Sudit K. Parekh & Co.

Chartered Accountants

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INDEPENDENT AUDITOR'S REPORT

To the Members of SBICAP Trustee Company Limited

Report on the Financial Statements

We have audited the accompanying financial statements of SBICAP Trustee Company Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular No. 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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



Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2003 as amended by Companies (Auditor's Report) (Amendment) Order, 2004 (together 'the Order'), issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- 2. As required by section 227(3) of the Act, we report that:
 - a. we have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards notified under the Act read with the General Circular No. 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013; and
 - e. on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

For SUDIT K. PAREKH & CO.

Chartered Accountants

Firm Registration No.: 110512W

(Mayank Lakhani)

Partner

M. No.: 113732

Mumbai, dated: April 10, 2014

MUMBAI

ANNEXURE TO THE AUDITOR'S REPORT

(Referred to in our report of even date)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The fixed assets of the Company have been physically verified by the management during the year and no material discrepancies between the book records and the physical inventory have been noticed. In our opinion, the frequency of verification is reasonable.
 - (c) In our opinion and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed off by the Company during the year.
- (ii) Since the Company is a service provider, the clause (ii) of Para 4 is not applicable to the Company.
- (iii) (a) As informed, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Act. Accordingly, the provisions stated in paragraph 4 (iii) (b), (c) and (d) of the Order are not applicable to the Company.
 - (b) As informed, the Company has not taken any loans, secured or unsecured from companies, firms or other parties covered in the register maintained under section 301 of the Act. Accordingly, the provisions stated in paragraph 4 (iii) (f) and (g) of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there exists an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and rendering of services. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the Company.
- (v) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that there are no transactions required to be entered into the register maintained under section 301 of the Act.
- (vi) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of sections 58A and 58AA of the Act and the rules framed there under.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (viii) The Central Government of India has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Act for any of the products of the Company.



- (ix) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, income-tax, service tax, excise duty, cess and other material statutory dues applicable to it.
 - (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income-tax, service tax, excise duty, cess and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
 - (c) According to the records of the Company, the dues outstanding of income-tax on account of any dispute are as follows:

Name of the Statute	Nature of the Dues	Amount (Rs.)	i e	Forum where dispute is pending
Income-tax Act, 1961	Income Tax	1,910,547/-	A.Y. 2012-2013	Assessing Officer, Income Tax Department

- (x) The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.
- (xi) The Company has not taken any loans from Financial Institutions, Banks and nor has it issued any debentures.
- (xii) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans & advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause (xiii) of paragraph 4 of the Order are not applicable to the Company.
- (xiv) The Company has not dealt or traded in shares, securities, debentures and other investments during the year.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
- (xvi) The Company has not obtained any term loans during the year.
- (xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- (xviii) According to the information and explanation given to us, the Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Act.



- (xix) According to the information and explanations given to us, no debentures have been issued by the Company during the year.
- (xx) The Company has not raised money by way of public issue during the year.
- (xxi) Based on our audit procedures performed and as per the information and explanations given to us by the management, we report that no fraud on or by the Company has been noticed or reported during the year.

For SUDIT K. PAREKH & CO.

Chartered Accountants

Firm Registration No.: 110512W

(Mayank Lakhani)

Partner

M. No.: 113732

Mumbai; dated: April 10, 2014

Notes to the Financial Statements

(Amounts are in Indian Rupees, unless stated otherwise)

1. Company background:

The Company was incorporated on 28th December 2005 as a wholly owned subsidiary of SBI Capital Markets Limited and is registered with Securities and Exchange Board of India (SEBI) as a Debenture Trustee. The Company has been providing services to various types of Borrowers and Investors for getting funds from lenders and debenture issuers.

The Company carries out various corporate trusteeship activities viz. security trusteeship, debenture trusteeship, security agent, share pledge trusteeship, safe custody of documents etc.

2. Significant accounting policies:

2.1 Basis of Preparation of Financial Statements:

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956 (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs). The financial statements have been prepared under the historical cost convention on an accrual basis, except in case of assets for which provision for impairment is made and revaluation is carried out. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

2.2 Use of estimates:

The preparation of the financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities on the date of the financial statements. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the financial statements. Actual results may differ from the estimates and assumptions used in preparing the accompanying financial statements. Any revision to accounting estimates is recognized prospectively in current and future periods.

2.3 Recognition of Revenue:

- Trusteeship Acceptance Fees are recognized on the acceptance of trusteeship assignment.
- Trusteeship Service Charges are recognized / accrued on the basis of terms of Trusteeship Contracts / Agreements entered into with clients.
- Interest income is accounted for on time proportion basis taking into account the amount outstanding and the rate applicable.
- Dividend income is recognized when the right to receive dividend is established.

