equal to twelve month expected losses if credit risk on such assets has not increased significantly since initial recognition. An allowance equal to lifetime expected losses is provided if credit risks has increased significantly from the date of initial recognition.

Under Previous GAAP, provision for impairment allowance were determined based on RBI guidelines on classification and provisioning norms.

(iii) Fair valuation of investments

Under Previous GAAP, investments were classified into current and long term investments. Current investments are carried at the lower of cost or market value, while long term investments are carried at cost less any impairment that is other than temporary.

Under Ind AS, quoted and few unquoted equity investments have been classified as Fair Value through Other Comprehensive Income (FVTOCI). Fair value movements are recognized directly in other comprehensive income on such investments. Investments in few unquoted equity instruments and Mutual Funds and units in trust securities have been classified as Fair value through Profit or Loss (FVTPL) and fair value changes are recognised in Statement of Profit and Loss.

(iv) Effective Interest Rate (EIR) adjustment for financial instruments

Under Previous GAAP, the transaction costs were recognised in the profit or loss on a straight line basis over the tenure/term of the loans.

Under Ind AS, the transaction costs are included/deducted from the initial carrying amount of the financial assets/financial liabilities on initial recognition and recognised as interest income in the profit or loss by applying the effective interest rate method i.e. recognised in the profit or loss based on an effective interest rate derived based on guidance detailed in Ind AS 109.

(v) Recognition of Compound Financial Instruments

Under previous GAAP, classification is normally based on form rather than substance and there was no requirement or guidance on split accounting, and financial instruments were classified as either liability or equity in entirety, depending on their primary nature.

Under Ind AS, compound financial instruments, such as convertible bonds or convertible preference shares, to be split into liability and equity components, and each component to be recognised separately.

(vi) Deferred taxes

Under previous GAAP, a deferred tax asset is recognised for unused tax losses and unabsorbed depreciation only to the extent that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax asset can be utilised.

Under Ind AS, a deferred tax asset is recognised for the carry forward unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the deferred tax asset can be utilised. Accordingly as per Ind AS 12, the Group has considered MAT credit entitlement as deferred tax asset being unused tax credit entitlement.

Also, income tax impact have been recognised on the various gaap adjustments made above on the transition to Ind AS

(vii) Other Comprehensive Income (OCI)

Under Previous GAAP, there was no concept of OCI. Under Ind AS, income and expenses relating to fair value of gains/(losses) on FVOCI investments in equity instruments and re-measurements of post employment defined benefit plan are recognised in OCI. The concept of other comprehensive income did not exist under previous GAAP.

Note 5

Cash and cash equivalents

(Rs.in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
Cash on hand	21,45.15	24,13.44	28,28.67
Balance with banks	968,41.50	259,42.63	236,79.22
Cheques, drafts on hand	373,34.26	152,52.82	104,06.10
Bank deposit with maturity of less than 3 months	-	35,00.00	325,49.60
Total	1363,20.91	471,08.89	694,63.59

Note 6

Bank Balance other than cash and cash equivalents

(Rs.in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
Deposits with banks	600,00.00	600,00.00	600,00.00
Earmarked balances with banks	0.18	37,36.78	-
Margin money / cash collateral with banks	477,83.10	145,77.61	73,45.40
Total	1077,83.28	783,14.39	673,45.40

Note 7

Trade Receivables

(Rs.in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
Receivables considered good - Unsecured			
-From related parties	290,44.22	1045,69.66	9,60.05
-From Others	74.58	7,24.39	-
Total	291,18.80	1052,94.05	9,60.05

No trade or other receivable are due from directors or other officers of the group either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

Note 8

Other Receivables

(Rs.in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
Unsecured considered good			
-From related parties	11,84.98	62.80	48.61
-From Others	7,62.52	1,16.06	3,49.62
Total	19,47.50	1,78.86	3,98.23

No other receivable are due from directors or other officers of the group either severally or jointly with any other person. Nor any other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

Note 9

Loans (at amortised cost)

(Rs.in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
At Amortised Cost			
From Financing Activities			
- Term loans	34639,28.48	24919,56.87	21621,82.86
- Channel Financing	954,51.80	519,13.35	246,92.35
Total (A) - Gross	**35593,80.28**	**25438,70.22**	**21868,75.21**
Less: Impairment loss allowance	(899,86.99)	(1025,74.81)	(1325,55.84)
Total (A) - Net	**34693,93.29**	**24412,95.41**	**20543,19.36**
Secured by tangible assets #	35036,22.66	24970,00.72	21663,13.14
Unsecured	557,57.62	468,69.50	205,62.07
Total (B) - Gross	**35593,80.28**	**25438,70.22**	**21868,75.21**
Less: Impairment loss allowance	(899,86.99)	(1025,74.81)	(1325,55.84)
Total (B) - Net	**34693,93.29**	**24412,95.41**	**20543,19.37**
Loans in India			
- Public Sector	-	-	-
- Others	35593,80.28	25438,70.22	21868,75.21
Total (C) - Gross	**35593,80.28**	**25438,70.22**	**21868,75.21**
Less: Impairment loss allowance	(899,86.99)	(1025,74.81)	(1325,55.84)
Total (C) - Net	**34693,93.29**	**24412,95.41**	**20543,19.37**

AAM

TML HOLDINGS LIMITED (formerly known as TATA MOTORS FINANCE LIMITED) (CIN - U65923MH2006PLC162503)
Consolidated Notes forming part of financial statements for the year ended March 31, 2019

Note 10
Investments

(Rs.in lakhs)

	As at March 31, 2019					As at March 31, 2018					As at April 01, 2017				
		At fair value					At fair value					At fair value			
	Amortised cost	Through other comprehensive income	Through profit or loss	Sub total	Total	Amortised cost	Through other comprehensive income	Through profit or loss	Sub total	Total	Amortised cost	Through other comprehensive income	Through profit or loss	Sub total	Total
	(1)	(2)	(3)	(5=2+3+4)	(6=1+5)	(7)	(8)	(9)	(11=8+9+10)	(12=7+11)	(7)	(8)	(9)	(11=8+9+10)	(12=7+11)
i. Mutual funds	-	-	-	-	-	-	-	50,07.68	50,07.68	50,07.68	-	-	407,46.30	407,46.30	407,46.30
ii Debt securities	1747,45.47		67,50.00	67,50.00	1814,95.47	1229,36.83	-	67,50.00	67,50.00	1296,86.83	640,78.69	-	-	-	640,78.69
iii Equity instruments	-	77,97.45	77,80.95	155,78.40	155,78.40	-	72,69.76	77,08.30	149,78.06	149,78.06	-	78,18.47	74,75.20	152,93.67	152,93.67
iv Preference Shares	2,89.98	-	-	-	2,89.98	2,89.98	-	-	-	2,89.98	2,89.98	-	-	-	2,89.98
v Trust Securities	-	-	19,48.45	19,48.45	19,48.45	-	-	18,34.50	18,34.50	18,34.50	-	-	16,47.00	16,47.00	16,47.00
Total (A) - Gross	1750,35.45	77,97.45	164,79.40	242,76.85	1993,12.30	1232,26.81	72,69.76	213,00.48	285,70.24	1517,97.05	643,68.67	78,18.47	498,68.50	576,86.97	1220,55.64
i. Investments outside India					-					-					-
ii. Investments in India					1993,12.30					1517,97.05					1220,55.64
Total (B)					1993,12.30					1517,97.05					1220,55.64
Less: Allowance for impairment loss (C)	(27,43.45)				(27,43.45)	(1,254.51)				(12,54.51)	(728.26)				(7,28.26)
Total (D) = (A - C)	1722,92.00	77,97.45	164,79.40	242,76.85	1965,68.85	1219,72.30	72,69.76	213,00.48	285,70.24	1505,42.54	636,40.41	78,18.47	498,68.50	576,86.97	1213,27.38

B S R & Co. LLP, 5th Floor, Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai-400011, India. Chartered Accountants

AAM

Annexure to Note 10

(Rs. in lakhs)

Face Value per unit (in Rs)	Description	Quantity (in nos.) as at March 31, 2019	As at March 31, 2019	Quantity (in nos.) as at March 31, 2018	As at March 31, 2018	Quantity (in nos.) as at April 01, 2017	As at April 01, 2017
	Investments measured at fair value other comprehensive income						
	Investment in equity shares						
	(a) Quoted						
10	Tata Steel Limited	5,70,188	29,70.68	5,70,188	32,55.20	4,91,542	23,72.43
10	Tata Steel Limited (partly paid upto Rs. 2.5 per share)	39,323	25.25	39,323	55.56	-	-
10	Tata Chemicals Limited	10,060	59.23	10,060	68.08	10,060	60.24
1	Tata Power Limited	9,120	6.73	9,120	7.24	9,120	8.25
2	ICICI Bank Limited	-	-	-	-	1,57,300	4,35.87
	(Including 500 equity shares received as bonus during the period in the ratio of 1:10)						
10	NTPC Limited	1,30,000	2,10.13	1,30,000	2,20.60	1,95,752	3,24.86
1	NMDC Limited	20,000	20.89	20,000	23.73	2,58,369	3,43.89
10	Coal India Limited	11,904	28.24	11,904	33.75	91,904	2,69.09
5	Oil and Natural Gas Corporation Limited	-	-	-	-	21,675	40.11
1	Colgate-Palmolive (India) Limited	-	-	-	-	9,650	95.73
2	HDFC Bank Limited	-	-	-	-	4,000	57.69
1	State Bank of India	-	-	-	-	26,280	76.90
1	Aurobindo Pharma Limited	-	-	-	-	18,930	127.81
	(b) Unquoted - Group Companies						
10	Taj Air Limited	42,00,000	-	42,00,000	-	42,00,000	-
1,000	Tata International Limited	19,350	24,26.30	19,350	15,55.60	19,350	15,55.60
100	Tata Industries Limited	9,93,753	20,50.00	9,93,753	20,50.00	9,93,753	20,50.00
	Subtotal (a)		77,97.45		72,69.76		78,18.47
	Investments measured at fair value through profit and loss						
	Investment in equity shares						
	(a) Quoted						
10	Automobile Corporation of Goa Limited	48,315	2,70.54	48,315	5,38.93	48,315	3,05.83
	(b) Unquoted						
10	Tata Technologies Limited	8,11,992	73,40.41	8,11,992	69,99.37	8,11,992	69,99.37
10	Tata Hitachi Construction Machinery Company Private Limited	2,85,714	1,70.00	2,85,714	1,70.00	2,85,714	1,70.00
			77,80.95		77,08.30		74,75.20
	Investment in compulsory convertible debentures (unquoted)						
	9% Jasper Industries (P) Ltd.		30,00.00		30,00.00		-
	9.25% Bhandari Automobiles (P) Ltd.		20,00.00		20,00.00		-
	9.5% ABT Industries		17,50.00		17,50.00		-
			67,50.00		67,50.00		-
	Investment in trust securities (partly paid)						
10	SBI Macquarie Infrastructure Trust (Partly paid upto Rs 8.43 (at March 31, 2018: Rs 8.32 per unit, April 01, 2017 Rs 8.39 per unit)	1,50,00,000	19,48.45	1,50,00,000	18,34.50	1,50,00,000	16,47.00
			19,48.45		18,34.50		16,47.00
	Investment in mutual funds (Quoted)						
	Aditya Birla Sun Life Cash Plus - Growth-Direct	-	-	17,92,845	5,008	-	-
	Tata Money Market Fund - Direct Plan - Growth	-	-	-	-	3,90,264	10,003
	Tata Liquid Fund - Direct Plan - Growth	-	-	-	-	-	9,738.10
	Invesco Mutual Fund - Direct Plan						65,01.67
	Tata Money Market Fund						95,02.50
	Kotak Mutual Fund - Direct Plan						50,01.40
					50,07.68		407,46.30
	Subtotal (b)		164,79.40		213,00.48		498,68.50

B S R & Co. LLP
5th Floor, Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai-400011, India
Chartered Accountants

TMF HOLDINGS LIMITED (formerly known as TATA MOTORS FINANCE LIMITED) (CIN - U65923MH2006PLC162503)
Consolidated Notes forming part of financial statements for the year ended March 31, 2019

