

Disclosure Document for Portfolio Management Services provided by IIFL Capital Asset Management Limited (Formerly known as IIFL Securities Alternate Asset Management Limited)

- i. The disclosure document ("**Document**") has been filed with the Securities and Exchange Board of India along with the certificate in the specified format in terms of Regulation 22 of the SEBI (Portfolio Managers) Regulations, 2020.
- ii. The purpose of the Document is to provide essential information about the Portfolio Management Services (PMS) in a manner to assist and enable the investors in making informed decision for engaging IIFL Capital Asset Management Limited (as the "**Portfolio Manager**").
- iii. The disclosure document contains the necessary information about the Portfolio Manager, required by an investor before investing, and hence, the investor may be advised to retain the document for future reference.

PRINCIPAL OFFICER

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PORTFOLIO MANAGER

Name: IIFL Capital Asset Management Limited

Registration number: INP000009445

Registered Office:

Hubtown Solaris · Office No 1, Ground Floor, NS Phadke Marg, Vijay Nagar Andheri East Mumbai – 400069.

Phone: 022-69831200

Dated: May 12, 2026



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PART - I - STATIC SECTION

1. Disclaimer

This Document has been prepared in accordance with the SEBI (Portfolio Managers) Regulations, 2020 and filed with SEBI. This Document has neither been approved nor disapproved by SEBI nor has SEBI certified the accuracy or adequacy of the contents of this Document. The distribution of this Document in certain jurisdictions may be restricted or totally prohibited and accordingly, persons who come into possession of this Document are required to inform themselves about and to observe any such restrictions.



2. Definitions and Interpretations

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

4. **“Advisory Services”** means advising on the portfolio approach, investment and divestment of individual Securities in the Client’s Portfolio, entirely at the Client’s risk, in terms of the Regulations and the Agreement.
5. **“Agreement”** or **“Portfolio Management Services Agreement”** or **“PMS Agreement”** means agreement executed between the Portfolio Manager and its Client for providing portfolio management services and shall include all schedules and annexures attached thereto and any amendments made to this agreement by the parties in writing, in terms of Regulation 22 and Schedule IV of the Regulations.



6. **“Applicable Law/s”** means any applicable statute, law, ordinance, regulation, rule, order, bye-law, administrative interpretation, writ, injunction, directive, judgment or decree or other instrument including the Regulations which has a force of law, as is in force from time to time.
7. **“Assets Under Management” or “AUM”** means aggregate net asset value of the Portfolio managed by the Portfolio Manager on behalf of the Clients.
8. **“Associate”** means (i) a body corporate in which a director or partner of the Portfolio Manager holds either individually or collectively, more than twenty percent of its paid-up equity share capital or partnership interest, as the case may be; or (ii) a body corporate which holds, either individually or collectively, more than twenty percent of the paid-up equity share capital or partnership interest, as the case may be of the Portfolio Manager.
9. **“Asset Under Advice or AUA”** means the aggregate net asset value of securities and investment products for which the Portfolio Manager has rendered investment advice.
10. **“Alternative Investment Fund or AIF”** means Category I Alternative Investment Fund(s) of Category II Alternative Investment Fund(s) which are registered with SEBI under the provisions of SEBI (Alternative Investment Funds) Regulations, 2012, which are managed by the Portfolio Manager acting as an investment manager, and are sponsored by the same sponsor.
11. **“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.
12. **“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.
13. **“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.
14. **“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.
15. **“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.
16. **“Chartered Accountant”** means a Chartered Accountant as defined in clause (b) of sub-section (1) of section 2 of the Chartered Accountants Act, 1949 (38 of 1949) and who has obtained a certificate of practice under sub-section (1) of section 6 of that Act.



17. **“Co-investment Portfolio Management Services”** means services provided by the Portfolio Manager to the investors of the Alternative Investment Fund which are managed and sponsored by it, in its capacity as the Co-investment Portfolio Manager.
18. **“Depository”** means the depository as defined in the Depositories Act, 1996 (22 of 1996).
19. **“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.
20. **“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.
21. **“Disclosure Document” or “Document”** means the disclosure document for offering portfolio management services prepared in accordance with the Regulations.
22. **“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).
23. **“Discretionary Portfolio Management Services” or “Discretionary PMS”** means the portfolio management services rendered to the Client, by the Portfolio Manager on the terms and conditions contained in the Discretionary Portfolio Investment Management agreement, wherein the Portfolio Manager exercises or may exercise, any degree of discretion as to the investment of funds or management of the portfolio of Securities of the Client.
24. **“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.
25. **“Exit Load”** means the withdrawal charge/s payable to the Portfolio Manager in accordance with the terms of the Agreement and this Document.
26. **“Fair Market Value”** means the price that the Security would ordinarily fetch on sale in the open market on the particular date.
27. **“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.
28. **“Financial Year”** means the year starting from April 1 and ending on March 31 in the following year.
29. **“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.

30. **“Group Company”** shall mean an entity which is a holding, subsidiary, associate, subsidiary of a holding company to which it is also a subsidiary.
31. **“HUF”** means the Hindu Undivided Family as defined in Section 2(31) of the IT Act.
32. **“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.
33. **“IT Act”** means the Income Tax Act, 2025, as amended and restated from time to time along with the rules prescribed thereunder.
34. **“Initial Corpus”** means the value of the funds and the value of readily realizable securities brought in by the client at the time of registering as a client with the Portfolio Manager and accepted by the Portfolio Manager.
35. **“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.
36. **“Management Fee”** means the management fee payable to the Portfolio Manager in accordance with the terms of the Agreement and this Document.
37. **“Non-resident Investors” or “NRI(s)”** shall mean non-resident Indian as defined in Section 2 (30) of the IT Act.
38. **“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.
39. **“NISM”** means the National Institute of Securities Markets, established by the Board.
40. **“Non-discretionary Portfolio Management Services” or “Non-Discretionary PMS”** means portfolio management services under which the Portfolio Manager, subject to express prior instructions issued by the Client from time to time in writing or on recorded line or by e-mail, invests in respect of the Client’s account entirely at the Client’s risk.
41. **“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.

42. **“Portfolio”** means the total holdings of all investments, Securities and Funds belonging to the Client.
43. **“Portfolio Manager”** means **IIFL Capital Asset Management Limited** a Company incorporated under the provisions of the Companies Act, 2013 registered with SEBI as a portfolio manager bearing registration number INP000009445 and having its registered office at Hubtown Solaris · Office No 1, Ground Floor, NS Phadke Marg, Vijay Nagar Andheri East Mumbai – 400069.
44. **“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.
45. **“Parties”** means the Portfolio Manager and the Client; and **“Party”** shall be construed accordingly.
46. **“Performance Fee”** means the performance-linked fee payable to the Portfolio Manager in accordance with the terms of the Agreement and this Document.
47. **“Portfolio Entity”** means companies, enterprises, bodies corporate, or any other entities in the Securities of which the monies from the Client Portfolio are invested subject to Applicable Laws/
48. **Portfolio Management Services”** means the Discretionary Portfolio Management Services or Non-Discretionary Portfolio Management Services, Advisory Services or Co-Investment Portfolio Management Services, as the context may be.
49. **“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.
50. **“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;

51. **“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.

52. **“SEBI”** means the Securities and Exchange Board of India established under sub-section (1) of Section 3 of the Securities and Exchange Board of India Act, 1992, as amended from time to time.

2.2 Interpretation

Words and expressions used in this Disclosure Document and not expressly defined shall be interpreted in accordance with applicable law or according to their general meaning and usage. The definitions are not exhaustive.



3. Description

3.1 History, Present Business and Background of the Portfolio Manager

IIFL Capital Asset Management Limited (the “**Portfolio Manager**”) a Company incorporated under the provisions of the Companies Act, 2013 and having its registered office at Hubtown Solaris Office No 1, Ground Floor, NS Phadke Marg, Vijay Nagar, Andheri East, Mumbai – 400069, Maharashtra, India.

The Portfolio Manager is a Securities and Exchange Board of India (SEBI) registered Portfolio Manager having registration number INP000009445, under the SEBI (Portfolio Manager) Regulations, 2020, to offer Discretionary portfolio management services, Non-Discretionary portfolio management services, advisory services and Co- investment Management Services to High Net worth Individual (HNIs), Institutional Clients, Corporates and other permissible class of investors.

It also acts as an Investment Manager to IIFL Securities Capital Enhancer Fund having registration number IN/AIF2/21-22/0888 and IIFL Securities Dynamic Fund having registration number IN/AIF3/19-20/0770, a SEBI registered Category II and Category III Alternative Investment Funds respectively. Further the Portfolio Manager is registered with SEBI as an Investment Adviser having registration number INA000019956.

The Portfolio Manager is the wholly owned subsidiary of IIFL Capital Services Limited (“Formerly IIFL Securities Limited”).

A brief profile of the directors of IIFL Capital Asset Management Limited (Portfolio Manager) has been provided below:

i. **Mr. Ujwal Shah (Whole-time Director)**

Mr. Ujwal Shah is a Whole-time Director of IIFL Capital Asset Management Limited (Formerly known as IIFL Securities Alternate Asset Management Limited) w.e.f. November 19, 2024. He is a CFA and MS (Finance) from ICFAI, Hyderabad and has over 15 years of experience in equity markets spanning roles both in equity research and fund management. He has worked with marquee sell side firm ENAM Sec. (later became Axis Sec.) on the sell side and was part of the core research team at Quest Investment Advisors which was instrumental in their AUM journey from Rs 250 crore to Rs 2,000 crore.

ii. **Narendra Jain (Non-Executive Director)**

Mr. Narendra Jain is a Non-Executive Director on the Board of IIFL Capital Asset Management Limited (formerly known as IIFL Securities Alternate Asset Management Limited). He is a rank holder Chartered Accountant and holds a Bachelor’s degree in Commerce from the University of Mumbai. He has over 29 years of experience in the financial services industry, specifically in areas such as operations, risk management, compliance, process automation and project management. In the past, he was



associated with ICICI Brokerage Service Limited, where he worked in areas like operations, risk, compliance and design and development of systems and processes. He was also associated with Hindustan Petroleum Corporation Limited, where he handled indirect taxation and marketing analytics.

iii. Mr. Prasad Umarale (Non-Executive Director)

Mr. Prasad Umarale is a Non-Executive Director on the board of IIFL Capital Asset Management Limited (Formerly known as IIFL Securities Alternate Asset Management Limited). He holds a Bachelor's degree in Commerce from the University of Mumbai and is a qualified Chartered Accountant. He has over 16 years of experience in the financial services industry, specifically in areas such as regulatory legal & compliance, audit and operations. He is also heading Compliance in the IIFL Securities and involved in guiding the businesses/support functions on all regulatory compliances and monitors implementation of extant regulations/circulars, ensuring all the regulatory compliances, governance and reporting. In the past, he was associated with National Stock Exchange of India Ltd.

3.2 Promoters of the Portfolio Manager, its directors and their background

A brief profile of the promoter of the Portfolio Manager has been provided below:

IIFL Capital Services Limited (Formerly known as "IIFL Securities Limited") (promoter), a Company incorporated under the provisions of the Companies Act, 1956 and having its registered office at IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, Thane Industrial Area, Wagle Estate, Thane – 400604

IIFL Capital Services Limited is a company incorporated under the provision of Companies Act 1956 and is one of the leading players in the financial services sector offering equity, currency and commodity broking, depository participant services, merchant banking and distribution of financial products.

Company is a member of BSE Limited ("BSE"), the National Stock Exchange of India Limited ("NSE"), Multi Commodity Exchange of India Limited ("MCX"), National Commodity & Derivatives Exchange Limited ("NCDEX") and registered with National Securities Depository Limited ("NSDL") and Central Depository Services Limited ("CDSL") as depository participants.

Further, the company is also a SEBI registered Research Analyst, Investment Adviser, Merchant Banker and Portfolio Manager and registered with Pension Fund Regulatory and Development Authority (PFRDA) as "POP", registered distributor with Association of Mutual Funds of India ("AMFI") and also registered as Corporate Agent under IRDAI, providing a one stop solution for clients trading in the equities market. The equity shares of the Company are listed on BSE and NSE.



A brief profile of the directors of IIFL Capital Services Limited (Promoter of Portfolio Manager) has been provided below:

1. Mr. R. Venkataraman (Managing Director)

Mr. R. Venkataraman is the Managing Director of the Company w.e.f. March 22, 2025, as well as, Co-Promoter of the Company. He holds Post Graduate Diploma in Management from the Indian Institute of Management (IIM), Bangalore, and a Bachelor's degree in Electronics and Electrical Communications Engineering from IIT Kharagpur. He has contributed immensely to the establishment of various businesses and spearheading key initiatives of the IIFL Group over the past 26 years. He previously held senior managerial positions in ICICI Limited, including ICICI Securities Limited, their investment banking joint venture with JP Morgan of US, and Barclays – BZW. He has worked as an Assistant Vice President of GE Capital Services India Limited in its private equity division. He has a varied experience of more than 32 years in the financial services sector.

2. Mr. Narendra Jain (Whole-time Director)

Mr. Narendra Jain is a Whole-time Director on the Board of the Company. He is a rank holder Chartered Accountant and holds a Bachelor's degree in Commerce from the University of Mumbai. He has over 30 years of experience in the financial services industry, specifically in areas such as operations, taxation, internet banking, and finance. In the past, he was associated with ICICI Brokerage Service Limited, where he worked in areas like operations, risk, compliance and design and development of systems and processes. He was also associated with Hindustan Petroleum Corporation Limited, where he handled indirect taxation and marketing analytics.

3. Ms. Rekha Warriar (Chairperson and Independent Director)

Ms. Rekha Warriar is the Chairperson and Non-Executive Independent Director on the Board of the Company. She holds a Master's degree in Applied Mathematics (University of Bombay) and in Public Policy (Princeton University, NJ). She has over 30 years of experience working with the Reserve Bank of India (RBI) in various departments like Foreign Exchange, Financial Stability, Internal Debt Management, Rural Development, etc. She has also served as a faculty member in RBI's training colleges and as an Associate Professor at the National Institute of Banking Management, Pune. She retired as a Regional Director (West Bengal and Sikkim), RBI, in July 2017.

4. Mr. Shamik Das Sharma (Independent Director)

Mr. Shamik Das Sharma is a Non-Executive Independent Director on the Board of the Company. He has done a Masters in Science (M.S.) with a specialization in Computer Science from the University of Maryland, College Park, USA, and a B. Tech in Computer Science and Engineering from Indian Institute of Technology (IIT), Kharagpur. He has an experience of more than 24 years as a Computer Scientist and more than 14 years of experience as Vice President and CXO roles at various private companies.

He is one of India's leading Product and Technology experts. He has over two decades of experience crafting technical products, taking them to market, building strong teams, and instituting a tech-oriented culture in organizations. As a founder, senior executive and investor, he has worked with small and large companies across diverse domains in the Bay Area and Bangalore. e. He is currently the Senior Vice-President of Atlassian and previously held roles as General Manager at Curefit, and CTO/CPO at Myntra.