2.4 Fixed Assets and Depreciation:

Fixed Assets are stated at cost of acquisition or construction less accumulated depreciation and impairment loss, if any. Cost comprises the purchase price and any attributed cost of bringing the asset to its working condition for its intended use.





Notes to the Financial Statements

(Amounts are in Indian Rupees, unless stated otherwise)

The Company provides depreciation on fixed assets, other than laptops mobile phones and leasehold improvements, on Written Down Value Method, at the rates and in the manner specified in Schedule XIV of the Companies Act, 1956, on a pro-rata basis.

Depreciation on laptops and mobile phones is provided on Straight Line Method, at 33.33% per annum on a pro-rata basis.

The Leasehold Improvements are written-off over the remaining period of lease.

Assets individually costing less than Rs.5,000/- are fully depreciated in the year of acquisition.

2.5 Impairment:

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life

2.6 Foreign currency transactions:

Transactions in foreign currencies are recorded at the prevailing rate at the date of the transactions. At the year end, monetary assets and liabilities denominated in foreign currencies are translated at the rates of exchange prevailing at the balance sheet date. All foreign exchange gains and losses are taken to the statement of profit and loss.

2.7 Investments:

Investments are classified into Current Investments and Non-current Investments.

Current investments are stated at cost or net realisable value, whichever is lower.

Non-current investments are stated at cost. Provision for diminution is made to recognise a diminution, other than temporary, determined separately for each individual investment.

2.8 Employee Benefits:

Short term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Undiscounted value of benefits such as salaries and incentives are recognized in the year in which the employee renders the related service.







Notes to the Financial Statements

(Amounts are in Indian Rupees, unless stated otherwise)

Long term employee benefits

(i) Defined contribution plans

The Company contributes to the employees approved provident fund scheme. The Company's contribution paid or payable under the scheme is recognized as an expense in the statement of profit and loss during the year in which the employee renders the related service.

(ii) Defined benefit plans

The Company's gratuity scheme is a defined benefit plan. The Company makes annual contributions to funds administered by LIC. The amount of contribution is determined by the LIC on the basis of actuarial valuation. Long term compensated absences are provided for, based on actuarial valuation as determined by an independent actuary.

The actuarial valuation is based on projected unit credit method. The liability is measured at the present value of the estimated future cash flows. The discount rate used for determining the present value of future obligation under the defined benefit plan, is based on the market yield on government securities as at the balance sheet date. Actuarial gains and losses are recognized immediately in the statement of profit and loss.

2.9 Leases:

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased assets are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight line basis over the lease term.

2.10 Earnings Per Share:

Basic and diluted earnings per share are reported in accordance with AS 20, "Earnings Per Share". Basic earnings per equity share have been computed by dividing net profit after tax by weighted average number of equity shares outstanding for the year. Diluted earnings per equity share have been computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year.

2.11 income taxes:

Tax expense comprises current and deferred taxes. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets are recognized on carry forward of unabsorbed depreciation and tax losses only if there is virtual certainty supported by convincing evidence that such deferred tax assets can be realized against future taxable profits.

At each balance sheet date the Company re-assesses unrecognised deferred tax assets. It recognizes deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.







Notes to the Financial Statements

(Amounts are in Indian Rupees, unless stated otherwise)

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

2.12 Provisions & Contingent Liabilities:

A provision is recognized when an enterprise has a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to the present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

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

2.13 Segment Reporting:

As the Company's business activity falls within a single primary business segment namely, Corporate Trusteeship Activities, and a single geographical segment, i.e. India, the disclosure requirement of Accounting Standard 17 on Segment Reporting as under Companies (Accounting Standards) Rules, 2006 is not applicable.

2.14 Cash and Cash Equivalents:

Cash and cash equivalents in the Balance Sheet comprise cash at bank and in hand, cheques in hand and short-term investments with an original maturity of three months or less.

2.15 Provision for Doubtful Debts:

Provision for doubtful debts is made in the accounts based on the following management estimate:

Debts outstanding for period of	Provisions for doubtful debts
More than 6 months but not exceeding 12 months	10%
More than 12 months	100%







Notes to the Financial Statements

(Amounts are in Indian Rupees, unless stated otherwise)

22. Auditor's Remuneration (excluding service tax):

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
As Statutory Auditor	150,000	150,000
As Tax Auditor	60,000	60,000
Other Services	35,000	30,000

23. Foreign currency expenditure and earnings:

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
a. Expenditure in Foreign Currency	Nil	Nil
b. Earning in Foreign Currency	Nil	393,656

24. Related Party Information:

(i) Relationships:-

Where control exists: -

	Mana	at Dayles	
А	Name	of Party	

State Bank of India
SBI Capital Markets Ltd.

