

PRUDENT EQUITY PRIVATE LIMITED
DISCLOSURE DOCUMENT
PORTFOLIO MANAGEMENT SERVICES

Updated as on August 2026

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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 an 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.
11. **“Business Day”** means any day, which is not a Saturday, Sunday, or a day on which the banks or stock exchanges in India are authorized or required by Applicable Laws to remain closed or such other events as the Portfolio Manager may specify from time to time.
12. **“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.
13. **“Custodian(s)”** means an entity registered with the SEBI as a custodian under the Applicable Laws and appointed by the Portfolio Manager, from time to time, primarily for custody of Securities of the Client.
14. **“Depository”** means the depository as defined in the Depositories Act, 1996 (22 of 1996).
15. **“Depository Account”** means an account of the Client or for the Client with an entity registered as a depository participant under the SEBI (Depositories and Participants) Regulations, 1996.
16. **“Direct on-boarding”** means an option provided to clients to be on-boarded directly with the Portfolio Manager without intermediation of persons engaged in distribution services.
17. **“Disclosure Document”** or **“Document”** means the disclosure document for offering portfolio management services prepared in accordance with the Regulations.
18. **“Distributor”** means a person/entity who may refer a Client to avail services of Portfolio Manager in lieu of commission/charges (whether known as channel partners, agents, referral interfaces or by any other name).
19. **“Eligible Investors”** means a Person who: (i) complies with the Applicable Laws, and (ii) is willing to execute necessary documentation as stipulated by the Portfolio Manager.
20. **“Fair Market Value”** means the price that the Security would ordinarily fetch on sale in the open market on the particular date.
21. **“Foreign Portfolio Investors”** or **“FPI”** means a person registered with SEBI as a foreign portfolio investor under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 as amended from time to time.
22. **“Financial Year”** means the year starting from April 1 and ending on March 31 in the following year.

23. **“Funds” or “Capital Contribution”** means the monies managed by the Portfolio Manager on behalf of the Client pursuant to the Agreement and includes the monies mentioned in the account opening form, any further monies placed by the Client with the Portfolio Manager for being managed pursuant to the Agreement, the proceeds of sale or other realization of the portfolio and interest, dividend or other monies arising from the assets, so long as the same is managed by the Portfolio Manager.
24. **“Financial Planning”** shall include analysis of Clients’ current financial situation, identification of their financial goals, and developing and recommending financial strategies to realise such goals.
25. **“Group Company”** shall mean an entity which is a holding, subsidiary, associate, subsidiary of a holding company to which it is also a subsidiary.
26. **“HUF”** means the Hindu Undivided Family as defined in Section 2(31) of the IT Act.
27. **“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.
28. **“IT Act”** means the Income Tax Act, 1961, as amended and restated from time to time along with the rules prescribed thereunder.
29. **“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.
30. **“Non-resident Investors” or “NRI(s)”** shall mean non-resident Indian as defined in Section 2 (30) of the IT Act.
31. **“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.
32. **“NISM”** means the National Institute of Securities Markets, established by the Board.
33. **“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.
34. **“Portfolio”** means the total holdings of all investments, Securities and Funds belonging to the Client.
35. **“Portfolio Manager”** means **PRUDENT EQUITY PVT LTD**, a company incorporated under the Companies Act, 2013, registered with SEBI as a portfolio manager bearing registration number **INP000008686** and having its registered office at Office No. 210, 2ND Floor, S.S. Plaza, Sector-47, Gurgaon, Haryana, India - 122002.
36. **“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
37. **“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.
38. **“Related Party”** means –
- (i) a director, partner or his relative;
 - (ii) a key managerial personnel or his relative;
 - (iii) a firm, in which a director, partner, manager or his relative is a partner;
 - (iv) a private company in which a director, partner or manager or his relative is a member or director;
 - (v) a public company in which a director, partner or manager is a director or holds along with his relatives, more than two per cent. of its paid-up share capital;
 - (vi) any body corporate whose board of directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director, partner or manager;
 - (vii) any person on whose advice, directions or instructions a director, partner or manager is accustomed to act:
 Provided that nothing in sub-clauses (vi) and (vii) shall apply to the advice, directions or instructions given in a professional capacity;
 - (viii) any body corporate which is— (A) a holding, subsidiary or an associate company of the Portfolio Manager; or (B) a subsidiary of a holding company to which the Portfolio Manager is also a subsidiary; (C) an investing company or the venturer of the Portfolio Manager— The investing company or the venturer of the Portfolio Manager means a body corporate whose investment in the Portfolio Manager would result in the Portfolio Manager becoming an associate of the body corporate;
 - (ix) a related party as defined under the applicable accounting standards;
 - (x) such other person as may be specified by the Board: Provided that,
 - (a) any person or entity forming a part of the promoter or promoter group of the listed entity; or
 - (b) any person or any entity, holding equity shares:
 - (i) of twenty per cent or more; or
 - (ii) of ten per cent or more, with effect from April 1, 2023; in the listed entity either directly or on a beneficial interest basis as provided under section 89 of the Companies Act, 2013, at any time, during the immediate preceding Financial Year; shall be deemed to be a related party;
39. **“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.

