

BENCHMARK
M U T U A L F U N D



ABRIDGED
ANNUAL
REPORT
2008-09

BOARD OF DIRECTORS

**BENCHMARK TRUSTEE COMPANY
PVT. LTD.**

Dr. S. A. Dave, Chairman

Dr. A. C. Shah

Dr. P. P. Shah

Mr. Shiriraj Dhruv

**BENCHMARK ASSET MANAGEMENT
COMPANY PVT. LTD.**

Mr. D. S. Mehta, Chairman

Mr. S. J. Parekh

Mr. S. R. Halbe

Mr. T. N. V. Ayyar

Ms. Susan Thomas

SPONSOR

Niche Financial Services Pvt. Ltd.

Office No. 4-5, 1st Floor,
11/13, Botawala Building, Hornimon Circle,
Fort, Mumbai - 400 001
Tel: (91 22) 6777 6777
Fax: (91 22) 6777 6999

INVESTMENT MANAGER

**Benchmark Asset Management
Company Pvt. Ltd.**

405, Raheja Chambers,
Free Press Journal Marg,
213, Nariman Point, Mumbai - 400 021
Tel: (91 22) 6651 2727
Fax: (91 22) 2200 3412
Visit us at <http://www.benchmarkfunds.com>
E-Mail: webmaster@benchmarkfunds.com

CUSTODIANS

Citibank N.A.

Ramnord House, 77, Dr. A. B. Road
Worli, Mumbai - 400 018
Tel : (91 22) 6663 8300
Fax : (91 22) 2497 8067

Deutsche Bank AG

DB House,
Hazarimal Somani Marg,
Fort, Mumbai - 400 001
Tel: (91 22) 6706 3999

The Bank of Nova Scotia

12/13, Maker Chambers VI
220, Nariman Point,
Mumbai - 400 021
Tel: (91 22) 6658 6940/24
Fax: (91 22) 2202 2125

TRUSTEE

Benchmark Trustee Company Pvt. Ltd.

405, Raheja Chambers
Free Press Journal Marg
213, Nariman Point
Mumbai - 400 021
Tel: (91 22) 6651 2727
Fax: (91 22) 2200 3412

REGISTRAR & TRANSFER AGENTS

Karvy Computershare Pvt. Ltd.

Karvy Plaza No. 8-2-596
Avenue 4, Street No. 1
Banjara Hills, Hyderabad - 500 034
Tel : (91 40) 2231 2454
Fax : (91 40) 2331 1968

AUDITORS

N.M. Raiji & Co.

6th Floor, Universal Insurance Building
P. M. Road
Mumbai - 400 001

TRUSTEES' REPORT*For the Year ended March 31, 2009*

Dear Unit holders,

We have pleasure in presenting our eight report and the abridged annual report of the Schemes of Benchmark Mutual Fund for the year ended March 31, 2009.

1. Performance and Operations of the Scheme**1. Nifty BeES**

As per the investment pattern of the Scheme, Nifty BeES invests at least 90% of its total assets in the stocks constituting S&P CNX Nifty Index. Nifty BeES may invest upto 10% of their total assets in stocks not included in the corresponding underlying index.

The Scheme tracks S&P CNX Nifty Index and is a passively managed scheme. The investment decisions are determined as per S&P CNX Nifty Index. In case of any change in the index due to corporate actions or change in the constituents of S&P CNX Nifty Index {as communicated by India Index Services & Products Ltd. (IISL), an Index provider}, relevant investment decisions are determined considering the composition of S&P CNX Nifty Index.

Performance Record (as on March 31, 2009)

Particulars	Nifty BeES	Benchmark Returns	
		S&P CNX Nifty	S&P CNX Nifty Total Return Index
Since Inception	17.64%	15.92%	17.94%
Last Five Years	12.97%	11.25%	12.98%
Last Three Years	(2.61%)	(3.88%)	(2.62%)
Last One Year	(35.34%)	(36.19%)	(35.44%)

Returns are compounded annualized. Past performance may or may not be sustained.

The returns are calculated after considering the dividend paid. For calculating returns since inception, the allotment price is taken at Rs. 104.3927 at which the units were allotted on December 28, 2001 in the New Fund Offer. Annualised Tracking Error since inception is 0.21%. It is calculated with respect to Total Return S&P CNX Nifty Index.

Total assets under management in Nifty BeES as on March 31, 2009 were Rs. 131.89 crores held by 10,206 investors.

2. Junior BeES

As per the investment pattern, Junior BeES invests at least 90% of its total assets in the stocks constituting CNX Nifty Junior Index. The Scheme may invest upto 10% of its total assets in stocks not included in the corresponding underlying index.

The Scheme tracks CNX Nifty Junior Index and is a passively managed scheme. The investment decisions are determined as per CNX Nifty Junior Index. In case of any change in the index due to corporate actions or change in the constituents of CNX Nifty Junior Index, by IISL, relevant investment decisions are determined considering the composition of CNX Nifty Junior Index.

Performance Record (as on March 31, 2009)

Particulars	Junior BeES	Benchmark Returns	
		CNX Nifty Junior	CNX Nifty Junior Total Return Index
Since Inception	20.84%	20.33%	22.27%
Last Five Years	5.50%	5.03%	6.51%
Last Three Years	(11.97%)	(12.21%)	(11.16%)
Last One Year	(45.25%)	(45.63%)	(44.94%)

Returns are compounded annualised. Past performance may or may not be sustained.

The returns are calculated after considering the dividend paid. For calculating returns since inception, the allotment price is taken at Rs. 142.7852 at which the units were allotted on February 21, 2003 in the New Fund Offer. Annualised Tracking Error since inception is 0.54%. It is calculated with respect to Total Return CNX Nifty Junior Index.

Total assets under management as on March 31, 2009 were Rs. 6.04 crores held by 1,634 investors.

3. Liquid BeES

As per the investment pattern, Liquid BeES invests in Call Money, Short Term Government Securities, T-Bills, Repos, Debt Securities, Commercial Papers, Certificate of Deposits, Short Term Debentures and Floating Rate Notes rated A and above.

The Scheme will retain the flexibility to invest in the entire range of securities as per investment objectives of the Scheme and as per the SEBI Regulations.

Fitch Credit Rating Agency has assigned Credit and Volatility Rating of AAA(ind) and V1+(ind) to Liquid BeES. AAA(ind) indicates that the portfolio of the Scheme provides highest protection against losses from credit defaults. V1+(ind) indicates that the Scheme has lowest market risk.

Performance Record (as on March 31, 2009)

Particulars	Liquid BeES #	Benchmark Returns Crisil Liquid Fund Index
Since Inception	5.41%	6.04%
Last Five Years	5.64%	6.33%
Last Three Years	6.71%	7.56%
Last One Year	7.58%	8.81%

The date of allotment of the units of the Scheme was July 8, 2003. Past performance may or may not be sustained.

Returns are annualised. The Scheme declares daily dividend which is compulsorily reinvested in the Scheme.

#Returns are based on income distributed including dividend distribution tax. Actual dividend in the hands of each investor will vary based on category and rate of dividend distribution tax applicable thereon.

Total assets under management as on March 31, 2009 were Rs. 287.25 crores held by 5,565 investors.

4. Bank BeES

As per the investment pattern, Bank BeES invests at least 90% of its total assets in the stocks constituting CNX Bank Index. The Scheme may invest upto 10% of its total assets in stocks not included in the corresponding underlying index.

The Scheme tracks CNX Bank Index and is a passively managed scheme. The investment decisions are determined as per CNX Bank Index. In case of any change in the index due to corporate actions or change in the constituents of CNX Bank Index, by IISL, relevant investment decisions are determined considering the composition of CNX Bank Index.

Performance Record (as on March 31, 2009)

Particulars	Bank BeES	Benchmark Returns	
		CNX Bank Index	CNX Bank Total Return Index
Since Inception	12.41%	10.66%	12.60%
Last Three Years	(2.63%)	(3.93%)	(2.43%)
Last One Year	(36.90%)	(37.89%)	(36.89%)

Returns are compounded annualised. Past performance may or may not be sustained.

The returns are calculated after considering the dividend paid. For calculating returns since inception, the allotment price is taken at Rs. 253.5576 at which the units were allotted on May 27, 2004 in the New Fund Offer. Annualised Tracking Error since inception is 0.54%. It is calculated with respect to Total Return CNX Bank Index.

Total assets under management as on March 31, 2009 were Rs. 170.99 crores held by 783 investors.

5. Benchmark Derivative Fund (BDF)

As per the investment pattern, Benchmark Derivative Fund invests 65% - 100% in Equities and Convertible Debentures, 65% - 100% in Derivatives including Index Futures, Stock Futures, Index Options and Stock Options and 0% - 35% in money market, debt instruments and cash at call.

Performance Record (as on March 31, 2009)

Particulars	Benchmark Derivative Fund		Benchmark Returns		
	Growth	Dividend #	S&P CNX Nifty Index	Crisil Composite Bond Fund Index	Crisil Liquid Fund Index
Since Inception	7.14%	7.58%	9.95%	5.73%	6.73%
Last Three Years	7.72%	7.76%	(3.88%)	6.42%	7.56%
Last One Year	6.36%	6.34%	(36.19%)	7.35%	8.81%

Returns are compounded annualized. Past performance may or may not be sustained.

For Benchmark Derivative Fund - Dividend Plan, the returns are calculated after considering the dividend paid. For calculating returns since inception, the allotment price for Growth Option is taken at Rs. 1,000/- at which the units were allotted on December 18, 2004 in the New Fund Offer and for Dividend Option is taken at Rs. 1,000/- at which the units were allotted on September 30, 2005.

#Returns are based on income distributed including dividend distribution tax. Actual dividend in the hands of each investor will vary based on category and rate of dividend distribution tax applicable thereon.

Total assets under management as on March 31, 2009 were Rs. 16.26 crores held by 119 investors.

6. Gold BeES

As per the investment pattern, Gold BeES invests 90% - 100% in physical gold and 0% - 10% in money market instruments, securitised debts, bonds including cash at call. The Scheme tracks domestic price of gold and is an open ended passively managed scheme.

Performance Record (as on March 31, 2009)

Particulars	Gold BeES	Benchmark Return Physical price of Gold
Since Inception	25.00%	26.18%
Last One Year	23.68%	24.92%

Returns are compounded annualised. Past performance may or may not be sustained.

For calculating returns since inception, the allotment price is taken at Rs. 945.7631 at which the units were allotted on March 8, 2007 in the New Fund Offer.

Total assets under management as on March 31, 2009 were Rs. 295.33 crores held by 29,294 investors.

7. PSU Bank BeES

As per the investment pattern, PSU Bank BeES invests at least 90% of its total assets in the stocks constituting CNX PSU Bank Index. The Scheme may invest upto 10% of its total assets in stocks not included in the corresponding underlying index.

The Scheme tracks CNX PSU Bank Index and is a passively managed scheme. The investment decisions are determined as per CNX PSU Bank Index. In case of any change in the index due to corporate actions or change in the constituents of CNX PSU Bank Index, by IISL, relevant investment decisions are determined considering the composition of CNX PSU Bank Index.

Performance Record (as on March 31, 2009)

Particulars	PSU Bank BeES	Benchmark Returns	
		CNX PSU Bank Index	CNX PSU Bank Total Return Index
Since Inception	(29.68%)	(30.34%)	(29.16%)
Last One Year	(29.01%)	(30.37%)	(28.75%)

Returns are compounded annualised. Past performance may or may not be sustained.

For calculating returns since inception, the allotment price is taken at Rs. 263.9062 at which the units were allotted on October 25, 2007 in the New Fund Offer. Annualised Tracking Error since inception is 0.99%. It is calculated with respect to Total Return CNX PSU Bank Index.

Total assets under management as on March 31, 2009 were Rs. 14.14 crores held by 465 investors.

8. Benchmark Equity & Derivatives Opportunities Fund (BEDOF)

As per the investment pattern, BEDOF invests at least 65% - 90% of its total assets in Equities & Equity related derivative instruments and 0% - 35% in Money Market, Debt instruments and Cash at call.

Performance Record (as on March 31, 2009)

Particulars	BEDOF		Benchmark Returns
	Growth	Dividend	CRISIL Balanced Fund
Since Inception	7.68%	7.69%	(22.97%)
Last One Year	6.56%	6.56%	(21.53%)

Returns are compounded annualised. Past performance may or may not be sustained.

For BEDOF - Dividend Plan, the returns are calculated after considering the dividend paid. For calculating returns since inception, the allotment price is taken at Rs. 10/- at which the units were allotted on October 31, 2007 in the New Fund Offer.

Total assets under management as on March 31, 2009 were Rs. 64.98 crores held by 510 investors.

9. Benchmark S&P CNX 500 Fund

As per the investment pattern, Benchmark S&P CNX 500 Fund invests at least 90% of its total assets in the stocks constituting S&P CNX 500 Index. The Scheme may invest upto 10% of its total assets in stocks not included in the corresponding underlying index.

The Scheme tracks S&P CNX 500 Index and is a passively managed scheme. The investment decisions are determined as per S&P CNX 500 Index. In case of any change in the index due to corporate actions or change in the constituents of S&P CNX 500 Index, by IISL, relevant investment decisions are determined considering the composition of S&P CNX 500 Index.

The New Fund Offer of Benchmark S&P CNX 500 Fund opened for public subscription on November 17, 2008 and closed on December 16, 2008 with Rs. 2.62 crores being amount mobilized in the New Fund Offer. The units of the Scheme were allotted on January 6, 2009 at Rs.10/- (excluding load). The Scheme opened for ongoing subscription from January 14, 2009.

Performance Record (as on March 31, 2009)

Particulars	Benchmark S&P CNX 500		Benchmark Returns	
	Growth	Dividend	S&P CNX 500 Index	S&P CNX 500 Total Return Index
Since Inception	1.72%	1.71%	(5.61%)	(5.32%)

Returns are absolute, as the Scheme has not completed one year. Past performance may or may not be sustained.

For calculating returns since inception, the allotment price is taken at Rs. 10/- at which the units were allotted on January 6, 2009 in the New Fund Offer. Annualised Tracking Error since inception is 0.56%. It is calculated with respect to Total Return S&P CNX 500 Index.

Total assets under management as on March 31, 2009 were Rs. 3.50 crores held by 649 investors.

10. Shariah Benchmark Exchange Traded Scheme (Shariah BeES)

As per the investment pattern, Shariah BeES invests at least 90% of its total assets in the stocks constituting S&P CNX Nifty Shariah Index. The Scheme may invest upto 10% of its total assets in stocks not included in the corresponding underlying index.

The Scheme tracks S&P CNX Nifty Shariah Index and is a passively managed scheme. The investment decisions are determined as per S&P CNX Nifty Shariah Index. In case of any change in the index due to corporate actions or change in the constituents of S&P CNX Nifty Shariah Index, by IISL, relevant investment decisions are determined considering the composition of S&P CNX Nifty Shariah Index.

The New Fund Offer of Shariah BeES opened for public subscription on February 4, 2009 and closed on March 5, 2009 with Rs. 1.14 crores being amount mobilized in the New Fund Offer. The units of the Scheme were allotted on March 18, 2009 at Rs. 65.9279. The units of Shariah BeES were listed on NSE on April 1, 2009.

This Scheme is a new Scheme and does not have any performance track record.

Total assets under management as on March 31, 2009 were Rs. 1.25 crores held by 225 investors.

Scheme Redeemed on Maturity

Benchmark Split Capital Fund - Balanced

The units held by the Unitholders of Class A and Class B of Benchmark Split Capital Fund - Balanced (SCF - Balanced) were redeemed on August 16, 2008 on completion of the maturity period of 3 years and the redemption proceeds were paid to the Unitholders according to the procedure laid down in the Offer Document and in accordance with SEBI (Mutual Funds) Regulations, 1996. Pursuant to the redemption, the Scheme is no longer in existence.

TOTAL ASSETS UNDER MANAGEMENT

As on March 31, 2009 total assets under management were Rs. 991.64 crores for all the Schemes.

Dividend

During the financial year 2008-09, the following dividends were declared :

Scheme	Rate	Record Date
Benchmark Derivative Fund - Dividend Plan	Rs. 90/- per unit	September 2, 2008
Benchmark Equity & Derivatives Opportunities Fund - Dividend Plan	Rs. 0.30 per unit	September 2, 2008
Nifty BeES	Rs. 5/- per unit	September 15, 2008
Benchmark Derivative Fund - Dividend Plan	Rs. 15/- per unit	January 5, 2009
Benchmark Equity & Derivatives Opportunities Fund - Dividend Plan	Rs. 0.15 per unit	January 5, 2009
Bank BeES	Rs. 5/- per unit	January 16, 2009

Further, dividend, in the form of units, was declared and paid in Liquid BeES on a daily basis as per its Scheme Information Document.

INVESTMENT PHILOSOPHY OF THE FUND

The Fund uses indexing and quantitative approach to achieve Schemes' investment objective. Unlike other Funds, the Fund does not try to beat the markets they track and does not seek temporary defensive positions when markets decline or appear over valued. The Fund does not make any judgements about the investment merit of a particular stock or a particular industry segment nor does it attempt to apply any economic, financial or market analysis. Indexing eliminates risks associated with active management with regard to over/underperformance vis-à-vis a benchmark.

Also, the management fees and other operating expenses charged to the Schemes are one of the lowest in the Mutual Fund Industry in India.

FUTURE OUTLOOK

The Fund has received approval from Securities & Exchange Board of India for the launch of the following Scheme :

1. Hang Seng Benchmark Exchange Traded Scheme (Hang Seng BeES) is an open ended index scheme in the form of an exchange traded fund whose investment objective is to provide returns that, before expenses, closely correspond to the total returns of securities as represented by Hang Seng Index of Hang Seng Data Services Ltd., by investing in the securities in the same proportion as in the Index.

Further, the Fund has also filed the following Scheme Information Documents with SEBI whose details are:

1. Benchmark Covered Call Fund is an open ended equity Scheme whose investment objective is to provide absolute returns by earning option premium by investing in equity and equity related securities and futures and selling call options of such equities and through deployment of surplus cash in money market securities, debt instruments, etc.
2. Gilt Benchmark Exchange Traded Scheme is an open ended gilt exchange traded Scheme whose investment objective is to generate returns through investment in securities issued by the Central Government and/or State Government and/or any other security guaranteed by the Government of India.

2. Background of Sponsors, Trust, Trustee Company and AMC Company

a **Benchmark Mutual Fund**

Benchmark Mutual Fund (BMF) was set up as a Trust by Niche Financial Services Pvt. Ltd. on February 14, 2001 with Benchmark Trustee Company Pvt. Ltd. (the Trustee Company) as a Trustee in accordance with the provisions of the Indian Trust Act, 1882 and is duly registered under the Indian Registration Act, 1908. The Trustee has entered into an Investment Management Agreement dated February 14, 2001 with Benchmark Asset Management Company Pvt. Ltd. (the AMC) to function as the Investment Manager for all the Schemes of BMF. BMF was registered with SEBI vide registration number MF/045/01/6 on June 12, 2001.

b. **Benchmark Trustee Company Pvt. Ltd.**

The Trustee is the exclusive owner of the Trust Fund and holds the same in trust for the benefit of the Unit holders. The Trustee has been discharging its duties and carrying out the responsibilities as provided in the Regulations and the Trust Deed. The Trustee seeks to ensure that the Fund and the Schemes floated thereunder are managed by the AMC in accordance with the Trust Deed, the Regulations, directions and guidelines issued by the SEBI, the Stock Exchanges, the Association of Mutual Funds in India (AMFI) and other regulatory agencies.