Annexure to Note 10

	Investments measured at Amortised cost						
	Investment in Preference shares						
	Fully Paid Non - Cumulative Redeemable Preference shares (Unquoted)						
100	6% Tata Precision Industries (India) Limited	40,000	40.00	40,000	40.00	40,000	40.00
	Fully Paid Cumulative Redeemable Preference shares (Unquoted)						
100	8.50% Tata Precision Industries (India) Limited	1,50,000	1,50.00	1,50,000	1,50.00	1,50,000	1,50.00
	Fully Paid Cumulative Redeemable Non Participating Preference shares (unquoted)						
1,000	12.50% Tata Capital Limited	6,665	99.98	6,665	99.98	6,665	99.98
			289.98		289.98		289.98
	Investments in Debentures and Bonds						
	(a) Quoted						
	Fully Paid Secured, Non - Cumulative, Non - Convertible, Redeemable Debentures						
12.50	8.49% NTPC Limited (issued as bonus)	2,75,752	-	2,75,752	-	2,75,752	-
	(b) Unquoted						
	Debentures						
100	10% Tata Precision Industries (India) Limited	3,50,000	3,50.00	3,50,000	3,50.00	3,50,000	3,50.00
3,50,00,000	14% Ebony Motors	1	1,67.88		2,07.80		2,36.69
3,00,00,000	14% Fortune Cars (P) Ltd.	1	76.65		1,43.89		2,02.88
4,00,00,000	14% Mohandas Motors	1	32.52		32.52		2,88.97
4,00,00,000	14% Pandit Automotive (P) Ltd.	1	-		-		3,07.65
100	11% Bhandari Automobiles (P) Ltd.	25,00,000	25,00.00		25,00.00		-
10,00,000	11% ABT Industries	75	7,50.00		7,50.00		-
	Fully Paid Secured Compulsorily Convertible Debentures						
10	9.75% Concorde Motors (India) Limited	10,00,00,000	100,00.00	10,00,00,000	100,00.00	7,80,00,000	78,00.00
1,00,00,000	10% RSB Transmissions (I) Limited	110	110,00.00	-	-	-	-
1,00,00,000	10% RSB Transmissions (I) Limited	110	110,00.00	-	-	-	-
1,00,00,000	7.75% Kool-Ex Cold Chain Limited	25	25,00.00	-	-	-	-
	Fully paid unsecured optionally convertible zero coupon debentures						
100	Loginomic Tech Solutions Private Limited ("TruckEasy")	6,65,000	6,65.00				
	Investment in Pass through certificates						
	Pass through certificates		1357,03.42		1089,52.62		548,92.50
			1,74,745.47		1,22,936.83		64,078.69
	Less: Provision for diminution		(27,43.45)		(12,54.51)		(7,28.26)
	Subtotal (c)		1722,92.00		1219,72.30		636,40.41
	Total (a + b + c)		1965,68.85		1505,42.54		1213,27.38

B S R & Co. LLP
5th Floor, Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai-400011. India
Chartered Accountants

AAM

Note 11
Other financial assets

(Rs.in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
Deposits (Net of provision of Rs. 25.24 lakhs; March 31, 2018 Rs 31.57 iakhs, April 01, 2017 Rs 36.62 lakhs)	9,42.07	10,62.40	10,16.83
Interest accrued on loans, deposits and investments	42,49.08	22,66.35	8,54.16
Receivable from mutual funds	-	-	1,36.20
Application money receivable towards securities	145,27.56	71,51.59	131,04.87
Others	92.01	3,72.20	2,46.95
Total	198,10.72	108,52.54	153,59.01

B S R & Co. LLP
Chartered Accountants
Mumbai

AAM

TMF HOLDINGS LIMITED (formerly known as TATA MOTORS FINANCE LIMITED) (CIN - U65923MH2006PLC162503)
Consolidated Notes forming part of financial statements for the year ended March 31, 2019

Note 12
Income taxes
a) Income tax expense recognised in statement of profit or loss

(Rs. in lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Income tax expense		
Current tax		
Current tax on profits for the year	44,09.35	14,63.22
MAT credit recognised for the year	(20,57.37)	-
Adjustments for current tax of prior periods	(19.33)	(17,91.83)
Total current tax expense	**23,32.65**	**(3,28.61)**
Deferred tax		
Decrease (increase) in deferred tax assets	19,31.11	(177,56.82)
(Decrease) increase in deferred tax liabilities	(83,97.02)	135,20.90
Total deferred tax expense/(benefit)	**(64,65.91)**	**(42,35.91)**
Income Tax expense	**(41,33.26)**	**(45,64.52)**

b) Reconciliation of the income tax expenses and accounting profit
Reconciliation of the income tax expense and the accounting profit multiplied by India's tax rate:

(Rs. in lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Profit/(Loss) before taxes	123,35.93	30,69.04
Income tax expenses calculated at 34.944% (previous year 34.608%)	**43,10.67**	**10,62.13**
Tax effect of the amount which are not taxable in calculating taxable income :		
- Effect of income that is exempt from taxation	(1,24.75)	2,65.08
- Effect of expenses not deductible for tax computation	27,19.05	12,82.48
- Effect of expenses deductible for tax computation	-	(4.50)
- Utilisation/credit of unrecognised tax losses, unabsorbed depreciation and other tax	(33,77.31)	2,15.50
- Impact of change in statutory tax rates	-	1,05.99
- Deferred tax assets not recognised because realization is not probable	88,97.49	130,76.45
- Previously unrecognised and unused tax losses now utilised	(124,25.16)	(221,38.50)
- Deferred tax asset now created on previously unrecognised and unused tax losses	(66,00.00)	-
- Adjustments recognised in relation to the current tax of prior years	(19.33)	1,07.63
- Taxes on income at different rates	23,51.98	14,63.22
- Deferred tax liability on undistributable earnings of subsidiaries	1,34.10	-
Income tax expense/(credit) recognised for the year at effective tax rate	**(41,33.26)**	**(45,64.52)**

c) Deferred tax assets/liabilities (net)
Significant components of deferred tax assets and liabilities for the year ended March 31, 2019 are as follows:

(Rs. in lakhs)

Particulars	As at April 1, 2018	Charged/ (credited) to profit and loss	Charged/ (credited) to OCI	As at March 31, 2019
Deferred tax liabilities :				
- Property, plant & equipment & Intangible assets- Accumulated depreciation/Amortisation	108,66.46	(108,66.46)	-	-
- Intangible assets- Accumulated amortisation	-	-	-	-
- Fair Valuation of Equity Instruments measured at FVTOCI and FVTPL	-	57.92	-	57.92
- Fair Valuation of Mutual Funds measured at FVTPL	-	-	-	-
- Sourcing commission claimed on incurrence basis	26,76.00	22,77.42	-	49,53.42
- Undistributable earnings in subsidiaries	-	1,34.10	-	1,34.10
Total deferred tax liabilities	**135,42.46**	**(83,97.02)**	**-**	**51,45.44**

TMF HOLDINGS LIMITED (formerly known as TATA MOTORS FINANCE LIMITED) (CIN - U65923MH2006PLC162503)
Consolidated Notes forming part of financial statements for the year ended March 31, 2019

Particulars	As at April 1, 2018	Charged/ (credited) to profit and loss	Charged/ (credited) to OCI	As at March 31, 2019
Deferred tax asset :				
- Unabsorbed and unused tax losses and unabsorbed depreciation	-	66,00.00	-	66,00.00
- Expenses deductible in future years:	-	-	-	-
Provisions for impairment allowances on financial assets	137,10.05	(47,13.27)	-	89,96.78
Compensated absences and retirement benefits allowable on payment basis	3,68.04	,95.88	-	4,63.92
- Others	39,13.72	(39,13.72)	-	-
Total deferred tax assets	**179,91.81**	**(19,31.11)**	**-**	**160,60.70**
Net deferred tax asset/(liabilities) excl MAT Credit	**44,49.35**	**64,65.91**	**-**	**109,15.26**
- Minimum alternate tax (MAT) entitlement	82,19.65	20,57.37	-	102,77.02
Deferred tax assets/(liabilities) (net)	**126,69.00**	**85,23.28**	**-**	**211,92.28**

Significant components of deferred tax assets and liabilities for the year ended March 31, 2018 are as follows:

(Rs. in lakhs)

Particulars	As at April 1, 2017	Charged/ (credited) to profit and loss	Charged/ (credited) to OCI	As at March 31, 2018
Deferred tax liabilities :				
- Property, plant & equipment & Intangible assets- Accumulated depreciation/Amortisation	(35.77)	109,02.23	-	108,66.46
- Intangible assets- Accumulated amortisation	-	-	-	-
- Fair Valuation of Equity Instruments measured at FVTOCI and FVTPL	-	-	-	-
- Fair Valuation of Mutual Funds measured at FVTPL	-	-	-	-
- Others	57.33	26,18.67	-	26,76.00
Total deferred tax liabilities	**21.56**	**135,20.90**	**-**	**135,42.46**
Deferred tax asset :				
- Unabsorbed and unused tax losses and depreciation carry forwards	-	-	-	-
- Expenses deductible in future years:	-	-	-	
Provisions for impairment allowances on financial assets	2,16.21	134,93.84	-	137,10.05
Compensated absences and retirement benefits allowable on payment basis	16.38	3,51.66	-	3,68.04
- Minimum alternate tax (MAT) entitlement	-	-	-	-
- Others	2.40	39,11.32	-	39,13.72
Total deferred tax assets	**2,34.99**	**177,56.82**	**-**	**179,91.81**
Net deferred tax asset/(liabilities) excl MAT Credit	**2,13.43**	**42,35.92**	**-**	**44,49.35**
- Minimum alternate tax (MAT) entitlement	18,45.46	63,74.19	-	82,19.65
Deferred tax assets/(liabilities) (net)	**20,58.89**	**106,10.11**	**-**	**126,69.00**

d) Amounts recognised directly in equity

No aggregate amounts of current and deferred tax have arisen in the reporting periods which have not been recognised in net profit or

e) Tax losses

As at March 31, 2019, unrecognized deferred tax assets amount to Rs. 235,58.28 lakhs and Rs. 141,37.14 lakhs which can be carried forward indefinitely and up to a specified period, respectively. These relate primarily to business losses, depreciation carry forwards and other deductible temporary differences. The deferred tax asset has not been recognized on the basis that its recovery is not probable in the foreseeable future.

Unrecognized deferred tax assets expire unutilized based on the year of origination as follows:

March 31,	Rs. In lakhs
2023	90.94
2024	-
Thereafter	14,046.20
Total	**14,137.14**

TMF HOLDINGS LIMITED (formerly known as TATA MOTORS FINANCE LIMITED) (CIN - U65923MH2006PLC162503)
Consolidated Notes forming part of financial statements for the year ended March 31, 2019

Note 13
Joint Ventures:
Details and financial information of joint ventures

Details of the Group's joint venture at the end of the year is as follows:-

Place of incorporation and principal place of business	Name of joint venture	Proportion of ownership interest and voting rights held by the Group		
		As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
India	Loginomic Tech Solutions Private Limited	26%	-	-

The above joint venture is accounted for using the equity method in these consolidated financial statements

The summarised financial information below represents amount shown in the joint venture financial statements for equity accounting purposes.

(Rs. In lakhs)

Particulars	As at March 31, 2019
i) Non-current assets	27.76
ii) Current assets	3,56.06
iii) Non-current liabilities	(6,65.00)
iv) Current liabilities	(1,50.31)
Net Assets	**(4,31.50)**

The above amounts of assets and liabilities include the following:

a) Cash and cash equivalents	1,05.26
b) Non current financial liabities (excluding trade payable and provisions)	6,65.00
c) Current financial liabities (excluding trade payable and provisions)	60.36

(Rs. In lakhs)

Particulars	For the year ended March 31, 2019
Revenue	966.68
Post- tax profit (loss) for the year	(2,76.93)
	-
Total comprehensive income for the year	**(2,76.93)**
Dividends received during the year	-

The above profit / (loss) for the year include the following:

a) Depreciation and amortisation	9.59
b) Interest income	3.23
c) Interest expense	1.17
d) Income tax expense / (income)	-

Reconciliation of the above summarised financial information to the carrying amount of the interest in the joint venture recognised in the consolidated financial statements:

(Rs. In lakhs)

Particulars	As at March 31, 2019
Net assets of the joint venture	(4,31.50)
Proportion of the Company's ownership interest in the joint venture in %	26%
Proportion of the Company's interest in joint venture in INR	(1,12.19)
Cost of Investments (including Goodwill)	3,06.06
Carrying amount of the Group's interest in the joint venture	**1,93.87**

B S R & Co. LLP
Chartered Accountants

TMF HOLDINGS LIMITED (formerly known as TATA MOTORS FINANCE LIMITED) (CIN - U65923MH2006PLC162503)
Consolidated Notes forming part of financial statements for the year ended March 31, 2019

Note 14

Property, plant and equipment

(Rs.in lakhs)

Particulars	Gross Block				Accumulated Depreciation				Net Block
	Balance as at April 01, 2018	Additions	Deletions	Balance as at March 31, 2019	Balance as at April 01, 2018	Depreciation for the period	Deletions	Balance as at March 31, 2019	Balance as at March 31, 2019
Office Premises/ Residential flat	40,53.61	-	-	40,53.61	4,01.89	74.54	-	4,76.43	35,77.18
Building - given on lease	7,53.06	-	-	7,53.06	3,54.39	-	-	3,54.39	3,98.67
Furniture and fixtures	55,91.58	1,78.83	1,67.98	56,02.43	44,80.46	3,87.41	1,48.29	47,19.58	8,82.84
Vehicles	7,83.88	2,85.82	1,59.61	9,10.09	4,53.99	1,54.57	1,38.52	4,70.04	4,40.05
Vehicles - given on lease	31,22.89	62,26.78	2,36.49	91,13.18	6,06.65	9,85.53	1,13.08	14,79.10	76,34.08
Plant and equipments - given on lease	3,15.06	-	3,15.06	-	3,15.06	-	3,15.06	-	-
Office equipments	36,84.71	2,24.03	2,99.71	36,09.03	29,42.49	2,86.87	2,73.95	29,55.41	6,53.62
Data processing machines	15,29.44	3,04.47	-	18,33.91	12,75.30	1,76.43	-	14,51.72	3,82.18
Total	**198,34.23**	**72,19.93**	**11,78.85**	**258,75.30**	**108,30.23**	**20,65.35**	**9,88.90**	**119,06.68**	**139,68.63**

