UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

(Mark One)

ý QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended December 31, 2014

Or

¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number: 001-32312

Novelis Inc.
(Exact name of registrant as specified in its charter)

Canada	**98-0442987**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
3560 Lenox Road, Suite 2000 Atlanta, Georgia	**30326**
(Address of principal executive offices)	(Zip Code)

Telephone: (404) 760-4000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ý No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ý No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	¨	Accelerated filer	¨
Non-accelerated filer	ý (Do not check if a smaller reporting company)	Smaller reporting company	¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No ý

As of February 6, 2015, the registrant had 1,000 shares of common stock, no par value, outstanding. All of the registrant's outstanding shares were held indirectly by Hindalco Industries Ltd., the registrant's parent company.

Novelis Inc.

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PART I. FINANCIAL INFORMATION

Item 1. ***Financial Statements (unaudited)***

Novelis Inc.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (unaudited)
(in millions)

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2014	2013	2014	2013
Net sales	$ 2,847	$ 2,403	$ 8,358	$ 7,218
Cost of goods sold (exclusive of depreciation and amortization)	2,498	2,093	7,310	6,265
Selling, general and administrative expenses	108	115	319	344
Depreciation and amortization	87	91	266	247
Research and development expenses	14	12	38	34
Interest expense and amortization of debt issuance costs	85	76	248	227
Gain on assets held for sale, net	(12)	(6)	(23)	(6)
Restructuring and impairment, net	25	19	38	46
Equity in net loss of non-consolidated affiliates	2	5	4	12
Other (income) expense, net	(9)	(12)	14	(27)
	2,798	2,393	8,214	7,142
Income before income taxes	49	10	144	76
Income tax provision (benefit)	3	(3)	25	26
Net income	46	13	119	50
Net income attributable to noncontrolling interests	—	—	—	—
Net income attributable to our common shareholder	$ 46	$ 13	$ 119	$ 50

See accompanying notes to the condensed consolidated financial statements.

Novelis Inc.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (unaudited)
(in millions)

	Three Months Ended December 31, 2014			Three Months Ended December 31, 2013		
	Attributable to Our Common Shareholder	Attributable to Noncontrolling Interests	Total	Attributable to Our Common Shareholder	Attributable to Noncontrolling Interests	Total
Net income	$ 46	$ —	$ 46	$ 13	$ —	$ 13
Other comprehensive (loss) income:						
Currency translation adjustment	(83)	—	(83)	34	—	34
Net change in fair value of effective portion of cash flow hedges	17	—	17	7	—	7
Net change in pension and other benefits	5	—	5	(4)	—	(4)
Other comprehensive (loss) income before income tax effect	(61)	—	(61)	37	—	37
Income tax provision related to items of other comprehensive (loss) income	8	—	8	4	—	4
Other comprehensive (loss) income, net of tax	(69)	—	(69)	33	—	33
Comprehensive (loss) income	$ (23)	$ —	$ (23)	$ 46	$ —	$ 46

	Nine Months Ended December 31, 2014			Nine Months Ended December 31, 2013		
	Attributable to Our Common Shareholder	Attributable to Noncontrolling Interests	Total	Attributable to Our Common Shareholder	Attributable to Noncontrolling Interests	Total
Net income	$ 119	$ —	$ 119	$ 50	$ —	$ 50
Other comprehensive (loss) income:						
Currency translation adjustment	(188)	(1)	(189)	126	(2)	124
Net change in fair value of effective portion of cash flow hedges	23	—	23	(36)	—	(36)
Net change in pension and other benefits	2	—	2	99	—	99
Other comprehensive (loss) income before income tax effect	(163)	(1)	(164)	189	(2)	187
Income tax provision related to items of other comprehensive (loss) income	9	—	9	36	—	36
Other comprehensive (loss) income, net of tax	(172)	(1)	(173)	153	(2)	151
Comprehensive (loss) income	$ (53)	$ (1)	$ (54)	$ 203	$ (2)	$ 201

See accompanying notes to the condensed consolidated financial statements.

Novelis Inc.
CONDENSED CONSOLIDATED BALANCE SHEETS (unaudited)
(in millions, except number of shares)

	December 31, 2014	March 31, 2014
ASSETS		
Current assets		
Cash and cash equivalents	$ 387	$ 509
Accounts receivable, net		
— third parties (net of uncollectible accounts of $4 as of December 31, 2014 and March 31, 2014)	1,473	1,382
— related parties	63	54
Inventories	1,534	1,173
Prepaid expenses and other current assets	153	101
Fair value of derivative instruments	117	51
Deferred income tax assets	64	101
Assets held for sale	22	102
Total current assets	3,813	3,473
Property, plant and equipment, net	3,503	3,513
Goodwill	607	611
Intangible assets, net	599	640
Investment in and advances to non–consolidated affiliates	534	612
Deferred income tax assets	67	80
Other long–term assets		
— third parties	150	173
— related parties	11	12
Total assets	$ 9,284	$ 9,114
LIABILITIES AND SHAREHOLDER'S EQUITY		
Current liabilities		
Current portion of long–term debt	$ 108	$ 92
Short–term borrowings	1,031	723
Accounts payable		
— third parties	1,746	1,418
— related parties	55	53
Fair value of derivative instruments	99	60
Accrued expenses and other current liabilities		
— third parties	512	547
— related party	—	250
Deferred income tax liabilities	42	16
Liabilities held for sale	—	11
Total current liabilities	3,593	3,170
Long–term debt, net of current portion	4,328	4,359
Deferred income tax liabilities	305	425
Accrued postretirement benefits	595	621
Other long–term liabilities	250	271
Total liabilities	9,071	8,846
Commitments and contingencies		
Shareholder's equity		
Common stock, no par value; unlimited number of shares authorized; 1,000 shares issued and outstanding as of December 31, 2014 and March 31, 2014	—	—
Additional paid–in capital	1,404	1,404
Accumulated deficit	(954)	(1,073)
Accumulated other comprehensive loss	(263)	(91)
Total equity of our common shareholder	187	240
Noncontrolling interests	26	28
Total equity	213	268
Total liabilities and equity	$ 9,284	$ 9,114

See accompanying notes to the condensed consolidated financial statements.

Novelis Inc.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)
(in millions)

	Nine Months Ended December 31,	
	2014	2013
OPERATING ACTIVITIES		
Net income	$ 119	$ 50
Adjustments to determine net cash provided by operating activities:		
Depreciation and amortization	266	247
Loss on unrealized derivatives and other realized derivatives in investing activities, net	6	9
Gain on assets held for sale, net	(23)	(6)
Loss on sale of assets	4	4
Impairment charges	7	19
Deferred income taxes	(46)	(45)
Amortization of fair value adjustments	9	9
Equity in net loss of non–consolidated affiliates	4	12
Gain on foreign exchange remeasurement of debt	(4)	(3)
Amortization of debt issuance costs and carrying value adjustment	19	19
Other, net	—	(6)
Changes in assets and liabilities including assets and liabilities held for sale (net of effects from divestitures):		
Accounts receivable	(176)	151
Inventories	(437)	(30)
Accounts payable	427	(22)
Other current assets	(62)	35
Other current liabilities	(6)	(89)
Other noncurrent assets	3	(1)
Other noncurrent liabilities	(23)	3
Net cash provided by operating activities	87	356
INVESTING ACTIVITIES		
Capital expenditures	(368)	(522)
Proceeds from sales of assets, third party, net of transaction fees and hedging	100	7
Proceeds from the sale of assets, related party, net of transaction fees	—	8
Outflows from investments in and advances to non–consolidated affiliates, net	(17)	(12)
Proceeds from settlement of other undesignated derivative instruments, net	1	6
Net cash used in investing activities	(284)	(513)
FINANCING ACTIVITIES		
Proceeds from issuance of long-term and short-term borrowings	303	138
Principal payments of long-term and short-term borrowings	(209)	(113)
Revolving credit facilities and other, net	238	359
Return of capital to our common shareholder	(250)	—
Dividends, noncontrolling interest	(1)	—
Debt issuance costs	(3)	(8)
Net cash provided by financing activities	78	376
Net (decrease) increase in cash and cash equivalents	(119)	219
Effect of exchange rate changes on cash	(3)	7
Cash and cash equivalents — beginning of period	509	301
Cash and cash equivalents — end of period	$ 387	$ 527

See accompanying notes to the condensed consolidated financial statements.

Novelis Inc.
CONDENSED CONSOLIDATED STATEMENT OF EQUITY (unaudited)
(in millions, except number of shares)

	Equity of our Common Shareholder						
	Common Stock						
	Shares	Amount	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss) (AOCI)	Non-controlling Interests	Total Equity
Balance as of March 31, 2014	1,000	$ —	$ 1,404	$ (1,073)	$ (91)	$ 28	$ 268
Net income attributable to our common shareholder	—	—	—	119	—	—	119
Net income attributable to noncontrolling interests	—	—	—	—	—	—	—
Currency translation adjustment, net of tax provision of $ — included in AOCI	—	—	—	—	(188)	(1)	(189)
Change in fair value of effective portion of cash flow hedges, net of tax provision of $12 included in AOCI	—	—	—	—	11	—	11
Change in pension and other benefits, net of tax benefit of $3 included in AOCI	—	—	—	—	5	—	5
Noncontrolling interest cash dividends declared	—	—	—	—	—	(1)	(1)
Balance as of December 31, 2014	1,000	$ —	$ 1,404	$ (954)	$ (263)	$ 26	$ 213

See accompanying notes to the condensed consolidated financial statements.

1. BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

References herein to “Novelis,” the “Company,” “we,” “our,” or “us” refer to Novelis Inc. and its subsidiaries unless the context specifically indicates otherwise. References herein to “Hindalco” refer to Hindalco Industries Limited, our indirect parent company. Hindalco acquired Novelis in May 2007, through its indirect wholly-owned subsidiary, AV Metals Inc., our direct parent company.

Organization and Description of Business

We produce aluminum sheet and light gauge products for use in the packaging market, which includes beverage and food can and foil products, as well as for use in the automotive, electronics, architectural, transportation and industrial product markets. We also have recycling operations in many of our plants to recycle post-consumer aluminum, such as used-beverage cans (UBCs) and post-industrial aluminum, such as class scrap. As of December 31, 2014, we had manufacturing operations in eleven countries on four continents: North America, South America, Asia and Europe; through 25 operating facilities, including recycling operations in eleven of these plants. In December 2014, Novelis ceased operations at its remaining smelting facilities in South America. In addition, during the same period we sold our share of the Consorcio Candonga joint venture and the associated power generation operations and are in the process of selling the majority of our remaining power generation operations in South America.

The accompanying unaudited condensed consolidated financial statements should be read in conjunction with our audited consolidated financial statements and accompanying notes in our Annual Report on Form 10-K for the year ended March 31, 2014 filed with the United States Securities and Exchange Commission (SEC) on May 16, 2014. Management believes that all adjustments necessary for the fair statement of results, consisting of normally recurring items, have been included in the unaudited condensed consolidated financial statements for the interim periods presented.

Consolidation Policy

Our condensed consolidated financial statements include the assets, liabilities, revenues and expenses of all wholly-owned subsidiaries and majority-owned subsidiaries over which we exercise control and entities in which we have a controlling financial interest or are deemed to be the primary beneficiary. We eliminate all significant intercompany accounts and transactions from our condensed consolidated financial statements.

We use the equity method to account for our investments in entities that we do not control, but where we have the ability to exercise significant influence over operating and financial policies. Consolidated “Net income attributable to our common shareholder” includes our share of net income (loss) of these entities. The difference between consolidation and the equity method impacts certain of our financial ratios because of the presentation of the detailed line items reported in the consolidated financial statements for consolidated entities, compared to a two-line presentation of "Investment in and advances to non–consolidated affiliates" and "Equity in net loss of non-consolidated affiliates."

Use of Estimates and Assumptions

The preparation of our condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires us to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities and the disclosures of contingent assets and liabilities as of the date of the financial statements, and the reported amounts of revenues and expenses during the reporting periods. The principal areas of judgment relate to (1) the fair value of derivative financial instruments; (2) impairment of goodwill; (3) impairment of long lived assets and other intangible assets; (4) impairment of and assessment of consolidation of equity investments; (5) actuarial assumptions related to pension and other postretirement benefit plans; (6) tax uncertainties and valuation allowances; and (7) assessment of loss contingencies, including environmental and litigation liabilities. Future events and their effects cannot be predicted with certainty, and accordingly, our accounting estimates require the exercise of judgment. The accounting estimates used in the preparation of our condensed consolidated financial statements will change as new events occur, as more experience is acquired, as additional information is obtained and as our operating environment changes. We evaluate and update our assumptions and estimates on an ongoing basis and may employ outside experts to assist in our evaluations. Actual results could differ from our estimates.

Recently Adopted Accounting Standards

Effective for the first quarter of fiscal 2015, we adopted Financial Accounting Standards Board ASU No. 2013-11, *Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists*. The amendments in this update provide guidance on the presentation of unrecognized tax benefits and will better reflect the manner in which an entity would settle, at the reporting date, any additional income taxes that would result from the disallowance of a tax position when net operating loss carryforwards, similar tax losses, or tax credit carryforwards exist. The adoption of this standard had an insignificant impact on our condensed consolidated financial position.

Recently Issued Accounting Standards

In March 2013, the FASB issued ASU No. 2013-05, *Foreign Currency Matters (Topic 830): Parent's Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity.* The amendments in this update provide clarification regarding the release of a cumulative translation adjustment into net income when a parent either sells a part or all of its investment in a foreign entity or no longer holds a controlling financial interest in a subsidiary or group of assets within a foreign entity. The guidance will be effective for annual reporting periods beginning after December 15, 2014, and interim periods within those annual periods. We will adopt this standard prospectively in our first quarter ending June 30, 2015 and our current accounting policies comply with this guidance. Therefore, this will not have an impact to our historical financial statements.

In April 2014, the FASB issued ASU No. 2014-08, *Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity.* The amendment changes the criteria for determining which disposals can be presented as discontinued operations and modify related disclosure requirements. Under the revised standard, a discontinued operation is (1) a component of an entity or group of components that has been disposed of by sale, disposed of other than by sale or is classified as held for sale that represents a strategic shift that has or will have a major effect on an entity’s operations and financial results or (2) an acquired business or nonprofit activity that is classified as held for sale on the date of the acquisition. The guidance is effective for annual periods beginning on or after December 15, 2014 and interim periods within that year. The guidance will be applied prospectively. Early adoption is permitted but only for disposals (or classifications as held for sale) that have not been reported in financial statements previously issued or available for issue. We will adopt this standard prospectively in our first quarter ending June 30, 2015 on future disposals. The accounting treatment and classification of future disposals under this new standard could differ from our current treatment and classification of disposals.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers (ASC 606)*, which, when effective, will supersede the guidance in former ASC 605, *Revenue Recognition*. The new guidance requires entities to recognize revenue based on the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance is effective for annual periods beginning after December 15, 2016 and interim periods within that year. Early adoption is not permitted. We will adopt this standard in our first quarter ending June 30, 2017. We are currently evaluating the impact of this standard on our consolidated financial position and results of operations.

2. RESTRUCTURING AND IMPAIRMENT

"Restructuring and impairment, net" for the nine months ended December 31, 2014 and 2013 was $38 million and $46 million, respectively.

The following table summarizes our restructuring liability activity and other impairment charges (in millions).

	Total restructuring liabilities	Other restructuring charges (A)	Total restructuring charges	Other impairments (B)	Total restructuring and impairments, net
Balance as of March 31, 2014	$ 47				
Expenses	32	$ 4	$ 36	$ 2	$ 38
Cash payments	(17)				
Foreign currency translation and other	(6)				
Balance as of December 31, 2014	$ 56				

(A) Other restructuring charges include period expenses that were not recorded through the restructuring liability.

(B) Other impairment charges not related to a restructuring activity. We incurred $2 million of impairment charges in our North America region related to certain non-core fixed assets.

As of December 31, 2014, $37 million of restructuring liabilities was classified as short-term and was included in "Accrued expenses and other current liabilities" and $19 million was classified as long-term and was included in "Other long-term liabilities" on our condensed consolidated balance sheet. As of December 31, 2014, we had a restructuring liability of $1 million for outstanding lease termination costs related to the relocation of our corporate headquarters from Cleveland, Ohio to Atlanta, Georgia. The remaining regional restructuring activities are described in more detail on the subsequent pages.

North America

The following table summarizes our restructuring activity for the North America segment by plan (in millions).

	Nine Months Ended December 31,	Year Ended March 31,	Prior to April 1,
	2014	2014	2013
Restructuring charges - North America			
Saguenay Plant Closure:			
Severance	$ —	$ —	$ 5
Fixed asset impairment (A)	—	—	28
Other exit related costs	1	1	—
Period expenses (A)	—	1	3
Relocation of R&D operations to Kennesaw, Georgia			
Severance	—	1	11
Relocation costs	—	1	—
Period expenses (A)	—	1	—
Total restructuring charges - North America	$ 1	$ 5	$ 47
Restructuring payments - North America			
Severance	$ (2)	$ (4)	
Other	(1)	(2)	
Total restructuring payments - North America	$ (3)	$ (6)	

(A) These charges were not recorded through the restructuring liability.

In fiscal 2012, we closed our Saguenay Works facility and relocated our North America research and development operations to a new global research and technology facility in Kennesaw, Georgia. As of December 31, 2014, the restructuring liability for the North America segment was $2 million, which relates to $1 million of severance charges and $1 million of other exit related costs.

Europe

The following table summarizes our restructuring activity for the Europe segment by plan (in millions).

	Nine Months Ended December 31,	Year Ended March 31,	Prior to April 1,
	2014	**2014**	**2013**
Restructuring charges - Europe			
Business optimization			
Severance	$ 4	$ 26	$ 16
Pension settlement loss (A)	—	1	—
Total restructuring charges - Europe	$ 4	$ 27	$ 16
Restructuring payments - Europe			
Severance	$ (10)	$ (18)	
Other	—	(1)	
Total restructuring payments - Europe	$ (10)	$ (19)	

(A) These charges were not recorded through the restructuring liability.

The business optimization actions include the shutdown of facilities, staff rationalization and other activities to optimize our business in Europe. As of December 31, 2014, the restructuring liability for the Europe segment was $10 million, which relates to severance charges.

South America

The following table summarizes our restructuring activity for the South America segment by plan (in millions).

	Nine Months Ended December 31, 2014	Year Ended March 31, 2014	Prior to April 1, 2013
Restructuring charges - South America			
Ouro Preto smelter closures			
Severance	$ 14	$ 2	$ 3
Asset impairments (A)	5	—	1
Environmental charges	6	16	—
Contract termination and other exit related costs	4	1	5
Aratu plant closure			
Severance	—	—	7
Asset impairments (A)	—	—	7
Contract termination and other exit related costs	2	—	6
Total restructuring charges - South America	$ 31	$ 19	$ 29
Restructuring payments - South America			
Severance	$ —	$ (4)	
Other	(4)	(4)	
Total restructuring payments - South America	$ (4)	$ (8)	

(A) These charges were not recorded through the restructuring liability.

As of December 31, 2014, the restructuring liability for the South America segment was $43 million and relates to $22 million of environmental charges, $13 million of severance costs, $5 million of certain labor related charges and $3 million of other exit related costs.

We ceased operations at the smelter in Ouro Preto, Brazil, in December 2014. This decision was made in an effort to further align our global sustainability strategy, as we work towards our goal of having higher recycled content in our products. Certain charges associated with this closure are reflected within the "Ouro Preto smelter closures" section above, along with our closure of a pot line in Ouro Preto, Brazil, in fiscal 2013. In fiscal 2011, we closed our primary aluminum smelter in Aratu, Brazil.

For additional information on environmental charges see Note 16 – Commitments and Contingencies.

3. INVENTORIES

"Inventories" consist of the following (in millions).

	December 31, 2014	March 31, 2014
Finished goods	$ 418	$ 259
Work in process	553	419
Raw materials	447	382
Supplies	116	113
Inventories	$ 1,534	$ 1,173

4. ASSETS HELD FOR SALE

We are focused on capturing the global growth we see in our premium product markets of beverage can, automotive and specialties. We continually analyze our product portfolio to ensure we are focused on growing in attractive market segments. The following transactions relate to exiting certain non-core operations and are steps to align our growth strategy in the premium product markets.

In March 2014, we made a decision to sell our hydroelectric power generation operations, including our investment in the joint venture of the Consorcio Candonga, in Brazil. In April 2014, we entered into agreements to sell the hydroelectric generation operations and our share of the joint venture of the Consorcio Candonga to two separate parties. In December 2014, we sold our share of the joint venture of the Consorcio Candonga to a third party for cash of $63 million (net of related gains on currency derivatives and transaction fees) and recognized a $23 million gain. Additionally, there are certain hydroelectric power generation operations fully owned by the Company that received regulatory approval to be sold to a third party in the third quarter of fiscal 2015. We recognized an estimated $13 million loss on the sale of these assets during the third quarter of fiscal 2015 and the sale subsequently closed in February 2015. The related assets are included in the $22 million classified as "Assets held for sale" in our condensed consolidated balance sheet as of December 31, 2014. The gain on the sale of our share of the joint venture of the Concorcio Candonga and the estimated loss on the other hydroelectric power generation operations were recorded in "Gain on assets held for sale, net" in the condensed consolidated statement of operations in the third quarter of fiscal 2015.

In May 2014, we recognized a $4 million "Gain on assets held for sale, net" in the condensed consolidated statement of operations upon receipt of a non-refundable milestone payment related to a land and mining rights sale agreement in Brazil. In December 2014, we received the final $4 million cash payment upon receiving final regulatory approval for the sale and recognized an additional $2 million "Gain on assets held for sale, net" in the condensed consolidated statements of operations.

In June 2014, we sold our consumer foil operations in North America to a third party for $31 million in cash (exclusive of transaction fees). We recognized a $7 million "Gain on assets held for sale, net" in the condensed consolidated statement of operations in the first quarter of fiscal 2015.

The following table summarizes the carrying amounts of the major classes of assets and liabilities held for sale (in millions).

	December 31, 2014	March 31, 2014
Assets held for sale		
Accounts receivable	$ —	$ 10
Inventories	—	15
Prepaid expenses and other current assets	—	1
Property, plant and equipment, net	22	37
Investment in and advances to non-consolidated affiliates	—	39
Total assets held for sale	$ 22	$ 102
Liabilities held for sale		
Accounts payable	$ —	$ 4
Accrued expenses and other current liabilities	—	7
Total liabilities held for sale	$ —	$ 11

5. CONSOLIDATION

Variable Interest Entities (VIE)

The entity that has a controlling financial interest in a VIE is referred to as the primary beneficiary and consolidates the VIE. An entity is deemed to have a controlling financial interest and is the primary beneficiary of a VIE if it has both the power to direct the activities of the VIE that most significantly impact the VIE's economic performance and an obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE.

We have a joint interest in Logan Aluminum Inc. (Logan) with Tri-Arrows Aluminum Inc. (Tri-Arrows), which is classified as a VIE. Logan processes metal received from Novelis and Tri-Arrows and charges the respective partner a fee to cover expenses. Logan is thinly capitalized and relies on the regular reimbursement of costs and expenses by Novelis and Tri-Arrows to fund its operations. This reimbursement is considered a variable interest as it constitutes a form of financing of the activities of Logan. Other than these contractually required reimbursements, we do not provide other material support to Logan. Logan's creditors do not have recourse to our general credit.

We have a majority voting right on Logan's board of directors and have the ability to direct the majority of Logan's production operations. We also have the ability to take the majority share of production and associated costs. These facts qualify Novelis as Logan's primary beneficiary and this entity is consolidated for all periods presented. All significant intercompany transactions and balances have been eliminated.

