STALLION ASSET PRIVATE LIMITED

CIN: U65990MH2018PTC305551

Regd. Address: - 1406/A, Brighton Tower, Road No – 2, Lokhandwala Complex, Andheri (West), Mumbai - 400053.

Corporate Address: 5th Floor, Jet Prime Building, Suren Road, Gundavali, Andheri (East), Mumbai -400093.

Tel No: - 022-65451300; Email ID: pms@stallionasset.com

STALLION ASSET PRIVATE LIMITED

(SEBI REGISTRATION NO.: INP000006129)

DISCLOSURE DOCUMENT FOR PORTFOLIO MANAGEMENT SERVICES

STALLION ASSET
CREATING ALPHA

STALLION ASSET PRIVATE LIMITED

CIN: U65990MH2018PTC305551

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FORM C

SECURITIES AND EXCHANGE BOARD OF INDIA (PORTFOLIO MANAGERS) REGULATIONS, 2020 (Regulation 22)

Dear Investor,

We confirm that:

The Disclosure Document forwarded to the Board is in accordance with the SEBI (Portfolio Managers) Regulations, 2020 and the guidelines and directives issued by the Board from time to time.

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.

The Disclosure Document has been duly certified by an independent Chartered Accountant – Mr. Aneel Lasod, a Partner of M/s. Aneel Lasod and Associates, Chartered Accountants, having membership no. 040117, Contact details: 022-68287038 and office at 1101-1103, Corporate Annexe, 11th Floor, Sonawala Road, Goregaon (East), Mumbai – 400 063 on 21st September 2026

Signature of the Principal Officer
Name: Amit Jeswani

Signature Not Verified
Digitally signed by AMIT MOHANLAL JESWANI
2026.09.21 18:49 +05:30

Date: 21st September 2026
Place: Mumbai

DISCLOSURE DOCUMENT

***As required under Regulation 22 of SEBI (Portfolio Managers) Regulations, 2020*.**

(i) The Document has been filed with the Board (SEBI) along with the certificate in the prescribed format in terms of regulation 22 of SEBI (Portfolio Managers) Regulation, 2020 and amendments made thereafter.

(ii) The purpose of the Document is to provide essential information about the Portfolio Management Services (PMS) in a manner to assist and enable the investors in making informed decision for engaging a Portfolio Manager.

(iii) The document contains necessary information about the Portfolio Manager required by an investor before investing, and the investor is advised to retain the document for future reference.

(iv) The following are the Details of the Portfolio Manager:

Name of the Portfolio Manager	Stallion Asset Private Limited
SEBI Registration Number	INP000006129
Registered Office Address	1406/A, Brighton Tower, Road No – 2, Lokhandwala Complex, Andheri (West), Mumbai 400053
Correspondence Office Address	5th Floor, Jet Prime, Suren Road, Gundavali, Andheri East, Mumbai 400093
Phone	022- 65451300

(v) The name, phone number, e-mail address of the Principal Officer so designated by the Portfolio Manager is:

Name of the Principal Officer	Amit Mohanlal Jeswani
Phone	+91-9930581281
Email	pms@stallionasset.com
Registered Office Address	1406/A, Brighton Tower, Road No – 2, Lokhandwala Complex, Andheri (West), Mumbai -400053

(vi) This Disclosure Document is dated 21st September 2026

PART-I STATIC SECTION:

1. DISCLAIMER

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:

2.1 **"Act"** means the Securities and Exchange Board of India Act, 1992

2.2 "**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.

2.3 "**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 deemed to be an accredited investor and may not be required to obtain a certificate of accreditation.

2.4 "**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.

2.5 "**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.

2.6 "**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.

2.7 "**Assets Under Management**" or "**AUM**" means aggregate net asset value of the Portfolio managed by the Portfolio Manager on behalf of the Clients.

2.8 **"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.

2.9 "**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.

2.10 **"Board"** or **"SEBI"** means the Securities and Exchange Board of India established under the section 3 of the Securities and Exchange Board of India Act, 1992.

2.11 "**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.

2.12 **"Client (s)/ Investor (s) "** means any person who enters into agreement with the portfolio manager for availing the service of portfolio management as provided by the portfolio manager.

2.13 "**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.

2.14 "**Depository**" means the depository as defined in the Depositories Act, 1996 (22 of 1996).

2.15 "**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.

2.16 "**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.

2.17 "**Disclosure Document**" **or** "**Document**" means the disclosure document for offering portfolio management services prepared in accordance with the Regulations.

2.18 "**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).

2.19 "**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.

2.20 "**Fair Market Value**" means the price that the Security would ordinarily fetch on sale in the open market on the particular date.

2.21 "**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.

2.22 "**Financial Year**" means the year starting from April 1 and ending on March 31 in the following year.

2.23 "**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.

2.24 **"Group Company"** shall mean an entity which is a holding, subsidiary, associate, subsidiary of a holding company to which it is also a subsidiary.

2.25 **"HUF"** means the Hindu Undivided Family as defined in Section 2(77)(b) of the IT Act.

2.26 **"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.

2.27 **"IT Act"** means the Income Tax Act, 2025, as amended and restated from time to time along with the rules prescribed thereunder.

2.28 **"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.

2.29 **"Non-resident Investors" or "NRI(s)"** shall mean non-resident Indian as defined in Section 212(d) of the IT Act.

2.30 **"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.

2.31 "**NISM**" means the National Institute of Securities Markets, established by the Board.

2.32 **"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.

2.33 **"Portfolio"** means the total holdings of all investments, Securities and Funds belonging to the Client.

2.34 **"Portfolio Manager"** means **STALLION ASSET PRIVATE LIMITED** (**SAPL**) a company incorporated under Companies Act 2013, registered with SEBI as a Portfolio Manager bearing registration No. INP000006129 and having Registered office at: 1406/A, Brighton Tower, Road No – 2, Lokhandwala Complex, Andheri (West), Mumbai -400053

2.35 **"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.

2.36 **"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.

2.37 **"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;

2.38 “**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.

Note: Any terms or expressions not specifically defined in this Disclosure Document shall have the same meaning as assigned to them under the SEBI (Portfolio Managers) Regulations, 2020, as amended from time to time.

3. DESCRIPTION OF THE PORTFOLIO MANAGER

3.1 History, Present Business and Background of the Portfolio Manager

Stallion Asset Private Limited ("the Company"), bearing Corporate Identification Number (CIN) U65990MH2018PTC305551, was incorporated on 24 February 2018. The Company's registered office is located at 1406/A, Brighton Tower, Road No. 2, Lokhandwala Complex, Andheri (West), Mumbai – 400053.

The Company obtained its Portfolio Manager registration from the Securities and Exchange Board of India (SEBI) on 31 August 2018, under Registration No. INP000006129. Stallion Asset Private Limited is engaged in providing Portfolio Management Services to a broad client base, including Individuals, Non-Resident Indians (NRIs), Corporates, Trusts, Partnership Firms, and Limited Liability Partnerships (LLPs).

On 12 July 2019, the Company received SEBI registration to carry out Research Analyst activities under Registration No. INH000007270. The Company commenced its Research Analyst operations on 2 September 2019, following the acquisition of clients and software belonging to the proprietary concern of Mr. Amit Jeswani, registered with SEBI under INH000002582.

Stallion Asset Private Limited has voluntarily surrendered its SEBI Research Analyst Registration (INH000007270) with effect from 10 July 2024.

