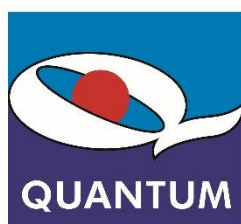




DISCLOSURE DOCUMENT

PORTFOLIO MANAGEMENT SERVICES

QUANTUM ADVISORS PRIVATE LIMITED



BUILDING YOUR **INDIA** PORTFOLIO

**Listed
Equity**

**Private
Equity**

**Real
Estate**

**Fixed
Income**

Details of the Portfolio Manager:

CIN	:	U65990MH1990PTC055279
SEBI Registration Number	:	INP000000187 (Portfolio Manager)
Registered Office Address	:	1 st Floor, Apeejay House, 3 Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai- 400020, India
Tel. Nos.	:	91-22- 6144 7900/ 91-22-2283 0322
Fax No.	:	91-22- 2285 4318/2287 5111
E-mail	:	Info@QASL.com
Website	:	www.QASL.com

This Disclosure Document is dated July 23, 2026



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Part I – Static Section

1. Disclaimer Clause

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

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

2. Definitions

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

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

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

4. **“Advisory Services”** means advising on the portfolio approach, investment and divestment of individual Securities in the Client’s Portfolio, entirely at the Client’s risk, in terms of the Regulations and the Agreement.
5. **“Agreement”** or **“Portfolio Management Services Agreement”** or **“PMS Agreement”** means agreement executed between the Portfolio Manager and its Client for providing portfolio management services and shall include all schedules and annexures attached thereto and any amendments made to this agreement by the parties in writing, in terms of Regulation 22 and Schedule IV of the Regulations.
6. **“Applicable Law/s”** means any applicable statute, law, ordinance, regulation, rule, order, bye-law, administrative interpretation, writ, injunction, directive, judgment or decree or other instrument including the Regulations which has a force of law, as is in force from time to time.

7. **“Assets Under Management”** or **“AUM”** means aggregate net asset value of the Portfolio managed by the Portfolio Manager on behalf of the Clients.
8. **“Associate”** means
 - (i) a body corporate in which a director or partner of the Portfolio Manager holds either individually or collectively, more than twenty percent of its paid-up equity share capital or partnership interest, as the case may be; or
 - (ii) a body corporate which holds, either individually or collectively, more than twenty percent of the paid-up equity share capital or partnership interest, as the case may be of the Portfolio Manager.
9. **“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. **“BSE”** means BSE Limited.
12. **“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.
13. **“Chartered Accountant”** means a Chartered Accountant as defined in Clause (b) of sub section 2 of the Chartered Accountant Act, 1949 (38 of 1949) and who has obtained a certificate of Practice under sub-section (1) of Section 6 of the Act.
14. **“Client(s)” / “Investor(s)”** means any person who enters into an Agreement with the Portfolio Manager for availing the services of portfolio management as provided by the Portfolio Manager.
15. **“Custodian(s)”** means an entity registered with the SEBI as a custodian under the Applicable Laws and appointed by the Portfolio Manager, from time to time, primarily for custody of Securities of the Client.
16. **“Depository”** means the depository as defined in the Depositories Act, 1996 (22 of 1996).
17. **“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.
18. **“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.

19. **“Disclosure Document”** or **“Document”** means the disclosure document for offering portfolio management services prepared in accordance with the Regulations.
20. **“Discretionary Portfolio Manager”** means a portfolio manager who exercises or may, under a contract relating to portfolio management, exercise any degree of discretion as to the investments or management of the portfolio of securities or the funds of the client, as the case may be.
21. **“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).
22. **“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.
23. **“Fair Market Value”** means the price that the Security would ordinarily fetch on sale in the open market on the particular date.
24. **“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.
25. **“Financial Year”** means the year starting from April 1 and ending on March 31 in the following year.
26. **“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.
27. **“Fund Manager”** means the manager appointed for day-to-day management and administration of the funds managed under portfolio management service.
28. **“Group Company”** shall mean an entity which is a holding, subsidiary, associate, subsidiary of a holding company to which it is also a subsidiary.
29. **“HUF”** means the Hindu Undivided Family as defined in Section 2(31) of the IT Act.
30. **“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.



31. **"IT Act"** means the Income Tax Act, 1961, as amended and restated from time to time along with the rules prescribed thereunder.
32. **"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.
33. **"Non-resident Investors"** or **"NRI(s)"** shall mean non-resident Indian as defined in Section 2 (30) of the IT Act.
34. **"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.
35. **"NISM"** means the National Institute of Securities Markets, established by the Board.
36. **"NSE"** means National Stock Exchange of India Limited.
37. **"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.
38. **"Portfolio"** means the total holdings of all investments, Securities and Funds belonging to the Client.
39. **"Portfolio Manager"** means Quantum Advisors Private Limited (CIN: U65990MH1990PTC055279), a company incorporated under the Companies Act, 1956, registered with SEBI as a portfolio manager bearing registration number INP000000187 and having its registered office at 1st Floor, Apeejay House, 3 Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai- 400020, India
40. **"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
41. **"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.
42. **"Related Party"** means –
 - (i) a director, partner or his relative;
 - (ii) a key managerial personnel or his relative;
 - (iii) a firm, in which a director, partner, manager or his relative is a partner;

- (iv) a private company in which a director, partner or manager or his relative is a member or director;
 - (v) a public company in which a director, partner or manager is a director or holds along with his relatives, more than two per cent. of its paid-up share capital;
 - (vi) any body corporate whose board of directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director, partner or manager;
 - (vii) any person on whose advice, directions or instructions a director, partner or manager is accustomed to act:
Provided that nothing in sub-clauses (vi) and (vii) shall apply to the advice, directions or instructions given in a professional capacity;
 - (viii) any body corporate which is— (A) a holding, subsidiary or an associate company of the Portfolio Manager; or (B) a subsidiary of a holding company to which the Portfolio Manager is also a subsidiary; (C) an investing company or the venturer of the Portfolio Manager—
The investing company or the venturer of the Portfolio Manager means a body corporate whose investment in the Portfolio Manager would result in the Portfolio Manager becoming an associate of the body corporate;
 - (ix) a related party as defined under the applicable accounting standards;
 - (x) such other person as may be specified by the Board: Provided that,
 - (a) any person or entity forming a part of the promoter or promoter group of the listed entity; or
 - (b) any person or any entity, holding equity shares:
 - (i) of twenty per cent or more; or
 - (ii) of ten per cent or more, with effect from April 1, 2023; in the listed entity either directly or on a beneficial interest basis as provided under section 89 of the Companies Act, 2013, at any time, during the immediate preceding Financial Year; shall be deemed to be a related party;
43. **“SEBI”** means the Securities and Exchange Board of India established under sub-section (1) of section 3 of the Securities and Exchange Board of India Act, 1992, as amended from time to time.
44. **“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

Quantum Advisors Private Limited ("QAPL") is a limited liability company governed under the laws of India. QAPL is registered as a "Portfolio Manager" with SEBI, as an "Investment Adviser" with the United States Securities and Exchange Commission (SEC) and as a "Restricted Portfolio Manager" in the Canadian provinces of British Columbia, Ontario and Quebec. QAPL was originally established in the name of Quantum Financial Services Private Limited in 1990 and later changed its name in 1998 to Quantum Advisors Private Limited. Quantum Advisors was established by Mr. Ajit Dayal as India's first institutional equity research house.

QAPL pioneered a quantitative as well as qualitative analytical approach to equity investing in India, providing for the first time consistently applied valuation metrics to evaluate investment opportunities in India's emerging stock markets. Over the years, QAPL has continued and enhanced its tradition of extensive financial analysis and value investing, as it has evolved into an investment adviser and asset manager.

(i) History, Present Business and Background of the portfolio manager.

- **1990:** First pure equity research house in India. Did contractual research for Barings (now ING Barings), Kleinwort Benson, Asian Capital partners and Jardine Fleming.
- **1992:** Exclusive Equity Research and Advisory Services with Jardine Fleming.
- **1995:** Terminated Advisory Service with Jardine Fleming.
- **1990-1998:** Published the annual Quantum Stock Market Year Book, except for the years 1993 and 1995, where the books were not published.
- **1996-1998:** Equity Research and advisory services to Walden International Investment Group, USA.
- **1996-1998:** Equity Research and advisory services to Prolific Asset Management Limited, UK.
- **1998 to April 2004:** Equity Research and advisory services to Hansberger Global Investors Inc., USA.
- **2009:** Registered as "Investment Advisor" with Securities Exchange Commission, USA in July 2009.
- **2013-2019:** Set up emerging market team to provide research & advisory services to an associate of the Company.
- **2016:** Registered as "Restricted Portfolio Manager" with Canadian Regulators in the provinces of British Columbia, Ontario and Quebec.

- **2000 till date:** Equity research, portfolio management and investment advisory services to Foreign Portfolio Investors (FPIs) and Indian individual clients on a discretionary basis.

(ii) Promoters of the portfolio manager, directors and their background.

A. Particulars of Promoter:

Name of the Promoter	Mr. Ajit Dayal
Address	15, CCI Chambers, Dinshaw Wachha Road, Mumbai - 400 020
% of Equity Shares held	Holds 34.97% of the equity share capital of Quantum Advisors.
Qualification	• Bachelor of Arts (Economics) from Mumbai University - 1981 • M.B.A from University of North Carolina - 1983
Experience General & Specific	• 1990 – Till date (Quantum Advisors Private Limited) Mr. Ajit Dayal is the Founder of Quantum Advisors Private Limited (earlier known as Quantum Financial Services Private Limited), India's First institutional Equity Research House in 1990. He held the position of CEO & CIO till January 29, 2007. He has resigned from the post of Director effective August 24, 2017 which was held by him since January 1990. However, he continues to be a member of the portfolio team for India equity products of the Firm. • April 2015 – Till Date –He has been associated with QIEF Management LLC (QIEF), a subsidiary of Quantum Advisors based in Mauritius, since April 1, 2015. During his tenure, he served as a Director on the Board till 2017 and was also a member of the Investment Committee till 2025. Presently he continues to be associated with QIEF as a Consultant, providing advisory support on various strategic and business related matters. • 2007 Till March 2015 - Held position of CEO & CIO of QIEF since January 2007. • 1997 – 2004 (Hansberger Global Investors -“HGI”) - Mr. Dayal was Deputy Chief Investment Officer and subsequently offered the role of CEO in December 2003. HGI provided investment advisory services to its own family of mutual funds. • 1992-1995 – (Jardine Fleming) - As Director on the Board of Jardine Fleming Companies, he helped to attract FII Investment into India and also assisted Jardine Fleming companies in investing their corpus in Indian shares and GDRs. • 1988 - (UTI) - Mr. Dayal was the Chief Executive Officer of UTI Investment Advisory Services Limited, the Delaware-based investment advisor of The India Growth Fund, a closed-ended fund listed on the NYSE.

	• 1984-90 (Ashok Birla Group) - Associated with Ashok Birla Group and was responsible for the Birla-Warburg project involving preparation of a business case for the India opportunity and why the Ashok Birla Group would be a good potential joint venture partner for the companies like Yamaha, 3M, and Kennametal. Mr Dayal also led the efforts for the IPO of these three joint ventures in the Indian stock exchange and liaised with the investment bankers and the various management teams during the entire process.
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B. Ownership details/Shareholding pattern

- Management Team: **50.80%**, of which key individuals are:
 - Mr. Ajit Dayal, Founder - 34.97%
 - Mr. I V Subramaniam, MD & Group Head-Equities - 3.87%
 - Quantum Advisors ESOP Trust – 8.54%
 - Other Employees of the firm and its subsidiaries - 3.42 %
- External Investor: HWIC Asia Fund Class Q Shares* (HWIC Asia) - 49.20%

*HWIC Asia is ultimately beneficially owned by Fairfax Financial Holdings Limited (“FFHL”). FFHL is a financial services holding company which, through its subsidiaries, is engaged in property and casualty insurance and reinsurance and investment management activities. FFHL is listed on the Toronto Stock Exchange and is the ultimate parent entity of the Fairfax group.

HWIC Asia is not involved in the day-to-day management and operations of the business of Quantum Advisors including research and portfolio management. HWIC Asia intended to be a passive financial shareholder of the Company, but they have customary minority protection rights as a passive financial shareholder.

C. Particulars of Directors and their background

Mr. Ajay Nanavati		
Address	191-194, Pebble Bay Tower 4, 1 st Main RMV 2 nd Stage, Dollars Colony, Bengaluru 560094	
Qualification	• Degree in Chemical Engineering from Virginia Tech., USA	
Experience: General & Specific (in Brief)	• 2017 to March 2020 - He was a Non-Executive Chairman of Syndicate Bank • 2008 - He returned to India as the first Indian MD of 3M's only public company outside the US. • 2005 - He moved to Israel as Managing Director of 3M Israel. • 1998 - He moved to divisional Headquarter in Austin, Texas where he led the launch of a major new services diversification initiative for the corporation as well as integration of a large French/German acquisition • 1993 - He relocated to Singapore to manage the APAC region for the telecom business. • 1988 - He started his career with the Tata Group and joined 3M in India as its first employee. He is an active innovation evangelist on various forums, mentors start-ups/SME's and is an angel investor. He is the co-chair of the CII Directors Guild on corporate governance, a member of the CII Start-up council, Advisory Board of International Institute of Information Technology (IIITB) & Advisory Board of Israel Center, IIM-Bangalore.	
Ownership Details in QAPL	Nil	
Date of Appointment	Appointed as a Director effective March 15, 2019, and as the Non-Executive Chairman of the Board of Directors effective November 03, 2020	
Other Directorships	Company/Body Corporate	Position
	Alicon Castalloy Limited	Non-Executive/ Independent Director
	Grey Gurus Management Advisors LLP	Designated Partner

Ms. Marsha J. Vande Berg		
Address	2584 Filbert St, San Francisco, CA 94123	
Qualification	• Ph.D. from Vanderbilt University • Masters Degree from Duke University • Undergraduate: University of Iowa, University of Wuerzburg, Germany, Virginia Polytechnic Institute and State University	
Experience: General & Specific (in Brief)	• 2005-2014: Chief Executive Officer, Pacific Pension Investment Institute, a non-profit and educational resource for institutional investor, • 2016-2017: Fellow, Stanford University Distinguished Career Institute • January 2018: Visiting Fellow, University of California San Diego School for Global Policy and Strategy. • 2014-2016: Fellow, Harvard University Program on International Financial Systems • 2015 till date: Vice Chair Global Advisory Council , Official Monitory & Financial Monitory & Financial Institution Forum (OMFIF), London, 2015 Board and Committee Experience • Chair of the president’s Leadership Council, The Asia Foundation • Member, Standford DCI National Advisory Council, 2017 -2026 • Member, Council on Foreign Relations (CFR) National Committee, New York, 2010- 2018 • Adisory Director, RAND Global Emerging Risks Division, 2023 -till date • Japan Society of Northern California, Treasurer and Chair, Finance Committee, Director on Board • 1990 Institute and member, Nominations & Governance Committee, 2000-2022 • Director, IWF Legacy Foundation, 2014 – 2017 • Member, The Priory in the USA of the Order of St. John, 2024	
Ownership Details in QAPL	Nil	
Date of Appointment	July 2, 2014	
Other Directorships	Company/Body Corporate	Position
	The Asia Foundation	Chair of the President’s Leadership Council
	Official Monitory & Financial Monitory & Financial Institution Forum (OMFIF)	Vice Chair of Advisory Board
	Japan Society of Northern California	Director
	RAND Global Emerging Risk Advisory Board	Director
	University of San Francisco Center for Asia Pacific Studies	Director

Mr. Hormazdiyaar Vakil		
Address	122, Somerset House, 61 G. B. Desai Road, Mumbai, India, 400026	
Qualification	• Bachelor of Arts from University of Mumbai • LL.B. from University of Mumbai • Solicitor, Bombay Incorporated Law Society • Solicitor, the Law Society England and Wales	
Experience: General & Specific (in Brief)	• Mr. Hormazdiyaar Vakil is a former Partner in Mulla & Mulla & Craigie Blunt & Caroe, Advocates, Solicitors & Notaries since 1992. He enrolled on the roll of solicitors of the Bombay Incorporated Law Society in 1976, and was admitted as a solicitor of the Supreme Court of England in 1985. He specializes in commercial, corporate law, arbitration, testamentary and succession law, banking and real estate besides having a varied general practice. • Mr. Hormazdiyaar Vakil was one of the specialist editors of the 11th Edition (1988) of Ramaiya's Guide to the Companies Act and also written the Chapter on India in Editions 1, 2 and 3 in 2011, 2012 and 2013 of the India Investment Manual published by Asia Law and Practice, Hong Kong.	
Ownership Details in QAPL	Nil	
Date of Appointment	August 27, 2019	
Other Directorships	Company/Body Corporate	Position
	Foods and Inns Limited	Independent Director

Mr. Praveen Kadle		
Address	• 18, Floor-2, Plot-210/211, Cricket Club of India, Dinshaw Wachcha Road, Brabourn Stadium, Churchgate Mumbai, India, 400020	
Qualification	• Bachelors of Commerce with Honours from Bombay University, 1977 • Associate Member of the Institute of Chartered Accountants of India, 1981 • Member of the Institute of Cost and Work Accountants of India since 1981 • Professionally qualified Company Secretary from the Institute of Company Secretaries of India, 1983	
Experience: General & Specific (in Brief)	• Mr. Kadle is recipient of many recognitions and awards such as CFO of the Year Award in the years 2004, 2006, Best CFO in Auto Sector in the year 2007. Praveen was inducted in to “CFO - Hall of Fame” in 2008. He was recognized “Indian Business Leader of the Year” in 2015 by ‘Horasis’, a Global Leadership Institute and Best Indian CEO in Financial Services Sector by Finance Asia in 2017. • He has also been associated with CRY (Child Rights and You), the most respected social sector player for last fourteen years as an Honorary Trustee and Treasurer and actively involved with various public charitable institutions.	
Ownership Details in QAPL	Nil	
Date of Appointment	November 26, 2020	
Other Directorships	Company/Body Corporate	Position
	Prachetas Capital Private Ltd.	Chairman and Managing Director
	Beam Global Spirits & Wine (India) Private Ltd.	Chairman and Non-Executive Director
	Garware Fulflex India Private Ltd.	Non-Executive Director
	International Asset Reconstruction Company Private Limited	Chairman and Non-Executive Independent Director
	Veedol Corporation Limited (Formerly known as Tide Water Oil Company India Ltd.)	Non-Executive Independent Director
	Persistent Systems Ltd.	Non-Executive Independent Director
	Tata International Ltd.	Non-Executive Independent Director
	Shivakrthi Realtors LLP	Designated Partner
	Rithwik Foundation for Performing Arts	Non-executive Director
	Veedol UK Limited (Formerly Price Thomas Holdings Limited)	Non-Executive Independent Director
	Divgi TorqTransfer Systems Ltd.	Chairman and Non-Executive Independent Director
	Tata International Metals (America) Ltd.	Non-Executive Director
	Atul Limited	Non-Executive Independent Director
	Tata International Singapore Pte. Limited (TISPL)	Non-Executive Director
	Royal Castor Products Limited	Non-Executive Independent Director

Mrs. Nalini Kak		
Address	Flat No 2B, Louvre 1, Raisina Residency, Sector 59, P.O. Kadarapur, Gurgaon-122 101.	
Qualification	• Bachelor of Arts in English Literature, Economics, History from Lucknow University. • Master of Arts in Modern Indian History from JNU, Delhi.	
Experience: General & Specific (in Brief)	• Aug 2023-Current: Empanelled with Dedicated Freight Corridor Corporation of India Ltd. as arbitrator. • 2019-2021: Ms. Kak was Independent Director of Quantum Trustee Company Private Ltd. • March 2020: Empanelled as Arbitrator/Co-arbitrator by Northern Railway, IR, for resolution of contractual disputes between Railway & Other parties. • Dec 2016 - Dec 2017: Additional Member, Budget –Railway Board (Special Secretary to GOI). • 1981-2017: over 36 years of experience in Indian Railways Accounts Services (IRAS) (Government of India) in Accounting, Budgeting & Finance. Other Associations: • Arbitrator on the panel of Arbitrators of Northern Railway • Arbitrator on Arbitration Tribunal of Dedicated Freight Corridor Corporation of India Limited (DFCCIL)	
Ownership Details in QAPL	Nil	
Date of Appointment	June 25, 2021	
Other Directorships	Company/Body Corporate	Position
	Nil	

Mr. Derek Brodersen		
Address	3034 Watson Landing SW, Edmonton, Alberta, Canada, T6W 2G4.	
Qualification	• Bachelor of Commerce from the University of Manitoba. • M. B. A from the York University. • Holds the designation of Chartered Financial Analyst. • Holds the designation of ICD.D from the Institute of Corporate Directors at the Rotman School of Management.	
Experience: General & Specific (in Brief)	• Mr. Brodersen is a corporate director and strategic advisor based in Edmonton, Canada. Until 2021 he was Chief Investment Officer of the Alberta Teachers' Retirement Fund Board (ATRF) where he built and led a 40-person investment team managing CAD 22 billion in pension assets across both public and private markets. Prior to ATRF, Derek was Vice President, Equities at Crown Life Investment Management, and managed investments in the firm's fixed income and private equity areas. • Mr. Brodersen is a Chair of the Board of Crescero Natural Capital Inc. (Formerly known as AGinvest Farmland Properties Canada) and a member of the Investment Committee of the Municipal Pension Plan of British Columbia. Previously Derek was Chair of the Investment Committee of the University of Alberta and served on the boards of the Pacific Pension and Investment Institute and the Canadian Coalition for Good Governance.	
Ownership Details in QAPL	Nil	
Date of Appointment	June 28, 2023	
Other Directorships	Company/Body Corporate	Position
	Crescero Natural Capital Inc. (Formerly known as AGinvest Farmland Properties Canada INC.)	Director
	Crescero Natural Capital GP Inc.	Director
	Public Sector Pension Investment Board	Director

Mr. I.V. SUBRAMANIAM		
Address	605/6 Raheja Acropolis, Athena Building, Deonar-Pada Road, Deonar Village, Chembur, Mumbai- 400 088	
Qualification	• Bachelor of Commerce from Osmania University • Bachelor of Law from Osmania University • Company Secretary from ICSI • Diploma in Business Finance from ICFAI • CFA Charter holder CFA Institute USA	
Experience: General & Specific (in Brief)	• Quantum Advisors Private Limited (QAPL) ○ January 1, 2021 till date MD & Group Head - Equities ○ May 16, 2018 till December 31, 2020 MD, CEO & CIO (was also appointed as Compliance Officer between March 2019 to May 2019) ○ May 16, 2013 till May 15, 2018 Managing Director & CIO ○ November 2009 to May 15, 2013 CEO & CIO ○ December 3, 2007 to November 2009- CIO ○ January 29, 2007 to December 2, 2007- CEO & CIO November 15, 2006 to January 28, 2007- Deputy CIO ○ June 1996 to October 2005 – Was holding various positions in the Firm which includes; Research Analyst, Head Equity Research and Portfolio Manager. • Quantum Asset Management Company Private Limited (QAMC), a 100% subsidiary of QAPL – ○ Oct 2005 to Nov 2006 - Sr. Fund Manager & Head Research of QAMC. ○ November, 2006 to March 31, 2021- Director of QAMC ○ May 2018 to March 31, 2021- Chairman, Board of Directors. • Prior to 1996- ○ Industry and Company Analysis for Securities Capital (I) Private Limited. ○ Apprenticeship with Company Secretary, Homi H VimaDalal ○ Project Reports and Fund Management for Sunku Auto Limited ○ Handling of Public Issues in Registrar Division of Karvy Consultants ○ Managing Operations for D.B.T. Kumar Member Hyderabad Stock Exchange	
Ownership Details in QAPL	Owns 3.87% equity shares of QAPL.	
Date of Appointment	Managing Director of Quantum Advisors Private Limited since May 16, 2013	
Other Directorships	Company	Position
	Helpyourngo.com India Private Limited	Director
	Money Simplified Services Private Limited	Director
	Personalfn Insurance Services India Private Limited	Director
	Primary Real Estate Advisors Private Limited	Director
	Quantum Information Services Private Limited	Chairman
	HelpYourNGO Foundation	Director



	Naturals Streets for Performing Arts Foundation	Director
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(iii) Top 10 Group companies/firms of the portfolio manager on turnover. basis (latest audited financial statements may be used for this purpose)

1. Quantum India (Mauritius) Limited*
2. Quantum Asset Management Company Private Limited
3. Q India (UK) Limited*
4. PREI Management Limited, Mauritius *
5. QIEF Management LLC, Mauritius *
6. Primary Real Estate Advisors Private Limited
7. Quantum Information Services Private Limited
8. Q India Corp *
9. Quantum Trustee Company Private Limited
10. Ark Neo Financial Services Private Limited

** While calculating turnover, conversion rate used is 1 US Dollar= INR 94.5975/- and 1 GBP=125.1333as on June 30, 2026.*

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

Quantum Advisors Private Limited offers following types of Services:

Discretionary Services: Under these services, the choice as well as the timings of the investment decisions and its execution rests 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 fund's is absolute and final and can never be called in question or be open to review at any time during the currency of the agreement or at any time thereafter except on the ground of fraud, malafide, conflict of interest or gross negligence. This right of the Portfolio Manager shall be exercised strictly in accordance with the relevant Acts, Regulations, guidelines and notifications in force from time to time. Periodical statements in respect to Client's Portfolio shall be sent to the respective Client.

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 by the Client from time to time. The Client will have complete discretion to decide on the investment (Stock Quantity and Price or amount). Under this service, the Portfolio Manager inter alia manages transaction execution, accounting, recording or corporate benefits, valuation and reporting aspects on behalf of the Client entirely at the Client's risk.

Advisory Services: 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 investment requirement, and his own professional skills. The same is non – binding and non-discretionary in nature or on such terms as mentioned in the Client agreement. For such services, the Portfolio Manager charges the Client a advisory 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.

Important Disclosure: Quantum Advisors provides a direct onboarding option to clients who wish to avail our services, without intermediation of persons engaged in distribution services.