The following table summarizes the carrying value and classification of assets and liabilities owned by the Logan joint venture and consolidated in our condensed consolidated balance sheets (in millions). There are significant other assets used in the operations of Logan that are not part of the joint venture, as they are directly owned and consolidated by Novelis or Tri-Arrows.

	December 31, 2014	March 31, 2014
Assets		
Current assets		
Cash and cash equivalents	$ 4	$ 1
Accounts receivable	30	38
Inventories	50	42
Prepaid expenses and other current assets	1	1
Total current assets	85	82
Property, plant and equipment, net	15	14
Goodwill	12	12
Deferred income taxes	68	63
Other long-term assets	4	3
Total assets	$ 184	$ 174
Liabilities		
Current liabilities		
Accounts payable	$ 21	$ 26
Accrued expenses and other current liabilities	21	13
Total current liabilities	42	39
Accrued postretirement benefits	149	141
Other long-term liabilities	1	2
Total liabilities	$ 192	$ 182

6. INVESTMENT IN AND ADVANCES TO NON-CONSOLIDATED AFFILIATES AND RELATED PARTY TRANSACTIONS

Included in the accompanying condensed consolidated financial statements are transactions and balances arising from business we conduct with our non-consolidated affiliates, which we classify as related party transactions and balances.

The following table summarizes the results of operations of our equity method affiliates in aggregate for the three months and nine months ended December 31, 2014 and 2013; and the nature and amounts of significant transactions we had with our non-consolidated affiliates (in millions). The amounts in the table below are disclosed at 100% of the operating results of these affiliates.

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2014	2013	2014	2013
Net sales	$ 135	$ 150	$ 411	$ 411
Costs and expenses related to net sales	141	151	428	407
Provision (benefit) for taxes on income	1	2	(4)	4
Net income (loss)	$ (7)	$ (3)	$ (13)	$ —
Purchase of tolling services from Aluminium Norf GmbH (Alunorf)	$ 67	$ 75	$ 205	$ 205

The following table describes the period-end account balances we had with these non-consolidated affiliates and with our indirect parent company, Hindalco, shown as related party balances in the accompanying condensed consolidated balance sheets (in millions). We had no other material related party balances with non-consolidated affiliates.

	December 31, 2014	March 31, 2014
Accounts receivable-related parties	$ 63	$ 54
Other long-term assets-related parties	$ 11	$ 12
Accounts payable-related parties	$ 55	$ 53

We earned less than $1 million of interest income on a loan due from a non-consolidated affiliate, Aluminium Norf GmbH (Alunorf), during the nine months ended December 31, 2014 and nine months ended December 31, 2013. We believe collection of the full receivable from Alunorf is probable; thus no allowance for loan loss was provided for this loan as of December 31, 2014 and March 31, 2014.

We have guaranteed the indebtedness for a credit facility on behalf of Alunorf. The guarantee is limited to 50% of the outstanding debt, not to exceed 6 million euros. As of December 31, 2014, there were no amounts outstanding under our guarantee with Alunorf. We have also guaranteed the payment of early retirement benefits on behalf of Alunorf. As of December 31, 2014, this guarantee totaled $2 million (2 million euros).

We sold our interest in the equity method investment, Consorcio Candonga joint venture, in December 2014. For additional information regarding this sale see Note 4 - Assets Held for Sale.

Transactions with Hindalco and AV Metals Inc.

We occasionally have related party transactions with Hindalco. During the nine months ended December 31, 2014 and 2013, “Net sales” were less than $1 million between Novelis and Hindalco. As of December 31, 2014 and March 31, 2014, there were $1 million and less than $1 million in "Accounts receivable, net" outstanding related to transactions with Hindalco (included within the related party balances above), respectively.

On April 30, 2014, we paid a return of capital to our shareholder, AV Metals Inc., in the amount of $250 million, which was declared in March 2014. The $250 million return of capital was recorded as "Accrued expense and other current liabilities - related party" as of March 31, 2014 in our condensed consolidated balance sheet.

7. DEBT

Debt consisted of the following (in millions).

		December 31, 2014				March 31, 2014		
	Interest Rates (A)	Principal	Unamortized Carrying Value Adjustments		Carrying Value	Principal	Unamortized Carrying Value Adjustments		Carrying Value
Third party debt:									
Short-term borrowings	3.30%	$ 1,031	$ —		$ 1,031	$ 723	$ —		$ 723
Novelis Inc.									
Floating rate Term Loan Facility, due March 2017	3.75%	1,736	(16)	(B)	1,720	1,749	(20)	(B)	1,729
8.375% Senior Notes, due December 2017	8.375%	1,100	—		1,100	1,100	—		1,100
8.75% Senior Notes, due December 2020	8.75%	1,400	—		1,400	1,400	—		1,400
Capital lease obligations, due through July 2017	3.64%	9	—		9	11	—		11
Novelis Korea Limited									
Bank loans, due November 2015 through September 2020 (KRW 182 billion)	3.07%	166	—		166	155	—		155
Novelis Switzerland S.A.									
Capital lease obligation, due through December 2019 (Swiss francs (CHF) 29 million)	7.50%	29	(1)	(C)	28	36	(1)	(C)	35
Novelis do Brasil Ltda.									
BNDES loans, due February 2015 through April 2021 (BRL 23 million)	5.52%	9	(1)	(D)	8	13	(2)	(D)	11
Other									
Other debt, due through December 2020	5.96%	5	—		5	10	—		10
Total debt		5,485	(18)		5,467	5,197	(23)		5,174
Less: Short-term borrowings		(1,031)	—		(1,031)	(723)	—		(723)
Current portion of long term debt		(108)	—		(108)	(92)	—		(92)
Long-term debt, net of current portion		$ 4,346	$ (18)		$ 4,328	$ 4,382	$ (23)		$ 4,359

(A) Interest rates are the fixed or variable rates as specified in the debt instruments (not the effective interest rate) as of December 31, 2014, and therefore, exclude the effects of related interest rate swaps, accretion/amortization of fair value adjustments as a result of purchase accounting in connection with Hindalco's purchase of Novelis and accretion/amortization of debt issuance costs related to the debt exchange completed in fiscal 2009 and the series of refinancing transactions and additional borrowings we completed in fiscal 2011 through 2015. We present stated rates of interest because they reflect the rate at which cash will be paid for future debt service.

(B) Debt existing at the time of Hindalco's purchase of Novelis was recorded at fair value. In connection with a series of refinancing transactions, a portion of the historical fair value adjustments was allocated to the Term Loan Facility, resulting in carrying value adjustments on this debt obligation. The unamortized carrying value also includes an issuance discount.

(C) Debt existing at the time of Hindalco's purchase of Novelis was recorded at fair value resulting in carrying value adjustments to our capital lease obligations in Novelis Switzerland.

(D) The unamortized carrying value includes issuance discounts related to the difference resulting from the contractual rates of interest specified in the instruments that are lower than the market rates of interest upon issuance.

Principal repayment requirements for our total debt over the next five years and thereafter (excluding unamortized carrying value adjustments and using exchange rates as of December 31, 2014 for our debt denominated in foreign currencies) are as follows (in millions).

As of December 31, 2014	Amount
Short-term borrowings and current portion of long-term debt due within one year	$ 1,139
2 years	53
3 years	2,876
4 years	9
5 years	8
Thereafter	1,400
Total	$ 5,485

Senior Secured Credit Facilities

As of December 31, 2014, the senior secured credit facilities consisted of (1) a $1.7 billion four year secured term loan credit facility (Term Loan Facility) and (2) a $1.2 billion five-year asset based loan facility (ABL Revolver) which has a provision that allows the facility to be increased by an additional $500 million. The Term Loan Facility interest rate is equal to LIBOR (with a floor of 1%) plus a spread of 2.75%, at all times.

In October 2014, we amended and extended our ABL Revolver by entering into a $1.2 billion, five-year, senior secured ABL Revolver bearing an interest rate of LIBOR plus a spread of 1.50% to 2.00% plus a prime spread of 0.50% to 1.00% based on excess availability. However, our current Term Loan Facility limits our indebtedness under the ABL Revolver to $1.0 billion. The ABL Revolver has a provision that allows the facility to be increased by an additional $500 million. The ABL Revolver has various customary covenants including maintaining a minimum fixed charge coverage ratio of 1.25 to 1 if excess availability is less than the greater of (1) $110 million and (2) 12.5% of the lesser of (a) the maximum size of the ABL Revolver and (b) the borrowing base. The fixed charge coverage ratio will be equal to the ratio of (1) (a) ABL Revolver defined Earnings Before Interest, Taxes, Depreciation and Amortization ("EBITDA") less (b) maintenance capital expenditures less (c) cash taxes; to (2) (a) interest expense plus (b) scheduled principal payments plus (c) dividends to the Company's direct holding company to pay certain taxes, operating expenses and management fees and repurchases of equity interests from employees, officers and directors. The ABL Revolver matures on October 6, 2019; provided that, in the event that any of the Notes, the Term Loan Facility, or certain other indebtedness are outstanding (and not refinanced with a maturity date later than April 6, 2020) 90 days prior to their respective maturity dates, then the ABL Revolver will mature 90 days prior to the maturity date for the Notes, the Term Loan Facility or such other indebtedness, as applicable; unless excess availability under the ABL Revolver is at least (i) 25% of the lesser of (x) the total ABL Revolver commitment and (y) the then applicable borrowing base and (ii)

20% of the lesser of (x) the total ABL Revolver commitment and (y) the then applicable borrowing base, and a minimum fixed charged ratio test of at least 1.25 to 1 is met.

The senior secured credit facilities contain various affirmative covenants, including covenants with respect to our financial statements, litigation and other reporting requirements, insurance, payment of taxes, employee benefits and (subject to certain limitations) causing new subsidiaries to pledge collateral and guarantee our obligations. The senior secured credit facilities also include various customary negative covenants and events of default, including limitations on our ability to (1) make certain restricted payments, (2) incur additional indebtedness, (3) sell certain assets, (4) enter into sale and leaseback transactions, (5) make investments, loans and advances, (6) pay dividends or returns of capital and distributions beyond certain amounts, (7) engage in mergers, amalgamations or consolidations, (8) engage in certain transactions with affiliates, and (9) prepay certain indebtedness. Substantially all of our assets are pledged as collateral under the senior secured credit facilities. As of December 31, 2014, we were in compliance with the covenants in the Term Loan Facility and ABL Revolver.

Short-Term Borrowings

As of December 31, 2014, our short-term borrowings were $1,031 million, consisting of $670 million of loans under our ABL Revolver, $237 million in Novelis Brazil loans, $107 million (KRW 118 billion) in Novelis Korea loans, $16 million (VND 349 billion) in Novelis Vietnam loans and $1 million of other short-term borrowings.

As of December 31, 2014, $10 million of the ABL Revolver was utilized for letters of credit, and we had $320 million in remaining availability under the ABL Revolver.

In fiscal years 2014 and 2015, Novelis Korea entered into various short-term facilities, including revolving loan facilities and committed credit lines. As of December 31, 2014, we had $107 million (KRW 118 billion) in remaining availability under these facilities.

On December 17, 2014, Novelis China entered into a committed facility. As of December 31, 2014, we had $25 million (CNY 150 million) in remaining availability under this facility.

Senior Notes

On December 17, 2010, we issued $1.1 billion in aggregate principal amount of 8.375% Senior Notes Due 2017 (the 2017 Notes) and $1.4 billion in aggregate principal amount of 8.75% Senior Notes Due 2020 (the 2020 Notes, and together with the 2017 Notes, the Notes).

The Notes contain customary covenants and events of default that will limit our ability and, in certain instances, the ability of certain of our subsidiaries to (1) incur additional debt and provide additional guarantees, (2) pay dividends or return capital beyond certain amounts and make other restricted payments, (3) create or permit certain liens, (4) make certain asset sales, (5) use the proceeds from the sales of assets and subsidiary stock, (6) create or permit restrictions on the ability of certain of the Company's subsidiaries to pay dividends or make other distributions to the Company, (7) engage in certain transactions with affiliates, (8) enter into sale and leaseback transactions, (9) designate subsidiaries as unrestricted subsidiaries and (10) consolidate, merge or transfer all or substantially all of the our assets and the assets of certain of our subsidiaries. During any future period in which either Standard & Poor's Ratings Group, Inc. or Moody's Investors Service, Inc. have assigned an investment grade credit rating to the Notes and no default or event of default under the Indenture has occurred and is continuing, most of the covenants will be suspended. As of December 31, 2014, we were in compliance with the covenants in the Notes.

Korean Bank Loans

As of December 31, 2014, Novelis Korea had $78 million of outstanding loans with various banks due within one year. All loans have variable interest rates with base rates tied to Korea's 91-day CD rate plus an applicable spread ranging from 0.80% to 1.38%.

Brazil BNDES Loans

Novelis Brazil entered into loan agreements with Brazil’s National Bank for Economic and Social Development (the BNDES loans) related to the plant expansion in Pindamonhangaba, Brazil (Pinda). As of December 31, 2014 there are $2 million of BNDES loans due within one year.

Other Long-term debt

In December 2004, we entered into a 15-year capital lease obligation with Alcan for assets in Sierre, Switzerland, which has an interest rate of 7.5% and fixed quarterly payments of CHF 1.7 million, (USD $1.7 million).

During fiscal 2013 and 2014, Novelis Inc. entered into various capital lease arrangements to upgrade and expand our information technology infrastructure.

As of December 31, 2014, we had $5 million of other debt, including certain capital lease obligations, with due dates through December 2020.

Interest Rate Swaps

We use interest rate swaps to manage our exposure to changes in benchmark interest rates which impact our variable-rate debt. See Note 11- Financial Instruments and Commodity Contracts for further information about these interest rate swaps.

8. SHARE-BASED COMPENSATION

The Company's board of directors has authorized long term incentive plans (LTIPs), under which Hindalco stock appreciation rights (Hindalco SARs), Novelis stock appreciation rights (Novelis SARs), and phantom restricted stock units (RSUs) are granted to certain executive officers and key employees.

The Hindalco SARs and Novelis SARs vest at a rate of 25% per year, subject to the achievement of an annual performance target, and expire 7 years from their original grant date. Each Hindalco SAR is to be settled in cash based on the difference between the market value of one Hindalco share on the date of grant and the market value on the date of exercise. Each Novelis SAR is to be settled in cash based on the difference between the fair value of one Novelis phantom share on the original date of grant and the fair value of a phantom share on the date of exercise. The amount of cash paid to settle Hindalco SARs and Novelis SARs are limited to two and a half or three times the target payout depending on the plan year. The Hindalco SARs and Novelis SARs do not transfer any shareholder rights in Hindalco or Novelis to a participant. The Hindalco SARs and Novelis SARs are classified as liability awards and are remeasured at fair value each reporting period until the SARs are settled.

The performance criterion for vesting of both the Hindalco SARs and Novelis SARs is based on the actual overall Novelis operating EBITDA compared to the target established and approved each fiscal year. The minimum threshold for vesting each year is 75% of each annual target operating EBITDA. Given that the performance criterion is based on an earnings target in a future period for each fiscal year, the grant date of the awards for accounting purposes is generally not established until the performance criterion has been defined.

The RSUs vest in full three years from the grant date, subject to continued employment with the Company, but are not subject to performance criteria. Each RSU is to be settled in cash equal to the market value of one Hindalco share. The payout on the RSUs is limited to three times the market value of one Hindalco share measured on the original date of grant. The RSUs are classified as liability awards and expensed over the requisite service period (three years) based on the Hindalco stock price as of each balance sheet date.

On May 13, 2013, the Company's board of directors amended the long-term incentive plans for fiscal years 2010 - 2013 (FY 2010 Plan), fiscal years 2011- 2014 (FY 2011 Plan), fiscal years 2012 - 2015 (FY 2012 Plan) and fiscal years 2013 - 2016 (FY 2013 Plan). The amendment gave each participant the option to cancel a portion of their outstanding Hindalco SARs for a lump-sum cash payment and/or the issuance of new Novelis SARs. The remaining Hindalco SARs and the new Novelis SARs continue to vest according to the terms and conditions of the original grant.

Total compensation expense related to Hindalco SARs, Novelis SARs, and RSUs under the plans for the respective periods is presented in the table below (in millions). These amounts are included in “Selling, general and administrative expenses” or "Cost of goods sold (exclusive of depreciation and amortization)" in our condensed consolidated statements of operations. As the performance criteria for fiscal years 2016, 2017 and 2018 have not yet been established, measurement periods for Hindalco SARs and Novelis SARs relating to those periods have not yet commenced. As a result, only compensation expense for vested and current year Hindalco SARs and Novelis SARs has been recorded.

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2014	2013	2014	2013
Total compensation expense	$ 4	$ 4	$ 11	$ 21

The table below shows the RSUs activity for the nine months ended December 31, 2014.

	Number of RSUs	Grant Date Fair Value (in Indian Rupees)	Aggregate Intrinsic Value (USD in millions)
RSUs outstanding as of March 31, 2014	4,490,860	120.42	$ 11
Granted	1,882,048	145.62	—
Exercised	(748,481)	181.20	3
Forfeited/Cancelled	(210,944)	126.24	—
RSUs outstanding as of December 31, 2014	5,413,483	120.54	$ 15

The table below shows the Hindalco SARs activity for the nine months ended December 31, 2014.

	Number of SARs	Weighted Average Exercise Price (in Indian Rupees)	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (USD in millions)
SARs outstanding as of March 31, 2014	21,635,392	112.26	4.3	$ 13
Granted	6,296,857	145.50	6.3	—
Exercised	(5,280,451)	90.87	—	7
Forfeited/Cancelled	(1,135,193)	129.10	—	—
SARs outstanding as of December 31, 2014	21,516,605	126.38	4.6	$ 13
SARs exercisable as of December 31, 2014	7,089,010	125.76	2.9	$ 5

The table below shows the Novelis SARs activity for the nine months ended December 31, 2014.

	Number of SARs	Weighted Average Exercise Price (in USD)	Weighted Average Remaining Contractual Term (In years)	Aggregate Intrinsic Value (USD in millions)
SARs outstanding as of March 31, 2014	668,402	$ 90.09	5.3	$ 2
Granted	486,704	94.40	6.3	—
Exercised	(23,232)	72.81	—	—
Forfeited/Cancelled	(54,278)	87.29	—	—
SARs outstanding as of December 31, 2014	1,077,596	$ 92.55	5.4	$ 3
SARs exercisable as of December 31, 2014	209,254	$ 89.40	4.3	$ 2

The fair value of each unvested Hindalco SAR was estimated using the following assumptions:

	Nine Months Ended December 31,	
	2014	2013
Risk-free interest rate	7.96% - 8.04%	8.59% - 8.98%
Dividend yield	0.63%	1.14%
Volatility	42% - 54%	37% - 51%

The fair value of each unvested Novelis SAR was estimated using the following assumptions:

	Nine Months Ended December 31,	
	2014	2013
Risk-free interest rate	1.21% - 1.87%	.98% - 2.22%
Dividend yield	—%	—%
Volatility	27% - 41%	28% - 41%

The fair value of each unvested Hindalco SAR was based on the difference between the fair value of a long call and a short call option. The fair value of each of these call options was determined using the Monte Carlo Simulation model. We used historical stock price volatility data of Hindalco on the National Stock Exchange of India to determine expected volatility assumptions. The risk-free interest rate is based on Indian treasury yields interpolated for a time period corresponding to the remaining contractual life. The forfeiture rate is estimated based on actual historical forfeitures. The dividend yield is estimated to be the annual dividend of the Hindalco stock over the remaining contractual lives of the Hindalco SARs. The value of each vested Hindalco SAR is remeasured at fair value each reporting period based on the excess of the current stock price over the exercise price, not to exceed the maximum payout as defined by the plans. The fair value of the Hindalco SARs is being recognized over the requisite performance and service period of each tranche, subject to the achievement of any performance criteria.

The fair value of each unvested Novelis SAR was based on the difference between the fair value of a long call and a short call option. The fair value of each of these call options was determined using the Monte Carlo Simulation model. We used the historical volatility of comparable companies to determine expected volatility assumptions. The risk-free interest rate is based on U.S. treasury yields for a time period corresponding to the remaining contractual life. The forfeiture rate is estimated based on actual historical forfeitures of Hindalco SARs. The value of each vested Novelis SAR is remeasured at fair value each reporting period based on the excess of the current Novelis phantom stock price (determined annually) over the exercise price, not to exceed the maximum payout as defined by the plans. The fair value of the Novelis SARs is being recognized over the requisite performance and service period of each tranche, subject to the achievement of any performance criteria.

The cash payments made to settle SAR liabilities were $7 million and $15 million in the nine months ended December 31, 2014, and 2013, respectively. Total cash payments made to settle RSUs were $3 million and $1 million in the nine months ended December 31, 2014 and 2013, respectively. Unrecognized compensation expense related to the non-vested Hindalco SARs (assuming all future performance criteria are met) was $13 million, which is expected to be recognized over a weighted average period of 2.4 years. Unrecognized compensation expense related to the non-vested Novelis SARs (assuming all future performance criteria are met) was $15 million, which is expected to be recognized over a weighted average period of 2.5 years. Unrecognized compensation expense related to the RSUs was $8 million, which will be recognized over the remaining weighted average vesting period of 1.4 years.

9. POSTRETIREMENT BENEFIT PLANS

Our pension obligations relate to: (1) funded defined benefit pension plans in the U.S., Canada, Switzerland and the U.K.; (2) unfunded defined benefit pension plans in Germany; (3) unfunded lump sum indemnities payable upon retirement to employees in France, Malaysia and Italy; and (4) partially funded lump sum indemnities in South Korea. Our other postretirement obligations (Other Benefits, as shown in certain tables below) include unfunded health care and life insurance benefits provided to retired employees in the U.S., Canada and Brazil.

Components of net periodic benefit cost for all of our significant postretirement benefit plans are shown in the tables below (in millions).

	Pension Benefit Plans		Other Benefit Plans	
	Three Months Ended December 31,		Three Months Ended December 31,	
	2014	2013	2014	2013
Service cost	$ 11	$ 12	$ 2	$ 1
Interest cost	17	16	1	1
Expected return on assets	(17)	(17)	—	—
Amortization — losses, net	5	7	3	2
Amortization — prior service credit, net	(1)	—	(9)	(10)
Net periodic benefit cost (credit)	$ 15	$ 18	$ (3)	$ (6)

	Pension Benefit Plans		Other Benefits	
	Nine Months Ended December 31,		Nine Months Ended December 31,	
	2014	2013	2014	2013
Service cost	$ 33	$ 37	$ 4	$ 6
Interest cost	51	48	4	5
Expected return on assets	(52)	(50)	—	—
Amortization — losses	17	19	7	4
Amortization — prior service credit, net	(2)	(1)	(29)	(12)
Termination benefits / curtailments	1	—	(2)	—
Net periodic benefit cost (credit)	$ 48	$ 53	$ (16)	$ 3

The average expected long-term rate of return on plan assets is 6.1% in fiscal 2015.

In June 2014, the Company amended its U.S. non-union retiree medical plan to extend retirees' option to participate in a Retiree Health Access Exchange (RHA). For calendar years 2014 through 2017, the Company will subsidize a portion of the retiree medical premium rates of the RHA. The Company will not provide a subsidy beginning in calendar year 2018. The amendment to the plan resulted in a plan remeasurement and recognition of prior service costs of approximately $11 million which is being amortized on a straight-line basis through December 31, 2017.

