



VARANIUM

**VARANIUM CAPITAL ADVISORS PRIVATE LIMITED**

Registered Office Address: 1416, 14Th Floor, One Lodha Place,  
Senapati Bapat-Marg,  
Lower Parel, Mumbai- 400013

SEBI Registration No. INP000005281

**PORTFOLIO MANAGEMENT SERVICES  
DISCLOSURE DOCUMENT**



VARANIUM

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**FORM C**

**SECURITIES AND EXCHANGE BOARD OF INDIA (PORTFOLIO MANAGERS)  
REGULATIONS, 2020  
(Regulation 22)**

**VARANIUM CAPITAL ADVISORS PRIVATE LIMITED**  
1416, 14Th Floor, One Lodha Place,  
Senapati Bapat-Marg,  
Lower Parel, Mumbai- 400013

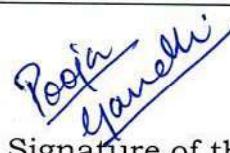
We confirm that:

1. 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.
2. The disclosures made in the document are true, fair and adequate to enable the investors to make a well-informed decision regarding entrusting the management of the portfolio to us / investment through the Portfolio Manager.
3. The Disclosure Document has been duly certified by an independent Chartered Accountant. The details of the Chartered Accountant are as follows:

Name of the Firm	Sanjay Shah & Co. LLP, Chartered Accountants
Firm Registration No.	Firm No. W101007
Address	1402, 14th Floor, One World by Sanjar, Near NL College, Malad West, Mumbai-400064
Telephone No.	8879408575

Date: January 20, 2026

Place: Mumbai



Signature of the Principal Officer

Name: Ms. Pooja Gandhi

Designation: Principal Officer

Address: 1416, 14Th Floor, One Lodha Place, Senapati Bapat-Marg, Lower Parel, Mumbai- 400013

Phone: 022 62104000

E-mail: [pooja.gandhi@varaniumgroup.com](mailto:pooja.gandhi@varaniumgroup.com)

**Varanium Capital Advisors Private Limited**

CIN: U74899MH1990PTC450213

Regd. Off.: 1416, 14<sup>th</sup> Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel, Delisle Road, Mumbai- 400013, Maharashtra, India.

Tel: 022-62104000 | [www.varaniumgroup.com](http://www.varaniumgroup.com)

**VARANIUM CAPITAL ADVISORS PRIVATE LIMITED****DISCLOSURE DOCUMENT****FOR PORTFOLIO MANAGEMENT SERVICES**

Key Information and Disclosure Document for Portfolio Management Services provided by Varanium Capital Advisors Private Limited

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

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.

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 Varanium Capital Advisors Private Limited (as the "Portfolio Manager").

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	PORTFOLIO MANAGER
Name: Ms. Pooja Ggandhi	Name: Varanium Capital Advisors Private Limited
Office Address: 1416, 14Th Floor, One Lodha Place, Senapati Bapat-Marg, Lower Parel, Mumbai- 400013	Registered Office:
Phone: 022-62104000	1416, 14 <sup>th</sup> Floor, One Lodha Place, Senapati Bapat-Marg, Lower Parel, Mumbai- 400013
E-mail: <a href="mailto:pooja.gandhi@varaniumgroup.com">pooja.gandhi@varaniumgroup.com</a>	Tel No.: 91-022-62104000

Dated: January 20, 2026

## **PART I – Static Section**

### **1. Disclaimer Clause**

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

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

## 2. Definitions

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

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

Provided that the Central Government and the State Governments, developmental agencies set up under the aegis of the Central Government or the State Governments, funds set up by the Central Government or the State Governments, qualified institutional buyers as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Category I foreign portfolio investors, sovereign wealth funds and multilateral agencies and any other entity as may be specified by the Board from time to time, shall deemed to be an accredited investor and may not be required to obtain a certificate of accreditation.

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

6. **“Applicable Law/s”** means any applicable statute, law, ordinance, regulation, rule, order, bye-law, administrative interpretation, writ, injunction, directive, judgment or decree or other instrument including the Regulations which has a force of law, as is in force from time to time.
7. **“Assets Under Management”** or **“AUM”** means aggregate net asset value of the Portfolio managed by the Portfolio Manager on behalf of the Clients.
8. **“Associate”** means (i) a body corporate in which a director or partner of the Portfolio Manager holds either individually or collectively, more than twenty percent of its paid-up equity share capital or partnership interest, as the case may be; or (ii) a body corporate which holds, either individually or collectively, more than twenty percent of the paid-up equity share capital or partnership interest, as the case may be of the Portfolio Manager.
9. **“Benchmark”** means an index selected by the Portfolio Manager in accordance with the Regulations, in respect of each Investment Approach to enable the Clients to evaluate the relative performance of the Portfolio Manager.
10. **“Board”** or **“SEBI”** means the Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992.
11. **“Business Day”** means any day, which is not a Saturday, Sunday, or a day on which the banks or stock exchanges in India are authorized or required by Applicable Laws to remain closed or such other events as the Portfolio Manager may specify from time to time.
12. **“Client(s)” / “Investor(s)”** means any person who enters into an Agreement with the Portfolio Manager for availing the services of portfolio management as provided by the Portfolio Manager.
13. **“Custodian(s)”** means an entity registered with the SEBI as a custodian under the Applicable Laws and appointed by the Portfolio Manager, from time to time, primarily for custody of Securities of the Client.
14. **“Depository”** means the depository as defined in the Depositories Act, 1996 (22 of 1996).
15. **“Depository Account”** means an account of the Client or for the Client with an entity registered as a depository participant under the SEBI (Depositories and Participants) Regulations, 1996.
16. **“Direct on-boarding”** means an option provided to clients to be on-boarded directly with the Portfolio Manager without intermediation of persons engaged in distribution services.
17. **“Disclosure Document”** or **“Document”** means the disclosure document for offering portfolio management services prepared in accordance with the Regulations.

18. **Distributor** means a person/entity who may refer a Client to avail services of Portfolio Manager in lieu of commission/charges (whether known as channel partners, agents, referral interfaces or by any other name).
19. **Eligible Investors** means a Person who: (i) complies with the Applicable Laws, and (ii) is willing to execute necessary documentation as stipulated by the Portfolio Manager.
20. **Fair Market Value** means the price that the Security would ordinarily fetch on sale in the open market on the particular date.
21. **Foreign Portfolio Investors** or **FPI** means a person registered with SEBI as a foreign portfolio investor under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 as amended from time to time.
22. **Financial Year** means the year starting from April 1 and ending on March 31 in the following year.
23. **Funds** or **Capital Contribution** means the monies managed by the Portfolio Manager on behalf of the Client pursuant to the Agreement and includes the monies mentioned in the account opening form, any further monies placed by the Client with the Portfolio Manager for being managed pursuant to the Agreement, the proceeds of sale or other realization of the portfolio and interest, dividend or other monies arising from the assets, so long as the same is managed by the Portfolio Manager.
24. **Group Company** shall mean an entity which is a holding, subsidiary, associate, subsidiary of a holding company to which it is also a subsidiary.
25. **HUF** means the Hindu Undivided Family as defined in Section 2(31) of the IT Act.
26. **Investment Approach** is a broad outlay of the type of Securities and permissible instruments to be invested in by the Portfolio Manager for the Client, taking into account factors specific to Clients and Securities and includes any of the current Investment Approach or such Investment Approach that may be introduced at any time in future by the Portfolio Manager.
27. **IT Act** means the Income Tax Act, 1961, as amended and restated from time to time along with the rules prescribed thereunder.
28. **Large Value Accredited Investor** means an Accredited Investor who has entered into an Agreement with the Portfolio Manager for a minimum investment amount of ten crore rupees.
29. **Non-resident Investors** or **NRI(s)** shall mean non-resident Indian as defined in Section 2 (30) of the IT Act.
30. **NAV** shall mean Net Asset Value, which is the price; that the investment would ordinarily fetch on sale in the open market on the relevant date, less any receivables and fees due.

