



**ALPHAGREP INVESTMENT MANAGEMENT PRIVATE LIMITED  
DISCLOSURE DOCUMENT**

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ALPHAGREP INVESTMENT MANAGEMENT PRIVATE LIMITED

DISCLOSURE DOCUMENT

FOR

PORTFOLIO MANAGEMENT SERVICES

PURSUANT TO REGULATION 22 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (PORTFOLIO MANAGERS) REGULATIONS, 2020

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**I. Declaration:**

- (i) The Disclosure Document (hereinafter referred as the “**Document**”) has been filed with Securities and Exchange Board of India (“**SEBI**”) along with the certificate in the prescribed format in terms of Regulation 22 of the SEBI (Portfolio Managers) Regulations, 2020 (“**Regulations**”) as amended from time to time.
- (ii) The purpose of the Document is to provide essential information about the portfolio services in a manner to assist and enable the investors in making informed decision for engaging “AlphaGrep Investment Management Private Limited (Formerly Known as Alphamine Investment Management Private Limited)” (hereinafter referred as the “Portfolio Manager”, “AlphaGrep”) as the portfolio manager.
- (iii) The Document contains the necessary information about the Portfolio Manager required by an investor before investing, and the investor may also be advised to retain the Document for future reference.
- (iv) Details of Portfolio Manager:
  - Name:** Mr. Praveen Kumar
  - Registered Address:** Unit No.12, A-05, 13<sup>th</sup> Floor, Parinee Crescenzo, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051, Maharashtra, India.
  - Correspondence Address:** Unit No.1406, B Wing, 14<sup>th</sup> Floor, Parinee Crescenzo, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051, Maharashtra, India.
  - Phone :** +91 022-68858717
  - E-Mail :** [info@alphagrepim.com](mailto:info@alphagrepim.com)
  - PMS Registration Number:** INP000007401
- (v) The disclosure Document is dated 09/03/2026.

## **PART-I- Static Section**

### **1. Disclaimer Clause**

This Document has been prepared in accordance with the SEBI (Portfolio Managers) Regulations, 2020 and filed with SEBI. This Document has neither been approved nor disapproved by SEBI nor has SEBI certified the accuracy or adequacy of the contents of this Document.

The distribution of this Document in certain jurisdictions may be restricted or totally prohibited and accordingly, persons who come into possession of this Document are required to inform themselves about and to observe any such restrictions.

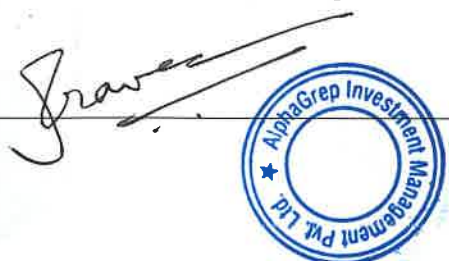
## 2. Definitions

In this Disclosure Document, unless the context otherwise requires, the following words and expressions shall have the meaning assigned to them:

- a) **"Act"** means the Securities and Exchange Board of India Act, 1992.
- b) **"Accreditation Agency"** means a subsidiary of a recognized stock exchange or a subsidiary of a depository or any other entity as may be specified by SEBI from time to time.
- c) **"Accredited Investor"** means any person who is granted a certificate of accreditation by an accreditation agency who:
  - (i) in case of an individual, HUF, family trust or sole proprietorship has:
    - (a) annual income of at least two crore rupees; or
    - (b) net worth of at least seven crore fifty lakh rupees, out of which not less than three crores seventy-five lakh rupees is in the form of financial assets; or
    - (c) annual income of at least one crore rupees and minimum net worth of five crore rupees, out of which not less than two crore fifty lakh rupees is in the form of financial assets.
  - (ii) in case of a body corporate, has net worth of at least fifty crore rupees;
  - (iii) in case of a trust other than family trust, has net worth of at least fifty crore rupees;
  - (iv) in case of a partnership firm set up under the Indian Partnership Act, 1932, each partner independently meets the eligibility criteria for accreditation:

Provided that the Central Government and the State Governments, developmental agencies set up under the aegis of the Central Government or the State Governments, funds set up by the Central Government or the State Governments, qualified institutional buyers as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Category I foreign portfolio investors, sovereign wealth funds and multilateral agencies and any other entity as may be specified by the Board from time to time, shall be deemed to be an accredited investor and may not be required to obtain a certificate of accreditation.

- d) **"Advisory Services"** means advising on the portfolio approach, investment and divestment of individual Securities in the Client's Portfolio, entirely at the Client's risk, in terms of the Regulations and the Agreement.
- e) **"Agreement"** or **"Portfolio Management Services Agreement"** or **"PMS Agreement"** means agreement executed between the Portfolio Manager and its Client for providing portfolio management services and shall include all schedules and annexures attached thereto and any amendments made to this agreement by the parties in writing, in terms of Regulation 22 and Schedule IV of the Regulations.
- f) **"Applicable Law/s"** means any applicable statute, law, ordinance, regulation, rule, order, bye-law, administrative interpretation, writ, injunction, directive, judgment or decree or other instrument including the Regulations which has a force of law, as is in force from time to time.
- g) **"Assets Under Management"** or **"AUM"** means aggregate net asset value of the Portfolio



managed by the Portfolio Manager on behalf of the Clients.

- h) **“Associate”** means (i) a body corporate in which a director or partner of the Portfolio Manager holds either individually or collectively, more than twenty percent of its paid-up equity share capital or partnership interest, as the case may be; or (ii) a body corporate which holds, either individually or collectively, more than twenty percent of the paid-up equity share capital or partnership interest, as the case may be of the Portfolio Manager.
- i) **“Capital Contribution”**: means the sum of money or Securities or combination thereof, contributed by the Client for investments in accordance with the terms of the Agreement from time to time during the Term.
- j) **“Chartered Accountant”**: means a Chartered Accountant as defined in clause (b) of sub-section (1) of section 2 of the Chartered Accountants Act, 1949 (38 of 1949) and who has obtained a certificate of practice under sub-section (1) of section 6 of that Act.
- k) **“Large Value Accredited Investor”**: means any person who fulfils the eligibility criteria as specified by SEBI pursuant to circular dated 26 August 2021 on 'Modalities for implementation of the framework for Accredited Investors' (SEBI/HO/IMD/IMD- I/DF9/P/CIR/2021/620) and SEBI circular dated December 21, 2021 on 'Portfolio Management Services for Accredited Investors', as may be amended from time to time.
- l) **“Benchmark”** means an index selected by the Portfolio Manager in accordance with the Regulations, in respect of each Investment Approach to enable the Clients to evaluate the relative performance of the Portfolio Manager.
- m) **“Board”** or **“SEBI”** means the Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992.
- n) **“Business Day”** means any day, which is not a Saturday, Sunday, or a day on which the banks or stock exchanges in India are authorized or required by Applicable Laws to remain closed or such other events as the Portfolio Manager may specify from time to time.
- o) **“Client(s)”** / **“Investor(s)”** means any person who enters into an Agreement with the Portfolio Manager for availing the services of portfolio management as provided by the Portfolio Manager.
- p) **“Custodian(s)”** means an entity registered with the SEBI as a custodian under the Applicable Laws and appointed by the Portfolio Manager, from time to time, primarily for custody of Securities of the Client.
- q) **“Depository”** means the depository as defined in the Depositories Act, 1996 (22 of 1996).
- r) **“Depository Account”** means an account of the Client or for the Client with an entity registered as a depository participant under the SEBI (Depositories and Participants) Regulations, 1996.
- s) **“Direct on-boarding”** means an option provided to clients to be on-boarded directly with the Portfolio Manager without intermediation of persons engaged in distribution services.



- t) **“Disclosure Document” or “Document”** means the disclosure document for offering portfolio management services prepared in accordance with the Regulations.
- u) **“Distributor”** means a person/entity who may refer a Client to avail services of Portfolio Manager in lieu of commission/charges (whether known as channel partners, agents, referral interfaces or by any other name).
- v) **“Eligible Investors”** means a Person who: (i) complies with the Applicable Laws, and (ii) is willing to execute necessary documentation as stipulated by the Portfolio Manager.
- w) **“Fair Market Value”** means the price that the Security would ordinarily fetch on sale in the open market on the particular date.
- x) **“Foreign Portfolio Investors” or “FPI”** means a person registered with SEBI as a foreign portfolio investor under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 as amended from time to time.
- y) **“Financial Year”** means the year starting from April 1 and ending on March 31 in the following year.
- z) **“Funds” or “Capital Contribution”** means the monies managed by the Portfolio Manager on behalf of the Client pursuant to the Agreement and includes the monies mentioned in the account opening form, any further monies placed by the Client with the Portfolio Manager for being managed pursuant to the Agreement, the proceeds of sale or other realization of the portfolio and interest, dividend or other monies arising from the assets, so long as the same is managed by the Portfolio Manager.
- aa) **“Group Company”** shall mean an entity which is a holding, subsidiary, associate, subsidiary of a holding company to which it is also a subsidiary.<sup>1</sup>
- bb) **“HUF”** means the Hindu Undivided Family as defined in Section 2(31) of the IT Act.
- cc) **“Investment Approach”** is a broad outlay of the type of Securities and permissible instruments to be invested in by the Portfolio Manager for the Client, taking into account factors specific to Clients and Securities and includes any of the current Investment Approach or such Investment Approach that may be introduced at any time in future by the Portfolio Manager.
- dd) **“IT Act”** means the Income Tax Act, 1961, as amended and restated from time to time along with the rules prescribed thereunder.
- ee) **“Large Value Accredited Investor”** means an Accredited Investor who has entered into an Agreement with the Portfolio Manager for a minimum investment amount of ten crore rupees.
- ff) **“Management Fee”**: means the management fee payable to the Portfolio Manager in accordance with the terms of the Agreement and this Document.



- gg) **"Performance Fee"**: means the performance-linked fee payable to the Portfolio Manager in accordance with the terms of the Agreement and this Document.
- hh) **"Portfolio or Client Portfolio"**: means the total holdings of Securities and goods belonging to the Client in accordance with the Agreement.
- ii) **"Portfolio Entity"**: means companies, enterprises, bodies corporate, or any other entities in the Securities of which the monies from the Client Portfolio are invested subject to Applicable Laws.
- jj) **"Portfolio Investments"**: means investments in Securities of one or more Portfolio Entity/ies made by the Portfolio Manager on behalf of the Client under the PMS from time to time.
- kk) **"Non-resident Investors" or "NRI(s)"** shall mean non-resident Indian as defined in Section 2 (30) of the IT Act.
- ll) **"NAV"** shall mean Net Asset Value, which is the price; that the investment would ordinarily fetch on sale in the open market on the relevant date, less any receivables and fees due.
- mm) **"NISM"** means the National Institute of Securities Markets, established by the Board.
- nn) **"Exit Load / Termination Fees"**: means the withdrawal charge/s payable to the Portfolio Manager in accordance with the terms of the Agreement and this Document.
- oo) **"Investment Advice"**: means advice relating to investing in, purchasing, selling or otherwise dealing in securities or investment products, and advice on investment portfolio containing securities or investment products, whether written, oral or through any other means of communication for the benefits of the Client and may include financial planning.
- pp) **"Person"** includes an individual, a HUF, a corporation, a partnership (whether limited or unlimited), a limited liability company, a body of individuals, an association, a proprietorship, a trust, an institutional investor and any other entity or organization whether incorporated or not, whether Indian or foreign, including a government or an agency or instrumentality thereof.
- qq) **"Portfolio"** means the total holdings of all investments, Securities and Funds belonging to the Client.
- rr) **"Portfolio Manager"** means AlphaGrep Investment Management Private Limited, a company incorporated under the Companies Act, 2013, registered with SEBI as a portfolio manager bearing registration number INP000007401 and having its registered office at Unit No.12, A-05, 13th Floor, Parinee Crescenzo, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051, Maharashtra, India.
- ss) **"Principal Officer"** means an employee of the Portfolio Manager who has been designated as such by the Portfolio Manager and is responsible for:
- (i) the decisions made by the Portfolio Manager for the management or administration of Portfolio of Securities or the Funds of the Client, as the case may be; and




(ii) all other operations of the Portfolio Manager

tt) **"Regulations"** or **"SEBI Regulations"** means the Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020, as amended/modified and reinstated from time to time and including the circulars/notifications issued pursuant thereto.

uu) **"PML Laws"**: means the Prevention of Money Laundering Act, 2002, Prevention of Money-laundering (Maintenance of Records) Rules, 2005, the guidelines/circulars issued by SEBI thereto as amended and modified from time to time.

vv) **"Regulations"**: means the SEBI (Portfolio Managers) Regulations, 2020 as amended and modified from time to time and including any circulars/notifications issued pursuant thereto.

ww) **"Related Party"** means –

- (i) a director, partner or his relative;
- (ii) a key managerial personnel or his relative;
- (iii) a firm, in which a director, partner, manager or his relative is a partner;
- (iv) a private company in which a director, partner or manager or his relative is a member or director;
- (v) a public company in which a director, partner or manager is a director or holds along with his relatives, more than two per cent. of its paid-up share capital;
- (vi) any body corporate whose board of directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director, partner or manager;
- (vii) any person on whose advice, directions or instructions a director, partner or manager is accustomed to act:  
Provided that nothing in sub-clauses (vi) and (vii) shall apply to the advice, directions or instructions given in a professional capacity;
- (viii) any body corporate which is— (A) a holding, subsidiary or an associate company of the Portfolio Manager; or (B) a subsidiary of a holding company to which the Portfolio Manager is also a subsidiary; (C) an investing company or the venturer of the Portfolio Manager—  
The investing company or the venturer of the Portfolio Manager means a body corporate whose investment in the Portfolio Manager would result in the Portfolio Manager becoming an associate of the body corporate;
- (ix) a related party as defined under the applicable accounting standards;
- (x) such other person as may be specified by the Board: Provided that,
  - (a) any person or entity forming a part of the promoter or promoter group of the listed entity; or
  - (b) any person or any entity, holding equity shares:
    - (i) of twenty per cent or more; or
    - (ii) of ten per cent or more, with effect from April 1, 2023; in the listed entity either directly or on a beneficial interest basis as provided under section 89 of the Companies Act, 2013, at any time, during the immediate preceding Financial Year; shall be deemed to be a related party;



xx) "**Securities**" means security as defined in Section 2(h) of the Securities Contract (Regulation) Act, 1956, provided that securities shall not include any securities which the Portfolio Manager is prohibited from investing in or advising on under the Regulations or any other law for the time being in force.

