



**Retirement Solutions**

**Annual Report**

**of**

**UTI Retirement Solutions  
Limited**

**For FY 2018–19**

**Sponsor: UTI Asset Management Company Limited**

**Registered Office: UTI Towers 'Gn' Block, Bandra – Kurla Complex Bandra (East) Mumbai – 400051**

**Phone: 022-66786367 / 6731 | CIN: U66020MH2007GOI176785**

**Website: <http://www.utimf.com/retirement-solutions/uti-retirement-solutions>**

**Directors' Report**

**To the Members of UTI Retirement Solutions Limited,**

We are pleased to present the Directors' Report together with the Audited Accounts for the Financial Year ending on 31<sup>st</sup> March, 2019.

UTI Retirement Solutions Limited was promoted by UTI Asset Management Company Limited to carry out the operations as Pension Fund Manager as directed by the Pension Fund Regulatory and Development Authority (PFRDA) and Board of Trustees of the National Pension System Trust set up under the Indian Trust Act, 1882, and to undertake wholesale asset management as prescribed by the Government or Pension Fund Regulatory and Development Authority. It was incorporated on 14<sup>th</sup> December 2007.

The National Pension System (NPS) is a defined contribution pension scheme introduced by Govt. of India and is applicable on a mandatory basis to all Central Government Employees (except Armed Forces) who have joined services with effect from 1<sup>st</sup> January, 2004.

The NPS is also available on voluntary basis to all other citizens of India including self employed professionals and others in the unorganized sector with effect from 1<sup>st</sup> May, 2009. This is based on self defined contribution received from the citizen.

The NPS is regulated by 'Pension Fund Regulatory and Development Authority' (PFRDA). The detailed information may be accessed in the official websites of PFRDA and NPS Trust i.e. [www.pfrda.org.in](http://www.pfrda.org.in) and [www.npstrust.org.in](http://www.npstrust.org.in) respectively.



# 1. The state of the company's affairs

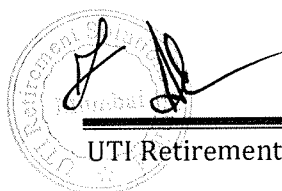
## a. Business of the Company

Your company was incorporated with the main objective of wholesale asset management of pension funds under NPS. The total AUM as on 31<sup>st</sup> March, 2019 of all the NPS Schemes managed by UTI Retirement Solutions Ltd. taken together stood at Rs. 93,707.88 Crores as compared to Rs. 69,483.27 Crore as on 31<sup>st</sup> March, 2018.

UTI Retirement Solutions Limited managed the following NPS Schemes as on 31<sup>st</sup> March, 2019:

Sr. No.	Name of Schemes	AUM (Rs. in Crore)	
		31.03.2019	31.03.2018
1.	NPS Trust – A/C UTI Retirement Solutions Pension Fund Scheme E – Tier I	378.21	225.40
2.	NPS Trust – A/C UTI Retirement Solutions Scheme E – Tier II	23.31	15.33
3.	NPS Trust – A/C UTI Retirement Solutions Pension Fund Scheme C – Tier I	216.34	139.80
4.	NPS Trust – A/C UTI Retirement Solutions Scheme C – Tier II	12.91	9.87
5.	NPS Trust – A/C UTI Retirement Solutions Pension Fund Scheme G – Tier I	329.66	209.06
6.	NPS Trust – A/C UTI Retirement Solutions Scheme G – Tier II	16.84	11.81
7.	NPS Trust – A/C UTI Retirement Solutions Pension Fund Scheme A – Tier I	1.14	0.38
8.	NPS Trust – A/C UTI Retirement Solutions Scheme A – Tier II*	0.00	0.00
9.	NPS Trust – A/C UTI Retirement Solutions Pension Fund Scheme – Central Govt.	36,561.28	28,352.47
10.	NPS Trust – A/C UTI Retirement Solutions Pension Fund Scheme – State Govt.	52,938.99	38,411.37
11.	NPS Trust – A/C UTI Retirement Solutions Ltd. – NPS Lite Scheme – Govt. Pattern	964.68	847.85
12.	NPS Trust – A/C UTI Retirement Solutions Pension Fund Scheme – Corporate CG*	0.00	0.00
13.	NPS Trust – A/C UTI Retirement Solutions Scheme – Atal Pension Yojana	2,264.46	1,259.93
	<b>Total</b>	<b>93,707.82</b>	<b>69,483.27</b>

\* The schemes are inoperative



b. Financial Results of the Company

The audited Balance Sheet as on 31<sup>st</sup> March, 2019, Profit and Loss Account for the period ended as on that date; schedules attached with the Balance Sheet, Significant Accounting Policies and Notes to Accounts thereon are enclosed as annexure.

The financial highlights of the company as on 31<sup>st</sup> March, 2019 as compared to the previous year as on 31<sup>st</sup> March, 2018 are as under:

Particulars	For the year ended 31 <sup>st</sup> March, 2019*	For the year ended 31 <sup>st</sup> March, 2018*
	Amount in Rs.	
<b>Share Capital</b>	<b>22,00,00,000.00</b>	<b>22,00,00,000.00</b>
<b><u>Income:</u></b>		
Investment Management Fees	8,10,23,448.00	6,24,46,034.00
Other Income	<b>2,19,84,482.00</b>	1,98,56,544.00
<b>Total Income</b>	<b>10,30,07,930.00</b>	<b>8,23,02,578.00</b>
<b><u>Expenses</u></b>		
Employee Benefit Expenses	1,63,97,652.00	1,65,68,472.00
Administrative & Other expenses	4,89,90,228.00	3,94,97,965.00
Depreciation	14,58,979.00	73,085.00
<b>Total</b>	<b>6,68,46,859.00</b>	<b>5,61,39,522.00</b>
<b>Profit before Tax</b>	<b>3,61,61,071</b>	<b>2,61,63,056.00</b>
<b>Taxes</b>		
Current Taxes	41,58,822.00	56,33,328.00
Tax adjustments for earlier year	0.00	0.00
Deferred Taxes	59,02,846.00	(2,13,545.00)
<b>Total Taxes</b>	<b>1,00,61,668.00</b>	<b>54,19,783.00</b>
<b>Profit after Tax</b>	<b>2,60,99,403.00</b>	<b>2,07,43,273.00</b>
Prior Period Items	0.00	0.00
<b>Profit / Loss for the year</b>	<b>2,60,99,403.00</b>	<b>2,07,43,273.00</b>
<b>Earnings Per Share</b>	<b>1.19</b>	<b>1.03</b>
<b>Net – worth</b>	<b>38,16,90,249.00</b>	<b>34,78,00,343.00.00</b>
* As per Ind – AS		

There was no change in the share capital of the company during the Financial Year 2018-19.

The net-worth of the Company has increased from Rs. 34,78,00,343.00.00 as on 31<sup>st</sup> March, 2018 to Rs. 38,16,90,249.00 as on 31<sup>st</sup> March, 2019.

c. **Awards and Accolades**

UTI RSL won following 1 prestigious award during the FY 2018-19:

- Best Pension Fund Manager of the Year by Asia Asset Management under the category Best of the Best Awards 2019

2. **Extract of the Annual Return**

Extract of the Annual Return in Form MGT – 9 as prescribed in Rule 12 of Companies (Management and Administration) Rules, 2014 under sub-section (3) of section 92 is annexed as Annexure – 1 to the Directors' Report for FY 2018-19.

3. **Board of Directors**

The Directors of your company comprises of professionals from financial / investment / accounting / audit field. The composition of the Board of Directors as on 31<sup>st</sup> March, 2019 and number of meetings attended by each of them during the Financial Year 2018-19 are as under:

Sr. No.	Name of Director	Designation	No. of meetings held during the tenure	No. of meetings attended
1.	Mr. Imtaiyazur Rahman	Chairman & Director	2	2
2.	Mr. Leo Puri *	Chairman & Director	1	1
3.	Mr. P. N. Venkatachalam #	Associate Director	1	1
4.	Mr. A Krishna Rao	Independent Director	4	4
5.	Mr. P. H. Ravikumar	Independent Director	4	4
6.	Mr. S. Venkatraman	Independent Director	4	4
7.	Mr. Balram P. Bhagat	Chief Executive Officer & Whole Time Director	4	4

\* Mr. Leo Puri resigned from the directorship of the company w.e.f. 13<sup>th</sup> August, 2018.

# Mr. P. Venkatachalam resigned from the directorship of the company w.e.f. 16<sup>th</sup> August, 2018.

The Board of Directors met 4 times during the Financial Year 2018-19 on 25<sup>th</sup> April, 2018; 20<sup>th</sup> August, 2018; 21<sup>st</sup> October, 2018 and 5<sup>th</sup> February, 2019.

#### 4. Director's appointment and resignation

Mr. Imtaiyur Rahman was appointed as Additional Director w.e.f. 30<sup>th</sup> August, 2018.

Mr. Leo Puri resigned from the directorship of the company w.e.f. 13<sup>th</sup> August, 2019 and Mr. P. N. Venkatachalam resigned w.e.f. 16<sup>th</sup> August, 2019 during the Financial Year 2018-19.

#### 5. Statutory Auditors

M/s G. P. Kapadia & Co., Chartered Accountants, Mumbai were appointed as Statutory Auditors of the company for the FY 2018-19 by the Comptroller & Auditor General of India *vide* their letter No. CA. V/COY/CENTRAL GOVERNMENT, UTIRS(1)/469 dated 3<sup>rd</sup> August, 2018. Comptroller & Auditor General of India have also fixed the Audit Fees for the FY 2018-19.

#### 6. Secretarial Audit

The provisions of the Secretarial Audit as mentioned in Section 204 of the Companies Act, 2013 and Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the company.



## 7. Audit and Systems

Your Directors believe that internal audit control is a necessary concomitant of the principle of governance that freedom of management should be exercised within a framework of appropriate checks and balances. Your Company remains committed to ensuring an effective internal control environment that provides assurance on the efficiency of operations and security of assets.

Our Internal Auditors continuously monitor the adequacy and effectiveness of the internal control environment across the Company and the status of compliance with operating systems, internal policies and regulatory requirements.

The Statutory Auditors have also tested and verified the Internal Financial Control in the company. The report of the Statutory Auditors on the Internal Financial Control was reviewed by the Board in its meeting held on 25<sup>th</sup> April, 2019.

The Board of Directors had constituted an Audit Committee. The Audit Committee comprises of directors who are eminent persons and have knowledge in the field of Accounts, Taxation, Audit and Finance etc.

The composition of the Audit Committee as on 31<sup>st</sup> March, 2019 and number of meetings attended by its members during the Financial Year 2018-19 are as under:

Sr. No.	Name of Director	Designation	Date of Appointment	No. of meetings held during the tenure	No. of meetings attended
1.	Mr. P. N. Venkatachalam*	Chairman of Committee	24.07.2013	1	1
2.	Mr. A Krishna Rao	Director	15.01.2014	4	4
3.	Mr. S. Venkatraman	Chairman of Committee	27.04.2015	4	4
4.	Mr. P. H. Ravikumar	Director	21.10.2018	1	1

\* Ceased to be director w.e.f. 16<sup>th</sup> August, 2018.