31. "**NISM**" means the National Institute of Securities Markets, established by the Board.
32. "**Person**" includes an individual, a HUF, a corporation, a partnership (whether limited or unlimited), a limited liability company, a body of individuals, an association, a proprietorship, a trust, an institutional investor and any other entity or organization whether incorporated or not, whether Indian or foreign, including a government or an agency or instrumentality thereof.
33. "**Portfolio**" means the total holdings of all investments, Securities and Funds belonging to the Client.
34. "**Portfolio Manager**" means Varanium Capital Advisors Private Limited, ("VCAPL") a Private Company incorporated under the Companies Act, 1956, registered with SEBI as a portfolio manager bearing registration number INP000005281 and having its registered office at 1416, 14Th Floor, One Lodha Place, Senapati Bapat-Marg, Lower Parel, Mumbai- 400013.
35. "**Principal Officer**" means an employee of the Portfolio Manager who has been designated as such by the Portfolio Manager and is responsible for:
  - (i) the decisions made by the Portfolio Manager for the management or administration of Portfolio of Securities or the Funds of the Client, as the case may be; and
  - (ii) all other operations of the Portfolio Manager
36. "**Regulations**" or "**SEBI Regulations**" means the Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020, as amended/modified and reinstated from time to time and including the circulars/notifications issued pursuant thereto.
37. "**Related Party**" means –
  - i. a director, partner or his relative;
  - ii. key managerial personnel or his relative;
  - iii. a firm, in which a director, partner, manager or his relative is a partner;
  - iv. a private company in which a director, partner or manager or his relative is a member or director;
  - v. a public company in which a director, partner or manager is a director or holds along with his relatives, more than two per cent. of its paid-up share capital;
  - vi. anybody 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;



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Provided that nothing in sub-clauses (vi) and (vii) shall apply to the advice, directions or instructions given in a professional capacity;

- viii. anybody 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 immediately preceding Financial Year; shall be deemed to be a related party;

38. **“Securities”** means security as defined in Section 2(h) of the Securities Contract (Regulation) Act, 1956, provided that securities shall not include any securities which the Portfolio Manager is prohibited from investing in or advising on under the Regulations or any other law for the time being in force.

### **3. Description**

#### **i. History, Present Business and Background of the portfolio manager.**

Varanium Capital Advisors Private Limited (the "Portfolio Manager" or "VCAPL") was incorporated under the laws of the Companies Act, 1956 on May 07, 1990 and having its registered office at 1416, 14th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel, Mumbai- 400013.

With the purpose of providing Portfolio Management Services, as defined by SEBI regulations, the company has received approval from SEBI for rendering Portfolio Management Services on April 15, 2013 vide registration number INP000005281.

#### **ii. Promoters of the portfolio manager, directors and their background.**

##### **1. Mr. T.S. Anantakrishnan, Director**

Mr. T.S. Anantakrishnan is qualified B. Tech from IIT Roorkee, MBA Finance (NYU, Stern), CFA and Financial Risk Manager, USA, MS - Stony Brooks and has over 30 + years of experience in portfolio and risk management. His work experience spans across organizations like Prime Securities, Goldman Sachs, New York, USA, Shumway Capital, USA and Bloomberg.

##### **2. Ms. Parvathy Anantakrishnan, Director**

Ms. Parvathy Anantakrishnan is a director at Varanium Capital Advisors Private Limited. She is a qualified Chartered Accountant (CA) and Certified Public Accountant (CPA). She has a wide range of experience spanning Indian and International companies in assurance, audit and finance.

##### **3. Mr. Aparajit Bhandarkar, Whole Time Director**

Mr. Aparajit is qualified CA, CFA and MBA from NYU-Stern and leads the Alternative Investments practice at the firm. He has more than 22 years of experience in Investment Banking, Investor Relations and startup investments. Before joining Varanium, he was CEO of Dice Fintech Ace, a Fintech Venture Fund. Prior to that, he was Head of Strategy at Jio Payments Bank. He also held several senior leadership positions at Yes Bank, where he was among the first 50 employees, including President – Merchant Banking and Head of Investor Relations, and successfully led two QIPs.

##### **4. Mr. Vishal Bajpai, Non-Executive Director**

Vishal has more than 25+ years of experience in investment management, advisory and distribution in financial services. As senior member of the firm, Vishal oversees Investment strategy & product structuring, business development and Investor relations. Prior to joining Varanium, he was working as head of the Investment business for Deutsche consumer banking in India. He has previously been part of HSBC, ICICI Bank, Birla Sunlife AMC and Motilal Oswal group. He is a qualified Chartered Financial Analyst (CFA) from the CFA Institute, USA and holds a master's degree in business administration from Devi Ahilya University, Indore.

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

<b>Group companies/firms</b>	<b>Turnover as on 31 March 2025*</b> <b>(Amt. in '000)</b>
Tatsa Consultancy Services Private Limited	Rs.10,549.72
Varanium Venture LLP	Rs.6,531
Aimcrest Ventures Private Limited	Rs.380
Varanium Advisory Private Limited	Rs.1908

\*This is based on the turnover of Group Companies as per the audited accounts for the financial year ended March 31, 2025.

**iv. Details of the services being offered: Discretionary/Non-Discretionary/Advisory**

**1. Discretionary Services:**

Under the Discretionary PMS, the choice as well as the timings of the investment decisions rest solely with the Portfolio Manager and the Portfolio Manager can exercise any degree of discretion in the investments or management of assets of the Client. The Securities invested / disinvested by the Portfolio Manager for Clients may differ from Client to Client. The Portfolio Manager's decision (taken in good faith) in deployment of the Client's account is absolute and final and cannot be called in question except on the ground of fraud, malafide, conflict of interest or gross negligence. This right of the Portfolio Manager shall be exercised strictly in accordance with the applicable laws in force from time to time, including the Regulations. Periodical statements in respect of the Client's assets under management shall be sent to the respective Clients.

**2. Non - Discretionary Services:**

Under the Non-Discretionary PMS, the assets of the client are managed in consultation with the Client. Under this service, the assets are managed as per the requirements of the Client after due consultation with the client. The Client has complete discretion to decide on the investment (quantity and price or amount). The Portfolio Manager *inter alia* manages transaction execution, accounting, recording or corporate benefits, valuation and reporting aspects on behalf of the Client.

**3. Advisory Services**

The Portfolio Manager will provide investment advisory services, in terms of the Regulations, which shall include the responsibility of advising on the portfolio strategy and investment and divestment of individual securities on the Clients portfolio, for an agreed fee structure and for a defined period, entirely at the Client's risk; to all eligible category of Investors who can invest in Indian market including NRIs, FIIs, etc. The Portfolio Manager shall be solely acting as an advisor to the portfolio of the Client and shall not be responsible for the investment / divestment of Securities and / or any administrative activities on the Client's portfolio. The Portfolio Manager shall provide advisory services in accordance with such guidelines and / or directives issued by the regulatory authorities and / or the Client, from time to time, in this regard.