5. Mr. Anand Bathiya (Independent Director)

Mr. Anand Bathiya is a Non-Executive Independent Director on the Board of the Company and a Chartered Accountant by profession. Holding Bachelors in Law and in Commerce, he is a qualified Registered Valuer along with holding diplomas in Securities Law and Information Systems. With two decades of experience in domains of business consulting, finance, growth, governance, transactions and tax, he has enabled multiple businesses build efficiencies and remain competitive. Mr. Bathiya is regularly engaged in advising businesses in negotiating, structuring, performing due diligence and executing domestic and international Mergers & Acquisitions (M&A), having advised more than 300 M&A transactions. He advises businesses in capital market initiatives like IPOs, QIPs, rights issues, open offers, international listings, etc. along with advising private equity funds, venture capital funds, family offices in formation, fund documentation, diligence and investment transaction execution. Currently, he is a Partner with Bathiya & Associates LLP, having in the past worked with world leading professional services firms. He has been appointed as President of Bombay Chartered Accountants' Society for year 2024-25.

6. Mr. V. Krishnan (Independent Director)

Mr. V. Krishnan is a Non-Executive Independent Director on the Board of the Company and is a seasoned financial services professional with a diverse experience of 36 years in operations, technology, operational risk, information security, compliance, and internal control. He has worked in multiple areas of financial services like Custodial Services, Asset Management Companies, IT Services, Exchange and International Banks, holding senior positions in various international and domestic organizations like Barclays, Deutsche Bank, JP Morgan, L&T, MCX, etc. His diverse experience is backed by professional qualifications in Accounting, Law, Information Security, Internal Audit, Fraud, Anti Money Laundering and Operations Resilience amongst others. Mr. Krishnan leads Kris Consulting, a unique boutique advisory, assurance and training firm, that focuses primarily on Governance, Risk & Compliance, Process Re-engineering and Internal Audit.


Brief profile of Principal Officer of the Portfolio Manager
Mr. Bhaskar Bukrediwala (Principal officer)

Sr. No.	Name of Organization	Designation	Period	Work profile
1	IIFL Capital Asset Management Limited	Principal officer	January 2026 to till date	○ Responsible for managing all the strategies ○ Overseeing all investment decisions as well as functioning of the PMS
2	IIFL Capital Services Limited	Head of PMS	April 2025 to December 2025	
3	Arthya Investments	Head of PMS	April 2021 to April 2025	○ Responsible for managing all the strategies of the PMS
4	ASK Investment Managers Ltd	Portfolio Manager	April 2017 to May 2021	○ Fund Management – Responsible for managing multi-cap PMS scheme and a large cap focused AIF strategy as Portfolio Manager ○ Identifying investment ideas across sectors including Mid-Caps. Research into various sectors including specialization in Auto & Auto Ancs, Media, Logistics
5	Crisil Ltd	Director	October 2009 to April 2017	○ Leading the equity research team of 10-12 analysts at CRISIL Ltd. ○ Handling various research assignments on listed/unlisted companies for large investors and private equity segment. The work included research on industry and company including channel checks with dealers, distributors, consumers, end users industries and companies, meeting industry bodies and other market participants
6	Edelweiss Ltd	Manager	November 2007 to October 2009	○ Worked as an analyst covering infrastructure sector. Work involved financial & business analysis of companies, keeping track of industry and company



				specific developments & analyzing impact of such developments
7	CARE Ratings Ltd	Manager	July 2006 to Oct 2007	Worked as an analyst . Work involved analyzing and recommending rating for companies
8	Irevna Ltd	Manager	Feb 2006 to July 2006	Worked as an analyst, for a sell side equity research firm based. The work involved fundamental analysis and DCF & relative valuation of companies
9	Infosys	Associate Consultant	May 2005 to January 2006	Worked as a functional consultant on a project for implementation of treasury solution

3.3 Top 10 Group companies/firms of the Portfolio Manager on turnover basis (as per audited financial statements for the year ended March 31, 2025)

- IIFL Capital Services Limited(Formerly Known as IIFL Securities Limited)
- Livlong Protection & Wellness Solutions Limited (Formerly IIFL Corporate Services Limited) (Formerly IIFL Asset Reconstruction Limited)
- Livlong Insurance Brokers Limited (Formerly IIFL Insurance Brokers Limited)
- IIFL Facilities Services Limited
- IIFL Management Services Limited
- IIFL Capital Inc
- IIFL Commodities Limited
- Shreyans Foundation LLP

3.4 Details of the Services being offered

3.4.1. Discretionary Portfolio Management Services (“DPMS”)

The Portfolio Manager shall be acting in a fiduciary capacity with regard to Clients’ Portfolio and shall have sole and absolute discretion to invest Clients’ Funds in any type of Securities and in any market as he deems fit for the benefit of the Client as per the Discretionary Portfolio Investment Management Agreement. The Securities invested / disinvested by the Portfolio Manager may differ from Client to Client. The Securities traded or held by the Portfolio Manager for different Client’s portfolios, even if invested in the same Investment Approach, may differ from Client to Client. The Portfolio Manager’s decision (taken in good faith) in deployment of the Client’s Portfolio is absolute and final and cannot be called in question or be open to review at any time during the currency of the Agreement or any time thereafter except on the grounds of malafide, fraud, conflict of interest or gross negligence. This right of the Portfolio Manager shall be exercised strictly in accordance with the Regulations, guidelines and notifications in force from time to time.

Portfolio Manager shall invest funds of the client only in the securities listed or traded on a recognized stock exchange, money market instruments, units of Mutual Funds and other securities as specified by Board from time to time, on behalf of their clients.

Money Market Instruments includes commercial paper, trade bill, treasury bills, certificate of deposit and usance bills.

Portfolio Manager may invest in units of Mutual Funds (only through Direct Plan), and no distribution fees will be charged to the client in relation to such mutual funds.

The Portfolio Manager may offer Discretionary Portfolio Management Services for investment up to 100% of the assets under management of the Large Value Accredited Investors in unlisted securities, subject to the terms agreed between the client and the Portfolio Manager.

3.4.2. Non-Discretionary Portfolio Management Services (“NDPMS”)

Under these services, the Clients decide their own investments with the Portfolio Manager facilitating the execution of transactions. The Portfolio Manager will provide Non-Discretionary Portfolio Management Services which shall be in the nature of investment management, and may include the responsibility of managing, renewing and reshuffling the portfolio, buying and selling the securities with the client’s written consent. Additionally, the Portfolio Manager will keep the safe custody of the securities and monitor book closures, dividend, bonus, rights etc. and any other benefits that accrue to the Client’s Portfolio, for an agreed fee structure and for a definite period as described in the Products from time to time, entirely at the Client’s risk.

The rights and obligations of the Portfolio Manager shall be exercised strictly in accordance with the Regulations in force from time to time. Periodical statements in respect to Client’s Portfolio shall be sent to the respective Client. Portfolio Manager may invest up to 25% of the assets under management of the client in unlisted securities, in addition to the securities permitted for discretionary portfolio management. Portfolio Manager may invest in units of Mutual Funds (only through Direct Plan) and no distribution fees will be charged to the client in relation to such mutual funds. However, Portfolio Manager shall invest the clients’ funds neither in the portfolio managed or administered by another portfolio manager nor based on the advice of any other entity.

The Portfolio Manager may offer Non-Discretionary Portfolio Management Services for investment up to 100% of the assets under management of the Large Value Accredited Investors in unlisted securities, subject to the terms agreed between the client and the Portfolio Manager.

3.4.3. Co-investment Portfolio Management Services

The Portfolio Manager, who is an Investment Manager to Category I or Category II Alternative Investment Funds may provide Co-Investment Portfolio Management Services to its clients in compliance with Applicable Laws subject to regulatory approvals/intimations as required under the Regulations.

In respect of clients to whom the Portfolio Manager is acting as a co-investment Portfolio Manager, 100% of the assets under management shall consist of unlisted securities of investee companies where the Alternative Investment Funds managed by the Portfolio Manager in its capacity as the investment manager, make investment.

The terms of co-investment in an investee company by co-investor, shall not be more favourable than the terms of investment of the AIF and the terms of exit from the Co-investment in an investee company including the timing of exit shall be identical to the terms applicable to that of exit of the AIF. Further, the early withdrawal of funds by the co-investors with respect to co-investment in investee companies will be allowed to the extent that the AIF has also made an exit from respective investment in such investee companies.

3.4.4. Investment Advisory Services

The Portfolio Manager will provide Advisory Services, in terms of Regulations, which shall be in the nature of non-binding investment advisory and shall include the responsibility of advising on the Portfolio strategy, investment and divestment of individual Securities on the Clients Portfolio, for an agreed fee structure and for a period agreed in the Agreement, entirely at the Client's risk, to all eligible categories of investors who can invest in Indian market.

The Portfolio Manager shall, provide advisory services in accordance with such guidelines and/or directives issued by the regulatory authorities and /or the Client, from time to time, in this regard.

Portfolio Manager may provide advice for investment up to 25% of the assets under management of the client in unlisted securities, in addition to the securities permitted for discretionary portfolio management.

The Portfolio Manager may offer advisory services for investment up to 100% of the Assets under Advice of the Large Value Accredited Investors in unlisted securities, subject to the terms agreed between the client and the Portfolio Manager. The Portfolio Manager shall not, in any event and at any point of time be responsible in any manner whatsoever for any investment decision taken by the client on the basis of the investment advice provided by the portfolio Manager. The Portfolio Manager may act upon any in-house research, commercially or non-commercially available databases & news services, external meetings and visits, third-party and broker research reports, publicly available information etc. Neither the Portfolio manager nor any of its affiliates (nor any of their respective control persons, directors, officers, employees or agents) shall be liable to the client or to any other



person claiming through the client for any claim, damage, liability, cost or expense suffered by the client or any other person arising out of or related to the advisory services provided therein.



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	Not Applicable
iii. Penalties/fines imposed for any economic offence and/ or for violation of any securities laws.	Penalties/fines imposed for any economic offence: None Penalties/fines imposed for violation of securities Laws: None
iv. Any pending material litigation/legal proceedings against the portfolio manager/key personnel with separate disclosures 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

5.1 The present investment objectives and policies including the types of securities in which it generally invests shall be clearly and concisely stated in the Document for easy understanding of the potential investor.

Investment Objective:

The Portfolio Manager provides various investment products/services based on the mandate of the Client and subject to the scope of investments as agreed upon between the Portfolio Manager and the Client in the Agreement. The investment objectives of the portfolios of the Clients depending on the Clients' needs would be one or more of the following or any combination thereof to:

- a. generate capital appreciation/periodic returns by investing in instruments such as equity/derivatives/debt/money market instruments, equity related securities, units of mutual fund schemes and such other investment instruments/markets as the Portfolio Manager deems fit would benefit the client.
- b. generate periodic returns by primarily investing in debt and money market instruments.
- c. generate capital appreciation/ periodic returns by investing in gilt securities issued by the Central/State Government securities.
- d. generate capital appreciation by actively investing in listed instruments such as equity, derivatives and listed equity related securities and for defensive considerations, the Portfolio Manager may invest in listed debt, money market instruments and derivatives.
- e. Endeavour to preserve certain percentage of investment amount by investing in a mix of fixed income and equity derivatives in such a manner so as to aim to secure/preserve certain percentage of investment amount while attempting to enhance returns by the use of equity derivatives.
- f. render Co-Investment Portfolio Management Services to the investors of the Alternative Investment Funds, in its capacity as the Co-investment Portfolio Manager.

Investment Policies:

The scope of investments shall be as agreed upon between the Portfolio Manager and the Client in the Agreement.



Type of Securities:

The Portfolio Manager shall invest in respect of the Client's Funds in capital and money market instruments or in fixed income securities or variable securities of any description, by whatever name called, in accordance with the Agreement and as permitted under the Regulations, including: -

- a. Listed and unlisted equity and equity related securities, derivatives, convertible stock and preference shares of Indian companies;
- b. Listed and unlisted instruments such as debentures, debenture stocks, bonds having payout profiles linked to various asset classes of Indian companies and corporations; and
- c. Other eligible modes of investment and/or forms of deployment such as Pooled investment vehicle within the meaning of the Regulations as amended from time to time,
- d. To invest in such other securities as may be permissible under PMS regulations and circulars issued thereunder.

(hereinafter collectively referred to as "**Securities**").

The Portfolio Manager may offer Discretionary or Non-Discretionary or Advisory Services for investment up to hundred percent of the assets under management of the large value accredited investors in unlisted securities.

The Portfolio Manager, offering Co-Investment Portfolio Management Services shall invest hundred percent of the AUM in Securities of the Portfolio Entities of AIFs managed by it as an investment manager.

Note: "**Pooled investment vehicle**" means a fund established in India in the form of a trust or otherwise, such as mutual fund, alternative investment fund, collective investment scheme or a business trust as defined in sub-section (13A) of section 2 of the Income tax Act, 2025 and registered with the Securities and Exchange Board of India, or such other fund, which raises or collects monies from investors and invests such funds in accordance with such regulations as may be made by SEBI in this behalf.

Until such time the Portfolio Manager finds appropriate investment opportunities, the Portfolio Manager may at its discretion, in all the portfolios except where the Portfolio Manager is rendering Co-Investment Portfolio Management Services, invest the Client's Funds in units of mutual funds, money market instruments and/or gilt securities issued by Central/State governments. Asset classes for deployment shall be always subject to the scope of investments guidelines as prescribed under the Regulations and the Agreement agreed upon between the Portfolio Manager and the Client



5.2 Investment Approaches for Portfolio Management Services

The Portfolio Manager shall provide Portfolio Management Services to all eligible category of investors who can invest in Indian market including resident Indians, NRIs, FPIs, etc. Additionally, the Portfolio Manager shall provide Co-Investment Portfolio Management Services only to investors of the Alternative Investment Funds and invest in Securities where the Alternative Investment Funds makes investment.

Investment objectives may vary from Client to Client. Depending on the individual Client requirements, the Portfolio can be tailor-made based on the Client's specifications.

Kindly refer to **Annexure I** for Investment Approaches offered by the Portfolio Manager.

Services offered to Accredited Investors and Large Value Accredited Investors:

The below regulatory concessions are available to Accredited Investor and Large Value Accredited Investor under SEBI (Portfolio Managers) Regulations, 2020:

Particulars	Applicability
Contents of agreement specified under Schedule IV of SEBI (Portfolio Managers) Regulations, 2020 shall not apply to the agreement between the Portfolio Manager and Large Value Accredited Investor	Large Value Accredited Investor
The requirement of minimum Capital Contribution per client shall not apply	Accredited Investor
The Portfolio Manager may offer discretionary or non-discretionary or advisory services for investment up to hundred percent of the assets under management in unlisted securities subject to the terms agreed between the client and the Portfolio Manager	Large Value Accredited Investor
The quantum and manner of exit load applicable to the client of the Portfolio Manager shall be governed through bilaterally negotiated contractual terms	Large Value Accredited Investor



Direct on-boarding of clients by Portfolio Managers

- The clients can be on-boarded directly, without intermediation of persons engaged in distribution services.
- At the time of on-boarding of clients directly, no charges except statutory charges shall be levied. For more details, the Client is requested to contact no.:+91 9920638399 (Contact name: Bhaskar Bukrediwala)

5.3 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 may make investments in the securities of its related parties or its associates only after obtaining the prior consent of the client in such manner as may be specified by SEBI from time to time. However, the Portfolio Manager shall not invest clients' funds in unrated securities of their related parties or their associates. The Portfolio Manager shall ensure compliance with the following limits:

Security	Limit for investment in single associate/related party (as percentage of Client's AUM)	Limit for investment across multiple associates/related parties (as percentage of Client's AUM)
Equity	15%	25%
Debt and hybrid securities	15%	25%
Equity + Debt + Hybrid Securities*	30%	

The Portfolio Manager shall invest up to a maximum of 30% of the Client's AUM in the securities of its Associates/Related parties. The Portfolio Manager shall ensure compliance with the following limits:

*Hybrid securities includes units of Real Estate Investment Trusts (REITs), units of Infrastructure Investment Trusts (InvITs), convertible debt securities and other securities of like nature.