B Fellow Subsidiary and Associates

SBICAPS Ventures Ltd.
SBICAP Securities Ltd.
SBICAP (UK) Limited
SBICAP (Singapore) Limited

State Bank of Patiala State Bank of Bikaner and Jaipur

C Key Management Personnel

Mr. V. Muralidharan Mr. Vishwas Pathak

Relationship

Ultimate Holding Company Holding Company

Relationship

Fellow Subsidiary Fellow Subsidiary Fellow Subsidiary Fellow Subsidiary

Associate of State Bank of India Associate of State Bank of India

Designation

CEO & Whole Time Director (from 07.11.2013)

Sr. Vice President & COO.

(ii) Details of transactions with Related Parties are as follows: -

Name of the Related Party	Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
SBI Capital Markets Ltd	Payments made on behalf of the Company & reimbursed	10,414,335	373,759
State Bank of India	Royalty expenses	2,669,095	-
(Corporate Office)	Reimbursement of expenses	730,407	-
	Trade payables	2,732,085	-







Notes to the Financial Statements

(Amounts are in Indian Rupees, unless stated otherwise)

Name of the Related Party	Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
State Bank of India	Interest Income	1,478,617	23,946
Branch, Mumbai)	Fixed Deposits Balance	81,500,000	228,425
	Accrued Interest on Fixed Deposits	1,315,682	43,048
State Bank of India (Fort Branch, Mumbai)	Interest Income	13,713,520	12,743,173
(Core branch, manipul)	Bank Balances	18,137,198	4,549,507
	Fixed Deposits Balance	93,800,000	132,009,471
	Accrued Interest on Fixed Deposits	10,157,207	13,366,661
	Bank charges	20,292	10,591
State Bank of Bikaner and Jaipur (Fort	Interest Income	1,603,193	547,386
Branch, Mumbai)	Fixed Deposits Balance	16,500,000	16,500,000
	Accrued Interest on Fixed Deposits	1,935,516	492,644
State Bank of Patiala (Colaba Branch,	Interest Income	604,782	17,042
Mumbai)	Fixed Deposits Balance	6,300,000	6,300,000
	Accrued Interest on Fixed Deposits	559,640	15,337
SBI Cards & Payment Services Pvt. Ltd.	Trusteeship Acceptance Fees	75,000	100,000
Services Pvt. Ltu.	Trusteeship Service Charges	75,000	38,014
	Trade Receivables	84,270	156,072
SBI Global Factors Ltd.	Trusteeship Service Charges	36,448	
Mr. Vishwas Pathak	Gross Remuneration including allowances, perquisites and contribution to Provident Fund	5,422,297	4,119,127
	Gratuity payment made	318,482	
Mr. V. Muralidharan	Gross Remuneration including allowances, perquisites and contribution to Provident Fund	1,166,687	_

Note: -

Related party relationships on the basis of Accounting Standard 18 as in (i) above are as given by the Company and relied upon by the Auditors.







Notes to the Financial Statements

(Amounts are in Indian Rupees, unless stated otherwise)

25. Earnings per equity share:

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
a. (Profit / Loss) attributable to equity shareholders' (Rs.)	88,108,266	75,199,546
b. Weighted average number of equity shares outstanding during the period (Nos.)	1,000,000	1,000,000
c. Basic/Diluted Earnings per equity share (a/b) (Rs.)	88.11	75.20
d. Face value of each equity share (Rs.)	10	10

26. Deferred Tax:

Components of Net Deferred Tax Assets / (Liabilities) are as under:

Particulars	As at 31 March 2014	As at 31 March 2013
Deferred Tay Asset		
Provision for Doubtful Debts	2,069,807	195,565
Provisions for Long-term and Short-term Compensated Absences	386,082	
Total	2,455,889	195,565
Deferred Tax Liability		
Fixed Assets (Depreciation)	327,908	313,108
Net Deferred Tax Assets / (Liabilities)	2,127, 981	(117,543)

27. Employee Benefits:

Defined Contribution Plan

Employee Benefit Expenses includes Rs.1,052,491 (PY: Rs.737,048) recognized as an expense during the year in respect of defined contribution plan.

Defined Benefit Plan

Gratuity:

The Company has adopted the Group Gratuity Scheme of Life Insurance Corporation of India and annual contributions, determined by using actuarial valuation technique, have been paid to the scheme. Details of the same, to the extent available from LIC of India, are as follows:

Valuation Method: Projected Unit Credit Method

Actuarial Assumptions

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







Notes to the Financial Statements

(Amounts are in Indian Rupees, unless stated otherwise)

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
Mortality Rate	LIC (1994-96) ultimate	LIC (1994-96) ultimate
Withdrawal Rate	1% to 3% depending on age	1% to 3% depending on age
Discount Rate	8% p.a.	8% p.a.
Salary Escalation	7%	4%