Particulars	Gross Block				Accumulated Depreciation				Net Block
	Balance as at April 01, 2017	Additions	Deletions	Balance as at March 31, 2018	Balance as at April 01, 2017	Depreciation for the year	Deletions	Balance as at March 31, 2018	Balance as at March 31, 2018
Office Premises/ Residential flat	40,53.61	-	-	40,53.61	3,37.83	64.06	-	4,01.89	36,51.72
Building - given on lease	7,53.06	-	-	7,53.06	3,43.91	10.48	-	3,54.39	3,98.67
Furniture and fixtures	54,97.21	1,12.25	17.88	55,91.58	39,34.06	5,59.86	13.46	44,80.46	11,11.12
Vehicles	6,16.07	2,46.97	79.16	7,83.88	3,52.15	1,39.27	37.43	4,53.99	3,29.88
Vehicles - given on lease	8,13.73	25,00.31	1,91.15	31,22.89	3,66.12	3,70.26	1,29.73	6,06.65	25,16.24
Plant and equipments - given on lease	3,15.06	-	-	3,15.06	3,15.06	-	-	3,15.06	-
Office equipments	35,85.64	5,36.59	4,37.52	36,84.71	29,77.56	2,78.50	3,13.57	29,42.49	7,42.22
Data processing machines	13,34.14	2,49.34	54.04	15,29.44	11,33.29	1,42.01	-	12,75.30	2,54.14
Total	**169,68.52**	**36,45.46**	**7,79.75**	**198,34.23**	**97,59.98**	**15,64.44**	**4,94.19**	**108,30.23**	**90,03.99**

Particulars	Gross Block				Accumulated Depreciation				Net Block
	Balance as at April 01, 2016	Additions	Deletions	Balance as at March 31, 2017	Balance as at April 01, 2016	Depreciation for the year	Deletions	Balance as at March 31, 2017	Balance as at March 31, 2017
Office Premises/ Residential flat	40,53.61	-	-	40,53.61	2,73.77	64.06	-	3,37.83	37,15.78
Building - given on lease	7,53.06	-	-	7,53.06	3,06.25	37.66	-	3,43.91	4,09.15
Furniture and fixtures	53,81.41	1,17.24	1.44	54,97.21	31,20.35	8,14.27	0.57	39,34.06	15,63.15
Vehicles	7,39.45	1,56.75	2,80.13	6,16.07	4,52.76	1,45.22	2,45.83	3,52.15	2,63.92
Vehicles - given on lease	12,41.19	1,94.14	6,21.60	8,13.73	4,96.82	2,56.80	3,87.50	3,66.12	4,47.61
Plant and equipments - given on lease	3,15.06	-	-	3,15.06	3,15.06	-	-	3,15.06	-
Office equipments	34,53.22	1,32.42	-	35,85.64	24,66.94	5,10.62	-	29,77.56	6,08.08
Data processing machines	12,28.10	1,06.04	-	13,34.14	10,73.88	59.41	-	11,33.29	2,00.85
Total	**171,65.10**	**7,06.59**	**9,03.17**	**169,68.52**	**85,05.83**	**18,88.04**	**6,33.90**	**97,59.98**	**72,08.54**

TMF HOLDINGS LIMITED (formerly known as TATA MOTORS FINANCE LIMITED) (CIN - U65923MH2006PLC162503)
Consolidated Notes forming part of financial statements for the year ended March 31, 2019

Note 14A
Goodwill

(Rs.in lakhs)

Particulars	Balance as at April 01, 2018	Impairment charge/(reversal)	Balance as at March 31, 2019
Goodwill	205,18.53	-	205,18.53

Particulars	Balance as at April 01, 2017	Impairment charge/(reversal)	Balance as at March 31, 2018
Goodwill	205,18.53	-	205,18.53

As at March 31, 2019, goodwill of Rs. 205,18.53 lakhs has been allocated to the business acquisition made of Sheba Properties Limited which is the Cash Generating Unit (referred to as "CGU"). The recoverable amount of the cash generating unit has been determined based on value in use. Value in use has been determined based on future cash flows, after considering current economic conditions and trends, estimated future operating results, growth rates and anticipated future economic conditions.

As at March 31, 2019, the estimated cash flows for a period of 5 years were developed using internal forecasts, and a pre-tax discount rate of 13.06%. The cash flows beyond 5 years have been extrapolated assuming 4% - 6% growth rates. The management believes that any reasonably possible change in the key assumptions would not cause the carrying amount to exceed the recoverable amount of the cash generating unit.

Note 14B
Intangible Assets

(Rs.in lakhs)

	Gross Block				Accumulated Amortisation				Net Block
Particulars	Balance as at April 01, 2018	Additions	Deletions	Balance as at March 31, 2019	Balance as at April 01, 2018	Amortisation during the period	Deletions	Balance as at March 31, 2019	Balance as at March 31, 2019
Computer Software	24,15.85	97.78	-	25,13.63	17,07.36	1,85.70	-	18,93.06	6,20.58

	Gross Block				Accumulated Amortisation				Net Block
Particulars	Balance as at April 01, 2017	Additions	Deletions	Balance as at March 31, 2018	Balance as at April 01, 2017	Amortisation during the year	Deletions	Balance as at March 31, 2018	Balance as at March 31, 2018
Computer Software	15,93.31	8,22.54	-	24,15.85	14,36.54	2,70.82	-	17,07.36	7,08.49

	Gross Block				Accumulated Amortisation				Net Block
Particulars	Balance as at April 01, 2016	Additions	Deletions	Balance as at March 31, 2017	Balance as at April 01, 2016	Amortisation during the year	Deletions	Balance as at March 31, 2017	Balance as at March 31, 2017
Computer Software	15,33.31	60.00	-	15,93.31	11,80.86	2,55.68	-	14,36.54	1,56.77

Note 15
Other non-financial assets

(Rs.in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
Capital Advances	10,95.03	6,16.84	1,64.24
Deposits with statutory authorities (including under protest)	14,71.76	4,71.39	4,84.66
Prepaid expenses	30,37.94	13,71.28	23,03.49
Taxes recoverable, statutory deposits and dues from government (Net of provision of Rs 3,15.64 lakhs; March 31, 2018 Rs 4,27.48 lakhs; April 01, 2017 Rs Nil)	45,72.87	29,80.85	12,86.92
Others (Net of provision of Rs 19,52.89 lakhs; March 31, 2018 Rs 19,88.57 lakhs; April 01, 2017 Rs 799.70 lakhs)	47,21.76	18,60.02	66,09.80
Total	148,99.36	73,00.38	108,49.11

TMF HOLDINGS LIMITED (formerly known as TATA MOTORS FINANCE LIMITED) (CIN - U65923MH2006PLC162503)
Consolidated Notes forming part of financial statements for the year ended March 31, 2019

Note 16
Derivative financial instruments as at March 31, 2019 (at Fair Value)

(Rs.in lakhs)

Particulars	Notional Amounts	Fair Value Assets	Notional Amounts	Fair Value Liabilities
Currency derivatives				
Forward Contracts	-	-	-	-
Currency Swaps	-	-	17,142.50	2,30.85
Subtotal	-	-	**17,142.50**	**2,30.85**
Interest rate derivatives				
Interest Rate Swaps	17,142.50	1,17.79	-	-
Subtotal	**17,142.50**	**1,17.79**	-	-
Total Derivative Financial Instruments	**17,142.50**	**1,17.79**	**17,142.50**	**2,30.85**
Derivative designated as hedge				
Fair value hedging:	-	-	-	-
Interest Rate Derivative	-	-	-	-
Subtotal	-	-	-	-
Cash flow hedging:	-		**17,142.50**	**2,30.85**
Currency swaps	-	-		
Subtotal	-	-	**17,142.50**	**2,30.85**
Undesignated Derivatives	-	**117.79**	-	-
Total Derivative Financial Instruments	-	**1,17.79**	**17,142.50**	**2,30.85**

Comparitive numbers for March 31, 2018 and April 01, 2017 are Nil as there were no derivative instruments.

Note 17
Payables

(Rs.in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
Trade Payables			
total outstanding dues of creditors other than micro enterprises and small enterprises	269,58.36	210,90.00	215,52.04
Other Payables			
total outstanding dues of creditors other than micro enterprises and small enterprises			
- to related parties	44.12	-	742,53.69
- to others	59,87.17	56,76.94	78,73.39
Total	**329,89.65**	**267,66.94**	**1036,79.12**

Note 18
Debt securities (at amortised cost)

(Rs.in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
i. Privately placed non-convertible debentures			
- Secured #	3721,81.29	3831,05.75	4198,15.08
- Unsecured	902,15.06	1328,84.22	1761,49.16
ii Commercial Paper (unsecured)	9768,69.59	9149,75.63	4905,03.15
Total (A)	**14392,65.94**	**14309,65.60**	**10864,67.39**
i. Debt securities in India	14392,65.94	14309,65.60	10864,67.39
ii. Debt securities outside India	-	-	-
Total (B)	**14392,65.94**	**14309,65.60**	**10864,67.39**

 # Nature of security for secured borrowings outstanding

Nature and extent of Security created and maintained for secured non-convertible debentures (privately placed) listed on WDM segment of NSE as per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

1(A) Nature

Privately placed non-convertible secured debentures are fully secured by first pari passu charge by way of registered mortgage on:

i) One of the Company's residential flat (Refer note 4) and

ii) a) All receivables of the Company arising out of loan and lease transactions

b) All other book debts, trade advances forming part of movable assets of the Company

c) Any other security as identified by the Company and acceptable to the debenture trustee

Terms of repayment of bonds / debentures outstanding as at March 31, 2019 of Rs 10 lakhs each

Particulars	(Rs. in lakhs)	Redemption Date
9.25% Non Convertible Debentures "K" FY 2018-19	26,00.00	28-Dec-21
9.85% TMFL Zero Coupon Debentures "F" FY 2018-19*	47,01.98	27-Dec-21
9.85% Non Convertible Debentures "I" FY 2018-19	75,00.00	04-Dec-21
9.10% TMFL Zero Coupon Debentures "D" FY 2018-19*	32,32.58	23-Aug-21
9.00% Non Convertible Debentures "W" FY 2016-17	1,00.00	28-Jul-21
9.15% TMFL Zero Coupon Debentures "B" FY 2018-19*	91,09.23	26-Jul-21
9.30% Non Convertible Debentures "S" FY 2016-17	22,00.00	28-Jun-21
9.20% Non Convertible Debentures "K" FY 2016-17	42,00.00	10-Jun-21
9.20% TMFL Zero Coupon Debentures "M" FY 2016-17*	7,76.58	10-Jun-21
9.15% TMFL Zero Coupon Debentures "A" FY 2018-19*	90,72.15	07-Jun-21
9.20% Non Convertible Debentures "G" FY 2016-17	10,00.00	13-May-21
9.20% Non Convertible Debentures "C" FY 2016-17	20,00.00	06-Apr-21
9.25% Non Convertible Debentures "M" FY 2015-16	40,00.00	17-Dec-20
7.78% TMFL Zero Coupon Debentures "E" FY 2017-18*	189,08.10	25-Aug-20
8.32% TMFL Zero Coupon Debentures "D" FY 2017-18*	460,45.33	10-Jul-20
8.40% TMFL Zero Coupon Debentures "C" FY 2017-18*	318,51.03	02-Jun-20
9.5872% Non Convertible Debentures "J" FY 2018-19	100,00.00	29-May-20
8.40% TMFL Zero Coupon Debentures "B" FY 2017-18*	369,22.71	27-May-20
9.0291% Non Convertible Debentures "C" FY 2018-19	615,00.00	30-Jan-20
8.7951% Non Convertible Debentures "E" FY 2018-19	100,00.00	26-Dec-19
9.6556% Non Convertible Debentures "H" FY 2018-19	450,00.00	26-Dec-19
9.10% Non Convertible Debentures "J" FY 2015-16	10,00.00	19-Nov-19
Non Convertible Debentures "G" FY 2018-19**	150,00.00	18-Nov-19
9.85% Non Convertible Debentures-"D" FY 2014-15	100,00.00	17-Oct-19
9.85% Non Convertible Debentures-"A" FY 2014-15	55,00.00	10-Oct-19
9.00% TMFL Zero Coupon Debentures "V" FY 2016-17*	64,67.50	23-Jul-19
9.30% Non Convertible Debentures "T" FY 2016-17	69,00.00	28-Jun-19
9.20% Non Convertible Debentures "L" FY 2016-17	20,00.00	10-Jun-19
9.20% Non Convertible Debentures "J" FY 2016-17	20,00.00	31-May-19
9.10% TMFL Zero Coupon Debentures "H" FY 2015-16*	6,76.02	06-May-19
7.99% TMFL Zero Coupon Debentures "A" FY 2017-18*	145,77.31	24-Apr-19
TMFL Zero Coupon Debentures "L" FY 2015-16*	46,93.99	11-Apr-19
9.20% Non Convertible Debentures "B" FY 2016-17	73,00.00	08-Apr-19
9.20% TMFL Zero Coupon Debentures "A" FY 2016-17*	32,52.29	03-Apr-19
8.60% TMFL Zero Coupon Debentures "E" FY 2016-17*	131,24.75	12-May-20
8.85% TMFL Zero Coupon Debentures "C" FY 2016-17*	230,78.58	15-Apr-20
8.85% TMFL Zero Coupon Debentures "B" FY 2016-17*	98,44.98	26-Mar-20
8.60% TMFL Zero Coupon Debentures "D" FY 2016-17*	192,08.03	24-Jan-20
8.85% TMFL Zero Coupon Debentures "A" FY 2016-17*	322,42.27	10-Jan-20
Total	**4875,85.43**	
Less: Unamortised borrowing cost including premium on redemption	251,89.08	
Total	**4623,96.35**	

* These NCDs are zero coupon NCDs issued at par value and redeemable at premium and the amount stated above are gross of premium on redemption.