The aforementioned limits shall be applicable only to direct investments by Portfolio Manager in equity and debt/hybrid securities of its Associates/Related parties and not to any investments in the Mutual Funds. With respect to investments in debt and hybrid securities, the Portfolio Manager shall ensure compliance with the following:



- Under Discretionary Portfolio Management Services, the Portfolio Manager shall not make any investment in unrated and below investment grade securities.
- Under Non-Discretionary Portfolio Management Services, the Portfolio Manager shall not make any investment in unrated below investment grade listed securities.



6. Risk Factors

6.1 General Risk factors

- i. 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.
- ii. 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.
- iii. 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.
- iv. The names of the Investment Approach do not in any manner indicate their prospects or returns.
- v. 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.
- vi. 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.
- vii. 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.
- viii. 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.
- ix. 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

- i. 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.

- ii. 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.
- iii. 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

- i. 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.

- ii. 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.

- iii. 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.

iv. 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

- i. 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.
- ii. 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

- i. 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.



- ii. 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.
- iii. Past performance of the sponsors, asset management company (AMC)/fund does not indicate the future performance of the schemes of the fund.
- iv. 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.
- v. The Portfolio Manager shall not be 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.
- vi. The Portfolio Manager shall not be liable for any default, negligence, lapse error or fraud on the part of the AMC/the fund.
- vii. 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.
- viii. 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

- i. The investment according to investment objective of a Portfolio may result in concentration of investments in a specific security / sector/ issuer, which may expose the Portfolio to risk arising out of non-diversification. Further, the portfolio with investment objective to invest in a specific sector / industry would be exposed to risk associated with such sector / industry and its performance will be dependent on performance of such sector / industry. Similarly, the portfolios with investment objective to have larger exposure to certain market capitalization buckets, would be exposed to risk associated with underperformance of those relevant market capitalization buckets. Moreover, from the style orientation perspective, concentrated exposure to value or growth stocks based on the requirement of the mandate/strategy may also result in risk associated with this factor.



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

- i. 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.
- ii. 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.
- iii. 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.

6.8 Specific Risk

The investments, presently recommended by the Portfolio Manager are subject to following risk factors:

i. Market Risk

The Net Asset of the portfolio will react to the securities market movements. The investor could lose money over short periods due to fluctuation in the NAV of Portfolio in response to factors such as economic and political developments, changes in interest rates and perceived trends in securities market movements and over longer periods during market downturns.

ii. Market Trading Risks

Absence of Prior Active Market:

Although securities are listed on the Exchange(s), there can be no assurance that an active secondary market will develop or be maintained.

Lack of Market Liquidity:

Trading in securities on the exchange(s) may be halted because of market conditions or for reasons that in the view of the exchange Authorities or SEBI, trading in particular security is not advisable. In addition, trading in securities is subject to trading halts caused by extra ordinary market volatility and pursuant to Exchange and SEBI 'circuit filter' rules. There can be no assurance that the



requirements of the Market necessary to maintain the listing of securities will continue to be met or will remain unchanged.

ETF may Trade at Prices other than NAV:

ETF may trade above or below their NAV. The NAV or ETF will fluctuate with changes in the market value of Scheme's holdings of the underlying stocks. The trading prices of ETF will fluctuate in accordance with changes in their NAVs as well as market supply and demand of ETF. However, given that ETF can be created and redeemed only in Creation Units directly with the Mutual Fund, it is expected that large discounts or premiums to the NAVs of ETFs will not sustain due to availability of arbitrage possibility.

iii. Regulatory Risk

Any changes in trading regulations by the Exchange(s) or SEBI may affect the ability of marker maker to arbitrage resulting into wider premium/ discount to NAV for ETFs. Because of halt of trading in market the Portfolio may not be able to achieve the stated objective.

iv. Asset Class Risk

The returns from the types of securities in which a portfolio manager invest may underperform returns from the various general securities markets or different asset classes. Different types of securities tend to go through cycles of outperformance and underperformance in comparison of the general securities markets.

v. Performance Risk

Frequent rebalancing of Portfolio will result in higher brokerage/ transaction cost. Also, as the allocation to other securities can vary from 0% to 100%, there can be vast difference between the performance of the investments and returns generated by underlying securities.

vi. Interest Rate Risk

Changes in interest rates may affect the returns/ NAV of the liquid/debt scheme of Mutual Fund in which the portfolio manager may invest from time to time. Normally the NAV of the liquid scheme increases with the fall in the interest rate and vice versa. Interest rate movement in the debt market can be volatile leading to the possibility of movements up or down in the NAV of the units of the liquid/ debt funds.



vii. Credit Risk

Credit risk refers to the risk that an issuer of fixed income security may default or may be unable to make timely payments of principal and interest. NAV of units of the liquid scheme is also affected because of the perceived level of credit risk as well as actual event of default.

viii. Model Risk

Investments in the Market Linked Debentures (MLDs) are also subject to model risk. The MLDs are created on the basis of complex mathematical models involving multiple derivative exposures which may or may not be hedged and the actual behaviour of the securities selected for hedging may significantly differ from the returns predicted by the mathematical models.

ix. Illiquidity Risk

The corporate debt market is relatively illiquid vis-a-vis the government securities market. There could therefore be difficulties in exiting from corporate bonds in times of uncertainties. Further, liquidity may occur only in specific lot sizes. Liquidity in a security can therefore suffer. Even though the Government securities market is more liquid compared to that of other debt instruments, on occasions, there could be difficulties in transacting in the market due to extreme volatility or unusual constriction in market volumes or on occasions when an unusually large transaction has to be put through. Trading in specified debt securities on the Exchange may be halted because of market conditions or for reasons that in the view of the Exchange Authorities or SEBI, trading in the specified debt security is not advisable. There can be no assurance that the requirements of the securities market necessary to maintain the listing of specified debt security will continue to be met or will remain unchanged. In such a situation, the portfolio manager at his sole discretion will return the securities to the Client.

x. Zero Return Risk

Returns on investments undertaken in structured securities would depend on occurrence /nonoccurrence of the specified event. Thus, returns may or may not accrue to an investor depending on the occurrence/non-occurrence of the specified event.

xi. Redemption Risk

The payoffs as envisaged in structured securities are such that the Client may lose a part/entire amount invested.



xii. Risk of Real Estate investment

Investment in securities of companies investing in real estate is subject to risk of fluctuations in real estate prices. Portfolio returns are dependent on real estate market. Investor could lose money if real estate prices go down at the time of maturity.

Additional risks

- Any act, omission or commission of the Portfolio Manager under the Agreement would be solely at the risk of the Client and the Portfolio Manager will not be liable for any act, omission or commission or failure to act save and except in cases of gross negligence, willful default and/or fraud of the Portfolio Manager.
- The Client Portfolio may be affected by settlement periods and transfer procedures.
- The provisions of the Agreement and the principal and returns on the Securities subscribed by the Portfolio Manager may be subject to force majeure and external risks such as war, natural calamities, pandemics, policy changes of local international markets and such events which are beyond the reasonable control of the Portfolio Manager. Any policy change / technology updates / obsolescence of technology would affect the investments made by the Portfolio Manager.
- Investments in securities are subject to market risks, which include price fluctuation risks. There is no assurance or guarantee that the objectives of any of the Portfolios will be achieved. The investments may not be suited to all categories of Investors.
- The past performance of the Portfolio Manager in any Portfolio is not indicative of the future performance in the same or in any other Portfolio either existing or that may be offered. Investors are not being offered any guaranteed or indicative returns through these services.
- The performance in the equity portfolios may be adversely affected by the performance of individual companies, changes in the marketplace and industry specific and macro-economic factors.
- The debt investments and other fixed income securities may be subject to interest rate risk, liquidity risk, credit risk, and reinvestment risk. Liquidity in these investments may be affected by trading volumes, settlement periods and transfer procedures.
- Investments in niche sectors run the risk of volatility, high valuation, obsolescence, and low liquidity.

The Portfolio Manager may invest in non-publicly offered debt securities and unlisted equities, as permitted under the regulations. This may expose the client's portfolio to liquidity risks.

- The Portfolio Manager may, subject to authorization by the Client in writing, participate in securities lending. The Portfolio Manager may not be able to sell/lend out securities, which



can lead to temporary illiquidity. There are risks inherent in securities lending, including the risk of failure of the other party, in this case the approved intermediary to comply with the terms of the agreement. Such failure can result in a possible loss of rights to the collateral, the inability of the approved intermediary to return the securities deposited by the lender and the possible loss of corporate benefits accruing thereon.

- Engaging in securities lending is subject to risks related to fluctuations in collateral value/settlement/liquidity/ counter party.
- Portfolio services using derivative/ futures and options are affected by risk different from those associated with stock and bonds. Such investments are highly leveraged instruments and their use requires a high degree of skill, diligence and expertise. Small price movements in the underlying security may have a large impact on the value of derivatives and futures and options. Some of the risks relate to mispricing on the improper valuation of derivatives and futures and options and the inability to correlate the positions with underlying assets, rates and indices. Also, the derivatives and future and options market are nascent in India.
- The Portfolio Manager is not responsible or liable for any loss resulting from the operations of the Portfolio Services. All Portfolios under portfolio management are subject to change at any time at the discretion of the Portfolio Manager.
- Investment decisions made by the Portfolio Manager may not always be profitable.
- The arrangement of pooling of funds from various clients and investing them in Securities could be construed as an 'Association of Persons' (AOP) in India under the provisions of the Income-tax Act, 2025 and taxed accordingly.
- In case of investments in schemes of Mutual Funds/Alternative Investment Funds & Venture Capital Funds, the Client shall bear the recurring expenses and performance fee, if any, of the Portfolio Management Services in addition to the expenses of the underlying schemes. Hence, the Client may receive lower pre-tax returns compared to what he may receive had he invested directly in the underlying schemes in the same proportions.
- After accepting the corpus for management, the Portfolio Manager may not get an opportunity to deploy the same or there may be delay in deployment. In such situation the Clients may suffer opportunity loss.
- The portfolio manager, its employees may purchase/ sell securities in ordinary course of business and in that manner, there may arise conflict of interest with transactions in any of the client's portfolio. Such conflict of interest shall be dealt with in accordance of the Conflict-of-Interest Policy of the company.



6.9 Specific Risk factors & Disclosures - Structured Notes & Securitized debt instruments

- i. Presently, secondary market for such securitised papers is not very liquid. There is no assurance that a deep secondary market will develop for such securities. This could limit the ability of the investments to resell them. Even if a secondary market develops and sales were to take place, these secondary transactions may be at a discount to the initial issue price due to changes in the interest rate structure.
- ii. Securitized transactions are normally backed by pool of receivables and credit enhancement as stipulated by the rating agency, which differ from issue to issue. The Credit Enhancement stipulated represents a limited loss cover to the Investors. These Certificates represent an undivided beneficial interest in the underlying receivables and there is no obligation of either the Issuer or the Seller or the originator, or the parent or any affiliate of the Seller, Issuer and Originator. No financial recourse is available to the Certificate Holders against the Investors' Representative. Delinquencies and credit losses may cause depletion of the amount available under the Credit Enhancement and thereby the Investor Payouts may get affected if the amount available in the Credit Enhancement facility is not enough to cover the shortfall. On persistent default of an Obligor to repay his obligation, the Seller may repossess and sell the underlying Asset. However, many factors may affect, delay or prevent the repossession of such Asset or the length of time required to realize the sale proceeds on such sales. In addition, the price at which such Asset may be sold may be lower than the amount due from that Obligor.
- iii. The Structured Notes like the Index linked securities, in which funds are proposed to be invested in, are high risk instruments. A small movement in returns generated by the underlying index could have a large impact on their value and may also result in a loss.
- iv. The Issuer of equity index linked securities or any of its Agents, from time to time may have long or short positions or make markets including in NIFTY indices, futures and options (hereinafter referred to as "Reference Assets") (and other similar assets), they may act as an underwriter or distributor of similar instruments, the returns on which or performance of which, may be at variance with or asymmetrical to those on the securities, and they may engage in other public and private financial transactions (including the purchase of privately placed investments or securities or other assets). The foregoing activities of 'The Issuer of index linked securities' or any of its Agents and related markets (such as the foreign exchange market) may affect the value of the securities. In particular, the value of the securities could be adversely impacted by a movement in the Reference Assets, or activities in related markets, including by any acts or inactions of 'The Issuer of index linked securities' or any of its Agents;
- v. The equity Index linked securities, even after being listed, may not be marketable or may not have a market at all;



- vi. The returns on the Structured securities, primarily are linked to the S&P CNX Nifty Index and/or any other equity benchmark as the Reference Asset, and even otherwise, may be lower than prevalent market interest rates or even be nil or negative depending entirely on the movement in the underlying index and futures values as also that over the life of the securities (including the amount if any, payable on maturity, redemption, sale or disposition of the securities) the security holder may receive no income/return at all or negative income/return on the security, or less income/return than the security-holder may have expected, or obtained by investing elsewhere or in similar investments.
- vii. The return on investment in securities would depend on the prevailing market conditions, both domestically as well as internationally. The returns mentioned in the term sheets are indicative and may or may not accrue to an investor accordingly.
- viii. In equity index linked securities, in the event of any discretions to be exercised, in relation to method and manner of any of the computations including due to any disruptions in any of the financial markets or if for any other reason, the calculations cannot be made as per the method and manner originally stipulated or referred to or implied, such alternative methods or approach shall be used as deemed fit by the issuer and may include the use of estimates and approximations. All such computations shall be valid and binding on the investor, and no liability there for will attach to the issuer of equity index linked securities / AMC;
- ix. There is a risk of receiving lower than expected or negligible returns or returns lower than the initial investment amount in respect of such equity index linked securities over the life and/or part thereof or upon maturity, of the securities.
- x. At any time during the life of such securities, the value of the securities may be substantially less than its redemption value. Further, the price of the securities may go down in case the credit rating of the company or issuer goes down.
- xi. The securities and the return and/or maturity proceeds hereon, are not guaranteed or insured in any manner by the Issuer of equity index linked securities.
- xii. The Issuer of equity index linked securities or any person acting on behalf of the Issuer of equity index linked securities, may have an interest/position as regards the Portfolio Manager and/or may have an existing banking relationship, financial, advisory or other relationship with them and/or may be in negotiation/discussion with them as to transactions of any kind.
- xiii. The Issuer of equity index linked securities or any of its Agents, have the legal ability to invest in the units offered herein and such investment does not contravene any provision of any law, regulation or contractual restriction or obligation or undertaking binding on or affecting the investor, and/or its assets.

