DISCLOSURE DOCUMENT FOR PORTFOLIO MANAGEMENT

Systematix Shares andStocks (India) Limited

DECLARATION

The Document has been filed with the Board along with the certificate in the specified format in terms of Regulation 22 of the SEBI (Portfolio Managers) Regulations, 2020.

The purpose of the Document is to provide essential information about the portfolio services in a manner to assist and enable the investors in making informed decision for engaging a portfolio manager.

The necessary information about the portfolio manager required by an investor before investing, and the investor may also be advised to retain the document for future reference.

The name, phone number, e-mail address of the principal officer is as follows:

Mr. Rajeev Bajaj Principal Officer

Tel No: (D) 022-66198030/ (B) 02266198000

E-mail: pms@systematixgroup.in

INDEX

1. **Disclaimer**

This document has been prepared in accordance with the SEBI (Portfolio Managers) Regulations, 2020 and has been filed with SEBI. However, SEBI has neither approved nor disapproved the contents of this document. SEBI has also not certified the accuracy or adequacy of the information provided herein.

2. **Definitions**

1. 'Act' means the Securities and Exchange Board of India Act, 1992.
2. 'Cash Account' the account in which the funds handed over by the client shall be held by the portfolio manager on behalf of client.
3. 'Client' means anybody corporate, partnership firm, individual, HUF, association of person, body of individuals, trust, statutory authority or any other persons who enters into agreement with the portfolio manager for the management of his/its portfolio.
4. 'Discretionary Portfolio Management Services' means the services provided by the Portfolio Manager exercising its sole and absolute discretion to invest the Clients' funds in any type of security as per the agreement relating to portfolio management and to ensure that all benefits accrue to the Clients' Portfolio, for an agreed fee, entirely at the Clients' risk.
5. 'Fund Manager' the individual(s) appointed by the Portfolio Manager who manages, advises or directs or undertakes on behalf of the client (whether as a Discretionary Portfolio Manager or otherwise) the management or administration of a portfolio of securities or the funds of the client, as the case may be.
6. 'Funds' means the moneys placed by the Client with the Portfolio Manager and any accretions thereto.
7. 'Non-Discretionary Portfolio Management Services' mean the services provided by the Portfolio Manager, who manages the funds in accordance with the discretion of the Client for an agreed fee and invests on behalf of the Client in their account in any type of securities entirely at the Client's risk and to ensure that all the benefits accrue to the Clients' Portfolio.
8. 'Portfolio' means the total holdings of all investments, securities and funds belonging to the Client.
9. 'Portfolio Manager' means Systematix Shares and Stocks (India) Limited., a company registered under the Companies Act, 1956 having its Registered Office and Corporate Office at : The Capital, A-Wing, No.603-606, 6th Floor, Plot No. C-70, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 and shall have the same meaning as given in regulation 2(1)(o) of the SEBI (Portfolio Managers) Regulations, 2020 as amended from time to time.
10. 'Person' includes an individual, a Hindu Undivided Family, 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. 'Regulations' mean the Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020, as amended from time to time.
11. 'PMS Portfolio' means any of the investment Portfolios as mentioned herein or such Portfolios that may be introduced at any time in future by the Portfolio Manager.
12. 'SEBI' means the Securities and Exchange Board of India established under sub section (1) of Section 3 of the Securities and Exchange Board of India Act, 1992.
13. 'Securities' includes: "Securities" as defined under the Securities Contracts (Regulation) Act,
    a. shares, scrips, stocks, bonds, debentures, debenture stock or other marketable securities of a like nature in or of any incorporated company or other body
    b. corporate;
    c. derivative;
    d. units or any other instrument issued by any collective investment scheme to the investors in such schemes;
    e. security receipt as defined in clause (zg) of section 2 of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act,2002;]
    f. units or any other such instrument issued to the investors under any mutual fund scheme;]
    g. Government securities;
    h. such other instruments as may be declared by the Central Government to be securities; and
    i. rights or interest in securities;
14. 'Securities Lending Scheme' means the securities lending as per the Securities Lending Scheme, 1997 specified by the Board.
15. 'Systematix' means Systematix Shares and Stocks (India) Limited.
16. 'Principal Officer' means a senior official of the Portfolio Manager and who would be responsible for the activities of portfolio management and has been designated as Principal officer by the 'Portfolio Manager'.

Words and expressions used in this Disclosure Document have been included only for the purpose of clarity and shall in addition be interpreted according to their general meaning and usage and shall also carry the meanings assigned to them in the Regulations governing Portfolio Management Services.

3. Description

History, Present Business and Background of the Portfolio Manager:

Systematix Shares and Stocks (India) Limited, incorporated in May 1995, is a Portfolio Manager registered with SEBI under registration number INP000002692. The company was established to engage in share and stock broking, retail sales, and distribution, with a primary focus on providing broking services.

The Portfolio Manager, Systematix Shares and Stocks (India) Limited, holds a unified license as a member of various exchanges and institutions. It is a member of BSE Ltd for the cash and derivative segments, National Stock Exchange of India Ltd. (NSE) for cash, derivative, currency derivative, and SLBS (Securities Lending and Borrowing Scheme) segments. Additionally, it is a member of Multi Commodity Exchange Of India Limited (MCX) for commodity derivatives and National Commodity & Derivatives Exchange Limited (NCDEX) for commodity derivative segments. Furthermore, the Portfolio Manager is a Depository Participant of Central Depository Services (India) Limited (CDSL) and is registered as a Research Analyst with SEBI.
Systematix Shares and Stocks (India) Limited, a leading financial services entity offering a comprehensive suite of services, including:

- Equities
- Derivatives
- Currency Derivatives
- Commodities
- Depository (DP) Services
- Research
- Portfolio Management Services

The company serves a broad and diverse clientele, including:

- Foreign Institutional Investors (FIIs)
- Domestic Financial Institutions
- Insurance Companies
- Bank Treasuries
- Corporates and Corporate Treasuries
- Promoters
- Ultra High-Net-Worth Individuals (Ultra HNIs)
- High-Net-Worth Individuals (HNIs)
- Retail Investors

The core competency of Systematix Shares and Stocks (India) Limited, as a Portfolio Manager, lies in its robust research capabilities, adept execution, and extensive expertise in the capital markets. These strengths enable the firm to design and implement tailored investment strategies for its clients.

Promoters of the Portfolio Manager, its Directors, core team and their background:

Promoters: Systematix Group was founded in 1985 by Mr. Chandra Prakash Khandelwal, with a vision to build one of India's premier financial institutions, grounded in strong ethics and trust. Over the years, it has evolved into a diversified conglomerate comprising multiple strategic business entities. Over decades, we have diligently pursued this vision, evolving into a leading name in the financial services sector. Today, Systematix offers a comprehensive suite of financial products and services

The Group's investment and merchant banking services are operated through its listed flagship company, Systematix Corporate Services Limited. In addition to this, Group through its various business entities is engaged Stock broking, Depositary Participant services, Portfolio Management Services {PMS}, Research and Distribution of IPO and Mutual Fund products, NBFC (Non-Banking Financial Company) and Alternative Investment Funds (AIFs).

With a commitment to innovation, integrity, and client-centric services, Systematix continues to strengthen its position in India's dynamic financial ecosystem.

Directors / Chief Executive Officer/ Chief Operating Officer and their background:

1. Shri Nikhil Khandelwal holds a degree in management studies (MBA) from the ISB, Hyderabad and Bachelor in Engineering (BE) from Manipal Institute of Technology (MIT) and responsible for overseeing the group's expansion in Institutional Broking, Investment Banking, Equity Capital Markets (ECM) and Asset Management. Shri Khandelwal has previously worked as a Consumer sector analyst with IDFC Research. While leading the entire firm as MD, Shri Khandelwal' particularly oversees the Investment Banking business of Systematix encompassing M&A, Private Equity and Strategic Advisory for a wide variety of industries and clients in India and internationally. He has been instrumental in building Systematix's advisory business into an Industry Focused Cross Border M&A platform – with strong engagements with several mid to large India, US, Japan and Europe based companies.

2. Smt. Anju Khandelwal is the Director of Systematix Shares and Stocks (India) Ltd and holds a qualification in engineering. She possesses over 15 years of experience in the capital markets. Prior to her role at Systematix, she served as a faculty member at esteemed engineering colleges in Central India.

3. Shri. Rahul Khandelwal holds a bachelor's degree in science from Rutgers, the State University of New Jersey, USA. He has 7 years of rich experience in the capital market, where he has catered to esteemed clients through the Institutional Equities team, translating research findings into actionable advice based on clients' specific needs. Additionally, he has been instrumental in exploring digital marketing and online trading platforms, recognizing their pivotal role in the capital market for both clients and stockbrokers.