Employer Contributions to Plans

For pension plans, our policy is to fund an amount required to provide for contractual benefits attributed to service to date, and amortize unfunded actuarial liabilities typically over periods of 15 years or less. We also participate in savings plans in Canada and the U.S., as well as defined contribution pension plans in the U.S., U.K., Canada, Germany, Italy, Korea, Malaysia and Brazil. We contributed the following amounts to all plans (in millions).

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2014	2013	2014	2013
Funded pension plans	$ 11	$ 11	$ 23	$ 21
Unfunded pension plans	2	3	9	8
Savings and defined contribution pension plans	5	5	13	14
Total contributions	$ 18	$ 19	$ 45	$ 43

During the remainder of fiscal 2015, we expect to contribute an additional $7 million to our funded pension plans, $5 million to our unfunded pension plans and $1 million to our savings and defined contribution plans.

10. CURRENCY (GAINS) LOSSES

The following currency (gains) losses are included in “Other (income) expense, net” in the accompanying condensed consolidated statements of operations (in millions).

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2014	2013	2014	2013
Gain on remeasurement of monetary assets and liabilities, net	$ (17)	$ (10)	$ (19)	$ (32)
Loss released from accumulated other comprehensive income	—	1	1	2
Loss recognized on balance sheet remeasurement currency exchange contracts, net	13	7	15	23
Currency gains, net	$ (4)	$ (2)	$ (3)	$ (7)

The following currency gains (losses) are included in Accumulated other comprehensive loss (“AOCI”), net of tax and “Noncontrolling interests” in the accompanying condensed consolidated balance sheets (in millions).

	Nine Months Ended December 31, 2014	Year Ended March 31, 2014
Cumulative currency translation adjustment — beginning of period	$ 90	$ (30)
Effect of changes in exchange rates	(189)	120
Cumulative currency translation adjustment — end of period	$ (99)	$ 90

11. FINANCIAL INSTRUMENTS AND COMMODITY CONTRACTS

The following tables summarize the gross fair values of our financial instruments and commodity contracts as of December 31, 2014 and March 31, 2014 (in millions).

	December 31, 2014				
	Assets		Liabilities		Net Fair Value Assets/(Liabilities)
	Current	Noncurrent (A)	Current	Noncurrent (A)	
Derivatives designated as hedging instruments:					
Cash flow hedges					
Aluminum contracts	$ 36	$ —	$ (1)	$ —	$ 35
Currency exchange contracts	5	—	(19)	(9)	(23)
Energy contracts	—	—	(6)	(2)	(8)
Interest rate swaps	—	—	(1)	—	(1)
Net investment hedges					
Currency exchange contracts	3	1	—	—	4
Total derivatives designated as hedging instruments	$ 44	$ 1	$ (27)	$ (11)	$ 7
Derivatives not designated as hedging instruments					
Aluminum contracts	52	—	(34)	—	18
Currency exchange contracts	19	—	(26)	—	(7)
Energy contracts	2	—	(12)	(8)	(18)
Total derivatives not designated as hedging instruments	73	—	(72)	(8)	(7)
Total derivative fair value	$ 117	$ 1	$ (99)	$ (19)	$ —

(A) The noncurrent portions of derivative assets and liabilities are included in “Other long-term assets-third parties” and in “Other long-term liabilities” respectively, in the accompanying condensed consolidated balance sheets.

	March 31, 2014				
	Assets		Liabilities		
	Current	Noncurrent (A)	Current	Noncurrent(A)	Net Fair Value Assets/(Liabilities)
Derivatives designated as hedging instruments:					
Cash flow hedges					
Aluminum contracts	$ 4	$ —	$ (7)	$ —	$ (3)
Currency exchange contracts	15	4	(13)	(6)	—
Energy contracts	3	—	—	—	3
Net investment hedges					
Currency exchange contracts	—	—	(1)	—	(1)
Fair value hedges					
Aluminum contracts	—	—	(1)	—	(1)
Total derivatives designated as hedging instruments	$ 22	$ 4	$ (22)	$ (6)	$ (2)
Derivatives not designated as hedging instruments:					
Aluminum contracts	19	—	(28)	—	(9)
Currency exchange contracts	9	—	(3)	—	6
Energy contracts	1	—	(7)	(13)	(19)
Total derivatives not designated as hedging instruments	29	—	(38)	(13)	(22)
Total derivative fair value	$ 51	$ 4	$ (60)	$ (19)	$ (24)

(A) The noncurrent portions of derivative assets and liabilities are included in “Other long-term assets-third parties” and in “Other long-term liabilities” respectively, in the accompanying condensed consolidated balance sheets.

Aluminum

We use derivative instruments to preserve our conversion margins and manage the timing differences associated with metal price lag. We use over-the-counter derivatives indexed to the London Metals Exchange (LME) and from time to time we also use over-the-counter derivatives indexed to the Midwest transaction premium (collectively referred to as our "aluminum derivative contracts") to reduce our exposure to fluctuating metal prices associated with the period of time between the pricing of our purchases of inventory and the pricing of the sale of that inventory to our customers. We also purchase forward LME aluminum contracts simultaneously with our sales contracts with customers that contain fixed metal prices. These LME aluminum forward contracts directly hedge the economic risk of future metal price fluctuations to better match the selling price of the metal with the purchase price of the metal.

Price risk exposure arises from commitments to sell aluminum in future periods at fixed prices. We identify and designate certain LME aluminum forward contracts as fair value hedges of the metal price risk associated with fixed price sales commitments that qualify as firm commitments. Such exposures do not extend beyond two years in length. We had 3 kt and 9 kt of outstanding aluminum forward purchase contracts designated as fair value hedges as of December 31, 2014 and March 31, 2014, respectively. One kilotonne (kt) is 1,000 metric tonnes.

The following table summarizes the amount of gain (loss) recognized on fair value hedges of metal price risk (in millions).

	Amount of Gain (Loss) Recognized on Changes in Fair Value		Amount of Gain (Loss) Recognized on Changes in Fair Value	
	Three Months Ended December 31,		Nine Months Ended December 31,	
	2014	2013	2014	2013
Fair Value Hedges of Metal Price Risk				
Derivative Contracts	$ (1)	$ (2)	$ —	$ (3)
Designated Hedged Items	1	2	—	3
Net Ineffectiveness (A)	$ —	$ —	$ —	$ —

(A) Effective portion is recorded in "Net sales" and net ineffectiveness in "Other (income) expense, net." There was no amount excluded from the assessment of hedge effectiveness related to Fair Value Hedges.

Price risk arises due to fluctuating aluminum prices between the time the sales order is committed and the time the order is shipped. We identify and designate certain LME aluminum forward purchase contracts as cash flow hedges of the metal price risk associated with our future metal purchases that vary based on changes in the price of aluminum. Such exposures do not extend beyond three years in length. We had 3 kt and 16 kt of outstanding aluminum forward purchase contracts designated as cash flow hedges as of December 31, 2014 and March 31, 2014, respectively.

Price risk exposure arises due to the timing lag between the LME based pricing of raw material metal purchases and the LME based pricing of finished product sales. We identify and designate certain LME aluminum forward sales contracts as cash flow hedges of the metal price risk associated with our future metal sales that vary based on changes in the price of aluminum. Such exposures do not extend beyond two years in length. We had 301 kt and 222 kt of outstanding aluminum forward sales contracts designated as cash flow hedges as of December 31, 2014 and March 31, 2014, respectively.

The remaining balance of our aluminum derivative contracts are not designated as accounting hedges. As of December 31, 2014 and March 31, 2014, we had 73 kt and 105 kt, respectively, of outstanding aluminum sales contracts not designated as hedges. The average duration of undesignated contracts is less than six months. The following table summarizes our notional amount (in kt).

	December 31, 2014	March 31, 2014
Hedge Type		
Purchase (Sale)		
Cash flow purchases	3	16
Cash flow sales	(301)	(222)
Fair value	3	9
Not designated	(73)	(105)
Total, net	(368)	(302)

Foreign Currency

We use foreign exchange forward contracts, cross-currency swaps and options to manage our exposure to changes in exchange rates. These exposures arise from recorded assets and liabilities, firm commitments and forecasted cash flows denominated in currencies other than the functional currency of certain operations.

We use foreign currency contracts to hedge expected future foreign currency transactions, which include capital expenditures. These contracts cover the same periods as known or expected exposures. We had total notional amounts of $598 million and $724 million in outstanding foreign currency forwards designated as cash flow hedges as of December 31, 2014 and March 31, 2014, respectively.

We use foreign currency contracts to hedge our foreign currency exposure to our net investment in foreign subsidiaries. We had $42 million and $61 million of outstanding foreign currency forwards designated as net investment hedges as of December 31, 2014 and March 31, 2014, respectively.

As of December 31, 2014 and March 31, 2014, we had outstanding currency exchange contracts with a total notional amount of $806 million and $649 million, respectively, which were not designated as hedges. Contracts representing the majority of notional amounts will mature during the fourth quarter of fiscal 2015 and the first quarter of fiscal 2016.

Energy

We own an interest in an electricity swap which we formerly designated as a cash flow hedge of our exposure to fluctuating electricity prices. As of March 31, 2011, due to significant credit deterioration of our counterparty, we discontinued hedge accounting for this electricity swap. Less than 1 million of notional megawatt hours remained outstanding as of December 31, 2014, and the fair value of this swap was a liability of $16 million as of December 31, 2014. As of March 31, 2014, the fair value of this electricity swap was a liability of $19 million.

We use natural gas swaps to manage our exposure to fluctuating energy prices in North America. We had 9 million MMBTUs designated as cash flow hedges as of December 31, 2014, and the fair value of these swaps was a liability of $8 million. There were 9.5 million MMBTUs of natural gas swaps designated as cash flow hedges as of March 31, 2014 and the fair value of these swaps was an asset of $3 million. As of December 31, 2014 and March 31, 2014, we had 2.3 million and 1.5 million of MMBTUs of natural gas swaps that were not designated as hedges. The fair value as of December 31, 2014 and March 31, 2014, was a liability of $2 million and an asset of less than $1 million, respectively, for the swaps not designated as hedges. The average duration of undesignated contracts is less than fifteen months in length. One MMBTU is the equivalent of one decatherm, or one million British Thermal Units.

Interest Rate

We use interest rate swaps to manage our exposure to changes in benchmark interest rates which impact our variable-rate debt. In Korea, we have entered into interest rate swaps to fix the interest rate on various floating rate debt in order to manage our exposure to changes in the 3M-CD interest rate. As of December 31, 2014, we swapped $78 million (KRW 86 billion) floating rate loans to a weighted average fixed rate of 3.69%. All swaps expire concurrent with the maturity of the related loans. As of December 31, 2014 and March 31, 2014, $78 million (KRW 86 billion) and $127 million (KRW 136 billion) were designated as cash flow hedges, respectively.

Gain (Loss) Recognition

The following table summarizes the gains (losses) associated with the change in fair value of derivative instruments not designated as hedges and the ineffectiveness of designated derivatives recognized in "Other (income) expense, net" (in millions). Gains (losses) recognized in other line items in the condensed consolidated statement of operations are separately disclosed within this footnote.

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2014	2013	2014	2013
Derivative Instruments Not Designated as Hedges				
Aluminum contracts	$ —	$ 2	$ (27)	$ —
Currency exchange contracts	(11)	(7)	(13)	(22)
Energy contracts (A)	(2)	3	2	4
Loss recognized in "Other (income) expense, net"	(13)	(2)	(38)	(18)
Derivative Instruments Designated as Hedges				
Gain recognized in "Other (income) expense, net" (B)	6	12	14	29
Total (loss) gain recognized in "Other (income) expense, net"	$ (7)	$ 10	$ (24)	$ 11
Balance sheet remeasurement currency exchange contracts	$ (13)	$ (8)	$ (16)	$ (25)
Realized (losses) gains, net	(6)	15	(20)	41
Unrealized gains (losses) on other derivative instruments, net	12	3	12	(5)
Total (loss) gain recognized in "Other (income) expense, net"	$ (7)	$ 10	$ (24)	$ 11

(A) Includes amounts related to de-designated electricity swap and natural gas swaps not designated as hedges.
(B) Amount includes: forward market premium/discount excluded from hedging relationship and ineffectiveness on designated aluminum and foreign currency capex contracts; releases to income from AOCI on balance sheet remeasurement contracts; and ineffectiveness of fair value hedges involving aluminum derivatives.

The following table summarizes the impact on AOCI and earnings of derivative instruments designated as cash flow and net investment hedges (in millions). Within the next twelve months, we expect to reclassify $27 million of gains from AOCI to earnings, before taxes.

	Amount of Gain (Loss) Recognized in OCI (Effective Portion)		Amount of Gain (Loss) Recognized in OCI (Effective Portion)		Amount of Gain (Loss) Recognized in "Other (Income) Expense, net" (Ineffective and Excluded Portion)		Amount of Gain (Loss) Recognized in "Other (Income) Expense, net" (Ineffective and Excluded Portion)	
	Three Months Ended December 31,		Nine Months Ended December 31,		Three Months Ended December 31,		Nine Months Ended December 31,	
	2014	2013	2014	2013	2014	2013	2014	2013
Cash flow hedging derivatives								
Aluminum contracts	$ 26	$ 11	$ (22)	$ 30	$ 7	$ 13	$ 17	$ 31
Currency exchange contracts	(16)	(4)	(3)	(29)	(1)	—	(2)	1
Energy contracts	(7)	2	(10)	—	—	—	—	—
Interest Rate Swaps	(1)	—	(1)	—	—	—	—	—
Total cash flow hedging derivatives	$ 2	$ 9	$ (36)	$ 1	$ 6	$ 13	$ 15	$ 32
Net Investment derivatives								
Currency exchange contracts	3	(1)	7	(3)	—	—	—	—
Total	$ 5	$ 8	$ (29)	$ (2)	$ 6	$ 13	$ 15	$ 32

Gain (Loss) Reclassification

	Amount of Gain (Loss) Reclassified from AOCI into Income/(Expense) Three Months Ended December 31,		Amount of Gain (Loss) Reclassified from AOCI into Income/(Expense) Nine Months Ended December 31,		Location of Gain (Loss) Reclassified from AOCI into Earnings
Cash flow hedging derivatives	**2014**	**2013**	**2014**	**2013**	
Energy contracts (A)	$ (1)	$ (1)	$ (4)	$ (4)	Other (income) expense, net
Energy contracts (C)	—	—	1	—	Cost of goods sold (B)
Aluminum contracts	(17)	6	(68)	45	Cost of goods sold (B)
Aluminum contracts	—	1	—	5	Net sales
Currency exchange contracts	(6)	(4)	(4)	(8)	Cost of goods sold (B)
Currency exchange contracts	—	(1)	—	(1)	SG&A
Currency exchange contracts	4	3	13	3	Net sales
Currency exchange contracts	—	(1)	(1)	(2)	Other (income) expense, net
Currency exchange contracts	7	—	7	—	Gain on assets held for sale, net
Currency exchange contracts	(1)	—	(1)	—	Depreciation and amortization
Total	$ (14)	$ 3	$ (57)	$ 38	Income before taxes
	2	(2)	18	(14)	Income tax provision
	$ (12)	$ 1	$ (39)	$ 24	Net income

(A) Includes amounts related to de-designated electricity swap. AOCI related to this swap is amortized to income over the remaining term of the hedged item.
(B) "Cost of goods sold" is exclusive of depreciation and amortization.
(C) Includes amounts related to natural gas swaps.

12. ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The following tables summarize the change in the components of accumulated other comprehensive income (loss) net of tax and "Noncontrolling interests", for the periods presented (in millions).

	Currency Translation	(A) Cash Flow Hedges	(B) Postretirement Benefit Plans	Total
Balance as of September 30, 2014	$ (16)	$ (19)	$ (159)	$ (194)
Other comprehensive income before reclassifications	(83)	(2)	7	(78)
Amounts reclassified from AOCI	—	12	(3)	9
Net current-period other comprehensive income (loss)	(83)	10	4	(69)
Balance as of December 31, 2014	$ (99)	$ (9)	$ (155)	$ (263)

	Currency Translation	(A) Cash Flow Hedges	(B) Postretirement Benefit Plans	Total
Balance as of September 30, 2013	$ 59	$ (39)	$ (168)	$ (148)
Other comprehensive income before reclassifications	34	3	(3)	34
Amounts reclassified from AOCI	—	(1)	—	(1)
Net current-period other comprehensive income (loss)	34	2	(3)	33
Balance as of December 31, 2013	$ 93	$ (37)	$ (171)	$ (115)

	Currency Translation	(A) Cash Flow Hedges	(B) Postretirement Benefit Plans	Total
Balance as of March 31, 2014	$ 89	$ (20)	$ (160)	$ (91)
Other comprehensive income before reclassifications	(188)	(28)	10	(206)
Amounts reclassified from AOCI, net	—	39	(5)	34
Net current-period other comprehensive income (loss)	(188)	11	5	(172)
Balance as of December 31, 2014	$ (99)	$ (9)	$ (155)	$ (263)

	Currency Translation	(A) Cash Flow Hedges	(B) Postretirement Benefit Plans	Total
Balance as of March 31, 2013	$ (33)	$ (2)	$ (233)	$ (268)
Other comprehensive income before reclassifications	126	(11)	55	170
Amounts reclassified from AOCI, net	—	(24)	7	(17)
Net current-period other comprehensive income (loss)	126	(35)	62	153
Balance as of December 31, 2013	$ 93	$ (37)	$ (171)	$ (115)

(A) For additional information on our cash flow hedges see Note 11 - Financial Instruments and Commodity Contracts.
(B) For additional information on our postretirement benefit plans see Note 9 - Postretirement Benefit Plans.

13. FAIR VALUE MEASUREMENTS

We record certain assets and liabilities, primarily derivative instruments, on our condensed consolidated balance sheets at fair value. We also disclose the fair values of certain financial instruments, including debt and loans receivable, which are not recorded at fair value. Our objective in measuring fair value is to estimate an exit price in an orderly transaction between market participants on the measurement date. We consider factors such as liquidity, bid/offer spreads and nonperformance risk, including our own nonperformance risk, in measuring fair value. We use observable market inputs wherever possible. To the extent observable market inputs are not available, our fair value measurements will reflect the assumptions we used. We grade the level of the inputs and assumptions used according to a three-tier hierarchy:

Level 1 — Unadjusted quoted prices in active markets for identical, unrestricted assets or liabilities we have the ability to access at the measurement date.

Level 2 — Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 — Unobservable inputs for which there is little or no market data, which require us to develop our own assumptions based on the best information available as what market participants would use in pricing the asset or liability.

The following section describes the valuation methodologies we used to measure our various financial instruments at fair value, including an indication of the level in the fair value hierarchy in which each instrument is generally classified.

Derivative Contracts

For certain derivative contracts with fair values based upon trades in liquid markets, such as aluminum, foreign exchange and natural gas forward contracts and options, valuation model inputs can generally be verified and valuation techniques do not involve significant judgment. The fair values of such financial instruments are generally classified within Level 2 of the fair value hierarchy.

The majority of our derivative contracts are valued using industry-standard models with observable market inputs as their basis, such as time value, forward interest rates, volatility factors, and current (spot) and forward market prices. We generally classify these instruments within Level 2 of the valuation hierarchy. Such derivatives include interest rate swaps, cross-currency swaps, foreign currency contracts, aluminum derivative contracts and natural gas forward contracts.

We classify derivative contracts valued based on models with significant unobservable market inputs as Level 3 of the valuation hierarchy. Our electricity swap, which is our only Level 3 derivative contract, represents an agreement to buy electricity at a fixed price at our Oswego, New York facility. Forward prices are not observable for this market, so we must make certain assumptions based on available information we believe to be relevant to market participants. We use observable forward prices for a geographically nearby market and adjust for 1) historical spreads between the cash prices of the two markets, and 2) historical spreads between retail and wholesale prices.

The average forward price at December 31, 2014, estimated using the method described above, was $55 per megawatt hour, which represented a $7 premium over forward prices in the nearby observable market. The actual rate from the most recent swap settlement was approximately $46 per megawatt hour. Each $1 per megawatt hour decline in price decreases the valuation of the electricity swap by less than $1 million.

For Level 2 and 3 of the fair value hierarchy, where appropriate, valuations are adjusted for various factors such as liquidity, bid/offer spreads and credit considerations (nonperformance risk). We regularly monitor these factors along with significant market inputs and assumptions used in our fair value measurements and evaluate the level of the valuation input according to the fair value hierarchy. This may result in a transfer between levels in the hierarchy from period to period. As of December 31, 2014 and March 31, 2014, we did not have any Level 1 derivative contracts. No amounts were transferred between levels in the fair value hierarchy.

All of the Company's derivative instruments are carried at fair value in the statements of financial position prior to considering master netting agreements. The table below also discloses the net fair value of the derivative instruments after considering the impact of master netting agreements.

The following tables present our derivative assets and liabilities which were measured and recognized at fair value on a recurring basis classified under the appropriate level of the fair value hierarchy as of December 31, 2014 and March 31, 2014 (in millions).

	December 31, 2014		March 31, 2014	
	Assets	Liabilities	Assets	Liabilities
Level 2 instruments				
Aluminum contracts	$ 88	$ (35)	$ 23	$ (36)
Currency exchange contracts	28	(54)	28	(23)
Energy contracts	2	(12)	4	(1)
Interest rate swaps	—	(1)	—	—
Total level 2 instruments	118	(102)	55	(60)
Level 3 instruments				
Energy contracts	—	(16)	—	(19)
Total level 3 instruments	—	(16)	—	(19)
Total gross	$ 118	$ (118)	$ 55	$ (79)
Netting adjustment (A)	(37)	37	(20)	20
Total net	$ 81	$ (81)	$ 35	$ (59)

(A) Amounts represent the impact of legally enforceable master netting agreements that allow the Company to settle positive and negative positions with the same counterparties.

We recognized unrealized losses of less than $1 million for the nine months ended December 31, 2014 related to Level 3 financial instruments that were still held as of December 31, 2014. These unrealized losses were included in “Other (income) expense, net.”

The following table presents a reconciliation of fair value activity for Level 3 derivative contracts (in millions).

	Level 3 – Derivative Instruments (A)
Balance as of March 31, 2014	$ (19)
Realized/unrealized gain included in earnings (B)	8
Settlements	(5)
Balance as of December 31, 2014	$ (16)

(A) Represents net derivative liabilities.
(B) Included in “Other (income) expense, net.”

Financial Instruments Not Recorded at Fair Value

The table below presents the estimated fair value of certain financial instruments not recorded at fair value on a recurring basis (in millions). The table excludes short-term financial assets and liabilities for which we believe carrying value approximates fair value. The fair value of long-term receivables is based on anticipated cash flows, which approximates carrying value and is classified as Level 2. We value long-term debt using Level 2 inputs. Valuations are based on either market and/or broker ask prices when available or on a standard credit adjusted discounted cash flow model.

	December 31, 2014		March 31, 2014	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Assets				
Long-term receivables from related parties	$ 11	$ 11	$ 12	$ 12
Liabilities				
Total debt — third parties (excluding short-term borrowings)	$ 4,436	$ 4,575	$ 4,451	$ 4,734

14. OTHER (INCOME) EXPENSE, NET

"Other (income) expense, net" is comprised of the following (in millions).

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2014	2013	2014	2013
Foreign currency remeasurement gains, net (A)	$ (4)	$ (2)	$ (3)	$ (7)
(Gain) loss on change in fair value of other unrealized derivative instruments, net	(12)	(3)	(12)	5
Loss (gain) on change in fair value of other realized derivative instruments, net	6	(15)	20	(41)
Loss on sale of assets, net	1	2	4	4
Loss on Brazilian tax litigation, net (B)	1	2	5	5
Interest income	(1)	(2)	(4)	(4)
Other, net	—	6	4	11
Other (income) expense, net	$ (9)	$ (12)	$ 14	$ (27)

(A) Includes "(Gain) loss recognized on balance sheet remeasurement currency exchange contracts, net."
(B) See Note 16 – Commitments and Contingencies – Brazil Tax and Legal Matters for further details.