3. Investment Objective of the Schemes

1. Nifty BeES

Nifty Benchmark Exchange Traded Scheme (Nifty BeES) is an open ended index scheme in the form of an Exchange Traded Fund (ETF), tracking S&P CNX Nifty Index and is listed on the Capital Market Segment of the National Stock Exchange of India Ltd. (NSE). The investment objective of the Scheme is to provide investment returns that, before expenses, closely correspond to the total returns of securities as represented by S&P CNX Nifty Index.

2. Junior BeES

Nifty Junior Benchmark Exchange Traded Scheme (Junior BeES) is an open ended index scheme in the form of an ETF, tracking CNX Nifty Junior Index and is listed on the Capital Market Segment of NSE. The investment objective of the Scheme is to provide returns that, before expenses, closely correspond to the returns of securities as represented by CNX Nifty Junior Index.

3. Liquid BeES

Liquid Benchmark Exchange Traded Scheme (Liquid BeES) is an open ended liquid scheme in the form of an ETF listed on the Capital Market Segment of NSE. The investment objective of the Scheme is to enhance returns and minimize price risk by investing in basket of call money, short-term government securities and money market instruments of short and medium maturities while maintaining the safety and liquidity.

4. Bank BeES

Banking Index Benchmark Exchange Traded Scheme (Bank BeES) is an open ended index scheme in the form of an ETF, tracking CNX Bank Index and is listed on the Capital Market Segment of NSE. The investment objective of the Scheme is to provide returns that, before expenses, closely correspond to the total returns of the securities as represented by CNX Bank Index.

5. Benchmark Derivative Fund (BDF)

Benchmark Derivative Fund (BDF) is an open ended equity scheme, investing in Equities, Derivatives, Debt Securities and Money Market Instruments. The investment objective of the Scheme is to provide absolute returns over and above money market instruments by taking advantage in the underlying cash and derivative markets. Various strategies are used as return enhancers.

6. Gold BeES

Gold Benchmark Exchange Traded Scheme (Gold BeES) is an open ended gold exchange traded scheme which is listed on the Capital Market Segment of NSE. The investment objective of the Scheme is to provide returns that, before expenses, closely correspond to the returns provided by domestic price of gold through physical gold.

7. PSU Bank BeES

PSU Bank Benchmark Exchange Traded Scheme (PSU Bank BeES) is an open ended index scheme in the form of an ETF, tracking CNX PSU Bank Index and is listed on the Capital Market Segment of NSE. The investment objective of the Scheme is to provide returns that, before expenses, closely correspond to the total returns of the securities as represented by CNX PSU Bank Index.

8. Benchmark Equity & Derivatives Opportunities Fund

Benchmark Equity & Derivatives Opportunities Fund (BEDOF) is an open ended equity scheme, investing

in Equities, Derivatives, Debt Securities and Money Market Instruments. The investment objective of the Scheme is to provide absolute returns by taking advantage of opportunities in the underlying cash and derivative markets, and through deployment of surplus cash in fixed income securities. The Scheme is designed for investors seeking long-term capital appreciation primarily through investment in a diversified portfolio of strategies.

9. Benchmark S&P CNX 500 Fund

Benchmark S&P CNX 500 Fund is an open ended index scheme. The investment objective of the Scheme is to generate capital appreciation through equity investments by investing in securities which are constituents of S&P CNX 500 Index in the same proportion as in the Index.

10. Shariah Benchmark Exchange Traded Scheme (Shariah BeES)

Shariah Benchmark Exchange Traded Scheme (Shariah BeES) is an open ended index scheme in the form of an ETF, tracking S&P CNX Nifty Shariah Index and is listed on the Capital Market Segment of NSE. The investment objective of the Scheme is to provide returns that, before expenses, closely correspond to the total returns of the securities as represented by S&P CNX Nifty Shariah Index by investing in securities which are constituents of S&P CNX Nifty Shariah Index in the same proportion as in the Index.

4. Significant Accounting Policies

The Accounting policies are in accordance with Securities Exchange Board of India (Mutual Funds) Regulations 1996.

5. Unclaimed Dividends & Redemptions

Scheme	Unclaimed Dividends		Unclaimed Redemptions	
	Amount (Rs.)	No. of Investors	Amount (Rs.)	No. of Investors
Nifty BeES	145,968	559	2,996	42
Junior BeES	2,636	8	–	–
Liquid BeES	–	–	–	–
Bank BeES	97,644	112	–	–
Benchmark Derivative Fund (BDF)	38,702	1	–	–
Gold BeES	–	–	26,291	60
PSU Bank BeES	–	–	–	–
Benchmark Equity & Derivatives Opportunities Fund (BEDOF)	516,832	3	–	–
Benchmark S&P CNX 500 Fund	–	–	–	–
Shariah BeES	–	–	–	–
SCF - Balanced	–	–	604,310	40

6. Statutory Information

- a. The Sponsors are not responsible or liable for any loss resulting from the operation of the Schemes of the Fund beyond their initial contribution of Rs. 1 lakh for setting up the Fund, and such other accretions / additions to the same.
- b. The price and redemption value of the units, and income from them, can go up as well as down with fluctuations in the market value of its underlying investments.
- c. Full Annual Report shall be disclosed on the website (www.benchmarkfunds.com) and shall be available for inspection at the Head Office of the Mutual Fund. Present and prospective unit holder can obtain copy of the trust deed, the full Annual Report of the Fund / AMC at a price.

For and on behalf of the Board of Directors
of **Benchmark Trustee Company Pvt. Ltd.**
(Trustee to Benchmark Mutual Fund)

Dr. S. A. Dave
Chairman

Place : Mumbai
Date : June 29, 2009

AUDITORS' REPORT OF THE ABRIDGED FINANCIAL STATEMENTS

**The Board of Directors,
BENCHMARK TRUSTEE COMPANY PRIVATE LIMITED
MUMBAI**

We have examined the attached Abridged Balance Sheet of **Nifty Benchmark Exchange Traded Scheme (Nifty BeES)** scheme of BENCHMARK MUTUAL FUND as at March 31, 2009 and also the Abridged Revenue Account for the year ended on that date annexed thereto, together with the significant accounting policies and notes thereon. These abridged financial statements have been prepared by Benchmark AMC pursuant to the amended regulation 56 of the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 (the SEBI Regulation) and are based on the audited financial statements of the scheme for the year ended March 31, 2009 prepared in accordance with the SEBI Regulation. We have issued separate audit report dated June 29, 2009 on the financial statements of the scheme, which may be referred to.

**For N. M. RAIJI & CO.
Chartered Accountants**

**J. M. GANDHI
Partner
Membership No. 37924**

Place : Mumbai
Date : June 29, 2009

AUDITORS' REPORT

**The Board of Directors,
Benchmark Trustee Company Private Limited**

We have audited the attached Balance Sheet as at March 31, 2009 and the Revenue Account for the year ended on that date annexed thereto, of Nifty Benchmark Exchange Traded Scheme (Nifty BeES), a scheme of Benchmark Mutual Fund. These financial statements are the responsibility of the Management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with SEBI (Mutual Funds) Regulations, 1996. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We report that:

1. We have obtained all information and explanations, which, to the best of our knowledge and belief were necessary for the purpose of our audit.
2. The Balance Sheet and the Revenue Account referred to above are in agreement with the books of accounts of the Scheme.
3. The accounts have been prepared in accordance with the accounting policies adopted by the trustees of the Fund and as specified in the Ninth Schedule to the SEBI (Mutual Funds) Regulations, 1996.
4. In our opinion, valuation methods for Non Traded Securities, if any, adopted by the scheme are fair and reasonable and are in accordance with the guidelines for valuation issued by SEBI and approved by the Trustee.
5. In our opinion and to the best of our information and according to the explanations given to us, the statement of accounts read with the accounting policies and notes to accounts attached thereto, give a true & fair view in conformity with the generally accepted accounting principles in India:
 - a. In the case of Balance Sheet of Nifty BeES, the Scheme of Benchmark Mutual Fund, of the state of affairs of the Scheme as at March 31, 2009; and
 - b. In the case of Revenue Account of Nifty BeES, the Scheme of Benchmark Mutual Fund, of the deficit of the Scheme for the year ended March 31, 2009.

**For N. M. RAIJI & CO.
Chartered Accountants**

**J. M. GANDHI
Partner
Membership No. 37924**

Place : Mumbai
Date : June 29, 2009

BENCHMARK MUTUAL FUND*Nifty Benchmark Exchange Traded Scheme - Nifty BeES***Abridged Balance Sheet as at March 31, 2009**

		Rupees in Lacs	
Sr. No.	Particulars	As at March 31, 2009	As at March 31, 2008
LIABILITIES			
1	Unit Capital	431.75	991.75
2	Reserves & Surplus		
2.1	Unit Premium Reserves	837.31	4,689.70
2.2	Unrealised Appreciation Reserve	-	-
2.3	Other Reserves	11,919.55	41,779.79
3	Current Liabilities & Provisions		
	Other Current Liabilities & Provisions	284.84	2,747.20
TOTAL		13,473.45	50,208.43
ASSETS			
1	Investments		
	Listed Securities:		
	Equity Shares	13,148.97	47,322.52
	Total Investments	13,148.97	47,322.52
2	Deposits	-	-
3	Other Current Assets		
3.1	Cash & Bank Balance	67.54	173.15
3.2	Others	256.94	2,712.76
TOTAL		13,473.45	50,208.43

Notes to Accounts - Annexure I

As per our Report of even date
For N. M. Rajji & Co.
Chartered Accountants

J. M. Gandhi
Partner
Membership No. 37924

For and on behalf of
Benchmark Trustee Company Pvt. Ltd.

Dr. S. A. Dave
Chairman

Dr. A. C. Shah
Director

For and on behalf of
Benchmark Asset Management Company Pvt. Ltd.

D. S. Mehta
Chairman

S. R. Halbe
Director

Place : Mumbai
Date : June 29, 2009

Vishal Jain
Fund Manager

BENCHMARK MUTUAL FUND*Nifty Benchmark Exchange Traded Scheme - Nifty BeES***Abridged Revenue Account for the year ended March 31, 2009**

		Rupees in Lacs	
		Current Year ended 31/03/2009	Previous Year ended 31/03/2008
1	INCOME		
1.1	Dividend	312.05	300.31
1.2	Realised Gains / (Losses) on External sale / redemption of investments	(15,954.44)	8,409.81
1.3	Realised Gains / (Losses) on Derivative Transactions	(32.61)	(89.64)
	(A)	(15,675.00)	8,620.47
2	EXPENSES		
2.1	Management fees	68.33	86.58
2.2	Transfer agents fees and expenses	11.02	13.07
2.3	Custodian fees	6.10	32.31
2.4	Trusteeship fees	2.28	2.89
2.5	Marketing & Distribution expenses	21.16	5.06
2.6	Audit fees	1.45	0.56
2.7	Other operating expenses	3.61	3.85
	(B)	113.95	144.32
3	NET REALISED GAINS / (LOSSES) FOR THE YEAR (A-B=C)	(15,788.95)	8,476.15
4	Change in Unrealised Depreciation in value of investments (D)	-	4,369.52
5	NET GAINS / (LOSSES) FOR THE YEAR (E=(C-D))	(15,788.95)	4,106.63
6	Change in unrealised appreciation in the value of investments (F)	2,786.07	-
7	NET SURPLUS / (DEFICIT) FOR THE YEAR (E+F=G)	(13,002.88)	4,106.63
7.1	Add: Balance transfer from Unrealised Appreciation Reserve	-	150.28
7.2	Less: Balance transfer to Unrealised Appreciation Reserve	-	-
7.3	Add/(Less): Equalisation	(15,094.13)	26,085.38
8	Total	(28,097.01)	30,342.28

		Rupees in Lacs	
		Current Year ended 31/03/2009	Previous Year ended 31/03/2008
9	Dividend appropriation		
9.1	Income Distributed during the year	242.37	-
9.2	Tax on income distributed during the year	-	-
10	Retained Surplus / (Deficit) carried forward to Balance sheet	(28,339.38)	30,342.28

Notes to Accounts - Annexure I

As per our Report of even date
For N. M. Rajji & Co.
Chartered Accountants

J. M. Gandhi
Partner
Membership No. 37924

For and on behalf of
Benchmark Trustee Company Pvt. Ltd.

Dr. S. A. Dave
Chairman

Dr. A. C. Shah
Director

For and on behalf of
Benchmark Asset Management Company Pvt. Ltd.

D. S. Mehta
Chairman

S. R. Halbe
Director

Place : Mumbai
Date : June 29, 2009

Vishal Jain
Fund Manager

BENCHMARK MUTUAL FUND*Nifty Benchmark Exchange Traded Scheme - Nifty BeES***Annexure I - Notes to Accounts to Abridged Balance Sheet and Revenue Account
for the year ended March 31, 2009****1. Investments**

- 1.1 Investments of the Scheme are registered in the name of the Trust for the benefit of the Scheme's Unit holders.
- 1.2 Open Position of derivatives as of March 31, 2009 is Nil. (Previous Year : Nil)
- 1.3 Investment in Associates and Group Companies for the year 2008-2009 is Nil.
- 1.4 Open position of securities borrowed and / or lent by the Scheme is Nil (Previous Year : Nil)
- 1.5 Details of NPA as at March 31, 2009 is Nil (Previous Year : Nil)
- 1.6 Aggregate Unrealized Gain / (Loss) and percentage to net assets:

2008-09		2007-08	
Amount (Rs. In Lacs)	% to Net Assets	Amount (Rs. In Lacs)	% to Net Assets
(1,433.18)	(10.87%)	(4,219.25)	(8.89%)

- 1.7 The aggregate value of investments purchased and sold (including redeemed) during the year and these amounts as a percentage of average daily Net assets:

Particulars	2008-09	2007-08
Purchase (Rs. In Lacs)	87,296.90	142,949.88
Purchase as a % to average daily net assets	382.78%	495.39%
Sale (Rs. In Lacs)	108,302.07	115,575.82
Sale as % to average daily net assets	474.89%	400.52%

- 1.8 Non-Traded securities in the portfolio : Nil
2. Details of transactions with Associates in terms of regulation 25(8): Nil
3. Large Holding in the Scheme (i.e. in excess of 25% of the net assets as at March 31, 2009): Nil
4. **Unit Capital movement during the year ended :**

	2008-09		2007-08	
	Units	Rs. (In Lacs)	Units	Rs. (In Lacs)
Face Value p.u.	10		10	
Opening Units	9,917,477	991.75	4,147,477	414.75
Units Allotted in NFO	-	-	-	-
Units Issued	20,820,000	2,082.00	26,580,000	2,658.00
Units Redeemed	26,420,000	2,642.00	20,810,000	2,081.00
Closing Units	4,317,477	431.75	9,917,477	991.75

5. Contingent Liability as at March 31, 2009: Nil
6. **Prior Period Comparatives:**
Previous year figures have been regrouped/rearranged wherever necessary
7. Unit-holders can obtain from the Mutual Fund a copy of the Annual Report of the Scheme in which he/ she/it has invested.

BENCHMARK MUTUAL FUND

Nifty Benchmark Exchange Traded Scheme - Nifty BeES
Key Statistics for the year ended March 31, 2009

	Current Year ended on 31st March 2009	Previous Year ended on 31st March 2008
1. NAV per unit (Rs.):		
Open	478.5616	385.2983
High	528.1913	635.7153
Low	254.8341	366.4220
End	305.4702	478.5616
2. Closing Assets Under Management (Rs. in Lacs)		
End	13,188.61	47,461.23
Average (AAuM) ¹	22,805.90	28,856.18
3. Gross income as % of AAuM²	(68.73%)	29.87%
4. Expense Ratio:		
a. Total Expense as % of AAuM	0.50%	0.50%
b. Management Fee as % of AAuM	0.30%	0.30%
5. Net Income as a percentage of AAuM³	(69.23%)	29.37%
6. Portfolio turnover ratio⁴	3.83	0.32
7. Total Dividend per unit distributed during the year	5.00	-
8. Returns:		
a. Last One Year		
Scheme	(35.34%)	24.06
Benchmark	(36.19%)	23.74
b. Since Inception		
Scheme	17.64%	28.89%
Benchmark	15.92%	27.51%

1. AAuM=Average daily net assets

2. Gross income = amount against (A) in the Revenue account i.e. Income.

3. Net income = amount against (C) in the Revenue account i.e. NET REALISED GAINS / (LOSSES) FOR THE YEAR

4. Portfolio Turnover Ratio = Lower of sales or purchase divided by the Average AuM for the year.

As per our Report of even date

For N. M. Raiji & Co.

Chartered Accountants

For and on behalf of

Benchmark Trustee Company Pvt. Ltd.

J. M. Gandhi

Partner

Membership No. 37924

Dr. S. A. Dave

Chairman

Dr. A. C. Shah

Director

For and on behalf of

Benchmark Asset Management Company Pvt. Ltd.

D. S. Mehta

Chairman

S. R. Halbe

Director

Place : Mumbai

Date : June 29, 2009

Vishal Jain

Fund Manager

AUDITORS' REPORT OF THE ABRIDGED FINANCIAL STATEMENTS

**The Board of Directors,
BENCHMARK TRUSTEE COMPANY PRIVATE LIMITED
MUMBAI**

We have examined the attached Abridged Balance Sheet of **Nifty Junior Benchmark Exchange Traded Scheme (Junior BeES)** scheme of BENCHMARK MUTUAL FUND as at March 31, 2009 and also the Abridged Revenue Account for the year ended on that date annexed thereto, together with the significant accounting policies and notes thereon. These abridged financial statements have been prepared by Benchmark AMC pursuant to the amended regulation 56 of the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 (the SEBI Regulation) and are based on the audited financial statements of the scheme for the year ended March 31, 2009 prepared in accordance with the SEBI Regulation. We have issued separate audit report dated June 29, 2009 on the financial statements of the scheme, which may be referred to.

**For N. M. RAIJI & CO.
Chartered Accountants**

**J. M. GANDHI
Partner
Membership No. 37924**

Place : Mumbai
Date : June 29, 2009

AUDITORS' REPORT

**The Board of Directors,
Benchmark Trustee Company Private Limited**

We have audited the attached Balance Sheet as at March 31, 2009 and the Revenue Account for the year ended on that date annexed thereto, of Nifty Junior Benchmark Exchange Traded Scheme (Junior BeES), a scheme of Benchmark Mutual Fund. These financial statements are the responsibility of the Management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with SEBI (Mutual Funds) Regulations, 1996. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We report that:

1. We have obtained all information and explanations, which, to the best of our knowledge and belief were necessary for the purpose of our audit.
2. The Balance Sheet and the Revenue Account referred to above are in agreement with the books of accounts of the Scheme.
3. The accounts have been prepared in accordance with the accounting policies adopted by the trustees of the Fund and as specified in the Ninth Schedule to the SEBI (Mutual Funds) Regulations, 1996.
4. In our opinion, valuation methods for Non Traded Securities, if any, adopted by the scheme are fair and reasonable and are in accordance with the guidelines for valuation issued by SEBI and approved by the Trustee.
5. In our opinion and to the best of our information and according to the explanations given to us, the statement of accounts read with the accounting policies and notes to accounts attached thereto, give a true & fair view in conformity with the generally accepted accounting principles in India:
 - a. In the case of Balance Sheet of Junior BeES, the Scheme of Benchmark Mutual Fund, of the state of affairs of the Scheme as at March 31, 2009; and
 - b. In the case of Revenue Account of Junior BeES, the Scheme of Benchmark Mutual Fund, of the deficit of the Scheme for the year ended March 31, 2009.