The Audit Committee met 4 times during the Financial Year 2018-19 on 25<sup>th</sup> April, 2018; 20<sup>th</sup> August, 2018; 21<sup>st</sup> October, 2018 and 5<sup>th</sup> February, 2019.

The Audit Committee reviewed, *inter alia*, Compliance Manual, Risk Management Policy, Business Continuity Plan, the adequacy and effectiveness of the internal control environment and monitored implementation of internal audit recommendations.

### **Vigil Mechanism / Whistle Blower Policy**

UTI Retirement Solutions Limited is a 100% subsidiary company of UTI Asset Management Company Limited, which has its Vigil Mechanism / Whistle Blower Policy. The same is applicable to all the employees of UTI Retirement Solutions Limited also.

### **8. Investment Management**

The Board of Directors had also constituted an Investment Management Committee, in compliance of Pension Fund Regulatory and Development Authority (Pension Fund) Regulations 2015, to monitor the investment operation of pension corpus of NPS Schemes managed by the company and also to monitor the compliance of the Investment Management Agreements entered into with National Pension System (NPS) Trust.

The composition of the Investment Management Committee as on 31<sup>st</sup> March, 2019 and number of meetings attended by its members during the Financial Year 2018-19 are as under:



Sr. No.	Name of Director	Designation	Date of Appointment	No. of meetings held during the tenure	No. of meetings attended
1.	Mr. S Venkatraman	Chairman	11.04.2008	4	4
2.	Mr. P. H. Ravikumar	Director	12.01.2016	2	2
3.	Mr. Balram P. Bhagat	Chief Executive Officer & Whole Time Director	11.04.2008	4	4
4.	Ms. Silpita Guha	Chief Investment Officer	11.04.2008	4	4

The Investment Management Committee met 4 times during the Financial Year 2018-19 on 25<sup>th</sup> April, 2018; 20<sup>th</sup> August, 2018; 21<sup>st</sup> October, 2018 and 5<sup>th</sup> February, 2019.

9. **Declaration by independent directors under Sub-section (6) of Section 149**

We have received declaration from the following independent directors as required in Subsection (6) of Section 149 of the Companies Act, 2013 confirming their independence:

Sr. No.	Name of Director
1.	Mr. A Krishna Rao
2.	Mr. S. Venkatraman
3.	Mr. P. H. Ravikumar

None of the Directors is disqualified for being appointed as Director as specified in Section 164 of the Companies Act, 2013.



10. **Qualification, reservation or adverse remark or disclaimer made by the auditor and by the company secretary in practice**

There was no qualification, reservation or adverse remark or disclaimer made by the Auditors of the company in their Audit Report. Provision of the Secretarial Audit by a Company Secretary in Practice is not applicable to the company.

11. **Conservation of energy, technology absorption, foreign exchange earnings and outgo**

Since the Company does not own any manufacturing facility, the particulars of Conservation of energy, technology absorption etc. are not applicable to the company.

There was no foreign exchange earnings and outgo during the year.

12. **Fixed Deposits**

During the year, your Company did not accept any deposits from the public under Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

13. **Risk Management Policy**

Risk Management is one of the key focus areas and your company has established processes and systems to ensure managing risk. A Risk Management Committee of the Board has been constituted, in compliance of Pension Fund Regulatory and Development Authority (Pension Fund) Regulations 2015, to monitor various risks applicable to its operations, including operational risk, liquidity risk, credit risk, market risk and regulatory risk.



Board of Directors periodically reviews the Risk Management Policy, procedures and processes, which include the delegation of powers for investment and financial responsibilities, investment prudential norms, guidelines and limits. The Board also reviews the performance of all schemes on quarterly basis.

**14. The amounts carried forward to Reserves**

We propose to keep the whole amount to be retained in the Profit and Loss account.

**15. The amount recommended to be paid by way of dividend**

Presently, the company has limited resources and needs funds for its future business growth. Therefore, the Board of Directors recommends nil dividends for the FY 2018-19.

**16. Material changes and commitments, if any**

No material changes affecting the financial position of the company have occurred during the period 31<sup>st</sup> March, 2019 and the date of Board's Report.

None of the companies has become or ceased to be subsidiaries, joint venture or associate company during the Financial Year 2018 – 19.

**17. Related Party Transactions**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.



The particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto are detailed in Note 27 to the financial statement which sets out related party disclosures.

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

#### 18. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013, the Board will carry out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit Committee, Investment Management Committee and Risk Management Committees.

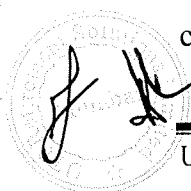
#### 19. Details of previous Annual General Meetings

The details of previous 3 Annual General Meetings are as under:

Sr. No.	AGM	Date of AGM	Special Resolution, if any
1.	10 <sup>th</sup> Annual General Meeting	21 <sup>st</sup> August, 2018	Nil
2.	9 <sup>th</sup> Annual General Meeting	22 <sup>nd</sup> August, 2017	Approval of re-appointment of Balram P. Bhagat as Chief Executive Officer & Whole Time Directors for 3 years and payment of managerial remuneration to him for the FY 2016-17
3.	8 <sup>th</sup> Annual General Meeting	4 <sup>th</sup> August, 2016	Nil

#### 20. Corporate Social Responsibility

The provisions of Corporate Social Responsibility are not applicable to the company.



**21. Particulars of loans, guarantees or investments**

The particulars of loans, guarantees or investments, if any, as required under Section 134(3)(g) and Section 186 of the Companies Act, 2013 are set out in notes to the Financial Statements as at 31<sup>st</sup> March, 2019.

**22. Details of frauds reported by auditors under sub-section (12) of section 143**

Nil

**23. Revision of Financial Statement or Board's report**

There was no revision of Financial Statements or Board's report during the financial year.

**24. Directors' Responsibility Statement**

Pursuant to the requirement under Section 134 (3) (c) and Section 134 (5) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

(a) in the preparation of the annual accounts for the FY 2018–19, the applicable accounting standards had 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 i.e. 31<sup>st</sup> March, 2019 and of the profit and loss 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 annual accounts have been prepared on a going concern basis; and

(e) the proper systems has been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 25. Acknowledgement

We acknowledge the valuable support, co-operation and guidance received from the Sponsors of your Company, Pension Fund Regulatory & Development Authority (PFRDA), National Pension System (NPS) Trust, Axis Bank Ltd. (Trustee Bank), Stock Holding Corporation of India (SHCIL), NSDL (CRA), Karvy CRA (KCRA) and CRISIL. We are also thankful to our shareholders, Auditors, Bankers, Brokers and all other service providers for their valued support. We would also like to thank the employees for the commitment, collaboration and partnership demonstrated by them during the year.



**Place:** Mumbai  
**Date:** 25/04/2019

**For and on behalf of the Board of Directors  
UTI Retirement Solutions Limited**

Imtaiyazur Rahman  
**Chairman & Director**  
DIN: 01818725

**Annexure – 1 to Directors Report for the FY 2018–19****Form No. MGT-9****EXTRACT OF ANNUAL RETURN****As on the financial year ended on March 31, 2019**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. Registration and other details:**

(i)	CIN	U66020MH2007GOI176785
(ii)	Registration Date	14 <sup>th</sup> December, 2007
(iii)	Name of the Company	UTI Retirement Solutions Ltd.
(iv)	Category / Sub-Category of the Company	Public Company limited by shares
(v)	Address of the Registered office and contact details	UTI Tower Gn – Block Bandra Kurla Complex Bandra East Mumbai 400 051
(vi)	Whether listed company Yes / No	No
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Not Applicable

**II. Principal business activities of the Company**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and description of main products / services	NIC Code of the Product / Service	% to total turnover of the Company
(i)	National Pension System	663 6630 66302	100%


**III. Particulars of Holding, Subsidiary and Associate Companies**

Sr. No.	Name and address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
1.	UTI Asset Management Company Ltd.	U65991MH2002PLC137867	Holding	100%	2(46)

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

##### i) Category-wise Share Holding

Category of Shareholder	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	Demat	Physical	Total	% of Total	
<b>A. Promoters</b>									
(1) Indian									
a) Individual / HUF	Nil	700	700	0.0032	Nil	700	700	0.0032	Nil
b) Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt (s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Bodies Corp	Nil	2,19,99,300	2,19,99,300	99.9968	Nil	2,19,99,300	2,19,99,300	99.9968	Nil
e) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Any Other....	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-total (A) (1):-</b>	Nil	2,20,00,000	2,20,00,000	100.00	Nil	2,20,00,000	2,20,00,000	100.00	Nil
(2) Foreign									
a) NRIs - Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Other – Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Any Other....	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-total (A) (2):-</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total shareholding of Promoter</b>	Nil	2,20,00,000	2,20,00,000	100.00	Nil	2,20,00,000	2,20,00,000	100.00	Nil
<b>(A) = (A)(1)+(A)(2)</b>									

## (ii) Shareholding of Promoters

	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		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.	UTI Asset Management Co. Ltd. and its nominees	2,20,00,000	100%	Nil	2,20,00,000	100	Nil	Nil

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

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	2,20,00,000	100	2,20,00,000	100
2.	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
3.	At the End of the year	2,20,00,000	100	2,20,00,000	100

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

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	For each of the Top 10 Shareholders At the beginning of the year	2,20,00,000	100	2,20,00,000	100
2.	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
3.	At the End of the year	2,20,00,000	100	2,20,00,000	100


**(v) Shareholding of Directors and Key Managerial Personnel:**

		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	For each of the Top 10 Shareholders At the beginning of the year	100	0.0000	100	0.0000
2.	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
3.	At the End of the year	100	0.0000	100	0.0000

**V. INDEBTEDNESS**

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

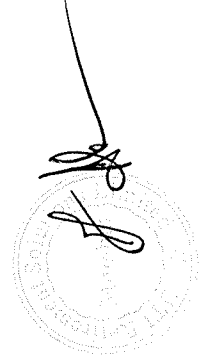
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	Nil	Nil	Nil	Nil
<b>Change in Indebtedness during the financial year</b>				
➤ Addition	Nil	Nil	Nil	Nil
➤ Reduction	Nil	Nil	Nil	Nil
<b>Net Change</b>	Nil	Nil	Nil	Nil
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	Nil	Nil	Nil	Nil



# VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL'

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

Sl. No.	Particulars of Remuneration	Chief Executive & Whole time Director	Total Amount
1.	Gross salary	Balram P. Bhagat	
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Rs. 26,17,253.00	Rs. 26,17,253.00
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00	0.00
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0.00	0.00
2.	Stock Option	0.00	0.00
3.	Commission i. - as % of profit ii. - others, specify... (PF Contribution) Others, please specify	Rs. 12,552	Rs. 12,552
	<b>Total (A)</b>	<b>Rs. 26,29,805.00</b>	<b>Rs. 26,29,805.00</b>



**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES**

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)
<b>A. COMPANY</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>B. DIRECTORS</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil



**Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto**

**1. Details of contracts or arrangements or transactions not at arm's length basis**

Sr. No	(a) Name(s) of the related party and nature of relationship	(b) Nature of contracts / arrangements / transactions	(c) Duration of the contracts / arrangements / transactions	(d) Salient terms of the contracts or arrangements or transactions including the value, if any	(e) Justification for entering into such contracts or arrangements or transaction	(f) date(s) of approval by the Board	(g) Amount paid as advance s, if any:	(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188
1.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

**2. Details of material contracts or arrangement or transactions at arm's length basis**

Sr. No.	(a) Name(s) of the related party and nature of relationship	(b) Nature of contracts /arrangements /transactions	(c) Duration of the contracts / arrangements/trans actions	(d) Salient terms of the contracts or arrangements or transactions including the value, if any	(e) date(s) of approval by the Board	(f) Amount paid as advances, if any:
1.	Mr. Balram Bhagat	CEO & WTD	Permanent employee	CEO & WTD	11.04.2008	Nil
2.	Mr. Arvind Patkar	Company Secretary	Permanent employee	Company Secretary	11.04.2008	Nil
3.	Mr. Shyamkumar Gupta	Chief Financial Officer	Permanent employee	Chief Financial Officer	27.04.2015	Nil



**INDEPENDENT AUDITORS' REPORT  
TO THE MEMBERS OF  
UTI RETIREMENT SOLUTIONS LIMITED**

**Report on the audit of Financial Statements**

**Opinion**

We have audited the accompanying financial statements of **UTI RETIREMENT SOLUTIONS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including other comprehensive Income), the statement of Cash Flow and the statement of Changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as "financial statements").