Further, Stallion Asset Private Limited, in its capacity as the Sponsor and Investment Manager of Stallion Asset Alternative Investment Trust, has obtained registration from the Securities and Exchange Board of India ("SEBI") as a Category III Alternative Investment Fund ("AIF") vide Registration No. IN/AIF3/26-27/2320 dated September 9, 2026.

3.2 Promoters of the Portfolio Manager, Directors and their background

Sr. No.	Name	Role	Description
1.	Amit Jeswani	Principal Officer & Promoter Director	Mr. Amit Mohanlal Jeswani is a Promoter, Director and Chief Investment Officer of Stallion Asset Private Limited. He also serves as the Principal Officer of the Company's Portfolio Management Services business. He has over 14 years of experience in economic research, capital markets, advisory services and portfolio management. He is a CFA Charterholder from the CFA Institute, USA, and a Chartered Market Technician from the CMT Association, USA. He holds a B.B.A. (Hons.) in Business from Kingston University, London, with a specialisation in Finance. He commenced his career in capital markets after completing his undergraduate studies and founded the Stallion Asset business in 2016. At Stallion Asset, he leads the investment function and is responsible for the Company's investment philosophy, research framework, portfolio strategy and investment decision-making process. His experience across equity research, capital markets and portfolio management supports the Company's investment management capabilities and overall institutional framework.

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2.	Rohit Jeswani	IT Head, Compliance Officer & Promoter Director	Mr. Rohit Mohanlal Jeswani is a Promoter and Director of Stallion Asset Private Limited, a SEBI-registered Portfolio Manager. He also serves as the Compliance Officer and Head of Technology of the Company. He has been associated with the Stallion Asset business since July 2017, when it operated as a SEBI-registered research analyst. He was one of the founding promoters of Stallion Asset Private Limited upon its incorporation in February 2018. Initially responsible for the information technology function, he has, since late 2019, overseen Compliance, Information Technology and Operations. In this capacity, he is responsible for the Company's regulatory compliance framework and has contributed to the development of internal processes, technology-led controls, operational workflows and governance mechanisms. He holds a Bachelor of Engineering degree in Information Technology from Thadomal Shahani Engineering College, University of Mumbai, completed in 2013. Prior to joining Stallion Asset, he gained experience in product and process design, system testing, validation and cross-functional implementation support.

3.3 Top 10 Group Companies under the same Management, of the Portfolio Manager in India:

There are no Group Companies of the Portfolio Manager.

3.4 Details of the Services offered

The Portfolio Manager offers services of **Discretionary Portfolio Management Services**.

Discretionary portfolio management

Under these services, the choice as well as the timing of the investment decisions rest solely with the portfolio manager. The portfolio manager shall have the sole and absolute discretion to invest in respect of the client's account as per the agreement and make such changes in the investments and invest some or all of the client's funds in such manner and in such markets as it deems fit. The portfolio managers' decision (taken in good faith) in deployment of the Clients' account is absolute and final and cannot be called in question or be open to review at time during the currency of the agreement or any time thereafter except on the ground of mala fide, fraud, conflict of interest or gross negligence.

The Portfolio Manager provides the facility to the Client for Direct on-boarding with us without any Involvement of a broker/distributor/agent engaged in distribution services. The Client can sign up for our services by writing to us at pms@stallionasset.com

Notes:

- Investment under Portfolio Management Services will be only as per the applicable SEBI Regulations.
- The un-invested amounts forming part of the Client's Assets may at the discretion of the Portfolio Manager be held in cash or deployed in Liquid fund schemes, Exchange Traded Index Funds, debt oriented schemes of Mutual funds, Gilt schemes, Bank deposits and other short-term avenues for Investment.

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STALLION ASSET
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4. PENALTIES, PENDING LITIGATION OR PROCEEDINGS, FINDINGS OF INSPECTION OR INVESTIGATIONS FOR WHICH ACTION MAY HAVE BEEN TAKEN OR INITIATED BY ANY REGULATORY AUTHORITY:

Sr. No.	Particulars	Remarks
1	All cases of penalties imposed by the Board or the directions issued by the Board under the Act or Rules or Regulations made there under:	None
2	The nature of the penalty / direction:	Not Applicable
3	Penalties/Fines imposed for any economic offence and/or for violation of any securities laws	None
4	Any pending material litigation / legal proceedings against the portfolio manager / key personnel with separate disclosure regarding pending criminal cases, if any:	None
5	Any deficiency in the systems and operations of the portfolio manager observed by the Board or any regulatory agency:	In relation to the thematic inspection of Stallion Asset Private Limited for the period from April 1, 2024 to November 30, 2025, SEBI, vide its letter dated March 23, 2026, issued an advisory to the Company. The Company has accordingly strengthened its internal processes.
6	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 there under:	A quasi-judicial proceeding had been initiated against Amit Jeswani who is the Director & Principal officer of Stallion Asset Private Limited via letter dated 20th August 2020 SEBI/HO/IMD/IMD-II/ DoF-7/ OW/ 13562/2020 in regard to selling model portfolio products to his clients. The letter was issued to Amit Jeswani, proprietor of Stallion Asset in the capacity of Research Analyst (Registration no. INH000002582). Further an inspection was conducted by SEBI & a show cause notice was issued bearing no. SEBI/HO/EAD/EAD4/P/OW/2021/0000009903/1 on 4th May 2021 for which, he had filed settlement application with SEBI on 27th October 2021. On 13th April, 2022, SEBI accepted the settlement terms, including the payment of ₹28,60,000 as the settlement amount, and accordingly passed the Settlement Order on 6 May 2022

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5. SERVICES OFFERED:

Minimum Investment- The minimum investment amount per Client as prescribed by SEBI under the Regulations is INR 50,00,000/- or such other minimum amount as may be stipulated by SEBI from time to time. However, Portfolio Manager can fix a higher limit for such minimum amount as mutually agreed and/or communicated to the Client from time to time.

The Portfolio Manager currently offers Discretionary Portfolio Management as described below. Presently, Stallion Asset offers following Investment Approaches-

1. **STALLION ASSET CORE FUND**
2. **STALLION ASSET LIQUID FUND**

5.1 STALLION ASSET CORE FUND

1) **Investment objective:** The objective of this service is to provide the client with a structure that can achieve preservation and growth of its capital, the Portfolio Manager shall endeavor to apply its professional expertise in order to help the client achieve its goals as per the product options chosen by the client. However, the client agrees and acknowledges that while the aforesaid is the objective, there is no guarantee that the objectives will be achieved nor is there any guarantee of any returns or of there being no capital loss.
2) **Types of securities:** Stallion Asset may invest in any security as described under Securities Contracts (Regulation) Act, 1956 to meet the investment objective.
3) **Basis of Selection of Securities:** Selection of Securities will be done to meet client's investment objectives on best effort basis depending on Market conditions.
4) **Strategy:** The strategy for above investment approach will be Equity.
5) **Allocation of Portfolio across types of securities:**

Proportion % of Net Assets	Minimum	Maximum
Equity Exposure	0%	100%
Other Investable Securities as per Securities Contract (Regulation) Act, 1956	0%	100%

6) **Appropriate benchmark:** Stallion Asset Core Fund benchmarks itself to BSE 500 TRI.
7) **Basis of Selection of Benchmark:** The BSE 500 TRI is in line with the manager's long-term focus on companies regarding market capitalization. Hence, BSE 500 TRI has been selected as the benchmark for comparing performance.
8) **Clients Investment Horizon:** We expect the client to have an Investment Horizon of at least 3 years+ in the Investment Approach.
9) **Tenure of Portfolio Investments**: The Portfolio Investments may be short term, medium term or long term in nature depending on investment objectives & prevailing market conditions.
10) **Risks associated with the investment approach:** This is a high-risk investment product. Investors are advised to exercise independent discretion and carefully consider all risk factors before investing. The Portfolio Manager does not assure or guarantee any returns. Please refer to clause 6 i.e "Risk Factors" for detailed understanding.
11) **Derivatives** - The Portfolio Manager might transact in derivatives in case it deems it necessary to protect the value of client's portfolios in periods of market instability. If the client does not want the Portfolio Manager to use derivatives in his/her portfolio, then, he/she can mention Derivatives as negative security and the Portfolio Manager would be barred from using derivatives in the client's portfolio.