Any term used in this Document but not defined herein (but defined in the Regulations) shall have the same meaning as assigned to them in the Regulations.



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A handwritten signature in blue ink, appearing to be "K. Desai", written over the stamp.



### 3. Description

#### (i) History, Present Business and Background of the portfolio manager:-

The Portfolio Manager is a private limited company incorporated under the Companies Act, 2013 on March 30, 2021 at Mumbai. It has a portfolio manager license (registration number INP000007401) to offer discretionary portfolio management services, non-discretionary portfolio management services, and advisory services to high net-worth individuals (HNIs), institutional clients, Accredited Investor, corporates and other permissible class of investors.

#### (ii) Promoters of the portfolio manager, directors and their background:-

##### a) Illuminati Trading Private Limited, Promoter

Illuminati Trading Private Limited (ITPL) is a private limited company incorporated on February 10, 2012 at Delhi. The directors of Illuminati Trading Private Limited are Viral Mittal Saraf, Vinati Saraf Mutreja, Manjunatha K M, Raghavendra Billava and Punit Mitter Sahi. ITPL is a SEBI Registered commodity broking and proprietary trading firm focusing on financial markets since its inception, i.e., 2012, and deals in equity, derivative contracts and underlying financial products traded on NSE, BSE & MCX.

##### b) Mr. Jignesh Modi, Independent Director

Mr. Jignesh Modi is a seasoned professional with over 25 years of experience, including 17 years in the financial services industry, where he has specialized in regulatory compliance, corporate governance, and legal advisory functions. He holds a Bachelor of Commerce degree, an Associate Company Secretary qualification from the Institute of Company Secretaries of India (ICSI), and a Bachelor of Law (General) degree from Mumbai University. Throughout his career, Mr. Modi has played a pivotal role in ensuring adherence to regulatory frameworks such as SEBI Mutual Fund Regulations, SEBI Portfolio Management Services Regulations, SEBI Alternative Investment Fund Regulations, SEBI Investment Advisor Regulations, SEBI Custody Regulations, FPI Regulations and IFSCA Regulations applicable to Fund Management Entities in GIFT City. He has held leadership positions in prominent organizations including 360 ONE Asset Management Company, L&T Investment Management, SBI SG Global Securities Services, and Canara Robeco AMC, where he consistently served as the designated Compliance Officer. In these roles, he managed group-level and mutual fund compliances, advised on regulatory matters, and contributed to key regulatory committees and reinforcing governance standards across the institutions he has been associated with.

##### c) Mr. Ajay Seth, Independent Director

Mr. Ajay Seth is a highly accomplished financial expert, being Chartered Accountant and a B.Com (Hons) from Delhi university. Mr. Seth's professional experience, spanning over four decades is primarily with Maruti Suzuki India limited, JCB India limited and Escorts limited. He served as the chief financial officer and a member of Executive board at Maruti Suzuki during his tenure from April 2005 to February 2025, where he was responsible for the entire finance and strategy role. His significant achievements during his tenure included managing a huge treasury portfolio, leading two major mergers, driving digital and operational transformation, managing investor relations and increasing the company market capitalisation. Since March 2025 he has acted as a principal consultant advising on M&A, cost optimisation, sustainability projects (including carbon net-zero strategies) and providing advisory to impact fund along with training

on financial prudence.

**d) Bhautik Ambani, Associate Director & Chief Executive Officer**

Mr. Bhautik Ambani currently serves as the CEO and Director of the Company, where he is responsible for the firm's strategic direction, operations, investments, and business growth. Prior to joining AlphaGrep, Mr. Bhautik was the Executive Director at Avendus Capital Public Markets Alternate Strategies LLP. Being a founding member of the team, he was responsible for fund raising and strategy. At Avendus, he was instrumental in growing the business to the largest onshore hedge funds in India. He was recognized as one of the most promising professionals in India in the "40 under 40" category by IAAIF and AIWMI. He was also associated with Ambit Capital, Kotak Wealth Management, and Mirae Asset, in various capacities and positions of leadership. He holds an MBA in Finance from SP Jain Institute of Management and a Bachelor of Management Studies.

**e) Mr. Praveen Kumar, Associate Director**

Mr. Praveen Kumar is BTech from IIT Kharagpur and Postgraduate from IIM Calcutta. He is a highly experienced professional in the finance and financial services sector, recognized as one of the most promising professionals in India in the "40 under 40" category by IAAIF and AIWMI. He has over 17 years of experience in quantitative finance, including a significant tenure at Edelweiss Securities Private Limited where he was instrumental in setting up and scaling the proprietary quantitative trading team, and an Associate Director role at Edelweiss Asset Management Limited, where he focused on incorporating quantitative techniques across MFs and AIFs. Since December 2020, he has been with AlphaGrep entities, currently serving as a Director at AlphaGrep Investment Management Private Limited. He is responsible for designing investment products, strategies, and designing risk frameworks for various products.

- (iii) Top 10 Group companies/firms of the portfolio manager on turnover. basis (latest audited financial statements may be used for this purpose)

Name of the company	Relationship
Illuminati Trading Private Limited	Parent Company /Ultimate holding company
AlphaGrep Securities Private Limited	Holding Company

- (iv) **Details of the services being offered: Discretionary/ Non-discretionary / Advisory.**

The Portfolio Manager proposes to primarily carry-on discretionary portfolio management services and if opportunity arises thereafter, then it also proposes to render non-discretionary portfolio management services and advisory services.



The key features of all the said services are as follows:

**(a) Discretionary Services:**

Under the discretionary services, the choice as well as the timings of the investment decisions rest solely with the Portfolio Manager and the Portfolio Manager can exercise any degree of discretion in the investments or management of assets of the Client. The Portfolio Manager shall deploy the Capital Contribution by investing or divesting suitably in the Securities as per the Applicable Laws. The Securities invested / disinvested by the Portfolio Manager for Clients may differ from Client to Client. The Portfolio Manager shall be acting in a fiduciary capacity, as a trustee, with regard to the Client's account consisting of investments, accruals, benefits, allotments, calls, refunds, returns, privileges, entitlements, substitutions and / or replacements or any other beneficial interest including dividend, interest, rights, bonus as well as residual cash balances, if any (represented both by quantity and in monetary value). The Portfolio Manager will provide discretionary portfolio management services which shall be in the nature of investment management, and may include the responsibility of managing, renewing and reshuffling the portfolio, buying and selling the securities, keeping safe custody of the securities and monitoring book closures, dividend, bonus, rights etc. so that all benefits accrue to the Client's Portfolio, for an agreed fee structure and for a definite period as described, entirely at the Client's risk. The Portfolio Manager's decision (taken in good faith) in deployment of the Client's account is absolute and final and cannot be called in question or be open to review at any time during the currency of the Agreement or any time thereafter except on the ground of fraud, malafide intent, conflict of interest or gross negligence. This right of the Portfolio Manager shall be exercised strictly in accordance with the Applicable Laws in force from time to time, including the Regulations. Periodical statements in respect of the Client's assets under management shall be sent to the respective Clients.

**(b) Non - Discretionary Services:**

Under the non-discretionary services, the Capital Contribution of the Client shall be invested in listed and/or unlisted securities (provided that investment in unlisted securities shall not exceed 25% of the assets under management of such Client) and managed in consultation with the Client. Under this service, the investments/assets are managed as per the requirements of the Client after due consultation with the Client. The role of the Portfolio Manager apart from adhering to investments or divestments upon instructions of the Client is restricted to providing market intelligence, research reports, trading strategies, trade statistics and such other material which will enable the Client to take appropriate investment decisions in accordance with Applicable Laws. The Client has complete discretion to decide on the investment (quantity and price or amount). The Portfolio Manager inter alia manages transaction execution, accounting, recording or corporate benefits, valuation and reporting aspects on behalf of the Client. For the purpose of acting on the Client's instructions, the Portfolio Manager shall take instructions in writing or through any other media mutually agreed such as e-mail, fax, telephone or suitable and secured message and may include managing, renewing and reshuffling the Portfolio, buying and selling the securities, keeping safe custody of the Securities and monitoring book closures, dividend, bonus, rights etc. so that all benefits accrue to the Client's Portfolio, for an agreed fee structure and for a definite described period, entirely at the Client's risk.



**(c) Advisory Services:**

The Portfolio Manager may provide investment advisory services, in terms of the Regulations, which shall include the responsibility of advising on the portfolio strategy and investment and divestment of individual securities on the Client's Portfolio, for an agreed fee structure and for a defined period, entirely at the Client's risk; to all eligible category of Investors who can invest in Indian market. The investment advisory services may be provided for investment in unlisted securities upto 25% of the assets under management of such Client. The Portfolio Manager shall be solely acting as an advisor to the Client Portfolio and shall not be responsible for the investment / divestment of Securities and / or any administrative activities on the Client's Portfolio. The Portfolio Manager shall act in a fiduciary capacity towards its Client and shall maintain arms-length relationship with its other activities. The Portfolio Manager shall provide advisory services in accordance with such guidelines and / or directives issued by the regulatory authorities and / or the Client, from time to time, in this regard.

**4. Penalties, pending litigation or proceedings, findings of inspection or investigation for which action may have been taken or initiated by any regulatory authority.**

(i) All cases of penalties imposed by the Board or the directions issued by the Board under the Act or rules or regulations made thereunder.: **NIL**

(ii) The nature of the penalty/direction.: **Not Applicable**

(iii) Penalties/fines imposed for any economic offence and/ or for violation of any securities laws.: **NIL**.

(iv) Any pending material litigation/legal proceedings against the portfolio manager/key personnel with separate disclosure regarding pending criminal cases, if any.: Copyright infringement civil/commercial suit between WorldQuant and AlphaGrep Investment Management Private Limited [Applicant] and AlphaGrep Securities Private Limited [Holding Co.] is pending before Delhi High Court. Ref : CS(COMM) 901 of 2024.

(v) Any deficiency in the systems and operations of the portfolio manager observed by the Board or any regulatory agency.

(vi) Any enquiry/ adjudication proceedings initiated by the Board against the portfolio manager or its directors, principal officer or employee or any person directly or indirectly connected with the portfolio manager or its directors, principal officer or employee, under the Act or rules or regulations made thereunder.: **NIL**.



A handwritten signature in blue ink, appearing to be "J. J. J.", written over a blue circular stamp.



## 5. Services Offered

- (i) The present investment objectives and policies including the types of securities in which it generally invests shall be clearly and concisely stated in the document for easy understanding of the potential investor.

### (a) Investment Objective

The investment objective of the Portfolio Manager is to offer PMS to high net-worth individuals (HNIs), institutional clients, corporate and any other permissible class of investors in respect of investment in Indian securities and capital markets. The Portfolio Manager proposes to employ data driven investment strategies to make investments with the objective of delivering superior risk-adjusted returns to the Clients. The Client understands and agrees that the Portfolio Manager may use derivative instruments like stock index futures, futures on individual stocks, options on stock indices and options on individual stocks, interest rate swaps, forward rate agreements or such other derivative instruments as may be introduced from time to time, as permitted by the Regulations and Applicable Laws.

### (b) Type of securities in which Portfolio Manager will invest.

The Portfolio Manager may invest Capital Contributions in Securities and any other permissible securities/instruments/products as per the Applicable Laws, in such manner and through such markets as it may deem fit in the interest of the Client. The investment in Securities shall primarily comprise of:

- listed equity and preference shares of Indian companies,
- listed debentures, bonds and secured premium notes, including tax exempt bonds of Indian companies and corporations.
- units and other instruments of mutual funds or ETFs.
- listed InVITs and REITs;
- money market instruments such as government securities, commercial papers, trade bill, treasury bills, certificate of deposit and usance bill.
- listed options, futures, swaps and such other derivatives as may be permitted from time to time;
- such other securities/instruments as specific by SEBI from time to time.

Under the non-discretionary PMS, the Capital Contribution of the Client shall be invested in listed and/or unlisted securities (provided that investment in unlisted securities shall not exceed 25% (twenty-five percent) of the assets under management of such Client) and managed in consultation with the Client.



**(c) Investment restrictions applicable to services offered by the Portfolio Manager**

- (i) The portfolio Manager shall not invest clients' funds in unrated securities of its related parties or their associates.

For the purposes of this restriction, the term "associate" shall mean-

- (ii) a body corporate in which a director or partner of the portfolio manager holds, either individually or collectively, more than twenty percent (20%) of its paid-up equity share capital or partnership interest, as the case may be; or
- (iii) a body corporate which holds, either individually or collectively, more than twenty percent (20%) of the paid-up equity share capital or partnership interest, as the case may be of the portfolio manager.
- (iv) Under non-discretionary or advisory services, the Portfolio Manager may invest or provide advice for investment up to 25 % of the assets under management of such clients in unlisted securities, in addition to the securities permitted for discretionary portfolio management.
- (v) Portfolio Managers may invest in units of Mutual Funds only through direct plan.
- (vi) The portfolio manager shall not leverage the portfolio of its clients for investment in derivatives.
- (vii) The portfolio manager shall not deploy the clients' funds in bill discounting, badla financing or for the purpose of lending or placement with corporate or non- corporate bodies.
- (viii) With respect to investments in debt and hybrid securities, the Portfolio Managers shall ensure compliance with the following:
- i. Portfolio Managers offering discretionary portfolio management services shall not make any investment in below investment grade securities.
  - ii. Portfolio Managers offering non-discretionary portfolio management services shall not make any investment in below investment grade listed securities. However, Portfolio Manager may invest up to 10% of the assets under management of such clients in unlisted unrated securities of issuers other than associates/related parties of Portfolio Manager. The said investment in unlisted unrated debt and hybrid securities shall be within the maximum specified limit of 25% for investment in unlisted securities under Regulation 24(4) of the PMS Regulations.