**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 there under.	<b>In detail mentioned below the table as point a)</b>
ii)	The nature of penalty/direction.	Direction by SEBI to deposit certain sums pursuant to consent order.
iii)	Penalties/fines imposed for any economic offence and/or for violation of any securities laws.	None
iv)	Any pending material litigation/legal proceedings against the portfolio manager/key personnel with separate disclosure regarding pending criminal cases, if any.	None
v)	Any deficiency in the systems and operations of the portfolio manager observed by the Board or any regulatory agency.	<b>In detail mentioned below the table as point b)</b>
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

a) In 2007, a Consent order was passed by SEBI with respect to an enquiry wherein P.N. Vijay Financial Services Private Limited was asked to deposit Rs. 5 Lakhs and the same was paid. In 2010, another Consent order was passed by SEBI with respect to an enquiry against Mr. P.N. Vijay, the Director of P.N. Vijay Financial Services Private Limited, for alleged violation of insider trading regulations during his tenure as an Independent Director of Eicher Motors Ltd. Mr. P N Vijay went for Consent settlement and paid Rs. 15 Lac as per Consent order. In 2019, an adjudication order was passed by SEBI in respect of P.N. Vijay Financial Services Private Limited for alleged violation of various provisions of Regulation 13, Schedule V read with Regulations 14 and 14 (1) (a), 14 (3) (a) and 16 (1) (a) of the PMS Regulations and SEBI Circular No. Cir/IMD/DF/13/2010 dated October 05, 2010, during the Inspection Period from April 1, 2011 to November 30, 2012. Whereby the AO levied a penalty of Rs.5 Lakhs on P.N. Vijay Financial Services Private Limited. The said penalty amount was paid.

b) SEBI had carried out an inspection of the books of accounts and Portfolio Management Services activities of P.N. Vijay Financial Services (as VCAPL was then called) during the

month of March 2013. SEBI, vide its letter dated September 12, 2013, provided its observations/ findings to VCAPL with respect to:

- i. Control and management of client portfolios.
- ii. Arrangement with the designated broker.
- iii. Grievance Redressal/ Dispute Resolution mechanism; and
- iv. Fees schedule.

VCAPL has replied to SEBI on the observations/ findings stated in the inspection report vide its letter dated October 01, 2013, and has already remediated the same.

## 5. Services Offered

- i. 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.**

The primary objective of the Portfolio Management Service is to generate superior long-term returns while preserving capital through a disciplined and value-conscious investment approach. Every investment shall be made with a strong emphasis on margin of safety, ensuring that the risk undertaken is commensurate with the potential reward. The philosophy is to generate returns without exposing the portfolio to undue risk.

The portfolio shall be constructed using multiple investment approaches, with allocations across various asset classes including equities, fixed income instruments, mutual funds, private equity, and venture capital, denominated in both domestic and foreign currencies, along with any other securities or asset classes permitted under applicable SEBI regulations.

We actively seek emerging themes and high-growth sectors, but not at the expense of compromising our fundamental principle of capital preservation. We do not subscribe to the "Growth at Any Price" philosophy. Instead, we are value-oriented investors, consistently seeking investments that offer a favorable risk-reward profile and intrinsic value.

We aim to compound capital over the long term, placing high importance on longevity and sustainability of returns. Our investment strategy is market-cap agnostic—we are open to investing across the spectrum of small-cap, mid-cap, and large-cap companies, provided they meet our stringent criteria of business quality, promoter integrity, and long-term growth potential.

While every reasonable effort will be made to achieve the stated investment objectives under each approach, there is no assurance or guarantee that these objectives will be achieved. No guaranteed returns are being offered under this Portfolio Management Service.

The Portfolio Manager offers the following three types of services:

- 1) Discretionary Services:** The Portfolio Manager exercises its discretion in managing the Funds/Securities in the Client's portfolio. Subject to such investment objective and restrictions as may be contained in the agreement with the Client, the Portfolio Manager will have complete discretion to manage, invest and re-invest the Client's account, including to buy, sell or otherwise deal in any Securities, as permissible under the Regulations, effect transactions in such manner and in such markets, as it deems fit, and take day to day decisions in respect of the portfolio of the Client. The Client may, under these services, authorize or restrict the Portfolio Manager to invest the Client's Portfolio in specific financial instruments or Securities or a mix of specific instruments or Securities. The Portfolio Manager, may at its

discretion, adhere to the views of the Client pertaining to the investment/disinvestment decisions of the Client's Portfolio. The Portfolio Manager's decision taken in good faith in deployment of the Client's Portfolio is absolute and final and is not open to review or question by the Client during the currency of the agreement or at any time thereafter, except on the grounds of *malafide*, fraud, conflict of interest or gross negligence. The Portfolio Manager shall send periodical statements to the Client.

- 2) **Non-Discretionary Services:** Under the Non-Discretionary Portfolio Management Services, the Portfolio of the Client shall be managed in consultation with the Client. Under this service the Assets will be managed as per express prior instructions issued from the Client from time to time. The Client will have complete discretion to decide on the investment (Stock Quantity and Price or amount). The Portfolio Manager inter-alia manages transaction execution, accounting, recording of corporate benefits, valuation and reporting aspects on behalf of the client entirely at client's risk.
- 3) **Advisory Services:** Portfolio Manager will offer Clients Advisory Services in relation to the Clients' Portfolio. Under these services, the Portfolio Manager advises the Client on investments in general or any specific advice required by the clients and agreed upon in the client agreement. The Portfolio Manager will render the best possible advice to the client having regard to the client's needs and the environment, and his own professional skills. The same can be binding or non-binding in nature or in such terms as mentioned in the client agreement. For such services, the Portfolio Manager charges the client a fee for services rendered mentioned in the client agreement. The advice may be either general or specific in nature and may pertain to a particular portfolio. Entry/exit timing, execution and settlement are solely the client's responsibility.

**The minimum investment amount per Client as prescribed by SEBI under the Regulations is Rs. 50 lakhs.**

**ii. Investment Approaches of the Portfolio Manager.**

- a) Investment Approach under Discretionary Services:

**1. Varanium G2G India Portfolio**

**Investment Objective:** The investment objective of the Portfolio is to achieve and preserve long term capital appreciation by primarily gaining exposure to a diversified portfolio of equity and equity related securities in India. The Portfolio will be primarily investing in listed equities, however, it may opportunistically also invest in other permissible securities/ products in accordance with the regulations like unlisted equities, warrants, debt instruments etc. The Portfolio seeks to achieve superior returns for investors through the G2G framework which entails investing in companies during their Good-to-Great Phase and avoiding the

Great-to-Good declines. This will be done by leveraging the past experience and acquired expertise of the advisory team in the listed Indian equity market.

**Type of Securities:** Equity

**Basis of Selection of Securities:** Securities are selected based on the G2G framework, focusing on companies with strong fundamentals and growth potential.

**Allocation Across Types of Securities:** The portfolio primarily invests in listed equities (80–100%), with limited exposure to other permissible instruments.

