



18th
Annual Report 2017-18



Mitra Jyothi

To Inspire and Enable the Visually Impaired

C.A. Site P-22, 31st Main, 18th Cross, HSR Layout, Sector - 1, (Behind NIFT) Bangalore - 560 102
Phone: 080-22587623 / 24 / 25. Fax: 080-22585452
Email: admin.office@mitrajyothi.org / mjyothi90@yahoo.com, Website: www.mitrajyothi.org

To,
Mr. K.R. Vishwanath
Company Secretary
IDBI Trusteeship Services Limited
Asian Building, Ground Floor,
17, R. Kamani Marg, Ballard Estate,
Mumbai – 400 001

24.10.2017

Dear Sir,

We are very pleased to receive your CSR Contribution to Mitra Jyothi. Such support from organizations and individuals makes us feel more driven and encourages us to work harder and reach out to more and more people and strengthens our vision & mission.

We have received the amount of Rs.15,00,000 as a credit to our Bank Account. Thank you very much for the same. I take this opportunity to invite you to visit us and see the programs in operation. We operate all through the year and are always happy to have our supporters visit us.

Thanking You


Ms. Madhu Singhal
Managing Trustee



DHAI AKSHAR EDUCATIONAL TRUST

(Exemptee: CIT(E)/ROG/1085/2014-15/2015-16 | P.A. No: AABTD 92370. | 12.A Registration No: 47244 Dated 25.02.2015)

To,
IDBI Trusteeship Service,
Mumbai.

25.10.17

Sub: CSR Contribution

Dear Mr. Vishwanath,

Received your cheque no. 665976 dtd. 24.10.17 drawn on IDBI Bank Ltd. For Rs. 2,00,000/- towards your CSR contribution.

I thank you very much from the bottom of my heart for having the faith in our work and our endeavours to contribute to society. I assure you that you will not be disappointed in your choice of having funded us once again, for the year 2017-18.

Best Regards,

Nyla Masood
Trustee
(Managing Trustee/ Co-Founder)



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BOARD OF DIRECTORS



Mr. G. M. Yadwadkar
Chairman



Mr. Ravishankar G. Shinde
Director



Ms. Madhuri J. Kulkarni
Director



Ms. Sashikala Muralidharan
Director



Mr. Saurabh Chandra
Director



Mr. Swapan Kumar Bagchi
Managing Director & CEO

IDBI TRUSTESHIP SERVICES LIMITED

REGISTERED OFFICE :

Asian Building, Ground Floor,
17, R. Kamani Marg, Ballard Estate,
Mumbai - 400001.

Telephone : +91-22-4080 7000

Fax : +91-22-6631 1776

Email : itsl@idbitrustee.com

Website : www.idbitrustee.com

CIN : U65991MH2001GOI131154

SATARA OFFICE :

Vishwastha Bhavan 218,
Pratapganj Peth, Satara,
Maharashtra - 415002.

Telephone : +91-2162-280 075

Fax : +91-2162-280 075

Email : itslsatara@idbitrustee.com

DELHI OFFICE :

1105, Arunachal Building,
Barakhamba Road,
New Delhi - 110001

Telephone : +91-7047237933, +91-11-45708885

Email : itsldelhi@idbitrustee.com

BOARD OF DIRECTORS (*)

Mr. G. M. Yadwadkar	<i>Chairman</i>
Mr. Pankaj Gupta	<i>Director (up to 14.09.2017)</i>
Ms. Mythili Balasubramanian	<i>Director (up to 17.01.2018)</i>
Mr. Ravishankar G. Shinde	<i>Director</i>
Ms. Madhuri J. Kulkarni	<i>Director</i>
Ms. Sashikala Muralidharan	<i>Director (w.e.f. 13.03.2018)</i>
Mr. Saurabh Chandra	<i>Director (w.e.f. 21.05.2018)</i>
Mr. B. Balachandra	<i>Managing Director & CEO (up to 01.01.2018)</i>
Mr. Swapan Kumar Bagchi	<i>Managing Director & CEO (W.e.f. 18.01.2018)</i>

COMPANY SECRETARY

Mr. K.R. Vishwanath

AUDIT COMMITTEE

Ms. Madhuri J. Kulkarni	<i>Chairperson</i>
Mr. Ravishankar G. Shinde	<i>Member</i>
Ms. Sashikala Muralidharan	<i>Member</i>

AUDITORS

Uttam Abuwala and Co. *Chartered Accountants*
Abuwala House, 409/410,
Gundecha Industrial Complex,
Akurli Road, Kandivali (E),
Mumbai - 400101
Telephone : +91-22-2887 0069/2887 8000
Fax : +91-22-2887 8000
Email : prerakvagarwal@gmail.com

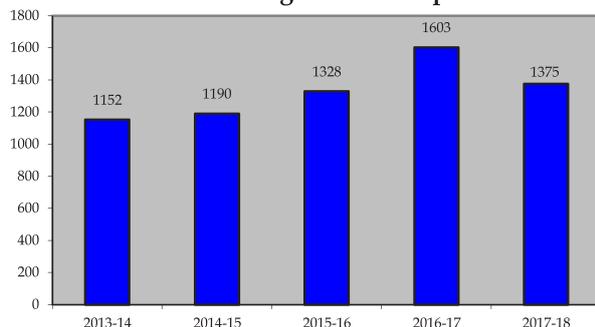
BANKERS

IDBI Bank
Bank of Baroda

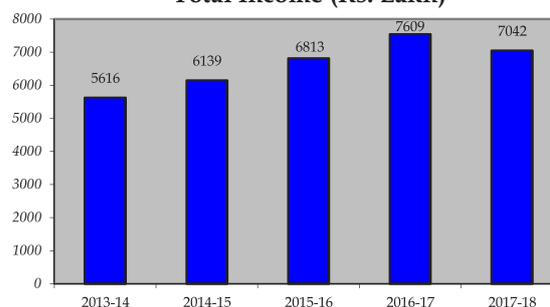
FINANCIAL HIGHLIGHTS - 5 YEARS AT A GLANCE

Particulars	FINANCIAL YEAR				
	2013-2014	2014-2015	2015-2016	2016-2017	2017-2018
Authorised Capital	10,00,00,000	10,00,00,000	10,00,00,000	10,00,00,000	10,00,00,000
Paid up Capital	6,03,27,600	6,03,27,600	6,03,27,600	6,03,27,600	6,03,27,600
Reserves & Surplus	90,30,01,590	1,06,98,33,276	1,25,82,17,771	1,45,54,92,415	1,67,45,52,763
Fixed Assets Net Block	2,01,64,600	1,62,63,702	1,35,52,624	1,32,34,670	1,18,10,641
Income	56,15,90,014	61,39,00,422	68,13,38,106	76,09,64,798	70,42,44,693
Profit after Tax	31,92,37,450	34,12,22,132	38,10,39,200	41,96,45,487	36,44,84,761
Dividend in Rs.	13,57,37,100	14,47,86,240	15,98,68,140	18,09,82,800	15,08,19,000
Dividend (%)	225	240	265	300	250

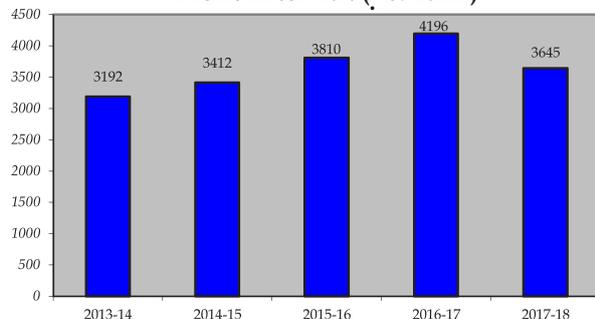
New Assignments accepted



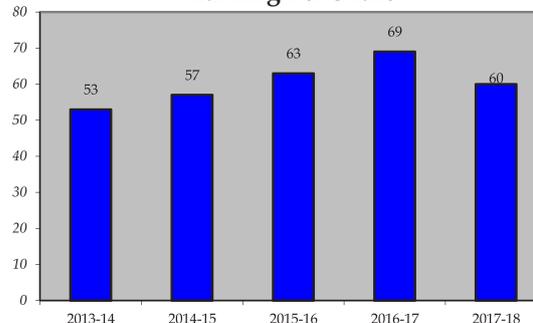
Total Income (Rs. Lakh)



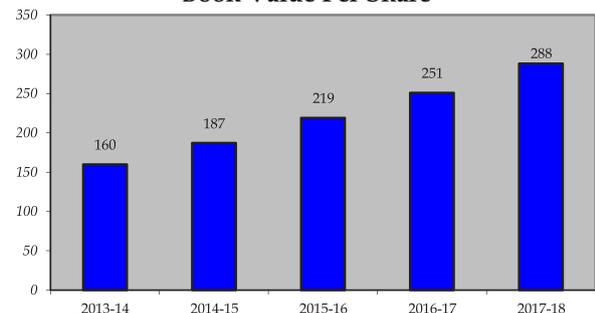
Profit After Tax (Rs. Lakh)



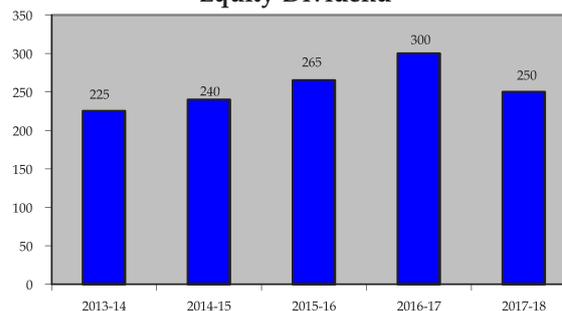
Earning Per Share



Book Value Per Share



Equity Dividend



DIRECTORS' REPORT

Your Directors are pleased to present the Eighteenth Annual Report on the business and operations of IDBI Trusteeship Services Limited together with the Audited Accounts for the year ended March 31, 2018.

MAJOR FINANCIAL HIGHLIGHTS

The financial performance for the year under review is summarized as follows:-

(Rs. Lakh)

Particulars	F. Y. 2017-18	F. Y. 2016-17
Income from Operations	6,357.77	6,621.25
Other Income	684.67	988.39
Total income	7,042.44	7,609.64
Expenditure	1,414.44	1,163.97
Prior Period Income/(Expenditure)	(30.51)	7.69
Profit/ (Loss) before Depreciation & Tax	5,597.49	6,453.36
Depreciation	25.39	27.65
Tax Expenses	1,927.25	2,229.26
Profit/ (Loss) after Depreciation & Tax	3,644.85	4,196.45
Dividend	1,508.19	1,809.82
Net Worth	17,348.80	15,158.20
Return on Average Net Worth (%)	22.42	29.61
Earnings Per Share (Rs)	60.41	69.56
Dividend (%)	250	300
Book Value Per Share (Rs)	287.58	251.26

Year in retrospect

The financial year 2017-18 was a defining year for the Indian economy. India's economic reforms continued in the year with the roll out of significant initiatives such as Goods and Services Tax (GST) regime, momentum in resolution of stressed assets through Insolvency and Bankruptcy code 2016 and continued Bank recapitalization.

The Financial Year 2017-18 presented a challenging environment for the Banking Sector. Primary among those was the unfolding scenario of stressed assets which contributed to deteriorate across various sectors made a severe dent on the capital position and profitability of the banks. In addition to this the recently discovered frauds across various banks presented a new set of challenges to the Indian banks.

Impact of the above has been felt across industries.

Outlook for the Current year

India's macroeconomic fundamentals are strong with stable prices, a robust external sector, and fiscal situation firmly in control. Despite rising oil prices, inflation is within the mandated range. India has achieved a rating upgrade after a long wait.