6.10 Management and Operational risks

- i. The success of the PMS will depend to a large extent upon the ability of the Portfolio Manager to source, select, complete and realize appropriate investments and also reviewing the appropriate investment proposals. The Portfolio Manager shall have considerable latitude in its choice of Portfolio Entities and the structuring of investments. Furthermore, the team members of the Portfolio Manager may change from time to time. The Portfolio Manager relies on one or more key personnel and any change/removal of such key personnel may have material adverse effect on the returns of the Client.
- ii. The investment decisions made by the Portfolio Manager may not always be profitable.
- iii. Investments made by the Portfolio Manager are subject to risks arising from the investment objectives, Investment Approach, investment strategy and asset allocation.
- iv. Exit Constraints: Client may be restricted / prohibited from transferring any of the interests, rights or obligations with regard to the Portfolio except as may be provided in the Agreement and in the Regulations. Further, subject to Applicable Laws, the Portfolio Investments shall be exited by the Client on the same terms and timing as the relevant scheme of Alternative Investment Fund that has invested in such Portfolio Investment.

In addition to the above, the Client understands that all risks associated with such Alternative Investment Funds (as applicable) managed by the Portfolio Manager offering Co-Investment Portfolio Management Services, is applicable to Portfolio Investments sourced through the Portfolio Manager.



6.11 Disclosures on Conflict of Interest: The Portfolio Manager hereby confirm to the best of their knowledge the following:

Particulars	Disclosures
Any transactions of purchase and sale of Securities by Portfolio manager and its employees who are directly involved in investment process are found having conflict of interest with the transactions in any of the Client's Portfolio?	1. The Company has stringent policy to deal with conflict of interest transactions by the Portfolio Manager and its employees, who are directly involved in investment process. 2. Violations (if any) are dealt with strictly according to the regulations and policy already laid out.
Does the Portfolio Manager avail any services offered by its group companies or associates?	Yes. We may avail broking services of group companies or associates.



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 and the agreements in respect of each of the services availed at the time of execution of such agreements. With Effect from October 1, 2020, 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).

- a. **Investment Management Fees / Advisory Fees:** Professional charges relate to the Portfolio management Services offered to clients. The fee may be a fixed charge or a percentage of the quantum of funds managed and may be return based or a combination of any of these. Return based fees shall be calculated on "High Water Mark Principle".
- b. **Custodian/Depository Fees:** The charges relating to opening and operation of dematerialized accounts, custody and transfer charges for shares, bonds and units, dematerialization, rematerialisation and other charges in connection with the operation and management of the depository accounts.
- c. **Registrar and transfer agent fee:** Charges payable to registrars and transfer agents in connection with effecting transfer of securities and bonds including stamp charges, cost of affidavits, notary charges, postage stamp and courier charges.
- d. **Brokerage and transaction costs:** The brokerage charges and other charges like service charge, stamp duty, transaction costs, turnover tax, exit and entry loads on the purchase and sale of shares, stocks, bonds, debt, deposits, units and other financial instruments.
- e. **Certification and professional charges:** Charges payable for out sourced professional services like accounting, auditing taxation and legal services, notarizations etc. for certifications, attestations required by bankers or regulatory authorities.
- f. **Incidental Expenses:** Charges in connection with the courier expenses, stamp duty, service tax, depository charges, postal, telegraphic, opening and operation of bank accounts etc.
- g. **Other charges:** As may be mutually agreed between client and Portfolio Manager for the purpose of rendering Portfolio Management Services and ancillary activities to PMS

Manner of payment: Client shall pay by way of cheque/ Demand Draft/ Debit to the client portfolio account, as per the respective fee schedule applicable to the portfolio services opted by the client.

PMS Fees Calculator: <https://assetmanagement.iiflcapital.com/>


Indicative Nature of Expenses for Clients

I.	Investment Management and Advisory Fee¹	
	1. Performance Fee	Up to 30% of portfolio return delivered.
	2. Investment Management Fees based on asset under management (AUM)	Up to 3% on AUM
	2. Management Fees based on asset under advisory (AUA)	Up to 2.5% on AUA
	3. Exit Loads (if redeemed in part or full)	
	(a) In the first year from the date of investment	Up to 3% of the amount redeemed
	(b) In the second year from the date of investment	Up to 2% of the amount redeemed
	(c) In the third year from the date of investment	Up to 1% of the amount redeemed
	(d) After three years from the date of investment	No exit load
II.	Brokerage and Transaction Costs	At Actuals
III.	Custodian Fee	Not exceeding 0.50% p.a. of the Client's average daily AUM
IV.	Fund Accounting Charges	
V.	Registrar and Transfer Agent Fee	
VI.	Certification and professional charges	
VII.	Incidental Expenses	
VIII.	Other Charges	

¹ Subject to such discretion of the Portfolio Manager including to reduce, increase or waive such fee(s) as may be agreed between the Portfolio Manager and the concern Client.



8. Taxation

A. General

In view of the individual nature of tax consequences, each client is advised to consult his or her tax advisor with respect to the specific tax consequences arising to him/her from participation in any of the investments. The tax implications given below are based on the existing provisions of the Income tax Act, 2025 ('the IT Act') and rules made thereunder. The Portfolio Manager accepts no responsibility for any loss suffered by any Investor as a result of current taxation law and practice or any changes thereto.

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 67 (erstwhile 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	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



- **Definition of Specified Mutual Fund:**

Before 1st April 2025:

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

On and after 1st April 2025:

“Specified Mutual Fund” means, —

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

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

Definition of debt and money market instruments:

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

Definition of Market Linked Debenture:

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

For Listed Equity Shares In A Domestic Company Or Units Of Equity Oriented Fund Or Business Trust

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

As per section 198 (erstwhile 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 assessee. 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 up to 31 January 2018, COA is substituted with the “indexed COA” (instead of FMV) where sale consideration is higher than the indexed COA. Where sale value is higher than the COA but not higher than the indexed COA, the sale value is deemed as the COA. This benefit is available only in the case where the shares or units, not listed on a recognized stock exchange as on the 31 January 2018, or which became the property of the assessee in consideration of share which is not listed on such exchange as on the 31 January 2018 by way of transaction not regarded as transfer under section 70 (erstwhile section 47) (e.g. amalgamation, demerger), but listed on such exchange subsequent to the date of transfer, where such transfer is in respect of sale of unlisted equity shares under an offer for sale to the public included in an initial public offer.

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

No deduction under Chapter VI-A or rebated under Section 87A will be allowed from the above long term capital gains.

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

Long-term capital gains in respect of capital asset (all securities and units other than listed shares and units of equity oriented mutual funds and business trust) is chargeable to tax at the rate of 20% plus applicable surcharge and education cess, as applicable. The capital gains are computed after taking into account cost of acquisition as adjusted by cost inflation index notified by the Central Government and expenditure incurred wholly and exclusively in connection with such transfer. This tax rate is reduced from 20% to 12.5%; but no indexation benefit will be available with effect from 23 July 2024.



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

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

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

Long term capital gains, arising on sale of listed shares in the company or units of equity oriented funds or units of business trust and subject to conditions relating to payment of STT, are taxable at 10% as mentioned in para 12.10.2 above. This tax rate has been increased from 10% to 12.5% with effect from 23 July 2024.

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

Under section 115E of the IT Act, any income from investment or income from long-term capital gains of an asset other than specified asset as defined in Section 115C (specified assets include shares of Indian company, debentures and deposits in an Indian company which is not a private company and Securities issued by Central Government or such other Securities as notified by Central Government) is chargeable at the rate of 20%. Income by way long-term capital gains of the specified asset is, however, chargeable at the rate of 10% plus applicable surcharge and cess (without benefit of indexation and foreign currency fluctuation). This tax rate has been increased from 10% to 12.5% with effect from 23 July 2024.

D. Short term capital gains

section 196 (erstwhile section 111A) of the IT Act provides that short-term capital gains arising on sale of listed equity shares of a company or units of equity oriented fund or units of a business trust are chargeable to income tax at a concessional rate of 15% plus applicable surcharge and cess, provided such transactions are entered on a recognized stock exchange and are chargeable to Securities Transaction Tax (STT). This tax rate has been increased from 15% to 20% with effect from 23 July 2024. However, the above shall not be applicable to transaction undertaken on a

recognized stock exchange located in any International Financial Services Centre and where the consideration for such transaction is paid or payable in foreign currency. Further, Section 48 provides that no deduction shall be allowed in respect of STT paid for the purpose of computing Capital Gains.

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

The Specified Mutual Funds or Market Linked Debentures acquired on or after 1 April 2023 will be treated as short term capital asset irrespective of period of holding as per Section 50AA of the IT Act. The unlisted bonds and unlisted debentures have been brought within the ambit of Section 50AA of the IT Act with effect from 23 July 2024.

E. Profits and gains of business or profession

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

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

F. Losses under the head capital gains/business income

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

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

G. General Anti Avoidance Rules (GAAR)

GAAR may be invoked by the Indian income-tax authorities in case arrangements are found to be impermissible avoidance arrangements. A transaction can be declared as an impermissible



avoidance arrangement, if the main purpose of the arrangement is to obtain a tax benefit and which satisfies one of the 4 (four) below mentioned tainted elements:

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

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

- Disregarding or combining or recharacterizing 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
- Recharacterizing equity into debt, capital into revenue, etc.

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

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

- Where tax avoidance is sufficiently addressed by the Limitation of Benefit Clause (LOB) in a tax treaty, GAAR should not be invoked.

- GAAR should not be invoked merely on the ground that the entity is located in a tax efficient jurisdiction.
- GAAR is with respect to an arrangement or part of the arrangement and limit of INR 3 crores cannot be read in respect of a single taxpayer only.

H. FATCA Guidelines

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

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

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

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

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



9.Accounting Policies / Valuations:

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

A. CLIENT ACCOUNTING:

- (1) The Portfolio Manager shall maintain a separate Portfolio record in the name of the Client in its book for accounting the assets of the Client and any receipt, income in connection therewith as provided under Regulations. Proper books of accounts, records, and documents shall be maintained to explain transactions and disclose the financial position of the Client's Portfolio at any time.
- (2) The books of account of the Client shall be maintained on an historical cost basis.
- (3) Transactions for purchase or sale of investments shall be recognized as of the trade date and not as of the settlement date, so that the effect of all investments traded during a Financial Year are recorded and reflected in the financial statements for that year.
- (4) All expenses will be accounted on due or payment basis, whichever is earlier.
- (5) The cost of investments acquired or purchased shall include brokerage, stamp charges and any charges customarily included in the broker's contract note. In respect of privately placed debt instruments any front-end discount offered shall be reduced from the cost of the investment. Sales are accounted based on proceeds net of brokerage, stamp duty, transaction charges and exit loads in case of units of mutual fund. Securities transaction tax, demat charges and Custodian fees on purchase/ sale transaction would be accounted as expense on receipt of bills. Transaction fees on unsettled trades are accounted for as and when debited by the Custodian.
- (6) Tax deducted at source (TDS) shall be considered as withdrawal of portfolio and debited accordingly.

B. RECOGNITION OF PORTFOLIO INVESTMENTS AND ACCRUAL OF INCOME:

- (7) In determining the holding cost of investments and the gains or loss on sale of investments, the "first in first out" (FIFO) method will be followed.
- (8) Unrealized gains/losses are the differences between the current market value/NAV and the historical cost of the Securities. For derivatives and futures and options, unrealized gains and losses will be calculated by marking to market the open positions.
- (9) Dividend on equity shares and interest on debt instruments shall be accounted on accrual basis. Further, mutual fund dividend shall be accounted on receipt basis.



- (10) Bonus shares/units to which the security/scrip in the portfolio becomes entitled will be recognized only when the original share/scrip on which bonus entitlement accrues are traded on the stock exchange on an ex-bonus basis.
- (11) Similarly, right entitlements will be recognized only when the original shares/security on which the right entitlement accrues is traded on the stock exchange on the ex-right basis.
- (12) In respect of all interest-bearing Securities, income shall be accrued on a day-to-day basis as it is earned.
- (13) Where investment transactions take place outside the stock exchange, for example, acquisitions through private placement or purchases or sales through private treaty, the transactions shall be recorded, in the event of a purchase, as of the date on which the scheme obtains an enforceable obligation to pay the price or, in the event of a sale, when the scheme obtains an enforceable right to collect the proceeds of sale or an enforceable obligation to deliver the instruments sold.

C. VALUATION OF PORTFOLIO INVESTMENTS:

- (14) Investments in listed equity shall be valued at the last quoted closing price on the stock exchange. When the Securities are traded on more than one recognized 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.

Preference for NSE closing price; fallback to BSE if not traded. Last available traded price used if not traded on valuation day.

- (15) Investments in units of a mutual fund are valued at NAV of the relevant scheme. Provided investments in mutual funds shall be through direct plans only.
- (16) Debt Securities and money market Securities shall be valued as per the prices given by third party valuation agencies (CRISIL/ICRA) or in accordance with guidelines prescribed by Association of Portfolio Managers in India (APMI) from time to time.



- (17) Unlisted equities are valued at prices provided by independent valuer appointed by the Portfolio Manager basis the International Private Equity and Venture Capital Valuation (IPEV) Guidelines on a semi-annual basis.
- (18) In case of any other Securities, the same are valued as per the standard valuation norms applicable to the mutual funds.

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

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

D. ADDITIONAL POINTS (Not Categorized Above):

1. Unlisted Debt / Illiquid Debt Instruments (HTM classification)

These instruments, including real estate-backed papers, classified as “held to maturity” at the time of acquisition, will be valued on **XIRR basis** (discounted cash flows at agreed yield).

Valuations will be reviewed **semi-annually** for payment regularity and adequacy of collateral.

Provisioning norms will apply based on the facts of each case.

2. Illiquid Derivatives / Options Contracts Valuation

Where market quotes are unavailable (due to low liquidity), valuation will be done by an **external agency** based on last traded price and accepted models.

Validity of such quotes is a **maximum of 30 days**.

Previous day's quotes will be used if no recent quote is available.

3. In-Specie Portfolio Transfers (Client-Contributed Securities)

Securities received from the client as portfolio contribution will be accounted at the **previous day's closing price** on NSE. If not available, BSE prices will be used.

Similarly, withdrawals made in the form of securities will be accounted on the **date of withdrawal** at the previous day's closing price.

Note: The Portfolio Manager and the Client can adopt any specific norms or methodology for valuation of investments or accounting provided the same is mutually agreed between them on a case to case basis.



4. Investments in Managed Accounts (AIFs, VCFs)

Such investments will be valued at the **last available Net Asset Value (NAV)** declared by the issuer.



10. Investor Services

(i) Name, address and telephone number of the investor relation officer who shall attend to the investor queries and complaints:

Name: Mr. Bhaskar Bhukrediwala

Address: Hubtown Solaris · Office No 1, Ground Floor, NS Phadke Marg, Vijay Nagar Andheri East Mumbai – 400069.