15. INCOME TAXES

A reconciliation of the Canadian statutory tax rate to our effective tax rate was as follows (in millions, except percentages).

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2014	2013	2014	2013
Pre-tax income before equity in net income of non-consolidated affiliates and noncontrolling interests	$ 51	$ 15	$ 148	$ 88
Canadian statutory tax rate	25%	25 %	25%	25%
Provision at the Canadian statutory rate	$ 13	$ 4	$ 37	$ 22
Increase (decrease) for taxes on income (loss) resulting from:				
Exchange translation items	(2)	(3)	(13)	(10)
Exchange remeasurement of deferred income taxes	(7)	(7)	(17)	(24)
Change in valuation allowances	16	26	52	78
Income items not subject to tax	3	(6)	5	(13)
Dividends not subject to tax	(17)	(15)	(41)	(38)
Enacted tax rate changes	—	—	—	7
Tax rate differences on foreign earnings	(2)	(2)	2	4
Uncertain tax positions	4	—	5	—
Income tax refunds	(5)	—	(5)	—
Income tax provision (benefit)	$ 3	$ (3)	$ 25	$ 26
Effective tax rate	6%	(20)%	17%	30%

The exchange remeasurement of deferred income taxes relates to deferred tax assets and liabilities in Brazil which get remeasured for currency fluctuations against the U.S. dollar. The change in valuation allowances primarily relates to tax losses in certain jurisdictions where we believe it is more likely than not that we will not be able to utilize those losses.

As of December 31, 2014, we had a net deferred tax liability of $216 million. This amount included gross deferred tax assets of approximately $932 million and a valuation allowance of $503 million. It is reasonably possible that our estimates of future taxable income may change within the next 12 months, resulting in a change to the valuation allowance in one or more jurisdictions.

Tax authorities continue to examine certain of our tax filings for fiscal years 2005 through 2013. As a result of audit settlements, judicial decisions, the filing of amended tax returns or the expiration of statutes of limitations, our reserves for unrecognized tax benefits, as well as reserves for interest and penalties, may decrease in the next 12 months by an amount up to approximately $3 million.

16. COMMITMENTS AND CONTINGENCIES

We are party to, and may in the future be involved in, or subject to, disputes, claims and proceedings arising in the ordinary course of our business, including some we assert against others, such as environmental, health and safety, product liability, employee, tax, personal injury and other matters. We have established a liability with respect to contingencies for which a loss is probable and estimable. While the ultimate resolution of and liability and costs related to these matters cannot be determined with certainty, we do not believe any of these pending actions, individually or in the aggregate, will materially impair our operations or materially affect our financial condition or liquidity.

For certain matters in which the Company is involved for which a loss is reasonably possible, we are unable to estimate a loss. For certain other matters for which a loss is reasonably possible and the loss is estimable, we have estimated the aggregated range of loss as $0 to $85 million. This estimated aggregate range of reasonably possible losses is based upon currently available information. The Company's estimates involve significant judgment, and therefore, the estimate will change from time to time and actual losses may differ from the current estimate. We review the status of, and estimated liability related to, pending claims and civil actions on a quarterly basis. The evaluation model includes all asserted and unasserted claims that can be reasonably identified including claims relating to our responsibility for compliance with environmental, health and safety laws and regulations in the jurisdictions in which we operate or formerly operated. The estimated costs in respect of such reported liabilities are not offset by amounts related to insurance or indemnification arrangements unless otherwise noted.

The following describes certain contingencies relating to our business, including those for which we assumed liability as a result of our spin-off from Alcan Inc.

Environmental Matters

We own and operate numerous manufacturing and other facilities in various countries around the world. Our operations are subject to environmental laws and regulations from various jurisdictions, which govern, among other things, air emissions, wastewater discharges, the handling, storage and disposal of hazardous substances and wastes, the remediation of contaminated sites, post-mining reclamation and restoration of natural resources, and employee health and safety. Future environmental regulations may impose stricter compliance requirements on the industries in which we operate. Additional equipment or process changes at some of our facilities may be needed to meet future requirements. The cost of meeting these requirements may be significant. Failure to comply with such laws and regulations could subject us to administrative, civil or criminal penalties, obligations to pay damages or other costs, and injunctions and other orders, including orders to cease operations.

We are involved in proceedings under the U.S. Comprehensive Environmental Response, Compensation, and Liability Act, also known as CERCLA or Superfund, or analogous state provisions regarding liability arising from the usage, storage, treatment or disposal of hazardous substances and wastes at a number of sites in the United States, as well as similar proceedings under the laws and regulations of the other jurisdictions in which we have operations, including Brazil and certain countries in the European Union. Many of these jurisdictions have laws imposing joint and several liability, without regard to fault or the legality of the original conduct, for the costs of environmental remediation, natural resource damage, third party claims, and other expenses. In addition, we are, from time to time, subject to environmental reviews and investigations by relevant governmental authorities. We are also involved in claims and litigation filed on behalf of persons alleging exposure to substances and other hazards at our current and former facilities.

We have established liabilities based on our estimates for the currently anticipated costs associated with these environmental matters. We estimated the remaining undiscounted clean-up costs related to our environmental liabilities as of December 31, 2014 were approximately $26 million, of which $22 million was associated with a restructuring action and the remaining undiscounted clean-up costs were approximately $4 million. Additionally, $22 million of the environmental liability was included in "Other long-term liabilities," with the remaining $4 million included in "Accrued expenses and other current liabilities" in our condensed consolidated balance sheet as of December 31, 2014. As of March 31, 2014, $21 million of the environmental liability was included in "Other long-term liabilities," with the remaining $3 million included in "Accrued expenses and other current liabilities" in our condensed consolidated balance sheet. As a result of management's review of these items, we have determined the currently anticipated costs associated with these environmental matters will not, individually or in the aggregate, materially impact our operations or materially adversely affect our financial condition, results of operations or liquidity.

Brazil Tax and Legal Matters

Under a federal tax dispute settlement program established by the Brazilian government, we have settled several disputes with Brazil's tax authorities regarding various forms of manufacturing taxes and social security contributions. In most cases, we are paying the settlement amounts over a period of 180 months, although in some cases we are paying the settlement amounts over a shorter period. The assets and liabilities related to these settlements are presented in the table below (in millions).

	December 31, 2014	March 31, 2014
Cash deposits (A)	$ 6	$ 6
Short-term settlement liability (B)	$ 9	$ 11
Long-term settlement liability (B)	80	96
Total settlement liability	$ 89	$ 107
Liability for other disputes and claims (C)	$ 17	$ 18

(A) We have maintained these cash deposits as a result of legal proceedings with Brazil's tax authorities. These deposits, which were included in "Other long-term assets — third parties" in our accompanying condensed consolidated balance sheets, will be expended toward these legal proceedings.
(B) The short-term and long-term settlement liabilities are included in "Accrued expenses and other current liabilities" and "Other long-term liabilities", respectively, in our accompanying condensed consolidated balance sheets.
(C) In addition to the disputes we have settled under the federal tax dispute settlement program, we are involved in several other unresolved tax and other legal claims in Brazil. The related liabilities are included in "Other long-term liabilities" in our accompanying condensed consolidated balance sheets.

The interest cost recorded on these settlement liabilities, partially offset by interest earned on the cash deposits is included in the table below (in millions).

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2014	2013	2014	2013
Loss on Brazilian tax litigation, net	$ 1	$ 2	$ 5	$ 5

Additionally, we have included in the range of reasonably possible losses disclosed above, any unresolved tax disputes or other contingencies for which a loss is reasonably possible and estimable.

17. SEGMENT, MAJOR CUSTOMER AND MAJOR SUPPLIER INFORMATION

Segment Information

Due in part to the regional nature of supply and demand of aluminum rolled products and to best serve our customers, we manage our activities based on geographical areas and are organized under four operating segments: North America; Europe; Asia and South America. All of our segments manufacture aluminum sheet and light gauge products.

The following is a description of our operating segments:

North America. Headquartered in Atlanta, Georgia, this segment operates eight plants, including two fully dedicated recycling facilities and one facility with recycling operations, in two countries.

Europe. Headquartered in Zurich, Switzerland, this segment operates ten plants, including two fully dedicated recycling facilities and two facilities with recycling operations, in four countries.

Asia. Headquartered in Seoul, South Korea, this segment operates five plants, including two facilities with recycling operations and one fully dedicated recycling facility, in four countries.

South America. Headquartered in Sao Paulo, Brazil, this segment comprises power generation operations, and operates two plants including a facility with recycling operations. The supporting smelting facilities ceased operations in December 2014.

We measure the profitability and financial performance of our operating segments based on “Segment income.” We define “Segment income” as earnings before (a) “depreciation and amortization”; (b) “interest expense and amortization of debt issuance costs”; (c) “interest income”; (d) unrealized gains (losses) on change in fair value of derivative instruments, net, except for foreign currency remeasurement hedging activities, which are included in segment income; (e) impairment of goodwill; (f) gain or loss on extinguishment of debt; (g) noncontrolling interests' share; (h) adjustments to reconcile our proportional share of “Segment income” from non-consolidated affiliates to income as determined on the equity method of accounting; (i) “restructuring and impairment, net”; (j) gains or losses on disposals of property, plant and equipment and businesses, net; (k) other costs, net; (l) litigation settlement, net of insurance recoveries; (m) sale transaction fees; (n) provision or benefit for taxes on income (loss) and (o) cumulative effect of accounting changes, net of tax.

The tables below show selected segment financial information (in millions). The “Eliminations and Other” column in the table below includes eliminations and functions managed directly from our corporate office and have not been allocated to our operating segments, as well as adjustments for proportional consolidation, and eliminations of intersegment “Net sales.” The financial information for our segments includes the results of our affiliates on a proportionately consolidated basis, which is consistent with the way we manage our business segments. In order to reconcile the financial information for the segments shown in the tables below to the relevant U.S. GAAP-based measures, we must adjust proportional consolidation of each line item. The “Eliminations and Other” in “Net sales – third party” includes the net sales attributable to our joint venture partner, Tri-Arrows, for our Logan affiliate because we consolidate 100% of the Logan joint venture for U.S. GAAP, but we manage our Logan affiliate on a proportionately consolidated basis. See Note 5- Consolidation and Note 6 - Investment in and Advances to Non-Consolidated Affiliates and Related Party Transactions for further information about these affiliates. Additionally, we eliminate intersegment sales and intersegment income for reporting on a consolidated basis.

Selected Segment Financial Information

December 31, 2014	North America	Europe	Asia	South America	Eliminations and other	Total
Investment in and advances to non–consolidated affiliates	$ —	$ 534	$ —	$ —	$ —	$ 534
Total assets	$ 2,763	$ 3,203	$ 1,534	$ 1,653	$ 131	$ 9,284

March 31, 2014	North America	Europe	Asia	South America	Eliminations and other	Total
Investment in and advances to non–consolidated affiliates	$ —	$ 612	—	$ —	$ —	612
Assets held for sale - Investment in and advances to non-consolidated affiliates	—	—	—	39	—	39
Total assets	$ 2,998	$ 3,046	$ 1,440	$ 1,583	$ 47	$ 9,114

Selected Operating Results Three Months Ended December 31, 2014	North America	Europe	Asia	South America	Eliminations and other	Total
Net sales-third party	$ 908	$ 880	$ 550	$ 464	$ 45	$ 2,847
Net sales-intersegment	3	49	65	30	(147)	—
Net sales	$ 911	$ 929	$ 615	$ 494	$ (102)	$ 2,847
Depreciation and amortization	$ 34	$ 27	$ 17	$ 15	$ (6)	$ 87
Income tax (benefit) provision	$ (9)	$ (2)	$ 4	$ 4	$ 6	$ 3
Capital expenditures	$ 35	$ 47	$ 19	$ 11	$ (8)	$ 104

Selected Operating Results Three Months Ended December 31, 2013	North America	Europe	Asia	South America	Eliminations and other	Total
Net sales-third party	$ 737	$ 734	$ 475	$ 413	$ 44	$ 2,403
Net sales-intersegment	1	35	3	15	(54)	—
Net sales	$ 738	$ 769	$ 478	$ 428	$ (10)	$ 2,403
Depreciation and amortization	$ 31	$ 26	$ 19	$ 21	$ (6)	$ 91
Income tax (benefit) provision	$ (11)	$ 4	$ 4	$ (4)	$ 4	$ (3)
Capital expenditures	$ 26	$ 93	$ 26	$ 22	$ (10)	$ 157

Selected Operating Results Nine Months Ended December 31, 2014	North America	Europe	Asia	South America	Eliminations and other	Total
Net sales-third party	$ 2,624	$ 2,691	$ 1,610	$ 1,289	$ 144	$ 8,358
Net sales-intersegment	15	115	129	70	(329)	—
Net sales	$ 2,639	$ 2,806	$ 1,739	$ 1,359	$ (185)	$ 8,358
Depreciation and amortization	$ 102	$ 79	$ 55	$ 48	$ (18)	$ 266
Income tax (benefit) provision	$ (14)	$ 17	$ 10	$ (3)	$ 15	$ 25
Capital expenditures	$ 82	$ 197	$ 53	$ 39	$ (3)	$ 368

Selected Operating Results Nine Months Ended December 31, 2013	North America	Europe	Asia	South America	Eliminations and other	Total
Net sales-third party	$ 2,269	$ 2,282	$ 1,408	$ 1,120	$ 139	$ 7,218
Net sales-intersegment	6	103	18	33	(160)	—
Net sales	$ 2,275	$ 2,385	$ 1,426	$ 1,153	$ (21)	$ 7,218
Depreciation and amortization	$ 91	$ 75	$ 47	$ 52	$ (18)	$ 247
Income tax (benefit) provision	$ (18)	$ 28	$ 15	$ (9)	$ 10	$ 26
Capital expenditures	$ 83	$ 189	$ 150	$ 99	$ 1	$ 522

The following table shows the reconciliation from segment income for each of our regions to “Net income attributable to our common shareholder” (in millions).

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2014	2013	2014	2013
North America	$ 71	$ 45	$ 211	$ 161
Europe	57	61	211	192
Asia	33	40	106	127
South America	75	58	171	156
Intersegment eliminations	—	(1)	2	(1)
Depreciation and amortization	(87)	(91)	(266)	(247)
Interest expense and amortization of debt issuance costs	(85)	(76)	(248)	(227)
Adjustment to eliminate proportional consolidation	(10)	(11)	(27)	(30)
Unrealized gains (losses) on change in fair value of derivative instruments, net	12	3	12	(5)
Realized (losses) gains on derivative instruments not included in segment income	(3)	2	(4)	6
Gain on assets held for sale, net	12	6	23	6
Restructuring and impairment, net	(25)	(19)	(38)	(46)
Loss on sale of fixed assets	(1)	(2)	(4)	(4)
Other income (costs), net	—	(5)	(5)	(12)
Income before income taxes	49	10	144	76
Income tax provision (benefit)	3	(3)	25	26
Net income	46	13	119	50
Net income attributable to noncontrolling interests	—	—	—	—
Net income attributable to our common shareholder	$ 46	$ 13	$ 119	$ 50

Information about Major Customers and Primary Supplier

The table below shows our net sales to Rexam Plc (Rexam) and Affiliates of Ball Corporation (Ball), our two largest customers, as a percentage of total “Net sales.”

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2014	2013	2014	2013
Rexam	19%	18%	18%	18%
Ball	10%	10%	10%	10%

Rio Tinto Alcan (RTA) is our primary supplier of metal inputs, including prime and sheet ingot. The table below shows our purchases from RTA as a percentage of total combined metal purchases.

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2014	2013	2014	2013
Purchases from RTA as a percentage of total	16%	18%	16%	18%

18. SUPPLEMENTAL INFORMATION

Supplemental cash flow information (in millions):

	Nine Months Ended December 31,	
	2014	2013
Interest paid	$ 283	$ 262
Income taxes paid	$ 87	$ 82

As of December 31, 2014, we recorded $73 million of outstanding accounts payable and accrued liabilities related to capital expenditures for which the cash outflows will occur subsequent to December 31, 2014. During the nine months ended December 31, 2014, we incurred capital lease obligations of less than $1 million.

19. SUPPLEMENTAL GUARANTOR INFORMATION

In connection with the issuance of Novelis Inc.'s (the Parent and Issuer) 2017 Notes and 2020 Notes, certain of our wholly-owned subsidiaries, which are 100% owned within the meaning of Rule 3-10(h)(1) of Regulation S-X, provided guarantees. These guarantees are full and unconditional as well as joint and several. The guarantor subsidiaries (the Guarantors) are comprised of the majority of our businesses in Canada, the U.S., the U.K., Brazil, Portugal and Switzerland, as well as certain businesses in Germany and France. The remaining subsidiaries (the Non-Guarantors) of the Parent are not guarantors of the Notes.

CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS
(in millions)

	Three Months Ended December 31, 2014				
	Parent	Guarantors	Non-Guarantors	Eliminations	Consolidated
Net sales	$ 145	$ 2,418	$ 699	$ (415)	$ 2,847
Cost of goods sold (exclusive of depreciation and amortization)	159	2,112	642	(415)	2,498
Selling, general and administrative expenses	(5)	89	24	—	108
Depreciation and amortization	4	66	17	—	87
Research and development expenses	—	14	—	—	14
Interest expense and amortization of debt issuance costs	79	22	3	(19)	85
Gain on assets held for sale, net	—	(12)	—	—	(12)
Restructuring and impairment, net	1	24	—	—	25
Equity in net loss of non-consolidated affiliates	—	2	—	—	2
Equity in net (income) loss of consolidated subsidiaries	(137)	(4)	—	141	—
Other (income) expense, net	(6)	(25)	3	19	(9)
	95	2,288	689	(274)	2,798
Income (loss) before income taxes	50	130	10	(141)	49
Income tax provision (benefit)	4	(7)	6	—	3
Net income (loss)	46	137	4	(141)	46
Net income attributable to noncontrolling interests	—	—	—	—	—
Net income (loss) attributable to our common shareholder	$ 46	$ 137	$ 4	$ (141)	$ 46
Comprehensive (loss) income	$ (23)	$ 96	$ (23)	$ (73)	$ (23)
Less: Comprehensive loss attributable to noncontrolling interest	$ —	$ —	$ —	$ —	$ —
Comprehensive (loss) income attributable to our common shareholder	$ (23)	$ 96	$ (23)	$ (73)	$ (23)

CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS
(in millions)

	Three Months Ended December 31, 2013				
	Parent	Guarantors	Non-Guarantors	Eliminations	Consolidated
Net sales	$ 166	$ 1,967	$ 611	$ (341)	$ 2,403
Cost of goods sold (exclusive of depreciation and amortization)	172	1,718	544	(341)	2,093
Selling, general and administrative expenses	10	85	20	—	115
Depreciation and amortization	3	68	20	—	91
Research and development expenses	—	12	—	—	12
Interest expense and amortization of debt issuance costs	79	6	1	(10)	76
Gain on assets held for sale, net	—	(6)	—	—	(6)
Restructuring and impairment, net	1	15	3	—	19
Equity in net loss of non-consolidated affiliates	—	5	—	—	5
Equity in net (income) loss of consolidated subsidiaries	(113)	(20)	—	133	—
Other (income) expense, net	(3)	(19)	—	10	(12)
	149	1,864	588	(208)	2,393
Income (loss) before taxes	17	103	23	(133)	10
Income tax provision (benefit)	4	(10)	3	—	(3)
Net income (loss)	13	113	20	(133)	13
Net income attributable to noncontrolling interests	—	—	—	—	—
Net income (loss) attributable to our common shareholder	$ 13	$ 113	$ 20	$ (133)	$ 13
Comprehensive income (loss)	$ 46	$ 135	$ 39	$ (174)	$ 46
Less: Comprehensive loss attributable to noncontrolling interest	$ —	$ —	$ —	$ —	$ —
Comprehensive income (loss) attributable to our common shareholder	$ 46	$ 135	$ 39	$ (174)	$ 46

CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS
(in millions)

	Nine Months Ended December 31, 2014				
	Parent	Guarantors	Non-Guarantors	Eliminations	Consolidated
Net sales	$ 485	$ 7,068	$ 2,068	$ (1,263)	$ 8,358
Cost of goods sold (exclusive of depreciation and amortization)	503	6,183	1,889	(1,265)	7,310
Selling, general and administrative expenses	(10)	263	66	—	319
Depreciation and amortization	13	195	58	—	266
Research and development expenses	—	37	1	—	38
Interest expense and amortization of debt issuance costs	240	56	8	(56)	248
Gain on assets held for sale, net	(5)	(18)	—	—	(23)
Restructuring and impairment, net	1	35	2	—	38
Equity in net loss of non-consolidated affiliates	—	4	—	—	4
Equity in net (income) loss of consolidated subsidiaries	(355)	(23)	—	378	—
Other (income) expense, net	(28)	(22)	8	56	14
	359	6,710	2,032	(887)	8,214
Income (loss) before income taxes	126	358	36	(376)	144
Income tax provision	7	5	13	—	25
Net income (loss)	119	353	23	(376)	119
Net income attributable to noncontrolling interests	—	—	—	—	—
Net income (loss) attributable to our common shareholder	$ 119	$ 353	$ 23	$ (376)	$ 119
Comprehensive (loss) income	$ (53)	$ 202	$ 2	$ (205)	$ (54)
Less: Comprehensive loss attributable to noncontrolling interest	$ —	$ —	$ (1)	$ —	$ (1)
Comprehensive (loss) income attributable to our common shareholder	$ (53)	$ 202	$ 3	$ (205)	$ (53)

CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS
(in millions)

	Nine Months Ended December 31, 2013				
	Parent	Guarantors	Non-Guarantors	Eliminations	Consolidated
Net sales	$ 507	$ 5,908	$ 1,836	$ (1,033)	$ 7,218
Cost of goods sold (exclusive of depreciation and amortization)	501	5,164	1,633	(1,033)	6,265
Selling, general and administrative expenses	62	230	52	—	344
Depreciation and amortization	11	186	50	—	247
Research and development expenses	1	32	1	—	34
Interest expense and amortization of debt issuance costs	236	21	(1)	(29)	227
Gain on assets held for sale, net	—	(6)	—	—	(6)
Restructuring and impairment, net	2	40	4	—	46
Equity in net loss of non-consolidated affiliates	—	12	—	—	12
Equity in net (income) loss of consolidated subsidiaries	(348)	(69)	—	417	—
Other (income) expense, net	(13)	(54)	11	29	(27)
	452	5,556	1,750	(616)	7,142
Income (loss) before income taxes	55	352	86	(417)	76
Income tax provision	5	6	15	—	26
Net income (loss)	50	346	71	(417)	50
Net income attributable to noncontrolling interests	—	—	—	—	—
Net income (loss) attributable to our common shareholder	$ 50	$ 346	$ 71	$ (417)	$ 50
Comprehensive income (loss)	$ 203	$ 491	$ 120	$ (613)	$ 201
Less: Comprehensive loss attributable to noncontrolling interest	$ —	$ —	$ (2)	$ —	$ (2)
Comprehensive income (loss) attributable to our common shareholder	$ 203	$ 491	$ 122	$ (613)	$ 203

CONDENSED CONSOLIDATING BALANCE SHEET (in millions)