India's GDP growth is poised to jump to 7.4 percent in 2018 from 6.2 percent in 2017 on the back of strong macroeconomic fundamentals. India has emerged as a bright spot in the global economy that is driving global growth as well.

The outlook for your company in 2018-19 is therefore cautiously optimistic.

Dividend

Your Directors have declared 200% interim dividend in March 2018 on the equity Capital of the Company, which has been paid to the registered shareholders of equity shares.

DIRECTORS' REPORT

Your Directors have recommended payment of final dividend of 50% on equity capital for the year ended 31st March, 2018, which if approved by the members at the forthcoming annual general meeting, will be paid out of the current year's profit to the equity shareholders of the Company.

Transfer to Reserves

An amount of Rs. 3,64,48,476/- has been credited to General Reserves.

Share Capital

At the beginning of the year, the Authorized Share Capital was Rs. 10,00,00,000/-, Issued, Subscribed and Paid-up Equity Share capital of the Company was Rs. 6,03,27,600/- divided into 60,32,760 Equity Shares of Rs. 10/-. During the year under review the Company there is no alteration to the equity share capital.

Debentures

During the year under review the Company has not issued and allotted debentures.

Fixed Deposits

During the year under review, the Company has not invited or accepted any fixed deposits either from the public or from the shareholders of the Company.

Extract of Annual Return

The Extract of Annual Return as provided under Section 92(3) of the Companies Act, 2013 and as prescribed in Form No. MGT-9 of the rules prescribed under Chapter VII relating to Management and Administration under the Companies Act, 2013 is annexed.

Composition of Board

As on March 31, 2018, the total strength of the Board consists of 5 Directors of which one is Non- Executive Chairman and three are Non-Executive Directors and one Managing Director & CEO.

Directors and Key Managerial Personnel

Mr. Pankaj Gupta retired on September 14, 2017.

The Company places on record its appreciation for the valuable contribution made by Mr. Pankaj Gupta during his tenure as the Director of the Company.

Mr. Swapan Kumar Bagchi, CGM, IDBI Bank, was appointed as Managing Director of the Company with effect from January 18, 2018.

Mr. B. Balachandra who was MD & CEO, resigned with effect from January 01, 2018

The Company places on record its appreciation for the valuable contribution made by Mr. B. Balachandra during his tenure as MD & CEO of the Company.

Ms. Mythili Balasubramanian, Director, representing IDBI Bank resigned with effect from January 17, 2018

The Company places on record its appreciation for the valuable contribution made by Ms. Mythili Balasubramanian during her tenure as the Director of the Company

Ms.. Sashikala Muralidharan, GM & WTD, GIC of India was appointed as an Additional Director with effect from March 13, 2018 of the Company

Mr. Saurabh Chandra, IAS (Retd) was appointed as an Additional Director with effect from May 21, 2018

Mr. Ravishankar G. Shinde Director and Ms. Madhuri J. Kulkarni, Director, retire by rotation at the ensuing Annual General Meeting and being eligible have offered themselves for re-appointment.

The Company do not have any Key Managerial Personnel in terms of the provisions of Section 203 of the Companies Act, 2013.

Number of meetings of the Board

During the financial year under review, the Board of Directors met six times on April 25, 2017, August 18, 2017, November 9, 2017, December 13, 2017, January 18, 2018 and March 13, 2018

Committees of the Board

The Company has several Committees which have been established as a part of the best corporate governance practices.

DIRECTORS' REPORT

The Company has following Committees of the Board:

1. Audit Committee
2. HR and Remuneration Committee
3. Investment Committee
4. Corporate Social Responsibility Committee

Particulars of Remuneration

The Company does not pay any remuneration to its Directors except sitting fees of Rs. 15000/- to each of the non-executive Directors of the Company for attending each meetings of the Board of Directors and Rs. 15000/- for attending each meetings of the Audit Committee, HR & Remuneration Committee and CSR Committee of the Board of Directors.

Particulars of Loans, Guarantees or Investments under Section 186

During the period under review, the Company has neither granted any loan to any person or body corporate nor has provided any guarantee or security in connection with a loan to any person or body corporate. Further, the Company has not made any investments/acquisition in terms of Section 186 of the Companies Act, 2013 during the financial year 2017-18.

Particulars of Contracts or Arrangements with Related Parties Referred to in Section 188(1)

No contracts or arrangements with related parties referred to in Section 188(1), has been entered into in terms of Section 188(1) of the Companies Act, 2013

Internal Financial Control Systems and their Adequacy

IDBI Trusteeship Services Limited (ITSL) has implemented adequate procedures and Internal Controls which provide reasonable assurance regarding reliability of financial reporting and preparation of financial statements. ITSL also ensures that Internal Controls are operating effectively.

Directors' Responsibility Statement

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, it is hereby confirmed that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period.
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) the directors had prepared the annual accounts on a going concern basis.
- (e) the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Particulars of Employees

None of the employees of ITSL was in receipt of remuneration of Rs.1.02 crore per annum or more than Rs.8.50 Lac per month during the previous year and hence no employee was covered under the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

Auditors

The Comptroller and Auditor General of India (C&AG), appointed M/s. Uttam Abuwala and & Co., Chartered Accountants as Statutory Auditors of the Company for the period 1st April 2017 till 31st March 2018.

The observations made by the Auditors are self-explanatory.

DIRECTORS' REPORT

Comments of CAG

Comments of the Comptroller and Auditor General of India under Section 394(1) of the Companies Act, 2013 (619(4) of the Companies Act, 1956) on the Accounts of IDBI Trusteeship Services Limited for the year ended 31 March 2018 is attached to this report which is free of any qualification.

Particulars Regarding Conservation of Energy Technology Absorption and Foreign Exchange Earning and Outgo

- a) The provisions of Section 134(3)(m) of the Companies Act, 2013 relating to conservation of energy and technology absorption are not applicable to the Company.
- b) During the year under review, the Company has earned an amount of Rs. 24,60,862/- (Rupees Twenty Four Lac Sixty Thousand Eight hundred Sixty Two only) [(Previous Year Rs. 13,17,231/- (Rupees Thirteen Lac Seventeen Thousand Two Hundred Thirty One only) as Foreign Exchange and has incurred an expenditure in foreign exchange of NIL (Previous Year: Nil)

Corporate Social Responsibility (CSR)

The Corporate Social Responsibility Committee (CSR) has formulated and recommended to the Board, a Corporate Social Responsibility (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board. The Company attaches utmost importance to corporate governance and regulatory compliance. Pursuant to Section 135 of the Companies Act 2013 and in line with CSR policy and in accordance of Schedule VII of the Companies Act, 2013.

Composition of CSR Committee

ITSL has constituted Corporate Social Responsibility Committee to monitor CSR activities.

Members of the committee are:

1. Mr. Ms. Madhuri J. Kulkarni (Chairperson of the Committee)
2. Ms. Sashikala Muralidharan (Director)
3. Mr. Swapan Kumar Bagchi (Managing Director & CEO)

Average net profit before tax of the Company for last three financial years: Rs. 58,36,74,541/-

Prescribed CSR Expenditure (two percent of the amount as above) Rs. 1,16,73,491/-

The Company spent an amount of Rs. 17,00,000/- (Rupees Seventeen Lac only) towards CSR spending for FY 2017-18.

The Committee could not identify a proper project and therefore did not spend the Balance amount for the year 2017-18.

Corporate Social Responsibility (CSR) Committee and statutory disclosures with respect to the CSR Committee and an Annual Report on CSR Activities forms part of this Report as Annexure.

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under the policy.

No of complaints received: Nil

Acknowledgement

The Board would like to take this opportunity to express its gratitude and sincere thanks for the all-round support received from the Shareholders, Business Associates, Bankers, Auditors and Consultants of the Company and the guidance received from Securities & Exchange Board of India. Your Directors express their deep sense of appreciation for the committed services rendered by the employees of the Company.

On behalf of the Board of Directors

10th August, 2018

Mumbai

Chairman

ANNEXURE TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2018

ANNEXURE

Details of CSR spent during the financial year.

Total amount to be spent for the financial year: Rs. 1,16,73,491/-

The company has spent Rs. 17,00,000/- during the year FY 2017-18

The manner in which, amount spent during the financial year is detailed below:

S. No.	CSR Project or activity identified	Sector in which the project is covered	Projects or programs Local area other or Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or program wise	Amount spent on the projects or programs Subheads: Direct expenditure on projects or programs Overheads	Cumulative Expenditure up to the Reporting Period	Amount spent: Direct or through implementing agency
1.	Mitra Jyoti Inspire and enable visually Impaired	Promoting Healthcare livelihood enhancement projects	Pan India (Care and Protection assist visually impaired adults lead independent & dignified lives through education, training, counselling, communication and technology, so as to be integrated into their families.	Rs. 15,00,000/-	Rs. 15,00,000/-	Rs. 15,00,000/-	Direct
2.	Dhai Akshar Educational Trust	Promoting Education	Andheri Mumbai Maharashtra	Rs. 2,00,000/-	Rs. 2,00,000/-	Rs. 2,00,000/-	Direct

Reasons for not spending the two percent of the average net profit of the last three financial year or any part thereof.

The intent is to ensure positive impact of CSR projects and allocate the limited resources in a calibrated manner. The Committee could not identify a proper project and therefore did not spend the Balance amount for the year 2017-18.

The CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Mr. Swapan Kumar Bagchi
Managing Director & CEO

Ms. Madhuri J. Kulkarni
Chairperson – CSR Committee

ANNEXURE TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2018

ANNEXURE TO THE DIRECTORS' REPORT

Form No. MGT-9

Extract of Annual Return as on the financial year ended on March 31, 2018

[Pursuant to section 92(3) and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i.	CIN	U65991MH2001GOI131154
ii.	Registration Date	March 8, 2001
iii.	Name of the Company	IDBI Trusteeship Services Limited
iv.	Category / Sub-Category of the Company	Public Limited Company
v.	Address of the Registered office and contact details	Asian Building, Ground Floor, 17 R. Kamani Marg, Ballard Estate, Mumbai – 400 001. Tel.: 91-22-40807000 Fax: 91-22-66311776
vi.	Whether listed company (Yes/No)	No
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	N. A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company, on standalone basis, are as under:

Sl. No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the Company
1.	Debenture & Bond Trusteeship Services	99715410	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: N.A.

Sl. No.	Name of the Company	CIN	Holding/Subsidiary/Associate	% of Shares
1.	IDBI Bank	L65190MH2004GOI148838	Holding	55%

ANNEXURE TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2018

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters & Promoter Group									
(1) Indian Individual/HUF	-	32760	32760	0.54	-	32760	32760	0.54	NIL
Central Govt.	-	-	-	-	-	-	-	-	-
State Govt.(s)	-	-	-	-	-	-	-	-	-
Bodies Corp.	-	-	-	-	-	-	-	-	-
Banks / FI	-	6000000	6000000	99.46	-	6000000	6000000	99.46	NIL
Any Other (Partnership Firm through its partner)	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	-	6032760	6032760	100.00	-	6032760	6032760	100.00	NIL
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
State Govt.(s)	-	-	-	-	-	-	-	-	-
Bodies Corp.	-	-	-	-	-	-	-	-	-
Banks / FI	-	-	-	-	-	-	-	-	-
Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	-	-	-	-	-	-	-	-	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others - Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	-	-	-	-	-	-	-	-	-

ANNEXURE TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2018

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
2. Non-Institutions									
a) Bodies Corporate									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	-	-	-	-	-	-	-	-	-
c) Others	-	-	-	-	-	-	-	-	-
Sub-total (B)(2)	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B) = (B)(1)+(B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
GRAND TOTAL (A+B+C)		6032760	6032760	100	-	6032760	6032760	100	-

ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change during total shares
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	
1.	IDBI Bank Limited	3300000	55	-	3300000	55	-	-
2.	Life Insurance Corporation of India	1800000	30	-	1800000	30	-	-
3.	General Insurance Corporation of India	900000	15	-	900000	15	-	-

iii) Change in Promoters' Shareholding (please specify, if there is no change): NIL

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
	No. of Shares	% of total Shares of the Company (31/03/2017)	No. of Shares	% of total Shares of the Company (31/03/2018)
-	-	-	-	-

v) Shareholding of Directors and Key Managerial Personnel: None of the Directors of the Company hold any shares in the Company. The Company does not have any Key Managerial Personnel.