3. Description

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

History of the Portfolio Manager:

Prudent Equity Private Limited is a private limited company incorporated under the Companies Act, of 2013, and its Registered Office is situated at Office No. 210, 2nd Floor, S.S. Plaza, Sector-47, Gurugram, Haryana, India, 122002.

Present Business and Background:

The company was founded in the year 2021 by Mr. Siddharth Oberoi. The company operates as an investment manager to Category III Alternate Investment Fund namely, Prudent Equity AIF Fund (IN/AIF3/22-23/1139) since September 23, 2022 and as a Portfolio Manager vide registration number INP000008686 licensed by the Board (SEBI) on April 22, 2024. Further, Prudent Equity L.L.C-Fz, a wholly owned subsidiary of Prudent Equity Private Limited, has been established as a limited liability company in Dubai, United Arab Emirates(UAE) to provide business and management consultancy services.

(ii) Promoters of the Portfolio Manager, Directors and Their Background.

Name	Siddharth Oberoi
Designation	Director
Date of Appointment	22-12-2021
Brief Profile	Siddharth Oberoi has over 30 years of extensive experience within the Indian capital markets and wealth management sector, specializing in advising clients on diverse equity securities. Renowned for his astute insights, Mr. Oberoi has contributed as a columnist to esteemed publications such as The Mint, The Economic Times, Zee Business, Business World, and Business Today. The articles, including interviews and reviews, enjoy widespread readership among the investment community. Throughout his career, Mr. Oberoi has demonstrated a knack for identifying lucrative opportunities within the Indian Capital Markets, consistently surpassing the performance of the BSE S&P 500 index by a substantial margin. This success has earned him a loyal clientele spanning retail, institutional, and corporate sectors. Mr. Oberoi holds an MBA in Financial Management.

Name	Shilpi Oberoi
Designation	Director
Date of Appointment	22-12-2021
Brief Profile	A seasoned professional with experience in finance and leadership. Adept at driving financial strategy, optimizing operations, and delivering value-added solutions to clients across various industries.

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

Saturn Dess Private Limited
Saturn Service Foundation (Formerly known as Saturn Dess Foundation)
Prudent Equity L.L.C-Fz
Saturn Foundation

The above-listed entities are not listed in the order of their turnover.

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

The Portfolio Management Services of the Portfolio Manager have been structured broadly under the following categories:

a) Discretionary Portfolio Management Services

The portfolio account of the client is managed at the full discretion and liberty of the Portfolio Manager. Thus, the choice and timing of investment rest solely with the Portfolio Manager. The portfolio managers' decision (taken in good faith) in the 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 tenure of the agreement or any time thereafter except on the grounds of mala fide, fraud, conflict of interest or gross negligence.

b) Non-Discretionary Portfolio Management Services

In the case of non-discretionary services, the investment objectives and the securities to be invested would be entirely decided by the Client. The same could vary widely from client to client. However, the execution would be carried out only after getting approval from the Client.

Under the Non-Discretionary category, the investment decisions of the Portfolio Manager are guided by the instructions received from the client under an agreement executed between the portfolio manager and the client. The deployment of funds is the sole discretion of the client and is to be exercised by the portfolio manager in a manner that strictly complies with the client's instruction. The decision of the client in the deployment of funds and the handling of his / her / its portfolio is absolute and final. The role of the Portfolio Manager apart from adhering to investments or divestments upon instructions of the client is restricted to providing market intelligence, research reports, trading strategies, trade statistics and such other material which will enable the client to take appropriate investment decisions. For the purpose of acting on the client's instructions, the Portfolio Manager shall take instructions in writing or through any other media mutually agreed such as email, fax, telephone, or suitable and secured message, and may include managing, renewing, and reshuffling the portfolio, buying and selling of securities, keeping safe custody of the securities and monitoring book closures, dividend, bonus, rights, etc. so that all benefits accrue to the client's portfolio, for an agreed fee structure and for a definite described period, entirely at the client's risk.

c) Investment Advisory Services

The Portfolio client is given purely advisory services as stipulated under SEBI PMS Regulations and in accordance with the requirement of the client. Portfolio Manager gives advice to the client regarding investment/disinvestment in Securities. However, discretion

lies with the client whether to act upon it or to ignore the advice. The Portfolio Manager will provide advisory portfolio management services, in terms of the SEBI (Portfolio Manager) Regulations, 2020 and SEBI (Investment Advisers) Regulations, 2013, which shall be in the nature of Investment advice and may include advice relating to investing in, purchasing, selling or otherwise dealing in securities or investment products, and advice on investment portfolio containing securities or investment products, whether written, oral or through any other means of communication for the benefit of the client. Investment advice shall be for an agreed fee structure and for a period agreed and entirely at the client's risk. The Portfolio Manager shall act in a fiduciary capacity towards its client.

4. Penalties, Pending Litigation or Proceedings, Findings of Inspection or Investigation for Which Action May Have Been Taken or Initiated by Any Regulatory Authority.

