



DISCLOSURE DOCUMENT

FOR

PORTFOLIO MANAGEMENT SERVICES

OFFERED BY

CUMULUS ADVISORY LLP

SEBI PORTFOLIO MANAGEMENT REGISTRATION NO. INP000009214



[As required under SEBI (Portfolio Managers) Regulations, 2020]

· The Disclosure Document (hereinafter referred to as the 'Document') has been filed with the Securities & Exchange Board of India ('SEBI') along with the certificate in the prescribed format in terms of the SEBI (Portfolio Managers) Regulations, 2020.

· The purpose of the Document is to provide essential information about the Portfolio Management Services ('Services') in a manner to assist and enable the investors in making an informed decision for engaging a Portfolio Manager.

· The Document gives 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. The Disclosure Document is available on the website.

· The investor should read the Disclosure Document carefully prior to making a decision to avail of the services.

· **Details of the Principal Officer:**

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Updated as on 24-Dec-2025



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Part I - Static Section



1) DISCLAIMER CLAUSE

The Disclosure 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 the 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, the following words and expressions shall have the meaning specified herein, unless the context otherwise requires:

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| 1. | Act | The Securities 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 | <p>means any person who is granted a certificate of accreditation by an accreditation agency who:</p> <p>(i) in case of an individual, HUF, family trust or sole proprietorship has:</p> <ul style="list-style-type: none">a) annual income of at least two crore rupees; orb) 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; orc) 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. <p>(ii) in case of a body corporate, has net worth of at least fifty crore rupees;</p> <p>(iii) in case of a trust other than family trust, has net worth of at least fifty crore rupees;</p> <p>(iv) in case of a partnership firm set up under the Indian Partnership Act, 1932, each partner independently meets the eligibility criteria for accreditation:</p> <p>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.</p> |
| 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 | 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. |

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| | Agreement or PMS Agreement | |
| 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. |



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| 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. |



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| 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 Cumulus Advisory LLP , a limited liability partnership incorporated under the Limited Liability Partnership Act, 2008, registered with SEBI as a portfolio manager bearing registration number INP000009214 and having its registered office at 24,44, 2nd Main Road, Kasturibai Nagar, Chennai City Corporation, Chennai, Tamil Nadu - 600020 . |
| 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) a key managerial personnel or his relative; (iii) a firm, in which a director, partner, manager or his relative is a partner; (iv) a private company in which a director, partner or manager or his relative is a member or director; (v) a public company in which a director, partner or manager is a director or holds along with his relatives, more than two per cent. of its paid-up share capital; (vi) any body corporate whose board of directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director, partner or manager; (vii) any person on whose advice, directions or instructions a director, partner or manager is accustomed to act: Provided that nothing in sub-clauses (vi) and (vii) shall apply to the advice, directions or instructions given in a professional capacity; (viii) any body corporate which is— (A) a holding, subsidiary or an associate company of the Portfolio Manager; or (B) a |



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| | | <p>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;</p> <p>(ix) a related party as defined under the applicable accounting standards;</p> <p>(x) such other person as may be specified by the Board:</p> <p>Provided that, 9</p> <p>(a) any person or entity forming a part of the promoter or promoter group of the listed entity; or</p> <p>(b) any person or any entity, holding equity shares:</p> <ul style="list-style-type: none">i. of twenty per cent or more; orii. of ten per cent or more, with effect from April 1, 2023; in the listed entity either directly or on a beneficial interest basis as provided under section 89 of the Companies Act, 2013, at any time, during the immediate preceding Financial Year; shall be deemed to be a related party; |
| 38. | Securities | <p>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.</p> |

The terms and expressions not herein defined shall, where the interpretation and meaning have been assigned to them in terms of the SEBI Act, 1992 or the relevant regulations framed there under, Depositories Act, 1996, the Companies Act, 2013 and the General Clauses Act, 1897, have that interpretation and meaning.



3) DESCRIPTION

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

Cumulus Advisory LLP is founded by Mr. Anirudh Krishna, Mr. Duby Rex and Mr. Krishna Rajagopal. The LLP was incorporated on 30th October, 2024 having LLP identification number ACK-1824. It has its registered office at 24/44, 2nd Main Road, Kasturibai Nagar, Chennai, Chennai City Corporation, Tamil Nadu, India, 600020.