ANNEXURE TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2018

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment

Particulars	Secured Loans excluding deposits (Rs.)	Unsecured Loans (Rs.)	Deposits (Rs.)	Total Indebtedness (Rs.)
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
Addition	-	-	-	-
Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS & KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Rs.)

Sl. No.	Particulars of Remuneration	Name of MD & CEO		Total Amount
		Mr. B. Balachandra	Mr. S. K. Bagchi	
1.	Salary & Allowances	22,83,842	8,67,785	31,51,627
2.	Other perquisites	5,70,473	2,70,053	8,40,526
3.	Ex-gratia	21,00,000	-	21,00,000
4.	Reimbursement of Expenses	2,29,110	6,871	2,35,981
5.	Gratuity	94,479	-	94,479
	Total	52,77,904	11,44,709	64,22,613
	Outstanding	-	3,12,769	3,12,769

B. Remuneration to Independent Directors: N.A.

ANNEXURE TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2018

C. Remuneration to Non Executive Directors:

(Rs.)

Particulars of Remuneration	Name of Director			Total Amount
	Mr. Pankaj Gupta	Mr. R. G. Shinde	Ms. Madhuri J. Kulkarni	
Fee for attending board/committee meetings	75,000	1,05,000	30,000	2,10,000
Commission	-	-	-	
Others, please specify	-	-	-	
Total	75,000	1,05,000	30,000	2,10,000

Note: 1% of the Net Profits equivalent to Rs. N.A. with respect to the ceiling for the Company applicable for the financial year covered by this Report.

D. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD: Not Applicable

VII. Penalties / Punishment/ Compounding Of Offences: Not Applicable

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty	None	None	None	None	None
Punishment	None	None	None	None	None
Compounding	None	None	None	None	None
B. DIRECTORS					
Penalty	None	None	None	None	None
Punishment	None	None	None	None	None
Compounding	None	None	None	None	None
C. OTHER OFFICERS IN DEFAULT					
Penalty	None	None	None	None	None
Punishment	None	None	None	None	None
Compounding	None	None	None	None	None

INDEPENDENT AUDITOR'S REPORT

To the Members of

IDBI Trusteeship Services Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **IDBI Trusteeship Services Limited** ("the Company"), which comprise the Balance Sheet for the year ended March 31, 2018, and the Statement of Profit and Loss and Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

Opinion

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit 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, 2018;
- 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.

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 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the 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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.

INDEPENDENT AUDITOR'S REPORT

2. As required by section 143 (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, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards notified under the Companies Act, 1956 read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013.;
- e) On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of sub-section (2) of section 164 of the Companies Act, 2013, and
- f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Annexure.

Report on Directions under section 143(5) of Companies Act 2013

1) Whether the Company has clear title / lease deeds or freehold and leasehold land respectively? If not, please state the area of freehold and leasehold land for which title/lease deeds are not available.	Yes the title deeds of immovable properties are held in the name of company.
2) Please report whether there are any cases of waiver/ write off of debts/loans/interest etc., if yes, the reasons there for and the amount involved.	During the year, management has written off outstanding debt, as per NPA policy of the company. We have not observed cases of waiver of loan and interest.
3) Whether proper records are maintained for inventories lying with third parties & assets received as gift/grant(s) from Govt. or other authorities	Not applicable

Report on Sub Directions under section 143(5) of Companies Act 2013

Whether there are any cases of waiver of fees/reversal of accounted fees which was due but not received/ written off. If yes, the reason therefore and amount involved- case wise	Yes, there are 246 cases where total amount Rs. 2,56,02,262/- was not recoverable and hence written off treating the same as bad debts as per Revenue Recognition Policy of the Company.
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Forming an Opinion and Reporting on Financial Statements.

For **Uttam Abuwala & Co.** (Chartered Accountants)

Firm Registration No. - 111184W

CA. Prerak Agarwal (Partner)

Membership No.: 158844

Place : Mumbai

Date : 27th April, 2018

ANNEXURE TO THE AUDITOR'S REPORT

The Annexure referred to in our report to the members of IDBI Trusteeship Services Limited the Company') for the year Ended on 31.03.2018. We report that:

1. a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b. As informed to us, The Company has a policy of conducting physical verification of fixed assets once in three years, which in our opinion is reasonable and commensurate with the size of The Company and the nature of its business. No material discrepancies were noticed on such verification as informed
- c. Title deeds of immovable properties are held in the name of the Company.
2. The Company is providing trusteeship services and accordingly it does not hold any physical inventories, Thus clause 3 (ii) of the Companies (Auditor's Report) order 2016 ("The Order") is not applicable.
3. As per the information and explanations given to us, The Company has not granted any loans; secured or unsecured to companies, firms and other parties covered in the Register maintained under section 189 of the Companies act, 2013 during the year. Hence, there is no need of reporting under sub-clause a to c of clause (iii) of paragraph 3 of the aforesaid order.
4. Since the company has not given any loans or made investments or given guarantee or security, provisions of Section 185 and 186 of the Companies Act, 2013 are not applicable.
5. In our opinion and according to the explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act and the rules framed there under.
6. The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of Section 148 of the Companies act, 2013.
7. a. According to the records of the Company, it is generally regular in depositing with appropriate Authorities undisputed statutory dues including provident fund, income tax, service tax and other Statutory dues applicable to it. The provisions of Custom Duty, Employees' State insurance, Excise Duty and Cess are not applicable to the Company in the current year.
- b. According to the information and explanations given to us and the records of the Company examined by us, there are no dues of Sales Tax, Income Tax, Customs Duty, Excise Duty and Cess, which have not been deposited on account of any dispute, except the following disputed dues on account of Income Tax.

Nature of dues	Amount Unpaid	Forum where dispute remains
Income Tax Act, 1961	Rs. 6,53,322	Commissioner (Appeals), Satara

8. Based on our examination and on the information and explanations given by the management, the Company has not taken any loan hence there cannot be any default.
9. The company has not raised any money by way of Initial Public Offer or Further Public Offer (including debt instruments) and Term Loans.
10. Based upon the audit procedures performed and as per information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year.
11. Managerial remuneration have been paid as per the provisions of Companies Act, 2013 and no approval was required u/s 197 of the Act.

ANNEXURE TO THE AUDITOR'S REPORT

12. The company is not a Nidhi Company.
13. All transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013 and have been disclosed in the Financial Statements as required by the applicable Accounting Standards.
14. The company has not made any preferential allotment or private placement of shares of fully or partly convertible debentures during the year.
15. The company has not entered into any non- cash transactions with directors or persons connected with him.
16. The company is not required to be registered under section 45-IA of The Reserve Bank of India Act, 1934.

For **Uttam Abuwala & Co.** (Chartered Accountants)

Firm Registration No. - 111184W

Prerak Agarwal (Partner)

Membership No.: 158844

Place: Mumbai

Date: 27th April 2018

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF IDBI TRUSTEESHIP SERVICES LIMITED.

[REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013]

We have audited the internal financial controls over financial reporting of IDBI Trusteeship Services Limited (“the Company”) as of 31st March, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls:

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by The Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility:

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standard and Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF IDBI TRUSTEESHIP SERVICES LIMITED.

Opinion

In our opinion , the Company has, in all material respects, an adequate internal financial controls System over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Uttam Abuwala & Co.** (Chartered Accountants)

Firm Registration No. - 111184W

CA. Prerak Agarwal (Partner)

Membership No.: 158844

Place : Mumbai

Date : 27th April, 2018

COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143(6) (b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL STATEMENTS OF IDBI TRUSTEESHIP SERVICES LIMITED FOR THE YEAR ENDED 31 MARCH 2018

The preparation of financial statements of IDBI Trusteeship Services Limited for the year ended 31 March 2018 in accordance with the financial reporting framework prescribed under the companies Act, 2013 (Act) is the responsibility of the management of the Company. The statutory auditor appointed by the Comptroller and Auditor General of the India under section 139 (5) of the Act is responsible for expressing opinion on the financial statements under section 143 of the Act based on independent audit in accordance with the standards on the auditing prescribed under section 143 (10) of the Act. This is stated to have been done by them vide their Audit Report dated 23 April 2018.

The assets under management through various schemes managed by IDBI Trusteeship Services Limited are not reflected in its Balance Sheet, since these assets do not form part of the IDBI trusteeship Services Limited. Therefore, I do not look into operation of these schemes including decision making regarding acquisition, management and disposal of the assets managed by the IDBI Trusteeship Services Limited and express no opinion on the soundness of the investments.

I, on the behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit under section 143(6) (a) of the Act of the financial statements of IDBI Trusteeship Services Limited for the year ended 31 March 2018. This supplementary audit has been carried out independently without access to the working papers of the statutory auditors and is limited primarily to inquiries of the statutory auditors and company personnel and a selective examination of some of the accounting records. On the basis of my audit nothing significant has come to my knowledge which would give rise to any comment upon or supplement to Statutory Auditors' report.

For and on behalf of

Comptroller and Auditor General of India

Roop Rashi

Principal Director of Commercial Audit &
Ex-officio Member, Audit Board-I, Mumbai

Place : Mumbai

Date : 5th July 2018

BALANCE SHEET AS AT 31 MARCH, 2018

(Amount in Rs.)

	NOTE NO.	AS AT MARCH 31, 2018	AS AT MARCH 31, 2017
I. EQUITY AND LIABILITIES			
1. Shareholders' Funds			
(a) Share Capital	B-1	6,03,27,600	6,03,27,600
(b) Reserves and Surplus	B-2	1,67,45,52,763	1,45,54,92,415
Total (1)		1,73,48,80,363	1,51,58,20,015
2. Non-current liabilities			
(a) Other Long Term Liability	B-4	1,29,42,440	1,40,25,977
(b) Long Term Provisions	B-5	46,77,439	2,68,0341
Total (2)		1,76,19,879	1,67,06,318
3. Current liabilities			
a) Other Current Liabilites	B-6	2,13,63,676	64,01,017
b) Short term Provisions	B-7	1,14,59,095	22,50,20,769
Total (3)		3,28,22,771	23,14,21,786
TOTAL (1+2+3)		1,78,53,23,013	1,76,39,48,119
II. ASSETS			
1. Non-current assets			
(a) Fixed assets	B-8		
(i) Tangible Assets		1,10,37,347	1,22,69,507
(ii) Intangible Assets		7,73,294	6,27,663
(iii) Intangible Assets under Development		-	3,37,500
(b) Non Current Investment	B-9	1,38,30,91,583	45,54,05,138
(c) Long-term Loans and Advances	B-10	5,59,15,715	5,04,36,864
(d) Deferred Tax Assets	B-3	30,14,196	6,27,565
Total (1)		1,45,38,32,135	51,97,04,237
2. Current Assets			
(a) Trade Receivables	B-11	19,72,15,683	22,15,67,370
(b) Cash and Bank Balances	B-12	11,87,02,464	98,18,15,550
(c) Short Term Loans and Advances	B-13	97,91,623	72,75,003
(d) Other Current Assets	B-14	57,81,108	3,35,85,959
Total (2)		33,14,90,878	1,24,42,43,882
TOTAL (1+2)		1,78,53,23,013	1,76,39,48,119

Note: The Accompanying Notes are part of financial Statements

For and on behalf of

Uttam Abuwala & Co. (Chartered Accountants)

Firm Registration No. - 111184W

CA. Prerak Agarwal (Partner)

Membership No.: 158844

Place : Mumbai

Date : 27th April 2018

G. M. Yadwadkar

Chairman

DIN 01432796

Swapan Kumar Bagchi

Managing Director & CEO

DIN 07743570

K. R. Vishwanath

Company Secretary

M No. ACS14521

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31 MARCH, 2018

(Amount in Rs.)