Change in defined benefit obligation

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
Present value of obligation, as at the beginning of the year	612,237	321,616
Change in present value of past service benefit	23,600	113,512
Current service cost	226,244	177,109
Actual benefits paid	(318,482)	-
Present value of obligation, as at the end of the year	543,599	612,237

Change in plan assets

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
Fund value at the beginning of the year	612,237	321,616
Actual return on plan assets	31,624	20,891
Contribution by the Company	228,254	269,730
Actual benefits paid	(318,482)	•
Fund value at the end of the year	553,633	612,237

Amount recognized in the Balance Sheet

Particulars	As at 31 March 2014	As at 31 March 2013
Asset (net) recognized in the Balance Sheet	10,034	-

Amount recognised in the Statement of Profit & Loss

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
Change in present value of past service benefit	23,600	113,512
Current service cost	226,244	177,109
Actual return on plan assets	(31,624)	(20,891)
LC Premium	10,686	10,683
Net cost	228,906	280,413





Notes to the Financial Statements

(Amounts are in Indian Rupees, unless stated otherwise)

Other employee benefits:

Other employee benefits comprise provision for long-term and short-term compensated absences (Sick Leave and Privilege Leave). Actuarial assumptions used for determining the liability in respect of these benefits are as follows:

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
Discount rate	8.80%	8.05%
Rate of increase in compensation levels	8%	8%

The Company has provided for long-term and short-term compensated absences, based on actuarial valuation, for the first time during the year ended 31 March 2014. Out of the total leave expense of Rs.2,502,632 debited to the Statement of Profit and Loss during the year, Rs.1,342,445 pertains to provision for earlier years omitted to be accrued in the books of account of the Company. Accordingly, the same has been disclosed as prior period expense in the Statement of Profit and Loss for the year ended 31 March 2014.

28. Operating Lease:

Where the Company is a lessee:

Rent

The Company has entered into various agreements for lease of office spaces which expire over a period upto April 2016. Gross rental expenses for the year ended 31 March 2014 aggregate to Rs.14,857,391 (31 March 2013 - Rs.6,445,520).

Minimum obligation on lease rentals payable as per the lease agreement is as under:-

Particulars	As at 31 March 2014	As at 31 March 2013
Not later than one year	7,830,400	3,151,920
Later than one year but not later than five years	Nil	2,947,120
Above five years	Nil	Nil

29. Managerial Remuneration:

- (i) The Whole Time Director & Chief Executive Officer is on secondment from SBI and his remuneration, which is in accordance with the service rules of SBI, has been charged in the books of account.
- (ii) Remuneration, including allowances, to CEO & Whole Time Director (since November 7, 2013):

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
Salary and bonus	825,239	Nil
Contribution to provident and pension funds	172,596	Nil
Perquisites	86,895	Nil
Other allowances	81,957	Nil
Total	1,166,687	Nil







Notes to the Financial Statements

(Amounts are in Indian Rupees, unless stated otherwise)

As the future liability for gratuity and compensated leave absences is provided on actuarial basis for the Company as a whole, the amount pertaining to the directors is not ascertainable and therefore not included above.

There is no commission payable to any director of the Company. Consequently, the computation of profits as required under Section 349 of the Companies Act, 1956 has not been included.

30. Contingent Liabilities and Commitments:

Particulars	As at 31 March 2014	As at 31 March 2013
Income tax demand under dispute (AY 2012-13)	1,910,547	Nil

31. Trade Receivables:

Trade Receivables balances as on 31 March 2014 are subject to confirmation and reconciliation, if any. However, the management does not expect any material variation.

- 32. Under Micro, Small and Medium Enterprises Development Act, 2006 which came into force from 2 October 2006, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises. Accordingly, information relating to disclosure under the said Act has been given only to the extent such information is readily available with the Company. This information has been relied upon by the auditors.
- **33.** Previous year figures have been regrouped/reclassified/restated to correspond with the figures of the current year.

As per our attached report of even date

For Sudit K. Parekh & Co. Chartered Accountants

Firm Registration No. 110512W

(Mayank Lakhani)

