

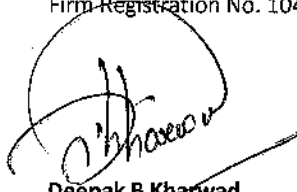
**BOI AXA TRUSTEE SERVICES PRIVATE LIMITED**  
**AUDITED BALANCE SHEET AS AT MARCH 31, 2019**

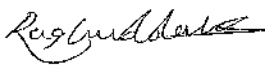
	Notes	As at March 31, 2019	Amount in ₹ As at March 31, 2018
<b>EQUITY AND LIABILITIES</b>			
Share Capital	3	1,993,960	1,993,960
Reserves and Surplus	4	151,449	(554,485)
<b>Non-current Liabilities</b>			
Other Long Term Liabilities	5	108,080	108,080
<b>Current Liabilities</b>			
Trade Payables	6	98,025	51,148
Other Current Liabilities	7	3,999	31,415
Short Term Provisions	8	402,062	193,010
<b>TOTAL</b>		<b>2,757,575</b>	<b>1,823,128</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Long-term Loans and Advances	9	504,000	249,763
<b>Current Assets</b>			
Trade Receivables	10	127,350	211,866
Cash and Bank Balances	11	28,132	1,361,499
Current Investments	12	2,098,093	-
<b>TOTAL</b>		<b>2,757,575</b>	<b>1,823,128</b>

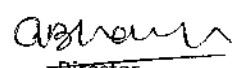
Significant Accounting Policies and other Notes to Accounts form an integral part of Financial Statements.

As per our report of even date  
**For Jitendra Chandul Mehta & Co.**  
Chartered Accountants  
Firm Registration No. 104288W

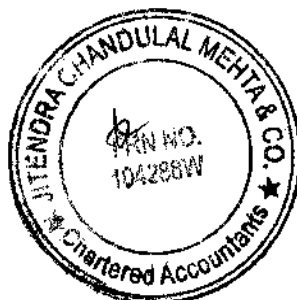
**For and on behalf of the Board of Directors**

  
**Deepak B Kharwad**  
Partner  
Membership No. 124599

  
Director  
DIN: 00311994

  
Director  
DIN: 00002224

Place : Mumbai  
Date : April 24, 2019



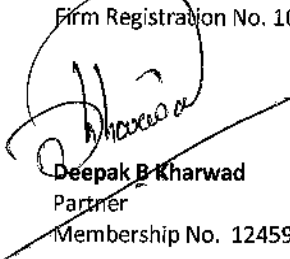
**BOI AXA TRUSTEE SERVICES PRIVATE LIMITED**  
**AUDITED STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31st MARCH 2019**

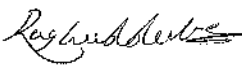
	Note	Period Ended March 31, 2019	Amount in ₹ Year Ended March 31, 2018
<b>INCOME</b>			
Revenue from Operation	13	2,056,316	2,066,858
Other Income	14	119,692	4,868
<b>TOTAL</b>		<b>2,176,008</b>	<b>2,071,726</b>
<b>EXPENDITURE</b>			
Other Expenses	15	1,220,722	1,071,637
<b>TOTAL</b>		<b>1,220,722</b>	<b>1,071,637</b>
<b>Profit / (Loss) Before Tax</b>		<b>955,286</b>	<b>1,000,089</b>
<b>Tax Expense</b>			
- Current Tax		248,375	258,515
Prior Period Income Tax		977	(2,500)
- Deferred Tax		-	-
<b>Profit / (Loss) for the year</b>		<b>705,934</b>	<b>744,074</b>
<b>Earning per equity share (face value of ₹ 10 each) (Basic and Diluted)</b>	16	<b>3.54</b>	<b>3.73</b>


Significant Accounting Policies and other Notes to Accounts form an integral part of Financial Statements.