4. Shri. Sunil Sarda, a qualified Chartered Accountant having more than three decades of rich experience behind him. In his current role of Director with the Systematix Group, he oversees the Private client Group and Retail Broking businesses, which he has built and strengthened over the past 18 years. As a dynamic leader, he has expanded the footprint of Systematix across the country. Currently, he is an invitee member of the Governing Board of the Bombay Stock Exchange Brokers Forum. He was also a member of the prestigious Market Operation Committee of BSE for three consecutive years and also director of Association of National Exchanges Members of India (ANMI) for 6 years and BSE Broker forum for 4 years. The Govt of India has appointed him to be part of the committee which was set up to solve the crisis and monitor and auction the assets of NSEL wherein investors have lost 5500 crores. After the initial training with Ernst & Young, he joined the Aditya Birla Group, after which he moved to Financial Services Industry, as a Founder-Director of Anand Rathi Financial Services.

5. Shri. Rakesh Mehta is a qualified Chartered Accountant and Cost Accountant, having passed with merit and boasting over three decades of experience in top multinational companies. He has extensive expertise in handling commercial functions for large-scale projects. Shri. Mehta has worked as Vice President in the Reliance group of companies, where he managed various high-profile projects, including the world's largest grassroots refinery at Jamnagar, telecommunication projects, and ventures in retail petroleum, retail, and petrochemical businesses. Additionally, he pioneered the establishment of a shared services concept within the organization, which facilitated centralized control of various functions and reduced operating costs.

Core team members for Portfolio Management Services and their background:

6. Shri. Rajeev Bajaj, the Principal Officer, is a qualified Chartered Accountant with over 35 years of enriched experience, including more than 20 years in the capital market. He has been designated as the Fund Manager and Principal Officer, responsible for the Investment Management of the PMS (Portfolio Management Services) division.

7. Shri. Vinay Pandey is a qualified B.Sc graduate from the University of Jabalpur with over 12 years of experience in the equity market. He is currently responsible for PMS (Portfolio Management Services) operations. In his previous role, he served as the PMS Operations Manager with Wealth Stratz Consultant Private Limited.

4. **Top 10Group/firms of Systematix Shares and Stocks (India) Limited, on turnover basis**

Sr. No.	Name of Group companies/firms
1	Systematix Corporate Services Limited.
2	Systematix Fincorp India Limited.
3	Systematix Finvest Private Limited
4	Systematix Distribution Services Private Limited

5. **Penalties, pending litigation or proceedings, findings of inspection or investigations for which action may have been taken or initiated by any regulatory authority** {We are disclosing the information for last 5 financial years}

1. All cases of penalties imposed by the Board or the directions issued by the Board under the Act or rules or regulations made thereunder : Nil
2. The nature of the penalty/direction: Exchanges have levied monetary penalties pursuant to offsite and regular inspection for our broking license, on account of procedural, technical and venial lapses observed. These penalties have been levied for procedural errors, technical and venial lapses which not being material in nature for the operations of the Company either as a Portfolio Manager or as a Member Broker of the Exchanges having levied such penalties.
3. Penalties/fines imposed for any economic offence and/ or for violation of any securities laws: Nil
4. Any pending material litigation/legal proceedings against the portfolio manager/key personnel with separate disclosure regarding pending criminal cases, if any: Nil
5. Any deficiency in the systems and operations of the portfolio manager observed by the Board or any regulatory agency: Nil
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 thereunder: Nil

6. **Details of the services being offered: Discretionary/ Non-discretionary**

Offering both Discretionary and Non-discretionary Portfolio Management Services (PMS) allows the Portfolio Manager to cater to a diverse range of client preferences and needs.

1. Discretionary Portfolio Management: In this service, the Portfolio Manager is granted full authority to make investment decisions on behalf of the client without needing their prior approval for each transaction. This approach is suitable for clients who prefer a hands-off approach and trust the expertise of the Portfolio Manager to make decisions aligned with their investment objectives and risk tolerance.
2. Non-discretionary Portfolio Management: Unlike discretionary management, in this service, the Portfolio Manager provides investment advice and recommendations to the client, but the final decision to execute transactions rests with the client. This approach suits clients who want to be actively involved in the decision-making process and prefer to maintain control over their investment portfolio. In this service, the Portfolio Manager may invest up to 25% of the assets under management of a client in unlisted securities, in addition to the securities permitted for discretionary portfolio management. 'Unlisted securities' shall include units of Alternative Investment Funds (AIFs), Real Estate Investment Trusts (REITs), Infrastructure Investment Trusts (InvITs), debt securities, shares, warrants, etc. which are not listed on any recognized stock exchanges in India.

The Portfolio Manager also offers discretionary or non-discretionary or advisory services for investment up to 100% of the assets under management of the large value accredited investors in unlisted securities, with appropriate disclosures in the disclosure document and as per the terms agreed between the client and the portfolio manager.

By offering both discretionary and non-discretionary services, the Portfolio Manager ensures that they can accommodate clients with varying levels of involvement and preferences regarding their investment decisions. This flexibility enables them to better meet the individual needs and objectives of their clients, ultimately fostering stronger client relationships and trust.

7. Portfolio Management Services Offered

The Portfolio Manager provides two distinct types of services:

Discretionary Portfolio Management: Under this service, the Portfolio Manager has full discretion and autonomy to make investment decisions on behalf of the client. The client entrusts the Portfolio Manager with the authority to manage their portfolio without requiring explicit approval for each transaction. The Portfolio Manager exercises professional judgment and expertise to make investment decisions aligned with the client's stated investment objectives, risk tolerance, and financial situation.

Non-Discretionary Portfolio Management: In this service, the Portfolio Manager manages the client's portfolio based on discussions and explicit permissions obtained from the client. Unlike discretionary management, where the Portfolio Manager has full discretion, here, the Portfolio Manager advises the client on investment strategies and recommendations, but the final decision to execute transactions rests with the client. The Portfolio Manager provides insights and expertise to assist the client in making informed investment decisions while respecting the client's ultimate control over their portfolio.

These two types of services cater to clients with different preferences regarding the level of control and involvement they desire in the management of their investment portfolios. Whether clients prefer to delegate investment decisions entirely to the Portfolio Manager or actively participate in the decision-making process, the Portfolio Manager offers tailored solutions to meet their individual needs and objectives.

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 malafide, fraud, conflict of interest or gross negligence.

8. Investment objective and Investment approach

The **investment objective** outlined is focused on seeking capital appreciation over the long term with the aim of wealth creation through the power of compounding. Here's a breakdown of what this objective entails:

1. Capital Appreciation: The primary goal of the investment strategy is to achieve growth in the value of the portfolio over an extended period. This can be accomplished through various means, such as investing in assets that have the potential for growth, including stocks of companies with strong growth prospects, growth-oriented mutual funds, or other vehicles that offer the potential for increasing returns.
2. Long-Term Focus: The investment approach is geared towards the long term, indicating that the investor is willing to hold onto investments for an extended period, typically measured in years rather than months. This long-term perspective allows for the benefits of compounding to accrue over time, as investment returns are reinvested to generate further growth.
3. Wealth Creation: The overarching aim is to generate wealth for the investor. Wealth creation involves building financial assets and net worth over time, often with the objective of achieving specific financial goals, such as retirement planning, funding education expenses, or creating a legacy for future generations.
4. Long-Term Compounding: The strategy emphasizes the power of compounding, where investment returns generate additional returns over time. By reinvesting earnings and allowing them to compound, the investor can potentially accelerate the growth of their investment portfolio exponentially over the long term.

In summary, the investment objective is centered around achieving capital appreciation over the long term through a strategy focused on wealth creation via the compounding effect. This objective sets the foundation for designing an investment portfolio aligned with the investor's goals and risk tolerance, with a focus on maximizing growth opportunities while managing associated risks.

The **investment approach** outlined is designed to align with the investment objective of seeking capital appreciation over the long term. Here's how the investment approach aims to achieve this objective:

1. Equity Shares of Companies: The primary focus of the investment approach is on equity shares of companies, both listed and unlisted. Investing in equity shares provides exposure to the ownership of businesses, allowing for potential capital

appreciation as the companies grow and generate profits. Equity investments offer the potential for higher returns over the long term compared to other asset classes, albeit with higher volatility and risk.

