

**TATA MOTORS FINANCE
SOLUTIONS PRIVATE LIMITED**

2014 – 15

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TATA MOTORS FINANCE SOLUTIONS PRIVATE LIMITED

Report on the Financial Statements

We have audited the accompanying standalone financial statements of **TATA MOTORS FINANCE SOLUTIONS PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; make judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.



We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of Section 143 (11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

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Haskins & Sells LLP**

2. As required by Section 143 (3) of the Act, we further report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (f) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 21 to the financial statements;
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for all material foreseeable losses, if any, on long-term contracts in the financial statements. The Company did not have any derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

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



V. Srikumar
(Partner)

(Membership No. 84494)

Place: 
Date: 27th April, 2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

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

- i. Having regard to the nature of the Company's business/activities/result, clauses (ii), (v) and (vi) of paragraph 3 of the Order are not applicable.
- ii. In respect of fixed assets:
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets all of which have been acquired on 31st March, 2015 under a slump sale of business.
 - b) The Company is in the process of formulating a programme of physical verification in respect of the above fixed assets.
- iii. According to the information and explanations given to us, the Company has neither granted nor taken any loans, secured or unsecured, to companies, firms or other parties listed in the Register maintained under Section 189 of the Companies Act, 2013.
- iv. The Company has acquired a business during the year including the underlying fixed assets. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business for the purchase of such fixed assets. Further, according to the information and explanations given to us, during the year there have been no transactions pertaining to purchase of inventory and for the sale of goods and services.
- v. According to the information and explanations given to us, in respect of statutory dues:
 - a) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Income-tax, Service Tax, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities. As informed to us, the provisions of Sales Tax, Wealth Tax, Investor Education and Protection Fund, Employees' State Insurance, Customs Duty and Excise Duty were not applicable to the Company during the year.
 - b) There were no undisputed amounts in respect of Income-tax, Service Tax, Value Added Tax or Cess that have not been deposited on 31st March, 2015.
 - c) There were no amounts required to be transferred to investor education and protection fund in accordance with relevant provision of the Companies Act, 1956 (1 of 1956) and rules made there under.

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Haskins & Sells LLP**

- vi. The accumulated losses of the Company at the end of the financial year are not less than fifty percent of its net worth and the Company has incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- vii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks, financial institutions and debenture holders.
- viii. In our opinion and according to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from banks and financial institutions.
- ix. In our opinion and according to the information and explanations given to us, the term loans have been applied by the Company during the year for the purposes for which they were obtained, other than temporary deployment pending application.
- x. To the best of our knowledge and according to the information and explanations given to us, no material fraud by the Company or on the Company has been noticed or reported during the year.

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



V. Srikumar
(Partner)

(Membership No. 84494)

Place: *Mangalore*
Date: 27th April, 2015

TATA MOTORS FINANCE SOLUTIONS PRIVATE LIMITED (Formerly known as Rajasthan Leasing Private Limited)

Balance Sheet as at March 31, 2015

(Rs. in Lakhs)

Particulars	Notes	As at March 31, 2015	As at March 31, 2014
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	3	1500,49.74	49.74
(b) Reserves and Surplus	4	(29,21.11)	(0.89)
		1471,28.63	48.85
(2) Non-Current Liabilities			
(a) Long-term borrowings	5	4000,00.00	-
(b) Long term provisions	6	3,80.13	-
		4003,80.13	-
(3) Current Liabilities			
(a) Short-term borrowings	7	1195,71.10	-
(b) Trade payables	8	14,50.71	0.56
(c) Other Current liabilities	9	77,72.59	0.62
(d) Short-term provisions	6	8,12.06	-
		1296,06.46	1.18
Total		6771,15.22	50.03
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
- Tangible assets	10	1,26.87	-
(b) Goodwill	10A	582,25.25	-
(c) Deferred tax assets (net)	9A	-	1.90
(d) Finance receivables	11	3048,89.72	-
(e) Long term loans and advances	12	0.57	0.35
		3632,42.41	2.25
(2) Current assets			
(a) Trade receivables	15	1338,16.17	-
(b) Cash and cash equivalents	16	331,99.44	47.52
(c) Finance receivables	11	1288,13.84	-
(d) Short term loans and advances	14	43.82	-
(e) Other current assets	13	179,99.54	0.26
		3138,72.81	47.78
Total		6771,15.22	50.03
See accompanying notes forming part of the financial statements			

