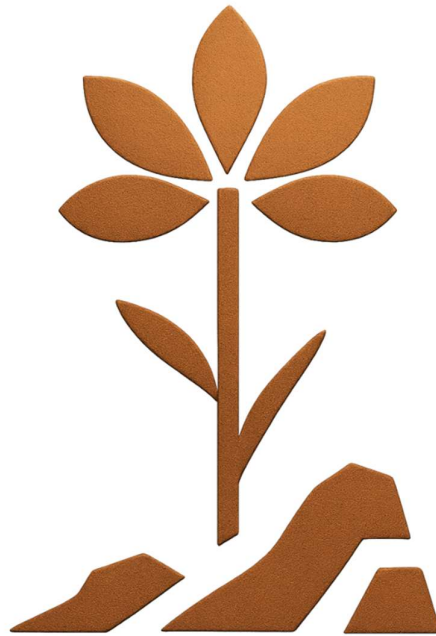


VIREYA CAPITAL MANAGEMENT LLP

Portfolio Management Service
SEBI Registration No. INP000009861

Disclosure Document



DISCLOSURE DOCUMENT

(As per the requirement of Fifth Schedule of Regulation 22 of Securities and Exchange Board of India (Portfolio Managers) Regulation 2020)

- i. The Disclosure Document has been filed with the Securities & Exchange Board of India along with the certificate in the prescribed format in terms of Regulation 22 of the SEBI (Portfolio Managers) Regulations, 2020.
- ii. The purpose of the Document is to provide essential information about the portfolio management services in a manner to assist and enable the investors in making informed decision for engaging Vireya Capital Management LLP as a Portfolio Manager.
- ii. The Disclosure Document contains the necessary information about the Portfolio Manager, required by an investor before investing, and the investor may also be advised to retain the document for future reference.
- iii. The details of the Portfolio Manager and the Principal Officer so designated by the Portfolio Manager are as follows:

Name of the Portfolio Manager	Vireya Capital Management LLP
SEBI Registration Number	INP000009861
Name of the Portfolio Manager	Hardick Bora
Phone	+91- 98674 80651
Email	hardick.bora@vireyacapital.com
Registered Office address	23-Amarpali Industrial Estate, Ram Mandir Road, Goregaon (West), Mumbai 400104, Maharashtra, India
Principal Office Address	B-406, Jaswanti Allied Business Centre, Ramchandra Extn Lane, Kanchpada, Malad West, Mumbai 400064, Maharashtra, India

- iv. The Disclosure Document is dated March 27, 2026.



DISCLOSURE DOCUMENT

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

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DISCLOSURE DOCUMENT

PORTFOLIO MANAGEMENT SERVICES

PART I - Static Section

1. Disclaimer Clause

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

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

2. Definitions

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

1. “**Act**” means the Securities and Exchange Board of India Act, 1992.
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.
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.

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.
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.

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.
7. “**Assets Under Management**” or “**AUM**” means aggregate net asset value of the Portfolio managed by the Portfolio Manager on behalf of the Clients.
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.
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.
10. “**Board**” or “**SEBI**” means the Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992. “**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.
11. “**Client(s)**” / “**Investor(s)**” means any person who enters into an Agreement with the Portfolio Manager for availing the services of portfolio management as provided by the Portfolio Manager.
12. “**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.
13. “**Depository**” means the depository as defined in the Depositories Act, 1996 (22 of 1996).
14. “**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.
15. “**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.
16. “**Disclosure Document**” or “**Document**” means the disclosure document for offering portfolio management services prepared in accordance with the Regulations.
17. “**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).
18. “**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.
19. “**Fair Market Value**” means the price that the Security would ordinarily fetch on sale in the open market on the particular date.

20. “**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.
21. “**Financial Year**” means the year starting from April 1 and ending on March 31 in the following year.
22. “**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.
23. “**Group Company**” shall mean an entity which is a holding, subsidiary, associate, subsidiary of a holding company to which it is also a subsidiary.
24. “**HUF**” means the Hindu Undivided Family as defined in Section 2(31) of the IT Act.
25. “**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.
26. “**IT Act**” means the Income Tax Act, 1961, as amended and restated from time to time along with the rules prescribed thereunder.
27. “**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.
28. “**Non-resident Investors**” or “**NRI(s)**” shall mean non-resident Indian as defined in Section 2 (30) of the IT Act.
29. “**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.
30. “**NISM**” means the National Institute of Securities Markets, established by the Board.
31. “**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.
32. “**Portfolio**” means the total holdings of all investments, Securities and Funds belonging to the Client.
33. “**Portfolio Manager**” means Vireya Capital Management LLP, limited liability partnership] incorporated under the Limited Liability Partnership Act, 2008, registered with SEBI as a portfolio manager bearing registration number INP000009861 and having its registered office at 23-Amarpali Industrial Estate, Ram Mandir Road, Goregaon West, Mumbai 400104, Maharashtra, India.
34. “**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

35. “**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.

36. “**Related Party**” means –

- (i) a director, partner or his relative;
- (ii) 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;

37. “**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.

38. “**Derivative**” means a forward, future, option, or any other hybrid contract of predetermined fixed duration, linked for the purpose of contract fulfilled to the value of a specified real or financial asset or to an index of securities.

Derivative Includes: Security derived from a debt instrument, share, risk instrument or contract for differences or any other form security; Contract which derives its value from the prices, or index of prices, of underlying securities.