As per our report of even date  
**For Jitendra Chandulal Mehta & Co.**  
Chartered Accountants  
Firm Registration No. 104288W

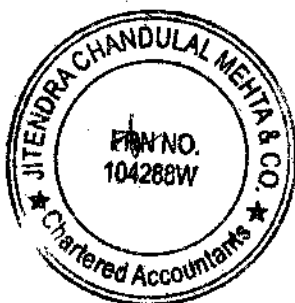
**For and on behalf of the Board of Directors**

  
**Deepak B. Kharwad**  
Partner  
Membership No. 124599

  
Director  
DIN: 00311994

  
Director  
DIN: 00002224

Place : Mumbai  
Date : April 24, 2019



**BOI AXA TRUSTEE SERVICES PRIVATE LIMITED**  
**CASH FLOW STATEMENT FOR THE PERIOD ENDED MARCH 31, 2019**

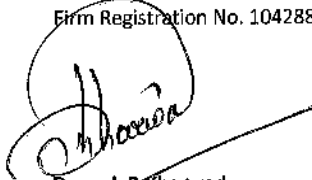
Amount in ₹

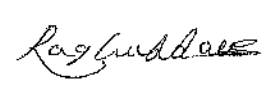
	<u>MARCH 31, 2019</u>	<u>MARCH 31, 2018</u>
<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net profit / (loss) before taxation	955,286	1,000,089
Add/(Less) adjustments for :		
(Increase)/Decrease in Current Assets	84,516	(72,227)
Increase/(Decrease) in Current Liabilities	(20,839)	(120,553)
(Increase)/Decrease in Loans and Advances	(254,237)	(81,421)
<b>NET CASH (USED IN)/FROM OPERATING ACTIVITIES (A)</b>	<b>764,726</b>	<b>725,888</b>
<b>NET CASH (USED IN)/FROM INVESTMENTS ACTIVITIES (B)</b>	<b>-</b>	<b>-</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES :</b>		
<b>NET CASH (USED IN)/FROM FINANCING ACTIVITIES (C)</b>	<b>(2,098,093)</b>	<b>-</b>
<b>NET (DECREASE)/ INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>(1,333,367)</b>	<b>725,888</b>
<b>CASH AND CASH EQUIVALENT AT THE BEGINNING OF THE YEAR (SEE NOTE 1)</b>	<b>1,361,499</b>	<b>635,611</b>
<b>CASH AND CASH EQUIVALENT AT THE END OF THE YEAR (SEE NOTE 1)</b>	<b>28,132</b>	<b>1,361,499</b>

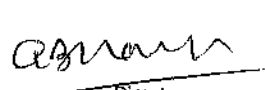
Note 1 : Cash and cash equivalents consist of cash on hand and balances with banks.

As per our report of even date  
**For Jitendra Chandulal Mehta & Co.**  
Chartered Accountants  
Firm Registration No. 104288W

For and on behalf of the Board of Directors

  
**Deepak B. Kharwad**  
Partner  
Membership No. 124599

  
Director  
DIN: 00311994

  
Director  
DIN: 00002224

Place : Mumbai  
Date : April 24, 2019



**BOI AXA TRUSTEE SERVICES PRIVATE LIMITED**  
**AUDITED STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31st MARCH 2019**

**3. SHARE CAPITAL**

	As at March 31, 2019	Amount in ₹ As at March 31, 2018
<b>Authorised:</b>		
400,000 (Previous Year 400,000) Equity shares of ₹ 10 each	4,000,000	4,000,000
<b>199,396 (Previous Year 199,396) equity shares of ₹ 10 each fully paid up</b>	1,993,960	1,993,960
	<b>1,993,960</b>	<b>1,993,960</b>

**(a) Reconciliation of number of shares**

Particulars	As at March 31, 2019		As at March 31, 2018	
	Number	Amount	Number	Amount
Balance as at the beginning of the year	199,396	1,993,960	199,396	1,993,960
Add : Shares issued during the year	-	-	-	-
Balance as at the end of the year	<b>199,396</b>	<b>1,993,960</b>	<b>199,396</b>	<b>1,993,960</b>

**(b) Terms/rights attached to equity shares:**

The Company has only one class of shares referred as equity shares having par value of ₹10 per share. Each holder of equity share is entitled to same rights in all respect.