	As of December 31, 2014				
	Parent	Guarantors	Non-Guarantors	Eliminations	Consolidated
ASSETS					
Current assets					
Cash and cash equivalents	$ 2	$ 298	$ 87	$ —	$ 387
Accounts receivable, net of allowances					
— third parties	16	1,176	281	—	1,473
— related parties	434	164	200	(735)	63
Inventories	28	1,177	327	2	1,534
Prepaid expenses and other current assets	7	112	34	—	153
Fair value of derivative instruments	10	89	22	(4)	117
Deferred income tax assets	—	58	6	—	64
Assets held for sale	—	22	—	—	22
Total current assets	497	3,096	957	(737)	3,813
Property, plant and equipment, net	96	2,509	898	—	3,503
Goodwill	—	596	11	—	607
Intangible assets, net	17	578	4	—	599
Investments in and advances to non-consolidated affiliates	—	534	—	—	534
Investments in consolidated subsidiaries	3,260	607	—	(3,867)	—
Deferred income tax assets	—	15	52	—	67
Other long-term assets					
— third parties	62	79	9	—	150
— related parties	1,283	60	—	(1,332)	11
Total assets	$ 5,215	$ 8,074	$ 1,931	$ (5,936)	$ 9,284
LIABILITIES AND EQUITY					
Current liabilities					
Current portion of long-term debt	$ 22	$ 8	$ 78	$ —	$ 108
Short-term borrowings					
— third parties	444	463	124	—	1,031
— related parties	65	245	—	(310)	—
Accounts payable					
— third parties	30	1,141	575	—	1,746
— related parties	62	342	33	(382)	55
Fair value of derivative instruments	31	56	16	(4)	99
Accrued expenses and other current liabilities					
— third parties	42	385	85	—	512
— related parties	1	37	5	(43)	—
Deferred income tax liabilities	—	43	(1)	—	42
Total current liabilities	697	2,720	915	(739)	3,593
Long-term debt, net of current portion					
— third parties	4,208	30	90	—	4,328
— related parties	49	1,225	58	(1,332)	—
Deferred income tax liabilities	—	298	7	—	305
Accrued postretirement benefits	42	397	156	—	595
Other long-term liabilities	32	208	10	—	250
Total liabilities	5,028	4,878	1,236	(2,071)	9,071
Commitments and contingencies					
Total temporary equity - intercompany	—	1,681	—	(1,681)	—
Shareholder’s equity					
Common stock	—	—	—	—	—
Additional paid-in capital	1,404	—	—	—	1,404
(Accumulated deficit) retained earnings	(954)	1,808	706	(2,514)	(954)
Accumulated other comprehensive (loss) income	(263)	(293)	(37)	330	(263)
Total equity of our common shareholder	187	1,515	669	(2,184)	187
Noncontrolling interests	—	—	26	—	26
Total equity	187	1,515	695	(2,184)	213
Total liabilities and equity	$ 5,215	$ 8,074	$ 1,931	$ (5,936)	$ 9,284

CONDENSED CONSOLIDATING BALANCE SHEET (in millions)

	As of March 31, 2014				
	Parent	Guarantors	Non-Guarantors	Eliminations	Consolidated
ASSETS					
Current assets					
Cash and cash equivalents	$ 4	$ 372	$ 133	$ —	$ 509
Accounts receivable, net of allowances					
— third parties	15	1,121	246	—	1,382
— related parties	1,093	193	57	(1,289)	54
Inventories	36	880	257	—	1,173
Prepaid expenses and other current assets	5	76	20	—	101
Fair value of derivative instruments	12	26	14	(1)	51
Deferred income tax assets	—	96	5	—	101
Assets held for sale	28	74	—	—	102
Total current assets	1,193	2,838	732	(1,290)	3,473
Property, plant and equipment, net	100	2,485	928	—	3,513
Goodwill	—	600	11	—	611
Intangible assets, net	19	617	4	—	640
Investments in and advances to non-consolidated affiliates	—	612	—	—	612
Investments in consolidated subsidiaries	3,273	612	—	(3,885)	—
Deferred income tax assets	—	28	52	—	80
Other long-term assets					
— third parties	73	89	11	—	173
— related parties	844	61	—	(893)	12
Total assets	$ 5,502	$ 7,942	$ 1,738	$ (6,068)	$ 9,114
LIABILITIES AND EQUITY					
Current liabilities					
Current portion of long-term debt	$ 21	$ 10	$ 61	$ —	$ 92
Short-term borrowings					
— third parties	367	287	69	—	723
— related parties	32	809	—	(841)	—
Accounts payable					
— third parties	35	912	471	—	1,418
— related parties	89	377	29	(442)	53
Fair value of derivative instruments	14	40	7	(1)	60
Accrued expenses and other current liabilities					
— third parties	104	358	85	—	547
— related parties	250	4	2	(6)	250
Deferred income tax liabilities	—	16	—	—	16
Liabilities held for sale	10	1	—	—	11
Total current liabilities	922	2,814	724	(1,290)	3,170
Long-term debt, net of current portion					
— third parties	4,219	40	100	—	4,359
— related parties	49	788	56	(893)	—
Deferred income tax liabilities	—	419	6	—	425
Accrued postretirement benefits	44	422	155	—	621
Other long-term liabilities	28	236	7	—	271
Total liabilities	5,262	4,719	1,048	(2,183)	8,846
Commitments and contingencies					
Total temporary equity - intercompany	—	1,681	—	(1,681)	—
Shareholder's equity					
Common stock	—	—	—	—	—
Additional paid-in capital	1,404	—	—	—	1,404
(Accumulated deficit) retained earnings	(1,073)	1,684	680	(2,364)	(1,073)
Accumulated other comprehensive (loss) income	(91)	(142)	(18)	160	(91)
Total equity of our common shareholder	240	1,542	662	(2,204)	240
Noncontrolling interests	—	—	28	—	28
Total equity	240	1,542	690	(2,204)	268
Total liabilities and equity	$ 5,502	$ 7,942	$ 1,738	$ (6,068)	$ 9,114

CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS
(in millions)

	Nine Months Ended December 31, 2014				
	Parent	Guarantors	Non-Guarantors	Eliminations	Consolidated
OPERATING ACTIVITIES					
Net cash provided by (used in) operating activities	$ 18	$ 326	$ (24)	$ (233)	$ 87
INVESTING ACTIVITIES					
Capital expenditures	(6)	(304)	(58)	—	(368)
Proceeds from sales of assets, net of transaction fees					
— third parties	29	71	—	—	100
Proceeds (outflows) from investment in and advances to affiliates, net	115	(17)	(40)	(75)	(17)
(Outflows) proceeds from settlement of other undesignated derivative instruments, net	(6)	13	(6)	—	1
Net cash provided by (used in) investing activities	132	(237)	(104)	(75)	(284)
FINANCING ACTIVITIES					
Proceeds from issuance of long-term and short-term borrowings					
— third parties	—	289	14	—	303
— related parties	—	500	3	(503)	—
Principal payments of long-term and short-term borrowings					
— third parties	(16)	(167)	(26)	—	(209)
— related parties	—	(64)	—	64	—
Revolving credit facilities and other, net					
— third parties	77	79	82	—	238
— related parties	40	(564)	—	524	—
Return of capital to our common shareholder	(250)	—	—	—	(250)
Proceeds from issuance of intercompany equity	—	—	10	(10)	—
Dividends — noncontrolling interests	—	(232)	(2)	233	(1)
Debt issuance costs	(3)	—	—	—	(3)
Net cash (used in) provided by financing activities	(152)	(159)	81	308	78
Net decrease in cash and cash equivalents	(2)	(70)	(47)	—	(119)
Effect of exchange rate changes on cash	—	(4)	1	—	(3)
Cash and cash equivalents — beginning of period	4	372	133	—	509
Cash and cash equivalents — end of period	$ 2	$ 298	$ 87	$ —	$ 387

CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS
(in millions)

	Nine Months Ended December 31, 2013				
	Parent	Guarantors	Non-Guarantors	Eliminations	Consolidated
OPERATING ACTIVITIES					
Net cash (used in) provided by operating activities	$ (106)	$ 553	$ 129	$ (220)	$ 356
INVESTING ACTIVITIES					
Capital expenditures	(12)	(360)	(150)	—	(522)
Proceeds from the sale of assets, net of transaction fees					
— third parties	—	7	—	—	7
— related parties	—	8	—	—	8
(Outflows) proceeds from investment in and advances to affiliates, net	(105)	(12)	—	105	(12)
(Outflows) proceeds from settlement of other undesignated derivative instruments, net	(12)	7	11	—	6
Net cash (used in) provided by investing activities	(129)	(350)	(139)	105	(513)
FINANCING ACTIVITIES					
Proceeds from issuance of long-term and short-term borrowings					
— third parties	—	121	17	—	138
— related parties	—	—	51	(51)	—
Principal payments of long-term and short-term borrowings					
— third parties	(15)	(98)	—	—	(113)
Revolving credit facilities and other, net					
— third parties	265	92	2	—	359
— related parties	—	54	—	(54)	—
Dividends, noncontrolling interests	—	(220)	—	220	—
Debt issuance costs	(8)	—	—	—	(8)
Net cash provided by (used in) financing activities	242	(51)	70	115	376
Net increase in cash and cash equivalents	7	152	60	—	219
Effect of exchange rate changes on cash	—	5	2	—	7
Cash and cash equivalents — beginning of period	4	196	101	—	301
Cash and cash equivalents — end of period	$ 11	$ 353	$ 163	$ —	$ 527

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

FORWARD LOOKING STATEMENTS

The following information should be read together with our unaudited condensed consolidated financial statements and accompanying notes included elsewhere in this Quarterly Report for a more complete understanding of our financial condition and results of operations. The following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in these forward-looking statements. Factors that could cause or contribute to these differences include, but are not limited to, those discussed below, particularly in "SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS AND MARKET DATA."

OVERVIEW AND REFERENCES

Novelis is the world's leading aluminum rolled products producer based on shipment volume in fiscal 2014. We produce aluminum sheet and light gauge products for use in the packaging market, which includes beverage, automotive, food can and foil products, as well as for use in the electronics, architectural, transportation and industrial product markets. We are also the world's largest recycler of aluminum and have recycling operations in many of our plants as well as stand-alone recycling facilities to recycle both post-consumer aluminum and post-industrial aluminum. As of December 31, 2014, we had manufacturing operations in eleven countries on four continents, which include 25 operating plants, and recycling operations in 11 of these plants. In addition to aluminum rolled products plants, our South American businesses have historically included primary aluminum smelting and power generation facilities. In December 2014, Novelis ceased operations at our remaining smelting facilities in South America and is in the process of selling the power generation operations, which supported those facilities. We are the only company of our size and scope focused solely on the aluminum rolled products markets and capable of local supply of technologically sophisticated products in all of our geographic regions, but with the global footprint to service global customers.

In this Quarterly Report on Form 10-Q, unless otherwise specified, the terms "we," "our," "us," "Company," and "Novelis" refer to Novelis Inc., a company incorporated in Canada under the Canadian Business Corporations Act (CBCA) and its subsidiaries. References herein to "Hindalco" refer to Hindalco Industries Limited, our indirect parent company, which acquired Novelis in May 2007, through its indirect wholly-owned subsidiary, AV Metals Inc., our direct parent company.

As used in this Quarterly Report, consolidated "aluminum rolled product shipments" or "flat rolled product shipments" refers to aluminum rolled products shipments to third parties. Regional "aluminum rolled product shipments" or "flat rolled product shipments" refers to aluminum rolled products shipments to third parties and intersegment shipments to other Novelis regions. Shipment amounts also include tolling shipments. References to "total shipments" include aluminum rolled products as well as certain other non-rolled product shipments, primarily scrap, UBCs, ingot, billets and primary remelt. The term "aluminum rolled products" is synonymous with the terms "flat rolled products" and "FRP" commonly used by manufacturers and third party analysts in our industry. All tonnages are stated in metric tonnes. One metric tonne is equivalent to 2,204.6 pounds. One kilotonne (kt) is 1,000 metric tonnes.

A significant amount of our business is conducted under a conversion model, which allows us to pass through increases or decreases in the price of aluminum to our customers. Nearly all of our flat-rolled products have a price structure with three components: (i) a pass-through base aluminum price quoted off the LME; (ii) local market premiums, which we pass through to most of our customers; and (iii) a "conversion premium" to produce the rolled product which reflects, among other factors, the competitive market conditions for that product. Base aluminum prices are typically driven by macroeconomic factors and global supply and demand of aluminum. The local market premiums tend to vary based on the supply and demand for metal in a particular region and associated transportation costs.

References to our Form 10-K made throughout this document refer to our Annual Report on Form 10-K for the year ended March 31, 2014, filed with the United States Securities and Exchange Commission (SEC) on May 16, 2014.

HIGHLIGHTS

We reported "Segment income" of $236 million for the third quarter of fiscal 2015, which is up 16% compared to the third quarter in prior year and above the first two quarters of the current fiscal year. The solid "Segment income," in what is historically a low quarter due to seasonal factors, was driven by continued growth in shipment levels and higher recycling benefits, despite a significant amount of global economic uncertainty, unfavorable impacts from the strengthening of the U.S. dollar compared to the international functional currencies in which we operate and higher costs associated with the commissioning of our expansion projects. Global uncertainty, foreign currency volatility and uncertainty in commodity markets, while not impacting the efficiency and success of our operations, will ultimately impact our financial results in the near term.

For the fifth consecutive quarter, shipment levels increased versus the comparable prior year period in all regions, supported by our recent rolling expansions in Asia and South America and our automotive heat treatment investments in the U.S. and China. Sales growth in North America and Europe is driven by higher demand in the automotive sector and higher can shipments in these regions. Sales growth in Asia was achieved despite highly competitive market conditions throughout Southeast Asia, which led to lower pricing, as well as higher shipments to the Middle East and other Novelis regions. The can market continued to be strong in South America.

We continue to make significant investments in our automotive sheet finishing operations as the automotive industry is using more aluminum in vehicles to improve vehicle performance and fuel efficiency by reducing vehicle weight. We have commissioned two new automotive sheet finishing lines in our Oswego, New York facility, which will result in approximately 240 kt of additional automotive finishing capacity annually when operating at full capacity. As a result of this added capacity, our automotive shipment levels in North America have increased and we expect them to continue to increase during the remainder of fiscal 2015, as a customer began the production of an aluminum intensive vehicle during the third quarter of fiscal 2015. Our new automotive sheet finishing plant in Changzhou, China has begun production and will result in approximately 120 kt of additional finishing capacity when operating at full capacity. A third automotive finishing line is under construction at our Oswego, New York facility, as is a second automotive finishing line at our Nachterstedt, Germany facility. These projects are on track to begin commissioning in late calendar year 2015 and each of these projects will add approximately 120 kt of capacity. In January 2015, we completed our investment in an automotive scrap aluminum recycling facility in Oswego that will enable us to process as much as 120kt of recycled scrap annually.

The amount of recycled content in our products was 46% in fiscal 2014 and during the third quarter of fiscal 2015 we increased the recycled content to 50%. Our various recycling expansion projects are significant components of our strategy to achieve 80% recycled content in our products by 2020. Our newest recycling facility in Nachterstedt, Germany is the largest aluminum recycling facility in the world, and with recent recycling expansion in South Korea, Brazil and the U.S., we are increasing the use of recycled content in all regions. We have also expanded our recycling operations in Oswego, New York to support higher levels of automotive scrap processing.

The competitive landscape in Asia, which includes competition from FRP suppliers in China, has resulted in lower conversion premiums with the renewal of certain customer contracts. Additionally, the local market premium in Asia has increased rapidly compared to historical levels increasing our cost of metal to levels we have not been able to pass through to some of our customers.

In December 2014, Novelis ceased operations at our remaining smelting facilities in South America and also sold our share of the hydroelectric generation operations of the Consorcio Candonga joint venture for $63 million in cash (net of related gains on currency derivatives and transaction fees).

We reported "Net income" of $46 million in the three months ended December 31, 2014, an increase of $33 million compared to $13 million in the three months ended December 31, 2013. Net cash provided by operating activities was $87 million for the nine months ended December 31, 2014 compared to net cash provided by operating activities of $356 million in the prior year, reflecting increasing working capital requirements. Our capital expenditures have declined as some of our larger strategic expansion projects have either recently commissioned or are in the commissioning phase. We spent $368 million on capital expenditures globally for the nine months ended December 31, 2014 compared to $522 million in the same period in prior year.

BUSINESS AND INDUSTRY CLIMATE

The demand for aluminum by the automotive industry continues to grow rapidly, driven by government regulations, vehicle performance, improved emissions and better fuel economy. We expect the automotive aluminum market to grow significantly through the end of the decade, which is driving the significant investments we are making in our automotive sheet finishing capacity in North America, Europe and Asia.

Consumer demand for carbonated soft drinks in North America has declined, creating excess capacity in the can market in the region. We expect the overcapacity for can products in North America to eventually tighten as producers of flat rolled aluminum products shift more hot mill rolling capacity toward automotive products. The aluminum can market is growing in our other regions due to a combination of substitution trends and growing economic development. The competitive landscape in which we operate continues to put downward pressure on conversion premiums, primarily in can and specialty products. Geographically these competitive pressures are most pronounced in our Asia region, due to the slower economic growth in China and increased competition from Chinese suppliers of flat rolled aluminum products.

Key Sales and Shipment Trends

(in millions, except shipments which are in kt)	Three Months Ended				Year Ended	Three Months Ended		
	Jun 30, 2013	Sept 30, 2013	Dec 31, 2013	Mar 31, 2014	Mar 31, 2014	Jun 30, 2014	Sept 30, 2014	Dec 31, 2014
Net sales	$ 2,401	$ 2,414	$ 2,403	$ 2,549	$ 9,767	$ 2,680	$ 2,831	$ 2,847
Percentage (decrease) increase in net sales versus comparable previous year period	(6)%	(1)%	4%	2%	— %	12%	17%	18%
Rolled product shipments:								
North America	238	238	235	247	958	249	260	255
Europe	232	225	212	242	911	246	234	218
Asia	162	156	165	157	640	188	186	198
South America	92	108	123	124	447	114	116	129
Eliminations	(16)	(14)	(14)	(17)	(61)	(27)	(31)	(43)
Total	708	713	721	753	2,895	770	765	757

The following summarizes the percentage increase (decrease) in rolled product shipments versus the comparable previous year period:								
North America	(11)%	(12)%	9%	3%	(3)%	5%	9%	9%
Europe	— %	3 %	10%	11%	6 %	6%	4%	3%
Asia	19 %	10 %	17%	10%	14 %	16%	19%	20%
South America	3 %	17 %	15%	16%	13 %	24%	7%	5%
Total	(2)%	(1)%	11%	8%	4 %	9%	7%	5%

Business Model and Key Concepts

Conversion Business Model

A significant amount of our business is conducted under a conversion model, which allows us to pass through increases or decreases in the price of aluminum to our customers. Nearly all of our flat-rolled products have a price structure with three components: (i) a base aluminum price quoted off the LME; (ii) local market premiums; and (iii) a "conversion premium" to produce the rolled product which reflects, among other factors, the competitive market conditions for that product. Base aluminum prices are typically driven by macroeconomic factors and global supply and demand of aluminum. The local market premiums tend to vary based on the supply and demand for metal in a particular region and associated transportation costs.

LME Base Aluminum Prices and Local Market Premiums

The average (based on the simple average of the monthly averages) and closing prices based upon the LME prices for aluminum for the three and nine months ended December 31, 2014 and 2013 are as follows:

	Three Months Ended December 31,		Percent	Nine Months Ended December 31,		Percent
	2014	2013	Change	2014	2013	Change
London Metal Exchange Prices						
Aluminum (per metric tonne, and presented in U.S. dollars):						
Closing cash price as of beginning of period	$ 1,935	$ 1,803	7%	$ 1,731	$ 1,882	(8)%
Average cash price during the period	$ 1,968	$ 1,767	11%	$ 1,919	$ 1,794	7 %
Closing cash price as of end of period	$ 1,832	$ 1,765	4%	$ 1,832	$ 1,765	4 %

LME prices began a declining trend late the in third quarter of fiscal 2015, although on average they were 11% higher compared to the prior year. The fluctuating prices and timing of when derivatives are realized resulted in $13 million of net unrealized gains on undesignated metal derivatives in the third quarter of fiscal 2015 compared to $4 million of net gains in the third quarter of fiscal 2014. During the first nine months of fiscal 2015 and fiscal 2014, there were $13 million of net unrealized gains and less than $1 million of net unrealized losses on undesignated metal derivatives, respectively.

The prices we pay for aluminum also include local market premiums, which we pass through to most of our customers. These premiums globally have historically been fairly stable but have increased rapidly over the past two years. The local market premiums in all four of our regions were significantly higher in the third quarter and first nine months of fiscal 2015 compared to the comparable periods in fiscal 2014. The weighted average local market premium was as follows:

	Three Months Ended December 31,		Percent	Nine Months Ended December 31,		Percent
	2014	2013	Change	2014	2013	Change
Weighted average Local Market Premium (per metric tonne, and presented in U.S. dollars)	$ 509	$ 262	94%	$ 475	$ 255	86%

The higher base aluminum prices and local market premiums, increased our metal input costs as compared to the prior year comparable periods. These higher market price levels, along with our higher production and shipment levels, increased our reported "Net sales," "Cost of goods sold (exclusive of depreciation and amortization)," "Accounts receivable, net," "Inventories" and "Accounts payable."

In North America, Europe and South America, we pass through local market premiums to our customers which are recorded through "Net sales." The competitive landscape in Asia results in many of our competitors in China pricing their metal off the Shanghai Metal Exchange, which does not have a local market premium. We purchase our metal inputs in this region based on the LME and incur a local market premium, resulting in a competitive disadvantage. In Asia, the increasing local market premium continues to result in a higher cost of metal, which we are unable to fully pass through to some of our customers.

Recycled aluminum is generally purchased at a discount as compared to the price of primary aluminum. The overall benefit we receive from utilizing recycled metal is influenced by: 1) the overall price levels of the LME and local market premiums, 2) the spread between the price for recycled aluminum and the LME primary aluminum price and 3) our consumption levels of the recycled metal inputs. For the three and nine months ended December 31, 2014, the overall recycling benefit increased as a result of these three factors.

Metal Price Lag and Related Hedging Activities

Increases or decreases in the average price of aluminum based on the LME directly impact “Net sales,” “Cost of goods sold (exclusive of depreciation and amortization)” and working capital. The timing of these impacts varies based on contractual arrangements with customers and metal suppliers in each region. These timing impacts are referred to as metal price lag. Metal price lag exists due to: 1) the period of time between the pricing of our purchases of metal, holding and processing the metal, and the pricing of the sale of finished inventory to our customers, and 2) certain customer contracts containing fixed forward price commitments which result in exposure to changes in metal prices for the period of time between when our sales price fixes and the sale actually occurs.

We use LME aluminum forward contracts to preserve our conversion margins and manage the timing differences associated with metal price lag. These derivatives directly hedge the economic risk of future metal price fluctuations to better match the purchase price of metal with the sales price of metal. The volatility in local market premiums also results in metal price lag, although we do not have significant derivatives contracts associated with local market premiums.

We elect to apply hedge accounting to better match the recognition of gains or losses on certain derivative instruments with the recognition of the underlying exposure being hedged in the statement of operations. For undesignated metal derivatives, there are timing differences between the recognition of unrealized gains or losses on the derivatives and the recognition of the underlying exposure in the statement of operations. The recognition of unrealized gains and losses on undesignated metal derivative positions typically precedes inventory cost recognition, customer delivery and revenue recognition. The timing difference between the recognition of unrealized gains and losses on undesignated metal derivatives and cost or revenue recognition impacts “Income before income taxes” and “Net income.” Gains and losses on metal derivative contracts are not recognized in “Segment income” until realized.

See *Segment Review* below for the impact of metal price lag on each of our segments.