Anirudh Krishna was an Investment Adviser, registered with SEBI from October, 2019 to February 2025, with more than Rs. 100 crores of assets under advice (AUA). Duby Rex headed the equity research for the same RIA practice. He has over 8 years of experience in research and fund management. Prior to starting the advisory practice, both Anirudh Krishna and Duby Rex worked for the same investment advisory firm out of Chennai.

The LLP is incorporated with the objective of providing portfolio management services.

(ii) Promoters of the Portfolio Manager, Designated Partners and their Background

| Name | Qualification | Brief Experience |
|------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|
| Mr. Anirudh Krishna (Designated Partner and the Principal Officer) | Masters in Accounting and Finance from London School of Economics | 12 years of experience as a Relationship Manager, Investment Manager and Investment Advisor. |
| Mr. Duby Rex (Designated Partner and the Fund Manager) | Masters of Business Administration from SVKM's Narsee Monjee Institute of Management Studies | 8 years of experience as a Fund Manager and Investment Advisor. |
| Mr. Rajagopal Krishna (Designated Partner) | Masters in Science (Honours) from The Birla Institute of Technology and Science | 30 years of experience in the travel industry with airlines and Indian and international travel management companies. |

(iii) Top 10 Group companies/firms of the Portfolio Manager on turnover basis

Cumulus Advisory LLP does not have group companies/firms.



(iv) Details of Services being offered by the Portfolio Manager

- Discretionary Portfolio Management Services

Under this service, the Portfolio Manager will exercise sole and absolute discretion as to investment and/ or management of the Portfolio of Securities and the Funds placed by the Clients in terms of the Agreement executed with each Client.

The decision of Portfolio Manager (with due care and in good faith) in deployment of the Clients' Portfolio is absolute and final and cannot be called in question or be open to review at any time during the currency of the Agreement or any time thereafter except on the ground of proven fraud, conflict of interest or gross negligence.

- Non-Discretionary Portfolio Management Services

Under this service, the investment decisions of the Portfolio Manager are guided by the instructions received from the Client under an Agreement executed between the Portfolio Manager and the Client.

The deployment of Funds is the sole discretion of the Client and is to be exercised by the Portfolio Manager in a manner that strictly complies with the Client's instruction. The decision of the Client in deployment of Funds and the handling of his / her / its Portfolio is absolute and final.

- Advisory Services

Apart from Discretionary and Non-discretionary Portfolio Management Services, the Portfolio Manager also offers Advisory Portfolio Management Services wherein the Portfolio Manager only advises on the client's portfolio on specific or general instructions given by the client, as the case may be. Discretion to execute the transactions and responsibility for execution /settlement of the transactions lies solely with the Client.

Direct onboarding of clients

Pursuant to SEBI Master Circular No. EBI/HO/IMD/IMD-POD-1/P/CIR/2025/104 dated July 16, 2025, clients have an option to enter into an Agreement with the Portfolio Manager directly, without intermediation of persons engaged in distribution services. At the time of on-boarding of Clients directly, no charges except statutory charges will be levied.

4) PENALTIES, PENDING LITIGATION OR PROCEEDINGS, FINDINGS OF INSPECTION OR INVESTIGATIONS 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 Regulations made thereunder. | None |
| (ii) | The nature of the penalty/direction. | Not applicable |
| (iii) | Penalties/ fines imposed for any economic offence and/or for violation of any Securities laws. | None |
| (iv) | Any pending material litigation/legal proceedings against the Portfolio Manager/key personnel with separate disclosure regarding pending criminal cases, if any. | None |
| (v) | Any deficiency in the systems and operations of the Portfolio Manager observed by the Board or any regulatory agency. | None |
| (vi) | Any enquiry/adjudication proceedings initiated by the Board against the Portfolio Manager or its directors, principal officer or employee or any person directly or indirectly connected with the Portfolio Manager or its directors, principal officer or employee under the Act or Regulations made thereunder. | None |



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 Portfolio Manager provides services based on the mandate of the Client and subject to the scope of investments as agreed upon between the portfolio manager and the Client in the Agreement.