**For N. M. RAIJI & CO.
Chartered Accountants**

**J. M. GANDHI
Partner
Membership No. 37924**

Place : Mumbai
Date : June 29, 2009

BENCHMARK MUTUAL FUND*Nifty Junior Benchmark Exchange Traded Scheme - Junior BeES***Abridged Balance Sheet as at March 31, 2009**

		Rupees in Lacs	
Sr. No.	Particulars	As at March 31, 2009	As at March 31, 2008
LIABILITIES			
1	Unit Capital	17.04	27.24
2	Reserves & Surplus		
2.1	Unit Premium Reserves	(4,141.01)	(4,022.27)
2.2	Unrealised Appreciation Reserve	-	-
2.3	Other Reserves	4,728.37	5,759.60
3	Current Liabilities & Provisions		
	Other Current Liabilities & Provisions	5.77	11.34
TOTAL		610.17	1,775.91
ASSETS			
1	Investments		
	Listed Securities:		
	Equity Shares	597.87	1,758.20
	Total Investments	597.87	1,758.20
2	Other Current Assets		
2.1	Cash & Bank Balance	12.30	17.41
2.2	Others	-	0.30
TOTAL		610.17	1,775.91

Notes to Accounts - Annexure I

As per our Report of even date
For N. M. Rajji & Co.
Chartered Accountants

J. M. Gandhi
Partner
Membership No. 37924

For and on behalf of
Benchmark Trustee Company Pvt. Ltd.

Dr. S. A. Dave **Dr. A. C. Shah**
Chairman Director

For and on behalf of
Benchmark Asset Management Company Pvt. Ltd.

D. S. Mehta **S. R. Halbe**
Chairman Director

Place : Mumbai
Date : June 29, 2009

Payal Kaipunjaj
Fund Manager

BENCHMARK MUTUAL FUND*Nifty Junior Benchmark Exchange Traded Scheme - Junior BeES***Abridged Revenue Account for the year ended March 31, 2009**

		Rupees in Lacs	
		Current Year ended 31/03/2009	Previous Year ended 31/03/2008
1	INCOME		
1.1	Dividend	11.01	11.79
1.2	Realised Gains / (Losses) on External sale / redemption of investments	(288.17)	2,276.31
1.3	Realised Gains / (Losses) on Derivative Transactions	-	0.04
1.4	Other Income	-	-
	(A)	(277.16)	2,288.14
2	EXPENSES		
2.1	Management fees	3.80	15.52
2.2	Transfer agents fees and expenses	0.37	1.44
2.3	Custodian fees	0.40	5.64
2.4	Trusteeship fees	0.38	1.55
2.5	Marketing & Distribution expenses	0.54	5.04
2.6	Audit fees	0.89	0.59
2.7	Other operating expenses	1.26	1.27
	(B)	7.64	31.05
3	NET REALISED GAINS / (LOSSES) FOR THE YEAR (A-B=C)	(284.80)	2,257.09
4	Change in Unrealised Depreciation in value of investments (D)	-	420.09
5	NET GAINS / (LOSSES) FOR THE YEAR (E=(C-D))	(284.80)	1,837.00
6	Change in unrealised appreciation in the value of investments (F)	28.91	-
7	NET SURPLUS / (DEFICIT) FOR THE YEAR (E+F=G)	(255.89)	1,837.00
7.1	Add: Balance transfer from Unrealised Appreciation Reserve	-	7.35
7.2	Less: Balance transfer to Unrealised Appreciation Reserve	-	-
7.3	Add/(Less): Equalisation	(758.64)	3,562.64
8	Total	(1,014.53)	5,407.00

		Rupees in Lacs	
		Current Year ended 31/03/2009	Previous Year ended 31/03/2008
9	Dividend appropriation		
9.1	Income Distributed during the year / period	-	-
9.2	Tax on income distributed during the year / period	-	-
10	Retained Surplus / (Deficit) carried forward to Balance sheet	(1,014.53)	5,407.00

Notes to Accounts - Annexure I

As per our Report of even date
For N. M. Rajji & Co.
Chartered Accountants

J. M. Gandhi
Partner
Membership No. 37924

For and on behalf of
Benchmark Trustee Company Pvt. Ltd.

Dr. S. A. Dave
Chairman

Dr. A. C. Shah
Director

For and on behalf of
Benchmark Asset Management Company Pvt. Ltd.

D. S. Mehta
Chairman

S. R. Halbe
Director

Place : Mumbai
Date : June 29, 2009

Payal Kaipunjil
Fund Manager

BENCHMARK MUTUAL FUND*Nifty Junior Benchmark Exchange Traded Scheme - Junior BeES***Annexure I - Notes to Accounts to Abridged Balance Sheet and Revenue Account
for the year ended March 31, 2009****1. Investments**

- 1.1 Investments of the Scheme are registered in the name of the Trust for the benefit of the Scheme's Unit holders.
- 1.2 Open Position of derivatives as of March 31, 2009 is Nil. (Previous Year : Nil)
- 1.3 Investments in Associates and Group Companies for the year 2008-2009 is Nil.
- 1.4 Open position of securities borrowed and / or lent by the Scheme is Nil (Previous Year : Nil)
- 1.5 Details of NPA as at March 31, 2009 is Nil (Previous Year : Nil)
- 1.6 Aggregate Unrealized Gain / (Loss) and percentage to net assets:

2008-09		2007-08	
Amount (Rs. In Lacs)	% to Net Assets	Amount (Rs. In Lacs)	% to Net Assets
(383.83)	(63.51%)	(412.74)	(23.39%)

- 1.7 The aggregate value of investments purchased and sold (including redeemed) during the year and these amounts as a percentage of average daily Net assets:

Particulars	2008-09	2007-08
Purchase (Rs. In Lacs)	639.06	28,397.59
Purchase as a % to average daily net assets	83.25%	914.43%
Sale (Rs. In Lacs)	1,540.05	28,832.75
Sale as % to average daily net assets	200.62%	928.44%

- 1.8 Non-Traded securities in the portfolio : Nil
2. Details of transactions with Associates in terms of regulation 25(8): Nil
3. Large Holding in the Scheme (i.e. in excess of 25% of the net assets as at March 31, 2009): Nil
4. **Unit Capital movement during the year ended :**

	2008-09		2007-08	
	Units	Rs. (In Lacs)	Units	Rs. (In Lacs)
Face Value p.u.	1.25		1.25	
Opening Units	2,179,190	27.24	483,190	6.04
Units Allotted in NFO	-	-	-	-
Units Issued	624,000	7.80	25,840,000	323.00
Units Redeemed	1,440,000	18.00	24,144,000	301.80
Closing Units	1,363,190	17.04	2,179,190	27.24

5. Contingent Liability as at March 31, 2009: Nil
6. **Prior Period Comparatives:**
Previous year figures have been regrouped/rearranged wherever necessary
7. Unit-holders can obtain from the Mutual Fund a copy of the Annual Report of the Scheme in which he/ she/it has invested.

BENCHMARK MUTUAL FUND*Nifty Junior Benchmark Exchange Traded Scheme - Junior BeES***Key Statistics for the year ended March 31, 2009**

	Current Year ended on 31st March 2009	Previous Year ended on 31st March 2008
1. NAV per unit (Rs.):		
Open	80.9738	70.1465
High	95.6484	132.6604
Low	36.8482	67.1388
End	44.3369	80.9738
2. Closing Assets Under Management (Rs. in Lacs)		
End	604.40	1,764.57
Average (AAuM) ¹	767.63	3,105.50
3. Gross income as % of AAuM²	(36.11%)	73.68%
4. Expense Ratio:		
a. Total Expense as % of AAuM	1.00%	1.00%
b. Management Fee as % of AAuM	0.50%	0.50%
5. Net Income as a percentage of AAuM³	(37.11%)	72.68%
6. Portfolio turnover ratio⁴	0.83	0.42
7. Total Dividend per unit distributed during the year	–	–
8. Returns:		
a. Last One Year		
Scheme	(45.25%)	15.34%
Benchmark	(45.63%)	15.87%
b. Since Inception		
Scheme	20.84%	41.00%
Benchmark	20.33%	40.57%

1. AAuM=Average daily net assets

2. Gross income = amount against (A) in the Revenue account i.e. Income.

3. Net income = amount against (C) in the Revenue account i.e. NET REALISED GAINS / (LOSSES) FOR THE YEAR

4. Portfolio Turnover Ratio = Lower of sales or purchase divided by the Average AuM for the year.

As per our Report of even date

For N. M. Rajji & Co.

Chartered Accountants

For and on behalf of

Benchmark Trustee Company Pvt. Ltd.**J. M. Gandhi**

Partner

Membership No. 37924

Dr. S. A. Dave

Chairman

Dr. A. C. Shah

Director

For and on behalf of

Benchmark Asset Management Company Pvt. Ltd.**D. S. Mehta**

Chairman

S. R. Halbe

Director

Place : Mumbai

Date : June 29, 2009

Payal Kaipunjai

Fund Manager

AUDITORS' REPORT OF THE ABRIDGED FINANCIAL STATEMENTS

**The Board of Directors,
BENCHMARK TRUSTEE COMPANY PRIVATE LIMITED
MUMBAI**

We have examined the attached Abridged Balance Sheet of **Liquid Benchmark Exchange Traded Scheme (Liquid BeES)** scheme of BENCHMARK MUTUAL FUND as at March 31, 2009 and also the Abridged Revenue Account for the year ended on that date annexed thereto, together with the significant accounting policies and notes thereon. These abridged financial statements have been prepared by Benchmark AMC pursuant to the amended regulation 56 of the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 (the SEBI Regulation) and are based on the audited financial statements of the scheme for the year ended March 31, 2009 prepared in accordance with the SEBI Regulation. We have issued separate audit report dated June 29, 2009 on the financial statements of the scheme, which may be referred to.

**For N. M. RAIJI & CO.
Chartered Accountants**

**J. M. GANDHI
Partner
Membership No. 37924**

Place : Mumbai
Date : June 29, 2009

AUDITORS' REPORT

**The Board of Directors,
Benchmark Trustee Company Private Limited**

We have audited the attached Balance Sheet as at March 31, 2009 and the Revenue Account for the year ended on that date annexed thereto, of Liquid Benchmark Exchange Traded Scheme (Liquid BeES), a scheme of Benchmark Mutual Fund. These financial statements are the responsibility of the Management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with SEBI (Mutual Funds) Regulations, 1996. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We report that:

1. We have obtained all information and explanations, which, to the best of our knowledge and belief were necessary for the purpose of our audit.
2. The Balance Sheet and the Revenue Account referred to above are in agreement with the books of accounts of the Scheme.
3. The accounts have been prepared in accordance with the accounting policies adopted by the trustees of the Fund and as specified in the Ninth Schedule to the SEBI (Mutual Funds) Regulations, 1996.
4. In our opinion, valuation methods for Non Traded Securities, if any, adopted by the scheme are fair and reasonable and are in accordance with the guidelines for valuation issued by SEBI and approved by the Trustee.
5. In our opinion and to the best of our information and according to the explanations given to us, the statement of accounts read with the accounting policies and notes to accounts attached thereto, give a true & fair view in conformity with the generally accepted accounting principles in India:
 - a. In the case of Balance Sheet of Liquid BeES, the Scheme of Benchmark Mutual Fund, of the state of affairs of the Scheme as at March 31, 2009; and
 - b. In the case of Revenue Account of Liquid BeES, the Scheme of Benchmark Mutual Fund, of the surplus of the Scheme for the year ended March 31, 2009.

**For N. M. RAIJI & CO.
Chartered Accountants**

**J. M. GANDHI
Partner
Membership No. 37924**

Place : Mumbai
Date : June 29, 2009

BENCHMARK MUTUAL FUND*Liquid Benchmark Exchange Traded Scheme - Liquid BeES***Abridged Balance Sheet as at March 31, 2009**

		Rupees in Lacs	
Sr. No.	Particulars	As at March 31, 2009	As at March 31, 2008
LIABILITIES			
1	Unit Capital	28,725.34	29,840.38
2	Reserves & Surplus		
2.1	Unit Premium Reserves	-	-
2.2	Unrealised Appreciation Reserve	-	-
2.3	Other Reserves	-	-
3	Current Liabilities & Provisions		
	Other Current Liabilities & Provisions	6,418.39	6,026.68
TOTAL		35,143.73	35,867.06
ASSETS			
1	Investments		
	Unlisted Securities		
1.1	Debentures & Bonds	7,500.00	16,000.00
1.2	Commercial Paper	2,968.81	2,956.66
1.3	Certificate of Deposits	8,913.39	9,349.23
	Total Investments	19,382.20	28,305.89
2	Deposits	626.00	81.00
3	Other Current Assets		
3.1	Cash & Bank Balance	290.74	513.09
3.2	CBLO/ Reverse Repo Lending	8,457.87	909.63
3.3	Others	6,386.92	6,057.45
TOTAL		35,143.73	35,867.06

Notes to Accounts - Annexure I

As per our Report of even date
For N. M. Rajji & Co.
Chartered Accountants

J. M. Gandhi
Partner
Membership No. 37924

For and on behalf of
Benchmark Trustee Company Pvt. Ltd.

Dr. S. A. Dave **Dr. A. C. Shah**
Chairman Director

For and on behalf of
Benchmark Asset Management Company Pvt. Ltd.

D. S. Mehta **S. R. Halbe**
Chairman Director

Place : Mumbai
Date : June 29, 2009

Payal Kaipunjaj
Fund Manager

BENCHMARK MUTUAL FUND*Liquid Benchmark Exchange Traded Scheme - Liquid BeES***Abridged Revenue Account for the year ended March 31, 2009**

		Rupees in Lacs	
		Current Year ended 31/03/2009	Previous Year ended 31/03/2008
1	INCOME		
1.1	Dividend	-	-
1.2	Interest	3,464.57	1,514.02
1.3	Realised Gains / (Losses) on External sale / redemption of investments	3.98	-
	(A)	3,468.54	1,514.02
2	EXPENSES		
2.1	Management fees	126.18	56.19
2.2	Transfer agents fees and expenses	78.81	39.35
2.3	Custodian fees	18.09	10.89
2.4	Trusteeship fees	4.21	1.99
2.5	Marketing & Distribution expenses	14.63	1.69
2.6	Audit fees	1.97	0.75
2.7	Other operating expenses	8.51	4.98
	(B)	252.40	115.83
3	NET REALISED GAINS / (LOSSES) FOR THE YEAR (A-B=C)	3,216.15	1,398.19
4	Change in Unrealised Depreciation in value of investments (D)	-	-
5	NET GAINS / (LOSSES) FOR THE YEAR (E=(C-D))	3,216.15	1,398.19
6	Change in unrealised appreciation in the value of investments (F)	-	-
7	NET SURPLUS / (DEFICIT) FOR THE YEAR (E+F=G)	3,216.15	1,398.19
7.1	Add: Balance transfer from Unrealised Appreciation Reserve	-	-
7.2	Less: Balance transfer to Unrealised Appreciation Reserve	-	-
7.3	Add/(Less): Equalisation	-	-
8	Total	3,216.15	1,398.19

		Rupees in Lacs	
		Current Year ended 31/03/2009	Previous Year ended 31/03/2008
9	Dividend appropriation		
9.1	Income Distributed during the year	2,506.20	1,089.57
9.2	Tax on income distributed during the year	709.95	308.62
10	Retained Surplus / (Deficit) carried forward to Balance sheet	-	-

Notes to Accounts - Annexure I

As per our Report of even date
For N. M. Rajji & Co.
Chartered Accountants

J. M. Gandhi
Partner
Membership No. 37924

For and on behalf of
Benchmark Trustee Company Pvt. Ltd.

Dr. S. A. Dave
Chairman

Dr. A. C. Shah
Director

For and on behalf of
Benchmark Asset Management Company Pvt. Ltd.

D. S. Mehta
Chairman

S. R. Halbe
Director

Place : Mumbai
Date : June 29, 2009

Payal Kaipunjil
Fund Manager

BENCHMARK MUTUAL FUND*Liquid Benchmark Exchange Traded Scheme - Liquid BeES***Annexure I - Notes to Accounts to Abridged Balance Sheet and Revenue Account for the year ended March 31, 2009****1. Investments**

- 1.1 Investments of the Scheme are registered in the name of the Trust for the benefit of the Scheme's Unit holders.
- 1.2 Open Position of derivatives as of March 31, 2009 is Nil. (Previous Year : Nil)
- 1.3 Investments in Associates and Group Companies for the year 2008-2009 is as follows:

Name of the Company	Nature of Instruments	Aggregate investment during the year at cost (Rs. In Lacs)	Outstanding Investment as at March 31, 2009 at Market Value (Rs. In Lacs)	Aggregate investment in all schemes during the year (Rs. In Lacs)
Bajaj Auto Finance Ltd.	Non Convertible Debenture	4,500.00	Nil	4,500.03

- 1.4 Open position of securities borrowed and / or lent by the Scheme is Nil (Previous Year : Nil)
- 1.5 Details of NPA as at March 31, 2009 is Nil (Previous Year : Nil)
- 1.6 Aggregate Unrealized Gain / (Loss) and percentage to net assets: Nil (Previous Year: Nil)
- 1.7 The aggregate value of investments purchased and sold (including redeemed) during the year and these amounts as a percentage of average daily Net assets:

Particulars	2008-09	2007-08
Purchase (Rs. In Lacs)	421,383.41	134,977.26
Purchase as a % to average daily net assets	1,001.68%	679.33%
Sale (Rs. In Lacs)	310,838.67	56,868.59
Sale as % to average daily net assets	739.90%	286.22%

- 1.8 Non-Traded securities in the portfolio : Nil
2. Details of transactions with Associates in terms of regulation 25(8): Nil
3. Large Holding in the Scheme (i.e. in excess of 25% of the net assets as at March 31, 2009): Nil
4. **Unit Capital movement during the year ended :**

	2008-09		2007-08	
	Units	Rs. (In Lacs)	Units	Rs. (In Lacs)
Face Value p.u.	1,000		1,000	
Opening Units	2,984,038	29,840.38	1,654,752	16,547.52
Units Allotted in NFO	-	-	-	-
Units Issued	14,239,730	142,397.30	8,387,646	83,876.46
Unit Issued towards Dividend Reinvestment	250,899	2,508.99	109,595	1,095.95
Units Redeemed	14,602,133	146,021.33	7,167,955	71,679.55
Closing Units	2,872,534	28,725.34	2,984,038	29,840.38

5. Contingent Liability as at March 31, 2009: Nil
6. **Prior Period Comparatives:**
Previous year figures have been regrouped/rearranged wherever necessary
7. Unit-holders can obtain from the Mutual Fund a copy of the Annual Report of the Scheme in which he/
she/it has invested.

BENCHMARK MUTUAL FUND*Liquid Benchmark Exchange Traded Scheme - Liquid BeES***Key Statistics for the year ended March 31, 2009**

	Current Year ended on 31st March 2009	Previous Year ended on 31st March 2008
1. NAV per unit (Rs.):		
Open	1000.0000	1000.0000
High	1000.0000	1000.0000
Low	1000.0000	1000.0000
End	1000.0000	1000.0000
2. Closing Assets Under Management (Rs. in Lacs)		
End	28,725.34	29,840.38
Average (AAuM) ¹	42,067.64	19,869.10
3. Gross income as % of AAuM²	8.25%	7.62%
4. Expense Ratio:		
a. Total Expense as % of AAuM	0.60%	0.58%
b. Management Fee as % of AAuM	0.30%	0.28%
5. Net Income as a percentage of AAuM³	7.65%	7.04%
6. Average maturity period⁴	22.81	31.24
7. Total Dividend per unit distributed during the year	75.58	70.46
8. Returns:		
a. Last One Year		
Scheme	7.58%	7.09%
Benchmark	8.81%	7.50%
b. Since Inception		
Scheme	5.41%	5.30%
Benchmark	6.04%	5.47%

1. AAuM=Average daily net assets

2. Gross income = amount against (A) in the Revenue account i.e. Income.

3. Net income = amount against (C) in the Revenue account i.e. NET REALISED GAINS / (LOSSES) FOR THE YEAR

4. Average Maturity period = Average no. of days to the date of maturity of the securities.

As per our Report of even date

For N. M. Raiji & Co.