Additional Definitions:

39. **“Bank Account”** means one or more accounts opened, maintained and operated by the Portfolio Manager with any of the Scheduled Commercial Banks in accordance with the agreement entered into with the Client.
40. **“Body Corporate”** shall have the meaning assigned to it in or under sub-section (11) of Section 2 of the Companies Act, 2013.
41. **“Initial Corpus”** means the value of the Funds and the market value of readily realizable Securities brought in by the Client at the time of commencing of his relationship as a Client with the Portfolio Manager and accepted by the Portfolio Manager. The Securities brought in by the Client in the form of Securities shall be taken at the last available closing price on the day of transfer of Securities in the Depository Account. The Portfolio Manager shall not accept from client, funds or securities worth less than Fifty Lakhs rupees.
42. **“RBI”** means Reserve Bank of India.
43. **“Strategy”** means any of the current investment Strategy or such Strategies / Portfolio that may be introduced at any time in future by the Portfolio Manager.

Words and expressions used in this disclosure document and not expressly defined shall be interpreted according to their general meaning and usage. The definitions are not exhaustive. They 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 meanings assigned to them in regulations governing Portfolio Management Services.

3. Description

(i) History, Present Business and Background of the Portfolio Manager

Vireya Capital Management LLP was incorporated in the 2025 with its registered office at 23- Amarpali Industrial Estate, Ram Mandir Road, Goregaon West, Mumbai 400104, Maharashtra, India

PMS is committed to providing exceptional client service through building relationships and continually working to improve investing experience of our clients. PMS offers the perfect blend of Equity research, Portfolio Management Services.

The company offers PMS services to High Net-Worth individuals (HNI's)/ corporate/retail individuals who are resident Indians and NRI/PIO's for investment into the listed equity market as per the rules and regulations laid down by SEBI and RBI.

The Company is registered with the Securities and Exchange Board of India (SEBI) as PMS vide Registration No. INP000009861.

PMS is managed by professionals having expertise in the following disciplines:

- Equity Investments
- Equity Research
- Portfolio Management Services

Promoters of the Portfolio Manager, Directors and their background

Name	Qualification	Brief Experience
Hardick Vinod Bora	CFA Charter holder, CFA Institute, USA	<p>16 years of experience in the financial services industry, involving equity portfolio management, investment analysis and financial services.</p> <p>In his previous job, he was the Co-Head of Equity at Union Mutual Fund and oversaw the management of assets worth approximately Rs 14,500cr across 14 equity and 4 hybrid schemes.</p> <p>Previously, he has also held equity research roles in Motilal Oswal Financial Services, Dolat Capital and Khandwala Securities.</p>
Rakhi Notani	Chartered Accountant, Institute Chartered Accountants of India	13 years of experience in the consultancy services, involving automation and optimization of financial Reporting.

(ii) Group Companies/Firms of the PM

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

Name of Group Companies: Not Applicable

(iii) Details of the services being offered: Discretionary/ Non-discretionary/ Advisory

Discretionary Services

Under these services, the choice as well as the timings of the investment decisions rest solely with the portfolio manager. In other words, the portfolio manager shall have the sole and absolute discretion to invest clients’ funds in any type of securities including derivatives (futures and options) and in any market as it deems fit as per the executed agreement. The Securities invested/ disinvested by the portfolio manager for client in the same Strategy may differ from client to client. 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 any time during the currency of the agreement or any time thereafter except on the ground of mala fide intent, fraud, conflict of interest or gross negligence etc. Periodical statements in respect of client’s portfolio are sent to the respective clients

Non-discretionary Services

Under this Strategy Portfolio Manager manages the funds / securities in accordance with the directions of the client.

Advisory Services

The Portfolio Manager will also provide Advisory Portfolio Management Services, in terms of the Regulations, which shall be in the nature of investment advisory and shall include the responsibility of advising on the portfolio strategy and Investment and divestment of individual securities on the client’s portfolio, for an agreed fee structure, entirely at the client’s risk.

The Portfolio Manager shall be solely acting as an advisor to the portfolio of the client and shall not be responsible for the investment/ divestment of securities and/ or administrative activities on the client’s portfolio. The Portfolio Manager shall, provide advisory services in accordance with such guidelines and /or directives issued by the regulatory authorities and/ or the Client, from time to time, in this regard. The clients of the portfolio managers could be Indian resident investors and / or offshore investors.

The services provided to clients are in accordance with the legal agreements / other documents executed with them.

Option for direct on boarding of client

Client has an option of direct on-boarding with the Portfolio Manager without intermediation of persons engaged in distribution services and no charges except statutory charges shall be levied at the time of such on-boarding. The client shall inform the Portfolio Manager if he wishes to avail the option of direct on-boarding.

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

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.	NA
2.	The nature of the penalty/direction.	NA
3.	Penalties/ fines imposed for any economic offence and/or for violation of any securities laws.	NA
4.	Any pending material litigation/legal proceedings against the Portfolio Manager/key personnel with separate disclosure regarding pending criminal cases, if any.	NA
5.	Any deficiency in the systems and operations of the Portfolio Manager observed by the Board or any regulatory agency.	NA
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 Regulations made there under.	NA

5. Services Offered

(i) The portfolio Manager may provide Discretionary, Non-Discretionary and Advisory Portfolio Management services.

Discretionary Portfolio Management indicates that the portfolio manager has full discretion to manage the clients portfolio, however investment will be made taking in consideration the risk profile of the client.

In case of a non-discretionary portfolio, the client directs the portfolio manager to the avenues of investments while the portfolio manager passively manages and executes transaction based on the client’s decision.

Under a Non-Discretionary Portfolio, the portfolio manager executes the investment instructions and follows up with the payments, settlements, custody and other back-office functions.

Under the Advisory option the portfolio manager, based on the risk profile of the client, offers his advice from time to time, however the final decision and execution of the transaction rest with the client.

Our investment management team follows a disciplined process of fundamental and technical analysis of listed securities to create a comprehensive range of disciplined strategies. Each open position is closely monitored on a daily basis. The investments are made using a sophisticated stock selection methodology.