	NOTE NO.	For the Year ended at 31 March 2018	For the Year ended at 31 March 2017
I. Revenue from Operations	B-15	63,57,77,066	66,21,25,081
II. Other Income	B-16	6,84,67,627	9,88,39,717
III. Total Revenue (I + II)		70,42,44,693	76,09,64,798
IV. Expenses:			
Employee Benefit Expense	B-17	7,21,07,028	6,51,79,734
Depreciation and Amortization Expense	B-18	25,39,456	27,65,914
Other Expenses	B-19	3,73,67,417	3,36,71,274
Corporate Social Responsibility Expenditure	B-20	17,00,000	27,43,913
Bad Debt Written Off		2,56,02,262	1,48,01,629
Provision for Bad & Doubtful Debts		46,67,388	-
Total Expenses		14,39,83,551	11,91,62,464
Prior Period Adjustment (NET)	B-21	(30,51,012)	7,69,425
V. Profit before exceptional and extraordinary items and tax (III-IV)		55,72,10,130	64,25,71,759
VI. Exceptional Items		-	-
VII Profit before extraordinary items and tax (V-VI)		55,72,10,130	64,25,71,759
VIII. Extraordinary Items		-	-
IX Profit before tax (VII-VIII)		55,72,10,130	64,25,71,759
X Tax expense:			
Current tax		(19,51,12,000)	(22,31,44,000)
Deferred tax Asset / (Deferred tax Liability)		23,86,631	2,17,728
XI Profit/(Loss) from the period from continuing operations (IX-X)		36,44,84,761	41,96,45,487
XII Profit/(Loss) from discontinuing operations		-	-
XIII Tax expense of discounting operations		-	-
XIV Profit/(Loss) from Discontinuing Operations (XII - XIII)		-	-
XV Profit/(Loss) for the period (XI+XIV)		36,44,84,761	41,96,45,487
XVI Earnings per equity share: (Equity share of Rs.10/- each)			
Basic & Diluted		60.42	69.56

For and on behalf of

G. M. Yadwadkar

Chairman

DIN 01432796

Uttam Abuwala & Co. (Chartered Accountants)

Swapan Kumar Bagchi

Managing Director & CEO

DIN 07743570

Firm Registration No. - 111184W

K. R. Vishwanath

Company Secretary

M No. ACS14521

CA. Prerak Agarwal (Partner)

Membership No.: 158844

Place: Mumbai

Date: 27th April 2018

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2018

(Amount in Rs.)

	For The Year Ended 31 March, 2018	For The Year Ended 31 March, 2017
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net operating profit before Tax and extraordinary items	55,72,10,130	64,25,71,759
Adjustments for: Non cash Income/ Expenses		
Depreciation	25,39,456	27,65,914
Provision for Gratuity & Leave Encashment	-	-
Provision for Expenses	36,61,557	17,23,689
Profit / Loss on sale of Fixed assets	10,091	61,394
Excess Provision for Written Back	(4,01,276)	15,260
Sundry debit Balance written off	-	-
Service Charges provision on doubtful cases, Bad Debts & Others	46,67,388	-
Interest income	(5,76,73,901)	(9,59,88,979)
Dividend Income	-	(5,58,327)
Short Term Profit on Sale of Mutual Fund units	(85,39,198)	(11,28,523)
Bad Debts Written Off	2,56,02,262	1,48,01,629
Rent Received	(14,25,390)	(13,70,484)
Operating Profit before working capital changes	52,56,51,119	56,28,93,333
(Increase) / Decrease in Short Term Trade Receivables	2,43,51,687	(6,50,62,352)
(Increase) / Decrease in Short term Loans and advances	(25,16,620)	(51,60,059)
(Increase) / Decrease in Long term Loans and advances	(54,78,851)	(45,35,645)
(Increase) / Decrease in Other Current assets	2,89,23,926	4,00,18,545
Increase / (Decrease) in Short term Trade Payables/ Provisions	46,67,388	-
Increase / (Decrease) in Long term Trade Payables/ Provisions	19,97,098	3,96,258
Increase / (Decrease) in Other Short term Liabilities	1,49,62,659	(22,23,972)
Increase / (Decrease) in Other Long term Liabilities	(10,83,537)	2845008
Cash generated from Operations before tax and exceptional items	59,14,74,869	52,91,71,115
Net Direct Taxes paid	18,89,44,214	21,63,79,927
Extra Ordinary Item : Foreign Exchange Gain	(12,224)	(17,231)
Income Tax Adjustment	-	(45,44,325)
Net Cash from Operating Activities (A)	40,25,18,432	30,82,29,633
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets including Capital work in progress, intangible assets and Capital advances	(17,31,592)	(24,34,178)
Sale of Fixed Assets	37,894	41,255
Adjustment in Depreciation	-	(1,62,098)
Net Purchase of Mutual Fund Units	(9,00,37,345)	(37,73,04,138)
Income from foreign exchange gain	12,224	17,231
Purchase of Shares	(91,57,50,000)	-
Dividend Income	-	5,58,327
Short Term Profit on Sale of Mutual Fund units	85,39,198	11,28,523
Interest Received	5,18,92,793	5,89,85,041
Rent Received	14,25,390	13,70,484
Net cash from Investing activities (B)	(94,56,11,438)	(31,77,99,554)
Net cash from Operating and Investing Activities (A) + (B)	(54,30,93,006)	(95,69,921)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2018

(Amount in Rs.)

	For The Year Ended 31 March, 2018	For The Year Ended 31 March, 2017
C. CASH FLOW FROM FINANCING ACTIVITIES		
Dividend Paid	(39,80,69,196)	(19,24,13,424)
Cash Flow from Financing Activities	(39,80,69,196)	(19,24,13,424)
Net Cash from Operating, Investing & Financing Activities	(94,11,62,202)	(20,19,83,345)
Net increase in Cash & Cash equivalent	(94,11,62,202)	(20,19,83,345)
Opening balance of Cash & Cash equivalent	1,05,98,64,666	1,26,18,48,011
Closing balance of Cash & Cash equivalent	11,87,02,464	1,05,98,64,666

For and on behalf of

Uttam Abuwala & Co. (Chartered Accountants)
Firm Registration No. - 111184W

CA. Prerak Agarwal (Partner)
Membership No.: 158844

Place : Mumbai

Date : 27th April 2018

G. M. Yadwadkar

Chairman

DIN 01432796

Swapan Kumar Bagchi

Managing Director & CEO

DIN 07743570

K. R. Vishwanath

Company Secretary

M No. ACS14521

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2018

Corporate Information

From 1st October 2011 ITSL has become a subsidiary of IDBI Bank Limited when it purchased equity shares held by IFCI. The equity holding of IDBI Bank is now 54.70%. The principal activities of the Company are providing Trusteeship Services viz. Debenture / Bond Trusteeship, Security Trusteeship, Safe Keeping, Securitisation, Management of Special Purpose Vehicles (SPVs), Managing Trusts.

A] SIGNIFICANT ACCOUNTING POLICIES**1. Basis of Preparation of Financial Statements:**

The financial statements have been prepared under the historical cost convention on accrual basis in accordance with Generally Accepted Accounting Principles (GAAP) in India. The financial statement comply in all material respects with the AS notified under Companies Act, 1956, read with the General Circular 15/2003 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. The accounting policies have been consistently applied by the company and are consistent with those used in the previous year.

2. Use of Estimates:

The preparation of financial statement require estimate and assumptions that affect the reported amount of Asset and Liabilities and disclosure of contingent liabilities on the date of the financial statement and the reported amount of revenues and expenses during the reporting period. Differences between the actual results and estimates are recognized in the period in which the results are known / materialized.

3. Fixed Assets:

Fixed assets are stated at original cost of acquisition plus installation charges incurred in connection with the acquisition. Cost comprises of purchase price and attributable cost of bringing the assets to its working condition for its intended use.

The depreciation is charged on Written down Value basis as prescribed in schedule II of the Companies Act 2013. The depreciation on the addition of the asset is provided from the date of such addition and for disposals up to the date of such disposals.

Individual low cost assets (acquired for less than Rs. 5,000/-) are depreciated in the year of acquisition

4. Intangible Assets:

In accordance with Accounting Standards AS-26, Intangible Assets are stated at cost of acquisition less accumulated amortization. Amortization of intangible assets is provided on Written Down Value method on the basis of estimated useful life of the asset.

5. Investments:

All investments which are held, since a long period, same are classified as Non Current Investments. Long term investments are stated at cost. Decline in value of long term investment is recognised, if considered other than temporary.

6. Impairment of Asset

The carrying amounts of the assets are reviewed at each Balance Sheet date for impairment based on internal / external factors. An asset is treated as impaired when the carrying cost of the asset exceed its recoverable value. An impairment loss, if any, is charged to Profit and Loss Account in the year in which an asset is identified as impaired. Reversal of impairment loss recognised in prior years is recorded when there is an indication that the impairment losses recognised for the assets no longer exists or has decreased.

8. Revenue Recognition:

a. The company derives its revenue from Acceptance Fees, Service Charges, Documentation Charges, Locker Rentals and Income from investments in Bank Fixed Deposit and Mutual Funds, which are accounted for on accrual basis.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

Assignments are to be classified as irregular assignments if any outstanding dues are not recovered till the end of next two financial years. Income in respect of such irregular assignments is accounted for in the year of receipt. Any previous year/s amounts outstanding against such irregular assignments are written off as bad debt in year of such determination.

Other Debts are considered as bad and written off when ultimate realisation is uncertain.

- b. Interest income on investment recognized on a time proportion basis taking into account amount outstanding and the applicable interest rate. It is included in other income.

8. Leases

Lease Payment under an operating lease is recognised as expenses in the statement of profit and loss account as per terms of lease agreement.

9. Prior period adjustments:

Earlier year items, adjustment / claims, arisen/ settled/ noted during the year, if material in nature, are debited/ credited to prior period expenses/ income or respective heads of account, if not material in nature.

10. Employees Benefits

Liability for employee benefits, both short and long term, for present and past services which are due as per the terms of employment are recorded in accordance with Accounting Standard - 15 (Revised 2005) "Employee Benefits" issued by the "Institute of Chartered Accountants of India (ICAI)".

Defined Contribution Schemes

a) Provident Fund

The Company is registered under the provisions of Employee's Provident Funds and Miscellaneous Provisions Act, 1952 and schemes framed there under. Accordingly, the Company is contributing, in equal share of minimum contribution as those of employees, to the funds/ schemes established under the Act to Government Authorities. The eligible employees receive benefits from Government Authorities. The contribution due for the year is charged to profit and loss account.

b) Gratuity

The Company provides for gratuity, known as "The Trustees IDBI Trusteeship Services Ltd Employee's Group Gratuity Scheme" based on actuarial valuation as on reporting date 31st March, 2017. The Company is required to pay annual premium contributions. The premium so paid / payable for the year is recognised in profit and loss account

c) Leave Encashment

Annual Leave encashment is accounted on Actuarial valuation as per Accounting Standard - 15 (Revised 2005) "Employee Benefits" issued by the ICAI.