The investment objectives of the portfolios of the Clients would be one or more of the following or any combination thereof to:

(a) generate capital appreciation/periodic returns by investing in various instruments as the Portfolio Manager deems fit would benefit the client.

(b) endeavor to preserve a certain percentage of investment amount by investing in fixed income while attempting to enhance returns by the use of equity derivatives.

Asset Classes generally considered for deployment of investment amount:

The Portfolio Manager will invest in client's funds in capital and money market instruments or in fixed income securities in accordance with the Agreement and as permitted under the Regulations including:

- (a) Listed and unlisted equity and equity related securities, convertible stock and preference shares of Indian companies;
- (b) Government Securities;
- (c) Money Market Instruments;
- (d) Units of Mutual Funds and Exchange Traded Funds (ETFs)
- (e) Any other securities as mentioned in the definition of securities and as permitted under SEBI Regulations from time to time.

(ii) Investment Approaches of the Portfolio Manager

The Discretionary Portfolio Management Services Investment Approaches being offered are as follows:

1. Elevate Fund Investment Approach

The fund will invest in equity shares of companies with a focus on value/growth at a reasonable price strategy.

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| Investment Objective and horizon | The objective is to compound the capital by investing in companies which will perform well over 3 years. Time horizon would be 3-5 years |
| Description of type of securities | Equities |



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| Basis of selection of such type of securities | Stocks will be identified using various filters and quantitative and qualitative analysis. Focus will be on detailed analysis of the company. If the value of the company is reasonably priced, the stock will be added to the portfolio of the clients. |
| Allocation of portfolio across type of securities | Allocation will happen using 2 types - market capitalisation and business model viability Market cap allocation - This will be mostly in the micro / small cap with remaining allocated to mid/large cap companies Business model viability allocation - The portfolio will have most stocks having a proven stable business model. A small portion of the portfolio will have companies whose business model is evolving or not yet stabilized. |
| Appropriate benchmark to compare performance and basis for choice of benchmark | S&P BSE 500 (since the portfolio will contain large, mid and small caps) |
| Recommended Investment Horizon | 3-5 years |
| Risk associated with investment approach | Volatility: Since the fund will have some small caps, the share price movement will be pronounced in the short term. But over medium and longer time frame, the volatility will be lesser Liquidity: Small caps may be illiquid during market correction. |
| Other features, if any | Diversification will be done at company and sector level |
| Fees | Management fees will be between 0.25% to 1%. There will not be any performance fee. |
| Exit load | 2% in year 1, 1% in year 2, NIL thereafter |



2. Horizon Fund Investment Approach

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| Investment Objective and horizon | The objective is to create a balanced portfolio across multiple assets, in line with the investors' goals, risk tolerance and overall asset allocation. |
| Description of type of securities | The fund will invest in a mix of Mutual funds/Index Funds, ETFs and equity stocks |
| Basis of selection of such type of securities | Selection would happen after going through multiple stages. <ol style="list-style-type: none">1. Based on the client's risk tolerance and investment goals, an asset allocation would be decided.2. The individual securities would be selected based on the asset allocation. Focus would be on the overall portfolio complementing the client's overall financial goals. |
| Allocation of portfolio across type of securities | 50-100% in Mutual funds / Index funds and ETFs, and 0-50% in direct equity. |
| Appropriate benchmark to compare performance and basis for choice of benchmark | NSE Multi Asset Index 2 (Since the portfolio will contain large, mid and small caps) |
| Recommended Investment Horizon | 3-5 years |
| Risk associated with investment approach | Volatility will depend on the exposure to equity. However overall, it will be a more balanced approach as the portfolio will be a mix of mutual funds and direct equity. |
| Other features, if any | The asset allocation will be customised to each investor depending on their risk tolerance and their investment goals. |
| Fees | Management fees will be between 0.25% to 1%. |
| Exit Load | 1% in year 1, NIL thereafter |



(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 does not have any associates and group companies.