Initial Corpus Value should not be less than as prescribed under SEBI Regulations from time to time.

(ii) Investment Approaches of the PM:

Investment Approach: Vireya – Growth Anchors

Sr. No.	PARTICULARS	DESCRIPTION
1.	Strategy	EQUITY
2.	Investment Objective	<p>The primary investment objective of the proposed portfolio management product would be to facilitate capital appreciation over the long term by tapping the growth and value proposition of established businesses. We will mitigate any unsystematic risk by keeping the portfolio well diversified, spanning across a multiple sectors and companies.</p> <p>The portfolio management product proposes to offer portfolio management services to high Net-worth Individuals (HNI's)/ corporate(s) who are resident Indians and NRI/PIO's from investment into the listed equity market as per the rules and regulations laid down by SEBI and RBI.</p>
3.	Description of Securities	We will invest only in equities listed at BSE & NSE. Temporary surplus funds would be parked in arbitrage funds and/or suitable short term debt instruments like liquid funds, short term bond funds etc.
4.	Type of Securities	Equity
5.	Stock Selection	<p>The strategy centers around wealth maximization by investing in a diverse portfolio of well-established businesses.</p> <p>The process starts with identification of promising sectors which are gaining prominence in the economy.</p> <p>The leading stocks of the identified sectors are then screened on the basis of qualitative and quantitative aspects such as return on capital employed, governance track record, quality of earnings, financial leverage, long term growth prospects, etc.</p>

		<p>These stocks may typically (1) be well-discovered stocks, (2) have larger market capitalization and (3) will be available at prices closer to their intrinsic values.</p> <p>Hence portfolio returns would be generated largely on the basis of underlying business growth of portfolio stocks.</p> <p>Under this strategy, the Portfolio Manager shall sufficiently diversify the portfolio, thereby mitigating unsystematic risk.</p> <p>The portfolio will be periodically reviewed to realign and rebalance as per the opinion of the portfolio manager based on changing economic and business conditions.</p> <p>The strategy is a disciplined plan of action with long term focus.</p> <p>The portfolios will consist of between 15 to 50 stocks, based on the portfolio managers consideration of market conditions, in order to provide adequate diversification and at the same time ensure meaningful holdings to maximize returns from individual holdings.</p>
6.	Portfolio Allocation	<p>The Portfolio Manager will assign different weight to all the stocks in the portfolio when the portfolio is being started. The portfolio will have 15-50 stocks, to ensure adequate diversification.</p> <p>The stocks will be held for the long term. The portfolio will be rebalanced by the portfolio manager after reassessing overall market situation and the positioning of particular companies. The portfolio will be predominantly invested in large and mid-cap companies.</p> <p>The portfolio may also carry positions in alternates, like gold and silver ETFs, and cash and cash equivalents, with the objective to diversify systematic risk of overvalued equity markets.</p> <p>The Portfolio manager may use Derivatives (Futures & Options) upto 100% for Hedging and Portfolio rebalancing without creating any leverage.</p> <p>Notwithstanding the above, the portfolio strategy will predominantly be equity.</p> <p>Indicative asset allocation:</p> <p>Listed Equities: 0 – 100%</p> <p>Cash & Cash Equivalents: 0 – 100%</p> <p>Alternates – 0 – 50%</p> <p>Derivates – 0 – 100%</p>
7.	Benchmark	<p>The benchmark will be S&P BSE500 TRI Index, as the portfolio strategy will predominantly be equity.</p>
8.	Investment Horizon	<p>The strategy warrants investment horizon of 5+ years, to yield the desired result. However, the Portfolio Manager reserves the right to deviate from these norms as per prevailing and expected future market conditions.</p>

9.	Risk Associated with the Investment Approach	Please refer the clause 6 “Risk Factors”.
10.	Other	NIL
11.	Investment Amount	As per Portfolio Managers Regulation - Minimum Investment Amount: Rs. 50 Lakhs
12.	Fees Structure	Fixed Management Fees of up to 3% per annum plus GST
13.	Terms of Redemption	Any time at the discretion of the investor, subject to applicable exit load mentioned in Point 7 of this document

Investment Approach: Vireya – Emerging Leaders

Sr. No.	PARTICULARS	DESCRIPTION
1.	Strategy	EQUITY
2.	Investment Objective	<p>The primary investment objective of the proposed portfolio management product would be to facilitate capital appreciation over the long term by tapping the growth and value proposition of stocks of under-appreciated and emerging businesses. The portfolio manager will mitigate risk by keeping the portfolio well diversified, spanning across sectors and companies.</p> <p>The portfolio management product proposes to offer portfolio management services to High Net-worth Individuals (HNI’s)/ corporate(s) who are resident Indians and NRI/PIO’s from investment into the listed equity market as per the rules and regulations laid down by SEBI and RBI.</p>
3.	Description of Securities	We will invest only in equities listed at BSE & NSE. Temporary surplus funds would be parked in arbitrage funds and/or suitable short term debt instruments like liquid funds, short term bond funds etc.
4.	Type of Securities	Equity
5.	Stock Selection	<p>The strategy centers around wealth maximization by identifying mispriced opportunities.</p> <p>The PM will follow a bottom-up approach for picking stocks and construct a portfolio representing the highest conviction ideas.</p> <p>Businesses are screened on the basis of qualitative and quantitative aspects such as return on capital employed, governance track record, quality of earnings, financial leverage, long term growth prospects, etc.</p>