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 SEBI or the directions issued by the SEBI under the Act or Rules or Regulations made thereunder.	None
(ii)	The nature of the penalty/direction.	Not Applicable
(iii)	Penalties/fines imposed for any economic offence and/or for violation of any securities laws.	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 SEBI or any regulatory agency.	None
(vi)	Any enquiry/ adjudication proceedings initiated by the SEBI 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 there under.	None

5. Services Offered

(i) Investment Approaches of the Portfolio Manager

The various products/Investment Approach offered by the Portfolio Manager under its Discretionary Portfolio Management and Advisory services are:

a. Equity Product/Investment Approach:

1. Q India Value Equity Strategy:

Strategy: Equity

Investment Objective:

The primary investment objective of QAPL for this product is to achieve long term capital appreciation from a fully equity oriented portfolio that are in a position to benefit from the anticipated growth and development of the Indian economy and its investment universe will be as far as possible the companies constituting the BSE 200 or any appropriate additions made thereto and will be subject to any specific guidelines prescribed by clients. However, considering the market conditions, QAPL may at its discretion, invest in one or more financial and money market instruments.

Investment Philosophy and Strategy:

We follow the value investment philosophy and employ a bottom-up process for portfolio construction.

Our investment philosophy and strategy involves the use of intensive qualitative and quantitative fundamental analysis, to build and monitor our clients' portfolios actively while at the same time avoiding excessive trading, and to control risk by endeavouring to keep our clients' portfolio adequately diversified, both in terms of the sectors included in those portfolios, as well as with respect to the level of concentration in any specific security. Our investment strategy is to invest in companies which we believe are attractively priced in the market when compared to our valuation of the companies. We do not make sector calls. We make stock calls that lead to certain sector weights. We believe that our investment process is unique as it is "team-driven" and not based on the existence of a "star" fund manager. In addition to the "team" structure, we believe that our investment process has a calibrated risk approach and a long-term orientation. Investment decisions are based on the consensus of the portfolio team and are executed by the respective portfolio manager in line with the applicable guidelines and specific client mandates.

We evaluate the companies in which we invest based on their businesses, the strength of their balance sheets and cash flow relative to their long term goals and other factors including our assessment of the skill and expertise of the company's management team and the long term potential for both the company and the market in which it operates. We generally buy stocks at a discount to what we believe is the intrinsic value of the stock. Such opportunities may arise for a variety of reasons ranging from the belief that the market has undervalued a company, to an

assessment that there is opportunity for significant profit or market share growth given the dynamics of the sector a company operates in, or as a result of the company's competitive or proprietary advantages.

Our investment portfolio will generally consist of equity shares of listed companies in India having an average daily trading volume of USD 1 million or above in the preceding 12 months. The process of building the portfolio is a team drive process.

We avoid investment in companies:

- With record of poor treatment of minority shareholders; that have blatantly violated environmental rules and regulations; that have acquired national properties from government through questionable means; that follow other similarly questionable practices
- With questionable accounting practices
- With weak business models
- Where it is not clear as to who exactly are the founders of the company

As a practice we generally do not invest in companies that derive more than 20% of their total revenues from tobacco, hard liquor or gambling/casino activities. The term hard liquor does not include wine and beer.

The stocks also pass through further screens (including integrity screens) such as:

- Are there too many related party transactions?
- Is there a succession plan in place?
- Is it a company where only one person runs it?
- Has the management changed and become better or become worse?

Each investment decision is supported by an approved research report and the investment justification.

- Generally, minimum holding in any one stock is 2% (at the time of initial investment) and the maximum is 6% at cost and 10% at current market prices. The portfolio is monitored regularly and rebalanced suitably whenever required. The portfolio manager may also rebalance a client portfolio in case of any fresh contribution in to or withdrawal from a client account.

Minimum and Maximum portfolio holding: The Firm generally holds 25-40 stocks in a client portfolio.

We sell investments in companies when we believe the market price of those investments has exceeded our assessment of the long-term value of those companies or when we believe adverse changes to a company's management, prospects or the markets in which it operates have occurred. We evaluate the company valuations on fundamental criteria (dividend yields, price to earnings, price to cash flow, price to book value, and other different measures of share price ratios), and also do comparative evaluation against peer group, its history and the overall equity markets.

Although we believe market liquidity to be an important tool to mitigate investment risk, depending on the client-specific mandate, we may make opportunistic investments in relatively illiquid securities, including securities in unlisted companies.

Portfolio Construction:

The stock has to be under active and current coverage with an average daily trading volume of USD 1 million over last 1 year. Each stock in our 'Estimates Database' has a pre-assigned Buy / Sell Limit. This is an INR price, based on underlying fundamental criteria. We, generally, buy a new stock at the pre-determined Buy Price (or below). We generally sell an existing stock at the pre-determined sell price or above. We may add to a stock we already own if it is between the pre-determined Buy and Sell price. QAS is benchmark agnostic and leaves it to the client to specify a benchmark against which we must be compared.

The portfolio team takes the decision on portfolio weights. These are a function of:

1. Reliability of management
2. Quality of earnings
3. Stability of Earnings
4. Upside potential
5. Alternatives/cash

Higher importance is given to the first three points stated above in deciding the weights. For instance, if we are deciding between two stocks with similar upside potential, a stock that is rated higher on stability, quality and reliability will earn a larger portfolio weight.

We will let stocks run up to a maximum of 10% of the portfolio (current market price/NAV) before we begin to trim the position.

We sell when the stock price reaches our sell limit and there has been no revision in our sell limits or when we change our view on the management.

Description of types of securities:

QAPL invests funds in equity shares, stocks, scrips. It may also invest in any financial, money market or other instruments or investments limited to bonds, units of mutual funds, bank deposits, convertible debentures, non-convertible debenture, certificate of deposits, Government securities, treasury bills and certificates of securitized debt subject to restrictions imposed in Portfolio Management Agreement with clients.

Benchmark: BSE 500 Total Return Index (TRI)

Basis for choice of Benchmark:

With effect from April 1, 2023, QAPL has chosen BSE 500 as benchmark pursuant to guidelines issued by SEBI on Performance Benchmarking and Reporting vide circular dated December 16, 2022. BSE 500 comprises of stocks which are highly liquid (predominantly Large Cap) and broadly covers our investment universe under this investment approach. Hence, we believe it makes a good benchmark as the portfolio has a bias towards highly liquid stocks. However, the

performance of the portfolio may not be strictly comparable with the performance of the Benchmark, due to inherent differences in the construction of the portfolios, and the volatility of the benchmark over any period may be materially different than that of the portfolio over the same period.

Prior to this, till March 31, 2023, QAPL used BSE 200 TRI as benchmark for this investment approach.

Investment Horizon: 3 to 5 years and above.

2. Q India Responsible Returns Strategy:

Strategy: Equity

Investment Objective:

The Investment Objective of the strategy is to achieve long-term capital appreciation by investing in equity share of companies that have relatively better environmental, social and governance practices as measured through our proprietary Integrity Scoring methodology.

Investment Philosophy, Strategy and Portfolio Construction Process:

The strategy focus is to follow a comprehensive 'Integrity Scoring Framework' in order to develop a deeper understanding of a company's management practices, sustainable businesses and risk profile, which would thereby help us in understanding the impact on long-term sustainability that drives performance. The aim is to invest in businesses, which are ensuring sustainable management of natural and human resources, diversity within the organizational structure, prudent management and socially responsible framework of business. The portfolio will include shares of all companies above a particular threshold Integrity score. The score is derived using our proprietary methodology to analyse the Environmental, Social and Governance practices of the companies in our investment universe.

The primary focus will be on identifying companies based on two criteria. First is for selecting companies under coverage and second is for selecting companies in the portfolio.

The first criterion is selecting companies generally trading with liquidity of minimum USD 1 million on an average over the last 12 months.

The second criterion is selection of companies based on their Integrity score. Each company/security, which is filtered on the basis of the first criterion, will be scored on Integrity Score parameters using data sources such as sustainability reports (Global Reporting Initiative Framework), Business Responsibility Reports (BRR) and other publicly available documents. Active weights of a security within their respective sector will be determined by the Integrity Score. A higher Integrity Score of a security within the sector will generally have a higher relative weight and vice versa. The selection process ensures completely eliminating exposure to companies that scores below the set threshold on Integrity Score criteria. The sum total of the weights of securities in a sector will track sector weights of broad well diversified indices subject to the sector having

enough depth in terms of companies with their individual Integrity scores to match the sector allocation given the guardrails around individual stock weights in relation to their Integrity scores.

The allocations focus on governance and sustainability; hence will be agnostic to valuations. However, the stocks would also be screened for a financial sustainability check before included in the portfolio. Stocks with weak financial stability will be completely excluded and ones not meeting the threshold but with improving financial profile will be adjusted to a lower weight as per the financial assessment of companies.

Portfolio Construction:

- For being considered for the portfolio a stock should generally have an average liquidity of minimum USD 1 million over the last 12 months.
- Generally, every Stock with an Integrity Score equal to or above the threshold Integrity Score and meeting the financial sustainability criteria may be expected to be part of the portfolio.
- The fund manager would generally not try to time the market and will add stocks that meet the Integrity Score criteria. Every stock in the portfolio will be bought and sold on the basis of weights allotted to it and will be value agnostic.
- The fund manager will set sector weights for the portfolio in accordance with sector weights of a broad well diversified India equity Index like the MSCI India Index.

In case, there are no stocks with Integrity Score greater than or equal to the set threshold Integrity Score in a particular sector, the weightage of that sector is redistributed on a relative basis among other sectors, where the stocks meet the Integrity score criteria. Consequently, the weightages of individual stocks qualifying the Integrity Score criteria within those sectors will also change accordingly.

Underlying theme:

The underlying theme of this strategy is to build a portfolio of securities following an investment strategy that is valuation agnostic and focuses on identifying high governance listed Indian companies based on its proprietary integrity score. .

Benchmark: BSE 500 Total Return Index (TRI)

Basis for choice of Benchmark:

With effect from April 1, 2023, QAPL has chosen BSE 500 as benchmark pursuant to guidelines issued by SEBI on Performance Benchmarking and Reporting vide circular dated December 16, 2022. The benchmark comprises of stock which are highly liquid and broadly covers our investment universe under this investment approach. Hence, we believe it makes a good benchmark as the portfolio has a bias towards highly liquid stocks. However, the strategy's performance may not be strictly comparable with the performance of the Benchmark, due to inherent differences in the construction of the portfolios, and the volatility of the benchmark over any period may be materially different than that of the strategy over the same period.

Prior to this, till March 31, 2023, QAPL used MSCI India Index as benchmark for this investment approach.

Suggested investment horizon: 3 to 5 years and above.

SFDR Disclosures: Q India Responsible Return Strategy is offered to the investors in European region. Disclosures required under Sustainable Finance Disclosure Regulation (SFDR) are provided in **Annexure A**.

3. **Q India Small Cap Strategy:**

Strategy: Equity

Investment Objective

The Strategy seeks to generate long term capital appreciation by investing predominantly in shares of Indian listed Small Cap companies.

Investment Philosophy and Strategy:

The investment strategy of the product will be to invest in a basket of stocks after using intensive fundamental analysis, both quantitative and qualitative, monitor the portfolio actively but not so as to engage in excessive trading, and control risk by keeping the portfolio adequately diversified (both in terms of the sectors included in the portfolio as well as with respect to the level of concentration of any particular investment).

The Strategy seeks to generate capital appreciation over long term by building and maintaining a diversified portfolio, predominantly of shares of Indian listed Small Cap companies. The Portfolio might also have exposure to equity & equity related instruments of other companies or units of mutual funds depending on the opportunities that broad equity markets provide from time to time. On defensive or liquidity considerations, the Strategy may also invest in debt and money market instruments including short term mutual funds and bank deposits.

The primary focus of the Strategy will be on companies that will typically be Small Cap Companies with due consideration to market cap and liquidity of the stocks under evaluation. The aim of strategy will be to predominantly build a portfolio of small-cap companies which have:

- a) potential for growth
- b) good capital allocation
- c) sustainable business model and cash flows
- d) reasonable valuations that offer potential for capital appreciation
- e) high standards of corporate governance

In addition to the above, in selecting stocks for the portfolio, the Fund Manager will also focus on the fundamentals of the business, the industry structure, sensitivity to economic factors, the financial strength of the company and the key catalyst for earnings growth.

Valuations will be developed based on the business of the company, the environment in which it operates, the skills and resources of its management, the strength of its balance sheet and cash flow relative to its long term goals, and other fundamental sector criteria. While the portfolio

focuses primarily on a buy and hold strategy at most times, it will balance the same with a rational approach to selling when the valuations become too demanding even in the face of reasonable growth prospects in the long run or if there are adverse changes to that company's management, business prospects or the markets in which that company operates or other better alternatives if available.

The strategy does not make sector calls. It follows a bottom up approach for stock selection.

Portfolio Construction:

For being considered for the portfolio, the stock has to be under active and current coverage with an average daily trading volume of INR 20 million over last 1 year. Each stock in the Firm's Database' has a pre-assigned Buy / Sell Limit. This is an INR price, based on underlying fundamental criteria. We generally, buy a new stock at the pre-determined Buy Price (or below). We generally sell an existing stock at the pre-determined sell price or above. We may add to a stock we already own if it is between the pre-determined Buy and Sell price.

We may also buy / add to a stock at a price that is different to its Buy Limit depending on the relative attractiveness of stock considering factors like upside potential and other investment merits. We could also sell a stock below its Sell Limit if there are visible risks to the target price or any management concerns or if other opportunities are more attractive.

The Firm is benchmark agnostic and leaves it to the client to specify a benchmark against which we must be compared. The Firm has adopted Benchmark – BSE 500 index, which is broad index to measure equity market performance. We are indifferent to whether a stock is in the index or not although we recognise its effect on liquidity.

Exposure limits: Generally, minimum holding in any one stock will be 2% and the maximum single stock exposure would be 4% at cost and 10% at current market price. The Firm would generally hold 25-60 stocks in a client portfolio.

The portfolio will be monitored regularly and rebalanced suitably whenever required. The portfolio manager may also rebalance a client portfolio in case of any fresh contribution in to or withdrawal from a client account.

Portfolio Turnover: The portfolio management style is conducive to a low portfolio turnover rate. However, it is difficult to estimate with any reasonable measure of accuracy, the likely turnover in the portfolio. If trading is done frequently there may be an increase in transaction cost such as brokerage paid etc. The Fund Manager will endeavour to optimize portfolio turnover to maximize gains and minimize risks keeping in mind the cost associated with it. The Strategy has no specific target relating to portfolio turnover.

Underlying Theme: The Strategy aims to invest in Small Capitalization companies. As these companies are small-sized, they have a greater potential to grow than mid to large cap companies and deliver profitable returns to the investors/clients over a long term.

Benchmark: BSE 500 Total Return Index (TRI)

Basis for choice of Benchmark:

The benchmark comprises of stock which are highly liquid and broadly covers our investment universe under this investment approach. Hence, we believe it makes a good benchmark as the portfolio has a bias towards highly liquid stocks. However, the strategy's performance may not be strictly comparable with the performance of the Benchmark, due to inherent differences in the construction of the portfolios, and the volatility of the benchmark over any period may be materially different than that of the strategy over the same period.

Investment Horizon: 3 to 5 years and above.

4. Q India Ethical Returns Strategy

Strategy: Equity

Investment Objective:

The Strategy seeks to generate long term capital appreciation by investing in equity and equity related instruments of companies following an Ethical Set of Principles.

Investment Philosophy and Strategy:

The Strategy seeks to generate capital appreciation over long term by building and maintaining a diversified portfolio predominantly of equities of listed Indian companies meeting an Ethical Set of Principles including of Shariah, Jainism and other ethical principles encompassing a broad Ethical Framework. Such companies meeting the ethical criteria will be further screened through Quantum's proprietary integrity framework. These companies will also undergo a financial evaluation based on a set of metrics to ensure they are financially sound before being included in the portfolio.

These Ethical Principles guide the overall investment framework and decision-making process.

Ethical Investment Framework

I. Ethical Exclusions

The Strategy will avoid investing in companies that generate revenues from:

- Alcohol
- Gambling and Betting
- Tobacco
- Vulgar entertainment
- Film exhibition
- Media broadcasting and content
- Film production and distribution

II. Additional Exclusions

The Strategy will also exclude companies involved in:

- Mainstream/conventional financial services
- Narcotic substances or anything largely harmful to society
- Leather industries
- Meat and poultry industries or any form of animal cruelty
- Animal testing (including pharmaceutical companies involved in such practices)

III. Financial Screening

In line with certain ethical considerations, financial screening will ensure that portfolio companies have Interest-based debt and Interest income less than the thresholds as prescribed by the Shariah compliance certifying agency from time to time.

Currently, the threshold specified by the Shariah compliance certifying agency are as follows:

- Interest-based debt is less than 25% of total assets
- Interest income is less than 3% of total income

This financial screening is separate from evaluating financial metrics to ascertain a company's financial soundness.

IV. Integrity Screening

Companies that meet the above criteria will undergo further screening by Quantum's investment process. The strategy aims to match sector weightages with broad, well-diversified indices for the Indian equity markets, subject to ethical screening. The objective is to invest in companies within each sector that score highly on integrity parameters.

Companies meeting the above criteria will further be screened by Quantum's proprietary integrity framework. The strategy determines sector weightages to reflect that of broad well diversified indices for the Indian equity markets subject to Ethical screening. Further, the strategy aims to invest in companies within each sector that stand high on the integrity parameters. The integrity check assesses non-financial aspects of a company's behavior with its various stakeholders, including governance, regulatory risks, and future preparedness. The Governance aspects, how well governed is the company under consideration. Further, the Investment Team will also look at various measures like its preparedness for risks from regulatory as well as disruption like emerging environmental and other regulations or to company specific factors like the conduct with the labour forces which could indicate issues like possibilities of strikes, supply chain disruptions etc. The forward looking assessment of how well is the company prepared for the future with its pro stakeholder behavior whether its if for shareholders, employees, community in which it operates or be its the environmental aspects amongst various stakeholders around the company.

The investment strategy of the Strategy will be to invest in a basket of stocks after intensive analysis on the integrity aspects of the company. The aim is to follow a comprehensive stakeholder approach in order to develop deeper understanding into a company's management practices, sustainable businesses and risk profile, which would thereby help us in understanding the impact on long-term sustainability and stability that drives performance. The companies will also be evaluated on various financial aspects to ensure its on a sound footing further reducing financial risk with such investments.

The primary focus of the Strategy will be on companies based on the following criteria:

1. Exclusion criteria

2. Companies trading USD 1 million on an average per day for last 12 months
3. Companies qualifying Ethical Set of Principles including principles like Shariah, Jainism etc amongst broad set of Ethical principles
4. Companies scoring positively on Integrity assessment
5. Companies meeting the criteria for financial soundness that includes leverage, Return on Invested Capital, growth in free cash flow etc.

Portfolio Construction:

1. Every Stock with integrity score equal to or above the threshold integrity score will be part of the portfolio.
2. The Portfolio Manager would generally not try to time the market and will add stocks that meet the Ethical and integrity criteria actively to capitalize on opportunities post through assessment of potential companies. Every stock in portfolio will be bought and sold on the basis of weights allotted to it and will be value agnostic.

The Portfolio Manager will set sector weights for the portfolio in accordance with sector weights of a broad well diversified India equity Index.

3. In case, there are no stocks meeting the Ethical criteria and the integrity score greater than or equal to the set threshold composite score in a particular sector, the weightage of that sector is redistributed on a relative basis among other sectors, where the stocks meet the criteria. Consequently, the weightages of individual stocks qualifying the criteria within those sectors will also change accordingly.
4. The Portfolio Manager will seek to periodically rebalance the portfolio on account of a new addition of stock, company specific events and in case of change in the view of the sector or the company.

The Strategy will invest only in securities which are part of the Ethical Compliant Universe. In case of change in Ethical screening of any company post investment by the Strategy, the Investment Team will exit from the scrip in a reasonable time.

Underlying theme:

The underlying theme of this strategy is to build a portfolio of securities following an investment strategy that is valuation agnostic and focuses on identifying listed Indian companies following an Ethical Set of Principles.

Benchmark: BSE 500 Total Return Index (TRI)

Basis for choice of Benchmark:

The benchmark comprises of stock which are highly liquid and broadly covers our investment universe under this investment approach. Hence, we believe it makes a good benchmark as the portfolio has a bias towards highly liquid stocks. However, the strategy's performance may not be strictly comparable with the performance of the Benchmark, due to inherent differences in the

construction of the portfolios, and the volatility of the benchmark over any period may be materially different than that of the strategy over the same period.

Suggested investment horizon: 3 to 5 years and above.

5. Q India Flexi Cap Strategy:

Strategy: Equity

Investment Objective

The Strategy seeks to achieve long-term capital appreciation by investing in a diversified portfolio of large, mid and small cap companies.

Investment Philosophy and Strategy:

The investment strategy of the product will be to invest in a basket of stocks across market caps after using intensive fundamental analysis, both quantitative and qualitative, to monitor the portfolio actively but not so as to engage in excessive trading, and control risk by keeping the portfolio adequately diversified (both in terms of the sectors included in the portfolio as well as with respect to the level of concentration of any particular investment).

This product follows an active investment strategy and seeks to generate capital appreciation by building and maintaining a diversified portfolio of large, mid and small cap stocks, depending upon relative opportunities. The Strategy will invest dynamically in any segment of the market based on better growth opportunities or relative valuation. On defensive or liquidity considerations, the Strategy may also invest in debt and money market instruments.

The focus of the Strategy will be on companies that offer:

- a) potential for growth
- b) good capital allocation
- c) sustainable business model and cash flows
- d) reasonable valuations that offer potential for capital appreciation
- e) high standards of corporate governance

In addition to the above, in selecting stocks for the portfolio, the Fund Manager will also focus on the fundamentals of the business, the industry structure, sensitivity to economic factors, the financial strength of the company and the key catalyst for earnings growth in stock selection.

While the portfolio focuses primarily on a buy and hold strategy at most times, it will balance the same with a rational approach to selling when the valuations become too demanding even in the face of reasonable growth prospects in the long run or if there are adverse changes to that company's management, business prospects or the markets in which that company operates or other better alternatives if available.

The strategy does not make sector calls. It follows a bottom up approach for stock selection.

Portfolio Construction:

For being considered for the portfolio, the stock has to be under active and current coverage with an average daily trading volume of INR 2 crores over last 1 year. Each stock in the Firm's Database' has a pre-assigned Buy / Sell Limit. This is an INR price, based on underlying fundamental sector criteria. We generally, buy a new stock at the pre-determined Buy Price (or below). We generally sell an existing stock at the pre-determined sell price or above.

We may also buy / add to a stock at a price that is different to its Buy Limit depending on the relative attractiveness of stock considering factors like upside potential and other investment merits. We could also sell a stock below its Sell Limit if there are visible risks to the target price or any management concerns or if other opportunities are more attractive.

The Firm is benchmark agnostic and leaves it to the client to specify a benchmark against which we must be compared. The Firm has adopted Benchmark – BSE 500 index, which is broad index to measure equity market performance. We are indifferent to whether a stock is in the index or not although we recognise its effect on liquidity.

Exposure limits: Generally, minimum holding in any one stock will be 1% and the maximum single stock exposure would be 6% at cost and 10% at current market price. The Firm would generally hold 25-80 stocks in a client portfolio.

The portfolio will be monitored regularly and rebalanced suitably whenever required. The portfolio manager may also rebalance a client portfolio in case of any fresh contribution in to or withdrawal from a client account.

Portfolio Turnover: The portfolio management style is conducive to a low portfolio turnover rate. However, it is difficult to estimate with any reasonable measure of accuracy, the likely turnover in the portfolio. If trading is done frequently there may be an increase in transaction cost such as brokerage paid etc. The Fund Manager will endeavour to optimize portfolio turnover to maximize gains and minimize risks keeping in mind the cost associated with it. The Strategy has no specific target relating to portfolio turnover.

Underlying Theme: The Strategy is designed to curate a diversified portfolio of listed Indian companies across market capitalisations through flexible investment approach that emphasizes business quality, governance standards, prudent capital allocation and valuation discipline.

Benchmark: BSE 500 Total Return Index (TRI)

Basis for choice of Benchmark:

The benchmark comprises of stock which are highly liquid and broadly covers our investment universe under this investment approach. Hence, we believe it makes a good benchmark as the portfolio has a bias towards highly liquid stocks. However, the strategy's performance may not be strictly comparable with the performance of the Benchmark, due to inherent differences in the construction of the portfolios, and the volatility of the benchmark over any period may be materially different than that of the strategy over the same period.

Investment Horizon: 3 to 5 years and above

6. Other client funds under management:

Apart from the equity products (Investment Approach) offered as described above, the Portfolio Manager currently also manages client funds in equity strategies under its discretionary portfolio management services as Separately Manages Accounts (SMA) of Institutional Investors (Foreign Portfolio Investors – FPI's). Considering the client specific customised nature of these mandates, each of these SMAs are treated as a separate Investment Approach managed by the Portfolio Manager.

Currently, the Portfolio Manager manages such SMAs, having Q India Value Equity Strategy as the underlying strategy. Each of these SMA have certain cash level and stock/sector exposure related restrictions imposed and prescribed by the clients in their respective Investment Management Agreements (IMA).

Further, the clients of the Portfolio Manager also include pooled investment vehicles (Funds) based outside India, which are regulated investment vehicles under the applicable regulatory framework of their respective jurisdictions. These Funds are subject to their regulatory investment restrictions and investment limits as specified in the offering documents of the respective Funds.

BSE 500 Total Return Index (TRI) is the benchmark index for the mentioned approach (SEBI prescribed). Each of these SMA and Funds have a separate benchmark as mandated by the respective client or the Fund.

b. Fixed Income Product/Investment Approach:**Q India Sovereign Focus Bond Strategy****Strategy: Debt****Investment Objective:**

The objective of the fixed income product is to generate income and capital gains by investing in fixed income securities issued by the Central Government of India (Sovereign) and government owned companies (Public Sector Units – PSU) of Indian origin (PSU Corporate Debt). The approach would be Long-only; with no leverage and un-hedged.

Investment Philosophy, Strategy and Portfolio Construction Process:

Our investment philosophy reflects an intensive use of fundamental analysis, both quantitative and qualitative; to effectively construct and manage the portfolio based on the investment objectives as laid down by Client'.