Partner

Membership No. 113732

Place: Mumbai

Date: 10 (4/2014

For and on behalf of the Board of Directors

Abhay C. Choudhar

Director

V. Muralidharan CEO & Whole Time

Director

Ajit Joshi

Company Secretary

SBICAP TRUSTEE COMPANY LIMITED BALANCE SHEET AS AT 31 MARCH, 2014

			(An	iounts in Indian Rupees)
Particulars	1	ote ef.	As at 31 March 2014	As at 31 March 2013
EQUITY AND LIABILITIES				
Shareholders' Funds				
Share Capital	(3	10,000,000	10,000,000
Reserves and Surplus		4	271,650,076	185,004,248
·			281,650,076	195,004,248
Non-Current Liabilities				
Deferred Tax Liabilities (Net)	:	5	- 1	117,543
Other Long Term Liabilities		6	852,174	522,172
Long-Term Provisions		7	1,007,709	-
			1,859,883	639,715
Current Liabilities				
Trade Payables	1 :	8	3,168,160	640,593
Other Current Liabilities		9	18,251,252	4,815,116
Short-Term Provisions	1	10	6,590,597	6,462,438
			28,010,009	11,918,147
	TOTAL		311,519,968	207,562,110
ASSETS	ŀ			
Non-Current Assets			1	
Fixed Assets	1 1	11		
(i) Tangible Assets			5,726,369	2,904,674
(ii) Intangible Assets	1.		257,765	354,769
Non-current Investments	1	12	15,000,000	-
Deferred Tax Assets (Net)	;	5	2,127,981	-
Long Term Loans and Advances	1	13	24,859,705	14,875,621
Other non-current assets	1	14	168,700,000	104,600,000
			216,671,820	122,735,064
Current Assets		4 5	38,975,720	19,890,016
Trade Receivables	3	15 16	49,413,943	54,989,403
Cash and Bank Balances	1	10 17	6,458,485	9,947,627
Short Term Loans and Advances	'	17	94,848,148	84,827,046
			944 540 000	207,562,110
	TOTAL		311,519,968	207,502,110

Summary of Significant Accounting Policies

1 & 2

The accompanying notes form an integral part of the financial statements.

As per our attached report of even date

For Sudit K. Parekh & Co. **Chartered Accountants**

Firm Registration No. 110512W

(Mayank Lakhani)

Partner

Membership No.: 113732

Place: Mumbai Date: (0 4 2014 For and on behalf of the Board of Directors V. Muralid Lorar

Abhay C. Choudharl

Director

V.Muralidharan CEO & Whole Time

Ajit Joshi

Company Secretary

SBICAP TRUSTEE COMPANY LIMITED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2014

(Amounts in Indian Rupees)

Particulars	Note Ref.	For the year ended 31 March 2014	For the year ended 31 March 2013
INCOME			
Revenue from Operations	18	188,930,246	136,045,062
Other Income	19	18,516,124	13,539,640
Total Income		207,446,370	149,584,702
EXPENSES			
Employee Benefit Expenses	20	31,938,506	21,544,044
Depreciation and Amortisation Expenses	11	2,152,147	1,236,786
Administration and Other Expenses	21	38,150,530	15,316,684
Total Expenses		72,241,183	38,097,514
Profit before prior period items and tax		135,205,187	111,487,188
Prior period expense	27	1,342,445	-
Profit before tax		133,862,742	111,487,188
Tax Expense			
- Current Tax		48,000,000	36,400,000
- Deferred Tax	5	(2,245,524)	(112,358)
Profit after tax for the year		88,108,266	75,199,546
Earnings per equity share:			
Basic and diluted	25	88.11	75.20

Summary of Significant Accounting Policies

1 & 2

The accompanying notes form an integral part of the financial statements.

As per our attached report of even date

For Sudit K. Parekh & Co. **Chartered Accountants**

Firm Registration No. 110512W

(Mayank Lakhani)

Partner

Membership No.: 113732

Place: Mumbai

Date: 10/4/2014

For and on behalf of the Board of Directors V. Muralidhara

Abhay C. Chaudhari

Director

V.Muralidharan CEO & Whole Time

Ajit Joshi Company Secretary

SBICAP TRUSTEE COMPANY LIMITED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2014

(Amounts in Indian Rupees) For the year ended For the year ended **Particulars** 31 March 2013 31 March 2014 A. CASH FLOW FROM OPERATING ACTIVITIES 135,205,187 111,487,188 Net Profit Before Prior Period Items and Tax Adjustment for :-1,236,786 2,152,147 Depreciation 602,758 6,089,460 Provision for Doubtful Debts (1,342,445)Prior period expense (13,331,547)(17,903,754)Interest income considered separately (20,681) (93,453)Profit on sale of fixed assets considered separately 99,901,732 124,179,914 **Operating Profit before Working Capital Changes** (14,323,840)(25, 175, 164)Increase in Trade Receivables (664,663)Increase in Loans and Advances and Other Current Assets (4,361,568)17,099,571 3,662,255 Increase in Current Liabilities and Provisions 137,397 330,002 Increase in Long term Liabilities (38,666,818) (49,622,170)Income Tax paid 50,046,063 62,450,585 **Net Cash Flow from Operating Activities CASH FLOW FROM INVESTING ACTIVITIES** (2,214,671)(5,034,885)Purchase of Fixed Assets 4,285,958 17,392,550 Interest received 341,132 178,728 Proceeds from sale of fixed assets (15,000,000)Purchase of investments (94.889,496) (164,500,000)Fixed Deposits placed during the year 125,937,896 45,089,496 Fixed Deposits matured during the year (47,387,581) (41,025,711) Net Cash used in Investing Activities C. CASH FLOW FROM FINANCING ACTIVITIES (1,162,225)Dividend & Dividend Distribution Tax Paid (1,462,438)(1,162,225)(1,462,438)Net Cash used in Financing Activities 1,496,257 19,962,436 Net change in Cash & Cash Equivalents (A+B+C) 3,055,250 4,551,507 Opening Balance of Cash & Cash Equivalents 4,551,507 24,513,943 Closing Balance of Cash & Cash Equivalents