**Portfolio Construct:** Diversified; A mix of Large, Midcap and small cap

**Benchmark:** Nifty 50 TRI

**Basis for Benchmark:** Our portfolio is diversified in across market capitalization which is resembling the weightage of Nifty 50 TRI, making it a suitable benchmark for the portfolio.

**Investment Horizon:** Medium to Long term

**Risks Associated with the Investment Approach:**

Investments under the G2G India Portfolio are subject to the following key risks:

- **Market Risk:** Prices of securities may be impacted by economic, political, or global events, affecting portfolio performance.
- **Concentration Risk:** Though the portfolio is diversified, certain themes or sectors may carry relatively higher weight, resulting in concentration risk.
- **Liquidity Risk:** Some investments, especially in mid and small-cap or unlisted securities, may be relatively illiquid.
- **Volatility Risk:** Equity investments are inherently volatile and may experience short-term fluctuations.
- **Regulatory Risk:** Changes in government policies or regulatory frameworks may affect the securities held in the portfolio.

**2. Varanium Alpha Portfolio**

This is actively managed portfolio of listed stocks agnostic of market capitalization or sectoral allocation or any investment style to capture the best investment opportunities in equity market to achieve capital growth over long term. It may invest in other securities, instruments/products as may be permissible under the Regulations. Portfolio will be adequately diversified with 30 stocks +/- 6 i.e. range of 24-36 stocks.

**Investment Objective:** This is actively managed portfolio of listed stocks agnostic of market capitalization or sectoral allocation or any investment style to capture the best investment opportunities in equity market to achieve capital growth over long term. It may invest in other securities, instruments/products as may be permissible under the Regulations. Portfolio will be adequately diversified with 30 stocks +/- 6 i.e. range of 24-36 stocks.

**Type of Securities:** Equity

**Basis of Selection of Securities:** Securities are selected based on the objective to capture the best investment opportunities in the equity market, irrespective of market cap, sector, or style.

**Allocation of Portfolio Across Types of Securities:** The portfolio will primarily consist of 24–36 listed equity stocks across large, mid, and small-cap segments, with flexibility to invest in other permissible instruments.

**Portfolio Construct:** Diversified; A mix of Large, Midcap and small cap

**Benchmark:** Nifty 50 TRI

**Basis for Benchmark:** Our portfolio is diversified in across market capitalization which is resembling the weightage of Nifty 50 TRI, making it a suitable benchmark for the portfolio.

**Investment Horizon:** Medium to Long term

#### **Risks Associated with the Investment Approach**

The portfolio is subject to various risks inherent to equity investments. These include:

- **Market Risk:** The value of investments may fluctuate due to broader market movements, economic conditions, or geopolitical events.
- **Liquidity Risk:** Certain securities may have limited market depth, affecting the ability to enter or exit positions without significant price impact.
- **Concentration Risk:** While the portfolio is diversified, any significant allocation to a specific sector or stock could adversely affect performance if that exposure underperforms.
- **Volatility Risk:** Given the active management and opportunistic nature of the strategy, portfolio volatility may be relatively high.
- **Regulatory Risk:** Changes in applicable regulations or tax laws may impact the portfolio's operations or returns.
- **Operational Risk:** Risks arising from potential failures in systems, processes, or third-party service providers.

#### **Risk management policies:**

The Board of Directors oversees the way the Fund operates and ensures that policies already agreed upon are duly applied and followed. In addition, the Corporate Services Administrator and the Investment Manager, who both have sound systems and controls in place, undertake the day-to-day operations. The Administrator has very detailed and comprehensive policies and procedures which have been designed to ensure the operation of entities under its administration. The Administrator helps in the mitigation of risks, segregation of duties, all activities being subject to 'four-eye principle' review, and training to detect situations of potential fraud amongst others.

Risk quantification systems with regards to single stock and portfolio risk:

We manage the volatility in the portfolio by setting exposure limits on security, sector etc. We have an overall risk VAR measure at 95% confidence interval that gets generated daily. Risk Management process involves: -

- Regular monitoring of sector weight in the portfolio
- Stocks with high liquidity are chosen from universe BSE 200
- Sector exposure is not more than 20% or weight in benchmark, whichever is higher.
- Single stock exposure not more than 15% or weight in index, whichever is higher.
- Overall exposure to range between -50% to 50% (Long Short)
- Daily monitoring of Risk evaluation parameters Like Standard Deviation, Alpha, Beta, R- squared, Sharpe Ratio, Information ratio, Active Return & Active Risk etc.

Monitoring would also include significant changes in assessment of key (Extreme/High) risks or new key risks identified, if any. Review and approve modifications to existing policies, procedures, risk appetite and other risk parameters on a periodic (at least annual) basis; Comprehensive review of this policy document on an annual basis.

Within the Product, the Portfolio manager can launch multiple series reflecting the broad Product theme with some variations.

**\*Direct Mode** – Client may approach us directly for our PMS Services through online portal [www.varaniumgroup.com](http://www.varaniumgroup.com) or Email at [support@varaniumgroup.com](mailto:support@varaniumgroup.com) without any intermediaries

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

The Portfolio Manager at present shall not make any investments, whether in equity, debt or hybrid instruments, of any of its associates, group companies and/ or related parties. However, if at any time in the future, the portfolio manager proposes to make any investments in securities of associates, group companies and/ or related parties it shall adhere to the limits for such investments as stated in the SEBI circular SEBI/HO/IMD/IMD-I/DOF1/P/CIR/2022/112 dated August 26, 2022 and hence taken prior consent of all investors.

## 6. Risk factors

### A. General Risks Factors

- 1) Investment in Securities, whether on the basis of fundamental or technical analysis or otherwise, is subject to market risks which include price fluctuations, impact cost, basis risk etc.
- 2) The Portfolio Manager does not assure that the objectives of any of the Investment Approach will be achieved and investors are not being offered any guaranteed returns. The investments may not be suitable to all the investors.
- 3) Past performance of the Portfolio Manager does not indicate the future performance of the same or any other Investment Approach in future or any other future Investment Approach of the Portfolio Manager. [OR] The Portfolio Manager has no previous experience/track record in the field of portfolio management services. However, the Principal Officer, directors and other key management personnel of the Portfolio Manager have rich individual experience.
- 4) The names of the Investment Approach do not in any manner indicate their prospects or returns.
- 5) Appreciation in any of the Investment Approach can be restricted in the event of a high asset allocation to cash, when stock appreciates. The performance of any Investment Approach may also be affected due to any other asset allocation factors.
- 6) When investments are restricted to a particular or few sector(s) under any Investment Approach; there arises a risk called non-diversification or concentration risk. If the sector(s), for any reason, fails to perform, the Portfolio value will be adversely affected.
- 7) Each Portfolio will be exposed to various risks depending on the investment objective, Investment Approach and the asset allocation. The investment objective, Investment Approach and the asset allocation may differ from Client to Client. However, generally, highly concentrated Portfolios with lesser number of stocks will be more volatile than a Portfolio with a larger number of stocks.
- 8) The values of the Portfolio may be affected by changes in the general market conditions and factors and forces affecting the capital markets, in particular, level of interest rates, various market related factors, trading volumes, settlement periods, transfer procedures, currency exchange rates, foreign investments, changes in government policies, taxation, political, economic and other developments, closure of stock exchanges, etc.
- 9) The Portfolio Manager shall act in fiduciary capacity in relation to the Client's Funds and shall endeavour to mitigate any potential conflict of interest that could arise while dealing in a manner which is not detrimental to the Client.