We will endeavour to maintain consistent performance by seeking to balance yields and capital preservation as well as maintaining a high level of liquidity. We aim to actively monitor the local Indian interest rate markets as well as the developments in global markets and to rebalance the portfolio of investments and adjust its holdings as it deems necessary or desirable based on macro-economic factors and micro economic factors as described below. The product's investment strategy comprises a number of elements as set out under the sub-headings below:

Research and Investment Process:

The investment process which we use is systematic, disciplined and research driven. The investment decisions are arrived at by using a well-researched top-down approach. The research process combines macro factors (i.e. factors relating to the broad economy) and micro (i.e. security-level) factors for investment decisions.

The macro analysis will look at long-term macro economic indicators such as, without limitation, gross domestic product (GDP), inflation, fiscal and monetary policy, deficits and currency, global macro economic changes that may impact the domestic environment, liquidity, government borrowing and corporate borrowing. This macro analysis helps forecast the direction and level of interest rates.

The micro analysis will look at individual companies and instruments and will aim to identify good quality corporate securities; to identify undervalued securities on the yield curve and will look to analyse the associated risks of each investment.

Portfolio Construction:

We follow a top down (macro to micro) approach to build the client portfolio. We take a view on the direction of interest rates on the basis of its analysis of the macroeconomic factors and on the choice of security based on its micro analysis.

The macro and micro analysis will create a portfolio of securities based on the following considerations: maturity profile, credit quality (as described below), spread differential to its benchmark, liquidity of the underlying securities, the holding period and the risk profile of the securities.

We will primarily invest in the following instruments subject to applicable Government policies for investments in:

- Securities issued by Central Government of India – Government Securities and Treasury Bills, Commercial Papers (CPs) of government owned companies
- Corporate Debt securities issued by government owned companies – Non-Convertible Debentures (NCDs) and Bonds including Zero Coupon Bonds
- Debt obligations of government owned banks and financial institutions including perpetual and Upper Tier II bonds
- Floating rate Debt Instruments issued by Central Government and government owned companies, whose coupon rates are linked to a benchmark like the NSE MIBOR (Mumbai Inter-Bank Offer Rate) or the INBMK (Reuters Indian Government Bond Benchmark)

Investment Process and Portfolio Construction:

- Firm up the short term and long term view on various macro-economic factors
- Firm up a strong view on the domestic liquidity situation – as liquidity changes impacts yields of short term instruments
- Firm up view on the likely monetary policy actions by the RBI and its impact on the short term instruments and liquidity
- Firm up view on Spread and yield movements of different securities of different maturities belonging to different sectors
- Firm up view on the likely portfolio positioning given the above – Targeted Average Yield, Targeted average maturity, Portfolio Liquidity, Portfolio Credit Quality, Portfolio Sectoral Quality
- Review the Current Portfolio position – Portfolio maturity, Portfolio Liquidity, and identify Portfolio gaps to be filled
- Review the investor horizon, likely redemptions, likely inflows – Forecast the ALM (Asset-Liability Management) position
- Confirm whether likely ALM position fits with the intended portfolio positioning
- Is the likely risk worth taking?
- Firm up view on buying and selling
- Scan the market for opportunities – identify the potential securities
- Purchase or sell with proper justifications – market levels, spreads, YTM, HPRs
- Review the portfolio again for all parameters

Investment Restrictions:

Investments under this strategy will be made subject to the following investment restrictions:

Security	Investment limit (Per Issuer)	Investment limit (Per Issue)
Government Bonds	NA	50% of Net Assets
PSU Corporate Debt	10% of Net Assets	10% of Outstanding Issue

Suggested invested horizon: 2 to 3 years

Benchmark: Crisil Composite Bond Fund Index

Basis for choice of Benchmark:

The benchmark for the strategy since inception is the Crisil Composite Bond Fund Index. Crisil is an index of Government Securities, PSU bonds and Private Corporate Bonds. Crisil is a total return composite bond fund index consisting of Indian government bonds, AAA and AA rated PSU and private corporate bonds. Although, the Q India Fixed Income composite invests only in Indian Government Bonds and AAA rated PSU Corporate Bonds and does not invest in Private Corporate Bonds, we believe that Crisil is an appropriate benchmark. Also, Crisil is used as the primary benchmark by all the domestic bond funds, thus signifying higher acceptability amongst investors. The said benchmark however does not completely represent the strategy and the underlying portfolio of the strategy can be different as compared to the index constituents.

Allocation of portfolio across types of securities:

Under normal circumstances and in case of FI clients, as per availability of investment limits the asset allocation shall be as follows:

Type of Instruments	Minimum	Maximum
Indian Government Bonds	0%	100%
AAA India PSU Bonds – Bonds issued by Government owned Companies	0%	100%

Description of types of securities:

QAPL shall invest as per applicable Government policies for investments in:

- Securities issued by Central Government of India – Government Securities and Treasury Bills, Commercial Papers (CPs) of government owned companies
- Corporate Debt securities issued by government owned companies – Non Convertible Debentures (NCDs) and Bonds including Zero Coupon Bonds
- Debt obligations of government owned banks and financial institutions including perpetual and Upper Tier II bonds
- Floating rate Debt Instruments issued by Central Government and government owned companies, whose coupon rates are linked to a benchmark like the NSE MIBOR (Mumbai Inter-Bank Offer Rate) or the INBMK (Reuters Indian Government Bond Benchmark).

c. Multi-Asset Product/Investment Approach:**Quantum OCIO Strategy****Strategy:** Multi-Asset**Investment Objective:**

The Strategy seeks to generate long term capital appreciation by investing in a portfolio comprising of one or more asset classes such as equities, debt, commodities, real estate and other alternate asset classes based on client's investment objectives.

Investment Philosophy and Strategy:

The Strategy seeks to generate capital appreciation over long term by building and maintaining a diversified portfolio across asset classes equities, debt, commodities, real estate and other alternate asset classes. Towards this, the Portfolio Manager shall invest in various types of investments such as equity shares (listed as well as unlisted), preference shares, convertible bonds, government securities, PSU bonds, corporate bonds, money market instruments, mutual funds/ETFs, REITs, InvITs, AIFs, Gold bonds and other asset classes / instruments as may be available and permitted from time to time. The Portfolio Manager shall not invest the client's money in derivatives while it may invest in Arbitrage Funds.

The Portfolio Manager would construct the portfolio comprising of one or more asset classes after taking into account the client's investment objectives and risk appetite, and the terms and conditions specified in the respective client Agreement.

The Manager would monitor and rebalance the portfolio as and when required after using intensive fundamental analysis - both quantitative and qualitative, macroeconomic analysis, market sentiment, and valuation metrics, aiming to enhance risk adjusted returns.

Portfolio Construction:

The portfolio manager would use an asset allocation approach in deciding the weights in the portfolio across asset classes that would be based on client's risk profile, investment objective and internal research/insights on the risk and return of various asset classes.

In respect of Equity asset class, the Portfolio Manager would select stocks and/or equity mutual funds where it believes it would outperform the index over the investment period.

In respect of Debt asset class, the selection of debt securities, debt/liquid mutual fund, REITs and/or InvITs would be based on capital preservation, liquidity, and income generation possibility.

For commodities, the Portfolio Manager may primarily invest in Gold and Silver ETFs/Funds or Bonds.

Exposure Limits:

Equity: 10%-100%

Debt: 0%-90%

Commodities: 0%-75%

Real Estate: 0%-50%

Other Alternative Asset Classes: 0%-50%

Underlying Theme:

The strategy aims to invest across various asset classes such as equity, debt, commodities and real estate to deliver risk adjusted returns to investors over the long term.

Benchmark: NSE Multi Asset Index 2

Composition:

50%: NIFTY 500

20%: NIFTY Medium Duration Index

20%: NIFTY Arbitrage index

10%: INVIT/REIT

Basis for choice of Benchmark:

The Manager may invest across asset classes, hence Quantum Advisors has chosen NSE Multi Asset Index 2 as benchmark. The benchmark comprises of Nifty 500 stocks which are highly liquid and broadly covers our investment universe under this investment approach. The benchmark also consists of medium duration index which could be used for making debt investments. However, the strategy's performance may not be strictly comparable with the performance of the Benchmark, due to inherent differences in the construction of the portfolios, and the volatility of the benchmark over any period may be materially different than that of the strategy over the same period.

Suggested investment horizon: 3 to 5 years and above.

Apart from the multi-asset product (Investment Approach) offered as described above, the Portfolio Manager may also manage client funds in multi-asset strategies under its discretionary portfolio management services within client specific customised constraints. Due to the nature of these mandates, these mandates are treated as a separate Investment Approach managed by the Portfolio Manager from the Quantum OCIO approach described above.

While underlying strategy for this approach is Quantum OCIO Strategy, these accounts may have certain asset class level, security type level, cash level and stock/sector exposure related restrictions imposed by the client as prescribed in the client's Investment Management Agreement (IMA). In addition to NSE Multi Asset Index 2 as the benchmark index for this approach (SEBI prescribed), each of these client accounts may have a separate benchmark as mandated by the respective client.



- (ii) The policies for investment in associates/group companies of the Portfolio Manager and the maximum percentage of such investments therein subject to the applicable laws/regulations/guidelines**

As per Firm's Policy, it cannot invest in securities issued by any Related Party or Associate unless these are permitted under applicable regulations and prior consent of the client is obtained as provided under the applicable rules and regulations.

(iii) Minimum Portfolio Size

Regulation 23 of the SEBI (Portfolio Managers) Regulations, 2020 prohibits the Portfolio Manager from accepting from a client, funds and/or securities worth less than Rs. 50,00,000 (Rupees Fifty Lacs).

QAPL currently provides portfolio management services as below:

Accounts	Minimum account Size
Indian individual Private accounts (All Equity strategies)	INR 1,00,00,000/- (Indian Rupees One Crores)
International Institutional private accounts (Q India Value Equity Strategy)	USD 20,000,000 (USD Twenty Million)
International Institutional private accounts (Q India Responsible Returns Strategy)	USD 1,000,000 (USD One Million)
International Institutional private accounts (Q India Small Cap Strategy)	USD 1,000,000 (USD One Million)
International Institutional private accounts (Q India Ethical Returns Strategy)	USD 1,000,000 (USD One Million)
International Institutional private accounts (Q India Flexi Cap Strategy)	USD 1,000,000 (USD One Million)
Fixed Income-Focused international institutional accounts	USD 50,000,000 (USD Fifty Million)
Indian HNI's and family offices private accounts (Quantum OCIO strategy)	INR 1,00,00,000/- (Indian Rupees One Crores)

Minimum account sizes may vary, however, depending on the type of investment advisory services to be performed and may be negotiable (subject to the regulatory threshold) in certain circumstances.

The Clients can either give a Cheque of a requisite amount or the securities having a minimum market value of a requisite amount, on the day, the Portfolio Management Agreement is signed. Alternatively, the assigned portfolio can be a mix of cash and securities having a minimum total value of a requisite amount.

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.
- (10) The accumulation and disposal of holdings in some investments may be time consuming and if a large number of securities have to be realized at short notice to meet substantial client redemption requests such sales may have to be effected at unfavorable prices which may in turn have an adverse effect on the net asset value of the clients' portfolios. The firm may also encounter difficulties in disposing of assets at their fair price due to adverse market conditions leading to limited liquidity.
- (11) **Risk of Capital Loss:** Our strategies do not benefit from a guarantee or similar protection, and therefore, it is possible that the capital initially invested may not be recovered fully.
- (12) **Sector Concentration Risk:** Given that the portfolio construction is a bottom-up stock selection process, sector allocations are solely a by-product of individual stock selection. Consequently,



the Account/portfolio may have higher exposure in securities of a particular sector/industry from time to time. Economic, legislative or regulatory developments may occur that significantly affect the sector. This may cause the Account's NAV to fluctuate more than that of an Account that has a portfolio which is more diversified across sectors/industries.

- (13)**Issuer Cybersecurity Risk:** Issuers of securities in which the Account invests, counterparties with which the Account engages in transactions, exchange and other financial market operators, banks, brokers, dealers and other financial institutions may experience cybersecurity breaches. These breaches may result in harmful disruptions to operations and may negatively impact the financial condition of an issuer or market participant. The Account and the client could be negatively impacted as a result.
- (14)**Reliance on the Advisory Team:** The success of the Company's client portfolios depends largely on the abilities of the Company's advisory team (that includes our employees and employees of our affiliates from whom we receive research services) to develop and implement investment strategies to achieve the clients' investment objectives. The Company may change the members of its advisory team and there can be no assurance that each member of our advisory team will continue to be employed with us, which could adversely affect our performance. Finally, if any of the investment professionals or management team responsible for the investments were to become unwilling or unable to serve, as a result of death, illness or otherwise, our performance could also be adversely affected.
- (15)**Not a complete Investment Program:** An investment with the Company is not intended as a complete investment program. If the Company's strategies are not successful or it is unable to implement its strategies effectively, its clients could lose some or all of their capital.
- (16)**General Economic and Market Conditions:** The success of the Company's client's investments may be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws, developments in government regulation and national and international political circumstances and certain unforeseen events such as acts of God, war, acts of terrorism, civil disturbance, sovereign action, epidemics, pandemic, natural disasters and such other events. These factors may affect the success of the businesses in which our clients' portfolio companies are engaged as well as the markets for the securities clients hold. Unexpected volatility or illiquidity could impair our client's profitability or result in losses.
- (17)**Large Cap Risk:** Larger, more established companies may be unable to attain the high growth rates of successful, smaller companies during periods of economic expansion.
- (18)**Small and Medium Cap Company Risk:** Securities of companies with small and medium market capitalizations are often more volatile and less liquid than investments in larger companies. Small and medium cap companies may face a greater risk of business failure, which could increase the volatility of the Fund's portfolio.

B. Risk associated with equity and equity related instruments

(19) 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.

(20) 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.

(21) 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

(22) **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.

(23) **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.

(24) **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.

- (25) **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 – The Company does not make any investment in derivatives instruments under any of its Investment Approach.

E. Risk associated with investments in mutual fund schemes

- (26) 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.

- (27) 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.

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

- (29) 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.

- (30) 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.

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

- (32) 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.

- (33) 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. Gold investment related Risk

- (34) There is no assurance that gold will maintain its long-term value in terms of purchasing power. In the event of price of gold declining, the value of investment in the Account is expected to decline proportionately.
- (35) The value (price) of gold may fluctuate for several reasons and all such fluctuations will impact the value of the portfolio. The factors that may affect the price of gold, among other things, include demand and supply for gold in India and in the global market, Indian and Foreign exchange rates, Interest rates, Inflation trends, market risks including trading risks in gold as commodity, legal restrictions on the movement/trade of gold that may be imposed by RBI, Government of India or countries that supply or purchase gold to/from India, trends and restrictions on import/export of gold in and out of India, etc.
- (36) Governments, central banks and related institutions worldwide, own a significant portion of the aggregate world gold holdings. If one or more of these institutions decides to sell in amounts large enough to cause a decline in world gold prices, the value of the portfolio, to the extent invested in gold, will be adversely affected.
- (37) The units of Gold ETFs may trade above or below their NAV; and their value could decrease if unanticipated operational or trading problems arise.

G. Risk arising out of Non-diversification

- (38) 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.

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

- (39) 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.

(40)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.

(41)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.

I. Risk specific to Q India Value Equity Strategy

(42)Investing in "value" stocks presents the risk that the stocks may never reach what the Adviser believes are their full market values. The Portfolio Manager's value-oriented approach may fail to produce the intended results.

J. Risk specific to Q India Responsible Return Strategy

(43)The strategy proposes to invest primarily in equity and equity related securities that have relatively better environmental, social and governance practices as measured through our proprietary Integrity Scoring methodology. Evaluation of companies from Integrity Scoring or sustainability perspective may result in exclusion of securities of certain issuers for non-investment reasons and therefore, the strategy may forgo some market opportunities available to strategy. Securities of companies with ESG practices may shift into and out of favour with stock market investors depending on market and economic conditions.

(44)As the Company's ESG research coverage increases accompanied by improvements in ESG disclosures and practices, the Company intends to maintain a well-diversified portfolio. However, there is a possibility that the majority of the holdings could be concentrated under a few sectors or groups of issuers. Consequently, the portfolio's performance may be adversely affected due to a risk associated with non-diversification as compared to a more diversified portfolio across sectors and issuer groups.

K. Risk specific to Q India Small Cap Strategy

(45)While mid cap and small cap stocks give one an opportunity to go beyond the usual large cap stocks and present possible higher capital appreciation, it is important to note that mid/small cap stocks can be riskier and more volatile on a relative basis. Therefore, the risk levels of investing in small cap and mid cap stocks is more than investing in stocks of large well-established companies. Please note that over a time these two categories have demonstrated different levels of volatility and investment returns, and it is important to note that generally, no one class consistently outperforms the others. While smaller and medium size companies may offer substantial opportunities for capital appreciation, they also involve substantial risks. Historically, these companies have been more volatile in price than larger company securities, especially over the short term. Among the reasons for the greater price volatility are the less

certain growth prospects of smaller companies, the lower degree of liquidity in the markets for such securities, and the greater sensitivity of smaller companies to changing economic conditions. Smaller companies carry large amount of liquidity risk compared to the Large Cap companies, as the ability to sell is limited by overall trading volume in the securities, which it invests.

(46) In addition, smaller companies may lack depth of management, be unable to generate funds necessary for growth or development or be developing or marketing new products or services for which markets are not yet established and may never become established. They could also suffer from disadvantages such as - outdated technologies, lack of bargaining power with suppliers, low entry barriers and inadequate management depth. Overall, the risks of investing in medium / small companies are (a) transparency/liquidity levels may not be at par with established, large companies; (b) corporate governance may be an issue with some companies; and (c) they may not be resilient enough to withstand shocks of business/economic cycles.

L. Risk specific to Q India Ethical Return Strategy

(47) The strategy proposes to invest primarily in equity and equity related securities of companies following an Ethical Set of Principles. Evaluation of companies following an Ethical Set of Principles may result in exclusion of securities of certain issuers for non-investment reasons and therefore, the strategy may forgo some market opportunities available to a strategy that does not use Ethical Set of Principles. Securities of companies following Ethical Set of Principles may shift into and out of favour with stock market investors depending on market and economic conditions.

(48) As the Company's research coverage of companies following Ethical Set of Principles increases accompanied by improvements in ESG disclosures and practices, the Company intends to maintain a well-diversified portfolio. However, there is a possibility that the majority of the holdings could be concentrated under a few sectors or groups of issuers. Consequently, the portfolio's performance may be adversely affected due to a risk associated with non-diversification as compared to a more diversified portfolio across sectors and issuer groups.

M. Risk specific to Q India Flexi Cap Strategy

(49) The Strategy proposes to invest across large-cap, mid cap and small cap equity and equity related securities without any predefined allocation to a particular market capitalisation segment. Accordingly, the allocation to these market cap segments may vary based on assessment of market opportunities, valuations and other investment considerations. There can be no assurance that such allocation decisions will achieve intended investment objective, and the selected market capitalisation segment(s) may underperform other segments or the broader market during periods.

(50) The Strategy may, from time to time, have relatively higher exposure to one or more market capitalisation segments, sectors or themes based on the Investment view. Consequently, the performance of the Strategy may be more sensitive to adverse developments affecting such

market capitalisation segment(s), sectors or themes than a portfolio with broader or more balanced exposure.

(51) While mid cap and small cap stocks give one an opportunity to go beyond the usual large cap stocks and present possible higher capital appreciation, it is important to note that mid/small cap stocks can be riskier and more volatile on a relative basis. Therefore, the risk levels of investing in small cap and mid cap stocks is more than investing in stocks of large well-established companies. Please note that over a time these two categories have demonstrated different levels of volatility and investment returns, and it is important to note that generally, no one class consistently outperforms the others. While smaller and medium size companies may offer substantial opportunities for capital appreciation, they also involve substantial risks. Historically, these companies have been more volatile in price than larger company securities, especially over the short term. Among the reasons for the greater price volatility are the less certain growth prospects of smaller companies, the lower degree of liquidity in the markets for such securities, and the greater sensitivity of smaller companies to changing economic conditions. Smaller companies carry large amount of liquidity risk compared to the Large Cap companies, as the ability to sell is limited by overall trading volume in the securities, which it invests.

(52) In addition, smaller companies may lack depth of management, be unable to generate funds necessary for growth or development or be developing or marketing new products or services for which markets are not yet established and may never become established. They could also suffer from disadvantages such as - outdated technologies, lack of bargaining power with suppliers, low entry barriers and inadequate management depth. Overall, the risks of investing in medium / small companies are (a) transparency/liquidity levels may not be at par with established, large companies; (b) corporate governance may be an issue with some companies; and (c) they may not be resilient enough to withstand shocks of business/economic cycles.

N. Certain Risk Factors Concerning India

(53) Risks associated with the investments in India, including but not limited to the risks described below, could adversely affect the performance of the clients' portfolios and result in substantial losses. Investment in Indian markets involves risk factors and special considerations which may not be typically associated with investing in more developed markets. Political or economic change and instability may be more likely to occur and have a greater effect on the Indian economy and its markets. Adverse government policies, taxation, restrictions on foreign investment and on currency convertibility and repatriation, currency fluctuations and other developments in the Indian laws and regulations, including expropriation, nationalization or other confiscation could result in loss to the clients' portfolios.

(54) No assurance can be given as to the ability of the clients' portfolio to achieve any return on its investments and, in turn, any return on a client's investment. Accordingly, in investing through the strategy/acquiring fund shares, appropriate consideration should be given to the following factors:

(55) Risks include:

- i. Greater risk of expropriation, confiscatory taxation, nationalization, and social, political and economic instability;
- ii. The small current size of the markets for securities of Indian issuers and the currently low or non-existent volume of trading, resulting in lack of liquidity and in price volatility;
- iii. certain national policies which may restrict the investment opportunities for client portfolios including restrictions on investing in issuers or industries deemed sensitive to relevant national interests; and
- iv. The absence of developed legal structures governing private or foreign investment and private property.

(56) No assurance can be given as to the ability of the Firm to achieve any return on its clients' portfolios and in case of Fund clients, in turn, any return on an investor's investment in the Fund.

(57) By comparison with more developed securities markets, the Indian securities markets are comparatively small, less liquid and more volatile. This may result in greater volatility in the net asset value of the clients' portfolio than would be the case in relation to funds invested in more developed markets.

(58) The Indian securities may incur brokerage or securities transaction taxes levied by the Indian government which would have the effect of increasing the cost of investment and which may reduce the realized gain or increase the loss on such securities at the time of sale. The issuers of Indian securities, such as banks and other financial institutions may be subject to less stringent regulation than would be the case for issuers in developed countries, and therefore potentially carry greater risk. In addition, custodial expenses for Indian securities are generally higher than for developed market securities. Dividend and interest payments from, and capital gains in respect of, Indian securities may be subject to taxes that may or may not be reclaimable.

Accordingly, before opening an account with us, clients should consider the following:

(59) Political, Regulatory and Settlement Risk

The value of the clients' portfolio assets may be affected by uncertainties such as international political developments, changes in government policies, changes in taxation, restrictions on foreign investment and currency repatriation, currency fluctuations and other developments in the Indian laws and regulations. Furthermore, the legal infrastructure and accounting, auditing and reporting standards in India may not provide the same degree of investor protection or information to investors as would generally apply in major securities markets.

(60) Risks due to tense relations with neighbours and internal conflicts

India's relations with certain neighbouring countries have been historically tense. India has from time-to-time experienced hostilities with countries such as Pakistan and China. The border skirmishes between the Chinese and Indian armed forces few years ago at the Galwan Valley have heightened tensions between China and India leading to certain restrictions on trade. India's population is comprised of numerous ethnic groups with diverse religions and

languages, sometimes resulting in communal conflict among groups. For instance, in the past, India has experienced considerable sectarian tension between Hindus and Muslims, marked by periodic violence that has caused considerable loss of property.

Events of this nature in the future could influence the Indian economy and could have a material adverse effect on the market for securities of Indian companies, and on the market for the services of Indian companies in which we may have investments for clients.

(61) Geographical Concentration Risk

Clients' portfolios with a geographical focus may be more volatile than a broad-based client portfolio, such as a global equity client portfolio, as they are more susceptible to fluctuations in value resulting from adverse conditions in the countries in which they invest.

(62) Legal Risk

Laws governing foreign investment and securities transactions in India may be less sophisticated than in developed countries. Accordingly, the clients' portfolios may be subject to additional risks, including inadequate investor protection, unclear or contradictory legislation or regulations and lack of enforcement thereof, ignorance or breach of legislation or regulations on the part of other market participants, lack of legal redress and breaches of confidentiality. It may be difficult to obtain and enforce a judgment or legal remedy may be inordinately delayed.

(63) Credit Risk

There can be no assurance that issuers of the securities or other instruments in which the clients' portfolios invest will not be subject to credit difficulties leading to the loss of some or all of the sums invested in such securities or instruments or payments due on such securities or instruments.

(64) Reinvestment Risk

This risk refers to the interest rate levels at which cash flows received from the securities under a particular Portfolio are reinvested. The additional income from reinvestment is the "interest on interest" component. The risk is that the rate at which interim cash flows can be re-invested may be lower than that originally assumed.

(65) Currency Exchange Rate Risk

The clients' portfolios may from time to time enter into currency exchange transactions either on a spot basis or by buying currency exchange forward contracts. Neither spot transactions nor forward currency exchange contracts eliminate fluctuations in the prices of the clients' portfolio securities or in foreign exchange rates, or prevent loss if the prices of these securities should decline. Performance of the clients' portfolio may be strongly influenced by movements in foreign exchange rates because currency positions held by the clients' portfolio may not correspond with the securities positions held.

(66) Capital Gains Tax

Sales of securities may be subject to capital gains tax in India, and this could significantly reduce returns of the clients' portfolios in the absence of an offset or credit for such tax under the tax laws or regulations of the client's domicile.

(67) Loss of Foreign Portfolio Investor (FPI) Registration

For accessing the Indian securities market, the clients are required to register with SEBI as a Foreign Portfolio Investor (FPI). Investment by the clients' portfolios in India is dependent on the continued registration of the clients with SEBI as an FPI. In the event the SEBI FPI registration of the client is terminated or is not renewed, the client could potentially be forced to redeem the investments held in the client portfolio in India, and such forced redemption could adversely affect the returns to the clients.