In terms of our report attached

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants

For and on behalf of the Board of Directors



C. RAMAKRISHNAN
Director



VINESH JAIRATH
Director



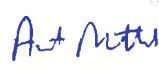
VEDIKA BHANDARKAR
Director



R. RAMAKRISHNAN
Director



SHYAM MANI
Managing Director



AMIT MITTAL
Chief Financial Officer



VINAY LAVANNIS
Company Secretary



V. Sri Kumar
Partner

Place: 
Date: April 27, 2015

Place: Mumbai
Date: April 27, 2015

Statement of Profit and Loss for the year ended March 31, 2015

(Rs. in Lakhs)

Particulars	Notes	April 01, 2014 to March 31, 2015	April 01, 2013 to March 31, 2014
I. Revenue from operations	17	1.33	1.32
II. Other income	18	0.51	-
III. Total Revenue (I + II)		1.84	1.32
IV. Expenses:			
Finance cost	20	22,52.68	-
Share issue expenses		4,47.01	-
Other expenses	19	2,20.47	7.40
Total expenses		29,20.16	7.40
V. Loss before tax (III-IV)		(29,18.32)	(6.08)
VI. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax	9A	1.90	(1.90)
VII. Net Loss for the year from continuous operations (V - VI)		(29,20.22)	(4.18)
VIII. Earnings per equity share (of Rs. 100/- each)			
Basic and Diluted (in Rs.)		(93.65)	(8.42)
Weighted average number of outstanding shares		31,18,228	49,735
See accompanying notes forming part of the financial statements			

In terms of our report attached

For and on behalf of the Board of Directors

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants



C. RAMAKRISHNAN
Director



VINESH JAIRATH
Director

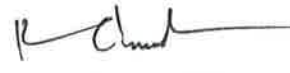


V. Srikumar
Partner

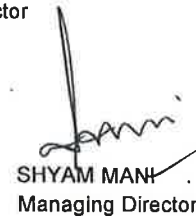
Place: *Mumbai*
Date: April 27, 2015



VEDIKA BHANDARKAR
Director



R. RAMAKRISHNAN
Director



SHYAM MANI
Managing Director



AMIT MITTAL
Chief Financial Officer



VINAY LAVANNIS
Company Secretary

Place: Mumbai
Date: April 27, 2015

TATA MOTORS FINANCE SOLUTIONS PRIVATE LIMITED (Formerly known as Rajasthan Leasing Private Limited)
Cash Flow Statement for the year ended March 31, 2015

(Rs. in Lakhs)

Particulars	April 01, 2014 to March 31, 2015	April 01, 2013 to March 31, 2014
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Loss for the year	(29,20.22)	(4.18)
Adjustments for:		
Discounting charges on Commercial Papers	1,77.87	-
Share issue expenses	4,47.01	-
Interest and other borrowing costs	20,74.81	-
Deferred tax	1.90	(1.90)
Operating cash flow before working capital changes and discounting charges	(218.63)	(6.08)
Movements in working capital:		
Other Assets	-	1,20.16
Short term advances	(43.82)	-
Trade payables	7,20.52	(0.08)
Other current liabilities	140.75	0.55
	8,17.45	1,20.63
Current taxes paid (net)	(0.18)	(0.13)
Discounting charges on commercial papers paid	(56,06.75)	-
Interest and other borrowing costs	(15,42.21)	-
Net Cash (used in)/ from operating activities	(65,50.32)	1,14.42
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of business on slump sale (Refer Note 31)	(6350,00.00)	-
Interest income on bank deposits	0.26	(0.26)
Net cash used in investing activities	(6349,99.75)	(0.26)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Share issue expenses paid	(2,98.01)	-
Issue of share capital	1500,00.00	-
Proceeds from short term borrowings	1250,00.00	-
Proceeds from long term borrowings	4000,00.00	-
Repayment of long term borrowings	-	(1,02.00)
Net cash from / (used in) financing activities	6747,01.99	(1,02.00)
Net Increase in cash and cash equivalents	331,51.92	12.16

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TATA MOTORS FINANCE SOLUTIONS PRIVATE LIMITED (Formerly known as Rajasthan Leasing Private Limited)

Cash Flow Statement for the year ended March 31, 2015

(Rs. in Lakhs)

Particulars	April 01, 2014 to March 31, 2015	April 01, 2013 to March 31, 2014
Cash and cash equivalents as at the beginning of the year	47.52	35.36
Cash and cash equivalents as at the end of the year	331,99.44	47.52
Net increase in cash and cash equivalents	331,51.92	12.16

Notes:

1. Finance cost has been considered as arising from operating activities in view of the nature of the Company's business.
2. Previous period figures have been regrouped, wherever necessary.