**(ii) Investment Approaches of the Portfolio Manager:**

Currently the Portfolio Manager offers the following investment approaches under its discretionary portfolio management services:

1. **AlphaGrep Multi-Factor Quant Portfolio** (Formerly known as AlphaGrep Systematic India Equity)
2. **AlphaGrep Active Multi-Factor India Portfolio** (Formerly known as AlphaGrep Active Multi-

Factor India)

3. **AlphaGrep Liquid Portfolio**
4. **AlphaGrep Factor Edge Quant Portfolio**

Please refer to **Annexure 1** for details on the investment approaches to be offered by the PortfolioManager.

Note :- Investors should note that pursuant to SEBI circular no. SEBI / HO / IMD / Df1 / CIR / P /2020 / 26 dated February 13, 2020, an option to invest directly in the above Investment Approaches i.e. without intermediation of persons engaged in distribution services, is available to the investors.

- (ii) **The policies for investments in associates/group companies of the portfolio manager and the maximum percentage of such investments therein subject to the applicable laws/regulations/guidelines.**

The Portfolio Manager will not be making investments in associates/group companies.

## 6. Risk factors

### A. General Risks Factors

- a. Investment in Securities, whether on the basis of fundamental or technical analysis or otherwise, is subject to market risks which include price fluctuations, impact cost, basis risk etc.
- b. The Portfolio Manager does not assure that the objectives of any of the Investment Approach will be achieved and investors are not being offered any guaranteed returns. The investments may not be suitable to all the investors.
- c. Past performance of the Portfolio Manager does not indicate the future performance of the same or any other Investment Approach in future or any other future Investment Approach of the Portfolio Manager. ~~[OR] The Portfolio Manager has no previous experience/track record in the field of portfolio management services. However, the Principal Officer, directors and other key management personnel of the Portfolio Manager have rich individual experience.]~~
- d. The names of the Investment Approach do not in any manner indicate their prospects or returns.
- e. Appreciation in any of the Investment Approach can be restricted in the event of a high asset allocation to cash, when stock appreciates. The performance of any Investment Approach may also be affected due to any other asset allocation factors.
- f. When investments are restricted to a particular or few sector(s) under any Investment Approach; there arises a risk called non-diversification or concentration risk. If the sector(s), for any reason, fails to perform, the Portfolio value will be adversely affected.
- g. Each Portfolio will be exposed to various risks depending on the investment objective, Investment Approach and the asset allocation. The investment objective, Investment Approach and the asset allocation may differ from Client to Client. However, generally, highly concentrated Portfolios with lesser number of stocks will be more volatile than a Portfolio with a larger number of stocks.
- h. The values of the Portfolio may be affected by changes in the general market conditions and factors and forces affecting the capital markets, in particular, level of interest rates, various market related factors, trading volumes, settlement periods, transfer procedures, currency exchange rates, foreign investments, changes in government policies, taxation, political, economic and other developments, closure of stock exchanges, etc.
- i. The Portfolio Manager shall act in fiduciary capacity in relation to the Client's Funds and shall endeavour to mitigate any potential conflict of interest that could arise while dealing in a manner which is not detrimental to the Client.
- j. Any act, omission or commission of the Portfolio Manager under the Agreement would be solely at the risk of the Client and the Portfolio Manager will not be liable for any act, omission or commission or failure to act save and except in cases of gross negligence, willful default and/or fraud of the Portfolio Manager.



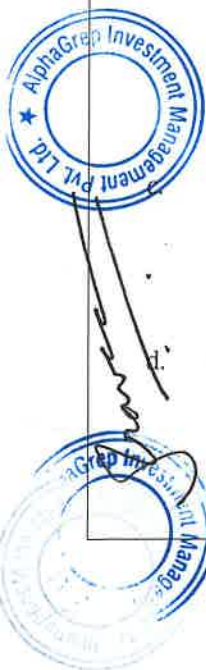
- k. The Client Portfolio may be affected by settlement periods and transfer procedures.
- l. The PMS is subject to risk arising out of non-diversification as the Portfolio Manager under its PMS may invest in a particular sector, industry, few/single Portfolio Entity/ies. The performance of the Client Portfolio would depend on the performance of such companies/industries/sectors of the economy.
- m. If there will be any transactions of purchase and/or sale of securities by Portfolio Manager and employees who are directly involved in investment operations that conflicts with transactions in any of the Client Portfolio, the same shall be disclosed to the Client.
- n. The group companies of Portfolio Manager may offer services in nature of consultancy, sponsorship etc., which may be in conflict with the activities of portfolio management services.
- o. The provisions of the Agreement and the principal and returns on the Securities subscribed by the Portfolio Manager may be subject to force majeure and external risks such as war, natural calamities, pandemics, policy changes of local / international markets and such events which are beyond the reasonable control of the Portfolio Manager. Any policy change / technology updates / obsolescence of technology would affect the investments made by the Portfolio Manager.

**B. Risk associated with equity and equity related instruments**

- a. Equity and equity related instruments by nature are volatile and prone to price fluctuations on a daily basis due to macro and micro economic factors. The value of equity and equity related instruments may fluctuate due to factors affecting the securities markets such as volume and volatility in the capital markets, interest rates, currency exchange rates, changes in law/policies of the government, taxation laws, political, economic or other developments, which may have an adverse impact on individual Securities, a specific sector or all sectors. Consequently, the value of the Client's Portfolio may be adversely affected.
- b. Equity and equity related instruments listed on the stock exchange carry lower liquidity risk, however the Portfolio Manager's ability to sell these investments is limited by the overall trading volume on the stock exchanges. In certain cases, settlement periods may be extended significantly by unforeseen circumstances. The inability of the Portfolio Manager to make intended Securities purchases due to settlement problems could cause the Client to miss certain investment opportunities. Similarly, the inability to sell Securities held in the Portfolio may result, at times, in potential losses to the Portfolio, should there be a subsequent decline in the value of Securities held in the Client's Portfolio.

Risk may also arise due to an inherent nature/risk in the stock markets such as, volatility, market scams, circular trading, price rigging, liquidity changes, de-listing of Securities or market closure, relatively small number of scrip's accounting for a large proportion of trading volume among others.

The value of the Client Portfolio, may be affected generally by factors affecting securities markets, such as price and volume volatility in the capital markets, interest rates, currency exchange rates, changes in policies of the government, taxation laws or policies of any appropriate authority and



other political and economic developments and closure of stock exchanges which may have an adverse bearing on individual securities, a specific sector or all sectors including equity and debt markets. Consequently, the Portfolio valuation may fluctuate and can go up or down.

- e. In the event of inordinately low volumes, there may be delays with respect to unwinding the Portfolio and transferring the redemption proceeds.
- f. Clients may note that Portfolio Manager's investment decisions may not always be profitable, as actual market movements may be at variance with anticipated trends.

C. Risk associated with debt and money market securities

a. Interest Rate Risk

Fixed income and money market Securities run interest-rate risk. Generally, when interest rates rise, prices of existing fixed income Securities fall and when interest rate falls, the prices increase. In case of floating rate Securities, an additional risk could arise because of the changes in the spreads of floating rate Securities. With the increase in the spread of floating rate Securities, the price can fall and with decrease in spread of floating rate Securities, the prices can rise.

b. Liquidity or Marketability Risk

The ability of the Portfolio Manager to execute sale/purchase order is dependent on the liquidity or marketability. The primary measure of liquidity risk is the spread between the bid price and the offer price quoted by a dealer. The Securities that are listed on the stock exchange carry lower liquidity risk, but the ability to sell these Securities is limited by the overall trading volumes. Further, different segments of Indian financial markets have different settlement cycles and may be extended significantly by unforeseen circumstances.

c. Credit Risk

Credit risk or default risk refers to the risk that an issuer of a fixed income security may default (i.e., will be unable to make timely principal and interest payments on the security). Because of this risk corporate debentures are sold at a higher yield above those offered on government Securities which are sovereign obligations and free of credit risk. Normally, the value of a fixed income security will fluctuate depending upon the changes in the perceived level of credit risk as well as any actual event of default. The greater the credit risk, the greater the yield required for someone to be compensated for the increased risk.

d. Reinvestment Risk

This refers to the interest rate risk at which the intermediate cash flows received from the Securities in the Portfolio including maturity proceeds are reinvested. Investments in fixed income Securities may carry re-investment risk as interest rates prevailing on the interest or maturity due dates may differ from the original coupon of the debt security. Consequently, the proceeds may get invested at a lower rate.

e. Price Volatility Risk:

Debt securities may also be subject to price volatility due to factors such as changes in interest rates, general level of market liquidity and market perception of the creditworthiness of the



issuer, among others (market risk). The market for these Securities may be less liquid than that for other higher rated or more widely followed Securities.

f. Investment and Liquidity Risks:

There may be no active secondary market for investments of the kind the Portfolio Manager may make for the Client Portfolio. Such investments may be of a medium-to-long term nature. There are a variety of methods by which unlisted investments may be realized, such as the sale of investments on or after listing, or the sale or assignment of investments to joint-venture partners or to third parties subject to relevant approvals. However, there can be no guarantee that such realizations shall be achieved, and the Portfolio's investments may remain illiquid.

Since the Portfolio may only make a limited number of investments, poor performance by one or a few of the investments could severely adversely affect the total returns of the PMS.

g. Identification of Appropriate Investments:

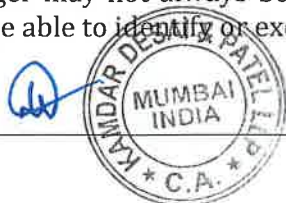
The success of the PMS as a whole depends on the identification and availability of suitable investment opportunities and terms. The availability and terms of investment opportunities will be subject to market conditions, prevailing regulatory conditions in India where the Portfolio Manager may invest, and other factors outside the control of the Portfolio Manager. Therefore, there can be no assurance that appropriate investments will be available to, or identified or selected by, the Portfolio Manager.

D. Risk associated with derivatives instruments

a. The use of derivative requires an understanding not only of the underlying instrument but of the derivative itself. Derivative products are leveraged instruments and can provide disproportionate gains as well as disproportionate losses to the investor. Execution of such strategies depends upon the ability of the Portfolio Manager to identify such opportunities. Identification and execution of the strategies to be pursued by the Portfolio Manager involve uncertainty and decision of Portfolio Manager may not always be profitable. No assurance can be given that the Portfolio Manager will be able to identify or execute such strategies.

b. Derivative products are specialized instruments that require investment techniques and risk analysis different from those associated with stocks and bonds. Derivatives require the maintenance of adequate controls to monitor the transactions entered into, the ability to assess the risk that a derivative adds to the portfolio and the ability to forecast price of interest rate movements correctly. The risks associated with the use of derivatives are different from or possibly greater than, the risks associated with investing directly in securities and other traditional investments. Other risks include settlement risk, risk of mispricing or improper valuation and the inability of the derivative to correlate perfectly with underlying assets, rates and indices, illiquidity risk whereby the Portfolio Manager may not be able to sell or purchase derivative quickly enough at a fair price.

c. Derivative products are leveraged instruments and can provide disproportionate gains as well as disproportionate losses to the investor. Execution of such strategies depends upon the ability of the Portfolio Manager to identify such opportunities. Identification and execution of such strategies to be persuaded by the Portfolio Manager involve uncertainty and decision of the Portfolio Manager may not always be profitable. No assurance can be given that the Portfolio Manager shall be able to identify or execute such strategies.



- d. The risks associated with the use of derivatives are different from or possibly greater than, the risk associated with investing directly in securities and other traditional investments.
- e. As and when the Portfolio Manager on behalf of Clients would trade in the derivatives market there are risk factors and issues concerning the use of derivatives that the Client should understand. Derivative products are specialized instruments that require investment techniques and risk analysis different from those associated with stocks and bonds. The use of a derivative requires an understanding not only of the underlying instrument but also of the derivative itself. Derivatives require the maintenance of adequate controls to monitor the transactions entered into, the ability to assess the risk that a derivative adds to the portfolio and the ability to forecast Price or interest rate movements correctly. There is a possibility that loss may be sustained by the Portfolio as a result of the failure of another party (usually referred as the "counter party") to comply with the terms of the derivatives contract. Other risks in using derivatives include the risk of mispricing or improper valuation of derivatives and the inability of derivatives to correlate perfectly with underlying assets, rates and indices. Thus, derivatives are highly leveraged instruments. Even a small price movement in the underlying security could have a large impact on their value.
- f. The options buyer's risk is limited to the premium paid, while the risk of an options writer is unlimited. However, the gains of an options writer are limited to the premiums earned.
- g. The writer of a put option bears the risk of loss if the value of the underlying asset declines below the exercise price. The writer of a call option bears a risk of loss if the value of the underlying asset increases above the exercise price.
- h. Investments in index futures face the same risk as the investments in a portfolio of shares representing an index. The extent of loss is the same as in the underlying stocks.

**E. Risk associated with Arbitrage:**

The primary objective of the portfolio Manager is to identify investment opportunities and to exploit price discrepancies in various markets. Identification and exploitation of the strategies to be pursued by the Fund Manager involve uncertainty. No assurance can be given that Fund Manager will be able to locate investment opportunities or to correctly exploit price discrepancies in the capital markets. Reduction in mis-pricing opportunities between the cash market and Future and Options market may lead to lower level of activity affecting the returns. As the Scheme proposes to execute arbitrage transactions in various markets simultaneously, this may result in high portfolio turnover and, consequently, high transaction cost. There may be instances where the price spread between cash and derivative market is insufficient to meet the cost of carry. In such situations, the fund manager due to lack of opportunities in the derivative market may not be able to outperform liquid / money market funds. Though the constituent stocks of most indices are typically liquid, liquidity differs across stock. Due to heterogeneity in liquidity in the capital market segment, trades on this segment do not get implemented instantly. This often makes arbitrage expensive, risky and difficult to implement.