Foreign Currency and Related Hedging Activities

We operate a global business and conduct business in various currencies around the world. We have exposure to foreign currency risk as fluctuations in foreign exchange rates impact our operating results as we translate the operating results from various functional currencies into our U.S. dollar reporting currency at the current average rates. We also record foreign exchange remeasurement gains and losses when business transactions are denominated in currencies other than the functional currency of that operation. Global economic uncertainty is contributing to higher levels of volatility among the currency pairs in which we conduct business, as well as the recent devaluation of the Euro against the U.S. dollar and the Swiss Franc, which are expected to have a negative impact on our financial results in the near term. The following table presents the exchange rates as of the end of each period and the average of the month-end exchange rates for the three and nine months ended December 31, 2014 and 2013:

	Exchange Rate as of		Average Exchange Rate		Average Exchange Rate	
			Three Months Ended December 31,		Nine Months Ended December 31,	
	December 31, 2014	March 31, 2014	2014	2013	2014	2013
U.S. dollar per Euro	1.210	1.378	1.236	1.364	1.305	1.335
Brazilian real per U.S. dollar	2.656	2.263	2.554	2.290	2.366	2.235
South Korean won per U.S. dollar	1,099	1,069	1,085	1,060	1,046	1,096
Canadian dollar per U.S. dollar	1.162	1.104	1.144	1.055	1.108	1.041

In both South Korea and Europe, operations are recorded in their local currency and translated into the U.S. dollar reporting currency. When comparing the third quarter of fiscal 2015 operating results with the third quarter of fiscal 2014, in South Korea and Europe, the stronger U.S. dollar resulted in unfavorable foreign exchange translation.

In Brazil and Canada, the U.S. dollar is the functional currency due to predominantly U.S. dollar selling prices while our operating costs are predominately denominated in the Brazilian real and the Canadian dollar. The stronger U.S. dollar compared to the Brazilian real and the Canadian dollar resulted in a favorable remeasurement of local currency operating costs and liabilities into the U.S. dollar in the third quarter of fiscal 2015 compared to the third quarter of fiscal 2014.

We use foreign exchange forward contracts and cross-currency swaps to manage our exposure arising from recorded assets and liabilities, firm commitments, and forecasted cash flows denominated in currencies other than the functional currency of certain operations, which include capital expenditures and net investment in foreign subsidiaries. In the third quarter of fiscal 2015, the balance sheet remeasurement hedging losses offset many of the foreign currency exchange remeasurement gains on the Brazilian real denominated liabilities being remeasured to the U.S. dollar. The portion of the balance sheet foreign currency exchange remeasurement gains not offset by the foreign currency exchange hedging losses on the Brazilian real denominated liabilities mainly relates to increased volatility in the daily Brazilian real exchange rates versus the U.S. dollar near the end of the period. For other foreign currency hedging programs, the unrealized gains or losses on other undesignated derivatives will be recognized in the statement of operations prior to the hedged transaction. The movement of currency exchange rates during the third quarter of fiscal 2015 and the third quarter of fiscal 2014 resulted in $4 million of net unrealized gains and $1 million of net unrealized losses, respectively, on undesignated foreign currency derivatives. The movement of currency exchange rates during the first nine months of fiscal 2015 and the first nine months of fiscal 2014 resulted in $2 million of net unrealized gains and $4 million of net unrealized losses, respectively, on undesignated foreign currency derivatives, which were not recognized in the same period as the hedged transaction.

See *Segment Review* below for the impact of foreign currency on each of our segments.

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED DECEMBER 31, 2014 COMPARED TO THE THREE MONTHS ENDED DECEMBER 31, 2013

“Net sales” increased $444 million, or 18%, driven by an 11% increase in average base aluminum prices, a 94% increase in weighted average local market premiums, and an increase of 5% in FRP shipments, partially offset by a decline in conversion premiums in our can products driven by global competitive market conditions, the sale of our North American consumer foil operations, and foreign currency impacts.

“Cost of goods sold (exclusive of depreciation and amortization)” increased $405 million, or 19%, due to higher average base aluminum prices, higher average local market premiums, an increase in shipments, and higher costs related to our strategic expansion projects, partially offset by higher recycled metal benefits, the sales of our North American consumer foil operations, and foreign currency impacts. Total metal input costs included in "Cost of goods sold (exclusive of depreciation and amortization)” increased $387 million.

“Income before income taxes” for the three months ended December 31, 2014 was $49 million, compared to $10 million in the three months ended December 31, 2013. In addition to the factors noted above, the following items affected “Income before income taxes:”

- "Selling, general and administrative expenses" decreased $7 million primarily due to various cost containment initiatives;
- “Depreciation and amortization” decreased $4 million due to accelerated depreciation on certain non-core assets in the prior year, partially offset by the recent commissioning of some of our global expansion projects;
- "Gain on assets held for sale, net" includes $23 million from the sale of our share of the joint venture of the Consorcio Candonga and $2 million from a property and mining rights sale agreement in South America. These gains were partially offset by an estimated $13 million loss on the sale of certain hydroelectric assets in South America;
- "Restructuring and impairment, net" of $25 million for the three months ended December 31, 2014 includes $22 million of charges related to the smelter in South America ceasing operations, $1 million of additional charges related to past restructuring actions in South America, and $2 million of impairment charges related to certain non-core assets in North America. We incurred $19 million for the three months ended December 31, 2013, which primarily included severance charges in our European region and impairment charges on certain non-core assets in Brazil. (See Note 2 - Restructuring and impairment to our accompanying condensed consolidated financial statements for further details on restructuring activities;)
- "Interest expense and amortization of debt issuance costs" increased $9 million due to higher outstanding debt balances; and
- Unrealized gains of $12 million for the three months ended December 31, 2014 comprised changes in fair value of undesignated derivatives other than foreign currency remeasurement hedging activities as compared to $3 million of gains in the same period in the prior year, which is reported as "Other (income) expense, net."

Our effective tax rate for the three months ended December 31, 2014 was 6%, primarily due to favorable movement in foreign currency rates on deferred income taxes, favorable foreign exchange translation, income tax refunds and dividends not subject to tax, partially offset by tax losses in jurisdictions where we believe it is more likely than not that we will not be able to utilize those losses and increases in uncertain tax positions. Our effective tax rate for the three months ended December 31, 2013 was (20)% and was driven by a low pretax income and favorable movement in foreign currency rates on deferred income taxes, partially offset by tax losses in jurisdictions where we believe it is more likely than not that we will not be able to utilize those losses.

We reported “Net income attributable to our common shareholder” of $46 million for the three months ended December 31, 2014 as compared to $13 million for the three months ended December 31, 2013, primarily as a result of the factors discussed above.

Segment Review

Due in part to the regional nature of supply and demand of aluminum rolled products and in order to best serve our customers, we manage our activities on the basis of geographical regions and are organized under four operating segments: North America, Europe, Asia and South America.

We measure the profitability and financial performance of our operating segments based on “Segment income.” We define “Segment income” as earnings before (a) “depreciation and amortization”; (b) “interest expense and amortization of debt issuance costs”; (c) “interest income”; (d) unrealized gains (losses) on changes in fair value of derivative instruments, net, except for foreign currency remeasurement hedging activities, which are included in segment income; (e) impairment of goodwill; (f) gain or loss on extinguishment of debt; (g) noncontrolling interests’ share; (h) adjustments to reconcile our proportional share of “Segment income” from non-consolidated affiliates to income as determined on the equity method of accounting; (i) “restructuring and impairment, net”; (j) gains or losses on disposals of property, plant and equipment and businesses, net; (k) other costs, net; (l) litigation settlement, net of insurance recoveries; (m) sale transaction fees; (n) provision or benefit for taxes on income (loss) and (o) cumulative effect of accounting changes, net of tax. The financial information for our segments includes the results of our affiliates on a proportionately consolidated basis, which is consistent with the way we manage our business segments. See Note 5 — Consolidation and Note 6 — Investment in and Advances to Non-Consolidated Affiliates and Related Party Transactions for further information about these affiliates. Our presentation of “Segment income” on a consolidated basis is a non-GAAP financial measure. See “Non-GAAP Financial Measures” below for additional discussion about our use of "Total Segment income.”

The tables below show selected segment financial information (in millions, except shipments which are in kt). For additional financial information related to our operating segments, see Note 17 — Segment, Major Customer and Major Supplier Information. In order to reconcile the financial information for the segments shown in the tables below to the relevant U.S. GAAP-based measures, "Eliminations and other" must adjust for proportional consolidation of each line item, and eliminate intersegment shipments (in kt) and intersegment "Net sales."

Selected Operating Results Three Months Ended December 31, 2014	North America	Europe	Asia	South America	Eliminations and Other	Total
Net sales	$ 911	$ 929	$ 615	$ 494	$ (102)	$ 2,847
Shipments						
Rolled products - third party	255	205	177	120	—	757
Rolled products - intersegment	—	13	21	9	(43)	—
Total rolled products	255	218	198	129	(43)	757
Non-rolled products	6	62	1	21	(3)	87
Total shipments	261	280	199	150	(46)	844

Selected Operating Results Three Months Ended December 31, 2013	North America	Europe	Asia	South America	Eliminations and Other	Total
Net sales	$ 738	$ 769	$ 478	$ 428	$ (10)	$ 2,403
Shipments						
Rolled products - third party	235	204	164	118	—	721
Rolled products - intersegment	—	8	1	5	(14)	—
Total rolled products	235	212	165	123	(14)	721
Non-rolled products	11	17	—	22	(8)	42
Total shipments	246	229	165	145	(22)	763

The following table reconciles changes in “Segment income” for the three months ended December 31, 2013 to the three months ended December 31, 2014 (in millions).

Changes in Segment income	North America (A)	Europe	Asia	South America	Eliminations (B)	Total
Segment Income - Three Months Ended December 31, 2013	$ 45	$ 61	$ 40	$ 58	$ (1)	$ 203
Volume	17	6	22	7	(21)	31
Conversion premium and product mix	(2)	(4)	(8)	(7)	12	(9)
Conversion costs (C)	—	10	(22)	(2)	10	(4)
Metal price lag	8	(4)	7	4	—	15
Foreign exchange	—	(11)	—	10	—	(1)
Primary operations	—	—	—	1	—	1
Selling, general & administrative and research & development costs (D)	5	2	(4)	(3)	—	—
Other changes	(2)	(3)	(2)	7	—	—
Segment Income - Three Months Ended December 31, 2014	$ 71	$ 57	$ 33	$ 75	$ —	$ 236

(A) Included in the North America "Segment income" for the three months ended December 31, 2013 were the operating results of our consumer foil operations in North America we sold on June 30, 2014. The change to "Segment income" attributable to these operations for the three months ended December 31, 2014 compared to the prior year was unfavorable by $3 million. The following table reconciles changes in “Segment income” for the three months ended December 31, 2013 to the three months ended December 31, 2014 (in millions), with the impact of the consumer foil operations separately identified.

Changes in Segment income	North America	Total
Segment Income - Three Months Ended December 31, 2013	$ 45	$ 203
Volume	22	36
Conversion premium and product mix	14	7
Conversion costs	(15)	(19)
Metal price lag	8	15
Foreign exchange	—	(1)
Primary metal production	—	1
Selling, general & administrative and research & development costs	2	(3)
Other changes	(2)	—
Net impact of North America consumer foil operations sold in fiscal 2015	(3)	(3)
Segment Income - Three Months Ended December 31, 2014	$ 71	$ 236

(B) The recognition of "Segment income" by a region on an intersegment shipment could occur in a period prior to the recognition of "Segment income" on a consolidated basis, depending on the timing of when the inventory is sold to the third party customer. The "Eliminations" column adjusts regional "Segment income" for intersegment shipments that occur in a period prior to recognition of "Segment income" on a consolidated basis. The "Eliminations" column also reflects adjustments for changes in regional volume, conversion premium and product mix, and conversion costs related to intersegment shipments for consolidation.

(C) Conversion costs include expenses incurred in production such as direct and indirect labor, energy, freight, scrap usage, alloys and hardeners, coatings, alumina, melt loss, the benefit of utilizing scrap and other metal costs. Fluctuations in this component reflect cost efficiencies (inefficiencies) during the period as well as cost (inflation) deflation.

(D) Selling, general & administrative costs and research & development costs include costs incurred directly by each segment and all corporate related costs, which are allocated to each of our segments.

North America

"Net sales" increased $173 million, or 23%, reflecting higher average base aluminum prices, higher local market premiums, higher shipments related to can contract renewals, and higher industrial and automotive shipments. We expect shipments of our automotive products to continue to increase in the last quarter of fiscal 2015, as a result of a customer's production of an aluminum intensive vehicle.

"Segment income" was $71 million, an increase of 58%, reflecting higher shipment levels as discussed above, higher conversion premiums for our automotive products, favorable metal price lag, and improved cost containment of general and administrative expenses, partially offset by lower conversion premiums of our can products. Excluding the impact of our North American foil business, which was sold in June 2014, conversion premiums and conversion costs increased during the period. Conversion premiums increased due to improved conversion premiums in our automotive products. Conversion costs increased due to higher freight costs, higher repairs and maintenance costs, higher costs associated with the commissioning of our automotive lines, and higher market premiums on the procurement of metal partially offset by a favorable impact from the benefits of utilizing recycled metal and favorable metal mix.

We have commissioned two automotive sheet finishing lines at our Oswego, New York facility. These two lines will result in approximately 240 kt of additional automotive finishing capacity annually when operating at full capacity. A third automotive finishing line is under construction in our Oswego, New York facility. This third automotive finishing line is expected to become operational at the end of calendar year 2015 and will add an additional 120 kt of finishing capacity. We have also invested in a new recycling line at our Oswego, New York facility for the automotive business.

On December 29, 2014, the hot mill in the Logan Aluminum joint venture facility in North America temporarily stopped operations due to an unexpected failure of a motor. A repaired motor was installed approximately two weeks after the initial outage occurred and the hot mill subsequently resumed conservative operations. The outage had no impact to our operating results in the third quarter, but will effect production and shipment levels in the fourth quarter.

Europe

"Net sales" increased $160 million, or 21%, due to higher average base aluminum prices, higher local market premiums and higher shipments of can, automotive and non-rolled products. Higher shipments of our can products were largely driven by a customer's recent conversion from steel to aluminum in one of its plants. We continue to experience an increase in demand and shipments of our automotive products. Our non-rolled product shipments increased compared to prior year driven by scrap sales to third party sheet ingot tollers in advance of our new recycling facility in Nachterstedt, Germany becoming fully commissioned.

"Segment income" was $57 million, a decrease of 7%, reflecting lower conversion premiums, unfavorable changes in foreign currency rates, net of realized gains and losses on hedging, and unfavorable metal price lag, partially offset by higher shipment levels discussed above, lower conversion costs and lower general and administrative costs. Our conversion premiums were lower due to an unfavorable mix of products sold during the period, partially offset by favorable pricing associated with our automotive products. Conversion costs were favorable due to an increase in the benefits from the utilization of recycled metal, partially offset by higher employment costs and other operating and metal costs as a result of our expansion projects. General and administrative costs were favorable due to lower costs as a result of our restructuring activities to optimize our business in Europe in the prior year.

In June 2014, we began the commissioning of our fully integrated recycling facility at our Nachterstedt, Germany plant, which will have an annual capacity of approximately 400 kt when operating at full capacity. We are in the process of constructing a second automotive finishing line in our Nachterstedt, Germany facility, which will add an additional 120 kt of finishing capacity. The second line is expected to become operational at the end of calendar year 2015.

Asia

“Net sales” increased $137 million, or 29%, reflecting higher average base aluminum prices and higher shipments of our can, automotive and industrial products. The increase in our can volumes was driven by shipments to customers in the Middle East. We also increased intersegment shipments of industrial products to Novelis North America and automotive products to Novelis Europe. A portion of the increase in demand for our automotive products was driven by higher shipments to customers in China.

“Segment income” was $33 million, a decrease of 18%, reflecting higher conversion costs and lower conversion premiums, partially offset by higher shipments as discussed above and favorable metal price lag. Many of our competitors in China price their metal off the Shanghai Metal Exchange, which does not have a local market premium. The purchase price for our metal inputs is based on the LME and results in us paying a local market premium, which we are unable to fully pass along to some of our customers. The local market premium has increased compared to prior year, which resulted in unfavorable conversion costs. Other factors that resulted in higher conversion costs include an increase in labor costs, higher energy rates and unfavorable metal mix, partially offset by an increase in the benefits from the utilization of recycled metal. Conversion premiums were unfavorable due to competitive pressures from FRP suppliers in China with the renewal of certain can product contracts and a higher mix of intersegment shipments.

Our new automotive sheet finishing plant in Changzhou, China, has begun production and will have annual capacity of approximately 120 kt when operating at full capacity.

South America

“Net sales” increased $66 million, or 15%, driven by higher average base aluminum prices, higher local market premiums, and higher shipments of our can products, partially offset by lower shipments of our industrial products. Shipments of our can products increased compared to prior year due to an increase in can consumption in the region.

“Segment income” was $75 million, an increase of 29%, reflecting higher can volumes discussed above, and favorable foreign currency, partially offset by lower industrial product volumes, unfavorable conversion premiums and higher conversion costs. Conversion premiums were unfavorable due to sales mix. Conversion costs were higher due to higher employment costs, freight and maintenance, partially offset by lower market premiums on the procurement of metal. Energy sales positively impacted our results during the three months ended December 31, 2014, partially offset by sales of alumina in the comparable period. Other changes impacting "Segment income" include favorable metal price lag and higher general and administrative costs.

In December 2014, we finalized the sale of our share of the joint venture of the Consorcio Candonga and recognized a $23 million pretax gain. The sale of the majority of our other hydroelectric power generation operations was completed in February 2015. We recorded an estimated $13 million pretax loss on the sale of certain hydroelectric assets during the three months ended December 31, 2014. Additionally, in December 2014, we ceased operations at our last primary aluminum smelter in Ouro Preto, Brazil. Our new can end stock coating line and recycling facility in Pindamonhangaba, Brazil (Pinda), both of which began the commissioning process in early 2014, continue to ramp up production.

Reconciliation of segment results to “Net income attributable to our common shareholder”

Costs such as depreciation and amortization, interest expense and unrealized gains (losses) on changes in the fair value of derivatives (except for derivatives used to manage our foreign currency remeasurement activities) are not utilized by our chief operating decision maker in evaluating segment performance. The table below reconciles income from reportable segments to “Net income attributable to our common shareholder” for the three months ended December 31, 2014 and 2013 (in millions).

	Three Months Ended December 31,	
	2014	2013
North America	$ 71	$ 45
Europe	57	61
Asia	33	40
South America	75	58
Intersegment eliminations	—	(1)
Total Segment income	236	203
Depreciation and amortization	(87)	(91)
Interest expense and amortization of debt issuance costs	(85)	(76)
Adjustment to eliminate proportional consolidation	(10)	(11)
Unrealized gains on change in fair value of derivative instruments, net	12	3
Realized (losses) gains on derivative instruments not included in segment income	(3)	2
Gain on assets held for sale, net	12	6
Restructuring and impairment, net	(25)	(19)
Loss on sale of fixed assets	(1)	(2)
Other income (costs), net	—	(5)
Income before income taxes	49	10
Income tax provision (benefit)	3	(3)
Net income	46	13
Net income attributable to noncontrolling interests	—	—
Net income attributable to our common shareholder	$ 46	$ 13

"Depreciation and amortization” decreased by $4 million due to accelerated depreciation on certain non-core assets in prior periods partially offset by the recent commissioning of some of our expansion projects.

“Adjustment to eliminate proportional consolidation” relates to depreciation and amortization and income taxes at our Aluminium Norf GmbH (Alunorf) joint venture. Income taxes related to our equity method investments are reflected in the carrying value of the investment and not in our consolidated “Income tax provision.”

“Realized (losses) gains on derivative instruments not included in segment income” represents realized gains on foreign currency derivatives related to capital expenditures.

"Other costs, net" related primarily to losses on certain indirect tax expenses in Brazil, partially offset by interest income.

RESULTS OF OPERATIONS FOR THE NINE MONTHS ENDED DECEMBER 31, 2014 COMPARED TO THE NINE MONTHS ENDED DECEMBER 31, 2013

"Net sales" increased $1.1 billion, or 16%, due to higher average base aluminum prices, higher local market premiums, and an increase in shipments, partially offset by a decline in conversion premiums for can products and the sale of our North American consumer foil operations.

"Cost of goods sold (exclusive of depreciation and amortization)" increased $1.0 billion, or 17%, due to higher average base aluminum prices, higher local market premiums, an increase in shipments and higher costs related to our strategic expansion projects, partially offset by higher recycled metal benefits, cost reductions due to an amendment we made to a non-union retiree medical plan in the prior year, and the sale of our North American consumer foil operations. Total metal input costs included in "Cost of goods sold (exclusive of depreciation and amortization)" increased $1.2 billion.

"Income before income taxes" for the nine months ended December 31, 2014 was $144 million, compared to $76 million in the nine months ended December 31, 2013. In addition to the factors noted above, the following items affected "Income before income taxes:"

- "Selling, general and administrative expenses" decreased $25 million primarily due to tighter cost control in the current year and an amendment made to our long term incentive plan last year, which resulted in higher benefit costs in the prior year;
- "Depreciation and amortization" increased $19 million due to the recent commissioning of some of our global expansion projects, partially offset by accelerated depreciation on certain non-core assets in the prior year;
- "Restructuring and impairment, net" of $38 million for the nine months ended December 31, 2014 includes $28 million of charges related to ceasing operations of our smelter in South America, $8 million of severance, contract termination and other restructuring charges in North America, Europe and South America related to past restructuring actions, and $2 million of impairment charges related to certain non-core assets in North America. In the prior year, we incurred $46 million, primarily related to restructuring actions in South America, Europe, and North America and impairment charges in South America. (See Note 2 - Restructuring and impairment to our accompanying condensed consolidated financial statements for further details on restructuring activities;)
- "Gain on assets held for sale, net" of $23 million for the nine months ended December 31, 2014 includes $23 million from the sale of our share of the joint venture of the Consorcio Candonga, $7 million from the sale of our consumer foil operations in North America and $6 million from property and mining rights sales in South America. These gains were offset by an estimated $13 million loss on the sale of certain hydroelectric assets in South America;
- "Interest expense and amortization of debt issuance costs" increased $21 million due to higher outstanding debt balances; and
- Unrealized gains on changes in fair value of undesignated derivatives other than foreign currency remeasurement was $12 million for the nine months ended December 31, 2014 as compared to $5 million of losses in the same period in the prior year, which is reported as "Other income, net."

Our effective tax rate for the nine months ended December 31, 2014 was 17%, primarily due to tax losses in jurisdictions where we believe it is more likely than not that we will not be able to utilize those losses, partially offset by favorable movement in foreign currency rates on deferred income taxes, favorable foreign exchange translation, and dividends not subject to tax. For the nine months ended December 31, 2013, our effective tax rate was 30% and was driven by tax losses in jurisdictions where we believe it is more likely than not that we will not be able to utilize those losses combined with certain enacted tax rate changes that negatively impacted the effective tax rate, partially offset by favorable movement in foreign currency rates on deferred income taxes.

We reported "Net income attributable to our common shareholder" of $119 million for the nine months ended December 31, 2014 as compared to $50 million for the nine months ended December 31, 2013, primarily as a result of the factors discussed above.

Segment Review

The tables below show selected segment financial information (in millions, except shipments which are in kt). For additional financial information related to our operating segments, see Note 17 — Segment, Major Customer and Major Supplier Information. In order to reconcile the financial information for the segments shown in the tables below to the relevant U.S. GAAP-based measures, "Other and eliminations" must adjust for proportional consolidation of each line item, and eliminate intersegment shipments (in kt), intersegment sales, and intersegment income.