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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the 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 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 there under, 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.



**Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting 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 adequate internal financial controls, 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 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 also responsible for overseeing the Company's financial reporting process.



**Auditor's Responsibility for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

A further description of our responsibilities for the audit of the financial statements is included in "Appendix I" of this auditor's report. This description, which is located at page number 6, forms part of our auditor's report.

**Other Matters**

The Comparative financial information of the Company for the year ended 31<sup>st</sup> March, 2018 and the transition date opening balance sheet as at 1<sup>st</sup> April 2017 included in these Ind AS financial statements, are based on the statutory financial statements prepared in accordance with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016 audited by us whose report for the year ended 31<sup>st</sup> March, 2018 and 31<sup>st</sup> March, 2017 expressed an unmodified opinion on those financial statements as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which has been audited by us. This audit report is being issued in pursuant to the CAG's letter no. GA-Group/IIIA/Cs/UTI Retirement/2018-19/84 dated 3<sup>rd</sup> July, 2019 and revised to incorporate the format contained in SA700 revised. Our opinion is not modified in respect of these matters.

**Report on Other Legal and Regulatory Requirements**

- (1) As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanation given to us, we give in the "Annexure 1", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.



(2) 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 it appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement and changes in Equity dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid Ind AS 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 March 31, 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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 2".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, of the Company examined by us, and information and explanations given to us, the Company has not paid any managerial remuneration during the year.

- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The Company does not have any pending litigations which would impact its financial position;
  - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company



## G. P. KAPADIA & CO.

- (3) As required by Section 143(5) of the Act and in pursuance of directions and sub-directions, issued by the office of the C & AG of India for the year ended March 31,2019, we report that:

Sr. No.	Directions u/s 143(5) of the Companies Act, 2013	Auditors reply on action taken on the directions	Impact on the financial statement
1	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 an IT system to process all the accounting transactions on Tally ERP - 9. In our opinion, there exist sufficient controls to maintain the integrity of the accounts.	Nil
2	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.	According to the information and explanation given to us, there are no cases of waiver/ write off of debts/loans/interest etc. The Company does not have any loans. Hence, this clause is Not Applicable.	Nil
3	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.	According to the information and explanation given to us, the Company has not received any funds for specific schemes from central/ state agencies.	Nil



**G. P. KAPADIA & CO.**

Further,

- (i) According to the information & explanations given to us, the Company has no freehold and leasehold premises.
- (ii) There is no additional direction issued under section 143(5) of the Companies Act, 2013 by the field office entrusted with the supplementary audit of the Company

**For G. P. KAPADIA & Co.  
Chartered Accountants  
FRN.104768W**

*N S S*



**Nimesh Bhimani  
Partner  
Membership No. : 030547  
Place: Mumbai  
Date: 04<sup>th</sup> July, 2019  
UDIN : 19030547AAAAAL2285**

**Appendix - I to the Independent Auditor's Report**

**Further description of our responsibilities for the audit of the financial statements as referred to in Auditor's Responsibilities for the Audit of the Financial Statements section of our report of even date to the members of UTI Retirement Solutions Limited on the financial statements for the year ended 31 March 2019**

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



**ANNEXURE 1 TO THE INDEPENDENT AUDITORS' REPORT**

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of UTI RETIREMENT SOLUTIONS LIMITED on the financial statements for the year ended March 31, 2019]

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;  
  
(b) The Fixed Assets have been physically verified by the management at reasonable intervals and no material discrepancies were noted on such verification.  
  
(c) The company has no immovable properties.
- 2) The company is not a manufacturing or trading concern and is thereby having no inventory. Accordingly, the provision of this clause of the Order are not applicable to the Company and hence not commented upon.
- 3) 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. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.
- 4) ) The provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security are not applicable.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) The maintenance of cost records as prescribed by the Central Government under Sub Section (1) of Section 148 of the Companies Act, 2013 are not applicable to the Company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Income-Tax, Sales tax, Goods and Service Tax and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed



**G. P. KAPADIA & CO.**

amounts payable in respect of the above were in arrears as at March 31, 2019 for a period of more than six months from the date on when they become payable.

(b) According to the information and explanation given to us, that an appeal filed with CIT(A) for A.Y.2013-14. decided in favour of the company and balance of TDS and thereon Interest is receivable.

- 8) In our opinion and according to the information and explanations given to us, the Company has not taken loans or borrowed money or guarantees from financial institutions, banks, government and debenture holders during the year.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or 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 and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided subject to the ratification by shareholders in General Meeting in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.



**G. P. KAPADIA & CO.**

- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

**For G. P. KAPADIA & Co.**  
**Chartered Accountants**  
**FRN.104768W**

N-SS



**Nimesh Bhimani**  
**Partner**  
**Membership No. : 030547**  
**Place: Mumbai**  
**Date: 04<sup>th</sup> July, 2019**  
**UDIN : 19030547AAAAAL2285**

**ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT**

[Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of UTI RETIREMENT SOLUTIONS LIMITED on the financial statements for the year ended March 31, 2019]

**Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of UTI RETIREMENT SOLUTIONS LIMITED ("the Company") as of March 31, 2019 in conjunction with our audit of the 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 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, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. 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.



**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide Reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (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 March 31, 2019, based on 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).

**For G. P. KAPADIA & Co.**

**Chartered Accountants**

**FRN.104768W**

N. S. S.



**Nimesh Bhimani**

**Partner**

**Membership No. : 030547**

**Place: Mumbai**

**Date: 04<sup>th</sup> July, 2019**

**UDIN : 19030547AAAAAL2285**

**UTI Retirement Solutions Limited**  
**Balance Sheet as at 31 March 2019**

Particulars	Note	As at 31 March 2019	As at 31 March 2018	As at 01 April 2017
<b>I. ASSETS</b>				
<b>(1) Financial assets</b>				
(a) Cash and cash equivalents	3	3,977	6,986	-
(b) Receivable	4			
Trade receivables		2,41,98,882	1,82,17,743	1,32,44,780
(c) Investments	5	34,07,60,566	31,64,87,122	30,25,28,552
(d) Other financial assets	6	39,81,376	27,73,735	25,80,634
<b>Total Financial Assets</b>		<b>36,89,44,801</b>	<b>33,74,85,586</b>	<b>31,83,53,966</b>
<b>(2) Non - financial assets</b>				
(a) Current tax assets (Net)	7	98,97,491	59,41,873	53,19,607
(b) Property, plant and equipments	8	-	11,202	32,722
(c) Other Intangible assets	9	28,47,957	42,95,735	-
(d) Other non financial assets	10	-	65,947	21,663
<b>Total Non Financial Assets</b>		<b>1,27,45,448</b>	<b>1,03,14,757</b>	<b>53,73,992</b>
<b>TOTAL ASSETS</b>		<b>38,16,90,249</b>	<b>34,78,00,343</b>	<b>32,37,27,958</b>
<b>II. LIABILITIES AND EQUITY</b>				
<b>LIABILITIES</b>				
<b>(1) Financial liabilities</b>				
(i) Trade payable	11			
(i) total outstanding dues of micro enterprises and small enterprises		-	-	-
(ii) total outstanding dues of creditros other than micro enterprises and small enterprises		5,42,088	23,29,072	1,70,037
(ii) Other payable				
(i) total outstanding dues of micro enterprises and small enterprises		-	-	-
(ii) total outstanding dues of creditros other than micro enterprises and small enterprises		-	9,563	8,223
<b>Total financial liabilities</b>		<b>5,42,088</b>	<b>23,38,635</b>	<b>1,78,260</b>
<b>(2) Non- financial liabilities</b>				
(a) Provisions	12	78,33,861	72,18,814	60,66,213
(b) Deferred tax liabilities (Net)	13	1,45,79,193	86,76,348	88,89,893
(c) Other non financial liabilities	14	33,97,779	3,28,621	98,940
<b>Total non financial liabilities</b>		<b>2,58,10,833</b>	<b>1,62,23,783</b>	<b>1,50,55,046</b>
<b>EQUITY</b>				
Equity Share Capital	15	22,00,00,000	22,00,00,000	22,00,00,000
Other Equity	16	13,53,37,328	10,92,37,925	8,84,94,652
<b>Total Equity</b>		<b>35,53,37,328</b>	<b>32,92,37,925</b>	<b>30,84,94,652</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>38,16,90,249</b>	<b>34,78,00,343</b>	<b>32,37,27,958</b>

Summary of significant accounting policies

2

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

As per our Report of even date

For : G. P. Kapadia & Co.