6) RISK FACTORS

A. General Risks Factors

(1) Investment in Securities, whether on the basis of fundamental or technical analysis or otherwise, is subject to market risks which include price fluctuations, impact cost, basis risk etc.

(2) The Portfolio Manager does not assure that the objectives of any of the Investment Approach will be achieved and investors are not being offered any guaranteed returns. The investments may not be suitable to all the investors.

(3) Past performance of the Portfolio Manager does not indicate the future performance of the same or any other Investment Approach in future or any other future Investment Approach of the Portfolio Manager.

(4) The names of the Investment Approach do not in any manner indicate their prospects or returns.

(5) Appreciation in any of the Investment Approach can be restricted in the event of a high asset allocation to cash, when stock appreciates. The performance of any Investment Approach may also be affected due to any other asset allocation factors.

(6) When investments are restricted to a particular or few sector(s) under any Investment Approach; there arises a risk called non-diversification or concentration risk. If the sector(s), for any reason, fails to perform, the Portfolio value will be adversely affected.

(7) Each Portfolio will be exposed to various risks depending on the investment objective, Investment Approach and the asset allocation. The investment objective, Investment Approach and the asset allocation may differ from Client to Client. However, generally, highly concentrated Portfolios with lesser number of stocks will be more volatile than a Portfolio with a larger number of stocks.

(8) The values of the Portfolio may be affected by changes in the general market conditions and factors and forces affecting the capital markets, in particular, level of interest rates, various market related factors, trading volumes, settlement periods, transfer procedures, currency exchange rates, foreign investments, changes in government policies, taxation, political, economic and other developments, closure of stock exchanges, etc.

(9) The Portfolio Manager shall act in fiduciary capacity in relation to the Client's Funds and shall endeavour to mitigate any potential conflict of interest that could arise while dealing in a manner which is not detrimental to the Client.

B. Risk associated with equity and equity related instruments

(10) Equity and equity related instruments by nature are volatile and prone to price fluctuations on a daily basis due to macro and micro economic factors. The value of equity and equity related instruments may fluctuate due to factors affecting the securities markets such as volume and volatility in the capital markets, interest rates, currency exchange rates, changes in law/policies of the government, taxation laws, political, economic or other developments,



which may have an adverse impact on individual Securities, a specific sector or all sectors. Consequently, the value of the Client's Portfolio may be adversely affected.

(11) Equity and equity related instruments listed on the stock exchange carry lower liquidity risk, however the Portfolio Manager's ability to sell these investments is limited by the overall trading volume on the stock exchanges. In certain cases, settlement periods may be extended significantly by unforeseen circumstances. The inability of the Portfolio Manager to make intended Securities purchases due to settlement problems could cause the Client to miss certain investment opportunities. Similarly, the inability to sell Securities held in the Portfolio may result, at times, in potential losses to the Portfolio, should there be a subsequent decline in the value of Securities held in the Client's Portfolio.

(12) Risk may also arise due to an inherent nature/risk in the stock markets such as, volatility, market scams, circular trading, price rigging, liquidity changes, de-listing of Securities or market closure, relatively small number of scrip's accounting for a large proportion of trading volume among others.

C. Risk associated with debt and money market securities

(13) Interest Rate Risk

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

(14) Liquidity or Marketability Risk

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

(15) Credit Risk

Credit risk or default risk refers to the risk that an issuer of a fixed income security may default (i.e., will be unable to make timely principal and interest payments on the security). Because of this risk corporate debentures are sold at a higher yield above those offered on government Securities which are sovereign obligations and free of credit risk. Normally, the value of a fixed

income security will fluctuate depending upon the changes in the perceived level of credit risk as well as any actual event of default. The greater the credit risk, the greater the yield required for someone to be compensated for the increased risk.

(16) Reinvestment Risk

This refers to the interest rate risk at which the intermediate cash flows received from the Securities in the Portfolio including maturity proceeds are reinvested. Investments in fixed income Securities may carry re-investment risk as interest rates prevailing on the interest or



maturity due dates may differ from the original coupon of the debt security. Consequently, the proceeds may get invested at a lower rate.

