

DISCLOSURE DOCUMENT

As on October 31, 2025

KEY INFORMATION

Disclosure on filing with SEBI:

This Disclosure Document has been filed with the Securities and Exchange Board of India (SEBI) along with the certificate in the prescribed format in terms of Regulation 22 of SEBI (Portfolio Managers) Regulations, 2020.

Scope and Objective of this Document

- The purpose of this document is to provide essential information about the Portfolio Management Services in a manner to assist and enable the investors in making informed decision prior to engaging the Portfolio Manager.
- This document contains the necessary information about the Portfolio Manager required by prospective investor before investing, and the investors are advised to carefully read this entire document before making any investment decision.
- The investors are advised to retain a copy of this document for future reference. The investors can download the latest version of the disclosure document from the website of Indniveza Distributors Private Limited (wealthynivesh.in)

Portfolio Manager Information:

Name of the Portfolio Manager	INDNIVEZA DISTRIBUTORS PRIVATE LIMITED
SEBI Registration Number	INP000009649
Registered Address	1001 & 1002 Accord Classic, Sonawala Road, Goregaon (East), Mumbai 400063
Phone	+91 99201 12179
Email	ankit@wn-pms.in
Website	https://wealthynivesh.in/

Principal Officer Information:

Name of the Principal Officer	Ankit Garg
Address	1001 & 1002 Accord Classic, Sonawala Road, Goregaon (East), Mumbai 400063
Phone	+91 99201 12179
Email	ankit@wn-pms.in

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I. PART – I: STATIC SECTION

1. DISCLAIMER CLAUSE

- 1.1. 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.
- 1.2. The distribution of this Document in certain jurisdictions may be restricted or totally prohibited and accordingly, persons who come into possession of this Document are required to inform themselves about and to observe any such restrictions.

2. DEFINITIONS

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

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

Provided that the Central Government and the State Governments, developmental agencies set up under the aegis of the Central Government or the State Governments, funds set up by the Central Government or the State Governments, qualified institutional buyers as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Category I foreign portfolio investors, sovereign wealth funds and multilateral agencies and any other entity as may be specified by the Board from time to time, shall be deemed to be an accredited investor and may not be required to obtain a certificate of accreditation.
- 2.4. **“Advisory Services”** means advising on the portfolio approach, investment and divestment of individual Securities in the Client’s Portfolio, entirely at the Client’s risk, in terms of the Regulations and the Agreement.
- 2.5. **“Agreement”** or “Portfolio Management Services Agreement” or “PMS Agreement” means agreement executed between the Portfolio Manager and its Client for providing portfolio management services and shall include all schedules and annexures attached thereto and any amendments made to this agreement by the parties in writing, in terms of Regulation 22 and Schedule IV of the Regulations.
- 2.6. **“Applicable Law/s”** means any applicable statute, law, ordinance, regulation, rule, order, bye-law, administrative interpretation, writ, injunction, directive, judgment or decree or other instrument including the Regulations which has a force of law, as is in force from time to time.
- 2.7. **“Assets Under Management”** or **“AUM”** means aggregate net asset value of the Portfolio managed by the Portfolio Manager on behalf of the Clients.
- 2.8. **“Associate”** means (i) a body corporate in which a director or partner of the Portfolio Manager holds either individually or collectively, more than twenty percent of its paid-up equity share capital or partnership interest, as the case may be; or (ii) a body corporate which holds, either individually or collectively, more than twenty percent of the paid-up equity share capital or partnership interest, as the case may be of the Portfolio Manager.
- 2.9. **“Benchmark”** means an index selected by the Portfolio Manager in accordance with the Regulations, in respect of each Investment Approach to enable the Clients to evaluate the relative performance of the Portfolio Manager.