Sr. No.	Particulars	Status
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	None
2	The nature of the penalty/direction	None
3	Any pending material litigation / legal proceedings against the portfolio manager / key personnel with separate disclosure regarding pending criminal cases, if any:	None
4	Any deficiency in the systems and operations of the portfolio manager observed by the Board or any regulatory agency:	None
5	Any inquiry/ 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:	None
6	Penalties imposed for any economic offense and/or violation of any securities laws	None

5. Services Offered

(i) Investment Objectives

The funds of the Clients will be invested in capital and money market instruments, including, such as securities as defined under the Securities Contract (Regulation) Act, 1956, as well as such units of Unit Trust of India and/or other mutual funds, government securities, debt instruments, and such other eligible modes of investment and/or forms of deployment within the meaning of the Regulation issued by SEBI as amended from time to time.

However, the Portfolio Manager may engage in futures contracts, options on securities, options on indices, and other comparable investment types that may need initial margin payments from the Client and that would be considered. In all transactions involving the Client's Account, the Portfolio Manager shall uphold a high degree of integrity and fair dealing. The investment in the securities mentioned in the above point will be in accordance with the objectives as given in the agreement and also any of the investment approach categories accepted by the client.

The following, or a mix of them, would be one or more of the investment objectives:

- a. To give the client investing flexibility across multiple market segments.
- b. To achieve a high rate of return on investment.
- c. To produce either long-term or short-term capital appreciation.

The Portfolio Manager offers various investment strategies-based portfolios to allow for standardized customization in sync with investor profiles and also customized portfolios as per suitability and specific requirements of the client. The main goal is to develop an investment philosophy that will lead to capital growth over the long run.

The objective of the Derivative Exposure: The objective to use derivatives is purely to protect the portfolio in case of a severe market correction. We seek to use derivatives purely to protect the client's portfolio in case of sharp drawdowns of the aggregate market. The Derivatives will only be used for hedging and/or portfolio rebalancing.

Types of Securities:

The portfolio manager/fund manager shall invest in all such types of securities as defined in above (Please refer to definitions) and in all such securities as permissible from time to time.

Consistent with the investment objective and subject to Regulations, the corpus will be invested in any of (but not exclusively) the following securities:

- i. Equity and equity-related securities including convertible bonds (including equity-linked debentures) and debentures and warrants carrying the right to obtain equity shares;
- ii. Securities issued/guaranteed by the Central, State Governments and local governments (including but not limited to coupon-bearing bonds, zero-coupon bonds, and treasury bills);
- iii. Obligations of Banks (both public and private sector) and Development Financial Institutions like Certificate of Deposits (CDs), Coupon bearing Bonds, Zero Coupon Bonds;
- iv. Money Market instruments permitted by SEBI/RBI;
- v. Certificate of Deposits (CDs);
- vi. Commercial Paper (CPs);

- vii. Mutual Fund units, Fixed Deposits, Bonds, debentures, etc.;
- viii. Units of venture funds;
- ix. Securitization instruments;
- x. Foreign securities as permissible by Regulations from time to time;
- xi. Any other securities and instruments as permitted by the Regulations from time to time.

The securities mentioned above could be listed, privately placed, secured, rated, or unrated and of any maturity. The securities may be acquired through Initial Public Offerings (IPOs), secondary market operations, private placement, rights offer, or negotiated deals.

Minimum Investment Amount:

The Portfolio Manager will not accept an initial corpus of less than Rs. 50.00 lacs or such minimum amount as specified by SEBI from time to time. The client may on one or more instances or on a continual basis, make further placements of funds/securities under the services. The uninvested amounts forming part of the Client's Assets may be at the discretion of the Portfolio Manager held in cash or deployed in liquid fund schemes, exchange-traded index funds, debt-oriented schemes of mutual funds, gilt schemes, bank deposits, and other short-term avenues for investment. The Portfolio Manager may call for the amount in tranches which shall be detailed in a separate Schedule. The Portfolio Manager will, however, be at liberty to call for the amounts payable under the tranches ahead of the dates for payment mentioned in the said Schedule by giving a prior written notice of 10 days to the Client. The Client has the option to pay such amounts ahead of the dates to the Portfolio Manager if he/it deems fit.

(ii) Investment Approaches of the Portfolio Manager

Prudent Equity Growth Strategy

a) Strategy – Equity

b) Investment Objective:

To generate long-term capital appreciation by investing in companies across different market capitalization

c) Types of securities:

The portfolio will primarily invest in equities and equity linked instruments and opportunistically also in money market instruments, units of mutual funds, ETFs or other permissible securities/products in accordance with the Applicable Laws & Regulations.

d) Basis of selection of Securities:

Blended Investing

e) Allocation of portfolio across types of securities:

The portfolio manager will allocate towards equity and equity linked instruments based on market conditions and uninvested amounts forming part of the Client's Assets may be at the discretion of the Portfolio Manager held in cash or deployed in liquid fund schemes, exchange-traded index funds, and mutual funds etc. 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 Regulations and other short-term avenues for investment.

f) Appropriate benchmark to compare performance and basis for the choice of benchmark:

S&P BSE 500 TRI.

g) Indicative tenure or investment horizon:

3 – 5 years.

h) Risks associated with the investment approach:

Equity Risk, Liquidity Risk, Interest Rate, Sovereign Debt Risk, Performance Risk.

(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.