(68) Cyber security risks

We and our service providers are susceptible to operational and information security related risks of cyber security incidents. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyber security attacks include, but are not limited to, gaining unauthorized access to digital systems (e.g., through "hacking" or malicious software coding) for purposes of misappropriating assets or sensitive information, corrupting data or causing operational disruption. Cyber-attacks also may be carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service attacks on websites (i.e., efforts to make services unavailable to intended users). Cyber security incidents affecting us or other service providers such as financial intermediaries have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, including violations of applicable privacy, data security or other laws. While information risk management systems and business continuity plans have been developed by Quantum Advisors, which are designed to reduce the risks associated with cyber security, there are inherent limitations in any cyber security risk management systems or business continuity plans, including the possibility that certain risks have not been identified.

O. Risks related to unforeseen Market events, health epidemics, pandemics and similar outbreaks

Unpredictable events such as environmental or natural disasters, war, terrorism, pandemics, outbreaks of infectious diseases, and similar public health threats may significantly affect the economy and the markets and issuers in which we invest on behalf of our clients. Certain events may cause instability across global markets, including reduced liquidity and disruptions in trading markets, while some events may affect certain geographic regions, countries, sectors, and industries more significantly than others, and exacerbate other pre-existing political, social, and economic risks.

These types of events may also cause widespread fear and uncertainty, and result in, among other things, quarantines and travel restrictions, including border closings; prohibiting/restricting public activity; disruptions to business operations and supply chains; exchange trading suspensions and closures; and overall reduced liquidity of securities, derivatives, and commodities trading markets; reductions in consumer demand and economic

output; and significant challenges in healthcare service preparation and delivery. Among other things, such developments may result in material reductions in demand across many categories of consumers and businesses, dislocation (or in some cases a complete halt) in the credit and capital markets, labour force and operational disruptions, slowing or complete idling of certain supply chains and manufacturing activity, steep increases in unemployment levels in various regions, and strained businesses and households, with a particularly acute impact on industries dependent on travel and public accessibility, such as transportation, hospitality, tourism, retail, sports and entertainment.

These disruptions could prevent us from executing advantageous investment decisions in a timely manner and negatively impact our ability to achieve investment objectives. A recurrence of pandemics/outbreaks like Covid-19 could have a significant adverse impact on the Company's operations and result in significant losses to the Company.

P. Conflict of Interest related to services offered by group companies

We may cause our clients to invest in Quantum Value Fund (QVF) a fund launched by one of our affiliates, Quantum Mutual Fund (QMF) or other funds associated with QMF (collectively, the "QMF Affiliated Funds"). Because of our relationship with QMF, we face inherent conflicts of interest in causing our clients to invest in any QMF Affiliated Fund, including QVF, in preference to other funds whose sponsors are not affiliated with us. To address the conflict of interest that such investments present, we: (a) shall ensure that our clients do not bear "double" fees in connection with their investments in our Affiliated Funds and (b) in case the Client is a Fund, the aggregate expense ratio of the Fund shall not under any circumstances exceed the maximum expense ratio permissible under the Fund's offering memorandum and (c) make such investments only if: (I) in case of a Private Account client, the portfolio management agreement with that client allows investments in our Affiliated Funds; and (II) in case of a Fund client, the Fund's offering memorandum permits investments in Affiliated Funds and contains adequate disclosures about the conflicts of interest that we face in connection with those investments and (III) in the absence of (i) client portfolio management agreement allowing such investments or (ii) adequate disclosures of conflict of interests in the Fund offering document, informed consent of the client is obtained by us in such a manner as prescribed by SEBI and the client may have an option to indicate dissent, when the client does not want to undertake any investments in associates/related parties of the Firm.

Further, we receive "Research Inputs" or "Research Services" of non-binding nature from our affiliate, Quantum Information Services Private Limited (QIS) (the previous service provider Equitymaster Research Private Limited merged into this entity) (our "Affiliated Research Analyst") with respect to investments by our Private Account clients in the Quantum OCIO Strategy along with the marketing and promotion support for the said strategy. Our evaluation of our Affiliated Research Analyst's qualifications, suitability and performance as research provider involves inherent conflict of interest (for reason of it being an affiliated entity) that would not be present if we were instead evaluating independent service providers. We believe this conflict is addressed as the QIS provides to us the same research reports that they provide to their other clients on mass distribution basis and there is no preferential or differential treatment given to us. Further, this engagement also includes marketing and promotion of this



strategy. We pay the QIS for these services out of the management fees that we receive from our clients.

Other than these inherent conflicts of interest, we do not believe that our relationship with our Affiliated entities creates a material conflict of interest with our clients.



7. Nature of Expenses

Expenses to be borne/reimbursed by the Client:

(i) Investment management and advisory fees; Performance fees

a. Standard fee schedules for “Indian Resident and NRIs”

For Equity products:

QAPL’s Standard annual fee for its long-only equity product for Resident and Non-Resident Indians individuals is 1% p.a. of the total AUM of the client as on the last day of each calendar half-year, i.e. June 30 and December 31. However, in case of additional investments and / or partial withdrawals during the period of calendar half year, the fees shall be calculated on pro rata basis considering the number of days for which such investments are managed. QAPL may raise separate invoice for the advisory fees on half-yearly basis or deduct the same from the client’s portfolio under management, as agreed mutually between the client and the portfolio manager.

Early withdrawals from the Portfolio may attract an exit fee of 0.5% of the amount withdrawn, if such withdrawal is made within 1 year of making the initial investment.

The actual fees charged to each client are mentioned in the respective client’s Investment Management Agreement.

For Multi-Asset product:

QAPL’s Standard annual fee for its multi-asset product for Indian HNI’s and family offices is 0.50% p.a. of the total AUM of the client as on the last day of each calendar quarter, i.e. June 30, September 30, December 31 and March 31. However, in case of additional investments and / or partial withdrawals during the period of calendar quarter, the fees shall be calculated on pro rata basis considering the number of days for which such investments are managed. QAPL may raise separate invoice for the advisory fees on quarterly basis or deduct the same from the client’s portfolio under management, as agreed mutually between the client and the portfolio manager.

Early withdrawals from the Portfolio may attract an exit fee of 0.5% of the amount withdrawn, if such withdrawal is made within 1 year of making the initial investment.

The actual fees charged to each client are mentioned in the respective client’s Investment Management Agreement.

b. Standard fee schedule for the International Institutional clients.

Separately Managed Accounts / Private Accounts:

Each of our Discretionary Equity Focused Private Account clients pays us a management fee based on the net asset value (“NAV”) of the client’s portfolio as of the fee calculation date. For purposes of calculating our management fees, we generally define the NAV of a client’s Private Account to be the net asset value of securities and other investments held in the Account.

Our Discretionary Equity-Focused Private Account clients typically pay us management fees quarterly in arrears. These management fees may be calculated by applying our rate schedule (described below) to either: (i) the NAV of the Private Account on the last trading day of each calendar quarter; or (ii) to the average of the NAV of the Private Account at the end of each month in the calendar quarter.

Our standard fee schedule for the Discretionary Advisory Service under the “Q India Value Equity Strategy” for Private Account clients is as follows:

NAV in the Client’s Private Account	Fees per annum as % of NAV
On the first US \$ 100 million	0.80%
On the next US \$ 150 million	0.65%
On the assets in excess of US \$ 250million	0.60%

Our standard fee schedule for the Discretionary Advisory Service under the “Q India Responsible Returns Strategy” and “Q India Ethical Returns Strategy” for Private Account clients is as follows:

NAV in Client Account	Fixed Fee structure (As % of NAV p.a.)	Variable Fee Structure (As % of NAV p.a.)
On the first USD 50 mn	0.6%	0.5% Fixed Fee + Performance Fee
On the next USD 50 mn	0.5%	0.4% Fixed Fee + Performance Fee
On the assets in excess USD 100 mn	0.4%	0.3% Fixed Fee + Performance Fee

Performance fee – 10% of outperformance over MSCI India Index, calculated annually. Levy of performance fee shall be subject to the applicable laws.

Currently, no management fee is charged to our proprietary account managed using Q India Responsible Returns Strategy and Q India Ethical Returns Strategy. For other Q India Responsible Return Strategy and Q India Ethical Returns Strategy - Private Accounts, we shall charge management fee based on the net asset value (“NAV”) of the client’s portfolio as of the fee calculation date. The management fees shall be calculated on a day-to-day basis and be payable on a quarterly basis in arrears.

Our standard fee schedule for the Discretionary Advisory Service under the “Q India Small Cap Strategy” and “Q India Flexi Cap Strategy” for Private Account clients is as follows:

NAV in Client Account	Fixed Fee structure (As % of NAV p.a.)	Variable Fee Structure (As % of NAV p.a.)
On the first USD 50 mn	0.8%	0.7% Fixed Fee + Performance Fee
On the next USD 50 mn	0.7%	0.6% Fixed Fee + Performance Fee
On the assets in excess USD 100 mn	0.6%	0.5% Fixed Fee + Performance Fee

Performance fee – 10% of outperformance over BSE 500 (TRI), calculated annually. Levy of performance fee shall be subject to the applicable laws.

Currently, no management fee is charged to our proprietary account managed using Q India Small Cap Strategy. For other Q India Small Cap Strategy and Q India Flexi Cap Strategy - Private Accounts, we shall charge management fee based on the net asset value (“NAV”) of the client’s portfolio as of the fee calculation date. The management fees shall be calculated on a day-to-day basis and be payable on a quarterly basis in arrears.

For Debt product:

Our standard fee schedule for the Discretionary Advisory Service under the “Q India Sovereign Focus Bond” for Private Account Clients is as follows:

NAV in Client Account	Fees per annum as % of NAV
On the first US \$ 100 million	0.25%
On the assets in excess of US \$ 100 million	0.20%

Currently, no fee is charged for the management service provided to proprietary account managed under Q India Sovereign Focus Bond Strategy. For other Discretionary Fixed Income-Focused Private Account, we shall charge management fee based on the net asset value (“NAV”) of the client’s portfolio as of the fee calculation date. The management fees shall be calculated on a day-to-day basis and be payable on a monthly basis in arrears. For purposes of calculating our management fees, we generally define the NAV of a client’s Private Account to be the net asset value of securities and other investments held in the Account.

For the payment of our management fees, we shall invoice our Equity-Focused Private Account clients on a quarterly basis and our Fixed Income-Focused Private Account clients on a monthly basis.

Regarding the Equity-Focused Private Accounts that are open for only part of a calendar quarter, we prorate our fees based on the number of days that the Private Account is open in that quarter. And in case of those Fixed Income-Focused Private Accounts that are open for



only part of a calendar month, we prorate our fees based on the number of days that the Private Account is open in that month.

Upon receipt of a management fee invoice, the Private Account clients may either pay the fees directly, or they may authorize and direct the qualified custodian of the Private Account to disburse funds from the Private Account's portfolio.

For the non-discretionary advisory services which QAPL provides to the Non-Discretionary Equity Focused Private Accounts, QAPL receives its advisory fees from the investment manager of these Private Accounts, i.e. QIEF Management LLC, Mauritius (herein after referred to as QIEF), the associate of QAPL. QAPL does not receive any fees from the Non-Discretionary Equity Focused Private Accounts. QIEF's management fees are based on the relevant Private Account's net asset value (or "NAV") as of the fee calculation date. The Non-Discretionary Equity-Focused Private Account clients typically pay QIEF, its management fees quarterly in arrears. QIEF pays QAPL its fees directly from their assets, generally, after receiving their management fees from the private Accounts.

QIEF's fee rates for the Non-Discretionary Equity Focused Private Accounts are the same standard fee rates that are indicated above and the fees that QIEF pays to QAPL, as its share is 10% of the fees received by QIEF from the Non-Discretionary Equity Focused Private Accounts. The agreement between QAPL and QIEF allows QAPL for a review of the fee rates on an annual basis.

The foregoing is only a description of QAPL's standard fee arrangements, and in some cases, QAPL may negotiate the fees with the individual clients. In particular, QAPL may agree to charge individual Private Account clients, management fees according to a rate schedule that is different from the schedule set forth above and may also agree to charge performance-based fees (i.e. fees based on a share of capital gains on, or capital appreciation of, the client's assets that we manage). To the extent that fees are negotiated, as indicated above, some clients may pay more, or less, than the other clients for the same management services. If QAPL charge its US based clients any performance-based fees, it will be in a manner that complies with the Investment Advisers Act 1940, as amended, and relevant rules under the Investment Advisers Act 1940 (including Rule 205-3) as may be applicable.

Funds

Each of the Fund Clients to whom QAPL provides discretionary advisory services, pays the management fee based on the relevant Fund's net asset value (NAV) as of the fee calculation date. These Equity focused Fund Clients typically pay us management fees quarterly in arrears. These fees may be calculated either (i) on a day-to-day basis or (ii) on the average of the NAV of the fund at the end of each month in the calendar quarter plus the NAV at the end of the last month in the previous quarter. In case of Fixed Income Focused Fund Client, the said fund client pays us management fees on a monthly basis in arrears, which is calculated on a day-to-day basis. The fee rate is as specified in the respective fund's offering document / Investment Management Agreement.

For the non-discretionary advisory services QAPL provides to the Funds, QAPL receives its advisory fees from the investment manager of these Funds i.e. QIEF. We do not receive any fees from the Funds directly. QIEF's management fees are based on the relevant Fund's net asset value (or "NAV") as of the fee calculation date. Depending on the Fund, the management fees to QIEF may be calculated on either weekly or daily basis and is charged either in advance or in arrears. QIEF pays our fees directly from their assets, generally after they receive their management fees from the Funds. Typically, we do not receive any fees in advance.

Depending on the Fund and the nature of services QAPL provides, QIEF's fee rates for the management services it provides to the Funds ranges from 0.20% to 1% per year and the fees that QIEF pays it to QAPL ranges between 10% to 30% of the fees received by QIEF from these Funds. QAPL's agreement with QIEF allows for a review of our fee rates on an annual basis. However, QIEF's Fee rates for these Funds are not generally negotiable.

c. Performance Based Fees and Side-By-Side Management

Although, , QAPL's standard fee structure is as indicated above, , in some cases, , QAPL may negotiate fee arrangements with particular clients under which QAPL charge fees according to a rate schedule that is different from the schedule as noted above and QAPL may also agree to charge performance based fees (that is based on a share of capital gain on, or capital appreciation of, the client's assets that QAPL manage) or charge performance fees at rates that are different from the standard performance fee rates as noted above. QAPL serves as an investment adviser to a number of private account clients and for some of these clients, QAPL receives performance-based fees. In serving as investment adviser to multiple clients, some of whom may pay performance-based fees, QAPL faces potential conflict of interest, including the fact that QAPL may have incentives to favour those clients who pay performance-based fees.

To address these conflicts, QAPL has developed allocation policies and procedures that seek to ensure that it should allocate investment opportunities among its clients in a manner which it believe is fair and equitable.

Presently, we do not charge any performance fees to our Indian and Non-Resident Indian clients.

(ii) Custodian fees

a. *Equity*: Presently Custodian fees for equity product include the following:

1. Fees for purchase or sale transaction shall be 2 basis point per Transaction on the acquisition cost i.e. quantity multiplied by Gross rate plus Brokerage plus applicable tax rates, subject to a maximum of Rs 500 per transaction.
2. Safe Custody Fees on logical holdings (On mark to market value) shall be 7 Basis Points per annum, subject to a minimum of Rs.500/- per month plus applicable tax rates.

3. Depository charges Rs.4.50/- per sale transaction plus applicable tax rates.

b. Fixed Income: The indicative custodian fees for fixed income product include the following:

1. Fees for purchase or sale transaction shall be INR 500 per transaction plus applicable tax rates.
2. Safe Custody Fees on logical holdings (On mark-to-market value) shall be:
 - i. INR 6,000 per annum, plus applicable tax rate upto an AUM of INR 15 Million.
 - ii. 4 Basis Points per annum, plus applicable tax rates for an AUM greater than INR 15 Million.

c. Mutual Funds: Fees for purchase or sale transaction shall be INR 150 per transaction plus applicable tax rates.

(iii) Registrar and transfer agent fees: Not Applicable

(iv) Brokerage and transaction cost and securities transaction tax:

a. Equity Product:

QAPL shall conduct all purchases and sale transactions through a duly empanelled brokers which satisfies the firm's "empanelment criteria" at a brokerage/commission which is in line with market practices estimated between 0.3% to 0.5% of the value of each transaction. Client shall keep QAPL indemnified of such incidental charges.

In respect of FIIs, QAPL shall approve the broker if authorized to do so by the FII clients or follow the directions of the FII client for empanelling a particular broker. Brokerage for FII clients under QAPL is estimated between 0.1% to 0.3%.

b. Fixed Income:

QAPL shall conduct all purchases and sale transactions through duly empanelled brokers, who are registered as a Corporate Member in the wholesale debt segment of National Stock Exchange of India Limited (NSE) or of the Bombay Stock Exchange (BSE), at a brokerage /commission in line with market practices estimated between the range of 0.0025% to 0.01% of the value of each transaction.

(v) Operating expenses:

Operating expenses excluding *brokerage, over and above the fees charged for Portfolio Management Service, will not exceed 0.50% per annum of the client's average daily Assets under Management (AUM).*

To help you understand the various components of fees & expenses and methodology of fee calculation, a fee calculator tool is available on our website at <https://qasl.com/feeillustration>

8. Taxation

The General Information stated below is based on the general understanding of direct tax laws in force in India as of the date of the Disclosure Document and is provided only for general information to the Client only vis-à-vis the investments made through the Portfolio Management Scheme of the Company. This information gives the direct tax implications on the footing that the securities are/will be held for the purpose of investments. In case the securities are held as stock-in-trade, the tax treatment will substantially vary and the issue whether the investments are held as capital assets or stock-in-trade needs to be examined on a case-to-case basis. There is no guarantee that the tax position prevailing as on the date of the Disclosure Document/the date of making investment in the Portfolio Management Scheme shall endure indefinitely. Further, the statements with regard to benefits mentioned herein are expressions of views and not representations of the Portfolio Manager to induce any client, prospective or existing, to invest in the Portfolio Management Schemes of the Company. Implications of any judicial decisions/ Double Tax Avoidance Treaties/the Multilateral Instrument ('MLI') signed by the Government of India with some countries, the Indian General Anti-Avoidance Rule (GAAR), etc. are not explained herein. The Client should not treat the contents of this section of the Disclosure Document as advice relating to legal, taxation, investment or any other matter. In view of individual nature of the tax benefits, availability of the benefits, interpretation of circulars for distinguishing between capital asset and trading asset, etc., the client is advised to best consult it's or his or her own tax consultant, with respect to specific tax implications arising out of its or his or her portfolio managed by the Portfolio Manager. The Client is responsible for meeting its advance tax obligations as per the provisions of the Tax Laws.

Tax implications of the following incomes received by certain categories of clients from investments in securities as per Income-tax Act, 2025 ('ITA') as amended by the Finance Act, 2026 are discussed as follows:

I. Equity Product:

1) *Taxability in the hands of Residents*

- a. Any dividend received on shares and any income in respect of units of a mutual fund is taxable in the hands of the shareholders/investors and consequently tax is deductible at the time of credit or payment, whichever is earlier, in terms of the following provisions of the ITA:

Particulars	Section under which tax is deductible	TDS rate
Dividend on shares (*)	393(1) – Sr No. 7 of Table	10%
Any income (otherwise than on capital gains) on mutual fund units	393(1) – Sr No. 4 of Table	10% [Threshold limit of Rs. 10,000]

(*) No tax shall be deducted in case of a shareholder, being a resident individual, if:

- the dividend is paid by a domestic company by any mode other than cash and the dividend amount or the aggregate of dividend distributed or paid or likely to be distributed or paid during the tax year does not exceed Rs. 10,000/- in terms of section 393(4) - Sr No. 10(f) of the table.
- the dividend is credited or paid to an investor (i.e. Life Insurance Corporation of India, General Insurance Corporation of India or any other insurer or business trust or any other person as may be notified by the Central Government in this behalf) specified under the section 393(4) of the ITA – Sr No. 10(a) to (e) of the table.

In terms of section 93(2) of the ITA, no deduction shall be allowed from the dividend income or income in respect of units of a Mutual Fund specified under Schedule VII or income in respect of units of a specified company -referred to in section 2(h) of the Unit Trust of India (Transfer of Undertaking and Repeal) Act, 2002 (58 of 2002).

- b. In terms of Section 69 of ITA, any consideration received by a shareholder from any company for the purchase of its own shares or other specified securities, the difference between the cost of acquisition and the value of consideration so received shall be deemed to be the "Capital gains" arising to such shareholder

Further, an additional income-tax is levied in respect of such capital gains if the shareholder or holder of specified securities is a promoter. The provisions of section 69(2) of ITA state as under:

“(2) In respect of capital gains referred to in sub-section (1), where the shareholder or holder of other specified securities is a promoter, the aggregate income-tax payable on such capital gains shall be—

(a) the income-tax payable on such capital gains in accordance with the provisions of this Act; and

(b) an additional income tax in respect of capital gains specified in column B of the Table below, computed at the rate specified in column C or column D of the said Table.

TABLE

SI No.	Income	Rate, where the promoter is a domestic company	Rate, where the promoter is other than a domestic company
A	B	C	D
1.	Short-term capital gains referred to in section 196 arising from the transfer of such securities	2%	10%
2.	Long-term capital gains referred to in section 197 or section 198 arising from the transfer of such securities.	9.5%	17.5%

- c. In terms of Section 175(8) of the ITA, the losses arising on sale of securities or units of a mutual fund purchased within 3 months prior to the record date for entitlement of exempt dividends (i.e. where the dividend or income from units is exempt) and sold within 3 months (or 9 months in case of units of mutual funds) after such record date, is to be ignored to the extent of the exempt dividend received or receivable on such securities or units for the purpose of computing the taxable income.
- d. In terms of Section 175(9) of the ITA, where additional securities or units of a mutual fund have been issued to any person without any payment, on the basis of existing securities or units held by such person, the loss on sale of the original securities or units shall be ignored for the purpose of computing income chargeable to tax, if the original securities or units were acquired within 3 months prior to the record date fixed for the receipt of additional securities or units and sold within 9 months from such record date. Further in terms of Section 175(10) of the ITA,, the loss so ignored shall be deemed to be the cost of acquisition of such additional securities or units held on the date of sale by such person.
- e. In terms of Section 2(101) of the ITA, a capital asset will be considered as a short term capital asset if it is held by an assessee for a period of not more than 24 months [12 months in case of a security listed on a recognized stock exchange in India or a unit of the Unit Trust of India established under the Unit Trust of India Act, 1963 (52 of 1963) or a unit of an equity oriented fund or a zero coupon bond] immediately preceding the date of its transfer. Capital gain arising on the transfer of a short-term capital asset is termed as a short-term capital gain.
- f. In terms of section 76 of the ITA, in case of a unit of a specified mutual fund acquired on after 01 April 2023 or a Market Linked Debenture or an unlisted bond or an unlisted debenture which is transferred or redeemed or matures on or after 23 July 2024, the full value of consideration received / accrued on transfer or redemption or maturity of such debenture or unit or bond as reduced by the cost of acquisition and expenditure incurred wholly and exclusively in connection with the transfer/ redemption/ maturity shall be deemed to be the capital gains arising from transfer of a short term capital asset.

The term 'specified mutual fund' has been defined in clause (b) of sub-section 5 of Section 76 of ITA to mean as under:

Specified mutual fund means:

- i. 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
- ii. a fund which invests sixty-five per cent. or more of its total proceeds in units of a fund referred to in sub-clause (i), subject to the following:
 - a) the percentage of investment in debt and money market instruments or in units of a fund shall be computed with reference to the annual average of the daily closing figures;

- b) "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.
- g. In terms of Section 196 of the ITA, the short term capital gains arising from transfer of equity shares in a Company or units of an equity oriented mutual fund or units of business trust which is chargeable to securities transaction tax (STT), are taxed at a rate of 20% plus applicable surcharge and cess. Further, the short-term capital gains arising on transfer of equity shares in a company or units of a mutual fund or a unit of a business trust on which STT is not chargeable are taxed at normal tax rates (plus applicable surcharge and cess).

Further, in terms of section 196(3), the short term capital gains arising on transaction undertaken on a recognized stock exchange located in any International Financial Services Centre, where STT is not chargeable and consideration is paid or payable in foreign currency, shall be taxed at the rate of 20% (plus applicable surcharge and cess).

In terms of section 198 of the ITA, the long-term capital gains arising on transfer of a long-term capital asset being an equity share in a company or a unit of an equity oriented fund or a unit of a business trust shall be taxed at the rate of 12.5% plus applicable surcharge and cess if the total long-term capital gains in a year exceeds one lakh twenty-five thousand rupees and the STT has been paid as follows—

- i. In a case where the long-term capital asset is in the nature of an equity share in a company, STT has been paid on acquisition and transfer of such capital asset [Further the Central Government has by notification in the Official Gazette, specified the nature of acquisition in respect of which the said provision shall not apply]; or
- ii. In a case where the long-term capital asset is in the nature of a unit of an equity-oriented fund or a unit of a business trust, STT has been paid on transfer of such capital asset.

Further, in terms of section 198(4) of the ITA, the long term capital gains arising on transactions undertaken on a recognized stock exchange located in any International Financial Services Centre, where STT is not paid and the consideration is paid or payable in foreign currency, shall be taxed at the rate of 12.5% plus applicable surcharge and cess if the total long-term capital gains in a year exceeds one lakh twenty-five thousand rupees in aggregate with other long term capital gains taxable under section 198(1) of the ITA.

Further, in terms of sub-section 6 and 7 of section 198 of the ITA, deductions under Chapter VIII and rebate u/s. 156 of the ITA shall not be allowed in relation to such income.

In terms of the grandfathering provision i.e. section 90(7) of the ITA (w.e.f April 01, 2018) the cost of acquisition in relation to a long-term capital asset, being an equity share in a company or a unit of an equity oriented fund or a unit of a business trust referred to in section 198 of the ITA, acquired before the 1st day of February, 2018 shall be higher of:

- i. The cost of acquisition of such asset; and
- ii. Lower of:
 - a. Fair market value of such asset; and
 - b. Full value of consideration received or accruing as a result of the transfer of capital asset.