See accompanying notes forming part of the financial statements

In terms of our report attached

For and on behalf of the Board of Directors

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants



V. Srikumar
Partner

Place: *Bangalore*
Date: April 27, 2015



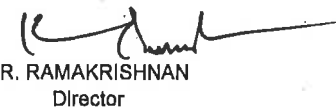
C. RAMAKRISHNAN
Director



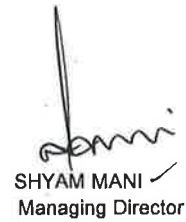
VINESH JAIRATH
Director



VEDIKA BHANDARKAR
Director



R. RAMAKRISHNAN
Director



SHYAM MANI
Managing Director



AMIT MITTAL
Chief Financial Officer



VINAY LAVANNIS
Company Secretary

Place: Mumbai
Date: April 27, 2015

Notes forming part of the financial statements for the year ended March 31, 2015

Note 1 – CORPORATE INFORMATION

The Company is a wholly owned subsidiary of Tata Motors Finance Limited (TMFL) w.e.f. January 19, 2015 and is registered as a Non-Banking Financial (Non Deposit Accepting or Holding) Company with the Reserve Bank of India with effect from December 08, 2003. In the month of March 2015 the name of the company was changed to Tata Motors Finance Solutions Private Limited (Formerly known as Rajasthan Leasing Private Limited).

Note 2 – SIGNIFICANT ACCOUNTING POLICIES

1. Basis for preparation of Financial statements

The financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under section 133 of Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provision of Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act") as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. Further, the Company follows the directions issued by the Reserve Bank of India (RBI) for Non- Banking Financial Companies (NBFC). The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

2. Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and disclosures of contingent liabilities as at the date of these financial statements and reported amounts of revenue and expenses for the years presented. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in the current and future years.

3. Revenue recognition

a. Income on Finance receivables and Loans

Income on Finance receivables and Loans is accounted for by using the internal rate of return method. Consequently, a constant rate of return on net outstanding amount is accrued over the period of the contract, except that no income is recognised on non-performing / doubtful assets as per the prudential norms for income recognition issued by the RBI for NBFCs. Interest income on such assets is recognised on receipt basis.

Late payment charges are accounted on receipt basis on account of uncertainty of ultimate collection.

b. Income from Current and Long term Investments

Income from dividend on shares of corporate bodies and units of mutual funds is accounted on accrual basis when the Company's right to receive dividend is established.

c. Income from service charges

Income from service charges is recognised as per contractual terms on an accrual basis.

d. Compensation towards interest loss

Compensation towards interest loss receivable from parent company is accrued and recognized as per the contractual terms when such loss occurs.

e. Utilization of delinquency support

The amount credited to profit and loss account on utilization of delinquency support is determined on portfolio of contracts basis taking into account the estimates of expected future loss.

Notes forming part of the financial statements for the year ended March 31, 2015

4. Provision for Standard/Non Performing Assets

The Company provides an allowance for Finance receivables based on the prudential norms issued by the RBI relating to income recognition, asset classification and non-performing assets as early implemented by the company.

The Company makes a provision on all outstanding standard assets as per the prudential norms / guidelines issued by the RBI as applicable or early implemented by the company.

5. Depreciation and Amortisation

Depreciation and amortisation is provided on the straight-line method (SLM), at the rates and manner prescribed in Schedule II to the Companies Act, 2013 except in the case of:

- a. Laptops – 23.75% (SLM)
- b. Vehicles – 23.75% (SLM)
- c. Hand Held Machines - 23.75% (SLM)
- d. Capital assets, located in the premises the ownership of which does not vest in the Company, are depreciated over the estimated period of their utility or five years, whichever is lower.
- e. Software of a cost in excess of Rs. 0.25 Lakhs is amortised over a period of 60 months or on the basis of their estimated useful life, whichever is lower.
- f. Assets costing less than Rs.5000/- are fully depreciated in the period of purchase.
- g. Assets acquired through slump sale basis will be depreciated over remaining useful life.

6. Fixed assets

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

7. Investments

Long term investments are stated at cost. Provision for diminution is made to recognise a decline, other than temporary, in the value of such investments. Current investments are stated at lower of cost and fair value.

8. Commission to agents

Commission paid/ payable to DSAs/dealers for sourcing of contracts is amortised over the term of the contract in the ratio of interest earned. Commission paid / payable on achievement of targets is amortised equally over the term of the contract. Commission paid on collection is charged to the statement of profit and loss when incurred.

9. Employee benefits

i) Defined contribution plans

Contributions to the Company's defined contribution plans, as described below, are charged to 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 Company, make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of employees' eligible salary). The contribution is paid to the fund managed by the parent Company, except that the employer's contribution towards pension fund is paid to the Regional Provident Fund office. The Company is generally liable for annual contribution and any shortfall to the extent of Company's share in the fund managed by 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.