2. Units of Mutual Funds: Alongside direct investments in equity shares, the investment approach also includes deploying funds into units of mutual funds. Mutual funds pool money from multiple investors to invest in a diversified portfolio of securities, including equities, bonds, and other assets. By investing in mutual funds, the Portfolio Manager can access professional fund management expertise and achieve diversification across a broader range of securities, helping to mitigate risk while potentially capturing upside opportunities in the market.
3. Flexibility in Instrument and Asset Class Selection: The investment approach allows for flexibility in deploying funds across various instruments and asset classes, provided they fall within the definitions set by the Regulator. This flexibility enables the Portfolio Manager to adapt to changing market conditions and opportunities, allocating capital to different asset classes or investment strategies as deemed appropriate to achieve the investment objective while adhering to regulatory guidelines.

By focusing primarily on equity shares of companies and units of mutual funds, while also maintaining flexibility to explore other instruments and asset classes, the investment approach aims to capitalize on growth opportunities in the market while managing risk effectively. This approach reflects a balanced strategy that leverages the potential for higher returns from equities while diversifying risk through exposure to mutual funds and other permissible assets.

9. PMS Portfolios Schemes along with Investment approach

1. Dynamic InvestmentPortfolio

The main objective of the Dynamic Investment Portfolio is to generate long-term capital appreciation through Investment in Indian listed companies with a focus on investing out of large, mid and small cap companies which are available at a discount to their fair value based on their long term growth prospects. The portfolio is agnostic to market capitalisation and is designed to look for under-valued businesses. Some of the criterions we look at for identifying businesses are:

- Companies with significant growth potential not fully recognised by the market
- Undervaluation based on their replacement cost/ asset values
- Companies going through a temporary crisis but their underlying business structure and outlook appear to be robust
- Changes in management, restructuring and shifts in business and economic conditions
- Potential for value enhancements from strategic sale, de-regulation, economic legislation, reform thrusts, industry shakeouts, etc.
- Quality of management
- Special Opportunities – Corporate actions

Suitability: Portfolios suitable for clients with high risk profile

Ideal tenure: Appx. 36+ Months

Stock Limits: Not more than 25 stocks and generally not more than 10% in an individual security at the time of investment.

Allocation:

- Large, Mid and Small Cap 0% - 100%

Benchmark : BSE 500 {TRI}

Note: Fund Manager on his discretion may deviate from this allocation depending on Market expectation and Client's Portfolio Objective Statement and may invest in companies of any sector

The Portfolio Manager may invest in derivatives or any other instrument as may be permitted by SEBI / RBI / such other Regulatory Authority from time to time including Units of Schemes of Mutual Funds and as may be decided by the Portfolio Manager. The Portfolio Manager may also participate in the Securities Lending Scheme.

2. *Customize Portfolio*

Customize Portfolio is a tailor made portfolio to address the investor's unique objectives. Investment objectives may vary from client to client and therefore, depending on the individual client requirements, the portfolio can be structured / customized based on the client's specifications. Fund Manager in consultation with the client, documents the specific objectives and based on those objectives construct and manage the portfolio.

Features

- Structured / Customized portfolio based on the client's specification
- Combination of Assets under which investment are allowed to Portfolio Managers

Suitability: Portfolio to be formed in accordance to Risk Return expectation of client

Ideal Tenure :Appx. 24+ months

Notes: The portfolio of each client may differ from that of the other client in the given portfolios, at the Portfolio Manager's discretion. The funds remaining to be invested in any of the above portfolios at any given point of time may be deployed by the Portfolio Manager in any other short-term investments.

The performance of the Portfolios may not be strictly comparable with the performance of the Indices, due to the inherent differences in the construction of the portfolios. The Portfolio Manager may from time to time, review the benchmark selection process and make suitable changes as to use of the benchmark, or related to composition of the benchmark, whenever it deems necessary.

The policies for investments in associates/ group companies of the Portfolio Manager and the maximum percentage of such investments therein would be subject to the applicable laws / regulations/ guidelines. The amount that may be deployed by the clients under each portfolio shall not be less than the amount, if any, conveyed by the Portfolio Manager from time to time and such amount cannot in any event be less than the minimum amount as stipulated under the Regulations and the amendments thereunder, from time to time. The Portfolio Manager has the discretion to stipulate the amount which is higher than the SEBI specified amount as minimum amount acceptable as corpus for the portfolio.

3. *Multi Cap Portfolio {Earlier Name Large Cap Portfolio}*

The Multi Cap Portfolio has been created on our ND-PMS platform and is a tailor made portfolio created and operated with the involvement and concurrence of the investor in every investment decision. The Portfolio Strategy and objective is to generate long term capital appreciation for investors from a portfolio of Large, mid and Small cap stocks. The Portfolio Manager will apply a Bottom-Up Approach to identify companies with quality management, strong business model, consistent growth reasonable valuation. The portfolio will consist of a diversified set of stocks and sectors and other scrips with client consent.

Features

- Consists of Large, mid and Small cap stocks
- Portfolio structured on the basis on the client's specification

Suitability: Portfolio to be formed in accordance to Risk Return expectation of client

Ideal tenure: Approx. 24+ Months.

Benchmark : BSE 500 {TRI}

Notes:

The portfolio of each client may differ from that of the other client in the given portfolios, as the portfolios are prepared on the basis of orders received from the clients, although it may to some extent be based on our advice. The Scheme was earlier known as Large Cap Portfolio

4. The Opportunity Portfolio

The Opportunity Portfolio has been created on our ND-PMS platform and is a tailor made portfolio created and operated with the involvement and concurrence of the investor in every investment decision. The Portfolio Strategy and objective is to generate capital appreciation for investors from a portfolio of multicap stocks. The Portfolio Manager will apply in general Bottom-Up Approach to identify companies with quality management, strong business model, and consistent growth reasonable valuation. The opportunity Portfolio will consist of a diversified set stocks and sectors.

Features

- Consists of Multi cap stocks
- Portfolio structured on the basis on the client's specification

Suitability: Portfolio to be formed in accordance to Risk Return expectation of client

Ideal tenure: Approx. 24+ Months.

Benchmark : BSE 500 { TRI}

10. Appointment of Custodian

Orbis Financial Corporation Limited has been our custodian and its services include:

1. Obtaining CP code for PMS Schemes
2. Assisting in opening of bank accounts under the PIS guidelines of the RBI with a designated banker in respect of NRI clients
3. For overseas investors - in compliance with PIS guidelines of the RBI, and
4. For Resident Investors – in compliance with Portfolio Management Scheme
5. Clearing & Settlement of securities bought or sold ensuring settlement of transaction at the contracted rates within contracted period as per accepted practices and Beneficiary Allocation as suggested by the Portfolio Manager
6. Clearing & Settlement of cash (Capital Markets) and derivative trades, if any
7. Settlement of Brokerage with PMS's brokers
8. Processing of investments into Mutual Funds including liquid MFs, on best effort basis
9. In case of overseas beneficiary clients, maintaining interface with the designated bank under the PIS guidelines and RBI reporting there under
10. Monitoring and tracking of Corporate Actions
11. Processing of documents for repatriation of funds, as applicable
12. Providing necessary information/data for obtaining CA certificates and making withholding tax payments as per regulatory requirements for PMS Clients (including certifications for NRIs under the PIS regulations)
13. Reconciliations with brokers, bank & DP
14. Communication with the banks w.r.t. RBI reporting, as applicable
15. Compliance handling as required by the Custodian & Depositary Participant

11. Risk factors

The risk factors associated to all the portfolios strategies and MF schemes. The investment decisions of the Portfolio Manager may not always be profitable to the Clients. The following are the inherent risks associated in the management of all the Portfolios:

1. Securities investments are subject to market risks, and there is no assurance or guarantee that the objective of the investments will be achieved.
2. Past performance is not necessarily indicative of future results. It emphasizes that investors should not solely rely on historical performance when making investment decisions. Additionally, it clarifies that there are no guarantees or assurances provided regarding the achievement of investment objectives, indicative returns, protection of the initial investment, or appreciation of the portfolio.
3. By acknowledging the limitations of past performance as a predictor of future outcomes, investors are encouraged to conduct thorough research, consider their own financial goals and risk tolerance, and seek professional advice before making investment decisions.