**(c) Shares held by holding company**

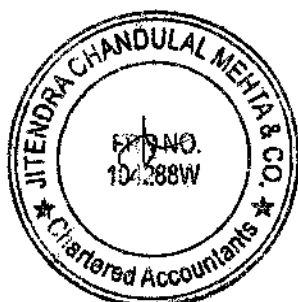
Name of Shareholder	As at March 31, 2019	As at March 31, 2018
<b>Bank of India</b>		
101,692 (Previous year 101,692) Equity Shares of ₹ 10 each fully paid up	1,016,920	1,016,920
	<b>1,016,920</b>	<b>1,016,920</b>

**(d) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company**

Name of Shareholder	As at March 31, 2019		As at March 31, 2018	
	Number	% of holding	Number	% of holding
Bank of India	101,692	51%	101,692	51%
AXA Investment Managers Asia Holdings Pvt. Ltd.	97,704	49%	97,704	49%
	<b>199,396</b>	<b>100%</b>	<b>199,396</b>	<b>100%</b>

**4. RESERVE AND SURPLUS**

	As at March 31, 2019	As at March 31, 2018
<b>Deficit in Statement of Profit and Loss</b>		
Balance as at the beginning of the year	(554,485)	(1,298,559)
Profit/(Loss) for the year	705,934	744,074
<b>Balance at the end of the year</b>	<b>151,449</b>	<b>(554,485)</b>



**BOI AXA TRUSTEE SERVICES PRIVATE LIMITED**  
**AUDITED STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31st MARCH 2019**

**5. OTHER LONG TERM LIABILITIES**

	As at March 31, 2019	Amount in ₹ As at March 31, 2018
Sponsor Money	108,080	108,080
	<b>108,080</b>	<b>108,080</b>

**6. TRADE PAYABLES**

	As at March 31, 2019	As at March 31, 2018
Sundry Creditors	98,025	51,148
	<b>98,025</b>	<b>51,148</b>

**7. OTHER CURRENT LIABILITIES**

	As at March 31, 2019	As at March 31, 2018
Statutory dues including Tax Deducted at Source	3,999	31,415
	<b>3,999</b>	<b>31,415</b>

**8. SHORT TERM PROVISIONS**

	As at March 31, 2019	As at March 31, 2018
Provision for Taxation	402,062	193,010
	<b>402,062</b>	<b>193,010</b>

**9. LONG-TERM LOANS AND ADVANCES:**

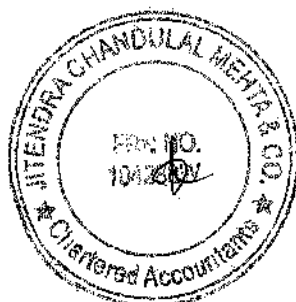
(Unsecured and considered good, unless otherwise stated)

	As at March 31, 2019	As at March 31, 2018
Tax Deducted at Source	490,526	247,855
Advance Tax	-	-
Goods & Service Tax	11,566	-
Service tax	1,908	1,908
	<b>504,000</b>	<b>249,763</b>

**10. TRADE RECEIVABLES**

(Unsecured and considered good, unless otherwise stated)

	As at March 31, 2019	As at March 31, 2018
- Outstanding for a period exceeding six months from	-	-
- Others	127,350	211,866
	<b>127,350</b>	<b>211,866</b>



**BOI AXA TRUSTEE SERVICES PRIVATE LIMITED**  
**AUDITED STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31st MARCH 2019**

**11. CASH AND BANK BALANCES**

	As at March 31, 2019	Amount in ₹ As at March 31, 2018
Cash and Cash Equivalents		
Bank Balances		
- In Current Account	28,132	1,361,499
	<b>28,132</b>	<b>1,361,499</b>