Further, the method of determining the fair market value for various long-term capital assets has also been provided in the clause (b) of sub-section 8 of Section 90 of ITA

- h. In terms of section 197 of the ITA, the long-term capital gains arising on transfer of capital assets is chargeable to tax at the rate of 12.5% without indexation benefits.
- i. In case of an individual or HUF, being a resident of India, where the total income as reduced by such long term capital gains or short term capital gains is below the maximum amount which is not chargeable to income-tax then such long term capital gains or short term capital gains shall be reduced by such shortfall amount and only the remaining balance of such long term capital gains or short term capital gains shall be subject to tax at the applicable rate.
- j. The benefit of deduction under Chapter VIII of the ITA shall be allowed from the gross total income as reduced by such capital gains. In case of Individuals and HUFs, AOP, BOI or artificial juridical person opting for the old tax regime, the benefit of deduction under Chapter VIII of the ITA will be available, however, the benefit of deduction under Chapter VIII shall not be available in case of new tax regime [except deductions under Section 124(1) and 124(2), 125(2), and 146 of the ITA]..
- k. The STT paid is neither allowed as a deduction in computing the income chargeable under the head “capital gains” nor allowed as a deduction from the amount of income tax payable on capital gains in accordance with clause (b) of Section 72(3) of ITA. Hence, the STT paid on purchase/sale trade is reduced/ added respectively from the settlement amount for the purpose of the ITA.

2) Taxability in the hands of Non-Residents

- a. In case of foreign investors, the taxation of income will be governed by the provisions of the ITA read with the provisions of the applicable treaty i.e. double tax avoidance agreement, in force if any. As per Section 159 (4) of the ITA, the provisions of the ITA would apply to the extent they are more beneficial than the provisions of the treaty.
- b. In terms of section 159(8) of the ITA, the benefit of a double tax avoidance agreement would not be available to a non-resident assessee unless:
 - a certificate of his/her/it being a resident of the other country is obtained from the Government of that country. Hence a tax residency certificate certifying the residence of the assessee would be required to be furnished if the benefit of a treaty is sought to be claimed by a non-resident assessee; and
 - the assessee furnishes documents and information as prescribed in Form No. 41 electronically.

In addition to the above, in terms of clause (a) to Section 159(7) of the ITA, it has been clarified that where any term has been used in an agreement entered into under sub-sections 1 and 2 of Section 159 of ITA and the said term is defined therein, the said term shall have the meaning assigned to it in the agreement, however, if a term has not been defined in the agreement but has been defined in the ITA, it shall have the same meaning as assigned to it in the ITA and explanation, if any, given to it by the Central Government.

Further, in terms of clause (b) to Section 159(7) of the ITA, it has been stated that where any term is used and the said term is not defined in the ITA or in the agreement referred to in sub-section 1 or 2 of Section 159 of ITA, it shall, unless the context otherwise requires, and is not inconsistent with the provisions of ITA or the said agreement, have the same meaning as assigned to it in the notification issued by the Central Government in this behalf, and the meaning assigned to such term shall be deemed to have effect from the date on which that agreement came into force.

Also, in terms of clause (c) to Section 159(7) of the ITA, it has been further clarified that where any term has been used in an agreement entered into under sub-sections 1 and 2 of Section 159 of ITA and not defined under the said agreement or ITA, or in any notification issued under clause (b), then, unless the context otherwise requires, it shall have the same meaning as assigned to it—

- (i) in any Act of the Central Government related to taxes; and
- (ii) in any other case, in any other law of the Central Government,

and shall be deemed to have effect from the date on which the said agreement came into force.

- c. Any income by way of dividend on shares and any income in respect of units of a Mutual Fund is taxable in the hands of the shareholders/investors and consequently tax is deductible at the time of credit or payment, whichever is earlier, in terms of the following provisions of the ITA:

Particulars	Section under which tax is deductible	TDS rate
Dividend on shares	393(2) – Sr No. 17 of Table	20% <i>(plus applicable surcharge and cess).</i> <i>Further, in case of income by way of dividend received from a Unit in an International Financial Services Centre, as referred to in section 147 of ITA, shall be 10%.</i>
Any income in respect of units of mutual fund specified under Schedule VII or units from specified company.	393(2) – Sr No. 10 of Table	20% <i>(plus applicable surcharge and cess).</i> <i>However, where Agreement referred in section 159 (1) or 159(2) applies and the payee has furnished the tax residency certificate referred to in section 159(8) of ITA, the tax shall be deducted at the rate of 20% or the rates provided in the agreement, whichever is lower.</i>

- d. However, in terms of Rule 217, a relaxation has been provided to non-residents from deduction of tax at higher rate of 20% [viz., section 397(2)(b)(i)] in the absence of PAN subject to them providing specified information and documents (like Tax Residency Certificate ("TRC"), Tax Identification Number ("TIN"), etc.)
- e. Further, Rule 217(3) provides that provisions of section 397(2)(b)(i) shall not apply in respect of payments made to a person being a non-resident, not being a company, or a foreign company if such person is not required to apply for PAN in view of the provisions of section 262 and rules prescribed therein.
- f. In terms of Section 69 of ITA, any consideration received by a shareholder from any company for the purchase of its own shares or other specified securities, the difference between the cost of acquisition and the value of consideration so received shall be deemed to be the "Capital gains" arising to such shareholder.

Further, an additional income tax is levied in respect of such capital gains if the shareholder or holder of specified securities is a promoter. The provisions of section 69(2) of ITA state as under:

"(2) In respect of capital gains referred to in sub-section (1), where the shareholder or holder of other specified securities is a promoter, the aggregate income-tax payable on such capital gains shall be—

(a) the income-tax payable on such capital gains in accordance with the provisions of this Act; and

(b) an additional income tax in respect of capital gains specified in column B of the Table below, computed at the rate specified in column C or column D of the said Table.

TABLE

SI No.	Income	Rate, where the promoter is a domestic company	Rate, where the promoter is other than a domestic company
A	B	C	D
1.	Short-term capital gains referred to in section 196 arising from the transfer of such securities	2%	10%
2.	Long-term capital gains referred to in section 197 or section 198 arising from the transfer of such securities.	9.5%	17.5%

- g. In terms of Section 175(8) of the ITA, the losses arising on sale of securities or units of a mutual fund purchased within 3 months prior to the record date for entitlement of exempt dividends (i.e. where the dividend or income from units is exempt) and sold within 3 months (or 9 months in case of units of mutual funds) after such record date, is to be ignored to the extent of the exempt dividend received or receivable on such securities or units for the purpose of computing the taxable income.

- h. In terms of Section 175(9) of the ITA, where additional securities or units of a mutual fund have been issued to any person without any payment, on the basis of existing securities or units held by such person, the loss on sale of the original securities or units shall be ignored for the purpose of computing income chargeable to tax, if the original securities or units were acquired within 3 months prior to the record date fixed for the receipt of additional securities or units and sold within 9 months from such record date. Further in terms of Section 175(10) of the ITA, the loss so ignored shall be deemed to be the cost of acquisition of such additional securities or units held on the date of sale by such person.
- i. In accordance with section 72(6) of the ITA, the capital gains arising from the transfer of capital assets being shares /debentures of an Indian company (other than equity shares referred to in section 198) acquired in foreign currency, shall be computed by converting the cost of acquisition, the expenditure in connection with such transfer and the full value of the consideration received or accruing as a result of the transfer of the capital asset into the same foreign currency as was initially utilized in the purchase of the shares/debentures and the capital gains so computed in such foreign currency shall thereafter be reconverted into Indian currency for the purpose of taxation.

The aforesaid manner of computation of capital gains shall be applicable in respect of capital gains accruing/arising from every reinvestment thereafter and sale of shares/debentures of an Indian company.

The aforesaid section is not applicable to units of mutual funds and the computation of capital gains on units is made on similar lines as in the case of a resident.

- j. In terms of Section 196 of the ITA, the short term capital gains arising on transfer of equity shares in a Company or units of an equity oriented mutual fund or units of business trust which is chargeable to STT, are taxed at a rate of 20% plus applicable surcharge and cess. Further, the short-term capital gains arising on transfer of equity shares in a company or units of a mutual fund or a unit of a business trust on which STT is not chargeable are taxed at normal tax rates (plus applicable surcharge and cess).

Further, in terms of section 196(3), the short term capital gains arising on transaction undertaken on a recognized stock exchange located in any International Financial Services Centre, where STT is not chargeable and consideration is paid or payable in foreign currency, shall be taxed at the rate of 20% (plus applicable surcharge and cess).

In terms of section 198 of the ITA, the long-term capital gains arising on transfer of a long-term capital asset being an equity share in a company or a unit of an equity oriented fund or a unit of a business trust shall be taxed at the rate of 12.5% plus applicable surcharge and cess if the total long-term capital gains in a year exceeds one lakh twenty-five thousand rupees and the STT has been paid as follows–

- i. In a case where the long-term capital asset is in the nature of an equity share in a company, STT has been paid on acquisition and transfer of such capital asset [Further the Central Government has by notification in the Official Gazette, specified the nature of acquisition in respect of which the said provision shall not apply]; or

- ii. In a case where the long-term capital asset is in the nature of a unit of an equity-oriented fund or a unit of a business trust, STT has been paid on transfer of such capital asset.

Further, in terms of section 198(4) of the ITA, the long term capital gains arising on transactions undertaken on a recognized stock exchange located in any International Financial Services Centre, where STT is not paid and the consideration is paid or payable in foreign currency, shall be taxed at the rate of 12.5% plus applicable surcharge and cess if the total long-term capital gains in a year exceeds one lakh twenty-five thousand rupees in aggregate with other long term capital gains taxable under section 198(1) of the ITA.

Further, in terms of sub-section 6 and 7 of section 198 of the ITA, deductions under Chapter VIII and rebate u/s. 156 of the ITA shall not be allowed in relation to such income.

In terms of the grandfathering provision i.e. section 90(7) of the ITA (w.e.f April 01, 2018) the cost of acquisition in relation to a long-term capital asset, being an equity share in a company or a unit of an equity oriented fund or a unit of a business trust referred to in section 198 of the ITA , acquired before the 1st day of February, 2018 shall be higher of:

- i. The cost of acquisition of such asset; and
- ii. Lower of:
 - a. Fair market value of such asset; and
 - b. Full value of consideration received or accruing as a result of the transfer of capital asset.

Further, the method of determining the fair market value for various long-term capital assets has also been provided in the clause (b) of sub-section 8 of Section 90 of ITA.

- k. In terms of Section 208 of the ITA, if the total income of an assessee, being an overseas financial organization (Offshore Fund) includes income by way of long-term capital gains arising on transfer of units purchased in foreign currency, tax will be charged @ 12.5% plus applicable surcharge and cess.
- l. In terms of Section 210 of the ITA, if the total income of a Foreign Institutional Investor or a specified fund includes any income received in respect of securities [other than units referred to in Section 208 as defined under the Securities Contracts (Regulations) Act, 1956 (including dividend received in respect of securities)], tax shall be charged-
 - i. @ 20% (plus applicable surcharge and cess) in case of a foreign institutional investor; and
 - ii. @10% (plus applicable surcharge and cess) in case of a specified fund

and tax is deductible at the time of credit to the account of the payee or payment whichever is earlier in terms of section 393(2)(b) of the ITA.

Further, in terms of Section 210 of the ITA, the income by way of short-term capital gains (other than capital gains taxable u/s. 196 chargeable @ 20%) is taxable @ 30% (plus applicable surcharge and cess) – Sr. No. 2 of the Table and income chargeable by

way of long-term capital gains (other than long-term capital gains referred to in section 198) is taxable @ 12.5% (plus applicable surcharge and cess) – Sr. No. 4 of the Table.

Further, in terms of the section 210(1) of the ITA – Sr No. 5 of Table, where conditions of section 198 of the ITA are met, any income arising from the transfer of a long-term capital asset being an equity share in a company or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at the rate of 12.5% (plus applicable surcharge and cess) if the total long-term capital gains in a year exceeds one lakh twenty-five thousand rupees.

Further in terms of Section 210(2) of the ITA, it has been stated that in case of a 'specified fund' the provision of this section shall apply only to the extent of income that is attributable to units held by non-residents (not being a permanent establishment of a non-resident in India) calculated in the prescribed manner.

Further, in terms of Section 210(3) of ITA, where the specified fund is investment division of an offshore banking unit, the provisions of this section shall apply to the extent of income that is attributable to the investment division of referred to in clause (g)(ii) of Note 1 of the Table in Schedule VI as a Category-I portfolio investor under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 made under the Securities and Exchange Board of India Act, 1992 (15 of 1992), calculated in such manner as may be prescribed.

Further, it has been given in sub-section (6) of Section 210 of ITA that 'specified fund' shall have the meaning assigned to it in Schedule VI – Note 1. Accordingly, the term 'specified fund' has been defined as under:

- i. a fund established or incorporated in India in the form of a trust or a company or a limited liability partnership or a body corporate and located in International Financial Services Centres,-
 - a) which has been granted a certificate of registration as a Category III Alternative Investment Fund and is regulated—
 - I. under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 made under the Securities and Exchange Board of India Act, 1992 (15 of 1992);
 - II. under the International Financial Services Centres Authority (Fund Management) Regulations, 2022 made under the International Financial Services Centres Authority Act, 2019 (50 of 2019); or
 - b) which has been granted a certificate as a retail scheme or an Exchange Traded Fund, and satisfies the conditions laid down for such schemes or funds under the International Financial Services Centres Authority (Fund Management) Regulations, 2022 made under the International Financial Services Centres Authority Act, 2019 (50 of 2019);
 - c) *of which all the units other than the unit held by a sponsor or manager are held by non-residents except,—*

- I. *where such non-resident becomes resident under section 6(2) or (3) or (4) or (5) or (6) or (7) in any tax year subsequent to that tax year; and*
 - II. *the number of units held by such resident unit holder or holders do not exceed 5% of the total units issued and shall fulfil such other conditions as may be prescribed; or*
- ii. investment division of an offshore banking unit, which has been—
 - (A) granted a certificate of registration as a Category-I foreign portfolio investor under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 made under the Securities and Exchange Board of India Act, 1992 (15 of 1992) and which has commenced its operations on or before the 31st March, [2030]; and
 - (B) fulfils such conditions including maintenance of separate accounts for its investment division, as may be prescribed;
- m. Any STT paid is neither allowed as a deduction in computing the income chargeable under the head “capital gains” nor allowed as a deduction from the amount of income tax payable on capital gains in accordance with clause (b) of section 72(3) of ITA. Hence, STT paid on purchase / sale trade is reduced / added respectively from the settlement amount for the purposes of the ITA.
- n. Any other short term capital gains would be liable to tax at the rates prescribed in the schedule to the Finance Act for the relevant year.

3) Special provisions applicable to incomes of Non-Resident Indian (NRI):

- a. In case of foreign investors, the taxation of income will be governed by the provisions of the ITA or the provisions of the applicable treaty i.e. double tax avoidance agreement, whichever is more beneficial to the assessee.
- b. In terms of section 159(8) of the ITA, the benefit of a double tax avoidance agreement would not be available to a non-resident assessee unless:
 - a certificate of his/her/it being a resident of the other country is obtained from the Government of that country. Hence a tax residency certificate certifying the residence of the assessee would be required to be furnished if the benefit of a treaty is sought to be claimed by a non-resident assessee; and
 - the assessee furnishes documents and information as prescribed in Form No. 41 electronically.

However, in terms of Rule 217, a relaxation has been provided to non-residents from deduction of tax at higher rate of 20% [viz., section 397(2)(b)(i)] in the absence of PAN subject to them providing specified information and documents (like Tax Residency Certificate (“TRC”), Tax Identification Number (“TIN”), etc.).

Chapter XIII —Special provisions relating to non-residents and foreign companies’ of the ITA comprises of sections 212 to 217 of the ITA which contains special provisions governing computation and taxation of the total income of NRIs.

- c. Any dividend received on shares and any income in respect of units of mutual funds is taxable in the hands of the shareholders/investors and tax is deductible at the time of credit or payment, whichever is earlier, in terms of the provisions of the ITA as under:

Particulars	Section under which tax is deductible	TDS rate
Dividend on shares	393(2) – Sr No. 17 of Table	20% <i>(plus applicable surcharge and cess).</i> <i>Further, in case of income by way of dividend received from a Unit in an International Financial Services Centre, as referred to in section 147 of ITA, shall be 10%.</i>
Any income in respect of units of mutual fund specified under Schedule VII or units from specified company.	393(2) – Sr No. 10 of Table	20% <i>(plus applicable surcharge and cess).</i> <i>However, where Agreement referred in section 159(1) or 159(2) applies and the payee has furnished the tax residency certificate referred to in section 159(8) of ITA, the tax shall be deducted at the rate of 20% or the rates provided in the agreement, whichever is lower.</i>

- d. In terms of Section 69 of ITA, any consideration received by a shareholder from any company for the purchase of its own shares or other specified securities, the difference between the cost of acquisition and the value of consideration so received shall be deemed to be the "Capital gains" arising to such shareholder.

Further, an additional income-tax is levied in respect of such capital gains if the shareholder or holder of specified securities is a promoter. The provisions of section 69(2) of ITA state as under:

“(2) In respect of capital gains referred to in sub-section (1), where the shareholder or holder of other specified securities is a promoter, the aggregate income-tax payable on such capital gains shall be—

(a) the income-tax payable on such capital gains in accordance with the provisions of this Act; and

(b) an additional income tax in respect of capital gains specified in column B of the Table below, computed at the rate specified in column C or column D of the said Table.

SI No.	Income	Rate, where the promoter is a domestic company	Rate, where the promoter is other than a domestic company
A	B	C	D
1.	Short-term capital gains referred to in section 196 arising from the transfer of such securities	2%	10%
2.	Long-term capital gains referred to in section 197 or section 198 arising from the transfer of such securities.	9.5%	17.5%

- e. In terms of Section 175(8) of the ITA, the losses arising on sale of securities or units of a mutual fund purchased within 3 months prior to the record date for entitlement of exempt dividends (i.e. where the dividend or income from units is exempt) and sold within 3 months (or 9 months in case of units of mutual funds) after such record date, is to be ignored to the extent of the exempt dividend received or receivable on such securities or units for the purpose of computing the taxable income.
- f. In terms of Section 175(9) of the ITA, where additional securities or units of a mutual fund have been issued to any person without any payment, on the basis of existing securities or units held by such person, the loss on sale of the original securities or units shall be ignored for the purpose of computing income chargeable to tax, if the original securities or units were acquired within 3 months prior to the record date fixed for the receipt of additional securities or units and sold within 9 months from such record date. Further in terms of Section 175(10) of the ITA, the loss so ignored shall be deemed to be the cost of acquisition of such additional securities or units held on the date of sale by such person.
- g. In terms of Section 196 of the ITA, the short term capital gains arising from transfer of equity shares in a Company or units of an equity oriented mutual fund or units of business trust which is chargeable to STT, are taxed at a rate of 20% plus applicable surcharge and cess. Further, the short-term capital gains arising on transfer of equity shares in a company or units of a mutual fund or a unit of a business trust on which STT is not chargeable are taxed at normal tax rates (plus applicable surcharge and cess).

Further, in terms of section 196(3), the short term capital gains arising on transaction undertaken on a recognized stock exchange located in any International Financial Services Centre, where STT is not chargeable and consideration is paid or payable in foreign currency, shall be taxed at the rate of 20% (plus applicable surcharge and cess).
- h. In accordance with Section 213 of the ITA, no deduction in respect of any expenditure or allowance shall be allowed in computing the investment income of a NRI.
- i. As per Section 215 of the ITA, the long-term capital gains arising to a NRI on transfer of a foreign exchange asset is exempt from tax if the net consideration from such transfer

is invested in any specified assets within six months from the date of such transfer, subject to the extent and conditions specified in that section.

“Foreign exchange asset” means any specified asset which the assessee has acquired or purchased with, or subscribed to in, convertible foreign exchange.

- j. In terms of Section 216 of the ITA, where the total income of a NRI consists only of investment income or long-term capital gains or both and tax due thereon has been deducted at source in accordance with the provisions of the ITA, the NRI is not required to file a return of income.

However, an assessee has an option of choosing not to be governed by the provisions of Chapter XIII — ‘Special provisions relating to non-residents and foreign companies’ of the ITA comprising of sections 212 to 216 of the ITA in view of Section 217(2) of the ITA.

In such a case the assessee will be covered by the provisions of section 197(4) read with the section 72(6) of the ITA. In terms thereof:

- long term capital gains on sale of listed securities (other than units) not taxable under section 198 of the ITA or zero coupon bonds are subject to tax at the rate of 12.5% (plus applicable surcharge and cess) which shall be computed by converting the cost of acquisition, the expenditure in connection with such transfer and the full value of the consideration received or accruing as a result of the transfer of the capital asset into the same foreign currency as was initially utilized in the purchase of the shares/debentures and the capital gains so computed in such foreign currency shall thereafter be reconverted into Indian currency for the purpose of taxation.
- k. However, long term capital gains arising from the transfer of unlisted securities or shares of a company not being a company in which the public are substantially interested are subject to tax @ 12.5% (plus applicable surcharge and cess) without giving effect to the provisions under section 72(6) as stated above. In case of long-term capital gains arising from transfer of long term capital asset being units (other than units of an equity oriented fund taxable under section 198 of the ITA) listed on a recognized stock exchange in India is charged to tax at the rate of 12.5% (plus applicable surcharge and cess) without indexation or forex benefit.

In terms of section 198 of the ITA, the long-term capital gains arising on transfer of a long-term capital asset being an equity share in a company or a unit of an equity oriented fund or a unit of a business trust shall be taxed at the rate of 12.5% plus applicable surcharge and cess if the total long-term capital gains in a year exceeds one lakh twenty-five thousand rupees and the STT has been paid as follows

- i. In a case where the long-term capital asset is in the nature of an equity share in a company, STT has been paid on acquisition and transfer of such capital asset [Further the Central Government has by notification in the Official Gazette, specified the nature of acquisition in respect of which the said provision shall not apply]; or
- ii. In a case where the long-term capital asset is in the nature of a unit of an equity-oriented fund or a unit of a business trust, STT has been paid on transfer of such capital asset.

Further, in terms of section 198(4) of the ITA, the long term capital gains arising on transactions undertaken on a recognized stock exchange located in any International Financial Services Centre, where STT is not paid and the consideration is paid or payable in foreign currency, shall be taxed at the rate of 12.5% plus applicable surcharge and cess if the total long-term capital gains in a year exceeds one lakh twenty-five thousand rupees in aggregate with other long term capital gains taxable under section 198(1) of the ITA.

Further, in terms of sub-section 6 and 7 of section 198 of the ITA, deductions under Chapter VIII and rebate u/s. 156 of the ITA shall not be allowed in relation to such income.

In terms of the grandfathering provision i.e. section 90(7) of the ITA (w.e.f April 01, 2018) the cost of acquisition in relation to a long-term capital asset, being an equity share in a company or a unit of an equity oriented fund or a unit of a business trust referred to in section 198 of the ITA , acquired before the 1st day of February, 2018 shall be higher of:

- i. The cost of acquisition of such asset; and
- ii. Lower of:
 - a. The fair market value of such asset; and
 - b. The full value of consideration received or accruing as a result of the transfer of the capital asset.

Further, the method of determining the fair market value for various long-term capital assets has also been provided in the clause (b) of sub-section 8 of Section 90 of ITA.

- I. The benefit of deduction under Chapter VIII of the ITA shall be allowed from the gross total income as reduced by such capital gains. In case of Individuals and HUFs, AOP, BOI or artificial juridical person opting for the old tax regime, the benefit of deduction under Chapter VIII of the ITA will be available, however, the benefit of deduction under Chapter VIII shall not be available in case of new tax regime [except deductions under Section 124(1) and 124(2), 125(2), and 146 of the ITA].
- m. The STT paid is neither allowed as a deduction in computing the income chargeable under the head “capital gains” nor allowed as a deduction from the amount of income tax payable on capital gains in accordance with Section clause (b) of Section 72(3) of ITA. Hence, the STT paid on purchase/sale trade is reduced/ added respectively from the settlement amount for the purpose of the ITA.

II. Fixed Income Products:

The taxation of the income from fixed income investment in India is governed by the provisions of the ITA and in case of foreign investors it will be governed by the provisions of the ITA read with the provisions of the applicable treaty i.e. the double tax avoidance agreement in force. As per section 159(4) of the ITA, the provisions of the ITA would apply to the extent they are more beneficial than the provisions of the Treaty.

In terms of section 159(8) of the ITA, the benefit of a double tax avoidance agreement would not be available to a non-resident assessee unless:

- a certificate of his/her/it being a resident of the other country is obtained from the Government of that country. Hence a tax residency certificate certifying the residence of the assessee would be required to be furnished if the benefit of a treaty is sought to be claimed by a non-resident assessee; and
- the assessee furnishes documents and information as prescribed in Form No. 41 electronically.

In terms of Rule 217, a relaxation has been provided to non-residents from deduction of tax at higher rate of 20% [viz., section 397(2)(b)(i)] in the absence of PAN subject to them providing specified information and documents (like Tax Residency Certificate ("TRC"), Tax Identification Number ("TIN"), etc.)

The fixed income investment is expected to generate income in the form of capital gains, dividend on preference shares and interest.

1) Taxability for Residents:

Tax on Income by way of Capital Gains

A capital gain arises on transfer of a capital asset. The taxability of capital gain depends upon the duration for which the capital asset is held and thus there are two types of capital assets – short term capital assets and long-term capital assets. Following are the various provisions relating to capital gains and the taxability of such gains:

- a. **Short Term Capital Gains:** In terms of Section 2(101) of the ITA, a capital asset will be considered as a short term capital asset if it is held by an assessee for a period of not more than 24 months [12 months in case of a security listed on a recognized stock exchange in India or a unit of the Unit Trust of India established under the Unit Trust of India Act, 1963 (52 of 1963) or a unit of an equity oriented fund or a zero coupon bond] immediately preceding the date of its transfer. Capital gain arising on the transfer of a short-term capital asset is termed as a short-term capital gain.