4. The Investments in equities, equity-related instruments or mutual funds are subject to market risk, interest rate risks, credit risks, political and geopolitical risks, currency risks, country risks and risks arising from changing business dynamics. This may adversely affect returns.
5. The performance of the portfolio will depend upon the performance of the companies in which investments are made. The companies in which investments are made may not perform as per the expectations by the Portfolio Manager at the time of making investments. The performance of such companies may be adversely affected by numerous factors including, for example, (a) business, economic, and political conditions; (b) the supply of and demand for the goods and services produced, provided, or sold by such companies; (c) changes and advances in technology that may, among other things, render goods and services sold by the such companies obsolete; and (d) actual and potential competition from other companies, whether in India or abroad. (e) Certain companies may need substantial additional capital to support growth or to achieve or maintain a competitive position. Such capital may not be available on attractive terms or at all.
6. At times, Portfolios of individual Clients may be concentrated in certain companies/ industries/ sectors/ class of assets. The risk of loss is greater because of concentration. The performance of the portfolio would depend on the performance of such companies/ industries/sectors of the economy/class of assets. Technology, pharmaceutical stocks and some of the investments in niche sectors run the risk of high volatility, high valuation, obsolescence and low liquidity.
7. The value of the Portfolios may be affected by changes in the general market conditions and factors and forces affecting the capital markets, in particular, the 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.
8. The Portfolio Manager may invest in the shares, mutual funds, debt instruments, deposits and other financial instruments of affiliates/companies, subject to the relevant regulatory requirements. Such decisions will be on an arms length basis.
9. The decisions on investments by the Portfolio Manager may not always result in profits. The success of the investment will depend to a large extent upon the ability of the Portfolio Manager to source, select, complete and realize the investments and also reviewing the appropriate investment proposals.
10. Prospective investors should review and study this Disclosure Document carefully and in its entirety. They should not construe the contents hereof or regard the summaries contained herein as advice relating to legal, taxation, or financial/investment matters. Investors are advised to consult their own professional advisors regarding the legal, tax, financial, or any other requirements or restrictions related to the subscription, gifting, acquisition, holding, disposal (sale or conversion into money) of the Portfolio. They should also seek advice on the treatment of income (if any), capitalization, capital gains, any distribution, and other tax consequences relevant to their 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. Additionally, investors should determine possible legal, tax, financial, or other consequences of subscribing/gifting, purchasing, or holding a portfolio of securities before making an investment.
11. Investments are subject to certain risks including limited liquidity in the market, settlement risk, impeding readjustment of portfolio composition, and highly volatile stock markets in India. Losses could arise due to factors such as default or non-performance of a third party, a company's refusal to register a security due to legal stay or otherwise, and disputes raised by third parties. Misjudgment by the Portfolio Manager or their incapacitation due to any reason, however remote, is also a risk. Thus, investment in Indian capital markets involves above-average risk for investors compared to other types of investment opportunities. Investments will typically have a longer duration compared to trading in securities. There is a possibility of the value of investment and the income therefrom falling as well as rising depending upon the market situation. Additionally, there is a risk of a total loss of value of an asset, with the possibility of recovery of losses in investments only through legal processes. The investments made are subject to external risks such as war, natural calamities, and policy changes in local or international markets, which can affect stock markets.
12. The client must review and comprehend the disclosures provided by the Portfolio Manager in this Disclosure Document before entering into the agreement with the Portfolio Manager.
13. Investing in derivatives, futures, and options involves risks distinct from those associated with stocks and bonds. These products are highly leveraged instruments and demand a high level of skill, diligence, and expertise for their utilization. Even slight price fluctuations in the underlying securities can significantly affect the value of derivatives, futures, and options. Risks also include mispricing or incorrect valuation of these instruments, as well as challenges in correlating positions with underlying assets, rates, and indices.
14. Investments are susceptible to the influence of market cycles, with returns appearing appealing and reasonable during bullish periods and turning unattractive or resulting in losses during bearish phases.
15. Reinvestment risk arises due to fluctuations in interest rates, potentially leading to interim cash flows from interest-bearing debt instruments being reinvested at a lower yield than the original yield.
16. The liquidity of investments is influenced and inherently constrained by trading volumes in the securities in which the Portfolio Manager may invest. This limitation may restrict the Portfolio Manager's ability to freely transact with securities in the Portfolio.

17. It sounds like the Portfolio Manager has the discretion to invest in lower-rated or unrated securities if they offer higher yields, but this decision should be made with consideration of the overall risk level of the portfolio. This means they might take on more risk by investing in these securities, but it should align with the agreed scope of investments outlined in the executed agreement. This approach could potentially enhance returns but also increases the potential for losses due to the higher risk associated with lower-rated or unrated securities.
18. The Portfolio Manager has the option to participate in securities lending, but only with the explicit written authorization from the Client. Securities lending involves lending out securities to another party, often for a fee. However, there are risks involved, including the possibility that the other party (the approved intermediary) might fail to comply with the terms of the agreement. This failure could lead to various negative outcomes, such as the loss of the right to collateral, the inability of the intermediary to return the securities, or the loss of corporate benefits associated with the securities.
19. It's important to note that the Portfolio Manager explicitly states that they will not be responsible or liable for any losses resulting from these operations. This highlights the need for the Client to carefully consider the risks and provide clear authorization before engaging in securities lending.
20. The impact the liquidity of investments made by the Portfolio Manager. Firstly, trading volumes, settlement periods, and transfer procedures can affect liquidity. Different segments of the Indian financial markets have varying settlement periods, which may be extended due to unforeseen circumstances. This could restrict the Portfolio Manager's ability to buy or sell securities within expected timeframes, potentially leading to missed investment opportunities or the inability to capitalize on market conditions.
21. Furthermore, the absence of a well-developed and liquid secondary market for debt securities could pose challenges. If the Portfolio Manager is unable to sell securities held in the Portfolio due to this lack of liquidity, it may result in potential losses, especially if there's a need to liquidate assets quickly.
22. These factors underline the importance of understanding and managing liquidity risk within the investment strategy, as well as the need for flexibility and adaptability in response to market conditions and settlement challenges.
23. The inherent liquidity risk associated with securities that are not publicly traded. Such securities lack a market for buyers and sellers to exchange them easily, making them illiquid. Compared to securities listed on exchanges or those with other exit options like put options, unlisted securities carry a larger liquidity risk. Despite this liquidity risk, the Portfolio Manager might opt to invest in unlisted securities if they offer attractive yields. However, it's important to recognize that this decision could heighten the overall risk of the Portfolio. While unlisted securities may provide higher returns, their illiquid nature means that selling them could be challenging, especially in times of market stress or when quick access to funds is needed. Therefore, investing in unlisted securities should be approached cautiously, with a thorough assessment of the liquidity risk and its potential impact on the Portfolio's overall risk-return profile.
24. The nuances of liquidity risk associated with different types of securities. While securities listed on stock exchanges generally carry lower liquidity risk compared to unlisted securities, their saleability can still be constrained by overall trading volumes on the exchanges. Even though these securities are technically more liquid, their liquidity could still be impacted by market conditions and trading activity. On the other hand, money market and debt securities, while relatively liquid, may lack a well-developed secondary market. This could limit the Portfolio Manager's ability to sell these investments quickly, potentially resulting in losses if there's a need to liquidate them urgently. In essence, while each type of security presents its own liquidity challenges, it's crucial for the Portfolio Manager to assess and manage these risks effectively to ensure that the Portfolio remains sufficiently liquid to meet its investment objectives. This might involve diversifying across different types of securities or maintaining sufficient cash reserves to address liquidity needs. The liquidity risk is heightened where a significant portion of the portfolio is invested in unlisted securities. In such cases, even upon termination of the agreement, the client may receive illiquid securities, making it difficult to find a buyer for such securities. There is no assurance that such realizations will be achieved, and the portfolio's investments may remain illiquid when the portfolio intends to terminate.
25. The key considerations associated with investing predominantly in Mutual Funds schemes, whether they are focused on debt, equity, or other instruments. The performance of the Portfolio Manager's investments is closely tied to the performance of the underlying Mutual Fund schemes. Any changes in the investment policies or fundamental attributes of these underlying portfolios could potentially have adverse effects on the performance of the overall portfolio. This emphasizes the importance of closely monitoring the strategies and policies of the Mutual Funds in which the portfolio is invested. Additionally, when the stock market experiences a sharp increase during the investment period, the returns of the portfolio may be less than those achieved by directly investing similar amounts in equities. This discrepancy may occur due to factors such as fees associated with Mutual Funds or differences in the composition of the portfolio compared to a direct equity investment. Overall, while Mutual Funds offer diversification and professional management, investors should be aware of the potential impact of changes in underlying fund policies and market conditions on the performance of their investment portfolio.