The Portfolio Manager will not invest in its subsidiary or associate companies. 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. If the portfolio manager has group companies, a disclosure of conflict of interest related to services offered by group companies of the portfolio manager if any shall be made.

Digital On-boarding:

The Portfolio Manager provides the facility to the Client for Direct onboarding with it i.e., without any involvement of a broker/distributor/agent engaged in distributor services. The client can onboard directly by contacting or signing up services by writing to the Portfolio Manager at pms@prudentequity.com

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.
- (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.

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. Limited trading volumes in ETFs or commodity-linked instruments may affect the ability of investors to buy or sell units at prevailing or expected prices, which could result in investment losses.

(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 endeavor of the Portfolio Manager to invest in the schemes in a manner, which will seek to maximize returns, the performance of the underlying schemes may vary which may lead to the returns of this portfolio being adversely impacted.
- (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.
- (27) The performance of Exchange Traded Funds (ETFs) may deviate from the actual price movement of the underlying commodity due to factors such as fund expenses, transaction costs, and imperfect replication strategies adopted by the ETF. Commodity prices are inherently volatile and may be significantly influenced by macroeconomic conditions, geopolitical developments, fluctuations in global supply and demand, and other market forces. Such volatility may adversely impact the performance of the investment approaches.

F. Risk Arising out of Non-Diversification

- (28) The investment, according to the 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 an investment objective to invest in a specific sector/industry would be exposed to the risk associated with such sector/industry, and its performance will be dependent on the performance of such sector/industry. Similarly, the portfolios with an investment objective to have larger exposure to certain market capitalization buckets would be exposed to the risk associated with the 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

- (29) All transactions of purchase and sale of securities by Portfolio Manager and its employees who are directly involved in investment operations are governed by policies and procedures to avoid conflict of interest with the transactions in any of the client's portfolio.
- (30) The Portfolio Manager may utilize the services of its group companies or associates for managing the portfolios of the client. In such scenarios, the Portfolio Manager shall endeavor to mitigate any potential conflict of interest that could arise while dealing with such group companies/associates by ensuring that such dealings are at arm's length basis.
- (31) 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

- a) **Investment Management Fee i.e.** Fixed Fees charged as agreed with the client-wide terms and conditions mentioned in the agreement relating to the Portfolio Management Services offered to the Clients.
- b) **Performance Management Fee i.e.** performance fees based on profit slabs provided in the portfolio agreement, is charged as agreed with the client wide terms and conditions mentioned in the agreement. Performance fees will be charged on the performance over the hurdle rate, management fee and any costs of trading. It shall be computed on the basis of the high-water mark principle over the life of the investment for charging of performance/profit-sharing fees.

High Water Mark Principle: High Water Mark shall be the highest value that the portfolio/account has reached. The value of the portfolio for the computation of a high watermark shall be taken to be the value on the date when performance fees are charged.

The portfolio manager shall charge a performance-based fee only on an increase in portfolio value in excess of the previously achieved high water mark.

c) **Exit Load:**

Exit Load will be charged to the Client as per the below-mentioned slabs:

- a) In the first year of investment, a maximum of 3% of the amount redeemed;

After a period of one year from the date of the investment, no exit load will be charged to the Clients.

- d) The fees charged to the client for PMS Service comes under "Fees for technical services" under Sec 194I of the Income Tax Act 1961. This section calls for withholding tax on the fees that the client pays to the portfolio manager if he or she falls under:
 - a) An Individual / HUF whose total sales / gross receipt or turnover from business or profession carried on by him exceed the monetary limit specified under clause (a) or clause (b) of Sec. 44AB during the previous year immediately preceding the financial year.
 - b) Corporates.
- e) **Custodian fee / Depository Charges& Fund Accounting Charges:** Charges relating to custody and transfer of shares, bonds, and units, opening and operation of demat account, dematerialization and rematerialization, and/or any other charges in respect of the investment etc. The actual fees levied by the custodian for custody, demat charges and fund accounting shall be charged to the client as mentioned in the agreement with the client and as agreed between the Portfolio Manager and the Custodian from time to time.
- f) **Registration and transfer agents' fees:** Fees payable for the Registrars and Transfer Agents in connection with effecting the transfer of any or all of the securities and bonds including stamp duty, cost of affidavits, notary charges, postage stamps, and courier charges.
- g) **Brokerage, transaction costs, and other services:** The brokerage and other charges like stamp duty, transaction cost and statutory levies such as GST, securities transaction tax, turnover fees, and such other levies as may be imposed upon from time to time.
- h) **Fees and charges in respect of investment in mutual funds:** Mutual Funds shall be recovering expenses or management fees and other incidental expenses and such fees and charges shall be paid to the Asset Management Company of the Mutual Funds on behalf of the Client. Such fees and charges are in addition to the portfolio Management fees described above.

- i) **Certification charges or professional charges:** The charges are payable to professional services like accounting, taxation, certification, and any other legal services, etc.
- j) **Securities lending and borrowing charges:** The charges pertaining to the lending of securities, costs of borrowings, and costs associated with the transfer of securities connected with the lending and borrowing transfer operations.
- k) **Any incidental and ancillary out-of-pocket expenses:** All incidental and ancillary expenses not recovered above but incurred by the Portfolio Manager on behalf of the client shall be charged to the Client.
- l) The portfolio manager shall deduct directly from the cash account of the client all the fees/costs specified above. Other expenses, which could be attributable to the Portfolio Management, would also be directly deducted and the client would be sent a statement about the same.
- m) The fee so charged may be a fixed fee or performance-based fee or a combination of both as agreed in the agreement.