- 2.10. **"Board"** or **"SEBI"** means the Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992.
- 2.11. **"Business Day"** means any day, which is not a Saturday, Sunday, or a day on which the banks or stock exchanges in India are authorized or required by Applicable Laws to remain closed or such other events as the Portfolio Manager may specify from time to time.
- 2.12. **"Client(s)"** / **"Investor(s)"** means any person who enters into an Agreement with the Portfolio Manager for availing the services of portfolio management as provided by the Portfolio Manager.
- 2.13. **"Custodian(s)"** means an entity registered with the SEBI as a custodian under the Applicable Laws and appointed by the Portfolio Manager, from time to time, primarily for custody of Securities of the Client.
- 2.14. **"Depository"** means the depository as defined in the Depositories Act, 1996 (22 of 1996).
- 2.15. **"Depository Account"** means an account of the Client or for the Client with an entity registered as a depository participant under the SEBI (Depositories and Participants) Regulations, 1996.
- 2.16. **"Direct on-boarding"** means an option provided to clients to be on-boarded directly with the Portfolio Manager without intermediation of persons engaged in distribution services.
- 2.17. **"Disclosure Document"** or **"Document"** means the disclosure document for offering portfolio management services prepared in accordance with the Regulations.
- 2.18. **"Distributor"** means a person/entity who may refer a Client to avail services of Portfolio Manager in lieu of commission/charges (whether known as channel partners, agents, referral interfaces or by any other name).
- 2.19. **"Eligible Investors"** means a Person who: (i) complies with the Applicable Laws, and (ii) is willing to execute necessary documentation as stipulated by the Portfolio Manager.
- 2.20. **"Fair Market Value"** means the price that the Security would ordinarily fetch on sale in the open market on the particular date.
- 2.21. **"Foreign Portfolio Investors"** or **"FPI"** means a person registered with SEBI as a foreign portfolio investor under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 as amended from time to time.
- 2.22. **"Financial Year"** means the year starting from April 1 and ending on March 31 in the following year.
- 2.23. **"Funds"** or **"Capital Contribution"** means the monies managed by the Portfolio Manager on behalf of the Client pursuant to the Agreement and includes the monies mentioned in the account opening form, any further monies placed by the Client with the Portfolio Manager for being managed pursuant to the Agreement, the proceeds of sale or other realization of the portfolio and interest, dividend or other monies arising from the assets, so long as the same is managed by the Portfolio Manager.
- 2.24. **"Group Company"** shall mean an entity which is a holding, subsidiary, associate, subsidiary of a holding company to which it is also a subsidiary.
- 2.25. **"HUF"** means the Hindu Undivided Family as defined in Section 2(31) of the IT Act.
- 2.26. **"Investment Approach"** is a broad outlay of the type of Securities and permissible instruments to be invested in by the Portfolio Manager for the Client, taking into account factors specific to Clients and Securities and includes any of the current Investment Approach or such Investment Approach that may be introduced at any time in future by the Portfolio Manager.
- 2.27. **"IT Act"** means the Income Tax Act, 1961, as amended and restated from time to time along with the rules prescribed thereunder.
- 2.28. **"Large Value Accredited Investor"** means an Accredited Investor who has entered into an Agreement with the Portfolio Manager for a minimum investment amount of ten crore rupees.
- 2.29. **"Non-resident Investors"** or **"NRI(s)"** shall mean non-resident Indian as defined in Section 2 (30) of the IT Act. **"NAV"** shall mean Net Asset Value, which is the price; that the investment would ordinarily fetch on sale in the open market on the relevant date, less any receivables and fees due.
- 2.30. **"NAV"** shall mean Net Asset Value, which is the price; that the investment would ordinarily fetch on sale in the open market on the relevant date, less any receivables and fees due.
- 2.31. **"NISM"** means the National Institute of Securities Markets, established by the Board.
- 2.32. **"Person"** includes an individual, a HUF, a corporation, a partnership (whether limited or unlimited), a limited liability company, a body of individuals, an association, a proprietorship, a trust, an institutional investor and any other entity or organization whether incorporated or not, whether Indian or foreign, including a government or an agency or instrumentality thereof.
- 2.33. **"Portfolio"** means the total holdings of all investments, Securities and Funds belonging to the Client.

- 2.34. **“Portfolio Manager”** means INDNIVEZA DISTRIBUTORS PRIVATE LIMITED, a limited liability partnership incorporated under the Limited Liability Partnership Act, 2008, registered with SEBI as a portfolio manager bearing registration number INP000009038 and having its registered office at 2053, Tower 3, Prestige White Meadows, Whitefield, EPIP, Bangalore 560066 Karnataka.
- 2.35. **“Principal Officer”** means an employee of the Portfolio Manager who has been designated as such by the Portfolio Manager and is responsible for:
- (i) the decisions made by the Portfolio Manager for the management or administration of Portfolio of Securities or the Funds of the Client, as the case may be; and
 - (ii) all other operations of the Portfolio Manager “Regulations” or “SEBI Regulations” means the Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020, as amended/modified and reinstated from time to time and including the circulars/notifications issued pursuant thereto.
- 2.36. **“Regulations” or “SEBI Regulations”** means the Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020, as amended/modified and reinstated from time to time and including the circulars/notifications issued pursuant thereto.
- 2.37. **“Related Party”** means –
- (i) a director, partner or his relative;
 - (ii) a key managerial personnel or his relative;
 - (iii) a firm, in which a director, partner, manager or his relative is a partner;
 - (iv) a private company in which a director, partner or manager or his relative is a member or director;
 - (v) a public company in which a director, partner or manager is a director or holds along with his relatives, more than two per cent. of its paid-up share capital;
 - (vi) any body corporate whose board of directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director, partner or manager;
 - (vii) any person on whose advice, directions or instructions a director, partner or manager is accustomed to act: Provided that nothing in sub-clauses (vi) and (vii) shall apply to the advice, directions or instructions given in a professional capacity;
 - (viii) any body corporate which is— (A) a holding, subsidiary or an associate company of the Portfolio Manager; or (B) a subsidiary of a holding company to which the Portfolio Manager is also a subsidiary; (C) an investing company or the venturer of the Portfolio Manager— The investing company or the venturer of the Portfolio Manager means a body corporate whose investment in the Portfolio Manager would result in the Portfolio Manager becoming an associate of the body corporate;
 - (ix) a related party as defined under the applicable accounting standards;
 - (x) such other person as may be specified by the Board: Provided that,
 - (a) any person or entity forming a part of the promoter or promoter group of the listed entity; or
 - (b) any person or any entity, holding equity shares:
 - of twenty per cent or more; or (ii) of ten per cent or more, with effect from April 1, 2023; in the listed entity either directly or on a beneficial interest basis as provided under section 89 of the Companies Act, 2013, at any time, during the immediate preceding Financial Year; shall be deemed to be a related party;
- 2.38. **“Securities”** means security as defined in Section 2(h) of the Securities Contract (Regulation) Act, 1956, provided that securities shall not include any securities which the Portfolio Manager is prohibited from investing in or advising on under the Regulations or any other law for the time being in force.