D. Risk associated with derivatives instruments

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

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

E. Risk associated with investments in mutual fund schemes.

(19) Mutual funds and securities investments are subject to market risks and there is no assurance or guarantee that the objectives of the schemes will be achieved. The various factors which impact the value of the scheme's investments include, but are not limited to, fluctuations in markets, interest rates, prevailing political and economic environment, changes in government policy, tax laws in various countries, liquidity of the underlying instruments, settlement periods, trading volumes, etc.

(20) As with any securities investment, the NAV of the units issued under the schemes can go up or down, depending on the factors and forces affecting the capital markets.

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

(22) The Portfolio Manager shall not be responsible for liquidity of the scheme's investments which at times, be restricted by trading volumes and settlement periods. The time taken by the scheme for redemption of units may be significant in the event of an inordinately large number of redemption requests or of a restructuring of the schemes.

(23) The Portfolio Manager shall not responsible, if the AMC/ fund does not comply with the provisions of SEBI (Mutual Funds) Regulations, 1996 or any other circular or acts as amended from time to time. The Portfolio Manager shall also not be liable for any changes in the offer document(s)/scheme information document(s) of the scheme(s), which may vary substantially depending on the market risks, general economic and political conditions in India and other



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

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

(25) While it would be the endeavor of the Portfolio Manager to invest in the schemes in a manner, which will seek to maximize returns, the performance of the underlying schemes may vary which may lead to the returns of this portfolio being adversely impacted.

(26) The scheme specific risk factors of each of the underlying schemes become applicable where the Portfolio Manager invests in any underlying scheme. Investors who intend to invest in this portfolio are required to and are deemed to have read and understood the risk factors of the underlying schemes.

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 (indicative)

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

7.1 - Portfolio Management and Advisory fees

Professional charges relate to the portfolio management services and advisory services offered to clients. The fee may be a fixed charge or a fixed percentage of the quantum of funds managed and may be return/ performance based or a combination of any of these, as agreed by the clients in the Client Agreement.

7.2 - Custodian/Depository Fees

The charges relating to opening and operation of dematerialized accounts, custody and transfer charges for shares, bonds and units, dematerialization, rematerialization and other charges in connection with the operation and management of the depository accounts.

7.3 - Registrar and Transfer Agent fee

Charges payable to registrars and transfer agents in connection with effecting transfer of securities and bonds including stamp charges, cost of affidavits, notary charges, postage stamp and courier charges.

7.4 - Brokerage and transaction costs

The brokerage charges and other charges like statutory charges, turnover tax, exit and entry loads on the redemption of portfolio, bonds, debt, deposits, units and other financial instruments. All the investments / disinvestments by the portfolio manager will be made by using its own broking services and other external brokers.

7.5 - Certification and professional charges

Charges payable for outsourced professional services like accounting, taxation and legal services, notarizations, etc. for certifications, attestations required by bankers or regulatory authorities, audit fees paid to independent Chartered Accountants to get the individual client accounts audited under regulation.

7.6 - Incidental Expenses

Charges in connection with the courier expenses, stamp duty, service tax, postal, telegraphic, opening and operation of bank accounts etc.

7.7 - Exit Load – As per the investment approach.

7.8 - Fund accounting charges – The charges will be on actual basis.



8) Tax implications

A. General

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

B. Tax deducted at source

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

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

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

C. Long term capital gains

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

Period of Holding

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

| Securities | Position up to 22 July 2024 Period of Holding | Position on or after 23 July 2024 Period of Holding | Characterization |
|--------------------------------------------------------------------------------------------------------------|-----------------------------------------------|-----------------------------------------------------|--------------------------|
| Listed Securities (other than unit) and unit of equity oriented mutual funds, unit of UTI, zero coupon bonds | More than twelve (12) months | More than twelve (12) months | Long-term capital asset |
| | Twelve (12) months or less | Twelve (12) months or less | Short-term capital asset |
| Unlisted shares of a company | More than twenty-four (24) months | More than twenty-four (24) months | Long-term capital asset |

| | | | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|-----------------------------------|--------------------------|
| | Twenty-four (24) or less | Twenty-four (24) or less | Short-term capital asset |
| Other Securities (other than Specified Mutual Fund or Market Linked Debenture acquired on or after 1 April 2023; or unlisted bond or unlisted debenture) | More than Thirty-six (36) months | More than twenty-four (24) months | Long-term capital asset |
| | Thirty-six (36) months or less | Twenty-four (24) or less | Short-term capital asset |
| Specified Mutual Fund or Market Linked Debenture acquired on or after 1 April 2023 | Any period | Any period | Short-term capital asset |
| Unlisted bond or unlisted debenture | More than 36 months | | Long-term capital asset |
| | 36 months or less | Any period | Short-term capital asset |

- **Definition of Specified Mutual Fund:**

Before 1st April 2025:

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

On and after 1st April 2025:

Specified Mutual Fund means, —

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

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

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

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

Definition of Market Linked Debenture:

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

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

-



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

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

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

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

Specifically in case of long-term capital gains arising on sale of shares or units acquired originally as unlisted shares/units up to 31 January 2018, COA is substituted with the indexed COA (instead of FMV) where sale consideration is higher than the indexed COA. Where sale value is higher than the COA but not higher than the indexed COA, the sale value is deemed as the COA. This benefit is available only in the case where the shares or units, not listed on a 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 recharacterising any step in, or a part or whole of the arrangement;
- Ignoring the arrangement for the purpose of taxation law;



- Relocating place of residence of a party, or location of a transaction or situation of an asset to a place other than provided in the arrangement;
- Looking through the arrangement by disregarding any corporate structure; or
- Re characterising equity into debt, capital into revenue, etc.

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

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

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

H. FATCA Guidelines

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

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

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

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

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



9) Accounting Policies

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

A. Client Accounting

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

B. Recognition of portfolio investments and accrual of income

- (7) In determining the holding cost of investments and the gains or loss on sale of investments, the first in first out (FIFO) method will be followed.
- (8) Unrealized gains/losses are the differences, between the current market value/NAV and the historical cost of the Securities. For derivatives and futures and options, unrealized gains and losses will be calculated by marking to market the open positions.
- (9) Dividend on equity shares and interest on debt instruments shall be accounted on accrual basis. Further, mutual fund dividend shall be accounted on receipt basis.
- (10) Bonus shares/units to which the security/scrip in the portfolio becomes entitled will be recognized only when the original share/scrip on which bonus entitlement accrues are traded on the stock exchange on an ex-bonus basis.
- (11) Similarly, right entitlements will be recognized only when the original shares/security on which the right entitlement accrues is traded on the stock exchange on the ex-right basis.
- (12) In respect of all interest-bearing Securities, income shall be accrued on a day-to-day basis as it is earned.
- (13) Where investment transactions take place outside the stock exchange, for example, acquisitions through private placement or purchases or sales through private treaty, the transactions shall be recorded, in the event of a purchase, as of the date on which the scheme obtains an enforceable obligation to pay the price or, in the event of a sale, when the scheme obtains an enforceable right to collect the proceeds of sale or an enforceable obligation to deliver the instruments sold.



C. Valuation of portfolio investments

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

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

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

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

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

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

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



10) INVESTOR SERVICES

(i) Details of the investor relation officer who shall attend to the investor queries and complaints.

All investor queries and complaints should be addressed to the Principal Officer, whose contact co-ordinate is provided below:

Name: Mr. Anirudh Krishna
Designation: Principal Officer
Address: 33/6, Balaji Apts., Rukmani Road, Kalakshetra Colony Besant Nagar, Chennai, Tamil Nadu, 600090.
Telephone: 9940035960
Email id: anirudh@cumuluswealth.in

(ii) Grievance redressal and dispute settlement mechanism.

1. Any grievance and dispute arising in connection with the services of the Portfolio Manager shall to the extent possible be settled amicably between the parties at the earliest.
2. The clients are requested to send their grievances to the Compliance Officer; the details are as follows.