		<p>These stocks may typically (1) be under-discovered stocks, (2) have smaller market capitalization and (3) may be available at large discount to their intrinsic values.</p> <p>Hence, portfolio returns may be generated from (1) high business growth and (2) convergence of gap between market price and fair value.</p> <p>Under this strategy, the Portfolio Manager shall sufficiently diversify the portfolio, thereby mitigating unsystematic risk.</p> <p>The portfolio will be periodically reviewed to realign and rebalance as per the opinion of the portfolio manager based on changing economic and market scenario.</p> <p>The strategy is a disciplined plan of action with long term focus.</p> <p>The portfolios will consist of between 15 to 50 stocks, based on the portfolio managers consideration of market conditions, in order to provide adequate diversification and at the same time ensure meaningful holdings to maximize returns from individual holdings.</p>
6.	Portfolio Allocation	<p>The Portfolio Manager will assign different weight to all the stocks in the portfolio when the portfolio is being started. The portfolio will have 15-50 stocks, to ensure adequate diversification.</p> <p>The stocks will be held for the long term. The portfolio will be rebalanced by the portfolio manager after reassessing overall market situation and the positioning of particular companies. The portfolio will be predominantly invested in stocks beyond the top 100 listed companies – i.e., mid, small and micro-cap companies, including SMEs.</p> <p>The portfolio may also carry positions in alternates, like gold and silver ETFs, and cash and cash equivalents, with the objective to diversify systematic risk of overvalued equity markets.</p> <p>Notwithstanding the above, the portfolio strategy will predominantly be equity.</p> <p>Indicative asset allocation:</p> <p>Listed Equities: 0 – 100%</p> <p>Cash & Cash Equivalents: 0 – 100%</p> <p>Alternates – 0 - 50%</p>
7.	Benchmark	<p>The benchmark will be S&P BSE500 TRI Index, as the portfolio strategy will predominantly be equity.</p>
8.	Investment Horizon	<p>The strategy warrants investment horizon of 5+ years in 20 to 25 stocks, to yield the desired result. However, the Portfolio Manager reserves the right to deviate from these norms as per prevailing and expected future market conditions.</p>
9.	Risk Associated with the	<p>Please refer the clause 6 “Risk Factors”.</p>

	Investment Approach	
10.	Other	NIL
11.	Investment Amount	As per Portfolio Managers Regulation - Minimum Investment Amount: Rs. 50 Lakhs
12.	Fees Structure	Fixed Management Fees of up to 3% per annum plus GST
13.	Terms of Redemption	Any time at the discretion of the investor, subject to applicable exit load mentioned in Point 7 of this document

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

6. Risk factors

A. General Risks 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. [OR] The Portfolio Manager has no previous experience/track record in the field of portfolio management services. However, the Principal Officer, directors and other key management personnel of the Portfolio Manager have rich individual experience.

(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.

B. Risk associated with equity and equity related instruments

(10) 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

(11) 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.

(12) 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. As such, risks may include disproportionate losses from execution risk, mispricing, illiquidity and counterparty risk.

C. Risk associated with debt and money market securities

(13) 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.

(14) 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.

(15) 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.

(16) 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

(17) 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.

(18) 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

(19) 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.

(20) 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.

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

(22) 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.

(23) 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 monetary and interest policies, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally.

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

(25) While it would be the endeavour 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.

(26) 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

(27) 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

(28) 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.

(29) 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 endeavour 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.

(30) 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.

7. Nature of expenses

The following are indicative types of costs and expenses for clients availing the Portfolio Management Services. The exact basis of charge relating to the services shall be annexed to the agreements of the services availed at the time of execution of such agreements.

(i) Investment management and advisory fee.

These fees relate to the Portfolio Management Services offered to clients.

- (a) **Management Fee:** These fees may be fixed charge or a percentage of the quantum of funds manages or a combination of any of these, as agreed by the client in the Client Agreement. The Management Fee charged for the client will not be more than 3% of the Asset Under Management.
- (b) **Performance Fee:** These fees relate to the share of profits charged by the Portfolio Manager, subject to hurdle rate and high-water mark principle as per the details provided in the Agreement. The Performance fee shall (1) not be more than 20%, (2) over and above an agreed upon hurdle rate and (3) calculated based on High Water Mark Principle.
- (c) **Advisory Fee:** The advisory fees relate to the advisory services offered by the Portfolio Manager to the client. These fees may be fixed charge or a percentage of the quantum of funds manages or linked to portfolio returns achieved or a combination of any of these, as agreed by the client in the Client Agreement.

High Water Mark Principle: High Water Mark shall be the highest value that the portfolio/account has reached. Value of the portfolio for computation of high watermark shall be taken to be the value on the date when performance fees are charged. For the purpose of charging performance fee, the frequency shall not be less than quarterly. The portfolio manager shall charge performance-based fee only on increase in portfolio value in excess of the previously achieved high water mark.

(ii) Custodian fee.

The charges relating to opening and operation of dematerialized accounts, custody and transfer charges for shares, bonds and units, dematerialization and other charges in connection with the operation and management of the depository accounts. The actual fee charged by the custodian for custody, demat charges and fund accounting will be charged to the client as mentioned in the agreement with the client and as agreed between Portfolio Manager and Custodian from time to time.

(iii) Registrar and transfer agent fee.

Charges payable to registrars and transfer agents in connection with effecting transfer of securities and bonds including stamp charges cost of affidavits, notary charges, postage stamp and courier charges will be charged on actuals, if any.

(iv) Brokerage and transaction cost.

The brokerage charges and other charges like GST, service charge, stamp duty, transaction costs, turnover tax, exit and entry loads on the purchase and sale of shares, stocks, bonds, debt, deposits, units and other financial instruments will be charged on actuals.

(v) Exit load.