Chartered Accountants

Firm Registration Number: 104768W

Nimesh Bhimani

Partner

Membership no.: 30547



For and on behalf of the Board of Directors of  
UTI Retirement Solutions Limited

Imtaiyazur Rahman  
Chairman & Director  
DIN: 01818725

Balaram P. Bhagat  
CEO & Whole Time Director  
DIN : 01846261

Arvind Patkar  
Company Secretary

Shyamkumar Gupta  
Chief Financial Officer

Place : Mumbai  
Date : 25/04/2019



**UTI Retirement Solutions Limited**  
**Statement of Profit and Loss for the year ended 31 March 2019**

Particulars	Note No.	Year ended March 31 2019	Year ended March 31 2018
<b>Revenue from operations</b>	<b>17</b>		
(i) Interest Income		2,82,157	2,04,067
(ii) Net gain on fair value changes		2,09,29,688	(22,71,138)
(iii) Sale of services		8,10,23,448	6,24,46,034
(iv) Others - Net gain/loss on sale of investments		7,72,637	2,18,78,615
<b>(I) Total Revenue from operations</b>	<b>I</b>	<b>10,30,07,930</b>	<b>8,22,57,578</b>
<b>(II) Other Income</b>	<b>II</b>	<b>18</b>	<b>45,000</b>
<b>Total Income</b>	<b>III = (I+II)</b>	<b>10,30,07,930</b>	<b>8,23,02,578</b>
<b>Expenses</b>	<b>19</b>		
(i) Employee Benefits Expenses		1,63,97,652	1,65,68,472
(ii) Depreciation, amortisation and impairment		14,58,979	73,085
(iii) Other expenses		4,89,90,228	3,94,97,965
<b>Total Expenses</b>	<b>IV</b>	<b>6,68,46,859</b>	<b>5,61,39,522</b>
<b>Profit/(Loss) before exceptional items and tax</b>	<b>V = (III-IV)</b>	<b>3,61,61,071</b>	<b>2,61,63,056</b>
Exceptional Items	<b>VI</b>	-	-
<b>Profit Before Tax</b>	<b>VII = V-VI</b>	<b>3,61,61,071</b>	<b>2,61,63,056</b>
<b>Tax expenses</b>			
Current tax		41,58,822	56,33,328
Tax Adjustments for earlier years		-	-
Deferred tax		59,02,846	(2,13,545)
<b>Total tax expenses</b>	<b>VIII</b>	<b>1,00,61,668</b>	<b>54,19,783</b>
<b>Profit for the year</b>	<b>IX = VII-VIII</b>	<b>2,60,99,403</b>	<b>2,07,43,273</b>
<b>Other Comprehensive Income</b>			
A (i) Items that will not be reclassified to profit or loss Remeasurement of defined benefit liability (asset)		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
	<b>X</b>	-	-
<b>Total comprehensive Income for the year</b>	<b>XI = IX+X</b>	<b>2,60,99,403</b>	<b>2,07,43,273</b>
<b>Earning per equity share (for continuing operation) [nominal value of share Rs.10 (01 April 2017 &amp; 31 March 2018: Rs.10)]</b>	<b>XII</b>		
Basic (in Rs.) (Refer Note 21)		1.19	0.94
Diluted (in Rs.) (Refer Note 21)		1.19	0.94

Summary of significant accounting policies

2

The accompanying notes are an integral part of the financial statements

As per our Report of even date  
For : G. P. Kapadia & Co.  
Chartered Accountants  
Firm Registration Number: 104768W

For and on behalf of the Board of Directors of  
UTI Retirement Solutions Limited

Nimesh Bhimani  
Partner  
Membership no.: 30547



Bhraman  
Chairman & Director  
DIN: 01818725

Balram P. Bhagat  
CEO & Whole Time Dir  
DIN : 01846261

Place: Mumbai  
Date: 25/04/2019

Arvind Patkar  
Company Secretary



Shyamkumar Gupta  
Chief Financial Officer

**UTI Retirement Solutions Limited**  
**Cash Flow Statement for the year ended 31 March 2019**

	for the year ended 31st March 2019	For the year ended 31st March 2018
<b>INDIRECT METHOD CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Net profit &amp; Loss Before Taxation</b>	<b>3,61,61,071</b>	<b>2,61,63,056</b>
<b>Adjustment for</b>		
Depreciation and amortization expense	14,58,979	73,085
Interest income	(2,82,157)	(2,04,067)
(Profit) / Loss on sale of investment	(7,72,637)	(2,18,78,615)
(Profit) / Loss on fair value changes	(2,09,29,688)	22,71,138
<b>Operating Profit Before Working Capital Changes</b>	<b>1,56,35,568</b>	<b>64,24,597</b>
<b>Adjustment for changes in working capital</b>		
(Increase)/ Decrease in Other non financial assets	65,947	(44,284)
(Increase)/ Decrease in financial assets trade receivable	(59,81,139)	(49,72,963)
Increase/ (Decrease) in financial liabilities	(17,96,547)	21,60,375
Increase/ (Decrease) in Other Non financial liabilities	30,69,158	2,29,681
Increase/ (Decrease) in Non financial liabilities - Provisions	6,15,047	11,52,601
	<b>(40,27,534)</b>	<b>(14,74,590)</b>
<b>Cash Generated from Operations</b>	<b>116,08,034</b>	<b>49,50,007</b>
Add/(Less) : Income Tax Paid	81,14,440	62,55,594
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>34,93,594</b>	<b>(13,05,587)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
(Purchase) / Sale of Property, plant and equipments/ Other Intangible assets	-	(43,47,300)
Investment made during the Year	(9,20,25,247)	(25,55,67,293)
Investment sold during the Year	8,84,54,128	26,12,16,200
Interest income Received during the Year	74,516	10,966
<b>Net cash generated from Investing Activities</b>	<b>(34,96,603)</b>	<b>13,12,573</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Interest paid	-	-
<b>Net cash generated from Financing Activities</b>	<b>-</b>	<b>-</b>
<b>Net Increase/ (Decrease) in Cash and cash equivalent</b>	<b>(3,009)</b>	<b>6,986</b>
Opening Cash and cash equivalents	6,986	-
<b>Closing Cash and cash equivalents</b>	<b>3,977</b>	<b>6,986</b>
<b>Components of Cash and cash equivalent</b>		
<b>Cash and cash equivalents</b>		
Balances with banks:		
On current accounts	3,977	6,986
Cash on hand	-	-
<b>Other bank balances</b>		
Deposits with original maturity for more than 12 months	-	-
	<b>3,977</b>	<b>6,986</b>

Note: Cash flow statment has been prepared under indirect method as set out in the Indian Accounting Standard 7 "Cash Flow

As per our Report of even date

For : G. P. Kapadia & Co.

Chartered Accountants

Firm Registration Number: 104768W

For and on behalf of the Board of Directors of

UTI Retirement Solutions Limited

Nimesh Bhimani  
Partner

Membership no.: 30547



Intaiyazur Rahman  
Chairman & Director  
DIN: 01818725

Arvind Patkar  
Company Secretary



Balram P. Bhagat  
CEO & Whole Time Director  
DIN : 01846261

Shyamkumar Gupta  
Chief Financial Officer

Place : Mumbai  
Date : 25/04/2019

UTI Retirement Solutions Limited

Notes to accounts annexed to and forming part of the financial statements for the year ended 31 March 2019

	As at 31 March 2019	As at 31 March 2018	As at 01 April 2017
<b>3 Cash and Cash Equivalents</b>			
Cash on hand	-	-	-
Balance with Bank	3,977	6,986	-
Cheques, drafts on hand	-	-	-
	<u>3,977</u>	<u>6,986</u>	<u>-</u>
<b>4 Receivable</b>			
Trade receivables			
Outstanding for a period not exceeding six months from the date they are due for payment			
(Unsecured, considered good)	2,41,98,882	1,82,17,743	1,32,44,780
	<u>2,41,98,882</u>	<u>1,82,17,743</u>	<u>1,32,44,780</u>
Others			
(Unsecured, considered good)	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>
	<u>2,41,98,882</u>	<u>1,82,17,743</u>	<u>1,32,44,780</u>



	Details of Investments	As at 31 March 2019	As at 31 March 2018	As at 01 April 2017
5	<b>Investments</b>			
	<b>Investments in units of mutual fund schemes (Unquoted)</b>			
	<b>Measured at Fair Value through Statement of Profit and Loss</b>			
1	95,00,000 Units of Cost Rs. 10 each (31 March 2018:95,00,000 Units of Cost Rs. 10 each) in UTI Fixed Term Income Fund Series XXIV-XI (1098 Days) - Direct Growth Plan	11,84,64,050	11,11,73,750	10,34,92,050
2	4,50,000 Units of Cost Rs. 10 each (31 March 2018:4,50,000 Units of Cost Rs. 10 each) in UTI Fixed Term Income Fund Series XXV-V (1100 Days) - Direct Growth Plan	54,32,220	50,49,990	47,26,935
3	10,00,000 Units of Cost Rs. 10 each (31 March 2018:10,00,000 Units of Cost Rs. 10 each) in UTI Fixed Term Income Fund Series XXVI-I (1182 Days) - Direct Growth Plan	1,15,84,400	1,07,92,000	1,00,81,000
4	25,00,000 Units of Cost Rs. 10 each (31 March 2018:25,00,000 Units of Cost Rs. 10 each) in UTI Fixed Term Income Fund Series XXVI-VII (1140 Days) - Direct Growth Plan	2,89,70,750	2,69,24,500	2,50,29,000
5	30,00,000 Units of Cost Rs. 10 each (31 March 2018:30,00,000 Units of Cost Rs. 10 each) in UTI Fixed Term Income Fund Series XXVI-VIII (1154 Days) - Direct Growth Plan	3,44,70,300	3,20,29,200	3,00,23,100
6	5,00,000 Units of Cost Rs. 10 each (31 March 2018:5,00,000 Units of Cost Rs. 10 each) in UTI Fixed Term Income Fund Series XXVI-XIII (1124 Days) - Direct Growth Plan	57,38,500	53,29,950	-
7	20,00,000 Units of Cost Rs. 10 each (31 March 2018:20,00,000 Units of Cost Rs. 10 each) in UTI Fixed Term Income Fund Series XXVII - IV (1113 Days) - Direct Growth Plan	2,22,59,600	2,07,31,000	-
8	50,00,000 Units of Cost Rs. 10 each (31 March 2018:50,00,000 Units of Cost Rs. 10 each) in UTI Fixed Term Income Fund Series XXVII - VII (1104 Days) - Direct Growth Plan	5,51,70,000	5,13,78,000	-
9	10,00,000 Units of Cost Rs. 10 each (31 March 2018:10,00,000 Units of Cost Rs. 10 each) in UTI Fixed Term Income Fund Series XXVII - VIII (1117 Days) - Direct Growth Plan	1,10,36,200	1,02,80,400	-
10	20,00,000 Units of Cost Rs. 10 each (31 March 2018:20,00,000 Units of Cost Rs. 10 each) in UTI Fixed Term Income Fund Series XXVII-X (1118 Days) - Direct Growth Plan	2,18,83,400	2,03,88,000	-
11	NIL (31 March 2018:11,493,983 Units of Cost Rs. 1946.7807 each) UTI-Money Market Fund - Institutional Plan - Direct Plan - Growth	-	2,24,10,332	4,51,38,947
12	8,413,373 Units of Cost Rs. 3057.0405 each (31 March 2018:NIL) in UTI Liquid Cash Plan - Direct Plan - Growth	2,57,51,146	-	-
13	NIL (31 March 2018:NIL) in UTI Fixed Term Income Fund Series XIX - XIX (1101 Days) - Direct Growth Plan	-	-	8,40,37,520
		<b>34,07,60,566</b>	<b>31,64,87,122</b>	<b>30,25,28,552</b>
	Aggregate value of quoted investments	-	-	-
	Aggregate value of unquoted investments	<b>34,07,60,566</b>	<b>31,64,87,122</b>	<b>30,25,28,552</b>

	Details of Investments	As at 31 March 2019	As at 31 March 2018	As at 01 April 2017
	<b>Category-wise investment</b>			
	Financial asset carried at amortised cost	-	-	-
	Financial assets measured at cost	-	-	-
	Financial assets measured at fair value through other comprehensive income	-	-	-
	Financial assets measured at fair value through Statement of Profit & Loss	34,07,60,566	31,64,87,122	30,25,28,552
	<b>Total investment</b>	<b>34,07,60,566</b>	<b>31,64,87,122</b>	<b>30,25,28,552</b>