** These NCDs carry a floating coupon rate based on 3 month T-Bill rate plus 240 basis points.

Note 19
Borrowings (Other than debt securities) (at amortised cost)

(Rs.in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
(a) Term loans			
i. from banks in INR (secured) (refer note (i) below)	10929,38.86	4787,20.74	3434,31.91
ii. from banks in INR (unsecured)	2024,79.94	2299,93.67	3099,95.49
(b) Inter Corporate Deposits from related parties (unsecured)	50,00.00	30,00.00	-
(d) Liability component of compound financial instruments	836,87.11	523,16.95	56,76.24
(c) Loans repayable on demand from banks (secured) (refer note (ii))	3339,89.46	595,00.00	-
(d) Cash Credit from banks (secured) (refer note (ii) below)	1304,71.96	1501,03.41	1413,86.27
(e) Collateralised Debt Obligation (secured) (refer note (iii) below)	3047,33.38	1320,58.31	1027,11.68
Total (A)	**21533,00.71**	**11056,93.08**	**9032,01.59**
i. Borrowings in India	21533,00.71	11056,93.08	9032,01.59
ii. Borrowings outside India	-	-	-
Total (B)	**21533,00.71**	**11056,93.08**	**9032,01.59**

Note (i)
Term loans from banks includes borrowings in foreign currency of USD 25,000,000, equivalent to Rs.172,88.75 lakhs as on March 31, 2019 (March 31, 2018 USD Nil, equivalent to Rs Nil; 01 April, 2017 USD Nil, equivalent to Rs. Nil)

Terms of repayment for Term Loans
The term loans from banks are repayable at periodic intervals on a quarterly / half-yearly basis. Tenure of such loans ranges from 2 years to 5 years, loans are borrowed at a floating rate of interest linked to MCLR / LIBOR bank's base rate plus spread with half-yearly / yearly reset options. On the reset date, the Company has an option to repay the loans.

Nature of Security for secured term loans from banks:
Secured term loans from banks are secured by a pari-passu charge in favour of the security trustee on:
a) All receivables of the Company arising out of loan, lease transactions and trade advances.
b) All other book debts.
c) Receivables from pass through certificates in which Company has invested.
d) Such other current assets as may be identified by the Company from time to time and accepted by the security trustee.

Note (ii)
Nature of Security for cash credit and loans repayable on demand:
Cash credit is secured by a pari-passu charge in favour of the security trustee on:
a) All receivables of the Company arising out of loan, lease and trade advances;
b) All other book debts;
c) Receivables from pass through certificates in which Company has invested; and
d) Such other current assets as may be identified by the Company from time to time and accepted by the security trustee.

Note (iii)
Collateralised debt obligation represent amount received against loans securitised, which does not qualify for derecognition.

Note 20
Subordinated Liabilities (at amortised cost)

(Rs.in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
(a) Perpetual Debt Instruments to the extent that do not qualify as equity (unsecured)	373,37.36	373,01.26	372,72.18
(b) Privately placed subordinated unsecured redeemable, non-convertible debentures	1278,92.57	1178,80.54	1129,02.90
Total (A)	**1652,29.93**	**1551,81.80**	**1501,75.08**
i. Debt securities in India	1652,29.93	1551,81.80	1501,75.08
ii. Debt securities outside India	-	-	-
Total (B)	**1652,29.93**	**1551,81.80**	**1501,75.08**

Terms of Privately placed Subordinated Non Convertible Unsecured Redeemable Debentures

Particulars	(Rs. in lakhs)	Redemption Date
Face value of Rs. 10 Lakhs each (Redeemable at par)		
10.00% TMFL – Tier II Debentures – "B" FY 2018-19	10,000.00	29-Mar-29
8.35% TMFL – Tier II Debentures – "A" FY 2017-18	5,000.00	13-Nov-27
9.70% TMFL – Tier II Debentures – "C" FY 2014-15	15,000.00	19-Dec-24
10.35% TMFL – Tier II Debentures – "B" FY 2014-15	6,000.00	26-Sep-24
10.60% TMFL – Tier II Debentures – "A" FY 2014-15	2,500.00	12-Sep-24
10.15% TMFL – Tier II Debentures – "A" FY 2013-14	5,510.00	28-May-23
9.85% TMFL – Tier II Debentures – "B" FY 2013-14	10,000.00	24-May-23
10.46% TMFL – Tier II Debentures – "C" FY 2012-13	2,800.00	28-Dec-22
Face value of Rs. 5 Lakhs each (Redeemable at par)		
10.65% TMFL – Tier II Debentures – "B" FY 2012-13	2,500.00	3-Aug-22
11.00% TMFL – Tier II Debentures – "A" FY 2012-13	3,740.00	22-May-22
11.00% TMFL – Tier II Debentures – "C" FY 2011-12	1,000.00	26-Mar-22
11.00% TMFL – Tier II Debentures – "B" FY 2011-12	6,915.00	2-Mar-22
11.00% TMFL – Tier II Debentures – "A" FY 2011-12	7,530.00	17-Sep-21
10.70% TMFL – Tier II Debentures – "D" FY 2009-10	11,100.00	28-Apr-20
10.70% TMFL – Tier II Debentures – "C" FY 2009-10	10,000.00	10-Apr-20
10.75% TMFL – Tier II Debentures – "B" FY 2009-10	8,895.00	25-Mar-20
10.90% TMFL – Tier II Debentures – "A" FY 2009-10	20,000.00	20-Jan-20
	1,28,490.00	
Less : Unamortised Borrowing Cost	597.43	
	1,27,892.57	

Terms of Privately placed Subordinated Unsecured Non Convertible Perpetual Debentures

Particulars	(Rs. in Lakhs)	Face Value (Rs.)
11.35% TMFL Perpetual "A" FY 2010-11	15,000.00	5 Lakhs
11.50% TMFL Perpetual "A" FY 2012-13	2,690.00	5 Lakhs
11.25% TMFL Perpetual "B" FY 2012-13	7,310.00	5 Lakhs
11.03% TMFL Perpetual "A" FY 2013-14	5,270.00	10 Lakhs
11.33% TMFL Perpetual "B" FY 2013-14	2,230.00	10 Lakhs
11.10% TMFL Perpetual "A" FY 2014-15	5,030.00	10 Lakhs
	37,530.00	
Less : Unamortised Borrowing Cost	192.64	
	37,337.36	

Redemption period is not applicable as the NCDs are perpetual. The Company has a call option which can be exercised, after the prior approval of the Reserve Bank of India, at the expiry of 10 years from the date of allotment and at the end of every month thereafter. In case of non-exercise of the option at the expiry of 10 years from the date of allotment, coupon rate will be increased by 50 bps.

B S R & Co. LLP
5th Floor, Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai-400011, India
Chartered Accountants

Note 21
Other financials liabilities

(Rs.in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
Interest Accrued on borrowings	213,73.88	172,97.00	204,97.65
Unpaid dividends	-	37,36.60	-
Others	171,02.22	63,36.72	52,42.11
Total	384,76.10	**273,70.32**	**257,39.76**

Note 22
Provisions

(Rs.in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
Provision for employee benefits	11,55.24	10,29.21	11,71.58
Provision for Indirect Taxes	112,14.56	112,14.56	112,05.88
Provision for consumer disputes	3,72.83	72.79	94.56
Total	**127,42.63**	**123,16.56**	**124,72.02**

Movement of provisions during the year as required by Ind AS - 37 "Provisions, Contingent Liabilities and Contingent Asset"

(a) Provision for Indirect taxes

Particulars	As at March 31, 2019	As at March 31, 2018
Opening Balance	112,14.56	112,05.88
Add : Provision during the year	-	8.68
Less : Utilisation/Reversal during the year	-	-
Closing Balance	112,14.56	112,14.56

(b) Provision for consumer disputes

Particulars	As at March 31, 2019	As at March 31, 2018
Opening Balance	72.79	94.56
Add : Provision during the year	3,45.67	30.74
Less : Utilisation/Reversal during the year	45.63	52.51
Closing Balance	3,72.83	72.79

Note 23
Other non-financial liabilities

(Rs.in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
Statutory Dues	34,90.96	37,61.32	11,18.31
Others	61,78.45	40,98.92	7,68.95
Total	96,69.41	**78,60.24**	**18,87.26**

B S R & Co. LLP
Chartered Accountants

Note 24
Equity Share Capital

(Rs.in lakhs)

Particulars	As at March 31, 2019		As at March 31, 2018		As at April 01, 2017	
	No. of shares	Rs.	No. of shares	Rs.	No. of shares	Rs.
<u>Authorised</u>						
Equity Shares of Rs.10 each with voting rights	2,50,00,00,000	2500,00.00	1,50,00,00,000	1500,00.00	1,50,00,00,000	1500,00.00
		2500,00.00		**1500,00.00**		**1500,00.00**
<u>Issued, Subscribed and Fully Paid up</u>						
Equity shares of Rs. 10 each	1,59,82,83,442	1598,28.34	1,40,47,35,056	1404,73.50	1,31,90,20,771	1319,02.08
Total		**1598,28.34**		**1404,73.50**		**1319,02.08**

a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

(Rs. in Lakhs)

Equity Shares	As at March 31, 2019		As at March 31, 2018		As at April 01, 2017	
	No. of shares	Rs.	No. of shares	Rs.	No. of shares	Rs.
Shares outstanding at the beginning of the year	1,40,47,35,056	1404,73.50	1,31,90,20,771	1319,02.07	1,31,90,20,771	1319,02.08
Shares Issued during the year	19,35,48,386	193,54.84	8,57,14,285	85,71.43		
Shares outstanding at the end of the year	**1,59,82,83,442**	**1,59,828.34**	**1,40,47,35,056**	**1,40,473.50**	**1,31,90,20,771**	**1,31,902.08**

b) Details of shares held by holding company and its subsidiaries:

Particulars	As at March 31, 2019		As at March 31, 2018		As at April 01, 2017	
	No. of shares	% of Issued Share Capital	No. of shares	% of Issued Share Capital	No. of shares	% of Issued Share Capital
Equity shares with voting rights						
Tata Motors Limited	1,59,82,83,442	100.00	1,40,47,35,056	100.00	1,31,90,20,771	100.00

c) Details of shares held by each shareholder holding more than 5 percent of the issued share capital:

Particulars	As at March 31, 2019		As at March 31, 2018		As at April 01, 2017	
	No. of shares	% of Issued Share Capital	No. of shares	% of Issued Share Capital	No. of shares	% of Issued Share Capital
Equity Share with voting rights						
Tata Motors Limited	1,59,82,83,442	100.00	1,40,47,35,056	100.00	1,31,90,20,771	100.00

d) Terms / rights attached to equity shares:

The Company has single class of equity shares. Accordingly, all equity shares ranked equally with regard to dividends and residual assets of the Company. The equity shares are entitled to receive dividend as declared from time to time subject to payment of dividend to preference shareholders. The voting rights of an equity shareholder on a poll are in proportion to its share of the paid-up equity capital of the Company. On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of the equity shares held.

e) The Board of Directors at its meeting held on May 6, 2019 recommended a final dividend of Rs. 0.406/- per fully paid equity share (4.06%) of Rs 10 each (March 31 2018 – Rs.0.45 per equity share (4.5%) subject to the approval of the members of the company at the forthcoming annual general meeting.

Note 24A

Equity Component of Compound Financial Instrument

(Rs. in Lakhs)

Particulars	As at March 31, 2019		As at March 31, 2018		As at April 01, 2017	
	No. of shares	Rs.	No. of shares	Rs.	No. of shares	Rs.
Authorised						
Preference shares of Rs.100 each	7,50,00,000	750,00.00	7,50,00,000	750,00.00	7,50,00,000	750,00.00
		750,00.00		750,00.00		750,00.00
Issued, Subscribed and Fully Paid up						
Equity portion of cumulative, non-participating Compulsorily convertible preference share (CCPS) of Rs. 100 each	4,34,00,000	370,72.59	4,34,00,000	370,72.59	4,34,00,000	370,72.59
Total		370,72.59		370,72.59		370,72.59

a) Reconciliation of the CCPS outstanding at the beginning and at the end of the reporting year

(Rs. in Lakhs)

Particulars	As at March 31, 2019		As at March 31, 2018		As at April 01, 2017	
	No. of shares	Rs.	No. of shares	Rs.	No. of shares	Rs.
Shares outstanding at the beginning of the year	4,34,00,000	370,72.59	4,34,00,000	370,72.59	4,34,00,000	370,72.59
Shares Issued during the year						
Shares outstanding at the end of the year	**4,34,00,000**	**370,72.59**	**4,34,00,000**	**370,72.59**	**4,34,00,000**	**370,72.59**

b) Details of shares held by each shareholder holding more than 5 percent of the issued share capital:

Particulars	As at March 31, 2019		As at March 31, 2018		As at April 01, 2017	
	No. of shares	% of holding	No. of shares	% of holding	No. of shares	% of holding
Tata Motors Limited	1,30,00,000	29.95	1,30,00,000	29.95	1,30,00,000	29.95
Apurva Goswamy	22,00,000	5.07	22,00,000	5.07	22,00,000	5.07

c) Terms/rights attached to preference shares

The Company has cumulative, non-participating compulsorily convertible preference shares (CCPS) having a face value of Rs. 100 each. The holders of the CCPS are entitled for dividend @ 3% on a yearly basis, in preference to the equity shareholders of the Company, subject to applicable law and availability of profits of the Company, after provision for depreciation. The CCPS shall fully and mandatorily be converted into equity shares of the Company on the date falling at the expiry of 7 years from the CCPS allotment date. The conversion ratio of the CCPS shall be 2.15: 1. Fractional equity shares, if any, arising on conversion of the CCPS shall be disregarded.

d) The Board of Directors at its meeting held on January 29, 2019 recommended an interim dividend of Rs. 3 per Compulsorily Convertible Preference Shares (CCPSs). The same has been paid on February 1, 2019.