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**F. Risk associated with investments in mutual fund schemes:**

- a. Mutual funds and securities investments are subject to market risks and there is no assurance or guarantee that the objectives of the schemes will be achieved. The various factors which impact the value of the scheme's investments include, but are not limited to, fluctuations in markets, interest rates, prevailing political and economic environment, changes in government policy, tax laws in various countries, liquidity of the underlying instruments, settlement periods, trading volumes, etc.
- b. As with any securities investment, the NAV of the units issued under the schemes can go up or down, depending on the factors and forces affecting the capital markets.
- c. Past performance of the sponsors, asset management company (AMC)/fund does not indicate the future performance of the schemes of the fund.
- d. The Portfolio Manager shall not be responsible for liquidity of the scheme's investments which at times, be restricted by trading volumes and settlement periods. The time taken by the scheme for redemption of units may be significant in the event of an inordinately large number of redemption requests or of a restructuring of the schemes.
- e. The Portfolio Manager shall not be responsible, if the AMC/ fund does not comply with the provisions of SEBI (Mutual Funds) Regulations, 1996 or any other circular or acts as amended from time to time. The Portfolio Manager shall also not be liable for any changes in the offer document(s)/scheme information document(s) of the scheme(s), which may vary substantially depending on the market risks, general economic and political conditions in India and other countries globally, the monetary and interest policies, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally.
- f. The Portfolio Manager shall not be liable for any default, negligence, lapse error or fraud on the part of the AMC/the fund.
- g. While it would be the endeavor of the Portfolio Manager to invest in the schemes in a manner, which will seek to maximize returns, the performance of the underlying schemes may vary which may lead to the returns of this portfolio being adversely impacted.
- h. The scheme specific risk factors of each of the underlying schemes become applicable where the Portfolio Manager invests in any underlying scheme. Investors who intend to invest in this portfolio are required to and are deemed to have read and understood the risk factors of the underlying schemes.

**G. Risk arising out of Non-diversification**

- a. The investment according to investment objective of a Portfolio may result in concentration of investments in a specific security / sector/ issuer, which may expose the Portfolio to risk arising out of non-diversification. Further, the portfolio with investment objective to invest in a specific sector / industry would be exposed to risk associated with such sector / industry and its

performance will be dependent on performance of such sector / industry. Similarly, the portfolios with investment objective to have larger exposure to certain market capitalization buckets, would be exposed to risk associated with underperformance of those relevant market capitalization buckets. Moreover, from the style orientation perspective, concentrated exposure to value or growth stocks based on the requirement of the mandate/strategy may also result in risk associated with this factor.

**H. Risk arising out of investment in Associate and Related Party transactions**

- a. All transactions of purchase and sale of securities by portfolio manager and its employees who are directly involved in investment operations shall be disclosed if found having conflict of interest with the transactions in any of the client's portfolio.
- b. The Portfolio Manager may utilize the services of its group companies or associates for managing the portfolios of the client. In such scenarios, the Portfolio Manager shall endeavor to mitigate any potential conflict of interest that could arise while dealing with such group companies/associates by ensuring that such dealings are at arm's length basis.
- c. The Portfolios may invest in its Associates/ Related Parties relating to portfolio management services and thus conflict of interest may arise while investing in securities of the Associates/Related Parties of the Portfolio Manager. Portfolio Manager shall ensure that such transactions shall be purely on arms' length basis and to the extent and limits permitted under the Regulations. Accordingly, all market risk and investment risk as applicable to securities may also be applicable while investing in securities of the Associates/Related Parties of the Portfolio Manager.

**I. Management and Operational risks**

**I. Reliance on the Portfolio Manager**

- a. The success of the PMS will depend to a large extent upon the ability of the Portfolio Manager to source, select, complete and realize appropriate investments and also reviewing the appropriate investment proposals. The Portfolio Manager shall have considerable latitude in its choice of Portfolio Entities and the structuring of investments. Furthermore, the team members of the Portfolio Manager may change from time to time. The Portfolio Manager relies on one or more key personnel and any change/removal of such key personnel may have material adverse effect on the returns of the Client.
- b. The investment decisions made by the Portfolio Manager may not always be profitable.
- c. Investments made by the Portfolio Manager are subject to risks arising from the investment objectives, Investment Approach, investment strategy and asset allocation.
- d. Exit Load: Client may have to pay a high Exit Load to withdraw the funds/Portfolio (as stipulated in the Agreement with the Client). In addition, they may be restricted / prohibited from transferring any of the interests, rights or obligations with regard to the Portfolio except as may

be provided in the Agreement and in the Regulations.

- e. Non-diversification risks: This risk arises when the Portfolio is not sufficiently diversified by investing in a wide variety of instruments.
- f. No Guarantee: Investments in Securities are subject to market risks and the Portfolio Manager does not in any manner whatsoever assure or guarantee that the objectives will be achieved. Further, the value of the Portfolio may increase or decrease depending upon various market forces and factors affecting the capital markets such as delisting of Securities, market closure, relatively small number of scrips accounting for large proportion of trading volume. Consequently, the Portfolio Manager provides no assurance of any guaranteed returns on the Portfolio.
- g. Ongoing risk profiling risk: The Client would be subject to ongoing risk profiling in accordance with the Regulation. If in case during such ongoing risk profiling, it is found that the Client is not suitable for the investments in Securities or doesn't have risk appetite, the Portfolio Manager may terminate the Agreement with the Client.

**J. India-related Risks**

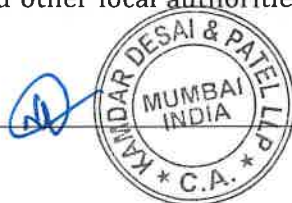
- a. Political, economic and social risks: Political instability or changes in the government could adversely affect economic conditions in India generally and the Portfolio Manager's business in particular. The Portfolio Entity's business may be affected by interest rates, changes in government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India.

Since 1991, successive governments have pursued policies of economic liberalization and financial sector reforms. Nevertheless, the government has traditionally exercised and continues to exercise a significant influence over many aspects of the economy. Moreover, there can be no assurance that such policies will be continued and a change in the government's economic liberalization and deregulation policies in the future could affect business and economic conditions in India and could also adversely affect the Portfolio Manager's financial condition and operations. Future actions of the Indian central government or the respective Indian state governments could have a significant effect on the Indian economy, which could adversely affect private sector companies, market conditions, prices and yields of the Portfolio Entity/ies.

Inflation and rapid fluctuations in inflation rates have had, and may have, negative effects on the economies and securities markets of the Indian economy. International crude oil prices and interest rates will have an important influence on whether economic growth targets in India will be met. Any sharp increases in interest rates and commodity prices, such as crude oil prices, could reactivate inflationary pressures on the local economy and negatively affect the medium-term economic outlook of India.

**K. Legal and Tax risks:**

Tax risks: Clients/ Investors are subject to a number of risks related to tax matters. In particular, the tax laws relevant to the Client Portfolio are subject to change, and tax liabilities could be incurred by the Clients/ Investors as a result of such change. The government of India, state governments and other local authorities in India impose various taxes, duties and other levies



that could affect the performance of the Portfolio Entities. The tax consequences of an investment in the Portfolio Entities are complex, and the full tax impact of an investment in the Portfolio Entities will depend on circumstances particular to each Client/ Investor. Furthermore, the tax laws in relation to the Client Portfolio are subject to change, and tax liabilities could be incurred by Client as a result of such changes. Alternative tax positions adopted by the income tax authorities could also give rise to incremental tax liabilities in addition to the tax amounts already paid by the Client/Investors. An increase in these taxes, duties or levies, or the imposition of new taxes, duties or levies in the future may have a material adverse effect on the Client Portfolio's profitability.

- b. **Bankruptcy of Portfolio Entity:** Various laws enacted for the protection of creditors may operate to the detriment of the PMS if it is a creditor of a Portfolio Entity that experience financial difficulty. For example, if a Portfolio Entity becomes insolvent or files for bankruptcy protection, there is a risk that a court may subordinate the Portfolio Investment to other creditors. If the PMS/Client holds equity securities in any Portfolio Entity that becomes insolvent or bankrupt, the risk of subordination of the PMS's/Client's claim increases.
- c. **Change in Regulation:** Any change in the Regulation and/or other Applicable Laws or any new direction of SEBI may adversely impact the operation of the PMS.

**L. Risk pertaining to Investments**

**I. Investment in Securities/Instruments**

- a. The Client Portfolio may comprise of investment in unlisted securities, fixed income securities, debt securities/products and in case of such securities, the Portfolio Manager's ability to protect the investment or seek returns or liquidity may be limited.
- b. In case of in-specie distribution of the Securities by the Portfolio Manager upon termination or liquidation of the Client Portfolio, the same could consist of such Securities for which there may not be a readily available public market. Further, in such cases the Portfolio Manager may not be able transfer any of the interests, rights or obligations with respect to such Securities except as may be specifically provided in the agreement with Portfolio Entities. If an in-specie distribution is received by the Client from the Portfolio Manager, the Client may have restrictions on disposal of assets so distributed and consequently may not be able to realize full value of these assets.
- c. Some of the Portfolio Entities in which the Portfolio Manager will invest may get their Securities listed with the stock exchange after the investment by the Portfolio Manager. In connection with such listing, the Portfolio Manager may be required to agree not to dispose of its securities in the Portfolio Entity for such period as may be prescribed under the Applicable Law, or there may be certain investments made by the Portfolio Manager which are subject to a statutory period of non-disposal or there may not be enough market liquidity in the security to effect a sale and hence Portfolio Manager may not be able to dispose of such investments prior to completion of such prescribed regulatory tenures and hence may result in illiquidity.
- d. The Client Portfolio may be invested in listed securities and as such may be subject to the market risk associated with the vagaries of the capital market.

The Portfolio Manager may also invest in portfolio entity/ies which are investment vehicles like mutual funds/trusts. Such investments may present greater opportunities for growth but also carry a greater risk than is usually associated with investments in listed securities or in the securities of established companies, which often have a historical record of performance. Provided investments in mutual funds shall be through direct plans only.

## 7. Nature of expenses

### (i) Investment management and advisory fees:-

The following are the general costs and expenses to be borne by the Clients availing the services of the Portfolio Manager. However, the exact nature of expenses relating to each of the following services is annexed to the Agreement in respect of each of the services provided.

- a) **Management fee:** The management fee relates to the portfolio management services offered to the Clients. The fee may be a fixed charge or a percentage upto 3% (three percent) per annum of the quantum of the funds being managed as agreed in the Agreement.
- b) **Advisory fees:** The advisory fees relates to the advisory services offered by the Portfolio Manager to the client. The fee may be a fixed charge or a percentage upto 35% (thirty -five percent) relates to the share of profits charged by the Portfolio Manager of the quantum of the funds being advised as agreed in the Agreement.
- c) **Performance fee:** The performance fee relates to the share of profits charged by the Portfolio Manager, subject to hurdle rate (if any) and high water mark principle as per the details provided in the Agreement. The fee may be a upto 35% (thirty-five percent) relates to the share of profits charged by the Portfolio Manager.  
**High Water Mark Principle:** High Water Mark shall be the highest value that the portfolio/account has reached. Value of the portfolio for computation of high watermark shall be taken to be the value on the date when performance fees are charged. For the purpose of charging performance fee, the frequency shall not be less than quarterly. The portfolio manager shall charge performance-based fee only on increase in portfolio value in excess of the previously achieved high water mark. With regard to the management fees linked to portfolio returns achieved, the terms will be decided as per the Client agreement.
- d) **Custodian fee:**  
The Portfolio Manager may appoint suitable Custodian-Cum Clearing agents, fund accountant, and depository participants for custody of securities and settlement of trades. The Custody charges will be based on the assets under management and the said charges shall not exceed 50 basis points per annum of the market value of such securities, without the prior permission of the Client. The Charges relating to opening and operation of dematerialized accounts, custody and transfer charges of shares, bonds and units, dematerialized, rematerialized and other charged in connection with the operation and Management of the depository accounts.
- e) **Registrar and Transfer Agent Fee:**  
Such fee are subjected to negotiation by the Portfolio Manager with registrar and transfer agents, such cost includes charges payable to registrar and transfer agent in connection with effecting transfer of securities and bonds including stamp charges, cost of affidavits', notary charges, postal stamps and couriers charges.
- f) **Brokerage and Transaction Cost:**  
These will be incurred on the purchase and sale of Securities. It is clarified that the purchase and sale prices of Securities will be inclusive of the market rates of the Securities, the brokerage

charges and related transaction costs, including stamp fees, if any. The Charges under this head are not expected to exceed 1 % per transaction.

g) **Certification and Professional charges**

Charges payable for outsourced, professional services like accounting, taxation and legal services, notarization etc. for certification, attestations required by banker or regulatory authorities.

h) **Fees, Exit Load & charges in respect of Investment in Mutual Fund**

Mutual Funds shall be recovering expense or management fee, exit load and other incidental expenses along with GST, if any, on such recoveries and such fee, entry /exit load and charges including GST on such recoveries shall be paid to the asset management companies of these mutual funds on the Client accounts. Such fees and charges are in addition to the portfolio management fee described above.

i) **Any other Incidental or ancillary Expenses:**

Charges in connection with the courier expenses, stamp duty, GST, postal, telegraphic, opening & operations of bank accounts etc.

j) **Exit Load:** The Portfolio Manager may charge early withdrawal fee as a percentage of the Portfolio /withdrawn Portfolio as per the terms and conditions of a particular Product as agreed in the Agreement.

Such termination fee / exit fees applicable on partial and Complete withdrawals. In case client portfolio is redeemed in part or full, the exit load charged shall be as under:

In the first year of investment, maximum of 3% of the amount redeemed.

In the second year of investment, maximum of 2% of the amount redeemed.

In the third year of investment, maximum of 1% of the amount redeemed.

After a period of three years from the date of investment, No exit load.

k) **Other fees and expenses:**

The Portfolio Manager may incur the following expenses which shall be charged/reimbursed by the Client:

- i. Transaction expenses including, but not limited to, statutory fees, documentation charges, statutory levies, stamp duty, registration charges, commissions, charges for transactions in Securities, custodial fees, fees for fund accounting, valuation charges, audit and verification fees, depository charges, and other similar or associated fees, charges and levies, legal fees, incidental expenses etc.;
- ii. Legal and statutory expenses including litigation expenses, if any, in relation to the Portfolio;
- iii. Statutory taxes and levies, if any, payable in connection with the Portfolio;

- iv. Valuation expenses, valuer fees, audit fees, levies and charges;
- v. All other costs, expenses, charges, levies, duties, administrative, statutory, revenue levies and other incidental costs, fees, expenses not specifically covered above, whether agreed upon in the Agreement or not, arising out of or in the course of managing or operating the Portfolio.
- vi. Operating expenses excluding brokerage, over and above the fees charged for the Portfolio Management Services shall not exceed 0.50% per annum of the Clients average daily AUM.