As per our attached report of even date

PATIENZ

MUMBAI

For Sudit K. Parekh & Co. Chartered Accountants

Firm Registration No. 110512W

(Mayank Lakhani)

Partner

Membership No.: 113732

Place: Mumbai Date: (0/4/2014 For and on behalf of the Board of Directors

Abhay Cochdudhari

Director

manghera V.Muralidharan CEO & Whole Time

Director

Alit Joshi Company Secretary

(Amounts in Indian Rupees)

	As at 31 March 2014	As at 31 March 2013
NOTE "3"		
SHARE CAPITAL		
Authorised Capital		
20,00,000 (previous year 20,00,000) Equity Shares of Rs.10/- each	20,000,000	20,000,000
	20,000,000	20,000,000
Issued, Subscribed and Paid up capital		
10,00,000 (previous year 10,00,000) Equity Shares of Rs. 10/- each fully		
paid up at par.	10,000,000	10,000,000
[10,00,000 Equity shares (previous year 10,00,000) of Rs.10/- each fully paid are held by SBI Capital Markets Limited, the Holding Company.]		
TOTAL	10,000,000	10,000,000
Name of shareholder	As at 31 March 2014	As at 31 March 2013
		1
Name of shareholder SBI Capital Markets Limited No. of Shares held	31 March 2014	31 March 2013
SBI Capital Markets Limited No. of Shares held		31 March 2013 999,880
SBI Capital Markets Limited	31 March 2014 999,880	31 March 2013
SBI Capital Markets Limited No. of Shares held % of shareholding Reconciliation of the number of shares outstanding is set out below:	31 March 2014 999,880 99.99	999,880 99.99
SBI Capital Markets Limited No. of Shares held % of shareholding	31 March 2014 999,880 99.99	31 March 2013 999,880 99.99
SBI Capital Markets Limited No. of Shares held % of shareholding Reconciliation of the number of shares outstanding is set out below: Particulars	31 March 2014 999,880 99.99 As at 31 March 2014	31 March 2013 999,880 99.99 As at 31 March 2013
SBI Capital Markets Limited No. of Shares held % of shareholding Reconciliation of the number of shares outstanding is set out below:	31 March 2014 999,880 99.99	999,880 99.99

Aggregate number of bonus shares issued during the period of five years immediately preceding the balance sheet date

During the five-year period ended 31 March 2014, 950,000 (Previous year: 950,000) equity shares of Rs. 10 each, fully paid up have been allotted as bonus shares by capitalisation of general reserve.





	As at	As at
	31 March 2014	31 March 2013
NOTE "4"		
RESERVES AND SURPLUS		
General reserve		
Opening balance	10,214,210	7,694,255
Add: Transferred from surplus in the Statement of Profit & Loss	8,810,827	7,519,955
Less: Utilised for issue of bonus shares	40.005.007	(5,000,000
	19,025,037	10,214,210
Surplus/(Deficit) in Statement of Profit and Loss		
Opening Balance	174,790,038	108,572,885
Add: Net profit after tax transferred from Statement of Profit & Loss	88,108,266	75,199,546
Amount available for appropriation	262,898,304	183,772,431
Appropriations:		
Final Dividend Tax on Dividend	1,250,000	1,250,000
Transfer to General reserve	212,438 8,810,827	212,438 7,519,955
Transfer to deficial reserve	0,010,021	7,519,855
Net Surplus/(Deficit) in the Statement of Profit and Loss	252,625,039	174,790,038
TOTAL	271,650,076	185,004,248
NOTE "5"		
DEFERRED TAX (LIABILITIES) / ASSETS [NET]		
(a) Deferred Tax Assets		
Provision for Doubtful Debts	2,069,807	195,565
Provision for Long-term and Short-term Compensated Absences	386,082	
·	2,455,889	195,565
(b) Deferred Tax Liabilities		
Fixed Assets (Depreciation)	327,908	313,108
	327,908	313,108
NET DEFERRED TAX (LIABILITIES) / ASSETS	2,127,981	(117,543)
NOTE IO		
NOTE "6"		
OTHER LONG TERM LIABILITIES Trust Settlement Fees	462,197	000 407
Retention monies	462,197 389,977	322,197 199,975
TOTAL	852,174	522,172