B S R & Co. LLP Chartered Accountants Mumbai-400011. India

AAM

Note 24B
Notes to reserves

a) Special reserve
As per Section 45-IC of Reserve Bank of India Act, 1934 every non-banking financial company shall create a reserve fund and transfer therein a sum not less than twenty per cent of its net profit every year as disclosed in the Statement of Profit and Loss and before any dividend is declared. No appropriation of any sum from the reserve fund shall be made by the non-banking financial company except for the purpose as may be specified by the Reserve Bank of India from time to time and every such appropriation shall be reported to the Reserve Bank of India within twenty-one days from the date of such withdrawal.

b) Capital redemption reserve
The Indian Companies Act, 2013 (the "Companies Act") requires that where a company purchases its own shares out of free reserves or securities premium account, a sum equal to the nominal value of the shares so purchased shall be transferred to a capital redemption reserve account and details of such transfer shall be disclosed in the balance sheet. The capital redemption reserve account may be applied by the company, in paying up unissued shares of the company to be issued to shareholders of the company as fully paid bonus shares.

c) Securities Premium Account
The amount received in excess of face value of the equity shares is recognised in Securities Premium Account. Also, issue expenses in respect of new equity infusion & CCPS infusion is recognised in Securities Premium Account.

d) Capital Reserve
The Capital Reserve represents the compensating reversal adjustment relating to amortisation of discount on the Zero Coupon Debentures which were charged against the Securities Premium Reserve earlier which is not allowed as per the Companies Act, 2013. This separate reserve head is created based on the FAQ issued by the Ind AS Transition Facilitation Group.

e) General reserve
The Company has transferred a portion of net profit of the Company before declaring dividend to General Reserve pursuant to the earlier provision of Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013.

f) Retained earnings
Retained earnings are the profits that the Company has earned till date.

g) Equity Instrument through OCI
It represents the cumulative gains/(losses) arising on the revaluation of Equity Shares measured at fair value through OCI.

h) Hedging Reserve through OCI
It represents the effective portion of the fair value of forward contracts, designated as cash flow hedge.

B S R & Co. LLP
Chartered Accountants

AAM

Note 25
Interest Income

(Rs.in lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
On Financial Assets measured at Amortised Cost		
Interest on Loans	3432,08.72	2547,90.68
Interest income from investments	107,97.30	69,20.37
Interest on deposits with Banks	66,10.27	46,29.57
Other interest Income	9.25	20.41
On Financial Assets measured at Fair Value through Profit & Loss		
Interest income from investments	10,28.04	7,76.18
Total	3616,53.58	2671,37.21

Note 26
Net gain on fair value changes

(Rs.in lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Net gain/ (loss) on financial instruments at fair value through profit or loss	58,43.21	29,13.53
Total	58,43.21	29,13.53
Fair Value changes:		
- Realised	58,43.21	26,25.05
- Unrealised	-	2,88.48
Total	58,43.21	29,13.53

Note 27
Other Income

(Rs.in lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Support services income	140,56.59	91,76.47
Balances Written back	13,61.42	22,21.57
Net gain/ loss on property plant equipment	(32.39)	(1,75.59)
Misc. Income	18,15.01	4,32.17
Total	172,00.63	116,54.62

Note 28
Finance Costs

(Rs.in lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
	On Financial liabilities measured at Amortised Cost	On Financial liabilities measured at Amortised Cost
Interest on Borrowings	1276,20.02	743,17.11
Interest on Debt Securities	1195,71.67	973,22.92
Interest on Subordinated Liabilities	166,98.75	164,65.28
Other Finance Charges	8,07.91	4,95.72
Total	2646,98.35	1886,01.03

B S R & Co. LLP
Chartered Accountants
Mumbai
India

TMF HOLDINGS LIMITED (formerly known as TATA MOTORS FINANCE LIMITED) (CIN - U65923MH2006PLC162503)

Consolidated Notes forming part of financial statements for the year ended March 31, 2019

Note 29

Impairment on financial instruments

(Rs.in lakhs)

Particulars	For the year ended March 31, 2019		For the year ended March 31, 2018	
-Allowance for loan losses	(125,87.82)		(892,20.45)	
Less: Delinquency support	9,64.20	(116,23.62)	587,78.68	(304,41.77)
-Loans written off (net of recoveries of Rs. 177,14.42 lakhs for the period ended March 31, 2019; Rs. 241,17.41 lakhs for year ended March 31, 2018)	359,62.03		2450,85.08	
Less: Delinquency support	(9,88.84)	349,73.19	(2063,54.08)	387,31.00
-Provision for doubtful loans and advances (others)		(,24.63)		12,71.95
-Investments		14,88.94		5,26.25
Total		**248,13.88**		**100,87.43**

Note 30

Employee Benefits Expenses

(Rs.in lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Salaries	314,45.35	275,79.82
Contribution to provident and other funds	17,79.39	17,84.85
Staff welfare expenses	22,83.57	23,37.27
Total	**355,08.31**	**317,01.94**

Note 31

Other expenses

(Rs.in lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Rent, taxes and energy costs	27,43.50	26,78.04
Repairs and maintenance	5,16.82	4,23.04
CSR Expense	2,12.28	1,89.21
Communication Costs	8,89.90	8,73.00
Printing and stationery	3,20.60	2,98.46
Advertisement and publicity	3,85.45	5,49.73
Director's fees, allowances and expenses	1,70.00	,98.90
Auditor's fees and expenses [Refer Note (i) below]	1,61.11	1,89.96
Legal and Professional charges	78,73.67	83,55.72
Insurance	9,34.34	1,06.45
Incentive/commission	94,46.43	74,02.95
Service Provider Fees	192,75.65	193,70.35
Others	149,19.89	150,16.47
Total	**578,49.64**	**555,52.28**

(i) Auditors' remuneration (excluding service tax):

(Rs.in lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
As auditors - statutory audit	129.59	136.62
Tax audit	7.96	13.15
For other services	10.02	25.75
Reimbursement of out of pocket expenses	13.54	14.44
Total	**161.11**	**189.96**

B S R & Co. LLP
Chartered Accountants

Note 32

Earnings per share

Basic and diluted earnings per equity share are computed in accordance with Ind AS 33 – Earnings per share. Basic earnings per equity share are computed by dividing net profit after tax by the weighted average number of equity shares outstanding during the year. The diluted earnings per equity share is computed by dividing the net profit after tax as adjusted for dividend related to dilutive potential equity shares by the weighted average number of equity shares and weighted average number of dilutive potential equity shares outstanding during the year. The following table sets forth, for the periods indicated, the computation of earnings per share.

(Rs. in Lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Basic		
Weighted average no. of equity shares outstanding	1,46,25,34,437	1,32,11,34,274
Net profit attributable to equity share holders	163,97.15	76,33.58
Basic earnings per share (Rs.) (not annualised)	1.12	0.58
Diluted		
Weighted average no. of equity shares outstanding	1,46,25,34,437	1,32,11,34,274
Net profit	163,97.15	99,25.28
Diluted earnings per share (Rs.) (not annualised)	1.12	0.58
Face value per share (Rs.)	100	100

For the year ended March 31, 2019 and March 31, 2018, the effect of compulsorily convertible preference shares (CCPS) was anti-dilutive. Hence, CCPS were ignored in calculation of diluted earnings per share and accordingly diluted EPS remains the same as Basic EPS.

Note 33

Segment reporting

The Group primarily operates in one reportable segment of financing and hence there are no separate reportable operating segments to be reported as per the IndAS 108 - Segment Reporting.

Note 34

Disclosure in respect of Operating leases

1 **Group as lessee- Operating Leases**

The Group has recognised lease rent payments made amounting to Rs. 20,11.93 lakhs (Previous year: 18,74.61 lakhs) in the Statement of Profit and Loss under "Other Expenses". The lease agreements is of cancellable nature.

2 **Group as lessor- Operating Leases**

i) The Group has recognised lease rental income from leasing of assets amounting to Rs. 13,01.22 lakhs (Previous year: 4,25.27 lakhs) in the Statement of Profit and Loss under.

ii) Disclosure with respect to non - cancellable Operating leases arrangements entered into for passenger vehicles are as follows

(Rs. in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
The future minimum lease receivables:			
a) not later than one year	3,99.83	4,38.76	1,68.87
b) later than one year and not later than five years	7,79.74	12,47.39	1,59.55
c) Later than five years	-	-	-
Total	**11,79.57**	**16,86.15**	**328.42**

Note 35

Contingent liabilities and commitments :-

1 **Contingent liabilities to the extent not provided for:**

A Claims against the group not acknowledged as debts:

(Rs. in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
In respect of value added tax and entry tax matters	1,12.70	1,09.54	1,21.73
In respect of income tax matters	3,02.80	1.67	33.68
In respect of service tax matters	60,99.05	60,09.79	5,23.33
In respect of consumer disputes	32,89.85	6,02.84	8,85.90
In respect of bonus under the Payment of Bonus (Amendment) Act, 2015	26.15	26.15	26.15
Total	**98,30.55**	**67,49.99**	15,90.79

B **Provident Fund**

The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Subsequently, a review petition against this decision has been filed and is pending before the SC for disposal.

Pending the outcome of the review petition and directions from the EPFO, the impact for past periods, if any, is not ascertainable and consequently no financial effect has been provided for in the financial statements. As a matter of caution, the Group has made an evaluation on a prospective basis from the date of the SC order. The Group will reassess the position on receiving any further update or clarity on the subject.

2 **Commitments:**

Capital commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for Rs.6,68.35 lakhs (as at March 31, 2018: Rs.3,60.60 lakhs and April 01, 2017: Rs.3,49.91 lakhs)

Other commitments

a) Loan commitment towards vehicle financing Rs.3,03.05 lakhs (as at March 31, 2018: Rs.2,67.43 lakhs and April 01, 2017: Rs.63.09 lakhs)

b) Commitment for Investment Rs.5,41.73 lakhs (as at March 31, 2018: Rs.2,27.59 lakhs and April 01, 2017: Rs.63.17 lakhs)

Note 36

Employee benefit obligations

a) Defined contribution plans

The Company makes contribution towards provident fund and towards superannuation fund a defined contribution retirement plan for qualifying employees. The provident fund is administered by the Trustees of the Tata Motors Limited and the Superannuation Fund is administered by the Trustees of the Tata Motors Limited Superannuation Fund. The Company is liable to pay to the provident fund and superannuation fund to the extent of the amount contributed and any shortfall in the fund assets based on government specified minimum rates of return relating to current services. The Company recognise such contribution and shortfall if any as an expense in the year incurred.

On account of the above contribution plans, a sum of 11,45.78 lakhs (previous year 10,76.65 lakhs) has been recognised in the Statement of Profit and Loss.

b) Defined benefit plans

The gratuity defined benefit plan is a funded plan and the Company makes contributions to the Tata Motors Limited Gratuity Trusts for funding the defined benefit gratuity plan for qualifying employees. The plan provides for a lumpsum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 to 30 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service.