5.2 STALLION ASSET LIQUID FUND

1) **Investment objective**: The fund is intended to aid investors who primarily are desirous of investing into equities but are unsure of market movements in the near term and do not want to invest all the funds in equity at one go. Such investors can invest in the Stallion Asset Liquid Fund and can subsequently transfer funds to Stallion Asset Core Fund over a period of time as agreed between the parties.
2) **Types of securities:** Stallion Asset will primarily invest client's capital in Liquid Funds, Debt Funds, Money market, Overnight Funds, ETF or retain fund in bank account.
3) **Basis of Selection of Securities:** Stallion Asset Liquid Fund is based on investing client's funds in liquid funds/debt funds/overnight funds/money market funds/ETF or simply keep the funds as bank balance till the funds are invested in Stallion Asset Core Fund.
4) **Strategy:** The strategy for above investment approach will be Debt.
5) **Allocation of Portfolio across types of securities**:

Proportion % of Net Assets	Maximum
Liquid Funds / Debt Funds /Money Market/ Overnight Funds/ ETF/ Cash	100%

6) **Appropriate benchmark**: Stallion Asset Liquid Fund benchmarks itself to CRISIL Composite Bond Fund Index.
7) **Basis of Selection of Benchmark**: As the portfolio will consist of Liquid / Debt funds / ETF, CRISIL Composite Bond Fund Index is selected to be the benchmark for comparing performance.
8) **Clients Investment Horizon**: Short Term with an objective of interim parking of money.
9) **Tenure of Portfolio Investments**: Not applicable under this approach. The funds managed under this Investment Approach shall not be subject to any lock in period.
10) **Risks associated with the investment approach**: Please refer to clause 6 i.e "Risk Factors" for detailed understanding.
11) **Derivatives** - The Portfolio Manager might transact in derivatives in case it deems it necessary to protect the value of client's portfolios in periods of market instability. If the client does not want the Portfolio Manager to use derivatives in his/her portfolio, then, he/she can mention Derivatives as negative security and the Portfolio Manager would be barred from using derivatives in the client's portfolio.

The policies for investments in associates/ group companies of the Portfolio Manager and the maximum percentage of such investments:

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 includes 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.

With respect to investments in debt and hybrid securities, the Portfolio Manager shall ensure compliance with the following:

Under discretionary portfolio management services, the Portfolio Manager shall not make any investment in unrated and below investment grade securities.

Under non-discretionary portfolio management services, the Portfolio Manager shall not make any investment in unrated 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 as per the PMS Regulations.

6. RISK FACTORS

A. General Risk Factors

(1) 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.

(2) 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.

(3) 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.

(4) The names of the Investment Approach do not in any manner indicate their prospects or returns.

(5) 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.

(6) 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.

(7) 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.

(8) 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.

(9) 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.

(10) Trading on Exchange is in electronic mode, based on satellite/leased line based communications, combination of technologies and computer systems to place and route orders. Thus, there exists a possibility of communication failure or system problems or slow or delayed response from system or trading halt or any such other problem whereby not being able to establish access to the trading system/ network, which may be beyond the control of and may result in delay in processing or not processing buy or sell orders either in part or in full. You are cautioned to note that although these problems may be temporary in nature, but when you have outstanding open positions or unexecuted orders, these represent a risk because of your obligations to settle all executed transactions. Further most exchanges have a facility for investors to place "limit orders", "stop loss orders" etc. the placing of such orders which are intended to limit losses to certain amounts may not be effective many a times because of rapid movement in market conditions may make it impossible to execute such orders.

(11) There may be normally greater volatility in thinly traded securities than in active securities. As a result of volatility, orders may only be partially executed or not executed at all or the price at which the order gets executed may be substantially different from the last traded price or change substantially thereafter, resulting in notional or real losses.

(12) Overall macro-economic slowdown, unanticipated corporate performance, environmental or political problems, changes to monetary or fiscal policies, changes in government policies and regulations with regard to industry and exports may have direct or indirect impact on the investments, and consequently the growth of the Portfolio.

(13) After accepting the corpus, the Portfolio Manager may not get an opportunity to deploy the same or there may be delay in deployment. In such situation the Clients may suffer opportunity loss.

(14) Prospective clients should review / study the Disclosure Document carefully and in its entirety and shall not construe the contents hereof or regard the summaries contained herein as advice relating to legal, taxation or financial / investment matters and are advised to consult their own professional advisor(s) as to the legal, tax, financial or any other requirements or restrictions relating to the subscription, gifting, acquisition holding, disposal (sale or conversion into money) of Portfolio and to the treatment of income (if any), capitalisation, capital gains, any distribution and other tax consequences relevant to their Portfolio, acquisition, holding, capitalisation, disposal (sale, transfer or conversion into money) of Portfolio within their jurisdiction of nationality, residence, incorporation, domicile etc. or under the laws of any jurisdiction to which they or any managed funds to be used to purchase/gift portfolio of securities are subject, and also to determine possible legal, tax, financial or other consequences of subscribing / gifting, purchasing or holding portfolio of securities before making an investment.

B. Risk associated with equity and equity related instruments

(15) 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.

(16) 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.

(17) 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.

C. Risk associated with debt and money market securities

(18) 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.

(19) 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.

(20) 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.

(21) 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.

D. Risk associated with derivatives instruments

(22) 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.

(23) 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.

E. Risk associated with investments in mutual fund schemes

(24) 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.

(25) 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.

(26) Past performance of the sponsors, asset management company (AMC)/fund does not indicate the future performance of the schemes of the fund.

(27) 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.

(28) The Portfolio Manager shall not 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 monitory 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.

(29) The Portfolio Manager shall not be liable for any default, negligence, lapse error or fraud on the part of the AMC/the fund.

(30) 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.

(31) 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.

F. Risk arising out of non-diversification

(32) 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.

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

(33) 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.

(34) 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.

(35) 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.

H. System risk

(36) High Value trading will frequently occur at the market opening and before market close. Such high volumes may also occur at any point in the day. These may cause delays in order execution on confirmation. Under certain market conditions, it may be difficult or impossible to liquidate a position in the market at a reasonable price or at all, when there are no outstanding orders either on the buy side or the sell side or if trading is halted in a security due to any action on account of unusual trading activity or stock hitting circuit filters or for any other reason.

7. NATURE OF EXPENSE

The following are indicative types of charges. The exact basis of charge relating to each of the following services shall be annexed to the PMS Agreement (Schedule C) and the agreements in respect of each of the services availed at the time of execution of such agreements.

