

TATA INCORPORATED

**FINANCIAL STATEMENTS AND
INDEPENDENT AUDITOR'S REPORT**

YEARS ENDED MARCH 31, 2015 AND 2014

TATA INCORPORATED
YEARS ENDED MARCH 31, 2015 AND 2014

TABLE OF CONTENTS

	PAGE
Independent Auditor's Report	1 - 2
Financial Statements:	
Balance Sheets	3
Statements of Operations and Retained Earnings (Deficit)	4
Statements of Cash Flows	5
Notes to Financial Statements	6 – 8



DEFINO & D'ELIA, LLP

CERTIFIED PUBLIC ACCOUNTANTS
2093 BELLMORE AVENUE
BELLMORE, NEW YORK 11710

(516) 783-5685
Fax: (516) 783-0515
www.definodella.com

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Tata Incorporated
New York, New York

We have audited the accompanying financial statements of Tata Incorporated, which comprise the balance sheets as of March 31, 2015 and 2014 and the related statements of income, retained earnings, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with U.S. generally accepted auditing standards. Those standards require that we 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 disclosure in the financial statements. The procedures selected depend on the auditors' 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 control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Tata Incorporated as of March 31, 2015 and 2014, and the results of its operations and its cash flows for the years then ended in accordance with U.S. generally accepted accounting principles.

A handwritten signature in black ink, appearing to read "DeFino & D'Elia", written in a cursive style.

DeFino & D'Elia, LLP
New York
April 23, 2015

TATA INCORPORATED
BALANCE SHEETS
MARCH 31, 2015 AND 2014

ASSETS

	<u>2015</u>	<u>2014</u>
Current assets:		
Cash and cash equivalents	\$ 1,673,780	\$ 1,638,856
Income tax receivable (Note 4)	1,200	17,864
Interest receivable (Note 2)	<u> --</u>	<u>26,092</u>
Total current assets	<u>\$ 1,674,980</u>	<u>\$ 1,682,812</u>

LIABILITIES AND SHAREHOLDER'S EQUITY

Current liabilities:		
Accrued expenses (Note 3)	\$ 239,148	\$ 243,349
Income tax payable (Note 4)	3,564	--
Dividend payable (Note 4)	<u>1,432,958</u>	<u> --</u>
Total current liabilities	<u>1,675,670</u>	<u>243,349</u>
Shareholders' equity:		
Common stock, \$1,000 par value; authorized 2000 shares; outstanding 1500 shares	1,500,000	1,500,000
Retained earnings (deficit)	<u>(1,500,690)</u>	<u>(60,537)</u>
Total Shareholders' Equity	<u> (690)</u>	<u>1,439,463</u>
Total Liabilities & Shareholders' Equity	<u>\$ 1,674,980</u>	<u>\$ 1,682,812</u>

See notes to financial statements.

TATA INCORPORATED
STATEMENTS OF OPERATIONS AND RETAINED EARNINGS (DEFICIT)
YEAR ENDED MARCH 31, 2015 AND 2014

	<u>2015</u>	<u>2014</u>
Operating Revenues:		
Interest income	\$ 20,550	\$ 36,012
Other income (Note 6)	<u> --</u>	<u>72,091</u>
	<u>20,550</u>	<u>108,103</u>
 General and Administrative (Note 5)	 <u>23,287</u>	 <u>67,108</u>
 Income (loss) before income tax expense	 (2,737)	 40,995
 Income tax expense (Note 4)	 <u>4,458</u>	 <u>4,734</u>
 Net income (loss)	 (7,195)	 36,261
 Retained earnings (deficit), beginning	 (60,537)	 (96,798)
 Dividend payable (Note 7)	 <u>(1,432,958)</u>	 <u> --</u>
 Retained earnings (deficit), ending	 <u>\$ (1,500,690)</u>	 <u>\$ (60,537)</u>

See notes to financial statements.