3. DESCRIPTION

3.1. History, Present Business and Background of the portfolio manager.

Indniveza Distributors Private Limited was founded in August 2022 with a clear vision to simplify money management for high-net-worth individuals. The company operates under the brand name of “Wealthy Nivesh”. The company currently is in the business of distributing Mutual Funds, PMS, AIFs, Corporate FDs, Bonds. Over the span of 2.5 years, the company has built an AUM of ₹360+ crores across 827 clients.

The company focusses on delivering data-driven wealth solutions for its clients. The company uses an in-house model (Quantitative + Qualitative) for selecting and building Mutual Fund Portfolios for its clients. With the same philosophy of building data-driven client-centric solutions, the company plans

to launch its PMS focused on delivering superior risk-adjusted returns to its clients. Indniveza Distributors Private Limited received approval for rendering such portfolio management services on September 23, 2025 vide registration number INP000009649.

Currently, the Portfolio Manager provides Discretionary, Non- Discretionary Portfolio Management and Investment Advisory Services with an objective to consistently deliver superior risk-adjusted returns through data-driven strategies and unwavering commitment to the investors' success.

3.2. Promoters of the portfolio manager, directors and their background.

Mr. Ankit Garg, Aditya Gupta and Shristi Sangal are the founders of the Company. The shareholding pattern of Indniveza Distributors Private Limited is as follows:

Sr. No.	Name of shareholder	% of shareholding
1	Ankit Garg	42.33
2	Aditya Gupta	30.79
3	Shristi Sangal	3.85

Mr. Ankit Garg, CEO has over 14 years of experience in wealth management across India and UAE. He has worked with HDFC Bank Limited, ICICI Bank Limited, RAK Bank (UAE) and Tata Motors in the past. He has done his MBA from IIT Delhi and also holds the B Tech degree from COER, Roorkee.

Mr. Aditya Gupta, CPO has over 7 years of experience in wealth and consulting having worked with HDFC Bank Limited and Pyramid E&C in the past. He has done his MBA from ISB Hyderabad after his B Tech degree from IIT Roorkee.

Ms. Shristi Sangal, COO has over 8 years of experience in the wealth management domain. She has completed her B Tech degree from UPTU.

3.3. Key Personnel and their background (other than partners mentioned above)

Name of the Key Personnel	Experience
Namrata Ratnani (Compliance Officer)	Namrata has experience of 4+ years having worked with HDB Financial Services and has been with the Portfolio Manager from 2023. She is a Commerce Graduate from Mumbai University.

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

Not Applicable, the Portfolio Manager does not have any associates or group companies.

3.5. Details of the services being offered:

3.5.1. Discretionary Portfolio Management Services

Indniveza Distributors Private Limited offers discretionary Portfolio Management Services to its clients. Under these services, the choice as well as the timings of the investment decisions would rest solely with the Portfolio Manager and the Portfolio Manager can exercise any degree of discretion in the investments or management of Assets of the Client. The Securities to be invested by the Portfolio Manager for Clients may differ from Client to Client. The Portfolio Manager's decision (taken in good faith) in deployment of the Client's Funds is absolute and final and can never be called in question or be open to review at any time during the currency of the Agreement or at any time thereafter except on the ground of fraud, conflict of interest or gross negligence. This right of the Portfolio Manager shall be exercised strictly in accordance with the relevant Acts, Regulations, guidelines and notifications in force from time to time. However, the Client can specify securities they are prevented from investing in because of insider trading or other restrictions.