Chartered Accountants

For and on behalf of

Benchmark Trustee Company Pvt. Ltd.**J. M. Gandhi**

Partner

Membership No. 37924

Dr. S. A. Dave

Chairman

Dr. A. C. Shah

Director

For and on behalf of

Benchmark Asset Management Company Pvt. Ltd.**D. S. Mehta**

Chairman

S. R. Halbe

Director

Place : Mumbai

Date : June 29, 2009

Payal Kaipunjaj

Fund Manager

AUDITORS' REPORT OF THE ABRIDGED FINANCIAL STATEMENTS

**The Board of Directors,
BENCHMARK TRUSTEE COMPANY PRIVATE LIMITED
MUMBAI**

We have examined the attached Abridged Balance Sheet of **Banking Index Benchmark Exchange Traded Scheme (Bank BeES)** scheme of BENCHMARK MUTUAL FUND as at March 31, 2009 and also the Abridged Revenue Account for the year ended on that date annexed thereto, together with the significant accounting policies and notes thereon. These abridged financial statements have been prepared by Benchmark AMC pursuant to the amended regulation 56 of the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 (the SEBI Regulation) and are based on the audited financial statements of the scheme for the year ended March 31, 2009 prepared in accordance with the SEBI Regulation. We have issued separate audit report dated June 29, 2009 on the financial statements of the scheme, which may be referred to.

**For N. M. RAIJI & CO.
Chartered Accountants**

**J. M. GANDHI
Partner
Membership No. 37924**

Place : Mumbai
Date : June 29, 2009

AUDITORS' REPORT

**The Board of Directors,
Benchmark Trustee Company Private Limited**

We have audited the attached Balance Sheet as at March 31, 2009 and the Revenue Account for the year ended on that date annexed thereto, of Banking Index Benchmark Exchange Traded Scheme (Bank BeES), a scheme of Benchmark Mutual Fund. These financial statements are the responsibility of the Management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with SEBI (Mutual Funds) Regulations, 1996. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We report that:

1. We have obtained all information and explanations, which, to the best of our knowledge and belief were necessary for the purpose of our audit.
2. The Balance Sheet and the Revenue Account referred to above are in agreement with the books of accounts of the Scheme.
3. The accounts have been prepared in accordance with the accounting policies adopted by the trustees of the Fund and as specified in the Ninth Schedule to the SEBI (Mutual Funds) Regulations, 1996.
4. In our opinion, valuation methods for Non Traded Securities, if any, adopted by the scheme are fair and reasonable and are in accordance with the guidelines for valuation issued by SEBI and approved by the Trustee.
5. In our opinion and to the best of our information and according to the explanations given to us, the statement of accounts read with the accounting policies and notes to accounts attached thereto, give a true & fair view in conformity with the generally accepted accounting principles in India:
 - a. In the case of Balance Sheet of Bank BeES, the Scheme of Benchmark Mutual Fund, of the state of affairs of the Scheme as at March 31, 2009; and
 - b. In the case of Revenue Account of Bank BeES, the Scheme of Benchmark Mutual Fund, of the deficit of the Scheme for the year ended March 31, 2009.

**For N. M. RAIJI & CO.
Chartered Accountants**

**J. M. GANDHI
Partner
Membership No. 37924**

Place : Mumbai
Date : June 29, 2009

BENCHMARK MUTUAL FUND*Banking Index Benchmark Exchange Traded Scheme - Bank BeES***Abridged Balance Sheet as at March 31, 2009**

		Rupees in Lacs	
Sr. No.	Particulars	As at March 31, 2009	As at March 31, 2008
LIABILITIES			
1	Unit Capital	411.75	2,379.75
2	Reserves & Surplus		
2.1	Unit Premium Reserves	(12,003.59)	(10,711.78)
2.2	Unrealised Appreciation Reserve	-	-
2.3	Other Reserves	28,691.10	166,678.04
3	Current Liabilities & Provisions		
	Other Current Liabilities & Provisions	97.98	7,036.30
TOTAL		17,197.24	165,382.31
ASSETS			
1	Investments		
	Listed Securities:		
	Equity Shares	17,016.37	158,232.87
	Total Investments	17,016.37	158,232.87
2	Other Current Assets		
2.1	Cash & Bank Balance	180.87	556.18
2.2	Others	-	6,593.26
TOTAL		17,197.24	165,382.31

Notes to Accounts - Annexure I

As per our Report of even date
For N. M. Rajji & Co.
Chartered Accountants

J. M. Gandhi
Partner
Membership No. 37924

For and on behalf of
Benchmark Trustee Company Pvt. Ltd.

Dr. S. A. Dave **Dr. A. C. Shah**
Chairman Director

For and on behalf of
Benchmark Asset Management Company Pvt. Ltd.

D. S. Mehta **S. R. Halbe**
Chairman Director

Place : Mumbai
Date : June 29, 2009

Vishal Jain
Fund Manager

BENCHMARK MUTUAL FUND

Banking Index Benchmark Exchange Traded Scheme - Bank BeES
Abridged Revenue Account for the year ended March 31, 2009

		Rupees in Lacs	
		Current Year ended 31/03/2009	Previous Year ended 31/03/2008
1	INCOME		
1.1	Dividend	1,935.17	6,002.14
1.2	Interest	66.93	–
1.3	Realised Gains / (Losses) on External sale / redemption of investments	(68,943.65)	205,567.75
1.4	Realised Gains / (Losses) on Derivative Transactions	–	(60.66)
	(A)	(66,941.54)	211,509.23
2	EXPENSES		
2.1	Management fees	571.14	1,712.77
2.2	Transfer agents fees and expenses	55.03	177.40
2.3	Custodian fees	36.82	209.62
2.4	Trusteeship fees	15.27	50.14
2.5	Marketing & Distribution expenses	50.11	192.79
2.6	Audit fees	3.89	5.33
2.7	Other operating expenses	30.99	74.24
	(B)	763.25	2,422.30
3	NET REALISED GAINS / (LOSSES) FOR THE YEAR (A-B=C)	(67,704.80)	209,086.94
4	Change in Unrealised Depreciation in value of investments (D)	2,873.02	–
5	NET GAINS / (LOSSES) FOR THE YEAR (E=(C-D))	(70,577.82)	209,086.94
6	Change in unrealised appreciation in the value of investments (F)	–	379.10
7	NET SURPLUS / (DEFICIT) FOR THE YEAR (E+F=G)	(70,577.82)	209,466.04
7.1	Add: Balance transfer from Unrealised Appreciation Reserve	–	–
7.2	Less: Balance transfer to Unrealised Appreciation Reserve	–	–
7.3	Add/(Less): Equalisation	(19,499.20)	(258,854.22)
8	Total	(90,077.02)	(49,388.19)

		Rupees in Lacs	
		Current Year ended 31/03/2009	Previous Year ended 31/03/2008
9	Dividend appropriation		
9.1	Income Distributed during the year	1,011.87	3,398.87
9.2	Tax on income distributed during the year	-	-
10	Retained Surplus / (Deficit) carried forward to Balance sheet	(91,088.89)	(52,787.06)

Notes to Accounts - Annexure I

As per our Report of even date
For N. M. Rajji & Co.
Chartered Accountants

J. M. Gandhi
Partner
Membership No. 37924

For and on behalf of
Benchmark Trustee Company Pvt. Ltd.

Dr. S. A. Dave
Chairman

Dr. A. C. Shah
Director

For and on behalf of
Benchmark Asset Management Company Pvt. Ltd.

D. S. Mehta
Chairman

S. R. Halbe
Director

Place : Mumbai
Date : June 29, 2009

Vishal Jain
Fund Manager

BENCHMARK MUTUAL FUND*Banking Index Benchmark Exchange Traded Scheme - Bank BeES***Annexure I - Notes to Accounts to Abridged Balance Sheet and Revenue Account for the year ended March 31, 2009****1. Investments**

- 1.1 Investments of the Scheme are registered in the name of the Trust for the benefit of the Scheme's Unit holders.
- 1.2 Open Position of derivatives as of March 31, 2009 is Nil. (Previous Year : Nil)
- 1.3 Investments in Associates and Group Companies for the year 2008-2009 is Nil
- 1.4 Open position of securities borrowed and / or lent by the Scheme is Nil (Previous Year : Nil)
- 1.5 Details of NPA as at March 31, 2009 is Nil (Previous Year : Nil)
- 1.6 Aggregate Unrealized Gain / (Loss) and percentage to net assets:

2008-09		2007-08	
Amount (Rs. In Lacs)	% to Net Assets	Amount (Rs. In Lacs)	% to Net Assets
(7,655.40)	(44.77%)	(4,782.38)	(3.02%)

- 1.7 The aggregate value of investments purchased and sold (including redeemed) during the year and these amounts as a percentage of average daily Net assets:

Particulars	2008-09	2007-08
Purchase (Rs. In Lacs)	310,147.93	621,200.69
Purchase as a % to average daily net assets	203.15%	123.89%
Sale (Rs. In Lacs)	379,547.77	998,036.04
Sale as % to average daily net assets	248.60%	199.05%

- 1.8 Non-Traded securities in the portfolio : Nil
2. Details of transactions with Associates in terms of regulation 25(8): Nil
3. **Large Holding in the Scheme (i.e. in excess of 25% of the net assets as at March 31, 2009):**

Name of the Scheme	No. of Investors	% holding of the Net Assets of the Scheme
BANK BeES	01	47.12%

4. Unit Capital movement during the year ended :

	2008-09		2007-08	
	Units	Rs. (In Lacs)	Units	Rs. (In Lacs)
Face Value p.u.	10		10	
Opening Units	23,797,474	2,379.75	61,977,474	6,197.75
Units Allotted in NFO	-	-	-	-
Units Issued	50,830,000	5,083.00	79,550,000	7,955.00
Units Redeemed	70,510,000	7,051.00	117,730,000	11,773.00
Closing Units	4,117,474	411.75	23,797,474	2,379.75

5. Contingent Liability as at March 31, 2009: Nil
6. **Prior Period Comparatives:**
Previous year figures have been regrouped/rearranged wherever necessary
7. Unit-holders can obtain from the Mutual Fund a copy of the Annual Report of the Scheme in which he/she/it has invested.

BENCHMARK MUTUAL FUND*Banking Index Benchmark Exchange Traded Scheme - Bank BeES***Key Statistics for the year ended March 31, 2009**

	Current Year ended on 31st March 2009	Previous Year ended on 31st March 2008
1. NAV per unit (Rs.):		
Open	665.3900	532.4979
High	787.2048	1070.8812
Low	335.7572	498.0407
End	415.2850	665.3900
2. Closing Assets Under Management (Rs. in Lacs)		
End	17,099.25	158,346.01
Average (AAuM) ¹	152,672.83	501,398.20
3. Gross income as % of AAuM²	(43.85%)	42.18%
4. Expense Ratio:		
a. Total Expense as % of AAuM	0.50%	0.48%
b. Management Fee as % of AAuM	0.37%	0.34%
5. Net Income as a percentage of AAuM³	(44.35%)	41.70%
6. Portfolio turnover ratio⁴	2.03	1.23
7. Total Dividend per unit distributed during the year	5.00	5.00
8. Returns:		
a. Last One Year		
Scheme	(36.90%)	25.86%
Benchmark	(37.89%)	25.21%
b. Since Inception		
Scheme	12.41%	29.96%
Benchmark	10.66%	28.59%

1. AAuM=Average daily net assets

2. Gross income = amount against (A) in the Revenue account i.e. Income.

3. Net income = amount against (C) in the Revenue account i.e. NET REALISED GAINS / (LOSSES) FOR THE YEAR

4. Portfolio Turnover Ratio = Lower of sales or purchase divided by the Average AuM for the year.

As per our Report of even date

For N. M. Raiji & Co.

Chartered Accountants

For and on behalf of

Benchmark Trustee Company Pvt. Ltd.**J. M. Gandhi**

Partner

Membership No. 37924

Dr. S. A. Dave

Chairman

Dr. A. C. Shah

Director

For and on behalf of

Benchmark Asset Management Company Pvt. Ltd.**D. S. Mehta**

Chairman

S. R. Halbe

Director

Place : Mumbai

Date : June 29, 2009

Vishal Jain

Fund Manager

AUDITORS' REPORT OF THE ABRIDGED FINANCIAL STATEMENTS

**The Board of Directors,
BENCHMARK TRUSTEE COMPANY PRIVATE LIMITED
MUMBAI**

We have examined the attached Abridged Balance Sheet of **Benchmark Derivative Fund (BDF)** scheme of BENCHMARK MUTUAL FUND as at March 31, 2009 and also the Abridged Revenue Account for the year ended on that date annexed thereto, together with the significant accounting policies and notes thereon. These abridged financial statements have been prepared by Benchmark AMC pursuant to the amended regulation 56 of the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 (the SEBI Regulation) and are based on the audited financial statements of the scheme for the year ended March 31, 2009 prepared in accordance with the SEBI Regulation. We have issued separate audit report dated June 29, 2009 on the financial statements of the scheme, which may be referred to.

**For N. M. RAIJI & CO.
Chartered Accountants**

Place : Mumbai
Date : June 29, 2009

**J. M. GANDHI
Partner
Membership No. 37924**

AUDITORS' REPORT

**The Board of Directors,
Benchmark Trustee Company Private Limited**

We have audited the attached Balance Sheet as at March 31, 2009 and the Revenue Account for the year ended on that date annexed thereto, of Benchmark Derivative Fund (BDF), a scheme of Benchmark Mutual Fund. These financial statements are the responsibility of the Management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with SEBI (Mutual Funds) Regulations, 1996. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We report that:

1. We have obtained all information and explanations, which, to the best of our knowledge and belief were necessary for the purpose of our audit.
2. The Balance Sheet and the Revenue Account referred to above are in agreement with the books of accounts of the Scheme.
3. The accounts have been prepared in accordance with the accounting policies adopted by the trustees of the Fund and as specified in the Ninth Schedule to the SEBI (Mutual Funds) Regulations, 1996.
4. In our opinion, valuation methods for Non Traded Securities, if any, adopted by the scheme are fair and reasonable and are in accordance with the guidelines for valuation issued by SEBI and approved by the Trustee.
5. In our opinion and to the best of our information and according to the explanations given to us, the statement of accounts read with the accounting policies and notes to accounts attached thereto, give a true & fair view in conformity with the generally accepted accounting principles in India:
 - a. In the case of Balance Sheet of Benchmark Derivative Fund, the Scheme of Benchmark Mutual Fund, of the state of affairs of the Scheme as at March 31, 2009; and
 - b. In the case of Revenue Account of Benchmark Derivative Fund, the Scheme of Benchmark Mutual Fund, of the surplus of the Scheme for the year ended March 31, 2009.

**For N. M. RAIJI & CO.
Chartered Accountants**

**J. M. GANDHI
Partner
Membership No. 37924**

Place : Mumbai
Date : June 29, 2009

BENCHMARK MUTUAL FUND*Benchmark Derivative Fund - BDF***Abridged Balance Sheet as at March 31, 2009**

		Rupees in Lacs	
Sr. No.	Particulars	As at March 31, 2009	As at March 31, 2008
LIABILITIES			
1	Unit Capital	1,270.53	2,935.06
2	Reserves & Surplus		
2.1	Unit Premium Reserves	(248.91)	(211.77)
2.2	Unrealised Appreciation Reserve	-	147.09
2.3	Other Reserves	604.35	603.07
3	Current Liabilities & Provisions		
	Other Current Liabilities & Provisions	74.27	487.83
TOTAL		1,700.24	3,961.28
ASSETS			
1	Investments		
	Listed Securities:		
	Equity Shares	1,075.30	1,067.01
	Total Investments	1,075.30	1,067.01
2	Deposits	407.50	520.00
3	Other Current Assets		
3.1	Cash & Bank Balance	25.37	53.08
3.2	CBLO/ Reverse Repo Lending	189.95	2,268.92
3.3	Others	2.13	52.27
TOTAL		1,700.24	3,961.28

Notes to Accounts - Annexure I

As per our Report of even date
For N. M. Rajji & Co.
 Chartered Accountants

J. M. Gandhi
 Partner
 Membership No. 37924

For and on behalf of
Benchmark Trustee Company Pvt. Ltd.

Dr. S. A. Dave **Dr. A. C. Shah**
 Chairman Director

For and on behalf of
Benchmark Asset Management Company Pvt. Ltd.

D. S. Mehta **S. R. Halbe**
 Chairman Director

Place : Mumbai
 Date : June 29, 2009

Gowri Sekaria
 Fund Manager

BENCHMARK MUTUAL FUND*Benchmark Derivative Fund - BDF***Abridged Revenue Account for the year ended March 31, 2009**

		Rupees in Lacs	
		Current Year ended 31/03/2009	Previous Year ended 31/03/2008
1	INCOME		
1.1	Dividend	22.21	34.33
1.2	Interest	74.10	212.27
1.3	Realised Gain / (Loss) on Foreign Exchange Transactions	-	-
1.4	Realised Gains / (Losses) on Interscheme sale of investments	-	-
1.5	Realised Gains / (Losses) on External sale / redemption of investments	(646.69)	2,110.34
1.6	Realised Gains / (Losses) on Derivative Transactions	978.92	(2,170.48)
1.7	Other Income	0.21	-
	(A)	428.76	186.46
2	EXPENSES		
2.1	Management fees	19.05	34.70
2.2	Transfer agents fees and expenses	1.17	4.96
2.3	Custodian fees	3.87	14.98
2.4	Trusteeship fees	0.46	1.33
2.5	Marketing & Distribution expenses	9.12	40.76
2.6	Audit fees	0.74	0.63
2.7	Other operating expenses	0.17	1.99
	(B)	34.58	99.34
3	NET REALISED GAINS / (LOSSES) FOR THE YEAR (A-B=C)	394.18	87.12
4	Change in Unrealised Depreciation in value of investments (D)	245.77	-
5	NET GAINS / (LOSSES) FOR THE YEAR (E=(C-D))	148.41	87.12
6	Change in unrealised appreciation in the value of investments (F)	-	452.76
7	NET SURPLUS / (DEFICIT) FOR THE YEAR (E+F=G)	148.41	539.87

		Rupees in Lacs	
		Current Year ended 31/03/2009	Previous Year ended 31/03/2008
7.1	Add: Balance transfer from Unrealised Appreciation Reserve	147.09	–
7.2	Less: Balance transfer to Unrealised Appreciation Reserve	–	147.09
7.3	Add/(Less): Equalisation	(229.57)	(882.90)
8	Total	65.93	(490.11)
9	Dividend appropriation		
9.1	Income Distributed during the year	55.42	238.06
9.2	Tax on income distributed during the year	9.23	36.64
10	Retained Surplus / (Deficit) carried forward to Balance sheet	1.28	(764.82)

Notes to Accounts - Annexure I

As per our Report of even date
For N. M. Raiji & Co.
Chartered Accountants

J. M. Gandhi
Partner
Membership No. 37924

For and on behalf of
Benchmark Trustee Company Pvt. Ltd.