Notes to accounts annexed to and forming part of the financial statements for the year ended 31 March 2019

	As at 31 March 2019	As at 31 March 2018	As at 01 April 2017
<b>6 Other Financial Assets</b>			
<b>Other Financial Assets</b>			
Receivable from UTI Mutual Fund	-	-	-
VSS Liability Fund	-	-	-
Investor Education & Protection Fund	-	-	-
Offshore Development Fund	-	-	-
(a)	-	-	-
<b>Other Bank balances</b>			
Fixed Deposits with Bank	33,46,726	23,46,726	23,46,726
(b)	33,46,726	23,46,726	23,46,726

**Deposits pledged with bank against Bank guarantee.**

Deposits with a carrying amount of Rs.20 Lakhs (previous year Rs.10 Lakhs) are held in pledge against Performance bank guarantee to Pension Fund Regulatory and Development Authority (PFRDA)

	As at 31 March 2019	As at 31 March 2018	As at 01 April 2017
<b>Others</b>			
Interest accrued on fixed deposits	6,34,650	4,27,009	2,33,908
(c)	6,34,650	4,27,009	2,33,908
<b>Total = (a)+(b)+(c)</b>	<b>39,81,376</b>	<b>27,73,735</b>	<b>25,80,634</b>

**7 Current tax assets (Net)**

Advance Income-tax (Net of provision for tax)	98,97,491	59,41,873	53,19,607
	<b>98,97,491</b>	<b>59,41,873</b>	<b>53,19,607</b>



UTI Retirement Solutions Limited

Notes to accounts annexed to and forming part of the financial statements for the year ended 31 March 2019

8 Property, Plant and Equipments

Category Name	GROSS BLOCK (AT COST)				DEPRECIATION				NET BLOCK	
	Opening Cost (As at 1 April 2017)	Additions during the year	Deductions during the year	Closing Total Cost (As at 31 March 2018)	Opening Accumulated Depreciation (As at 1 April 2017)	For the year	Deductions/ Adjustments during the year	Closing Accumulated Depreciation (As at 31 March 2018)	As at 31 March 2018	As at 1 April 2017
Tangible Assets										
Furniture & Fixtures	-	-	-	-	-	-	-	-	-	-
Vehicles	-	-	-	-	-	-	-	-	-	-
Office Equipment	61,029	-	-	61,029	45,443	12,199	-	57,642	3,387	15,586
IT Equipment - Computers	12,52,937	-	-	12,52,937	12,35,801	9,321	-	12,45,122	7,815	17,136
	13,13,966	-	-	13,13,966	12,81,244	21,520	-	13,02,764	11,202	32,722

Category Name	GROSS BLOCK (AT COST)			DEPRECIATION				NET BLOCK		
	Opening Cost ( As at 31 March 2018)	Additions during the period	Deductions during the period	Closing Total Cost (As at 31 March 2019)	Opening Accumulated Depreciation (As at 31 March 2018)	for the year	Deductions/ Adjustments during the period	Closing Accumulated Depreciation (As at 31 March 2019)	As at 31 March 2019	As at 31 March 2018
Tangible Assets										
Furniture & Fixtures	-	-	-	-	-	-	-	-	-	-
Vehicles	-	-	-	-	-	-	-	-	-	-
Office Equipment	61,029	-	-	61,029	57,642	3,387	-	61,029	-	3,387
IT Equipment - Computers	12,52,937	-	-	12,52,937	12,45,122	7,815	-	12,52,937	-	7,815
	13,13,966	-	-	13,13,966	13,02,764	11,202	-	13,13,966	-	11,202



Category Name	GROSS BLOCK (AT COST)			DEPRECIATION			NET BLOCK			
	Opening Cost (As at 1 April 2017)	Additions during the year	Deductions during the year	Closing Total Cost (As at 31 March 2018)	Opening Accumulated Depreciation (As at 1 April 2017)	For the year	Deductions/ Adjustments during the year	Closing Accumulated Depreciation (As at 31 March 2018)	As at 31 March 2018	As at 1 April 2017
Computer Software	-	43,47,300	-	43,47,300	-	51,565	-	51,565	42,95,735	-
	-	43,47,300	-	43,47,300	-	51,565	-	51,565	42,95,735	-

Category Name	GROSS BLOCK (AT COST)				DEPRECIATION			NET BLOCK	
	Opening Cost (As at 31 March 2018)	Additions during the period	Deductions during the period	Closing Total Cost (As at 31 March 2019)	Opening Accumulated Depreciation (As at 31 March 2018)	Deductions/ Adjustments during the period	Closing Accumulated Depreciation (As at 31 March 2019)	As at 31 March 2019	As at 31 March 2018
Computer Software	43,47,300	-	-	43,47,300	51,565	14,47,778	14,99,343	28,47,957	42,95,735
	43,47,300	-	-	43,47,300	51,565	14,47,778	14,99,343	28,47,957	42,95,735



Notes to accounts annexed to and forming part of the financial statements for the year ended 31 March 2019

	As at 31 March 2019	As at 31 March 2018	As at 01 April 2017
<b>10 Other Non Financial Assets</b>			
<b>Other Assets</b>			
Prepaid expenses	-	1,888	8,089
Goods and Service Tax receivable	-	64,059	-
Service tax credit receivable	-	-	13,574
<b>Total</b>	<b>-</b>	<b>65,947</b>	<b>21,663</b>



Notes to accounts annexed to and forming part of the financial statements for the year ended 31 March 2019

	As at 31 March 2019	As at 31 March 2018	As at 01 April 2017
<b>11 (a) Finance Liabilities</b>			
<b>Borrowings</b>			
<b>(Secured, considered good)</b>			
<b>(I) Trade Payables</b>			
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-
(ii) total outstanding dues of creditros other than micro enterprises and small enterprises	5,42,088	23,29,072	1,70,037
	<u>5,42,088</u>	<u>23,29,072</u>	<u>1,70,037</u>
<b>(II) Other payable</b>			
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-
(ii) total outstanding dues of creditros other than micro enterprises and small enterprises			
Payable to UTI AMC	-	9,563	8,223
Other payables	-	-	-
	<u>-</u>	<u>9,563</u>	<u>8,223</u>

In the opinion of the management, the balances of trade payables are stated at book value and payable.

**Dues to Micro, Small and Medium Enterprises**

Trade payables do not include any amount payable to Micro, Small and Medium Enterprises. Under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMEDA) which came into force from October 02, 2006, certain disclosures are required to be made relating to Micro, Small and Medium enterprises.



Notes to accounts annexed to and forming part of the financial statements for the year ended 31 March 2019

	As at 31 March 2019	As at 31 March 2018	As at 01 April 2017
<b>12 Provisions</b>			
<b>Provision for employee benefits</b>			
Provision for performance bonus/incentive	61,00,000	55,00,000	45,00,000
	<u>61,00,000</u>	<u>55,00,000</u>	<u>45,00,000</u>
<b>Other provisions</b>			
Provision for Audit Fees	5,23,261	4,88,700	6,26,561
Provision for Scheme Audit Fees	11,01,600	9,32,114	7,89,902
Provision for Professional Charges	-	-	52,250
Provision for Data Migration Audit Fees	-	1,89,000	-
Provision for Review of Internal Financial Controls over Financia	54,000	54,000	52,500
Provision for Audit Expenses	30,000	30,000	20,000
Provision for ROC Matters	25,000	25,000	25,000
Provision for taxation	-	-	-
	<u>17,33,861</u>	<u>17,18,814</u>	<u>15,66,213</u>
<b>Total</b>	<u>78,33,861</u>	<u>72,18,814</u>	<u>60,66,213</u>

	As at 31 March 2019	As at 31 March 2018	As at 01 April 2017
<b>13 Deferred Tax Liability (Net)</b>			
<b>i) Deferred tax liability:</b>			
a) On account of depreciation on Property, plant and equipments	3,05,425	2,25,219	3,493
b) Net impact of IND - AS for investments	142,73,768	84,51,129	89,14,188
<b>Total</b>	<u>145,79,193</u>	<u>86,76,348</u>	<u>89,17,681</u>
<b>ii) Deferred tax asset:</b>			
On account of expenditure	-	-	27,788
<b>Total</b>	<u>-</u>	<u>-</u>	<u>27,788</u>
<b>Net Deferred tax liability</b>	<u>145,79,193</u>	<u>86,76,348</u>	<u>88,89,893</u>

<b>14 Other Non Financial Liabilities</b>			
Goods and Service Tax payable	32,37,851	-	-
TDS payable	1,59,928	3,28,621	98,940
	<u>33,97,779</u>	<u>3,28,621</u>	<u>98,940</u>



UTI Retirement Solutions Limited

Notes to accounts annexed to and forming part of the financial statements for the year ended 31 March 2019

	As at 31 March 2019	As at 31 March 2018	As at 01 April 2017
<b>15 Share Capital</b>			
<b>Authorised</b>			
2.50 crore (01 April 2017 & 31 March 2018: 2.50 crore) equity shares of Rs.10/- each	25,00,00,000	25,00,00,000	25,00,00,000
<b>Issued, subscribed and fully paid up</b>			
2.20 crore (01 April 2017 & 31 March 2018: 2.20 crore) equity shares of Rs.10/- each	22,00,00,000	22,00,00,000	22,00,00,000

a) Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting year

	As at 31 March 2019		As at 31 March 2018		As at 01 April 2017	
	No. of shares	Rs.	No. of shares	Rs.	No. of shares	Rs.
At the beginning of the year	2,20,00,000	22,00,00,000	2,20,00,000	22,00,00,000	2,20,00,000	22,00,00,000
Add: Share Issued on exercise of Employee Stock Options during the year	-	-	-	-	-	-
Add: Share issued during the year	-	-	-	-	-	-
Bought back during the reporting year	-	-	-	-	-	-
At the close of the year	2,20,00,000	22,00,00,000	2,20,00,000	22,00,00,000	2,20,00,000	22,00,00,000

b) Details of shareholders holding more than 5% shares in the company:

	As at 31 March 2019		As at 31 March 2018		As at 01 April 2017	
	No. of shares	% Holding	No. of shares	% Holding	No. of shares	% Holding
Equity shares of Rs.10 each fully paid						
UTI Asset Management Company Limited	21999300	100	21999300	100	21999300	100
	21999300	100	21999300	100	21999300	100

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.