**12. CURRENT INVESTMENT**

	As at March 31, 2019	Amount in ₹ As at March 31, 2018
Current Investments	2,098,093	-
	<b>2,098,093</b>	<b>-</b>

**13. REVENUE FROM OPERATIONS**

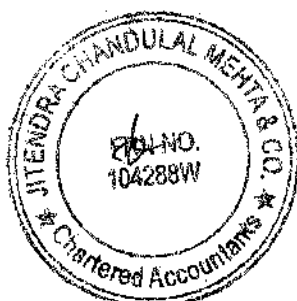
	Period Ended March 31, 2019	Year Ended March 31, 2018
Trusteeship Fees - Gross	2,056,316	2,066,858
	<b>2,056,316</b>	<b>2,066,858</b>

**14 OTHER INCOME**

	Period Ended March 31, 2019	Year Ended March 31, 2018
Profit on Sale of Investment	119,692	-
Interest on Income Tax Refund	-	4,868
	<b>119,692</b>	<b>4,868</b>

**15 OTHER EXPENSES**

	Period Ended March 31, 2019	Year Ended March 31, 2018
Directors Sitting Fees	720,000	660,000
Travel and Conveyance	164,440	154,879
Hotel / Stay Charges	229,082	156,365
Professional Fees	36,600	22,800
Rates and Taxes	2,500	7,120
Filing Fees	7,500	1,500
Payment to Auditors		
- Audit Fees	50,000	50,000
- Reimbursement of Expenses	550	1,472
Service Tax-SBC	-	1,825
Miscellaneous Expenses	10,050	15,676
	<b>1,220,722</b>	<b>1,071,637</b>



**BOI AXA TRUSTEE SERVICES PRIVATE LIMITED**  
**AUDITED STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31st MARCH 2019**

**16 EARNING PER SHARE**

Particulars	As at	Amount in ₹
	March 31, 2019	As at March 31, 2018
Net profit / (loss) attributable to equity shareholders (₹)	705,934	744,074
Weighted average number of equity shares outstanding during the year	199,396	199,396
Nominal value per share (₹)	10	10
Earnings per share (basic and diluted) (₹)	3.54	3.73



## **BOI AXA TRUSTEE SERVICES PRIVATE LIMITED**

### **NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2019**

#### **1. Nature Of Operations**

BOI AXA Trustee Services Private Limited ("the Company") is a Private Limited Company, incorporated in India under the Companies Act, 1956. The Company provides trusteeship service to BOI AXA Mutual Fund. The Company has been appointed as the Trustee of BOI AXA Mutual Fund vide Trust Deed dated November 16, 2007 and further amended vide IMA agreement dated May 24, 2012.

#### **2. Summary of Significant Accounting Policies**

##### **2.1. Basis of Preparation of Financial Statements**

The financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to section 133 of the Companies Act, 2013 read with Rule 7(1) of the Companies (Accounts) Rules, 2014. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under the relevant provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III (Division I) to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

The Company has no employees and all the administrative work are done/borne by BOI AXA Mutual Fund.

##### **2.2. Revenue Recognition**

Revenue is recognized to the extent that it is probable that economic benefits will flow to the Company and the revenue can be reliably arrangement with the BOI AXA Mutual Fund. Interest and other income, if any, is accounted on accrual basis.

##### **2.3. Provisions**

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

##### **2.4. Taxes on Income**

Tax expense comprises Current Tax.

Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act 1961. The tax rate and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.





**NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2019**

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

**2.5. Impairment of Assets:**

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset.

If such recoverable amount of the asset is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the profit and loss account.

If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed, and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

**2.6. Contingent Liability**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation.

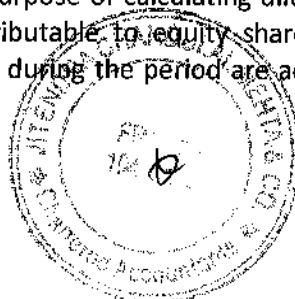
A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements. However, there is no contingent liability as on the balance sheet date.