Tel: +91 9920638399

Email: bhaskar.bukrediwala@iiflcapital.com

(ii) Grievance redressal and dispute settlement mechanism

- a. **Through Portfolio Manager:** The Portfolio Manager shall attend to and address any client's query or concern as soon as possible to mutual satisfaction and provide the necessary resolution in a reasonable manner and time. The portfolio manager shall take adequate steps for redressal of grievances of the investors within Twenty One (21) calendar days of the date of the receipt of the complaint and keep SEBI informed about the number, nature and other particulars of the complaints received;
- b. **SEBI SCORES Platform:** Without prejudice to anything stated above, the Client can also register its grievance/complaint through SCORES (SEBI Complaints Redress System), post which SEBI may forward the complaint to the Portfolio Manager and the Portfolio Manager will suitably address the same. SCORES is available at <https://scores.sebi.gov.in/>. SEBI has launched a new web based centralized grievance system called SCORES i.e. SEBI Complaints Redressal System, for online filing, forwarding and tracking of resolution of investor complaints.
- c. **Through 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 28 December 2023 as updated from time to time.

In the event the Client has any grievance on the services standards or reporting that the Portfolio Manager has agreed to provide, then the Client shall write to the Compliance Officer of the Portfolio Manager, whose contacts coordinates are provided below:

Name: Mr. Prashant Parmar

Address: Hubtown Solaris · Office No 1, Ground Floor, NS Phadke Marg, Vijay Nagar Andheri East Mumbai – 400069.

Tel: +91 9029240089

Email: amccompliance@iiflcapital.com

If the client still remains dissatisfied with the remedies offered or the stand taken by the Compliance Officer, the client and the Portfolio Manager shall abide by the following despite settlement mechanism:

Any dispute unresolved by the above internal grievance redressal mechanism of the Portfolio Manager, can be submitted to arbitration under the Arbitration and Conciliation Act, 1996. The arbitration shall be before three arbitrators, with each party entitled to appoint an arbitrator and the third arbitrator being the presiding arbitrator appointed by the two arbitrators. Each party will bear the expenses / costs incurred by it in appointing the arbitrator and for the arbitration proceedings. Further, the cost of appointing the presiding arbitrator will be borne equally by both the parties. Such arbitration proceedings shall be held at Mumbai and the language of the arbitration shall be English. The courts of Mumbai shall have the exclusive jurisdiction to adjudicate upon the claims of the parties.



11. Details of the Diversification policy of the Portfolio Manager

For managing diversification risk, the Portfolio Manager shall invests in a wide array of stocks across a diverse set of industries. Average number of stocks in our portfolio is typically between 10-25, although the same may change from time to time depending on market conditions and availability of investment opportunities.


PART II – DYNAMIC SECTION
12. Client Representation

12.1. Details of Client's accounts activated as on March 31, 2026

Category of clients	No. of clients	Funds managed (Rs. Cr.)	Discretionary / Non-Discretionary (if available)
Associates / group companies (Last 3 years)	0	0	0
Others (last 3 years)			
March 2023	0		
March 2024	0		
March 2025	0		
As on March 2026	636	462.87	Discretionary
	111	1,827.36	Non-Discretionary
	1	26.08	Advisory Services
Total as on March 2026	748	2,316.31	-

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

As Per Ind AS 24, the disclosure of transaction with the related parties are given below:

(A)List of related parties where control exists and also related parties with whom transactions have taken place and relationships:

Nature of relationship	Name of party
Parent Company	IIFL Capital Services Limited (Formerly known as IIFL Securities Ltd)
Fellow Subsidiaries Companies	IIFL Commodities Limited IIFL Management Services Limited Livlong Insurance Brokers Limited (Formerly IIFL Insurance Brokers Limited) IIFL Facilities Services Limited IIFL Wealth UK Limited Meenakshi Towers LLP India Infoline Foundation (a section 8 Company) Livlong Protection & Wellness Solutions Limited (Formerly IIFL Corporate Services Limited) (Formerly IIFL Asset Reconstruction Limited) IIFL Securities Services IFSC Limited



	India Infoline Finance Limited IIFL Capital Inc Shreyans Foundation LLP
Other Related Parties	IIFL Finance Limited IIFL Home Finance Limited IIHFL Sales Limited (Step-Down Subsidiary of IIFL Finance Limited) IIFL Private Wealth Hong Kong Limited IIFL Private Wealth Management (Dubai) Limited IIFL (Asia) Pte. Limited IIFL Securities Pte. Limited IIFLW CSR Foundation(Incorporated w.e.f. January 20, 2020) IIFL Capital Pte. Limited 360 One Wam Limited (Formerly IIFL Wealth Management Limited) IIFL Wealth Distribution Services Limited (Formerly known as IIFL Distribution Services Limited) IIFL Asset Management Limited IIFL Wealth Portfolio Managers Limited (Formerly IIFL Portfolio Managers Limited) IIFL Wealth Capital Markets Limited (L&T Capital Markets Limited) (Wholly owned subsidiary of IIFL Wealth Finance Limited) IIFL Investment Adviser and Trustee Services Limited IIFL Alternate Asset Advisors Limited IIFL Trustee Limited IIFL Asset Management (Mauritius) Limited IIFL Wealth Prime Limited (Formerly Known as IIFL Wealth Finance Limited) IIFL Inc. IIFL Wealth Securities IFSC Limited IIFL Wealth Altire Limited (Formerly Known as IIFL Altire Advisors Limited) (Originally Altire Advisors Private Limited) IIFL Capital (Canada) Limited FIH Mauritius Investments Limited India Infoline Employee Trust IIFL Samasta Finance Limited (Erstwhile Samasta Microfinance Limited) Orpheous Trading Private Limited 5paisha Capital Limited 5paisha P2P Limited 5paisha Insurance Brokers Limited 5paisha Trading Limited (Incorporated w.e.f. February 27, 2020) MNJ Consultants Private Limited Ardent Impex Private Limited Mr. Nirmal Jain - Promoter Mr. Venkataraman Raiamani – Promoter Giskard Datatech Private Limited Sunder Bhawar Ventures Private Limited Kalki Family Private Trust Nirmal Madhu Family Private Trust
Directors	Mr. Narendra Deshmal Jain - Director



Mr. Ujwal Harkisandas Shah - Director

(B) Material Transactions with Related Parties

Nature of Transaction	As at March 31, 2025 (INR in Lakhs)	As at March 31, 2024 (INR in Lakhs)
<u>Share Capital:-</u> IIFL Capital Services Limited (Formerly known as IIFL Securities Ltd)	900.00	900.00
<u>Allocation /Reimbursement of expenses Paid (Others):-</u> IIFL Capital Services Limited (Formerly known as IIFL Securities Ltd)	14.67	-
India Infoline Finance Limited	5.80	-
IIFL Management Services Ltd (Formerly Known as India Infoline Insurance Services Limited)	10.83	-
<u>Allocation /Reimbursement of expenses Received (Others):-</u> IIFL Capital Services Limited (Formerly known as IIFL Securities Ltd)	0.26	-
India Infoline Finance Limited	0.36	-
IIFL Management Services Ltd (Formerly Known as India Infoline Insurance Services Limited)	25.31	-
<u>Sundry Payable:-</u> IIFL Capital Services Limited (Formerly known as IIFL Securities Ltd)		

(C) Balance Outstanding

Nature of Transaction	As at March 31, 2025	As at March 31, 2024
<u>Sundry Payables:-</u> IIFL Capital Services Limited (Formerly known as IIFL Securities Ltd)	(6.11)	-
India Infoline Finance Limited	(2.81)	-

**13. Financial Performance**

The Financial Performance of the Portfolio Manager (based on audited financial statements) (in Rs. crore).

Particulars	(FY 2022-23)	(FY 2023-24)	(FY 2024-25)
Profit / (Loss) Before Taxation	Nil	0.047	-0.6183
Net Profit / (Loss) after Depreciation & Taxation	Nil	0.035	-0.4875
Shareholder's Funds	Nil	9.035	4.6039
Share Capital	Nil	9	9
Reserves & Surplus	Nil	0.035	-4.3961


14. Performance of Portfolio Manager

(As per Regulation 22 (4) (e) of SEBI (Portfolio Managers) Regulations, 2020)

	Current Year	
	01-Jan-2026 to 31-Mar-2026	
Sr. No.	Portfolio Performance (%), Net of all fees and charges levied by the Portfolio Manager	
	Benchmark Performance %	
1	IIFL Bluechip Alpha Portfolio	-13.51%
	NIFTY 50 TRI	-14.44%
2	IIFL Flagship Leaders Portfolio	-14.72%
	S&P BSE 500 TRI	-13.94%
3	IIFL Liquid Portfolio	0.93%
	Crisil Composite Bond Fund Index	-0.61%
4	IIFL Select Custom Portfolio	-11.68%
	NIFTY 50 TRI	-14.44%
5	IIFL Bespoke Portfolio	0
	S&P BSE500 TRI	0
6	IIFL Platinum Portfolio	-2.81%
	NSE Multi Asset Index 2	-6.87%
7	IIFL Specialised Portfolio	-15.40%
	S&P BSE 500	-14.05%
8	IIFL Select Bespoke Portfolio	0
	NIFTY 50 TRI	0

PMS BUSINESS STARTED FROM 01-JAN-2026 Performance indicators will be calculated using time weighted average method in terms of Regulation 22 of the SEBI (Portfolio Managers) Regulation, 2020



Note:

- Calculation of return is done based on Time Weighted Average Rate of Return method. Performance data is based on net of all fees and all expenses (including taxes).
- All cash holdings and investments in liquid funds have been considered for calculation of performance.
- Performance related information provided above is not verified by SEBI and past performance may or may not sustain in the future.
- Net of all expenses and investor returns may differ, based on their period of investment, fee structure and point of capital flows.

TWRR is not applicable in case of the Co-investment Portfolio Manager Investment Approach.

15. Audit Observations

There have been no adverse observations reported by the statutory auditor in previous year.

Note: The company is incorporated on February 09, 2024.


16. Details of Investment in the securities of related parties of the Portfolio Manager

Sr. No.	Investment Approach (if any)	Name of the associate/related party	Investment amount (cost of investment as on the last day of the previous calendar quarter (INR crores)	Value of investment as on the last day of the previous calendar quarter (INR in crores)	Percentage of total AUM as on last day of the previous calendar quarter
1.	NA	NA	0	0	0

For IIFL Capital Asset Management Limited
(Formerly known as IIFL Securities Alternate Asset Management Limited)

Sr. No.	Name of the Directors	Signature
1.	Mr. Ujwal Shah	Ujwal Harkishandas Shah as Shah Digitally signed by Ujwal Harkishandas Shah Date: 2026.05.12 19:04:10 +05'30'
2.	Mr. Prasad Umarale	Prasad Ramakant Umarale Digitally signed by Prasad Ramakant Umarale DN: cn=Prasad Ramakant Umarale, c=IN, o=Personal Reason: I am the author of this document Location: Date: 2026-05-12 18:57+05:30

Date: 12.05.2026

Place: Mumbai



Annexure I

Details of the Products/ Investment Approaches managed by the Portfolio Manager under Discretionary Portfolio Management Services

1. IIFL Bluechip Alpha Portfolio

Sr. No	Particulars	Remarks
A	Investment objective	To generate sizable returns with investment horizon of 1 year.
B	Strategy	Equity Invest in stocks with value along with fundamental growth triggers for the value unlocking to play out.
C	Description of types of securities e.g. equity or debt, listed or unlisted, convertible instruments, etc.	Investments will typically be made in equity stocks with the option of parking surplus liquidity in money market instruments, liquid funds, overnight funds, Liquid ETFs / Liquid Bees etc. Investments are made only in equity markets and / or mutual funds (liquid or overnight). The fund philosophy is against investment in Futures & options, debt or commodity instruments.
D	Basis of selection of such types of securities as part of the investment approach	1. Focus on large-cap and larger mid-cap companies as price discovery in large and larger mid-caps is efficient and faster 2. Active strategy – regular monitoring of stocks and active trim/add/exit calls based on market movements and investment hypothesis 3. 12-18 stocks to ensure adequate monitoring and actions as necessary 4. Exit once the deep value plays out or if there is a significant delay in triggers playing out
E	Allocation of portfolio across types of securities	1. Equity and Equity related securities: 80% to 100% 2. Cash and liquid funds: 0% to 20%
F	Appropriate benchmark to compare performance and basis for choice of benchmark	NIFTY 50 TRI, as prescribed by SEBI for investment approaches covered under the 'Equity' Strategy.
G	Indicative tenure or investment horizon	3 to 5 years



H	Risks associated with the investment approach	Below are select risks associated with the investment approach apart from those disclosed in Clause 6 of this Document. The risks may affect portfolio performance even though the Portfolio Manager may take measures to mitigate the same. Market Risk: The performance of the investment approach will be impacted by interest rates prevailing as well as movements in interest rates. The Investor may lose money over short or long period due to fluctuation in fund investments due to factors including but not limited to economic, political developments, changes in interest rates, inflation and other monetary factors and also movement in prices of underlining investments. • Equity and equity related securities by nature are volatile and prone to price fluctuations on a daily basis due to both macro and micro factors. • In domestic markets, there may be risks associated with trading volumes, settlement periods and transfer procedures that may restrict liquidity of investments in equity and equity related securities. • In the event of inordinately low volumes, there may be delays with respect to unwinding the Portfolio and transferring the redemption proceeds. • The value of the Client Portfolio, may be affected generally by factors affecting securities markets, such as price and volume volatility in the capital markets, interest rates, currency exchange rates, changes in policies of the government, taxation laws or policies of any appropriate authority and other political and economic developments and closure of stock exchanges which may have an adverse bearing on individual securities, a specific sector or all sectors including equity and debt markets. Consequently, the Portfolio valuation may fluctuate and can go up or down. • Client may note that Portfolio Manager's investment decisions may not always be profitable, as actual market movements may be at variance with anticipated trends. General Risks: • Securities investments are subject to market risk and there is no assurance or guarantee that the objectives of the PMS strategies will be achieved.
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		• The Portfolio Manager has previous experience/track record in the field of portfolio management services. However, the Principal Officer, directors and other key management personnel of the Portfolio Manager have rich, relevant and cumulative individual experience in the domain of investments. • Without prejudice to the above, the past performance of the Portfolio Manager does not indicate its future performance. • Any act, omission or commission of the Portfolio Manager under the Agreement would be solely at the risk of the Client and the Portfolio Manager will not be liable for any act, omission or commission or failure to act save and except in cases of gross negligence, willful default and/or fraud of the Portfolio Manager. • The Client Portfolio may be affected by settlement periods and transfer procedures. • The PMS is subject to risk arising out of non-diversification as the Portfolio Manager under its PMS may invest in a particular sector, industry, few/single Portfolio Entity/ies. The performance of the Client Portfolio would depend on the performance of such companies/industries/sectors of the economy. • If there will be any transactions of purchase and/or sale of securities by Portfolio Manager and employees who are directly involved in investment operations that conflicts with transactions in any of the Client Portfolio, the same shall be disclosed to the Client. • The group companies of Portfolio Manager may offer services in nature of consultancy, sponsorship etc., which may be in conflict with the activities of portfolio management services. • The provisions of the Agreement and the principal and returns on the Securities subscribed by the Portfolio Manager may be subject to force majeure and external risks such as war, natural calamities, pandemics, policy changes of local / international markets and such events which are beyond the reasonable control of the Portfolio Manager. Any policy change / technology updates / obsolescence of technology would affect the investments made by the Portfolio Manager.
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2. IIFL Flagship Leaders Portfolio

Sr. No	Particulars	Remarks
A	Investment objective	To generate meaningful alpha over the benchmark index over 3-4 year investment horizon
B	Strategy	Equity Medium to long term strategy; moderate risk profile Invests in leaders/companies with large market share in their respective sectors. Leaders typically have strong competitive advantages which results in sustainability of ROIC and growth. Invests in opportunities with sectoral tailwinds/trends that are likely to last for 3-5 years. Within these sectors; - Invest in companies which has the leadership characteristics. - Invests in sectors or industries which has duopoly or oligopoly characteristics.
C	Description of types of securities e.g. equity or debt, listed or unlisted, convertible instruments, etc.	Investments will typically be made in equity stocks with the option of parking surplus liquidity in money market instruments, liquid funds, overnight funds, Liquid ETFs / Liquid Bees etc. Investments are made only in equity markets and / or mutual funds (liquid or overnight). The fund philosophy is against investment in Futures & options, debt or commodity instruments.
D	Basis of selection of such types of securities as part of the investment approach	- Flexicap portfolio with allocation on all the 3 categories – Large, Mid and Small 20-26 stocks
E	Allocation of portfolio across types of securities	- Equity and Equity related securities: 80% to 100% - Cash, Debt oriented mutual funds, liquid funds and arbitrage funds: 0% to 20%
F	Appropriate benchmark to compare performance and basis for choice of benchmark	S&P BSE 500 TRI, as prescribed by SEBI for investment approaches covered under the 'Equity' Strategy.