11. Foreign Exchange Transactions

Transactions in foreign currencies are recorded in the books by applying the exchange rates prevailing on the date of the transaction. All monetary items denominated in foreign currency assets and liabilities are restated at the exchange rate prevailing at the year end. Any income or expense on account of the exchange difference either on settlement or on transaction is recognized in the profit & loss account.

12. Taxes on Income:

- a. Current year's tax is determined based on current tax laws and the amount of tax payable in respect of taxable income of the current year is provided in profit & loss account.
- b. Deferred tax is recognised on account of timing difference; being the difference between taxable incomes and accounting income that originate in one period and is capable of reversal in one or more subsequent periods. Deferred tax assets is recognized and carried forward only to the extent that there is a virtual certainty that the asset will be realized in future. In cases where there is no virtual certainty supported by convincing evidence, the Deferred tax asset is not accrued in books of accounts.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018**13. Cash Flow Statements**

Cash Flow Statements are prepared in accordance with “Indirect Method” as explained in the Accounting Standard on Cash Flow Statements (AS-3). The Cash flows from regular revenue generating, financing and investing activity of the company are segregated.

14. Provisions, Contingent liability and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation. Contingent liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

15. Segment Reporting

The Company is engaged primarily in the trusteeship business and its business operations are concentrated in India. Accordingly there are no separate business segments and geographical segments as per Accounting Standard 17 – Segment Reporting issued by The Institute of Chartered Accountant of India.

16. The Operating Cycle of the Company is of 12 months.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

	As at 31st March, 2018 (Amount in Rs.)	As at 31st March, 2017 (Amount in Rs.)
B-1 : SHARE CAPITAL		
Authorised Capital		
75,00,000 Equity Shares of Rs. 10/- each (Previous year 75,00,000 equity shares of Rs.10/- each)	7,50,00,000	7,50,00,000
2,50,000 Preference Shares of Rs.100/- each (Previous year 2,50,000 preference shares of Rs. 100/- each)	2,50,00,000	2,50,00,000
TOTAL	10,00,00,000	10,00,00,000
Issued, Subscribed and Fully Paid up capital		
60,32,760 Equity shares of Rs.10/- each (Previous year 60,32,760 Equity shares)	6,03,27,600	6,03,27,600
Reconciliation of Number of Shares		
No. of Shares Outstanding at the beginning of the Year	60,32,760	60,32,760
No. of Shares issued as bonus shares by capitalisation of Profits	-	-
No. of Shares outstanding at the end of the year	60,32,760	60,32,760
	%	31-03-2018 (In numbers)
		31-03-2017 (In numbers)
IDBI Bank (As holding company)	54.67	33,00,000
Others holding over 5% Equity Shares as at the end of the reporting period		33,00,000
LIC	29.84	18,00,000
GIC	14.92	9,00,000
i) Out of above, 50,27,300 Equity shares were allotted as Bonus Shares by Capitalisation of General Reserves) as on 24/02/2011		
ii) The Company has one class of equity shares having par value of Rs. 10 share. Each holder of equity shares is entitled to one vote per share.		
TOTAL		6,03,27,600
		6,03,27,600
B-2 : RESERVES AND SURPLUS		
Other Reserves		
1 General Reserve		
At the beginning of the Accounting Year	20,80,24,144	17,06,03,920
Add: Transfer from Profit and Loss A/C	3,64,48,476	4,19,64,549
Less: Adjustment on account of Schedule II of Companies Act 2013	(2,06,735)	-
Less: Income Tax Adjustment for various Assessment Years	-	(45,44,325)
At the end of the Accounting Period	24,42,65,885	20,80,24,144
2 Surplus		
At the beginning of the Accounting Year	1,24,74,68,272	1,08,76,13,851
Add: Balance in statement of Profit & Loss	36,44,84,761	41,96,45,487
Total	1,61,19,53,033	1,50,72,59,338
Allocations And Appropriations		
Dividend	12,06,55,200	180,982,800
Tax on Dividend	2,45,62,478	3,68,43,718
Transfer To Reserves	3,64,48,476	4,19,64,549
At the end of the Accounting Year	1,43,02,86,879	1,24,74,68,271
GRAND TOTAL	1,67,45,52,763	1,45,54,92,415

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

	As at 31st March, 2018 (Amount in Rs.)	As at 31st March, 2017 (Amount in Rs.)
B-3 : DEFERRED TAX		
Carrying value of Fixed Assets as per Books	1,18,10,642	1,28,97,170
Carrying value of Fixed Assets as per Income Tax Act	1,40,78,417	1,47,10,521
Timing Difference (A)	(22,67,775)	(18,13,352)
Deferred Tax Assets of (A)	7,84,832	6,27,565
Provision for Leave Encashment	14,44,526	-
Provision for Gratuity	3,29,843	-
Timing Difference (B)	17,74,369	-
Deferred Tax Assets of (B)	6,14,074	-
Provision for Bad Debts	46,67,388	-
Timing Difference (C)	46,67,388	-
Deferred Tax Assets of (C)	16,15,290	-
Total Deferred Tax Asset (A+B+C)	30,14,196	-
TOTAL DEFERRED	30,14,196	6,27,565
B-4 : OTHER LONG TERM LIABILITY		
Service Charges Received in Advance	-	15,64,474
Advance From Clients - Interest Free	1,24,54,440	1,19,73,503
Deposit Against Lease Arrangements	4,88,000	4,88,000
TOTAL	1,29,42,440	1,40,25,977
B-5 : LONG TERM PROVISIONS		
Provision for Employee benefit	46,77,439	26,80,341
TOTAL	46,77,439	26,80,341
B-6 : OTHER CURRENT LIABILITIES		
Unclaimed Dividend	24,52,140	19,52,340
TDS Payable	6,38,358	3,96,167
Service Tax Payable	-	3,99,450
Swachh Bharat Cess	-	14,262
Krishi Kalyan Cess	-	14,103
Retention Money Payable	2,09,300	2,09,300
Providend Fund Payable	1,11,949	-
Provision For Expenses	70,81,568	34,15,395
GST Payable	1,08,70,361	-
TOTAL	2,13,63,676	64,01,017
B-7 : SHORT TERM PROVISIONS		
a) Provision for Employee benefit	1,48,720	4,30,179
b) Others		
Proposed Dividend (Dividend payable)	4,75,200	18,09,82,800
Dividend Distribution Tax (DDT)	-	3,68,43,718
c) Provision for Income Tax AY 18-19/AY 17-18	19,51,12,000	22,31,44,000
Less :Advance Tax & TDS AY 18-19/AY 17-18	18,89,44,214	21,63,79,927
Income Tax Payable	61,67,787	67,64,073
d) Provision for Bad debts	46,67,388	-
TOTAL	1,14,59,095	22,50,20,769

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

B-8 : FIXED ASSETS

Fixed Assets	Gross Block				Depreciation				Net Block	
	Opening balance as on 01 April, 2017	Additions during the period	Deletions during the period	Closing balance as on 31 March, 2018	Opening balance as on 01 April, 2017	Additions during the period	Deletions during the period	Closing balance as on 31 March, 2018	As on 31 March, 2017	As on 31 March, 2018
Tangibles										
Motor Car	17,57,100	-	-	17,57,100	11,02,441	2,04,450	-	13,06,891	6,54,659	4,50,209
Freehold Land	20,94,600	-	-	20,94,600	-	-	-	-	20,94,600	20,94,600
Building	99,82,510	-	-	99,82,510	49,62,897	2,42,841	-	52,05,738	50,19,613	47,76,772
Computer Hardware	88,41,891	7,57,006	1,07,220	94,91,677	76,86,863	9,44,243	1,01,859	85,25,329	11,55,027	9,66,347
Air Conditioner	34,56,771	-	64,300	33,92,471	23,81,226	2,14,184	37,133	25,58,277	10,75,545	8,34,194
Furniture and Fixtures	92,18,815	1,67,936	-	93,86,751	74,83,430	4,29,821	-	79,13,250	17,35,385	14,73,501
Office Equipment	52,02,229	1,58,938	15,000	53,46,167	46,67,552	1,89,744	4,997	49,04,443	5,34,677	4,41,725
Intangibles										
Computer Software	62,46,355	6,47,712	-	68,94,067	56,18,692	3,14,173	-	61,20,773	6,27,663	7,73,294
TOTAL	4,68,00,271	17,31,592	1,86,520	4,83,45,343	3,39,03,101	25,39,456	1,43,989	3,65,34,701	1,28,97,170	1,18,10,642

B-9 : INVESTMENTS

Description	Market Value as on 31-03-18	No. of Shares	Face Value per share	As on 31-03-2016	No. of Shares	Face Value per share	As on 31-03-2017	No. of Shares/Units	Face Value per share	As on 31-03-2018
LONG TERM INVESTMENT IN DEBT BONDS (QUOTED)										
Birla Dynamic Bond Fund		-	-	-	-	-	5,00,00,000	-	-	-
BSL Medium Term Plan	5,36,26,167	-	-	-	-	-	5,00,00,000	24,09,093	10	5,00,00,000
ICICI Prudential Dynamic Bond Fund		-	-	-	-	-	5,00,00,000	-	-	-
ICICI Prudential Short Term Plan	10,56,00,147	-	-	-	-	-	5,00,00,000	28,25,637	10	10,00,00,000
ICICI Prudential Ultra Short Term Plan - Direct Growth	5,23,65,004	-	-	-	-	-	-	28,62,508	10	5,00,00,000
Reliance Dynamic Bond Fund		-	-	-	-	-	5,00,00,000	-	-	-
Reliance Short Term Fund	5,38,15,352	-	-	-	-	-	5,00,00,000	15,97,615	10	5,00,00,000
HDFC Corporate Debt Opportunities Fund	10,45,28,216	-	-	-	-	-	2,70,00,000	69,99,439	10	10,00,00,000
HDFC FMP 1199D Jan 2017 (1) - MF	5,46,59,500	-	-	-	-	-	5,00,00,000	50,00,000	10	5,00,00,000
HDFC Medium Term Opportunities Fund	3,57,58,922	-	-	-	-	-	-	18,42,512	10	3,51,08,793
IDBI Liquid Mutual Fund Direct - Growth	3,22,77,024	-	-	-	-	-	3,04,138	17,348	10	3,22,32,690
Total (A)	49,26,30,332						37,73,04,138			46,73,41,483
NON TRADE AND LONG TERM Unquoted Shares										
Karnataka Estates Ltd		100	5	450	100	5	450	-	-	-
Binny Mills Ltd		14	10	98	14	10	98	-	-	-
S V Global Mills Ltd		100	5	352	100	5	352	-	-	-
Sadhana Apartment Condominium		1	100	100	1	100	100	1	100	100
National Stock Exchange of India Limited								9,90,000	1	91,57,50,000
Total (B)				1,000			1,000			91,57,50,100
TOTAL INVESTMENT (A+B)										1,38,30,91,583

Note:- All Investments are stated at cost
Aggregate Market Value of Quoted Investments is Rs. 49,26,30,332