Selected Operating Results Nine Months Ended December 31, 2014	North America	Europe	Asia	South America	Eliminations and Other	Total
Net sales	$ 2,639	$ 2,806	$ 1,739	$ 1,359	$ (185)	$ 8,358
Shipments						
Rolled products - third party	762	665	528	337	—	2,292
Rolled products - intersegment	2	33	44	22	(101)	—
Total rolled products	764	698	572	359	(101)	2,292
Non-rolled products	17	139	2	73	(5)	226
Total shipments	781	837	574	432	(106)	2,518

Selected Operating Results Nine Months Ended December 31, 2013	North America	Europe	Asia	South America	Eliminations and Other	Total
Net sales	$ 2,275	$ 2,385	$ 1,426	$ 1,153	$ (21)	$ 7,218
Shipments						
Rolled products - third party	709	645	476	312	—	2,142
Rolled products - intersegment	2	24	7	11	(44)	—
Total rolled products	711	669	483	323	(44)	2,142
Non-rolled products	32	47	—	68	(19)	128
Total shipments	743	716	483	391	(63)	2,270

The following table reconciles changes in “Segment income” for the nine months ended December 31, 2013 to the nine months ended December 31, 2014 (in millions).

Changes in Segment income		North America (A)		Europe		Asia		South America		Eliminations (B)		Total
Segment Income - Nine Months Ended December 31, 2013	$	161	$	192	$	127	$	156	$	(1)	$	635
Volume		50		28		50		37		(40)		125
Conversion premium and product mix		(16)		13		(24)		(14)		23		(18)
Conversion costs (C)		(11)		(19)		(52)		(30)		20		(92)
Metal price lag		11		5		7		1		—		24
Foreign exchange		—		(11)		6		17		—		12
Primary operations		—		—		—		2		—		2
Selling, general & administrative and research & development costs (D)		18		11		(5)		(5)		—		19
Other changes		(2)		(8)		(3)		7		—		(6)
Segment Income - Nine Months Ended December 31, 2014	$	211	$	211	$	106	$	171	$	2	$	701

(A) Included in the North America "Segment income" for the nine months ended December 31, 2013 and the first three months of fiscal 2015 were the operating results of our consumer foil operations in North America that we sold on June 30, 2014. The change to "Segment income" attributable to these operations for the nine months ended December 31, 2014 compared to the prior year was unfavorable by $5 million. The following table reconciles changes in “Segment income” for the nine months ended December 31, 2013 to the nine months ended December 31, 2014 (in millions), with the impact of the consumer foil operations separately identified.

Changes in Segment income		North America		Total
Segment Income - Nine Months Ended December 31, 2013	$	161	$	635
Volume		51		126
Conversion premium and product mix		23		21
Conversion costs		(42)		(123)
Metal price lag		11		24
Foreign exchange		—		12
Primary metal production		—		2
Selling, general & administrative and research & development costs		15		16
Other changes		(3)		(7)
Net impact of North America consumer foil operations sold in fiscal 2015		(5)		(5)
Segment Income - Nine Months Ended December 31, 2014	$	211	$	701

(B) The recognition of "Segment income" by a region on an intersegment shipment could occur in a period prior to the recognition of "Segment income" on a consolidated basis, depending on the timing of when the inventory is sold to the third party customer. The "Eliminations" column adjusts regional "Segment income" for intersegment shipments that occur in a period prior to recognition of "Segment income" on a consolidated basis. The "Eliminations" column also reflects adjustments for changes in regional volume, conversion premium and product mix, and conversion costs related to intersegment shipments for consolidation.

(C) Conversion costs include expenses incurred in production such as direct and indirect labor, energy, freight, scrap usage, alloys and hardeners, coatings, alumina, melt loss, the benefit of utilizing scrap and other metal costs. Fluctuations in this component reflect cost efficiencies (inefficiencies) during the period as well as cost (inflation) deflation.

(D) Selling, general & administrative costs and research & development costs include costs incurred directly by each segment and all corporate related costs, which are allocated to each of our segments. Certain changes were made to our long-term incentive plan in fiscal 2014, which resulted in higher benefit costs in that period. These costs were allocated to each segment.

North America

"Net sales" increased $364 million, or 16%, reflecting an increase in average aluminum prices, higher shipments related to can contract renewals, higher industrial shipment levels and growing demand for our automotive products.

"Segment income" was $211 million, an increase of 31%, reflecting the higher shipment levels as discussed above, higher automotive conversion premiums, favorable metal price lag and lower general and administrative costs, partially offset by lower can product conversion premiums and higher conversion costs. General and administrative costs were favorable due to certain cost saving initiatives executed in the first nine months of fiscal 2015 and other benefit costs related to fiscal 2014, which are discussed above. Excluding the impact of our North American foil business, which was sold in June 2014, conversion premiums and conversion costs increased during the period. The improvement in conversion premiums was primarily driven from our automotive products. Conversion costs were unfavorably impacted by higher market premiums on the procurement of metal, unfavorable metal mix, higher costs associated with the commissioning of our automotive lines, and higher freight costs, partially offset by a favorable impact from the benefits of utilizing recycled metal and a reduction in benefit costs resulting from an amendment in the prior year to a U.S. retiree medical plan.

Europe

"Net sales" increased $421 million, or 18%, due to higher average aluminum prices and higher shipments of can, automotive and non-rolled products. Higher shipments of our can products were driven by a customer's recent conversion from steel to aluminum in one of its plants and unseasonably cooler weather last year which resulted in lower beverage consumption in the prior year. We continue to experience an increase in demand and shipments of our automotive products. Our non-rolled product shipments increased compared to prior year driven by scrap sales to third party sheet ingot tollers in advance of our new recycling facility in Nachterstedt, Germany becoming fully commissioned.

"Segment income" was $211 million, an increase of 10%, reflecting the higher shipment levels discussed above, improved conversion premiums, lower general and administrative costs and favorable metal price lag, partially offset by higher conversion costs and unfavorable changes in foreign currency rates, net of realized gains and losses on hedging. Our conversion premiums were favorable due to an improved product portfolio mix. General and administrative costs were favorable due to lower costs as a result of our restructuring activities to optimize our business in Europe in the prior year, in addition to other costs related to fiscal 2014 discussed above. Conversion costs were unfavorable due to higher wages and a higher cost base related to the commissioning of our recycling plant in Nachterstedt, Germany, partially offset by an increase in the benefits from the utilization of recycled metal.

Asia

"Net sales" increased $313 million, or 22%, reflecting higher average aluminum prices and higher shipments of our can and automotive products. The increase in our can volumes was driven by shipments to customers in the Middle East. We also increased intersegment shipments of automotive products to Novelis Europe and industrial products to Novelis North America. A portion of the increase in demand for our automotive products was driven by customers in China.

"Segment income" was $106 million, a decrease of 17% reflecting higher conversion costs and lower conversion premiums, partially offset by higher shipment levels discussed above, favorable impacts of foreign exchange and favorable metal price lag. Many of our competitors in China price their metal off the Shanghai Metal Exchange, which does not have a local market premium. The purchase price for our metal inputs is based on the LME and results in us paying a local market premium, which we are unable to fully pass along to some of our customers. The local market premium has rapidly increased compared to prior year, which resulted in the unfavorable conversion costs. Other factors resulting in higher conversion costs include an increase in labor costs, higher energy rates, higher maintenance costs and unfavorable metal mix, partially offset by an increase in the benefits from the utilization of recycled metal. Conversion premiums were unfavorable due to competitive pressures from FRP suppliers in China with the renewal of certain beverage can product customer contracts and a higher mix of intersegment shipments.

South America

"Net sales" increased $206 million, or 18%, driven by higher average aluminum prices and higher shipments of our can products, partially offset by lower shipments of our industrial products. Shipments of our can products increased compared to prior year due to an increase in can consumption in the region. The increase in demand associated with the FIFA World Cup in Brazil in June 2014 contributed to an increase in shipments as compared to prior year.

"Segment income" was $171 million, an increase of 10%, due to higher volumes discussed above, and favorable foreign currency, partially offset by higher conversion costs and unfavorable conversion premiums. Conversion costs were unfavorable in the second quarter of fiscal 2015 due to production issues related to the start up of certain expansion projects, higher headcount, higher market premiums on the procurement of metal, higher freight and an increase in repairs and maintenance costs. Energy sales positively impacted our results during the nine months ended December 31, 2014, partially offset by sales of alumina in the comparable period. Other changes impacting "Segment income" include favorable metal price lag and higher general and administrative costs.

Reconciliation of segment results to "Net income attributable to our common shareholder"

Costs such as depreciation and amortization, interest expense and unrealized gains (losses) on changes in the fair value of derivatives (except for derivatives used to manage our foreign currency remeasurement activities) are not utilized by our chief operating decision maker in evaluating segment performance. The table below reconciles income from reportable segments to "Net income attributable to our common shareholder" for the nine months ended December 31, 2014 and 2013 (in millions).

	Nine Months Ended December 31,	
	2014	2013
North America	$ 211	$ 161
Europe	211	192
Asia	106	127
South America	171	156
Intersegment eliminations	2	(1)
Total Segment income	701	635
Depreciation and amortization	(266)	(247)
Interest expense and amortization of debt issuance costs	(248)	(227)
Adjustment to eliminate proportional consolidation	(27)	(30)
Unrealized gains (losses) on change in fair value of derivative instruments, net	12	(5)
Realized (losses) gains on derivative instruments not included in segment income	(4)	6
Gain on assets held for sale, net	23	6
Restructuring and impairment, net	(38)	(46)
Loss on sale of fixed assets	(4)	(4)
Other income (costs), net	(5)	(12)
Income before income taxes	144	76
Income tax provision	25	26
Net income	119	50
Net income attributable to noncontrolling interests	—	—
Net income attributable to our common shareholder	$ 119	$ 50

"Depreciation and amortization" increased by $19 million due to the recent commissioning of some of our expansion projects, partially offset by accelerated depreciation in the prior year on certain non-core assets.

"Adjustment to eliminate proportional consolidation" relates to depreciation and amortization and income taxes at our Aluminium Norf GmbH (Alunorf) joint venture. Income taxes related to our equity method investments are reflected in the carrying value of the investment and not in our consolidated "Income tax provision."

"Realized (losses) gains on derivative instruments not included in segment income" represents realized gains on foreign currency derivatives related to capital expenditures.

"Other costs, net" related primarily to losses on certain indirect tax expenses in Brazil, partially offset by interest income.

LIQUIDITY AND CAPITAL RESOURCES

Over the past three years, we have been in a transitional period in which we invested heavily in strategically expanding rolling capacity, recycling operations and automotive finishing capabilities. Most of our expansion projects are ramping up operations and are expected to generate incremental operating cash flows. In addition to completing these projects, we have begun construction to further expand our automotive sheet finishing capabilities in the U.S. and Germany. Our significant investments in the business were funded through cash flows generated by our operations, and a combination of local financing and our senior secured credit facilities. We expect to be able to fund our continued expansions, service our debt obligations and provide sufficient liquidity to run our business through the generation of operating cash flows and our debt facilities.

Available Liquidity

Our available liquidity as of December 31, 2014 and March 31, 2014 is as follows (in millions):

	December 31, 2014	March 31, 2014
Cash and cash equivalents	$ 387	$ 509
Availability under committed credit facilities	452	511
Total liquidity	$ 839	$ 1,020

We reported available liquidity of $839 million as of December 31, 2014, a decrease compared to the $1.0 billion reported as of March 31, 2014. The decrease is primarily attributable to a $250 million return of capital payment we made to our parent company during the first nine months of fiscal 2015 and negative free cash flow during the first nine months of fiscal 2015 of $297 million. This decrease was partially offset by additional short-term borrowings we made in Brazil of $129 million, proceeds from asset sales of $100 million, new Korea and China loan facilities that increased our committed credit facility availability by $85 million and an increase in the ABL borrowing base of $57 million during this same period. As of December 31, 2014, our availability under committed credit facilities of $452 million was comprised of $320 million under our ABL Revolver and $132 million under our Korea and China loan facilities.

The “Cash and cash equivalents” balance above includes cash held in foreign countries in which we operate. As of December 31, 2014, we held approximately $2 million of "Cash and cash equivalents" in Canada, where we are incorporated, with the rest held in other countries in which we operate. As of December 31, 2014, we held $124 million of cash in jurisdictions for which we have asserted that earnings are indefinitely reinvested and we plan to continue to fund operations and local expansions with cash held in those jurisdictions. Our significant future uses of cash include funding our expansion projects globally, which we plan to fund with cash flows from operating activities and local financing, and servicing our debt obligations domestically, which we plan to fund with cash flows from operating activities and, if necessary, by repatriating cash from jurisdictions for which we have not asserted that earnings are indefinitely reinvested. Cash held outside of Canada is free from significant restrictions that would prevent the cash from being accessed to meet the Company's liquidity needs including, if necessary, to fund operations and service debt obligations in Canada. Upon the repatriation of any earnings to Canada, in the form of dividends or otherwise, we could be subject to Canadian income taxes (subject to adjustment for foreign taxes paid and the utilization of the large cumulative net operating losses we have in Canada) and withholding taxes payable to the various foreign jurisdictions. As of December 31, 2014, we do not believe adverse tax consequences exist that restrict our use of “Cash or cash equivalents” in a material manner.

We plan to service our debt through cash flows from operations and refinancing, as necessary. Our ABL Revolver extends until October 6, 2019, subject to certain conditions and maturities of other debt instruments. For our remaining short-term debt obligations, we expect to refinance a significant portion of the debt maturing within the next twelve months.

Free Cash Flow

We define “Free cash flow” (which is a non-GAAP measure) as: (a) “net cash provided by (used in) operating activities,” (b) plus "net cash provided by (used in) investing activities” and (c) less “proceeds from sales of assets, net of transaction fees and hedging.” Management believes that “Free cash flow” is relevant to investors as it provides a measure of the cash generated internally that is available for debt service and other value creation opportunities. However, “Free cash flow” does not necessarily represent cash available for discretionary activities, as certain debt service obligations must be funded out of “Free cash flow.” Our method of calculating “Free cash flow” may not be consistent with that of other companies.

The following table shows the “Free cash flow” for the nine months ended December 31, 2014 and 2013, the change between periods, as well as the ending balances of cash and cash equivalents (in millions).

	Nine Months Ended December 31, 2014	Nine Months Ended December 31, 2013	Change
Net cash provided by operating activities	$ 87	$ 356	$ (269)
Net cash used in investing activities	(284)	(513)	229
Less: Proceeds from sales of assets, net of transaction fees and hedging	(100)	(15)	(85)
Free cash flow	$ (297)	$ (172)	$ (125)
Ending cash and cash equivalents	$ 387	$ 527	$ (140)

“Free cash flow” was negative $297 million for the nine months ended December 31, 2014, which was unfavorable by $125 million as compared to the nine months ended December 31, 2013. The changes in “Free cash flow” are described in greater detail below.

Operating Activities

Net cash provided by operating activities was $87 million for the nine months ended December 31, 2014, which was unfavorable compared to net cash provided by operating activities of $356 million in the nine months ended December 31, 2013. The unfavorable variance relates to unfavorable changes to certain components of working capital, including "Accounts receivable" and "Inventories", partially offset by higher "Segment income" and higher "Accounts payable." The following summarizes changes in working capital accounts (in millions).

	Nine Months Ended December 31, 2014	Nine Months Ended December 31, 2013	Change
Net cash (used in) provided by operating activities due to changes in working capital:			
Accounts receivable	$ (176)	$ 151	$ (327)
Inventories	(437)	(30)	(407)
Accounts payable	427	(22)	449
Other current assets and liabilities	(68)	(54)	(14)
Net change in working capital	$ (254)	$ 45	$ (299)

Nine Months Ended December 31, 2014

We experienced an increase in "Accounts receivable, net" due to an increase in shipments, as well as higher base aluminum prices and local market premiums compared to the end of the fourth quarter of prior year, partially offset by higher forfaiting and factoring (collectively referred to as factoring) of accounts receivable. As of December 31, 2014 and March 31, 2014, we had factored, without recourse, certain trade receivable aggregating $624 million and $245 million, respectively, which had a favorable impact to net cash provided by operating activities of $379 million for the nine months ended December 31, 2014. We determine the need to factor our receivables based on local cash needs including the need to fund our strategic investments, as well as attempting to balance the timing of cash flows of trade payables and receivables. "Inventories" were higher due to an increase in quantities on hand, as well as higher base aluminum prices and local market premiums when compared to the fourth quarter of fiscal 2014. The higher quantities of inventory on hand at December 31, 2014 is the result of recent capacity expansions, as well as longer supply chains to support the auto sector and expand our scrap procurement network. As of December 31, 2014, we had sold certain inventories to third parties and have agreed to repurchase the same or similar inventory back from the third parties subsequent to December 31, 2014. Our estimated repurchase obligation for this inventory as of December 31, 2014 is $229 million, based on market prices as of this date. We sell and repurchase inventory with third parties in an attempt to better manage inventory levels and to better match the purchasing of inventory with the demand for our products. We experienced an increase in "Accounts payable" due to higher purchases of inventory, higher base aluminum prices and higher local market premiums when compared to the end of the fourth quarter of prior year, the timing of payments on vendor payables outstanding as of December 31, 2014, and obtaining longer payment terms with certain vendors.

Included in cash flows from operating activities for the nine months ended December 31, 2014 were $283 million of interest payments, $87 million of cash paid for income taxes, $17 million of payments on restructuring programs, and $45 million of contributions to our pension plans. As of December 31, 2014, we had $56 million of outstanding restructuring liabilities, of which $37 million we estimate will result in cash outflows within the next twelve months. We also expect to incur restructuring charges in future periods as we fully dismantle the smelter site in South America. On July 6, 2012, the Moving Ahead for Progress in the 21st Century Act (MAP-21) was signed into law by the United States government. MAP-21, in part, provides temporary relief for employers who sponsor defined benefit pension plans related to funding contributions under the Employee Retirement Income Security Act of 1974. Beginning in fiscal 2014, we utilized the relief provided by MAP-21, which reduced our minimum required defined benefit pension funding. During the remainder of fiscal 2015, we expect to contribute an additional $7 million to our funded pension plans, $5 million to our unfunded pension plans and $1 million to our savings and defined contribution plans.

Nine Months Ended December 31, 2013

During the nine months ended December 31, 2013, net cash provided from our working capital was $45 million. "Accounts receivable, net" declined due to an increase in our factored accounts receivable and lower average aluminum prices, partially offset by higher shipments. As of December 31, 2013 and March 31, 2013, we had factored, without recourse, certain trade receivables aggregating $386 million and $124 million, respectively, which increased net cash provided by operating activities by $262 million for the nine months ended December 31, 2013. "Inventories" increased due to higher quantities on hand, partially offset by lower average aluminum prices. As of December 31, 2013, we had sold approximately $77 million of certain inventories to third parties and have agreed to repurchase the same or similar inventory, based on market prices at the time of repurchase. "Accounts payable" declined as the result of the timing of certain large vendor payables outstanding as of March 31, 2013, which were paid in April 2013 and lower average aluminum prices.

Included in cash flows provided by operating activities during the nine months ended December 31, 2013 were $262 million of interest payments, $82 million of cash payments for income taxes, $24 million of payments on our restructuring programs, and $43 million of contributions to our pension plans.

Hedging Activities

We use derivative contracts to manage risk as well as liquidity. Under our terms of credit with counterparties to our derivative contracts, we do not have any material margin call exposure. No material amounts have been posted by Novelis nor do we hold any material amounts of margin posted by our counterparties. We settle derivative contracts in advance of billing on the underlying physical inventory and collecting payment from our customers, which temporarily impacts our liquidity position. The lag between derivative settlement and customer collection typically ranges from 30 to 90 days. Based on our outstanding derivative instruments and their respective valuations as of December 31, 2014, we estimate there will be a net cash inflow of $21 million on the instruments that will settle in the three months ended March 31, 2015.

More details on our operating activities can be found above in “Results of operations for the nine months ended December 31, 2014 compared to the nine months ended December 31, 2013."

Investing Activities

The following table presents information regarding our “Net cash used in investing activities” (in millions).

	Nine Months Ended December 31, 2014	Nine Months Ended December 31, 2013	Change
Capital expenditures	$ (368)	$ (522)	$ 154
Proceeds from settlement of other undesignated derivative instruments, net	1	6	(5)
Proceeds from sales of assets, third party, net of transaction fees and hedging	100	7	93
Proceeds from the sale of assets, related party, net of transaction fees	—	8	(8)
Outflows from investments in and advances to non–consolidated affiliates, net	(17)	(12)	(5)
Net cash used in investing activities	$ (284)	$ (513)	$ 229

We had $368 million of cash outflows for "Capital expenditures" for the nine months ended December 31, 2014, compared to $522 million for the nine months ended December 31, 2013. For the nine months ended December 31, 2014, our "Capital expenditures" were primarily attributable to our automotive sheet finishing expansions in the U.S., China and Germany and our recycling expansion in Germany. For the nine months ended December 31, 2013, our "Capital expenditures" were primarily attributable to our rolling expansions in South Korea, our automotive sheet finishing plants in the U.S. and China, our recycling expansions in Germany and Brazil, and expenditures related to our ERP implementation. The following table summarizes our global expansion projects:

Location	Description of Expansion	Estimated Capacity (at full capacity)	Actual or *estimated* commission start date
North America			
Oswego, NY	Automotive sheet finishing capacity	240 kt	July 2013
Oswego, NY	Automotive sheet finishing capacity	120 kt	*End CY2015*
Europe			
Nachterstedt, Germany	Recycling plant	400 kt	June 2014
Nachterstedt, Germany	Automotive sheet finishing expansion	120 kt	*End CY2015*
Asia			
Ulsan & Yeongju, South Korea	Rolling expansion	350 kt	July 2013
Yeongju, South Korea	Recycling expansion	265 kt	October 2012
Changzhou, China	Automotive sheet finishing plant	120 kt	July 2014
South America			
Pinda, Brazil	Rolling expansion	220 kt	December 2012
Pinda, Brazil	Can coating line	100 kt	January 2014
Pinda, Brazil	Recycling expansion	190 kt	February 2014

As of December 31, 2014, we had $73 million of outstanding accounts payable and accrued liabilities related to capital expenditures in which the cash outflows will occur subsequent to December 31, 2014. We expect capital expenditures for fiscal 2015 to be between $525 million and $550 million.

The settlement of undesignated derivative instruments resulted in cash outflow of $1 million and $6 million, in the nine months ended December 31, 2014 and 2013, respectively. The variance in these cash flows related primarily to changes in average aluminum prices and foreign currency rates which impact gains or losses we realize on the settlement of derivatives.

The net proceeds from asset sales for the nine months ended December 31, 2014 were $29 million related to the sale of our consumer foil operations in North America and $63 million for the sale of our share of the joint venture of the Consorcio Candonga, net of related gains on currency derivatives and transactions fees. In addition, we received proceeds of $8 million related to an arrangement to sell property and mining rights in Brazil. During the nine months ended December 31, 2013, we sold our bauxite mining rights and certain alumina assets and related liabilities in Brazil to our parent company, Hindalco, and received cash proceeds of $8 million. Additionally, during the prior year period we also sold certain assets, namely land in Brazil, to a third party and received cash proceeds of $7 million.

“Outflows from investments in and advances to non–consolidated affiliates, net" for nine months ended December 31, 2014 was primarily comprised of loans made to our non-consolidated affiliate, Aluminium Norf GmbH (Alunorf), to fund capital expenditures.

Financing Activities

The following table presents information regarding our “Net cash provided by financing activities” (in millions).