Provided the Portfolio Manager shall not charge any up-front fees to the Client whether directly or indirectly. Notwithstanding the above, the Portfolio Manager may charge up-front costs and expenses so attributable to the Client in terms of the Agreement.

It may be noted that the exact charge may vary depending upon the time and the exact nature of the services that is provided to Clients in accordance with the Agreement.

#### **Applicable to all Clients:**

Actual fees and expenses payable by the Client to the Portfolio Manager for the discretionary portfolio management services will be as per the Agreement. The Portfolio Manager may also charge any other type of fees (wherever permissible).

The Portfolio Manager shall deduct directly from the account of the Client all the fees/costs as specified in the Agreement. Other expenses which could be attributable to the Portfolio Manager would also be directly deducted and the Client would be sent a statement for the same.

The fees charged for rendering portfolio management services do not guarantee or assure, either directly or indirectly, any return on the investment made by the Client.

The fee so charged may be a fixed fee or a return based fee or a combination of both, as agreed in the Agreement.

The aforesaid fees/ charges shall be subject to the restrictions/ limits prescribed by SEBI under the Regulations.

Notes:-

- Any revision in the charges shall be made after obtaining prior permission from the Client.
- Any service not quoted above will be charged separately.
- GST and other statutory charges applicable will also be levied separately.
- Auditing fees as per actual.
- These estimates have been made in good faith by Portfolio Manager. Estimates are subject to change as per actual expenses incurred.

**8. Taxation**

**A. General**

The following information is based on the tax laws in force in India as of the date of this Disclosure Document and reflects the Portfolio Manager’s understanding of applicable provisions. The tax implications for each Client may vary significantly based on residential status and individual circumstances. As the information provided is generic in nature, Clients are advised to seek guidance from their own tax advisors or consultants regarding the tax treatment of their income, losses, and expenses related to investments in the portfolio management services. The Client is responsible for meeting advance tax obligations as per applicable laws.

The Finance Act, 2025, has provided an option to Individuals and HUF for payment of taxes at the following reduced rates from Assessment Year 2026-2027 and onwards:

Type Age Bracket	Old Regime			New Regime	
	< 60 Yrs	60 - 80 Yrs	>80 Yrs	All Age Groups of Individuals	
Total Income (INR)	Rate*	Rate	Rate	Total Income (INR)	Rate
Up to 250000	NIL	NIL	NIL	Up to 400000	NIL
From 250,001 to 300000	5%	NIL	NIL	From 400001 to 800000	5%
From 300,001 to 500000	5%	5%	NIL	From 800001 to 1200000	10%
From 500,001 to 10,00,000	20%	20%	20%	From 1200001 to 1600000	15%
Above 10,00,001	30%	30%	30%	From 1600001to 2000000	20%
				From 2000001 to 2400000	25%
				Above 2400000	30%

The summary below provides general information on Indian Income-tax implications but is neither intended to be a complete discussion of all tax implications, nor does it purport to be a complete description of all potential tax costs, tax incidence and risks inherent on the acquisition, ownership and sale of Indian securities.

In addition, the comments herein are not binding on the Indian tax authorities and there can be no assurance that the authorities will not take a position contrary to any of the comments herein. It is emphasized that neither the Portfolio Manager nor any other person involved in the preparation of this document accepts responsibility for any tax effects or liabilities resulting from the purchase, ownership or disposition of the Indian securities. Prospective investors should consult their own tax advisors concerning their individual tax consequences of their particular situations.

General Taxation: The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year, as well as the nature of the income earned. The Indian tax year runs from April 1 until March 31. A person



who is an Indian tax resident is liable to taxation in India on his worldwide income, subject to certain tax exemptions, which are afforded under the provisions of the IT Act. A person who is treated as non-resident for Indian income-tax purposes is generally subject to tax in India only on such persons India sourced income.

Section 90(2) of the IT Act provides that where the Government of India has entered into an agreement with the Government of any country outside India or specified territory outside India (where the taxpayer is a resident) for granting relief of tax or avoidance of double taxation, the taxpayer may opt to be taxed as per provisions of the IT Act or the tax treaty/DTAA, whichever is more beneficial

This chapter does not discuss the tax implications applicable to the non-resident Investors under a beneficial DTAA [Section 90(2) of the IT Act], which would need to be analysed separately based on the specific facts.

The Indian government has deposited the ratified Multilateral Instrument (“MLI”) to implement tax treaty related measures to prevent Base Erosion and Profit Shifting (“BEPS”) on 25 June 2019 with Organization for Economic Co-operation and Development (“OECD”) India has notified 93 tax treaties in its ratification and accordingly, India’s tax treaties with such countries will include MLI provisions with effect from 1 April 2020.

This chapter does not discuss the impact of MLI on the claim of beneficial tax treatment under DTAA by a non-resident Investor. The same would need to be analyzed separately based on the specific facts, where applicable. Further, the tax rates mentioned herein are exclusive of applicable surcharge and cess, unless specified otherwise.

## **B. Tax deducted at source**

In the case of resident clients, the income arising by way of dividend, interest on securities, income from units of mutual fund, etc. from investments made in India are subject to the provisions of tax deduction at source (TDS). Residents without Permanent Account Number (PAN) are subjected to a higher rate of TDS.

In the case of non-residents, any income received or accrues or arises; or deemed to be received or accrue or arise to him in India is subject to the provisions of tax deduction at source under the IT Act. The authorized dealer is obliged and responsible to make sure that all such relevant compliances are made while making any payment or remittances from India to such non-residents. Also, if any tax is required to be withheld on account of any future legislation, the Portfolio Manager shall be obliged to act in accordance with the regulatory requirements in this regard. Non-residents without PAN or tax residency certificate (TRC) of the country of his residence are currently subjected to a higher rate of TDS.

**C. Capital Gain**

- (i) As per Section 45 of the IT Act, any profits or gains arising from the transfer of capital assets are chargeable to income- tax under the head 'capital gain'. Section 48 of the IT Act provides that income chargeable as Capital Gain is the difference between the full value of the consideration received or accrued on the transfer and the cost of acquisition of such asset plus expenditure in relation to such transfer (indexed in case the shares, being listed shares are held for more than 12 months and purchased in INR). Unlisted shares if not held for more than 24 months will be a short term capital asset and therefore not eligible for indexation

Capital gains should be taxable in the hands of Indian resident Investors at the rates mentioned in the table below:

TYPE OF INSTRUMENT	LONG-TERM CAPITAL GAINS	SHORT-TERM CAPITAL GAINS
(i) Equity shares listed on a recognized stock exchange; or (ii) Units of equity-oriented fund; or (iii) Units of a business trust on which STT has been paid	12.5% (without indexation) Gains up to INR 1,25,000 exempt from tax.	20%
Listed bonds or listed debentures	12.5% (without indexation)	Taxed at the rate applicable for ordinary income. (with the maximum base tax rate being 30%)
Listed shares and STT has not been paid	12.5% (without indexation)	Taxed at the rate applicable for ordinary income. (with the maximum base tax rate being 30%)
Unlisted securities (other than unlisted bonds and unlisted debentures)	12.5% (without indexation)	Taxed at the rate applicable for ordinary income. (with+- the maximum base tax rate being 30%)
Units of mutual fund	12.5% (without indexation)	Taxed at the rate applicable for ordinary income. (with the maximum base tax rate being

TYPE OF INSTRUMENT	LONG-TERM CAPITAL GAINS	SHORT-TERM CAPITAL GAINS 30%)
Specified Mutual Fund, Market Linked Debenture or Unlisted bonds or unlisted debentures under Section 50AA of the ITA (Note 1)	Deemed short term capital gain (independent of period of holding) and shall be taxable as ordinary rate. (with the maximum base tax rate being 30%)	

Gains on sale of securities would be taxed as under in the case of non-resident investors

TYPE OF INSTRUMENT	LONG-TERM CAPITAL GAINS	SHORT-TERM CAPITAL GAINS
(i) Equity shares listed on a recognized stock exchange; or (ii) units of equity oriented mutual fund; or (iii) units of business trust on which STT has been paid.	12.5% Gains up to INR 1,25,000 exempt from tax.	20%
Listed bonds or listed debentures or listed shares on which STT is not paid	12.5%	35% (in case of corporates) / 30% (others and FPIs)
Unlisted securities (other than unlisted bonds and unlisted debentures)	12.5%	35% (in case of corporates) / 30% (others and FPIs)
Units of mutual fund	12.5%	35% (in case of corporates) / 30% (others and FPIs)
Specified Mutual Fund, Market Linked Debenture or Unlisted bonds or unlisted debentures under Section 50AA of the ITA (Note 1 above)	Deemed short term capital gain (independent of period of holding) and shall be taxable as ordinary rate. 35% (in case of corporates) / 30% (others and FPIs)	

### Period of Holding

The details of period of holding for different capital assets for the purpose of determining long term or short term capital gains are explained hereunder:

Securities	Period Holding of	Characterization
Listed Securities (other than unit) and unit of equity oriented mutual funds, unit of UTI, zero coupon bonds	More than twelve (12) months	Long-term capital asset
	Twelve (12) months or less	Short-term capital asset
Unlisted shares of a company	More than twenty-four (24) months	Long-term capital asset
	Twenty-four (24) or less	Short-term capital asset
Other Securities (other than Specified Mutual Fund or Market Linked Debenture acquired on or after 1 April 2023; or unlisted bond or unlisted debenture)	More than twenty-four (24) months	Long-term capital asset
	Twenty-four (24) or less	Short-term capital asset
Specified Mutual Fund or Market Linked Debenture acquired on or after 1 April 2023	Any period	Short-term capital asset
Unlisted bond or unlisted debenture		Long-term capital asset
	Any period	Short-term capital asset

- Definition of Specified Mutual Fund:

Before 1st April 2025:

*“Specified Mutual Fund” means a Mutual Fund by whatever name called, where not more than thirty-five per cent of its total proceeds is invested in the equity shares of domestic companies.*

On and after 1st April 2025:

**"Specified Mutual Fund"** means, --

- (a) a Mutual Fund by whatever name called, which invests more than sixty-five per cent. of its total proceeds in debt and money market instruments; or
- (b) a fund which invests sixty-five per cent. or more of its total proceeds in units of a fund referred to in sub-clause (a).

- Definition of debt and money market instruments:

**"debt and money market instruments"** shall include any securities, by whatever name called, classified or regulated as debt and money market instruments by the Securities and Exchange Board of India.

- Definition of Market Linked Debenture:

**"Market Linked Debenture"** means a security by whatever name called, which has an underlying principal component in the form of a debt security and where the returns are linked to the market returns on other underlying securities or indices, and includes any security classified or regulated as a market linked debenture by SEBI.

**D. Profits and gains of business or profession**

If the Securities under the portfolio management services are regarded as business/trading asset, then any gain/loss arising from sale of such Securities would be taxed under the head "Profits and Gains of Business or Profession" under section 28 of the IT Act. The gain/ loss is to be computed under the head "Profits and Gains of Business or Profession" after allowing normal business expenses (inclusive of the expenses incurred on transfer) according to the provisions of the IT Act.

Interest income arising on Securities could be characterized as 'Income from other sources' or 'business income' depending on facts of the case. Any expenses incurred to earn such interest income should be available as deduction, subject to the provisions of the IT Act.

**E. Losses under the head capital gains/business income**

In terms of section 70 read with section 74 of the IT Act, short term capital loss arising during a year can be set-off against short term as well as long term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during the subsequent 8 assessment years. A long-term capital loss arising during a year is allowed to be set-off only against long term capital gains. Balance loss, if any, shall be carried forward and set-off against long term capital gains arising during the subsequent 8 assessment years.

Business loss is allowed to be carried forward for 8 assessment years and the same can be set off against any business income.

- F.** Interest Income: Classification of interest income is a matter of dispute with contradicting judicial precedents. Whether interest income would be assessable as business income or income from other sources would depend upon the nexus it has with the taxpayer's business. Interest income is taxable at the ordinary rate of tax applicable to the respective investors i.e., at the rate ranging from 22% to 30% for Indian resident corporate investors, 30% for partnerships and at the applicable slab rates for individual investors.

Income-tax provisions applicable to Non-residents in respect of receipt of income from fixed Income products are summarized below:

- (a) In terms of Section 115A of the IT Act, interest on monies borrowed in foreign currency (other than interest referred to in subsequent paragraphs) is taxable at the rate of 20% (subject to any Tax Treaty benefit).
- (b) In terms of Section 115AB of the IT Act, income of an assessee, being an overseas financial organization (Offshore Fund) by way of income received in respect of units purchased in foreign currency or income by way of long term capital gains arising on transfer of units purchased in foreign currency is taxed at the rate of 10%, subject to Tax Treaty benefit, if any and income by way of long term capital gains arising on transfer of units purchased in foreign currency is taxed at 12.50% subject to Tax Treaty benefit, if any. The payor is required to withhold the applicable taxes. No deduction shall be allowed against this income u.s 28 to s. 44C or s. 57(i) or 57(iii) or Chapter VI-A. No indexation shall be allowed on LTCG arising on transfer of units.
- (c) In terms of Section 115AC of the IT Act, income of non-resident by way of interest on bonds of an Indian Company issued in accordance with the notified scheme i.e. 'Issue of Foreign Currency Exchangeable Bonds Scheme, 2008'/'Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993/ Depository Receipts Scheme 2014' or on bonds of public sector company sold by the government and purchased by the investor in foreign currency or income by way of dividends on GDR is taxed at the rate of 10%, subject to Tax Treaty benefit, if any and any income by way of long term capital gains arising on transfer of above bonds or GDR's will be taxed at the rate of 12.5% subject to Tax Treaty benefit, if any. The payor is required to withhold the applicable taxes.
- (d) In terms of Section 115AD of the IT Act, income of a Foreign Institutional Investor/ Foreign Portfolio Investors received in respect of securities (other than units referred in Section 115AB) as defined under the Securities Contracts (Regulations) Act, 1956 is taxed at the rate of 20% subject to Tax Treaty benefit, if any.
- (e) Any interest (other than above) on loan received in India currency is taxable at 35% in case of corporate investors and 30% in case of non-corporate (subject to Tax Treaty benefit, if any).