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

	As at 31st March, 2018 (Amount in Rs.)	As at 31st March, 2017 (Amount in Rs.)
B-10 : LONG TERM LOAN & ADVANCES		
a) Unsecured Considered Good Unless Otherwise Stated Security Deposits with Govt Authorities and Others	13,70,976	9,30,596
b) Other Receivables	1,71,08,922	1,64,84,003
c) Refund - Income Tax Income Tax Refundable	3,74,35,817	3,30,22,265
TOTAL	5,59,15,715	5,04,36,864
B-11 : TRADE RECEIVABLES		
1) Unsecured, considered good for a period less than 6 months from the date they are due for payment	10,09,23,476	12,18,47,339
2) Others	9,62,92,207	9,97,20,031
TOTAL	19,72,15,683	22,15,67,370
B-12 : CASH AND BANK BALANCES		
a) Balance with Banks		
<u>In Fixed Deposit</u> Maturity within 12 months	10,35,00,000	96,85,68,995
<u>In Current Accounts</u> Unpaid Dividend in Bank Accounts	1,22,39,036 29,56,740	1,12,84,674 19,52,340
b) Cash on hand	6,688	9,541
TOTAL	11,87,02,464	98,18,15,550
B-13 : SHORT TERM LOANS AND ADVANCES (Unsecured considered good unless otherwise stated)		
Other Receivables	97,91,623	72,75,003
TOTAL	97,91,623	72,75,003
B-14 : OTHER CURRENT ASSET		
a) Accrued Interest on Bank Deposits	57,81,108	3,35,85,959
TOTAL	57,81,108	3,35,85,959

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

	For the year ended 31st March 2018 (Amount in Rs.)	For the year ended 31st March 2017 (Amount in Rs.)
B-15 : REVENUE FROM OPERATION		
a Income from Services		
(i) From Trusteeship Services	63,38,69,056	66,02,90,148
(ii) From Other Services	2,51,887	1,70,809
Sub Total (a)	63,41,20,943	66,04,60,957
b Other Operating Revenue		
(i) Locker Rent	16,56,123	16,64,124
Sub Total (b)	16,56,123	16,64,124
GRAND TOTAL (A + B)	63,57,77,066	66,21,25,081
B-16 : OTHER INCOME		
a Interest Income	5,76,73,901	9,65,47,306
b Other Non-Operating Income	22,54,528	11,63,889
c Profit on Redemption of Mutual fund units	85,39,198	11,28,523
TOTAL	6,84,67,627	9,88,39,717
B-17 : EMPLOYEE BENEFITS EXPENSES		
a Salary	5,00,50,394	4,64,93,508
b Contribution & Provision To Provident Fund	14,37,380	12,41,310
c Contribution & Provision To Gratuity	8,02,803	7,22,890
d Staff Welfare	39,89,451	28,92,826
e Incentives (Ex - Gratia For The Employees)	1,58,27,000	1,38,29,200
TOTAL	7,21,07,028	6,51,79,734
B-18 : DEPRECIATION AND AMORTIZATION EXPENSES		
a Depreciation	25,39,456	27,65,914
TOTAL	25,39,456	27,65,914
B-19 : OTHER (ADMINISTRATIVE) EXPENSES		
a Auditor Remuneration	4,50,000	4,00,250
b Business Development Expenses	19,00,067	18,18,953
c Conveyance & Travelling	15,65,739	15,65,500
d Director Sitting Fees & Honorarium	2,25,600	5,11,725
e Electricity Charges	12,76,476	18,87,653
f House Keeping & Security Services	23,87,259	22,67,548
g Insurance	5,04,107	4,68,042
h Interest	15,780	-
i Membership & Subscription	3,30,097	78,946
j Miscellaneous Expenses	42,66,698	19,89,035
k Postage & Telephone Charges	17,13,305	17,05,902
l Printing & Stationery	9,26,919	9,75,608
m Professional Fees	68,63,894	60,02,975
n Rent, Rates & Taxes	96,74,065	85,69,714
o Repair & Maintenance	17,97,872	23,61,224
p Registration & Filing Fees	3,19,264	2,67,660
q Seminar & Conference Expenses	3,83,698	2,06,768
r Safe Custody Charges & Locker Rent	27,54,577	25,86,168
s Out Of Pocket Expenses - Auditors	12,000	7,603
TOTAL	3,73,67,417	3,36,71,274

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

	For the year ended 31st March 2018 (Amount in Rs.)	For the year ended 31st March 2017 (Amount in Rs.)
B-20 : CORPORATE SOCIAL RESPONSIBILITY EXPENDITURE		
Corporate Social Responsibility Activity	17,00,000	27,43,913
TOTAL	17,00,000	27,43,913
B-21 : PRIOR PERIOD ADJUSTMENT (NET)		
Prior Period ---- Income	(30,20,209)	7,00,494
---- Expense	(30,803)	68,931
TOTAL	(30,51,012)	7,69,425

B-22 : CONTINGENT LIABILITIES

Particulars	2017-18 (Amount in Rs.)	2016-17 (Amount in Rs.)
Claims against the company not acknowledged as debt :		
i) Income Tax demand for the AY 2007 - 08 (WITECO) (Company is in appeal before the CIT (Appeal))	6,53,322/-	6,53,322/-
ii) There may arise interest on delayed payment of withholding taxes on Securitization transactions amounting to Rs. 1.61 crores (approximately) on various Securitization trusts, where ITSL is acting as Securitization Trustee for the same		

B-23 As per the practice being followed by the company, demand for service charges is raised on accrual basis as per the information available at that point of time. Subsequently, when the actual payments are received, difference if any are adjusted in the year of receipt.

B-24 An amount of Rs. 8,63,414/- (Previous year Rs. 23,73,595/-) recovered from Irregular Assignments has been recognized as income.

B-25 Salaries, allowances and all related payments for the employees on deputation from IDBI Bank, LIC of India and GIC are borne by the Company and are included in payment to and provisions for Employees. The cumulative provision stands as on 31-03-2018, Rs.4,87,334/- (Previous Year Rs.4,87,334/-) for gratuity liability on the employees on deputation from the year of their appointment.

B-26 In the opinion of the Board of Directors, the Trade Receivables and other Receivables appearing in Current Assets, Loans and Advances are approximately of the value stated, if realised in the ordinary course of business.

B-27 : EARNING PER SHARE

Sl. No.	Particulars	2017-18 (Amount in Rs.)	2016-17 (Amount in Rs.)
1	Net Profit for the period attributable to equity share holder	36,44,84,761	41,96,45,487
2	Number of equity shares outstanding during the period	60,32,760	60,32,760
3	Earnings per Share (item 1 divided by item 2)	60.42	69.56

B-28 : PAYMENT TO AUDITORS

Sl. No.	Particulars	2017-18 (Amount in Rs.)	2016-17 (Amount in Rs.)
a)	Auditor Fees	4,00,000/-	3,00,000/-
b)	Certification Charges	50,000/-	50,250/-

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

B-29 : DISCLOSURE PURSUANT TO THE ACCOUNTING STANDARD 15 (REVISED) "EMPLOYEE BENEFITS":

Defined Contribution Plans

The company has recognized Rs. 14,37,380/- for the year ended 31st March 2018 (Previous year Rs. 12,41,310/-) for the Provident Fund Contributions in the Profit and Loss Account.

(i) Gratuity (Partly Funded)

The company has created a separate Trust for Gratuity obligations. The Application filed for approval of the Gratuity Trust with the Income Tax Dept is pending.

The Trust has taken Group Gratuity Policy from LIC and the annual contributions determined by LIC on actuarial basis are paid and charged to Statement of Profit & Loss. The accumulations with LIC at year end represent Plan Assets and Funded Part of Gratuity Obligations of the company.

On account of LIC assuming lower rates of salary escalations (4%) and withdrawal (1 to 3%) in actuarial computations, the company has obtained, from Independent Government Approved Actuary Valuer, a certificate for valuation of present value of future obligation of past and current service on more realistic assumptions. The difference between fund accumulation in LIC Scheme and amount determined as year end obligations by Independent Valuer (representing Non-Funded Part of Gratuity Obligation) is recognised and presented as liability in accounts by appropriate charge to Statement of Profit & Loss.

Related Disclosures pursuant to AS-15, based on information contained in the Certificate of Independent Valuer, are given below:-

Assumptions	2017-18	2016-17
Discount Rate	7.90% P.A.	7.21% P.A.
Expected Return On Plan Assets	7.50% P.A.	7.50% P.A.
Mortality	Indian Assured Lives Mortality (2006-08) Ultimate	
Future Salary Increases	10.00% P.A.	10.00% P.A.
Disability	Nil	Nil
Attrition	10.00% p.a.	10.00% p.a.
Retirement	60yrs	60yrs

Changes in the Present Value of the Obligation and in the Fair Value of the Assets

Particulars	2017-18 (Amount in Rs.)	2016-17 (Amount in Rs.)
Present Value of obligation Beginning of the Period	27,17,200	17,84,674
Interest Cost	1,77,901	1,19,551
Current Service Cost	6,65,878	5,83,241
Past Service Cost	31,218	-
Benefits Paid	(4,99,552)	(2,53,081)
Actuarial (gain) loss on Obligation	(2,66,449)	4,82,815
Present Value Of obligation End Of The Period	28,26,196	27,17,200

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

Changes in the fair value of plan assets

Particulars	2017-18 (Amount in Rs.)	2016-17 (Amount in Rs.)
Fair value of plan Assets Beginning Of The Period	15,61,409	12,12,650
Expected Return On plan assets	1,10,871	1,04,027
Contributions	5,27,450	4,31,670
Benefits Paid	(4,99,552)	(2,53,081)
Actuarial gain (Loss) Plan Assets	(3,05,136)	66,143
Fair value of plan Assets End Of The Period	13,95,042	15,61,409
Total Actuarial gain (loss) to be recognized	(38,677)	(4,16,672)

Balance Sheet Recognition

Particulars	2017-18 (Amount in Rs.)	2016-17 (Amount in Rs.)
Present Value Of Obligation	28,26,196	27,17,200
Fair Value Of Plan Assets	(13,95,142)	(15,61,409)
Liability (assets)	14,31,054	11,55,791
Unrecognized Past Service Cost	-	-
Liability (asset) recognised in the Balance Sheet	14,31,054	11,55,791

Profit & Loss - Expenses

Particulars	2017-18 (Amount in Rs.)	2016-17 (Amount in Rs.)
Current Service Cost	6,65,878	5,83,241
Interest Cost	1,77,901	1,19,551
Expected Return On plan assets	(1,10,871)	(1,04,027)
Net Actuarial gain (loss) recognised in the year	38,677	4,16,672
Past Service Cost	31,218	-
Expenses Recognised in the statement of Profit & Loss	8,02,803	10,15,437

Movement in the net Liability recognised in the Balance Sheet

Particulars	2017-18 (Amount in Rs.)	2016-17 (Amount in Rs.)
Opening net Liability	11,55,791	5,72,024
(Expenses)/Income	8,02,803	10,15,437
Contribution	(5,27,540)	(4,31,670)
Closing Net Liability	14,31,054	11,55,791

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

(ii) Leave Benefit (Determined by actuarial valuation) (Non-Funded)

Sl. No.	Particulars	2017-18 (Amount in Rs.)	2016-17 (Amount in Rs.)
a.	Paid Benefits Charged to Statement of Profit & Loss	90,020	51,671
b.	Unpaid Benefits Charged to Statement of Profit & Loss	-	-
c.	Cumulative Liability Recognised at year end	29,07,771	14,67,395

B-30 : BALANCES IN CLIENTS' DEPOSITS ACCOUNT IS NET OF INVESTMENTS, FIXED DEPOSITS MADE IN TRUST ACCOUNTS, EXPENSES INCURRED ON BEHALF OF CLIENTS

Particulars	2017-18 (Amount in Rs.)		2016-17 (Amount in Rs.)	
Vishwashta Fund Balance	20,21,85,413		19,22,83,602	
Debenture Holders Fund	1,08,63,327		26,30,022	
Total (A)		21,30,48,740		19,49,13,624
Less :				
Vishwashta Fund Investments	2,35,35,472		2,24,37,955	
Vishwashta Fund Deposit	16,39,73,310		16,12,27,534	
Bank Balances including Cheque in Transit	2,33,06,516		75,05,057	
Expenses behalf of Debenture Holders	1,03,895		1,03,895	
Total (B)		21,09,19,193		19,12,74,441
BALANCE (A-B)		21,29,547		36,39,183

B-31 : RELATED PARTY DISCLOSURES

As per Accounting Standard (AS 18), Related Party Disclosures issued by The Institute of Chartered Accountants of India, the transactions between the Company and related parties and the outstanding balances as on 31st March 2018 are disclosed below.