The following table sets out the funded and unfunded status and the amounts recognised in the financial statements for the gratuity plans

(Rs. in lakhs)

a) Changes in defined benefit obligations	As at March 31	
	2019	2018
Defined benefit obligation, beginning of the year	45,38.51	45,10.67
Current service cost	5,81.20	6,52.76
Interest cost	3,34.24	3,31.38
Remeasurement (gains) / losses	-	-
Actuarial (gain) /losses arising from change in financial assumptions	(2,00.85)	(3,31.11)
Actuarial (gain) /losses arising from change in demographic assumptions	(1,48.47)	(4,13.44)
Actuarial (gain) /losses arising from change in experience adjustments	88.20	(48.82)
Past service cost	-	-
Transfer between Subsidiaries	-	-
Benefits paid from plan assets	(3,95.50)	(1,62.93)
Benefits paid directly by the employer	-	-
Defined benefit obligation, end of the year	47,97.33	45,38.51

(Rs. in lakhs)

b) Changes in plan assets	As at March 31	
	2019	2018
Fair value of plan assets, beginning of the year	46,61.25	43,70.94
Interest cost	3,44.27	3,28.16
Remeasurement (gains) / losses	-	-
Return on plan assets, (excluding amount included in net interest expense)	1,89.03	(15.39)
Transfer in/(out) of assets	-	-
Employer's contribution	14.78	1,40.47
Benefits paid	(3,95.50)	(1,62.93)
Fair value of plan assets, end of the year	48,13.83	46,61.25

(Rs. in lakhs)

c) Amount recognised in balance sheet consist off	As at March 31	
	2019	2018
Present value of defined benefit obligation	47,97.33	45,38.51
Fair value of plan assets	(48,13.83)	(46,61.25)
Net Liability / (Assets)	(16.50)	(1,22.74)

(Rs. in lakhs)

d) Amount recognised in the Statement of Profit and Loss:	As at March 31	
	2019	2018
Current Service Cost	5,81.20	6,52.76
Interest on Defined Benefit Obligations (Net)	(10.03)	3.22
Net Charge to the Statement of Profit and Loss	5,71.17	6,55.98

AAM

S R & Co. LLP
Chartered Accountants

(Rs. in lakhs)

e) Amount recognised in Other Comprehensive Income(OCI) for the Year:	As at March 31	
	2019	2018
Remeasurement of the net defined benefit liability:		
Return on plan assets excluding amounts included in interest expense/income	1,89.03	(15.39)
Actuarial gains/(losses) arising from changes in demographic assumptions	1,48.47	4,13.44
Actuarial gains/(losses) arising from changes in financial assumptions	2,00.85	3,31.11
Actuarial gains/(losses) arising from changes in experience adjustments on plan liabilities	(88.20)	48.82
Net impact on the other comprehensive income before tax	4,50.15	7,77.98

(Rs. in lakhs)

f) The fair value of Company's Gratuity plan asset by category	As at March 31, 2019	As at March 31, 2018	As at April 1, 2017
Asset Category			
Insurer managed funds			
- Government securities (quoted)	-	-	-
- Debt instruments (quoted)	-	-	-
- Debt instruments (unquoted)	-	-	-
- Equity shares (quoted)	-	-	-
- Insurer Managed Funds (unquoted)	100%	100%	100%
Total			

The Company's policy is driven by considerations of maximizing returns while ensuring credit quality of the debt instruments. The asset

g) The assumptions used in accounting for the gratuity plans are set out below:	As at March 31, 2019	As at March 31, 2018	As at April 1, 2017
Discount rate	7.70%	7.70%	7.50%
Expected return on plan assets	7.70%	7.70%	7.50%
Salary Escalation rate	8.00%	8.50%	9.00%
Mortality Tables	Indian Assured Lives mortality (2006-08) Ult		
Total			

(a) Discount rate is based on the prevailing market yields of Indian Government securities as at the Balance Sheet date for the estimated term of the obligations.

(b) The estimates of future salary increases, considered in actuarial valuation, take into account the inflation, seniority, promotion and other relevant factors.

(Rs. in lakhs)

h) The maturity profile of defined benefit obligation are set out below:	As at March 31, 2019	As at March 31, 2018
Within next 12 months (next annual reporting	3,62.61	1,94.36
Between 1 and 5 years	22,37.07	11,22.62
Between 5 and 9 years	39,00.27	32,43.07
10 years and above	-	-

(Rs. in lakhs)

i) Quantitative sensitivity analysis for significant assumptions:	As at March 31, 2019	As at March 31, 2018
100 bps increase in discount rate	(3,38.79)	(4,18.92)
100 bps decrease in discount rate	3,85.29	4,86.84
100 bps increase in salary escalation rate	3,85.84	4,80.69
100 bps decrease in salary escalation rate	(3,46.31)	(4,22.07)

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous year.

j) Weighted Average Duration of Defined Benefit obligation:	As at March 31, 2019	As at March 31, 2018
The weighted average duration of the defined benefit obligation	8.08 Years	10.33 Years

(Rs. in lakhs)

k) The best estimate of the expected Contribution for the next year:	As at March 31, 2019
The Company expected contribution to the funded gratuity plans in FY 2019-20.	3,65.35

l) Risk Exposure

Through its gratuity defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below :

Investment Risk: If future investment returns on assets are lower than assumed in valuation, the scheme's assets will be lower, and the

Change in bond yeilds: A decrease in yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' bond holdings.

B S R & Co. LLP 5th Floor, Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai-400011. India Chartered Accountants

AAM

TMF HOLDINGS LIMITED (formerly known as TATA MOTORS FINANCE LIMITED) (CIN - U65923MH2006PLC162503)
Consolidated Notes forming part of financial statements for the year ended March 31, 2019

Note 37
Related party disclosures

(A) Related parties and their relationship

(I) Parties where the control exists:
- Holding Company: Tata Motors Limited

(II) Subsidiaries and joint ventures
Loginomic Tech Solutions private limited

(III) Other related parties with whom transactions have taken place
Concorde Motors (India) Limited
Tata Technologies Limited
TML Distribution Company Limited
Tata Motors Insurance Broking Services Limited
Tata Motors Finance Limited Employees Gratuity Scheme

(IV) Key Management personnel :
Mr. Guenter Butschek - Chairman & Director
Mr. Shyam Mani - Managing Director
Mr. Hoshang Sinor - Independent Director
Mr. Phillie Karkaria - Independent Director
Ms. Vedika Bhandarkar - Independent Director
Mr. P. B. Balaji - Independent Director
Mr. Anand Bang - Chief Financial Officer

(B) Transactions/Balances with Related parties

a) Holding company

(Rs. in Lakhs)

Transactions	For the year ended March 31, 2019	For the year ended March 31, 2018
Purchase of products	97.53	3,72.78
Repayment received for loan	770,33.03	513,55.35
Equity share issued (including share premium)	600,00.00	300,00.00
Inter-Corporate Deposits placed	450,00.00	50,00.00
Inter-Corporate Deposits received back	450,00.00	50,00.00
Interest income on Inter-Corporate Deposits placed	9.25	20.41
Dividend paid (including interim dividend payable)	63,21.31	63,74.64
Interest income on loans (purchased from TMFSL)	49,72.32	34,78.45
Interest income on compulsory convertible debenture 4.75%	5,16.10	-
Lease charges received	4,82.39	2,87.44
Cross Charges	16.78	2.35
PTC Processing Fees Received	1,03.78	-
Rent - Income	7.17	6.33
Rent – expenditure	35.95	31.32
Incentive received	176,49.09	127,46.31
Security Deposit refunded	2,35.00	-
Common cost reimbursed	1,03.86	1,01.69
Seating fees Received	4.59	-
Service charges - income	-	3,75.91
Delinquency support - reversal	-	1415,87.23
Information technology service charges	-	50.60
Deputation of employees expenses	-	2.46
Interest cost recovery on over due principal of MGB income	-	48,75.79
NCD NPA write off recovery	-	3,70.41

(Rs. in Lakhs)

Balances	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
Net Receivables	308,86.52	998,17.68	480,83.30

b) Subsidiaries and joint ventures

(Rs. in Lakhs)

Transactions	For the year ended March 31, 2019	For the year ended March 31, 2018
Loginomic Tech Solutions private limited		
Investment in equity shares	2,65.87	-
Investment in Optionally convertible debentures	6,65.00	-

(Rs. in Lakhs)

Balances	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
Investment in optionally convertible debentures			
Loginomic Tech Solutions private limited	6,65.00	-	-

c) Other Related Parties

(Rs. in Lakhs)

Transactions	For the year ended March 31, 2019	For the year ended March 31, 2018
Concorde Motors (India) Limited		
Channel financing	254,16.76	257,00.33
Channel financing principal repayment	246,31.59	246,89.96
Interest income on channel financing	1,91.83	1,12.14
Term loan repayment	13,46.75	11,60.99
Interest income on term loan	5,09.83	5,17.45
Interest income on compulsory convertible debenture	5,00.00	4,65.21
Commission – expenditure (includes unamortized commission)	5,04.54	3,74.82
Purchase of fixed assets	66.89	6,44.96
Lease Charges received	1,65.45	61.08
Car maintenance charges	-	0.44
Term loan given	-	75,00.00
Investment made in compulsory convertible debenture	-	22,00.00
Payment of vehicle registration charges	-	50.28
Tata Technologies Limited		
Sale of Services	53.32	-
Lease charges received	23.60	54.50
Information technology support service charges	-	4,71.83
Interest on Long Term Debenture -Unsecured Rated NCD TIER II	55.00	55.00
IT Service Charges - Expenditure	3,05.93	-
Dividend received	2,43.60	3,24.80
Tata Precision Industries (India) Limited		
Interest Income on investment in non-convertible Debentures	35.00	35.00
Automobile Corporation of Goa Limited		
Dividend received	8.46	8.46
TML Distribution Company Limited		
PTC Processing Fees Received	15.81	-
Purchase of Vehicles	-	1,96.09
Tata Motors Insurance Broking Services Limited		
Inter Corporate Deposits accepted	65,00.00	-
Inter Corporate Deposits repaid	65,00.00	-
Interest expenses on Inter Corporate Deposits	70.38	-
Seating fees income	0.35	-
Tata Motors Finance Limited Employees Gratuity Scheme		
Gratuity contribution made	14.78	-
Recovery of gratuity paid to employees	2,73.29	-

(Rs. in Lakhs)

Balances	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
Net receivable			
Concorde Motors (India) Limited	172,06.83	77,83.74	5,85.34
Tata Motors Insurance Broking Services Limited	0.35	-	-
Tata Motors Finance Limited Employees Gratuity Scheme	75.57	-	-
TML Distribution Company Limited	-	-	-
Tata Precision Industries (India) Limited	1.53	17.45	-
Net payable			
Tata Technologies Limited	5,80.89	6,35.11	5,01.48
Investment in debenture			
Concorde Motors (India) Limited	100,00.00	100,00.00	78,00.00
Tata Precision Industries (India) Limited	3,50.00	3,50.00	-

d) Key management personnel remuneration

(Rs. in Lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Short term employee benefits*	9,52.72	8,95.90

* Expenses towards provision for gratuity and leave encashment which are determined actuarial basis at an overall Company level are not included in the above information.

Terms and Conditions of Transaction with Related Parties:

The transaction with related parties are made in the normal course of business and on terms equivalent to those that prevail in arm's length transactions. The above transactions are as per the approval of Audit Committee.

The Company has not recorded any impairment relating to amounts owed by related parties. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

Note 38

Fair value measurements

Financial Instruments by categories

The following table presents the carrying amounts of each category of financial assets and liabilities as at March 31, 2019:

(Rs. in Lakhs)

Financial assets		Amortised cost	FVTOCI	FVTPL	Total carrying value
(a)	Investments-other than Subsidaries	1722,92.00	77,97.45	164,79.40	1965,68.85
(b)	Loans	34693,93.29	-	-	34693,93.29
(c)	Trade & other receivables	310,66.30	-	-	310,66.30
(d)	Cash and cash equivalents	1363,20.91	-	-	1363,20.91
(e)	Other bank balances	1077,83.28	-	-	1077,83.28
(f)	Other financial assets	198,10.72	-	-	198,10.72
(g)	Derivative financial instruments		-	1,17.79	1,17.79
	Total	**39366,66.50**	**77,97.45**	**165,97.19**	**39610,61.14**

Financial liabilities		Amortised Cost	FVTOCI	FVTPL	Total carrying value
(a)	Borrowings	21533,00.71	-		21533,00.71
(b)	Debt securities	14392,65.94	-		14392,65.94
(c)	Trade & other payables	329,89.65	-		329,89.65
(d)	Subordinated liabilities	1652,29.93	-		1652,29.93
(e)	Derivative financial instruments	-	2,30.85		2,30.85
(f)	Other financial liabilities	384,76.10	-		384,76.10
	Total	**38292,62.33**	**2,30.85**	-	**38294,93.18**

The following table presents the carrying amounts of each category of financial assets and liabilities as at March 31, 2018:

Financial assets		Amortised cost	FVTOCI	FVTPL	Total carrying value
(a)	Investments-other than Subsidaries	1219,72.30	72,69.76	213,00.48	1505,42.54
(b)	Loans	24412,95.42	-	-	24412,95.42
(c)	Trade & other receivables	1054,72.90	-	-	1054,72.90
(d)	Cash and cash equivalents	471,08.89	-	-	471,08.89
(e)	Other bank balances	783,14.39	-	-	783,14.39
(f)	Other financial assets	108,52.54	-	-	108,52.54
	Total	**28050,16.44**	**72,69.76**	**213,00.48**	**28335,86.68**

Financial liabilities		Amortised cost	FVTOCI	FVTPL	Total carrying value
(a)	Borrowings	11056,93.08	-	-	11056,93.08
(b)	Debt securities	14309,65.60	-	-	14309,65.60
(c)	Trade & other payables	267,66.94	-	-	267,66.94
(d)	Subordinated liabilities	1551,81.80	-	-	1551,81.80
(e)	Derivative financial instruments	-	-	-	-
(f)	Other financial liabilities	273,70.32	-	-	273,70.32
	Total	**27459,77.74**	-	-	**27459,77.74**

The following table presents the carrying amounts of each category of financial assets and liabilities as at April 01, 2017:

Financial assets		Amortised cost	FVTOCI	FVTPL	Total carrying value
(a)	Investments-other than Subsidaries	636,40.41	78,18.47	498,68.50	1213,27.38
(b)	Loans	20543,19.36	-	-	20543,19.36
(c)	Trade & other receivables	13,58.28	-	-	13,58.28
(d)	Cash and cash equivalents	694,63.59	-	-	694,63.59
(e)	Other bank balances	673,45.40	-	-	673,45.40
(f)	Other financial assets	153,59.01	-	-	153,59.01
	Total	**22714,86.05**	**78,18.47**	**498,68.50**	**23291,73.02**