7.1 Investment Management Fees:

Professional charges related to Portfolio management services offered to clients may be a fixed charge or a fixed percentage of the quantum of funds managed. These charges may be return/performance based or a combination of these, as agreed upon by the clients in the PMS Agreement.

There may be an exit Load of up to 3% for the first year, up to 2% for the second year and up to 1% for the third year as specified under the regulations and as agreed by the client in the PMS agreement. No exit load shall be charged thereafter.

Maximum Fees chargeable to client will be fixed upto 5% of AUM and Variable upto 40% of Profit or a combination of both as agreed in the PMS Agreement. Applicable taxes will be applied over and above the fees.

7.2 Custodian Fee

Custody of all securities of the client shall be with the Custodian, Nuvama Custodial Services Limited, appointed by the Portfolio Manager. The Custodian shall act on instruction of the Portfolio Manager. All such Custodian fees charged by the custodian shall be payable by the client.

Custody Charges - Up to 0.10% per annum

Fund Accounting Fee **-** Up to 0.10% per annum

7.3 Registrar and Transfer Agents' fees – On actuals

7.4 Brokerage and Transaction Cost – On Actuals

Demat Charges – On Actuals

GST + Securities Transaction Tax (STT) + Exchange Transaction charges + Stamp Duty + any other statutory levies - On Actuals

Bank Charges - On Actuals

Fees, exit loads and charges in respect of investment in mutual fund - On actuals

Certification charges or professional charges - On actuals

Taxes may be applicable from time to time.

Such other costs & expenses incurred by the Portfolio Manager directly in connection with the provision of the services. – On actuals

All other operating charges except brokerage and management fees to not exceed 0.50% p.a.

If the client onboards through the Distributor, then the Portfolio Manager shall pay a percentage of management, performance and/or other Fees to the Distributor as mutually agreed between the Portfolio Manager and Distributor. The percentage of distributor commission shall be disclosed to client at the time of signing of contract with the client.

The distributor's commission shall be paid from the total management and performance fees as mutually agreed between the Portfolio Manager and client in the PMS agreement.

8. TAXATION

i. 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 CBDT circulars/ notifications issued under the old Act, and referenced in the following paragraphs, are not inconsistent with the corresponding provisions of the IT Act. Accordingly, in terms of section 536(2)(j) of the IT Act, all such circulars/ notifications shall continue to remain in force.

ii. 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.

iii. Long term capital gains

Where investment under portfolio management services is treated as investment, the gain or loss from transfer of Securities shall be taxed as capital gains under section 67 of the IT Act.

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 of Holding	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	Any period	Short-term capital asset

<u>Definition of Specified Mutual Fund:</u>

<u>Before 1st April 2025:</u>

"*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.

<u>On and after 1st April 2025:</u>

"*Specified Mutual Fund*" means, 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 a fund which invests sixty-five per cent. or more of its total proceeds in units of such Mutual Fund.

<u>Definition of debt and money market instruments:</u>

"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.

<u>Definition of Market Linked Debenture:</u>

"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.

Securities Transaction Tax (STT)

The STT rates applicable on sale/ purchase of various securities for your ease of reference:

Transactions/Particulars	**Payable by**	**Rates (in %)**
Delivery based purchase transaction in equity shares entered into in a recognized stock exchange	Purchaser	0.1
Delivery based purchase transaction in units of equity oriented fund entered into in a recognized stock exchange	Purchaser	Nil
Delivery based sale transaction in equity shares entered in a recognized stock exchange	Seller	0.1

Delivery based sale transaction in units of equity oriented fund entered into in a recognized stock exchange	Seller	0.001
Non-delivery based sale transaction in equity shares or units of equity oriented fund entered in a recognised stock exchange	Seller	0.025
Transaction for sale of futures in securities	Seller	0.05 (As amended vide Finance Act 2026)
Transaction for sale of an option in securities	Seller	0.15 (As amended vide Finance Act 2026)
Transaction for sale of an option in securities, where the option is exercised	Purchaser	0.15 (As amended vide Finance Act 2026) (of the difference between the strike price and settlement price of the option)
Sale of units of an equity oriented fund to the mutual fund	Seller	0.001
Sale of unlisted equity shares by any holder of such shares under an offer for sale to the public included in an IPO and where such shares are subsequently listed on a recognised stock exchange	Seller	0.2

For listed equity shares in a domestic company or units of equity-oriented fund or business trust

As per section 198 of the IT Act, long term capital gains exceeding INR 1.25 lakh arising on transfer of listed equity shares in a company or units of equity-oriented fund or units of a business trust is taxable 12.5% without giving benefit of indexation and foreign exchange fluctuation benefit. Further, to avail such concessional rate of tax, STT should also have been paid on acquisition of listed equity shares, unless the listed equity shares have been acquired through any of the notified modes not requiring to fulfil the precondition of chargeability to STT and transfer of such listed equity shares and on transfer of units of equity-oriented fund or units of a business trust. The Central Government has issued notification[1] specifying the nature of transactions on which condition in relation to payment of STT at the time of acquisition should not apply

Long term capital gains arising on transaction undertaken on a recognized stock exchange located in any International Financial Services Centre and consideration is paid or payable in foreign currency, where STT is not chargeable, is also taxed at a rate of 12.5%. This benefit is available to all assessees.

The long-term capital gains arising from the transfer of such Securities shall be calculated without indexation. In computing long term capital gains, the cost of acquisition (COA) is an item of deduction from the sale consideration of the shares. To provide relief on gains already accrued upto 31 January 2018, a mechanism has been provided to "step up" the COA of Securities. Under this mechanism, COA is substituted

1 Notification No. 60/2018/F.No 370142/9/2017-TPL dated 1 October 2018

with FMV, where sale consideration is higher than the FMV. Where sale value is higher than the COA but not higher than the FMV, the sale value is deemed as the COA.

"Equity oriented fund" has been defined to mean a fund set up under a scheme of a mutual fund specified in Schedule VII (Table Sl. No. 20 and 21) and, —

- in a case where the fund invests in the units of another fund which is traded on a recognised stock exchange, —

- a minimum of ninety per cent of the total proceeds of such fund is invested in the units of such other fund; and

- such other fund also invests a minimum of ninety per cent of its total proceeds in the equity shares of domestic companies listed on a recognised stock exchange; and

- in any other case, a minimum of sixty-five per cent of the total proceeds of such fund is invested in the equity shares of domestic companies listed on a recognised stock exchange;

The CBDT has clarified that 10% withholding tax will be applicable only on dividend income distributed by mutual funds and not on gain arising out of redemption of units.

No deduction under Chapter VIII or rebate under Section 156 will be allowed from the above long term capital gains.

For other capital assets (securities and units) in the hands of resident of India

Long-term capital gains in respect of capital asset (all securities and units other than listed shares and units of equity oriented mutual funds and business trust) are chargeable to tax at the rate of 12.5% (without indexation benefits) plus applicable surcharge and education cess, as applicable.

For capital assets in the hands of Foreign Portfolio Investors (FPIs)

Long term capital gains, arising on sale of Securities (other than units purchased in foreign currency and capital gains arising from transfer of such units by offshore funds referred to in section 208) are taxable at the rate of 12.5%.

Long term capital gains, arising on sale of listed shares in the company or units of equity-oriented funds or units of business trust and subject to conditions relating to payment of STT, are taxable at 12.5%.