G	Indicative tenure or investment horizon	3 to 5 years
H	Risks associated with the investment approach	Below are select risks associated with the investment approach apart from those disclosed in Clause 6 of this Document. The risks may affect portfolio performance even though the Portfolio Manager may take measures to mitigate the same. Market Risk: The performance of the investment approach will be impacted by interest rates prevailing as well as movements in interest rates. The Investor may lose money over short or long period due to fluctuation in fund investments due to factors including but not limited to economic, political developments, changes in interest rates, inflation and other monetary factors and also movement in prices of underlining investments. • Equity and equity related securities by nature are volatile and prone to price fluctuations on a daily basis due to both macro and micro factors. • In domestic markets, there may be risks associated with trading volumes, settlement periods and transfer procedures that may restrict liquidity of investments in equity and equity related securities. • In the event of inordinately low volumes, there may be delays with respect to unwinding the Portfolio and transferring the redemption proceeds. • The value of the Client Portfolio, may be affected generally by factors affecting securities markets, such as price and volume volatility in the capital markets, interest rates, currency exchange rates, changes in policies of the government, taxation laws or policies of any appropriate authority and other political and economic developments and closure of stock exchanges which may have an adverse bearing on individual securities, a specific sector or all sectors including equity and debt markets. Consequently, the Portfolio valuation may fluctuate and can go up or down. • Client may note that Portfolio Manager's investment decisions may not always be profitable, as actual market movements may be at variance with anticipated trends. General Risks:



		• Securities investments are subject to market risk and there is no assurance or guarantee that the objectives of the PMS strategies will be achieved. • The Portfolio Manager has previous experience/track record in the field of portfolio management services. However, the Principal Officer, directors and other key management personnel of the Portfolio Manager have rich, relevant and cumulative individual experience in the domain of investments. • Without prejudice to the above, the past performance of the Portfolio Manager does not indicate its future performance. • Any act, omission or commission of the Portfolio Manager under the Agreement would be solely at the risk of the Client and the Portfolio Manager will not be liable for any act, omission or commission or failure to act save and except in cases of gross negligence, willful default and/or fraud of the Portfolio Manager. • The Client Portfolio may be affected by settlement periods and transfer procedures. • The PMS is subject to risk arising out of non-diversification as the Portfolio Manager under its PMS may invest in a particular sector, industry, few/single Portfolio Entity/ies. The performance of the Client Portfolio would depend on the performance of such companies/industries/sectors of the economy. • If there will be any transactions of purchase and/or sale of securities by Portfolio Manager and employees who are directly involved in investment operations that conflicts with transactions in any of the Client Portfolio, the same shall be disclosed to the Client. • The group companies of Portfolio Manager may offer services in nature of consultancy, sponsorship etc., which may be in conflict with the activities of portfolio management services. • The provisions of the Agreement and the principal and returns on the Securities subscribed by the Portfolio Manager may be subject to force majeure and external risks such as war, natural calamities, pandemics, policy changes of local / international markets and such events which are beyond the reasonable control of the Portfolio
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		Manager. Any policy change / technology updates / obsolescence of technology would affect the investments made by the Portfolio Manager.
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3. IIFL Liquid Portfolio

Sr. No	Particulars	Remarks
A	Investment objective	The objective of the portfolio is to enable investors to make staggered allocation to equities, through one or more strategies as offered by the portfolio manager, thus helping the investors navigate market volatility by not investing all the funds at one go. This can be done by investing in IIFL Liquid Portfolio and subsequently transferring funds to other strategies offered by the portfolio manager over a period – either through pre-stated STP mandate, or by allowing the portfolio manager to discretionally decide the allocation from liquid to other strategy(s) over a period of time basis view on markets/stocks.
B	Strategy	Debt
C	Description of types of securities e.g. equity or debt, listed or unlisted, convertible instruments, etc.	The portfolio shall consist primarily of securities listed or traded on a recognized stock exchange, equity mutual funds, ETFs ,Overnight and Liquid Mutual Funds, and any other money market mutual funds including liquid ETFs and/or other permissible instruments for achieving the investment objective.
E	Allocation of portfolio across types of securities	Liquid / Overnight Funds / Liquid bees / Liquid ETFs etc and related securities: 100%,
F	Appropriate benchmark to compare performance and basis for choice of benchmark	Crisil Composite Bond Fund Index
G	Indicative tenure or investment horizon	The minimum suggested investment horizon to investors shall be 1 week.



H	Risks associated with the investment approach	General Risk: • Securities investments are subject to market risk and there is no assurance or guarantee that the objectives of the strategy/portfolio will be achieved. • The Portfolio Manager has previous experience/track record in the field of portfolio management services. However, the Principal Officer, directors and other key management personnel of the Portfolio Manager have rich, relevant and cumulative individual experience in the domain of investments. • Without prejudice to the above, the past performance of the Portfolio Manager does not indicate its future performance. • Any act, omission or commission of the Portfolio Manager under the Agreement would be solely at the risk of the Client and the Portfolio Manager will not be liable for any act, omission or commission or failure to act save and except in cases of gross negligence, willful default and/or fraud of the Portfolio Manager. • The Client Portfolio may be affected by settlement periods and transfer procedures. • The PMS is subject to risk arising out of non-diversification as the Portfolio Manager under its PMS may invest in a particular sector, industry, few/single Portfolio Entity/ies. The performance of the Client Portfolio would depend on the performance of such companies/industries/sectors of the economy. • Other risks arising from the investment objectives, investment strategy, Investment Approach and asset allocation are stated as under. • Equity and equity related securities by nature are volatile and prone to price fluctuations on a daily basis due to both macro and micro factors. • In domestic markets, there may be risks associated with trading volumes, settlement periods and transfer procedures that may restrict liquidity of investments in equity and equity related securities.
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		• In the event of inordinately low volumes, there may be delays with respect to unwinding the Portfolio and transferring the redemption proceeds. • The value of the Client Portfolio, may be affected generally by factors affecting securities markets, such as price and volume volatility in the capital markets, interest rates, currency exchange rates, changes in policies of the government, taxation laws or policies of any appropriate authority and other political and economic developments and closure of stock exchanges which may have an adverse bearing on individual securities, a specific sector or all sectors including equity and debt markets. Consequently, the Portfolio valuation may fluctuate and can go up or down. • Client may note that Portfolio Manager's investment decisions may not always be profitable, as actual market movements may be in variance with anticipated trends. Fixed Income: • Investment in Mutual Fund Units involves investment risks such as trading volumes, settlement risk, liquidity risk, default risk including the possible loss of principal. • Mutual Funds being vehicles of securities, investments are subject to market and other risks and there can be no guarantee against loss resulting from investing in the scheme. The various factors which impact the value of scheme's investments include but are not limited to fluctuations in the equity and bond markets, fluctuations in interest rates, prevailing political and economic environment, changes in government policy, factors specific to the issuer of securities, tax laws, liquidity of the underlying instruments, settlements periods, trading volumes etc. and securities investments are subject to market risks and there is no assurance or guarantee that the objectives of the Scheme will be achieved. • As the liquidity of the Scheme's investments could at times, be restricted by trading volumes and settlement periods, the time taken by the Fund for redemption of units may be significant in the event of an inordinately large number of redemption requests or of a restructuring of the Scheme's portfolio. In view of this the Trustee has
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	the right, at their sole discretion to limit redemptions (including suspending redemption) under certain circumstances, as described under the section titled “Right to limit Redemptions”. • The AMC may, considering the overall level of risk of the portfolio, invest in lower rated / unrated securities offering higher yields as well as zero coupon securities that offer attractive yields. This may increase the absolute level of risk of the portfolio. Liquidity Risk – Debentures are listed on exchange, however liquidity in these bonds may or may not be available at all time. The issuer does not guarantee any liquidity in these bonds before maturity. Liquidity risk could also arise due to non-availability of adequate funds or non-availability of adequate funds at an appropriate cost, or of appropriate tenure, to meet company’s business requirements. Credit Risk – While the repayment of sums due at maturity is provided by the Issuer, receipt of any coupon payment and principal amount at maturity on the Debentures is subject to the credit risk of the Issuer. Investors assume the risk that the Company will not be able to satisfy their obligations under the Debentures and Investor may or may not recover all or part of the Principal Amount in case of default by the Issuer. If bankruptcy proceedings or composition, scheme of arrangement or similar proceedings to avert bankruptcy are instituted by or against the Company, the payment of sums due on the Debentures may be substantially reduced or delayed. Downgrade in Credit rating – Any adverse revisions of company’s credit rating may adversely impact companies’ ability to raise additional financing, the interest rates, and other commercial terms at which such additional financing is available. This could have a material adverse effect on their business and financial performance and their ability to obtain financing for lending operations. Various other risks such as interest rate/duration risk, reinvestment risk, Valuation risk, operational risk, concentration risk, settlement risk, basis risk, spread risk, prepayment risk may be associated with this investment strategy.
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I	Other salient features, if any.	NA
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4. IIFL Select Custom Portfolio

Sr. No	Particulars	Remarks
A	Investment objective	To generate sizable returns with investment horizon of 1-3 years.
B	Strategy	Equity Invest in stocks with value along with fundamental growth triggers for the value unlocking to play out.
C	Description of types of securities e.g. equity or debt, listed or unlisted, convertible instruments, etc.	The Portfolio Manager shall primarily invest Clients' funds in listed Indian equity securities. In addition, depending on market conditions, liquidity requirements, and the portfolio strategy, the Portfolio Manager may allocate a portion of the portfolio to the following instruments: • Exchange Traded Funds (ETFs), including liquid ETFs for efficient cash management • Commodity ETFs, including but not limited to metal ETFs and precious metal ETFs (such as gold and silver ETFs), etc. • Units of mutual fund schemes, including but not limited to liquid, debt, or equity-oriented schemes The Portfolio Manager may also, from time to time, include exposure to equity derivatives, including futures and options (F&O), for the purposes of efficient portfolio management, including hedging, rebalancing, and such other purposes as may be permitted under applicable regulations.
D	Basis of selection of such types of securities as part of the investment approach	1. Flexicap portfolio with allocation across all three categories – Large, Mid and Small 2.
E	Allocation of portfolio across types of securities	1. Equity and Equity related securities: 80% to 100% 2. Cash and liquid funds: 0% to 20%
F	Appropriate benchmark to compare performance	NIFTY 50 TRI, as prescribed by SEBI for investment approaches covered under the 'Equity' Strategy.



	and basis for choice of benchmark	
G	Indicative tenure or investment horizon	1 to 3 years
H	Risks associated with the investment approach	• Below are select risks associated with the investment approach apart from those disclosed in Clause 6 of this Document. The risks may affect portfolio performance even though the Portfolio Manager may take measures to mitigate the same. Market Risk: The performance of the investment approach will be impacted by interest rates prevailing as well as movements in interest rates. The Investor may lose money over short or long period due to fluctuation in fund investments due to factors including but not limited to economic, political developments, changes in interest rates, inflation and other monetary factors and also movement in prices of underlining investments. • Equity and equity related securities by nature are volatile and prone to price fluctuations on a daily basis due to both macro and micro factors. • In domestic markets, there may be risks associated with trading volumes, settlement periods and transfer procedures that may restrict liquidity of investments in equity and equity related securities. • In the event of inordinately low volumes, there may be delays with respect to unwinding the Portfolio and transferring the redemption proceeds. • The value of the Client Portfolio, may be affected generally by factors affecting securities markets, such as price and volume volatility in the capital markets, interest rates, currency exchange rates, changes in policies of the government, taxation laws or policies of any appropriate authority and other political and economic developments and closure of stock exchanges which may have an adverse bearing on individual securities, a specific sector or all sectors including equity and debt markets. Consequently, the Portfolio valuation may fluctuate and can go up or down.