·	As at 31 March 2014	As at 31 March 2013
NOTE "7"		
LONG TERM PROVISIONS		
Provision for employee benefits:		
Provision for Long-term Compensated Absences	1,007,709	-
TOTAL	1,007,709	-
NOTE "8"		
TRADE PAYABLES		
Trade Payables to Micro, Small and Medium Enterprises (Refer note 32)	-	
Others	3,168,160	640,593
TOTAL	3,168,160	640,593
NOTE "9"		
OTHER CURRENT LIABILITIES		
Advances received from customers	_	600,000
Advances received for CERSAI & Others	16,106,769	1,787,430
Income received in advance	617,129	1,696,366
Other Payables		
(a) Statutory dues	882,296	309,291
(b) Provision for expenses	575,383	387,391
(c) Retention monies	36,975	9,938
(d) Trust Settlement Fees	31,700	24,700
(e) Other payables	1,000	-
TOTAL	18,251,252	4,815,116
NOTE "10"		
SHORT TERM PROVISIONS		
Provision for employee benefits:		
Performance linked variable pay	5,000,000	5,000,000
Provision for Short-term Compensated Absences	128,159	
Proposed Dividend	1,250,000	1,250,000
Tax on Proposed Dividend	212,438	212,438
TOTAL	6,590,597	6,462,438





SBICAP TRUSTEE COMPANY LIMITED NOTE "11" FIXED ASSETS AS AT 31 MARCH, 2014

						٠		A)	(Amounts in Indian Rupees)	ian Rupees)
		GROSS BLOCK	BLOCK		DEP	RECIATION &	DEPRECIATION & AMORTIZATION	NO	NET BLOCK	LOCK
Particulars	AS AT			AS AT	UP TO	FOR THE	NO	UP TO	AS AT	AS AT
	31.03.2013	ADDITIONS	DELETIONS	31.03.2014	31.03.2013	YEAR	DELETION	31.03.2014	31.03.2014	31.03.2013
I. Tangible Assets										
1. Leasehold Improvements	1	644,000	,	644,000	1	184,178	1	184,178	459,822	
z. computers: Computers other than Laptons	1.142.675	1.015.758	•	2.158.433	488.901	431.375	•	920.276	1.238.157	653.774
Laptops	2,422,938	1,452,520	438,541	3,436,917	1,063,100	888,919	306,696	1,645,323	1,791,594	1,359,838
3. Office Equipments:		6			6	i	•		000	1
Office Equipment (other than mobile phone handsets)	5/6,550	562,051	, 20	1,138,601	180,040	96,437	- 010	2/6,4//	852,124	396,510
Office Equipment (mobile phone handsets)	452,428	120,900	138,13	521,467	146,011	181,445	RC9'C7	301,787	219,670	300,417
4. Furniture & Fixtures 5. Air Conditioners	314,082	1,147,582	, ,	1,404,704	126,947	205,490	1 1	054,455 0 256	1,130,327	100,133
		445,03				3,54,7		7,1	2,5	
Sub-total	4,911,673	4,969,855	490,402	9,391,126	2,006,999	1,990,113	332,355	3,664,757	5,726,369	2,904,674
II. Intangible Assets										
1. Computer Software	518,312	65,030	,	583,342	269,989	119,456		389,445	193,897	248,323
2. Web site hosting	210,000		,	210,000	103,554	42,578		146,132	63,868	106,446
Sub-total	728,312	65,030	•	793,342	373,543	162,034	•	535,577	257,765	354,769
	E 620 09E	F 024 885	400 400	40 184 468	2 380 549	9 159 147	239 255	4 900 334	5 984 134	3 259 443
Iolal	0,000,000	0,034,000	430,402	10,104,400	4 250 402	1 000 700	705,000	1,000,00	2,504,51	21.5225
Previous Year	3,898,419	2,214,671	473,100	5,638,983	1,303,102	1,235,700	074,677	2,000,042	0,239,443	