	Nine Months Ended December 31,		
	2014	2013	Change
Proceeds from issuance of long-term and short-term borrowings	$ 303	$ 138	$ 165
Principal payments of long-term and short-term borrowings	(209)	(113)	(96)
Revolving credit facilities and other, net	238	359	(121)
Return of capital to our common shareholder	(250)	—	(250)
Dividends, noncontrolling interest	(1)	—	(1)
Debt issuance costs	(3)	(8)	5
Net cash provided by financing activities	$ 78	$ 376	$ (298)

Nine Months Ended December 31, 2014

During the nine months ended December 31, 2014, we received proceeds related to the issuance of new short-term loans in Brazil and Vietnam of $289 million and $14 million, respectively. We made principal repayments of $161 million on short-term loans in Brazil, $18 million on Vietnam principal repayments, $14 million on our Term Loan Facility, $7 million on capital leases, $7 million on long-term loans in Korea and $2 million in other principal repayments. The change in our credit facilities balance is related to a net increase of $156 million on our ABL Revolver and a net increase of $83 million on our Korea facilities, offset by a decrease in other borrowings of $1 million. On April 30, 2014, we made a return of capital payment to our direct shareholder, AV Metals Inc., in the amount of $250 million.

As of December 31, 2014, our short-term borrowings were $1,031 million consisting of $670 million of loans under our ABL Revolver, $237 million in Novelis Brazil loans, $107 million in Novelis Korea bank loans, $16 million in Novelis Vietnam loans, and $1 million in other short-term borrowings. The weighted average interest rate on our total short-term borrowings was 3.30% as of December 31, 2014. As of December 31, 2014, we had $320 million in remaining availability under the ABL Revolver and $132 million in availability under our Korean and China loan facilities. As of December 31, 2014, $10 million of the ABL Revolver was utilized for letters of credit, reducing our availability under that facility. In October 2014, we amended and extended our ABL Revolver by entering into a $1.2 billion, five-year, senior secured ABL Revolver. However, our current Term Loan Facility limits our indebtedness under the ABL Revolver to $1.0 billion.

Nine Months Ended December 31, 2013

During the nine months ended December 31, 2013, we received proceeds of $121 million related to the issuance of new short-term loans in Brazil and $17 million related to the issuance of new short-term loans in Vietnam. We made principal repayments of $92 million on short-term Brazil loans, $13 million on our Term Loan Facility, and $8 million on other loans. We received net proceeds of $359 million on short-term borrowings, which consists of an additional $369 million under our ABL Revolver and $1 million on other short-term loans, partially offset by a net decline in bank overdrafts of $11 million. In May 2013, we amended and extended our old ABL Facility by entering into a $1 billion, five-year, Senior Secured Asset-Backed Revolving Credit Facility. We paid $8 million in debt issuance fees in the nine months ended December 31, 2013 related to the new ABL Revolver.

OFF-BALANCE SHEET ARRANGEMENTS

In accordance with SEC rules, the following qualify as off-balance sheet arrangements:

- any obligation under certain derivative instruments;
- any obligation under certain guarantees or contracts;
- a retained or contingent interest in assets transferred to an unconsolidated entity or similar entity or similar arrangement that serves as credit, liquidity or market risk support to that entity for such assets; and
- any obligation under a material variable interest held by the registrant in an unconsolidated entity that provides financing, liquidity, market risk or credit risk support to the registrant, or engages in leasing, hedging or research and development services with the registrant.

The following discussion addresses the applicable off-balance sheet items for our Company.

Derivative Instruments

See Note 11 — Financial Instruments and Commodity Contracts to our accompanying condensed consolidated financial statements for a full description of derivative instruments.

Guarantees of Indebtedness

We have issued guarantees on behalf of certain of our subsidiaries. The indebtedness guaranteed is for trade accounts payable to third parties. Some of the guarantees have annual terms while others have no expiration and have termination notice requirements. Neither we nor any of our subsidiaries hold any assets of any third parties as collateral to offset the potential settlement of these guarantees. Since we consolidate wholly-owned and majority-owned subsidiaries in our consolidated financial statements, all liabilities associated with trade payables and short-term debt facilities for these entities are already included in our condensed consolidated balance sheets.

Other Arrangements

Factoring of Trade Receivables

We factor and forfait trade receivables (collectively, we refer to these as "factoring" programs) based on local cash needs including the need to fund our strategic investments, as well as attempting to balance the timing of cash flows of trade payables and receivables, fund strategic investments, and fund other business needs. Factored invoices are not included in our condensed consolidated balance sheets when we do not retain a financial or legal interest. If a financial or legal interest is retained, we classify these factorings as secured borrowings.

Other

As part of our ongoing business, we do not participate in transactions that generate relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities (SPEs), which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. As of December 31, 2014 and March 31, 2014, we are not involved in any unconsolidated SPE transactions.

CONTRACTUAL OBLIGATIONS

We have future obligations under various contracts relating to debt and interest payments, capital and operating leases, long-term purchase obligations, postretirement benefit plans and uncertain tax positions. See Note 7 — Debt to our accompanying condensed consolidated financial statements and "Contractual Obligations" in Item 7. in our Annual Report on Form 10-K for the year ended March 31, 2014 for more details.

RETURN OF CAPITAL

Payments to our shareholder are at the discretion of the board of directors and will depend on, among other things, our financial resources, cash flows generated by our business, our cash requirements, restrictions under the instruments governing our indebtedness, being in compliance with the appropriate indentures and covenants under the instruments that govern our indebtedness and other relevant factors.

In March 2014, we declared a return of capital to our shareholder, AV Metals Inc., in the amount of $250 million, which we paid on April 30, 2014.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

During the nine months ended December 31, 2014, there were no significant changes to our critical accounting policies and estimates as reported in our Annual Report on Form 10-K for the year ended March 31, 2014.

RECENT ACCOUNTING STANDARDS

See Note 1 — Business and Summary of Significant Accounting Policies to our accompanying condensed consolidated financial statements for a full description of accounting pronouncements including the respective dates of adoption and expected effects on results of operations, financial condition, cash flows and disclosures.

NON-GAAP FINANCIAL MEASURES

Total “Segment income” presents the sum of the results of our four operating segments on a consolidated basis. We believe that total “Segment income” is an operating performance measure that measures operating results unaffected by differences in capital structures, capital investment cycles and ages of related assets among otherwise comparable companies. In reviewing our corporate operating results, we also believe it is important to review the aggregate consolidated performance of all of our segments on the same basis we review the performance of each of our regions and to draw comparisons between periods based on the same measure of consolidated performance.

Management believes investors’ understanding of our performance is enhanced by including this non-GAAP financial measure as a reasonable basis for comparing our ongoing results of operations. Many investors are interested in understanding the performance of our business by comparing our results from ongoing operations from one period to the next and would ordinarily add back items that are not part of normal day-to-day operations of our business. By providing total “Segment income,” together with reconciliations, we believe we are enhancing investors’ understanding of our business and our results of operations, as well as assisting investors in evaluating how well we are executing strategic initiatives.

However, total “Segment income” is not a measurement of financial performance under U.S. GAAP, and our total “Segment income” may not be comparable to similarly titled measures of other companies. Total “Segment income” has important limitations as an analytical tool and should not be considered in isolation or as a substitute for analysis of our results as reported under U.S. GAAP. For example, total “Segment income”:

- does not reflect the company’s cash expenditures or requirements for capital expenditures or capital commitments;
- does not reflect changes in, or cash requirements for, the company’s working capital needs; and
- does not reflect any costs related to the current or future replacement of assets being depreciated and amortized.

We also use total “Segment income”:

- as a measure of operating performance to assist us in comparing our operating performance on a consistent basis because it removes the impact of items not directly resulting from our core operations;
- for planning purposes, including the preparation of our internal annual operating budgets and financial projections;
- to evaluate the performance and effectiveness of our operational strategies; and
- as a basis to calculate incentive compensation payments for our key employees.

Total “Segment income” is equivalent to our Adjusted EBITDA, which we refer to in our earnings announcements and other external presentations to analysts and investors.

"Free cash flow" consists of: (a) net cash provided by (used in) operating activities; (b) plus net cash provided by (used in) investing activities and (c) less proceeds from sales of assets. Management believes "Free cash flow" is relevant to investors as it provides a measure of the cash generated internally that is available for debt service and other value creation opportunities. However, "Free cash flow" is not a measurement of financial performance or liquidity under U.S. GAAP and does not necessarily represent cash available for discretionary activities, as certain debt service obligations must be funded out of "Free cash flow." In addition, the company's method of calculating "Free cash flow" may not be consistent with that of other companies.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS AND MARKET DATA

This document contains forward-looking statements that are based on current expectations, estimates, forecasts and projections about the industry in which we operate, and beliefs and assumptions made by our management. Such statements include, in particular, statements about our plans, strategies and prospects. Words such as “expect,” “anticipate,” “intend,” “plan,” “believe,” “seek,” “estimate” and variations of such words and similar expressions are intended to identify such forward-looking statements. Examples of forward-looking statements in this Quarterly Report on Form 10-Q include, but are not limited to, our expectations with respect to the impact of metal price movements on our financial performance and the effectiveness of our hedging programs and controls. These statements are based on beliefs and assumptions of Novelis’ management, which in turn are based on currently available information. These statements are not guarantees of future performance and involve assumptions and risks and uncertainties that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed, implied or forecasted in such forward-looking statements. We do not intend, and we disclaim any obligation, to update any forward-looking statements, whether as a result of new information, future events or otherwise.

This document also contains information concerning our markets and products generally, which is forward-looking in nature and is based on a variety of assumptions regarding the ways in which these markets and product categories will develop. These assumptions have been derived from information currently available to us and to the third party industry analysts quoted herein. This information includes, but is not limited to, product shipments and share of production. Actual market results may differ from those predicted. We do not know what impact any of these differences may have on our business, our results of operations, financial condition, and cash flow. Factors that could cause actual results or outcomes to differ from the results expressed or implied by forward-looking statements include, among other things:

- relationships with, and financial and operating conditions of, our customers, suppliers and other stakeholders;
- changes in the prices and availability of aluminum (or premiums associated with aluminum prices) or other materials and raw materials we use;
- fluctuations in the supply of, and prices for, energy in the areas in which we maintain production facilities;
- our ability to access financing to fund current operations and for future capital requirements;
- the level of our indebtedness and our ability to generate cash to service our indebtedness;
- lowering of our ratings by a credit rating agency;
- changes in the relative values of various currencies and the effectiveness of our currency hedging activities;
- union disputes and other employee relations issues;
- factors affecting our operations, such as litigation (including product liability claims), environmental remediation and clean-up costs, breakdown of equipment and other events;
- changes in general economic conditions, including deterioration in the global economy;
- changes in the fair value of derivative instruments or the failure of counterparties to our derivative instruments to honor their agreements;
- the capacity and effectiveness of our metal hedging activities;
- impairment of our goodwill, other intangible assets and long-lived assets;
- loss of key management and other personnel, or an inability to attract such management and other personnel;
- risks relating to future acquisitions or divestitures;
- our inability to successfully implement our growth initiatives;
- changes in interest rates that have the effect of increasing the amounts we pay under our senior secured credit facilities, other financing agreements and our defined benefit pension plans;
- risks relating to certain joint ventures and subsidiaries that we do not entirely control;
- the effect of derivatives legislation on our ability to hedge risks associated with our business;
- competition from other aluminum rolled products producers as well as from substitute materials such as steel, glass, plastic and composite materials;
- demand and pricing within the principal markets for our products as well as seasonality in certain of our customers’ industries;
- economic, regulatory and political factors within the countries in which we operate or sell our products, including changes in duties or tariffs; and
- changes in government regulations, particularly those affecting taxes and tax rates, health care reform, climate change, environmental, health or safety compliance.

The above list of factors is not exhaustive. Some of these and other factors are discussed in more detail under “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended March 31, 2014.

Item 3. ***Quantitative and Qualitative Disclosures About Market Risk***

We are exposed to certain market risks as part of our ongoing business operations, including risks from changes in commodity prices (primarily LME aluminum prices and natural gas), local market premiums, electricity rates, foreign currency exchange rates and interest rates that could impact our results of operations and financial condition. We manage our exposure to these and other market risks through regular operating and financing activities and derivative financial instruments. We use derivative financial instruments as risk management tools only and not for speculative purposes.

By their nature, all derivative financial instruments involve risk, including the credit risk of non-performance by counterparties. All derivative contracts are executed with counterparties that, in our judgment, are creditworthy. Our maximum potential loss may exceed the amount recognized in the accompanying December 31, 2014 condensed consolidated balance sheets.

The decision of whether and when to execute derivative instruments, along with the duration of the instrument, can vary from period to period depending on market conditions and the relative costs of the instruments. The duration is linked to the timing of the underlying exposure, with the connection between the two being regularly monitored.

The market risks we are exposed to as part of our ongoing business operations are materially consistent with our risk exposures in the prior year, as we have not entered into any new material hedging programs.

Commodity Price Risks

We have commodity price risk with respect to purchases of certain raw materials including aluminum, electricity, natural gas and transport fuel.

Aluminum

A significant amount of our business is conducted under a conversion model, which allows us to pass through increases or decreases in the price of aluminum to our customers. Nearly all of our flat-rolled products have a price structure with three components: (i) a base aluminum price quoted off the LME; (ii) local market premiums; and (iii) a "conversion premium" to produce the rolled product which reflects, among other factors, the competitive market conditions for that product. Base aluminum prices are typically driven by macroeconomic factors and global supply and demand of aluminum. The local market premiums tend to vary based on the supply and demand for metal in a particular region and associated transportation costs.

Increases or decreases in the average price of aluminum based on the LME directly impact "Net sales," "Cost of goods sold (exclusive of depreciation and amortization)" and working capital. The timing of these impacts varies based on contractual arrangements with customers and metal suppliers in each region. These timing impacts are referred to as metal price lag. Metal price lag exists due to: 1) certain customer contracts containing fixed forward price commitments which result in exposure to changes in metal prices for the period of time between when our sales price fixes and the sale actually occurs, and 2) the period of time between the pricing of our purchases of metal, holding and processing the metal, and the pricing of the sale of finished inventory to our customers.

We use derivative instruments to preserve our conversion margins and manage the timing differences associated with metal price lag. We use over-the-counter derivatives indexed to the London Metals Exchange (LME) and from time to time we also use over-the-counter derivatives indexed to the Midwest transaction premium (collectively referred to as our "aluminum derivative contracts") to reduce our exposure to fluctuating metal prices associated with the period of time between the pricing of our purchases of inventory and the pricing of the sale of that inventory to our customers. We also purchase forward LME aluminum contracts simultaneous with our sales contracts with customers that contain fixed metal prices. These LME aluminum forward contracts directly hedge the economic risk of future metal price fluctuations to ensure we sell metal for the same price at which we purchase metal.

Sensitivities

The following table presents the estimated potential effect on the fair values of these derivative instruments as of December 31, 2014, given a 10% increase in prices.

	Change in Price	Change in Fair Value
LME aluminum	10%	$ (68)

Energy

We use several sources of energy in the manufacturing and delivery of our aluminum rolled products. For the quarter ended December 31, 2014, natural gas and electricity represented approximately 96% of our energy consumption by cost. We also use fuel oil and transport fuel. The majority of energy usage occurs at our casting centers and during the hot rolling of aluminum. Prior to the smelter facilities in South America ceasing operations, our smelter operations also required a significant amount of energy. Our cold rolling facilities require relatively less energy.

We purchase our natural gas on the open market, subjecting us to market price fluctuations. We seek to stabilize our future exposure to natural gas prices through the use of forward purchase contracts.

A portion of our electricity requirements are purchased pursuant to long-term contracts in the local regions in which we operate. A number of our facilities are located in regions with regulated prices, which affords relatively stable costs. In North America, we have entered into an electricity swap to fix a portion of the cost of our electricity requirements.

Fluctuating energy costs worldwide, due to the changes in supply and international and geopolitical events, expose us to earnings volatility as changes in such costs cannot be immediately recovered under existing contracts and sales agreements, and may only be mitigated in future periods under future pricing arrangements.

Sensitivities

The following table presents the estimated potential effect on the fair values of these derivative instruments as of December 31, 2014, given a 10% decline in spot prices for energy contracts ($ in millions).

	Change in Price	Change in Fair Value
Electricity	(10)%	$ —
Natural Gas	(10)%	(3)

Foreign Currency Exchange Risks

Exchange rate movements, particularly the Euro, the Brazilian real and the Korean won against the U.S. dollar, have an impact on our operating results. In Europe, where we have predominantly local currency selling prices and operating costs, we benefit as the Euro strengthens, but are adversely affected as the Euro weakens. In Korea, where we have local currency operating costs and U.S. dollar denominated selling prices for exports, we benefit as the won weakens but are adversely affected as the won strengthens. In Brazil, where we have predominately U.S. dollar selling prices and local currency operating costs, we benefit as the real weakens, but are adversely affected as the real strengthens. Foreign currency contracts may be used to hedge the economic exposures at our foreign operations.

It is our policy to minimize exposures from non-functional currency denominated transactions within each of our operating segments. As such, the majority of our foreign currency exposures are from either forecasted net sales or forecasted purchase commitments in non-functional currencies. Our most significant non-U.S. dollar functional currency operations have the Euro and the Korean won as their functional currencies, respectively. Our Brazilian operations are U.S. dollar functional.

We also face translation risks related to the changes in foreign currency exchange rates which are generally not hedged. Amounts invested in these foreign operations are translated into U.S. dollars at the exchange rates in effect at the balance sheet date. The resulting translation adjustments are recorded as a component of "Accumulated other comprehensive income (loss)" in the Shareholder's equity section of the accompanying condensed consolidated balance sheets. Net sales and expenses at these non-U.S. dollar functional currency entities are translated into varying amounts of U.S. dollars depending upon whether the U.S. dollar weakens or strengthens against other currencies. Therefore, changes in exchange rates may either positively or negatively affect our net sales and expenses as expressed in U.S. dollars.

Any negative impact of currency movements on the currency contracts we have entered into to hedge foreign currency commitments to purchase or sell goods and services would be offset by an approximately equal and opposite favorable exchange impact on the commitments being hedged. For a discussion of accounting policies and other information relating to currency contracts, see Note 1 - Business and Summary of Significant Accounting Policies and Note 11 - Financial Instruments and Commodity Contracts.

Sensitivities

The following table presents the estimated potential effect on the fair values of these derivative instruments as of December 31, 2014, given a 10% change in rates ($ in millions).

	Change in Exchange Rate	Change in Fair Value
Currency measured against the U.S. dollar		
Brazilian real	(10)%	$ (45)
Euro	10 %	(2)
Korean won	(10)%	(54)
Canadian dollar	(10)%	(3)
British pound	(10)%	—
Swiss franc	(10)%	(9)
Chinese yuan	(10)%	(2)
Malaysian ringgit	(10)%	(1)

Interest Rate Risks

We use interest rate swaps to manage our exposure to changes in benchmark interest rates which impact our variable-rate debt.

Our Term Loan Facility is a floating rate obligation with a floor feature. Our interest rate paid is a spread of 2.75% plus the higher of LIBOR or 100 basis points (1% floor). As of December 31, 2014, this floor feature was in effect, which resulted in an interest rate of 3.75%. Due to the floor feature of the Term Loan Facility, as of December 31, 2014, a 10 basis point increase or decrease in LIBOR interest rates would have had no impact on our annual pre-tax income. To be above the Term Loan Facility floor, future interest rates would have to increase by 75 basis points (bp).

From time to time, we have used interest rate swaps to manage our debt cost. As of December 31, 2014, there were no USD LIBOR based interest rate swaps outstanding.

In Korea, we periodically enter into interest rate swaps to fix the interest rate on various floating rate debt in order to manage our exposure to changes in the 3M-CD interest rate. See Note 11- Financial Instruments and Commodity Contracts for further information on the amounts outstanding as of December 31, 2014.

Sensitivities

The following table presents the estimated potential effect on the fair values of these derivative instruments as of December 31, 2014, given a 100 bps negative shift in the benchmark interest rate ($ in millions).

	Change in Rate	Change in Fair Value
Interest Rate Contracts		
Asia - KRW-CD-3200	(100) bps	$ (1)

Item 4. ***Controls and Procedures***

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures designed to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934, as amended (the "Exchange Act") is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, include controls and procedures designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is accumulated and communicated to our management, including the Principal Executive Officer and the Principal Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system are met.

We have carried out an evaluation, with the participation of our Principal Executive Officer and Principal Financial Officer, of the effectiveness of the Company's disclosure controls and procedures pursuant to Rule 13a-15 of the Exchange Act. Based upon such evaluation, management has concluded that the Company's disclosure controls and procedures were effective as of December 31, 2014.

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) during the most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. ***Legal Proceedings***

We are a party to litigation incidental to our business from time to time. For additional information regarding litigation to which we are a party, see Note 16 — Commitments and Contingencies to our accompanying condensed consolidated financial statements.

Item 1A. ***Risk Factors***

See "Risk Factors" in Part I, Item 1A in our Annual Report on Form 10-K for the year ended March 31, 2014.

Item 6. ***Exhibits***

Exhibit No.	Description
2.1	Arrangement Agreement by and among Hindalco Industries Limited, AV Aluminum Inc. and Novelis Inc., dated as of February 10, 2007 (incorporated by reference to Exhibit 2.1 to our Current Report on Form 8-K filed on February 13, 2007) (File No. 001-32312))
3.1	Restated Certificate and Articles of Amalgamation of Novelis Inc. (incorporated by reference to Exhibit 3.1 to our Quarterly Report on Form 10-Q filed on November 10, 2010 (File No. 001-32312))
3.2	Novelis Inc. Amended and Restated Bylaws, adopted as of July 24, 2008 (incorporated by reference to Exhibit 3.2 to our Current Report on Form 8-K filed on July 25, 2008 (File No. 001-32312))
31.1	Section 302 Certification of Principal Executive Officer
31.2	Section 302 Certification of Principal Financial Officer
32.1	Section 906 Certification of Principal Executive Officer
32.2	Section 906 Certification of Principal Financial Officer
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NOVELIS INC.	
By:	/s/ Steven Fisher
	Steven Fisher
	Chief Financial Officer
	(Principal Financial Officer and Authorized Officer)
By:	/s/ Robert P. Nelson
	Robert P. Nelson
	Vice President Finance — Controller
	(Principal Accounting Officer)

Date: February 9, 2015

EXHIBIT INDEX

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101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

Exhibit 31.1

Certification

I, Philip Martens, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Novelis Inc. (Novelis);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Philip Martens

Philip Martens
President and Chief Executive Officer
(Principal Executive Officer)

Date: February 9, 2015

Exhibit 31.2

Certification

I, Steven Fisher, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Novelis Inc. (Novelis);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Steven Fisher

Steven Fisher
Chief Financial Officer
(Principal Financial Officer)

Date: February 9, 2015

Exhibit 32.1

Certification Pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to 18 U.S.C. Section 1350, the undersigned officer of Novelis Inc. (Novelis), hereby certifies that Novelis' Quarterly Report on Form 10-Q for the period ended December 31, 2014 (Report) fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended, and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Novelis.

/s/ Philip Martens

Philip Martens
President and Chief Executive Officer
(Principal Executive Officer)

Date: February 9, 2015

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of this Report.

Exhibit 32.2

Certification Pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to 18 U.S.C. Section 1350, the undersigned officer of Novelis Inc. (Novelis), hereby certifies that Novelis' Quarterly Report on Form 10-Q for the period ended December 31, 2014 (Report) fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended, and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Novelis.

/s/ Steven Fisher

Steven Fisher
Chief Financial Officer
(Principal Financial Officer)

Date: February 9, 2015

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of this Report.