Note: All the Operating expenses excluding brokerage & STT, 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, and attestations required by Bankers or regulatory authorities including legal fees and day-to-day operations charges etc.

8. Taxation

The Income Tax Act, 2025 ("New Act") has been enacted by the Government of India and has come into force with effect from 1 April 2026, replacing the Income Tax Act, 1961 ("Erstwhile Act"). The New Act is applicable for Tax Year 2026–27 and all subsequent tax years. For income earned during Financial Year 2025–26 and all prior financial years, the provisions of the Income Tax Act, 1961, shall continue to govern. The information provided herein is for general informational purposes only and does not constitute tax or legal advice. Investors are advised to consult their qualified tax advisors or chartered accountants for guidance specific to their circumstances.

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 up to 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, Exchange Traded Funds (ETFs) Gold & Silver.	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) or less	Twenty-four (24) or less	Short-term capital asset
Other Securities (other than Specified Mutual Fund or Market Linked Debenture acquired on or after 1 April 2023; or unlisted bond or unlisted debenture)	More than thirty-six (36) months	More than twenty-four (24) months	Long-term capital asset
	Thirty-six (36) months or less	Twenty-four (24) or less	Short-term capital asset
Specified Mutual Fund or Market Linked Debenture acquired on or after 1 April 2023	Any period	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

Note on Investments in Gold / Silver ETFs

Any gains or losses arising upon the sale or redemption of Gold / Silver Exchange Traded Funds (ETFs) shall be generally taxed at the investor's income tax slab rate if held for less than or equal to 12 months and long-term capital gains ("LTCG") in case the holding period exceeds 12 months.

Gold / Silver Exchange Traded Funds (ETFs),		
Holding Period	More than 12 months	Less than or equal to 12 months
Tax Rate	12.5% (plus surcharge and cess)	Investor's – slab rate

It is further clarified that taxation may vary depending on the nature and structure of the instrument, including whether the investment is made through ETFs, mutual fund structures, or other permissible commodity-linked securities.

Clients are advised to consult their own tax advisors for evaluating the specific tax implications arising from investments in instruments with underlying being gold, silver, or other commodity-linked instruments.

- **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 the 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 the 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 the acquisition of listed equity shares, unless the listed equity shares have been acquired through any of the notified modes not requiring to fulfil the precondition of chargeability to STT.

Long-term capital gains arising on transactions undertaken on a recognised 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% with effect from 23 July 2024.

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 up to 31 January 2018, a mechanism has been provided to “step up” the COA of

Securities. Under this mechanism, COA is substituted with FMV, where the sale consideration is higher than the FMV. Where the sale value is higher than the COA but not higher than the FMV, the sale value is deemed as the COA.

Specifically, in the case of long-term capital gains arising on the sale of shares or units acquired originally as unlisted shares/units up to 31 January 2018, COA is substituted with the “indexed COA” (instead of FMV) where the sale consideration is higher than the indexed COA. Where the 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 recognised 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. However, no indexation benefit will be available with effect from 23 July 2024.

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

No deduction under Chapter VI-A or rebate 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 assets (all securities and units other than listed shares and units of equity-oriented mutual funds and business trusts) are 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 the cost of acquisition as adjusted by the 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 the Finance Act, 2017, the base year for indexation purposes has been shifted from 1981 to 2001 to calculate the cost of acquisition or to take the Fair Market Value of the asset as on that date. Further, it provides that the 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 the 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 Assets 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 of 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 the sale of listed equity shares of a company or units of an 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 recognised 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 transactions undertaken on a recognised 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 assets irrespective of the 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.

Investments in instruments with an underlying of gold/silver or commodity-linked instruments may attract capital gains tax upon redemption. The tax treatment depends on the holding period and applicable tax laws. Investors are advised to consult their tax advisors.

E. Profits and Gains of Business or Profession

If the Securities under the portfolio management services are regarded as business/trading assets, then any gain/loss arising from the 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 characterised as ‘Income from other sources’ or ‘business income’ depending on the facts of the case. Any expenses incurred to earn such interest income should be available as a 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) tainted elements below:

- 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 an arrangement, or recharacterize or disregard the arrangement. Some of the illustrative powers are:

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

The GAAR provisions would override the provisions of a treaty in cases where GAAR is invoked. The necessary procedures for the 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 issued clarifications on the implementation of GAAR provisions in response to various queries received from the stakeholders and industry associations. Some of the important clarifications issued are as follows:

- 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 the 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 the portfolio management fee.

9. Accounting policies

The 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 receipts, 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 the 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 is recorded and reflected in the financial statements for that year.
- (4) All expenses will be accounted for on a 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 a mutual fund. Securities transaction tax, demat charges and Custodian fees on purchase/ sale transactions would be accounted as expenses 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 a withdrawal of portfolio and debited accordingly. In case of reversal of TDS, it shall be shown as corpus inflow. It is clarified that no TDS is deducted on capital gains for resident clients, and it is the responsibility of the Client to include such income in their respective Income tax returns.