Notes forming part of the financial statements for the year ended March 31, 2015

b) Superannuation

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

ii) Defined benefit plans

Provision for the Company's defined benefit plans, as described below, are actuarially determined using the projected unit credit method, based on an independent actuarial valuation at the end of the year. Actuarial gains and losses are charged to the statement of profit and loss.

a) Gratuity

Contributions are made towards gratuity, covering eligible employees, which provides for a lump sum payment 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 actuarially determined liability is compared with the fair value of plan assets and the shortfall or excess is accounted for as a liability or an asset respectively.

b) Compensated absences

Provision is made for encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment. The liability is provided based on the number of days of unutilised leave at each balance sheet date.

c) Post retirement Medicare scheme

Under this scheme, the employees are provided medical benefits after retirement, subject to certain limits.

d) Bhavishya Kalyan Yojana (BKY)

The benefits of the plan are provided to eligible employees based on their entitlement on death or permanent disablement, while in service.

10. Business segment

The Company has been operating only in one segment viz, financial activities and the operations being only in India, the disclosure requirements of Accounting Standard-17 Segment Reporting are not applicable.

11. Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

12. Taxation

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

Deferred tax is recognised on timing differences, being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are measured using the tax rates and tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent to that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there is unabsorbed depreciation and carry forward of losses and items relating to capital losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise the assets. Deferred tax assets are reviewed at each balance sheet date for their reliability.

Notes forming part of the financial statements for the year ended March 31, 2015

Current and deferred taxes relating to items directly recognised in reserves are recognised in reserves and not in the statement of profit and loss.

13. Impairment of Goodwill

At each Balance Sheet date, the Company assesses whether there is any indication that the intangible assets- Goodwill may be impaired. If any such impairment indicators exists, the recoverable amount of an asset is estimated to determine the extent of the impairment, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. An impairment loss recognised for goodwill is not reversed in the subsequent period unless there are changes in external events.

14. Provisions, contingent liability and contingent assets

Provisions are recognised in accounts in respect of present probable obligations arising out of past events, the amount of which can be reliably estimated.

Contingent liabilities are disclosed in respect of possible obligations that arise from the past events but their existence is confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

Contingent assets are neither recognised, nor disclosed in the financial statements.

15. Delinquency support

Delinquency support receivable from parent company, being compensation towards provision / write off of finance receivable, is credited to the profit and loss account as per the contractual terms when the provision on the underlying portfolio of contracts is recognized.

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Notes forming part of the Financial Statements for the year ended March 31, 2015

Note "3"

Share Capital

(Rs. in Lakhs)

Particulars	As at March 31, 2015		As at March 31, 2014	
	Number	Amount	Number	Amount
Authorised				
Equity Shares of Rs.100 each	16,00,00,000	1600,00.00	2,00,000	2,00.00
Preference shares of Rs.100 each (redeemable)	4,00,00,000	400,00.00	-	-
	20,00,00,000	2000,00.00	2,00,000	2,00.00
Issued, Subscribed and Fully Paid up				
Equity Shares of Rs.100 each	15,00,49,735	1500,49.74	49,735	49.74
Total	15,00,49,735	1500,49.74	49,735	49.74

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, 2015		As at March 31, 2014	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	49,735	49.74	49,735	49.74
Shares Issued during the year	15,00,00,000	1500,00.00	-	-
Shares outstanding at the end of the year	15,00,49,735	1500,49.74	49,735	49.74

b) Shares in the company held by each shareholder holding more than 5 percent shares specifying the number of shares held

Equity Shares	As at March 31, 2015		As at March 31, 2014	
	Number	% of Holding	Number	% of Holding
Tata Motors Finance Limited	15,00,49,735	100.00%	-	-
Mr. Narayan K. Seshadri	-	-	49,700	99.93%

Terms / rights attached to equity shares

The Company has issued only one class of equity shares having a par value of Rs. 100 per share. Each holder of equity share is entitled to one vote per share. The holders of equity shares are also entitled for the dividend as proposed by the Board of Directors and approved in the Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Note "4"

Reserves & Surplus

Particulars	As at March 31, 2015	As at March 31, 2014
a. Special Reserve*		
Balance as per the last financial statements	-	-
Add: Transfer from surplus in the statement of Profit and Loss	4.22	-
Closing Balance	4.22	-
b. Surplus in the statement of profit and loss		
Balance as per the last financial statements	(0.89)	3.30
Less: Transfer to Special Reserve*	4.22	-
Add: Net Loss for the year	(29,20.22)	(4.19)
Net deficit in the statement of Profit and Loss	(29,25.33)	(0.89)
Total	(29,21.11)	(0.89)

*Transfer to 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.