Dr. S. A. Dave **Dr. A. C. Shah**
Chairman Director

For and on behalf of
Benchmark Asset Management Company Pvt. Ltd.

D. S. Mehta **S. R. Halbe**
Chairman Director

Place : Mumbai
Date : June 29, 2009

Gowri Sekaria
Fund Manager

BENCHMARK MUTUAL FUND*Benchmark Derivative Fund - BDF***Annexure I - Notes to Accounts to Abridged Balance Sheet and Revenue Account for the year ended March 31, 2009****1. Investments**

1.1 Investments of the Scheme are registered in the name of the Trust for the benefit of the Schemes Unit holders.

1.2 Open Position of derivatives as of March 31, 2009 is as follows:

2008-09		2007-08	
Amount (Rs. In Lacs)	% to Net Assets	Amount (Rs. In Lacs)	% to Net Assets
1,092.72	67.20	1,063.55	30.62

1.3 Investments in Associates and Group Companies for the year 2008-2009 is as follows:

Name of the Company	Nature of Instruments	Aggregate investment during the year at cost (Rs. In Lacs)	Outstanding Investment as at March 31, 2009 at Market Value (Rs. In Lacs)	Aggregate investment in all scheme during the year (Rs. In Lacs)
Bajaj Hindustan Ltd.	Equity Shares	46.16	24.60	200.72
GTL Ltd	Equity Shares	135.45	53.91	1,151.44

1.4 Open position of securities borrowed and / or lent by the Scheme is Nil (Previous Year : Nil)

1.5 Details of NPA as at March 31, 2009 is Nil (Previous Year : Nil)

1.6 Aggregate Unrealized Gain / (Loss) and percentage to net assets:

2008-09		2007-08	
Amount (Rs. In Lacs)	% to Net Assets	Amount (Rs. In Lacs)	% to Net Assets
(98.67)	(6.07%)	147.09	4.23%

1.7 The aggregate value of investments purchased and sold (including redeemed) during the year and these amounts as a percentage of average daily Net assets

Particulars	2008-09	2007-08
Purchase (Rs. In Lacs)	7,848.41	2,373.38
Purchase as a % to average daily net assets	340.46%	35.57%
Sale (Rs. In Lacs)	6,959.58	987.40
Sale as % to average daily net assets	301.90%	14.80%

1.8 Non-Traded securities in the portfolio : Nil

2. Details of transactions with Associates in terms of regulation 25(8) : Nil

3. Large Holding in the Scheme (i.e. in excess of 25% of the net assets as at March 31, 2009) : Nil

4. Unit Capital movement during the year ended :

	2008-09				2007-08			
	Growth Option		Dividend Option		Growth Option		Dividend Option	
	Units	Rs. (In Lacs)	Units	Rs. (In Lacs)	Units	Rs. (In Lacs)	Units	Rs. (In Lacs)
Face Value p.u.	1,000		1,000		1,000		1,000	
Opening Units	153,720.96	1,537.21	139,785.04	1,397.85	420,719.27	4,207.19	686,756.20	6,867.56
Units Allotted in NFO	-	-	-	-	-	-	-	-
Units Issued	631.94	6.32	31,691.81	316.92	25,320.33	253.20	171,946.20	1,719.46
Units Redeemed	55,553.98	555.54	143,222.52	1,432.23	292,319	2,923.19	718,917.36	7,189.17
Closing Units	98,798.92	987.99	28,254.33	282.54	153,720.96	1,537.21	139,785.04	1,397.85

5. Contingent Liability as at March 31, 2009 : Nil

6. **Prior Period Comparatives**

Prior Period/Year figures are regrouped and reclassified wherever necessary.

7. Unit-holders can obtain from the Mutual Fund a copy of the Annual Report of the Scheme in which he/she/it has invested.

BENCHMARK MUTUAL FUND*Benchmark Derivative Fund - BDF***Key Statistics for the year ended March 31, 2009**

	Current Year ended on 31st March 2009	Previous Year ended on 31st March 2008
1. NAV per unit (Rs.):		
Open		
i) Growth Plan	1263.2641	1165.7620
ii) Dividend Plan	1095.6422	1050.8295
High		
i) Growth Plan	1343.5731	1263.2641
ii) Dividend Plan	1121.3067	1095.6422
Low		
i) Growth Plan	1262.6247	1169.2468
ii) Dividend Plan	1031.8142	1017.3875
End		
i) Growth Plan	1343.5731	1263.2641
ii) Dividend Plan	1056.6102	1095.6422
2. Closing Assets Under Management (Rs. in Lacs)		
End	1,625.97	3,473.45
Average (AAuM) ¹	2,305.27	6,673.16
3. Gross income as % of AAuM²	18.63%	2.79%
4. Expense Ratio:		
a. Total Expense as % of AAuM #	1.50%	1.49%
b. Management Fee as % of AAuM #	0.83%	0.52%
5. Net Income as a percentage of AAuM³	17.09%	1.31%
6. Portfolio turnover ratio⁴	3.01	0.14
7. Total Dividend per unit distributed during the year / period ^	105.00	40.00
8. Returns:		
a. Last One Year		
Scheme	6.36% - G	8.38% - G
	6.34% - D	8.38% - D
Benchmark	7.35% - i	8.20% - i
	(36.19%) - ii	23.74% - ii
b. Since Inception		
Scheme	7.14% - G	7.37% - G
	7.58% - D	8.04% - D
Benchmark	5.73% - i	5.25% - i
	9.95% - ii	29.76% - ii

1. AAuM=Average daily net assets

2. Gross income = amount against (A) in the Revenue account i.e. Income.

3. Net income = amount against (C) in the Revenue account i.e. NET REALISED GAINS / (LOSSES) FOR THE YEAR

4. Portfolio Turnover = Lower of sales or purchase divided by the Average AuM for the year.

Total Expense Ratio and Management Fees Ratio is given at Scheme level since the ratio is the same for both Dividend and Growth options.

^ Dividend is declared in the Dividend option of the Scheme out of the surplus available for distribution at the time of declaration of dividend.

G - Growth option

D - Dividend option

i - Crisil Composite Bond Fund Index

ii - S&P CNX Nifty Index

As per our Report of even date

For N. M. Rajji & Co.

Chartered Accountants

J. M. Gandhi

Partner

Membership No. 37924

For and on behalf of

Benchmark Trustee Company Pvt. Ltd.

Dr. S. A. Dave

Chairman

Dr. A. C. Shah

Director

For and on behalf of

Benchmark Asset Management Company Pvt. Ltd.

D. S. Mehta

Chairman

S. R. Halbe

Director

Place : Mumbai

Date : June 29, 2009

Gowri Sekaria

Fund Manager

AUDITORS' REPORT OF THE ABRIDGED FINANCIAL STATEMENTS

**The Board of Directors,
BENCHMARK TRUSTEE COMPANY PRIVATE LIMITED
MUMBAI**

We have examined the attached Abridged Balance Sheet of **Benchmark Split Capital Fund - Balanced** scheme of BENCHMARK MUTUAL FUND as at August 16, 2008 and also the Abridged Revenue Account for the period ended on that date annexed thereto, together with the significant accounting policies and notes thereon. These abridged financial statements have been prepared by Benchmark AMC pursuant to the amended regulation 56 of the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 (the SEBI Regulation) and are based on the audited financial statements of the scheme for the period ended August 16, 2008 prepared in accordance with the SEBI Regulation. We have issued separate audit report dated June 29, 2009 on the financial statements of the scheme, which may be referred to.

**For N. M. RAIJI & CO.
Chartered Accountants**

Place : Mumbai
Date : June 29, 2009

**J. M. GANDHI
Partner
Membership No. 37924**

AUDITORS' REPORT

**The Board of Directors,
Benchmark Trustee Company Private Limited**

We have audited the attached Balance Sheet as at August 16, 2008 (redemption date of the Scheme) and the Revenue Account for the period ended on that date of Benchmark Split Capital Fund - Balanced, a scheme of Benchmark Mutual Fund. These financial statements are the responsibility of the Management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with SEBI (Mutual Funds) Regulations, 1996. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We report that:

1. We have obtained all information and explanations, which, to the best of our knowledge and belief were necessary for the purpose of our audit.
2. The Balance Sheet and the Revenue Account referred to above are in agreement with the books of accounts of the Scheme.
3. The accounts have been prepared in accordance with the accounting policies adopted by the trustees of the Fund and as specified in the Ninth Schedule to the SEBI (Mutual Funds) Regulations, 1996.
4. In our opinion, valuation methods for Non Traded Securities, if any, adopted by the scheme are fair and reasonable and are in accordance with the guidelines for valuation issued by SEBI and approved by the Trustee.
5. In our opinion and to the best of our information and according to the explanations given to us, the statement of accounts read with the accounting policies and notes to accounts attached thereto, give a true & fair view in conformity with the generally accepted accounting principles in India:
 - a. In the case of Balance Sheet of Benchmark Split Capital Fund - Balanced, the Scheme of Benchmark Mutual Fund, of the state of affairs of the Scheme as at August 16, 2008; and
 - b. In the case of Revenue Account of Benchmark Split Capital Fund - Balanced, the Scheme of Benchmark Mutual Fund, of the deficit of the Scheme for the period ended August 16, 2008.

**For N. M. RAIJI & CO.
Chartered Accountants**

**J. M. GANDHI
Partner
Membership No. 37924**

Place : Mumbai
Date : June 29, 2009

BENCHMARK MUTUAL FUND*Benchmark Split Capital Fund - Balanced***Abridged Balance Sheet as at August 16, 2008**

Rupees in Lacs

Sr. No.	Particulars	As at 16th August 2008	As at 31st March 2008
LIABILITIES			
1	Unit Capital	–	416.23
2	Reserves & Surplus		
2.1	Unrealised Appreciation Reserve	–	102.69
2.2	Other Reserves	–	84.08
3	Current Liabilities & Provisions		
	Other Current Liabilities & Provisions	1.00	–
TOTAL		1.00	603.00
ASSETS			
1	Investments		
Listed Securities:			
1.1	Equity Shares	–	266.23
1.2	Certificates of Deposits	–	326.81
Total Investments		–	593.04
2	Other Current Assets		
2.1	Cash & Bank Balance	1.00	8.40
2.2	Others	–	0.07
3	Deferred Revenue Expenditure (to the extent not written off)	–	1.49
TOTAL		1.00	603.00

Notes to Accounts - Annexure I

As per our Report of even date
For N. M. Rajji & Co.
Chartered Accountants

J. M. Gandhi
Partner
Membership No. 37924

For and on behalf of
Benchmark Trustee Company Pvt. Ltd.

Dr. S. A. Dave
Chairman

Dr. A. C. Shah
Director

For and on behalf of
Benchmark Asset Management Company Pvt. Ltd.

D. S. Mehta
Chairman

S. R. Halbe
Director

Place : Mumbai
Date : June 29, 2009

Vishal Jain
Fund Manager

BENCHMARK MUTUAL FUND*Benchmark Split Capital Fund - Balanced***Abridged Revenue Account for the period ended August 16, 2008**

		Rupees in Lacs	
		Current Period ended 16/08/2008	Previous Year ended 31/03/2008
1	INCOME		
1.1	Dividend	1.50	2.80
1.2	Interest	10.70	27.90
1.3	Realised Gains / (Losses) on External sale / redemption of investments	84.88	26.77
	(A)	97.08	57.47
2	EXPENSES		
2.1	Management fees	-	-
2.2	Transfer agents fees and expenses	0.45	-
2.3	Audit fees	0.55	-
2.4	Other operating expenses	1.49	4.01
	(B)	2.49	4.01
3	NET REALISED GAINS / (LOSSES) FOR THE YEAR / PERIOD (A-B=C)	94.59	53.46
4	Change in Unrealised Depreciation in value of investments (D)	102.69	-
5	NET GAINS / (LOSSES) FOR THE YEAR / PERIOD (E=(C-D))	(8.10)	53.46
6	Change in unrealised appreciation in the value of investments (F)	-	23.71
7	NET SURPLUS / (DEFICIT) FOR THE YEAR / PERIOD (E+F=G)	(8.10)	77.17
7.1	Add: Balance transfer from Unrealised Appreciation Reserve	102.69	78.98
7.2	Less: Balance transfer to Unrealised Appreciation Reserve	-	102.69
7.4	Add/(Less): Surplus utilised for redemption	-	-
8	Total	94.59	53.46

		Rupees in Lacs	
		Current Period ended 16/08/2008	Previous Year ended 31/03/2008
9	Dividend appropriation		
9.1	Income Distributed during the year / period	-	-
9.2	Tax on income distributed during the year / period	-	-
10	Retained Surplus / (Deficit)	94.59	53.46
11	Add: Balance brought forward from previous year	84.08	30.62
12	Less: Surplus utilised for redemption	(178.67)	-
13	Retained Surplus / (Deficit) carried forward to Balance sheet	-	84.08

Notes to Accounts - Annexure I

As per our Report of even date
For N. M. Rajji & Co.
Chartered Accountants

J. M. Gandhi
Partner
Membership No. 37924

For and on behalf of
Benchmark Trustee Company Pvt. Ltd.

Dr. S. A. Dave
Chairman

Dr. A. C. Shah
Director

For and on behalf of
Benchmark Asset Management Company Pvt. Ltd.

D. S. Mehta
Chairman

S. R. Halbe
Director

Place : Mumbai
Date : June 29, 2009

Vishal Jain
Fund Manager

BENCHMARK MUTUAL FUND*Benchmark Split Capital Fund - Balanced***Annexure I - Notes to Accounts to Abridged Balance Sheet and Revenue Account for the period ended August 16, 2008****1. Investments**

- 1.1 Investments of the Scheme are registered in the name of the Trust for the benefit of the Scheme's Unit holders.
- 1.2 Open Position of derivatives as of August 16, 2008 is Nil. (Previous Year : Nil)
- 1.3 Investments in Associates and Group Companies for the period 2008-2009 is Nil
- 1.4 Open position of securities borrowed and / or lent by the Scheme is Nil (Previous Year : Nil)
- 1.5 Details of NPA as at August 16, 2008 is Nil (Previous Year : Nil)
- 1.6 Aggregate Unrealized Gain / (Loss) and percentage to net assets:

2008-09		2007-08	
Amount (Rs. In Lacs)	% to Net Assets	Amount (Rs. In Lacs)	% to Net Assets
-	-	102.69	17.03%

- 1.7 The aggregate value of investments purchased and sold (including redeemed) during the year and these amounts as a percentage of average daily Net assets :

Particulars	2008-09	2007-08
Purchase (Rs. In Lacs)	299.22	370.61
Purchase as a % to average daily net assets	131.57%	62.08%
Sale (Rs. In Lacs)	883.91	335.70
Sale as % to average daily net assets	388.67%	56.23%

- 1.8 Non-Traded securities in the portfolio : Nil
2. Details of transactions with Associates in terms of regulation 25(8): Nil
3. Large Holding in the Scheme (i.e. in excess of 25% of the net assets as at March 31, 2009): Nil
4. **Unit Capital movement during the period ended August 16, 2008 :**

	2008-09		2007-08	
	Units	Rs. (In Lacs)	Units	Rs. (In Lacs)
Face Value p.u.	100		100	
Opening Units				
Class A	328,132	328.13	328,132	328.13
Class B	88,102	88.10	88,102	88.10
Units Allotted in NFO	-	-	-	-
Units Issued				
Class A	-	-	-	-
Class B	-	-	-	-
Units Redeemed				
Class A	328,132	328.13	-	-
Class B	88,102	88.10	-	-
Closing Units				
Class A	-	-	328,132	328.13
Class B	-	-	88,102	88.10

5. Contingent Liability as at August 16, 2008: Nil
6. **Prior Period Comparatives:**
Previous year figures have been regrouped/rearranged wherever necessary
7. Unit-holders can obtain from the Mutual Fund a copy of the Annual Report of the Scheme in which he/she/it has invested.

BENCHMARK MUTUAL FUND*Benchmark Split Capital Fund - Balanced***Key Statistics for the period ended August 16, 2008**

	Class A Current period ended 16th August 2008	Class B Current period ended 16th August 2008	Class A Previous year ended 31st March 2008	Class B Previous year ended 31st March 2008
1. NAV per unit (Rs.):				
Open	139.9139	163.3356	124.5042	133.1361
High	147.1955	175.3048	165.8655	163.3356
Low	124.4223	163.5128	123.0138	133.0958
End	134.7861	173.2424	139.9139	163.3356
2. Closing Assets Under Management (Rs. in Lacs)				
End	–	–	459.10	143.90
Average (AAuM) ¹		601.52	597.01	
3. Gross income as % of AAuM²		16.14%	9.63%	
4. Expense Ratio:				
a. Total Expense as % of AAuM		0.41%	0.67%	
b. Management Fee as % of AAuM		–	–	
5. Net Income as a percentage of AAuM³		15.73%	8.96%	
6. Portfolio turnover ratio⁴		1.31	0.10	
7. Total Dividend per unit distributed during the year / period		–	–	
8. Returns:				
a. Last One Year				
Scheme	0.76%	14.51%	20.32%	22.46%
Benchmark	1.37%	23.74%	1.37%	23.74%
b. Since Inception				
Scheme	9.64%	13.18%	19.20%	19.45%
Benchmark	23.17%	30.17%	23.17%	30.17%

1. AAuM=Average daily net assets

2. Gross income = amount against (A) in the Revenue account i.e. Income.

3. Net income = amount against (C) in the Revenue account i.e. NET REALISED GAINS / (LOSSES) FOR THE YEAR / PERIOD

4. Portfolio Turnover Ratio = Lower of sales or purchase divided by the Average AuM for the year/period.

As per our Report of even date

For N. M. Rajji & Co.

Chartered Accountants

For and on behalf of

Benchmark Trustee Company Pvt. Ltd.**J. M. Gandhi**

Partner

Membership No. 37924

Dr. S. A. Dave

Chairman

Dr. A. C. Shah

Director

For and on behalf of

Benchmark Asset Management Company Pvt. Ltd.**D. S. Mehta**

Chairman

S. R. Halbe

Director

Place : Mumbai

Date : June 29, 2009

Vishal Jain

Fund Manager

AUDITORS' REPORT OF THE ABRIDGED FINANCIAL STATEMENTS

**The Board of Directors,
BENCHMARK TRUSTEE COMPANY PRIVATE LIMITED
MUMBAI**

We have examined the attached Abridged Balance Sheet of **Gold Benchmark Exchange Traded Scheme (Gold BeES)** scheme of BENCHMARK MUTUAL FUND as at March 31, 2009 and also the Abridged Revenue Account for the year ended on that date annexed thereto, together with the significant accounting policies and notes thereon. These abridged financial statements have been prepared by Benchmark AMC pursuant to the amended regulation 56 of the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 (the SEBI Regulation) and are based on the audited financial statements of the scheme for the year ended March 31, 2009 prepared in accordance with the SEBI Regulation. We have issued separate audit report dated June 29, 2009 on the financial statements of the scheme, which may be referred to.