In terms of section 76 of the ITA, in case of a unit of a specified mutual fund acquired on after 01 April 2023 or a Market Linked Debenture or an unlisted bond or an unlisted debenture which is transferred or redeemed or matures on or after 23 July 2024, the full value of consideration received / accrued on transfer or redemption or maturity of such debenture or unit or bond as reduced by the cost of acquisition and expenditure incurred wholly and exclusively in connection with the transfer/ redemption/ maturity shall be deemed to be the capital gains arising from transfer of a short term capital asset.

The term 'specified mutual fund' has been defined in clause (b) of sub-section 5 of Section 76 of ITA to mean as under:

Specified mutual fund means:

- i. 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
- ii. a fund which invests sixty-five per cent. or more of its total proceeds in units of a fund referred to in sub-clause (i), subject to the following:

- a) the percentage of investment in debt and money market instruments or in units of a fund shall be computed with reference to the annual average of the daily closing figures;
- b) "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.

The term 'Market Linked Debenture' has been defined in the clause a of Section 76(5) of ITA to mean 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 market returns on other underlying securities or indices, and include any security classified or regulated as a market linked debenture by the Securities and Exchange Board of India.

Short-term capital gains (other than capital gains taxable u/s. 196 chargeable @ 20%) is charged to tax at the normal rates (plus applicable surcharge and cess) as applicable to the respective assessee depending on their total taxable income.

In terms of Section 196 of the ITA, the short term capital gains arising from transfer of equity shares in a Company or units of an equity oriented mutual fund or units of business trust which is chargeable to STT, are taxed at a rate of 20% plus applicable surcharge and cess. Further, the short-term capital gains arising on transfer of equity shares in a company or units of a mutual fund or a unit of a business trust on which STT is not chargeable are taxed at normal tax rates (plus applicable surcharge and cess).

Further, in terms of section 196(3), the short term capital gains arising on transaction undertaken on a recognized stock exchange located in any International Financial Services Centre, where STT is not chargeable and consideration is paid or payable in foreign currency, shall be taxed at the rate of 20% (plus applicable surcharge and cess).

- b. Long Term Capital Gains: In terms of Section 2(67) of the ITA, long term asset is a capital asset which is held by the assessee for more than 24 months prior to the date of transfer (12 months in the case of a security listed on a recognized stock exchange in India or units of the Unit Trust of India established under the Unit Trust of India Act, 1963 (52 of 1963) or a unit of an equity oriented fund or a zero coupon bond ; 24 months in the case of shares of a company which is not listed on a recognized stock exchange). Capital gain arising on the transfer of a long-term capital asset is termed as a long-term capital gain.

In terms of section 198 of the ITA, the long-term capital gains arising on transfer of a long-term capital asset being an equity share in a company or a unit of an equity oriented fund or a unit of a business trust shall be taxed at the rate of 12.5% plus applicable surcharge and cess if the total long-term capital gains in a year exceeds one lakh twenty-five thousand rupees and the STT has been paid as follows-

- i. In a case where the long-term capital asset is in the nature of an equity share in a company, STT has been paid on acquisition and transfer of such capital asset [Further the Central Government has by notification in the Official Gazette, specified the nature of acquisition in respect of which the said provision shall not apply]; or

- ii. In a case where the long-term capital asset is in the nature of a unit of an equity-oriented fund or a unit of a business trust, STT has been paid on transfer of such capital asset.

Further, in terms of section 198(4) of the ITA, the long term capital gains arising on transactions undertaken on a recognized stock exchange located in any International Financial Services Centre, where STT is not paid and the consideration is paid or payable in foreign currency, shall be taxed at the rate of 12.5% plus applicable surcharge and cess if the total long-term capital gains in a year exceeds one lakh twenty-five thousand rupees in aggregate with other long term capital gains taxable under section 198(1) of the ITA.

Further, in terms of sub-section 6 and 7 of section 198 of the ITA, deductions under Chapter VIII and rebate u/s. 156 of the ITA shall not be allowed in relation to such income.

In terms of the grandfathering provision i.e. section 90(7) of the ITA (w.e.f April 01, 2018) the cost of acquisition in relation to a long-term capital asset, being an equity share in a company or a unit of an equity oriented fund or a unit of a business trust referred to in section 198 of the ITA , acquired before the 1st day of February, 2018 shall be higher of:

- i. The cost of acquisition of such asset; and
- ii. Lower of:
 - a. The fair market value of such asset; and
 - b. The full value of consideration received or accruing as a result of the transfer of the capital asset.

Further, the method of determining the fair market value for various long-term capital assets has also been provided in the clause (b) of sub-section 8 of Section 90 of ITA.

In terms of section 197 of the ITA, the long-term capital gains arising on transfer of capital assets is chargeable to tax at the rate of 12.5% without indexation benefits.

In terms of section 70(1)(zk) of the ITA , any transfer made by a unit holder of a capital asset, being a unit or units, held by him in the consolidating plan of a mutual fund scheme, made in consideration of the allotment to him of a capital asset, being a unit or units, in the consolidated plan of that scheme of the mutual fund will not be regarded as transfer of capital asset.

In terms of section 73(1) of the ITA – Sr No. 8 of the Table,, the cost of acquisition of the units in the consolidated plan shall be the cost of units in consolidating plan of mutual fund scheme and in terms of entry IX of sub-clause B of section 2(101)(c) of the ITA the period of holding of the units of consolidated plan shall include the period of holding for which the units in consolidating plan of mutual fund scheme were held.

Also, in terms of section 70(1)(zb), any transfer by way of conversion of preference shares of a company into equity shares of that company will not be regarded as transfer of capital asset.

Further, in terms of section 73(1) of the ITA – Sr No. 9 of the Table, where the capital asset, being equity share of a company, became the property of the assessee in consideration of transfer referred in section 70(1)(zb) referred to above, the cost of acquisition of the asset shall be deemed to be that part of the cost of the preference share in relation to which such asset is acquired by the assessee. In terms of entry VIII of sub-clause B of section 2(101)(c) of the ITA, the period of holding of the equity shares acquired u/s. 70 (1)(zb) shall include the period for which the preference shares were held by the assessee.

In terms of section 73(1) of the ITA – Sr No. 11 of the Table, cost of acquisition of a unit or units in the segregated portfolio shall be computed as per the following formula:—

$$X = \frac{A \times B}{C},$$

where,—

X = cost of acquisition of the unit or units in segregated portfolio;

A = cost of acquisition of unit or units in the total portfolio;

B = Net Asset Value of the asset transferred to the segregated portfolio; and

C = Net Asset Value of the total portfolio immediately before segregation of portfolios.

Further, in terms of entry X of sub-clause B of section 2(101)(c) of the ITA the period of holding of the units in a segregated portfolio shall include the period for which the original unit or units in the main portfolio were held by the assessee.

Further, in terms of section 73(1) of the ITA – Sr No. 12 of the Table, the cost of acquisition of the original units held by the unit holder in the main portfolio shall be deemed to have been reduced by the amount as so arrived Sr No. 11 of the Table..

In terms of section 70(1)(t) of the ITA, any transfer, in a relocation, of a capital asset by the original fund to resulting fund will not be regarded as transfer of capital asset.

Further, in terms of section 70(1)(u) of the ITA, any transfer by a shareholder or unit holder or interest holder, in a relocation, of a capital asset being a share or unit or interest held by him in the original fund in consideration for the share or unit or interest in resultant fund will not be regarded as transfer of capital asset.

The term “original fund”, “relocation” and “resultant fund” have been defined in the Section 70(2) – Sr No. 5 of the Table.

The benefit of deduction under Chapter VIII of the ITA shall be allowed from the gross total income as reduced by such capital gains. In case of Individuals and HUFs, AOP, BOI or artificial juridical person opting for the old tax regime, the benefit of deduction under Chapter VIII of the ITA will be available, however, the benefit of deduction under Chapter VIII shall not be available in case of new tax regime [except deductions under Section 124(1) and 124(2), 125(2), and 146 of the ITA].

The taxation of interest earned would be as follows:

Interest income arising from securities (which includes bonds, debentures, other marketable securities of a like nature and Government securities) and interest on bank, corporate deposits is charged to tax at normal rates and the same will be subject to tax deducted at source at the rate of 10% on gross interest. In terms of section 393(1) of the ITA – Sr No. 5 of the Table, the tax is required to be deducted at source from income by way of interest on securities if the amount or the aggregate of amounts exceed ten thousand rupees during the tax year.

2) Taxability for Non Residents-

The various provisions applicable to Non-residents in respect of Income from fixed Income products are summarized below:

In terms of Section 208 of the ITA, if the total income of an assessee, being an overseas financial organization (Offshore Fund) includes income by way of long-term capital gains arising on transfer of units purchased in foreign currency, tax is charged @ 12.5% (plus applicable surcharge and cess).

In terms of Section 209 of the ITA, if the total income of a non-resident, includes income by way of interest on bonds of an Indian Company issued in accordance with the notified scheme i.e. 'Issue of Foreign Currency Exchangeable Bonds Scheme, 2008'/'Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993/ Depository Receipts Scheme 2014' or on bonds of public sector company sold by the government and purchased by the investor in foreign currency or income by way of dividends on GDR or income by way of long term capital gains arising on transfer of above bonds or GDR's, will be taxed at the rate of 12.5% (plus applicable surcharge and cess).

In terms of section 70(1)(q), any capital asset being rupee denominated bonds of an Indian Company issued outside India, transferred by a non-resident outside India to another non-resident shall not be regarded as a transfer.

Further, in terms of section 70(1)(r) of the ITA, any transfer of a capital asset, being –

- i. Bond or Global Depository Receipt referred to in sub-section (1) of section 209; or
- ii. Rupee denominated bond of an Indian Company; or
- iii. Derivative; or
- iv. Such other securities as may be notified by the Central Government

made by a non-resident 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 shall not be regarded as a transfer.

In terms of Section 210 of the ITA, if the total income of a Foreign Institutional Investor or a specified fund includes any income received in respect of securities (other than units referred in Section 208) as defined under the Securities Contracts (Regulations) Act, 1956 (including dividend received in respect of securities), tax shall be charged:

- i. @ 20% (plus applicable surcharge and cess) in case of a Foreign Institutional Investor; and
- ii. @ 10% (plus applicable surcharge and cess) in case of a specified fund

and tax is deductible at the time of credit to the account of the payee or payment whichever is earlier in terms of section 393 (2)(b) of the ITA.

The income by way of short-term capital gains (other than capital gains taxable u/s. 196 chargeable @ 20%) is taxable @ 30% (plus applicable surcharge and cess) and income chargeable by way of long-term capital gains is taxable @ 12.5% (plus applicable surcharge and cess).

In terms of the Schedule IV of the ITA - Sr No. 13D, the income by way of interest of a Foreign Institutional Investor received on Government securities (is not to be included in total income and thereby exempt from tax.

Further, in terms of the section 210(1) of the ITA – Sr No. 5 of Table, where conditions of section 198 of the ITA are met, any income arising from the transfer of a long-term capital asset being an equity share in a company or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at the rate of 12.5% (plus applicable surcharge and cess) if the total long-term capital gains in a year exceeds one lakh twenty-five thousand rupees.

Further in terms Section 210(2) of the ITA, it has been stated that in case of a ‘specified fund’ the provision of this section shall apply only to the extent of income that is attributable to units held by non-residents (not being a permanent establishment of a non-resident in India) calculated in the prescribed manner.

Further, in terms of Section 210(3) of ITA, where the specified fund is investment division of an offshore banking unit, the provisions of this section shall apply to the extent of income that is attributable to the investment division of referred to in clause (g)(ii) of Note 1 of the Table in Schedule VI as a Category-I portfolio investor under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 made under the Securities and Exchange Board of India Act, 1992 (15 of 1992), calculated in such manner as may be prescribed.

Further, it has been given in sub-section (6) of Section 210 of ITA that ‘specified fund’ shall have the meaning assigned to it in Schedule VI – Note 1. Accordingly, the term ‘specified fund’ has been defined as under:

- i. a fund established or incorporated in India in the form of a trust or a company or a limited liability partnership or a body corporate and located in International Financial Services Centres,-
 - a) which has been granted a certificate of registration as a Category III Alternative Investment Fund and is regulated—
 - I. under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 made under the Securities and Exchange Board of India Act, 1992 (15 of 1992);
 - II. under the International Financial Services Centres Authority (Fund Management) Regulations, 2022 made under the

International Financial Services Centres Authority Act, 2019 (50 of 2019); or

- b) which has been granted a certificate as a retail scheme or an Exchange Traded Fund, and satisfies the conditions laid down for such schemes or funds under the International Financial Services Centres Authority (Fund Management) Regulations, 2022 made under the International Financial Services Centres Authority Act, 2019 (50 of 2019);
- c) *of which all the units other than the unit held by a sponsor or manager are held by non-residents except, —*
 - I. *where such non-resident becomes resident under section 6(2) or (3) or (4) or (5) or (6) or (7) in any tax year subsequent to that tax year; and*
 - II. *the number of units held by such resident unit holder or holders do not exceed 5% of the total units issued and shall fulfil such other conditions as may be prescribed; or*

ii. investment division of an offshore banking unit, which has been—

- (A) granted a certificate of registration as a Category-I foreign portfolio investor under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 made under the Securities and Exchange Board of India Act, 1992 (15 of 1992) and which has commenced its operations on or before the 31st March, [2030]; and
- (B) fulfils such conditions including maintenance of separate accounts for its investment division, as may be prescribed;

In terms of Section 197 of the ITA, long term capital gains on sale of listed securities (other than units) not taxable under section 198 of the ITA or zero coupon bonds are subject to tax at the rate of 12.5% (plus applicable surcharge and cess) which shall be computed by converting the cost of acquisition, the expenditure in connection with such transfer and the full value of the consideration received or accruing as a result of the transfer of the capital asset into the same foreign currency as was initially utilized in the purchase of the shares/debentures and the capital gains so computed in such foreign currency shall thereafter be reconverted into Indian currency for the purpose of taxation.

However, long term capital gains arising from the transfer of unlisted securities or shares of a company not being a company in which the public are substantially interested are subject to tax without giving effect to the provisions under section 72(6) as stated above.

In case of long-term capital gains arising from transfer of long term capital asset being units (other than units of an equity oriented fund taxable under section 198 of the ITA) listed on a recognized stock exchange in India is charged to tax at the rate of 12.5% (plus applicable surcharge and cess) without indexation or forex benefit.

In terms of section 198 of the ITA, the long-term capital gains arising on transfer of a long-term capital asset being an equity share in a company or a unit of an equity oriented fund or a unit of a business trust shall be taxed at the rate of 12.5% plus applicable surcharge

and cess if the total long-term capital gains in a year exceeds one lakh twenty-five thousand rupees and the STT has been paid as follows—

- i. In a case where the long-term capital asset is in the nature of an equity share in a company, STT has been paid on acquisition and transfer of such capital asset [Further the Central Government has by notification in the Official Gazette, specified the nature of acquisition in respect of which the said provision shall not apply]; or
- ii. In a case where the long-term capital asset is in the nature of a unit of an equity-oriented fund or a unit of a business trust, STT has been paid on transfer of such capital asset.

Further, in terms of section 198(4) of the ITA, the long term capital gains arising on transactions undertaken on a recognized stock exchange located in any International Financial Services Centre, where STT is not paid and the consideration is paid or payable in foreign currency, shall be taxed at the rate of 12.5% plus applicable surcharge and cess if the total long-term capital gains in a year exceeds one lakh twenty-five thousand rupees in aggregate with other long term capital gains taxable under section 198(1) of the ITA. Further, in terms of sub-section 6 and 7 of section 198 of the ITA, deductions under Chapter VIII and rebate u/s. 156 of the ITA shall not be allowed in relation to such income.

In terms of the grandfathering provision i.e. section 90(7) of the ITA (w.e.f April 01, 2018) the cost of acquisition in relation to a long-term capital asset, being an equity share in a company or a unit of an equity oriented fund or a unit of a business trust referred to in section 198 of the ITA , acquired before the 1st day of February, 2018 shall be higher of:

- i. The cost of acquisition of such asset; and
- ii. Lower of:
 - a. The fair market value of such asset; and
 - b. The full value of consideration received or accruing as a result of the transfer of the capital asset.

Further, the method of determining the fair market value for various long-term capital assets has also been provided in the clause (b) of sub-section 8 of Section 90 of ITA.

In terms of Sr No. 12 of Schedule VI of ITA, any income by way of interest payable to a non-resident by a unit located in an International Financial Services Centre in respect of monies borrowed by it on or after September 01, 2019 shall be exempt from tax.

3) Special provisions applicable to incomes of Non-Resident Indian (NRI):

Chapter XIII —Special provisions relating to non-residents and foreign companies' of the ITA comprises of sections 212 to 217 of the ITA which contains special provisions governing computation and taxation of the total income of NRIs.

- a. Any dividend received on shares and any income in respect of units of mutual funds is taxable in the hands of the shareholders/investors and tax is deductible at the time of credit or payment, whichever is earlier, in terms of the provisions of the ITA as under:

Particulars	Section under which tax is deductible	TDS rate
Dividend on shares	393(2) – Sr No. 17 of Table	20% (plus applicable surcharge and cess). <i>Further, in case of income by way of dividend received from a Unit in an International Financial Services Centre, as referred to in section 147 of ITA, shall be 10%.</i>
Any income in respect of units of mutual fund specified under Schedule VII or units from specified company	393(2) – Sr No. 10 of Table	20% (plus applicable surcharge and cess). <i>However, where Agreement referred in section 159(1) or 159(2) applies and the payee has furnished the tax residency certificate referred to in section 159(8) of ITA, the tax shall be deducted at the rate of 20% or the rates provided in the agreement, whichever is lower.</i>

- b. In terms of Section 69 of ITA, any consideration received by a shareholder from any company for the purchase of its own shares or other specified securities, the difference between the cost of acquisition and the value of consideration so received shall be deemed to be the "Capital gains" arising to such shareholder of the Company.

Further, an additional income-tax is levied in respect of such capital gains if the shareholder or holder of specified securities is a promoter. The provisions of section 69(2) of ITA state as under:

“(2) In respect of capital gains referred to in sub-section (1), where the shareholder or holder of other specified securities is a promoter, the aggregate income-tax payable on such capital gains shall be—

(a) the income-tax payable on such capital gains in accordance with the provisions of this Act; and

(b) an additional income tax in respect of capital gains specified in column B of the Table below, computed at the rate specified in column C or column D of the said Table.

SI No.	Income	Rate, where the promoter is a domestic company	Rate, where the promoter is other than a domestic company
A	B	C	D
1.	Short-term capital gains referred to in section 196 arising from the transfer of such securities	2%	10%

SI No.	Income	Rate, where the promoter is a domestic company	Rate, where the promoter is other than a domestic company
A	B	C	D
2.	Long-term capital gains referred to in section 197 or section 198 arising from the transfer of such securities.	9.5%	17.5%

- c. In terms of Section 196 of the ITA, the short term capital gains arising on transfer of equity shares in a Company or units of an equity oriented mutual fund or units of business trust which is chargeable to STT, are taxed at a rate of 20% plus applicable surcharge and cess. Further, the short-term capital gains arising on transfer of equity shares in a company or units of a mutual fund or a unit of a business trust on which STT is not chargeable are taxed at normal tax rates (plus applicable surcharge and cess).

Further, in terms of section 196(3), the short term capital gains arising on transaction undertaken on a recognized stock exchange located in any International Financial Services Centre, where STT is not chargeable and consideration is paid or payable in foreign currency, shall be taxed at the rate of 20% (plus applicable surcharge and cess).

- d. Income from investments and long-term capital gains from assets (other than specified assets) arising to a NRI is taxable at the rate of 12.5% (plus applicable surcharge and cess).

In accordance with Section 213 of the ITA, no deduction in respect of any expenditure or allowance shall be allowed in computing the investment income of a NRI.

Income by way of long-term capital gains on specified assets is taxable at 12.5% (plus applicable surcharge and cess).

‘Specified asset’ means shares in an Indian Company, debentures issued by an Indian public Company, deposits with an Indian public Company and any security of the Central Government as defined in Public Debt Act.

However, an assessee has an option of choosing not to be governed by the provisions of Chapter XIII —Special provisions relating to non-residents and foreign companies’ of the ITA comprising of sections 212 to 216 of the ITA in view of Section 217(2) of the ITA.

- e. In accordance with Section 213 of the ITA, no deduction in respect of any expenditure or allowance shall be allowed in computing the investment income of a NRI.
- f. As per Section 215 of the ITA, the long-term capital gains arising to a NRI on transfer of a foreign exchange asset is exempt from tax if the net consideration from such transfer is invested in any specified assets within six months from the date of such transfer, subject to the extent and conditions specified in that section.

“Foreign exchange asset” means any specified asset which the assessee has acquired or purchased with, or subscribed to in, convertible foreign exchange.

- g. In terms of Section 216 of the ITA, where the total income of a NRI consists only of investment income or long-term capital gains or both and tax due thereon has been deducted at source in accordance with the provisions of the ITA, the NRI is not required to file a return of income.

In such a case the assessee will be covered by the provisions of section 197(4) read with the section 72(6) of the ITA. In terms thereof:

- long term capital gains on sale of listed securities (other than units) not taxable under section 198 of the ITA or zero coupon bonds are subject to tax at the rate of 12.5% (plus applicable surcharge and cess) which shall be computed by converting the cost of acquisition, the expenditure in connection with such transfer and the full value of the consideration received or accruing as a result of the transfer of the capital asset into the same foreign currency as was initially utilized in the purchase of the shares/debentures and the capital gains so computed in such foreign currency shall thereafter be reconverted into Indian currency for the purpose of taxation.
 - However, long term capital gains arising from the transfer of unlisted securities or shares of a company not being a company in which the public are substantially interested are subject to tax without giving effect to the provisions under section 72(6) as stated above.
 - In case of long-term capital gains arising from transfer of long term capital asset being units (other than units of an equity oriented fund taxable under section 198 of the ITA) listed on a recognized stock exchange in India is charged to tax at the rate of 12.5% (plus applicable surcharge and cess) without indexation or forex benefit.
- h. In terms of section 198 of the ITA, the long-term capital gains arising on transfer of a long-term capital asset being an equity share in a company or a unit of an equity oriented fund or a unit of a business trust shall be taxed at the rate of 12.5% plus applicable surcharge and cess if the total long-term capital gains in a year exceeds one lakh twenty-five thousand rupees and the STT has been paid as follows
- i. In a case where the long-term capital asset is in the nature of an equity share in a company, STT has been paid on acquisition and transfer of such capital asset [Further the Central Government has by notification in the Official Gazette, specified the nature of acquisition in respect of which the said provision shall not apply]; or
 - ii. in a case where the long-term capital asset is in the nature of a unit of an equity oriented fund or a unit of a business trust, STT has been paid on transfer of such capital asset.

Further, in terms of section 198(4) of the ITA, the long term capital gains arising on transactions undertaken on a recognized stock exchange located in any International Financial Services Centre, where STT is not paid and the consideration is paid or payable in foreign currency, shall be taxed at the rate of 12.5% plus applicable surcharge and cess if the total long-term capital gains in a year exceeds one lakh twenty-five thousand rupees in aggregate with other long term capital gains taxable under section 198(1) of the ITA..

Further, in terms of sub-section 6 and 7 of section 198 of the ITA, deductions under Chapter VIII and rebate u/s. 156 of the ITA shall not be allowed in relation to such income.

In terms of the grandfathering provision i.e. section 90(7) of the ITA (w.e.f April 01, 2018) the cost of acquisition in relation to a long-term capital asset, being an equity share in a company or a unit of an equity oriented fund or a unit of a business trust referred to in section 198 of the ITA , acquired before the 1st day of February, 2018 shall be higher of:

- i. The cost of acquisition of such asset; and
- ii. Lower of:
 - a. The fair market value of such asset; and
 - b. The full value of consideration received or accruing as a result of the transfer of the capital asset.

Further, the method of determining the fair market value for various long-term capital assets has also been provided in the clause (b) of sub-section 8 of Section 90 of ITA.

- i. The benefit of deduction under Chapter VIII of the ITA shall be allowed from the gross total income as reduced by such capital gains. In case of Individuals and HUFs, AOP, BOI or artificial juridical person opting for the old tax regime, the benefit of deduction under Chapter VIII of the ITA will be available, however, the benefit of deduction under Chapter VIII shall not be available in case of new tax regime [except deductions under Section 124(1) and 124(2), 125(2), and 146 of the ITA].
- j. The STT paid is neither allowed as a deduction in computing the income chargeable under the head “capital gains” nor allowed as a deduction from the amount of income tax payable on capital gains in accordance with Section clause (b) of Section 72(3) of ITA. Hence, the STT paid on purchase/sale trade is reduced/ added respectively from the settlement amount for the purpose of the ITA.

4) Carry-forward of losses and other provisions (applicable to both Equity and Fixed income products irrespective of the residential status):

In terms of Section 108 read with Section 111 of the ITA, 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.

The income-tax and other direct taxes’ liability on the investments and funds managed, the yield or other returns thereon, will be borne by the client. In the event of there being any withholding tax or tax deducted at source relating to any income from investment, the credit in respect thereof shall be that of the clients for which QAPL shall send Tax Deducted at Source (TDS) Certificates on receipt from the investee Companies.

In terms of Section 397(2)(b)(i), any person who is entitled to receive an income on which tax is deductible, shall furnish his Permanent Account Number ('PAN') to the person responsible for deducting such tax. If he doesn't furnish any PAN or the PAN furnished by him is incorrect, tax shall be deducted at higher of the rate specified in the relevant provision of the ITA/relevant Finance Act or at the rate of twenty percent. No declaration under section 393(6) for non-deduction of tax at source will be valid unless PAN is furnished in such declaration.

In terms of Rule 217, a relaxation has been provided to non-residents from deduction of tax at higher rate of 20% [viz., section 397(2)(b)(i)] in the absence of PAN subject to them providing specified information and documents (like Tax Residency Certificate ("TRC"), Tax Identification Number ("TIN"), etc.)

5) Profits and Gains of Business or Profession

If the Securities under the portfolio management services are regarded as business/trading asset, then any gain/loss arising from sale of such Securities would be taxed under the head "Profits and Gains of Business or Profession" under section 26 of the ITA. 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 ITA.

The characterisation of Interest income will differ from case to case basis and accordingly, the client is advised to best consult its or his or her tax consultant, with respect to specific tax implications arising out of its or his or her portfolio managed by the Portfolio Manager.