The Company had recorded profits in Financial year ended March 31, 2012 of Rs. 21.10 lakhs on which company transferred the required special reserve during the current year.

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Note "5"

Long term Borrowings

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014
(i) Debentures Privately placed non convertible debentures (Unsecured)	2000,00.00	-
(ii) Term loans from banks Secured	2000,00.00	-
Total	4000,00.00	-

Nature of security on borrowings :

Floating first pari passu charge for all secured lenders by way of hypothecation on all loans receivables/Hire purchase receivables/Lease rentals net of finance charges and juniors pass through certificates through security trustee.

This security will be created with in the stipulated timelines given by the different banks.

Terms of repayment for Term Loans

Tenure of term loans ranges between 3 to 5 years. Loans are borrowed at a floating rate of interest linked to bank's base rate plus spread with yearly reset option. On the reset date the Company has an option to repay the loans.

Terms of repayment of debentures outstanding as at March 31, 2015

A. Privately placed Non Convertible Debentures - Face value of Rs. 100 Lakhs each (Redeemable at par)

Particulars	(Rs. In lakhs)	Redemption Date
10.20% TMFSPL NCD A FY 2014-15	1500,00.00	March 24, 2020
10.20% TMFSPL NCD B FY 2014-15	500,00.00	March 26, 2020
Total	2000,00.00	

Note "6"

Provisions

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014
A) Long Term Provisions		
Provision for employee benefits (Refer Note 31)	52.15	-
Contingent provisions against standard assets (Refer Note 31)	3,27.98	-
Total	3,80.13	-
B) Short Term Provisions		
Provision for Income tax, net of advances	0.04	-
Contingent provisions against standard assets (Refer Note 31)	8,12.02	-
Total	8,12.06	-

Note "7"

Short term borrowings

(Rs. in Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014
Commercial Papers (Unsecured) (net of unamortised discounting charges Rs. 54,28.90 Lakhs ranging from 8.99% to 9.15%; March 31, 2014 Rs. Nil) (Maximum amount outstanding Rs. 1250,00.00 Lakhs; for the previous year ended March 31, 2014: Rs. Nil)	1195,71.10	-
Total	1195,71.10	-

Note "8"

Trade payables

(Rs. in Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014
Dues to Others (Refer Note 31)	14,50.71	0.56
Total	14,50.71	0.56

Information in respect of micro enterprises and small enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006 to whom the Company owes dues, which are outstanding as at the balance sheet date has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

Note "9"

Other Current liabilities

(Rs. in Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014
Interest accrued but not due on borrowings	5,32.60	-
Current dues of long term employee benefits (Refer Note 31)	252.60	-
Statutory dues	81.37	0.62
Other Liabilities (Refer Note 31)	69,06.02	-
Total	77,72.59	0.62

Note "9A"

Deferred Tax Assets (net)

Major components of deferred tax arising on account of timing differences

(Rs. in Lakhs)

Particulars	As at March 31, 2014	(Charge) / Credit for the year	As at March 31, 2015
Deferred Tax Asset			
- On Business Loss	1.90	(1.90)	-
Net deferred tax assets	1.90	(1.90)	-
<i>previous year</i>	-	<i>1.90</i>	<i>1.90</i>

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TATA MOTORS FINANCE SOLUTIONS PRIVATE LIMITED (Formerly known as Rajasthan Leasing Private Limited)

Notes forming part of the Financial Statements for the year ended March 31, 2015

Note "10"

Tangible Assets

Particulars	Gross Block				Depreciation				Net Block
	Opening balance as at April 01, 2014	Acquired through slump sale (Refer Note 31)	Deletions	Closing balance as at March 31, 2015	Opening balance as at April 01, 2014	Depreciation for the year	Deletions	Closing balance as at March 31, 2015	As at March 31, 2015
Vehicles	-	36.72	-	36.72	-	-	-	-	36.72
Office equipment	-	90.15	-	90.15	-	-	-	-	90.15
Total	-	1,26.87	-	1,26.87	-	-	-	-	1,26.87
As of March 31, 2014	-	-	-	-	-	-	-	-	-

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Note "10 A"

Intangible Assets - Other than internally generated

Particulars	Gross Block				Amortisation				Net Block
	Opening balance as at April 01, 2014	Acquired through slump sale (Refer Note 31)	Deletions	Closing balance as at March 31, 2015	Opening balance as at April 01, 2014	Amortisation for the period	Deletions	Closing balance as at March 31, 2015	As at March 31, 2015
Goodwill	-	58,225.25	-	58,225.25	-	-	-	-	58,225.25
As of March 31, 2014	-	-	-	-	-	-	-	-	-

Note: Figures in italics pertain to previous year ended March 31, 2014.