		As at	As at
		31 March 2014	31 March 2013
NOTE "12"			
NON - CURRENT INVESTMENTS			
Bonds (quoted)			
15,000 (2013: Nil) @8.01% tax free bonds of India Infrastructur	e	15,000,000	-
Finance Company Ltd of Rs.1,000/- each fully paid-up	**************************************	45 000 000	
	TOTAL	15,000,000	· •
Market value of guoted investment		12,924,000	
Book value of quoted investment		15,000,000	
Cost of quoted investment		15,000,000	
NOTE "13"			
LONG TERM LOANS AND ADVANCES			
(Unsecured and considered good unless otherwise stated)			
Advance Income Tax (Net of Provisions)		7,495,476	5,873,306
Prepaid Expenses		262,540	
Rental & Other Deposits		7,541,260	3,905,260
Accrued Interest on Fixed Deposits *		9,099,580	5,097,055
Accrued Interest on Investment (IIFCL Tax Free Bonds)		460,849	14.0== 001
*Makes and OA formulated months displacemen	TOTAL	24,859,705	14,875,621
*Refer note 24 for related party disclosures			
NOTE "14"			
OTHER NON - CURRENT ASSETS			
Other Bank Balance*			
- In Fixed Deposits (with maturity of more than 12 months from		168,700,000	104,600,000
the date of Balance sheet)			
	TOTAL	168,700,000	104,600,000
*Refer note 24 for related party disclosures			
NOTE "15"			
TRADE RECEIVABLES			
(Unsecured)			
Debts Outstanding for period exceeding six months			
- Considered Good		12,339,308	5,424,807
- Considered Doubtful		6,776,710	687,250
Constitution and and and and and and and and and an		19,116,018	6,112,057
_ess; Provision for doubtful debts		6,776,710	687,250
The second secon		12,339,308	5,424,807
Others			
- Considered Good		26,636,412	14,465,209
- Considered Doubtful			-
		26,636,412	14,465,209
·	TOTAL	38,975,720	19,890,016





		As at 31 March 2014	As at 31 March 2013
NOTE "16"			
CASH AND BANK BALANCES			
Cash and Cash Equivalents - Cash on hand		4400	0.000
		4,166	2,000
- Cheques in hand - Balances with Banks*		1,872,579	-
- baiances with banks In Current Account		4 007 050	0.700.077
		1,927,359	2,762,077
In Current Account - Escrow accounts		16,209,839	1,787,430
In Deposit accounts (with maturity of less than 3 months)		4,500,000	-
Other Bank Balances*			
In Fixed Deposits (with maturity of less than 12 months)		24,900,000	50,437,896
	TOTAL	49,413,943	54,989,403
*Refer note 24 for related party disclosures			
AAA LININ MARIN			
NOTE "17"			
SHORT TERM LOANS & ADVANCES			
(Unsecured, Considered Good)			
Balance with Government authorities:			
Cenvat Credit Receivable		555,262	115,845
Service Tax paid in advance			208,387
Others:			200,00
Prepaid Expenses		219,601	372,242
Expenses Recoverable from customers		806,393	430,518
Accrued Interest on Fixed Deposits *		4,868,465	8,820,635
Advance Paid to Suppliers		8,764	0,020,000
	TOTAL.	6,458,485	9,947,627
*Refer note 24 for related party disclosures		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	-,-,-,

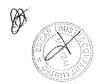






SBICAP TRUSTEE COMPANY LIMITED NOTES TO THE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2014

		For the year ended 31 March 2014	For the year ended 31 March 2013
NOTE "18" REVENUE FROM OPERATIONS			
Trusteeship Acceptance Fees Trusteeship Service Charges	TOTAL	44,739,000 144,191,246 188,930,246	27,767,519 108,277,543 136,045,062
NOTE "19"		100,330,240	130,043,002
OTHER INCOME			
Interest Income Miscellaneous Income Profit on Sale of Fixed Asset		17,903,754 591,689 20,681	13,331,547 114,640 93,453
	TOTAL	18,516,124	13,539,640
NOTE "20" EMPLOYEE BENEFIT EXPENSES			
Employee Salary, Allowances and Benefits Contribution to Gratuity Fund		27,819,673 228,906	19,728,341 280,413
Contribution to Provident Fund (Employer's) Leave Expenses		1,052,491 1,160,187	737,048
Staff Welfare Expenses	TOTAL	1,677,249 31,938,506	798,242 21,544,044





SBICAP TRUSTEE COMPANY LIMITED NOTES TO THE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2014

	For the year ended 31 March 2014	For the year ended 31 March 2013
NOTE "21"		
ADMINISTRATION AND OTHER EXPENSES		
Rent	14,965,339	6,485,468
Rates & Taxes	266,704	141,644
Insurance	149,858	143,985
Legal and Professional Fees	2,816,664	2,475,116
Payment to Auditor	, i	
a) for statutory audit	150,000	150,000
b) for tax audit	60,000	60,000
c) other services	35,000	30,000
Printing and Stationery	629,212	283,626
Conveyance	2,496,098	1,352,990
Advertisement and business development charges	1,598,016	295,535
Electricity Charges	1,451,759	620,212
House Keeping & Security Expenses	1,273,890	544,483
Repairs and Maintenance	1,241,051	396,592
Royalty Expenses	2,669,095	-
SEBI Application & Registration Fees	252,802	333,029
Communication Expenses	1,038,605	871,941
Provision for Doubtful Debts	6,089,460	602,758
Bad Debt	· `-	183,617
Miscellaneous Expenses	966,977	345,688
TOTAL	38,150,530	15,316,684