Financial liabilities		Amortised cost	FVTOCI	FVTPL	Total carrying value
(a)	Borrowings	9032,01.59	-	-	9032,01.59
(b)	Debt securities	10864,67.39	-	-	10864,67.39
(c)	Trade & other payables	1036,79.12	-	-	1036,79.12
(d)	Subordinated liabilities	1501,75.08	-	-	1501,75.08
(e)	Other financial liabilities	257,39.76	-	-	257,39.76
	Total	**22692,62.94**	-	-	**22692,62.94**

Fair value hierarchy

Set out below, is a comparison by class of carrying amounts and fair value of the Group's financial assets/liabilities, other than those with the carrying amounts that are reasonable approximations of fair values:

(Rs. in Lakhs)

Particulars	As at March 31, 2019					
	Carrying value	Fair value	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value						
(a) Investments	24,276.85	24,276.85	55,40.15	67,50.00	119,86.70	242,76.85
(b) Derivative instruments	117.79	117.79	-	1,17.79	-	1,17.79
Total	**243,94.64**	**243,94.64**	**55,40.15**	**68,67.79**	**119,86.70**	**243,94.64**

Particulars	As at March 31, 2019					
	Carrying value	Fair value	Level 1	Level 2	Level 3	Total
Financial assets measured at amortised cost for which fair value is disclosed						
(a) Loans	34693,93.29	34578,18.91	-	-	34578,18.91	34578,18.91
Total	**34693,93.29**	**34578,18.91**	-	-	**34578,18.91**	**34578,18.91**

Particulars	As at March 31, 2019					
	Carrying value	Fair value	Level 1	Level 2	Level 3	Total
Financial liabilities measured at fair value						
(a) Derivative instruments	2,30.85	2,30.85	-	2,30.85	-	2,30.85
	2,30.85	**2,30.85**	-	**2,30.85**	-	**2,30.85**

Particulars	As at March 31, 2019					
	Carrying value	Fair value	Level 1	Level 2	Level 3	Total
Financial assets measured at amortised cost for which fair value is disclosed						
(a) Borrowings	21533,00.71	3543,28.28	-	3543,28.28	-	3543,28.28
(b) Debt securities	4623,96.34	4691,67.49	-	4691,67.49	-	4691,67.49
(C) Subordinated liabilities	1652,29.93	1785,73.01	-	1785,73.01	-	1785,73.01
Total	**27809,26.98**	**10020,68.78**	-	**10020,68.78**	-	**10020,68.78**

Particulars	As at March 31, 2018					
	Carrying value	Fair value	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value						
(a) Investments	285,70.24	285,70.24	110,45.27	67,50.00	107,74.97	285,70.24
Total	**285,70.24**	**285,70.24**	**110,45.27**	**67,50.00**	**107,74.97**	**285,70.24**

Particulars	As at March 31, 2018					
	Carrying value	Fair value	Level 1	Level 2	Level 3	Total
Financial assets measured at amortised cost for which fair value is disclosed						
(a) Loans	24412,95.42	24490,07.32	-	-	24490,07.32	24490,07.32
Total	**24412,95.42**	**24490,07.32**	-	-	**24490,07.32**	**24490,07.32**

Particulars	As at March 31, 2018					
	Carrying value	Fair value	Level 1	Level 2	Level 3	Total
Financial assets measured at amortised cost for which fair value is disclosed						
(a) Borrowings	11056,93.08	1830,56.04	-	1830,56.04		1830,56.04
(b) Debt securities	5159,89.97	5265,88.00	-	5265,88.00		5265,88.00
(C) Subordinated liabilities	1551,81.80	1725,48.46		1725,48.46		1725,48.46
Total	**17768,64.85**	**8821,92.50**	-	**8821,92.50**	-	**8821,92.50**

Particulars	As at April 01, 2017					
	Carrying value	Fair value	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value						
(a) Investments	576,86.97	576,86.97	469,11.99	-	107,74.97	576,86.97
Total	**576,86.97**	**576,86.97**	**469,11.99**	-	**107,74.97**	**576,86.97**

Particulars	As at April 01, 2017					
	Carrying value	Fair value	Level 1	Level 2	Level 3	Total
Financial assets measured at amortised cost for which fair value is disclosed						
(a) Loans	20543,19.36	20862,93.82	-	-	20862,93.82	20862,93.82
Total	**20543,19.36**	**20862,93.82**	-	-	**20862,93.82**	**20862,93.82**

TMF HOLDINGS LIMITED (formerly known as TATA MOTORS FINANCE LIMITED) (CIN - U65923MH2006PLC162503)
Consolidated Notes forming part of financial statements for the year ended March 31, 2019

Particulars	As at April 01, 2017					
	Carrying value	Fair value	Level 1	Level 2	Level 3	Total
Financial assets measured at amortised cost for which fair value is disclosed						
(a) Borrowings	9032,01.59	1130,01.43	-	1130,01.43	-	1130,01.43
(b) Debt securities	5959,64.24	6165,88.91	-	6165,88.91	-	6165,88.91
(C) Subordinated liabilities	1501,75.08	1734,44.76		1734,44.76		1734,44.76
Total	**16493,40.91**	**9030,35.10**	**-**	**9030,35.10**	**-**	**9030,35.10**

Quoted prices in an active market (Level 1): This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists of quoted equity shares and mutual fund investments.
Valuation techniques with observable inputs (Level 2): This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e: as prices) or indirectly (i.e; derived from prices). This level of hierarchy include Company's over-the-counter (OTC) derivative contracts.
Valuation techniques with significant unobservable inputs (Level 3): This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. This level of hierarchy include investments in certain unquoted equity shares.
There has been no transfers between level 1, level 2 and level 3 for the year ended March 31, 2019, 2018 and 2017.

Valuation technique used to determine fair value of financial instruments

(a) Derivatives are fair valued using market observable rates and published prices together with forecast cash flow information where applicable are classified in level 2.

(b) The fair value of loans arising from financing activities has been estimated by discounting expected cash flows using rates at which loans of similar credit quality and maturity would be made and internal assumptions such as expected credit losses and estimated collateral value for repossessed vehicles as at March 31, 2019 and 2018. Since significant unobservable inputs are applied in measuring the fair value of loans arising from finance activities are classified in Level 3.

(c) The fair value of borrowings is estimated by discounting expected future cash flows, using a discount rate equivalent to the risk-free rate of return, adjusted for the credit spread considered by the lenders for instruments of similar maturity and credit quality are classified in level 2.

(d) The fair value of the long term borrowings carrying floating-rate of interest is not impacted due to interest rate changes and will not be significantly different from their carrying amounts.

(e) Costs of certain unquoted equity instruments has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range. These investments in equity instruments are not held for trading. Instead, they are held for medium or long term strategic purpose. Upon the application of Ind AS 109, the Company has chosen to designate these investments in equity instruments at FVTOCI as the directors believes this provides a more meaningful presentation for medium or long term strategic investments, than reflecting changes in fair value immediately in profit or loss.

(f) Management uses its best judgment in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of all the amounts that the Company could have realised or paid in sale transactions as of respective dates. As such, the fair value of the financial instruments subsequent to the respective reporting dates may be different from the amounts reported at each year end.

Fair value of financial assets/liabilities measured at amortised cost
The carrying amounts of other financial assets and other financial liabilities other than those disclosed in table above valued at level 2 and level 3 are considered to be the same as their fair values due to the short term maturities of instruments and no material differences in the values.

Reconciliation of level 3 fair value measurement is as below :

Particulars	As at March 31, 2019	As at March 31, 2018
Balance at the beginning of the year	107,74.97	107,74.97
Additions during the year	-	-
Fair value changes during the year	12,11.73	-
Balance at the end of the year	**119,86.70**	**107,74.97**

B S R & Co. LLP
Chartered Accountants

TMF HOLDINGS LIMITED (formerly known as TATA MOTORS FINANCE LIMITED) (CIN - U65923MH2006PLC162503)
Consolidated Notes forming part of financial statements for the year ended March 31, 2019

Note 39
Financial risk management

The Group's's activities expose it to market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The Group's's risk management strategies focus on the un-predictability of these elements and seek to minimise the potential adverse effects on its financial performance. Centralised treasury department and risk management department advises on financial risks and the appropriate financial risk governance framework for The Group's and provides assurance to The Group's's senior management that The Group's's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with The Group's's policies and risk objectives.

All hedging activities are carried out by Centralised treasury department possessing the appropriate skills, experience and supervision. The Group's's policy is to hedge the exposure by taking derivative instruments and not to trade in derivatives for speculative purposes.

(A) Credit Risk
Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group's is exposed to credit risk from its
-operating activities, primarily loans arising from financing activities;
- Investing activites, including primarily investments in debt securities, preference shares, equity shares and mutual fund schemes; and
- financing activities, including term deposits and balances with banks and financial institutions and other financial instruments.

Exposure to Credit Risk
The carrying amount of financial assets represents the maximum credit exposure, being the total of the carrying amount of balances with banks, time deposits with banks, loans arisng from financing activities, Investment in debt instruments, derivative instruments, trade receivables and other financial assets excluding equity investments.

Financial assets that are neither past due or impaired
Credit risk on cash and cash equivalents and deposits with banks/financial institutions is generally low as the said deposits have been made with banks/financial institution who have been assigned high credit rating by international/domestic rating agencies.
Credit risk on derivative instruments is generally low as The Group's enters into derivative contracts with reputed banks.
Investments of surplus funds are made only with internally approved financial institutions/counter party and primarily include investments in mutual funds and bank deposits.

None of The Group's's cash equivalents, including time deposits with banks, are past due or impaired. Regarding the derivative contracts, trade receivables and other financial assets are neither impaired nor past due, there were no indications as at March 31, 2019, that defaults in payment obligations will occur.

i) Loans arising from financing activities - Credit quality of financial assets and impairment loss

The carrying amount of loans represent the maximum credit exposure net of provision for impairment. The maximum exposure to credit risk was Rs. 34693,93.29 lakhs as of March 31, 2019 (March 31, 2018 - Rs. 24412,95.41 lakhs and April 01, 2017 - Rs. 20543,19.36 lakhs)

Loans are derived from financing activities to customers. Credit risk for loans is managed by the Group's through credit approvals, establishing credit limits and periodic monitoring of the creditworthiness of its customers to which The Group's grants credit terms in the normal course of business. Credik risk is monitored by the credit risk department of The Group's independent Risk department/function who have the responsibility for reviewing and managing credit risk.

For the loans financed to customers The Group's covers/secures the credit risk associated with the loans lended to customers by creating an exclusive charge/hypotheciation/security on the assets as mentioned/sepecified in the loan agreement wih the customers.

The Group's does not have a high concentration of credit risk to a single customer exceeding 10% of Group revenue.

On account of adoption of Ind AS 109, The Group's uses the 3 staging Expected Credit Loss (ECL) model to assess the provision for impairment loss allowance. The model takes into account a continuing credit evaluation of Company's customers' financial condition; ageing of loans; the value and adequacy of collateral received from the customers; The Group's's historical loss experience; and adjusted for forward looking information. The Group's defines default as an event when there is no reasonable expectation of recovery.

The Group's makes allowances for losses on its portfolio of loans on the basis of expected future collection from receivables. The future collection are estimated on the basis of past collection trend which are adjusted for changes in current circumstances as well as expected changes in collection on account of future with respect to certain macro economic factor.

The following table provides information about the credit quality of financial assets and impairment loss
The ageing of loans as of balance sheet date is given below. The ageing analysis have been considered from the due date.

(Rs. in Lakhs)

Loans	As at March 31, 2019			As at March 31, 2018			As at April 1, 2017		
	Gross carrying amount	Impairment allowance	Net amount	Gross carrying amount	Impairment allowance	Net amount	Gross carrying amount	Impairment allowance	Net amount
Current (not past due)	27596,77.19	212,58.47	27384,18.72	17220,82.06	215,77.95	17005,04.11	12114,67.57	210,99.13	11903,68.44
01-30 days past due*	4358,44.90	63,32.39	4295,12.51	5155,49.16	140,83.62	5014,65.54	3194,29.91	131,37.05	3062,92.86
31-90 days past due*	2554,71.39	164,75.89	2389,95.50	1976,73.63	178,32.84	1798,40.79	2481,92.00	296,32.78	2185,59.22
above 90 days past due*	1083,86.80	459,20.24	624,66.56	1085,65.37	490,80.40	594,84.97	4077,85.73	686,86.88	3390,98.85
Total	**35593,80.28**	**899,86.99**	**34693,93.29**	**25438,70.22**	**1025,74.81**	**24412,95.41**	**21868,75.21**	**1325,55.84**	**20543,19.37**

*Includes future principal installments which are not past due aggregrating to Rs. 7195,26.93 lakhs as of March 31, 2019 (March 31, 2018 Rs. 7484,84.32 lakhs; April 01, 2017 Rs. 6910,29.40 lakhs)

Changes in the allowance for credit losses in loans arising from financing activities are as follows:

(Rs. in Lakhs)

	For the year ended March 31,	
	2019	2018
Balance at the beginning	1025,74.81	1325,55.84
Impairment loss recognised/(reversed)	309,75.04	168,84.64
Amounts written off	(435,62.86)	(468,65.67)
Balance at the end	**899,86.99**	**1025,74.81**

Note 39
Financial risk management
The ageing of investments as of balance sheet date is given below. The ageing analysis have been considered from the due date.