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Note "11"

Finance Receivables (Refer Note 31)

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014
A) Finance Receivables - Non Current		
Vehicle Loans (#)		
- Other than Related Parties		
-Secured, considered good	3048,89.72	-
-Considered Doubtful	629,84.60	-
Less: Provision for Doubtful Loans	629,84.60	-
Total	3048,89.72	-
B) Finance Receivables - Non Current		
Vehicle Loans (#)		
- To Others		
-Secured, considered good	1288,13.84	-
-Considered Doubtful	280,66.70	-
Less: Provision for Doubtful Loans	280,66.70	-
Total	1288,13.84	-

Vehicle loans are secured against hypothecation of the underlying vehicle.

Note "12"

Long Term loans and advances

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014
Unsecured, considered good		
- Advance payment of Income tax, net of provisions	0.57	0.35
Total	0.57	0.35

Notes forming part of the Financial Statements for the year ended March 31, 2015

Note "13"

Other Current Assets

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014
Other claims recoverable (Refer Note 31)	179,99.54	-
Interest Accrued but not due on Bank deposits	-	0.26
Total	179,99.54	0.26

Note "14"

Short term loans and advances

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014
Unsecured, considered good unless otherwise stated		
-Other advances		
-Considered good	43.82	-
Total	43.82	-

Note "15"

Trade Receivables (Refer Note 31)

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014
Receivables on account of service charges, incentives and others. (Unsecured, considered good)		
From Related Parties		
Due for Less than 6 months	1338,16.17	-
Total	1338,16.17	-

Note "16"

Cash and cash equivalents

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014
Cash and cash equivalents (as per AS 3 Cash Flow Statements)		
Balances with banks - Current accounts	331,99.44	(0.25)
Cash on hand	-	4.91
Deposits with banks	-	42.86
Total - Cash and cash equivalents (as per AS 3 Cash Flow Statements)	331,99.44	47.52

Notes forming part of the Financial Statements for the year ended March 31, 2015

Note "17"

Revenue from operations

(Rs. in Lakhs)

Particulars	April 01, 2014 to March 31, 2015	April 01, 2013 to March 31, 2014
Interest Income:		
-Interest Income from finance receivables	1.33	1.32
Total	1.33	1.32

Note "18"

Other Income

(Rs. in Lakhs)

Particulars	April 01, 2014 to March 31, 2015	April 01, 2013 to March 31, 2014
Interest income:		
- on bank deposits	0.51	-
Total	0.51	-

Note "19"

Other expenses

(Rs. in Lakhs)

Particulars	April 01, 2014 to March 31, 2015	April 01, 2013 to March 31, 2014
Rates and taxes	0.02	-
Professional Fees / Consultancy Expenses	77.77	6.35
Payment to Auditors (Note (i))	15.00	0.28
Other expenses	1.27.68	0.77
Total	2,20.47	7.40

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

(Rs. in Lakhs)

Particulars	April 01, 2014 to March 31, 2015	April 01, 2013 to March 31, 2014
As Auditors - Statutory audit	15.00	0.28
Total	15.00	0.28

Note "20"

Finance Cost

(Rs. in Lakhs)

Particulars	April 01, 2014 to March 31, 2015	April 01, 2013 to March 31, 2014
Interest expense	5,88.98	-
Discounting charges on Commercial Paper	1,77.87	-
Other borrowing cost	14,85.83	-
Total	22,52.68	-

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TATA MOTORS FINANCE SOLUTIONS PRIVATE LIMITED (Formerly known as Rajasthan Leasing Private Limited)
Notes forming part of the financial statements for the year ended March 31, 2015

Note "21"

Contingent Liabilities and commitments

1 Commitments

a) Loan commitment towards vehicle financing Rs. 7.70 lakhs (as at March 31, 2014: Rs.Nil).

2 Contingent liabilities to the extent not provided for:

Description of claims and assertions where a potential loss is possible, but not probable is reported under note a) and b) below:

a) Claims against the company not acknowledged as debts:

Particulars	(Rs. in Lakhs)	
	As at March 31, 2015	As at March 31,
In respect of pending Consumer disputes	1,10.41	-
	1,10.41	-

Note "22"

Capital to Risk Assets Ratio (CRAR) as per Annexure 4 of the Non Banking Financial Companies Corporate Governance (Reserve Bank) Direction 2015

The ratios calculated in accordance with the Reserve Bank of India guidelines are as under:

Particulars	As at March 31, 2015	As at March 31, 2014
CRAR (%)	15.37%	-
CRAR - Tier I capital (%)	15.18%	-
CRAR - Tier II capital (%)	0.19%	-
Amount of subordinated debt raised as Tier-II Capital (Rs in lakhs)	-	-
Amount raised by Issue of Perpetual Debt Instruments (Rs in lakhs)	-	-

Note "23"

The Company does not have exposure to the real estate sector.