B. Recognition of Portfolio Investments and Accrual of Income

- (7) In determining the holding cost of investments and the gains or losses on sale of investments, the "first in first out" (FIFO) method will be followed.
- (8) Unrealised gains/losses are the differences between the current market value/NAV and the historical cost of the Securities. For derivatives, futures and options, unrealised 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 an accrual basis. Further, mutual fund dividends shall be accounted on a receipt basis.
- (10) Bonus shares/units to which the security/scrip in the portfolio becomes entitled will be recognised only when the original share/scrip on which bonus entitlement accrues is traded on the stock exchange on an ex-bonus basis.
- (11) Similarly, right entitlements will be recognised 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 Bombay Stock Exchange Limited (BSE). If the closing price is not available on BSE, the last quoted closing price on the National Stock Exchange of India Ltd (“NSE”) shall be considered. 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 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) Where Securities have been withdrawn by the Client towards Partial/Full redemption, the closing market value of the previous day of such Securities is considered for the purpose of determining the capital withdrawal value. Closing market value of the Securities is based on the last quoted closing price on the ‘BSE’ (in case the securities are not listed on BSE, the last quoted closing price on the ‘NSE’ is used). Difference in cost and market value of the Securities at the time of partial/ full redemption is recorded as gain/loss of the Portfolio, for accounting purposes.
- (16) Investments in units of a mutual fund are valued at the NAV of the relevant scheme. Provided investments in mutual funds shall be through direct plans only.
- (17) 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 the Association of Portfolio Managers in India (APMI) from time to time.
- (18) Unlisted equities are valued at prices provided by an independent valuer appointed by the Portfolio Manager based on the International Private Equity and Venture Capital Valuation (IPEV) Guidelines on a semi-annual basis.
- (19) 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 service 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 the valuation of similar Securities. However, such changes would be in conformity with the Regulations.

10. Investors Services

- a. The details of the investor relation officer who shall attend to the investor queries and complaints are mentioned here below:

Name	Akash Singh
Designation	Compliance Officer
Address	Office no.210, 2 nd Floor, S.S Plaza, Sector 47, Gurugram, Haryana, India 122002
Phone	+918376014449
Email ID	pmscompliance@prudentequity.com

b. Grievances Redressal & Dispute Settlement Mechanism:

Grievances, if any, that may arise pursuant to the Portfolio Management Services 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 the court in Mumbai only and are governed by Indian laws.

The Portfolio Manager will endeavour to address all complaints regarding service deficiencies or causes for grievance, for whatever reason, in a reasonable manner and time. If the Investor remains dissatisfied with the remedies offered or the stand taken by the Portfolio Manager, the Investor and the Portfolio Manager shall abide by the following mechanisms: -

(i) SEBI SCORES PORTAL:

With effect from September 2011, SEBI has launched a new web-based centralised grievance system called SCORES, i.e., SEBI Complaints Redressal System, for online filing, forwarding, and tracking of the resolution of investor complaints. The Client may also make use of the SCORES facility for any escalations on redressal of their grievances. The following is the link to visit the website and inform their dispute/complaints against the Portfolio Manager. <https://scores.sebi.gov.in/scores-home>

SEBI vide press release PR No. 80/2012 dated 30th August 2012 has extended its toll-free helpline service for Investors (1800 22 7575 / 1800 266 7575) to Saturday and Sunday from the existing Monday to Friday. The service on Saturday and Sunday would be available initially to investors from all over India in English, Hindi, Marathi, and Gujarati from 9:30 a.m. to 5:30 p.m. For any queries/ feedback or assistance, the Client may also email.

(ii) ONLINE DISPUTE RESOLUTION (“ODR”) MECHANISM:

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 follows a rule-based approach for investing in its Investment Approach. It should be noted that the Portfolio Manager does have associates or related parties as mentioned in Point 3. iii above.

12. Disclaimer by Portfolio Manager

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

13. Anti-Money Laundering Compliances:

The Government of India has put a policy framework to combat money laundering through the Prevention of Money Laundering Act, 2002 (PMLA 2002). PMLA 2002 and the Rules notified there under (PMLA Rules) came into effect from July 1, 2005. Director, FIU-IND, and Director (Enforcement) have been conferred with exclusive and concurrent powers under relevant sections of the Act to implement the provisions of the Act. Consequently, SEBI has mandated that all registered intermediaries formulate and implement a comprehensive policy framework on anti-money laundering and adopt 'Know Your Customer' (KYC) norms.

Further, SEBI vide Circular No. (SEBI/HO/MIRSD/MIRSDSECFATF/P/CIR/2024/78) dated 06th June 2024 (which supersedes all the earlier circular) issued a 'Master Circular for Guidelines on Anti-Money Laundering (AML) Standards and Combating the Financing of Terrorism (CFT) /Obligations of Securities Market Intermediaries under the Prevention of Money Laundering Act, 2002 and Rules frame thereunder' consolidating all the requirements/instructions/obligations of Securities Market Intermediaries and circulars issued from time to time.