		• Client may note that Portfolio Manager's investment decisions may not always be profitable, as actual market movements may be at variance with anticipated trends. General Risks: • Securities investments are subject to market risk and there is no assurance or guarantee that the objectives of the PMS strategies will be achieved. • The Portfolio Manager has previous experience/track record in the field of portfolio management services. However, the Principal Officer, directors and other key management personnel of the Portfolio Manager have rich, relevant and cumulative individual experience in the domain of investments. • Without prejudice to the above, the past performance of the Portfolio Manager does not indicate its future performance. • Any act, omission or commission of the Portfolio Manager under the Agreement would be solely at the risk of the Client and the Portfolio Manager will not be liable for any act, omission or commission or failure to act save and except in cases of gross negligence, willful default and/or fraud of the Portfolio Manager. • The Client Portfolio may be affected by settlement periods and transfer procedures. • The PMS is subject to risk arising out of non-diversification as the Portfolio Manager under its PMS may invest in a particular sector, industry, few/single Portfolio Entity/ies. The performance of the Client Portfolio would depend on the performance of such companies/industries/sectors of the economy. • If there will be any transactions of purchase and/or sale of securities by Portfolio Manager and employees who are directly involved in investment operations that conflicts with transactions in any of the Client Portfolio, the same shall be disclosed to the Client. The provisions of the Agreement and the principal and returns on the Securities subscribed by the Portfolio Manager may be subject to force majeure and external risks such as war, natural calamities, pandemics, policy changes of local / international markets and such events which are beyond the reasonable control of the Portfolio
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		Manager. Any policy change / technology updates / obsolescence of technology would affect the investments made by the Portfolio Manager.
I	Other salient features, if any.	NA



5. IIFL Bespoke Portfolio

Sr. No	Particulars	Remarks
A	Investment objective	IIFL Bespoke Portfolio is a multi-cap, sector agnostic portfolio developed based on a customized need and goals of the clients, with an overarching objective to generate superior risk adjusted returns over a long period of time using detailed fundamental research. Each client portfolio under the strategy may vary depending on each client's objective, timing of the fund investments etc.
B	Strategy	Equity
C	Description of types of securities e.g. equity or debt, listed or unlisted, convertible instruments, etc.	The Portfolio Manager shall primarily invest Clients' funds in listed Indian equity securities. In addition, depending on market conditions, liquidity requirements, and the portfolio strategy, the Portfolio Manager may allocate a portion of the portfolio to the following instruments: • Exchange Traded Funds (ETFs), including liquid ETFs for efficient cash management • Commodity ETFs, including metal ETFs and precious metal ETFs (such as gold and silver ETFs) • Units of mutual fund schemes, including but not limited to liquid, debt, or equity-oriented schemes The Portfolio Manager may also, from time to time, include exposure to equity derivatives, including futures and options (F&O), for the purposes of efficient portfolio management, including hedging, rebalancing, and such other purposes as may be permitted under applicable regulations.
D	Basis of selection of such types of securities as part of the investment approach	The Portfolio Manager shall follow a disciplined, research-driven investment approach for selection of securities. Investments will primarily be made in listed equity securities of companies in India, selected based on a combination of qualitative and quantitative factors including, but not limited to, business fundamentals, earnings growth potential, return ratios, competitive positioning, management quality, corporate governance standards, and valuation metrics.
E	Allocation of portfolio across types of securities	Equity $\geq$ 50% ETFs including liquid ETF, commodity & metal ETFs and Derivatives



		<50%
F	Appropriate benchmark to compare performance and basis for choice of benchmark	S&P BSE500 TRI
G	Indicative tenure or investment horizon	3 to 5 years
H	Risks associated with the investment approach	Below are select risks associated with the investment approach apart from those disclosed in Clause 6 of this Document. The risks may affect portfolio performance even though the Portfolio Manager may take measures to mitigate the same. Market Risk: The performance of the investment approach will be impacted by interest rates prevailing as well as movements in interest rates. The Investor may lose money over short or long period due to fluctuation in fund investments due to factors including but not limited to economic, political developments, changes in interest rates, inflation and other monetary factors and also movement in prices of underlining investments. • Equity and equity related securities by nature are volatile and prone to price fluctuations on a daily basis due to both macro and micro factors. • In domestic markets, there may be risks associated with trading volumes, settlement periods and transfer procedures that may restrict liquidity of investments in equity and equity related securities. • In the event of inordinately low volumes, there may be delays with respect to unwinding the Portfolio and transferring the redemption proceeds. • The value of the Client Portfolio, may be affected generally by factors affecting securities markets, such as price and volume volatility in the capital markets, interest rates, currency exchange rates, changes in policies of the government, taxation laws or policies of any appropriate authority and other political and economic developments and closure of stock exchanges which may have an adverse bearing on individual securities, a specific sector or all sectors including equity



		and debt markets. Consequently, the Portfolio valuation may fluctuate and can go up or down. • Client may note that Portfolio Manager's investment decisions may not always be profitable, as actual market movements may be at variance with anticipated trends. General Risks: • Securities investments are subject to market risk and there is no assurance or guarantee that the objectives of the PMS strategies will be achieved. • The Portfolio Manager has previous experience/track record in the field of portfolio management services. However, the Principal Officer, directors and other key management personnel of the Portfolio Manager have rich, relevant and cumulative individual experience in the domain of investments. • Without prejudice to the above, the past performance of the Portfolio Manager does not indicate its future performance. • Any act, omission or commission of the Portfolio Manager under the Agreement would be solely at the risk of the Client and the Portfolio Manager will not be liable for any act, omission or commission or failure to act save and except in cases of gross negligence, wilful default and/or fraud of the Portfolio Manager. • The Client Portfolio may be affected by settlement periods and transfer procedures. • The PMS is subject to risk arising out of non-diversification as the Portfolio Manager under its PMS may invest in a particular sector, industry, few/single Portfolio Entity/ies. The performance of the Client Portfolio would depend on the performance of such companies/industries/sectors of the economy. • If there will be any transactions of purchase and/or sale of securities by Portfolio Manager and employees who are directly involved in investment operations that conflicts with transactions in any of the Client Portfolio, the same shall be disclosed to the Client. • The group companies of Portfolio Manager may offer services in nature of consultancy, sponsorship etc., which may be in conflict with the activities of portfolio management services.
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		The provisions of the Agreement and the principal and returns on the Securities subscribed by the Portfolio Manager may be subject to force majeure and external risks such as war, natural calamities, pandemics, policy changes of local / international markets and such events which are beyond the reasonable control of the Portfolio Manager. Any policy change / technology updates / obsolescence of technology would affect the investments made by the Portfolio Manager.
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Details of the Products/ Investment Approaches managed by the Portfolio Manager under Non-Discretionary Portfolio Management Services (“NDPMS”)

1. IIFL Platinum Portfolio

Investment approach under this NDPMS strategy is based primarily on the Asset allocation for any investor client’s investment portfolio.

All client’s construct their investment portfolios on the basis of key parameters like Return objective, Risk appetite & tolerance and investment horizon / long term investment strategy. Clients, therefore, invest across multiple asset classes and Investment products basis their risk profile.

For our approach, we construct multi-asset and multi-strategy portfolios that are best suited for clients’ risk appetite and long-term investment goals. These portfolios allow us to vary the constituents of the sub-asset classes like Equity, Debt / Fixed Income, Alternatives, Hybrids and Cash basis varying risk profiles of investor clients.

The Portfolio Manager facilitates creation of these customized bespoke portfolios using the Investment approaches described above for investors based on their risk profiling.

The sub-asset classes are further categorized as below:

- **Equity mutual funds (only Direct plans), listed equities**
 - Typically use a blend of investment styles like Growth, Value and across market-capitalisation (Large, Mid and Small).
 - Our investment approach optimizes investment styles and market-capitalisation in line with our medium / long term views on the asset class.
- **Debt Mutual Funds & Bonds / NCDs**



- Selection is primarily based on 2 key parameters:
 - Duration – i.e. the interest rate view
 - Credit – i.e. based on credit quality of the paper (AAA / AA / A)
- **Hybrids & Alternatives**
 - Employ Arbitrage funds for relatively short tenors and better tax efficiency
 - Relatively new hybrid instruments like Real Estate Investment Trust (REITs) and Infrastructure Investment Trusts (InvITs) – those approved by SEBI and listed on Indian Stock Exchanges – to be utilised for better risk-adjusted returns on the portfolio.

All the above investments (and any other instrument / sub-asset class available from time-to-time) can be included in the portfolio, as long as it is permissible under the securities / instruments as allowed under SEBI guidelines.

Following is the indicative(though not exhaustive) list of instruments allowed for investments under PMS regulations:

Listed Equity

- Portfolio of listed Indian stocks
- Equity Mutual funds (only via Direct Plan)
- ETFs

Debt / Fixed Income

- Debt Mutual Funds (only via Direct Plan)
- Listed Bonds / Debentures, Preference shares, Market linked Debentures
- ETFs / FoFs
- Portfolio of Bonds
- Pass Through Certificate (PTC), Commercial Papers, Certificate of Deposit
- T-bills, SDLs, Government Securities
- Gold ETFs, Gold funds / Silver Funds (only via Direct Plan)

Alternatives / Hybrids

- Arbitrage Funds (only via Direct Plan)
- InvITs
- REITs

Sr. No.	Particulars	Remarks
A	Investment objective	Investment approach under this NDPMS strategy is based primarily on the Asset allocation for any investor client's investment portfolio.



		All client's construct their investment portfolios on the basis of key parameters like Return objective, Risk appetite & tolerance and investment horizon / long term investment strategy. Clients, therefore, invest across multiple asset classes and Investment products basis their risk profile. For our approach, we construct multi-asset and multi-strategy portfolios that are best suited for clients' risk appetite and long-term investment goals. These portfolios allow us to vary the constituents of the sub-asset classes like Equity, Debt / Fixed Income, Alternatives, Hybrids and Cash basis varying risk profiles of investor clients. The Portfolio Manager facilitates creation of these customized bespoke portfolios using the Investment approaches described above for investors based on their risk profiling. Being a non-discretionary portfolio management service (ND-PMS) however, the discretion to execute the suggested recommendations transactions lies solely with the client.
B	Strategy	Multi-asset (across asset classes & across market cap) and multi-strategy (based on client investor's risk tolerance, return objective and investment horizon)
C	Description of types of securities e.g., equity or debt, listed or unlisted, convertible instruments, etc.	Equity mutual funds (only Direct plans), listed equities - Typically use a blend of investment styles like Growth, Value and across market-capitalisation (Large, Mid and Small). - Our investment approach optimizes investment styles and market-capitalisation in line with our medium / long term views on the asset class. Debt Mutual Funds & Bonds / NCDs - Selection is primarily based on 2 key parameters: - Duration – ie the interest rate view - Credit – ie based on credit quality of the paper (AAA / AA / A) Hybrids & Alternatives - Employ Arbitrage funds for relatively short tenors and better tax efficiency - Relatively new hybrid instruments like Real Estate Investment Trust (REITs) and Infrastructure Investment Trusts (InvITs) – those approved by SEBI and listed on Indian Stock Exchanges – to be utilised for better risk-adjusted returns on the portfolio



		All the above investments (and any other instrument / sub-asset class available from time-to-time) can be included in the portfolio, as long as it is permissible under the securities / instruments as allowed under SEBI guidelines. Following is the indicative (though not exhaustive) list of instruments allowed for investments under PMS regulations: Listed Equity • Portfolio of listed Indian stocks • Equity Mutual funds (only via Direct Plan) • ETFs Debt / Fixed Income • Debt Mutual Funds (only via Direct Plan) • Listed Bonds / Debentures, Preference shares, Market linked Debentures • ETFs / FoFs • Portfolio of Bonds • Pass Through Certificate (PTC), Commercial Papers, Certificate of Deposit • T-bills, SDLs, Government Securities • Gold ETFs, Gold funds / Silver Funds (only via Direct Plan) Alternatives / Hybrids • Arbitrage Funds (only via Direct Plan) • InvITs • REITs
D	Basis of selection of such types of securities as part of the investment approach	Following are the key parameters used for security / fund selection: • Quantitative metrics ○ Historical Performance (risk-adjusted) ○ Consistency of outperformance wrt benchmark ○ Key return / risk metrics like Alpha, Sharpe, Std Deviation, correlation, overlap ○ Market cap and liquidity (free float) ○ Tracking error and spreads for Indices / ETFs • Qualitative metrics ○ AMC pedigree and vintage ○ AMC size, fund scheme size ○ Fund Manager pedigree and vintage ○ Bank-promoted or otherwise, domestic or foreign owned



E	Allocation of portfolio across types of securities	Based on return / risk profile of investors, following portfolio approaches are constructed: - Conservative: Broadly, the portfolio is skewed towards Debt (minimum 80%) and Equity (upto 20%) - Aggressive: Broadly, the portfolio is skewed towards Equity (minimum 80%) and Debt (upto 20%) - Balanced / Moderate: Middle approach with appx 50:50 allocated to the two asset classes of Debt and Equity - Equity and Equity related securities: 80% to 100% In the above portfolios, slight tweaks can be made to reflect: - Cautious Portfolio (Debt: Equity of 65:35) - Assertive Portfolio (Equity: Debt of 35:65) - 100% Equity oriented portfolio
F	Appropriate benchmark to compare performance and basis for choice of benchmark	NSE Multi Asset Index 2, as prescribed by SEBI for investment approaches covered under the 'Multi Asset' Strategy. Also considering the nature of Investment approach is Multi asset this benchmark is most appropriate for the same.
G	Indicative tenure or investment horizon	Minimum 3 to 5 years
H	Risks associated with the investment approach	Following are the key risks associated with the investment approach: Company / Industry / Credit risk: Company / industry specific risk can emanate both in Equity as well as in Debt / Fixed Income (Credit risk: ability and / or willingness to pay) Portfolio Diversification across securities (with low correlation) helps the Portfolio Manager in mitigating these risks. Market / volatility risk: Adverse market movement in the asset class (equity prices, interest rate movements etc.) Time I the market is more crucial as compared to timing the market. Volatility is seen to reduce, the longer one stays invested. Liquidity risk: The risk of investing into companies with smaller market cap and lower free floats. The Portfolio Manager endeavours to mitigate this risks via diversification and portfolio sizing. Concentration Risk: Endeavor to have adequately diversified portfolio to avoid top-heavy portfolios. Valuation risk: Portfolio Manager will assess the Portfolio Entities from varied valuation parameters in order to establish whether the valuations are reasonable while investing and reassess the same from time to time. All investments under the portfolio are subject to market and other related risks and there is no assurance or guarantee that the value of or



		return on investments will always be accretive, it could depreciate to an unpredictable extent. Individual companies may report earnings below expectations acquire a business, take on debt and such company specific events which are considered normal and they can also impact the portfolio return.
I	Other salient features, if any.	NA

2. IIFL Specialised Portfolio

Investment approach under this NDPMS strategy is based primarily on the Asset allocation for any investor client's investment portfolio.

All client's construct their investment portfolios on the basis of key parameters like Return objective, Risk appetite & tolerance and investment horizon / long term investment strategy.

For our approach, we construct multi-strategy portfolios that are best suited for clients' risk appetite and long-term investment goals. These portfolios allow us to vary the equity constituents of the sub-investment classes like Quality, Growth, Value, Special Situations and Cash basis varying risk profiles of investor clients.

The Portfolio Manager facilitates creation of these customized bespoke portfolios using the Investment approaches described above for investors based on their risk profiling.

The sub-Investment approaches in listed equities are further categorized as below:

- **Quality Basket: Stable, Low-Risk Investments**
 - This basket focuses on high-quality, financially stable companies with strong balance sheets, low debt levels, and a history of stable earnings growth.
 - With a medium to long-term investment horizon, this approach prioritizes capital preservation, steady income generation through regular dividend payments and steady compounding of investments.
- **Value Basket: Contrarian and Value-Focused Investments**
 - The Value Basket emphasizes investing in stocks that the market has overlooked or are undervalued, focusing on those with strong fundamentals and solid growth potential.
 - This contrarian approach seeks out companies with low P/E and P/B ratios, strong dividend yields, and healthy balance sheets.
- **Growth Basket: Stocks with High growth trajectory and Return Potential**
 - This strategy looks for firms with strong revenue and earnings growth driven by innovative products or services and positions in rapidly expanding sectors such as technology, healthcare, and renewable energy.



- The Growth Basket involves detailed analysis, diversification across high-growth sectors, and active monitoring to maximize returns while managing risks.

- **Special Opportunity Stocks: Dynamic and Opportunistic Investments**

- This dynamic approach involves capitalising on event-driven investment opportunities such as mergers & acquisitions, change of Management, restructuring and market anomalies.
- Flexibility is key, allowing for quick adaptation to changing market conditions and new opportunities.