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TATA MOTORS FINANCE SOLUTIONS PRIVATE LIMITED (Formerly known as Rajasthan Leasing Private Limited)
Notes forming part of the financial statements for the year ended March 31, 2015

Note "24"

Related Party disclosures:

1) Related parties and their relationship

a) Holding Company

Tata Motors Limited
Tata Motors Finance Limited

b) Key management personnel:

Mr. Shyam Mani	Managing Director
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2) Transactions with related parties

a) Tata Motors Limited - holding company

(Rs. in Lakhs)

Closing balances	As at March 31, 2015	As at March 31, 2014
Net Receivables	1338,16.17	-

a) Tata Motors Finance Limited - holding company

(Rs. in Lakhs)

Sr. No.	Particulars	Year ended March 31, 2015	Year ended March 31, 2014
1	Subscription towards equity share capital	1500,00.00	-
2	Acquisition of business on slump sale (refer note 31)	6350,00.00	-
3	Reimbursement of expenses	60.00	-

(Rs. in Lakhs)

Closing balances	As at March 31, 2015	As at March 31, 2014
Net Payables	60.00	-

TATA MOTORS FINANCE SOLUTIONS PRIVATE LIMITED (Formerly known as Rajasthan Leasing Private Limited)
Notes forming part of the financial statements for the year ended March 31, 2015

Note "25"

Asset Liability Maturity Pattern of certain items of Assets and Liabilities as per Annexure 4 of the Non Banking Financial Companies Corporate Governance (Reserve Bank) Direction 2015

	(Rs. in Lakhs)								
	Upto 30/31 days	Over 1 month upto 2 months	Over 2 months upto 3months	Over 3 month & upto 6 month	Over 6 month & upto 1 year	Over 1 year & upto 3 year	Over 3 years & upto 5 years	Over 5 years	Total
Advances (Gross Finance Receivables)	832,90.42	88,01.71	86,75.69	259,36.74	485,69.16	1017,20.25	1,87,887.03	598,73.87	5247,54.87
Borrowings from Banks/ Financial Institutions (Term Loans)	-	-	-	-	-	1500,00.00	500,00.00	-	2000,00.00
Market Borrowings (Privately placed Non Convertible Debentures and Gross Commercial Papers)	-	275,00.00	150,00.00	425,00.00	400,00.00	-	2000,00.00	-	3250,00.00
	-	-	-	-	-	-	-	-	-

Disclosure as per Annexure 4 of the Non Banking Financial Companies Corporate Governance (Reserve Bank) Direction 2015

Note "26"

Ratings assigned by credit rating agencies and migrations of Ratings during the year

Instrument	CRISIL	
	Mar-15	Mar-14
Secured Non Convertible Debentures	CRISIL AA/Stable	-
Long Term Bank Facilities	CRISIL AA/Stable	-
Commercial Papers	CRISIL A1+	-

Note "27"

Details of non-performing financial assets purchased (Acquisition of business on slump sale)

Particulars	(Rs. in Lakhs)	
	Mar-15	Mar-14
(a) No of NPA accounts purchased during the year#	110,706	-
(b) Aggregate Outstanding (gross of interest income and other charges reversal)	356,187.74	-
(a) Of these, number of accounts restructured during the year*	-	-
(b) Aggregate Outstanding	-	-

*Excludes restructuring prior to acquisition for NPA's acquired
Acquisition of business (refer note 31)

Note "28"

Concentration of NPAs

Particulars	(Rs. in Lakhs)
	As at March 31, 2015
Total Exposure to top four NPA accounts	1,90.17

Note "29"

Sector-wise NPAs

Percentage of NPAs to total advances in that sector

Sl.no	Sector	As at March 31, 2015	As at March 31, 2014
1)	Agriculture and allied activities	-	-
2)	MSME	-	-
3)	Corporate borrowers	-	-
4)	Services	-	-
5)	Unsecured personal loans	-	-
6)	Auto loans	57.06%	-
7)	other Personal loans	-	-

Note "30"