UTI Retirement Solutions Limited

Statement of Changes in Equity

A. Equity Share Capital

Balance at the beginning of the reporting period i.e. 1st April, 2017	Changes in equity share capital during FY 2017-18	Balance at the end of the reporting period i.e. 31st March, 2018	Changes in equity share capital during 1st April, 2018 to 31st March, 2019	Balance at the end of the reporting period i.e. 31st March, 2019
22,00,00,000		22,00,00,000		22,00,00,000

B. Other Equity

Particulars	Balance at the beginning of the Reporting period (01-04-2017)	Changes in accounting policy or prior period errors	Restated balance at the beginning of the reporting period (01-04-2017)	Total comprehensive income for the year	Dividend Paid	Transfer to retained earnings	Balance at the end of the Reporting period (31-03-2018)	Figures at the beginning of the previous Reporting period (01-04-2016)
(i) General Reserve	1	2	3 = (1+2)	4	5	6	7 = (3+4-5-6)	8
(ii) Security Premium Reserve								
(iii) Retained Earnings	8,84,94,652		8,84,94,652	2,07,43,273			10,92,37,925	6,46,89,514
<b>Total</b>	<b>8,84,94,652</b>		<b>8,84,94,652</b>	<b>2,07,43,273</b>			<b>10,92,37,925</b>	<b>6,46,89,514</b>

Particulars	Balance at the beginning of the Reporting period (01-04-2018)	Changes in accounting policy or prior period errors	Restated balance at the beginning of the reporting period	Total comprehensive income for the year	Dividends	Transfer to retained earnings	Balance at the end of the Reporting period (31-03-2019)	Figures at the beginning of the previous Reporting period (01-04-2017)
<b>Reserves and Surplus</b>	1	2	3 = (1+2)	4	5	6	7 = (3+4-5-6)	8
(i) General Reserve								
(ii) Security Premium Reserve								
(iii) Retained Earnings	10,92,37,925		10,92,37,925	2,60,99,403			13,53,37,328	8,84,94,652
<b>Total</b>	<b>10,92,37,925</b>		<b>10,92,37,925</b>	<b>2,60,99,403</b>			<b>13,53,37,328</b>	<b>8,84,94,652</b>



Notes to accounts annexed to and forming part of the financial statements for the year ended 31 March 2019

	As at 31 March 2019	As at 31 March 2018	As at 01 April 2017
<b>16 Other Equity</b>			
i) <b>General Reserve</b>			
Balance as per the last financial statements	-	-	-
Add: amount transferred from surplus balance in the statement of profit and loss	-	-	-
<b>Closing Balance</b>	<u>-</u>	<u>-</u>	<u>-</u>
ii) <b>Security Premium Account</b>			
Balance as per the last financial statements	-	-	-
Add: Security Premium received during the year	-	-	-
<b>Closing Balance</b>	<u>-</u>	<u>-</u>	<u>-</u>
iii) <b>Retained Earnings</b>			
Balance as per the last financial statements	10,92,37,925	8,84,94,652	6,46,89,514
Add : Net impact for fair valuation of investments	-	-	2,68,81,994
(Less): Net impact of deferred tax liability of investments	-	-	(89,14,188)
<b>Restated Opening balance</b>	<u>10,92,37,925</u>	<u>8,84,94,652</u>	<u>8,26,57,320</u>
Profit for the year	2,60,99,403	2,07,43,273	58,37,332
<b>Net balance</b>	<u>13,53,37,328</u>	<u>10,92,37,925</u>	<u>8,84,94,652</u>
<b>Total Other Equity</b>	<u>13,53,37,328</u>	<u>10,92,37,925</u>	<u>8,84,94,652</u>



UTI Retirement Solutions Limited

Notes to accounts annexed to and forming part of the financial statements for the year ended 31 March 2019

		Year ended March 31 2019	Year ended March 31 2018
17	<b>Revenue from operations</b>		
	(i) <b>Interest income</b>		
	Interest on deposit with Bank	2,82,157	2,04,067
		<u>2,82,157</u>	<u>2,04,067</u>
	(ii) <b>Net gain/loss on fair value changes</b>	2,09,29,688	(22,71,138)
		<u>2,09,29,688</u>	<u>(22,71,138)</u>
	(iii) <b>Sale of services</b>		
	<b>Details of services rendered</b>		
	Management fees	8,10,23,448	6,24,46,034
		<u>8,10,23,448</u>	<u>6,24,46,034</u>
	(iv) <b>Others</b>		
	Net gain/loss on sale of investments	7,72,637	2,18,78,615
		<u>7,72,637</u>	<u>2,18,78,615</u>
18	<b>Other Income</b>		
	Provision no longer required withdrawn (net)	-	45,000
	Other non operating income	-	-
		<u>-</u>	<u>45,000</u>
19	(i) <b>Employee Benefits Expenses</b>		
	Salaries and wages	1,60,33,534	1,61,35,867
	Contribution to provident and other funds	3,64,118	4,32,605
		<u>1,63,97,652</u>	<u>1,65,68,472</u>
	(ii) <b>Depreciation, Amortisation and Impairment</b>		
	Depreciation of tangible assets	11,201	21,520
	Amortization of intangible assets	14,47,778	51,565
		<u>14,58,979</u>	<u>73,085</u>



UTI Retirement Solutions Limited

Notes to accounts annexed to and forming part of the financial statements for the year ended 31 March 2019

	Year ended March 31 2019	Year ended March 31 2018
(iii) Other Expenses		
Rent	6,000	6,000
Board Meeting Expense - Traveling	99,599	1,32,045
Board Meeting Expense - Others	95,545	19,790
Legal and professional fees	2,500	3,500
Directors sitting fees	8,25,000	9,00,000
Payment to auditors (Refer (i) below)	10,65,500	8,95,000
Asset Servicing Charges	-	2,281
Review of Internal Financial Controls over Financial Report	50,000	50,000
ROC Filing Fees	40,300	31,521
Data Migration Audit Fees	-	1,75,000
Scheme expenses		
- PFRDA Annual Fees	34,741,635	26,157,724
- Others	11,753,948	10,953,168
Car Hire Charges	1,02,874	-
Other expenses	2,07,327	1,71,936
	<b>4,89,90,228</b>	<b>3,94,97,965</b>

Payment to auditors

As auditors:

Audit fee	3,05,000	2,25,000
Concurrent Audit Fees	2,97,000	2,75,000
Internal Audit Fees	3,46,000	3,15,000
Tax audit fee	80,000	80,000
GST audit fee	37,500	-
	<b>10,65,500</b>	<b>8,95,000</b>



## UTI Asset Management Company Limited

Notes to accounts annexed to and forming part of the financial statements for the year ended 31 March 2019

### 20 Related Party Transaction

In terms of Indian Accounting Standard 24 'Related Party Transactions', the company has entered into transactions with the following related parties in the ordinary courses of business.

#### i) Names of related parties where control exists irrespective of whether transactions have occurred or not

Holding Company	UTI Asset Management Company Limited
Key Management Person	1. Mr. Balram Bhagat (CEO and Whole Time Director) 2. Mr. Arvind Patkar (Company Secretary) 3. Mr. Shyamkumar Gupta (Chief Financial Officer)

#### ii) Related parties transactions

a) Transaction during the period	Period ended	Period ended	Details
	March 31, 2019	March 31, 2018	
Holding Company			
UTI Asset Management Company Limited	7,080	6,900	Rent
UTI Asset Management Company Limited	1,57,97,652	1,56,01,316	Salary & Administrative Expenses
Key Personnel Management:			
Mr. Balram Bhagat	26,29,805	24,44,431	Remuneration
Mr. Arvind Patkar	19,39,107	16,67,304	Remuneration
Mr. Shyamkumar Gupta	16,37,039	12,96,852	Remuneration
b) Outstanding at the period end			
Holding Company	-	-	
Key Personnel Management:	-	-	

### 21 Earnings Per Share

Earnings per share are computed in accordance with Indian Accounting Standard 33

	31.03.2019	31.03.2018	01.04.2017
Profit after Tax	2,60,99,403	1,55,34,742	2,07,43,273
Weighted Average number of equity shares used as denominator for calculating EPS	220,00,000.00	220,00,000.00	220,00,000.00
Nominal Value per Share	10.00	10.00	10.00
Basic and Diluted EPS	1.19	0.71	0.94

Basic Earnings Per Share and Diluted Earnings Per Share are the same.



**UTI Retirement Solutions Limited**

**Notes to accounts annexed to and forming part of the financial statements for the year ended 31 March 2019**

**22 Contingent Liabilities**

**Contingent liabilities:**

**A. To the extent not provided for**

Claims against the company not acknowledged as debts is Rs. NIL (Previous Year Rs. NIL) & Other money for which the company is contingently liable is Rs. NIL. (Previous Year Rs. NIL)

**B. Other Contingent Liabilities where financial impact is not ascertainable : NIL (Previous Year Rs. NIL)**

**UTI Retirement Solutions Limited**

**Notes to accounts annexed to and forming part of the financial statements for the year ended 31 March 2019**

**23 Capital and Other Commitments**

- (a) Estimated amount of contracts remaining to be executed on capital account is Rs NIL. (Previous Year Rs. NIL)  
(b) As on 31st March 2019, the company has commitments of Rs.NIL. (Previous Year Rs. NIL)



Interest paid

Notes to accounts annexed to and forming part of the financial statements for the year ended 31 March 2019

24 Effect of Ind AS adoption on the standalone balance sheet as at 31st March 2018 and 1st April 2017

Particulars	As at 31st March 2018			As at 1st April 2017		
	Previous GAAP	Effect of Transition to IND AS	As per IND AS	Previous GAAP	Effect of Transition to IND AS	As per IND AS
<b>I. ASSETS</b>						
<b>(1) Financial Assets</b>						
(a) Cash and cash equivalents	6,986	-	6,986	-	-	-
(b) Receivable						
Trade receivable	1,82,17,743	-	1,82,17,743	1,32,44,780	-	1,32,44,780
(c) Investments	29,18,76,266	2,46,10,856	31,64,87,122	27,56,46,558	2,68,81,994	30,25,28,552
(d) Other Financial Assets	27,73,735	-	27,73,735	25,80,634	-	25,80,634
<b>Total Financial Assets</b>	<b>31,28,74,730</b>	<b>2,46,10,856</b>	<b>33,74,85,586</b>	<b>29,14,71,972</b>	<b>2,68,81,994</b>	<b>31,83,53,966</b>
<b>(2) Non Financial Assets</b>						
(a) Current tax assets (Net)	59,41,873	-	59,41,873	53,19,607	-	53,19,607
(b) Deferred tax assets (Net)	-	-	-	24,295	(24,295)	-
(c) Property, plant and equipments	11,202	-	11,202	32,722	-	32,722
(d) Other Intangible assets	42,95,735	-	42,95,735	-	-	-
(e) Other non financial assets	1,888	64,059	65,947	8,089	13,574	21,663
<b>Total Non Financial Assets</b>	<b>1,02,50,698</b>	<b>64,059</b>	<b>1,03,14,757</b>	<b>53,84,713</b>	<b>(10,721)</b>	<b>53,73,992</b>
<b>TOTAL ASSETS</b>	<b>32,31,25,428</b>	<b>2,46,74,915</b>	<b>34,78,00,343</b>	<b>29,68,56,685</b>	<b>2,68,71,273</b>	<b>32,37,27,958</b>
<b>(1) Financial liabilities</b>						
(i) Trade payable						
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	23,29,072	-	23,29,072	1,70,037	-	1,70,037
(iii) Other payable						
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	9,563	-	9,563	8,223	-	8,223
<b>Total Financial Liabilities</b>	<b>23,38,635</b>	<b>-</b>	<b>23,38,635</b>	<b>1,78,260</b>	<b>-</b>	<b>1,78,260</b>
<b>(2) Non Financial liabilities</b>						
(a) Provisions	72,18,814	-	72,18,814	60,66,213	-	60,66,213
(b) Deferred tax liabilities (Net)	2,25,219	84,51,129	86,76,348	-	88,89,893	88,89,893
(c) Other non financial liabilities	2,64,562	64,059	3,28,621	85,366	13,574	98,940
<b>Total current liabilities</b>	<b>77,08,595</b>	<b>85,15,188</b>	<b>1,62,23,783</b>	<b>61,51,579</b>	<b>89,03,467</b>	<b>1,50,55,046</b>
<b>EQUITY</b>						
Equity Share Capital	22,00,00,000	-	22,00,00,000	22,00,00,000	-	22,00,00,000
Other Equity	9,30,78,198	1,61,59,727	10,92,37,925	7,05,26,846	1,79,67,806	8,84,94,652
<b>Total Liabilities</b>	<b>31,30,78,198</b>	<b>1,61,59,727</b>	<b>32,92,37,925</b>	<b>29,05,26,846</b>	<b>1,79,67,806</b>	<b>30,84,94,652</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>32,31,25,428</b>	<b>2,46,74,915</b>	<b>34,78,00,343</b>	<b>29,68,56,685</b>	<b>2,68,71,273</b>	<b>32,37,27,958</b>