Exit load relates to exit charges payable to the Portfolio Manager at the time of withdrawal. Exit Load will be charged to client based on below mentioned slabs:

- a) Within 1st year of investment: 3% of amount redeemed
- b) Within 2nd year of investment: 2% of amount redeemed
- c) Within 3rd year of investment: 1% of amount redeemed

After a period of three years from the date investment, no exit load will be charged to the clients. In case of large accredited investors, the quantum and manner of exit load applicable to the client of the portfolio manager shall be governed by the bilaterally negotiated contractual terms and the provisions of the termination fee shall not be applicable.

(vi) Certification and Professional charges.

Certification and Professional Charges payable for outsourced professional services like portfolio accounting, taxation, legal services, notarizations etc. for certifications, attestations required by bankers or regulatory authorities will be charged as actuals.

(vii) Incidental Expenses.

Incidental Expenses are in connection with the courier expenses, stamp duty, service tax, postal, telegraphic, opening and operation of bank accounts etc. will be charged as actuals.

(viii) Audit report Fee:

In terms of regulation 30 (3) of the regulation, the portfolio accounts of the portfolio manager shall be audited by an independent chartered accountant for which fee will be payable to the auditors. The client shall pay by way of cheque/DD/Debit to the client portfolio account, as per the respective fee schedule applicable to the portfolio services opted by the client, as provided in the agreement between client and the Portfolio Manager.

Note: All the Operating expenses excluding brokerage, over and above the fees charged for Portfolio Management Service, shall not exceed 0.50% per annum of the client's average daily Assets under Management (AUM). It shall include charges payable for outsourced professional services like accounting, auditing, taxation and legal services etc. for documentation, notarizations, certifications, attestations required by Bankers or regulatory authorities including legal fees and day-to-day operations charges etc.

8. Taxation

A. General

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

B. Tax deducted at source

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

In the case of non-residents, any income received or accrues or arises; or deemed to be received or accrue or arise to him in India is subject to the provisions of tax deduction at source under the IT Act. The authorized dealer is obliged and responsible to make sure that all such relevant compliances are made while making any payment or remittances from India to such non-residents. Also, if any tax is required to be withheld on account of any future legislation, the Portfolio Manager shall be obliged to act in accordance with the regulatory requirements in this

regard. Non-residents without PAN or tax residency certificate (TRC) of the country of his residence are currently subjected to a higher rate of TDS.

The Finance Act, 2021 introduced a special provision to levy higher rate for TDS for the residents who are not filing income-tax return in time for previous two years and aggregate of TDS is INR 50,000 or more in each of these two previous years. This provision of higher TDS is not applicable to a non-resident who does not have a permanent establishment in India and to a resident who is not required to furnish the return of income.

C. 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 45 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	Position upto 22 July 2024 Period of Holding	Position on or after 23 July 2024 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	More than Twelve (12) Months	Long-term capital asset
	Twelve (12) months or less	Twelve (12) months or less	Short-term capital asset
Unlisted shares of a company	More than twenty-four (24) Months	More than twenty-four (24) Months	Long-term capital asset
	Twenty-four (24) months or less	Twenty-four (24) months 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 thirty-six (36) Months	More than twenty-four (24) Months	Long-term capital asset
	Thirty-six (36) months or less	Twenty-four (24) months or less	Short-term capital asset
Specified Mutual Fund or Market Linked Debenture acquired on or after 1 April 2023	Any period	Any period	Short-term capital asset
Unlisted bond or unlisted debenture	More than 36 months		Long-term capital asset
	36 months or less	Any Period	Short-term capital asset

Definition of Specified Mutual Fund:

Before 1st April 2025:

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

On and after 1st April 2025:

“**Specified Mutual Fund**” means, —

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

(b) a fund which invests sixty-five per cent. or more of its total proceeds in units of a fund referred to in sub-clause (a).

Definition of debt and money market instruments:

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

Definition of Market Linked Debenture:

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

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

The Finance Act 2018 changed the method of taxation of long-term capital gains from transfer of listed equity shares and units of equity-oriented fund or business trust.

As per section 112A of the IT Act, long term capital gains exceeding INR 1 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 at 10%, provided such transfer is chargeable to STT. This exemption limit has been increased from INR 1 lakh to INR 1.25 lakh and tax rate has been increased from 10% to 12.5% with effect from 23 July 2024. 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 pre-condition of chargeability to STT.

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 10%. This benefit is available to all assesseees. This tax rate is increased from 10% to 12.5%.

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 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.

Specifically in case of long term capital gains arising on sale of shares or units acquired originally as unlisted shares/units upto 31 January 2018, COA is substituted with the “indexed COA” (instead of FMV) where sale consideration is higher than the indexed COA. Where sale value is higher than the COA but not higher than the indexed COA, the sale value is deemed as the COA. This benefit is available only in the case where the shares or units, not listed on a recognized stock exchange as on the 31 January 2018, or which became the property of the assessee in consideration of share which is not listed on such exchange as on the 31 January 2018 by way of transaction not regarded as transfer under section 47 (e.g. amalgamation, demerger), but listed on such exchange subsequent to the date of transfer, where such transfer is in respect of sale of

unlisted equity shares under an offer for sale to the public included in an initial public offer.

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 VI-A or rebated under Section 87A 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) is chargeable to tax at the rate of 20% plus applicable surcharge and education cess, as applicable. The capital gains are computed after taking into account cost of acquisition as adjusted by cost inflation index notified by the Central Government and expenditure incurred wholly and exclusively in connection with such transfer. This tax rate is reduced from 20% to 12.5%; but no indexation benefit will be available with effect from 23 July 2024.

As per Finance Act, 2017, the base year for indexation purpose has been shifted from 1981 to 2001 to calculate the cost of acquisition or to take Fair Market Value of the asset as on that date. Further, it provides that cost of acquisition of an asset acquired before 1 April 2001 shall be allowed to be taken as Fair Market Value as on 1 April 2001.