26. The Portfolio Manager's ability to appoint advisors and consultants for investment advice or recommendations. It emphasizes that while advice may be sought, it's not mandatory for the Portfolio Manager to follow it. The decision to follow or disregard the advice rests with the Portfolio Manager. Furthermore, the section acknowledges that even if the advice is followed and successfully implemented, there are factors beyond the control of both the Portfolio Manager and the advisor that could impact the outcome. This includes market conditions, which can influence the effectiveness of investment decisions. In summary, while advisors and consultants may provide valuable insights, their advice is not guaranteed to produce the desired results. The final responsibility for investment decisions lies with the Portfolio Manager, and they must consider various factors, including market conditions, when implementing investment strategies.
27. There are inherent risks arising out of investment objectives, investment strategy, asset allocation and non-diversification of portfolio.
28. The Client may not be able to avail of securities transaction tax credit benefit and/or tax deduction at source (TDS) credit and this may result in an increased incidence of tax on the Clients. The Client may incur a higher rate of TDS/ Dividend Distribution Tax in case the investments are aggregated in the name of the Portfolio Manager.
29. Another important tax consideration for clients who engage a Portfolio Manager: the treatment of Portfolio Management Services (PMS) fees in the computation of capital gains tax. When calculating capital gains tax on the sale of shares, the cost of acquisition is a crucial factor. Generally, the cost of acquisition includes the purchase price of the shares along with any associated costs, such as brokerage fees. However, if PMS fees are not considered part of the cost of acquisition, clients may not be able to include these fees when computing capital gains. As a result, the client's taxable capital gains could be higher, potentially leading to an increased tax liability. This underscores the importance for clients to understand the tax treatment of PMS fees and to factor this into their overall investment strategy and tax planning. Clients should consult with tax professionals or financial advisors to fully comprehend the tax implications of engaging a Portfolio Manager and to optimize their tax efficiency accordingly.
30. This section highlights a potential tax implication related to the pooling of funds from various clients for investment purposes. Under the Income-tax Act, 1961 in India, such an arrangement could be categorized as an 'Association of Persons' (AOP). An Association of Persons (AOP) is a legal term used in Indian tax law to describe a group of two or more individuals or entities who come together for a common purpose, including business activities such as investing. If the pooling of funds by the Portfolio Manager on behalf of multiple clients is considered an AOP, it could be subject to taxation as a separate entity, with its own tax liabilities and obligations. This tax treatment could have implications for both the Portfolio Manager and the clients involved. It's essential for both parties to be aware of and understand the potential tax consequences of this classification, and to ensure compliance with relevant tax laws and regulations. Clients should seek guidance from tax professionals or legal advisors to understand how their investments in pooled funds may be taxed and to assess the overall impact on their tax liabilities. Similarly, Portfolio Managers should also consult with tax experts to ensure compliance and to structure their operations in a tax-efficient manner.
31. It is also clarified that the client is responsible for bearing the recurring expenses associated with the investment. These expenses could include management fees, administrative costs, and other operational expenses. As a result of bearing these additional expenses, the client may experience lower pre-tax returns compared to if they had invested directly in the underlying mutual fund schemes in the same proportions. This is because the expenses incurred reduce the overall return on investment. It's important for clients to consider these expenses when evaluating the performance of their investments and to weigh the potential benefits of using a Portfolio Manager against the associated costs. Additionally, clients should ensure transparency regarding the fee structure and understand how it may impact their overall returns.
32. A potential risk associated with the timing of deploying the client's funds after they have been accepted for management by the Portfolio Manager. If the Portfolio Manager does not immediately get an opportunity to invest the client's funds or if there is a delay in deploying them into suitable investment opportunities, the client may experience opportunity loss. This means that the client may miss out on potential returns or benefits that could have been generated during the period when the funds were not invested. It's crucial for clients to be aware of this risk and to consider it when evaluating the performance and effectiveness of the Portfolio Manager. Additionally, the Portfolio Manager should strive to deploy client funds efficiently and in a timely manner to minimize opportunity loss and maximize the potential for returns.
33. The inherent uncertainty associated with investment decisions based on assessments of potential corporate actions or short-term capital appreciation, such as those anticipated due to the listing of a public offering. While the Portfolio Manager may assess and anticipate certain corporate actions or market events, there is no guarantee or assurance that these investments will materialize as expected. Consequently, investments made based on such assessments carry a risk of non-announcement or cancellation of the anticipated corporate action. If the anticipated corporate action fails to materialize or is cancelled, there is a

risk that the price of the securities involved may fall, leading to potential losses for the portfolio. This underscores the importance of acknowledging and managing the risks inherent in investment decisions, particularly those based on expectations of future events or market developments. Clients should be aware of these risks and understand that investment outcomes may deviate from initial expectations. It's essential for Portfolio Managers to conduct thorough due diligence, manage risk effectively, and communicate transparently with clients regarding the potential uncertainties associated with their investment strategies.

34. There is no guarantee or assurance that after the corporate action the price of the Securities will rise or remain stable. The Investment carries a risk of a fall in price of Securities after the corporate action. In the event of the corporate action like de-merger is cancelled or delayed, the Investment objectives may not be achieved. Further, in cases where the acceptance ratio in buy back and/or open offer is lower than expectation and the traded price of the Security is lower than the cost of the residual quantity not accepted, then also there may be a possibility of loss.
35. The risk allocation between the Portfolio Manager and the clients. It states that any act, omission, or commission by the Portfolio Manager while managing the portfolio is solely at the risk of the clients. Essentially, this means that clients bear the risks associated with the decisions and actions taken by the Portfolio Manager.
36. This clause underscores the importance of due diligence and careful consideration when selecting a Portfolio Manager. Clients should be aware of the risks involved and ensure that they understand the terms and conditions of the agreement, including the circumstances under which the Portfolio Manager may be held liable. Additionally, Portfolio Managers should adhere to high standards of professionalism and diligence to fulfill their duties and responsibilities to their clients.
37. Risks associated with the refusal by the issuer company, for any reason, to register the transfer of securities held in the clients' portfolio account. In such cases, the Portfolio Manager will make efforts to sell these securities at the best available market price. However, this action will be taken at the sole risk and responsibility of the clients. Essentially, if the issuer company refuses to register the transfer of securities, the Portfolio Manager will attempt to sell them on behalf of the clients. However, any potential losses incurred in this process will be borne by the clients. This clause underscores the importance of understanding the risks involved in securities transactions and the potential outcomes if a transfer is refused by the issuer company. Clients should carefully consider these risks and ensure they are comfortable with the terms outlined in their agreement with the Portfolio Manager. Additionally, the Portfolio Manager should act diligently to minimize any potential losses in such situations.
38. The uncertainties associated with investing in Initial Public Offerings (IPOs) underscores following key points:
    a. No Guarantee of Listing: There is no guarantee or assurance that securities acquired through an IPO will be listed or publicly traded. This means that investors may not have the opportunity to sell their holdings on a public market.
    b. Uncertainty of Exit Mechanism: Even if the securities are listed, there is no assurance that the listing will provide a viable exit mechanism for investors. This is because the securities may suffer from low trading volumes and low market capitalization, making it difficult to sell them at desired prices.

Overall, this section emphasizes the importance of understanding the risks associated with investing in IPOs. Investors should carefully consider the risks, uncertainties and conduct thorough due diligence before participating in an IPO under non-discretionary schemes to assess the potential risks and rewards involved.

39. Risk Factors specific to investment in Non-Convertible Debentures:
    a. The Issuer of the NCDs or the Portfolio Manager does not guarantee the returns and/or maturity proceeds thereon.
    b. The Issuer of the NCDs or the Portfolio Manager does not make any representation or warranty, express or implied, to make investment in such instruments or the ability of the underlying securities or indices to perform in line with performance of the general stock market performance in India.
    c. The Issuer of the NCDs or any person acting on its behalf may have an interest/position with the Portfolio Manager and/or may have an existing relationship viz. financial, advisory, etc. and/or may be in negotiation/ discussion as to transactions of any kind.
    d. At any time during the life of such NCDs, the value of the NCDs may be substantially less than its investment value. Further, the price of the NCDs may be affected in case the credit rating of the Issuer Company gets downgraded. Neither the Issuer Company nor the Portfolio Manager assures that Credit Rating of the instrument will be maintained during the currency of the NCDs/Instruments.
    e. The returns on the NCDs, are primarily linked to the price of basket of securities or indices as the Reference Index, and even otherwise, may be lower than prevalent market interest rates or even be Nil depending entirely on the movement in the futures values of the basket of stocks or indices over the life of the NCDs (including the amount if any, payable on maturity, redemption, sale or disposition of the Debentures).

f. Client may receive no income/return at all on the NCDs, or less income/return than expectation, or obtained by investing elsewhere or in similar investments.

g. It is possible that the normal methods of computation adopted in relation to the NCDs may have to be modified or even alternative methods could be adopted due to any disruptions in any of the financial markets or on account of any other reason. In such cases the Issuer of the NCDs may include the use of estimates and approximations. All such computations shall be valid and binding on the client and no liability therefore will attach to the Issuer of Equity Linked Debentures / Portfolio Manager.