**2.7. Cash And Cash Equivalents :**

Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

**2.8. Earnings Per Share:**

Basic earnings per share is computed by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.



**BOI AXA TRUSTEE SERVICES PRIVATE LIMITED****NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2019****2.9. Related Party Disclosures:****(i) Relationships (during the year)**

	Nature of Relationship	Related Party
1.	Related Parties where control exists:	
a)	Holding Company	Bank of India
2.	Related parties	
a)	Enterprises having significant influence over the Company	AXA IM Asia Holdings Private Limited
b)	Fellow Subsidiaries	BOI AXA Investment Managers Private Limited BOI Merchant Bankers Ltd BOI Shareholding Limited
c)	Mutual Fund managed by Fellow Subsidiary	BOI AXA Mutual Fund

(ii) The following transactions and closing balances of related parties carried out in the ordinary course of the business:

Amount in ₹				
Nature of transaction	Name of Company	Holding Company	Enterprises having significant influence	Mutual Fund managed by fellow Subsidiary
<b>Assets/(Liabilities)</b>				
- Share Capital	Bank of India	1,016,920 (1,016,920)		
	AXA IM Asia Holdings Private Limited		977,040 (977,040)	
<b>Income</b>				
- Trusteeship Fees	BOI AXA Mutual Fund			20,56,316 (20,66,858)
<b>Outstanding</b>				
- Receivables	BOI AXA Mutual Fund			127,350 (211,866)

Figure in brackets relates to previous year

Signatures to Notes forming an integral part of Financial Statements

**For Jitendra Chandulal Mehta & Co.**

Chartered Accountants

Firm Registration No.104288W

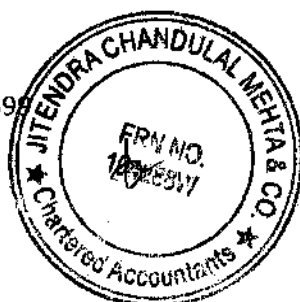
**Deepak B Kharwad**

Partner

Membership No.12459

Place: Mumbai

Date: April 24, 2019



**For and on behalf of the Board of Directors**

*Raghu Babu*

Director

DIN: 00311994

*Arjun*

Director

DIN: 00002224



**Jitendra Chandulal Mehta & Co.**  
**Chartered Accountants**

**Independent Auditors' Report**

TO,  
THE MEMBERS OF,  
BOI AXA Trustee Services Private Limited.

**Opinion**

We have audited the accompanying financial statements of M/S. **BOI AXA Trustee Services Private Limited** ("the company"), which comprises the Balance Sheet as at 31<sup>st</sup> March 2019, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

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

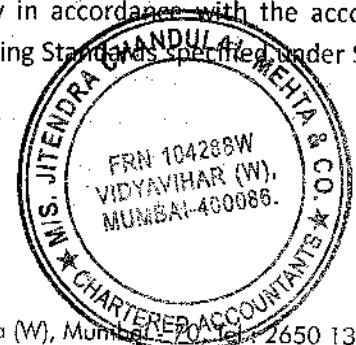
- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2019;
- b) In the case of the Statement of Profit and Loss, of the **Profit** for the year ended on that date;
- c) In the case of the Cash Flow Statement of the year ended on that date;

**Basis of Opinion**

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to 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 principles generally accepted in India (Indian GAAPs), including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.



This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

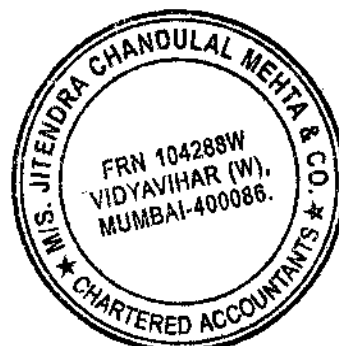
An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### **Report on other Legal and Regulatory Requirements**

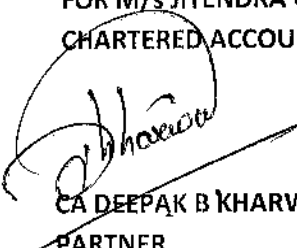
1. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
  - c) The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.