## **B. Risk associated with equity and equity related instruments**

- 10) Equity and equity related instruments by nature are volatile and prone to price fluctuations on a daily basis due to macro and micro economic factors. The value of equity and equity related instruments may fluctuate due to factors affecting the securities markets such as volume and volatility in the capital markets, interest rates, currency exchange rates, changes in law/policies of the government, taxation laws, political, economic or other developments, which may have an adverse impact on individual Securities, a specific sector or all sectors. Consequently, the value of the Client's Portfolio may be adversely affected.
- 11) Equity and equity related instruments listed on the stock exchange carry lower liquidity risk, however the Portfolio Manager's ability to sell these investments is limited by the overall trading volume on the stock exchanges. In certain cases, settlement periods may be extended significantly by unforeseen circumstances. The inability of the Portfolio Manager to make intended Securities purchases due to settlement problems could cause the Client to miss certain investment opportunities. Similarly, the inability to sell Securities held in the Portfolio may result, at times, in potential losses to the Portfolio, should there be a subsequent decline in the value of Securities held in the Client's Portfolio.
- 12) Risk may also arise due to an inherent nature/risk in the stock markets such as, volatility, market scams, circular trading, price rigging, liquidity changes, de-listing of Securities or market closure, relatively small number of scrip's accounting for a large proportion of trading volume among others.

## **C. Risk associated with debt and money market securities**

- 13) Interest Rate Risk

Fixed income and money market Securities run interest-rate risk. Generally, when interest rates rise, prices of existing fixed income Securities fall and when interest rate falls, the prices increase. In case of floating rate Securities, an additional risk could arise because of the changes in the spreads of floating rate Securities. With the increase in the spread of floating rate Securities, the price can fall and with decrease in spread of floating rate Securities, the prices can rise.

- 14) Liquidity or Marketability Risk

The ability of the Portfolio Manager to execute sale/purchase order is dependent on the liquidity or marketability. The primary measure of liquidity risk is the spread between the bid price and the offer price quoted by a dealer. The Securities that are listed on the stock exchange carry lower liquidity risk, but the ability to sell these Securities is limited by the overall trading volumes. Further, different segments of Indian financial markets have different settlement cycles and may be extended significantly by unforeseen circumstances.

15) Credit Risk

Credit risk or default risk refers to the risk that an issuer of a fixed income security may default (i.e., will be unable to make timely principal and interest payments on the security). Because of this risk corporate debentures are sold at a higher yield above those offered on government Securities which are sovereign obligations and free of credit risk. Normally, the value of a fixed income security will fluctuate depending upon the changes in the perceived level of credit risk as well as any actual event of default. The greater the credit risk, the greater the yield required for someone to be compensated for the increased risk.

16) Reinvestment Risk

This refers to the interest rate risk at which the intermediate cash flows received from the Securities in the Portfolio including maturity proceeds are reinvested. Investments in fixed income Securities may carry re-investment risk as interest rates prevailing on the interest or maturity due dates may differ from the original coupon of the debt security. Consequently, the proceeds may get invested at a lower rate.

**D. Risk associated with derivatives instruments**

17) The use of derivative requires an understanding not only of the underlying instrument but of the derivative itself. Derivative products are leveraged instruments and can provide disproportionate gains as well as disproportionate losses to the investor. Execution of such strategies depends upon the ability of the Portfolio Manager to identify such opportunities. Identification and execution of the strategies to be pursued by the Portfolio Manager involve uncertainty and decision of Portfolio Manager may not always be profitable. No assurance can be given that the Portfolio Manager will be able to identify or execute such strategies.

18) Derivative products are specialized instruments that require investment techniques and risk analysis different from those associated with stocks and bonds. Derivatives require the maintenance of adequate controls to monitor the transactions entered into, the ability to assess the risk that a derivative adds to the portfolio and the ability to forecast price of interest rate movements correctly. The risks associated with the use of derivatives are different from or possibly greater than, the risks associated with investing directly in securities and other traditional investments. Other risks include settlement risk, risk of mispricing or improper valuation and the inability of the derivative to correlate perfectly with underlying assets, rates and indices, illiquidity risk whereby the Portfolio Manager may not be able to sell or purchase derivative quickly enough at a fair price.

**E. Risk associated with investments in mutual fund schemes**

19) Mutual funds and securities investments are subject to market risks and there is no assurance or guarantee that the objectives of the schemes will be achieved. The various factors which impact the value of the scheme's

investments include, but are not limited to, fluctuations in markets, interest rates, prevailing political and economic environment, changes in government policy, tax laws in various countries, liquidity of the underlying instruments, settlement periods, trading volumes, etc.

- 20) As with any securities investment, the NAV of the units issued under the schemes can go up or down, depending on the factors and forces affecting the capital markets.
- 21) Past performance of the sponsors, asset management company (AMC)/fund does not indicate the future performance of the schemes of the fund.
- 22) The Portfolio Manager shall not be responsible for liquidity of the scheme's investments which at times, be restricted by trading volumes and settlement periods. The time taken by the scheme for redemption of units may be significant in the event of an inordinately large number of redemption requests or of a restructuring of the schemes.
- 23) The Portfolio Manager shall not 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.
- 24) The Portfolio Manager shall not be liable for any default, negligence, lapse error or fraud on the part of the AMC/the fund.
- 25) While it would be the endeavor of the Portfolio Manager to invest in the schemes in a manner, which will seek to maximize returns, the performance of the underlying schemes may vary which may lead to the returns of this portfolio being adversely impacted.
- 26) The scheme specific risk factors of each of the underlying schemes become applicable where the Portfolio Manager invests in any underlying scheme. Investors who intend to invest in this portfolio are required to and are deemed to have read and understood the risk factors of the underlying schemes.

#### **F. Risk arising out of Non-diversification**

- 27) The investment according to investment objective of a Portfolio may result in concentration of investments in a specific security / sector/ issuer, which may expose the Portfolio to risk arising out of non-diversification. Further, the portfolio with investment objective to invest in a specific sector / industry would be exposed to risk associated with such sector / industry and its performance will be dependent on performance of such sector / industry. Similarly, the portfolios with investment objective to have larger exposure to certain market capitalization buckets, would be exposed to risk associated

with underperformance of those relevant market capitalization buckets. Moreover, from the style orientation perspective, concentrated exposure to value or growth stocks based on the requirement of the mandate/strategy may also result in risk associated with this factor.

#### **G. Risk arising out of investment in Associate and Related Party transactions**

- 28) All transactions of purchase and sale of securities by portfolio manager and its employees who are directly involved in investment operations shall be disclosed if found having conflict of interest with the transactions in any of the client's portfolio.
- 29) The Portfolio Manager may utilize the services of its group companies or associates for managing the portfolios of the client. In such scenarios, the Portfolio Manager shall 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.
- 30) The Portfolios may invest in its Associates/ Related Parties relating to portfolio management services and thus conflict of interest may arise while investing in securities of the Associates/Related Parties of the Portfolio Manager. Portfolio Manager shall ensure that such transactions shall be purely on arms' length basis and to the extent and limits permitted under the Regulations. Accordingly, all market risk and investment risk as applicable to securities may also be applicable while investing in securities of the Associates/Related Parties of the Portfolio Manager.