3.5.2. Non-discretionary Portfolio Management Services

Indniveza Distributors Private Limited offers Non-Discretionary Portfolio Management Services to its clients. The portfolio of the Client shall be managed in consultation with the Client and in accordance with the instructions of the Client under Strategies as prescribed by SEBI. Under this service, the Assets will be managed as per express prior instructions issued by the Client from time to time. In this case, the Portfolio Manager shall be responsible for managing transaction execution on behalf of the Client entirely at the Client's risk.

3.5.3. Advisory Portfolio Management Services

Indniveza Distributors Private Limited offers Advisory Services to its clients. Under these services, the Portfolio Manager advises the Client on investments in general or any specific advice required by the Clients and agreed upon in the Client agreement. The Portfolio Manager will render the best possible advice to the Client having regard to the Client's needs and the environment, which is non-binding in nature in accordance with the terms mentioned in the Agreement. For such services, the Portfolio Manager shall charge the Client a fee for services rendered as mentioned in the Agreement. The advice may be either general or specific in nature and may pertain to a particular portfolio. Entry / exit timing, execution and settlement will be the sole responsibility of the Client.

Direct Onboarding:

The Portfolio Manager provides the facility to Clients for Direct onboarding without any involvement of a broker/distributor/agent engaged in distributor services. The Client can onboard by directly contacting us or sign up for our services by writing to us at support@wealthynivesh.com

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

i.	All cases of penalties imposed by the Board or the directions issued by the Board under the Act or rules or regulations made thereunder.	None
ii.	The nature of the penalty/direction.	None
iii.	Penalties/fines imposed for any economic offence and/ or for violation of any securities laws.	None
iv.	Any pending material litigation/legal proceedings against the portfolio manager/key personnel with separate disclosure regarding pending criminal cases, if any.	None
v.	Any deficiency in the systems and operations of the portfolio manager observed by the Board or any regulatory agency.	None
vi.	Any enquiry/ adjudication proceedings initiated by the Board against the portfolio manager or its directors, principal officer or employee or any person directly or indirectly connected with the portfolio manager or its directors, principal officer or employee, under the Act or rules or regulations made thereunder.	None

5. SERVICES OFFERED

The Portfolio Manager shall offer Discretionary Portfolio Management Services, Non-Discretionary Portfolio Management Services and Advisory Services, details of which are mentioned in Clause 3.5 of this Disclosure Document. As per the SEBI (Portfolio Managers) Regulations, the portfolio manager shall not accept from the client, funds or securities worth less than fifty lakh rupees. The minimum investment amount per client shall be applicable for new clients and fresh investments by existing clients. However, the said minimum investment amount shall not be applicable to Accredited Investors.

5.1. Investment Approaches under Discretionary Portfolio Management Services:

5.1.1. Wealthy Nivesh Multi Asset Investment Approach:

a)	Investment Objective	To generate superior risk adjusted returns over the medium to long term with an unconstrained approach to invest across market cap and asset classes through Active and Passive Mutual Funds. While the fund is primarily oriented towards equity markets, it retains the flexibility
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		to allocate selectively to commodities (primarily bullions) and fixed income instruments, depending on prevailing market conditions and macroeconomic indicators.
b)	Investment Strategy	Multi Asset
c)	Description of Securities	Client monies would primarily be invested in Active and Passive Mutual Funds. Some part of Client monies might be invested in units of Money Market, Liquid and Arbitrage Funds and some part might be retained as bank balance in the Bank Account.
d)	Basis of selection of Securities	Asset Allocation and further Market Cap Allocation shall be decided based on the relative valuations in the market. Selection of Active Mutual Fund schemes shall include both Quantitative and Qualitative Analysis. - Quantitative Analysis include calculating a composite score based on multiple Risk-Return Parameters (Beta, SD, Rolling Returns, Sharpe Ratio, Sortino Ratio, Treynor Ratio) and Fund Manager's Alpha adjusted on Beta. This step is used as a selection step for identifying the top quartile funds in each category. - Qualitative Analysis include checking the fund manager's legacy, depth of the analyst team, risk management principles deployed at AMC, liquidity and assets quality. This step is used as a rejection step for removing any questionable exposure to a particular AMC/ Fund Manager. Selection of Index Funds follows a structured approach to optimize returns while ensuring cost efficiency and liquidity. - Liquidity & Tracking Efficiency – Preference for funds with high liquidity and low tracking error. - Cost-effectiveness – Prioritizing low-cost ETFs and index funds to enhance net returns.
e)	Allocation of the Portfolio	Equity Mutual Funds/ Index Funds/ ETFs 0-100% Hybrid Mutual Funds 0-100% Debt Mutual Funds 0-100% Arbitrage Mutual Funds 0-100% Gold & Silver Index Funds 0-25%
f)	Benchmark Indices	BSE 500 Total Return Index
g)	Basis for choice of benchmark	The BSE 500 TRI Index is an ideal benchmark for the Multi Asset strategy as it provides comprehensive market representation by covering the top 500 companies across large, mid, and small-cap segments. Its broad diversification ensures alignment with India's economic growth while capturing market trends across sectors. The Total Return Index (TRI) variant accounts for dividends, offering a more accurate performance measure. By benchmarking against BSE 500 TRI, the strategy maintains flexibility, optimizes risk-adjusted returns, and enhances alpha generation across market cycles.
h)	Indicative tenure or investment horizon	The recommended time horizon for adequate portfolio returns as envisaged by the portfolio manager is more than 3 years.
i)	Risks associated with investment approach	Please refer to Clause 6 – Risk Factors for detailed risks associated with the investment approach