For other capital asset in the hands of non-resident Indians

Under section 214 of the IT Act, any income from investment or income from long-term capital gains of an asset other than *specified asset* as defined in Section 212 (specified assets include shares of Indian company, debentures and deposits in an Indian company which is not a private company and Securities issued by Central Government or such other Securities as notified by Central Government) is chargeable at the rate of 20%. Income by way long term capital gains of the specified asset is, however, chargeable at the rate of 12.5% plus applicable surcharge and cess (without benefit of indexation and foreign currency fluctuation).

iv. Short term capital gains

Section 196 of the IT Act provides that short-term capital gains arising on sale of listed equity shares of a company or units of equity-oriented fund or units of a business trust are chargeable to income tax at a concessional rate of 20% plus applicable surcharge and cess, provided such transactions are entered on a recognized stock exchange and are chargeable to Securities Transaction Tax (STT). However, the above shall not be applicable to transaction undertaken on a recognized stock exchange located in any International Financial Services Centre and where the consideration for such transaction is paid or payable in foreign currency. Further, Section 72 provides that no deduction shall be allowed in respect of STT paid for the purpose of computing Capital Gains.

Short term capital gains in respect of other capital assets (other than listed equity shares of a company or units of equity-oriented fund or units of a business trust) are chargeable to tax as per the relevant slab rates or fixed rate, as the case may be.

The Specified Mutual Funds or Market Linked Debentures acquired on or after 1 April 2023 will be treated as short term capital asset irrespective of period of holding as per Section 76 of the IT Act. The unlisted bonds and unlisted debentures have been brought within the ambit of Section 76 of the IT Act with effect from 23 July 2024.

v. **<u>Profits and gains of business or profession</u>**

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 26 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.

The dividend income on shares and income distributed on units of mutual funds may be categorized as 'Business Income' or 'Income from Other Sources'.

The dividends distributed by domestic companies should be taxed directly in the hands of the shareholders at the tax rates applicable to them. Further, no deduction shall be allowed for expenses against such dividend income as amended vide Finance Act, 2026.

Distributions of income by Mutual Funds to unitholders will be taxed directly in the hands of the unitholders of the mutual fund at the tax rates applicable to them. Further, no deduction shall be allowed for expenses against such income distributed by mutual funds as amended vide Finance Act, 2026.

Interest income arising on Securities could be characterized as 'Income from other sources' or 'business income' depending on facts of the case. Further, only deduction of any reasonable sum paid as commission or remuneration to a banker or any other person for the purpose of realising such interest shall be allowed as amended vide Finance Act, 2026 in case of resident investors.

STT paid on securities held as business assets would be allowable as a deduction under section 32(k) of the IT Act, subject to the condition that such income from taxable securities transactions is included under the head 'profits and gains of business or profession'.

Business income is chargeable to tax at the following rates:

Assessee	**% of Income Tax**
Individuals, HUFs, Association of Persons*	Applicable Slab Rate
Partnership Firms, including Limited Liability Partnerships ('LLPs') & Indian Corporates**	30%
Foreign Companies	35%

*The slab rates for individuals / HUF / AOP / BOI for the tax year 2026-27 are as follows:

Total Income (old regime)	**Tax rates (excluding surcharge and cess)**
Up to INR 2,50,000^	Nil
From INR 2,50,001 to INR 5,00,000	5%
From INR 5,00,001 to INR 10,00,000	20%

INR 10,00,001 and above	30%

^In case of a resident individual of the age of 60 years or more but less than 80 years, the basic exemption limit is INR 3,00,000. In case of a resident individual of the age of 80 years or more, the basic exemption limit is INR 5,00,000.

The section 202 (new tax regime) of the IT Act is applicable to individuals, HUFs, AOP and BOI. The new tax regime under section 202 of the Act should be considered as a default tax regime in the income-tax returns going forward. If a taxpayer opts to pay taxes under the new regime, specified deductions and exemptions shall not be available to such taxpayers. The slab rates specified under section 202 are as under:

Total Income	**Tax rates (excluding surcharge and cess)**
Up to INR 4,00,000	Nil
From INR 4,00,001 to INR 8,00,000	5%
From INR 8,00,001 to INR 12,00,000	10%
From INR 12,00,001 to INR 16,00,000	15%
From INR 16,00,001 to INR 20,00,000	20%
From INR 20,00,001 to INR 24,00,000	25%
Above INR 24,00,000	30%

**A tax rate of 25% (plus applicable surcharge and health and education cess) is applicable for the tax year 2026-27 in the case of domestic companies having total turnover or gross receipts not exceeding Rs. 400 crores in the tax year 2024-25. Domestic companies may opt for a lower tax rate of 22% (plus fixed surcharge at the rate of 10% and health and education cess) (as per section 200 of the Act), subject to fulfillment of prescribed conditions. Further, new domestic manufacturing companies may opt for a lower tax rate of 15% (plus fixed surcharge at the rate of 10% and health and education cess) (as per section 201 of the Act), subject to fulfillment of prescribed conditions.

Unless specifically stated, the income-tax rates specified above and elsewhere in this document are exclusive of the applicable surcharge and health and education cess.

The rates of surcharge applicable for tax year 2026-27 are given below:

Type of Investor	Surcharge* rate as a % of income-tax					
	If income is Less than Rs. 50 lakhs	If income exceeds Rs. 50 lakhs But less Than Rs. 1 crore	If income exceeds Rs. 1 crore But less Than Rs. 2 crore	If income exceeds Rs. 2 crore But less Than Rs. 5 crore	If income exceeds Rs. 5 crore But less Than Rs. 10 crore	If income exceeds Rs. 10 crore
Individual, HUF, AOP (in respect of dividend income from domestic companies, income arising in the nature of long-term capital gains on transfer of capital assets and income on which tax is payable in accordance with section 196 of the Act)	Nil	10%	15%			
Individual, HUF, AOP (in respect of income other than dividend Income from domestic companies, income arising in the nature of long-term capital gains on transfer of capital assets and income on which tax is payable in accordance with section 196 of the Act)	Nil	10%	15%	25%	37% (Refer Note 1)	
Partnership Firm (including LLP)	Nil	Nil	12%			
Domestic Company (income other than income chargeable to tax under section 200 and section 201)	Nil	Nil	7%			12%
Domestic Company (paying taxes under section 200 and section 201)	10%					
Foreign Company	Nil	Nil	2%			5%

* Additionally, health and education cess is leviable @ 4% on the income tax and surcharge as computed above.

Note 1: Under the default tax regime i.e. as per Section 202 of the IT Act, maximum surcharge applicable to an individual, HUF, AOP, BOI shall be restricted to 25%. If the assessee opts not to be governed by the default tax regime, then the surcharge rate of 37% shall apply for income exceeding INR 5 crore.

vi. <u>Losses under the head capital gains/business income</u>

In terms of section 108 read with section 111 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 years immediately succeeding the tax year for which the loss was first computed. 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 years immediately succeeding the tax year for which the loss was first computed.

Business loss (other than speculative loss) is allowed to be carried forward for 8 years immediately succeeding the tax year for which the loss was first computed and the same can be set off against any business income.

vii. <u>General Anti Avoidance Rules (GAAR)</u>

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 recharacterising 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
- Recharacterising 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 128 to 130 of the Income-tax Rules, 2026. The Income- tax Rules, 2026 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.