Details of the Compliance Officer:

| | |
|------------------|------------------------------------------------------------------------------|
| Name | Mr. Chandrasekar Santhosh |
| Email Id | compliance@cumuluswealth.in |
| Telephone Number | 9944147077 |

The complaint will be resolved on a best effort basis within a period of 21 days from the date of receipt of complaint, as required under SEBI regulations.

3. If the investor remains dissatisfied with the outcome he can abide by the following mechanisms:

A) SEBI Complaints Redress System (SCORES): SEBI has set up an online complaints redressal system (SCORES- <https://scores.sebi.gov.in/scores/Welcome.html>) for easy retrieval and tracking of complaints.

- a) The entity will receive the complaints through SCORES and such complaints shall be resolved on a best effort basis within a period of 21 days from the receipt of such complaint. Such a complaint will also be forwarded simultaneously to Association of Portfolio Managers of India (APMI) and APMI shall ensure that an Action Taken Report (ATR) is submitted within 21 days.
- b) If the complainant is not satisfied with the action taken by the entity he shall request the review of the complaint within 15 days of ATR. APMI shall then take cognizance of such a complaint and it may seek clarification on the ATR submitted by the entity. The entity shall then provide required clarification on the



ATR and APMI shall then forward a revised ATR within 10 calendar days to the complainant through SCORES.

- c) The complainant may seek second review of the ATR provided by APMI within 15 calendar days from the date of submission of ATR by APMI. If the complainant is satisfied with the action taken by APMI, the complaint shall be disposed off on SCORES.
- d) In case the complainant is not satisfied with the ATR provided by APMI, Securities and Exchange Board of India (SEBI) shall take cognizance of second review of the complaint through SCORES.
- e) SEBI may take up review with the stakeholders, with APMI and / or with the entity. APMI or the entity should then take immediate action on receipt of a second review of the complaint and a revised ATR shall be submitted to SEBI within the timeline specified by SEBI.
- f) SEBI or APMI can then seek clarification on the ATR submitted by the entity for SEBI review complaint. The entity should provide required clarification wherever sought and within such a timeline as specified.
- g) The second review complaint shall be treated as 'resolved' 'disposed' or 'closed' only when SEBI 'disposes' or 'closes' the complaint in SCORES. Hence, mere filing of ATR with respect to SEBI review complaint will not mean that SEBI review complaint is disposed of.

B) Arbitration and Conciliation: In the event of failure to settle the dispute by mutual negotiations, it may be resolved by arbitration in accordance with provisions of The Arbitration and Conciliation Act, 1996, or any statutory modification or re-enactment thereof for the time being in force. Such Arbitration proceedings shall be held at Chennai, Tamil Nadu and the language of Arbitration will be English. The cost of arbitration will be borne as decided by the arbitrator(s). The award of the arbitrator will be final and binding on the parties. Furthermore, clients can also submit their complaints on The Securities Market Approach for Resolution through Online Dispute Resolution (ODR) Portal for online arbitration and online conciliation for resolution of complaints. The portal can be accessed at <https://smartodr.in/login>.

4. This Disclosure Document and the Agreement shall be governed and construed in accordance with the laws of India and shall be subject to the exclusive jurisdiction of the courts at Chennai, Tamil Nadu.



11) Details of the diversification policy of the portfolio manager

The Portfolio Manager follows a diversified approach as disclosed in the Investment approaches in point no 5(ii) above. Further the Portfolio Manager does not have any associate/related parties.



Part II - Dynamic Section



12) CLIENT REPRESENTATION

The LLP is incorporated on 30th October, 2024 and is registered as a Portfolio Manager since January 31, 2025. However, the PMS operations started on April 1, 2025. Accordingly, the details are as mentioned below:

(i)

| Category of client | No of Clients | Funds Managed (Rs. Cr.) | Discretionary |
|--------------------------------------------------|---------------|-------------------------|---------------|
| Associates / Group Companies (as on 31March2025) | Nil | Nil | Nil |
| Others (as on 31March2025) | Nil | Nil | Nil |
| Total | Nil | Nil | Nil |

(ii) Complete Disclosure in respect of transactions with related parties as per the standards specified by the Institute of Chartered Accountants of India.