## 7. Nature of expenses

The following are indicative types of expenses. The exact basis of charge relating to each of the following services shall be annexed to the Portfolio Management Services Agreement which will be entered into between the Portfolio Manager and the Client, and the agreements in respect of each of the services availed at the time of execution of such agreements. The Portfolio Manager typically offers the following fee options to its clients.

- A. Direct Option:** Allows Investors to invest in PMS Strategy without paying distributors commission
- B. Regular Option:** Here Investments are made through distributor. In this option the distributor facilitates the PMS Investment.

### Indicative Nature of Expenses for Clients

I.	Investment Management and Advisory Fee	
	I. Performance Fee	Fees Levied by Portfolio Manager based on returns generated by the Portfolio Manager.
	2. Management Fees based on asset under management (AUM)	Fees Levied by Portfolio Manager for managing client's Portfolio. These are fixed annual fees as a percentage of Asset Under Management (AUM), as agreed by the client in the client agreement.
	3. Exit Loads (if redeemed in part or full)	Refers to Exit charges payable to the Portfolio Manager at the time of withdrawal or partial withdrawal as below
	(a) In the first year from the date of investment	2.00%
	(b) In the second year from the investment	1.50%
	(c) In the third year from the date of investment	1.00%
	(d) After three years from the date of investment	Nil
	Brokerage and Transaction Costs	Brokerage, service charges, stamp duty, transaction costs, turnover tax, and entry/exit loads apply to buying and selling shares, stocks, bonds, debts, deposits, units, and other financial instruments.

III.	Custodian Fee	Charges for opening, operating, and managing demat accounts, including custody and transfer of securities, will apply. All client securities and funds are held with the appointed custodian; Orbis Financial Corporation Ltd. Fund accounting is also done by appointed custodian Orbis Financial Corporation Ltd.
IV.	Fund Accounting Charges	
V.	Registrar and Transfer Agent Fee	Charges for transfer of securities and bonds include registrar fees, stamp duty, affidavit, notary, postage, and courier costs.
VI.	Certification and professional charges	Fees paid for outsourced professional services such as accounting, taxation, legal, and notarization, including certifications issued to clients on annual basis and attestations required by banks or regulatory authorities.
VII.	Incidental Expenses	Expenses in connection with courier expenses, stamp duty, service tax, postal, opening and operations of bank account, etc.
VIII.	Other Charges	Portfolio Manager will not charge any markup on "other charges" and this will be a complete pass through

The Portfolio Manager will endeavour to keep the costs bare minimum for the benefit of its client.

**Custody of Securities:**

- i. Custody of all Securities of the Client shall be with the Custodian who shall be appointed, from time to time, at the discretion of the Portfolio Manager. Currently, the Portfolio Manager uses the custodial/depository/fund administration services of Axis Bank Ltd and may appoint more custodians in future if required.
- ii. The Custodian shall act on instructions of the Portfolio Manager.
- iii. All such custodian or fund accounting fees, charged by the Custodian shall be payable by the Client.
- iv. The Portfolio Manager shall not be liable for any act of the Custodian, done with or without the instruction of the Portfolio Manager, which may cause or is likely to cause any loss or damage to the Client.

## 8. Taxation

### A. General

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

### B. Tax deducted at source

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

In the case of non-residents, any income received or accrues or arises; or deemed to be received or accrue or arise to him in India is subject to the provisions of tax deduction at source under the IT Act. The authorized dealer is obliged and responsible to make sure that all such relevant compliances are made while making any payment or remittances from India to such non-residents. Also, if any tax is required to be withheld on account of any future legislation, the Portfolio Manager shall be obliged to act in accordance with the regulatory requirements in this regard. Non-residents without PAN or tax residency certificate (TRC) of the country of his residence are currently subjected to a higher rate of TDS.

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

### C. Long term capital gains

Where investment under portfolio management services is treated as investment, the gain or loss from transfer of Securities shall be taxed as capital gains under section 45 of the IT Act.

### **Period of Holding**

The details of period of holding for different capital assets for the purpose of determining long term or short term capital gains are explained hereunder:

Securities	Position upto 22 July 2024 Period of Holding	Position on or after 23 July 2024 Period of Holding	Characterization
Listed Securities (other than unit) and unit of equity oriented mutual funds, unit of UTI, zero coupon bonds	More than twelve (12) months	More than twelve (12) months	Long-term capital asset
	Twelve (12) months or less	Twelve (12) months or less	Short-term capital asset
Unlisted shares of a company	More than twenty-four (24) months	More than twenty-four (24) months	Long-term capital asset
	Twenty-four (24) 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 Mutual Fund by whatever name called, which invests more than sixty-five per cent. of its total proceeds in debt and money market instruments; or
- b. a fund which invests sixty-five per cent. or more of its total proceeds in units of a fund referred to in sub-clause (a).

- **Definition of debt and money market instruments:**

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

- **Definition of Market Linked Debenture:**

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

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

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

As per section 112A of the IT Act, long term capital gains exceeding INR 1 lakh arising on transfer of listed equity shares in a company or units of equity oriented fund or units of a business trust is taxable at 10%, provided such transfer is chargeable to STT. This exemption limit has been increased from INR 1 lakh to INR 1.25 lakh and tax rate has been increased from 10% to 12.5% with effect from 23 July 2024. Further, to avail such concessional rate of tax, STT should also have been paid on acquisition of listed equity shares, unless the listed equity shares have been acquired through any of the notified modes not requiring to fulfil the pre-condition of chargeability to STT.

Long term capital gains arising on transaction undertaken on a recognized stock exchange located in any International Financial Services Centre and consideration is paid or payable in foreign currency, where STT is not chargeable, is also taxed at a rate of 10%. This benefit is available to all assesses. This tax rate is increased from 10% to 12.5%.

The long-term capital gains arising from the transfer of such Securities shall be calculated without indexation. In computing long term capital gains, the cost of acquisition (COA) is an item of deduction from the sale consideration of the shares. To provide relief on gains already accrued upto 31 January 2018, a mechanism has been provided to “step up” the COA of Securities. Under this mechanism, COA is substituted with FMV, where sale consideration is higher than the FMV. Where sale value is higher than the COA but not higher than the FMV, the sale value is deemed as the COA.

Specifically in case of long-term capital gains arising on sale of shares or units acquired originally as unlisted shares/units upto 31 January 2018, COA is substituted with the “indexed COA” (instead of FMV) where sale consideration is higher than the indexed COA. Where sale value is higher than the COA but not higher than the indexed COA, the sale value is deemed as the COA. This benefit

is available only in the case where the shares or units, not listed on a recognised stock exchange as on the 31 January 2018, or which became the property of the assessee in consideration of share which is not listed on such exchange as on the 31 January 2018 by way of transaction not regarded as transfer under section 47 (e.g. amalgamation, demerger), but listed on such exchange subsequent to the date of transfer, where such transfer is in respect of sale of unlisted equity shares under an offer for sale to the public included in an initial public offer.