#### G. General Anti Avoidance Rules (GAAR)

GAAR may be invoked by the Indian income-tax authorities in case arrangements are found to be impermissible avoidance arrangements. A transaction can be declared as an impermissible avoidance arrangement, if the main purpose of the arrangement is to obtain a tax benefit and which satisfies one of the 4 (four) below mentioned tainted elements:

- The arrangement creates rights or obligations which are ordinarily not created between parties dealing at arm's length;
- It results in directly / indirectly misuse or abuse of the IT Act;
- It lacks commercial substance or is deemed to lack commercial substance in whole or in part; or
- It is entered into, or carried out, by means, or in a manner, which is not normally employed for bona fide purposes.

In such cases, the tax authorities are empowered to reallocate the income from such arrangement, or recharacterize or disregard the arrangement. Some of the illustrative powers are:

- Disregarding or combining or recharacterizing any step in, or a part or whole of the arrangement;
- Ignoring the arrangement for the purpose of taxation law;
- Relocating place of residence of a party, or location of a transaction or situation of an asset to a place other than provided in the arrangement;
- Looking through the arrangement by disregarding any corporate structure; or
- Recharacterizing equity into debt, capital into revenue, etc.

The GAAR provisions would override the provisions of a treaty in cases where GAAR is invoked. The necessary procedures for application of GAAR and conditions under which it should not apply, have been enumerated in Rules 10U to 10UC of the Income-tax Rules, 1962. The Income-tax Rules, 1962 provide that GAAR should not be invoked unless the tax benefit in the relevant year does not exceed INR 3 crores.

On 27 January 2017, the CBDT has issued clarifications on implementation of GAAR provisions in response to various queries received from the stakeholders and industry associations. Some of the important clarifications issued are as under:

- Where tax avoidance is sufficiently addressed by the Limitation of Benefit Clause (LOB) in a tax treaty, GAAR should not be invoked.
- GAAR should not be invoked merely on the ground that the entity is located in a tax efficient jurisdiction.
- GAAR is with respect to an arrangement or part of the arrangement and limit of INR 3 crores cannot be read in respect of a single taxpayer only.

#### H. FATCA Guidelines

According to the Inter-Governmental Agreement read with the Foreign Account Tax Compliance Act (FATCA) provisions and the Common Reporting Standards (CRS), foreign financial institutions in India are required to report tax information about US account holders and other

account holders to the Indian Government. The Indian Government has enacted rules relating to FATCA and CRS reporting in India. A statement is required to be provided online in Form 61B for every calendar year by 31 May. The reporting financial institution is expected to maintain and report the following information with respect to each reportable account:

- (a) the name, address, taxpayer identification number and date and place of birth;
- (b) where an entity has one or more controlling persons that are reportable persons:
  - (i) the name and address of the entity, TIN assigned to the entity by the country of its residence; and
  - (ii) the name, address, date of birth, place of birth of each such controlling person and TIN assigned to such controlling person by the country of his residence.
- (c) account number (or functional equivalent in the absence of an account number);
- (d) account balance or value (including, in the case of a cash value insurance contract or annuity contract, the cash value or surrender value) at the end of the relevant calendar year; and
- (e) the total gross amount paid or credited to the account holder with respect to the account during the relevant calendar year.

Further, it also provides for specific guidelines for conducting due diligence of reportable accounts, viz. US reportable accounts and other reportable accounts (i.e. under CRS).

**I. Goods and Services Tax on services provided by the portfolio manager**

Goods and Services Tax (GST) will be applicable on services provided by the Portfolio Manager to its Clients. Accordingly, GST at the rate of 18% would be levied on fees if any, payable towards portfolio management fee.

J. Securities Transaction Tax ("STT") - As discussed above the concessional rate for short term capital gains and long-term capital gains would be applicable only if the sale / transfer of the equity shares takes place on a recognized stock exchange in India. All transactions entered on a recognised stock exchange in India will be subject to STT levied on the transaction value at the applicable rates.

The rates of STT are as follows: -

Sr No	Nature of taxable securities	STT Rates %	Payable by
1(a)	Purchase of an equity share in a company where the transaction is entered into in a recognized stock exchange and the contract is settled by actual delivery or transfer of such shares	0.1	Purchaser
1(b)	Purchase of a unit of an equity-oriented fund where the transaction is entered into in a recognized stock exchange and the contract is settled by actual delivery or transfer of such units	NIL	Purchaser

2(a)	Sale of an equity share in a company where the transaction is entered into in a recognized stock exchange and the contract is settled by actual delivery or transfer of such shares	0.1	Seller
2(b)	Sale of a unit of an equity-oriented fund where the transaction is entered into in a recognized stock exchange and the contract is settled by actual delivery or transfer of such units	0.001	Seller
3	Sale of an equity share in a company/ unit of an equity-oriented fund where the transaction is entered into in a recognized stock exchange and the contract is settled otherwise than by actual delivery or transfer of shares/ units.	0.025	Seller
4(a)	Sale of an option in securities (STT will be payable on the option premium)	0.1	Seller
4(b)	Sale of an option in securities where the option is exercised (STT will be payable on the settlement price)	0.125	Purchaser
4(c)	Sale of a future in securities	0.02	Seller

The amount of STT paid in respect of the taxable securities transactions entered into in the course of a business during the previous year can be claimed as deduction, if the income arising from such taxable securities transactions is included in the income computed under the head **Profits and gains from business and profession [Section 36(1)(xv)]**.

#### **K. Rate of surcharge**

The above rates of income-tax in this document shall be increased by the following surcharge on income-tax and education cess on income-tax and surcharge.

As per the Finance Act, 2021 with effect from 1 April 2021	Surcharge on income-tax	Education Cess on income-tax and surcharge
Rate of surcharge on Indian companies with income exceeding INR 10 million but less than INR 100 million	7%	4%
Rate of surcharge on Indian companies with income exceeding INR 100 million	12%	4%
Resident companies opting for taxation under section 115BAA and section 115BAB	10%	4%
Rate of surcharge on Foreign companies with income exceeding INR 10 million but less than INR 100 million	2%	4%
Rate of surcharge on Foreign companies with income exceeding INR 100 million	5%	4%
Rate of surcharge on Partnership firm / LLP with income exceeding INR 10 million	12%	4%

Individuals / HUF / AOP / BOI: where the total income exceeds INR 5 Million / 10 Million / 20 Million / 50 Million (Please refer to the note below)	10% / 15% /25% /37%	4%
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Note: The enhanced rates of surcharge (essentially the 25% and 37% rate of surcharge applicable for income greater than INR 20 million and INR 50 million respectively), shall not apply for dividend income, capital gain arising to FII on transfer of any securities and in case of capital gains arising on an on-market transfer of the following securities (where applicable securities transaction tax has been paid) as referred to in section 111A and 112A of the ITA:

- Equity shares
- Units of an equity-oriented fund
- Units of a Real Estate Investment Trust (REIT) or Infrastructure Investment Trust (InvIT)

Further, as per the Finance Bill, 2022, the surcharge for tax on all form of long term capital gain shall be capped to 15%.

The Finance Act, 2023 has mentioned that the rate of surcharge shall be capped @ 25% for persons opting for the new tax regime.



## **9. Accounting policies**

Following accounting policies are followed for the portfolio investments of the Client:

### **A. Client Accounting**

- (1) The Portfolio Manager shall maintain a separate Portfolio record in the name of the Client in its book for accounting the assets of the Client and any receipt, income in connection therewith as provided under Regulations. Proper books of accounts, records, and documents shall be maintained to explain transactions and disclose the financial position of the Client's Portfolio at any time.
- (2) The books of account of the Client shall be maintained on an historical cost basis.
- (3) Transactions for purchase or sale of investments shall be recognised as of the trade date and not as of the settlement date, so that the effect of all investments traded during a Financial Year are recorded and reflected in the financial statements for that year.
- (4) All expenses will be accounted on due or payment basis, whichever is earlier.
- (5) The cost of investments acquired or purchased shall include brokerage, stamp charges and any charges customarily included in the broker's contract note. In respect of privately placed debt instruments any front-end discount offered shall be reduced from the cost of the investment. Sales are accounted based on proceeds net of brokerage, stamp duty, transaction charges and exit loads in case of units of mutual fund. Securities transaction tax, demat charges and Custodian fees on purchase/ sale transaction would be accounted as expense on receipt of bills. Transaction fees on unsettled trades are accounted for as and when debited by the Custodian.
- (6) Tax deducted at source (TDS) shall be considered as withdrawal of portfolio and debited accordingly.

### **B. Recognition of portfolio investments and accrual of income**

- (7) In determining the holding cost of investments and the gains or loss on sale of investments, the "first in first out" (FIFO) method will be followed.
- (8) Unrealized gains/losses are the differences, between the current market value/NAV and the historical cost of the Securities. For derivatives and futures and options, unrealized gains and losses will be calculated by marking to market the open positions.
- (9) Dividend on equity shares and interest on debt instruments shall be accounted on accrual basis. Further, mutual fund dividend shall be accounted on receipt basis.
- (10) Bonus shares/units to which the security/scrip in the portfolio becomes entitled will be recognized only when the original share/scrip on which bonus entitlement accrues are traded on

the stock exchange on an ex-bonus basis.

- (11) Similarly, right entitlements will be recognized only when the original shares/security on which the right entitlement accrues is traded on the stock exchange on the ex-right basis.
- (12) In respect of all interest-bearing Securities, income shall be accrued on a day-to-day basis as it is earned.
- (13) Where investment transactions take place outside the stock exchange, for example, acquisitions through private placement or purchases or sales through private treaty, the transactions shall be recorded, in the event of a purchase, as of the date on which the scheme obtains an enforceable obligation to pay the price or, in the event of a sale, when the scheme obtains an enforceable right to collect the proceeds of sale or an enforceable obligation to deliver the instruments sold.

#### C. Valuation of portfolio investments

- (14) Investments in listed equity shall be valued at the last quoted closing price on the stock exchange. When the Securities are traded on more than one recognised stock exchange, the Securities shall be valued at the last quoted closing price on the stock exchange where the security is principally traded. It would be left to the portfolio manager to select the appropriate stock exchange, but the reasons for the selection should be recorded in writing. There should, however, be no objection for all scrips being valued at the prices quoted on the stock exchange where a majority in value of the investments are principally traded. When on a particular valuation day, a security has not been traded on the selected stock exchange, the value at which it is traded on another stock exchange may be used. When a security is not traded on any stock exchange on a particular valuation day, the value at which it was traded on the selected stock exchange or any other stock exchange, as the case may be, on the earliest previous day may be used provided such date is not more than thirty days prior to the valuation date.
- (15) Investments in units of a mutual fund are valued at NAV of the relevant scheme. Provided investments in mutual funds shall be through direct plans only.
- (16) Debt Securities and money market Securities shall be valued as per the prices given by third party valuation agencies or in accordance with guidelines prescribed by Association of Portfolio Managers in India (APMI) from time to time.
- (17) Unlisted equities are valued at prices provided by independent valuer appointed by the Portfolio Manager basis the International Private Equity and Venture Capital Valuation (IPEV) Guidelines on a semi-annual basis.
- (18) In case of any other Securities, the same are valued as per the standard valuation norms applicable to the mutual funds.

The Investor may contact the customer services official of the Portfolio Manager for the purpose of clarifying or elaborating on any of the above policy issues.

The Portfolio Manager may change the valuation policy for any particular type of security

consequent to any regulatory changes or change in the market practice followed for valuation of similar Securities. However, such changes would be in conformity with the Regulations.

## 10. Investors services

The Portfolio Manager seeks to provide the Clients a high standard of service. The Portfolio Manager is committed to put in place and upgrade on a continuous basis the systems and procedures that will enable effective servicing through the use of technology. The Client servicing essentially involves:

- (a) Reporting portfolio actions and client statement of accounts at pre-defined frequency;
  - (b) Attending to and addressing any client query with least lead time;
  - (c) Ensuring portfolio reviews at predefined frequency.
- (i) **Name, address and telephone number of the investor relation officer who shall attend to the investor queries and complaints:**

Name	Mr. Jayesh Mendadkar
Correspondence Address	Unit No.1406, B Wing 14 <sup>th</sup> Floor, Parinee Crescenzo, G Block, Band KurlaComplex, Bandra (East), Mumbai – 400051, Maharashtra, India
Telephone No.	+91 022-68858717
Email id	<a href="mailto:investorservices@alphagrepim.com">investorservices@alphagrepim.com</a>

(ii) **Grievance redressal and dispute settlement mechanism:**

The aforesaid personnel of the Portfolio Manager shall attend to and address any Client query/concern/grievance at the earliest. It is mandatory for the client having grievance to take up the matter directly with the Portfolio Manager. The Portfolio Manager will ensure that this official is vested with the necessary authority and independence to handle Client complaints. The aforesaid official will immediately identify the grievance and take appropriate steps to eliminate the causes of such grievances to the satisfaction of the Client. Effective grievance management would be an essential element of the Portfolio Manager's portfolio management services and the aforesaid official may adopt the following approach to manage grievance effectively and expeditiously:

1. **Quick action** – As soon as any grievance comes to the knowledge of the aforesaid personnel, it would be identified and resolved. This will lower the detrimental effects of the grievance.
2. **Acknowledging grievance** – The aforesaid officer shall acknowledge the grievance put forward by the Client and look into the complaint impartially and without any bias.
3. **Gathering facts** – The aforesaid official shall gather appropriate and sufficient facts explaining the grievance's nature. A record of such facts shall be maintained so that these can be used in

later stage of grievance redressal.

4. **Examining the causes of grievance** – The actual cause of grievance would be identified. Accordingly, remedial actions would be taken to prevent repetition of the grievance.
5. **Decision making** – After identifying the causes of grievance, alternative course of actions would be thought of to manage the grievance. The effect of each course of action on the existing and future management policies and procedure would be analysed and accordingly decision should be taken by the aforesaid official. The aforesaid official would execute the decision quickly.
6. **Review** – After implementing the decision, a follow-up would be there to ensure that the grievance has been resolved completely and adequately.