UTI Retirement Solutions Limited

Notes to accounts annexed to and forming part of the financial statements for the year ended 31 March 2019

25 Effect of Ind AS adoption on the Profit & Loss Statement & Other Equity

Nature of Adjustments	Net Profit For the year ended 31st March 2018	Rs Other Equity	
		As on 31st March 2018	As on 1st April, 2017
<b>Net Profit / Other Equity as per Previous Indian GAAP</b>	<b>2,25,51,352</b>	<b>9,30,78,198</b>	<b>7,05,26,846</b>
1. Fair Valuation for Investments	(22,71,138)	2,46,10,856	2,68,81,994
2. Deferred Tax			
On account of Investments	4,63,059	(84,51,129)	(89,14,188)
<b>Net profit before OCI / Other Equity as per Ind AS</b>	<b>2,07,43,273</b>	<b>10,92,37,925</b>	<b>8,84,94,652</b>



# UTI RETIREMENT SOLUTIONS LIMITED.

## Notes to accounts annexed to and forming part of the financial statements for the year ended 31 March, 2019 :

### **1. Corporate Information:**

UTI Retirement Solutions Ltd. ("the Company") is a wholly owned subsidiary of UTI Asset Management Co. Ltd. incorporated on 14<sup>th</sup> December, 2007 under Companies Act, 1956.

The registered office of the company is located at UTI Tower, GN Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051.

### **SIGNIFICANT ACCOUNTING POLICIES:**

#### **2.1 Preparation & Presentation of Financial Statements:**

The Financial Statements comply in all material aspects with Indian Accounting Standards notified under section 133 of the Companies Act, 2013 (Indian Accounting Standard Rules, 2015) and relevant provisions of the act. These Financial Statements are the Company's First IND AS compliant Standalone Financial Statements. Refer Note 29 for explanation of how the transition from previous GAAP to IND AS has affected the Financial Position, Financial Performance and Cash Flows.

The Financial Statements up to and including the year ended 31<sup>st</sup> March, 2019 were prepared in accordance with the Accounting Standards notified under Companies (Accounting Standard) Rules, 2006 and other relevant provisions of the Act.

The Financial Statements have been prepared on historical cost basis, except certain Financial Instruments measured at fair value.

The Financial Statements are presented in Indian Rupees, rounded off to nearest rupee.

#### **2.2 Use of Estimates:**

The preparation of financial statements require the management of the company to make estimation and assumptions that effect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the year. Examples of such estimates include provision for loans & advances, provision for accrued benefits to employees, provision for income tax, provision for write back of diminution in the value of investment and the useful life of Property, Plant and Equipments. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of financial statements. Actual results may differ from those estimates. Any revision to accounting estimate is recognized prospectively in the current and future periods.



### 2.3 Revenue Recognition:

Management fees are accounted for on accrual basis in accordance with the Investment Management Agreement with the NPS Trust (National Pension System Trust).

Dividend income is recognised when the company's right to receive dividend is established by the reporting date.

Interest income are accounted on accrual basis.

### 2.4 Property, plant and equipment:

Property, plant and equipment are stated at cost of acquisition less accumulated depreciation, and impairment losses, if any. The cost of acquisition is inclusive of duties, freight and other incidental expenses related to acquisition and installation of the assets. Subsequent expenditure related to an item of Property, Plant and Equipment is added to its book value, only if it increases the future benefits from existing asset beyond its previously assessed standard of performance. Capital work in progress is stated at cost.

The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Gains or losses arising from disposal of Property, Plant and Equipments are measured as the differences between the net disposal proceeds and carrying amount of asset and are recognized in the Statement of Profit and Loss when the asset is disposed.

The Company has elected to adopt the written down values of Plant, Property & Equipments as their fair value as permitted by IND AS.

The company provides depreciation on Property, plant & equipment in the manner prescribed in schedule II to Companies Act, 2013 on straight line method (SLM) on pro-rata basis, based on prescribed useful life of assets which are as under:

Description of Assets	Useful Lives in years	
	As per the Companies Act, 2013	As per management's estimate
Building*	60	20 - 40
Server & Network	6	6
Computer & Laptop	3	3
Office Equipment	5	5
Furniture	10	10
Vehicle **	8	6

\*

\*\* Management believes that the useful life of asset reflect the year over which it is expected to be used.

Assets costing individually Rs.5000 or less are depreciated at the rate of 100% on pro-rata basis.

Considering the materiality aspect, residual value 5 % of the cost has been taken only for buildings.



## 2.5 Intangible Assets:

Intangible assets acquired separately are measured on initial recognition at cost. Such cost includes purchase price, borrowing cost, and cost directly attributable to bringing the asset to its working condition for the intended use. Thereafter intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Softwares are amortised over a period of 3 years on straight line method (SLM) on pro-rata basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal value and the carrying amount of the asset and are recognised in the Statement of Profit & Loss.

## 2.6 Investments and Other Financial Assets:

### 1. Initial recognition and measurement

Financial assets are initially recognised on the trade date, i.e., the date that the company becomes a party to the contractual provisions of the instrument. Transaction costs that are directly attributable to the acquisition or issue of financial assets, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognized using trade date accounting.

Accordingly, initial recognition of Investments in Mutual Funds shall be recognized at fair value.

### 2. Subsequent recognition and measurement

The company classifies all of its financial assets based on the business model for managing the assets and the asset's contractual terms, measured at either:

- a) Amortised cost
- b) FVOCI
- c) FVTPL

As per IND AS 109, Financial Assets have to be measured as follows:

#### a) Financial assets carried at amortised cost (AC)

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### b) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### c) Financial assets at fair value through profit or loss (FVTPL)

Financial assets are those that are not held for trading and have been either designated by management upon initial recognition or are mandatorily required to be measured at fair value under Ind AS 109. Management only designates an instrument at FVTPL upon initial recognition when one of the following criteria are met. Such designation is determined on an instrument-by-instrument basis

Accordingly investments in Mutual Funds will be measured at fair value through profit & loss.



### 3. Derecognition

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109.

### 4. Impairment

In accordance with Ind AS at each reporting date, the company assesses whether financial assets carried in the books are credit-impaired. Financial assets are said to be credit impaired, when one or more events that have a detrimental impact on the estimated future cash flows of the financial assets have occurred.

### 5. Treatment of Investments which are to be carried at fair value

The difference between the cost and fair value of investments as at 31.03.2017 is adjusted in Other Equity as on 01.04.2017. Any change in fair value of investments thereafter is transferred to Statement of Profit & Loss, thereby not affecting the reserves.

Also, any profit or loss on sale of investments is transferred to P&L except to the extent it was transferred to P&L for presentation at fair value.

## 2.7 Financial Liabilities:

### 1. Initial recognition and measurement

All financial liabilities are recognised initially at fair value.

### 2. Subsequent recognition and measurement

As per Ind AS 32, a financial liability is any liability that is a contractual obligation to deliver cash or another financial asset to another entity, or to exchange financial assets & liabilities with another entity under conditions that are potentially unfavourable to the entity.

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

### 3. Derecognition

A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

## 2.8 Employee Benefits Expenses:

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia payments.



## 2.9 Cash & Cash Equivalents:

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

## 2.10 Scheme Expenses:

The detail of Scheme Expenses are as follows :

Particulars	For Year Ended 31st March, 2019	For Year Ended 31st March, 2018
PFRDA Annual Fees	3,47,41,635.00	2,61,57,724.00
Brokerage	99,33,722.00	94,79,082.00
Audit Fees	10,19,963.00	8,63,069.00
Valuation Fees – NAV	2,92,851.00	3,04,083.00
Strabus Software AMC Charges	50,000.00	2,00,000.00
Other Expense	4,57,412.00	1,06,934.00
<b>TOTAL</b>	<b>4,64,95,583.00</b>	<b>3,71,10,892.00</b>

## 2.11 Taxes on Income:

The tax expense for the year comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

### Current Tax:

Current tax is determined as the amount of tax payable in respect of taxable income for the year in accordance with the provisions of the Income Tax Act, 1961.

### Deferred Tax:

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized for all deductible timing differences; carry forward of unused tax assets and unused tax losses only if there is reasonable virtual certainty that such deferred tax assets can be realized against future liabilities.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognized outside profit or loss is recognized either in other comprehensive income or in equity. Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.



Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

## **2.12 Contingencies & Provisions:**

In accordance with Ind AS 37, provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Contingent liabilities are not recognized in books of accounts. They are disclosed by way of notes, unless the possibility of an outflow of resources embodying economic benefits is remote.

Contingent assets are not recognized in financial statements. However, when the realization of income is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate. A contingent asset is disclosed, only where an inflow of economic benefits is probable.

## **2.13 Impairment of Assets (Other than Financial Assets):**

At each Balance Sheet date, the management reviews the carrying amounts of assets to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss.

Reversal of impairment loss is recognized immediately as income in the Statement Profit and Loss.

## **Notes to accounts annexed to and forming part of the financial statements for the year ended 31 March 2019**

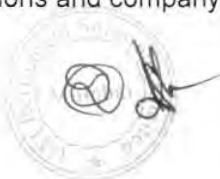
### **26. Financial Risk Management:**

The Company has an exposure to the following risks arising from financial instruments:

- Credit Risk
- Liquidity Risk
- Market Risk

#### **A. Risk Management Framework:**

The company's board of directors has the overall responsibility for the establishment and oversight of company's risk management framework. The company's risk management policies are established to identify and analyze the risks faced by the company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and company's activities.



## B. Credit Risk:

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (mostly trade receivables) and from its financing activities, including deposits with banks and other financial assets. The carrying amount of the financial assets represents the maximum credit risk exposure.

### Trade receivables:

Major portion of trade receivables include the Management fees receivable from National Pension System Trust. Based on the past experience, management expects to receive these amounts without any default.

Trade Receivables	31.03.2019	31.03.2018	01.04.2017
0-90 Days	2,41,98,882	1,82,17,743	1,32,44,780
91-180 Days	-	-	-
181-270 days	-	-	-
271-365 Days	-	-	-
More than 365 Days	-	-	-
<b>Total</b>	<b>2,41,98,882</b>	<b>1,82,17,743</b>	<b>1,32,44,780</b>

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. Historical trends of impairment of trade receivables do not reflect any significant credit losses. Given that the macroeconomic indicators affecting customers of the Company have not undergone any substantial change, the Company expects the historical trend of minimal credit losses to continue.