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

Long term capital gains, arising on sale of debt Securities, debt oriented units (other than units purchased in foreign currency and capital gains arising from transfer of such units by offshore funds referred to in section 115AB) are taxable at the rate of 10% under Section 115AD of the IT Act. This tax rate has been increased from 10% to 12.5% with effect from 23 July 2024. Such gains would be calculated without considering benefit of (i) indexation for the COA and (ii) determination for capital gain/loss in foreign currency and reconversion of such gain/loss into the Indian currency.

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 10% as mentioned in para 12.10.2 above. This tax rate has been increased from 10% to 12.5% with effect from 23 July 2024.

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

Under section 115E 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 115C (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 10% plus applicable surcharge and cess (without benefit of indexation and foreign currency fluctuation). This tax rate has been increased from 10% to 12.5% with effect from 23 July 2024.

D. Short term capital gains

Section 111A 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 15% plus applicable surcharge and cess, provided such transactions are entered on a recognized stock exchange and are chargeable to Securities Transaction Tax (STT). This tax rate has been increased from 15% to 20% with effect from 23 July 2024. 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 48 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 50AA of the IT Act. The unlisted bonds and unlisted debentures have been brought within the ambit of Section 50AA of the IT Act with effect from 23 July 2024.

E. Profits and gains of business or profession

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

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

F. Losses under the head capital gains/business income

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

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

G. General Anti Avoidance Rules (GAAR)

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

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

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

- Disregarding or combining or re-characterising 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
- Re-characterising equity into debt, capital into revenue, etc.

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

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

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

H. FATCA Guidelines

According to the Inter-Governmental Agreement read with the Foreign Account Tax Compliance Act (FATCA) provisions and the Common Reporting Standards (CRS), foreign financial institutions in India are required to report tax information about US account holders and other account holders to the Indian Government. The Indian Government has enacted rules relating to FATCA and CRS reporting in India. A statement is required to be provided online in Form 61B for every calendar year by 31 May. The reporting financial institution is expected to maintain and report the following information with respect to each reportable account:

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

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

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

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

9. Accounting policies

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

A. Client Accounting

(1) The Portfolio Manager shall maintain a separate Portfolio record in the name of the Client in its book for accounting the assets of the Client and any receipt, income in connection therewith as provided under Regulations. Proper books of accounts, records, and documents shall be maintained to explain transactions and disclose the financial position of the Client's Portfolio at any time.

(2) The books of account of the Client shall be maintained on an historical cost basis.

(3) Transactions for purchase or sale of investments shall be recognised as of the trade date and not as of the settlement date, so that the effect of all investments traded during a Financial Year are recorded and reflected in the financial statements for that year.

(4) All expenses will be accounted on due or payment basis, whichever is earlier.

(5) The cost of investments acquired or purchased shall include brokerage, stamp charges and any charges customarily included in the broker's contract note. In respect of privately placed debt instruments any front-end discount offered shall be reduced from the cost of the investment. Sales are accounted based on proceeds net of brokerage, stamp duty, transaction charges and exit loads in case of units of mutual fund. Securities transaction tax, demat charges and Custodian fees on purchase/ sale transaction would be accounted as expense on receipt of bills. Transaction fees on unsettled trades are accounted for as and when debited by the Custodian.

(6) Tax deducted at source (TDS) shall be considered as withdrawal of portfolio and debited accordingly.

B. Recognition of portfolio investments and accrual of income

(7) In determining the holding cost of investments and the gains or loss on sale of investments, the "first in first out" (FIFO) method will be followed.

(8) Unrealized gains/losses are the differences, between the current market value/NAV and the historical cost of the Securities. For derivatives and futures and options, unrealized gains and losses will be calculated by marking to market the open positions.

(9) Dividend on equity shares and interest on debt instruments shall be accounted on accrual basis. Further, mutual fund dividend shall be accounted on receipt basis.

(10) Bonus shares/units to which the security/scrip in the portfolio becomes entitled will be recognized only when the original share/scrip on which bonus entitlement accrues are traded on the stock exchange on an ex-bonus basis.

(11) Similarly, right entitlements will be recognized only when the original shares/security on which the right entitlement accrues is traded on the stock exchange on the ex-right basis.

(12) In respect of all interest-bearing Securities, income shall be accrued on a day-to-day basis as it is earned.

(13) Where investment transactions take place outside the stock exchange, for example, acquisitions through private placement or purchases or sales through private treaty, the transactions shall be recorded, in the event of a purchase, as of the date on

which the scheme obtains an enforceable obligation to pay the price or, in the event of a sale, when the scheme obtains an enforceable right to collect the proceeds of sale or an enforceable obligation to deliver the instruments sold.

C. Valuation of portfolio investments

(14) Investments in listed equity shall be valued at the last quoted closing price on the stock exchange. When the Securities are traded on more than one recognised stock exchange, the Securities shall be valued at the last quoted closing price on the stock exchange where the security is principally traded. It would be left to the portfolio manager to select the appropriate stock exchange, but the reasons for the selection should be recorded in writing. There should, however, be no objection for all scrips being valued at the prices quoted on the stock exchange where a majority in value of the investments are principally traded. When on a particular valuation day, a security has not been traded on the selected stock exchange, the value at which it is traded on another stock exchange may be used. When a security is not traded on any stock exchange on a particular valuation day, the value at which it was traded on the selected stock exchange or any other stock exchange, as the case may be, on the earliest previous day may be used provided such date is not more than thirty days prior to the valuation date.

(15) Investments in units of a mutual fund are valued at NAV of the relevant scheme. Provided investments in mutual funds shall be through direct plans only.