6) 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. In accordance with Section 179(1) of the ITA, an impermissible avoidance arrangement, means an arrangement, the main purpose of which is to obtain a tax benefit and it:

- creates rights or obligations which are ordinarily not created between persons dealing at arm's length;
- results directly / indirectly in the misuse or abuse of the ITA;
- lacks commercial substance or is deemed to lack commercial substance under section 180 of the ITA in whole or in part; or
- is entered into, or carried out, by means, or in a manner, which are not ordinarily employed for bona fide purposes.

Further, in terms of Section 179(2) of the ITA, an arrangement shall be presumed, unless it is proved to the contrary by the assessee, to have been entered into, or carried out, for the main purpose of obtaining a tax benefit, if the main purpose of a step in, or a part of, the arrangement is to obtain a tax benefit, irrespective of the fact that the main purpose of the whole arrangement is not to obtain a tax benefit.

As per Section 181 of the ITA, if an arrangement is declared to be an impermissible avoidance arrangement, then, the consequences, in relation to tax, of the arrangement, including denial of tax benefit or a benefit under a tax treaty, shall be determined, in the manner as deemed appropriate in the circumstances of the case.

Some of the consequences are as follows:

- Disregarding or combining or recharacterising any step in, or a part or whole of the arrangement;
- Treating the impermissible avoidance arrangement as if it had not been entered into or carried out;
- Disregarding any accommodating party or treating any accommodating party and any other party as one and the same person;
- Deeming persons who are connected persons in relation to each other to be one and the same person for the purposes of determining tax treatment of any amount;
- Reallocating amongst the parties to the arrangement—
 - any accrual, or receipt, of a capital nature or revenue nature; or
 - any expenditure, deduction, relief or rebate;
- Treating—
 - the place of residence of any party to the arrangement; or
 - the situs of an asset or of a transaction,at a place other than the place of residence, location of the asset or location of the transaction as provided under the arrangement; or
- Considering or looking through any arrangement by disregarding any corporate structure.

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 128 to 131 of the Income-tax Rules, 2026. The Income-tax Rules, 2026 provide that GAAR should not be invoked unless the aggregate tax benefit in the relevant tax year to all the parties to the arrangement 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.

Further, an amendment has been made to Rule 128 of Income-tax Rules, 2026 vide Notification No. 55/2026 dated 31 March 2026. In terms thereof, Rule 128(1)(d) has been substituted as under:

“(d) any income accruing or arising to, or deemed to accrue or arise to, or received or deemed to be received by, any person from transfer of such investments which were made before the 1st day of April, 2017 by such person”

Also, Rule 128(2) has been substituted as under:

“The provisions of Chapter X-A shall apply to any arrangement, irrespective of the date

on which it has been entered into, in respect of the tax benefit obtained from the arrangement on or after the 1st day of April, 2017, except for that income which accrues or arises to, or deemed to accrue or arise to, or is received or deemed to be received, by any person from transfer of such investments which were made before the 1st day of April, 2017 by such person.”.

7) 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 furnished in Form No. 166 and in such manner as may be specified for every calendar year by the 31st day of May following that year. 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).

8) 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.

Since the individual nature of tax consequences may differ in each case on its merits and facts, each Client is best advised to consult its/his/her own tax adviser/Professional consultant for appropriate counsel on specific tax treatments/implications arising out of participation in any Securities /Portfolio transactions.

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 as available on the relevant fund's website. If the same day NAV is not available, it will be valued at latest available NAV. 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.

(19) Valuation Criteria for Thinly and Non Traded Securities:

If the equity and equity related securities are not traded on NSE or BSE for a period of thirty days prior to the valuation date or it is thinly traded security as per SEBI norms of trading less than 50,000 shares in a month or where the trading value is less than Rs. 5 lakhs in a month, then it should be valued as per the norms given below:

- Both the thinly traded and non-traded securities will be valued at fair value as determined in good faith by the firm.
- For the purpose of valuation of non-traded and thinly traded securities, the following principles will be adopted;
- The value per share as per the net worth value described in method 1 and the capital earning value calculated as per the method 2 shall be averaged and further discounted by 15% for illiquidity so as to arrive at the fair value per share.

Method: 1

- Net worth per share = [Share capital + reserves (excluding revaluation reserves) - Miscellaneous expenditure and Debit Balance in P&L A/c) Divided by No. of Paid-up shares

- The net worth shall be calculated based on the latest available balance sheet.

Method: 2

- Average capitalization rate (P/E ratio) for the industry based upon either NSE or BSE data (which should be followed consistently and changes, if any noted with proper justification thereof) shall be taken and discounted by 75% i.e. only 25% of the industry average P/E shall be taken as capitalization rate (P/E ratio). Earnings per share of the latest audited annual accounts will be considered for this purpose.
- In case the EPS is negative, EPS value for that year shall be taken as zero for arriving at capitalized earning.
- In case where the latest balance sheet of a company is not available within nine months from the close of the year, unless the accounting year is changed, the share of such companies shall be valued at zero.

(20) Suspended Securities:

- If the equity security is suspended up to 30 days, then the last reported closing price would be taken for valuation of that security.
- If the equity security is suspended for more than 30 days, then the fair valuation of Non-Traded /Thinly traded security would be applied.

(21) Exchange Traded Fund (ETF): ETFs are valued at closing prices available on the NSE. If the closing price is not available on NSE then the closing prices available on BSE is considered. If the price at both BSE & NSE are not available the latest NAV of the Fund be considered.

(22) Warrants: In case the warrants are traded separately, they would be valued as per the valuation guidelines applicable to equity shares.

In case the warrants are not traded, the warrants can be valued at the Price of the underlying equity shares reduced by the amount which would be payable on exercise of the warrant. Appropriate illiquidity discount shall be provided with approval of the Valuation Committee. If the amount payable on exercise of the warrants is higher than the value of the share, the value of the warrants should be taken as zero.

(23) Compulsorily Convertible Debentures (CCD): Traded CCDs would be valued based on the closing market price reported in the exchange. If traded price is not available for the security to be valued, then it would be valued as follows:

- Ascertain
 - The number of shares to be received after conversion.
 - Whether the shares would be entitled for dividend on a pari passu basis for dividend on conversion.
 - The rate of last declared dividend.
 - Whether the shares are presently traded or non-traded/thinly traded.
 - Market rate of shares on the date of valuation

- In case the shares to be received, on the date of valuation, are thinly traded / non traded, then, these shares to be received on conversion are to be valued as thinly traded / non traded shares as stated above.
- In case the shares to be received on conversion are not non-traded or thinly traded on the date of valuation and would be traded pari passu for dividend on conversion:
 - Number of shares to be received on conversion, per convertible debenture, multiplied by the present market rate.
 - Determine the discount for non-tradability of the shares on the date of valuation.
 - (This discount should be determined in advance and to be used uniformly for all the convertible securities. Rate of discount should be documented and approved by the Valuation Committee.) $\text{Value} = (a) * \text{market rate} [1 - (b)]$.
- In case the shares to be received on conversion are not non-traded or thinly traded on the date of valuation but would not be traded pari passu for dividend on conversion:
 - Number of shares to be received on conversion, per convertible debenture, multiplied by the present market rate.
 - Arrive at the market value of the shares on the date of valuation by reducing the amount of last paid dividend.
 - Determine the discount for non-tradability of the shares on the date of valuation. *(This discount should be determined in advance and to be used uniformly for all the convertible securities. Rate of discount should be documented and approved by the Valuation Committee)* $\text{Value} = (a) * \{b - [1 - (c)]\}$
- In case of optionally convertible debentures, values must be determined assuming that the option will be exercised and also assuming that the option will not be exercised.
 - If the option rests with the issuer, the lower of the two values shall be taken as the valuation of the optionally convertible portion, and;
 - If the option rests with the investor, the higher of the two values shall be taken.

(24) Valuation of Non - Convertible Debentures (NCD): Traded NCDs would be valued based on the closing market price reported in the exchange. If traded prices are not available and/or does not represent fair valuation then the security would be valued based on the price provided by ICRA Management Consulting Services Limited (IMACS).

(25) Demerger:

- **Both the shares are traded immediately on de-merger:** In this case both the shares are valued at respective traded prices.
- **Shares of only one company continue to be traded on de-merger:** The cost of demerged entity will be bifurcated between 2 companies based on demerger ratio. The price of shares which is listed and traded after demerger will be valued at that price. The price of shares which is not listed will be valued at price arrived at by computing the difference in price between closing price before demerger (cum price) less the closing price of shares which is traded post demerger (Ex-date). It will also be ensured that total market value of both securities added together post de merger is equivalent to the pre demerger market value. This will be followed till 30 days. Post that if the prices are not available, then it will be valued based on fair price with approval of the Valuation Committee.

- **Both the shares are not traded on de-merger:** Shares of de-merged companies are to be valued at the pre de-merger value up to a period of 30 days from the date of de-merger. The total cost of shares post demerger should be bifurcated in the demerger ratio and should be equivalent to the pre demerger cost. The market price also will be bifurcated in same manner till both the companies are listed and traded post demerger. If post 30 days the prices are not available then it will be valued based on fair price with approval of the Valuation Committee.

In case of any other type of capital corporate action event, the same shall be valued at fair price on case-to-case basis with approval of the Valuation Committee.

(26) Non Traded/Thinly Traded Rights Entitlements:

- Where right entitlements are not traded and it is decided not to subscribe the rights, the right entitlements have to be valued at zero.
- Where right entitlements are not subscribed to but are to be renounced, and where renouncements are being traded, the right entitlements have to be valued at traded renunciation value.
- Valuations of non-traded/thinly traded/Unlisted rights entitlement, SEBI Regulations have explained this with the help of following formula and the security will be valued accordingly:

$$V_r = (P_{ex} - P_{of})$$
Where in
 V_r = Value of Rights
 P_{ex} = Ex-right price
 P_{of} = Rights offer price
- Where the rights are not treated *pari passu* with the existing shares (or resultant share is not an equity share), suitable adjustment should be made to the value of rights.
- In case the Rights Offer Price is greater than the ex-rights price, the value of the rights share is to be taken as zero.
- In case original shares on which the right entitlement accrues are not traded on the Stock Exchange, right entitlement should be valued at zero.

(27) Valuation for special trading session: In India the stock markets are open for trading even on certain public holidays but only for some hours of that day (1 hour), and not for the full working hours (from IST 9:15 am to 3:30 pm-6 hrs 15 minutes) of a normal trading day. On the Diwali holiday (a popular festival in India) the Indian stock markets are open for-what is called as Muhurat (auspicious) trading for 1 hour (as compared to a normal working day of 6 hours 15 minutes).

During the special trading sessions (such as the Muhurat Trading), trading volumes at the stock exchanges are generally, just a fraction of the average daily trading volumes, usually witnessed on a normal trading day. Due to lack of adequate volume, closing prices of securities traded on special trading session are not the true representation of the stock prices.

Therefore, for valuation of client's portfolio, the following method will be adopted:

Equity Securities: Securities will be valued as per closing prices of the full day trading session immediately prior to the special trading session. For the purpose of arriving at the securities

holdings, trades executed on the special trading session would be considered into the next valuation day.

Cash: For client accounts which have cash balances in multiple currencies, these are retranslated into the account's base currency at the rate of exchange prevailing on the special trading day.

(28) Valuation of Partly Paid-up Equity Shares: If the partly paid-up equity shares are traded in market separately then the same shall be valued at traded price (like any other equity instrument). If the same is not traded separately then partly paid equity shares shall be valued at underlying equity shares price as reduced by the balance call money payable with illiquidity discount as suggested by the Valuation Committee.

If the said partly paid equity shares are not traded for more than 30 days, the same shall be valued as per valuation norms given for non-traded shares with necessary illiquidity discount as decided by valuation committee.

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.

Investment in new type of securities/assets other than mentioned in this policy shall be made only after establishment of the valuation methodologies for such securities/assets by the Valuation Committee comprising of Chief Compliance Officer, Head of Risk Control and two representatives from the operations team.

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

D. Income Recognition for Equity, Multi-Asset & Fixed Income Product

Dividend income shall be recognized on the ex-dividend date. Interest income on bank balances held with the bank is recognized on cash basis. Interest income on fixed income securities is recognized on accrual basis. Profit or loss on sale of investments shall be recognized on the trade dates on first-in – first – out basis.

E. Recognition of fees and other expenses for Equity, Multi-Asset & Fixed Income Product

Portfolio Management Fees:

PMS Clients (HNI – Resident and NRIs): Portfolio Management Fee is accounted on half yearly basis in arrears. Portfolio valuation as of the last day of the half yearly period will be considered for purpose of calculation of management fees. The management fee is being paid by the client separately, from his own account. In the event of any deposit or withdrawal, QAPL calculates its fees by separating into separate periods the portion of the billing period occurring before the event and the portion of the billing period following it, and then calculating fees for each period pro rata based



on the number of days in the given period and the market value of the account at the end of the period.

PMS Clients (Separately Managed Accounts): The management fee is accounted as per the terms of the Portfolio Management Agreement. Mostly it is accounted quarterly in arrears. In case of some of the clients the management fee amount is paid by the client out of the portfolio, while in some of the cases the amount of management fee is paid out by the client separately.

PMS Clients (Funds): Where the Portfolio Management Services is offered to a Fund, the management fee would be calculated based on the Fund's prospectus.

Brokerage: Brokerage is treated as a part of the investment cost and hence it is included in the investment cost.

10. Investor Services

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

Clients may contact the following executive for their queries:

Name	Designation	E-mail
Mr. I.V. Subramaniam	Managing Director, and Group Head - Equities	Subbu@QASL.com

Mailing Address: 1st Floor, Apeejay House, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai 400020.

Tel. No.: 91-22-6144 7902; **Fax No.:** 91 22 2285 4318/2287 5111

The Company shall endeavour to redress the investor complaint(s) within 21 calendar days of the date of receipt of complaint.

ii. Grievance redressal and dispute settlement mechanism:

Investors can seek clarification for their queries and are further entitled to make a complaint by writing an email to Mr. Piyush Thakkar, CEO at Compliant@QASL.com. The Company shall endeavour to redress the investor complaint(s) within 21 calendar days of the date of receipt of complaint.

For any queries/clarifications and for timely and prompt redressal of grievances, the investors may contact the above-mentioned executive of the Portfolio Manager.

As a part of the firm's clients' grievance redressal and dispute settlement mechanism, all the disputes arising in connection with the Client's Portfolio Management Agreement shall, to the extent possible be settled amicably by prompt negotiations between the representatives of the parties at the earliest.

SEBI Complaints Redressal System (SCORES)

In the event of failure to settle the disputes by mutual negotiations, investors may escalate the same through SCORES Portal (<https://scores.gov.in/scores/Welcome.html>). SEBI has set up a centralized web-based complaints redress system (SCORES) for easy retrieval and tracking of complaints of the investors.

SCORES may be accessed through SCORES mobile application by downloading from below-mentioned link. For any queries/feedback or assistance, you may also contact SCORES toll-free helpline service number (1800 266 7575 or 1800 22 7575) which is available all days from 9:00 a.m. to 6:00 p.m. (excluding declared holidays).

<https://play.google.com/store/apps/details?id=com.ionicframework.sebi236330>

<https://apps.apple.com/in/app/sebiscores/id1493257302>



Investors may also send their complaints to: Office of Investor Assistance and Education, Securities and Exchange Board of India, SEBI Bhavan. Plot No. C4-A, 'G' Block, Bandra-Kurla Complex, Bandra (E), Mumbai -400 051.

It would, however, be advisable that investors may initially take up their grievances for redressal with QAPL's Investor Relation Officer mentioned above for handling issues relating to compliance and redressal of investor grievances.

Online Resolution of Disputes:

After exhausting all abovementioned options, if the investor is still not satisfied with the outcome, they can initiate dispute resolution by harnessing online conciliation and/or online arbitration through Online Dispute Resolution (ODR) Portal at <https://smartodr.in/login>.

Alternatively, the investor can initiate dispute resolution through the ODR Portal if the grievance lodged with the Company was not satisfactorily resolved or at any stage of the subsequent escalations mentioned above (prior to or at the end of such escalation/s).

Resolution through online arbitration and/or conciliation shall be subject to the provisions of the Arbitration and Conciliation Act, 1996 or any statutory modification or re-enactment thereof for the time being in force or any other arbitration law or rules of arbitration as mentioned in the Portfolio Management Agreement.

The place of arbitration shall be Mumbai, India unless specified otherwise in the Portfolio Management Agreement and be conducted in English language. The costs of arbitration shall be borne, as the arbitrators shall decide on a majority of votes. The Parties agree that any award of the arbitrator shall be final and binding on them from the date it is made.

Further details of SEBI master circular on Online Dispute Resolution can be found on our website at https://www.qasl.com/files/ugd/e6088c_8a3aa2e993b44d96abba76bd1f3f4383.pdf.

11. Details of the diversification policy of the portfolio manager

Portfolio diversification is a risk management strategy which helps to mitigate the associated risks on the overall investment portfolio. Portfolio diversification can be achieved by investment across different asset class or with same asset class.

Portfolio managers has different investment approaches which invest in 2 asset classes i.e., either in equity or debt/fixed income.

With respect to investment in equity, it is the Firm's policy to control risk by endeavouring to keep our clients' portfolio adequately diversified, both in terms of the sectors included in those portfolios, as well as with respect to the level of concentration in any specific security. However, the firm do not make sector calls. We make stock calls that lead to certain sector weights. We could have 100% of the investment in one sector, if valuations are attractive only in that sector. Generally, the minimum holding in any one stock is 2 % and the maximum is 6% at cost. Portfolio holding will be in range of 25 to 40 stocks in case of Q India Value Equity Strategy and 45 to 60 stocks in case of Q India Responsible Return Strategy.

With respect to our investment in Debt/Fixed Income, portfolio managers invest in Securities issued by Central Government of India – Government Securities and Treasury Bills, Commercial Papers (CPs) of government owned companies, Corporate Debt securities issued by government owned companies – Non Convertible Debentures (NCDs) and Bonds including Zero Coupon Bond, Debt obligations of government owned banks and financial institutions including perpetual and Upper Tier II bonds and floating rate Debt Instruments issued by Central Government and government owned companies.

12. Prevention of Money Laundering

The Prevention of Money Laundering Act, 2002 (PMLA Act) came into force with effect from July 1, 2005, in India, forming the core of the legal framework to combat money laundering. As per the provisions of the PMLA Act and SEBI guidelines on Know Your Customer (KYC) Standards and Anti-Money Laundering (AML), all intermediaries, including portfolio managers, have certain obligations regarding verification of the identity of their clients, maintaining records and furnishing information to the Financial Intelligence Unit – India (FIU - IND). SEBI vide its various circulars has directed all Intermediaries, including portfolio managers to formulate and implement policies and procedures for dealing with money laundering and adoption of 'Know Your Customer' (KYC) Policy. The client should ensure that the amount invested in the Portfolio Management Service is through legitimate sources only and does not involve and is not designed for the purpose of any contravention or evasion of any Act, Rules, Regulations, Notifications or Directions or the provisions of the Prevention of Money Laundering Act, 2002 and the rules made thereunder, Income Tax Act, Anti Money Laundering Guidelines issued by SEBI, Anti-Corruption Act, SEBI Act and or any other applicable laws enacted by the Government of India from time to time.

QAPL reserves all the rights to take all steps and actions, including recording clients' telephonic calls, and /or obtain and retain documentation for establishing the identity of the client, proof of residence, source of funds, etc. in accordance with the applicable laws, from the client/ custodian, as may be required to ensure appropriate identification / verification/ re-verification of the client, the sources of fund etc. under the KYC policy. If at any time QAPL believes that the transaction is suspicious in nature within applicable laws, QAPL shall have the absolute discretion to report the suspicious transaction to FIU – IND and/or any other statutory body. QAPL is bound to do so from time to time. QAPL can also reject any application, freeze the account, compulsorily close the account of the client and the termination proceeds shall be paid to the client at Net Asset Value (NAV) subject to the payment of fees and expenses, if any, of QAPL. QAPL shall have no obligation to inform / advise the client or its agents / power of attorney (POA) holder of such reporting.

QAPL and its Directors, employees, agents and persons acting on its behalf shall not be responsible/liable for any loss to the Client(s) in any manner whatsoever due to reporting to the FIU-IND, the rejection of any application or freezing of the accounts or compulsory closure of a the account or termination of the agreement entered into between the client and QAPL, due to non-compliance by the Client(s) with the provisions of the laws, rules, regulations, KYC policy etc. and / or where QAPL makes reporting to FIU – IND of suspicious transaction.

Part II – Dynamic Section
13. Client Representation

(i)

Year	No. of Clients	Category of Clients		Total	Funds managed (Rs. in Crores)		Total	Discretionary/ Non-discretionary (if available)
		Associates/ Group Companies	Others		Associates/ Group Companies	Others		
Ended June 30, 2026	10	1**	9	10	16.98	16,688.65	16,705.63	Discretionary
Ended March 31, 2026	10	1**	9	10	16.04	15,443.43	15,459.48	Discretionary
Ended March 31, 2025	8	1**	7	8	15.92	18,015.73	18,031.65	Discretionary
Ended March 31, 2024	6	1*	5	6	13.83	21,735.20	21,749.03	Discretionary

**** Associate /group companies include Firm's investment under the four offerings viz., Q India Responsible Returns Strategy, Q India Small Cap Strategy, Q India Ethical Returns Strategy & Q India Sovereign Focus Bond Strategy as these are proprietary accounts and currently there are no outside clients under these strategies**

*** Associate /group companies include Firm's investment under the three offerings viz., Q India Responsible Returns Strategy, Q India Small Cap Strategy & Q India Sovereign Focus Bond Strategy as these are proprietary accounts and currently there are no outside clients under these strategies**

Apart from above, Quantum Advisors Private Limited had provided Portfolio Advisory Services on non-discretionary basis to one of its client until December 31, 2025. The Assets Under Advisory (AUA) of the Client as on December 31, 2025 was INR is INR 221.05 Crores.

New client was onboarded for Portfolio Advisory Services on non-discretionary basis with effect from December 2025. The Asset Under Advisory (AUA) of the client as on June 30, 2026 is INR 5.44 Crores



- (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 the related Companies and their relationships:

a. Subsidiary Companies:

1. Quantum Asset Management Company Private Limited
2. Quantum Trustee Company Private Limited
3. Quantum India (Mauritius) Limited
4. Quantum Advisors ESOP Trust

b. Step Down Subsidiaries

1. Q India (UK) Limited
2. Q India Corp.
3. QIEF Management LLC, Mauritius
4. PREI Management Limited

c. Associate Companies:

1. Primary Real Estate Advisors Private Limited
2. Ark Neo Financial Services Private Limited

d. Entities having common Director

1. Quantum Information Services Private Limited

e. Entities having common control:

1. Quantum Advisors Private Limited Employee Group Gratuity Assurance Scheme (Trust)

f. Entity/Person exercising significant influence:

1. Mr. Ajit Dayal
2. HWIC Asia Fund (Class Q Shares)

g. Key Management Personnel:

1. Mr. I. V. Subramaniam

h. Non-Executive Director:

1. Ajay Nanavati
2. Derek Brodersen (w.e.f. June 28, 2023)
3. Hormazadiyaar Vakil
4. Marsha Vande Berg
5. Nailini Kak
6. Praveen Kadle



Quantum Advisors Private Limited

Disclosure Document – July 2026

TRANSACTIONS WITH RELATED PARTIES FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

“Amounts in Rs ('000)”

Sr. N o.	Nature of Transactions	Subsidiary / Step Down Subsidiaries		Associates		Entities having common control		Key Managerial Personnel		Non-Executive Directors		Entity/Person exercising Significant Influence		Entities having common Director	
		31-Mar-25	31-Mar-26	31-Mar-25	31-Mar-26	31-Mar-25	31-Mar-26	31-Mar-25	31-Mar-26	31-Mar-25	31-Mar-26	31-Mar-25	31-Mar-26	31-Mar-25	31-Mar-26
1	Equity Shares Capital as at the end of the year														
	HWIC Asia Fund (Class Q)	-	-	-	-	-	-	-	-	-	-	55,205	55,205	-	-
2	Investment in Equity Shares as at the end of the year														
	Quantum Asset Management Company Private Limited	1,131,592	1,394,395	-	-	-	-	-	-	-	-	-	-	-	-
	Quantum Trustee Company Private Limited	100	100	-	-	-	-	-	-	-	-	-	-	-	-
	Ark Neo Financial Services Private Limited	-	-	33,615	6,118	-	-	-	-	-	-	-	-	-	-
	Primary Real Estate Advisors Private Limited	-	-	12,785	12,785	-	-	-	-	-	-	-	-	-	-
	Quantum India (Mauritius) Limited	6,113	6,113	-	-	-	-	-	-	-	-	-	-	-	-
3	Loan Balance Outstanding														
	Quantum Advisors ESOP Trust	161,803	161,803	-	-	-	-	-	-	-	-	-	-	-	-
4	Sundry Debtors Balance Outstanding														



Quantum Advisors Private Limited

Disclosure Document – July 2026

	Quantum Asset Management Company Pvt. Ltd	3,238	1,881	-	-	-	-	-	-	-	-	-	-	-	-
	Primary Real Estate Advisors Pvt. Ltd	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	QIEF Management LLC	771	581	-	-	-	-	-	-	-	-	-	-	-	-
5	Sundry Creditors Balance Outstanding														
	QIEF Management LLC	836	1,501	-	-	-	-	-	-	-	-	-	-	-	-
	Quantum Asset Management Company Private Limited	5,632	1,584	-	-	-	-	-	-	-	-	-	-	-	-
	Q India Corp, USA	4,581	27,914	-	-	-	-	-	-	-	-	-	-	-	-
	Q India (UK) Ltd.	(2,140)	1,123	-	-	-	-	-	-	-	-	-	-	-	-
6	Security Deposit payable														
	Primary Real Estate Advisors Private Limited	-	-	442	487	-	-	-	-	-	-	-	-	-	-
7	Accrued Interest receivable														
	Quantum Advisors ESOP Trust	41,978	50,754	-	-	-	-	-	-	-	-	-	-	-	-
8	Sitting fees payable														
	Derek Brodersen	-	-	-	-	-	-	-	-	557	-	-	-	-	-
	Marsha Vande Berg	-	-	-	-	-	-	-	-	174	-	-	-	-	-
9	Research/ Advisory Fees - (Expenses)														
	Quantum Asset Management Company Private Limited	94,902	101,813	-	-	-	-	-	-	-	-	-	-	-	-
	Quantum Information Services Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	492
10	Recovery of Expenses (rent, electricity and others)														



Quantum Advisors Private Limited

Disclosure Document – July 2026

	Quantum Asset Management Company Private Limited	100	27	-	-	-	-	-	-	-	-	-	-	-	-
	Primary Real Estate Advisors Private Limited	-	-	1,456	1,418	-	-	-	-	-	-	-	-	-	-
	QIEF Management LLC	720	336	-	-	-	-	-	-	-	-	-	-	-	-
11	Support Fees (Income)														
	Quantum Asset Management Company Private Limited	6,525	6,801	-	-	-	-	-	-	-	-	-	-	-	-
12	Marketing Campaign fees (Income)														
	Quantum Asset Management Company Private Limited	7,491	1,644	-	-	-	-	-	-	-	-	-	-	-	-
13	Interest Income on Loan														
	Quantum Advisors ESOP Trust	9,751	9,751	-	-	-	-	-	-	-	-	-	-	-	-
14	Professional and Consultation Fees (Income)														
	QIEF Management LLC	3,143	2,632	-	-	-	-	-	-	-	-	-	-	-	-
15	Marketing and Distribution Fees (Expenses)														
	QIEF Management LLC	7,423	7,472	-	-	-	-	-	-	-	-	-	-	-	-
	Q India UK Ltd.	82,734	148,512	-	-	-	-	-	-	-	-	-	-	-	-
	Q India Corp - Creditors	35,439	5,475	-	-	-	-	-	-	-	-	-	-	-	-
16	Transfer out of Property, Plant and Equipment														



Quantum Advisors Private Limited

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	Quantum Asset Management Company Private Limited	-	130	-	-	-	-	-	-	-	-	-	-	-	-
17	Reimbursement of Expenses														
	Q India Corp, USA	-	8,461	-	-	-	-	-	-	-	-	-	-	-	-
18	Remuneration														
	Mr. I. V. Subramaniam	-	-	-	-	-	-	13,978	14,853	-	-	-	-	-	-
19	Sitting fees														
	Ajay Nanavati	-	-	-	-	-	-	-	-	590	590	-	-	-	-
	Derek Brodersen	-	-	-	-	-	-	-	-	500	500	-	-	-	-
	Hormazdiyaar Vakil	-	-	-	-	-	-	-	-	980	980	-	-	-	-
	Marsha Vande Berg	-	-	-	-	-	-	-	-	980	980	-	-	-	-
	Nalini Kak	-	-	-	-	-	-	-	-	800	800	-	-	-	-
	Praveen Kadle	-	-	-	-	-	-	-	-	890	890	-	-	-	-
	Natasha Cupps	-	-	-	-	-	-	-	-	-	-	-	-	-	-
20	Investment in Subsidiary	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Quantum Asset Management Co Pvt. Ltd	131,737	262,803	-	-	-	-	-	-	-	-	-	-	-	-
		-	-	-	-	-	-	-	-	-	-	-	-	-	-

**Financial performance***(Based on the audited financial statements)**(Rs. '000)*

Particulars	For FY ended March 31, 2026	For FY ended March 31, 2025	For FY ended March 31, 2024
<i>Income</i>	523,794	515,683	572,203
<i>Expenditure</i>	686,779	577,084	539,544
<i>Profit After Tax</i>	(162,985)	(38,429)	15,802
<i>Networth</i>	2,740,433	2,860,266	2,876,273

Notes:

Details of Financial Performances are as per audited financial statements and in terms of procedure specified by SEBI for accessing the performance. The Accounts are last audited up to March 31, 2026. Audited Financial Statements for immediately preceding three financial years shall be provided on receipt of specific request made by client.