### Financial Instruments & cash deposits:

The Investments of the company are primarily in Mutual Fund schemes.

The company holds cash & cash equivalents of Rs. 3,977 as on 31<sup>st</sup> March, 2019. The cash and cash equivalents are held with banks which are rated AA- to AA+, based on CRISIL ratings. The company considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties.

Following is the exposure of the company towards credit risk.

Particulars	Carrying Amount	Total	Contractual Cash Flows		
			31.03.2019		
			Less than 1 year	1-3 years	More than 3 years
<b>Financial Assets:</b>					
Cash And Cash Equivalents	3,977	3,977	3,977	-	-
Receivables	2,41,98,882	2,41,98,882	2,41,98,882	-	-
Investments	34,07,60,566	34,07,60,566	14,96,47,416	19,11,13,150	-
Other Financial Assets	39,81,376	39,81,376	14,22,178	25,59,198	-
<b>Total</b>	<b>36,89,44,801</b>	<b>36,89,44,801</b>	<b>17,52,72,453</b>	<b>19,36,72,348</b>	<b>-</b>

Particulars	Carrying Amount	Total	Contractual Cash Flows		
			31.03.2018		
			Less than 1 year	1-3 years	More than 3 years
<b>Financial Assets:</b>					
Cash And Cash Equivalents	6,986	6,986	6,986	-	-
Receivables	1,82,17,743	1,82,17,743	1,82,17,743	-	-
Investments	31,64,87,122	31,64,87,122	2,24,10,332	29,40,76,790	
Other Financial Assets	27,73,735	27,73,735	-	27,73,735	-
<b>Total</b>	<b>33,74,85,586</b>	<b>33,74,85,586</b>	<b>4,06,35,061</b>	<b>29,68,50,525</b>	<b>-</b>

Particulars	Carrying Amount	Total	Contractual Cash Flows		
			01.04.2017		
			Less than 1 year	1-3 years	More than 3 years
<b>Financial Assets:</b>					
Cash And Cash Equivalents	-	-	-	-	-
Receivables	1,32,44,780	1,32,44,780	1,32,44,780	-	-
Investments	30,25,28,552	30,25,28,552	12,91,76,467	17,33,52,085	-
Other Financial Assets	25,80,634	25,80,634	-	25,80,634	-
<b>Total</b>	<b>31,83,53,966</b>	<b>31,83,53,966</b>	<b>14,24,21,247</b>	<b>17,59,32,719</b>	<b>-</b>

### C. Liquidity Risk:

Liquidity risk is the risk that the company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Following is the exposure of the company towards liquidity risk:

Particulars	Carrying Amount	Total	Contractual Cash Flows		
			31.03.2019		
			Less than 1 year	1-3 years	More than 3 years
<b>Financial Liabilities :</b>					
Payable to UTI AMC	-	-	-	-	-
Other Payables.	5,42,088	5,42,088	5,42,088	-	-
<b>Total</b>	<b>5,42,088</b>	<b>5,42,088</b>	<b>5,42,088</b>		



Particulars	Carrying Amount	Total	Contractual Cash Flows		
			31.03.2018		
			Less than 1 year	1-3 years	More than 3 years
<b>Financial Liabilities :</b>					
Payable to UTI AMC	9,563	9,563	9,563	-	-
Other Payables	23,29,072	23,29,072	23,29,072	-	-
<b>Total</b>	<b>23,38,635</b>	<b>23,38,635</b>	<b>23,38,635</b>	<b>-</b>	

Particulars	Carrying Amount	Total	Contractual Cash Flows		
			01.04.2017		
			Less than 1 year	1-3 years	More than 3 years
<b>Financial Liabilities :</b>					
Payable to UTI AMC	8,223	8,223	8,223	-	-
Other Payables	1,70,037	1,70,037	1,70,037	-	-
<b>Total</b>	<b>1,78,260</b>	<b>1,78,260</b>	<b>1,78,260</b>	<b>-</b>	<b>-</b>

#### D. Market Risk:

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits.

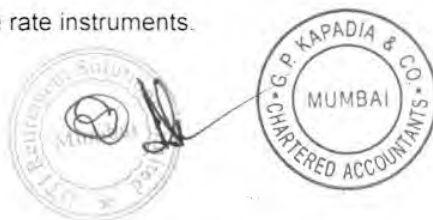
#### Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's financial Instruments. The company's interest rate risk exposure is at a fixed rate. Therefore, a change in interest rates at the reporting date would not affect statement of profit and loss for any of these fixed interest bearing financial instruments

The interest rate profile of the company's interest-bearing financial instruments is as follows:

Particulars	Carrying amount as on		
	31.03.2019	31.03.2018	01.04.2017
<b>Fixed Rate Instruments</b>			
Financial Assets	36,89,44,801	33,74,85,586	31,83,53,966
Financial Liabilities	(5,42,088)	(23,38,635)	(1,78,260)
<b>Total</b>	<b>36,84,02,713</b>	<b>33,51,46,951</b>	<b>31,81,75,706</b>

The company does not have variable rate instruments.



**Foreign currency risk:**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company does not have any exposure to foreign currency Risk.

**Equity price risk:**

The company does not have any Equity price risk.

**27. Fair Value Hierarchy:****Accounting classifications & Fair values:**

The Following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value.

31.03.2019	Carrying Amount			Fair Value		
	FVTPL	Amortised Cost	Total	Level 1	Level 2	Level 3
<b>Financial Assets:</b>						
Other Investments	34,07,60,566	-	34,07,60,566	34,07,60,566	-	-
Trade Receivables	2,41,98,882	-	2,41,98,882	-	-	-
Cash & Cash Equivalents	3,977	-	3,977	-	-	-
Other Financial Assets	39,81,376	-	39,81,376	-	-	-
<b>Total</b>	<b>36,89,44,801</b>	<b>-</b>	<b>36,89,44,801</b>	<b>34,07,60,566</b>		
<b>Financial Liabilities:</b>						
Other Financial Liabilities	5,42,088	-	5,42,088	-	-	-
<b>Total</b>	<b>5,42,088</b>	<b>-</b>	<b>5,42,088</b>	<b>-</b>	<b>-</b>	<b>-</b>

31.03.2018	Carrying Amount			Fair Value		
	FVTPL	Amortised Cost	Total	Level 1	Level 2	Level 3
<b>Financial Assets:</b>						
Other Investments	31,64,87,122	-	31,64,87,122	31,64,87,122	-	-
Trade Receivables	1,82,17,743	-	1,82,17,743	-	-	-
Cash & Cash Equivalents	6,986	-	6,986	-	-	-
Other Financial Assets	27,73,735	-	27,73,735	-	-	-
<b>Total</b>	<b>33,74,85,586</b>	<b>-</b>	<b>33,74,85,586</b>	<b>31,64,87,122</b>	<b>-</b>	<b>-</b>
<b>Financial Liabilities:</b>						
Other Financial Liabilities	23,38,635	-	23,38,635	-	-	-
<b>Total</b>	<b>23,38,635</b>	<b>-</b>	<b>23,38,635</b>	<b>-</b>	<b>-</b>	<b>-</b>



01.04.2017	Carrying Amount			Fair Value		
	FVTPL	Amortised Cost	Total	Level 1	Level 2	Level 3
<b>Financial Assets:</b>						
Other Investments	30,25,28,552	-	30,25,28,552	30,25,28,552	-	-
Trade Receivables	1,32,44,780	-	1,32,44,780	-	-	-
Cash & Cash Equivalents	-	-	-	-	-	-
Other Financial Assets	25,80,634	-	25,80,634	-	-	-
<b>Total</b>	<b>31,83,53,966</b>	<b>-</b>	<b>31,83,53,966</b>	<b>30,25,28,552</b>	<b>-</b>	<b>-</b>
<b>Financial Liabilities:</b>						
Other Financial Liabilities	1,78,260	-	1,78,260	-	-	-
<b>Total</b>	<b>1,78,260</b>	<b>-</b>	<b>1,78,260</b>	<b>-</b>	<b>-</b>	<b>-</b>

## 28. Capital Management:

The primary objective of the company's capital management is to maximize the shareholder value as well as to maintain investor, creditor and market confidence and to sustain future development of the company.

The company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

The company monitors capital using the ratio of 'net adjusted debt' to 'Total equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest bearing loans and borrowings and obligations under finance lease(if any), less cash and cash equivalents. Total Equity comprises of share capital and all reserves. Calculation of this ratio is given below:

Particulars	31.03.2019	31.03.2018	01.04.2017
Total Liabilities	2,63,52,921	1,85,62,418	1,52,33,306
Less: Cash & Cash equivalents	(3,977)	(6,986)	-
<b>Adjusted Net Debt</b>	<b>2,63,48,944</b>	<b>1,85,55,432</b>	<b>1,52,33,306</b>
<b>Total Equity</b>	<b>35,53,37,328</b>	<b>32,92,37,925</b>	<b>30,84,94,652</b>
<b>Adjusted Net Debt to Total Equity Ratio</b>	<b>0.07</b>	<b>0.06</b>	<b>0.05</b>

## 29. Transition to IND AS:

### Options & Exemptions availed:

Following options available under IND AS 101 "First time adoption of Indian Accounting Standards" have been availed:



- As permitted by IND AS 101, the company has elected to continue with the carrying values under previous GAAP for all items of Property, Plant & Equipment. The same election has been made in respect of intangible assets. Since there are no decommissioning liabilities with respect to these assets, adjustment for the same has not been done.
- The estimates under IND AS are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies) apart from determination of the discounted value for financial instruments carried at amortized cost, where application of Indian GAAP did not require estimation.

#### Reconciliation between previous GAAP and Ind AS:

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for the prior periods drawn under previous GAAP with Ind AS. The same has been provided in note 25.

#### 30. Segment Reporting:

The Company is primarily engaged in the wholesale investment management of Pension funds under new pension system. Hence there are no other a "reportable segments" as per the definition contained in Ind AS 108 'Operating Segments'.

#### 31. Managerial Remuneration

- The remuneration to CEO & Whole Time Director during the current period is Rs. 26,29,805/- (previous year Rs. 24,44,431/-).
- The Computation of profits under Section 198 of the Companies Act, 2013 has not been given as no commission is payable to the Managing Director.

32. Previous year's figures have been regrouped/reclassified wherever necessary, to conform to current year's classification.

As per our Report of even date

For G. P. Kapadia & Co.  
Chartered Accountants  
Firm Registration No. 104768W

Nimesh Bhimani  
Partner  
Membership No. 30547.



For and on behalf of the Board of Directors  
UTI Retirement Solutions Limited

Imtaiyazur Rahman  
Chairman & Director  
DIN: 01818725

Balram P. Bhagat  
CEO & Whole Time Director  
DIN : 01846261

Place : Mumbai  
Date: 25/04/2019

Arvind Patkar  
Company Secretary

Shyamkumar Gupta  
Chief Financial Officer