(I) Relationship

Key Managerial Personnel's: Mr. B. Balachandra, Managing Director & CEO

Particulars	2017-18 (Amount in Rs.)	2016-17 (Amount in Rs.)
Salary & Allowances	22,83,842	22,24,441
Other perquisites	5,70,473	5,23,683
Ex - gratia	21,00,000	3,17,623
Reimbursement of Expenses	2,29,110	31,776
Gratuity	94,479	1,43,312
Total	52,77,904	32,40,835
Outstanding Amount	-	2,38,000

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

Key Managerial Personnel's: Mr. Swapan Kumar Bagchi, Managing Director & CEO

Particulars	2017-18 (Amount in Rs.)	2016-17 (Amount in Rs.)
Salary & Allowances	8,67,785	-
Other perquisites	2,70,053	-
Ex - gratia	-	-
Reimbursement of Expenses	6,871	-
Gratuity	-	-
Total	11,44,709	-
Outstanding Amount	3,12,769	-

(ii) Transaction with other Related parties

a) IDBI Bank: Holding Company w.e.f. 1st Oct 2011

Nature of Transaction	2017-18 (Amount in Rs.)	2016-17 (Amount in Rs.)
Rental Income	8,42,640	8,42,640
Rental Expenses	80,500	2,41,500
Fixed Deposits with IDBI	10,35,00,000	1,04,66,68,995
Interest Income on Fixed Deposits with IDBI Bank	5,15,76,834	9,59,88,979
Security deposit payable to IDBI Bank for premises	3,53,000	3,53,000
Sitting Fees (Paid)	2,25,000	2,25,000
Purchase of Equity Shares of NSE (Unquoted)	91,57,50,000	-
Bank Charges	16,834	18,657
Locker Rent / Safe Custody	12,01,260	12,07,260
Demat Charges	-	11,277
Dividend Paid	6,60,00,000	8,74,50,000

b) IDBI Capital Markets and Securities Limited

Nature of Transaction	2017-18 (Amount in Rs.)	2016-17 (Amount in Rs.)
Brokerage Commission (Received)	24,509	9,459

c) Life Insurance Corporation

Nature of Transaction	2017-18 (Amount in Rs.)	2016-17 (Amount in Rs.)
Premises Rentals	79,51,080	79,04,422
Sitting Fees	1,05,000	1,05,000
Dividend Paid	3,60,00,000	4,77,00,000

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

d) National Securities Depository Limited

Nature of Transaction	2017-18 (Amount in Rs.)	2016-17 (Amount in Rs.)
NSDL Charges	5,58,191	2,17,960

B-32: ITSL WAS A SMALL AND MEDIUM SIZED COMPANY TILL 2010-2011

As the Company has become a subsidiary of IDBI Bank (Which is level 1 enterprise), all notified Accounting Standards are now applicable to it. Accordingly it is no longer small and medium Company.

B-33: OPERATING LEASES

The Company's significant leasing arrangements are in respect of Premises. The lease rentals are payable by the company on monthly basis. In accordance with Accounting Standard 19 on "Leases" issued by the Ministry Of Corporate Affairs, future minimum lease payments in respect of the leases are:

Nature of Transaction	As at 31-03-2018 (Amount in Rs.)	As at 31-03-2017 (Amount in Rs.)
Not Later than One Year	NA	NA
Later than one year but not later than Five years	NA	NA
Later than Five years	NA	NA

B-34: DISCLOSURE UNDER MICRO SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006.

Based on the information to the extent received from 'enterprises' regarding their status under the 'Micro, Small & Medium Enterprises Development Act, 2006' there is no Micro, Small & Medium enterprise to which the Company owes dues, which are outstanding for more than 45 days during the year ended March 31, 2017 and hence disclosure relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been given.

B-35: Proposed Dividend

The Board of Directors in their meeting held on March 23, 2018, had declared an interim dividend of Rs. 20/- per equity share. Further the Board of Directors have proposed a final dividend of Rs. 5/- per equity share, subject to the approval of shareholders in the Annual General Meeting. The total dividend appropriation for the year ended March 31, 2018 would amount to approximately Rs. 18.15 crore (including DDT of Rs. 3.07 crore).

B-36 Previous year figures have been regrouped, rearranged, reworked and reclassified to comply with the Schedule II wherever necessary.

For and on behalf of	G. M. Yadwadkar	<i>Chairman</i>	<i>DIN 01432796</i>
Uttam Abuwala & Co. (<i>Chartered Accountants</i>)	Swapan Kumar Bagchi	<i>Managing Director & CEO</i>	<i>DIN 07743570</i>
Firm Registration No. - 111184W	K. R. Vishwanath	<i>Company Secretary</i>	<i>M No. ACS14521</i>
CA. Prerak Agarwal (<i>Partner</i>)			
Membership No.: 158844			

Place : Mumbai

Date : 27th April 2018

NOTICE

Notice is hereby given that the Eighteenth Annual General Meeting of **IDBI TRUSTEESHIP SERVICES LIMITED** will be held on **Friday, 14th September, 2018 at 3.30 p.m.** at the Registered Office: Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai – 400 001, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2018, the Statement of Profit & Loss and the Cash Flow Statement for the financial year ended on that date including any explanatory note annexed to, or forming part of, the aforementioned documents, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare a Final dividend for the year ended 31st March 2018.
3. To appoint a Director in place of Mr. Ravishankar G. Shinde (DIN: 03106953), who retires by rotation and being eligible, has offered himself for re-appointment.
4. To appoint a Director in place of Ms. Madhuri J. Kulkarni (DIN: 07787126), who retires by rotation and being eligible, has offered herself for re-appointment.
5. To fix the remuneration of the Statutory Auditors appointed by the Comptroller and Auditor-General of India for the financial year 2018-19.

SPECIAL BUSINESS

6. To consider and if thought fit, to ratify with or without modification the following as an Ordinary Resolution:

“RESOLVED THAT approval of the shareholders be and is hereby given to further extension of Mr. B. Balachandra (DIN:07424524) as the Managing Director and Chief Executive Officer (MD&CEO) of the Company for the period from 29th October 2017 to 31st December 2017.

RESOLVED FURTHER THAT there would be no change in the existing terms and conditions of his appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be considered necessary, desirable or expedient to give effect to this resolution.”
7. To consider and if thought fit, pass with or without modification the following as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of the Section 160 of the Companies Act, 2013 Mr. Swapan Kumar Bagchi (DIN:07743570) who was appointed as an Additional Director with effect from 18.01.2018, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”
8. To consider and if thought fit, pass with or without modification the following as an Ordinary Resolution:

“RESOLVED THAT approval of the shareholders be and is hereby given to the appointment of Mr. Swapan Kumar Bagchi (DIN:07743570) as the Managing Director and Chief Executive Officer (MD&CEO) of the Company, on deputation from IDBI Bank Limited, with effect from 18th January 2018 in terms of Institutional Investors Subscription Agreement dated August 6, 2002 and Article 155 of the Articles of Association on such terms and conditions including remuneration as approved by the Remuneration Committee of the Board as detailed below:

Tenure: From 18th January 2018 to 17th January 2019

Remuneration

Mr. Swapan Kumar Bagchi shall, subject to the limits prescribed under the provisions of Section 196, 197, 198 of the Companies Act, 1956 read with Schedule V to the Companies Act, 2013, be paid, remuneration as applicable to a Chief General Manager of IDBI Bank from time to time.

(Amount in Rs.)

Sr. No.	Particulars	Amount Per Month
1.	Basic Salary	62,300.00
2.	Allowances	
	I. Dearness Allowance	81,103.68
	ii. Special Allowance	0,082.46
	iii SAP	2,500.00
	GA	35,550.00
	FPP	550.00
	Conveyance Allowance	34,229.40
	Deputation Allowance	2,500.00
	Total	2,28,815.54

Salary & Perquisites

In addition to the above, Mr. Swapan Kumar Bagchi shall also be entitled to such facilities and benefits as are applicable to the rank of Chief General Manager.

In addition to the above, Mr. Swapan Kumar Bagchi shall also be entitled to such facilities and benefits as are applicable to the rank of Chief General Manager of IDBI Bank including the following:-

1. One Car for official use.
2. Traveling and Halting Allowance
3. Provident Fund / Pension Fund
4. Leave Salary Contribution
5. Leave Encashment Benefit
6. Leave Travel Subsidy (LTS)
7. Gratuity Fund
8. Various Group Insurance Cover (GSLI, GTIS, Group Medclaim, Personal Accident Cover)
9. Reimbursement of vehicle maintenance expenses
10. Reimbursement of newspaper & periodicals
11. Medical facilities for self and dependent family members as per the prevailing rules of IDBI Bank
12. Laptop/I-Pad for official use
13. Phone at residence including broad band internet facility at residence and mobile on actual cost basis
14. Reimbursement of residential accommodation provided by IDBI Bank
15. Annual fees for one credit card & Tax thereon
16. Annual Subscription of one club Membership
17. Reimbursement of preventive Medical Check Up
18. Reimbursement of Hotel Charges

“RESOLVED FURTHER THAT Mr. Swapan Kumar Bagchi would be entitled to Food Coupons worth of Rs. 5000/- pm.

Mr. Swapan Kumar Bagchi continue to retain the Car provided by IDBI Bank and ITSL shall reimburse the amount of annual Depreciation on the Car to IDBI Bank.

“RESOLVED FURTHER THAT Mr. Swapan Kumar Bagchi would be entitled to Performance Linked Incentive as may be decided by the Board of Directors from time to time”

“RESOLVED FURTHER THAT that the Board of Directors of the Company be and is hereby authorized to vary the terms of appointment including remuneration within the overall limits prescribed under the Companies Act, 2013 and Schedule V to the Act and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and that any one of the Directors or the Company Secretary of the Company is authorized to sign and file the necessary forms, returns with the Registrar of Companies, Maharashtra.”