Accordingly, the investors should ensure that the amount invested by them is through legitimate sources only and does not involve and are not designed for the purpose of any contravention or evasion of any Act, Rules, Regulations, Notifications or Directions of the provisions of Income Tax Act, Prevention of Money Laundering Act, Anti-Corruption Act and or any other applicable laws enacted by the Government of India from time to time. The Portfolio Manager is committed to complying with all applicable anti-money laundering laws and regulations in all of its operations. Accordingly, the Portfolio Manager reserves the right to reject or refund or freeze the account of the client if the client doesn't comply with the internal policies of the Portfolio Manager or any of the Applicable Laws including the KYC requirements. The Portfolio Manager shall not be held liable in any manner for any claims arising whatsoever on account of freezing the account/rejection or refund of the application etc. due to non-compliance with the provisions of any of the aforesaid Regulations or Applicable Laws.

Investors are requested to note that KYC is mandatory for all investors. SEBI vide circular no. MIRSD/SE/Cir-21/2011 dated October 5, 2011, and CIR/MIRSD/ 11/2012 dated September 5, 2012, has mandated that the uniform KYC form and supporting documents shall be used by all SEBI registered intermediaries in respect of all new clients from January 1, 2012. Further, SEBI vide circular no. MIRSD/Cir-23/2011 dated December 2, 2011, has developed a mechanism for centralization of the KYC records in the securities market to bring about uniformity in securities markets.

Accordingly, KYC registration is being centralized through KYC Registration Agencies (KRA) registered with SEBI. Thus, each investor has to undergo a uniform KYC process only once in the securities market and the details would be shared with other intermediaries by the KRA. Applications shall be liable to be rejected if the investors do not comply with the aforesaid KYC requirements. As per the 2015 amendment to PML (Maintenance of Records) Rules, 2005 (the rules), every reporting entity shall capture

the KYC information for sharing with the Central KYC Records Registry in the manner mentioned in the Rules, as per the KYC template for 'Individuals' finalized by CERSAI. Accordingly, the KYC template finalized by CERSAI shall be used by the registered intermediaries as Part I of AOF for individuals.

Further, in terms of Rule 9 (1A) of the PML (Maintenance of Records) Rules, 2005 (the rules) and, as per the circular/guidelines issued by the respective regulator, every reporting entity shall capture the KYC information pertaining to Legal Entities from 01st April 2021

Part II Dynamic Section

14. Client Representation

a) Details of client's active accounts:

Year	Category of clients	No. of client	Funds managed (₹ in Crores)	Discretionary/Non-Discretionary (if available)
2026-2027* (As on 30th June 26)	Associates/group companies			
	- Individual	N.A.	N.A.	N.A.
	- Corporate	N.A.	N.A.	N.A.
	Others:			
	- Individual	52	29.62	Discretionary
	- Corporate	1	0.50	Discretionary
	Total	53	30.12	
2025-2026 (As on 31st March 26)	Associates/group companies			
	- Individual	N.A.	N.A.	N.A.
	- Corporate	N.A.	N.A.	N.A.
	Others:			
	- Individual	52	25.03	Discretionary
	- Corporate	1	0.42	Discretionary
	Total	53	25.45	
2024-2025 (As on 31st March 25)	Associates/group companies			
	- Individual	N.A.	N.A.	N.A.
	- Corporate	N.A.	N.A.	N.A.
	Others:			
	- Individual	50	26.33	Discretionary
	- Corporate	1	0.46	Discretionary
	Total	51	26.79	

** All data is as on March 31st of the respective financial years except for FY 2026-27, which is up to June 30th, 2026.*

b) Complete disclosure in respect of transactions with related parties as per the standards specified by the Institute of Chartered Accountants of India:

The details of related parties' transactions based on audited accounts for the year ended 31st March 2026 are given in Annexure – A.

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15. Financial Performance

The Financial Performance of the Portfolio Manager (as per the audited financial statements) is as follows.

Amount In ₹

Particulars	As on 31-Mar-24	As on 31-Mar-25	As on 31-Mar-26
Total Income	23,84,46,250	41,41,40,303	19,94,81,198
Expenses	1,60,34,927	3,37,70,478	6,49,59,532
Profit Before Tax	22,24,11,323	38,03,69,825	13,45,21,666
Tax	5,31,65,987	9,45,43,538	1,95,70,582
Profit After Tax	16,92,45,336	28,58,26,287	11,49,51,084
Paid-up capital	35,00,000	35,00,000	35,00,000
Free reserves (excluding revaluation reserves)	32,25,42,936	60,83,69,223	72,81,50,157
Net Worth	32,60,42,936	61,18,69,223	73,16,50,157

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16. Performance of Portfolio Manager for the Last 3 Years

In the performance/returns table below, please note the following:

- Performance/returns are calculated using the “Time-Weighted Rate of Return” method in terms of Regulation 22 of the SEBI (Portfolio Managers) Regulation, 2020.
- Returns are net of all fees and charges.
- Performance-related information provided herein is not verified by SEBI.
- Past performance may or may not be sustained in the future.
- Past performance is not a guarantee of future return.
- Neither the Portfolio Manager nor its director or employees shall in anyway be liable for any variation noticed in the returns of individual client portfolios.
- Please note that actual performance for a client portfolio may vary due to factors such as expenses charged, the timing of additional flows and redemption, individual client mandate, specific portfolio construction characteristics, or other structural parameters. These factors may have an impact on client portfolio performance and hence may vary significantly from the performance data depicted below:

Particulars	FY Ended (2024-25) Period 9 months*	FY Ended (2025-26) As on 31 st March 26	From 02 nd July 2024 to 30 th June 26
Portfolio Performance (%), Net of all fees and Charges levied by the Portfolio Manager Prudent Equity Growth Strategy	-6.96	-9.13	0.67
Benchmark Performance S&P BSE 500 TRI	-5.79	-3.12	1.15

Note: Inception date of the investment approach is 02nd July 2024.