The provisions of Multilateral Instrument signed by India are applicable with effect from 1 April 2020 to many Indian Tax Treaties. The MLI provisions, among others, have introduced the concepts of Principal Purpose Test, Simplified Limitation on Benefits provisions and other anti-abuse provisions, as applicable, relating to Tax Treaty entitlement, whereby Tax Treaty benefit can be denied by the Indian Revenue authorities with respect to any arrangement or transaction entered into by a taxpayer under certain circumstances.

viii. FATCA Guidelines

According to the Inter-Governmental Agreement read with the Foreign Account Tax Compliance Act (FATCA) provisions and the Common Reporting Standards (CRS), 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 166 for every calendar year by 31 May. The reporting financial institution is expected to maintain and report certain information with respect to each reportable account:

i. the name, address, taxpayer identification number [(TIN) (assigned in the country of residence)] and date and place of birth [(DOB), (POB) (in the case of an individual)];

ii. where an entity has one or more controlling persons that are reportable persons:

   the name and address of the entity, TIN assigned to the entity by the country of its residence; and the name, address, DOB, POB of each such controlling person and TIN assigned to such controlling person by the country of his residence;

iii. account number (or functional equivalent in the absence of an account number);

iv. 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;

v. the total gross amount paid or credited to the account holder with respect to the account during the relevant calendar year.

The reporting financial institution may, where required, obtain additional information or documentation to comply with FATCA/CRS obligations.

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).

ix. 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.

x. Minimum Alternate Tax/Alternate Minimum Tax:

As per section 206 of the ITA, if the income-tax payable on total income by any company is less than the minimum alternate tax payable for such tax year, then the book profit shall be deemed to be the total income of assessee for that tax year and the assessee shall be liable to pay MAT which will be deemed to be 15% of such book profits (excluding applicable surcharge and health and education cess).

As amended vide Finance Act 2026, the tax paid under provisions of MAT be made as final tax in the old regime and no new MAT credit may be allowed. However, the tax rate of MAT has been reduced to 14% of book profit from the existing 15%. Further, set off of MAT credit may be allowed only in the new tax regime for domestic companies to the extent of 25% of the tax liability. In the case of foreign companies, set off will be allowed to the extent of the difference between the tax on the total income and the minimum alternate tax, for the tax year in which normal tax is more than MAT.

MAT provisions shall not be applicable to a foreign company if such company is a resident of a country or a specified territory with which India has a Tax Treaty and the company does not have a permanent establishment in India. Also, MAT provisions are not applicable if the company is a resident of a country or a specified territory with which India does not have a Tax Treaty, but the company is not required to seek registration under any law in relation to companies.

As per the provisions of IT Act, companies exercising the option under section 200 or 201 of the IT Act should be excluded from the applicability of MAT.

xi. **<u>Additional income-tax on buy-back of shares by domestic companies:</u>**

Earlier as per sub-clause (f) in section 2(22) of the old IT Act, wherein the gross proceeds received by a taxpayer on buyback of shares (undertaken in accordance with provisions of the Companies Act, 2013) was to be taxed in the hands of the shareholder as 'deemed dividend' on gross basis. Further, the value of consideration received by the shareholder shall be deemed to be Nil under section 46A of the old ITA. The cost of acquisition of such buyback shares to be treated as capital loss and such loss may be carried forward to future years for set off in accordance with the provisions of the old ITA. As per the amendment in Finance Act, 2026, consideration received on buyback shall be chargeable to tax under the head "Capital gains" instead of being treated as dividend income. Where the shareholder or holder of specified securities is a promoter (defined below), the income tax payable on such capital gains is the aggregate of tax payable under the capital gains provisions and additional income tax payable as follows:

Nature of capital gains	Current tax rate*	Tax rate (current + additional income tax)	
		where the promoter is a domestic company*	where the promoter is other than a domestic company (including foreign company)*
Buy-back of listed equity shares			
Short-term capital gain	20%	22% (20% + 2%)	30% (20% +10%)
Long-term capital gain	12.5%	22% (12.5% + 9.5%)	30% (12.5% +17.5%)
Buy-back of shares other than listed equity shares			
Short-term capital gain	At applicable rates	At applicable rates	At applicable rates
Long-term capital gain	12.5%	22% (12.5% + 9.5%)	30% (12.5% +17.5%)

*The above rates are headline rates exclusive of applicable surcharge and cess. Further, in case of promoters, surcharge shall be levied at the rate of 12%.

Promoter:

(a) in the case of a company whose shares are listed on a recognised stock exchange in India, 'promoter' shall have the same meaning as assigned to it in regulation 2(k) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 made under the Securities and Exchange Board of India Act, 1992;

(b) in any other case, "promoter" means –

- a "promoter" as defined in section 2(69) of the Companies Act, 2013; or
- a person who holds, directly or indirectly, more than 10% of the shareholding in the company.

xii. Special Provisions relating to Avoidance of Tax:

Dividend stripping

Under section 175(8) of the IT Act, loss arising on sale of securities or units, which are bought within three months of the record date and (i) sold or transferred such securities within a period of three months after record date, or (ii) such unit within a period of nine months after such record date, shall be ignored for the purpose of computing income chargeable to tax to the extent of exempt income received or receivable on such Securities / Units.

Record date means the date as may be fixed by-

(i) a company for the purposes of entitlement of the holder of the securities to receive dividend; or

(ii) a Mutual Fund or the Administrator of the specified undertaking or the specified company where

"Administrator" means the Administrator as referred to in clause (a) of section 2 of the Unit Trust of India (Transfer of Undertaking and Repeal) Act, 2002 (58 of 2002);

"specified company" means a company as referred to in clause (h) of section 2 of the Unit Trust of India (Transfer of Undertaking and Repeal) Act, 2002 (58 of 2002);

(iii) a business trust defined in section 2(21); or

(iv) an Alternative Investment Fund defined in regulation 2(1)(b) of the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, made under the Securities and Exchange Board of India Act, 1992 (15 of 1992),

Bonus stripping

Under section 175(9) of the IT Act, for units purchased within a period of three months prior to the record date of entitlement of bonus and sold within a period of nine months after this date the loss arising on the transfer of the original units (while continuing to hold the additional bonus units) shall be ignored for the purpose of computing the income chargeable to tax.

The amount of loss so ignored shall be deemed to be the cost of purchase / acquisition of the additional units as are held by the Assessee on the date of such sale or transfer.

As per the Act, the above provision is applicable to securities including units of business trusts and AIF.

xiii. Deduction of tax at source on payment of certain sum for purchase of goods:

Section 393 (Table – For payments to resident) (Point No. 8(ii) - Other cases) of the IT Act states that a buyer who is responsible for paying any sum to any resident seller for purchase of any goods of the value or aggregate of such value exceeding INR 50 lakhs in any previous year, shall, at the time of credit of such sum to the account of the seller or at the time of payment thereof by any mode, whichever is earlier, deduct an amount equal to 0.1% of such sum exceeding INR 50 lakhs as income-tax. It further clarifies that the deduction of tax under serial number 8(ii) shall not apply to a transaction on which tax is deductible or collectible under any of the provisions of the Act.

For the purposes of this clause, the term "buyer" is defined as per provisions of section 402(6) of the Act as "*A person whose total sales, gross receipts or turnover from the business carried on by him exceed ten crore rupees during the tax year immediately preceding the tax year in which the purchase of goods is carried out*". It also clarifies that "*Any person, as the Central Government may notify for this purpose, subject to conditions as may be specified therein*." Is not to be included in the definition of the Buyer for this clause.