9. To consider and if thought fit, pass with or without modification the following as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of the Section 160 of the Companies Act, 2013 Ms. Sashikala Muralidharan (DIN:08036523) who was appointed as an Additional Director with effect from 13.03.2018, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

10. To consider and if thought fit, pass with or without modification the following as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of the Section 160 of the Companies Act, 2013 Mr.Saurabh Chandra (DIN:02726077) who was appointed as an Additional Director with effect from 21.05.2018, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

By Order of the Board of Directors

K.R. Vishwanath
Company Secretary

Registered Office:

Asian Building, Ground Floor,
17, R Kamani Marg, Ballard Estate,
Mumbai - 400 001

CIN: U65991MH2001GOI131154

Place: Mumbai

Date: August 10, 2018

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Members.
2. Wherein member(s) are body corporate (viz companies etc.) authorization is to be done by the board of that body corporate in favour of any person as per the provisions of section 113 of the Companies Act, 2013, who shall act as the representative of that body corporate and shall have same right and powers on behalf of body corporate as if it were an individual. The authorized representative shall send the certified true copy of the resolution at the registered office of the company to reach before the date of Annual General Meeting.
3. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate **resolution/ authority, as applicable**.
4. An Explanatory Statement pursuant to the section 102 of the Companies Act, 2013 with respect to the item nos. 6 to 9 of the notice set out above is annexed hereto.
5. All the Documents referred to in accompanying notice are available at the registered office of the Company during office hours on all days except Saturday, Sunday and public holiday up to the date of this General meeting.
6. A route map enclosed with the notice forms the part of the notice.
7. Pursuant to Section 124 (5) of the Companies Act, 2013 (205A of the Companies Act, 1956) read with applicable rules and provisions of the Companies Act, 2013, all unclaimed/unpaid dividend declared and paid up to the financial year 31 March 2010 has been transferred to the Investor Education and Protection Fund set up by the Central Government account and no claim can be admitted in respect of this fund. Members are therefore requested to claim their dividend warrants, if any, immediately for subsequent financial years. Members may approach the Company for issue of fresh dividend cheques in case any amount of dividend has remained unclaimed.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 forms part of this notice.

Item no. 5

The Statutory Auditors of the Company are appointed by the Comptroller & Auditor General of India (C&AG) every year in terms of Section 139(5) of the Companies Act, 2013 (Section 619 (4) of the Companies Act, 1956). However their remuneration is required to be fixed by the Company in General Meeting or in such manner as the Company in General Meeting may determine. The Board of Directors at their meeting held on 10th August 2018 has recommended an amount of Rs.400000- (Rupees Four Lakh only) and related expenses to be paid to the Statutory Auditors appointed by the C&AG for the financial year 2018-2019. The members are requested to approve the remuneration payable to the Statutory Auditors.

None of the Directors are interested in the aforesaid resolution.

Item no. 6

In terms of Articles of Association, General Insurance Corporation of India (GIC) had nominated Mr. B. Balachandra, General Manager for appointment as the MD & CEO of the Company with effect February 25, 2016 till October 28, 2017 as per the terms and conditions of appointment including remuneration.

The Board of Directors at their meeting held on November 9, 2017 extended Mr. B. Balachandra's tenure from 29th October 2017 to 31st December 2017 on the existing terms and conditions of his appointment, subject to ratification of the same by the members.

None of the Directors other than Mr. B. Balachandra is interested in the aforesaid resolution.

Item no. 7

Mr. Swapan Kumar Bagchi, was nominated by IDBI Bank Limited, a shareholder of the Company, for appointment as an Additional Director of the Company. He was appointed at the Meeting of the Board of Directors held on 18th January, 2018

and holds office up to the date of the Annual General Meeting of the Company. The Company has received a written notice from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office as a Director. Mr. Swapan Kumar Bagchi being eligible has offered himself for appointment as the Director of the Company. The Board of Directors, recommend the Resolution as set out in Item No 7 of the accompanying Notice.

No Directors other than Mr. Swapan Kumar Bagchi is interested in the aforesaid resolution.

Item no. 8

In terms of the Institutional Investors Subscription Agreement dated August 6, 2002 and Article 155 of the Articles of Association, IDBI Bank vide their letter No HRD No. 9688/Deputation-ITSL dated December 30, 2017 nominated Mr. Swapan Kumar Bagchi, CGM as its nominee for appointment as the Managing Director & Chief Executive Officer (MD & CEO) of the Company.

The Board of Directors at the Meeting of the Board of Directors held on 18th January 2018 has appointed, Mr. Swapan Kumar Bagchi as MD & CEO of the Company with effect from 18th January 2018. The Board of Directors, recommend the Resolution as set out in Item No 8 of the accompanying Notice

Mr. Swapan Kumar Bagchi, Managing Director and CEO, age 58 is a Post Graduate in Exploration Geophysics from IIT, Kharagpur, an M.Tech in Geophysical Instrumentation from ISM, Dhanbad and also holds a Post Graduate Diploma from IIM Bangalore. Mr. Swapan Kumar Bagchi has over 3 decades of experience in Banking Industry. The terms and conditions along with details of remuneration is as stated above in the notice.

None of the Directors and their relatives except Mr. Swapan Kumar Bagchi is interested in the aforesaid resolution.

Item no. 9

Ms. Sashikala Muralidharan nominee of General Insurance Corporation of India, a shareholder of the Company, was appointed as an Additional Director at the Meeting of the Board of Directors held on 13th March 2018 and holds office up to the date of the Annual General Meeting of the Company. The Company has received a notice from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of a Director. Ms. Sashikala Muralidharan being eligible has offered herself for appointment as the Director of the Company. The Board of Directors, recommend the resolution as set out in Item No. 9 of the accompanying Notice.

Ms. Sashikala Muralidharan, Director (non-executive), age 59 is a B.Com graduate, ICWA Inter and Associate of Indian Insurance Institute, Ms. Sashikala Muralidharan has over 3 decades of experience in Insurance and Reinsurance.

None of the Directors other than Ms. Sashikala Muralidharan is interested in the aforesaid resolution

Item no. 10

Mr. Saurabh Chandra IAS (Retired), was appointed as an Additional Director vide Circular Resolution dated May 21, 2018 and ratified at the Meeting of the Board of Directors held on 10th August 2018 and holds office up to the date of the Annual General Meeting of the Company. The Company has received a notice from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director. Mr. Saurabh Chandra being eligible has offered himself for appointment as the Director of the Company. The Board of Directors, recommend the resolution as set out in Item No. 10 of the accompanying Notice.

Mr. Saurabh Chandra, Director (non-executive), age 63 is an IAS from U.P. Cadre, Batch 1978 (Retired), he has vast experience in formulation and implementation of policies in multiple areas & Sectors and decades of experience as speaker, Adviser, Consultant, Policy Commentator and Columnist.

None of the Directors other than Mr. Saurabh Chandra is interested in the aforesaid resolution

By Order of the Board of Directors

K.R. Vishwanath

Company Secretary

Registered Office:

Asian Building, Ground Floor, 17, R Kamani Marg,
Ballard Estate, Mumbai - 400 001.

CIN: U65991MH2001GOI131154

Place: Mumbai

Date: August 10, 2018

IDBI Trusteeship Services limited

CIN: U65991MH2001GOI131154

Registered Office: Asian Building, Ground Floor, 17, R.Kamani Marg, Ballard Estate, Mumbai-400 001

Tel:+91(22)40807000 Fax: +91(22)66311776 Website: www.idbitrustee.com Email: idbitrustee.com

ATTENDANCE SLIP

Folio No.....DP ID.....Client ID.....

Name of the Member.....

Name of the Proxy holder.....

Number of Shares Held.....

I hereby record my presence at the 18th annual General Meeting of the company at Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai - 400 001.

Signature of Member/ Proxy holder

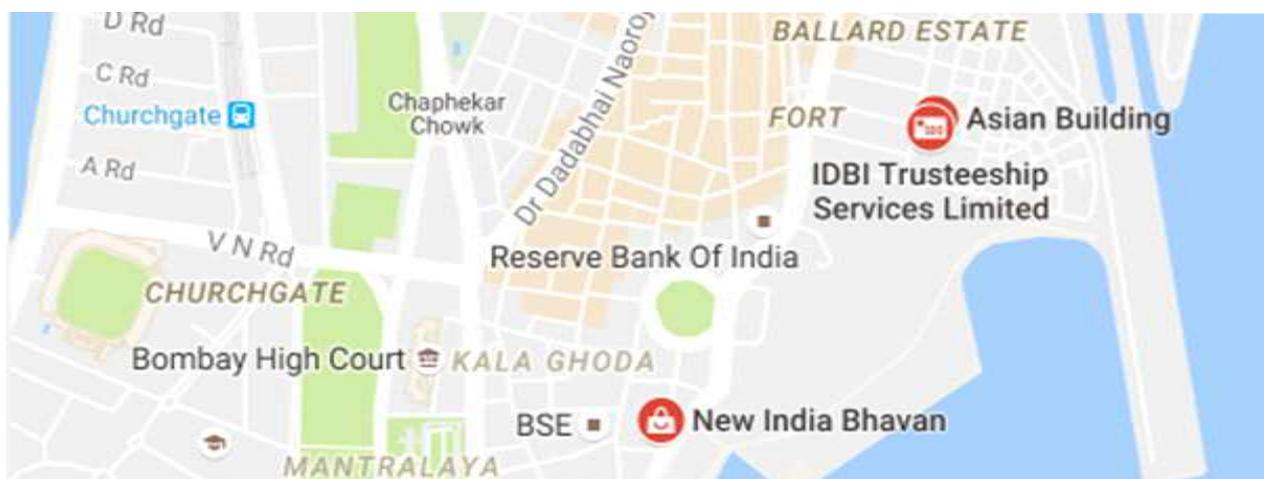
Notes:

- (1) Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.
- (2) Members are requested to bring their copy of Annual Report for reference at the Meeting.

**Venue of the 18th Annual General Meeting of
IDBI Trusteeship Services Limited
To Be Held On Friday, September 14, 2018 at 3.30 P.M.**

Venue Address: Asian Building, Ground Floor,
17, R.Kamani Marg, Ballard Estate, Mumbai-400 001

MAP OF VENUE BELOW



Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

IDBI Trusteeship Services limited

CIN: U65991MH2001GOI131154

Registered Office: Asian Building, Ground Floor, 17, R.Kamani Marg, Ballard Estate, Mumbai-400 001
Tel:+91(22)40807000 Fax: +91(22)66311776 Website: www.idbitrustee.com Email: idbitrustee.com

Name of the members (s): _____

Email Id: _____

Registered address: _____

Folio No/Client Id: _____

I/We, being member (s) of _____ shares of the above named Company hereby appoint

1. Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him

2. Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him

3. Name: _____ Address: _____

E-mail Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18th Annual General Meeting of the Company, to be held on the Friday, September 14, 2018 at 3.30 P.M. at the Registered Office: Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai - 400001 and at any adjournment thereof in respect of such resolution as are indicated :

SL.No.	Resolution	Optional*	
		For	Against
	Ordinary Business:		
1.	Adoption of financial statement for the year ended March 31, 2018		
2.	Approval of dividend on equity shares		
3.	Appoint a Director in place of Mr. Ravishankar Shinde, who retires by rotation and being eligible offers himself for re-appointment		
4.	Appoint a Director in place of Ms. Madhuri J. Kulkarni, who retires by rotation and being eligible offers herself for re-appointment		
5.	Fixation of remuneration of the Statutory Auditors appointed by the Comptroller and Auditor-General of India		

SL.No.	Resolution	Optional*	
	Special Business		
6.	Extension of Mr. B. Balachandra MD & CEO		
7.	Appointment of Mr. Swapan Kumar Bagchi as MD & CEO		
8.	Approval of Remuneration of Mr. Swapan Kumar Bagchi as MD & CEO		
9.	Appointment of Ms. Sashikala Muralidharan as Director liable to retire by rotation		
10.	Appointment of Mr. Saurabh Chandra as Director liable to retire by rotation		

Signed this day of 2018

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Affix
One Rupee
Stamp here

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company addressed to the Company Secretary, not later than 48 hours before the commencement of the Meeting.





IDBI Trusteeship Services Ltd.

www.idbitrustee.com

REGISTERED OFFICE

Asian Building, Ground Floor,
17, R. Kamani Marg,
Ballard Estate,
Mumbai – 400001
Phone - 40807000