Grievances/concerns, if any, which may not be resolved/satisfactorily addressed in aforesaid manner shall be redressed through the administrative mechanism by the designated Compliance Officer, namely Mr. Ankit Parikh and subject to the Regulations. The Compliance Officer will endeavor to address such grievance within 21 (Twenty-one) calendar days from the date of receipt of the complaint in a reasonable manner.

If the Client still remains dissatisfied with the remedies offered or the stand taken by the Compliance Officer, the Client and the Portfolio Manager shall abide by the following mechanisms:

1. If Client/s are still not satisfied with the response from the Portfolio Manager, they can lodge their grievances with SEBI at <https://scores.gov.in/scores/Welcome.html> or may also write to any of the offices of SEBI or contact SEBI Office on Toll Free Helpline at 1800 266 7575 / 1800 22 7575. SCORES may be accessed through SCORES mobile application as well, same can be downloaded from below link: <https://play.google.com/store/apps/details?id=com.sebi> and <https://apps.apple.com/in/app/sebiscores/id6478849917>. If the Client is not satisfied with the extent of redressal of grievance by the Portfolio Manager, there is a one-time option for "Compliant review Facility" of the extent of the redressal, which can be exercised within 15 days from the date of closure of the complaint on SCORES. Thereafter, the complaint shall be escalated to the supervising official of the dealing officer of SEBI.
2. After exhausting all aforementioned options for resolution, if the client is not satisfied, they can initiate dispute resolution through the Online Dispute Resolution Portal (ODR) at <https://smartodr.in/login>.
3. The dispute resolution through the ODR Portal can be initiated when the complaint/dispute is not under consideration in SCORES guidelines or not pending before any arbitral process, court, tribunal or consumer forum or are non-arbitrable in terms of Indian law.
4. The Process on Online Dispute Resolution Mechanism is available at <http://alphagrepim.com>.

## 11. Details of the diversification policy of the portfolio manager:-

Portfolio diversification is a strategy of risk management used in investing, which allows to reduce risks by allocating the funds in multiple asset types. It helps to mitigate the associated risks on the overall investment portfolio.

The Portfolio Manager shall invest in equity and equity related securities. However, from time to time on opportunistically basis, may also choose to invest in money market instruments, units of mutual funds, ETFs or other permissible securities/products in accordance with the Applicable Laws. The Portfolio Manager may also, from time to time, engage in hedging strategies by investing in derivatives and permissible securities/instruments as per Applicable Laws.

For investments in securities of Associates/ Related Parties, the Portfolio Manager shall comply with the following:

The Portfolio Manager shall invest up to a maximum of 30% of the Client's AUM in the securities of its associates/related parties. The Portfolio Manager shall ensure compliance with the following limits:

Security	Limit for investment in single associate/ related party (As percentage of Client's AUM)	Limit for investment across multiple associates/related parties (as percentage of Client's AUM)
Equity	15%	25%
Debt and hybrid securities	15%	25%
Equity + Debt + Hybrid securities*	30%	

\*Hybrid securities units of Real Estate Investment Trusts (REITs), units of Infrastructure Investment Trusts (InvITs), convertible debt securities and other securities of like nature.

The aforementioned limits shall be applicable only to direct investments by Portfolio Manager in equity and debt/hybrid securities of its associates/related parties and not to any investments in the Mutual Funds.

The Portfolio Manager shall not make any investment in unrated and below investment grade securities.

Note:

- Investment in securities of associates / related parties of Portfolio Managers shall be subject to prior positive consent by the clients.
- The client shall have option to indicate dissent in case the client does not want to undertake any investment in the securities of associates/related parties of respective Portfolio Manager. The

client shall also have an option to specify a limit on investments in the securities of associates/related parties of respective Portfolio Manager, below the ceiling specified above.

- In the event of passive breach of the specified investment limits, (i.e., occurrence of instances not arising out of omission and/or commission of portfolio manager), a rebalancing of the portfolio shall be completed by Portfolio Managers within a period of 90 days from the date of such breach. Notwithstanding the same, the client may give an informed, prior positive consent to the Portfolio Manager for waiver from the rebalancing of the portfolio to rectify any passive breach of the investment limits.
- The above investment restrictions does not apply to accredited investors and/ or large value accredited investors.

## Part-II- Dynamic Section

### 12. Client Representation:

#### i. Details of Client's accounts activated.

Category of Clients	No. of Clients	Funds Managed (Rs. In Crores)	Discretionary/ Discretionary	Non
<b>Associates/ Group Companies</b>				
As at 31st December, 2025	Nil	Nil	N.A.	
As at 31st March, 2024	Nil	Nil	N.A.	
As at 31st March 2023	Nil	Nil	N.A.	
<b>Others (last 3 Years)</b>				
As at 31st December, 2025	55	93.55	Discretionary	
As at 31st March, 2025	52	90.97	Discretionary	
As at 31st March 2024	1	7.31	Discretionary	

\*Till December 31, 2025.

#### ii. Complete disclosure in respect of transactions with related parties as per the standards specified by the Institute of Chartered Accountants of India.

Please Refer Annexure II.

13. Financial Performance

The Financial Performance of the portfolio manager based on audited financial statements and in terms of procedure specified by the Board for assessing the performance.

Particulars	Year ended March 2025 [Rs in Thousands]	Year ended March 2024 [Rs in Thousands]	Year ended March 2023 [Rs in Thousands]
Total Income	2,33,273	1,46,164.99	6,956.34
Profit / (Loss) for the year	16,138	10641.14	-25,539.47
Paid-up Capital	16,32,00	160,000.00	160,000.00
Reserves & Surplus	-12,950	-28457.34	-38,840.97

14. Performance of Portfolio Manager

Portfolio Management performance of the portfolio manager for the last three years, and in case of discretionary portfolio manager disclosure of performance indicators calculated using 'Time Weighted Rate of Return' method in terms of Regulation 22 of the SEBI (Portfolio Managers) Regulations, 2020 is as follows: -

Strategy Name	April 01, 2024 March 31, 2025#	April 01, 2023 March 31, 2024#
<b>Equity</b>		
AlphaGrep Multi-Factor Quant Portfolio	5.41%	53.53%
BSE S&P 500 TRI (Absolute Return)	5.96%	40.16%

#All data is as from 1st April to 31st March of the respective financial years. Performance numbers are net of all fees and expenses (TWRR) All returns are absolute returns for the period. \*Index returns are including dividends. While computing returns of Investment Approach under which the Client account is managed, all clients falling under said Investment Approach during the relevant period have to be taken into consideration. All investments including cash and cash equivalents to be considered for calculation of returns.

The past performance of the PMS is not necessarily indicative of future performance of the PMS. The performance-related information provided herein is not verified by SEBI and/or any regulatory authority. Returns for individual clients may differ depending on time of entry in the strategy.

Note: 1. Performance of the Benchmark is as per applicable benchmark as on March 31, 2024. 2. As per the SEBI circular SEBI/HO/IMD/IMD-PoD- 2/P/CIR/2022/172, with effect from April 01, 2023 Portfolio Manager needs to tag its each investment approach to one strategy from the strategies prescribed by SEBI. Further Association of Portfolio Managers in India (APMI) circular APMI/2022-23/02, mandated Portfolio Manager shall select one benchmark from those prescribed by APMI to that selected strategy to evaluate relative performance of the Portfolio Managers.

**15. Audit Observations:-**

Audit observations of the preceding 3 years are as follows:-

Financial Year	Audit Observations
2024-2025	Nil
2023-2024	Nil
2022-2023	Nil

**16. Details of investments in the securities of related parties of the portfolio manager**

The details of investment of client's funds by the portfolio manager in the securities of its related parties or associates:



Sr No.	Investment Approach, If Any	Name of Associated / related party	Investment Amount (Cost of Investments as on January 2026 (INR in CR)	Value of investment as on January 2026 (INR in Crores)	Percentage of total AUM as on January 2026 (INR in Crores)
1.	NIL	NIL	NIL	NIL	NIL

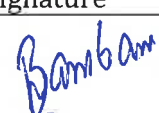
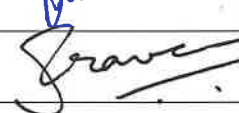
17. Disclaimer

This document is purely for the purposes of providing information and every effort has been made to truly represent the facts and circumstances herein. Incorrect information if any is by accident and the publisher of this document will not be liable in any manner whatsoever and in any circumstances whatsoever for the same.

Notwithstanding anything contained in this Disclosure Document, the provisions of SEBI (Portfolio Managers) Regulations 2020 and the rules shall be applicable.

Date: 02-03-2026

Place: Mumbai

Name	Designation	Signature
Mr. Bhautik Ambani	Director & CEO	
Mr. Praveen Kumar	Principal Officer and Director	

## Annexure I

### Investment Approaches

Investment Approach 1: **AlphaGrep Multi-Factor Quant Portfolio** (Formerly Known as AlphaGrep Systematic India Equity)

#### **Strategy Name**

Equity

#### **Investment objective**

A diversified multi-cap equity portfolio that endeavors to generate long term capital appreciation for clients.

#### **Description of types of securities e.g. equity or debt, listed or unlisted, convertible instruments, etc.**

Under this approach, the Portfolio Manager would primarily invest in listed equities and opportunistically also invest in money market instruments, units of mutual funds, exchange traded fund/s or other permissible securities/products in accordance with the Applicable Laws.

#### **Basis of selection of such types of securities as part of the investment approach**

The Portfolio Manager seeks to generate returns for the Client through price appreciation of the stocks held over a period of time. The approach aims to adopt a strategy of stringent data driven systematic stock selection process with a medium term focus. Holdings and the sectors will be tracked on a constant basis and rebalancing wherever necessary based on revised metrics will be undertaken. Approach will be to generate returns, over the medium to long term investing predominantly in basket of listed equities across market capitalisation and opportunistically also investing in, money market instruments, units of mutual funds or other permissible securities/products in accordance with the Applicable Laws.

#### **Allocation of portfolio across types of securities**

1. Listed equities: 90-100%, and
2. Money market instruments, units of mutual funds and derivatives: 0-10%.

#### **Appropriate benchmark to compare performance and basis for choice of benchmark**

1. S&P BSE 500 TRI will be the relevant benchmark as the Portfolio Manager will endeavour to have more than 80% of overall equity allocation to securities that are part of this universe. Furthermore, In order to evaluate the relative performance of the Investment Approach/ Portfolio, Association of Portfolio Managers in India (APMI) has prescribed the Benchmark as mandated by SEBI.

**Indicative tenure or investment horizon**

Investors should invest with a 3-5 years' investment horizon.

**Risks associated with the investment approach**

Below are select risks associated with the investment approach apart from those disclosed in Clause 6 of this Document. The risks may affect portfolio performance even though the Portfolio Manager may take measures to mitigate the same.

**Company risk:** The performance of the investment approach will depend upon the business performance of the Portfolio Entity and its future prospects. Portfolio Manager's focus on studying the business and the sustainability with focus on studying the balance sheet and numbers will help the Portfolio Manager in mitigating these sector or company risks.

**Valuation risk:** Portfolio Manager will assess the Portfolio Entities from varied valuation number, Portfolio Manager is definitely wary of overpaying and will consider various parameters in order to establish whether the valuations are reasonable while investing and reassess the same from time to time.

**Concentration Risk:** Endeavor to have adequately diversified portfolio of 25-50 stocks across market capitalization and industries. Single stock exposure will be capped at 10% of the overall portfolio.

**Model risk:** The Portfolio Manager will test the robustness of any model used and will suitably adapt it, if required. Any change in the factors initially considered by the Investment Manager for constructing the models could have a negative impact.

## Investment Approach 2

**AlphaGrep Active Multi-Factor India Portfolio** (Formerly Known as AlphaMine Active Multi-Factor India)

### Strategy Name

Equity

### Investment objective

A diversified multi-cap equity portfolio that endeavors to generate long term capital appreciation for clients.

### Description of types of securities e.g. equity or debt, listed or unlisted, convertible instruments,etc.

Under this approach, the Portfolio Manager would primarily invest in listed equities and opportunistically also invest in money market instruments, units of mutual funds, exchange traded fund/s or other permissible securities/products in accordance with the Applicable Laws.

### Basis of selection of such types of securities as part of the investment approach

The Portfolio Manager seeks to generate returns for the Client through price appreciation of the stocks held over a period of time. The approach aims to have a quantitative multi-factor process for screening and selection of stocks, with a short to medium term focus. This involves a 360° top-down data analysis across multiple data sources and metrics. Single stock and sectoral holdings will be tracked on a constant basis and rebalancing wherever necessary based on revised metrics will be undertaken. Approach will be to generate returns, over the medium to long term investing predominantly in basket of listed equities across market capitalisation and opportunistically also investing in, money market instruments, units of mutual funds or other permissible securities/products in accordance with the Applicable Laws.

### Allocation of portfolio across types of securities

1. Listed equities: 80-100%, and
2. Money market instruments ,units of mutual funds and derivatives: 0-20%.

### Appropriate benchmark to compare performance and basis for choice of benchmark

S&P BSE 500 will be the relevant benchmark as the Portfolio Manager will endeavour to have more than 90% of overall equity allocation to securities that are part of this universe. Furthermore, in order to evaluate the relative performance of the Investment Approach/ Portfolio, Association of Portfolio Managers in India (APMI) has prescribed the Benchmark as mandated by SEBI.

### Indicative tenure or investment horizon

Investors should invest with a 3-5 years' investment horizon.

**Risks associated with the investment approach**

Below are select risks associated with the investment approach apart from those disclosed in Clause 6 of this Document. The risks may affect portfolio performance even though the Portfolio Manager may take measures to mitigate the same.

**Company risk:** The performance of the investment approach will depend upon the business performance of the Portfolio Entity and its future prospects. Portfolio Manager's focus on studying the business and the sustainability with focus on studying the balance sheet and numbers will help the Portfolio Manager in mitigating these sector or company risks.

**Valuation risk:** Portfolio Manager will assess the Portfolio Entities from varied valuation number, Portfolio Manager is definitely wary of overpaying and will consider various parameters in order to establish whether the valuations are reasonable while investing and reassess the same from time to time.