Names of related parties

| Designated Partners of LLP | |
|----------------------------|-------------------|
| 1 | Anirudh Krishna |
| 2 | Duby Rex |
| Others | |
| 1 | Krishna Rajagopal |

Details of Related Party transactions

| Particulars | For the year ended March 31, 2025 |
|-----------------|-----------------------------------|
| Payments | |
| Anirudh Krishna | - |
| Duby Rex | - |
| Total | |
| Receipts | |
| Anirudh Krishna | - |
| Duby Rex | - |
| Total | |

(iii) Disclosure of the details of investment of clients' funds in the securities of associates / related parties:

The LLP does not have any associates / related parties where the client's funds will be invested. Hence, there is no data to be reported.



13) FINANCIAL PERFORMANCE OF PORTFOLIO MANAGER

The LLP is incorporated on 30th October, 2024 and is registered as a Portfolio Manager since January 31, 2025. Accordingly, the details are as mentioned below:

| Particulars | Year ended 31st March, 2025 |
|-------------------------------------|-----------------------------------------------|
| Total Income | 1,65,950 |
| Total Expenses | 15,50,750 |
| Profit before tax | (13,84,800) |
| Total tax expense | - |
| Profit after tax | (13,84,800) |
| Partners' Fixed Capital Account (A) | 5,00,00,000 |
| Partners' Current Account (B) | 22,44,425 |
| Net Worth (A + B) | 5,22,44,425 |



14) PERFORMANCE OF THE PORTFOLIO MANAGER

Portfolio Manager is registered with SEBI since January 31, 2025. However, the PMS operations started on April 1, 2025. Accordingly, the details are as mentioned below:

| Investment Approach | Inception Date | 1 Month | 3 Months | 6 Months | Since Inception* |
|----------------------------|-----------------------|----------------|-----------------|-----------------|-------------------------|
| Elevate | 25-04-2025 | 1.31 | 1.46 | - | |
| BSE 500 TRI | | 1.24 | -3.23 | - | |

(as on September 30, 2025)



15) AUDIT OBSERVATIONS (FOR THE PRECEDING 3 YEARS)

The LLP is incorporated on 30th October, 2024. There are no adverse observations by the auditor for FY 24-25.





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

The LLP is registered as a Portfolio Manager on January 31, 2025. The LLP does not have related parties and hence there is no data to be reported.



For Cumulus Advisory LLP

| Name of the Designated Partners | Signature |
|----------------------------------------|-------------------------------------------------------------------------------------|
| Anirudh Krishna |  |
| Duby Rex |  |

Place: Chennai, Tamil Nadu

Date: 24-12-2025



FORM C

*Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020
(Regulation 22)*

| | |
|---------------------------|-------------------------------------------------------------------------------------------------------|
| Name | Cumulus Advisory LLP |
| Registered Address | 24,44, 2nd Main Road, Kasturibai Nagar, Chennai, Chennai City Corporation, Tamil Nadu, India, 600020. |
| Phone | +91-9940035960 |
| Email | anirudh@cumuluswealth.in |

We confirm that:

- (i) the Disclosure Document forwarded to SEBI is in accordance with the SEBI (Portfolio Managers) Regulations, 2020 and the guidelines and directives issued by SEBI from time to time;
- (ii) the disclosures made in the Document are true, fair and adequate to enable the investors to make a well-informed decision regarding entrusting the management of the portfolio to us / investment through the Portfolio Manager;
- (iii) the Disclosure Document has been duly certified by an independent Chartered Accountant, as on 27/12/2025. The details of the Chartered Accountants are as follows:

Name of the Firm : Sankararaman Siddharth
Address : 27/1, 15/1, Samskruthi Apts, Dr RK Salai, 9th Street,
Mylapore, Chennai - 600004
Registration Number : 233498
Telephone Number : +91-9176668611

Date: 27-12-2025

Place: Chennai

**For and on behalf of Cumulus Advisory LLP
For CUMULUS ADVISORY LLP**

DESIGNATED PARTNER

Anirudh Krishna

Principal Officer

Address: 33/6, Balaji Apts, Rukmani Road,
Kalakshetra Colony Besant Nagar, Chennai,
Tamil Nadu. 600090