5.1.2. Wealthy Nivesh All Cap Investment Approach:

j)	Investment Objective	To generate superior risk adjusted returns over the medium to long term with an unconstrained approach to invest across market cap and sectors through Active and Passive Mutual Funds.
k)	Investment Strategy	Equity
l)	Description of Securities	Client monies would primarily be invested in Active and Passive Mutual Funds. Some part of Client monies might be invested in units of Money Market, Liquid and Arbitrage Funds and some part might be retained as bank balance in the Bank Account.
m)	Basis of selection of Securities	Market Cap Allocation shall be decided based on the relative valuations in the market. Selection of Active Mutual Fund schemes shall include both Quantitative and Qualitative Analysis. - Quantitative Analysis include calculating a composite score based on multiple Risk-Return Parameters (Beta, SD, Rolling Returns, Sharpe Ratio, Sortino Ratio, Treynor Ratio) and Fund Manager's Alpha adjusted on Beta. This step is used as a selection step for identifying the top quartile funds in each category. - Qualitative Analysis include checking the fund manager's legacy, depth of the analyst team, risk management principles deployed at AMC, liquidity and assets quality. This step is used as a rejection step for removing any questionable exposure to a particular AMC/ Fund Manager. Selection of Index Funds follows a structured approach to optimize returns while ensuring cost efficiency and liquidity. - Liquidity & Tracking Efficiency – Preference for funds with high liquidity and low tracking error. - Cost-effectiveness – Prioritizing low-cost ETFs and index funds to enhance net returns.
n)	Allocation of the Portfolio	Equity Mutual Funds/ Index Funds/ ETFs 0-100% Hybrid Mutual Funds 0-100% Debt Mutual Funds 0-100% Arbitrage Mutual Funds 0-100%
o)	Benchmark Indices	BSE 500 Total Return Index
p)	Basis for choice of benchmark	The BSE 500 TRI Index is an ideal benchmark for an all-cap ETF/Index PMS strategy as it provides comprehensive market representation by covering the top 500 companies across large, mid, and small-cap segments. Its broad diversification ensures alignment with India's economic growth while capturing market trends across sectors. The Total Return Index (TRI) variant accounts for dividends, offering a more accurate performance measure. By benchmarking against BSE 500 TRI, the strategy maintains flexibility, optimizes risk-adjusted returns, and enhances alpha generation across market cycles.
q)	Indicative tenure or investment horizon	The recommended time horizon for adequate portfolio returns as envisaged by the portfolio manager is more than 3 years.
r)	Risks associated with investment approach	Please refer to Clause 6 – Risk Factors for detailed risks associated with the investment approach

5.2. Policy on Investments in Associates / Group Companies

The Portfolio Manager has no associates or group companies.

6. RISK FACTORS

6.1. General Risks Factors

- 6.1.1. 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.
- 6.1.2. 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.
- 6.1.3. 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.
- 6.1.4. The names of the Investment Approach do not in any manner indicate their prospects or returns.
- 6.1.5. 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.
- 6.1.6. 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.
- 6.1.7. 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.
- 6.1.8. 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.
- 6.1.9. 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.

6.2. Risk associated with equity and equity related instruments

- 6.2.1. 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.
- 6.2.2. 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.
- 6.2.3. 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.

6.3. Risk associated with debt and money market securities

- 6.3.1. 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.

- 6.3.2. 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.
- 6.3.3. 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.
- 6.3.4. 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.

6.4. Risk associated with derivatives instruments

- 6.4.1. 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.
- 6.4.2. 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.

6.5. Risk associated with investments in mutual fund schemes

- 6.5.1. 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.
- 6.5.2. 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.
- 6.5.3. Past performance of the sponsors, asset management company (AMC)/fund does not indicate the future performance of the schemes of the fund.
- 6.5.4. 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.
- 6.5.5. 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 12 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.

- 6.5.6. The Portfolio Manager shall not be liable for any default, negligence, lapse error or fraud on the part of the AMC/the fund.
- 6.5.7. 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.
- 6.5.8. 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.

6.6. Risk arising out of Non-diversification

- 6.6.1. 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.
- 6.6.2. 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.
- 6.6.3. 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.