(16) Debt Securities and money market Securities shall be valued as per the prices given by third party valuation agencies or in accordance with guidelines prescribed by Association of Portfolio Managers in India (APMI) from time to time.

(17) Unlisted equities are valued at prices provided by independent valuer appointed by the Portfolio Manager basis the International Private Equity and Venture Capital Valuation (IPEV) Guidelines on a semi-annual basis.

(18) In case of any other Securities, the same are valued as per the standard valuation norms applicable to the mutual funds.

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

The Portfolio Manager may change the valuation policy for any particular type of security consequent to any regulatory changes or change in the market practice followed for valuation of similar Securities. However, such changes would be in conformity with the Regulations.

10. Investors services

I. Name, address and telephone number of the investor relation officer who shall attend to the investor queries and complaints are mentioned herein below:

Name of the person:	Rakhi Notani
Designation:	Compliance officer
Address:	B-406, Jaswanti Allied Business Centre, Ramchandra Extn Lane, Kanchpada, Malad West, Mumbai 400 064, Maharashtra, India
Email:	Rakhi.notani@vireyacapital.com
Telephone:	0+91 8454842053

II. Grievance redressal and dispute settlement mechanism:

Grievances, if any, that may arise pursuant to the Portfolio Investment Management Agreement entered into shall as far as possible be redressed through the administrative mechanism by the Portfolio Manager and are subject to SEBI (Portfolio Managers) Regulations 2020 and any amendments made thereto from time to time. However, all the legal actions and proceedings are subject to the jurisdiction of court in Gurgaon/Haryana only and are governed by Indian laws.

a) Complaint Escalation Matrix:

Sr. No	Details	Time Frame
1	Client Servicing / Customer Care	Within 1-2 working days
2	Escalation to Compliance Officer if not resolved at the operational level	Up to 7 working days
3	Escalation to Principal Officer if not resolved at Compliance Officer level.	Up to 7 working days
4	Escalation to Board if not resolved at Principal Officer level	Up to 7 working days*

*Subject to the complaint being resolved within 21 days from date of receipt of the complaint.

- a) If still the complaint is not resolved by the board, the client can file arbitration in the jurisdiction where the registered office of the PM is located.
- b) The client can directly complaint to Securities Exchange Board of India (SEBI) through SCORE’s Mechanism (www.scores.sebi.gov.in). (SEBI COMPLAINTS REDRESS SYSTEM) portal or contact SEBI office on toll free helpline at 180227575/18002667575.
- c) Disputes between Clients (including institutional/corporate clients) and Portfolio Managers can be resolved in accordance with the ODR mechanism or by harnessing online conciliation and/or online arbitration as specified in the Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 20 December, 2023 as updated from time to time.

11. Details of the diversification policy of the portfolio manager

The portfolio manager practices a well-defined diversification approach aimed at balancing risk and return effectively. This approach emphasizes spreading investments across various sectors and industries to achieve broad market exposure. Additionally, the portfolio typically includes a balanced number of holdings to maintain a diversified, yet focused investment approach, thereby seeking to optimize risk-adjusted returns while minimizing concentration risks. For details refer clause 5.

Part-II- Dynamic Section

12. Client Representation

Category of clients	No of Clients			Funds Managed (Rs in Cr.)			Discretionary/ Non-Discretionary
	As on 31-03-2022	As on 31-03-2023	As on 31-03-2024	As on 31-03-2022	As on 31-03-2023	As on 31-03-2024	
Associates/group companies (Last 3 years)							
Others (Last 3 years)							Discretionary
Others (Last 3 years)							Non-Discretionary
Others (Last 3 years)							Advisory
Total							

13. Financial Performance

Audited Financial Information: (Rs. in Lakhs)

Particulars	F.Y. 2024-25	F.Y. 2023-24	F.Y. 2022-23
Income			
Expenditure			
NP before Tax			
Prov. For Tax			
Profit after Tax			

Particulars	F.Y. 2024-25	F.Y. 2023-24	F.Y. 2022-23
Share Capital			
Reserves			
Borrowed Capital			
Current Liabilities			
Total of Liabilities			
Fixed Assets			
Investments and Other Non-current assets			
Current Assets			
Total of Assets			

14. Performance of Portfolio Manager

The Consolidated Portfolio Performance of PMS Clients is as under: -

Discretionary Services: Vireya Capital Management LLP obtained registration as Portfolio Manager from SEBI on 25th Feb 2026, and has commenced operations after obtaining the said registration (Registration No. INP000009861). Therefor its financial performance is unavailable.

Particulars		Performance as per TWRR*		
		Year 1 2022- 23	Year 2 2023-24	Year 3 2024-25
Vireya - Growth Anchors	Portfolio Performance (%)	NIL	NIL	NIL
	Benchmark Performance %			
Vireya - Emerging Leaders	Portfolio Performance (%)	NIL	NIL	NIL
	Benchmark Performance %			
Firm-level	Portfolio Performance (%)	NIL	NIL	NIL
	Benchmark Performance %			

Non-discretionary services: NIL

Advisory services: NIL

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

- 1) the timing of inflows and outflows of funds; and
- 2) differences in the portfolio composition because of restrictions and other constraints.

Performance calculated is net of all fees and all expenses (including taxes). Past performance is no guarantee of future returns. Please note that the actual performance for a client portfolio may vary due to factors such as expenses charged, timing of additional flows and redemption, individual client mandate, specific portfolio construction characteristics or other structural parameters. These factors may have impact on client portfolio performance and hence may vary significantly from the performance data depicted above.

*As certified by Custodian of the Portfolio Manager

15. Audit Observations

Audit observations of the preceding 3 years:

Year	Audit Observations
F.Y. 2024-25	NIL
F.Y. 2023-24	NIL
F.Y. 2022-23	NIL

Audit observations by way of qualification in Audit Report, if any have been provided herein above.