**Concentration Risk:** Endeavor to have adequately diversified portfolio of 25-50 stocks across market capitalization and industries. Single stock exposure will be capped at 10% of the overall portfolio.

**Model risk:** The Portfolio Manager will test the robustness of any model used and will suitably adapt it, if required. Any change in the factors initially considered by the Investment Manager for constructing the models could have a negative impact.

## Investment Approach 3

### AlphaGrep Liquid Portfolio

#### Strategy Name

Debt

#### Investment objective

The investment objective is to predominantly make investments in liquid mutual funds, overnight mutual funds, and other debt funds/instruments to simplify cash deployment into equity investment approaches.

#### Description of types of securities e.g. equity or debt, listed or unlisted, convertible instruments, etc.

Under this approach, Portfolio would be primarily invested in Liquid Mutual Funds, overnight mutual funds, and /or other debt funds/instruments in accordance with the Applicable Laws.

#### Basis of selection of such types of securities as part of the investment approach

The Portfolio Manager seeks to generate returns for the Client through optimal returns consistent with moderate levels of risk and liquidity by investing in debt securities (including liquid mutual funds and overnight mutual funds) and money market securities.

#### Allocation of portfolio across types of securities

The Portfolio shall typically invest upto 100% in Debt Instruments including Government Securities, Corporate Debt, Other debt instruments, Term Deposits, including liquid mutual funds and overnight mutual funds and Money Market Instruments and any other permissible securities/instruments as per Applicable Laws.with portfolio duration upto 6 months

#### Appropriate benchmark to compare performance and basis for choice of benchmark.

, CRISIL Composite Bond Fund Index was considered to be most appropriate benchmark as the Portfolio Manager will endeavour to have upto 100% in the debt instrument and liquid / overnight mutual funds.

#### Indicative tenure or investment horizon

Typically, investments will have a time horizon of upto 6 months.

#### Risks associated with the investment approach

The risks may affect portfolio performance even though the Portfolio Manager may take measures to mitigate the same. The investment decisions by the portfolio may or may not be profitable, as such investments are depended upon the market movement. Comprehensive risks pertaining to investment approach have been disclosed in paragraph 7 of this document.

#### Other Features:

AlphaGrep Liquid Portfolio will invest in liquid and overnight mutual fund and other permissible debt instruments with short term liquidity objective. This will also offer a systematic transfer plan (STP) from AlphaGrep Liquid strategy into AlphaGrep Equity strategies. Clients have the option to deploy funds in a systematic manner through the STP. In

this option, the subscription amount will be invested initially in Liquid Strategy funds will be switched into the Equity Portfolio in a systematic manner.

All STP transactions will be effected by redemption of investments in Liquid Strategy on a specified frequency (specified dates /weeks/ months etc.). In the event specified date is a non-business day, the succeeding business day will be the effective date for such transaction.

## **Investment Approach 4**

### **AlphaGrep Factor Edge Quant Portfolio**

**Strategy Name:** Equity

**Investment objective:**

A diversified multi-cap equity portfolio that endeavors to generate long term capital appreciation for clients by making investments which primarily comprise of equity securities.

**Description of types of securities e.g. equity or debt, listed or unlisted, convertible instruments,etc.:**

Under this approach, the Portfolio Manager would primarily invest in listed equities and opportunistically also invest in money market instruments, units of mutual funds, exchange traded fund/s or other permissible securities/products in accordance with the Applicable Laws.

**Basis of selection of such types of securities as part of the investment approach**

The Portfolio Manager seeks to generate returns for the Client through price appreciation of the stocks held over a period of time. The approach aims to have a quantitative multi-factor process for screening and selection of stocks, with a short to medium term focus. This involves a 360° top-down data analysis across multiple data sources and metrics. Single stock and sectoral holdings will be tracked on a constant basis and rebalancing wherever necessary based on revised metrics will be undertaken. Approach will be to generate returns, over the medium to long term investing predominantly in basket of listed equities across market capitalisation and opportunistically also investing in, money market instruments, units of mutual funds or other permissible securities/products in accordance with the Applicable Laws.

**Allocation of portfolio across types of securities**

1. Listed equities: 80-100%, and
2. Money market instruments ,units of mutual funds and derivatives: 0-20%.

**Appropriate benchmark to compare performance and basis for choice of benchmark**

S&P BSE 500 TRI will be the relevant benchmark as the Portfolio Manager will endeavour to have more than 90% of overall equity allocation to securities that are part of this universe. Furthermore, in order to evaluate the relative performance of the Investment Approach/ Portfolio, Association of Portfolio Managers in India (APMI) has prescribed the Benchmark as mandated by SEBI.

**Indicative tenure or investment horizon**

Investors should invest with a 3-5 years' investment horizon.

**Risks associated with the investment approach**

Below are select risks associated with the investment approach apart from those disclosed in Clause 6 of this Document. The risks may affect portfolio performance even though the Portfolio Manager may take measures to mitigate the same.

**Company risk:** The performance of the investment approach will depend upon the business performance of the Portfolio Entity and its future prospects. Portfolio Manager's focus on studying the business and the sustainability with focus on studying the balance sheet and numbers will help the Portfolio Manager in mitigating these sector or company risks.

**Valuation risk:** Portfolio Manager will assess the Portfolio Entities from varied valuation number, Portfolio Manager is definitely wary of overpaying and will consider various parameters in order to establish whether the valuations are reasonable while investing and reassess the same from time to time.

**Concentration Risk:** Endeavor to have adequately diversified portfolio of 40-60 stocks across market capitalization and industries. Single stock exposure will be capped at 10% of the overall portfolio.

**Model risk:** The Portfolio Manager will test the robustness of any model used and will suitably adapt it, if required. Any change in the factors initially considered by the Investment Manager for constructing the models could have a negative impact.

## Annexure II

AlphaGrep Investment Management Private Limited  
(Formerly known as Alphamine Investment Management Private Limited)  
Notes to the financial statements for the year ended 31 March 2025

### 32 Related party transactions

#### A. Enterprises where control exists

Prime Holding Company  
Mrs. Iluminab Trading Private Limited

#### Holding Company

M/s. Alphagrep Securities Private Limited (W e f. 11th October 2024)  
M/s. Iluminab Trading Private Limited (Up to 11th October 2024)

#### B. Key management personnel and their relatives

Mr. Mohit Mutreja  
Mr. Parshant Mittal  
Mr. Praveen Kumar  
Mr. Bhauk Ambani

#### C. Other related parties with whom transactions has taken place

M/s. AlphaGrep Securities private limited  
M/s. Iluminab Trading Private limited  
M/s. Alphamine absolute return fund  
M/s. Alphamine Systematic India Equity  
M/s. Alphagrep Index plus Fund

#### D. The following is a summary of related party transactions

Particulars	Amount in Rs. Lakhs	
	For the year ended 31 March 2025	For the year ended 31 March 2024
<b>Revenue transactions</b>		
<i>Management Fees</i>		
M/s. Alphamine Absolute Return Fund	1 187.26	565.55
M/s. Alphamine Systematic India Equity	1.21	11.93
M/s. Alphagrep Index plus Fund	175.77	10.55
Mr. Bhauk Ambani	0.33	-
<i>Performance Fees</i>		
M/s. Alphamine Absolute Return Fund	797.65	827.50
M/s. Alphagrep index plus fund	40.09	-
<i>Rent Paid</i>		
M/s. Alphagrep Securities Private Limited	18.00	18.00
<i>Brokerage Paid</i>		
M/s. Alphagrep Securities Private Limited	1.91	2.29
<i>Reimbursement of expenses</i>		
M/s. Alphagrep Securities Private Limited	9.43	6.00
M/s. Alphamine Absolute return fund	29.48	45.42
M/s. Alphagrep Index plus fund	19.78	4.07

#### E. The following is a summary of balances receivable from and payable to related parties:

Particulars	Amount in Rs. Lakhs	
	As at 31 March 2025	As at 31 March 2024
<b>Balances with other related parties - (Receivable) / Payable</b>		
M/s. Alphagrep Securities Private Limited	-	-
M/s. Alphamine Absolute Return Fund	(732.41)	(552.11)
M/s. Alphamine Systematic India Equity	0.04	(1.45)
M/s. Alphamine Index plus Fund	(55.19)	(9.85)

\* The amount includes transactions involved in the course of trading in shares and securities, if any. Such transactions are being being entered by respective brokers as an agent with Exchange and hence not disclosed as revenue transactions during the period. However closing balance includes dues of trading activities.  
Loan payment includes interest payments, if any.

#### F. Compensation of key management personnel of the Company


Particulars	For the year ended	
	31 March 2025	31 March 2024
Short-term employee benefits	569.79	320.44
Post-employment benefits **	-	-
	569.79	320.44

\*\* The above remuneration excludes gratuity which cannot be separately identified from the composite amount advised by the authority.  
Reimbursement of expenses incurred by the Key Managerial Personnel are not considered for the above purpose.

### 33 Share Based Payments

The Company has implemented the Employee Stock Option Plan ("ESOP") during the previous year ended 31 March 2023 in accordance with the ESOP scheme recommended by Board of Directors in their meeting held on 23rd September 2022 and scheme was approved by Shareholders on 15th October 2022. During the previous years, the board of directors of the company approved the grant of 4,80,000 ESOP under Alphamine Employee Stock Option Plan 2022. The vesting conditions applicable to the options units are at the discretion of the Board. These options units are exercisable on vesting for a period as set forth by the Alphamine Employee Stock Option Plan 2022 at the time of the grant. The period in which the options and units may be exercised cannot exceed year-on-year respectively from the date of expiry of vesting period. Out of the above grant 3,20,000 shares were exercised during FY 24-25.

*Graves*



**FORM C**

*Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020,  
[Regulation 22]*

<b>Name</b>	<b>AlphaGrep Investment Management Private Limited</b>
<b>Address</b>	Unit No.12, A-05, 13 Floor, Parinee Crescenzo, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051, Maharashtra, India
<b>Phone Number</b>	+91 022 68858700
<b>Fax Number</b>	-
<b>Mobile Number</b>	+91 7710993310
<b>Email</b>	<a href="mailto:compliance.in@alphagrepim.com">compliance.in@alphagrepim.com</a>

We confirm that:

- I. The Disclosure Document forwarded to SEBI is in accordance with the SEBI (Portfolio Managers) Regulations, 2020 and the guidelines and directives issued by SEBI from time to time;
- II. The disclosures made in the Document are true, fair and adequate to enable the investors to make a well-informed decision regarding entrusting the management of the portfolio to us / investment through the Portfolio Manager;
- III. The Disclosure Document has been duly certified by an independent Chartered Accountant, as on 23<sup>rd</sup> February 2026. The details of the Chartered Accountants are as follows:

Name of the Firm	Kamdar Desai & Patel LLP
FRN No.	104664W/W100805
Proprietor Address	Sumati Smruti CHS, 296 Cadell Road, Dadar (W), Mumbai - 400028
Telephone Number	+91 22 24475000

*(enclosed is a copy of the Chartered Accountants' certificate to the effect that the disclosures made in the Document are true, fair and adequate to enable the investors to make a well-informed decision).*

**For AlphaGrep Investment Management Private Limited,**

SD/-

Praveen Kumar

Principal Officer

Date:- 18-03-2026

Place:- Mumbai

**AlphaGrep Investment Management Private Limited** (Formerly known as AlphaMine Investment Management Private Limited)

Registered Office: Unit no. 12, A-05, 13<sup>th</sup> Floor, Parinee Crescenzo, G Block, Bandra Kurla Complex, Bandra East, Mumbai - 400 051, India

| CIN: U67100MH2021PTC358070 | T: +91 022 68858700 | Email: [compliance.in@alphagrepim.com](mailto:compliance.in@alphagrepim.com) | Website: [www.alphagrepim.com](http://www.alphagrepim.com)

## CERTIFICATE

To,  
AlphaGrep Investment Management Private Limited,  
Unit No.12, A-05, 13th Floor, Parinee Crescenzo,  
G Block, Bandra Kurla Complex,  
Bandra (East), Mumbai – 400051,  
Maharashtra, India

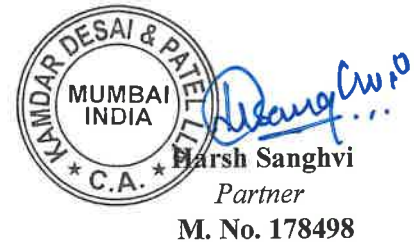
We have examined the Disclosure Document dated 23rd February, 2026 for portfolio management produced before us, and prepared by the management of “AlphaGrep Investment Management Private Limited (Formerly Known as Alphamine Investment Management Private Limited), (“the company”) in accordance with Regulation 22 of SEBI (Portfolio Managers) Regulations 2020 (updated time to time); having PMS Registration No. I NP000007401 and its registered office at Office Unit No.12, A-05, 13th Floor, Parinee Crescenzo, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051, Maharashtra, India

Based on the information and details produced before us, we certify that the disclosures made in the attached Disclosure Document for portfolio management are generally true, fair, and adequate to enable the investors to make a well-informed decision except the following:

1. The list of persons classified as Associates or Group companies and the transactions with related parties are as per the audited Balance Sheet as of March 31, 2025 are relied upon as provided by the company.
2. The Promoters, director’s & Key Managerial Personnel’s qualification, experience, ownership details are as declared by them and have been accepted without further verification.
3. We have relied on the representations given by the management of the company about the penalties or litigations against the Portfolio Manager mentioned in the Disclosure document.
4. We have relied on the Financial Performance Summary of the Portfolio Manager mentioned in the Disclosure document being stated on the basis of the audited data for the year ended March 31, 2025.
5. We have relied on the representation made by the management regarding the No of Clients and Assets under management being **55 & 95.55 crore** as on **December, 2025**.

This certificate has been issued solely for submission to the Securities and Exchange Board of India for the sole purpose of certifying the contents of the Disclosure Document for the portfolio management and should not be used or referred to for any other purpose without our prior written consent.

For **Kamdar Desai & Patel LLP**  
Chartered Accountants  
FRN No.: 104664W/W100805



**Place:** Mumbai  
**Date:** 18<sup>th</sup> March, 2026  
**UDIN:** 26178498IILHMH817