At times, Portfolio Manager shall advise his clients to park their funds in liquid Mutual Funds in case valuations look stretched or uncertain events are lined up which can lead to significant portfolio volatility.

All the above investments (and any other instrument / sub-asset class available from time-to-time) can be included in the portfolio, as long as it is permissible under the securities / instruments as allowed under SEBI guidelines.

Following is the indicative (though not exhaustive) list of instruments allowed for investments under PMS regulations:

Sr. No.	Particulars	Remarks
A	Investment objective	Initial Discussion: The investor engages in a detailed discussion with the fund manager to understand their financial goals, risk tolerance, investment horizon and investment preference. Risk Profiling: Based on this discussion, a comprehensive risk profiling of the investor is conducted. This helps in categorizing the investor into one of the risk profiles: Quality tilted, Moderate, or Aggressive. Portfolio Creation: The portfolio is created according to the investor's risk profile, ensuring alignment with their financial objectives and risk appetite.
B	Strategy	Equity (Optimizing risk and reward of Investors using our four investment baskets Quality, Value, Growth and Special Opportunities.)
C	Description of types of securities e.g., equity or debt, listed or unlisted, convertible instruments, etc.	NDPMS: Based on clients interactions and as per his risk assessment and return expectations, we intend to customise a portfolio in 4 investment groups – Quality, Growth, Value and Special Opportunities. Kindly find below a brief on these 4 Investment groups; Quality Basket: Stable, Low-Risk Investments



	The Quality Basket is designed for investors seeking consistent and reliable returns with lower risk. This basket focuses on high-quality, financially stable companies with strong balance sheets, low debt levels, and a history of stable earnings growth. The emphasis is on large-cap and high quality mid-cap companies, including blue chip stocks, dividend aristocrats, and defensive stocks in sectors like consumer staples, utilities, and healthcare. With a medium to long-term investment horizon, this approach prioritizes capital preservation, steady income generation through regular dividend payments and steady compounding of investments. Value Basket: Contrarian and Value-Focused Investments The Value Basket emphasizes investing in stocks that the market has overlooked or are undervalued, focusing on those with strong fundamentals and solid growth potential. This contrarian approach seeks out companies with low P/E and P/B ratios, strong dividend yields, and healthy balance sheets. By targeting undervalued blue chips, turnaround stories, and sector-specific opportunities, the Value Basket aims for substantial long-term capital appreciation over a 3-5 year horizon. This strategy also involves thorough research, diversification across sectors, and regular monitoring to mitigate risks and capitalize on market corrections. Growth Basket: Stocks with High growth trajectory and Return Potential Targeting substantial capital gains, the Growth Basket focuses on high-growth companies which are expected to grow at a significant pace over the medium term driven by either cyclical uptick in a particular sector or Government impetus which aids huge order flows and provides robust growth outlook for companies in certain sectors. This strategy looks for firms with strong revenue and earnings growth driven by innovative products or services and positions in rapidly expanding sectors such as technology, healthcare, and renewable energy. With an investment horizon of 3-5 years, this approach focuses on significant growth in topline and earning of a company which shall eventually get replicated in share price performance as well. The Growth Basket involves detailed analysis, diversification across high-growth sectors, and active monitoring to maximize returns while managing risks.
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		Special Opportunity Stocks: Dynamic and Opportunistic Investments The Special Opportunity Stocks basket aims to capitalize on unique, timely market opportunities with high growth or recovery potential. This dynamic approach involves capitalising on event-driven investment opportunities such as mergers & acquisitions, change of Management, restructuring and market anomalies. Flexibility is key, allowing for quick adaptation to changing market conditions and new opportunities. With a flexible investment horizon tailored to the nature of each opportunity, this basket seeks to generate portfolio alpha by identifying and exploiting mispriced assets, sector-specific trends, and special situations. Rigorous analysis, diversification, and active monitoring are essential to managing the higher risks associated with these speculative investments.
D	Basis of selection of such types of securities as part of the investment approach	Following are the key parameters used for equity stock selection: Quantitative metrics (i) Market and Sector Trends 1. Sector Outlook 2. Economic Trends (ii) Risk Profile 1. Volatility 2. Liquidity and cash flow analysis (iii) Fundamental Analysis 1. Earnings Growth trajectory and projections 2. Profitability growth trajectory and projections 3. Leverage assessment 4. Return ratios 5. Valuation metrics (relative valuation, DCF method, etc) Qualitative metrics ○ Management pedigree ○ Assessing growth potential and risk by conducting plant visits, Management meetings and consistently attending investor meets/concalls ○ Brand image of the company/products ○ Market positioning
E	Allocation of portfolio across types of securities	Based on return / risk profile of investors, following portfolio approaches are constructed:



		- Quality tilted: Broadly, the portfolio is skewed towards Quality (50-60%) , Value+Growth (30-40%) and Special Opportunities (upto 10%) - Balanced / Moderate: Broadly, the portfolio is skewed towards Value + Growth (50-60 %) , Quality (25-30%) and Special Opportunities (10-15%) - Aggressive: Broadly, the portfolio is skewed towards Value + Growth (60-70%) , Quality (10-15%) and Special Opportunities (20-25%)
F	Appropriate benchmark to compare performance and basis for choice of benchmark	S&P BSE 500, as prescribed by SEBI for investment approaches covered under the 'Equity' Strategy. Also considering the nature of Investment approach is flexi cap this benchmark is most appropriate for the same.
G	Indicative tenure or investment horizon	Minimum 3 to 5 years
H	Risks associated with the investment approach	Following are the key risks associated with the investment approach: Company / Industry risk: Company / industry specific risk can emanate in Equity Portfolio Diversification across securities (with low correlation) helps the Portfolio Manager in mitigating these risks. Market / volatility risk: Adverse market movement in the asset class (equity prices, interest rate movements etc.) Time I the market is more crucial as compared to timing the market. Volatility is seen to reduce, the longer one stays invested. Liquidity risk: The risk of investing into companies with smaller market cap and lower free floats. The Portfolio Manager endeavors to mitigate this risks via diversification and portfolio sizing. Concentration Risk: Endeavor to have adequately diversified portfolio and to avoid significant exposure in any single stock in any portfolio. At any given point in time, a portfolio shall not have any stock with a weightage of over 15% (unless the investor intends to have such an exposure in any stock). Valuation risk: Portfolio Manager will assess the Portfolio Entities from varied valuation parameters in order to establish whether the valuations are reasonable while investing and reassess the same from time to time. All investments under the portfolio are subject to market and other related risks and there is no assurance or guarantee that the value of or return on investments will always be accretive, it could depreciate to an unpredictable extent. Individual companies may report earnings below



		expectations acquire a business, take on debt and such company specific events which are considered normal and they can also impact the portfolio return.
I	Other salient features, if any.	NA

3. IIFL Select Bespoke Portfolio.

The IIFL Select Bespoke Portfolio under the NDPMS framework is a high-conviction, equity-focused investment approach tailored for clients seeking value-driven opportunities with strong fundamental backing. This strategy is designed to align with the investor's return expectations, risk appetite, and investment horizon—typically ranging from 1 to 3 years—while allowing active client participation in every investment decision.

The core of this approach lies in identifying value stocks that offer potential for price appreciation through fundamental re-rating, earnings upgrades, or other structural triggers. These opportunities are curated into a concentrated multi-cap portfolio comprising 12 to 24 stocks, spread across large-cap, mid-cap, and small-cap segments. This flexi-cap construction allows for dynamic allocation across market capitalizations, depending on the prevailing macroeconomic environment and sectoral trends.

The portfolio includes investment themes such as undervalued growth, cyclical recovery plays, turnaround stories, and temporarily mispriced opportunities—each selected based on deep fundamental research. The strategy deliberately avoids derivatives, debt instruments, and commodities, thereby staying true to its long-only equity orientation.

Additionally, the Portfolio Manager may recommend temporary allocation to liquid instruments such as overnight funds, liquid mutual funds, or Liquid ETFs to manage cash or mitigate market timing risk—especially during periods of elevated valuations or macroeconomic uncertainty. However, all investment actions are carried out only after obtaining explicit instructions and consent from the client, ensuring full alignment with the investor's preferences.

The IIFL Select Bespoke Portfolio is ideal for investors who prefer a focused equity strategy with the flexibility to participate in high-conviction ideas while retaining control over execution decisions. It combines disciplined value investing with the personalized control of NDPMS to deliver a bespoke investment experience.

Sr. No	Particulars	Remarks
A	Investment objective	To generate sizable returns with an investment horizon of 1–3 years through client-approved, research-backed investment ideas.
B	Strategy	Equity Invest in value stocks that have fundamental growth triggers for



		value unlocking. All transactions are carried out only after explicit consent and instructions from the client.
C	Description of types of securities e.g. equity or debt, listed or unlisted, convertible instruments, etc.	Investments are typically made in listed equity stocks. Surplus liquidity, if any, may be parked (based on client instructions) in money market instruments, liquid funds, overnight funds, Liquid ETFs/Liquid Bees, etc. The investment philosophy avoids Futures & Options, debt, or commodity instruments.
D	Basis of selection of such types of securities as part of the investment approach	1. Flexicap model covering Large, Mid, and Small-cap segments. 2. Portfolio construction of 12–24 high-conviction stocks. 3. Every investment idea is proposed to the client, who retains full discretion on execution.
E	Allocation of portfolio across types of securities	1. Equity and Equity related securities: 80% to 100% (based on client consent) 2. Cash and liquid funds: 0% to 20% (for temporary deployment as per client instructions)
F	Appropriate benchmark to compare performance and basis for choice of benchmark	NIFTY 50 TRI – chosen in line with SEBI's guidelines for equity strategies.
G	Indicative tenure or investment horizon	1 to 3 years
H	Risks associated with the investment approach	Following are the key risks associated with the investment approach: 1. Company / Industry Risk There is a possibility of adverse developments specific to a company or sector that can negatively impact stock performance. These may include poor management decisions, regulatory changes, or declining industry prospects. The Portfolio Manager diversifies across sectors and securities with low correlation to reduce exposure to company-specific or sectoral shocks. 2. Market / Volatility Risk Equity markets are inherently volatile and influenced by macroeconomic factors such as interest rates, inflation, geopolitical events, and currency fluctuations. These factors can lead to short-term price fluctuations and potential capital erosion. The strategy emphasizes long-term investment, acknowledging that volatility typically reduces over longer holding periods. Timing the market is deprioritized in favor of time in the market. 3. Liquidity Risk



		Investments in small and mid-cap companies may face liquidity constraints due to lower trading volumes and limited free-float availability, potentially impacting the ability to exit positions at desired-prices. The Portfolio Manager actively manages position sizing and diversifies exposure to ensure adequate liquidity across the portfolio. 4. Concentration Risk A concentrated exposure to a single stock or sector can increase overall portfolio risk and amplify potential losses during adverse movements. The portfolio is constructed to ensure broad-based diversification. No single stock will typically exceed 15% of the portfolio value, unless explicitly approved by the client based on their specific preferences. 5. Valuation Risk Investing in overvalued stocks can lead to capital loss, especially when prices correct to more reasonable levels. The Portfolio Manager conducts a multi-dimensional valuation assessment using metrics such as P/E, P/B, EV/EBITDA, and DCF models to ensure investments are made at reasonable valuations. These assessments are revisited periodically. All investments under the portfolio are subject to market and other related risks and there is no assurance or guarantee that the value of or return on investments will always be accretive, it could depreciate to an unpredictable extent. Individual companies may report earnings below expectations acquire a business, take on debt and such company specific events which are considered normal and they can also impact the portfolio return.
I	Other salient features, if any.	NA



IIFL CAPITAL
ASSET MANAGEMENT

IIFL Capital Asset Management Limited (Formerly known as IIFL Securities Alternate Asset Management Limited)

Hubtown Solaris · Office No 1, Ground Floor, NS Phadke Marg, Vijay Nagar Andheri East Mumbai – 400069. Phone: 022-39210320. email: bhaskar.bukrediwala@iiflcapital.com

We confirm that:

- i. 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;
- ii. the disclosures made in the document are true, fair and adequate to enable the investors to make a well-informed decision regarding entrusting the management of the portfolio to us / investment through the Portfolio Manager.
- iii. the Disclosure Document has been duly certified by an independent chartered accountant Abhijeet Deshmukh (SSSR & Associates LLP. having address: Office (1): 1st Floor, Plot No. 808/1 Boman Lodge C.T.S. Number 808, Next to Bata Showroom, Dr. Babasaheb Ambedkar Road, Dadar T.T., Dadar (East), Mumbai – 400 014, with membership number 129145 and phone no: 9821116376 as on 12.05.2026.

(Enclosing a copy of the chartered accountant's certificate)

Bhaskar Bukrediwala

Designation: Principal Officer

Date: 12.05.2026

Place: Mumbai



SSSR & Associates LLP

CHARTERED ACCOUNTANTS

Phone : +91 (22) 41548500
Email : admin@ssrane.net
Website : www.ssraneandco.com
LLP IN : ABZ-0863

TO WHOMSOEVER IT MAY CONCERN

We, M/s. S S S R & Associates LLP (*Erstwhile Sanjay Rane & Associates LLP*), Chartered Accountants (Firm's registration No. 121089W/ W100878), Chartered Accountants, have been requested by IIFL Capital Asset Management Limited ("the company") (SEBI PMS Registration No. INP000009445) having its registered address at Hubtown Solaris · Office No 1, Ground Floor, NS Phadke Marg, Vijay Nagar Andheri East Mumbai - 400069 to verify the disclosures made in the disclosure document.

Management's Responsibility

The preparation of the Disclosure Document and the presentation of all information contained therein is the responsibility of the Management of **IIFL Capital Asset Management Limited**. This responsibility includes ensuring that the disclosures are complete, accurate, fairly presented, properly supported by relevant records and documentation, and prepared in accordance with Regulation 22 of the SEBI (Portfolio Managers) Regulation 2020.

Auditors Responsibility

Obtained necessary confirmations from the Management regarding the penalties, pending litigation or proceedings, findings of inspection or investigation for which action may have been taken or initiated by any regulatory authority.

Reviewed Board Resolution for addition of new investment approach and alteration of existing investment approach.

Examined other relevant documents and records provided by the Management for verification purpose.

Conclusion

Based on our examination of the records and documents made available to us, we certify that the disclosures made in the Disclosure Document as on May 12, 2026 are true, fair and adequate to enable the investors to make a well-informed decision.

Restriction on Use

This Certificate has been issued at the request of the management of the company, solely for the purpose of onward submission to the Securities and Exchange Board of India (SEBI)

This Certificate should not be used, referred to, or relied upon for any other purpose, nor be distributed to or made available to any other person, without our prior written consent. 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.

For S S S R & Associates LLP
(Erstwhile Sanjay Rane & Associates LLP)
Chartered Accountants
Firm Registration No-121089W/W100878

ABHIJEET ARUN
DESHMUKH

Digitally signed by ABHIJEET
ARUN DESHMUKH
Date: 2026.05.12 19:23:00
+05'30'

CA. Abhijeet Deshmukh
Partner
Membership No: 129145

Place: Mumbai

Date: May 12, 2026

UDIN: 26129145UUOCDM6029