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

- 6.7.1. 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.
- 6.7.2. 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.
- 6.7.3. 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 each of the following services shall be annexed to the Portfolio Management Agreement or the agreements for each of the services availed by the client at the time of execution of such agreements.

- 7.1. Investment management and advisory fees:** The management fee relates to the portfolio management services offered to the Clients. The fee may be a fixed charge or a percentage of the quantum of the funds being managed or funds being advised as agreed in the Agreement. However, the management fee or advisory fee, shall be maximum 5% per annum of the assets under management or assets under advice.
- 7.2. Performance Fee:** The performance fee relates to the share in the profits generated on the Client's portfolio. The same shall be charged by the Portfolio Manager, subject to hurdle rate and high-water mark principle as per the terms specified in the Agreement. The maximum Performance fee rate shall be 50%.
- 7.3. Brokerage and transaction cost:** The Portfolio Manager may obtain securities broking services from SEBI registered stockbrokers. The Brokerage charges and other transaction charges (STT, Stamp Duty, Exchange Turnover Charges etc) shall be charged at actuals to the client's Portfolio.
- 7.4. Operational Expenses and Reimbursements:**

- 7.4.1. Registrar and transfer agent fee: This shall be charged at actuals. These are the charges of 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.
- 7.4.2. Custodian/Depository 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.
- 7.4.3. Fund Accounting fees: Fees paid to Fund Accountant for providing Fund Accounting Services for Portfolio Accounts shall be charged at actuals to the client's portfolio.
- 7.4.4. Other fees and expenses: The Portfolio Manager may incur the following expenses which shall be charged/reimbursed by the client:
 - a) Transaction expenses including, but not limited to, statutory fees, documentation charges, statutory levies, stamp duty, registration charges, commissions, charges for transactions in Securities, custodial fees, fees for fund accounting, valuation charges, audit and verification fees, depository charges, and other similar or associated fees, charges and levies, legal fees, incidental expenses etc.;
 - b) Legal and statutory expenses including litigation expenses, if any, shall be charged at actuals to the Client's Portfolio;
 - c) Statutory taxes and levies, if any, payable in connection with the Portfolio; Valuation expenses, valuer fees, audit fees, levies and charges;
 - d) All other costs, expenses, charges, levies, duties, administrative, statutory, revenue levies and other incidental costs, fees, expenses not specifically covered above, whether agreed upon in the Agreement or not, arising out of or in the course of managing or operating the Portfolio.

Note: 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, legal services, etc. for documentation, notarizations, certifications, attestations required by Bankers or regulatory authorities including legal fees and day-to-day operations charges, etc

Provided that no upfront fees shall be charged by the Portfolio Manager, either directly or indirectly, to the client.

8. TAXATION

A. Implications of Income Tax Act, 1961

8.1. **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.

8.2. **Tax deducted at source**

- 8.2.1. 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.
- 8.2.2. 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.

8.2.3. 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.

8.3. 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 July 22, 2024 Period of Holding	Position on or after July 22, 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 thirty-six (36) months	Long-term Capital Asset
	Thirty-six(36) months or less	Thirty-six(36) 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 thirty-six (36) months		Long-term Capital Asset
	Thirty-six(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 Mutual Fund by whatever name called, which invests more than sixty-five per cent. of its total proceeds in debt and money market instruments;
- or a fund which invests sixty-five per cent. or more of its total proceeds in units of a fund referred to in sub-clause.

- **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 assessees. 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 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 16 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. 17

8.4. 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.

8.5. 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.

8.6. 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.

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

The GAAR provisions would override the provisions of a treaty in cases where GAAR is invoked. The necessary procedures for application of GAAR and conditions under which it should not apply, have been enumerated in Rules 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.

8.8. 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:
 - the name and address of the entity, TIN assigned to the entity by the country of its residence; and
 - 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).

B. 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:

9.1. Client Accounting

- 9.1.1. 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.
- 9.1.2. The books of account of the Client shall be maintained on an historical cost basis.
- 9.1.3. 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.
- 9.1.4. All expenses will be accounted on due or payment basis, whichever is earlier.
- 9.1.5. 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. Tax deducted at source (TDS) shall be considered as withdrawal of portfolio and debited accordingly.

9.2. Recognition of portfolio investments and accrual of income

- 9.2.1. 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.
- 9.2.2. 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.
- 9.2.3. 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.
- 9.2.4. 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.
- 9.2.5. 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.
- 9.2.6. In respect of all interest-bearing Securities, income shall be accrued on a day-to-day basis as it is earned.
- 9.2.7. 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.

9.3. Valuation of portfolio investments

- 9.3.1. Investments in listed equity shall be valued at the last quoted closing price on the National Stock Exchange (NSE). 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.

- 9.3.2. 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.
- 9.3.3. 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.
- 9.3.4. 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.
- 9.3.5. 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

10.1. Name, address and telephone number of the investor relation officer who shall attend to the investor queries and complaints.