h. The Issuer of the NCDs may have long or short positions or make markets including in futures and options of the basket of stocks and in other stocks and indices. (hereinafter referred to as "Reference Assets") (and other similar assets), they may act as an underwriter or distributor of similar instruments, the returns on which or performance of which, may be at variance with or asymmetrical to those on the NCDs, and they may engage in other public and private financial transactions (including the purchase of privately placed securities or other assets). Such type of activities of the Issuer of the NCDs or any of its Agents and related markets (such as the foreign exchange market) may affect the value of the NCDs. In particular, the value of the NCDs could be adversely impacted by a movement in the Reference Assets, or activities in related markets.

i. There is a possibility of the underlying securities of the basket or one or more of them getting de-listed from one or more stock exchanges where they are listed or one or more of the securities are withdrawn or suspended from trading on the stock exchanges and in such an event the Debenture- Trustees upon request by the Issuer of the NCDs may modify the terms of issue of NCDs, so as to track a different and suitable Reference asset and in that event, appropriate intimation will be sent to the clients.

j. Investment by the Portfolio Manager in instruments like stock linked or indices linked NCDs involves a certain level of risk. The value of the NCDs may be impacted by movements in the returns generated by the underlying basket of stocks or indices.

k. The returns on investment in NCDs would depend on the happening/ non-happening of specified events and the returns may or may not accrue on the said instruments.

l. The Investment in NCDs is subject to credit risk of the Issuer of the NCDs either due to default or their inability to make timely payments of principal and interest. The portfolio value may also be adversely affected and in case the Issuer of the NCDs defaults, as a result of which the Clients may not receive the principal amount.

m. Investment in NCD's may also result in a loss. Even where the NCDs are principal protected there is a risk that any failure by a counter party to perform obligations when due may result in the Loss of all or part of the investment.

n. In case there is a credit default by the Issuer, there will be a risk of receiving lower than expected or negligible returns in respect of such stock linked Debentures over the life and/or part thereof or upon maturity of the NCDs.

o. The commencement date of the issue and the offer period may be altered at the sole discretion of the Issuer.

12. Client Representation:

Category of Clients	No. of Clients	Funds Managed (Rs. in Crore)	Discretionary/ Non-Discretionary
Associates/Group companies	0	0	0
2021-2022	0	0	Discretionary
2022-2023	0	0	Discretionary
2023-2024	0	0	Discretionary
Others Discretionary			
2021-2022	15	13.05	Discretionary
2022-2023	15	12.64	Discretionary
2023-2024	32	40.53	Discretionary

2024-2025	59	108.13	Discretionary
Others Non-Discretionary			
2021-2022	3	32.15	Non-Discretionary
2022-2023	4	22.27	Non-Discretionary
2023-2024	2	27.80	Non-Discretionary
2024-2025	2	34.95	Non-Discretionary

13. **Generics of Diversification and Limits for Investments in Related Parties**

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

We shall invest in equity and equity related securities and shall obtain a one-time prior positive consent with an option to indicate dissent, in case client does not want to undertake any investment in the securities of associates/related parties of respective Portfolio Manager. The client shall also have an option to specify a limit on investments in the securities of associates/related parties of respective Portfolio Manager, below the ceiling as specified below. 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.

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

Invest up to a maximum of 30% of the Client's AUM in the securities of its associates/related parties and 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 us in equity and debt/hybrid securities of its associates/related parties and not to any investments in the Mutual Funds. We shall not make any investment in unrated and below investment grade securities.

Investments in the securities of associates/related parties of 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
Nil					

14. The Financial Performance of the Portfolio Manager

The audited financial statements shall be made available on request.

(Rs in lakhs)

Financial Statement – Balance Sheet	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
ASSETS			
I. Financial assets			
Cash and cash equivalents	997.73	1012.86	560.78
Bank balances other than above	9254.92	10898.50	5875.53
Receivables	-	-	-
(i) Trade receivables	3051.76	1409.22	932.85
Investments	1037.64	2918.68	1843.86
Other financial assets	4073.40	3214.66	2771.10
	18415.45	19453.92	11984.12
III. Non-financial assets			
Current tax assets (net)		58.34	132.09
Deferred tax assets (net)	135.95		
Property, plant and equipment	215.85	219.57	239.17
Intangible assets	122.56	138.62	29.18
Other non-financial assets	189.79	170.06	75.48
	664.15	586.59	475.92
Total Assets	19079.60	20040.51	12460.04
LIABILITIES AND EQUITY			
I. LIABILITIES			
Financial Liabilities			
Payable			
(i) Trade payable			
- total outstanding dues of micro enterprises and small enterprises	8.96	64.72	4.79
- total outstanding dues of other than micro enterprises and small enterprises	8670.62	10631.46	5551.35
Borrowings (other than debt securities)	2.18		
Other financial liabilities	127.67	185.29	195.91
	8809.43	10881.47	5752.05
Non-financial Liabilities			
Current tax liabilities (net)	53.89		-
Deferred tax liabilities (net)		369.56	1.84
Provisions	44.95	48.48	62.60
Other non-financial liabilities	146.09	136.63	82.34

	244.93	554.67	146.78
II. EQUITY			
Equity Share Capital	491.35	491.35	491.35
Other equity	9533.89	8113.02	6069.86
	10025.24	8604.37	6561.21
Total Liabilities and Equity	19079.60	20040.51	12460.04
Financial Statement – P&L	As at	As at	As at
	31-Mar-25	31-Mar-24	31-Mar-23
Total Income	9346.26	7923.80	4256.24
Total Expenses	7488.55	5192.43	4283.19
PBIDT	1857.71	2731.37	(26.95)
Depreciation	77.87	113.24	53.82
Interest & finance charges	306.00	117.26	116.52
Profit/(Loss) before Tax	1473.84	2500.87	(197.29)
Provision for Tax	619.11	116.00	4.13
Deferred Tax	(504.42)	371.32	(98.29)
Income Tax relating to earlier year		2.56	(3.64)
Profit After Tax	1359.15	2010.99	(99.49)
Other Comprehensive Income	(3.09)	(10.28)	33.82
Total comprehensive income for the year	1356.06	2000.71	(65.67)

Net worth of the Portfolio Manager under Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020 is Rs 5176.90 lakhs based on audited financial statements as on March 31 2025. While calculating the net worth of portfolio manager, Minimum networth /capital adequacy of Rs 4500 lakh as required by other exchanges has been reduced from the total networth which is in accordance with Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020 regulation.

Related party transactions

(i) Details of related parties			
Description of relationship	**Names of related party**		
Ultimate Holding Company	Systematix Holding Private Limited		
Holding Company	Systematix Corporate Services Limited		
Presumption of significance influence	Systematix Finvest Private Limited		
	Systematix Commodities Services Private Limited		
	Systematix Wealth & Asset Services Private Limited (Formerly known as Systematix Wealth & Asset Management Private Limited & Systematix Ventures Private Limited)		
	Systematix Fincorp India Limited		
	Ceepeek Real Estate Private Limited		
	First Lady Housing Private Limited		
	Funsign Real Estate Private Limited		
	Goldflag Exports Private Limited		
	Goldlife Trading Company Private Limited		

	Magicline Trading Company Private Limited		
	Nikunj Mercantile Private Limited		
	Perspire Builders and Developers Private Limited		
	Rangsharda Properties Private Limited		
	Riteplaza Trading Company Private Limited		
	Shiv Shakti Real Estate Private Limited		
	Shubham Mangalam Real Estate Private Limited		
	Snehvardhini Properties Private Limited		
	Swaraj Appartments Private Limited		
	Systematix Capital Services Private Limited		
	Systematix Distributions Services Private Limited		
	Systematix Assets Management Company Private Limited		
	Tekpoint Properties Private Limited		
	Thirdwave Mercantile Company Private Limited		
	Topcity Trading Company Private Limited		
	Urban Affordable Housing LLP		
	Wonderdream Realtors Private Limited		
	Divisha Alternate Investment Manager LLP		
	Divisha Alternative Investments LLP		
	Divisha Developers LLP		
	Divisha Lifestyle LLP		
	Divisha Real Estate Advisors LLP		
	Divisha Realty LLP		
	NHI Developers LLP		
	Skittish Realtors Private Limited		
	Rasik Products Private Limited		
Key managerial personnel	Nikhil Khandelwal		
	Rahul Khandelwal		
	Sunil Sarda		
(ii) Compensation (remuneration to KMP)			
			(Rs in lakhs)
For the year ended 31 March 2025	**Particulars**	**Short-term employee benefits**	**Total**
Nikhil Khandelwal	Managing Director	6.00	6.00
Sunil Sarda	Whole Time Director	79.98	79.98
Rahul Khandelwal	Whole Time Director	19.46	19.46
(iii) Transactions with related parties			
			(Rs in lakhs)
Nature of Transaction	**Name**	**Year ended 31st March 2025**	**Year ended 31st March 2024**
Director Sitting Fees	Anju Khandelwal	1.00	0.80