Movement of NPAs

Particulars	(Rs. in Lakhs)	
	As at March 31, 2015	As at March 31, 2014
i) Net NPAs to Net Advances (%)	48.05%	-
ii) Movement of NPAs (Gross)		
a) Opening Balances	-	-
b) Additions during the year (acquired balance)	2994,28.22	-
c) Reductions during the year	-	-
d) Closing balances	2994,28.22	-
iii) Movement of Net NPAs		
a) Opening Balances	-	-
b) Additions during the year (acquired balance)	2083,76.92	-
c) Reductions during the year	-	-
d) Closing balances	2083,76.92	-
iv) Movement of provisions for NPAs (excluding provisions on standard assets)		
a) Opening Balances	-	-
b) Provisions made during the year (acquired balance)	910,51.30	-
c) Write-off/Write back of excess provisions	-	-
d) Closing balances	910,51.30	-

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TATA MOTORS FINANCE SOLUTIONS PRIVATE LIMITED (Formerly known as Rajasthan Leasing Private Limited)
Notes forming part of the financial statements for the year ended March 31, 2015

Note "31"

The company has purchased the Manufacturer Guranteed Business and Used Vehicle Financing business as a going concern on a slump sale basis from Tata Motors Finance Limited (holding company) during the year. All related assets and liabilities pertaining to this line of business have been acquired at fair value. As a result current year figures are not comparable with the previous year. Summary of assets, liabilities and goodwill acquired are as follows:

Particulars	Rs. In Lakhs
Assets	
Finance Receivables (Net of Interest reversal Rs. 567,77 lakhs)	5247,54.86
Trade Receivables	1338,16.17
Fixed Assets -Vehicles	36.72
Fixed Asets -Office Equipment	90.15
Sub Total	6586,97.90
Liabilities	
NPA Provisioning	910,51.30
Other Current Liabilities	70,98.61
Contingent provision against standard assets	11,40.00
Trade Payable	5,80.63
Provision for employee benefits	52.15
Sub Total	999,22.69
Net Assets	5587,75.21
Other Claims recoverable*	179,99.54
Total Net Assets	5767,74.75
Consideration Paid	6350,00.00
Goodwill**	582,25.25

*Other claims recoverable pertains to NPA balances acquired which are not due for delinquency support claims. These amounts are considered good and recoverable in due course.

**Management does not foresee any risk of impairment on the carrying value of goodwill as at March 31, 2015.

Note "32"

During the year the Company has purchased the Manufactured Guaranteed Business and Used Vehicle Financing business as a going concern on a slump sale basis from Tata Motors Finance Limited (holding company). Consequently employees were also transferred from Tata Motors Finance Limited on continuity basis. The Company has recorded Rs. 2,52.60 lakhs towards Gratuity liability (unfunded) and Rs. 52.15 lakhs towards leave encashment provision as determined by Independent actuary.

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Note "33"

Previous year's figures


Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure and the same are not comparable (Refer Note 31).

For and on behalf of the Board of Directors


C. RAMAKRISHNAN
Director


VINESH JAIRATH
Director


VEDIKA BHANDARKAR
Director


R. RAMAKRISHNAN
Director


SHYAM MANI
Managing Director


AMIT MITTAL
Chief Financial Officer


VINAY LAVANNIS
Company Secretary

Mumbai
Date : April 27, 2015

(5) Borrower group-wise classification of assets financed as in (2) and (3) above :			
Amount net of provisions			
Category	Secured	Unsecured	Total
1 Related Parties			
(a) Subsidiaries	-		-
(b) Companies in the same group			-
(c) Other related parties			-
2 Other than Related Parties	4337,03.56		4337,03.56
Total			
(6) Investor group-wise classification of all Investments (current and long term) in shares and securities (both quoted and unquoted):			
Category	Market Value/ Break up or fair value or NAV	Book Value (Net of Provision)	
1 Related Parties			
(a) Subsidiaries	-		-
(b) Companies in the same group			-
(c) Other related parties			-
2 Other than Related Parties			
<u>Quoted</u>			
Investment in Equity Shares			
<u>Unquoted</u>			
Total			
(7) Other Information			
Particulars			
(i) Gross Non-Performing Assets			
(a) Related parties			
(b) Other than related parties			2994,28.22
(ii) Net Non-Performing Assets			
(a) Related parties			
(b) Other than related parties			2083,76.92
(iii) Assets acquired in satisfaction of debt			

Note 1: Commercial Paper of Rs. 1195,71.10 lakhs are net of unamortised discounting charges amounting to Rs. 54,28.90 lakhs.

For and on behalf of the Board of Directors



C. RAMAKRISHNAN
Director



VINESH JAIRATH
Director



VEDIKA BHANDARKAR
Director



R. RAMAKRISHNAN
Director



SHYAM MANI
Managing Director



AMIT MITTAL
Chief Financial Officer



VINAYLAVANNIS
Company Secretary

Mumbai

Date : April 27, 2015