TATA INCORPORATED
STATEMENTS OF CASH FLOWS
YEARS ENDED MARCH 31, 2015 AND 2014

	<u>2015</u>	<u>2014</u>
Cash flows from operating activities:		
Net income (loss)	\$ (7,195)	\$ 36,261
Changes in operating assets & liabilities:		
Income tax receivable	16,664	14,279
Interest receivable	26,092	(516)
Accrued expenses	(4,201)	36,317
Income tax payable	3,564	--
Dividend payable	<u>1,432,958</u>	<u>--</u>
Net cash provided by operating activities	<u>1,467,882</u>	<u>86,341</u>
Cash used in financing activities:		
Dividend payable	<u>(1,432,958)</u>	<u>--</u>
Net cash used in financing activities	<u>(1,432,958)</u>	<u>--</u>
Net increase in cash and cash equivalents	34,924	86,341
Cash and cash equivalents, beginning of year	<u>\$ 1,638,856</u>	<u>\$ 1,552,515</u>
Cash and cash equivalents, end of year	<u>\$ 1,673,780</u>	<u>\$ 1,638,856</u>
Supplemental disclosure of cash flow information:		
Cash paid for interest	<u>\$ ---</u>	<u>\$ ---</u>
Cash paid for taxes	<u>\$ 1,429</u>	<u>\$ ---</u>

See notes to financial statements.

TATA INCORPORATED
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED MARCH 31, 2015 AND 2014

1. Summary of significant accounting policies:

The Company:

The Company is a wholly owned subsidiary of the Tata Steel, Limited, (TSL), which is an India-based company and is part of the Tata Group.

Cash and cash equivalents:

For purposes of the statement of cash flows, cash and cash equivalents includes cash and time deposits with maturities of three months or less. The Company maintains cash balances at two financial institutions (one domestic and one foreign). Accounts at the domestic institution are insured by the Federal Deposit Insurance Corporation up to \$250,000. At March 31, 2015, the Company's uninsured balance totaled \$1,423,780.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying disclosures. Actual results could differ from those estimated. Estimates and assumptions are reviewed periodically and the effects of revisions are reflected in the financial statements in the period they are determined to be necessary

Subsequent Events

The Company has evaluated subsequent events occurring after the balance sheet date through the date the financial statements were issued. Based on the evaluation, the Company has determined there were no material recognizable or unrecognizable subsequent events.

Income Taxes

Federal, NYS and NYC taxes have been provided for in these financial statements. See separate footnote.

2. Interest Receivable:

The Company had accrued interest receivable on a certificate of deposit at March 31, 2014 of \$26,092.

TATA INCORPORATED
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED MARCH 31, 2015 AND 2014

3. Accrued Expenses:

At March 31, accrued expenses consisted of the following:

	<u>2015</u>	<u>2014</u>
Accrued Legal	\$ 231,348	\$ 231,349
Accrued Audit & Tax	<u>7,800</u>	<u>12,000</u>
	<u>\$ 239,148</u>	<u>\$ 243,349</u>

4. Income Taxes:

Tax expense consisted of the following at March 31, net of over accruals of \$342 in 2015 and \$166 in 2014.

	<u>2015</u>	<u>2014</u>
Federal	\$ ---	\$ ---
New York State	2,600	2,586
New York City	<u>2,200</u>	<u>2,148</u>
	<u>\$ 4,800</u>	<u>\$ 4,734</u>

Included in net income tax receivable/payable is \$(2,364) and \$17,864 at March 31, 2015 and 2014, respectively, which primarily relates to Federal, State and City tax payments in excess of the tax accruals.

5. General and Administrative:

General and administrative expenses consist of the following at March 31:

	<u>2015</u>	<u>2014</u>
Accounting and Audit	\$ 15,800	\$ 26,725
Bank Early Withdrawal	6,659	--
Legal Fees	--	39,316
Other	<u>828</u>	<u>1,067</u>
	<u>\$ 23,287</u>	<u>\$ 67,108</u>

6. Other income:

Included in other income at March 31, 2014 is \$72,091 from the Company's 49% investment in TKM Overseas Transport Ltd. During the year ended March 31, 2010, the Company wrote off its investment in TKM Transport Ltd. as they ceased operations. The \$72,091 represents a final distribution during its winding down period.

TATA INCORPORATED
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED MARCH 31, 2015 AND 2014

7. Dividend Payable and Subsequent Event:

On March 27, 2015 The Company's Board of Directors declared a dividend of \$1,432,958. This dividend was paid April 21, 2015.