	Shriram Surajmal Khandelwal	-	0.80
	Rakesh Mehta	1.00	0.80
Salary	Krathi Khandelwal	11.53	9.00
Corporate Guarantee taken for BG and OD	Systematix Corporate Services Limited	56.95	12.22
DP Charges	Systematix Corporate Services Limited	0.01	0.50
Insurance	Systematix Corporate Services Limited	-	0.01
DP charges	Systematix Capital Services Private Limited	0.01	-
Loan Given	Systematix Commodities Services Private Limited	20.00	222.00
Loan Repaid	Systematix Commodities Services Private Limited	20.00	222.00
Purchase/Sale of Shares Investment Transaction	Systematix Commodities Services Private Limited	-	41.75
Fund withdrawn/ received	Systematix Commodities Services Private Limited	-	41.75
Professional Fees Paid	Systematix Distribution Services Private Limited	-	21.34
Deposit repaid	Skittish Realtors Private Limited	30.00	-
Rent Electricity Charges & BTU recovery	Skittish Realtors Private Limited	308.09	-
Rent paid	Swaraj Apartments Private Limited	0.24	-
Gratuity	Systematix Corporate Services Limited	-	10.51
Loan Taken	Systematix Fincorp India Limited	1,11,813.88	31,947.00
Interest charged	Systematix Fincorp India Limited	51.12	16.56
Loan Repaid	Systematix Fincorp India Limited	1,11,865.00	31,963.56
Purchase/Sale of Shares Investment Transaction	Systematix Fincorp India Limited	191.57	400.90
Fund withdrawn/ received	Systematix Fincorp India Limited	194.28	386.86
Loan Taken (MTF)	Systematix Corporate Services Limited	2,509.32	-
Interest charged (MTF)	Systematix Corporate Services Limited	70.43	-
Loan Repaid (MTF)	Systematix Corporate Services Limited	2,579.75	-
Loan Taken	Systematix Corporate Services Limited	35,894.28	6,256.00
Interest charged	Systematix Corporate Services Limited	2.06	4.88
Loan Repaid	Systematix Corporate Services Limited	35,894.16	6,260.88
Loan Taken	Systematix Finvest Private Limited	10,398.19	9,456.10
Interest charged	Systematix Finvest Private Limited	4.88	5.65
Loan Repaid	Systematix Finvest Private Limited	10,403.06	9,461.75
(iv) Outstanding balances			
			(Rs in lakhs)
Nature of transactions	**Name**	**As at 31st March 2025**	**As at 31st March 2024**
Other receivable	Systematix Fincorp India Limited	-	2.71
Deposit given for rent	Skittish Realtors Private Limited	630.00	660.00
Loan taken	Systematix Corporate Services Limited	2.18	-
Other receivable	Skittish Realtors Private Limited	0.01	-
DP charges	Systematix Capital Services Private Limited	0.01	-
DP charges	Systematix Distribution Services Private Limited	0.10	0.10

15. Performance of Portfolio Manager

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

Portfolio	Current { April 01 2025 as on 30th June 2025 }	% Returns	% Returns	% Returns
		FY 2024-2025	FY 2023-2024	FY 2022-2023
Dynamic Investment	17.45	10.63	52.90	-3.72
NDPMS	11.05	13.27	48.52	-15.97
Benchmark Performance	11.73%	3.66%	38.36%	-3.52%

16. Audit Observations

There are no Audit observations of the preceding 3 years

17. Nature of expenses

The following are indicative types of expenses. The exact basis of charge relating to each of the following services shall be annexed to the Portfolio Management Services agreement and the agreements in respect of each of the services availed at the time of execution of such agreements.

1. *Annual Management Fees:* This fee relates to the portfolio management services offered by Portfolio Manager where the clients are charged percentage based annual management fees ranging from Nil to 2 % per annum on average daily assets under management charged annually and billed quarterly. Taxes including GST are charged on the fees as applicable.
2. *Performance Fee:* The Portfolio Manager shall charge performance based fees annually ranging from Nil to 25% on increase in portfolio value in excess of the previously achieved highest value (high watermark principle) and hurdle rate. Taxes including GST are charged on the fees as applicable.
3. *Exit Fees / Load:* If the redemption is done prematurely (within 2 years of account opening) at the option of the client, the Portfolio Manager may levy Exit Charges ranging from Nil to 2% of the client corpus.
4. *Custodian/Depository Participant fee*: The charges relating to opening and operation of demat accounts, custody and transfer charges of shares, bonds and units, custodian charges, etc. will not be exceeding 10 basis points (0.10%) annually of the average daily assets under management of the client. These charges are charged on monthly basis as specified in the Portfolio Management Services Agreement. Taxes including GST are charged on the fees as applicable.
5. *Brokerage and transaction cost:* The Brokerage and other charges like Service tax, Stamp Duty, Security Transaction Tax, SEBI fees, Exchange fees, Settlement charges, Bank charges, Turnover Tax, Foreign Tax, GST and other charges (if any), as per the rates existing from time to time, will be charged on actual. The investment by Portfolio Manager will be done by any SEBI Registered stock broker only and would be as per the rates negotiated between Portfolio Manager and the broker. The charges relating to brokerage will be recovered on actual by Portfolio Manager.
6. *Registrar and transfer agent fee:* Charges payable to the Registrar and Share Transfer Agents in connection with effecting transfer of securities and bonds, units, etc. including stamp charges, cost of affidavit, notary charges, postage and courier charges and other related charges will be recovered on actual.
7. *Certification charges and Professional fees*: Any charges payable for outsourced professional services like taxation, auditing, and any legal services, franking charges and notarizations, etc. incurred on behalf of the client by the Portfolio Manager, will be charged to the client on actual.
8. *Out of Pocket and Other Incidental Expenses*: Charges in connection with day to day operations like courier expenses, stamp duty, document franking charges, notary charges, service tax, other statutory levies, opening of bank, trading and demat accounts and any other out of pocket expenses incurred by the Portfolio Manager, on behalf of the client, may be recovered from the client. Any other charges and levies by the Government or other regulatory authorities, such as GST and other charges levied by third parties in connection with transactions executed by the Portfolio Manager on behalf of the client maybe recovered from the client. All aforementioned expenses would be to the account of the client on the basis of actual expenses.

18. Taxation:

Under the provisions of the Income Tax Act, 1961, clients are responsible and liable for taxes on any income generated from investments made in the portfolio management Investment Approach. Systematix Shares and Stocks (India) Limited will not deduct tax on capital gains generated from these investments. However, this is subject to the provisions of the Income Tax Act, 1961 or any relevant amendments outlined in the Finance Act.

Systematix Shares and Stocks (India) Limited will provide clients with adequate statements for accounting purposes, facilitating compliance with tax regulations and assisting clients in fulfilling their tax obligations.
Clients will be responsible and liable for taxes under the provisions of the Income Tax Act, 1961 for any income generated out of the investment made in the portfolio management Investment Approach. Systematix Shares and Stocks(India) Limited will not deduct tax on the capital gains generated out of the investment to be made in the portfolio management Investment Approach. However, this will be subject to any of the provisions of the Income Tax Act, 1961 or the Finance Act, as applicable. Systematix Shares and Stocks (India) Limited shall provide adequate statements to the clients for accounting purpose.

For non-resident clients, the bank deducts short-term Capital Gains tax at the source. However, individual tax implications may vary, and each prospective client/investor is encouraged to consult their own tax consultant regarding the specific tax implications of availing Portfolio Management Services under the provisions of the Income-tax Act, 1961.

Clients are advised to seek independent advice from their tax advisors or experts regarding any income earned from such investments. The Portfolio Manager will not be responsible for assisting or completing the fulfilment of the client's tax obligations. Both the client and the Portfolio Manager are subject to the provisions of the Income Tax Act, 1961 concerning their individual income.

Under tax regulations, we are mandated to gather information regarding each investor's tax residency. If you have any queries regarding your tax residency, we recommend consulting your tax advisor. FATCA (Foreign Account Tax Compliance Act) provisions, which are part of the US Hire Act 2010, necessitate compliance.

Applicants, including joint holders, guardians, and POA holders, must refer to and complete/sign a separate "FATCA declaration form" as a mandatory requirement. Applications lacking this information or declaration will be considered incomplete and may be rejected.