The section further provides that if any sum is credited to any account, whether called "suspense account" or by any other name, in the books of the buyer liable to pay such income or sum, such credit of income or sum shall be deemed to be the credit of such income to the account of the payee (i.e. seller) and the provisions of this section shall apply accordingly.

Central Board of Direct Taxes ("CBDT"), in order to clarify on the applicability of the provisions of section 194Q of the old ITA on transactions carried through various stock exchanges, issued a circular dated 30 June 2021. Per the said circular, it was clarified that the provisions of section 194Q of the old ITA should not be applicable to transactions in securities traded through recognized stock exchange or cleared and settled by the recognized clearing corporation.

xiv. <u>Residency of foreign companies.</u>

A foreign company is to be considered to be resident in India, if its place of effective management ('POEM') is in India at any time during the year.

The term 'place of effective management' has been explained to mean a place where key management and commercial decisions that are necessary for the conduct of the business of an entity as a whole are, in substance made.

The CBDT has, vide Circular No. 8/2017 dated 23 February 2017 clarified that the POEM test shall not apply to a company having turnover or gross receipts of Rs. 50 crores or less in a financial year.

xv. <u>Gift Tax</u>

Under section 92(2)(m) of the IT Act, receipt of shares and securities without consideration or without adequate consideration, the difference (if exceeding fifty thousand rupees) between the aggregate FMV and such consideration are taxable as income in the hands of any person being recipient of such shares and securities.

Furthermore, the above provision of section 92(2)(m) of the IT Act shall not apply to any shares and securities received by the donee:

(a) From any relative; or

(b) On the occasion of the marriage of the individual; or

(c) Under a will or by way of inheritance; or

(d) In contemplation of the death of the payer or donor, as the case may be; or

(e) From any local authority as defined in the Schedule III (Note 6); or

(f) From or by any registered non-profit organization as defined in section 355(g), except when received by any person referred to in section 355(h); or by way of a transaction not regarded as transfer under section **70(1)(*a*), (*c*), (*d*), (*e*), (*f*), (*g*), (*i*), (*j*), (*k*), (*l*), (*n*), (*o*), (*t*), (*u*), (*v*) or (*w*); or**

(g) from an individual by a trust created or established solely for the benefit of relative of the individual.

(h) from such class of persons and subject to such conditions, as may be prescribed.

The term 'relative' shall mean:

(A) In the case of an Individual -

i. Spouse

ii. Brother or sister

iii. Brother or sister of the spouse

iv. Brother or sister of either of the parents

v. Any lineal ascendant (maternal as well as paternal) or descendant

vi. Any lineal ascendant (maternal as well as paternal) or descendant of the spouse

vii. Spouse of the person referred to in clauses (ii) to (vi), and

(B) In the case of a HUF, any member thereof.

xvi. Fair market value deemed to be full value of consideration in certain cases:

As per section 79 of the Act, where the consideration for transfer of shares of a company (other than quoted shares) is less than the fair market value of such share determined in the prescribed manner, the fair market value shall be deemed to be the full value of consideration for the purposes of computing income under the head 'Capital gains'. The rules in this regard have been prescribed vide Notification No. 61 /2017 dated July 12, 2017.

xvii. Advance tax obligations:

It will be the responsibility of the Client/ the Investor to meet the advance tax obligation instalments payable on the due dates specified under the Income-tax law.

Note: There can be no guarantee that the above position regarding taxation of the Client would necessarily be accepted by the income-tax authorities under the IT Act. No representation is made either by the Portfolio Manager or any employee, partner or agent of the Portfolio Manager in regard to the acceptability or otherwise of the above position regarding taxation of the Client by the income tax authorities under the IT Act. Prospective Investors are urged to consult their own tax advisers in this regard

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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 Investment Approach obtains an enforceable obligation to pay the price or, in the event of a sale, when the Investment Approach 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. In case of listed mutual fund units, the valuation shall be at the closing price of principal stock exchange.

(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. INVESTOR SERVICES

(i) Name, address and telephone number of the Investor Relations Officer who shall attend to the client's queries and complaints.

Name: **Behzad Kalantary**

Address: **5th Floor, Jet Prime,**

Suren Road, Gundavali,

Andheri (East), Mumbai 400093

Telephone No : **+ 91 9326771445**

Email address :**grievance@stallionasset.com**

The official mentioned above will ensure prompt investor services. The portfolio manager will ensure that this official is vested with the necessary authority, independence and the means to handle investor complaints.

(ii) Grievance Redressal and dispute handling mechanism

The portfolio manager will endeavor to address all complaints regarding service deficiencies or causes for grievance, for whatever reason, in a reasonable, amicable manner and within 21 (twenty-one) days' time. If the client remains dissatisfied with the remedies offered, the client and the portfolio manager shall abide by the following mechanisms:

All disputes, differences, claims and questions whatsoever arising between the client and the portfolio manager and/or their respective representatives shall be settled in accordance with the provisions of The Arbitration and Conciliation Act, 1996 or any statutory requirement, modifications or re-enactment thereof for the time being in force. Such arbitration proceedings shall be held at **Mumbai** or such other place as the portfolio manager thinks fit.

There will be occasions when investors have a complaint against intermediary registered with SEBI. In the event of such complaint investor should first approach the concerned intermediary against whom investor has a complaint. However, if investor may not be satisfied with their response, then investor may lodge their complaint online with SEBI in SCORES. The link for the same is: https://scores.sebi.gov.in/scores-home.

SCORES facilitates investors to lodge their complaint online with SEBI and subsequently view its status.

If the investor is not satisfied with the extent of redressal of grievance, there is a one-time option for 'review' 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.

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.

Alternatively, the Client can directly initiate dispute resolution through the ODR Portal if the grievance lodged with the Portfolio Manager is not satisfactorily resolved or at any stage of the subsequent escalations mentioned above.

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.

Signature Not Verified
Digitally signed by AMIT MOHANLAL JESWANI
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Signature Not Verified
Digitally signed by Angel Lasod
2026.09.21 19:21 +05:30

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 focus through a collection of core holdings and may or may not seek diversification across the various sectors of the equity market. Securities shall be chosen amongst a wide spectrum of market capitalizations, from SME to large capitalization equities. 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.

PART- II DYNAMIC SECTION

12. CLIENT REPRESENTATION: THE CLIENT REPRESENTATION AS ON 31st AUGUST 2026:

Category of Clients	No of Clients	Funds Managed (Rs. In Crs.)	Discretionary/Non-Discretionary/Advisory
Associates (FY23-24)	NIL	NIL	NA
Others-Active as on 31/03/2024	1,100	1446.13	Discretionary
Total	**1,100**	**1446.13**	
Associates (FY 24-25)	NIL	NIL	NA
Others-Active as on 31/03/2025	4510	4632.18	Discretionary
Total	**4510**	**4632.18**	
Associates (FY 25-26)	NIL	NIL	NA
Others- Active as on 31/03/2026	5942	5833.01	Discretionary
Total	**5942**	**5833.01**	
Associates (1*st* Apr 26- 31st August 2026)	NIL	NIL	NA
Others- Active as on 31/08/2026	7246	9610.84	Discretionary
Total	**7246**	**9610.84**	

Note: Stallion Asset Private Limited has invested in the Stallion Asset PMS. As on 31 August 2026, the AUM attributable to such investment was Rs. 124.60 Crore. The same has been considered under the category of “Other Clients.”