**For N. M. RAIJI & CO.
Chartered Accountants**

Place : Mumbai
Date : June 29, 2009

**J. M. GANDHI
Partner
Membership No. 37924**

AUDITORS' REPORT

**The Board of Directors,
Benchmark Trustee Company Private Limited**

We have audited the attached Balance Sheet as at March 31, 2009 and the Revenue Account for the year ended on that date annexed thereto, of Gold Benchmark Exchange Traded Scheme (Gold BeES), a scheme of Benchmark Mutual Fund. These financial statements are the responsibility of the Management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with SEBI (Mutual Funds) Regulations, 1996. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We report that:

1. We have obtained all information and explanations, which, to the best of our knowledge and belief were necessary for the purpose of our audit.
2. The Balance Sheet and the Revenue Account referred to above are in agreement with the books of accounts of the Scheme.
3. The accounts have been prepared in accordance with the accounting policies adopted by the trustees of the Fund and as specified in the Ninth Schedule to the SEBI (Mutual Funds) Regulations, 1996.
4. In our opinion, valuation methods for Non Traded Securities, if any, adopted by the scheme are fair and reasonable and are in accordance with the guidelines for valuation issued by SEBI and approved by the Trustee.
5. In our opinion and to the best of our information and according to the explanations given to us, the statement of accounts read with the accounting policies and notes to accounts attached thereto, give a true & fair view in conformity with the generally accepted accounting principles in India:
 - a. In the case of Balance Sheet of Gold BeES, the Scheme of Benchmark Mutual Fund, of the state of affairs of the Scheme as at March 31, 2009; and
 - b. In the case of Revenue Account of Gold BeES, the Scheme of Benchmark Mutual Fund, of the surplus of the Scheme for the year ended March 31, 2009.

**For N. M. RAIJI & CO.
Chartered Accountants**

**J. M. GANDHI
Partner
Membership No. 37924**

Place : Mumbai
Date : June 29, 2009

BENCHMARK MUTUAL FUND*Gold Benchmark Exchange Traded Scheme - Gold BeES***Abridged Balance Sheet as at March 31, 2009**

		Rupees in Lacs	
Sr. No.	Particulars	As at 31st March, 2009	As at 31st March, 2008
LIABILITIES			
1	Unit Capital	1,969.41	1,281.09
2	Reserves & Surplus		
2.1	Unit Premium Reserves	17,278.94	10,755.74
2.2	Unrealised Appreciation Reserve	8,310.90	3,208.39
2.3	Other Reserves	1,973.80	287.80
3	Current Liabilities & Provisions		
	Other Current Liabilities & Provisions	53.00	26.27
TOTAL		29,586.05	15,559.29
ASSETS			
1	Investments		
	GOLD	29,513.90	15,530.32
	Total Investments	29,513.90	15,530.32
2	Other Current Assets		
	Cash & Bank Balance	72.14	28.98
TOTAL		29,586.05	15,559.29

Notes to Accounts - Annexure I

As per our Report of even date
For N. M. Rajji & Co.
Chartered Accountants

J. M. Gandhi
Partner
Membership No. 37924

For and on behalf of
Benchmark Trustee Company Pvt. Ltd.

Dr. S. A. Dave
Chairman

Dr. A. C. Shah
Director

For and on behalf of
Benchmark Asset Management Company Pvt. Ltd.

D. S. Mehta
Chairman

S. R. Halbe
Director

Place : Mumbai
Date : June 29, 2009

Vishal Jain
Fund Manager

BENCHMARK MUTUAL FUND*Gold Benchmark Exchange Traded Scheme - Gold BeES***Abridged Revenue Account for the year ended March 31, 2009**

		Rupees in Lacs	
		Current Year ended 31/03/2009	Previous Year ended 31/03/2008
1	INCOME		
	Realised Gains / (Losses) on External sale / redemption of investments	1,519.55	409.46
	(A)	1,519.55	409.46
2	EXPENSES		
2.1	Management fees	96.69	38.29
2.2	Transfer agents fees and expenses	12.56	8.33
2.3	Custodian fees	125.03	69.79
2.4	Trusteeship fees	1.76	1.28
2.5	Marketing & Distribution expenses	10.54	7.71
2.6	Audit fees	0.16	1.53
2.7	Other operating expenses	2.11	0.71
	(B)	248.85	127.62
3	NET REALISED GAINS / (LOSSES) FOR THE YEAR (A-B=C)	1,270.70	281.84
4	Change in Unrealised Depreciation in value of investments (D)	-	-
5	NET GAINS / (LOSSES) FOR THE YEAR (E=(C-D))	1,270.70	281.84
6	Change in unrealised appreciation in the value of investments (F)	5,102.50	3,183.97
7	NET SURPLUS / (DEFICIT) FOR THE YEAR (E+F=G)	6,373.20	3,465.82
7.1	Add: Balance transfer from Unrealised Appreciation Reserve	3,208.39	24.42
7.2	Less: Balance transfer to Unrealised Appreciation Reserve	8,310.90	3,208.39
7.3	Add/(Less): Equalisation	415.30	3.61
8	Total	1,685.99	285.45

		Rupees in Lacs	
		Current Year ended 31/03/2009	Previous Year ended 31/03/2008
9	Dividend appropriation		
9.1	Income Distributed during the year	-	-
9.2	Tax on income distributed during the year	-	-
10	Retained Surplus / (Deficit) carried forward to Balance sheet	1,685.99	285.45

Notes to Accounts - Annexure I

As per our Report of even date
For N. M. Rajji & Co.
Chartered Accountants

J. M. Gandhi
Partner
Membership No. 37924

For and on behalf of
Benchmark Trustee Company Pvt. Ltd.

Dr. S. A. Dave
Chairman

Dr. A. C. Shah
Director

For and on behalf of
Benchmark Asset Management Company Pvt. Ltd.

D. S. Mehta
Chairman

S. R. Halbe
Director

Place : Mumbai
Date : June 29, 2009

Vishal Jain
Fund Manager

BENCHMARK MUTUAL FUND*Gold Benchmark Exchange Traded Scheme - Gold BeES***Annexure I - Notes to Accounts to Abridged Balance Sheet and Revenue Account
for the year ended March 31, 2009****1. Investments**

- 1.1 Investments of the Scheme are registered in the name of the Trust for the benefit of the Scheme's Unit holders.
- 1.2 Open Position of derivatives as of March 31, 2009 is Nil. (Previous Year : Nil)
- 1.3 Investments in Associates and Group Companies for the year 2008-2009 is Nil
- 1.4 Open position of securities borrowed and / or lent by the Scheme is Nil (Previous Year : Nil)
- 1.5 Details of NPA as at March 31, 2009 is Nil (Previous Year : Nil)
- 1.6 Aggregate Unrealized Gain / (Loss) and percentage to net assets:

2008-09		2007-08	
Amount (Rs. In Lacs)	% to Net Assets	Amount (Rs. In Lacs)	% to Net Assets
8,310.90	28.14%	3,208.39	20.66%

- 1.7 The aggregate value of investments purchased and sold (including redeemed) during the year and these amounts as a percentage of average daily Net assets:

Particulars	2008-09	2007-08
Purchase (Rs. In Lacs)	14,159.40	5,902.60
Purchase as a % to average daily net assets	56.90%	46.28%
Sale (Rs. In Lacs)	6,797.63	3,488.19
Sale as % to average daily net assets	27.32%	27.35%

- 1.8 Non-Traded securities in the portfolio : Nil
2. Details of transactions with Associates in terms of regulation 25(8): Nil
3. Large Holding in the Scheme (i.e. in excess of 25% of the net assets as at March 31, 2009): Nil
4. **Unit Capital movement during the year ended :**

	2008-09		2007-08	
	Units	Rs. (In Lacs)	Units	Rs. (In Lacs)
Face Value p.u.	100		100	
Opening Units	1,281,090.29	1,281.09	1,015,026.00	1,015.03
Units Allotted in NFO	-	-	-	-
Units Issued	1,150,000.00	1,150.00	592,000.00	592.00
Units Redeemed	461,680.27	461.68	325,935.31	325.94
Closing Units	1,969,410.02	1,969.41	1,281,090.29	1,281.09

5. Contingent Liability as at March 31, 2009: Nil
6. **Prior Period Comparatives:**
Previous year figures have been regrouped/rearranged wherever necessary
7. Unit-holders can obtain from the Mutual Fund a copy of the Annual Report of the Scheme in which he/she/it has invested.

BENCHMARK MUTUAL FUND

Gold Benchmark Exchange Traded Scheme - Gold BeES
Key Statistics for the year ended March 31, 2009

	Current Year ended on 31st March 2009	Previous Year ended on 31st March 2008
1. NAV per unit (Rs.):		
Open	1212.4846	948.3204
High	1582.8974	1349.7389
Low	1088.9575	858.7337
End	1499.5883	1212.4846
2. Closing Assets Under Management (Rs. in Lacs)		
End	29,533.04	15,533.02
Average (AAuM) ¹	24,885.61	12,755.03
3. Gross income as % of AAuM²	6.11%	3.21%
4. Expense Ratio:		
a. Total Expense as % of AAuM	1.00%	1.00%
b. Management Fee as % of AAuM	0.39%	0.30%
5. Net Income as a percentage of AAuM³	5.11%	2.21%
6. Portfolio turnover ratio⁴	0.27	0.27
7. Total Dividend per unit distributed during the year	-	-
8. Returns:		
a. Last One Year		
Scheme	23.68%	27.68%
Benchmark	24.92%	28.96%
b. Since Inception		
Scheme	25.00%	26.25%
Benchmark	26.18%	26.58%

1. AAuM=Average daily net assets

2. Gross income = amount against (A) in the Revenue account i.e. Income.

3. Net income = amount against (C) in the Revenue account i.e. NET REALISED GAINS / (LOSSES) FOR THE YEAR

4. Portfolio Turnover Ratio = Lower of sales or purchase divided by the Average AuM for the year.

As per our Report of even date

For N. M. Raiji & Co.

Chartered Accountants

For and on behalf of

Benchmark Trustee Company Pvt. Ltd.

J. M. Gandhi

Partner

Membership No. 37924

Dr. S. A. Dave

Chairman

Dr. A. C. Shah

Director

For and on behalf of

Benchmark Asset Management Company Pvt. Ltd.

D. S. Mehta

Chairman

S. R. Halbe

Director

Place : Mumbai

Date : June 29, 2009

Vishal Jain

Fund Manager

AUDITORS' REPORT OF THE ABRIDGED FINANCIAL STATEMENTS

**The Board of Directors,
BENCHMARK TRUSTEE COMPANY PRIVATE LIMITED
MUMBAI**

We have examined the attached Abridged Balance Sheet of **PSU Bank Benchmark Exchange Traded Scheme (PSU Bank BeES)** scheme of BENCHMARK MUTUAL FUND as at March 31, 2009 and also the Abridged Revenue Account for the year ended on that date annexed thereto, together with the significant accounting policies and notes thereon. These abridged financial statements have been prepared by Benchmark AMC pursuant to the amended regulation 56 of the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 (the SEBI Regulation) and are based on the audited financial statements of the scheme for the year ended March 31, 2009 prepared in accordance with the SEBI Regulation. We have issued separate audit report dated June 29, 2009 on the financial statements of the scheme, which may be referred to.

**For N. M. RAIJI & CO.
Chartered Accountants**

**J. M. GANDHI
Partner
Membership No. 37924**

Place : Mumbai
Date : June 29, 2009

AUDITORS' REPORT

**The Board of Directors,
Benchmark Trustee Company Private Limited**

We have audited the attached Balance Sheet as at March 31, 2009 and the Revenue Account for the year ended on that date annexed thereto, of PSU Bank Benchmark Exchange Traded Scheme (PSU Bank BeES), a scheme of Benchmark Mutual Fund. These financial statements are the responsibility of the Management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with SEBI (Mutual Funds) Regulations, 1996. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We report that:

1. We have obtained all information and explanations, which, to the best of our knowledge and belief were necessary for the purpose of our audit.
2. The Balance Sheet and the Revenue Account referred to above are in agreement with the books of accounts of the Scheme.
3. The accounts have been prepared in accordance with the accounting policies adopted by the trustees of the Fund and as specified in the Ninth Schedule to the SEBI (Mutual Funds) Regulations, 1996.
4. In our opinion, valuation methods for Non Traded Securities, if any, adopted by the scheme are fair and reasonable and are in accordance with the guidelines for valuation issued by SEBI and approved by the Trustee.
5. In our opinion and to the best of our information and according to the explanations given to us, the statement of accounts read with the accounting policies and notes to accounts attached thereto, give a true & fair view in conformity with the generally accepted accounting principles in India:
 - a. In the case of Balance Sheet of PSU Bank BeES, the Scheme of Benchmark Mutual Fund, of the state of affairs of the Scheme as at March 31, 2009; and
 - b. In the case of Revenue Account of PSU Bank BeES, the Scheme of Benchmark Mutual Fund, of the deficit of the Scheme for the year ended March 31, 2009.

**For N. M. RAIJI & CO.
Chartered Accountants**

**J. M. GANDHI
Partner
Membership No. 37924**

Place : Mumbai
Date : June 29, 2009

BENCHMARK MUTUAL FUND

PSU Bank Benchmark Exchange Traded Scheme - PSU Bank BeES

Abridged Balance Sheet as at March 31, 2009

		Rupees in Lacs	
Sr. No.	Particulars	As at 31st March, 2009	As at 31st March, 2008
LIABILITIES			
1	Unit Capital	88.75	918.75
2	Reserves & Surplus		
2.1	Unit Premium Reserves	4,136.63	25,210.85
2.2	Unrealised Appreciation Reserve	-	-
2.3	Other Reserves	(2,811.21)	(5,508.24)
3	Current Liabilities & Provisions		
	Other Current Liabilities & Provisions	16.13	91.79
TOTAL		1,430.30	20,713.15
ASSETS			
1	Investments		
	Listed Securities:		
	Equity Shares	1,388.14	20,516.54
	Total Investments	1,388.14	20,516.54
2	Other Current Assets		
2.1	Cash & Bank Balance	42.16	188.74
2.2	CBLO/Reverse Repo Lending	-	-
2.3	Others	-	7.87
TOTAL		1,430.30	20,713.15

Notes to Accounts - Annexure I

As per our Report of even date
For N. M. Raiji & Co.
Chartered Accountants

J. M. Gandhi
Partner
Membership No. 37924

For and on behalf of
Benchmark Trustee Company Pvt. Ltd.

Dr. S. A. Dave
Chairman

Dr. A. C. Shah
Director

For and on behalf of
Benchmark Asset Management Company Pvt. Ltd.

D. S. Mehta
Chairman

S. R. Halbe
Director

Place : Mumbai
Date : June 29, 2009

Payal Kaipunjai
Fund Manager

BENCHMARK MUTUAL FUND

PSU Bank Benchmark Exchange Traded Scheme - PSU Bank BeES
Abridged Revenue Account for the year ended March 31, 2009

		Rupees in Lacs	
		Current Year ended 31/03/2009	Previous Period ended 31/03/2008
1	INCOME		
1.1	Dividend	316.69	22.11
1.2	Realised Gains / (Losses) on External sale / redemption of investments	(7,924.58)	642.53
	(A)	(7,607.90)	664.63
2	EXPENSES		
2.1	Management fees	44.61	74.20
2.2	Transfer agents fees and expenses	4.29	6.31
2.3	Custodian fees	2.94	4.87
2.4	Trusteeship fees	0.87	1.41
2.5	Marketing & Distribution expenses	7.73	16.08
2.6	Audit fees	1.26	0.68
2.7	Other operating expenses	3.57	2.51
	(B)	65.26	106.07
3	NET REALISED GAINS / (LOSSES) FOR THE YEAR / PERIOD (A-B=C)	(7,673.16)	558.57
4	Change in Unrealised Depreciation in value of investments (D)	-	6,212.68
5	NET GAINS / (LOSSES) FOR THE YEAR / PERIOD (E=(C-D))	(7,673.16)	(5,654.12)
6	Change in unrealised appreciation in the value of investments (F)	5,317.41	-
7	NET SURPLUS / (DEFICIT) FOR THE YEAR / PERIOD (E+F=G)	(2,355.75)	(5,654.12)
7.1	Add: Balance transfer from Unrealised Appreciation Reserve	-	-
7.2	Less: Balance transfer to Unrealised Appreciation Reserve	-	-
7.3	Add/(Less): Equalisation	5,052.78	145.87
8	Total	2,697.03	(5,508.24)

		Rupees in Lacs	
		Current Year ended 31/03/2009	Previous Period ended 31/03/2008
9	Dividend appropriation		
9.1	Income Distributed during the year / period	-	-
9.2	Tax on income distributed during the year / period	-	-
10	Retained Surplus / (Deficit) carried forward to Balance sheet	2,697.03	(5,508.24)

Notes to Accounts - Annexure I

As per our Report of even date
For N. M. Rajji & Co.
Chartered Accountants

J. M. Gandhi
Partner
Membership No. 37924

For and on behalf of
Benchmark Trustee Company Pvt. Ltd.

Dr. S. A. Dave **Dr. A. C. Shah**
Chairman Director

For and on behalf of
Benchmark Asset Management Company Pvt. Ltd.

D. S. Mehta **S. R. Halbe**
Chairman Director

Place : Mumbai
Date : June 29, 2009

Payal Kaipunjil
Fund Manager

BENCHMARK MUTUAL FUND*PSU Bank Benchmark Exchange Traded Scheme - PSU Bank BeES***Annexure I - Notes to Accounts to Abridged Balance Sheet and Revenue Account for the year ended March 31, 2009****1. Investments**

- 1.1 Investments of the Scheme are registered in the name of the Trust for the benefit of the Scheme's Unit holders.
- 1.2 Open Position of derivatives as of March 31, 2009 is Nil. (Previous Year : Nil)
- 1.3 Investments in Associates and Group Companies for the year 2008-2009 is Nil
- 1.4 Open position of securities borrowed and / or lent by the Scheme is Nil (Previous Year : Nil)
- 1.5 Details of NPA as at March 31, 2009 is Nil (Previous Year : Nil)
- 1.6 Aggregate Unrealized Gain / (Loss) and percentage to net assets:

2008-09		2007-08	
Amount (Rs. In Lacs)	% to Net Assets	Amount (Rs. In Lacs)	% to Net Assets
(895.27)	(63.31%)	(6,212.68)	(30.13%)

- 1.7 The aggregate value of investments purchased and sold (including redeemed) during the year and these amounts as a percentage of average daily Net assets:

Particulars	2008-09	2007-08
Purchase (Rs. In Lacs)	7,175.85	91,653.00
Purchase as a % to average daily net assets	82.36%	279.64%
Sale (Rs. In Lacs)	23,697.07	65,566.31
Sale as % to average daily net assets	271.97%	200.05%

- 1.8 Non-Traded securities in the portfolio: Nil
2. Details of transactions with Associates in terms of regulation 25(8): Nil
3. **Large Holding in the Scheme (i.e. in excess of 25% of the net assets as at March 31, 2009):**

Name of the Scheme	No. of Investors	% holding of the Net Assets of the Scheme
PSU BANK BeES	01	82.25%

4. Unit Capital movement during the year ended :

	2008-09		2007-08	
	Units	Rs. (In Lacs)	Units	Rs. (In Lacs)
Face Value p.u.	10		10	
Opening Units	9,187,543	918.75	-	-
Units Allotted in NFO	-	-	3,747,543	374.75
Units Issued	2,920,000	292.00	26,990,000	2,699.00
Units Redeemed	11,220,000	1,122.00	21,550,000	2,155.00
Closing Units	887,543	88.75	9,187,543	918.75

5. Contingent Liability as at March 31, 2009: Nil
6. **Prior Period Comparatives:**
Previous year figures have been regrouped/rearranged wherever necessary
7. Unit-holders can obtain from the Mutual Fund a copy of the Annual Report of the Scheme in which he/she/it has invested.