*[Handwritten signature]*



- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31 March, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2019, from being appointed as a director in terms of Section 164(2) of the Act.
- 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 Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial control over financial reporting.
- g) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us:
- The Company has disclosed the impact of pending litigations on its financial position in its financial statements
  - The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts
  - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("CARO 2016") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraph 3 & 4 of CARO 2016.
3. As per the directions issued by C &AG under section 143(5) of Companies Act 2013 applicable from the year 2018-19 and onwards, we give in "Annexure C" a statement on the matters specified therein.

FOR M/s JITENDRA CHANDULAL MEHTA & CO  
CHARTERED ACCOUNTANTS

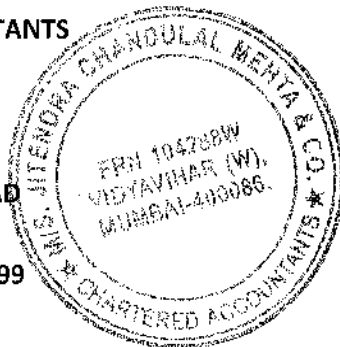
  
CA DEEPAK B KHARWAD  
PARTNER

Membership No: 124599

FRN: 104288W

Place: Mumbai

Date: 24/04/2019





#### **Annexure "A" to the Independent Auditor's Report**

(Referred to in paragraph 1 (f) under "Report on Other Legal and Regulatory Requirement of our report of even date)

#### **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 BOI AXA Trustee Services Private Limited as of 31<sup>st</sup> March, 2019 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**

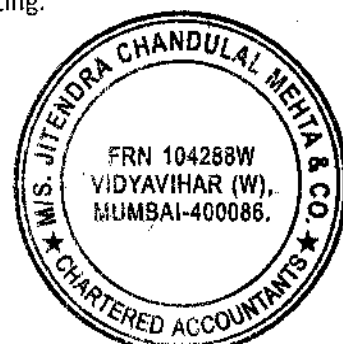
The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). 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.

#### **Auditors' 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 (the "Guidance Note") and the Standards on Auditing 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 ICAI. Those Standards and the 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 system 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 of 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.



- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

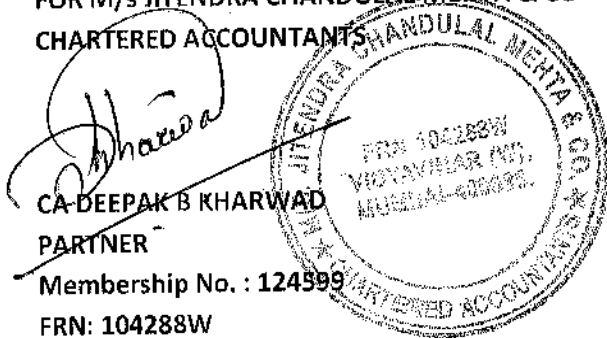
#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **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 31<sup>st</sup> March, 2019, 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 M/s JITENDRA CHANDULAL MEHTA & CO  
CHARTERED ACCOUNTANTS



CA DEEPAK B KHARWAD  
PARTNER

Membership No. : 124599

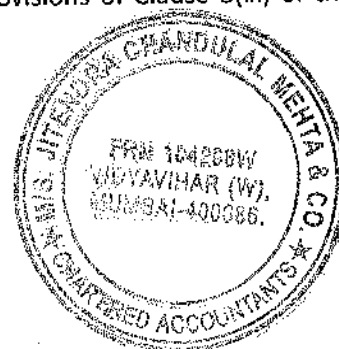
FRN: 104288W

Place: Mumbai

Date: 24/04/2019

**Annexure B to Independent Auditors' Report Referred to in paragraph 2 of the Independent Auditors' Report of even date to the members of BOI AXA Trustee Services Private Limited on the financial statements as of and for the year ended March 31, 2019**