Name	Ms. Shrishti Sangal
Designation	Director
Address	1001 & 1002 Accord Classic, Sonawala Road, Goregaon (East), Mumbai 400063
Telephone No.	+91 91523 22723
Email	shrishti@wn-pms.in

10.2. Grievance redressal and dispute settlement mechanism.

- 10.2.1. The Investment Relation Officer(s) will be the interface between the Portfolio Manager and the Client. The Investment Relation Officer(s) shall be responsible for redressing the grievances of the Clients.
- 10.2.2. 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 Client remains dissatisfied with the remedies offered or the stand taken by the Portfolio Manager, the Client and the Portfolio Manager shall abide by the following mechanisms.
- 10.2.3. SEBI SCORES Platform: SEBI has introduced an online registration of complaints whereby investors can lodge their grievances on the SEBI Complaints Redress System i.e., the SCORES portal <https://scores.sebi.gov.in/>. SCORES enables online tracking of the status of a complaint. Investors who are unable to access the online platform continue to have the option to register their complaints in physical form. Investors may send their complaints to: Office of Investor Assistance and Education, Securities and Exchange Board of India, SEBI Bhavan, Plot No. C4-A, 'G' Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400051.
- 10.2.4. After exhausting all aforementioned option for resolution, if the client is not satisfied, they can initiate the grievances through the Online Dispute resolution portal (ODR) at <https://smartodr.in/login>. Alternatively, dispute resolution through ODR Portal can be initiated at any stage of the escalations mentioned here in above.

11. DETAILS OF THE DIVERSIFICATION POLICY OF THE PORTFOLIO MANAGER

The Portfolio Manager intends to distribute the investments in Mutual Funds and Index Funds spread across market capitalizations and capping the investments in an Asset Management Company at 20%. This ensures that the portfolio is diversified and avoids concentration risks as well.

II. PART-II: DYNAMIC SECTION

12. CLIENT REPRESENTATION

12.1. Details of Clientele and Funds Managed

Category of clients	No. of clients	Funds managed (Rs. Cr.)	Discretionary / Non-Discretionary (if available)
Associates / group companies (Last 3 years)			
As of September 30, 2025	Nil	Nil	N.A.
F.Y. 2024-25	Nil	Nil	N.A.
F.Y. 2023-24	Nil	Nil	N.A.
F.Y. 2022-23	Nil	Nil	N.A.
Others (last 3 years)			
As of September 30, 2025	Nil	Nil	N.A.
F.Y. 2024-25	Nil	Nil	N.A.
F.Y. 2023-24	Nil	Nil	N.A.
F.Y. 2022-23	Nil	Nil	N.A.
Total			

Note – The Portfolio Manager has received the approval on 23rd September 2025 and will commence its portfolio management services.

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

Name of Related Party	Transaction Type	For the year ended 31 March 2025 Amount (₹)	For the year ended 31 March 2024 Amount (₹)
Ankit Garg	Salary	31,60,000	18,75,000
Aditya Gupta	Salary	31,00,000	18,50,000
Shrishti Sangal	Salary (Incl. Remuneration)	16,40,000	17,25,000
Total		80,00,000	54,50,000

The amount within brackets represent credits to the Portfolio Manager & others are the payments made by the portfolio manager

13. FINANCIAL PERFORMANCE OF THE PORTFOLIO MANAGER

Particulars	For the year ended 31 March 2025 Amount (₹)	For the year ended 31 March 2024 Amount (₹)
Total Revenue	2,18,83,796	73,85,689
Total Expenses	2,58,14,132	1,39,73,584
Profit before Tax	(39,30,336)	(65,87,596)
Tax Expense	0	0
Profit / (Loss) for the year after tax	(39,30,336)	(65,87,596)

Note: The above disclosures have been presented based on the audited financial statements for the year ended March 31, 2025.

14. PERFORMANCE OF PORTFOLIO MANAGER

Discretionary Portfolio Management Services

The disclosure of performance by the Portfolio Manager under Discretionary Portfolio Management Services is calculated using the Time-Weighted Rate of Return (TWRR) method, in accordance with Regulation 22 of SEBI (Portfolio Managers) Regulations, 2020. The portfolio performance is presented net of all fees and charges levied by the Portfolio Manager.

Strategy	Investment Approach	Particulars	Current Period ()	Previous Period ()	Since Inception
Equity	IDPL Wealthy Nivesh All Cap		0	0	0
	BSE 500 Total Return Index	Benchmark	0	0	0
Multi Asset	IDPL Wealthy Nivesh Multi Asset		0	0	0
	BSE 500 Total Return Index	Benchmark	0	0	0

Note – The Portfolio Manager has received the approval on 23rd September 2025 and will commence its portfolio management services.