BENCHMARK MUTUAL FUND

PSU Bank Benchmark Exchange Traded Scheme - PSU Bank BeES

Key Statistics for the year ended March 31, 2009

	Current Year ended on 31st March 2009	Previous Period ended on 31st March 2008
1. NAV per unit (Rs.):		
Open	224.4491	263.9062
High	257.7912	341.7475
Low	132.1492	217.5412
End	159.3359	224.4491
2. Closing Assets Under Management (Rs. in Lacs)		
End	1,414.17	20,621.36
Average (AAuM) ¹	8,713.02	32,775.23
3. Gross income as % of AAuM²	(87.32%)	4.68%
4. Expense Ratio:		
a. Total Expense as % of AAuM	0.75%	0.74%
b. Management Fee as % of AAuM	0.51%	0.52%
5. Net Income as a percentage of AAuM³	(88.07%)	3.94%
6. Portfolio turnover ratio⁴	0.82	0.06
7. Total Dividend per unit distributed during the year / period	-	-
8. Returns:		
a. Last One Year		
Scheme	(29.01%)	N.A
Benchmark	(30.37%)	N.A
b. Since Inception		
Scheme	(29.68%)	(14.95%)
Benchmark	(30.34%)	(14.45%)

1. AAuM=Average daily net assets

2. Gross income = amount against (A) in the Revenue account i.e. Income.

3. Net income = amount against (C) in the Revenue account i.e. NET REALISED GAINS / (LOSSES) FOR THE YEAR / PERIOD

4. Portfolio Turnover Ratio = Lower of sales or purchase divided by the Average AuM for the year/period.

As per our Report of even date

For N. M. Rajji & Co.

Chartered Accountants

For and on behalf of

Benchmark Trustee Company Pvt. Ltd.**J. M. Gandhi**

Partner

Membership No. 37924

Dr. S. A. Dave

Chairman

Dr. A. C. Shah

Director

For and on behalf of

Benchmark Asset Management Company Pvt. Ltd.**D. S. Mehta**

Chairman

S. R. Halbe

Director

Place : Mumbai

Date : June 29, 2009

Payal Kaipunjai

Fund Manager

AUDITORS' REPORT OF THE ABRIDGED FINANCIAL STATEMENTS

**The Board of Directors,
BENCHMARK TRUSTEE COMPANY PRIVATE LIMITED
MUMBAI**

We have examined the attached Abridged Balance Sheet of **Benchmark Equity & Derivatives Opportunities Fund (BEDOF)** scheme of BENCHMARK MUTUAL FUND as at March 31, 2009 and also the Abridged Revenue Account for the year ended on that date annexed thereto, together with the significant accounting policies and notes thereon. These abridged financial statements have been prepared by Benchmark AMC pursuant to the amended regulation 56 of the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 (the SEBI Regulation) and are based on the audited financial statements of the scheme for the year ended March 31, 2009 prepared in accordance with the SEBI Regulation. We have issued separate audit report dated June 29, 2009 on the financial statements of the scheme, which may be referred to.

**For N. M. RAIJI & CO.
Chartered Accountants**

**J. M. GANDHI
Partner
Membership No. 37924**

Place : Mumbai
Date : June 29, 2009

AUDITORS' REPORT

**The Board of Directors,
Benchmark Trustee Company Private Limited**

We have audited the attached Balance Sheet as at March 31, 2009 and the Revenue Account for the year ended on that date annexed thereto, of Benchmark Equity & Derivatives Opportunities Fund (BEDOF), a scheme of Benchmark Mutual Fund. These financial statements are the responsibility of the Management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with SEBI (Mutual Funds) Regulations, 1996. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We report that:

1. We have obtained all information and explanations, which, to the best of our knowledge and belief were necessary for the purpose of our audit.
2. The Balance Sheet and the Revenue Account referred to above are in agreement with the books of accounts of the Scheme.
3. The accounts have been prepared in accordance with the accounting policies adopted by the trustees of the Fund and as specified in the Ninth Schedule to the SEBI (Mutual Funds) Regulations, 1996.
4. In our opinion, valuation methods for Non Traded Securities, if any, adopted by the scheme are fair and reasonable and are in accordance with the guidelines for valuation issued by SEBI and approved by the Trustee.
5. In our opinion and to the best of our information and according to the explanations given to us, the statement of accounts read with the accounting policies and notes to accounts attached thereto, give a true & fair view in conformity with the generally accepted accounting principles in India:
 - a. In the case of Balance Sheet of Benchmark Equity & Derivatives Opportunities Fund, the Scheme of Benchmark Mutual Fund, of the state of affairs of the Scheme as at March 31, 2009; and
 - b. In the case of Revenue Account of Benchmark Equity & Derivatives Opportunities Fund, the Scheme of Benchmark Mutual Fund, of the surplus of the Scheme for the year ended March 31, 2009.

**For N. M. RAIJI & CO.
Chartered Accountants**

**J. M. GANDHI
Partner
Membership No. 37924**

Place : Mumbai
Date : June 29, 2009

BENCHMARK MUTUAL FUND*Benchmark Equity & Derivatives Opportunities Fund - BEDOF***Abridged Balance Sheet as at March 31, 2009**

Rupees in Lacs

Sr. No.	Particulars	As at 31st March, 2009	As at 31st March, 2008
LIABILITIES			
1	Unit Capital	5,927.28	13,060.95
2	Reserves & Surplus		
2.1	Unit Premium Reserves	10.48	30.33
2.2	Unrealised Appreciation Reserve	—	—
2.3	Other Reserves	454.13	518.86
3	Current Liabilities & Provisions		
	Other Current Liabilities & Provisions	443.75	726.90
TOTAL		6,835.64	14,337.03
ASSETS			
1	Investments		
	Listed Securities:		
	Equity Shares	4,231.92	8,858.68
	Total Investments	4,231.92	8,858.68
2	Deposits	1,725.00	3,310.00
3	Other Current Assets		
3.1	Cash & Bank Balance	64.61	205.47
3.2	CBLO/Reverse Repo Lending	644.83	649.70
3.3	Others	169.28	1,313.19
TOTAL		6,835.64	14,337.03

Notes to Accounts - Annexure I

As per our Report of even date
For N. M. Rajji & Co.
Chartered Accountants

J. M. Gandhi
Partner
Membership No. 37924

For and on behalf of
Benchmark Trustee Company Pvt. Ltd.

Dr. S. A. Dave
Chairman

Dr. A. C. Shah
Director

For and on behalf of
Benchmark Asset Management Company Pvt. Ltd.

D. S. Mehta
Chairman

S. R. Halbe
Director

Place : Mumbai
Date : June 29, 2009

Vishal Jain
Fund Manager

BENCHMARK MUTUAL FUND*Benchmark Equity & Derivatives Opportunities Fund - BEDOF***Abridged Revenue Account for the year ended March 31, 2009**

		Rupees in Lacs	
		Current Year ended 31/03/2009	Previous Period ended 31/03/2008
1	INCOME		
1.1	Dividend	132.26	7.74
1.2	Interest	410.16	191.10
1.3	Realised Gain / (Loss) on Foreign Exchange Transactions	-	-
1.4	Realised Gains / (Losses) on Interscheme sale of investments	-	-
1.5	Realised Gains / (Losses) on External sale / redemption of investments	(5,653.11)	1.31
1.6	Realised Gains / (Losses) on Derivative Transactions	6,193.51	1,267.17
1.7	Other Income	-	-
	(A)	1,082.81	1,467.32
2	EXPENSES		
2.1	Management fees	73.32	10.76
2.2	Transfer agents fees and expenses	9.54	3.57
2.3	Custodian fees	32.00	13.77
2.4	Trusteeship fees	1.28	0.55
2.5	Marketing & Distribution expenses	66.51	49.22
2.6	Audit fees	1.08	0.61
2.7	Other operating expenses	1.20	0.32
	(B)	184.92	78.79
3	NET REALISED GAINS / (LOSSES) FOR THE YEAR / PERIOD (A-B=C)	897.89	1,388.53
4	Change in Unrealised Depreciation in value of investments (D)	85.96	849.11
5	NET GAINS / (LOSSES) FOR THE YEAR / PERIOD (E=(C-D))	811.93	539.43
6	Change in unrealised appreciation in the value of investments (F)	-	-
7	NET SURPLUS / (DEFICIT) FOR THE YEAR / PERIOD (E+F=G)	811.93	539.43
7.1	Add: Balance transfer from Unrealised Appreciation Reserve	-	-
7.2	Less: Balance transfer to Unrealised Appreciation Reserve	-	-
7.3	Add/(Less): Equalisation	(428.44)	(20.57)
8	Total	383.50	518.86

		Rupees in Lacs	
		Current Year ended 31/03/2009	Previous Period ended 31/03/2008
9	Dividend appropriation		
9.1	Income Distributed during the year / period	448.22	–
9.2	Tax on income distributed during the year / period	–	–
10	Retained Surplus / (Deficit) carried forward to Balance sheet	(64.73)	518.86

Notes to Accounts - Annexure I

As per our Report of even date
For N. M. Rajji & Co.
Chartered Accountants

J. M. Gandhi
Partner
Membership No. 37924

For and on behalf of
Benchmark Trustee Company Pvt. Ltd.

Dr. S. A. Dave
Chairman

Dr. A. C. Shah
Director

For and on behalf of
Benchmark Asset Management Company Pvt. Ltd.

D. S. Mehta
Chairman

S. R. Halbe
Director

Place : Mumbai
Date : June 29, 2009

Vishal Jain
Fund Manager

BENCHMARK MUTUAL FUND*Benchmark Equity & Derivatives Opportunities Fund - BEDOF***Annexure I - Notes to Accounts to Abridged Balance Sheet and Revenue Account for the year ended March 31, 2009****1. Investments**

1.1 Investments of the Scheme are registered in the name of the Trust for the benefit of the Scheme's Unit holders.

1.2 Open Position of derivatives is as follows:

2008-09		2007-08	
Amount (Rs. In Lacs)	% to Net Assets	Amount (Rs. In Lacs)	% to Net Assets
4,266.76	66.75	8,868.32	65.16

1.3 Investments in Associates and Group Companies for the year 2008-2009 is as follows:

Name of the Company	Nature of Instruments	Aggregate investment during the year at cost (Rs. In Lacs)	Outstanding Investment as at March 31, 2009 at Market Value (Rs. In Lacs)	Aggregate investment in all schemes during the year (Rs. In Lacs)
Bajaj Hindustan Ltd.	Equity Shares	154.44	21.87	200.72
GTL Ltd	Equity Shares	1,015.70	291.11	1,151.44

1.4 Open position of securities borrowed and / or lent by the Scheme is Nil (Previous Year : Nil)

1.5 Details of NPA as at March 31, 2009 is Nil (Previous Year : Nil)

1.6 Aggregate Unrealized Gain / (Loss) and percentage to net assets:

2008-09		2007-08	
Amount (Rs. In Lacs)	% to Net Assets	Amount (Rs. In Lacs)	% to Net Assets
(935.07)	(14.63%)	(849.11)	(6.24%)

1.7 The aggregate value of investments purchased and sold (including redeemed) during the year and these amounts as a percentage of average daily Net assets:

Particulars	2008-09	2007-08
Purchase (Rs. In Lacs)	39,380.60	35,085.32
Purchase as a % to average daily net assets	308.75%	269.81%
Sale (Rs. In Lacs)	38,263.20	22,910.07
Sale as % to average daily net assets	299.99%	176.18%

1.8 Non-Traded securities in the portfolio : Nil

2. Details of transactions with Associates in terms of regulation 25(8) : Nil

3. Large Holding in the Scheme (i.e. in excess of 25% of the net assets as at March 31, 2009) : Nil

4. Unit Capital movement during the year/period :

	2008-09				2007-08			
	Growth Option		Dividend Option		Growth Option		Dividend Option	
	Units	Rs. (In Lacs)	Units	Rs. (In Lacs)	Units	Rs. (In Lacs)	Units	Rs. (In Lacs)
Face Value p.u.	10		10		10		10	
Opening Units	22,443,810.42	2,244.38	108,165,710.94	10,816.57	-	-	-	-
Units Allotted in NFO	-	-	-	-	24,093,143.48	2,409.31	103,479,244.54	10,347.92
Units Issued	19,410,819.33	1,941.08	31,792,116.22	3,179.21	3,764,058.52	376.41	28,923,756.47	2,892.38
Units Redeemed	23,504,705.47	2,350.47	99,034,966.38	9,903.49	5,413,391.58	541.34	24,237,290.06	2,423.73
Closing Units	18,349,924.29	1,834.99	40,922,860.78	4,092.29	22,443,810.42	2,244.38	108,165,710.94	10,816.57

5. Contingent Liability as at March 31, 2009 : Nil

6. Prior Period Comparatives

Prior Period/Year figures are regrouped and reclassified wherever necessary.

7. Unit-holders can obtain from the Mutual Fund a copy of the Annual Report of the Scheme in which he/she/it has invested.

BENCHMARK MUTUAL FUND*Benchmark Equity & Derivatives Opportunities Fund - BEDOF***Key Statistics for The Year Ended March 31, 2009**

	Current Year ended on 31st March 2009	Previous Period ended on 31st March 2008
1. NAV per unit (Rs.):		
Open		
i) Growth Plan	10.4205	10.0000
ii) Dividend Plan	10.4205	10.0000
High		
i) Growth Plan	11.1045	10.4205
ii) Dividend Plan	10.6729	10.4205
Low		
i) Growth Plan	10.4062	10.0000
ii) Dividend Plan	10.3780	10.0000
End		
i) Growth Plan	11.1045	10.4205
ii) Dividend Plan	10.6404	10.4205
2. Closing Assets Under Management (Rs. in Lacs)		
End	6,391.88	13,610.14
Average (AAuM) ¹	12,754.68	13,003.74
3. Gross income as % of AAuM²	8.51%	11.28%
4. Expense Ratio:		
a. Total Expense as % of AAuM #	1.47%	1.44%
b. Management Fee as % of AAuM #	0.57%	0.20%
5. Net Income as a percentage of AAuM³	7.04%	10.68%
6. Portfolio turnover ratio⁴	2.99	1.76
7. Total Dividend per unit distributed during the year / period ^	0.45	-
8. Returns:		
a. Last One Year		
Scheme	6.56% - G	N.A
	6.56% - D	N.A
Benchmark	(21.53%)	N.A
b. Since Inception		
Scheme	7.68% - G	4.21% - G
	7.69% - D	4.21% - D
Benchmark	(22.97%)	(11.94%)

1. AAuM=Average daily net assets

2. Gross income = amount against (A) in the Revenue account i.e. Income.

3. Net income = amount against (C) in the Revenue account i.e. NET REALISED GAINS / (LOSSES) FOR THE YEAR / PERIOD

4. Portfolio Turnover = Lower of sales or purchase divided by the Average AuM for the year/period.

Total Expense Ratio and Management Fees Ratio is given at Scheme level since the ratio is the same for both Dividend and Growth Options.

^ Dividend is declared in the Dividend option of the Scheme out of the surplus available for distribution at the time of declaration of dividend.

G - Growth option

D - Dividend option

As per our Report of even date

For N. M. Rajji & Co.

Chartered Accountants

J. M. Gandhi

Partner

Membership No. 37924

For and on behalf of

Benchmark Trustee Company Pvt. Ltd.

Dr. S. A. Dave

Chairman

Dr. A. C. Shah

Director

For and on behalf of

Benchmark Asset Management Company Pvt. Ltd.

D. S. Mehta

Chairman

S. R. Halbe

Director

Place : Mumbai

Date : June 29, 2009

Vishal Jain

Fund Manager

AUDITORS' REPORT OF THE ABRIDGED FINANCIAL STATEMENTS

**The Board of Directors,
BENCHMARK TRUSTEE COMPANY PRIVATE LIMITED
MUMBAI**

We have examined the attached Abridged Balance Sheet of **Benchmark S & P CNX 500 Fund** scheme of BENCHMARK MUTUAL FUND as at March 31, 2009 and also the Abridged Revenue Account for the period ended on that date annexed thereto, together with the significant accounting policies and notes thereon. These abridged financial statements have been prepared by Benchmark AMC pursuant to the amended regulation 56 of the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 (the SEBI Regulation) and are based on the audited financial statements of the scheme for the year ended March 31, 2009 prepared in accordance with the SEBI Regulation. We have issued separate audit report dated June 29, 2009 on the financial statements of the scheme, which may be referred to.

**For N. M. RAIJI & CO.
Chartered Accountants**

Place : Mumbai
Date : June 29, 2009

**J. M. GANDHI
Partner
Membership No. 37924**

AUDITORS' REPORT

**The Board of Directors,
Benchmark Trustee Company Private Limited**

We have audited the attached Balance Sheet as at March 31, 2009 and the Revenue Account for the period ended on that date annexed thereto, of Benchmark S & P CNX 500 Fund, a scheme of Benchmark Mutual Fund. These financial statements are the responsibility of the Management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with SEBI (Mutual Funds) Regulations, 1996. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We report that:

1. We have obtained all information and explanations, which, to the best of our knowledge and belief were necessary for the purpose of our audit.
2. The Balance Sheet and the Revenue Account referred to above are in agreement with the books of accounts of the Scheme.
3. The accounts have been prepared in accordance with the accounting policies adopted by the trustees of the Fund and as specified in the Ninth Schedule to the SEBI (Mutual Funds) Regulations, 1996.
4. In our opinion, valuation methods for Non Traded Securities, if any, adopted by the scheme are fair and reasonable and are in accordance with the guidelines for valuation issued by SEBI and approved by the Trustee.
5. In our opinion and to the best of our information and according to the explanations given to us, the statement of accounts read with the accounting policies and notes to accounts attached thereto, give a true & fair view in conformity with the generally accepted accounting principles in India:
 - a. In the case of Balance Sheet of Benchmark S & P CNX 500 Fund, the Scheme of Benchmark Mutual Fund, of the state of affairs of the Scheme as at March 31, 2009; and
 - b. In the case of Revenue Account of Benchmark S & P CNX 500 Fund, the Scheme of Benchmark Mutual Fund, of the surplus of the Scheme for the period ended March 31, 2009.

**For N. M. RAIJI & CO.
Chartered Accountants**

**J. M. GANDHI
Partner
Membership No. 37924**

Place : Mumbai
Date : June 29, 2009

BENCHMARK MUTUAL FUND*Benchmark S&P CNX 500 Fund***Abridged Balance Sheet as at March 31, 2009**

		Rupees in Lacs
Sr. No.	Particulars	As at 31st March, 2009
LIABILITIES		
1	Unit Capital	354.33
2	Reserves & Surplus	
2.1	Unit Premium Reserves	1.11
2.2	Unrealised Appreciation Reserve	13.34
2.3	Other Reserves	(8.37)
3	Current Liabilities & Provisions	
	Other Current Liabilities & Provisions	16.30
TOTAL		376.71
ASSETS		
1	Investments	
	Listed Securities:	
	Equity Shares	344.51
	Total Investments	344.51
2	Deposits	-
3	Other Current Assets	
3.1	Cash & Bank Balance	22.03
3.2	Others	10.17
TOTAL		376.71

Notes to Accounts - Annexure I

As per our Report of even date
For N. M. Rajji & Co.
Chartered Accountants

J. M. Gandhi
Partner
Membership No. 37924

For and on behalf of
Benchmark Trustee Company Pvt. Ltd.

Dr. S. A. Dave
Chairman

Dr. A. C. Shah
Director

For and on behalf of
Benchmark Asset Management Company Pvt. Ltd.