(ii) RELATED PARTY TRANSACTIONS:

STALLION ASSET PRIVATE LIMITED secured License for Research Analyst Activities on 12/July/2019 (SEBI -INH000007270) in a Separate Division providing Independent Research Services. Stallion Asset Private Limited acquired Technology and all Clients from Stallion Asset Proprietor Amit Jeswani (SEBI - INH000002582) who is also a Director of Stallion Asset Private Limited on 2nd September 2019. Further, Stallion Asset Private Limited has surrendered their SEBI license INH000007270 for Research Analyst with effect from 10th July 2024.

As per the standards specified by the Institute of Chartered Accountants of India disclosure of transactions with Related Party is as below:

Related party transaction with directors and Key Management Personnel (KMP) in the ordinary course of business:

Names of KMP:	Designation	Salaries (FY 25-26)	Salaries (FY 24-25)
Amit Mohanlal Jeswani	Director & Shareholder	1,74,78,396	49,80,204
Rohit Mohanlal Jeswani	Director & Shareholder	69,78,404	29,80,200
Anita Mohanlal Jeswani	Relative of Director & Shareholder	35,00,000	24,99,996
Rashmi Amit Jeswani	Relative of Director	34,00,000	20,00,000
Ronisha Sanghvi	Company Secretary	2,50,082	11,92,000

Note: Mrs. Anita Mohanlal Jeswani & Ms. Ronisha Sanghvi cease to be KMP for SAPL pursuant to the acceptance of their resignations by the Board of Directors at its meeting held on 12th April 2025.

Furthermore Mrs, Anita Mohanlal Jeswani cease to be the shareholder of the company pursuant to Share transfer w.e.f 9th March 2026.

Related Party Closing Balance as on 31st March, 2026: **NIL**

13.FINANCIAL PERFORMANCE:

The financial performance of the company for the financial year ended 31st March, 2026 (audited) is as follows.

Particulars	**FY 25-26 (Rupees)**	**FY 24-25 (Rupees)**	**FY 23-24 (Rupees)**
Total Income	1,17,49,94,676	80,16,09,407	30,41,08,064
Profit/(Loss) Before Tax	64,83,77,433	49,31,04,189	19,58,55,207
Profit/(Loss) After Tax	48,10,60,162	37,10,76,824	14,88,65,371
Equity Capital *(As of end of period)*	2,30,00,000	2,30,00,000	2,30,00,000
Total Reserves *(As of end of period)*	1,10,95,45,142	62,84,84,981	25,74,08,157
Net Worth *(As of end of period)*	**1,13,25,45,142**	**65,14,84,981**	**28,04,08,157**

14. PERFORMANCE OF PORTFOLIO MANAGER

Investment Approach wise performance of the Portfolio Manager against the respective benchmark for the last three years, for Discretionary Portfolio Services with performance indicators calculated using "Time Weighted Rate of Return" method in terms of Regulation 22 of the SEBI (Portfolio Managers) Regulations, 2020 are tabled as below:

Investment Approach	**FY 23-24**	**FY 2024-25**	**FY 2025-26**	**FY 1st April 2026 to 31st August 2026**
Stallion Asset Core Fund	78.75%	30.57%	-2.57%	37.71%
Benchmark: BSE 500 TRI	40.16%	5.96%	-3.12%	14.45%

Investment Approach	**FY 23-24**	**FY 2024-25**	**FY 2025-26**	**FY 1st April 2026 to 31st August 2026**
Stallion Asset Liquid Fund	5.28%	4.87%	4.64%	1.69%
Benchmark: CRISIL Composite Bond Fund Index	8.26%	8.79%	3.58%	3.54%

1. Table above shows performance calculated on TWRR basis.
2. BSE 500 TRI returns are computed using index value at the start and end of reporting period.
3. All cash holdings and investments in liquid funds are considered, for calculation of performance
4. The performance is reported net of all fees and all expenses
5. Performance related information provided herein is not verified by SEBI.
6. Please note that performance of your portfolio may vary from that of other investors and that generated by the Investment Approach across all investors because of:
   a) the timing of inflows and outflows of funds; and
   b) differences in the portfolio composition because of restrictions and other constraints.

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15. AUDIT OBSERVATION

There are no audit observations by Statutory Auditor of Stallion Asset Private Limited pertaining to PMS for the preceding three financial years.

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16. DETAILS OF INVESTMENTS IN THE SECURITIES OF RELATED PARTIES OF THE PORTFOLIO MANAGER

Sr. No.	Investment Approach, if any	Name of the associate/related party	Investment amount (cost of investment) as on last day of the previous calendar quarter (INR in crores)	Value of investment as on last day of the previous calendar quarter (INR in crores)	Percentage of total AUM as on last day of the previous calendar quarter
	Not applicable				

For STALLION ASSET PRIVATE LIMITED

Signature Not Verified
Digitally signed by AMIT MOHANLAL JESWANI
2026.09.21 18:49 +05:30

AMIT JESWANI
DIRECTOR
DIN: 08053081

Signature Not Verified
Digitally signed by Rohit Mohanlal Jeswani
2026.09.21 18:51 +05:30

ROHIT JESWANI
DIRECTOR
DIN: 08053092

PLACE: Mumbai
DATED: 21st September 2026

CERTIFICATE

The Board of Directors,

Stallion Asset Private Limited
1406/A,Brighton Tower,Road No-2,
Lokhandwala Complex,Andheri West,
Mumbai-400053.

1. You have requested to us to provide a certificate on the Disclosure Document for Portfolio Management Services ("the Disclosure Document") of **Stallion Asset Private Limited** ("the Company"). We understand that the Disclosure Document is required to be submitted to the Securities and Exchange Board of India ("the SEBI").

2. Preparing the Disclosure Document in compliance with the Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020 ("the SEBI Regulations") and the Master Circular issued by SEBI dated July 16, 2025; is the responsibility of the management of the Company. Our responsibility is to report in accordance with the Guidance note on Audit Reports and Certificates for special purposes issued by the Institute of Chartered Accountants of India. Further, our scope of work did not involve us performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statement taken as a whole. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statement, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion.

3. In respect of the information given in the Disclosure document, we state that:

   i. The list of persons classified as Associates or group companies and list of related parties are relied upon as provided by the Company.
   ii. The Promoters and director's qualification, experience, ownership details are as declared by them and have been accepted without further verification.
   iii. 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.
   iv. We have relied on the representation made by the management regarding the Assets under management of Rs. 9610.84 crores as on August 31, 2026.

4. Read with the above and on the basis of our examination of the books of account, records and statements produced before us, and to the best of our knowledge and according to the information, explanations and representations given to us, we certify that the disclosures made in the Disclosure Document dated September 21, 2026 are true and fair and are in accordance with the disclosure requirements prescribed under Regulation 22 of the Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020, the Master Circular for Portfolio Managers dated July 16, 2025, SEBI Circular No. SEBI/HO/IMD/IMD-RAC-3/P/CIR/2025/125 dated September 9, 2025, and other applicable circulars and amendments issued by SEBI from time to time. A management-certified copy of the Disclosure Document is enclosed herewith.

This certificate is intended solely for the use of the management of the Company for the purpose as specified in paragraph 1 above.

For Aneel Lasod and Associates
Chartered Accountants
Firm Regn.No.124609W

Signature Not Verified
Digitally signed by Aneel Lasod
2026.09.21 19:21 +05:30

Aneel Lasod
(Partner)
Membership No.040117
Place: Mumbai
Date: 21-09-2026
UDIN: 26040117TYUCUA9717