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

The Portfolio funds shall not be invested in the securities of related parties/associates 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
NIL					

For investments in securities of Associates/Related parties, the Portfolio Manager shall comply with the upper ceiling prescribed by SEBI from time to time. As per the present policy of the Portfolio Manager, portfolio funds are not invested in the securities of related parties/associates.

17. AUDIT

The PM is/shall maintain separate client- wise portfolio accounts. The PMS Accounts of the Clients are duly audited annually by an independent Chartered Accountant appointed by the PM and there on a copy of the Audit Report provided to the client. It is clarified that the aforesaid is not applicable to clients who have availed only Advisory Portfolio Management Services. If any client wants to get PMS Account audited at his end such appointment of an Independent Chartered Accountant will be at the cost of the client and the PM shall be entitled to a copy of the Audit Report.

18. FIRM’S POLICY ON PMLA


The Prevention of Money Laundering Act, 2002 (PMLA) came into force with effect from 2nd July, 2005, forming the core of the legal framework to combat money laundering. As per the Provisions of the Act, Intermediaries, including portfolio managers, have certain obligations regarding verification of the identity of their clients, maintaining records and furnishing information to the Financial Intelligence Unit – India (FIU - IND). SEBI has vide various circulars issued directed all Intermediaries, including portfolio managers to formulate and implement policies and procedures for dealing with money laundering and adoption of ‘Know Your Customer’ (KYC) Policy. The client should ensure that the amount invested in the Portfolio Management Service is through legitimate sources only and does not involve and is not designed for the purpose

of any contravention or evasion of any Act, Rules, Regulations, Notifications or Directions of the provisions of The Prevention of Money Laundering Act, 2002, The Prevention of Money Laundering Rules, 2005, Income Tax Act, Anti Money Laundering Guidelines, Anti-Corruption Act, SEBI Act and or any other applicable laws enacted by the Government of India from time to time.

The PM reserves all the rights to take all steps and actions, including recording clients’ telephonic calls, and /or obtain and retain Documentation for establishing the identity of the client, proof of residence, source of funds, etc. in accordance with the applicable laws, form the client/custodian, as may be required to ensure appropriate identification / verification/ re-verification of the client, the sources of fund etc. under the KYC policy. If at any time the PM believes that the transaction is suspicious in nature within applicable laws, the PM shall have the absolute discretion to report the suspicious transaction to FIU – IND and/or to reject any application, freeze the account, compulsorily close the account of the client and the termination proceeds shall be paid to the client at NAV subject to payment of fees and expenses, if any, of the Portfolio Manager. The PM shall have no obligation to inform /advise the client or its agents / power of attorney holder of such reporting.

The PM and its directors, employees, agents and persons acting on its behalf shall not be responsible/liable for any loss to the client in any manner whatsoever due to reporting to the FIU-IND, the rejection of any application or freezing of the accounts or compulsory closure of a the account or termination of the agreement entered into between the client and the PM, due to non-compliance by the client with the provisions of the laws, rules, regulations, KYC policy etc. and / or where the PM makes reporting to FIU – IND of suspicious transaction.

Name and signature of two Designated Partners of the Portfolio Manager

Sr. No.	Name of Designated Partners	Signatures
1	Hardick Vinod Bora	
2	Rakhi Notani	

Place: Mumbai

Date: 27th March 2026

Form C**Securities & Exchange Board of India Regulations, 2020
[pursuant to Regulation 22]**

We confirm that:

- i) The Disclosure Document forwarded to the Securities & Exchange Board of India (SEBI) is in accordance with the SEBI (Portfolio Managers) Regulations, 2020 and the guidelines and directives issued by SEBI from time to time;
- ii) The disclosures made in the document are true, fair and adequate to enable the investors to make a well-informed decision regarding entrusting the management of the portfolio to us/ investment in the Portfolio Management Services;
- iii) The Disclosure Document has been duly certified by an independent Chartered Accountant Viraj C Jain & Co, Chartered Accountant, Viraj C Jain

Membership number	163023
Address	1312, Prasad Chambers, Opera House, Charni Road, Mumbai-400004,
Phone number	+91 96643 41695

For and on behalf of

Vireya Capital Management LLP



Hardick Bora

Principal Officer & Designated Partner



Vireya Capital Management LLP

Address: B-406, Jaswanti Allied Business Centre, Ramchandra Extn Lane, Kanchpada, Malad West, Mumbai 400 064, Maharashtra, India

Mobile No. +91 98674 80651

Email: hardick.bora@vireyacapital.com

Date: 27-03-2026

Place: Mumbai



VIRAJ C. JAIN & CO.

(Chartered Accountants)

B.Com, A.C.A.

1312, 13th Floor, Prasad Chambers, Opera House, Charni Road, Mumbai - 400 004

Tel: 9664341695

Email: virajcain@gmail.com

CERTIFICATE

We hereby certify that the disclosures made in the enclosed Disclosure Document dated 27th March 2026, prepared and forwarded by M/s Vireya Capital Management LLP (SEBI Registration Number: INP000009861) in terms of Schedule V of Regulation 22 of Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020 and the guidelines and directives issued by the Board from time to time, are true, fair and adequate to enable the investors to make a well-informed decision.

This Certificate is issued based on the information given and documents produced before us and based on representations made by the designated partners of M/s Vireya Capital Management LLP (SEBI Registration Number: INP000009861).

For Viraj C Jain & Co

Chartered Accountants

Viraj C. Jain

Viraj Chandraprakash Jain

Membership No. 163023

UDIN: 26163023TUCIRK6183

Place: Mumbai

Dated: 27th March 2026