14. Performance of Portfolio Manager

Portfolio Management performance of the portfolio manager for the last three years, and in case of discretionary portfolio manager disclosure of performance indicators calculated using 'Time Weighted Rate of Return' method in terms of Regulation 22 of the SEBI (Portfolio Managers) Regulations, 2020.

i. Performance for Q India Value Equity Strategy:

The Time Weighted Rate of Return of the equity investment managed by the firm are described below along with its benchmark returns. Returns are net of all fees and charges levied by QAPL:

Particulars *	Returns for the current year (April 1, 2026 to June 30, 2026)	Returns for the financial year ended March 31, 2026	Returns for the financial year ended March 31, 2025	Returns for the financial year ended March 31, 2024
Portfolio Performance of Q India Value Equity Strategy Composite (%)	7.99	-7.23	10.09	40.31
Benchmark performance (%) (BSE 500 TRI)	12.10	-3.12	5.96	40.16
Portfolio Performance of Q India Value Equity Strategy – Constrained V (%)	8.37	-4.37	11.01	42.40
SEBI mandated Benchmark Performance (%) (BSE 500 TRI)	12.10	-3.12	5.96	40.16
Client mandated Benchmark Performance (%) (FTSE Global Equity Index Series (All Cap) India)	10.29	-4.39	7.68	42.85
Portfolio Performance of Q India Value Equity Strategy - Constrained XIII (%)	NA	NA	5.16#	40.38
SEBI mandated Benchmark Performance (%) (BSE 500 TRI)	NA	NA	4.30#	40.16



Client mandated Benchmark Performance (%) (MSCI India Index (Total Return Gross Dividend))	NA	NA	3.19#	39.38
Portfolio Performance of Q India Value Equity Strategy - Constrained XVII (%)	6.51	-4.33	-1.22\$	NA
SEBI mandated Benchmark Performance (%) (BSE 500 TRI)	12.10	-3.12	-3.74\$	NA
Client mandated Benchmark Performance (%) (MSCI India Net Total Return Index)	9.85	-3.94	-2.83\$	NA
Portfolio Performance of Q India Value Equity Strategy - Constrained XVIII (%)	8.59	-10.30	-1.38^	NA
SEBI mandated Benchmark Performance (%) (BSE 500 TRI)	12.10	-3.12	-1.87^	NA
Client mandated Benchmark Performance (%) (MSCI India Index (Total Return Gross Dividend))	9.85	-3.94	-1.09^	NA
Portfolio Performance of Q India Value Equity Strategy - Constrained XIX (%)	8.67	-6.98	-1.25@	NA
SEBI mandated Benchmark Performance (%) (BSE 500 TRI)	12.10	-3.12	-0.99@	NA
Client mandated Benchmark Performance (%) (MSCI India Index (Total Return Gross Dividend))	9.98	-2.37	-0.67@	NA

*** Note on benchmark**

Pursuant to guidelines issued by SEBI on Performance Benchmarking and Reporting vide circular dated December 16, 2022, read with circular issued by Association of Portfolio Managers of India (APMI) dated May 15, 2023, QAPL has made following change in benchmark indices effective from April 01, 2023:

1. In case of Q India Value Equity Strategy Composite, the benchmark was changed from BSE 200 TRI to BSE 500 TRI.



2. In case of Q India Value Equity Strategy - Constrained V and Q India Value Equity Strategy – Constrained XIII, BSE 500 TRI was introduced as SEBI mandated benchmark in addition to Client specified benchmarks.

This Client Account has been terminated w.e.f. May 31, 2024. Both for the portfolio and the corresponding benchmark, the returns for the period April 1, 2024, to August 31, 2024, represent return for the period from April 1, 2023 to May 31, 2024.

\$ Inception date for the strategy is Jan 06, 2025. Both for the portfolio and the corresponding benchmark, the returns for the financial year ended March 31, 2025, represent return for the period from Jan 06, 2025 to March 31, 2025.

^ Inception date for the strategy is Jan 20, 2025. Both for the portfolio and the corresponding benchmark, the returns for the financial year ended March 31, 2025, represent return for the period from Jan 20, 2025 to March 31, 2025.

@ Inception date for the strategy is Feb 1, 2025. Both for the portfolio and the corresponding benchmark, the returns for the financial year ended March 31, 2025, represent return for the period from Feb 1, 2025 to March 31, 2025.

ii. Performance of Q India Responsible Returns Strategy:

The Time Weighted Rate of Return of the equity investment managed by the firm are described *below* along with its benchmark returns:

Particulars *	Returns for the current year (April 1, 2026 to June 30, 2026)	Returns for the financial year ended March 31, 2026	Returns for the financial year ended March 31, 2024	Returns for the financial year ended March 31, 2023
Portfolio Performance of Q India Responsible Returns Strategy Composite (%)	10.95	-7.30	5.32	32.43
Benchmark Performance (%) (BSE 500 TRI)	12.10	-3.12	5.96	40.16

* **Note on benchmark** - With effect from April 01, 2023, QAPL has chosen BSE 500 as benchmark in place of the old benchmark (MSCI India Net) pursuant to guidelines issued by SEBI on Performance Benchmarking and Reporting vide circular dated December 16, 2022, read with circular issued by Association of Portfolio Managers of India (APMI) dated May 15, 2023.

iii. Performance for Q India Sovereign Focus Bond Strategy:

The *Time Weighted Rate of Return of the Fixed Income investment managed by the firm for fixed income product is described below along with its benchmark returns:*

Particulars	Returns for the current year (April 1, 2026 to June 30, 2026)	Returns for the financial year ended March 31, 2026	Returns for the financial year ended March 31, 2024	Returns for the financial year ended March 31, 2023
Portfolio Performance of Q India Sovereign Focus Bond Strategy Composite (%) *	3.42	1.96	8.60	8.22
Benchmark Performance (%) (CRISIL Composite Bond Fund Index)	3.51	3.58	8.79	8.26

** Client account has been terminated w.e.f. from November 17, 2020. However, we have launched our Proprietary account under the same strategy on August 24, 2020. Currently, the Composite comprises of only one account, which is the Firm's proprietary account.*

iv. Performance for Q India Small Cap Strategy:

The *Time Weighted Rate of Return of the Small Cap investment managed by the firm for fixed income product is described below along with its benchmark returns:*

Particulars	Returns for the current year (April 1, 2026 to June 30, 2026)	Returns for the financial year ended March 31, 2026	Returns for the financial year ended March 31, 2025	Returns for the financial year ended March 31, 2024
Portfolio Performance of Q India Small Cap Strategy Composite (%) *	23.74	-2.38	5.49	2.47#
SEBI Benchmark Performance (%) ((BSE 500 TRI)	12.10	-3.12	5.96	19.41#

Inception date for the strategy is November 03, 2024. Both for the portfolio and the corresponding benchmark, the returns for the financial year ended March 31, 2024, represent return for the period from November 03, 2024 to March 31, 2024. Currently, the Composite comprises of only one account, which is the Firm's proprietary account.



v. Performance for Q India Ethical Returns Strategy:

The Time Weighted Rate of Return of the equity investment managed by the firm are described below along with its benchmark returns:

Particulars	Returns for the current year (April 1, 2026 to June 30, 2026)	Returns for the financial year ended March 31, 2026	Returns for the financial year ended March 31, 2025	Returns for the financial year ended March 31, 2024
Portfolio Performance of Q India Ethical Returns Strategy Composite (%) *	12.26	-6.77	-8.63#	NA
SEBI Benchmark Performance (%) (BSE 500 TRI)	12.10	-3.12	-4.09#	NA

Inception date for the strategy is December 20, 2024. Both for the portfolio and the corresponding benchmark, the returns for the financial year ended March 31, 2025, represent return for the period from December 20, 2024 to March 31, 2025. Currently, the Composite comprises of only one account, which is the Firm's proprietary account.

vi. Performance for OCIO Strategy:

The Time Weighted Rate of Return of the equity investment managed by the firm are described below along with its benchmark returns:

Particulars	Returns for the current year (April 1, 2026 to June 30, 2026)	Returns for the financial year ended March 31, 2026	Returns for the financial year ended March 31, 2025	Returns for the financial year ended March 31, 2026
Portfolio Performance of Quantum OCIO Strategy (%) *	16.35	-7.63#	NA	NA
SEBI Benchmark Performance (%) (NSE Multi Asset Index 2)	7.57	-1.21#	NA	NA

Inception date for the strategy is May 16, 2025. Both for the portfolio and the corresponding benchmark, the returns for the financial year 2025-26, represent return for the period from May 16, 2025 to March 31, 2026.



Please note that

- The performance shown above does not guarantee future results and future performance may be lower or higher than the data quoted.
- The performance reported above is not verified by SEBI.
- Cash holdings and investments in cash equivalent are considered for calculation of performance.
- Performance computed and reported shall be net of all fees and all expenses (including taxes/statutory levies thereon).



15. Audit Observations (of the preceding 3 years)

There were no audit observations in the last 3 years.

AUDIT

QAPL shall maintain separate client-wise portfolio accounts. QAPL shall get client's Portfolio Transaction Account, duly audited annually by an independent Chartered Accountant appointed by QAPL and thereon a copy of the Audit Report shall be provided to the clients. It is clarified that the aforesaid is not applicable to clients who have availed only Advisory Portfolio Management Services.

If any client intends to get these transactions audited at their end such appointment of an independent Chartered Accountant will be at the cost of the client and QAPL shall be entitled to a copy of the Audit Report. It is clarified that the aforesaid is not applicable to clients who have availed only Advisory Portfolio Management Services.

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.

As per Firm's Policy, it cannot invest in securities issued by any Related Party or Associate unless these are permitted under applicable regulations and prior consent of the client is obtained as provided under the applicable rules and regulations.

Firm has not made any investments of its clients' funds in the securities of its Related Parties or Associates as on June 30, 2026:

Sr. No.	Investment Approach, if any	Name of the associate/ related party	Investment amount (cost of investment) as on June30, 2026 (INR in crores)	Value of investment as on June 30, 2026 (INR in crores)	Percentage of total AUM as on June 30, 2026
1	Q India Value Equity Strategy	NA	NIL	NIL	NIL
2	Q India Value Equity Strategy - Constrained V	NA	NIL	NIL	NIL
3	Q India Value Equity Strategy - Constrained XIII	NA	NIL	NIL	NIL
4	Q India Value Equity Strategy - Constrained XVII	NA	NIL	NIL	NIL
5	Q India Value Equity Strategy - Constrained XVIII	NA	NIL	NIL	NIL
6	Q India Value Equity Strategy - Constrained XIX	NA	NIL	NIL	NIL
7	Q India Responsible Returns Strategy	NA	NIL	NIL	NIL
8	Q India Sovereign Focus Bond Strategy	NA	NIL	NIL	NIL
9	Q India Small Cap Strategy	NA	NIL	NIL	NIL
10	Q India Ethical Returns Strategy	NA	NIL	NIL	NIL
11	Quantum OCIO Strategy	NA	NIL	NIL	NIL



For Quantum Advisors Private Limited

Sd/-

I. V. Subramaniam
Managing Director, and Group Head- Equities
DIN (00253917)
Place: Mumbai
Date: 29.07.2026

Sd/-

Hormazdiyaar Vakil
Director
DIN (00060835)
Place: Mumbai
Date: 29.07.2026

For JHS & Associates, LLP
Chartered Accountants
FRN: 133288W/W100099

Sd/-

Partner
Sahil Shah
M. No.: 172336
Place: Mumbai
Date: 29.07.2026

Annexure A

Disclosures under Regulation (EU) 2019/2088 of the European Parliament and of the Council of November 27, 2019, on sustainability-related disclosures in the financial services sector

The Regulation (EU) 2019/2088 of the European Parliament and of the Council of November 27, 2019 on sustainability-related disclosures in the financial services sector (the “SFDR Regulation”) became effective on March 10, 2021.

This Regulation aims to establish a European framework to promote sustainable investments by setting forth transparency obligations in financial product’s legal documentation.

SFDR Classification:

The main primary aim of the SFDR is to tackle greenwashing in the financial sector. It requires portfolio managers to classify their strategies/products based on their sustainability performance. The three classifications are Article 6, Article 8, and Article 9.

Article 6: Those products/strategies that do not promote their environmental social or governance (ESG) characteristics.

Article 8: Article 8 products promote environmental or social characteristics, or a combination of those characteristics provided the companies in which investments are made follow good governance practices.

Article 9: Referred to as products targeting sustainable investments requires products targeting bespoke sustainable investments and those that have sustainable investment as their objective

We are pleased to confirm that the under the remit of SFDR, the Q India Responsible Returns Strategy managed by Quantum Advisors will be classified as Article 8 product.

Disclosures under Article 8 read with Article 6 in respect of QIRR:

The strategy takes a holistic view of the environmental, Social and Governance (ESG) disclosures and practices of the investee companies by adopting a materiality driven, best in class sustainability assessment using a proprietary Integrity Scoring framework. The approach has an exclusion policy involving a few sectors but believes in positively screening companies using double materiality approach for their sustainability integration within their businesses. Effective engagement with companies further helps to improve their ESG traits and help them demonstrate global best practices.

Quantum Advisors is committed to maintaining an investment approach that ensures continued improvement in environmental and social performance and upholding best corporate

governance practices in a comprehensive manner among its portfolio companies. We recognize that a company's ESG practices, whether good or bad, can affect its valuation and financial performance. There has been numerous implicit evidence of the same. As a result, we pledge to exercise independent judgment in identification of ESG risks and opportunities, incorporate ESG information in our investment research, engage with companies on ESG issues and diligently vote proxies on all resolutions.

We seek to increase the weight of securities in those companies with reasonably low sustainability and governance risks, simultaneously, invest in those companies with high standards of governance practices. Also, our positive screening approach allows us to invest in companies which have demonstrated good Governance and uphold certain minimum E&S performance but currently lag on certain environmental or Social practices. In such cases, if there is enough intent from the company as demonstrated by some measurable progress such that they meet some bare minimum threshold levels and a willingness to engage to drive better outcomes, our approach would consider such companies as well.

Active ownership through engagement and voting gives us an opportunity to influence positively and to encourage transparency. Our active ownership involves engagements with our portfolio companies, where we believe it will create better long-term outcomes on ESG matters and, in turn, generate more sustainable value for our investors. Our ESG engagement efforts are tailored to connect on the issues that are most material to the companies' long-term value creation and preservation. We engage with companies on a proactive and reactive basis, when appropriate.

Sustainability risk

"Sustainability risk" is defined in the SFDR Regulation as an environmental, social or governance event or condition which, if it occurs, could cause an actual or potential material negative impact on the value of an investment.

Quantum Advisors defines examples of sustainability risks which are potentially likely to cause a material negative impact on the value of an investment, should those risks occur, are as follows:

- Environmental: risks may include from sudden extreme occurrence of climate change, high level of carbon emissions, sudden rise in sea levels causing flooding, and displacement, depletion for existing natural resources
- Social sustainability risks may include human rights violations, human trafficking, child labour, health and safety, irresponsible sourcing or gender discrimination; and
- Governance sustainability risks may include a lack of diversity at board or governing body level, infringement or curtailment of rights of shareholders, regulatory non compliance, poor business ethic, lack of sustainability intent, s poor safeguards on personal data or IT security.

Integration of Environmental, Social and Governance (“ESG”) issues into investment decision-making:

The integration of sustainability factors into the investment process is an integral component of our responsible investment practices.

The likely impacts of a sustainability risk may be numerous and can vary depending on the specific risk and company’s business operations. To the extent that a sustainability risk materialises or materialises in a manner that is not anticipated by us, there may be a sudden, material negative impact on the value of an investment.

Quantum Advisors recognises that as qualified stewards of our clients’ assets and as active fund manager and shareholders in companies on their behalf, the individual and collective decisions we make as investors have far reaching implications. We believe that integration of sustainability factors into investment process is an integral component of our responsible investment practice. A key point of our research process is to produce inhouse research to understand the ESG risks in our portfolio companies and seek to minimise them through active company engagement.

The ESG research process typically involves the following steps:

- **Identification of material aspects:** the ESG analyst gathers information from various sources (sustainability reports, annual reports, Carbon Disclosure Project (CDP) Reports, Regulatory Filings, Sustainability Accounting Standards Board (SASB) publications) to identify key material aspects relevant to the industry.
- **Report preparation:** Based on company disclosures and qualitative aspects and after an internal discussion in the ESG team, the companies are scored on their ESG performance. For details on our scoring methodology, please refer **the Firm’s Responsible Investment Policy (“ESG Policy”)**.
- **Presentation to research team:** The ESG analyst presents the report to the entire research team for comments / feedback or clarifications.
- **Portfolio construction:** Once agreed, the ESG scores and inputs are integrated into the equity research report of that company and used in future for the portfolio construction process. For details on our portfolio construction, please refer **the Firm’s ESG Policy**

For further information, please see our ESG Policy and Stewardship Policy available on www.QASL.com

Likely impact on returns:

As per our proprietary ESG assessment, where any Company scores low on our sustainability risk assessment (in combination with low assessment on other factors), it can lead to the company or issuer being excluded from the QIRR’s investment universe. All else being equal, our



belief is that a lower sustainability assessment will reduce the intrinsic valuation of a security, thereby reducing the total return expectations for the financial product. Sustainability risk issues impact investment value and those better long-term investment outcomes can be achieved through active engagement and by exercising the equity ownership rights held on behalf of our clients.

Disclosures under Article 10 in respect of QIRR

Disclosure of Transparency of the promotion of environmental or social characteristics and of sustainable investments on website:

Quantum Advisor's website contains description of Environmental and social characteristics, our sustainable investment objectives for the QIRR, along with methodologies and information about our engagement policies we implement to manage the funds. https://www.qasl.com/files/ugd/e6088c_6168627b499d4ddca22826e77ac726ee.pdf



FORM C

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

Name	Quantum Advisors Private limited (QAPL)
CIN	U65990MH1990PTC055279
Address.	1st Floor, Apeejay House, 3 Dinshaw Vachha Road, Churchgate, Mumbai- 400020,
Tel Nos.	91 22- 6144 7900/2383 0322
Fax no	91 22 -2285 4318/2287 5111
Email	Info@QASL.com
Website	www.QASL.com

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 in the Portfolio Management; and
- (iii) this Disclosure Document dated July 23, 2026, has been duly certified by an Independent Chartered Accountant, M/S JHS & Associates LLP, Chartered Accountants, having registered office at B wing 4th Floor, Unit No. 406 to 410 Navakar Chambers, A K Road, Marol Naka Metro Station, Mumbai -400 059, Firm's Registration No: FRN133288W/W100099, Phone No- +91 9870759396 on July 29, 2026.

Sd/-

Date: July 29, 2026
Place: Mumbai

Name: I.V. Subramaniam
(Principal Officer)

Address: 1st Floor, Apeejay House, 3 Dinshaw Vachha Road, Churchgate, Mumbai-400020,

Quantum Advisors Private Limited

Registered Office: 1st Floor, Apeejay House, 3 Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai 400020, India

Tel No.: +91-22-6144 7900 / 22830322 | Fax: 91-22-2285 4318 | Email: info@qasl.com | Website: www.QASL.com
CIN: U65990MH1990PTC055279

Ref No. JHS/MUM/2026-27/691

To,
The Managing Director,
Quantum Advisors Pvt. Ltd.,
1st Floor, Apeejay House, 3 Dinshaw Vachha Road,
Backbay Reclamation, Churchgate, Mumbai - 400 020

Independent Practitioner's Certificate on Disclosure Documents ('the Document') of Quantum Advisors Private Limited ('the Company') prepared in accordance with Schedule V, Regulation 22 of Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020.

1. This Certificate is issued in accordance with the terms of our engagement.
2. Quantum Advisors Private Limited having CIN U65990MH1990PTC055279 was established on 31 January 1990 to provide Portfolio Management Services ('PMS') and Advisory services to its clients. The company is registered with Securities and Exchange Board of India ('SEBI') under the SEBI (Portfolio Managers) Regulations, 2020 vide registration number INP000000187.

Management's Responsibility

3. The accompanying Disclosure Documents, including the creation and maintenance of all accounting and other records, is solely the responsibility of the Company. The Company's Management is responsible for the designing, implementing and maintaining internal control relevant to the preparation and presentation of the document, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Management of the Company is responsible for ensuring that the Company complies with all the provisions of Schedule V, Regulations 22 of the Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020.
5. The Management of the Company is responsible for providing us with the audited financial statement for the financial year ended 31 March 2026 and all the relevant documents and information in accordance with Schedule V, Regulation 22 of the Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020.

Practitioner's Responsibility

6. It is our responsibility to report on the Disclosure Document as on 23rd July 2026 based on our examination of the matters with reference to the audited financial statements for the financial year ended 31 March 2026 and all other relevant documents and information.
7. In this regard, we have referred the audited financial statements for the financial year ended 31 March 2026 and all other relevant documents and information provided by the company. Our verification of financial statements and other documents was conducted in accordance with the

Registered Office
C-701, Mary Ellen,
Ceasars Cross Road,
Amboli, Andheri (W),
Mumbai - 400 058
Tel : +91 98 2005 1936

Mumbai Office
B wing 4th Floor, Unit No. 406 to 410
Navkar Chambers, A K Road,
Marol Naka Metro Station,
Mumbai - 400 059
Tel : +91 80970 95060

Bengaluru Office
Suite 2, 2nd Floor,
Stepsmart Kundhalanahalli
Bengaluru - 560037
Tel : +91 75678 60067

Vadodara Office
3rd Floor, TNW Business Centre,
Above Mcdonald's, Near Manisha
Cross Road, Old Padra Road,
Vadodara - 390 007
Tel : +91 26 5233 3698 / 230 4800

Kolkata Office
Suite No. 402, 4th Floor,
Vardhan Complex,
25A Camac Street,
Kolkata - 700 016
Tel : +91 98 3115 0209

Delhi Office
306, DLF Centre,
Savitri Cinema Complex,
Greater Kailash - II,
New Delhi 110048
Tel : +91 11 41437282

Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India.

8. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

10. Based on our examination, as above, and the information and explanations given to us, we report that the Disclosure Document as on 23rd July, 2026 gives all the information as required by Schedule V, Regulation 22 of the Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020 and the information is adequate to enable the investors to make well informed decision.

Restriction on Use

11. This certificate has been prepared at the request of the company solely to comply with Schedule V, Regulation 22 of the Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020. It should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing.

For

JHS & Associates LLP

Chartered Accountants

ICAI Firm Registration No.: FRN133288W/W100099

SD

Mr. Sahil Shah

Partner

Membership. No. 172336

UDIN: - 26172336HMXKXD5139

Date:- 29th July, 2026