D. S. Mehta
Chairman

S. R. Halbe
Director

Place : Mumbai
Date : June 29, 2009

Vishal Jain
Fund Manager

BENCHMARK MUTUAL FUND*Benchmark S&P CNX 500 Fund***Abridged Revenue Account for the period ended March 31, 2009**

		Rupees in Lacs
		Current Period ended 31/03/2009
1	INCOME	
1.1	Dividend	0.87
1.2	Realised Gains / (Losses) on External sale / redemption of investments	0.01
	(A)	0.88
2	EXPENSES	
2.1	Management fees	0.53
2.2	Audit fees	0.53
	(B)	1.07
3	NET REALISED GAINS / (LOSSES) FOR THE PERIOD (A-B=C)	(0.19)
4	Change in Unrealised Depreciation in value of investments (D)	-
5	NET GAINS / (LOSSES) FOR THE PERIOD (E=(C-D))	(0.19)
6	Change in unrealised appreciation in the value of investments (F)	13.34
7	NET SURPLUS / (DEFICIT) FOR THE PERIOD (E+F=G)	13.15
7.1	Add: Balance transfer from Unrealised Appreciation Reserve	-
7.2	Less: Balance transfer to Unrealised Appreciation Reserve	13.34
7.3	Add/(Less): Equalisation	(8.19)
8	Total	(8.37)
9	Dividend appropriation	
9.1	Income Distributed during the period	-
9.2	Tax on income distributed during the period	-
10	Retained Surplus / (Deficit) carried forward to Balance sheet	(8.37)

Notes to Accounts - Annexure I

As per our Report of even date
For N. M. Rajji & Co.
 Chartered Accountants

For and on behalf of
Benchmark Trustee Company Pvt. Ltd.

J. M. Gandhi
 Partner
 Membership No. 37924

Dr. S. A. Dave
 Chairman

Dr. A. C. Shah
 Director

For and on behalf of
Benchmark Asset Management Company Pvt. Ltd.

D. S. Mehta
 Chairman

S. R. Halbe
 Director

Place : Mumbai
 Date : June 29, 2009

Vishal Jain
 Fund Manager

BENCHMARK MUTUAL FUND*Benchmark S&P CNX 500 Fund***Annexure I - Notes to Accounts to Abridged Balance Sheet and Revenue Account for the period ended March 31, 2009****1. Investments**

- 1.1 Investments of the Scheme are registered in the name of the Trust for the benefit of the Scheme's Unit holders.
- 1.2 Open Position of derivatives as of March 31, 2009 is Nil (Previous Year : N.A.)
- 1.3 Investments in Associates and Group Companies for the year 2008-2009 is as follows:

Name of the Company	Nature of Instruments	Aggregate investment during the year at cost (Rs. In Lacs)	Outstanding Investment as at March 31, 2009 at Market Value (Rs. In Lacs)	Aggregate investment in all schemes during the year (Rs. In Lacs)
Bajaj Auto Finance Limited	Equity Shares	0.03	0.03	4,500.03
Bajaj Auto Limited	Equity Shares	0.88	1.12	0.88
Bajaj Hindustan Limited	Equity Shares	0.12	0.08	200.72
Crest Animation Studios Limited	Equity Shares	0.01	–	0.01
GTL Limited	Equity Shares	0.29	0.29	1,151.44
Maharashtra Scooters Limited	Equity Shares	0.01	–	0.01

- 1.4 Open position of securities borrowed and / or lent by the Scheme is Nil (Previous Year : N.A.)
- 1.5 Details of NPA as at March 31, 2009 is Nil (Previous Year : N.A.)
- 1.6 Aggregate Unrealized Gain / (Loss) and percentage to net assets:

2008-09	
Amount (Rs. In Lacs)	% to Net Assets
13.34	3.70%

- 1.7 The aggregate value of investments purchased and sold (including redeemed) during the period and these amounts as a percentage of average daily Net assets

Particulars	2008-09
Purchase (Rs. In Lacs)	380.10
Purchase as a % to average daily net assets	124.14%
Sale (Rs. In Lacs)	48.94
Sale as % to average daily net assets	15.98%

- 1.8 Non-Traded securities in the portfolio : Nil
2. Details of transactions with Associates in terms of regulation 25(8) : Nil
3. Large Holding in the Scheme (i.e. in excess of 25% of the net assets as at March 31, 2009) : Nil
4. **Unit Capital movement during the period ended 2008-09 :**

	2008-09			
	Growth Option		Dividend Option	
	Units	Rs. (In Lacs)	Units	Rs. (In Lacs)
Face Value p.u.	10		10	
Opening Units	-	-	-	-
Units Allotted in NFO	1,197,465.70	119.75	1,427,350.00	142.74
Units Issued	482,919.78	48.29	1,008,984.16	100.90
Units Redeemed	14,660.05	1.47	558,769.12	55.88
Units at the end of the year	1,665,725.43	166.57	1,877,565.04	187.76

5. Contingent Liability as at March 31, 2009 : Nil

6. Prior Period Comparatives

As this is the first financial statement of Benchmark S&P CNX 500 Fund since the date of its inception, there are no comparative figures. The Revenue Account is drawn for the period from January 6, 2009 to March 31, 2009

7. Unit-holders can obtain from the Mutual Fund a copy of the Annual Report of the Scheme in which he/she/it has invested.

BENCHMARK MUTUAL FUND*Benchmark S&P CNX 500 Fund***Key Statistics for the period ended March 31, 2009**

	Current Period ended on 31st March 2009
1. NAV per unit (Rs.):	
Open	
i) Growth Plan	10.0000
ii) Dividend Plan	10.0000
High	
i) Growth Plan	10.3758
ii) Dividend Plan	10.3748
Low	
i) Growth Plan	8.7720
ii) Dividend Plan	8.7712
End	
i) Growth Plan	10.1719
ii) Dividend Plan	10.1709
2. Closing Assets Under Management (Rs. in Lacs)	
End	360.40
Average (AAuM) ¹	306.18
3. Gross income as % of AAuM²	0.29%
4. Expense Ratio:	
a. Total Expense as % of AAuM #	1.50%
b. Management Fee as % of AAuM #	0.75%
5. Net Income as a percentage of AAuM³	(0.06%)
6. Portfolio turnover ratio⁴	0.15
7. Total Dividend per unit distributed during the period	–
8. Returns:	
a. Last One Year	
Scheme	NA
Benchmark	NA
b. Since Inception	
Scheme	1.72% - G
	1.71% - D
Benchmark	(5.61%)

1. AAuM=Average daily net assets

2. Gross income = amount against (A) in the Revenue account i.e. Income.

3. Net income = amount against (C) in the Revenue account i.e. NET REALISED GAINS / (LOSSES) FOR THE PERIOD

4. Portfolio Turnover = Lower of sales or purchase divided by the Average AuM for the period.

Total Expense Ratio and Management Fees Ratio is given at Scheme level since the ratio is the same for both Dividend and Growth options.

G - Growth option

D - Dividend option

As per our Report of even date

For N. M. Rajji & Co.

Chartered Accountants

For and on behalf of

Benchmark Trustee Company Pvt. Ltd.

J. M. Gandhi

Partner

Membership No. 37924

Dr. S. A. Dave

Chairman

Dr. A. C. Shah

Director

For and on behalf of

Benchmark Asset Management Company Pvt. Ltd.

D. S. Mehta

Chairman

S. R. Halbe

Director

Place : Mumbai

Date : June 29, 2009

Vishal Jain

Fund Manager

AUDITORS' REPORT OF THE ABRIDGED FINANCIAL STATEMENTS

**The Board of Directors,
BENCHMARK TRUSTEE COMPANY PRIVATE LIMITED
MUMBAI**

We have examined the attached Abridged Balance Sheet of **Shariah Benchmark Exchange Traded Scheme (Shariah BeES)** scheme of BENCHMARK MUTUAL FUND as at March 31, 2009 and also the Abridged Revenue Account for the period ended on that date annexed thereto, together with the significant accounting policies and notes thereon. These abridged financial statements have been prepared by Benchmark AMC pursuant to the amended regulation 56 of the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 (the SEBI Regulation) and are based on the audited financial statements of the scheme for the year ended March 31, 2009 prepared in accordance with the SEBI Regulation. We have issued separate audit report dated June 29, 2009 on the financial statements of the scheme, which may be referred to.

**For N. M. RAIJI & CO.
Chartered Accountants**

**J. M. GANDHI
Partner
Membership No. 37924**

Place : Mumbai
Date : June 29, 2009

AUDITORS' REPORT

**The Board of Directors,
Benchmark Trustee Company Private Limited**

We have audited the attached Balance Sheet as at March 31, 2009 and the Revenue Account for the period ended on that date annexed thereto, of Shariah Benchmark Exchange Traded Scheme (Shariah BeES), a scheme of Benchmark Mutual Fund. These financial statements are the responsibility of the Management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with SEBI (Mutual Funds) Regulations, 1996. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We report that:

1. We have obtained all information and explanations, which, to the best of our knowledge and belief were necessary for the purpose of our audit.
2. The Balance Sheet and the Revenue Account referred to above are in agreement with the books of accounts of the Scheme.
3. The accounts have been prepared in accordance with the accounting policies adopted by the trustees of the Fund and as specified in the Ninth Schedule to the SEBI (Mutual Funds) Regulations, 1996.
4. In our opinion, valuation methods for Non Traded Securities, if any, adopted by the scheme are fair and reasonable and are in accordance with the guidelines for valuation issued by SEBI and approved by the Trustee.
5. In our opinion and to the best of our information and according to the explanations given to us, the statement of accounts read with the accounting policies and notes to accounts attached thereto, give a true & fair view in conformity with the generally accepted accounting principles in India:
 - a. In the case of Balance Sheet of Shariah BeES, the Scheme of Benchmark Mutual Fund, of the state of affairs of the Scheme as at March 31, 2009; and
 - b. In the case of Revenue Account of Shariah BeES, the Scheme of Benchmark Mutual Fund, of the surplus of the Scheme for the period ended March 31, 2009.

**For N. M. RAIJI & CO.
Chartered Accountants**

**J. M. GANDHI
Partner
Membership No. 37924**

Place : Mumbai
Date : June 29, 2009

BENCHMARK MUTUAL FUND*Shariah Benchmark Exchange Traded Scheme - Shariah BeES***Abridged Balance Sheet as at March 31, 2009**

		Rupees in Lacs
Sr. No.	Particulars	As at 31st March, 2009
LIABILITIES		
1	Unit Capital	17.26
2	Reserves & Surplus	
2.1	Unit Premium Reserves	96.51
2.2	Unrealised Appreciation Reserve	10.73
2.3	Other Reserves	0.02
3	Current Liabilities & Provisions	
	Other Current Liabilities & Provisions	0.46
TOTAL		124.98
ASSETS		
1	Investments	
	Listed Securities:	
	Equity Shares	123.55
	Total Investments	123.55
2	Other Current Assets	
2.1	Cash & Bank Balance	1.41
2.2	Others	0.02
TOTAL		124.98

Notes to Accounts - Annexure I

As per our Report of even date
For N. M. Rajji & Co.
Chartered Accountants

J. M. Gandhi
Partner
Membership No. 37924

For and on behalf of
Benchmark Trustee Company Pvt. Ltd.

Dr. S. A. Dave
Chairman

Dr. A. C. Shah
Director

For and on behalf of
Benchmark Asset Management Company Pvt. Ltd.

D. S. Mehta
Chairman

S. R. Halbe
Director

Place : Mumbai
Date : June 29, 2009

Vishal Jain
Fund Manager

BENCHMARK MUTUAL FUND*Shariah Benchmark Exchange Traded Scheme - Shariah BeES***Abridged Revenue Account for the period ended March 31, 2009**

		Rupees in Lacs
		Current Period ended 31/03/2009
1	INCOME	
	Dividend	0.02
	(A)	0.02
2	EXPENSES	
2.1	Management fees	-
2.2	Transfer agents fees and expenses	-
2.3	Custodian fees	-
2.4	Trusteeship fees	-
2.5	Marketing & Distribution expenses	-
2.6	Audit fees	-
2.7	Other operating expenses	-
	(B)	-
3	NET REALISED GAINS / (LOSSES) FOR THE PERIOD (A-B=C)	0.02
4	Change in Unrealised Depreciation in value of investments (D)	-
5	NET GAINS / (LOSSES) FOR THE PERIOD (E=(C-D))	0.02
6	Change in Unrealised appreciation in the value of investments (F)	10.73
7	NET SURPLUS / (DEFICIT) FOR THE PERIOD (E+F=G)	10.75
7.1	Add: Balance transfer from Unrealised Appreciation Reserve	-
7.2	Less: Balance transfer to Unrealised Appreciation Reserve	10.73
7.3	Add/(Less): Equalisation	-
8	Total	0.02
9	Dividend appropriation	
9.1	Income Distributed during the period	-
9.2	Tax on income distributed during the period	-
10	Retained Surplus / (Deficit) carried forward to Balance sheet	0.02

Notes to Accounts - Annexure I

As per our Report of even date
For N. M. Rajji & Co.
 Chartered Accountants

For and on behalf of
Benchmark Trustee Company Pvt. Ltd.

J. M. Gandhi
 Partner
 Membership No. 37924

Dr. S. A. Dave
 Chairman

Dr. A. C. Shah
 Director

For and on behalf of
Benchmark Asset Management Company Pvt. Ltd.

D. S. Mehta
 Chairman

S. R. Halbe
 Director

Place : Mumbai
 Date : June 29, 2009

Vishal Jain
 Fund Manager

BENCHMARK MUTUAL FUND*Shariah Benchmark Exchange Traded Scheme - Shariah BeES***Annexure I - Notes to Accounts to Abridged Balance Sheet and Revenue Account
for the period March 31, 2009****1. Investments**

- 1.1 Investments of the Scheme are registered in the name of the Trust for the benefit of the Scheme's Unit holders.
- 1.2 Open Position of derivatives as of March 31, 2009 is Nil. (Previous Year : N.A.)
- 1.3 Investments in Associates and Group Companies for the year 2008-2009 is : Nil
- 1.4 Open position of securities borrowed and / or lent by the Schemes is Nil (Previous Year : N.A.)
- 1.5 Details of NPA as at March 31, 2009 is Nil (Previous Year : N.A.)
- 1.6 Aggregate Unrealized Gain / (Loss) and percentage to net assets :

2008-09	
Amount (Rs. In Lacs)	% to Net Assets
10.73	8.62%

- 1.7 The aggregate value of investments purchased and sold (including redeemed) during the period and these amounts as a percentage of average daily Net assets:

Particulars	2008-09
Purchase (Rs. In Lacs)	112.82
Purchase as a % to average daily net assets	95.15%
Sale (Rs. In Lacs)	–
Sale as % to average daily net assets	–

- 1.8 Non-Traded securities in the portfolio : Nil
2. Details of transactions with Associates in terms of regulation 25(8): Nil
3. **Large Holding in the Scheme (i.e. in excess of 25% of the net assets as at March 31, 2009):**

Name of the Scheme	No. of Investors	% holding of the Net Assets of the Scheme
SHARIAH BeES	01	65.92%

4. Unit Capital movement during the period ended :

	2008-09	
	Units	Rs. (In Lacs)
Face Value p.u.	10	
Opening Units	–	–
Units Allotted in NFO	172,561	17.26
Units Issued	–	–
Units Redeemed	–	–
Closing Units	172,561	17.26

5. Contingent Liability as at March 31, 2009: Nil
6. **Prior Period Comparatives:**
As this is the first financial statement of Shariah Benchmark Exchange Traded Scheme since the date of its inception, there are no comparative figures. The Revenue account is drawn for the period from March 18, 2009 to March 31, 2009.
7. Unit-holders can obtain from the Mutual Fund a copy of the Annual Report of the Scheme in which he/ she/it has invested.

BENCHMARK MUTUAL FUND*Shariah Benchmark Exchange Traded Scheme - Shariah BeES***Key Statistics for the period ended March 31, 2009**

	Period ended on 31st March 2009
1. NAV per unit (Rs.):	
Open	65.9279
High	72.1609
Low	71.0055
End	72.1609
2. Closing Assets Under Management (Rs. in Lacs)	
End	124.52
Average (AAuM) ¹	118.57
3. Gross income as % of AAuM²	0.51%
4. Expense Ratio:	
a. Total Expense as % of AAuM	-
b. Management Fee as % of AAuM	-
5. Net Income as a percentage of AAuM³	0.51%
6. Portfolio turnover ratio⁴	0.95%
7. Total Dividend per unit distributed during the period	-
8. Returns:	
a. Last One Year	
Scheme	N.A.
Benchmark	N.A.
b. Since Inception	
Scheme	7.84%
Benchmark	8.59%

1. AAuM=Average daily net assets

2. Gross income = amount against (A) in the Revenue account i.e. Income.

3. Net income = amount against (C) in the Revenue account i.e. NET REALISED GAINS / (LOSSES) FOR THE PERIOD

4. Portfolio Turnover Ratio = Lower of sales or purchase divided by the Average AuM for the period.

As per our Report of even date

For N. M. Rajji & Co.

Chartered Accountants

For and on behalf of

Benchmark Trustee Company Pvt. Ltd.**J. M. Gandhi**

Partner

Membership No. 37924

Dr. S. A. Dave

Chairman

Dr. A. C. Shah

Director

For and on behalf of

Benchmark Asset Management Company Pvt. Ltd.**D. S. Mehta**

Chairman

S. R. Halbe

Director

Place : Mumbai

Date : June 29, 2009

Vishal Jain

Fund Manager

STATUTORY DETAILS:

Benchmark Mutual Fund has been set up as a trust under the Indian Trust Act, 1882 by way of Trust Deed dated February 14, 2001 by Niche Financial Services Pvt. Ltd., the Sponsor of the Mutual Fund with Benchmark Trustee Company Pvt. Ltd. as the sole trustee of the Mutual Fund and Benchmark Asset Management Company Pvt. Ltd. as Asset Management Company to the Mutual Fund.

RISK FACTORS:

Mutual funds and Securities investments are subject to market risks and there can be no assurance or guarantee that the objective of the Schemes will be achieved. As with any investment in securities, the Net Asset Value (NAV) of the units issued under the Schemes can go up or down depending on the factors and forces affecting the bullion market, capital market and money market, respectively. Past performance of the Sponsor / Investment Manager / Mutual Fund and its affiliates does not indicate the future performance of the Schemes of the Mutual Fund and may not necessarily provide a basis of comparison with other investment. The names of the Schemes do not in any manner indicate either the quality of the Schemes or its future prospects and the returns. Investors are therefore urged to study the terms of Scheme Information Document and Statement of Additional Information carefully and consult their Investment Advisor before they invest in the Schemes. Investors in the Schemes are not being offered any guaranteed or assured returns. The Sponsor is not responsible or liable for any loss or shortfall resulting from the operation of the Fund beyond the initial contribution made by them of an amount of Rupees One Lac towards setting up of the Mutual Fund. The Schemes' NAV will react to the stock/bullion market movements. The Investor could lose money over short periods due to fluctuation in the Schemes' NAV in response to factors such as economic and political developments, changes in interest rates and perceived trends in stock prices/bullion market, market movements and over longer periods during market downturns.

NOTES:

1. On written request, present and prospective unit holders/investors can obtain a copy of the Trust Deed, the Annual Report, at a price if any, and the text of the Schemes.
2. On written request, the present and prospective unit holders/investors may request a copy of the annual report of Benchmark Asset Management Company Pvt. Ltd.
3. On written request, the present and prospective unit holders/investors can inspect a full list of investment of the Schemes at the office of Benchmark Asset Management Company Pvt. Ltd.

BENCHMARK
M U T U A L F U N D

**Benchmark Asset Management
Company Pvt. Ltd.**

405, Raheja Chambers,
Free Press Journal Marg,
213, Nariman Point, Mumbai - 400 021.

Phone: 91-22-6651 2727

Fax: 91-22-2200 3412

Email: webmaster@benchmarkfunds.com

Website: www.benchmarkfunds.com

Toll Free Number: 1800 - 22 - 5079