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

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

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

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

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

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

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

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

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

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

#### **D. Short term capital gains**

Section 111A of the IT Act provides that short-term capital gains arising on sale of listed equity shares of a company or units of equity-oriented fund or units of a business trust are chargeable to income tax at a concessional rate of 15% plus applicable surcharge and cess, provided such transactions are entered on a recognized stock exchange and are chargeable to Securities Transaction Tax (STT). This tax rate has been increased from 15% to 20% with effect from 23 July 2024. However, the above shall not be applicable to transaction undertaken on a recognized stock exchange located in any International Financial Services Centre and where the consideration for such transaction is paid or payable in foreign currency. Further, Section 48 provides that no deduction shall be allowed in respect of STT paid for the purpose of computing Capital Gains.

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

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

#### **E. Profits and gains of business or profession**

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

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

#### **F. Losses under the head capital gains/business income**

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

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

#### **G. General Anti Avoidance Rules (GAAR)**

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

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

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

- Disregarding or combining or 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

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

### A. Client Accounting

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

### B. Recognition of portfolio investments and accrual of income

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

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

### **C. Valuation of portfolio investments**

- 14) Investments in listed equity shall be valued at the last quoted closing price on the stock exchange. When the Securities are traded on more than one recognised stock exchange, the Securities shall be valued at the last quoted closing price on the stock exchange where the security is principally traded. It would be left to the portfolio manager to select the appropriate stock exchange, but the reasons for the selection should be recorded in writing. There should, however, be no objection for all scrips being valued at the prices quoted on the stock exchange where a majority in value of the investments are principally traded. When on a particular valuation day, a security has not been traded on the selected stock exchange, the value at which it is traded on another stock exchange may be used. When a security is not traded on any stock exchange on a particular valuation day, the value at which it was traded on the selected stock exchange or any other stock exchange, as the case may be, on the earliest previous day may be used provided such date is not more than thirty days prior to the valuation date.
- 15) Investments in units of a mutual fund are valued at NAV of the relevant scheme. Provided investments in mutual funds shall be through direct plans only.
- 16) Debt Securities and money market Securities shall be valued as per the prices given by third party valuation agencies or in accordance with guidelines prescribed by Association of Portfolio Managers in India (APMI) from time to time.
- 17) Unlisted equities are valued at prices provided by independent valuer appointed by the Portfolio Manager basis the International Private Equity and Venture Capital Valuation (IPEV) Guidelines on a semi-annual basis.
- 18) In case of any other Securities, the same are valued as per the standard valuation norms applicable to the mutual funds.



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

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

## 10. Investors services

All investor queries and complains should be addressed to the Compliance Officer of the Portfolio Manager, whose contact co-ordinates are provided below:

**a. Name, address and telephone number of the investor relations officer who shall attend to the Client's queries and complaints:**

<b>Name</b>	Mr. Ashish Mistry
<b>Designation</b>	Assistant Vice President
<b>Telephone</b>	022 - 62104000
<b>E-mail</b>	ashish.m@varaniumgroup.com

**b. Grievance Redressal and Dispute Settlement mechanism**

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

All disputes, differences, claims and questions whatsoever arising between the client and the portfolio manager and/or their respective representatives shall be settled in accordance with and subject to the provisions of The Arbitration and Conciliation Act, 1996 or any statutory requirement, modification or re-enactment thereof for the time being in force. Such arbitration proceedings shall be held at Mumbai or such other place as the portfolio manager thinks fit.

There may be occasions when investors have a complaint against intermediary registered with SEBI. In the event of such complaint investor should first approach the concerned intermediary against whom the investor has a complaint. However, if the investor may not be satisfied with their response, then investor may lodge their complaint online with SEBI in SCORES. The following is the link for the same: <https://www.scores.gov.in>

- a. The Portfolio Manager will endeavour to address all complaints regarding service deficiencies or causes for grievance, for whatever reason, within 21 days from date of complaints was received.
- b. It is mandatory for the Client having grievance to take up the matter directly with the Portfolio Manager.
- c. The internal deadline for resolving the complaints will be as follows:
  - 1) Matters relating to the portfolio manager's office, i.e., regarding portfolio performance and funds allocation: within 3 working days.
  - 2) Matters regarding to custodian: within 7 working days.
  - 3) Matters regarding dividend and other corporate actions: will be followed up vigorously with the agencies concerned under intimation to Clients.

While, the Portfolio Manager shall endeavour to follow the internal deadline as mentioned above, it shall take adequate steps for redressal of grievances of the Client not later than twenty-one calendar days of the date of the receipt of the complaint

- d. Varanium Capital Advisors Private Limited will ensure that every complaint is attended immediately and an acknowledgement will be given immediately.
- e. The Register of complaint and Grievance will be made available to the Internal/External Auditors during the time of Audit and to the Regulatory Authorities.
- f. The soft copies / hard copies of the complaints received from the customers are preserved by the Portfolio Manager for future reference, if required.
- g. If Client/s are still not satisfied with the response from the Portfolio Manager, they can lodge their grievances with SEBI at <https://scores.sebi.gov.in/> or may also write to any of the offices of SEBI or contact SEBI Office on Toll Free Helpline at 1800 266 7575 / 1800 22 7575. The complaint shall be lodged on SCORES 2.0 within one year from the date of cause of action, where;
  - The complainant has approached the Portfolio Manager, for redressal of the complaint and,
  - The Portfolio Manager has rejected the complaint or,
  - The complainant has not received any communication from Varanium Capital Advisors Private Limited or,
  - The complainant is not satisfied with the reply received or the redressal action taken by Varanium Capital Advisors Private Limited.
- h. After exhausting all options as mentioned above for resolution, if the client is not satisfied, they can initiate dispute resolution through the Online Dispute Resolution Portal (ODR) at <https://smartodr.in/login>.
- i. Alternatively, the client can directly initiate dispute resolution through the ODR Portal if the grievance lodged with the Portfolio Manager is not satisfactorily resolved or at any stage of the subsequent escalations mentioned above.
- j. The dispute resolution through the ODR Portal can be initiated when the complaint/dispute is not under consideration in SCOREs guidelines or not pending before any arbitral process, court, tribunal or consumer forum or are non-arbitrable in terms of Indian law.
- k. The process on Online Dispute Resolution Mechanism is available at <https://smartodr.in/login>

### **Powers and Authority:**

VCAPL will ensure that the aforesaid officials are vested with the necessary authority and independence to handle client complaints independently. Upon receiving any complaint from the Client, the aforesaid official/s will immediately identify the grievance and take appropriate steps to eliminate the causes of such grievances to the satisfaction of the client. Effective grievance management would be an essential element of VCAPL's PMS and the aforesaid official/s may adopt the following approach to manage grievance effectively and expeditiously:

1. **Quick action-** As soon as the grievance arises, it would be identified and resolved. This will lower the detrimental effects of grievance.
2. **Acknowledging grievance-** The aforesaid officer/s shall acknowledge the grievance put forward by the Client and look into the complaint impartially and without any bias.
3. **Gathering facts-** The aforesaid official/s shall gather appropriate and sufficient facts explaining the grievance's nature. A record of such facts shall be maintained so that these can be used in later stage of grievance redressal.
4. **Examining the causes of grievance-** The actual cause of grievance would be identified. Accordingly, remedial actions would be taken to prevent repetition of the grievance.
5. **Decision making -** After identifying the causes of grievance, alternative course of actions would be thought of to manage the grievance. The effect of each course of action on the existing and future management policies and procedure would be analysed and accordingly decision should be taken by the aforesaid official/s. The aforesaid official/s would execute the decision quickly.
6. **Review -** After implementing the decision, a follow-up would be there to ensure that the grievance has been resolved completely and adequately.