15. AUDIT OBSERVATIONS

Audit observations of the preceding 3 years – NIL

Note – The Portfolio Manager has received the approval on 23rd September 2025 and will commence its portfolio management services.

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

Nil

For INDNIVEZA DISTRIBUTORS PRIVATE LIMITED For INDNIVEZA DISTRIBUTORS PVT LTD

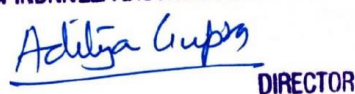
For INDNIVEZA DISTRIBUTORS PVT LTD


DIRECTOR

Ankit Garg
Director

Date: November 20th, 2025
Place: Mumbai

For INDNIVEZA DISTRIBUTORS PVT LTD


DIRECTOR

Aditya Gupta
Director

Date: November 20th, 2025
Place: Mumbai

FORM C

Securities And Exchange Board of India (Portfolio Managers) Regulations, 2020

(Regulation 22)

INDNIVEZA DISTRIBUTORS PRIVATE LIMITED

1001 & 1002 Accord Classic, Sonawala Road, Goregaon (East), Mumbai 400063

Phone: +9152101733; Email: support@wealthynivesh.com

We confirm that:

- (i) the Disclosure Document forwarded to the Securities and 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 Disclosure document are true, fair and adequate to enable the investors to make a well-informed decision regarding entrusting the management of the portfolio to us / investment through Portfolio Manager;
- (iii) the Disclosure Document has been duly certified by an Independent Chartered Accountant- Shubham Patel, Phone No. 9325727866, Membership No: 193579 (Firm Registration No. 132815W) on November 20th, 2025.

Date : November 20th, 2025

Place : Mumbai

For INDNIVEZA DISTRIBUTORS PVT LTD

For INDNIVEZA DISTRIBUTORS PVT LTD



Ankit Garg
Principal Officer

1001 & 1002 Accord Classic,
Sonawala Road, Goregaon (East),
Mumbai 400063

Email: ankit@wealthynivesh.com
Mobile: +91 99201 12179

DISCLOSURE DOCUMENT CERTIFICATE

To,
The Directors,
Indniveza Distributors Private Limited ("Portfolio Manager"),
1001 & 1002 Accord Classic, Sonawala Road,
Goregaon (East), Mumbai 400063

1. This certificate is issued in connection with the request made by Indniveza Distributors Private Limited (hereinafter referred to as "Client") for the purpose of submission to Securities and Exchange Board of India (hereinafter referred to as "SEBI") in accordance with the Regulation 22(5) of Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020 (hereinafter referred to as "Regulations").
2. SEBI registered portfolio manager is required to prepare a Disclosure Document (hereinafter referred to as "Document") as per the Regulations. Such document shall be submitted to SEBI as and when there is any material change and shall disclose to the customers prior to entering into an agreement with such customer as per the Regulations.

Client Responsibility:

3. The management is responsible for preparation of the Disclosure Document according to the terms of Regulations including maintenance of all accounting and other records supporting the contents of the document. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the document.
4. The client holds full responsibility with respect to the maintenance of sufficient and appropriate records/ documents/ supporting to substantiate the contents of the document. Further, it is the responsibility of the client to fully comply with provisions of the Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020. It is also the responsibility of the client to ensure that information provided is complete in all aspects and are true and correct.

Practitioner's Responsibilities:

5. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
6. We have complied with the relevant applicable requirements of the Standards on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. Pursuant to the requirements of the Regulation, it is our responsibility to provide limited assurance whether if something has come to our attention that causes us to believe that the Disclosure Document is materially misstated.
8. This is a limited assurance engagement. Consequently, procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Therefore, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. We have performed our procedures based on the nature, timing and extent necessary to form our opinion.

9. Pursuant to our procedures, we state that:
- a) We have relied on the directors' declaration with respect to their background. Accordingly, we have not checked the veracity of such declarations.
 - b) We have relied on the signed financial statements for the year ended 31st March 2025 of the Company for related party transactions. Further, we have relied upon the representations/ declarations by the management for the disclosure.
 - c) The data presented under 'financial performance' has been extracted out of the audited financial statements of the Company for the year ended 31st March 2025.
 - d) We have relied on the signed audited financial statements for the year ended 31 March 2025 of the Company for information pertaining to pending litigations.

Opinion:

10. Based on the procedures performed and evidence obtained, nothing has come to our attention that causes us to believe that the Disclosure Document is materially misstated as per the provisions of Regulations.

Restrictions on use:

11. The certificate is addressed to and provided to the Client solely for the purpose as mentioned in paragraph 1 and 2 and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

Date : November 20th, 2025
Place : Mumbai



For,
C S P S and Associates
Chartered Accountants
FRN: 132815W

A handwritten signature in blue ink, appearing to read "Shubham Vasantbhai Patel".

Shubham Vasantbhai Patel
MRN: 193579
UDIN: 25193579BMJIYF2914