19. Accounting Policies

For portfolio valuation, the following policy will be applied:

1. Investments in Equities: Equity investments will be valued based on the closing market price on the National Stock Exchange of India Ltd. (NSE). If any securities are not listed or not traded on NSE on a particular day, the closing price on the Bombay Stock Exchange Ltd. (BSE) will be used for valuation. If the closing price of any securities is unavailable on both NSE and BSE, the closing price from the previous working day will be utilized for valuation.
2. Investments in units of close-ended schemes of mutual funds: Units of close-ended schemes of mutual funds, if listed on the National Stock Exchange (NSE), will be valued based on the closing market price on NSE. If the units are not listed or not traded on NSE on a particular day, the closing price on the Bombay Stock Exchange (BSE) will be used for valuation. If the closing price of any units is unavailable on both NSE and BSE, the closing price from the previous working day will be used for valuation purposes For investments in units of mutual funds not listed on stock exchanges (NSE/BSE), the valuation policy is as follows: Units of mutual funds, which are not listed on stock exchanges, will be valued based on the Net Asset Values (NAVs) published by the Mutual Fund Houses on the date of the report. If no NAV is published for a particular day, the NAV from the previous working day will be utilized for valuation purposes.
3. Investment in securities not listed on NSE and/or on BSE: Securities not listed on NSE and/or on BSE will be valued at the cost of acquisition, which includes brokerage and stamp duty and direct cost related to acquisition.
4. Fixed Deposits with banks: Fixed Deposits with banks will be valued at the amount deployed in the Fixed Deposit. Additionally, the interest accrued by the respective banks on these Fixed Deposits will be considered in the valuation when credited by the banks. TDS (Tax Deducted at Source) on interest on Fixed Deposits will be treated as a withdrawal from the Portfolio and will be excluded accordingly from the valuation.

20. Basis of Accounting

The following Accounting Policies will be applied for accounting the investments of the Client and reporting to them:

1. The Books of Account of the Client is maintained on an historical cost basis.
2. Realized gains/losses will be calculated by applying the first in/first out method.
3. For derivatives/futures and options, unrealized gains and losses will be calculated by marking all the open positions to market.
4. Unrealized gains/losses are the differences between the current market values/NAV and the historical cost of the securities/price at which securities are valued on the date of admitting as a Corpus.
5. All income will be accounted on accrual or receipt basis, whichever is earlier.
6. The Portfolio Manager and the Client can adopt any specific norms or methodology for valuation of investment or for accounting the same, as may be mutually agreed between them on a case-by-case basis.
7. Purchase and Sale transactions are accounted for on contract date basis.
8. Purchases are accounted at the cost of acquisition inclusive of brokerage, stamp duty, transaction charges and entry loads in case of units of mutual fund. 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.
9. Securities Transaction Tax paid on purchase/sale of securities including derivatives, during the financial year is recognized as an expense in the books of accounts.
10. Bonus shares are recorded on the ex-benefit date (ex-date).
11. Dividend income is recorded on the ex-dividend date (ex-date).
12. Interest on Debt instruments/ Fixed Deposit with banks is accounted on accrual basis.
13. Tax deducted at source (TDS) on interest on Fixed Deposits is considered as withdrawal of Portfolio and debited accordingly.
14. In case of any Portfolio received from the Clients in the form of securities will be accounted at previous day's closing price on NSE. Where the Client withdraws Portfolio in the form of securities, the same will be accounted at closing price on NSE on the date of withdrawal. In case any of the securities are not listed on NSE or they are not traded on NSE on a particular day, closing price on Bombay Stock Exchange Ltd. (BSE) will be used for aforesaid accounting purpose. The Client may contact the Portfolio Manager for the purpose of clarifying or elaborating on any of the above policy issues.

21. Investor Services:

1. Name, address and contact details of the investor relation officer who shall attend to the investor queries and complaints:

   Investor Relation Officer: Ms. Nipa Savla

   Systematix Shares and Stocks (India) Ltd.

   The Capital, A-wing, No. 603 – 606, 6th Floor, Plot No. C-70, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 Board: +91 (22) 66198000/40358000 Direct: +91 (22) 67048680/40874080

   Email: pms@systematixgroup.in Scores Login id: PFM00224 { https://scores.sebi.gov.in/}

2. Grievance Redressal and Dispute Settlement mechanism:

   a. Grievance Redressal: If any queries / grievances / issues received from clients, Investor Relation Officer (IRO) shall attend and address it and will resolve the same within 3 working days. In case IRO is unable to resolve clients query, in that case issue will be escalated to Portfolio Manager and he will try to resolve the issue in next 4 working days. If still the grievance is not been resolved then it will be escalated to Principal Officer (PO) who shall respond to clients grievances in next 8 working days with the appropriate solution. The Portfolio Manager shall ensure redressal of grievances of the investors within 21 calendar days of the date of the receipt of the complaint.

b. Dispute Settlement Mechanism is outlined as follows:

   i. Mutual Discussion: Initially, all disputes, differences, claims, or questions arising from the agreement with the Client or related to its terms shall be settled through mutual discussion between the parties.

   ii. Arbitration: If mutual discussion fails to resolve the dispute, it shall be referred to and settled by arbitration. The arbitration process will be conducted in accordance with the provisions of the Arbitration and Conciliation Act, 1996, or any statutory modification thereof.

   iii. Location and Language: The arbitration proceedings shall take place in Mumbai or any other place decided by the regulators. The proceedings will be conducted in English.

   iv. This mechanism ensures that any disputes between the Portfolio Manager and the Client are resolved through a structured and legally binding process, providing a fair and impartial means of settling disagreements.

Approved by the Directors of Systematix Shares and Stocks (India) Ltd.

Sr. No.	Name of the Director	Signature
1	Mr. Sunil Sarda	
2	Mr. Nikhil Khandelwal	

Place: Mumbai

Date: August 2[illegible] 2025

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

(**Regulation 22**)

Systematix Shares and Stocks (India) Ltd.
Registered Office & Corporate Office: The Capital, A-wing, No. 603 – 606,
6th Floor, Plot No. C-70, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051
Tel: + 91 (22) 66198000/40358000 Email: -pms@systematixgroup.in

We confirm that:

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

2. 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 in the Portfolio Management;

3. The Disclosure Document has been duly certified by an independent Chartered Accountant "KamleshP Mehta Associates " office at 606, Aura Biplex, S.V.Road, Above Kalyan Jewellers Borivali (West), Mumbai-400092 bearing Member Ship No.045573, as on August 21 2025 (enclosed is a copy of the chartered accountants' certificate to the effect that the disclosures made in the document are true, fair and adequate to enable the investors to make a well informed decision)

Date: August 2[illegible] 2025
Place: Mumbai

Signature of the Principal Officer
Mr. Rajeev Bajaj
Principal Officer

The Capital, A-wing, No. 603 – 606,
6th Floor, Plot No. C-70 G Block, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051

Kamlesh P. Mehta Associates
Chartered Accountants

Office No. 503, 5th Floor, Vatsal - H. Rishabh Raj, A Wing, Near Bank of Baroda, S. V. Road, Kandivali(W), Mumbai - 400 067.
Cell : 98198 39188, E Mail : kamleshmehtaca@gmail.com, kpm@kamleshpmehta.com - Website : www.kamleshpmehta.com

CERTIFICATE

We have been requested by **M/S Systematix Shares and Stocks (India) Limited** (the "Portfolio Manager") having its corporate office at The Capital, A-Wing, No.603-606, Bandra Kurla Complex, Bandra (East), Mumbai-400051, a SEBI Registered Portfolio Manager (Reg No. INP000002692) to certify the contents and information provided in the Disclosure Document required to be filed with Securities and Exchange Board of India (SEBI) as per Regulation 22(5) of SEBI (Portfolio Managers) Regulations, 2020.

We have verified Disclosure Document and the details with the respective documents, system generated reports provided by the management of the Portfolio Manager and have relied on various representations made to us by the management wherever necessary.

Based on our verification of the records and the information and explanations given to us, we hereby certify that the contents and information provided in the Disclosure Document dated **21st August, 2025** and annexed hereto are true, fair and adequate to enable the investors to make a well-informed decision.

We further certify that the Disclosure Document complies with the requirement specified in Schedule V of Regulation 22 of the Securities and Exchange Board (Portfolio Managers) Regulations, 2020.

We have relied on the representation given by the management about the penalties or litigation against the Portfolio Manager mentioned in the disclosure document. We are unable to comment on the same.

The certificate has been issued solely for complying with the requirements of SEBI (Portfolio Managers) Regulations, 2020 for the sole purpose of certifying the contents of the Disclosure Document for Portfolio Management and should not be used or referred to for any other purpose without our prior written consent.

For Kamlesh P. Mehta Associates
Chartered Accountants
Firm Reg.No:120063W

KAMLESH P. MEHTA ASSOCIATES C.A. M. No. 45573

Kamlesh P Mehta
Proprietor
Membership No.: 045573
UDIN No: 25045573BMHWLZ9311
Date: 21st August, 2025
Place: Mumbai