- i. The Company does not hold any fixed assets during the year ended March 31, 2019. Therefore, the provisions of Clause 3(i) of the Order are not applicable to the Company.
- ii. The Company is in the business of rendering services, and consequently, does not hold any inventory. Therefore, the provisions of Clause 3(ii) of the said Order are not applicable to the Company.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 186 of the Act in respect of the loans or investments made, or guarantees or security provided by it. The Company has not granted any loans or provided any guarantees or security to parties covered under Section 185 of the Act and accordingly, provisions of Clause 3(iv) of the said Order, to this extent, are not applicable to the Company.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, cess, goods and service tax and other material statutory dues, as applicable, with the appropriate authorities.  
  
(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, sales-tax, service-tax, duty of customs, and duty of excise or value added tax or goods and service tax which have not been deposited on account of any dispute.
- viii. As the Company does not have any loans or borrowings from any financial institution or bank or Government, nor has it issued any debentures as at the balance sheet date, the provisions of Clause 3(viii) of the Order are not applicable to the Company.
- ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.





- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. The Company has not paid any managerial remuneration except director sitting Fees during the year. Accordingly, the provisions of Clause 3(xi) of the Order are not applicable to the Company.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under audit. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him within the meaning of section 192 of the Act. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

FOR M/s JITENDRA CHANDULAL MEHTA & CO  
CHARTERED ACCOUNTANTS

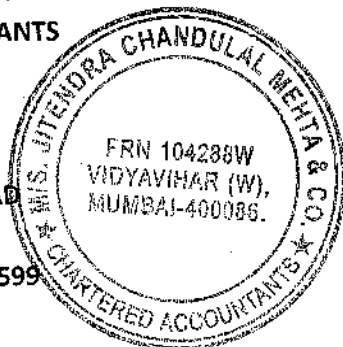
  
CA DEEPAK B KHARWAD  
PARTNER

Membership No. : 124599

FRN: 104288W

Place: Mumbai

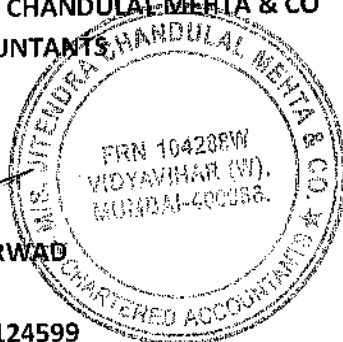
Date: 24/04/2019




Annexure C to Independent Auditor Report referred to in paragraph 3 of the Independent Auditors report in relation to directions issued by C & AG under section 143(5) of Companies Act 2013 applicable from the year 2018-19 and onwards.

- I. Whether the company has system in place to process all the accounting transactions through IT system? If yes, the implications of processing of accounting transactions outside IT system on the integrity of the accounts along with the financial implications, if any, may be stated. – The Company has adequate system in place to process all the accounting transaction through IT System and no transaction are done outside IT System.
- II. Whether there is any restructuring of an existing loan or cases of waiver/write off of debts /loans/interest etc. made by a lender to the company due to the company's inability to repay the loan? If yes, the financial impact may be stated. – No Such cases were reported /observed during the period under audit.
- III. Whether funds received/receivable for specific schemes from central/ state agencies were properly accounted for/ utilized as per its term and conditions? List the cases of deviation. In addition the auditor is required to comply with any additional Company / Sector specific directions issued under section 143(5) of the Companies Act, 2013 by the Field office entrusted with the supplementary audit of the Company. – No sum under any schemes were received from central / state agencies, hence Not Applicable.

FOR M/s JITENDRA CHANDULAL MEHTA & CO  
CHARTERED ACCOUNTANTS



  
CA DEEPAK B KHARWAD  
PARTNER

Membership No.: 124599

FRN: 104288W

Place: Mumbai

Date: 24/04/2019