(Rs. in Lakhs)

Loans	As at March 31, 2019			As at March 31, 2018			As at April 1, 2017		
	Gross carrying amount	Impairment allowance	Net amount	Gross carrying amount	Impairment allowance	Net amount	Gross carrying amount	Impairment allowance	Net amount
Current (not past due)	1695,09.07	23,02.81	1672,06.26	1053,65.66	2,92.64	1050,73.02	620,77.89	1,69.02	619,08.87
01-30 days past due	45,58.12	64.19	44,93.93	167,89.99	4,82.90	163,07.09	18,55.39	2,86.22	15,69.17
31-90 days past due	5,92.96	1,32.51	4,60.45	5,13.12	1,16.24	3,96.88	1,11.00	62.16	48.84
above 90 days past due	3,75.30	2,43.94	1,31.36	5,58.04	3,62.73	1,95.31	3,24.39	2,10.86	1,13.53
Total	**1750,35.45**	**27,43.45**	**1722,92.00**	**1232,26.81**	**12,54.51**	**1219,72.30**	**643,68.67**	**7,28.26**	**636,40.41**

Changes in the allowance for credit losses in investments are as follows:

(Rs. in Lakhs)

	For the year ended March 31,	
	2019	2018
Balance at the beginning	12,54.51	7,28.26
Impairment loss recognised/(reversed)	20,39.55	8,40.23
Amounts written off	(5,50.61)	(3,13.98)
Balance at the end	27,43.45	12,54.51

(B) Management of Liquidity risk

Liquidity risk is the risk that The Group's will not be able to meet its financial obligations as they become due. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as and when required.

The Group manages the liquidity risk by maintaining adequate cash reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. The Group invests its surplus funds in bank fixed deposit and liquid schemes of mutual funds, which carry no/negligible mark to market risks.

The below table analyses The Group's non-derivative and derivative financial liabilities as at the reporting date, into relevant maturity groupings based on the remaining period (as at that date) to the contractual maturity date. The amounts disclosed in the below table are the contractual un-discounted cash flows.

The table below provides details regarding the contractual maturities of financial liabilities, including estimated/contractual interest payments as at March 31, 2019:

(Rs. in Lakhs)

	Carrying amount	Due in 1st year	Due in 2nd year	Due in 3rd to 5th year	Due after 5th year	Total contractual cashflows
Non derivatives						
Borrowings	21533,00.71	9915,07.09	4988,76.08	9306,10.07	56,88.21	24266,81.45
Trade and other payables	329,89.64	329,89.64	-	-	-	329,89.64
Debt securities	14392,65.94	12608,19.29	1862,05.30	473,15.54	-	14943,40.13
Subordinated liabilities	1652,29.93	460,56.47	478,22.13	794,86.39	466,61.93	2200,26.92
Other financial liabilities	384,76.11	334,88.89	39,25.63	10,61.58	-	384,76.10
Derivatives						
Derivative contracts	2,30.85	-	-	2,30.85	-	2,30.85
Total	**38294,93.18**	**23648,61.38**	**7368,29.14**	**10587,04.43**	**523,50.14**	**42127,45.08**

Contractual maturities of borrowings includes cash flows relating to collateralized debt obligations. This represents the amount received against the transfer of loans arising from financing activities in securitisation transactions and/or direct assignments, which do not qualify for derecognition. The liability of The Group's in such cases is limited to the extent of credit enhancements provided. The contractual maturities of such collateralized debt obligations are as follows:

(Rs. in Lakhs)

	Carrying amount	Due in 1st year	Due in 2nd year	Due in 3rd to 5th year	Total contractual cashflows
Collateralized debt obligations	3047,33.38	1666,99.00	1098,90.00	578,80.00	3344,69.00

The table below provides details regarding the contractual maturities of financial liabilities, including estimated/contractual interest payments as at March 31, 2018:

(Rs. in Lakhs)

	Carrying amount	Due in 1st year	Due in 2nd year	Due in 3rd to 5th year	Due after 5th year	Total contractual cashflows
Non derivatives						
Borrowings	11056,93.08	4443,59.37	3073,06.84	4830,90.27	51,05.00	12398,61.48
Trade and other payables	267,66.94	267,66.94	-	-	-	267,66.94
Debt securities	14309,65.60	11882,34.69	1280,30.41	1854,89.51	-	15017,54.61
Subordinated liabilities	1551,81.80	165,92.65	450,56.47	966,13.37	634,56.31	2217,18.80
Other financial liabilities	273,70.32	256,74.63	-	16,95.69	-	273,70.32
Total	**27459,77.74**	**17016,28.28**	**4803,93.72**	**7668,88.84**	**685,61.31**	**30174,72.15**

Contractual maturities of borrowings includes cash flows relating to collateralized debt obligations. This represents the amount received against the transfer of loans arising from financing activities in securitisation transactions and/or direct assignments, which do not qualify for derecognition. The liability of The Group's in such cases is limited to the extent of credit enhancements provided. The contractual maturities of such collateralized debt obligations are as follows:

(Rs. in Lakhs)

	Carrying amount	Due in 1st year	Due in 2nd year	Due in 3rd to 5th year	Total contractual cashflows
Collateralized debt obligations	1320,58.31	793,85.41	454,73.76	168,44.81	1417,03.98

Note 39

Financial risk management

The table below provides details regarding the contractual maturities of financial liabilities, including estimated interest payments as at April 01, 2017:

(Rs. in Lakhs)

	Carrying amount	Due in 1st year	Due in 2nd year	Due in 3rd to 5th year	Due after 5th year	Total contractual cashflows
Non derivatives						
Borrowings	9032,01.59	3262,44.37	1763,75.99	6073,45.01	123,80.00	11223,45.37
Trade and other payables	1036,79.12	1036,79.12	-	-	-	1036,79.12
Debt securities	10864,67.39	7694,81.88	2482,32.72	1652,15.43	-	11829,30.03
Subordinated liabilities	1501,75.08	161,75.16	161,75.15	1150,62.88	814,62.47	2288,75.67
Other financial liabilities	257,39.76	257,39.76	-	-	-	257,39.76
Total	22692,62.94	12413,20.29	4407,83.86	8876,23.32	938,42.47	26635,69.95

Contractual maturities of borrowings includes cash flows relating to collateralized debt obligations. This represents the amount received against the transfer of loans arising from financing activities in securitisation transactions and/or direct assignments, which do not qualify for derecognition. The liability of The Group's in such cases is limited to the extent of credit enhancements provided. The contractual maturities of such collateralized debt obligations are as follows:

(Rs. in Lakhs)

	Carrying amount	Due in 1st year	Due in 2nd year	Due in 3rd to 5th year	Total contractual
Collateralized debt obligations	1027,11.68	629,67.21	367,07.43	110,81.67	1107,56.31

(C) Management of Market Risk

Market risk comprises of foreign currency risk and interest rate risk. Interest rate risk arises from variable rate borrowings that expose The Group's's financial performance, financial position and cash flows to the movement in market rates of interest. Foreign currency risk arises from transactions that are undertaken in a currency other than the functional currency of The Group's.

Foreign currency risk

The fluctuation in foreign currency exchange rates may have potential impact on the Statement of Profit and Loss and equity, where assets/liabilities are denominated in a currency other than the functional currency of The Group's.

The Group's operations are subject to risks arising from fluctuations in exchange rates primarily relating to the fluctuations in U.S. dollar against the functional currency of The Group. The Group's foreign currency exposure arises mainly from variable rate foreign currency borrowings, primarily with respect to USD.

The Group's, as per its risk management policy, uses currency swaps and other derivative instruments primarily to hedge foreign exchange. Furthermore, any movement in the functional currency of The Group's against USD foreign currency may impact The Group's cost of borrowings.

The Group's evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. It hedges these risks by using derivative financial instruments in accordance with its risk management policies.

The foreign exchange rate sensitivity is calculated for USD currency by aggregation of the net foreign exchange rate exposure of a USD currency and a simultaneous parallel foreign exchange rates shift in the foreign exchange rates of USD currency by 10%.

The following table sets forth information relating to Company' foreign currency exposure expressed in INR as follows:

(Rs. in Lakhs)

	As at 'March 31 2019	As at 'March 31 2018	As at 'April 1, 2017
	USD exposure	USD exposure	USD exposure
Non derivative Financial Liabilities			
Borrowings- Foreign currency term loan	172,88.75	-	-
Derivative financial liabilities to hedge			
Forward Contract- (USD/INR)	(172,88.75)	-	-
Net Exposure	-	-	-

Sensitivity - Foreign Currency

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated borrowings is as follows:

(Rs. in Lakhs)

	Impact on profit after tax	
	March 31, 2019	March 31, 2018
USD Sensitivity		
INR/USD increase by 10 %*	23.09	-
INR/USD decrease by 10% *	(23.09)	-

* Holding all other variables constant

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market rates. The Group's's exposure to the risk of changes in market rates relates primarily to The Group's's borrowings with floating/variable interest rates.

The Group borrows through various instruments which has floating rate/ interest rate reset clause which is exposed to interest rate risk. For the foreign currency denominated floating interest rate borrowings, the Company manages its interest rate risk by entering into interest rate/coupon swap derivative instruments.

As at the end of reporting period, The Group's had following variable interest rate borrowings and derivatives to hedge the interest rate risk:

	As at March 31 2019	As at March 31 2018	As at April 1, 2017
Non derivative Financial Liabilities			
Variable rate borrowings	16146,88.92	7683,92.86	6537,50.00
Derivative financial liabilities to hedge interest			
Coupon only swap	172,88.75	-	-
Net Exposure	15974,00.17	7683,92.86	6537,50.00

TATA MOTORS FINANCE LIMITED (formerly known as SHEBA PROPERTIES LIMITED) (CIN - U45200MH1989PLC050444)

TMF HOLDINGS LIMITED (formerly known as TATA MOTORS FINANCE LIMITED) (CIN - U65923MH2006PLC162503)
Consolidated Notes forming part of financial statements for the year ended March 31, 2019

Note 39
Financial risk management
Interest rate sensitivity analysis
Profit or loss is sensitive to interest expense from variable rate borrowings as a result of changes in interest rate. Increase/decrease of 100 basis points in interest rates at the balance sheet date would result in an impact (decrease/increase in case of profit/(loss) before tax of Rs. 15,974 lakhs and Rs. 7,683.93 lakhs on income for the year ended March 31, 2019 and 2018 respectively.
This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

Equity price risk
Equity price risk is related to the change in market reference price of the investments in equity securities.
The fair value of some of The Group's's investments measured at fair value through other comprehensive income and fair value through profit and loss exposes The Group's to equity price risks. These investments are subject to changes in the market price of securities. The fair value of Company's investment in equity securities as at March 31, 2019, 2018 and 2017 was Rs. 133,58.39 lakhs, Rs. 112,03.00 and Rs. 106,84.78 lakhs respectively.

(Rs in lakhs)

	Impact on profit for the year		Impact on other components of equity	
	March 31 2019	March 31 2018	March 31	March 31 2018
Equity price Sensitivity				
Increase in equity price by 10 %*	7,61.00	7,54.00	5,75.00	3,66.00
Decrease in equity price by 10 %*	(7,61.00)	(7,54.00)	(5,75.00)	(3,66.00)

(Note: The impact is indicated on equity before consequential tax impact, if any).

Capital management
The capital structure of the Group consists of net debt and total equity of the Group. The Group manages its capital to maximise the return to stakeholders through an optimum mix of debt and equity within the overall capital structure. The Group's risk management committee reviews the capital structure of the Group considering the cost of capital and the risks associated with each class of capital.
Group has financial covenants relating to the borrowing facilities that it has taken from the lenders which is maintained by the Group.

Note 40
Transfer of financial assets
The Group's transfers loans arising from financing activities through securitisation transactions. In most of these transactions, The Group's also provides credit enhancements to the transferee.

Because of the existence of credit enhancements in such transactions, The Group's continues to have the obligation to pay to the transferee, limited to the extent of credit enhancement, even if it does not collect the equivalent amounts from the original asset and continues to retain substantially all risks and rewards associated with the receivables, and hence, such transfer does not meet the derecognition criteria resulting into the transfer not being recorded as sale. Consequently, the proceeds received from the transfer are recorded as collateralized debt obligation.

The carrying amount of loans along with the associated liabilities is as follows:

(Rs. in Lakhs)

Nature of Assets	As at March 31, 2019		As at March 31, 2018		As at April 1, 2017	
	Carrying amount of asset sold	Carrying amount of associated liabilities	Carrying amount of asset sold	Carrying amount of associated liabilities	Carrying amount of asset sold	Carrying amount of associated liabilities
Loans	2996,21.07	3047,33.38	1306,91.21	1320,58.31	1004,37.76	1027,11.68

Net of provision of Rs. 38,03.29 lakhs, Rs.22,61.96 lakhs and Rs.29,00.29 lakhs as at March 31, 2019, 2018 and April 01, 2017 respectively.

As per our report of even date attached

For B S R & Co. LLP
Chartered Accountants
Firm Registration Number: 101248W/W-100022

Manoj Kumar Vijai
Partner
Membership No. 046882

Place : Mumbai
Date: May 6, 2019

For and on behalf of the Board of Directors

GUENTER BUTSCHEK
Chairman
(DIN - 07427375)

PHILLIE KARKARIA
Director
(DIN - 00059397)

P.B. BALAJI
Director
(DIN - 02762983)

SHYAM MANI
Managing Director
(DIN - 00273598)

ANAND BANG
Chief Financial Officer
Place: Mumbai
Date: May 6, 2019

VINAY LAVANNIS
Company Secretary