**9-month period is from 2nd July 2024 to 31st March 2025.*

#Return mention as of 30th June 2026 is from 02nd July 2024 to 30th June 2026.

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17. Audit Observations

Audit Observations by the statutory auditors of the Company for the preceding 3 years are as below:

Financial Year	Audit Observations
2023-2024	NIL
2024-2025	NIL
2025-2026	NIL

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18. Details of Investments in the Securities of Related Parties of the Portfolio Manager

Investments in the securities of associate / 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
1	NOT APPLICABLE				

For Prudent Equity Private Limited



MR. SIDDHARTH OBEROI
MANAGING DIRECTOR
DIN No. 07735734



MRS. SHILPI OBEROI
DIRECTOR
DIN No. 07735736

Place: Gurugram
Date: 07.08.2026

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FORM C

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

(Regulation 22)

We confirm that:

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

The disclosures made in the document are true, fair, and adequate to enable the investors to make a well-informed decision regarding entrusting the management of the portfolio to us/investment in the Portfolio Management.

The Disclosure Document has been duly certified by an independent Chartered Accountant M/s. B Y & Associates, Chartered Accountants, 807, Neelkanth Corporate Park, 8th Floor Kirol Road, Vidyavihar West, Mumbai 400086 India, firm registration number 123423W on 07th August 2026.

Date: 07.08.2026

Place: Gurugram

Signature of the Principal Officer



Mr. Diwakar Rana

Annexure – A

Disclosure regarding related parties' transactions as per AS 18, specified by the ICAI of the latest financial statements (if any)

Related Party Transaction for the period Apr 25-Mar 26

Amount In ₹

S.no	Name of the Related Party	Relation with the Company	Gross Transaction Amount	Nature of Transaction
1	Siddharth Oberoi	Managing Director	60,00,000	Director Remuneration
2	Saturn Service Foundation (Formerly known as Saturn Dess Foundation)	Company with the same Management	3,75,000	Donation
3	Saturn Foundation	Company with the same Management	25,69,952	CSR Fund
4	Saturn Foundation	Company with the same Management	2,50,000	Share Capital

Turnover of the Group companies for the period Apr 25-Mar 26

Amount In ₹

S.no	Name of the Related Party	Relation with the Company	Turnover for the year
1	Saturn Dess Private Limited	Company with the same Management	1,25,70,298
2	Saturn Service Foundation (Formerly known as Saturn Dess Foundation)	Company with the Same Management	- Section-8 Company (Registered as NGO)
3	Saturn Foundation	Company with the Same Management	- Section-8 Company (Registered as NGO)

CERTIFICATE

We hereby certify that we have reviewed the Disclosure Document dated **07th August 2026**, prepared by **M/s. Prudent Equity Private Limited (SEBI Registered Portfolio Manager – INP000008686)** having address as Office 210-211, 2nd Floor, SS Plaza, Sector - 47, Gurgaon, Haryana – 122018, India in accordance with Disclosure Document as stated in Regulation 22(3) of Securities and Exchange Board of India (“SEBI”) (Portfolio Managers) Regulations, 2020, (‘the Regulations’).

Management Responsibility:

The Management of the Company is responsible for the preparation of the attached Disclosure Document in accordance with the Regulations.

Our Responsibility:

Our responsibility is to issue the certificate based on our review which is primarily limited to inquiries of the Company’s personnel, tracing the financial information from the audited financial statements for the year ended March 31, 2024, March 31, 2025, and March 31, 2026, other relevant records, the information, explanations, and representations furnished by the Management.

We have relied on the representation given by the Management about the penalties or litigations, group companies, performance calculation of the Portfolio Manager and audit observations (if any) against the Portfolio Manager mentioned in the Disclosure Document.

Opinion:

Further to our comments, we certify that the disclosures made in the Disclosure Document dated **07th August 2026** are true, fair, and adequate to enable the investors to make well-informed decisions.

Restrictions on Use:

This Certificate has been issued pursuant to Regulation 22 (3) of Securities and Exchange Board of India ("SEBI") (Portfolio Managers) Regulations, 2020, ('the Regulations') and at the request of **M/s. Prudent Equity Private Limited** for the purpose of submitting the same to SEBI and the Portfolio Management Service Clients. The same should not be used or referred to for any other purpose without our prior written consent.

Place: Mumbai

Date: 07th August 2026

**For B Y & Associates
Chartered Accountants
Firm Reg. No. 123423W**

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**CA Kirit Jain
Partner
M. No: 179354
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