## **11. Details of the diversification policy of the portfolio manager**

Portfolio Managers target to optimize risk associated with specific portfolios by virtue of Diversification. At Varanium, we look to diversify through the following:

- Out of the universe of listed companies of NSE and BSE, Varanium narrows down the investment universe by applying various internal qualitative and quantitative filters, ensuring quality of business and management.
- The team ensures adequate diversification amongst such quality businesses.
- We generally invest in 20-25 businesses in each investment approach, which ensures adequate portfolio diversity and also score high on internal qualitative and quantitative parameters.
- Basis our investment philosophy, we evaluate businesses on different parameters and construct portfolios primarily on bottom-up basis. This ensures that when we evaluate a business, we are not biased about its market capitalization, however we are concerned more about the size of opportunity that business can offer. Hence our Portfolios are generally market cap agnostic, ensuring adequate diversity.
- Barring few portfolios which may be sectoral focused, our focus is to design portfolios which are not biased towards only few sectors. This is reflected in adequate sectoral diversification which the Portfolio Manager ensures in the portfolios, so that the performance is not skewed / dependent on only a few sectors.

**Part-II- Dynamic Section**
**12. Client Representation**
**(i) Details of Client's accounts activated**

Category of clients	No. of clients	Funds managed (Rs. Cr.)	Discretionary / Non-Discretionary (if available)
Associates / group companies (Last 3 years)	Nil	Nil	NA
Others (last 3 years)			
As on 30 <sup>th</sup> September 2025	48	59.92	Discretionary
2024-25 (as on 31st March 25)	51	66.84	
2023-24 (as on 31st March 24)	66	122.58	
2022-23 (as on 31st March 23)	119	240.77	

**(ii) Complete disclosure in respect of transactions with related parties as per the standards specified by the Institute of Chartered Accountants of India (As on Date)**

- 1) Related party and nature of related party relationship where control exists, as per the last audited balance sheet on March 31, 2025.
  - A. Parties where control exist
    - 1.Varanium Advisory Private Limited – Holding Company
    - 2.Key Management Personnel – Mr. T.S. Anantakrishnan, Parvathy Anantakrishnan Mr. Vishal Bajpai, Aparajit Bhandarkar
  - B. Other related parties where transactions have taken place during the financial year ended March 31, 2025:

(Rs. in '000)

Name of Related Party	Nature of Transactions	Year Ended March 31, 2025	Year Ended March 31, 2024	Year Ended March 31, 2023
Key Managerial Person	Remuneration	8,400	8,400	15,348

2) Related parties and nature of related party relationship, where transactions have taken place during the Year. **Not Applicable**

### 13. Financial Performance

(i) **The Financial Performance of the Portfolio Manager based on audited accounts for the financial year ended 31st March, 2025 is as under:**

<b>Particulars</b>	<b>2024-2025</b>	<b>2023-24</b>	<b>2022-23</b>
Paid up Capital (A)	738.09	738.09	738.09
Reserves & Surplus (B)	1129.62	749.10	448.28
Net Worth (A+B)	1867.71	1487.19	1186.37
Investments	1717.86	1301.28	1185.27
Current Assets, Loans & Advances	300.05	199.75	262.43
Less: Current Liabilities	81.99	170.06	428.23
Net Current Assets	218.06	29.69	(165.8)
Income	1354.40	1076.93	1299.83
Expenditure	696.33	678.12	813.52
Profit before Tax	658.07	398.81	486.31
Provision for Tax (Incl Deferred Tax)	165.55	97.99	150.21
Net Profit / (Loss)	<b>492.52</b>	<b>300.81</b>	<b>336.11</b>



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#### 14. Performance of Portfolio Manager

Sr No.		Current Year (April 1 <sup>st</sup> – as on 30 <sup>th</sup> September 2025)	Financial Year 2024-25	Financial Year 2023-24	Financial Year 2022-23
1.	<b>Alpha Portfolio</b>	7.69%	500.20%	92.19%	1.77%
	Benchmark: Nifty 50 TRI	7.14%	6.01%	30.8%	-0.58%
2.	<b>Varanium G2G India Portfolio</b>	6.84%	6.66%	62.21%	-9.51%
	Benchmark: Nifty 50 TRI	7.14%	6.01%	30.8%	-0.58%

## 15. Audit Observations

There were no Statutory Audit observations during the Audit of the three preceding financial years.

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

The details of investment of client's funds by the portfolio manager in the securities of its related parties or associates:

Sr. No.	Investment Approach, if any	Name of the associate/related party	Investment amount (cost of investment) as on last day of the previous calendar quarter (INR in crores)	Value of investment as on last day of the previous calendar quarter (INR in crores)	Percentage of total AUM as on last day of the previous calendar quarter
Not Applicable					

**For Varanium Capital Advisors Private Limited**

Sr. No.	Name of the Director	Signature
1.	Mr. T.S. Anantakrishnan Director	
2.	Aparajit Bhandarkar Whole Time Director	

Date: January 20, 2026

Place: Mumbai

**CERTIFICATE**

To,

The Managing Directors,  
Varanium Capital Advisors Private Limited,  
1416, 14Th Floor, One Lodha Place,  
Senapati Bapat-Marg,  
Lower Parel,  
Mumbai- 400013

1. You have requested to us to provide a certificate on the Disclosure document for Portfolio Management Services (“the Disclosure Document”) of Varanium Capital Advisors Private Limited (“Company”). We understand that the disclosure document is required to be submitted to the Securities and Exchange Board of India (“the SEBI”).
2. The Disclosure Document and compliance with the Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020 and guidelines issued by SEBI from time to time is the responsibility of the management of the Company. Our responsibility is to report in accordance with the Guidance note on Audit Reports and Certificates for special purposes issued by the Institute of Chartered Accountants of India. Further, our scope of work did not involve us performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statement taken as a whole. We have not conducted an audit, the objective of which would be the expression of an opinion on the financial statement, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such an opinion.
3. In respect of the information given in the Disclosure document, we state that
  - i. The Promoters and Directors, Key Managerial Personnel qualification, experience and ownership details are as confirmed by the Company and have been accepted without further verification.
  - ii. We have relied on the representations given by the management of the Company about the penalties or litigations against the Portfolio Manager mentioned in the Disclosure document.
  - iii. With regard to TWRR calculation method, we have been informed by the management that the TWRR has been calculated by their software as per the logic specified by SEBI.



- iv. Our certification is based on the audited Balance sheet of the Company for the year ending March 31, 2025, audited by Statutory Auditors, Company's Chartered Accountants and examination of other records, data made available, and information & explanations provided to us.
- 4. Read with above and on the basis of our examination of the books of accounts, records, statements produced before us and to the best of our knowledge and according to the information, explanations and representations given to us, we certify that the disclosure made in the Disclosure Document dated January 20, 2026 are true and fair in accordance with the disclosure requirements laid down in Regulation 30 (2) read with Schedule V to the SEBI Regulations.
- 5. This certificate is intended solely for the use of the management of the Company for the purpose as specified in paragraph 1 above.

**For Sanjay Shah & CO LLP  
Chartered Accountants**



**Sanjay Shah  
Managing Partner**

Membership No. 118586

Firm Registration Number: W101007

UDIN No: 26118586UCFWPM2120

Place: Mumbai

Date: January 20, 2026



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